



**WHITE ORGANIC RETAIL LIMITED**

Our Company was originally incorporated as “Sapna Infraventure Private Limited” at Maharashtra on December 19, 2011, under the provisions of the Companies Act, 1956 bearing Corporate Identification Number U01100MH2011PLC225123 vide Certificate of Incorporation issued by the Registrar of Companies, Mumbai, Maharashtra. Consequently, upon the change of name, the name of our Company was changed to “White Organic Retail Private Limited” and fresh Certificate of Incorporation dated September 28, 2016 was issued by the Registrar of Companies, Mumbai, Maharashtra. Subsequently, upon the change of name, the name of our Company was changed to “White Organic Retail Limited” and fresh Certificate of Incorporation dated April 4, 2018 was issued by the Registrar of Companies, Maharashtra, Mumbai. For further details of change in name and registered office of our Company, please refer to section titled “History and Certain Corporate Matters” beginning on page no 94 of this Draft Prospectus.

**Registered office:** 312A, Kailas Plaza, Vallabh Baug Lane, Ghatkopar (East), Mumbai, Mumbai City, Maharashtra, India, 400077,  
**Contact Person:** Ms. Charmi Sagar Jobalia, Company Secretary & Compliance Officer; **Tel No.:** 022 25011983; **Fax No:** 022-25011984;  
**E-Mail:** info@whiteorganics.co.in; **Website:** www.whiteorganics.co.in; **CIN:** U01100MH2011PLC225123

**OUR PROMOTERS: MR. DARSHAK MAHESH RUPANI, MR. PRASHANTT MAHESH RUPANI AND WHITE ORGANIC AGRO LIMITED**

<b>THE ISSUE</b>	
<p><b>PUBLIC ISSUE OF 24,54,000 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH (“EQUITY SHARES”) OF WHITE ORGANIC RETAIL LIMITED (THE “COMPANY” OR THE “ISSUER”) FOR CASH AT A PRICE OF ₹ 63/- PER EQUITY SHARE, INCLUDING A SHARE PREMIUM OF ₹53/- PER EQUITY SHARE (THE “ISSUE PRICE”), AGGREGATING TO ₹ 1546.02 LAKHS (“THE ISSUE”), OF WHICH 1,24,000 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH FOR CASH AT A PRICE OF ₹ 63/- PER EQUITY SHARE, AGGREGATING TO ₹ 78.12 LAKHS WILL BE RESERVED FOR SUBSCRIPTIONS BY THE MARKET MAKER TO THE ISSUE (THE “MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE 23,30,000 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH FOR CASH AT A PRICE OF ₹ 63/- PER EQUITY SHARE, AGGREGATING TO ₹ 1467.90 LAKHS IS HERE IN AFTER REFERRED TO AS THE “NET ISSUE”. THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 44.99% AND 42.72% RESPECTIVELY OF THE POST ISSUE PAIDUP EQUITY SHARE CAPITAL OF THE COMPANY.</b></p>	
<p><b>THE FACE VALUE OF THE EQUITY SHARE IS ₹10/- EACH AND THE ISSUE PRICE IS ₹63/- i.e. 6.30 TIMES OF THE FACE VALUE OF THE EQUITY SHARES. THE MINIMUM LOT SIZE IS 2,000 EQUITY SHARES</b></p>	
<p>THIS OFFER IS BEING MADE IN TERMS OF CHAPTER IX OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIRMENT) REGULATIONS, 2018 (THE “SEBI ICDR REGULATIONS”) READ WITH RULE 19(2)(b)(i) OF SCRR AS AMENDED. THIS ISSUE IS A FIXED PRICE ISSUE AND ALLOCATION IN THE NET OFFER TO THE PUBLIC WILL BE MADE IN TERMS OF REGULATION 253(2) OF THE SEBI (ICDR) REGULATIONS, 2018. (For further details see “The Issue” beginning on page no. 30 of this Draft Prospectus.) A copy will be delivered for registration to the Registrar of Companies as required under Section 26 &amp; 32 of the Companies Act, 2013.</p>	
<p>In terms of Regulation 256 of SEBI ICDR Regulations read with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, and Unified Payments Interface (UPI) introduced vide SEBI Circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 as a payment mechanism in a phased manner with ASBA, all the 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 or through UPI. For details in this regard, specific attention is invited to “Issue Procedure” on page no. 171 of this Draft Prospectus.</p>	
<p><b>RISK IN RELATION TO THE FIRST ISSUE</b></p>	
<p>This being the first issue of the issuer, there has been no formal market for the securities of the issuer. The face value of the equity shares is ₹ 10/- each and the issue price is 6.3 times of face value of the equity share. The issue price should not be taken to be indicative of the market price of the equity shares after the equity shares are listed on the SME platform of BSE. No assurance can be given regarding an active or sustained trading in the equity shares of our company or regarding the price at which the equity shares will be traded after listing.</p>	
<p><b>GENERAL RISKS</b></p>	
<p>Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this offer 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 the issuer and the offer including the risks involved. The securities have not been recommended or approved by the Securities and Exchange Board of India (SEBI) nor does SEBI guarantee the accuracy or adequacy of this document. Specific attention of investors is invited to the statement of ‘Risk factors’ given on page number 19 under the section ‘General Risks’</p>	
<p><b>ISSUER’S ABSOLUTE RESPONSIBILITY</b></p>	
<p>The issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this offer document contains all information with regard to the issuer and the issue which is material in the context of the issue, that the information contained in the offer document 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 make this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.</p>	
<p><b>LISTING</b></p>	
<p>The Equity Shares of our company issued through this Draft Prospectus are proposed to be listed on the SME Platform of BSE Limited (“BSESME”). In terms of the Chapter IX of the SEBI ICDR Regulations, as amended from time to time Our Company has received “in-principal” approval letter dated [●] from BSE for using its name in this offer document for listing of our shares on the SME Platform of BSE. For the purposes of the issue, the Designated Stock Exchange will be BSE Limited (“BSE”).</p>	
<p><b>LEAD MANAGER TO THE ISSUE</b></p>	<p><b>REGISTRAR TO THE ISSUE</b></p>
 <p><b>FINSHORE MANAGEMENT SERVICES LIMITED</b>  Anandlok”, Block-A, 2<sup>nd</sup> Floor, Room No. 207, 227 A.J.C Bose Road, Kolkata-700020, West Bengal  <b>Telephone:</b> +91 – 33 – 22895101  <b>Email:</b> ramakrishna@finshoregroup.com  <b>Website:</b> www.finshoregroup.com  <b>Investor Grievance Email:</b> info@finshoregroup.com  <b>Contact Person:</b> Mr. S. Ramakrishna Iyengar  <b>SEBI Registration No:</b> INM000012185  <b>CIN No:</b> U74900WB2011PLC169377</p>	 <p><b>LINK INTIME INDIA PRIVATE LIMITED</b>  C-101, 1st Floor, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai – 400 083, Maharashtra, India  <b>Tel No:</b> +91 22 4918 6200; <b>Fax No:</b> +91 22 4918 6195  <b>Website:</b> www.linkintime.co.in  <b>Email:</b> worl.ipo@linktime.co.in  <b>Investor Grievance Email:</b> worl.ipo@linktime.co.in  <b>Contact Person:</b> Ms. Shanti Gopalkrishnan  <b>SEBI Registration No:</b> INR000004058  <b>CIN No:</b> U67190MH1999PTC118368</p>
<p><b>ISSUE PROGRAMME</b></p>	
<p><b>ISSUE OPEN ON: [●]</b></p>	<p><b>ISSUE CLOSE ON: [●]</b></p>

## TABLE OF CONTENT

PARTICULARS	PAGE No.
<b>SECTION I: DEFINITIONS AND ABBREVIATIONS</b>	
Definitions and Abbreviations	1 – 10
Currency Conventions, Use of Financial Industry and Market Data, and Currency Presentation	11 – 12
Forward Looking Statements	13 – 13
<b>SECTION II: SUMMARY OF DRAFT PROSPECTUS</b>	
Summary of Draft Prospectus	14 – 18
<b>SECTION III: RISK FACTORS</b>	
Risk Factors	19 – 29
<b>SECTION IV: INTRODUCTION</b>	
The Issue	30 – 30
Summary of Financial Information	31 – 33
<b>SECTION V: GENERAL INFORMATION</b>	
General Information	34 – 40
<b>SECTION VI: CAPITAL STRUCTURE</b>	
Capital Structure	41 – 51
<b>SECTION VII: PARTICULARS OF THE ISSUE</b>	
Objects of The Issue	52 – 55
Basis for Issue Price	56 – 57
Statement of Possible Tax Benefits	58 – 59
<b>SECTION VIII: ABOUT THE COMPANY AND THE INDUSTRY</b>	
Industry Overview	60 – 75
Our Business	76 – 85
Key Industry Regulations and Policies	86 – 93
Our History and Certain Corporate Matters	94 – 96
Our Management	97 – 106
Our Promoters and Promoter Group	107 – 112
Group Entities of Our Company	113 – 116
Related Party Transactions	117 – 117
Dividend Policy	118 – 118
<b>SECTION IX: FINANCIAL INFORMATION</b>	
Financial Statements as Restated	119 – 137
Financial Indebtedness	138 – 138
Management’s Discussion and Analysis of Financial Conditions and Results of Operations	139 – 144
<b>SECTION X: LEGAL AND OTHER INFORMATION</b>	
Outstanding Litigation and Material Developments	145 – 149
Government and Other Approvals	150 – 152
Other Regulatory and Statutory Disclosures	153 – 163
<b>SECTION XI: ISSUE INFORMATION</b>	
Terms of The Issue	164 – 168
Issue Structure	169 – 170
Issue Procedure	171 – 202
Restrictions on Foreign Ownership of Indian Securities	203 – 203
Description of Equity Shares and Terms of the Articles of Association	204 – 231
<b>SECTION XII: OTHER INFORMATION</b>	
Material Contracts and Documents for Inspection	232 – 232
Declaration	233 – 233

## SECTION I: DEFINITIONS AND ABBREVIATIONS

### DEFINITION AND ABBREVIATIONS

This Draft 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 as amended from time to time.

Unless the context otherwise indicates or implies, the following terms shall have the meanings provided below in this Draft 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.

#### General Terms

TERMS	DESCRIPTION
“White Organic Retail Limited”, “WORLD”, “The Company”, “Our Company”, “we”, “our”, “us” or “Issuer”	Unless the context otherwise indicates or implies, White Organic Retail Limited, a public limited company incorporated under the provision of Companies Act, 1956 and having its Registered Office at 312A, Kailash Plaza, Vallabh Baug Lane, Ghatkopar (East), Mumbai-400077, Maharashtra, India.
Our Promoters or Promoters of the Company	The promoters of our company being Mr. Darshak Mahesh Rupani, Mr. Prashant Mahesh Rupani and White Organic Agro Limited (WOAL).
Promoter Group	Includes such persons and entities constituting the promoter group of our Company in terms of Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018 and as disclosed under Section titled “Our Promoters and Promoter Group”

#### Company Related Terms

TERMS	DESCRIPTION
“Articles” or “Articles of Association” or “AOA”	The Articles of Association of our Company, as amended from time to time.
Auditor/Statutory Auditor	The Statutory Auditors of our Company, being “M/s. Gupta Raj & Co.” Chartered Accountants, 2-C Mayur Apartments, Dadabhai Cross Road No.3, Vile Parle(W), Mumbai – 400056, Maharashtra.
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
Banker to our Company	Since our company is not enjoying any credit facilities with any Bank, Bankers to our company represent the bankers with whom the company is maintaining the current account.
“Board of Director(s)” or “the/our Board”	Unless otherwise specified, The Board of Directors of our company, as duly constituted from time to time, including any committee(s) thereof.
“CFO” or Chief Financial Officer	The chief financial officer of our company being “Mr. Ronak Vinod Desai”.
CIN	Corporate Identification Number
Companies Act	The Companies Act, 2013 and amendments thereto. The Companies Act, 1956, to the extent of such of the provisions that are in force.
Company Secretary & Compliance Officer	The Company Secretary & Compliance Officer of our company being “Ms. Charmi Sagar Jobalia”.
Corporate Office	Corporate Office of the Company is presently situated at 312A, Kailash Plaza, Vallabh Baug Lane, Ghatkopar (East), Mumbai-400077, Maharashtra, India
DIN	Directors Identification Number.
Director/Director(s)	The directors of our company, unless otherwise specified
E- Commerce	E- Commerce refers to the buying and selling of goods or services using the internet, and the transfer of money and data to execute these transactions
ED	Executive Director
Equity Shares	The Equity Shares of our Company of face value of Rs.10/- each, fully paid-up, unless otherwise specified in the context thereof.
Equity Shareholders	Persons/Entities holding Equity Shares of our Company.
Export	Export means taking goods out of India to a place outside India
Group Companies/Entities	Such companies with which there were related party transactions, during the period for which financial information is disclosed in this Draft Prospectus, which are covered under the applicable accounting standards and other companies as considered material by our Board, as identified in “Our Group Companies”
HUF	Hindu Undivided Family.

TERMS	DESCRIPTION
IBC	The Insolvency and Bankruptcy Code, 2016
IFRS	International Financial Reporting Standards
Ind AS	Indian Accounting Standard
Ind GAAP	Generally Accepted Accounting Principles in India.
Import	Import means bringing goods into India from a place outside India
Independent Director	Non-executive & Independent Director as per the Companies Act, 2013
IT Act	The Income Tax Act, 1961 as amended till date
JV / Joint Venture	A commercial enterprise undertaken jointly by two or more parties which otherwise retain their distinct identities.
ISIN	International Securities Identification Number In this case being “INE06CG01019”
KMP / Key Managerial Personnel	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations 2018, Section 2(51) of the Companies Act, 2013 and as disclosed in the chapter titled “Our Management” beginning on page no. 97 of this Draft Prospectus.
MD	Managing Director
Materiality Policy	The policy on identification of group companies, material creditors and material litigation, adopted by our Board in accordance with the requirements of the SEBI (ICDR) Regulations
Memorandum/Memorandum of Association/MoA	The Memorandum of Association of our Company, as amended from time to time.
Nomination and Remuneration Committee	The nomination and remuneration committee of our Company, as disclosed in the Section titled, Our Management, on page no. 97 of this Draft Prospectus.
Non-Residents	A person resident outside India, as defined under FEMA Regulations, 2000
Organic food Products	Organic food products are grown under a system of agriculture without the use of harmful chemical fertilizers and pesticides with an environmentally and socially responsible approach. This is a method of farming that works at grass root level preserving the reproductive and regenerative capacity of the soil, good plant nutrition, and sound soil management, produces nutritious food rich in vitality which has resistance to diseases. In this method growing plants takes time to grow naturally and always good for health.
Peer Review Auditor	Independent Auditor having a valid Peer Review certificate in our case being “M/s. Gupta Raj & Co.” Chartered Accountants, 2-C Mayur Apartments, Dadabhai Cross Road No.3, Vile Parle(W), Mumbai – 400056, Maharashtra.
Promoters	Shall mean promoters of our Company as mentioned in this draft prospectus.
Promoter Group	Includes such Persons and entities constituting our promoter group covered under Regulation 2(1)(pp) of the SEBI (ICDR) Regulations as enlisted in the section titled “Our Promoter and Promoter Group” beginning on page 107 of this Prospectus.
Registered Office	312A, Kailash Plaza, Vallabh Baug Lane, Ghatkopar (East), Mumbai-400077, Maharashtra, India.
Restated Financial Statement	Audited Financial Statements for the period nine-month ended December 31 <sup>st</sup> , 2018 and financial Years ended March 31, 2018, 2017 and 2016, as restated in accordance with SEBI (ICDR) Regulations, comprises of (i) Financial Information as per Restated Summary Financial Statements and (ii) Other Financial Information.
RoC/Registrar of Companies	The Registrar of Companies, Mumbai, Maharashtra located at 100, Everest, Marine Drive, Mumbai- 400002.
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992.
Shareholders	Shareholders of our Company
Subscriber to MOA / Initial Promoters	Initial Subscriber to MOA
WTD	Whole Time Director
Stakeholders Relationship Committee	Stakeholder’s relationship committee of our Company constituted in accordance with Companies Act, 2013.
Willful Defaulter(s)	A person or an issuer who or which is categorized as a willful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India, as defined under Regulation 2(1)(III) of SEBI ICDR Regulations 2018.

### Issue Related Terms

Terms	Description
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of having accepted the Application Form.
Allot/Allotment/Allotted of Equity Shares	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Issue of the Equity Shares to the successful Applicants.
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee(s)	A successful Applicant (s) to whom the Equity Shares are being/have been issued/allotted.
Applicant/Investor	Any prospective investor who makes an application pursuant to the terms of the Draft Prospectus and the Application Form.
Application	An indication to make an offer during the Issue Period by an Applicant, pursuant to submission of Application Form, to subscribe for or purchase our Equity Shares at the Issue Price including all revisions and modifications thereto, to the extent permissible under the SEBI (ICDR) Regulations.
Application Amount	The number of Equity Shares applied for and as indicated in the Application Form multiplied by the price per Equity Share payable by the Applicants on submission of the Application Form.
Application Form	The form in terms of which an Applicant shall make an Application and which shall be considered as the application for the Allotment pursuant to the terms of this Draft Prospectus.
Application Supported by Blocked Amount/ASBA or UPI	An application, whether physical or electronic, used by ASBA Bidders, to make a Bid authorizing a SCSB to block the Bid Amount in the ASBA Account including the bank account linked with UPI ID
ASBA Account	A bank account linked with or without UPI ID, maintained with an SCSB and specified in the ASBA Form submitted by Applicants for blocking the Bid Amount mentioned in the ASBA Form
ASBA Applicant(s)	Any prospective investors in this Issue who apply for Equity Shares of our Company through the ASBA process in terms of this Draft Prospectus.
ASBA Forms	An application form (with or without the use of UPI, as may be applicable), whether physical or electronic, used by ASBA Applicants, which will be considered as the application for Allotment in terms of the Draft Prospectus.
ASBA Application Location(s)/Specified Cities	Such Branches of the SCSBs which shall collect the Application Forms used by the Applicants applying through the ASBA process and a list of which is available on <a href="http://www.sebi.gov.in/pmd/scsb.pdf">www.sebi.gov.in/pmd/scsb.pdf</a>
Banker to the Issue	Bank which are clearing members and registered with SEBI as banker to an issue and with whom the Public Issue Account will be opened, in this case being “ <i>ICICI Bank Ltd</i> ”.
Banker to the Issue Agreement	Agreement dated [●] entered into amongst the Company, Lead Manager, the Registrar and the Banker of the Issue.
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants under the Issue, as described in the Section titled, Issue Procedure, - Basis of Allotment beginning on page no. 171 of this Draft Prospectus.
Broker Centers	Broker centers notified by the Stock Exchanges, where the Applicants can submit the Application Forms to a Registered Broker. The details of such broker centers, along with the names and contact details of the Registered Brokers, are available on the website of the BSE on the following link: <a href="http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx?expandable=3">http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx?expandable=3</a>
Broker to the Issue	All recognized members of the stock exchange would be eligible to act as the Broker to the Issue.
Business Day	Monday to Saturday (except 2nd & 4th Saturday of a month and public holidays).
BSE	BSE Limited
BSE SME	The SME platform of BSE Limited, approved by SEBI as an SME Exchange for listing of equity shares
CAN or Confirmation of Allocation Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which will be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange.
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account.
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	Description
	terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI.
Controlling Branches of SCSBs	Such branches of the SCSBs which co-ordinate Applications under this Issue made by the Applicants with the Lead Manager, the Registrar to the Issue and the Stock Exchanges, a list of which is provided on <a href="http://www.sebi.gov.in">http://www.sebi.gov.in</a> or at such other website as may be prescribed by SEBI from time to time.
Demographic Details	The demographic details of the Applicants such as their Address, PAN, Occupation and Bank Account details.
Depository/Depositories	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996, as amended from time to time, being NSDL and CDSL.
Depository Participant/DP	A depository participant as defined under the Depositories Act, 1966.
Designated CDP Locations	Such locations of the CDPs where Applicant can submit the Application Forms to Collecting Depository Participants.  The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange i.e. <a href="http://www.bseindia.com">www.bseindia.com</a>
Designated Date	The date on which the funds are transferred by the Escrow Collection Bank from the Escrow Account(s) or the instructions are given to the SCSBs to unblock the ASBA Accounts including the accounts linked with UPI ID and transfer the amounts blocked by SCSBs as the case may be, to the Public Issue Account, as appropriate in terms of the Draft Prospectus and the aforesaid transfer and instructions shall be issued only after finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange.
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 is mentioned on website of the stock exchange as eligible for this activity).
Designated RTA Locations	Such locations of the RTAs where Applicant can submit the Application Forms to RTAs. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange i.e. <a href="http://www.bseindia.com">www.bseindia.com</a>
Designated Stock Exchange	SME Platform of BSE Limited.,
Draft Prospectus	The Draft Prospectus dated March 28, 2019 issued in accordance with Section 26 & 32 of the Companies Act, 2013 filed with BSE Limited under SEBI (ICDR) Regulations.
DP	Depository Participant.
DP ID	Depository Participant's Identity number.
Eligible NRI(s)	NRI(s) from such jurisdiction outside India where it is not unlawful to make an Issue or invitation under the Issue and in relation to whom this Draft Prospectus constitutes an invitation to subscribe for the Equity Shares Issued herein on the basis of the terms thereof.
Eligible QFIs	Qualified Foreign Investors from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to purchase the Equity Shares Issued thereby and who have opened demat accounts with SEBI registered qualified depository participants.
Electronic Transfer of Funds	Refunds through ECS, NEFT, Direct Credit or RTGS as applicable.
Equity Shares	Equity Shares of our Company of face value ₹10/- each.
FII/Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
First/Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form.
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
FPI / Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered pursuant to the of Securities And Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended
General Information Document / GID	The General Information Document for investing in public issues prepared and issued in accordance with the Circular (CIR/CFD/DIL/12/2013) dated 23 <sup>rd</sup> October, 2013, notified by SEBI read with SEBI Circular dated November 10, 2015 and bearing Reference No. CIR/CFD/POLICYCELL/11/2015 as amended and modified by the circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, and SEBI Circular bearing

Terms	Description
	number (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and Circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018.
GIR Number	General Index Registry Number.
IPO	Initial Public Offering
Issue/Public Issue/Issue Size Initial Public Issue/IPO	Public issue of 24,54,000 Equity Shares of face value of ₹10/- each of our Company for cash at a price of ₹63/- per Equity Share (including a share premium of ₹53/- per Equity Share) aggregating to ₹1546.02 Lakhs by our Company, in term of this Draft Prospectus.
Issue Agreement	The Issue Agreement dated March 01, 2019 between our Company and Lead Manager.
Issue Closing Date	The date on which Issue Closes for Subscription.
Issue Opening Date	The date on which Issue Opens for Subscription.
Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which prospective Investors may submit their application.
Issue Price	The price at which Equity Shares are being issued by our Company being ₹63/- per Equity Share.
Issue Proceeds	The proceeds of the Issue as stipulated by the Company. For further information about use of the Issue Proceeds please refer to Section titled "Objects of the Issue" beginning on page no. 52 of this Draft Prospectus.
Lead Manager/LM	means a merchant banker registered with the Board and appointed by the issuer to manage the issue and in case of a book-built issue, the lead manager(s) appointed by the issuer shall act as the book running lead manager(s) for the purposes of book building. Lead Manager to the Issue, in this case being " <i>Finshore Management Services Limited</i> ".
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and the BSE Limited.
Market Maker	Member Brokers of BSE who are specifically registered as Market Makers with the BSE SME Platform. In our case, [●] Market Maker to the Issue.
Market Making Agreement	The Market Making Agreement dated [●] between our Company and Market Maker.
Market Maker Reservation Portion	Upto 1,24,000 Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of ₹ 63/- per Equity Share aggregating to ₹78.12 Lakhs only.
Mutual Fund(s)	Mutual fund (s) registered with SEBI pursuant to the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of up to 23,30,000 Equity Shares of face value ₹ 10/- each for cash at an Issue price of ₹ 63/-per Equity Share (the "Issue Price"), including a share premium of ₹53/- per equity share aggregating up to ₹1,467.90 Lakhs Only.
Net Proceeds	The Issue Proceeds, less the Issue related expenses, received by the Company.
NPCI	National Payments Corporation of India (NPCI), a Reserve Bank of India (RBI) initiative, is an umbrella organization for all retail payments in India. It has been set up with the guidance and support of the Reserve Bank of India (RBI) and Indian Banks Association (IBA)
Non-Institutional Investors or NIIs	All Applicants, including sub-accounts of FIIs registered with SEBI which are foreign corporate or foreign individuals, that are not QIBs or Retail Individual Investors and who have applied for Equity Shares for an amount of more than ₹2 Lakh (but not including NRIs other than Eligible NRIs).
Other Investor	Investors other than Retail Individual Investors. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
Overseas Body/OCB Corporate	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. <b>OCBs are not allowed to invest in this Issue.</b>
Other Investors	Investors other than Retail Individual Investors. These include individual Applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
Person/ Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust, or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.

Terms	Description
Prospectus	The Prospectus dated [●] registered with the RoC in accordance with the provisions of Section 26 & 32 of the Companies Act, 2013 and SEBI ICDR Regulations.
Public Issue Account	The Bank Account opened with the Banker(s) to this Issue under Section 40 of the Companies Act, 2013 to receive monies from the SCSBs from the bank accounts of 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.
Registered Brokers	Stock brokers registered with the stock exchanges having nationwide terminals, other than the Members of the Syndicate.
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/Registrar to this Issue/RTI	Registrar to the Issue being in our case is "M/s. Link Intime India Private Limited".
Registrar Agreement	The agreement dated [●] entered into between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar pertaining to the Issue.
Regulations	SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 as amended from time to time.
Reserved Category/Categories	Categories of persons eligible for making application under reservation portion.
Retail Individual Investors/RIIs	Applicants or minors applying through their natural guardians, (including HUFs in the name of Karta and Eligible NRIs) who have applied for an amount less than or equal to ₹ 2 Lakh in this Issue.
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares or the Application Amount in any of their Application Forms or any previous Revision Form(s), as applicable.
Self-Certified Syndicate Bank(s) or SCSB(s)	Banks registered with SEBI, Issuing Services in relation to ASBA, a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in/cms/sebi_data/attachdocs/1365051213899.html">http://www.sebi.gov.in/cms/sebi_data/attachdocs/1365051213899.html</a>
Specified Locations	Collection Centers where the SCSBs shall accept application forms, a list of which is available on the website of the SEBI ( <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> ) and updated from time to time.
Sponsor Bank	Sponsor Bank means a Banker to the Issue registered with SEBI which is appointed by the Issuer to act as a conduit between the Stock Exchanges and NPCI in order to push the mandate collect requests and / or payment instructions of the retail investors into the UPI
SEBI (ICDR) Regulations / ICDR Regulation / Regulation	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 issued by SEBI on September 11, 2018, as amended from time to time, including instructions and clarifications issued by SEBI from time to time.
SEBI Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI Takeover Regulations or SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time.
SEBI Listing Regulations, 2015/ SEBI Listing Regulations/ Listing Regulations/ SEBI (LODR)	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as amended thereto, including instructions and clarifications issued by SEBI from time to time.
SEBI (Venture Capital) Regulations	Securities Exchange Board of India (Venture Capital) Regulations, 1996 as amended from time to time.
SME Exchange	The SME Platform of the BSE i.e. BSE SME.
SME Platform	The SME Platform of BSE i.e. BSE SME for listing equity shares Issued under Section IX of the SEBI ICDR Regulation 2018 which was approved by SEBI as an SME Exchange.
Transaction Registration Slip /TRS	The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the applicants, as proof of registration of the Application
UPI	Unified Payments Interface (UPI) is an instant payment system developed by the NPCI. It enables merging several banking features, seamless fund routing & merchant payments into one hood. UPI allows instant transfer of money between any two persons' bank accounts using a payment address which uniquely identifies a person's bank a/c.
Underwriters	M/s. Finshore Management Services Limited
Underwriting Agreement	The agreement dated [●] entered into between our Company and the Underwriters.
U.S. Securities Act	U.S. Securities Act of 1933, as amended



Terms	Description
Working Days	<p>“working day” means all days on which commercial banks in the city as specified in the offer document are open for business. However, till 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 offer document are open for business.</p> <p>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, as per circulars issued by the Board, as per the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 and in terms of regulation 2(1)(mmm) of SEBI ICDR Regulations 2018.</p>

#### Conventional and General Terms

Term	Description
ACIT	Assistant Commissioner of Income Tax.
AIF(s)	The alternative investment funds, as defined in, and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012.
Air Act, 1981	Air (Prevention and Control of Pollution) Act, 1981.
Category I Foreign Portfolio Investor(s)	FPIs who are registered as “Category I foreign portfolio investor” under the SEBI FPI Regulations.
Category II Foreign Portfolio Investor(s)	FPIs who are registered as “Category II foreign portfolio investor” under the SEBI FPI Regulations.
Category III Foreign Portfolio Investor(s)	FPIs who are registered as “Category III foreign portfolio investor” under the SEBI FPI Regulations.
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the sections of the Companies Act, 2013) along with the relevant rules made there under.
Companies Act/Companies Act, 2013	Companies Act, 2013, to the extent in force pursuant to the notification of sections of the Companies Act, 2013, along with the relevant rules made there under.
Competition Act	The Competition Act, 2002.
Consolidated FDI Policy	Consolidation FDI Policy dated 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.
CST Act	Central Sales Tax Act, 1956.
FCNR Account	Foreign currency non-resident account.
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations there under.
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations 2000.
FII(s)	Foreign Institutional Investors as defined under the SEBI FPI Regulations.
Financial Year/ Fiscal/ Fiscal Year/F.Y.	Period of twelve (12) months ended March 31 of that particular year, unless otherwise stated.
Foreign Portfolio Investor or FPI	Foreign Portfolio Investors, as defined under the SEBI FPI Regulations and registered with SEBI under applicable laws in India.
Fugitive economic offender	“fugitive economic offender” shall mean an individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018)
FVCI	Foreign Venture Capital Investor, registered under the FVCI Regulations.
FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
Hazardous Waste Rules, 2008	Hazardous Wastes (Management, Handling and Trans boundary Movement) Rules, 2008.
Income Tax Act or the I.T. Act	The Income Tax Act, 1961.
Ind AS	New Indian Accounting Standards notified by Ministry of Corporate Affairs on February 16, 2015, applicable from Financial Year commencing April 1, 2016, as amended.
LLP Act	The Limited Liability Partnership Act, 2008.
Notified Sections	The sections of the Companies Act, 2013, that have been notified by the Government as having come into effect prior to the date of this Draft Prospectus.
NRE Account	Non-resident external account.
NRO Account	Non-resident ordinary account.
RBI Act	Reserve Bank of India Act, 1934.

Term	Description
SCRA	Securities Contracts (Regulation) Act, 1956.
SCRR	Securities Contracts (Regulation) Rules, 1957.
SEBI	The Securities and Exchange Board of India, constituted under the SEBI Act.
SEBI Act	Securities and Exchange Board of India Act, 1992.
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012.
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995.
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.
SEBI (ICDR) Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.
SEBI (LODR) Regulations/ SEBI Listing Regulations	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
SEBI VCF Regulations	The erstwhile Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996.
Securities Act	U.S. Securities Act of 1933, as amended.
State Government	The government of a state of the Union of India.
STT	Securities Transaction Tax.
Sub-account	Sub-accounts registered with SEBI under the SEBI FII Regulations other than sub-accounts which are foreign corporate or foreign individuals.
VCFs	Venture Capital Funds as defined and registered with SEBI under the SEBI VCF Regulations.
Water Act, 1974	Water (Prevention and Control of Pollution) Act, 1974.

#### Technical and Industry related terms

Terms	Description
ASSOCHAM	Associated Chambers of Commerce of India
CAGR	Compounding Annual Growth Rate
CPI	Consumer Price Index
CSO	Central Statistics Office's
DIPP	Department of Industries Policy and Promotion
EPFO	Employees' Provident Fund Organisation
ESI	Employee State Insurance
EU	European Union
FCNR	Foreign Currency Non-Resident
FDI	Foreign Direct Investment
FY	Financial Year
GDP	Gross Domestic Product
GST	Goods and Service Tax
GVA	Gross Value Added
G-sec	Government Securities
IBEF	Indian Brand Equity Foundation
IMF	International Monetary Fund
INR	Indian Rupee Rates
MNC	Multinational Corporation
MOU	Memorandum of Understanding
MSMEs	Micro, Small and Medium Enterprises
MYEA	Mid-Year Economic Analysis
NITI Aayog	National Institution for transforming India
NMP	National Manufacturing Policy
PMA	Preferential Market Access
PSUs	Private Sector Units
RBI	Reserve Bank of India

RTD	Ready to Drink Beverages
SED	Strategic Engineering Division
SEZ	Special Economic Zone
TFA	Trade Facilitation Agreement
US	United States
WPI	Wholesale Price Index

#### Abbreviations

Term	Description
₹ or ₹ or Rupees or INR	Indian Rupees.
AGM	Annual General Meeting.
AS/Accounting Standards	Accounting Standards issued by the Institute of Chartered Accountants of India.
A.Y.	Assessment year.
BC	Before Christ.
BPLR	Bank Prime Lending Rate.
BSE	BSE Limited.
CARO	Companies (Auditor's Report) Order, 2003.
CDSL	Central Depository Services (India) Limited.
CEO	Chief Executive Officer.
CIN	Corporate Identity Number.
CLB	Company Law Board.
CrPC	Criminal Procedure Code, 1973, as amended.
CSR	Corporate Social Responsibility.
DIN	Director Identification Number.
DP ID	Depository participant's identification.
ECS	Electronic Clearing System.
EBITDA	Earnings before Interest, Tax Depreciation and Amortisation.
EGM	Extraordinary General Meeting of the Shareholders of the Company.
EPS	Earnings Per Share.
ESOS	Employee Stock Option Scheme.
FDI	Foreign direct investment.
FIPB	Foreign Investment Promotion Board.
GAAR	General anti avoidance rules.
GBP	Great Britain Pound.
GIR	General index register.
GoI/Government	Government of India.
GST	Goods & Service Tax
HNI	High Net Worth Individual.
HUF	Hindu Undivided Family.
ICAI	Institute of Chartered Accountants of India.
IFRS	International Financial Reporting Standards.
Indian GAAP	Generally Accepted Accounting Principles in India.
ISO	International Organization for Standardization.
IT Act	The Income Tax Act, 1961, as amended.
IT Rules	The Income Tax Rules, 1962, as amended.
JV	Joint Venture.
MCA	Ministry of Corporate Affairs, Government of India.
MoU	Memorandum of Understanding.
N.A.	Not Applicable.
NAV/Net Asset Value	Net asset value being paid up equity share capital plus free reserves (excluding reserves created out of revaluation) less deferred expenditure not written off (including miscellaneous expenses not written off) and debit balance of profit and loss account, divided by number of issued Equity Shares.
NECS	National Electronic Clearing Services.
NEFT	National Electronic Fund Transfer.
NoC	No Objection Certificate.
No.	Number.
NR	Non-Resident.
NSDL	National Securities Depository Limited.
NTA	Net Tangible Assets.

Term	Description
p.a.	Per annum.
PAN	Permanent Account Number.
PAT	Profit After Tax.
PBT	Profit Before Tax.
PCB	Pollution Control Board.
P/E Ratio	Price per Earnings Ratio.
Pvt.	Private.
RBI	Reserve Bank of India.
RoC	Registrar of Companies.
RONW	Return on Net Worth.
RTGS	Real Time Gross Settlement.
SCN	Show Cause Notice.
SCSB	Self-Certified Syndicate Bank.
SME	Small and Medium Enterprises
STT	Securities Transaction Tax
TAN	Tax Deduction Account Number
TIN	Taxpayers Identification Number
UIN	Unique Identification Number.
US	United States.
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America.
VAT	Value Added Tax.
w.e.f	With effect from
YoY	Year on Year.

The words and expressions used but not defined in this Prospectus will have the same meaning as assigned to such terms under the Companies Act, the Securities and Exchange Board of India Act, 1992 (the “SEBI Act”), the SCRA, the Depositories Act and the rules and regulations made thereunder.

Notwithstanding the foregoing, the terms defined -

- a) In the section titled “Description of Equity Shares and Terms of the Articles of Association” beginning on page 204 of this Draft Prospectus, shall have the meaning given to such terms in that section;
- b) In the chapter titled “Financial Statements as Restated” beginning on page 119 of this Draft Prospectus, shall have the meaning given to such terms in that chapter;
- c) In the section titled “Risk Factors” beginning on page 19 of this Draft Prospectus, shall have the meaning given to such terms in that section;
- d) In the chapter titled “Statement of Possible Tax Benefits” beginning on page 58 of this Draft Prospectus, shall have the meaning given to such terms in that chapter; and
- e) In the chapter titled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page 139 of this Draft Prospectus, shall have the meaning given to such terms in that chapter.

## CERTAIN CONVENTIONS, USE OF FINANCIAL INDUSTRY AND MARKET DATA, AND CURRENCY PRESENTATION

### Certain Conventions

Unless otherwise specified or the context otherwise requires, all references to “India” in this Draft Prospectus are to the Republic of India.

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

In this Prospectus, the terms “we”, “us”, “our”, “the Company”, “our Company”, “Issuer”, “White Organic”, “White Organic Retail Limited.”, “WORL”, and, unless the context otherwise indicates or implies, refers to “White Organic Retail Limited”.

In this Prospectus, unless the context otherwise requires, all references to one gender also refers to another gender and the word “Lac / Lakh” means “one hundred thousand”, the word “million (mn)” means “Ten Lacs / Lakhs”, the word “Crore” means “ten millions” and the word “billion (bn)” means “one hundred crores”. In this Prospectus, any discrepancies in any table between total and the sum of the amounts listed are due to rounding-off.

### Financial Data

Unless stated otherwise, the financial information in this Draft Prospectus are extracted from the restated Financial Statements of our Company (i) as of and for Financial Year ended March 31, 2016, 2017, 2018 and for nine month ended on December 31<sup>st</sup>, 2018 prepared in accordance with Ind AS and the Companies Act, and restated in accordance with the SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditor, set out in the section titled ‘Financial Statements as Restated’ beginning on page no. 119 of this Draft Prospectus. Our restated financial statements are derived from our audited financial statements prepared in accordance with Ind AS and the Companies Act and have been restated in accordance with the SEBI (ICDR) Regulations.

Our fiscal year commences on 1st April of each year and ends on 31st March of the next year. All references to a particular fiscal year are to the 12 months period ended 31st March of that year. In this Draft Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding-off. All decimals have been rounded off to two decimal points.

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

Unless otherwise indicated, any percentage amounts, as set forth in this Draft Prospectus, including in the Sections titled, **Risk Factors; Our Business; Management’s Discussion and Analysis of Financial Condition and Results of Operations** beginning on page no. 19, 76, and 139 respectively, have been calculated on the basis of the restated audited financial statements of our Company included in this Draft Prospectus.

### Currency and Units of Presentation

All references to “Rupees”, “Rs.”, “INR” or “₹” are to Indian Rupees, the official currency of the Republic of India. All references to “£” or “GBP” are to Great Britain Pound, the official currency of the United Kingdom. All references to “\$”, “US\$”, “USD”, “U.S. \$” or “U.S. Dollars” are to United States Dollars, the official currency of the United States of America

Our Company has presented certain numerical information in this Draft Prospectus in “Lakh” units. One lakh represents 1,00,000. In this Draft Prospectus, any discrepancies in any table between the total and the sums of the amounts listed therein are due to rounding-off.

All references to ‘million’ / ‘Million’ / ‘Mn’ refer to one million, which is equivalent to ‘ten lacs’ or ‘ten lakhs’, the word ‘Lacs / Lakhs / Lac’ means ‘one hundred thousand’ and ‘Crore’ means ‘ten million and ‘billion / bn./ Billions’ means ‘one hundred crores’.

### **Industry and Market Data**

Unless stated otherwise, industry and market data used throughout this Draft Prospectus has been derived from Ministry of Statistics and Programme Implementation (MOSPI), Euromonitor International, RBI, Press Information Bureau, Department of Industrial Policy & Promotion, India Brand Equity Foundation and industry publications etc. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed, and their reliability cannot be assured. Although, we believe that the industry and market data used in this Draft Prospectus is reliable, neither we nor the Lead Manager nor any of their respective affiliates or advisors have prepared or verified it independently. The extent to which the market and industry data used in this Draft Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data.

Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the Section titled, **Risk Factors**, beginning on page no. 19 of this Draft Prospectus. Accordingly, investment decisions should not be based on such information.

### **Exchange Rates**

This Draft Prospectus may contain conversions of certain other currency amounts into Indian Rupees that have been presented solely to comply with the SEBI ICDR Regulations. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate or at all.

## FORWARD LOOKING STATEMENT

The Company has included statements in this Draft Prospectus which contain words or phrases such as “may”, “will”, “aim”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “potential” and similar expressions or variations of such expressions, that are or may be deemed to be forward looking statements.

All statements regarding the expected financial condition and results of operations, business, plans and prospects are forward-looking statements. These forward-looking statements include statements as to the business strategy, the revenue, profitability, planned initiatives. These forward-looking statements and any other projections contained in this Draft Prospectus (whether made by us or any third party) are predictions and involve known and unknown risks, uncertainties and other factors that may cause the 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. Important factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed under the Section titled, **Risk Factors; Industry Overview; Our Business; and Management’s Discussion and Analysis of Financial Condition and Results of Operations**; beginning on page no. 19, 60, 76 and 139, respectively, of this Draft Prospectus.

The forward-looking statements contained in this Draft Prospectus are based on the beliefs of our management, as well as the assumptions made by and information currently available to our management. Although we believe that the expectations reflected in such forward-looking statements are reasonable at this time, we cannot assure investors that such expectations will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements. If any of these risks and uncertainties materializes, or if any of the underlying assumptions prove to be incorrect, the actual results of operations or financial condition could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent written and oral forward-looking statements attributable to us are expressly qualified in their entirety by reference to these cautionary statements.

Certain important factors that could cause actual results to differ materially from our Company’s expectations include, but are not limited to, the following:

- General economic and business conditions in India and other countries;
- Increase in price and material components
- Fluctuation in other operating cost
- Ability to retain the customers is heavily dependent upon various factors including our reputation and our ability to maintain a high level of product quality including our satisfactory performance for the customers;
- We operate in a significantly fragmented and competitive market in each of our business segments;
- Regulatory changes relating to the finance and capital market sectors in India and our ability to respond to them;
- Our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks that have an impact on our business activities or investments;
- The monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic and foreign laws, regulations and taxes and changes in competition in our industry;
- Changes in the value of the Rupee and other currencies;
- The occurrence of natural disasters or calamities; and

By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Our Company, the Lead Manager, or their respective affiliates do not have any obligation to, and do not intend to, update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company and the Lead Manager will ensure that investors are informed of material developments until the time of the grant of final listing and trading permissions with respect to Equity Shares being issued in this Issue, by the Stock Exchanges. Our Company will ensure that investors are informed of material developments in relation to statements about our Company in this Draft Prospectus until the Equity Shares are allotted to the investors.

## SECTION II: SUMMARY OF DRAFT PROSPECTUS

### (A) PRIMARY BUSINESS OF OUR COMPANY AND THE INDUSTRY IN WHICH IT OPERATES:

#### ❖ Primary Business of Our Company:

Our company was originally incorporated as “Sapna Infraventure Private Limited” on December 19, 2011 with a view of doing Real Estate Development Business Activity. Later the name of the company was changed to White Organic Retail Private Limited in the year 2016 and to White Organic Retail Limited in the year 2018.

In the year 2016, the company diversified its business from Real Estate Development Activity to dealings in Organic Product and started Distribution and Retailing of Organic Products. The company is into trading of Agriculture produce like Cereals, Pulses, Grains, Fruits and Vegetables.

Our Company is planning for introducing a wide range of products like; Cow Ghee, Jaggery and Moringa, Sweetners, Juices, Beauty Products, Snacks, Syrups, Health Powders, Churans, Mukhwas, Incense Sticks, Soap, Aloe Vera Juices, Aloe Vera Gel etc. The company is also planning to launch the capsule range like Amla, Haldi, Jvara etc and medicinal and nutritional powders like Amla, Ashwagandha, Gokharu, Moringa, Rasayan etc.

The Company currently run their business through wholesale Distribution.

*For Detailed information on our business, please refer to chapter titled “Our Business” beginning from page no. 76 of this Draft Prospectus.*

#### ❖ Summary of the industry in which our Company operates:

Organic products are grown under a system of agriculture without the use of chemical fertilizers and pesticides with an environmentally and socially responsible approach. This is a method of farming that works at grass root level preserving the reproductive and regenerative capacity of the soil, good plant nutrition, and sound soil management, produces nutritious food rich in vitality which has resistance to diseases.

India is bestowed with lot of potential to produce all varieties of organic products due to its various agro climatic regions. In several parts of the country, the inherited tradition of organic farming is an added advantage. This hold promises for the organic producers to tap the market which is growing steadily in the domestic and export market.

As per the available statistics, India’s rank in terms of World’s Organic Agricultural land was 9th and in terms of total number of producers was 1st as per 2018 data (Source: FIBL & IFOAM Year Book 2018).  
[[http://apeda.gov.in/apedawebsite/organic/Organic\\_Products.htm](http://apeda.gov.in/apedawebsite/organic/Organic_Products.htm)]

The Government of India has implemented the National Programme for Organic Production (NPOP). The national programme involves the accreditation programme for Certification Bodies, standards for organic production, promotion of organic farming etc. The NPOP standards for production and accreditation system have been recognized by European Commission and Switzerland for unprocessed plant products as equivalent to their country standards. Similarly, USDA has recognized NPOP conformity assessment procedures of accreditation as equivalent to that of US. With these recognitions, Indian organic products duly certified by the accredited certification bodies of India are accepted by the importing countries. [Source: [http://apeda.gov.in/apedawebsite/organic/Organic\\_Products.htm](http://apeda.gov.in/apedawebsite/organic/Organic_Products.htm)]

*For further detailed information, please refer to chapter titled “Industry Overview” beginning from page no. 60 of this Draft Prospectus.*

### (B) NAME OF THE PROMOTERS OF OUR COMPANY:

(1) Mr. Darshak Mahesh Rupani (2) Mr. Prashantt Mahesh Rupani and (3) Whites Organic Agro Limited are the promoters of our company. *For further details, please refer chapter “Our Promoters and Promoters Group” beginning from page no. 107 of this draft prospectus.*

### (C) SIZE OF THE ISSUE:

Public issue of 24,54,000 equity shares of face value of ₹10/- each (“Equity Shares”) of White Organic Retail Limited (“The Company” or “The Issuer”) for cash at a price of ₹ 63/- per equity share, including a share premium of ₹53/- per equity share (“The Issue Price”), aggregating to ₹ 1546.02 lakhs (“The Issue”), of which 1,24,000 equity shares of face value of ₹10/- each for cash at a price of ₹ 63/- per equity share, aggregating to ₹ 78.12 lakhs will be reserved for



subscriptions by the Market Maker to the issue (The “Market Maker Reservation Portion”). The issue less market maker reservation portion i.e. Issue 23,30,000 equity shares of face value of ₹10/- each for cash at a price of ₹ 63/- per equity share, aggregating to ₹ 1467.90 lakhs is here in after referred to as the “net issue”. The issue and the net issue will constitute 44.99% and 42.72% respectively of the post issue paid up equity share capital of the company.

**(D) OBJECT OF THE ISSUE:**

Our Company proposes to utilize the funds which are being raised through this Issue towards the below mentioned objects

Sl. No.	Particulars	Amount (Rs. in Lakhs)	In %
1	To Meet working capital requirement	1,251.02	80.92%
2	Public issue expenses	95.00	6.14%
3	General corporate purpose	200.00	12.94%
	<b>Total: Gross Issue Proceeds</b>	<b>1,546.02</b>	<b>100.00%</b>

*For further details, please refer chapter “Object of the Issue” beginning from page no. 52 of this draft prospectus.*

**(E) PRE-ISSUE SHAREHOLDING OF OUR PROMOTERS AND PROMOTERS GROUP AS ON THE DATE OF THIS DRAFT PROSPECTUS:**

Particulars	Pre-Issue Shareholding	
	Number of Shares	Percentage holding
<b>Promoters</b>		
White Organic Agro Limited	29,99,994	100%
Darshak Mahesh Rupani*	1	-
Prashant Mahesh Rupani *	1	-
<b>Total Promoters Shareholding (A)</b>	<b>29,99,996</b>	<b>100%</b>
<b>Promoter Group</b>		
Keval Sheth*	1	-
Ronak Vinod Desai*	1	-
Ashok Jain*	1	-
Vishal Chavda*	1	-
<b>Total Promoters Group Shareholding (B)</b>	<b>4</b>	<b>-</b>
<b>Total Promoters &amp; Promoters Group (A+B)</b>	<b>30,00,000</b>	<b>100%</b>

*\*Beneficial interest held by White Organic Agro Limited*

**(F) SUMMARY OF RESTATED FINANCIAL STATEMENTS:**

*(₹ In Lakhs)*

Particulars	31-12-2018#	31-03-2018	31-03-2017	31-03-2016
Total Share Capital	300.00	1.00	1.00	1.00
Total Net Worth	2,336.66	449.48	147.03	88.35
Total Revenue	11,635.18	8,399.56	255.24	106.54
Profit After Tax	450.78	302.45	58.68	23.91
Earnings Per Share (Basis & Diluted)	23.66	42.01	8.15	3.32
Net Asset Value per equity shares	77.89	62.43	20.42	12.27
Total Borrowings	203.43	1,440.69	1,143.57	1,167.38

*# Not Annualized.*

*For further details, please refer chapter “Financial statement as Restated” beginning from page no. 119 of this draft prospectus.*

**(G) AUDITOR QUALIFICATION WHICH HAVE NOT BEEN GIVEN EFFECT TO IN THE RESTATED FINANCIAL STATEMENT:**

The auditor report of Restated Financial information of White Organic Retail Limited for the period ended on 31<sup>st</sup> December 2018, and year ended on 31<sup>st</sup> March 2018, 31<sup>st</sup> March 2017 and 31<sup>st</sup> March 2016 does not contain any qualification which have not given effect to in restated financial statement.

**(H) SUMMARY OF OUTSTANDING LITIGATIONS:**

Our Company and its Promoter are party to certain legal proceedings and claims in relation to certain civil, criminal and tax matters incidental to our business and operations. These legal proceedings are pending at different levels of adjudication before various courts and tribunals. Any adverse decision may render us liable to liabilities/penalties and may adversely affect our business and results of operations. A classification of these legal and other proceedings are given below:

Sr. No.	Outstanding Litigations	Number of Matters	Financial implications to the extent quantifiable (In Rs.)
<b>1.</b>	<b>Filed against our Company</b>		
	Civil	-	-
	Criminal	-	-
	Direct Tax	2	37,136
	Indirect Tax	-	-
	<b>Total</b>	<b>2</b>	<b>37,136</b>
<b>2.</b>	<b>Filed by our Company</b>		
	Civil	-	-
	Criminal	-	-
	Direct Tax	-	-
	Indirect Tax	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>
<b>3.</b>	<b>Filed against our Promoters</b>		
	Civil	-	-
	Criminal	1	-
	Direct Tax	11	<b>1,82,90,681.50</b>
	Indirect Tax	-	-
	<b>Total</b>	<b>12</b>	<b>1,82,90,681.50</b>

For further details, please refer chapter "Outstanding Litigation and Material Development" beginning from page no. 145 of this draft prospectus.

**(I) CROSS REFERENCE TO THE SECTION TITLED RISK FACTORS:**

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares offered in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Draft Prospectus. For the details pertaining to the internal and external risk factors relating to the Company, kindly refer to the chapter titled "Risk Factors" beginning on page no. 19 of this Draft Prospectus.

**(J) SUMMARY OF CONTINGENT LIABILITIES:**

As per restated financial statement, the contingent liabilities which may occur in future as on the date of this draft prospectus are as mentioned below:

Particulars	For the period ended			
	31-12-2018	31-03-2018	31-03-2017	31-03-2016
TDS Default as per TRACES portal	37,136	37,038	18,638	5,214

**(K) SUMMARY OF RELATED PARTY TRANSACTIONS FOR LAST 3 YEARS:**

*For the Nine-month period ended 31st December 2018:*

Name of the party	Nature of Relation	Nature of Transaction	Opening Balance (Payable)/ Receivable	Debit	Credit	Closing Balance (Payable)/ Receivable
			As on 01-04-18			As on 31-12-18
Mr. Darshak M Rupani	Director	Director Remuneration	(31,274)	31,274	-	-
Mr. Darshak M Rupani	Director	Loan	(10,000)	9,44,960	9,34,960	-
White Organic Agro limited	Parent company	Loan / Issue of equity share	(14,40,28,070)	17,19,10,000	2,82,25,000	(3,43,070)
Future Farms LLP	Controlled by Parent	Sale / Purchase	(25,966)	-	2,09,950	(2,35,916)
Future Farms LLP	Controlled by Parent	Loan	-	-	2,00,00,000	(2,00,00,000)
Shree Ram Auto centre	Relative of Director	Loan	-	36,25,000	36,25,000	-

***For the Financial year ended 2017-18***

Name of the party	Nature of Relation	Nature of Transaction	Opening Balance (Payable)/ Receivable	Debit	Credit	Closing Balance (Payable)/ Receivable
			<b>As on 01-04-17</b>			<b>As on 31-03-18</b>
Mr. Darshak M Rupani	Director	Director Remuneration	(31,274)	-	-	(31,274)
Mr. Darshak M Rupani	Director	Loan	-	10,00,000	10,10,000	(10,000)
White Organic Agro limited	Parent company	Loan	(11,40,33,050)	1,78,01,180	4,77,96,200	(14,40,28,070)
Shree Ram Auto centre	Promoter of the Issuer Company is the Proprietor	Loan	(2,93,000)	21,30,755	18,37,755	-
Future Farms LLP*	Controlled by Parent	Sale / Purchase	-9,922	62,507	78,550	(25,966)

\* Future farms LLP was not related party for the FY 2016-17

***For the Financial year ended 2016-17***

Name of the party	Nature of Relation	Nature of Transaction	Opening Balance (Payable)/ Receivable	Debit	Credit	Closing Balance (Payable)/ Receivable
			<b>As on 01-04-16</b>			<b>As on 31-03-17</b>
Mr. Darshak M Rupani	Director	Director Remuneration	41,992	3,16,734	3,90,000	(31,274)
White Organic Agro limited	Parent company	Loan	(11,67,37,850)	95,85,000	68,80,200	(11,40,33,050)
Shree Ram Auto centre	Promoter of the Issuer Company is the Proprietor	Loan	-	6,52,000	9,45,000	(2,93,000)

***For the Financial year ended 2015-16***

Name of the party	Nature of Relation	Nature of Transaction	Opening Balance (Payable)/ Receivable	Debit	Credit	Closing Balance (Payable)/ Receivable
			<b>As on 01-04-15</b>			<b>As on 31-03-16</b>
Mr. Darshak M Rupani	Director	Director Remuneration	18,575	3,83,417.00	3,60,000	41,992
White Organic Agro limited	Parent Company	Loan	(11,95,73,350)	87,04,000	58,68,500	(11,67,37,850)

For further details pertaining to Related Party Transactions, kindly refer to the chapter titled "Financial Statements as Restated "Note 26 – Related Party Transactions" beginning on page no. 135 of this Draft Prospectus

**(L) DETAILS OF FINANCING ARRANGEMENT:**

There are no financing arrangements whereby the promoters, member of promoter group, the directors of the company which is a promoter of the issuer, the directors 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 prospectus.

**(M) WEIGHTED AVERAGE PRICE AT WHICH EQUITY SHARES WAS ACQUIRED BY OUR PROMOTERS IN THE LAST ONE YEAR FROM THE DATE OF THIS DRAFT PROSPECTUS:**

Sl. No.	Name of the Promoter	No. of Equity Shares Acquired during last one Year	Weighted Average Price (In ₹ per Equity Share)
1	White Organic Agro Limited	29,90,000	48.04

The Weighted Average Price for Equity Shares acquired during last one year has been calculated by taking into account the amount paid by the Promoter to acquire, by way of bonus issue and conversion of outstanding loan to Equity, the Equity Shares and the net cost of acquisition has been divided by total number of shares acquired during last one year from the date of this Draft Prospectus.

**(N) AVERAGE COST OF ACQUISITION OF EQUITY SHARES FOR PROMOTERS:**

Sl. No.	Name of the Promoter	No. of Equity Shares Held	Avg. Cost of Acquisition (In ₹ per Equity Share)
1	White Organic Agro Limited	29,99,994	47.91
2	Darshak Mahesh Rupani	1*	10.00
3	Prashantt Mahesh Rupani	1*	10.00

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

*\* Beneficial interest held by White Organic Agro Limited*

**(O) DETAILS OF PRE-IPO PLACEMENT:**

Our Company has not made any Pre-IPO Placement.

**(P) DETAILS OF ISSUE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH IN THE LAST ONE YEAR FROM THE DATE OF THIS DRAFT PROSPECTUS:**

Date of Allotment	Number of Equity Shares allotted	Issue Price (In ₹)	Consideration	Reason for Allotment	Name of the allottee	Benefit accruing to the company
July 31, 2018	7,10,000	Nil	N. A.	Bonus Share	Existing Shareholder	Capitalization of Reserve
August 10, 2018	22,80,000	63.00	Other than cash	Adjusting current outstanding loan by issuing equity shares	White Organic Agro Limited	Increase in Promoter Holding

*For further details pertaining to Issue of Equity Shares for consideration other than cash, kindly refer to the chapter titled "Capital Structure" beginning on page no. 41 of this Draft Prospectus.*

**(Q) DETAILS OF SPLIT/CONSOLIDATION OF OUR EQUITY SHARES IN THE LAST ONE YEAR FROM THE DATE OF THIS DRAFT PROSPECTUS:**

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

## SECTION III: RISK FACTORS

### RISK FACTOR

*Any investment in equity securities involves a high degree of risk. Investor should carefully consider all the information in this Draft Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. To obtain a more complete understanding, you should read this section together with Sections titled, **Our Business**, and **Management's Discussion and Analysis of Financial Condition and Results of Operations** beginning on page no. 76 and 139 respectively, as well as the other financial and statistical information contained in this Draft Prospectus.*

*Any of the following risks, as well as the other risks and uncertainties discussed in this Draft Prospectus, could have an adverse effect on our business, financial condition, results of operations and prospects and could cause the trading price of our Equity Shares to decline, which could result in the loss of all or a part of your investment. The risks and uncertainties described in this section are not the only risks that we may face. Additional risks and uncertainties not known to us or that we currently believe to be immaterial may also have an adverse effect on our business, results of operations, financial condition and prospects.*

*This Draft Prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements because of certain factors, including the considerations described below and elsewhere in this Draft Prospectus.*

*The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are certain risk factors where the effect is not quantifiable and hence has not been disclosed in such risk factors. You should not invest in this Issuing unless you are prepared to accept the risk of losing all or part of your investment, and you should consult your tax, financial and legal advisors about the consequences to you of an investment in the Equity Shares.*

*The financial information in this section is, unless otherwise stated, derived from our Restated Financial Statements prepared in accordance with Indian AS, as per the requirements of the Companies Act, 2013, and SEBI (ICDR) Regulations.*

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

1. *Some risks may not be material individually but may be material when considered collectively.*
2. *Some risks may have material impact qualitatively instead of quantitatively.*
3. *Some risks may not be material at present but may have a material impact in the future.*

#### **INTERNAL RISK FACTOR:**

**1. Material statutory clearances and approval that are yet to be received by the company.**

Our Company has surrendered the Registration Certificate of Establishment (no. 762122303) required to be taken under Maharashtra Shops & Establishments Act, 1948 on 14.10.2018, because of shop closure at 6, Krushal commercial complex, Amar Mahal, Chembur, Mumbai and have not applied for the new certificate till date for the new shop located at Shop No-1, Shreenath Heights, Lake Road, Bhandup (West), Mumbai 400078, Maharashtra, which is under renovation. Further, we are yet to apply for Shops & Establishment certificate for our registered office. The statutory authority may levy penalty in case they find this as non-compliance.

**2. Our Company and its Promoter are party to certain legal proceedings. Any adverse decision in such proceedings may render us liable to liabilities / penalties which may adversely affect our business, financial condition and reputation.**

Our Company and its Promoter are party to certain legal proceedings and claims in relation to certain civil, criminal and tax matters incidental to our business and operations. These legal proceedings are pending at different levels of adjudication before various courts and tribunals. Any adverse decision may render us liable to liabilities/penalties and may adversely affect our business and results of operations. A classification of these legal and other proceedings are given below:

Sr. No.	Outstanding Litigations	Number of Matters	Financial implications to the extent quantifiable (In Rs.)
4.	Filed against our Company		
	Civil	-	-

	Criminal	-	-
	Direct Tax	2	37,136
	Indirect Tax	-	-
	<b>Total</b>	<b>2</b>	<b>37,136</b>
<b>5.</b>	<b>Filed by our Company</b>		
	Civil	-	-
	Criminal	-	-
	Direct Tax	-	-
	Indirect Tax	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>
<b>6.</b>	<b>Filed against our Promoters</b>		
	Civil	-	-
	Criminal	1	-
	Direct Tax	11	1,82,90,681.50
	Indirect Tax	-	-
	<b>Total</b>	<b>12</b>	<b>1,82,90,681.50</b>

The amounts mentioned above may be subject to additional interest rates/ penalties being levied by the concerned authorities for delay in making payment or otherwise. Amount of interest/penalty that may be levied is unascertainable as on the date of this Draft Prospectus.

We can give no assurance that these legal proceedings will be decided in our favour. We may incur significant expenses and management time in such legal proceedings. If any adverse developments arise, for example, a change in Indian law or rulings against us by the appellate courts or tribunals, we may face losses and may have to make provisions in our financial statements, which could increase our expenses and our liabilities. Any adverse decision may render us liable to liabilities / penalties and may have a material adverse effect on our reputation, business, financial condition and results of operations, which could adversely affect the trading price of our Equity Shares.

For further details regarding these legal proceedings, please refer “*Outstanding Litigations and Material Developments*” on page 145 of this Draft Prospectus.

3. ***Our business is seasonal in nature and hence our operating results for different periods may not be comparable.***  
Fruits, vegetables, Cereals, Herbs are harvested in different seasons and so our business is seasonal in nature and accordingly products made of agriculture products are dependent on seasonal crops. So, our operating results for different periods may not be comparable and hence could adversely affect the valuation and prices of our equity shares in the future.
4. ***Non-availability of Group Company documents***  
In one of our Group Company i.e. Future Farms LLP, the data pertaining to Audited Financials for the FY.2017-18, and/or any Agreement/documents pertaining to acquisition of stake by White Organic Agro Limited in Future Farms LLP are not available to us till the date of this Draft Prospectus. Further, no forms have been filed with the ROC with respect to the above. In the section titled “Our Group Company”, the information mentioned therein has been derived from the ROC records and from the other public domain. Under the above circumstances, our Company cannot assure that the filings were made in a timely manner or the information available with the company are correct.
5. ***Potential conflict of interest of the promoters or directors of the issuer if involved with one or more ventures which are in the same line of activity or business as that of the issuer.***  
One of our promoters “M/s. White Organic Agro Limited” (parent company) and one of our Group Company “M/s. Future Farms LLP” have some of the business activity similar/common to our line of business. They are also deal in Organic Products. A conflict of interest may arise in addressing business opportunities and strategies and implementing new business plans. Presently we do not have any non-compete agreement/arrangement with these companies.
6. ***Our Registered Office and other premises from where we operate are not owned by us***  
Our Registered Office premise is situated at 312A, Kailash Plaza, Vallabh Baug Lane, Ghatkopar (East), Mumbai-400077, Maharashtra, India which is owned by Late Mahesh Mohan Lal Rupani and Mr. Darshak Mahesh Rupani. We are occupying the premises on basis of MOU signed between Mr. Darshak Mahesh Rupani and our Company. Further, we operate from temporary warehousing facilities for which there is no formal agreement and the storing of products are done in such warehouses as per requirement. We cannot assure you that we will be able to continue the above arrangement on commercially acceptable / favourable terms in future. For further details, see section “Our Business” on page 76 of this Draft Prospectus. If we required to vacate the current premises, we would be required to make alternative arrangements for new offices/warehouses and other infrastructure and we cannot assure that the new

arrangements will be on commercially acceptable/favourable terms. If we are required to relocate our business operations during this period, we may suffer a disruption in our operations or have to pay higher charges, which could have an adverse effect on our business, prospects, results of operations and financial condition.

**7. Our Company had negative cash flow in recent fiscals, details of which are given below. Sustained negative cash flow could adversely impact our business, financial condition and results of operations.**

The detailed break up of cash flows is summarized in below mentioned table and our Company has reported negative cash flow in certain financial years and which could affect our business and growth:

Particulars	31-12-2018	31-03-2018	31-03-2017	31-03-2016
Net cash from operating activities (A)	17,62,607	(5,20,78,641)	(79,82,216)	(77,78,418)
Net Cash (used in) / from investing activities (B)	(1,80,55,293)	2,54,71,817	1,04,31,980	1,06,20,000
Net Cash used in financing activities (C)	1,99,13,726	2,97,12,020	(23,80,526)	(28,35,500)
<b>Net increase / (decrease) in cash and cash equivalents (A+B+C)</b>	<b>36,21,040</b>	<b>31,05,196</b>	<b>69,238</b>	<b>6,082</b>

**8. Our Shop at Shop No-1, Shreenath Heights, Lake Road, Bhandup (West), Mumbai 400078, Maharashtra, India is yet to start its operations.**

Our old shop at 6, Krushal commercial complex, Amar Mahal, Chembur, Mumbai has been closed now. A new shop at Shop No-1, Shreenath Heights, Lake Road, Bhandup (West), Mumbai 400078, Maharashtra, India, has been purchased in the name of Mr. Darshak Mahesh Rupani (Our Promoter and Managing Director) and his wife Mrs. Meghal Darshak Rupani and is currently under renovation. The owner of the shop has agreed to provide the shop to our company to run our business. In case we are unable to get the shop as expected or unable to start the operations from the said shop, it might be adversely impacting our business, financial condition and results of operations.

**9. Products of our Business**

Our Company deals in Organic Products Distribution and Retailing. However, our Company does not have any Organic Certification and the suppliers from whom the products are procured may or may not possess the organic certification. We strive to provide good quality products to the customers, but our products may not qualify the standards set for organic by the statutory authority. Such circumstances/instances will adversely impact our business, financial condition and results of operations.

**10. Our Company's insurance coverage may not be adequate to protect us against all material hazards which may result in disruptions of operations/monetary loss on account of stoppage of work.**

Our Company has covered itself against certain risks. In case of any casualty, there can be no assurance that any claim under the insurance policies purchased by our Company will be honoured fully/ in part on time. Further, our Company may not have obtained or may not timely renew insurance cover for any of our asset that does not expressly require us to maintain insurance. To the extent that if we suffer losses or damages not adequately covered, the same shall devolve on our Company resulting in operations and financial performance being adversely affected.

**11. We require high working capital for our smooth day to day operations of business and any discontinuance or our inability to acquire adequate working capital timely and on favourable terms may have an adverse effect on our operations, profitability and growth prospects.**

Our business demands substantial funds towards working capital requirements. In case there are insufficient cash flows to meet our working capital requirement or we are unable to arrange the same from other sources or there are delays in disbursement of arranged funds, or we are unable to procure funds on favourable terms, it may result into our inability to finance our working capital needs on a timely basis which may have an adverse effect on our operations, profitability and growth prospects.

**12. Our Company has unsecured loans which are repayable on demand. Any demand from lenders for repayment of such unsecured loans, may adversely affect our cash flows.**

As on December 31, 2018, our Company has unsecured loans amounting to Rs. 203.43 Lakhs from related and other parties that are repayable on demand to the relevant lender. Further, some of these loans are not repayable in accordance with any agreed repayment schedule and may be recalled by the relevant lender at any time. Any such unexpected demand or accelerated repayment may have a material adverse effect on the business, cash flows and financial condition of the borrower against which repayment is sought. Any demand from lenders for repayment of such unsecured loans, may adversely affect our cash flows. For further details of unsecured loans of our Company, please refer the chapter titled "Financial Statements as Restated" beginning on page 119 of this Prospectus.

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

We have entered into related party transactions with our Promoters, its group members/ entities, Directors and other associates. While we believe that all such transactions have been conducted on arms length basis, however it is difficult to ascertain whether more favourable terms would have been achieved had such transactions been entered with

unrelated parties. Furthermore, it is likely that we will continue to enter into related party transactions in the near future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operation. For further details regarding the related party transactions, see the disclosure on related party transactions contained in the financial statements included in this Draft Prospectus and, also see the section “*Related Party Transactions*” on page no. 135 of this draft prospectus.

**14. Some of our Group company has incurred losses during the past 3 years as stated below:**

Some of our Group Company as tabled below has incurred loss in the past 3 financial years. The details are as under:

(Amt in Rs.)

Name of the Group Company	2017-18	2016-17	2015-16
Blueshell Systems Private Limited	(10,414)	(7,023)	(12,890)
Rhombus ITES LLP	(27,05,822)	58,628	(1,17,433)
Sapna Infratech Private Limited	(69,817)	(534)	(602)
Witwize Services Private Limited	(39,751)	(95,749)	N. A.
Future Farm LLP	N. A.	25,76,484	(10,08,336)

The details of group companies of the company are included in the Chapter in “*Group Entity of Our Company*” beginning on page 113 of this Draft Prospectus.

**15. Some of our Group company has negative Net Worth during the past 3 years as stated below:**

Some of our Group Company as tabled below has negative Net Worth in the past 3 financial years. The details are as under:

(Amt in Rs.)

Name of the Group Company	2017-18	2016-17	2015-16
Blueshell Systems Private Limited	(2,12,101)	(2,01,687)	(1,94,664)
Rhombus ITES LLP	(3,47,225)	31,80,185	11,62,582
Witwize Services Private Limited	(35,500)	4,251	N. A.
Future Farm LLP	N. A.	23,10,880	(2,65,604)

The details of group companies of the company are included in the Chapter in “*Group Entity of Our Company*” beginning on page 113 of this Draft Prospectus.

**16. Our Company has made application for registration of trademark, which is under process of registration. We are unable to assure that the future viability or value of any of our intellectual property or that the steps taken by us to protect the proprietary rights of our Company will be adequate.**

We have made an application with ‘The Registrar of Trade Marks, Trade Marks Registry’ for registration of



trademark of our logo as the registration for the said trademark in our name is important to retain our brand equity. However the same has been objected by the relevant authority. If our application for registration is not accepted or if the oppositions filed against our trademark application if any, are successful, we may lose the statutory protection available to us under the Trade Marks Act, 1999 for such trademark. Further, we cannot assure that our pending application would be granted registration or will not be challenged or if granted registration, will not be invalidated or circumvented or will offer us any meaningful protection. We are unable to assure that the future viability or value of any of our intellectual property or that the steps taken by us to protect the proprietary rights of our Company will be adequate. For further details of our trademarks, please see “*Government and Other Approvals*” on page 150 of this draft prospectus.

**17. Disclosure relating to Promoter Group of our Company does not include entity(ies) in which certain of our Promoter’s relative may have an interest.**

Certain relatives of our Promoters come under the purview of promoter group under Regulation 2(1)(pp) of SEBI (ICDR) Regulations. However, our Promoters currently do not maintain any business relationship, arrangements, dealings with the aforesaid persons in the normal course as would have been perceived by virtue of their relationship. Further, none of the aforesaid persons have any financial transactions with our Company or have any interest in the shareholding of our Company. Accordingly, the disclosures of entities of the aforesaid persons are not included under the disclosure relating to the Promoter Group as mentioned on page 107 and 113 respectively under chapter “*Our Promoter Group and Group Companies / Entities*” of this Draft Prospectus.

**18. We are highly dependent upon few suppliers for our products. In an eventuality where our suppliers are unable to deliver us the required materials in a time-bound manner it may have a material adverse effect on our business operations and profitability.**

For the nine-month period ended December 31, 2018 our top 10 suppliers contributed around 91.88% of our purchases. In the event of a delay, inadequacy or default in deliveries by any of our vendors, we may not be able to source our raw material on an adequate and timely basis or on commercially acceptable terms. A major disruption to the timely



and adequate supplies of our raw materials could adversely affect our business, results of operations and financial condition. Any problems faced by our suppliers in their manufacturing facilities resulting in delays or non-adherence to quality requirements could adversely impact our ability to meet our customers' requirements in time and our operations would be affected to the extent we are unable to line up supplies from alternate suppliers.

**19. *Our historical revenues have been significantly dependent on few Customers and our inability to maintain such business may have an adverse effect on our results of operations.***

For the nine-month period ended December 31, 2018 our top 10 customers contributed around 76.96% of our revenues from operations. Our business from customers is dependent on our continuing relationship with such customers, the quality of our products and our ability to deliver on their orders, and there can be no assurance that such customers will continue to do business with us in the future on commercially acceptable terms or at all. If our customers do not continue to purchase products from us, or reduce the volume of products purchased from us, our business prospects, results of operations and financial condition may be adversely affected. Significant dependence on them may increase the potential volatility of our results of operations and exposure to individual contract risks. In the event that any of these customers discontinue purchase of products from us, our results of operations and financial condition may be adversely affected.

**20. *Our Company does not have any long-term contracts or agreements of supply of products in which we trade, which may adversely affect our results of operations and we are also exposed to price and supply fluctuations.***

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 favourable 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.

**21. *We are dependent on third party transportation providers for delivery of products to us from our suppliers and delivery of products to our clients. Any failure on part of such service providers to meet their obligations could have a material adverse effect on our business, financial condition and results of operation.***

Our success depends on the smooth supply and transportation of the products and transportation of our products from our warehouse to our clients, both of which are subject to various uncertainties and risks. In addition, the products may be lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. There may also be delay in delivery of products which may also affect our business and our results of operation negatively. A failure to maintain a continuous supply of products or to deliver the products to our clients in an efficient and reliable manner could have an adverse effect on our business, financial condition and results of operations.

**22. *We are dependent on a number of key managerial personnel, including our senior management, and the loss of or our inability to attract or retain such persons with specialized technical know-how could adversely affect our business, results of operations, cash flows and financial condition.***

Our performance depends largely on the efforts and abilities of our senior management and other key managerial personnel, including our present officers who have specialized technical know-how. The inputs and experience of our senior management and key managerial personnel are valuable for the development of our business and operations strategy. We cannot assure you that we will be able to retain these employees or find adequate replacements in a timely manner, or at all. Our Company does not maintain any director's and officer's insurance policy or any key man insurance policy. The loss of the services of such persons could have an adverse effect on our business, results of operations, cash flows and financial condition.

**23. *Upon completion of the Issue, our Promoters / Promoter Group may continue to retain significant control, which will allow them to influence the outcome of matters submitted to the shareholders for approval.***

After completion of the Issue, our Promoters and Promoter Group will collectively own 55.01% of the total post issue 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 and our Articles of Association. Such a concentration of ownership may also have the effect of delaying, preventing or deterring a change in control of our Company.

In addition, our 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.

**24. Our Promoters and certain of our Directors hold Equity Shares in our Company and are therefore interested in our performance in addition to their remuneration and reimbursement of expenses.**

Certain of our Directors including our Promoters are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, to the extent of their shareholding in our Company. We cannot assure you that our Promoters will exercise their rights as shareholders to the benefit and best interest of our Company. Our Promoters will continue to exercise significant control over us, including being able to control the composition of our Board of Directors and determine decisions requiring simple or special majority voting of shareholders, and our other shareholders may be unable to affect the outcome of such voting. Our Promoters may take actions with respect to our business which may conflict with the best interests of our Company or that of minority shareholders. For details on the interest of our Promoters and Directors of our Company, other than reimbursement of expenses incurred or normal remuneration or benefits, see the sections titled “Our Management” and “Our Promoters and Promoter Group” on pages 97 and 107 respectively of this Draft Prospectus.

**25. Our actual results could differ from the estimates and projections used to prepare our financial statements.**

The estimates and projections are based on and reflect our current expectations, assumptions and/ or projections as well as our perception of historical trends and current conditions, as well as other factors that we believe are appropriate and reasonable under the circumstances. There can be no assurance that our expectations, estimates, assumptions and/or projections, including with respect to the future earnings and performance will prove to be correct or that any of our expectations, estimates or projections will be achieved.

**26. We face competition in our business from organized and unorganized players, which may adversely affect our business operation and financial condition.**

We operate in an industry, which faces intense competition from established as well as unorganized players. Our competition depends on several factors, which include quality, price and our pace in keeping up with the changing trends. Competition emerges from both organized as well as unorganized sector.

**27. The average cost of acquisition of Equity Shares by our Promoters is lower than the Issue Price.**

Sl. No.	Name of the Promoter	No. of Equity Shares Held	Avg. Cost of Acquisition (In ₹ per Equity Share)
1	White Organic Agro Limited	29,99,994	47.91
2	Darshak Mahesh Rupani	1*	10.00
3	Prashant Mahesh Rupani	1*	10.00

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

**28. We generate our major portion of sales from the state of Maharashtra and Gujarat. Any adverse developments affecting our operations in the region could have an adverse impact on our revenue and results of operations.**

We generate major sales from our customers situated in the state of Maharashtra and Gujarat. Such geographical concentration of our business in the region heightens our exposure to adverse developments related to competition, as well as economic and demographic changes in these regions which may adversely affect our business prospects, financial conditions and results of operations. We may not be able to leverage our experience in the region to expand our operations in other parts of India and overseas markets, should we decide to further expand our operations. Factors such as competition, culture, regulatory regimes, business practices and customs, industry needs, transportation, in other markets where we may expand our operations may differ from those in such regions, and our experience in the region may not be applicable to other markets. In addition, as we enter new markets and geographical areas, we are likely to compete not only with national players, but also local players who might have an established local presence, are more familiar with local regulations, business practices and industry needs, have stronger relationships with local distributors, dealers, relevant government authorities, suppliers or are in a stronger financial position than us, all of which may give them a competitive advantage over us. Our inability to expand into areas outside Maharashtra and Gujarat market may adversely affect our business prospects, financial conditions and results of operations. While our management believes that the Company has requisite expertise to mark its presence in other markets going forward, investors should consider our business and prospects in light of the risks, losses and challenges that we may face and should not rely on our results of operations for any prior periods as an indication of our future performance.

**29. 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.

**30. 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 and agents may also commit errors that could subject us to claims and proceedings for alleged negligence, as well as regulatory actions on account of which our business, financial condition, results of operations and goodwill could be adversely affected.

**31. Industry information included in this Prospectus has been derived from industry reports. 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 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 or 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 third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Draft Prospectus.

**32. Within the parameters as mentioned in the chapter titled “Objects of this Issue” beginning on page 52 of this Prospectus, our Company’s management will have flexibility in applying the proceeds of this Issue. The fund requirement and deployment mentioned in the Objects of this Issue have not been appraised by any bank or financial institution.**

We intend to use entire Issue Proceeds towards meeting the working capital requirement and general corporate purpose. We intend to deploy the Net Issue Proceeds in financial year 2019-20 and next years and such deployment is based on certain assumptions and strategy which our Company believes to implement in future. The funds raised from the Issue may remain idle on account of change in assumptions, market conditions, strategy of our Company, etc., For further details on the use of the Issue Proceeds, please refer chapter titled Objects of the Issue beginning on page 52 of this Prospectus.

The deployment of funds for the purposes described above is at the discretion of our Company’s Board of Directors. The fund requirement and deployment is based on internal management estimates and has not been appraised by any bank or financial institution. Accordingly, within the parameters as mentioned in the chapter titled “Objects of the Issue” beginning on page 52 of this Prospectus, the Management will have significant flexibility in applying the proceeds received by our Company from the Issue. Our Board of Directors will monitor the proceeds of this Issue.

**33. 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 Rs. 10,000 Lakhs, 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 through this Issue, is hence, at the discretion of the management and the Board of Directors of our Company and will not be subject to monitoring by any independent agency. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our financials.

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

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity

Shares will appreciate in value. For details of our dividend history, see Dividend Policy on page 118 of this Prospectus.

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

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

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

The Issue price is based on numerous factors. For further information, see the chapter titled —Basis for Issue Price beginning on page no. 56 of this draft prospectus and may not be indicative of the market price of our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue Price. Among the factors that could affect our share price are:

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

**37. Any future acquisitions, joint ventures, partnerships, strategic alliances, tie-ups or investments could fail to achieve expected synergies and may disrupt our business and harm our financial condition and operating results.**

Our success will depend, in part, on our ability to expand our business in response to changing technologies, customer demands and competitive pressures. We have, in the past, explored and continue to explore opportunities on our own, or through tie-ups, acquisitions, strategic alliances, partnerships or joint ventures across countries and regions of focus. In some circumstances, we may also decide to acquire, or invest in, complementary technologies instead of internal development. While we are currently evaluating opportunities and speaking to several potential partners, we have not entered into any definitive agreements in relation to this. Further, the identification of suitable acquisition can be difficult, time-consuming and costly, and we may not be able to successfully complete acquisitions that we target in the future. The risks we face in connection with acquisitions may include integration of product and service offerings, co-ordination of R&D and sales and marketing functions and the diversion of management time and focus from operating our business to addressing acquisition integration challenges. Our failure to address these risks or other problems encountered in connection with our acquisitions and investments could cause us to fail to realise the anticipated benefits of these acquisitions or investments, cause us to incur unanticipated liabilities, and harm our business generally.

**38. Managing employee benefit pressures in India may prevent us from sustaining our competitive advantage which could adversely affect our business prospects and future financial performance.**

Employee benefits represent a major expense for us and our ability to maintain or reduce such costs is critical for our business operations. We may be required to increase employee compensation levels to remain competitive and manage attrition, and consequently we may need to increase the prices of our products and services. An increase in wages/salaries paid to our employees may result in a material adverse effect on our profits in the event that we are unable to pass on such increased expenditure to our users or customers without losing their business to our competitors. Likewise, if we are unable to sustain or increase the number of employees as necessary to meet growing demand, our business, financial condition and results of operations could be adversely affected.

**39. We may become a target for public scrutiny, including complaints to regulatory agencies, negative media coverage, including social media and malicious reports, all of which could severely damage our reputation and materially and adversely affect our business and prospects.**

Post Listing, we will be subjected to several regulatory filings and public scrutiny. Since we will be constantly under the public view, there is possibility of complaints to regulatory agencies, negative media coverage, including social media and malicious reports, all of which could severely damage our reputation and materially and adversely affect our business and prospects.

## EXTERNAL RISK FACTORS

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

Our business and industry is 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.

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

Under current Indian tax laws, capital gains arising from the sale of equity shares within 12 months in an Indian company are classified as short term capital gains and generally taxable. Any gain realized on the sale of listed equity shares on a stock exchange that are held for more than 12 months is considered as long term capital gains and is taxable at 10%, in excess of Rs. 1,00,000. Any long term gain realized on the sale of equity shares, which are sold other than on a recognized stock exchange and on which no STT has been paid, is also subject to tax in India. Capital gains arising from the sale of equity shares are exempt from taxation in India where an exemption from taxation in India is provided under a treaty between India and the country of which the seller is 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 to pay tax in India as well as in their own jurisdiction on a gain on the sale of equity shares.

**3. *Public companies in India, including our Company, shall be required to prepare financial statements under Indian Accounting Standards.***

Our Company currently prepares its annual financial statements under Indian AS. The MCA, Government of India, has, through a notification dated February 16, 2015, set out the Indian Accounting Standards (Ind AS) and the timelines for their implementation. In accordance with such notification, our Company is required to prepare its financial statements in accordance with Ind AS. Ind AS is different in many aspects from Indian GAAP under which our financial statements are currently prepared. Accordingly, the degree to which the restated financial statements included in the Draft Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in the Draft Prospectus should accordingly be limited.

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

Taxes and other levies imposed by the Central or State Governments in India that affect our industry include:

- custom duties on imports of raw materials and components;
- Goods and Service

These taxes and levies affect the cost and prices of our products and therefore demand for our product. An increase in any of these taxes or levies, or the imposition of new taxes or levies in the future, may have a material adverse effect on our business, profitability and financial condition.

**5. *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.

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

While facts and other statistics in the Prospectus relating to India, the Indian economy and the Organic 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 60 of this 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.

**7. *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 and magnitude, which may negatively affect our stock prices.

**8. *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, transfer 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.

**9. *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 add 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.

**10. *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.

**11. *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.

**12. *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 in India, 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 as well the global equity markets 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.

**PROMINENT NOTES TO RISK FACTOR:**

1. Initial Public Issue of 24,54,000 Equity Shares of face value of ₹10/- each of our Company for cash at a price of ₹63/- per Equity Share (Issue Price), including a share premium of ₹53/- per equity share aggregating upto ₹1546.02 Lakhs.
2. The pre-issue net worth of our Company as per restated consolidated balance sheet for the nine month period ended

December 31, 2018 and of March 31, 2018 is ₹2,336.66 Lakhs and ₹449.48 Lakhs respectively. The book value of Equity Share as per restated balance sheet for the nine month period ended December 31, 2018 and of March 31, 2018 was ₹77.89 and ₹62.43 respectively. For more information, please refer to section titled Financial Statements as restated beginning on page 119 of this Prospectus.

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

Sl. No.	Name of the Promoter	No. of Equity Shares Held	Avg. Cost of Acquisition (In ₹ per Equity Share)
1	White Organic Agro Limited	29,99,994	47.91
2	Darshak Mahesh Rupani	1	10.00
3	Prashant Mahesh Rupani	1	10.00

For further details relating to the allotment of Equity Shares to our Promoters, please refer to the chapter titled *Capital Structure* beginning on page no 41 of this Draft Prospectus.

4. For details on related party transactions and loans and advances made to any company in which Directors are interested, please refer *Related Party Transaction* under chapter titled *Financial Statements as restated* beginning on page 135 of this Draft Prospectus.
5. Investors may note that in case of over-subscription in the Issue, allotment to Retail applicants and other applicants shall be on a proportionate basis. For more information, please refer to the chapter titled *Issue Structure* beginning on page 169 of this Draft Prospectus.
6. Except as disclosed in the chapter titled *Capital Structure, Our Promoter and Promoter Group, Our Management and Related Party Transaction* beginning on pages 41, 107, 97 and 135 respectively, of this Draft Prospectus, none of our Promoters, Directors or Key Management Personnel has any interest in our Company.
7. Except as disclosed in the chapter titled “Capital Structure” beginning on page 41 of this Draft Prospectus, we have not issued any Equity Shares for consideration other than cash.
8. Trading in Equity Shares of our Company for all investors shall be in dematerialized form only.
9. Investors are advised to refer to the chapter titled *Basis for Issue Price* beginning on page 56 of the Draft Prospectus.
10. There are no financing arrangements whereby the Promoter Group, the Directors of our Company and their relatives have financed the purchase by any other person of securities of our Company during the period of six months immediately preceding the date of filing of the Draft Prospectus with the Stock exchange.
11. Investors may contact the Lead Manager or the Company Secretary & Compliance Officer for any complaint/clarification/information pertaining to the Issue. For contact details of the Lead Manager and the Company Secretary & Compliance Officer, please refer to chapter titled “General Information” beginning on page 34 of this draft prospectus.

All grievances in relation to the application through ASBA process or UPI Mechanism may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted, giving details such as the full name of the sole or First Applicant, ASBA Form number, Applicants’ DP ID, Client ID, PAN, number of Equity Shares applied for, date of submission of ASBA Form/UPI, address of Bidder, the name and address of the relevant Designated Intermediary, where the ASBA Form was submitted by the Bidder, ASBA Account number in which the amount equivalent to the Bid Amount was blocked and UPI ID used by the Retail Individual Investors. Further, the Bidder shall enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove

## SECTION IV: INTRODUCTION

### THE ISSUE

The present Issue of 24,54,000 Equity Shares in terms of Draft Prospectus has been authorized pursuant to a resolution of our Board of Directors held on February 8<sup>th</sup>, 2019 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 February 21<sup>st</sup>, 2019.

The following is the summary of the Issue:

<b>Present Issue <sup>(1)</sup></b>	Upto 24,54,000 Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of ₹63/- per Equity Share aggregating to ₹1,546.02 Lakhs.
<b>Out of which:</b>	
Market Maker Reservation Portion	Upto 1,24,000 Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of ₹63/- per Equity Share aggregating to ₹78.12 Lakhs.
Net Issue to the Public <sup>(2)</sup>	Upto 23,30,000 Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of ₹63/- per Equity Share aggregating to ₹1,467.90 Lakhs.
<b>Out of which:</b>	
Allocation to Retail Individual Investors for up to Rs. 2.00 lakh	11,66,000 Equity Shares of ₹10 each fully paid-up of our Company for cash at a price of ₹63/- per Equity Share aggregating to ₹734.58 Lakhs.
Allocation to other investors for above Rs. 2.00 lakh	11,64,000 Equity Shares of ₹10 each fully paid-up of our Company for cash at a price of ₹63/- per Equity Share aggregating to ₹733.32 Lakhs.
<b>Pre- and Post-Issue Equity Shares</b>	
<b>Equity Shares outstanding prior to the Issue</b>	30,00,000 Equity Shares of ₹10/- each
<b>Equity Shares outstanding after the Issue*</b>	54,54,000 Equity Shares of ₹10/- each
<b>Objects of the Issue</b>	Please refer to the section titled "Objects of the issue" beginning on page no. 52 of this Draft Prospectus.
<b>Issue Open on</b>	[•]
<b>Issue Close on</b>	[•]

\*Assuming Full Allotment

<sup>(1)</sup> The present Issue is being made by our Company in terms of Regulation 229 (1) of the SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post-Issue paid-up equity share capital of our Company are being offered to the public for subscription

<sup>(2)</sup> This Issue is being made in terms of Section IX of the SEBI (ICDR) Regulations 2018, as amended from time to time. The Issue is being made through the Fixed Price method and hence, as per Regulation 253, sub regulation (2) of SEBI (ICDR) Regulations 2018, the allocation in the net issue to public category shall be made as follow:

- (a) Minimum 50% to the Retail individual investors; and
- (b) remaining to:
- i. individual applicants other than retail individual investors; and
  - ii. other investors including corporate bodies or institutions; irrespective of the number of specified securities applied for;

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

**Explanation:** For the purpose of Regulation 253, sub Regulation (2), if the retail individual investor category is entitled to more than fifty percent of the issue size on proportionate basis, the retail individual investors shall be allocated that higher percentage.

For further details, kindly refer the chapter titled "Terms of the Issue" beginning on page 164 of this Draft Prospectus.



**SUMMARY OF FINANCIAL INFORMATION**

**SUMMARY OF RESTATED FINANCIAL STATEMENT**

<b>WHITE ORGANIC RETAIL LIMITED</b>					
<b>RESTATED BALANCE SHEET</b>					
<b>(Amt in Rs.)</b>					
<b>PARTICULARS</b>	<b>Note No.</b>	<b>As at</b>			
		<b>31-12-2018</b>	<b>31-03-2018</b>	<b>31-03-2017</b>	<b>31-03-2016</b>
<b>ASSETS</b>					
<b>Non-Current Assets</b>					
(a) Property, Plant and Equipment	2	3,19,642	3,51,522	2,02,375	25,180
(b) Intangible assets	3	86,299	15,548		
(c) Financial Assets – Loans	4	12,95,34,544	10,30,00,000	11,80,00,000	11,80,00,000
(d) Deferred Tax Assets (Net)		-	-	-	-
(e) Other non-current assets	5	30,000	6,60,000	6,60,000	-
<b>Current Assets</b>					
(a) Inventories	6	7,67,81,909	4,00,17,273	2,08,474	-
(b) Financial Assets					
(i) Trade Receivables	7	28,90,90,388	33,31,06,524	1,35,52,819	-
(ii) Cash and Cash Equivalents	8	68,25,883	32,04,844	99,649	30,410
(ii) Other Bank balances		-	-	-	-
(iii) Other assets	9	9,76,75,489	-	25,00,000	41,992
(c) Other Current Assets	10	19,21,204	2,13,85,044	95,58,000	95,58,000
<b>Total</b>		<b>60,22,65,358</b>	<b>50,17,40,755</b>	<b>14,47,81,316</b>	<b>12,76,55,582</b>
<b>EQUITY AND LIABILITIES</b>					
<b>Equity</b>					
(a) Equity Share Capital	11	3,00,00,000	1,00,000	1,00,000	1,00,000
(b) Other Equity	12	20,36,66,456	4,48,48,433	1,46,03,063	87,34,702
<b>Liabilities</b>					
<b>Non-Current Liabilities</b>					
(a) Financial Liabilities - Borrowings		-	-	-	-
(b) Deferred Tax Liabilities	13	17,044	14,851	10,865	4,992
<b>Current Liabilities</b>					
(a) Financial Liabilities					
(i) Borrowings	14	2,03,43,070	14,40,69,344	11,43,57,324	11,67,37,850
(ii) Trade Payable	15	14,55,36,190	29,83,77,408	1,20,56,961	-
(b) Other Current Liabilities	16	18,61,59,957	19,28,362	19,56,542	20,76,385
(c) Provisions	17	1,65,42,640	1,24,02,357	16,96,561	1,653
<b>Total</b>		<b>60,22,65,358</b>	<b>50,17,40,755</b>	<b>14,47,81,316</b>	<b>12,76,55,582</b>

<b>WHITE ORGANIC RETAIL LIMITED</b>				
<b>RESTATED STATEMENT OF PROFIT AND LOSS</b>				
<b>(Amt in Rs.)</b>				
<b>PARTICULARS</b>	<b>For the period ended</b>			
	<b>31-12-2018</b>	<b>31-03-2018</b>	<b>31-03-2017</b>	<b>31-03-2016</b>
<b>(1) Revenue</b>				
(a) Revenue from Operations	1,15,49,52,849	82,92,76,006	1,42,62,138	-
(b) Other Income	85,64,750	1,06,79,870	1,12,61,847	1,06,54,350
<b>Total Income (1)</b>	<b>1,16,35,17,599</b>	<b>83,99,55,876</b>	<b>2,55,23,985</b>	<b>1,06,54,350</b>
<b>(2) Expenses</b>				
(a) Purchases of Stock-in-Trade	1,12,99,68,670	83,19,16,154	1,23,43,912	-
(b) Changes in Inventories	(3,67,64,636)	(3,98,08,799)	(2,08,474)	-
(c) Employees Benefit Expenses	5,44,004	17,75,522	19,32,586	20,30,580
(d) Finance Cost	-	-	-	-
(e) Depreciation & Amortisation Expenses	46,629	43,358	10,825	-
(f) Other Expenses	72,70,942	23,05,100	28,07,504	51,60,586
<b>Total Expenses (2)</b>	<b>1,10,10,65,608</b>	<b>79,62,31,335</b>	<b>1,68,86,353</b>	<b>71,91,166</b>
<b>(3) Profit/(Loss) before tax (1-2)</b>	<b>6,24,51,991</b>	<b>4,37,24,541</b>	<b>86,37,632</b>	<b>34,63,184</b>
<b>(4) Tax expense</b>				
(a) Current Tax	1,73,71,774	1,34,75,185	27,63,398	10,68,492
(b) Deferred Tax	2,193	3,986	5,873	4,183
(c) MAT Credit	-	-	-	-
<b>(5) Profit/(Loss) for the period/ year (3-4)</b>	<b>4,50,78,023</b>	<b>3,02,45,370</b>	<b>58,68,361</b>	<b>23,90,509</b>
<b>(6) Other Comprehensive Income</b>	-	-	-	-
<b>(7) Total Comprehensive Income (5+6)</b>	<b>4,50,78,023</b>	<b>3,02,45,370</b>	<b>58,68,361</b>	<b>23,90,509</b>
<b>EPS (Face Value of Rs. 10/-) in Rupees</b>				
(a) Basic	23.66	42.01	8.15	3.32
(b) Diluted	23.66	42.01	8.15	3.32

<b>WHITE ORGANIC RETAIL LIMITED</b>				
<b>RESTATED CASH FLOW STATEMENT</b>				
<b>(Amt. in Rs.)</b>				
<b>PARTICULARS</b>	<b>For the period ended</b>			
	<b>31-12-2018</b>	<b>31-03-2018</b>	<b>31-03-2017</b>	<b>31-03-2016</b>
<b>A. Cash flow from operating activities:</b>				
Profit/ (Loss) before tax	6,24,51,991	4,37,24,541	86,37,632	34,63,184
<b>Adjustments for:</b>				
Depreciation	46,629	43,358	10,825	-
Interest received	(85,64,750)	(1,06,79,870)	(1,06,20,000)	(1,06,20,000)
Other Income	-	-	(6,41,847)	(34,350)
Finance Costs	-	-	-	-
<b>Operating Profit before working capital changes</b>	<b>5,39,33,870</b>	<b>3,30,88,029</b>	<b>(26,13,390)</b>	<b>(71,91,166)</b>
<b>Adjustments for: -</b>				
(Increase)/ Decrease in Inventories	(3,67,64,636)	(3,98,08,799)	(2,08,474)	-
(Increase)/Decrease in Trade Receivables	4,40,16,136	(31,95,53,706)	(1,35,52,819)	-
(Increase)/Decrease in Other Current Financial Assets	(9,76,75,489)	25,00,000	(24,58,008)	(98,689)
(Increase)/Decrease in Other non-current assets	6,30,000	-	(6,60,000)	-
(Increase)/Decrease in Other Current Assets	1,94,63,841	(1,18,27,045)	-	-
Increase/(Decrease) in Trade Payables	(15,28,41,218)	28,63,20,447	1,26,98,808	-
Increase/(Decrease) in Other Current Liabilities	18,42,31,595	(28,180)	(1,19,843)	5,16,159
<b>Cash generated from operations</b>	<b>1,49,94,098</b>	<b>(4,93,09,253)</b>	<b>(69,13,725)</b>	<b>(67,73,696)</b>
Net Income Tax (paid) / refunds	(1,32,31,491)	(27,69,389)	(10,68,490)	(10,04,722)
<b>Net cash from operating activities (A)</b>	<b>17,62,607</b>	<b>(5,20,78,641)</b>	<b>(79,82,216)</b>	<b>(77,78,418)</b>
<b>B. Cash flow from investing activities:</b>				
Purchase of property, plant and equipment	-	(1,90,053)	(1,88,020)	-
Purchase of intangible assets	(85,500)	(18,000)		
Investment in Fixed Deposit (original maturity more than 3 months)		-		-
Loan repayment received	(2,65,34,543)	1,50,00,000		
Other Income	-	-		
Interest Income	85,64,750	1,06,79,870	1,06,20,000	1,06,20,000
<b>Net Cash (used in) / from investing activities (B)</b>	<b>(1,80,55,293)</b>	<b>2,54,71,817</b>	<b>1,04,31,980</b>	<b>1,06,20,000</b>
<b>C. Cash flow from financing activities:</b>				
Net increase / (decrease) in Current Financial Borrowings	(12,37,26,274)	2,97,12,020	(23,80,526)	(28,35,500)
Net increase / (decrease) in Non-current financial borrowings	-	-	-	-
Increase in Share Capital	14,36,40,000	-	-	-
Finance Costs paid	-	-	-	-
<b>Net Cash used in financing activities (C)</b>	<b>1,99,13,726</b>	<b>2,97,12,020</b>	<b>(23,80,526)</b>	<b>(28,35,500)</b>
<b>Net increase / (decrease) in cash and cash equivalents (A+B+C)</b>	<b>36,21,040</b>	<b>31,05,196</b>	<b>69,238</b>	<b>6,082</b>
Cash and cash equivalents (Opening Balance)	32,04,844	99,649	30,410	24,328
<b>Cash and cash equivalents (Closing Balance)</b>	<b>68,25,883</b>	<b>32,04,844</b>	<b>99,648</b>	<b>30,410</b>
<b>Components of Cash &amp; Cash Equivalent</b>				
a) Cash in Hand	14,383	1,26,793	23,254	6,719
b) Balance with Banks				
In Current Account	68,11,500	30,78,051	76,395	23,691
<b>Cash and cash equivalents (Closing Balance)</b>	<b>68,25,883</b>	<b>32,04,844</b>	<b>99,649</b>	<b>30,410</b>

## SECTION V: GENERAL INFORMATION

Our Company was originally incorporated at “Sapna Infraventure Private Limited” at Maharashtra on December 19, 2011 under the provisions of the Companies Act, 1956, with the Registrar of Companies Mumbai, Maharashtra. Consequently, upon the change of name, the name of our Company was changed to “White Organic Retail Private Limited” and fresh Certificate of Incorporation dated September 28, 2016 was issued by the Registrar of Companies, Mumbai, Maharashtra. Subsequently, upon the change of name, the name of our Company was changed to “White Organic Retail Limited” and fresh Certificate of Incorporation dated April 4, 2018 was issued by the Registrar of Companies, Maharashtra, Mumbai.

For further details, please refer “*Our History and Certain Corporate Matters*” on page no. 94 of this Draft Prospectus.

Brief of Company and Issue Information	
<b>Registered &amp; Corporate Office</b>	<b>White Organic Retail Limited</b> 312A, Kailash Plaza, Vallabh Baug Lane, Ghatkopar (East), Mumbai-400077, Maharashtra, India, Ph.: +91 22 25011983; Email: info@whiteorganics.co.in Website: http://www.whiteorganics.co.in
<b>Date of Incorporation</b>	December 19, 2011
<b>Corporate Identification Number</b>	U01100MH2011PLC225123
<b>Company Category</b>	Company Limited by Shares
<b>Company Sub Category</b>	Indian Non-Government Company
<b>Address of Registrar of Companies</b>	Registrar of Companies, Mumbai, Maharashtra 100, Everest, Marine Drive, Mumbai- 400002, India.
<b>Store address</b>	<b>Owned by the Promoter</b> Shop No-1, Shreenath Heights, Lake Road, Bhandup (West), Mumbai 400078 (currently under Renovation).  <b>Rented temporary Warehouse:</b> 1) Shree Shubham Logistics Ltd, Revenue Survey No 163 Paiki Near K.S. Petrol Pump, Opp Tri- Mandir, Ahemdabad Highway, Mouje-Maliyasan, Rajkot, Ahmedabad Highway, Rajkot, Gujarat- 360003  2) Mahendrabhai M Patel, Sagam Society, Near Padamala Bus Stand, Block No. 397, Vododara, Gujarat- 391350
<b>Designated Stock Exchange<sup>^</sup></b>	BSE Limited (SME Platform of BSE) P.J. Towers, Dalal Street, Mumbai – 400 001
<b>Company Secretary and Compliance Officer</b>	<b>Ms. Charmi Sagar Jobalia</b> 312A, Kailash Plaza, Vallabh Baug Lane, Ghatkopar (East), Mumbai-400077, Maharashtra, India, Ph.: +91 22 25011983; Email: info@whiteorganics.co.in
<b>Chief Financial Officer</b>	<b>Mr. Ronak Vinod Desai</b> 312A, Kailash Plaza, Vallabh Baug Lane, Ghatkopar (East), Mumbai-400077, Maharashtra, India, Ph.: +91 22 25011983; Email: info@whiteorganics.co.in
<b>Statutory/Peer Review Auditor of the company</b>	<b>M/s. Gupta Raj &amp; Co.”</b> Chartered Accountants, 2-C Mayur Apartments, Dadabhai Cross Road No.3, Vile Parle(W), Mumbai, Maharashtra- 400056, Ph No: 022- 26210902, Email: <a href="mailto:ca.nikuljalan@guptaraj.com">ca.nikuljalan@guptaraj.com</a> Contact Person: CA Nikul Jalan Firm Registration No: 001687N Peer Review Certificate No: 011255 dated 30/07/2018

<sup>^</sup> In compliance with Regulation 230(1)(a) of SEBI (ICDR) Regulation, 2018, we had made an application to SME exchange of BSE Limited only for listing of our equity shares.

### Board of Directors of Our Company

Our Company's Board comprises of the following Directors:

Sl. No.	Name of Director	Designation	DIN	Age	Residential Address
1	Mr. Darshak Mahesh Rupani	Managing Director	03121939	38 years	Flat No. 1101, Neelkanth Tower, 206 Garodia Nagar Ghatkopar (East), Mumbai – 400077, Maharashtra, India
2	Mr. Prashant Mahesh Rupani	Non-Executive Director	03138082	42 years	Flat No. 1101, Neelkanth Tower, 206 Garodia Nagar Ghatkopar (East), Mumbai – 400077, Maharashtra, India
3	Ms. Jigna Vishal Thakkar	Independent Director	07279163	37 years	Room No 4, Tulsidas Kunverji Sanatorium Lane, Ghatkopar (West) Mumbai-400086, Maharashtra, India
4	Mr. Pritesh Hasmukhlal Doshi	Independent Director	08368392	47 years	Avichal Building No. 1, Room No. 20, Sanghani Estate, Ghatkopar (East), Near Shreyas Cinemas, Mumbai-400086

For further details of the Board of Directors, please refer to the Section titled “Our Management” beginning on page no 97 of this Draft Prospectus.

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

LEAD MANAGER	REGISTRAR TO THE ISSUE
<b>FINSHORE MANAGEMENT SERVICES LIMITED</b> Anandlok”, Block-A, 2 <sup>nd</sup> Floor, Room No. 207, 227 A.J.C Bose Road, Kolkata-700020, West Bengal <b>Telephone:</b> +91 – 33 – 22895101 <b>Email:</b> ramakrishna@finshoregroup.com <b>Website:</b> <a href="http://www.finshoregroup.com">www.finshoregroup.com</a> <b>Investor Grievance Email:</b> <a href="mailto:info@finshoregroup.com">info@finshoregroup.com</a> <b>Contact Person:</b> Mr. S. Ramakrishna Iyengar <b>SEBI Registration No:</b> INM000012185 <b>CIN No:</b> U74900WB2011PLC169377	<b>LINK INTIME INDIA PRIVATE LIMITED</b> C-101, 1st Floor, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai – 400 083, Maharashtra, India <b>Tel No:</b> +91 22 4918 6200; <b>Fax:</b> +91 22 4918 6195 <b>Website:</b> <a href="http://www.linkintime.co.in">www.linkintime.co.in</a> <b>Email:</b> worl.ipo@linktime.co.in <b>Investor Grievance Email:</b> worl.ipo@linktime.co.in <b>Contact Person:</b> Ms. Shanti Gopalkrishnan <b>SEBI Registration No:</b> INR000004058 <b>CIN No:</b> U67190MH1999PTC118368
BANKER TO THE COMPANY	SPONSOR AND BANKER TO THE ISSUE
<b>ICICI Bank Limited</b> Kailash Plaza, Final Plot No.355, Vallabh Baug Lane, Opp: Odeon Cinema, Ghatkopar (East), Mumbai-400077 <b>Contact Person:</b> Mr. Pratik Furia <b>Contact No:</b> 7045832297 <b>Email ID:</b> <a href="mailto:Pratik.furia@icicibank.com">Pratik.furia@icicibank.com</a>  (The company does not have any credit facility from any Bank/FIs. They have only current account relationship)	<b>ICICI Bank Limited</b> Capital Market Division, 1 <sup>st</sup> Floor, 122 Mistry Bhavan, Dinshaw Vachha Road, Backbay Reclamation, Churchgate, Mumbai – 400 020, <b>Contact Person:</b> Ms. Meghana Avala <b>Tel:</b> 022 66818933/23/24 <b>Fax:</b> 022 22611138 <b>Email:</b> meghana.avala@icicibank.com <b>Website:</b> <a href="http://www.icicibank.com">www.icicibank.com</a> <b>SEBI Registration Number:</b> - INBI00000004
PEER REVIEW AUDITOR	LEGAL ADVISOR TO THE ISSUE
<b>M/s. Gupta Raj &amp; Co.”</b> Chartered Accountants, 2-C Mayur Apartments, Dadabhai Cross Road No.3, Vile Parle(W), Mumbai, Maharashtra- 400056, <b>Ph No:</b> 022- 26210902, <b>Email:</b> <a href="mailto:ca.nikuljalan@guptaraj.com">ca.nikuljalan@guptaraj.com</a> <b>Contact Person:</b> CA Nikul Jalan <b>Firm Registration No:</b> 001687N <b>Peer Review Certificate No:</b> 011255 dated 30/07/2018	<b>J MUKHERJEE &amp; ASSOCIATES</b> 20/33 N.S.C. Bose Road, Ground Floor, Grahams Land, Kolkata-700040, West Bengal, India <b>Telephone:</b> +91 9830640366 <b>Email:</b> <a href="mailto:jmalegal@outlook.com">jmalegal@outlook.com</a> <b>Contact Person:</b> Mr. Jayabrata Mukherjee

Note: Investors may contact our Company Secretary and Compliance Officer and/or the Registrar to the Issue and/or the Lead Manager, in case of any pre-issue or post-issue related problems, such as non-receipt of letters of allotment, credit of allotted Equity Shares in the respective beneficiary account or refund orders, etc. For all Issue related queries and for redressal of complaints, Applicants may also write to the Lead Manager. All complaints, queries or comments received by Stock Exchange/SEBI shall be forwarded to the Lead Manager, who shall respond to the same.

All grievances in relation to the application through 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, giving details such as the full name of the sole or First Applicant, ASBA Form number, Applicants' DP ID, Client ID, PAN, number of Equity Shares applied for, date of submission of ASBA Form, address of Bidder, the name and address of the relevant Designated Intermediary, where the ASBA Form was submitted by the Bidder, ASBA Account number in which the amount equivalent

to the Bid Amount was blocked and UPI ID used by the Retail Individual Investors. Further, the Bidder shall enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

#### **Statement of Inter Se Allocation of Responsibilities**

Finshore Management Services Limited is the sole Lead Manager to this Issue and all the responsibilities relating to coordination 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.

#### **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 <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>. For details of the Designated Branches which shall collect Application Forms, please refer to the above-mentioned SEBI link.

#### **Issuer Banks for UPI**

The list of Self Certified Syndicate Banks that have been notified by SEBI to act as Issuer Bank for UPI mechanism are provide on the website of SEBI on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>. For details on Designated Branches of SCSBs collecting the Bid Cum Application Forms, please refer to the above-mentioned SEBI link.

#### **Registered Brokers**

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 Stock Exchange, at BSE Limited at [http://www.bseindia.com/Markets/PublicIssues/brokercentres\\_new.aspx?expandable=3](http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx?expandable=3) as updated from time to time.

#### **Brokers to This Issue**

All brokers registered with SEBI and members of the Recognised Stock Exchange can act as brokers to the Offer.

#### **Registrar to Issue and Share Transfer Agents**

The list of the RTAs eligible to accept Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the website of Stock Exchange at BSE Limited, as updated from time to time.

#### **Collecting Depository Participants**

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

#### **Credit Rating**

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

#### **Trustees**

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

#### **Debenture Trustees**

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

#### **IPO Grading**

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

#### **Monitoring Agency**

As per regulation 262(1) of the SEBI ICDR Regulations 2018, the requirement of Monitoring Agency is not mandatory if the Issue size is below Rs.100 Crores. Since the Issue size is only of Rs.1,546.02 Lakhs, 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.

### Filing of Draft Prospectus/Prospectus with the SEBI/ROC

In terms of Regulation 246 (1) of the SEBI (ICDR) Regulations, 2018, and Pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Prospectus will be filed with the Board through the Lead Manager, immediately upon registration of the offer document with the Registrar of Companies. However, as per Regulation 246 (2) of the SEBI (ICDR) Regulations, 2018, The Board shall not issue any observation on the offer document.

In terms of Regulation 246 (5) of the SEBI (ICDR) Regulations, 2018, a copy of this Draft Prospectus and Prospectus shall also be furnished to the Board in a soft copy.

A copy of the Prospectus, along with the documents required to be filed under Section 26 & 32 of the Companies Act, 2013 would be delivered for registration to the Registrar of Companies, Maharashtra, situated at 100, Everest, Marine Drive, Mumbai- 400002, Maharashtra, India.

### Expert Opinion

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

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

### Change in Auditors during the last three (3) years

For the Financial Year 2015-16 and 2016-17, the statutory auditor was N. K. Jalan & Co. However, from Financial year 2017-18 onwards, M/s. Gupta Raj & Co. has been appointed as Statutory Auditor of the company.

### Underwriter

In terms of Regulation 260 (1) of the SEBI (ICDR) Regulations, 2018, the initial public offer shall be underwritten for hundred per cent of the offer and shall not be restricted upto the minimum subscription level and as per sub regulation (2) The lead manager(s) shall underwrite at least fifteen per cent. of the issue size on their own account(s).

Our Company and Lead Manager to the Issue hereby confirm that the Issue is 100% Underwritten. The underwriting agreement is dated [●] 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 offered through this Issue

Name, Address, Telephone, and Email of the Underwriter	Indicated number of Equity Shares to be Underwritten	Amount Underwritten (in Lakh)	% of the total Issue Size Underwritten
<b>Finshore Management Services Limited</b> Anandlok, Block-A, 2 <sup>nd</sup> Floor, Room No. 207, 227 A.J.C. Bose Road, Kolkata-700020, India <b>Telephone:</b> +91-33-22895101 <b>Contact Person:</b> Mr. S. Ramakrishna Iyengar <b>Email:</b> ramakrishna@finshoregroup.com <b>Website:</b> www.finshoregroup.com <b>SEBI Registration Number:</b> INM000012185	24,54,000 Equity Shares	₹1,546.02	100.00%

*\*Includes 1,24,000 Equity shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker in order to comply with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, as amended.*

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

### Details of Market Making Arrangement for This Issue

Our Company and the Lead Manager has entered into Market Making Agreement dated [●] with the following Market Maker to fulfill the obligations of Market Making for this Issue:

<b>Name</b>	[●]
<b>Address</b>	[●]
<b>Telephone</b>	[●]
<b>Facsimile</b>	[●]
<b>E-mail</b>	[●]

<b>Contact Person</b>	[●]
<b>SEBI Registration No</b>	[●]
<b>Market Maker Registration No. (SME Segment of BSE)</b>	[●]

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

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

- *In terms of regulation 261(1) of SEBI ICDR Regulations 2018, the Market Making arrangement through the Market Maker will be in place for a period of three years from the date of listing of our Equity Shares and shall be carried out in accordance with SEBI ICDR Regulations and the circulars issued by the BSE and SEBI regarding this matter from time to time.*
- *In terms of regulation 261(2) of SEBI ICDR Regulations 2018, The market maker or issuer, in consultation with the lead manager(s) may enter into agreements with the nominated investors for receiving or delivering the specified securities in market making, subject to the prior approval of the SME exchange.*
- *In terms of regulation 261(3) of SEBI ICDR Regulations 2018, Following is a summary of the key details pertaining to the Market Making arrangement*
  1. The Market Maker (●) shall be required to provide a two-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).
  2. The 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 BSE SME and SEBI from time to time.
  3. The Market Maker is required to comply with SEBI Circular No. CIR/MRD/DSA/31/2012 dated November 27, 2012 and SEBI ICDR Regulations.
  4. The minimum depth of the quote shall be Rs.1.00 Lakh. However, the investors with holdings of value less than Rs. 1.00 Lakh shall be allowed to offer their holding to the Market Maker in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
  5. There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, BSE may intimate the same to SEBI after due verification.
  6. The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on BSE SME (in this case currently the minimum trading lot size is 2,000 equity shares; however, the same may be changed by the BSE SME from time to time).
  7. The shares of the Company will be traded in Trade for Trade Segment for the first 10 days from commencement of trading (as per SEBI Circular no: CIR/MRD/DP/ 02/2012 dated January 20, 2012) on SME Platform of BSE and market maker will remain present as per the guidelines mentioned under BSE and SEBI circulars.
  8. The Market Maker shall start providing quotes from the day of the listing / the day when designated as the Market Maker for the respective scrip and shall be subject to the guidelines laid down for market making by the SME Exchange.
  9. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
  10. In terms of regulation 261(6) of SEBI ICDR Regulations 2018, Market Maker shall not buy the Equity Shares from the Promoters or Persons belonging to promoter group of White Organic Retail Limited or any person who has acquired shares from such promoter or person belonging to promoter group, during the compulsory market making period.



11. In terms of regulation 261(7) of SEBI ICDR Regulations 2018, The Promoters' holding of White Organic Retail Limited shall not be eligible for offering to the Market Maker during the Compulsory Market Making Period. However, the promoters' holding of White Organic Retail Limited which is not locked-in as per the SEBI (ICDR) Regulations, 2018 as amended, can be traded with prior permission of the SME Platform of BSE, in the manner specified by SEBI from time to time.
12. The Lead Manager may be represented on the Board of the Issuer Company in compliance with Regulation 261 (8) of SEBI (ICDR) Regulations, 2018.
13. The Market Maker shall not be responsible to maintain the price of the Equity Shares of the Issuer Company at any particular level and is purely supposed to facilitate liquidity on the counter of White Organic Retail Limited via its 2-way quotes. The price of the Equity Shares shall be determined and be subject to market forces.
14. **Risk containment measures and monitoring for Market Maker:** BSE SME Exchange will have all margins which are applicable on the BSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to-time.
15. **Punitive Action in case of default by Market Maker(s):** BSE 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 they are not present in the market (offering two way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.

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

The Market Maker(s) shall have the right to terminate said arrangement by giving three month notice or on mutually acceptable terms to the Lead Manager, who shall then be responsible to appoint a replacement Market Maker(s).

In case of termination of the above-mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker(s) in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations. Further the Company and the Lead Manager reserve the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the relevant laws and regulations applicable at that particulars point of time.

16. 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
17. Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for market makers during market making process has been made applicable, based on the issue size and as follows:

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

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.

19. **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:

- i. 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.
  - ii. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the issue price. Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The price band shall be 20% and the market maker spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.
- *In terms of regulation 261(4) of SEBI ICDR Regulations 2018, The specified securities being bought or sold in the process of market making may be transferred to or from the nominated investors with whom the lead manager(s) and the issuer have entered into an agreement for market making: Provided that the inventory of the market maker, as on the date of allotment of the specified securities, shall be at least five per cent. of the specified securities proposed to be listed on SME exchange.*
- *In terms of regulation 261(5) of SEBI ICDR Regulations 2018, The market maker shall buy the entire shareholding of a shareholder of the issuer in one lot, where the value of such shareholding is less than the minimum contract size allowed for trading on the SME exchange: Provided that market maker shall not sell in lots less than the minimum contract size allowed for trading on the SME exchange.*

## SECTION VI: CAPITAL STRUCTURE

Our Equity Share capital before the Issue and after giving effect to the Issue, as at the date of this Draft Prospectus, is set forth below:

*(Rs. in Lakhs except share data)*

No.	Particulars	Aggregate Nominal Value (₹)	Aggregate Value at Issue Price (₹)
A.	<b>Authorized Share Capital</b>		
	1,10,00,000 Equity Shares of ₹10/- each	1100.00	--
B.	<b>Issued, Subscribed &amp; Paid-up Share Capital prior to the Offer</b> <sup>(1)</sup>		
	30,00,000 Equity Shares of ₹10/- each	300.00	--
C.	<b>Present issue in terms of the Draft Prospectus</b> <sup>(2)</sup>		
	24,54,000 Equity Shares of ₹10/- each for cash at a price of ₹63/- per share	245.40	1546.02
<b>Which Comprises</b>			
D.	<b>Reservation for Market Maker portion</b>		
	1,24,000 Shares of ₹10/- each for cash at a price a ₹63/- per Equity Share	12.40	78.12
E.	<b>Net Issue to the Public</b>		
	23,30,000 Equity Shares of ₹10/- each for cash at a price a ₹63/- per Equity Share of which:	233.00	1467.90
	11,66,000 Equity Shares of ₹10/- each for cash at a price a ₹63/- per Equity Share will be available for allocation for allotment to Retail Individual Investors of up to ₹2.00 lakhs	116.60	734.58
	11,64,000 Equity Shares of ₹10/- each for cash at a price a ₹63/- per Equity Share will be available for allocation for allotment to Other Investors of above ₹2.00 lakhs	116.40	733.32
F.	<b>Paid up Equity capital after the Issue</b>		
	54,54,000 Equity Shares of ₹10/- each	545.40	
G.	<b>Securities Premium Account</b>		
	Before the Issue	1208.40	
	After the Issue	2509.02	

<sup>(1)</sup> Our Company has only one class of share, i.e., Equity Shares having face value of ₹10/- each and there are no partly paid up Equity Shares or preference shares or convertible securities outstanding for conversion as on the date of this Draft Prospectus.

<sup>(2)</sup> The present Issue of 24,54,000 Equity Shares in terms of Draft Prospectus has been authorized pursuant to a resolution of our Board of Directors dated February 8<sup>th</sup>, 2019 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 February 21<sup>st</sup>, 2019

### Details of changes in Authorized Share Capital of our Company since incorporation:

No.	Date of Shareholders approval	EGM/AGM/Postal Ballot	Authorised Share Capital (Rs.)	Details of change
1.	On Incorporation (December 19, 2012)	--	1,00,000	Incorporated with an Authorized Share Capital of ₹ 1,00,000 comprising of 10,000 Equity Shares of ₹ 10/- each.
2.	July 9, 2018	EGM	11,00,00,000	Increase in Authorized Share Capital from ₹1,00,000 comprising of 10,000 Equity Shares of ₹ 10/- each to ₹ 11,00,00,000 comprising of 1,10,00,000 Equity Shares of ₹ 10/- each.

## Notes to Capital Structure

### 1. Share capital history of our Company

(a) Equity share capital history of our Company:

The following is the history of the equity share capital of our Company:

Date of Allotment	Number of Equity Shares	Face Value (In ₹)	Issue Price (In ₹)	Nature of Consideration	Nature of allotment	Cumulative Number of Equity Shares	Cumulative Share Capital (₹)	Cumulative Share Premium (₹)
On Incorporation	10,000	10.00	10.00	Cash	Subscription to the MoA <sup>(1)</sup>	10,000	1,00,000	--
July 31, 2018	7,10,000	10.00	-	Nil	Bonus <sup>(2)</sup>	7,20,000	72,00,000	--
August 10, 2018	22,80,000	10.00	63.00	Consideration other than Cash	Conversion of Loan <sup>(3)</sup>	30,00,000	3,00,00,000	12,08,40,000

\* Allotment of 22,80,000 Equity Shares to White Organic Agro Limited was made by adjusting current outstanding loan of 14,36,40,000 given by White Organic Agro Limited (Holding Company)

(1) Allotment on Initial subscription to the Memorandum of Association

No.	Name of the allottee	Number of Equity Shares allotted
1.	Darshak Mahesh Rupani*	1
2.	White Diamond Industries Limited	9,999
<b>Total</b>		<b>10,000</b>

\* Nominee of White Diamond Industries Limited. Beneficial interest held by White Diamond Industries Limited.

\* White Organic Agro Limited formerly known as White Diamond Industries Limited.

(2) Bonus Issue in the Ratio of 71:1

No.	Name of the allottee	Number of Equity Shares allotted
1.	White Organic Agro Limited	7,10,000*
<b>Total</b>		<b>7,10,000</b>

\*Other existing shareholders had renounced their bonus allotment of shares in favour of White Organic Agro Limited.

(3) Issue of shares for conversion of unsecured loan

No.	Name of the allottee	Number of Equity Shares allotted
1.	White Organic Agro Limited	22,80,000
<b>Total</b>		<b>22,80,000</b>

As on the date of this Draft Prospectus, our Company does not have any preference share capital.

(b) As on the date of this Draft Prospectus, Our Company has not issued Equity shares for consideration other than cash except as mentioned below.

Date of Allotment	Number of Equity Shares allotted	Issue Price (In ₹)	Consideration	Reason for Allotment	Name of the allottee	Benefit accruing to the company
July 31, 2018	7,10,000	Nil	N. A.	Bonus Share	Existing Shareholder at the time of record date	Capitalization of Reserve
August 10, 2018	22,80,000	63.00	Other than cash	Adjusting current outstanding loan by issuing equity shares	White Organic Agro Limited	Increase in Promoter Holding

We have not revalued our assets since inception and have not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.

(c) Our Company has not issued any Equity Shares out of revaluation reserves or in terms of any scheme approved under Sections 391- 394 of the Companies Act or under section 230-234 of the Companies Act, 2013.

- (d) Our Company has not granted any options or allotted any Equity Shares under the ESOP Scheme as on the date of this Draft Prospectus.
- (e) *Issue of Equity Shares in the last one year below the Issue Price:* Our company has issued only bonus share at an issue price of ₹ NIL on July 31, 2018 to existing shareholder at the time of record date. Except this, no other equity shares had been issued by our company at a price lower than the issue price during the preceding one year from the date of this Draft Prospectus.

**(f) Shareholding Pattern of our Company**

The table below presents the current shareholding pattern of our Company as on the date of this Draft Prospectus.

Category (I)	Category of shareholder (II)	Nos. Of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities ( as a percentage of diluted share capital) (XI)=(VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
								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 (Sb)
								Class: X	Class: y	Total								
A	Promoter & Promoter Group	7	30,00,000	-	-	30,00,000	100	30,00,000	-	30,00,000	100	-	-	-	-	-		
B	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
C	Non-Promoter-Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
C1	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
C2	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
		7	30,00,000	-	-	30,00,000	100	30,00,000	-	30,00,000	-	-	100	-	-	-	-	

As on date of this Draft Prospectus, 1 Equity share holds 1 vote.

As on date, we have only one class of Equity Shares of face value of Rs. 10/- each.

All Pre-IPO equity shares of our company will be locked-in as per regulations of SEBI ICDR prior to listing of shares on SME Platform of BSE Limited.

In terms of SEBI circular bearing no. Cir/ISD/3/2011 dated June 17, 2011 and SEBI circular bearings no. SEBI/Cir/ISD/05/2011 dated September 30, 2011, the equity shares held by the Promoters and Promoter Group are under process of dematerialization.

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

- (i) List of Major Shareholders holding 1% or more of the pre-Issue equity share capital of our Company as on the date of this Draft Prospectus:

Sl. No.	Name of Shareholders	Pre-Issue	
		Number of Shares	Percentage holding
1	White Organic Agro Limited	29,99,994	100%
<b>Total Shareholders holding 1% or more of the paid-up capital</b>		<b>29,99,994</b>	<b>100%</b>

- (ii) List of Major Shareholders holding 1% or more of the pre-Issue equity share capital of our Company as on a date 10 days before the date of this Draft Prospectus:

Sl. No.	Name of Shareholders	Pre-Issue	
		Number of Shares	Percentage holding
1	White Organic Agro Limited	29,99,994	100%
<b>Total Shareholders holding 1% or more of the paid-up capital</b>		<b>29,99,994</b>	<b>100%</b>

- (iii) List of Major Shareholders holding 1% or more of the pre-Issue equity share capital of our Company as on a date 1 (one) year before the date of this Draft Prospectus:

Sl. No.	Name of Shareholders	Pre-Issue	
		Number of Shares	Percentage holding
1	White Organic Agro Limited	9,999	99.99%
<b>Total Shareholders holding 1% or more of the paid-up capital</b>		<b>9,999</b>	<b>99.99%</b>

- (iv) List of Major Shareholders holding 1% or more of the pre-Issue equity share capital of our Company as on a date 2 (two) year before the date of this Draft Prospectus:

Sl. No.	Name of Shareholders	Pre-Issue	
		Number of Shares	Percentage holding
1	White Organic Agro Limited	9,999	99.99%
<b>Total Shareholders holding 1% or more of the paid-up capital</b>		<b>9,999</b>	<b>99.99%</b>

- (g) Our Company does not have any intention or proposal to alter our capital structure within a period of 6 months from the date of opening of the Issue by way of split or 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 bonus, rights, further public issue or qualified institutions placement or otherwise. However, our Company may further issue Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the opening of the Issue to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board may deem fit, if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company after obtaining relevant approvals.
- (h) The Details of Shareholding of Promoter's and Promoter Group of Our Company;

#### Capital Build-up of our Promoter's in our Company

The current promoters of our Company are i) Mr. Darshak Mahesh Rupani, ii) Mr. Prashantt Mahesh Rupani and iii) White Organic Agro Limited.

Pursuant to Regulation 236 of SEBI (ICDR) Regulations 2018, minimum promoters' contribution should be not less than 20% of the post Issue equity share capital of our Company. As on the date of this Draft Prospectus, our Promoters collectively hold 29,99,996 Equity Shares, which constitutes approximately 100% of the Pre-IPO issued, subscribed and paid-up Equity Share capital of our Company and approximately 55.01% of the Post-IPO issued, subscribed and paid-up Equity Share capital assuming full allotment of the shares offered in IPO. The Details are as under:

Particulars	Pre-Issue		Post-Issue	
	Number of Shares	Percentage holding	Number of Shares	Percentage holding
<b>Promoters</b>				
White Organic Agro Limited	29,99,994	100%	29,99,994	55.01%
Darshak Mahesh Rupani*	1	-	1	-
Prashantt Rupani *	1	-	1	-
<b>Total (A)</b>	<b>29,99,996</b>	<b>100%</b>	<b>29,99,996</b>	<b>55.01%</b>
<b>Promoter Group</b>				
Keval Sheth*	1	-	1	-
Ronak Vinod Desai*	1	-	1	-

Ashok Jain*	1	-	1	-
Vishal Chavda*	1	-	1	-
<b>Total (B)</b>	<b>4</b>	<b>-</b>	<b>4</b>	<b>-</b>
<b>Grand Total (A+B)</b>	<b>30,00,000</b>	<b>100%</b>	<b>30,00,000</b>	<b>55.01%</b>

\* Beneficial interest held by White Organic Agro Limited

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.

Set forth below is the build-up of the equity shareholding of our Promoters since the incorporation of our Company.

**i) White Organic Agro Limited**

Date of Allotment/ Acquisition/Sale	Number of Equity Shares	Issue/Transfer Price per Equity Share	Nature of Consideration	Nature of transaction	Pre-issue Share Holding%	Post-issue Share Holding%	Sources of funds
Upon Incorporation 19-12-2011	9,999	10.00	Cash	Subscriber to MOA	0.33%	0.18%	Owned Funds
12-03-2018	(5)	10.00	Cash	Transfer*	0.00%	-	-
31-07-2018	7,10,000	Nil	-	Bonus	23.67%	13.02%	-
10-08-2018	22,80,000	63.00	Conversion of Loan	Allotment	76.00%	41.80%	-
<b>TOTAL</b>	<b>29,99,994</b>				<b>100.00%</b>	<b>55.01%</b>	

**\*Transfers**

Transferor Name	Transferee Name	Date of Transfer	No of Shares
White Organic Agro Limited	Keval Sheth*	March 12, 2018	1
White Organic Agro Limited	Ronak Vinod Desai*	March 12, 2018	1
White Organic Agro Limited	Ashok Jain*	March 12, 2018	1
White Organic Agro Limited	Vishal Chavda*	March 12, 2018	1
White Organic Agro Limited	Prashantt Mahesh Rupani *	March 12, 2018	1
<b>TOTAL</b>			<b>5</b>

\* Beneficial interest held by White Organic Agro Limited

**ii) Mr. Darshak Mahesh Rupani\***

Date of Allotment/ Acquisition/Sale	Number of Equity Shares	Issue/Transfer Price per Equity Share (₹)	Nature of Consideration	Nature of transaction	Pre-issue Share Holding%	Post-issue Share Holding%	Sources of funds
on Incorporation 19-12-2011	1	10.00	Cash	Subscriber to MOA	-	-	Owned Funds
<b>TOTAL</b>	<b>1</b>				<b>-</b>	<b>-</b>	

\* Beneficial interest held by White Organic Agro Limited

**iii) Mr. Prashantt Mahesh Rupani \***

Date of Allotment/ Acquisition/Sale	Number of Equity Shares	Issue/Transfer Price per Equity Share (₹)	Nature of Consideration	Nature of transaction	Pre-issue Share Holding%	Post-issue Share Holding%	Sources of funds
12-03-2018	1	10.00	Cash	Transfer from White Organic Agro Limited	-	-	Owned Funds
<b>TOTAL</b>	<b>1</b>				<b>-</b>	<b>-</b>	

\* Beneficial interest held by White Organic Agro Limited

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

Sl. No.	Name of the Promoter	No. of Equity Shares Held	Avg. Cost of Acquisition (In ₹ per Equity Share)
1	White Organic Agro Limited	29,99,994	47.91
2	Darshak Mahesh Rupani*	1	10
3	Prashantt Rupani *	1	10

\* Beneficial interest held by White Organic Agro Limited

Note: All the Equity Shares held by our Promoters were fully paid up as on the respective dates of acquisition of such Equity Shares and there are no partly paid-up Equity Shares as on the date of filing of this Draft Prospectus.



- (i) As on date of this Draft Prospectus, our Company has 7 (Seven) shareholders. Beneficial owner for 100% shareholding is with White Organic Agro Limited.
- (j) The aggregate shareholding of the promoter group and of the directors of the promoters, where the promoter is a body corporate.

Our Promoters includes a body corporate “White Organic Agro Limited”. The Aggregate shareholding of the promoter group and of the directors of the promoters (White Organic Agro Limited) are as under:

Sl. No.	Name of the Promoters & Promoter Group	Shareholding	% of Shareholding
<b>Individual:</b>			
1.	Sapna Mahesh Rupani	400,000	1.14
2.	Prashantt Mahesh Rupani (Director)	6,80,000	1.94
3.	Lt. Mahesh M. Rupani	13,90,000	3.97
4.	Darshak Mahesh Rupani (Director)	21,43,978	6.13
<b>Body Corporate:</b>			
5.	Blueshell Systems Private Limited	8,00,000	2.29
6.	Sapna Infratech Private Limited	34,76,900	9.93
	<b>Total</b>	<b>88,90,878</b>	<b>25.40</b>

- There is no sale or purchase of specified securities by the promoter group and/or by the directors of the company which is a promoter of the issuer and/or by the directors of the issuer and their relatives in the preceding six months.
- There are no financing arrangements whereby the promoter group, the directors of the company which is a promoter of the issuer, the directors of the issuer and their relatives have financed the purchase by any other person of securities of the issuer other than in the normal course of the business of the financing entity in the six months immediately preceding the date of filing of the draft offer document/offer document.

**(k) Promoter’s Contribution**

**(i) Details of Promoter’s Contribution Locked-in of Equity Shares for Three (3) Years**

Pursuant to Regulation 236 of SEBI (ICDR) Regulations 2018, minimum promoters’ contribution should be not less than 20% of the post Issue equity share capital of our Company.

Further, in terms of Regulation 238 (a) of SEBI ICDR Regulations, minimum promoter’s contribution will be locked-in for a period of three years from the date of Allotment or date of commencement of commercial production, whichever is later and the Equity Shares held by Promoter of our Company in excess of minimum promoter’s contribution will be locked-in for a period of one year from the date of Allotment.

As on the date of this Prospectus, our Promoters collectively hold 29,99,996 Equity Shares constituting almost 100 % of the Post offer issued, subscribed and paid-up Equity Share capital of our Company, which are eligible for the Promoter’s Contribution

An aggregate of 20% of the post-issue capital, held by our Promoters shall be considered as Promoter’s Contribution (“Minimum Promoter’s Contribution”) and locked-in for a period of three years from the date of allotment. The lock-in of the Promoter’s Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

Our Promoters have granted their consents to include such number of Equity Shares held by them as may constitute 20.00% of the post-issue Equity Share Capital of our Company as Promoter’s Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoter’s Contribution from the date of filing of this Draft Prospectus until the completion of the lock-in period specified above.

The details of lock-in of shares for 3 (three) years are as under:

Sr. No.	Name of the Promoter Shareholder	Number of Shares held Pre-IPO	Number of Shares held for lock-in	Post-IPO Share Locked in (In%)	Lock in Period
1	White Organic Agro Limited	29,99,994	10,90,800	20.00%	3 Years
	<b>Total</b>	<b>29,99,994</b>	<b>10,90,800</b>	<b>20.00%</b>	

\* 10,90,800 Pre-IPO equity shares of our company held by White Organic Agro Limited (Our Promoter) will be locked-in as mentioned above prior to listing of shares on SME Platform of BSE Limited.

In terms of Regulation 237 of SEBI ICDR Regulations, our Company confirms that none of the Equity Shares forming part of minimum promoter's contribution –

- Are acquired by our Promoter during preceding three financial years;
  - For consideration other than cash and where revaluation of assets or capitalization of intangible assets was involved; or
  - Through bonus issue of Equity Shares made by utilizing the revaluation reserves or unrealized gain or through bonus issue against equity shares which are ineligible for minimum promoter's contribution;
- Are pledged by our Promoter with any creditor;
- Consist of Equity Shares acquired by our Promoter during preceding one year at a price lower than the Issue Price.
- Further, our Company was incorporated under the Companies Act, 1956 and was not incorporated by converting the partnership firm(s) or LLP(s).

The Promoters have severally confirmed that the Equity Shares are eligible in term of Regulation 237 of SEBI (ICDR) Regulations and that they have not been prohibited from dealings in securities market and the Equity Shares are free from any lien, encumbrance or third-party rights. The Promoters have also severally confirmed that they are the legal and beneficial owners of the Equity.

All the Equity Shares held by our Promoters were fully paid up as on the respective dates of acquisition of such Equity Shares. Our Promoters have confirmed to our Company and the Lead Manager that the Equity Shares held by our Promoters have been financed from their personal funds, as the case may be, and no loans or financial assistance from any bank or financial institution has been availed of by them for such purpose.

**(ii) Details of Equity Shares Locked-in for one (1) year**

In excess of minimum 20% of the Post-Issue shareholding of our Company held by the Promoter (locked in for three years as specified above), the balance pre-issue share capital of our Company held by promoters shall be locked in for a period of one year from the date of Allotment in this Issue as provided in clause 238 (b) of SEBI (ICDR) Regulations 2018.

Further, in terms of Regulation 239 of SEBI ICDR Regulations, entire pre-Issue equity share capital of our Company held by persons other than our Promoter will be locked-in for a period of one year from the date of Allotment in the Issue.

The details of lock-in of shares for 1 (one) years are as under:

Sr. No.	Name of the Shareholder	Number of Shares held Pre IPO	Number of Shares held for lock-in	Post-IPO Share lock-in (In %)	Lock in Period
1	White Organic Agro Limited	29,99,994	19,09,194	35.01%	1 Year
2	Darshak Mahesh Rupani*	1	1	-	1 Year
3	Keval Sheth*	1	1	-	1 Year
4	Ronak Vinod Desai*	1	1	-	1 Year
5	Ashok Jain*	1	1	-	1 Year
6	Vishal Chavda*	1	1	-	1 Year
7	Prashantt Rupani *	1	1	-	1 Year
<b>Total</b>		<b>30,00,000</b>	<b>19,09,200</b>	<b>35.01%</b>	

\* Beneficial interest held by White Organic Agro Limited

All Pre-IPO equity shares of our company will be locked-in as mentioned above prior to listing of shares on SME Platform of BSE Limited.

**(iii) Other requirements in respect of lock-in**

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

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

➤ **Pledge of Locked-in Equity Shares**

Pursuant to Regulation 242 of the SEBI ICDR Regulations, the locked-in Equity Shares held by the Promoter, as specified above, can be pledged with any scheduled commercial banks or public financial institutions or systemically important non-banking finance company or housing finance company as collateral security for loans granted by such scheduled commercial banks or public financial institutions or systemically important non-banking finance company or housing finance company, subject to fulfilment of following conditions:

- i. In respect of Equity Shares which are locked in for a period of one year, the pledge of the Equity Shares is one of the terms of the sanction of the loan;
- ii. In respect of Equity Shares which are locked in for a period of three years, the loan has been granted by such scheduled commercial bank or public financial institution or systemically important non-banking finance company or housing finance company to our Company or our Subsidiary (ies) for the purpose of financing one or more of the objects of the Issue and the pledge of the Equity Shares is one of the terms of the sanction of the loan.

➤ **Transfer 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.

**(iv) Sale/Purchase by Promoter Group and/or by directors of Company which is promoter of our company and/or by the director of our company and their immediate relatives during six months preceding the date of this Draft Prospectus:**

There is no Sale/Purchase by Promoter Group and/or by directors of Company which is promoter of our company and/or by the director of our company and their immediate relatives during six months preceding the date of this Draft Prospectus.

- (l) Our Company, its Directors, Promoters or the Lead Manager have not entered into any buy-back or standby arrangements for the purchase of the Equity Shares of our Company.
- (m) The Equity Shares issued pursuant to this Issue shall be fully paid-up.
- (n) The Lead Manager and its associates do not hold any Equity Shares in our Company as on the date of filing this Draft Prospectus.
- (o) There are no options granted or equity shares issued under any scheme of employee stock option or employee stock purchase of issuer, in the preceding three years (separately for each year) and on a cumulative basis for all options or equity shares issued prior to the date of the draft prospectus.
- (p) There are no outstanding warrants, options or rights to convert debentures, loans or other instruments into Equity Shares as on the date of this Draft Prospectus.

**Other miscellaneous disclosures:**

1. None of the Equity Shares of our Company are subject to any pledge as on the date of this Draft Prospectus.
2. None of the shareholding of the Promoters & Promoter Group is subject to lock-in as on date of this Draft Prospectus.
3. Except as disclosed in the chapter titled "Our Management" beginning on page 97 of this Draft Prospectus, none of our Directors or Key Managerial Personnel holds any Equity Shares in our Company.

4. None of our Promoters, Promoter Group, our Directors and their relatives has entered into any financing arrangements or financed the purchase of the Equity shares of our Company by any other person during the period of six (6) months immediately preceding the date of filing of the Draft Prospectus.
5. We hereby confirm that there will be no further issue of capital whether by the way of issue of bonus shares, preferential allotment, right issue or in any other manner during the period commencing from the date of the Draft Prospectus until the Equity shares offered have been listed or application money unblocked on account of failure of issue.
6. Our Company undertakes that there shall be only one (1) denomination for the Equity Shares of our Company, unless otherwise permitted by law. Our Company shall comply with such disclosure and accounting norms as specified by SEBI from time to time.
7. Our Company has not issued Equity Shares out of Revaluation Reserves.
8. Our Company shall comply with such disclosures and accounting norms as may be specified by BSE, SEBI and other regulatory authorities from time to time.
9. Our Company has not made any public issue of any kind or class of securities of our Company within the immediately preceding two (2) years prior to filing this Draft Prospectus.
10. Our Company has not raised any bridge loan against the proceeds of this issue.
11. Our Company, Directors, Promoters or members of our Promoter Group shall not make any payments, direct or indirect, discounts, commissions, allowances or otherwise under this Issue except as disclosed in this Draft Prospectus.
12. Our Company has not revalued its assets during the last five (5) financial years.
13. An over-subscription to the extent of 10% of the Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 10% of the Issue, as a result of which, the post-issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoter and subject to three (3) years lock- in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.
14. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Lead Manager and Designated Stock Exchange i.e. BSE Limited (SME Platform). Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.
15. In case of over-subscription in all categories the allocation in the issue shall be as per the requirements of SEBI (ICDR) Regulations.
16. The unsubscribed portion in any reserved category (if any) may be added to any other reserved category.
17. The unsubscribed portion if any, after such inter se adjustments among the reserved categories shall be added back to the net offer to the public portion.
18. There are no Equity Shares against which depository receipts have been issued.
19. Other than the Equity Shares, there is no other class of securities issued by our Company.
20. This issue is being made through Fixed Price method.
21. This Issue is being made in terms of Section IX of the SEBI (ICDR) Regulations 2018, as amended from time to time. The Issue is being made through the Fixed Price method and hence, as per Regulation 253, sub regulation (2) of SEBI (ICDR) Regulations 2018, the allocation in the net issue to public category shall be made as follow:
  - (a) Minimum 50% to the Retail individual investors; and
  - (b) remaining to:
    - i. individual applicants other than retail individual investors; and

- ii. other investors including corporate bodies or institutions; irrespective of the number of specified securities applied for;

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

**Explanation:** For the purpose of Regulation 253, sub Regulation (2), if the retail individual investor category is entitled to more than fifty percent of the issue size on proportionate basis, the retail individual investors shall be allocated that higher percentage.

- 22. Our Promoters and members of our Promoter Group will not participate in the Issue.

## SECTION VII: PARTICULARS OF THE ISSUE

### OBJECTS OF THE ISSUE

The Issue includes a fresh Issue of 24,54,000 Equity Shares of our Company at an Issue Price of ₹ 63/- 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.

#### The Objects of the Issue are:

- A. To meet the working capital requirements of the company
- B. To meet the Issue Expenses
- C. General Corporate Purposes

Our Company believes that listing will enhance our Company's corporate image, brand name and create a public market for its Equity Shares in India. It will also make future financing easier and affordable in case of expansion or diversification of the business. Further, listing attracts interest of institutional investors as well as foreign institutional investors.

The main objects clause of our Memorandum enables our Company to undertake the activities for which funds are being raised in the Issue. The existing activities of our Company are within the objects clause of our Memorandum. The fund requirement and deployment are based on internal management estimates and has not been appraised by any bank or financial institution.

#### Requirement of Funds

Our funding requirement is dependent 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 following table summarizes the requirement of funds:

Sr. No.	Particulars	Estimated Amount (Rs. In Lakhs)	Amount Deployed till Date	Amount to be financed from Net Proceeds of Issue	Estimated Net Proceeds Utilization in FY 2019-20*
A	Funding the working capital requirements of the Company	1,251.02	-	1,251.02	1,251.02
B	Issue related expenses	95.00	-	95.00	95.00
C	General corporate purposes	200.00	-	200.00	200.00
	<b>Total IPO Proceeds</b>	<b>1,546.02</b>	<b>-</b>	<b>1,546.02</b>	<b>1,546.02</b>

\*The Net proceeds will be utilised in FY-2019-20 on account of IPO proceeds being slated to be received during April 2019.

#### Means of Finance:

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 requirement and deployment are based on internal management estimates and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in light of changes in external circumstances or costs, other financial conditions, business or strategy, as discussed further below.

In case of variations in the actual utilization of funds allocated for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Issue. If surplus funds are unavailable, the required financing will be through our internal accruals and/or debt.

We may have to revise our fund requirements and deployment as a result of changes in commercial and other external factors, which may not be within the control of our management. This may entail re-scheduling, revising or cancelling the fund requirements and increasing or decreasing the fund requirements for a particular purpose from its fund requirements mentioned below, at the discretion of our management. In case of any shortfall or cost overruns, we intend to meet our

estimated expenditure from internal accruals and/or debt. In case of any such re-scheduling, it shall be made by compliance of the relevant provisions of the Companies Act, 2013 / Companies Act, 1956.

### Details of the Use of the Proceeds

#### A. Working Capital Requirement and basis of estimation:

Our business is working capital intensive and our company funds a majority of our working capital requirement through internal accrual. Our company has not taken any working capital loan from any Bank/FIs till the date of this draft prospectus. Seeing the volume growth of our business and to maintain it in near future, our company requires additional working capital which is based on our management estimations of the future business plan for the FY 2019-20 and FY 2020-21.

Details of estimation of working capital requirement are as follows:

Particulars	31.03.2017	31.03.2018	31.03.2019	31.03.2020	31.03.2021
	(Restated)	(Restated)	(Estimation)	(Projection)	(Projection)
Cash & Bank Balance	1.00	32.05	65.35	138.48	186.09
Sundry Debtors	135.53	3,331.06	3,750.00	5,000.00	5,850.00
Inventories	2.08	400.17	1,000.00	1,400.00	1,600.00
Other Current Assets	120.58	213.85	1,139.63	1,232.89	1,327.40
<b>Total Current Assets</b>	<b>259.19</b>	<b>3,977.13</b>	<b>5,954.98</b>	<b>7,771.37</b>	<b>8,963.49</b>
Sundry Creditors	120.57	2,983.78	2,250.00	1,500.00	1,500.00
Short Term Borrowings	1,143.57	1,440.69	203.43	203.43	203.43
Other Current Liabilities	36.53	143.31	2,239.63	2,332.89	2,427.40
<b>Total Current Liabilities</b>	<b>1,300.67</b>	<b>4,567.78</b>	<b>4,693.06</b>	<b>4,036.32</b>	<b>4,130.83</b>
<b>Working Capital Gap</b>	<b>N.A.</b>	<b>N.A.</b>	<b>1,261.92</b>	<b>3,735.05</b>	<b>4,832.66</b>
<i>(Rs. in Lakhs)</i>					
<b>Source of Working Capital</b>	<b>31.03.2017</b>	<b>31.03.2018</b>	<b>31.03.2019</b>	<b>31.03.2020</b>	<b>31.03.2021</b>
Bank Loan	-	-	-	-	-
Proceeds from IPO	-	-	-	1,251.02	-
Internal Accrual	N.A.	N.A.	1,261.92	2,484.03	4,832.66
<b>Total</b>	<b>-</b>	<b>-</b>	<b>1,261.92</b>	<b>3,735.05</b>	<b>4,832.66</b>

#### Assumptions for working capital requirement:

We have estimated our working capital requirement based on the followings holding periods

Particulars	(No. in Months)				
	31.03.2017	31.03.2018	31.03.2019	31.03.2020	31.03.2021
Sundry Debtors Holding period	11.40	4.82	3.00	3.00	2.81
Finished Goods Holding Period	0.18	0.60	0.85	0.89	0.82
Sundry Creditor Holding Period	11.72	4.30	1.88	0.94	0.76

#### Justifications for "Holding Period" Levels

<b>Sundry Debtors Holding period</b>	Our Company provides credit to its customers based on average standard payment terms, trade relations and association with the Company. Our general credit terms also depends on geographic and type of customers. In FY 2016-17, our turnover was only for last 4 months approx, and for FY 2017-18, the turnover was resulting into 12 months. As being new in the market, we have to provide longer credit period to our customer. But our company is expecting to reduce the credit period allowed to our customer should not be more than 3 months from next year on ward which is also as per industry trend.
<b>Finished Good Holding Period</b>	Inventories are expected to grow along with the growth in our business, on an absolute value basis. The days of Inventory are based on the Restated Financial Statement was 0.18 month and 0.60 month for FY 2017 and FY 2018 respectively. Our Company has assumed inventory holding period as 0.85 months and 0.89 months for or FY 2018-19 and FY 2019-20 respectively keeping in mind of volume growth in last 2 Fiscal.
<b>Sundry Creditors Holding period</b>	Our suppliers credit terms depend on our trade relation with the them and average standard payment terms of Suppliers. We are trying to reduce the credit period allowed to us for better profit margin and better raw material procuring power.

## B. General Corporate Purpose

The Net Proceeds will be first utilized towards the Objects as mentioned as mentioned above. The balance is proposed to be utilized for general corporate purposes, subject to such utilization not exceeding 25% of the Net Proceeds, in compliance with the Chapter IX, Regulation 230 (2) of SEBI ICDR Regulations, 2018. Our Company intends to deploy the balance Net Proceeds, if any, for general corporate purposes, subject to above mentioned limit, as may be approved by our management, including but not restricted to, the following:

(i) Strategic initiatives (ii) brand building and strengthening of marketing activities; and (iii) ongoing general corporate exigencies or any other purposes as approved by the Board subject to compliance with the necessary regulatory provisions.

The quantum of utilization of funds towards each of the above purposes will be determined by our Board of Directors based on the permissible amount actually available under the head “General Corporate Purposes” and the business requirements of our Company, from time to time. We, in accordance with the policies of our Board, will have flexibility in utilizing the Net Proceeds for general corporate purposes, as mentioned above.

## C. Issue Related Expense

The expenses for this Issue include issue management fees, underwriting fees, selling commission, registrar fees, legal advisor fees, printing and distribution expenses, issue related advertisement expenses, depository charges and listing fees etc. to the Stock Exchange, among others. 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:

Activity	Estimated Expenses (Rs. in Lakhs)	As a % of Total Estimated Issue Expenses	As a % of the Total Issue Size
Lead Manager Fees including Underwriting Commission, Brokerage, Selling Commission and upload Fees, Registrar to the Issue, Legal Advisors etc. and other out of Pocket Expenses	74.00	77.90%	4.79%
Advertising and Marketing Expenses	3.00	3.15%	0.19%
Regulators Including Stock Exchanges	15.00	15.80%	0.97%
Printing and distribution of Issue Stationary	3.00	3.15%	0.19%
<b>Total</b>	<b>95.00</b>	<b>100.00%</b>	<b>6.14%</b>

### Note:

- The SCSBs and other intermediaries will be entitled to a commission of ₹10/- per valid application form submitted to them and uploaded on the electronic system of the Stock Exchange.
- The SCSBs would be entitled to processing fees of ₹10/- per application form, for processing the application forms procured by other intermediaries and submitted to SCSBs.
- Further, the SCSBs and other intermediaries will be entitled to selling commission of 0.01% of the amount allotted (product of the no. of equity shares allotted and the issue price) for the forms directly procured by them and uploaded on the electronic system of the stock exchange by them.
- The payment towards commission and processing fees will be completed within 30 days from the date of receipt of final invoice from the respective entities.

### Appraisal by Appraising Fund:

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 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.

### **Interim Use of Proceeds**

Pending utilization for the purposes described above, our Company intends to invest the funds in with scheduled commercial banks included in the second schedule of Reserve Bank of India Act, 1934. Our management, in accordance with the policies established by our Board of Directors from time to time, will deploy the Net Proceeds. Further, our Board of Directors hereby undertake that full recovery of the said interim investments shall be made without any sort of delay as and when need arises for utilization of process for the objects of the issue.

### **Monitoring Utilization of Funds**

As the Issue size is less than Rs. 10,000 Lakh, under the SEBI (ICDR) Regulations it is not mandatory for us to appoint a monitoring agency.

Our Board and the management will monitor the utilization of the Net Proceeds through its audit committee. Pursuant to Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company shall on half-yearly basis disclose to the Audit Committee the applications of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Draft Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full. The statement will be certified by the Statutory Auditors of our Company.

No part of the Issue Proceeds will be paid by our Company as consideration to our Promoters, our Directors, Key Management Personnel or companies promoted by the Promoters, except as may be required in the usual course of business and for working capital requirements.

### **Variation in Objects**

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the Initial Public Issue without our Company being authorized to do so by the Shareholders by way of a special resolution through a postal ballot. Further, pursuant to Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company shall on half-yearly basis disclose to the Audit Committee the applications of the proceeds of the Issue. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution ("Postal Ballot Notice") shall specify the prescribed details as required under the Companies Act. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in Hindi, the vernacular language of the jurisdiction where our Registered Office is situated. Our Promoters will be required to provide an exit opportunity to such shareholders who do not agree to the above stated proposal, at a price as may be prescribed by SEBI, in this regard.

### **Other Confirmations**

There are no material existing or anticipated transactions with our Promoters, our Directors, our Company's Key Managerial Personnel, director of promoters in relation to the utilisation of the Net Proceeds. No part of the Net Proceeds will be paid by us as consideration to our Promoters, our Directors or Key Managerial Personnel, director of promoters except in the normal course of business and in compliance with the applicable laws.

## BASIS FOR ISSUE PRICE

The Issue Price of ₹63/- per Equity Share has been determined by our Company, in consultation with the Lead Manager and justified by our Company, in consultation with the Lead Manager on the basis of an assessment of market demand for the Equity Shares through the Fixed Price Process and on the basis of the following qualitative and quantitative factors. The face value of the Equity Share of our Company is ₹10/- and Issue Price is ₹63/- which is 6.30 times the face value. Investors should also refer “Our Business”, “Risk Factors” and “Financial Statements as Restated” beginning on page no. 76, 19 and 119 respectively, of this draft 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 –

- Established and proven track record;
- Leveraging the experience of our Promoters;
- Experienced management team and a motivated and efficient work force;
- Cordial relations with our customers
- Quality Assurance & Control

For a detailed discussion on the qualitative factors which form the basis for computing the price, please refer to Section titled, **Our Business**, beginning on page no. 76 of this Draft Prospectus.

### QUANTITATIVE FACTORS:

The information presented in this section is derived from our Company’s restated financial statements for the nine month period ended December 31, 2018, and financial year ended on March 31, 2018, 2017 and 2016 prepared in accordance with Ind AS, the Companies Act and Restated in accordance with SEBI (ICDR) Regulations. For details, refer chapter titled “Financial Statements as Restated” beginning on page no 119 of this draft prospectus. Some of the quantitative factors, which form the basis for computing the price, are as follows:

#### 1. Basic & Diluted Earnings per share (EPS) as adjusted for changes in capital for last 3 years:

**Earnings Per Share:** As per the Company's restated financial information:

Particulars	Basic EPS (Rupees)	Diluted EPS (Rupees)	Weight
Year ended March 31, 2018	42.01	42.01	3
Year ended March 31, 2017	8.15	8.15	2
Year ended March 31, 2016	3.32	3.32	1
<b>Weighted average</b>		<b>24.27</b>	
<b>For the period ended December 31, 2018*</b>		<b>23.66</b>	

\* Not Annualised.

**Weighted average:** Aggregate of year-wise earning per share divided by the aggregate of weights i.e.  $[(EPS \times Weight) \text{ for each year}] / [Total \text{ of weights}]$

#### Note:

1. EPS has been calculated as PAT/Weighted Average no of shares for particular period/year.
2. The company has issued Bonus Shares during the restated period. The number of bonus shares is adjusted for the proportionate change in the number of equities shares outstanding as if the event had occurred at the beginning of the earliest period reported, while calculating the EPS.

#### 2. Price to Earning (P/E) Ratio in relation to the Issue Price of Rs. 63/- per equity share of face value of Rs. 10/- each.

Particulars	P/E Ratio
P/E ratio based on the Basic & Diluted EPS for FY 2017-18	1.50
P/E ratio based on the Weighted Average EPS for FY 2017-18	2.60
P/E ratio based on the Basic & Diluted EPS for period ended December 31, 2018	2.66

**3. Average Return on Net Worth (RoNW) for last 3 years**

Particulars	RONW %	Weight
Year ended March 31, 2018	67.29 %	3
Year ended March 31, 2017	39.91 %	2
Year ended March 31, 2016	27.06 %	1
<b>Weighted average</b>	<b>51.46 %</b>	
<b>For the period ended December 31, 2018*</b>	<b>19.29 %</b>	

\* Not Annualised.

**Weighted average:** Aggregate of year-wise weighted Return on Net Worth divided by the aggregate of weights i.e.  $[(Return\ on\ Net\ Worth\ \times\ Weight)\ for\ each\ year] / [Total\ of\ weights]$

**Note:**

Net worth has been computed by aggregating share capital and reserves and surplus as per the audited restated financial information. Revaluation reserve or miscellaneous expenditure (to the extent not written off) is not considered for calculating Reserve & Surplus.

**4. Net Assets Value:**

Particulars	Amount (In Rs.)
Net Asset Value per Equity Share as of December 31, 2018*	77.89
Net Asset Value per Equity Share as of March 31, 2018	62.43
Net Asset Value per Equity Share after the Issue	71.19
Issue Price per equity share	63.00

\* Not Annualised.

**Note:** Net Asset Value per equity share represents "total assets less total liability (excluding deferred tax) as per the restated financial information as divided by the number of equity shares outstanding as at the end of year/period.

**5. Comparison with other listed companies/Industry peers:** We believe that none of the listed companies in India offer products or services across the various business segments in which we operate. Hence a strict comparison is not possible.

The Company in consultation with the Lead Manager and after considering various valuation fundamentals including Book Value and other relevant factors believes that the issue price of Rs. 63/- per equity share for the Public Issue is justified in view of the above parameters. The investors may also want to pursue the "Risk Factors" beginning on page no 19 of this Draft Prospectus and Financials of the company as set out in the "Financial Statements as Restated" beginning on page no 119 of this Draft Prospectus to have more informed view about the investment proposition. The Face Value of the Equity Shares is Rs. 10/- per share and the Issue Price is 6.30 times of the face value i.e. Rs.63/- per share.

## STATEMENT OF POSSIBLE TAX BENEFITS

**To,**  
**The Board of Directors**  
White Organic Retail Limited  
312A, Kailash Plaza,  
Vallabh Baug Lane,  
Ghatkopar (East),  
Mumbai - 400 077

Dear Sirs,

**Sub: Statement of possible Special tax benefit ('the Statement') available to White Organic Retail Limited and its shareholders prepared in accordance with the requirements under Schedule VI-Clause 9 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the Regulations')**

We hereby confirm that the enclosed Annexure, prepared by **White Organic Retail Limited ('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 amended time to time, the Gift Tax Act, 1958, presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the company may or may not choose to fulfil.

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. Further, these benefits are neither exhaustive nor conclusive and the preparation of the contents stated is the responsibility of the Company's management.

We are informed that this statement is only intended to provide general information to the investors and hence is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement.

Our views are based on the existing provisions of the Act and its interpretations, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. Any such change, which could also be retroactive, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein.

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

- the Company or its Shareholders will continue to obtain these benefits in future; or
- the conditions prescribed for availing the benefits, where applicable 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 of intentional misconduct.

The enclosed Annexure is intended solely for your information and for inclusion in the Prospectus or any other issue related material 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 prior written consent.

**Signed in terms of our separate report of even date.**

**For Gupta Raj & Co.  
Chartered Accountants  
FRN: 001687N**

**S/d-  
CA. Nikul Jalan  
Designation: Partner  
Mem No. 112353**

**Place of Signature: Mumbai  
Date: 28/02/2019**

### **Annexure to the statement of possible Tax Benefits**

Outlined below are the possible Special tax benefits available to the Company and its shareholders under the Income Tax Act, 1961 presently forced 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 different interpretation on the benefits, which an investor can avail.

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

**1. Special Tax Benefits available to the Company under the Act:**

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

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

The Shareholders of the company are not entitled to any Special tax benefits under the Act.

**Notes:**

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

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.

## **INDUSTRY OVERVIEW**

### **GLOBAL OUTLOOK**

Moderating activity and heightened risks are clouding global economic prospects. International trade and investment have softened, trade tensions remain elevated, and some large emerging market and developing economies (EMDEs) have experienced substantial financial market pressures. Against this challenging backdrop, EMDE growth has stalled, with a sharply weaker-than-expected recovery in commodity exporters accompanied by a deceleration in commodity importers. Downside risks have become more acute. Disorderly financial market developments could disrupt activity in the affected economies and lead to contagion effects. Trade disputes could escalate or become more widespread, denting activity in the economies involved and leading to negative global spillovers. To confront this increasingly difficult environment, the most urgent priority is for EMDE policymakers to prepare for possible bouts of financial market stress and rebuild macroeconomic policy buffers as appropriate. Equally critically, policymakers need to foster stronger potential growth by boosting human capital, removing barriers to investments, and promoting trade integration within a rules-based multilateral system. Such efforts would also help address the challenges associated with informality.

Global growth is moderating as the recovery in trade and manufacturing activity loses steam (Figure 1.1). Despite ongoing negotiations, trade tensions among major economies remain elevated. These tensions, combined with concerns about softening global growth prospects, have weighed on investor sentiment and contributed to declines in global equity prices. Borrowing costs for emerging market and developing economies (EMDEs) have increased, in part as major advanced-economy central banks continue to withdraw policy accommodation in varying degrees. A strengthening U.S. dollar heightened financial market volatility, and rising risk premiums have intensified capital outflow and currency pressures in some large EMDEs, with some vulnerable countries experiencing substantial financial stress. Energy prices have fluctuated markedly, mainly due to supply factors, with sharp falls toward the end of 2018. Other commodity prices—particularly metals—have also weakened, posing renewed headwinds for commodity exporters. Economic activity in advanced economies has been diverging of late. Growth in the United States has remained solid, bolstered by fiscal stimulus. In contrast, activity in the Euro Area has been somewhat weaker than previously expected, owing to slowing net exports. While growth in advanced economies is estimated to have slightly decelerated to 2.2 percent last year, it is still above potential and in line with previous forecasts. EMDE growth edged down to an estimated 4.2 percent in 2018—0.3 percentage point slower than previously projected—as a number of countries with elevated current account deficits experienced substantial financial market pressures and appreciable slowdowns in activity. More generally, as suggested by recent high-frequency indicators, the recovery among commodity exporters has lost momentum significantly, largely owing to country-specific challenges within this group. Activity in commodity importers, while still robust, has slowed somewhat, reflecting capacity constraints and decelerating export growth. In low-income countries (LICs), growth is firming as infrastructure investment continues and easing drought conditions support a rebound in agricultural output. However, LIC metals exporters are struggling partly reflecting softer metals prices. Central banks in many EMDEs have tightened policy to varying degrees to confront currency and inflation pressures. In all, global growth is projected to moderate from a downwardly revised 3 percent in 2018 to 2.9 percent in 2019 and 2.8 percent in 2020-21, as economic slack dissipates, monetary policy accommodation in advanced economies is removed, and global trade gradually slows. Growth in the United States will continue to be supported by fiscal stimulus in the near term, which will likely lead to larger and more persistent fiscal deficits. Advanced-economy growth will gradually decelerate toward potential, falling to 1.5 percent by the end of the forecast horizon, as monetary policy is normalized, and capacity constraints become increasingly binding. Softening global trade and tighter financing conditions will result in a more challenging external environment for EMDE economic activity. EMDE growth is expected to stall at 4.2 percent in 2019—0.5 percentage point below previous forecasts, partly reflecting the lingering effects of recent financial stress in some large economies (e.g., Argentina, Turkey), with a sharply weaker-than-expected pickup in commodity exporters accompanied by a deceleration in commodity importers. EMDE growth is projected to plateau at an average of 4.6 percent in 2020-21, as the recovery in commodity exporters levels off. Per capita growth will remain anemic in several EMDE regions—most notably, in those with a large number of commodity exporters—likely impeding further poverty alleviation. The projected gradual deceleration of global economic activity over the forecast horizon could be more severe than currently expected given the predominance of substantial downside risks (Figure 1.2). A sharper-than-expected tightening of global financing conditions, or a renewed rapid appreciation of the U.S. dollar, could exert further downward pressure on activity in EMDEs, including in those with large current account deficits financed by portfolio and bank flows. Government and/or private sector debt has also risen in a majority of EMDEs over the last few years, including in many LICs, reducing the fiscal room to respond to shocks and heightening the exposure to shifts in market sentiment and rising borrowing costs. Escalating trade tensions are another major downside risk to the global outlook. If all tariffs currently under consideration were implemented, they would affect about 5 percent of global trade flows and could dampen growth in the economies involved, leading to negative global spillovers. While some countries could benefit from trade diversion in the short run, rising trade protectionism would stifle investment and severely disrupt global value chains, contributing to higher prices and lower productivity. Other downside risks—such as heightened political uncertainty, escalating geopolitical tensions, and conflict—further cloud the outlook. Even though the probability of a recession in the United States is still low, and the

slowdown in China is projected to be gradual, markedly weaker-than-expected activity in the world's two largest economies could have a severe impact on global economic prospects. Stimulus measures have bolstered the near-term outlook in these two countries but could contribute to a more abrupt slowdown later on. A simultaneous occurrence of a severe U.S. downturn and a sharper-than-expected deceleration in China would significantly increase the probability of an abrupt global slowdown and thus negatively impact the outlook of other EMDEs through trade, financial, and commodity market channels. A global downturn would be particularly detrimental for those EMDEs with reduced policy space to respond to shocks. The softening outlook and heightened downside risks exacerbate various challenges faced by policymakers around the world. Advanced economies should use this period of above potential growth to rebuild macroeconomic policy buffers and lay the foundation for stronger growth with reforms that bolster potential output. Care should be taken to avoid shifts in trade and immigration policies that could negatively affect longer-term growth prospects, both domestically and abroad. A renewed commitment to a rule based international trading system would also help bolster confidence, investment, and trade. In a context of limited policy buffers, EMDE policymakers need to bolster the capacity to cope with possible bouts of financial market volatility, including sharp exchange rate movements—while undertaking measures to sustain the ongoing period of historically stable inflation (Box 1.1). This immediate priority will require a credible commitment to price stability from central banks, underpinned by strong institutional independence, as well as efforts by regulators and prudential authorities to reduce persistent financial fragilities. EMDEs also face substantial fiscal challenges and the risk of worsening debt dynamics as global financing conditions tighten. For many EMDEs, it will be imperative to restore fiscal space given cyclical conditions, as well as address the vulnerabilities associated with elevated foreign-currency-denominated debt. Equally critically, amid a projected deceleration in potential growth, EMDEs face the pressing challenge of ensuring sustained improvements in living standards. This will require investments in human capital and skills development to raise productivity and take full advantage of technological changes. In the current environment of limited fiscal resources, the urgency of these investments highlights the critical need to prioritize effective public spending and increase public sector efficiency. Moreover, facilitating the expansion of small- and medium-sized enterprises, including by improving their access to international markets and finance, would also spur productivity and stimulate growth-enhancing investments. For many EMDEs, there is scope to further liberalize trade and improve the extent to which they are integrated into global value chains, which would foster a more efficient allocation of resources, job creation, and export diversification. Policies that help improve outcomes in these areas would also contribute to address the challenges associated with informality, thus reinforcing the basis for future productivity growth.

**Table 1.1 Real GDP<sup>1</sup>**

	<i>(percent change from previous year)</i>		Estimates	Projections			Percentage point differences from June 2018 projections		
	2016	2017	2018e	2019f	2020f	2021f	2018e	2019f	2020f
<b>World</b>	<b>2.4</b>	<b>3.1</b>	<b>3.0</b>	<b>2.9</b>	<b>2.8</b>	<b>2.8</b>	<b>-0.1</b>	<b>-0.1</b>	<b>-0.1</b>
<b>Advanced Economies</b>	<b>1.7</b>	<b>2.3</b>	<b>2.2</b>	<b>2.0</b>	<b>1.6</b>	<b>1.5</b>	<b>0.0</b>	<b>0.0</b>	<b>-0.1</b>
United States	1.6	2.2	2.9	2.5	1.7	1.6	0.2	0.0	-0.3
Euro Area	1.9	2.4	1.9	1.6	1.5	1.3	-0.2	-0.1	0.0
Japan	0.6	1.9	0.8	0.9	0.7	0.6	-0.2	0.1	0.2
<b>Emerging Market and Developing Economies (EMDE)</b>	<b>3.7</b>	<b>4.3</b>	<b>4.2</b>	<b>4.2</b>	<b>4.5</b>	<b>4.6</b>	<b>-0.3</b>	<b>-0.5</b>	<b>-0.2</b>
Commodity-exporting EMDE	0.8	1.7	1.7	2.3	2.9	2.9	-0.8	-0.7	-0.1
Other EMDE	5.9	6.1	5.8	5.5	5.6	5.6	0.0	-0.3	-0.1
Other EMDE excluding China	4.9	5.2	5.0	4.7	4.9	5.1	-0.1	-0.4	-0.2
East Asia and Pacific	6.3	6.6	6.3	6.0	6.0	5.8	0.0	-0.1	0.0
China	6.7	6.9	6.5	6.2	6.2	6.0	0.0	-0.1	0.0
Indonesia	5.0	5.1	5.2	5.2	5.3	5.3	0.0	-0.1	-0.1
Thailand	3.3	3.9	4.1	3.8	3.9	3.9	0.0	0.0	0.1
Europe and Central Asia	1.7	4.0	3.1	2.3	2.7	2.9	-0.1	-0.8	-0.3
Russia	-0.2	1.5	1.6	1.5	1.8	1.8	0.1	-0.3	0.0
Turkey	3.2	7.4	3.5	1.6	3.0	4.2	-1.0	-2.4	-1.0
Poland	3.1	4.8	5.0	4.0	3.6	3.3	0.8	0.3	0.1
Latin America and the Caribbean	-1.5	0.8	0.6	1.7	2.4	2.5	-1.1	-0.6	-0.1
Brazil	-3.3	1.1	1.2	2.2	2.4	2.4	-1.2	-0.3	0.0
Mexico	2.9	2.1	2.1	2.0	2.4	2.4	-0.2	-0.5	-0.3

Argentina	-1.8	2.9	-2.8	-1.7	2.7	3.1	-4.5	-3.5	-0.1	
Middle East and North Africa	5.1	1.2	1.7	1.9	2.7	2.7	-1.3	-1.4	-0.5	
Saudi Arabia	1.7	-0.9	2.0	2.1	2.2	2.2	0.2	0.0	-0.1	
Iran	13.4	3.8	-1.5	-3.6	1.1	1.1	-5.6	-7.7	-3.1	
Egypt <sup>2</sup>	4.3	4.2	5.3	5.6	5.8	6.0	0.3	0.1	0.0	
South Asia	7.5	6.2	6.9	7.1	7.1	7.1	0.0	0.0	-0.1	
India <sup>3</sup>	7.1	6.7	7.3	7.5	7.5	7.5	0.0	0.0	0.0	
Pakistan <sup>2</sup>	4.6	5.4	5.8	3.7	4.2	4.8	0.0	-1.3	-1.2	
Bangladesh <sup>2</sup>	7.1	7.3	7.9	7.0	6.8	6.8	1.4	0.3	-0.2	
Sub-Saharan Africa	1.3	2.6	2.7	3.4	3.6	3.7	-0.4	-0.1	-0.1	
Nigeria	-1.6	0.8	1.9	2.2	2.4	2.4	-0.2	0.0	0.0	
South Africa	0.6	1.3	0.9	1.3	1.7	1.8	-0.5	-0.5	-0.2	
Angola	-2.6	-0.1	-1.8	2.9	2.6	2.8	-3.5	0.7	0.2	
<b>Memorandum items:</b>										
<b>Real GDP<sup>1</sup></b>										
High-income countries	1.7	2.3	2.2	2.0	1.7	1.6	0.0	0.0	-0.1	
Developing countries	4.0	4.6	4.4	4.4	4.7	4.7	-0.3	-0.4	-0.1	
Low-income countries	4.8	5.5	5.6	5.9	6.2	6.3	-0.1	0.0	0.0	
BRICS	4.4	5.2	5.3	5.2	5.3	5.3	-0.1	-0.2	-0.1	
World (2010 PPP weights)	3.2	3.7	3.6	3.5	3.6	3.6	-0.2	-0.3	-0.1	
<b>World trade volume<sup>4</sup></b>	2.6	5.4	3.8	3.6	3.5	3.4	-0.5	-0.6	-0.5	
<b>Commodity prices</b>										
Oil price <sup>5</sup>	-	23.3	30.7	-2.9	0.0	0.0	-1.9	-1.5	-0.1	
Non-energy commodity price index	-2.8	5.3	1.7	1.0	1.2	1.2	-3.4	0.8	0.7	

Source: World Bank.

Notes: PPP = purchasing power parity; e = estimate; f = forecast. World Bank forecasts are frequently updated based on new information. Consequently, projections presented here may differ from those contained in other World Bank documents, even if basic assessments of countries' prospects do not differ at any given moment in time. Country classifications and lists of emerging market and developing economies (EMDEs) are presented in Table 1.2. BRICS include: Brazil, Russia, India, China, and South Africa.

1. Aggregate growth rates calculated using constant 2010 U.S. dollar GDP weights.
2. GDP growth values are on a fiscal year basis. Aggregates that include these countries are calculated using data compiled on a calendar year basis. Pakistan's growth rates are based on GDP at factor cost. The column labelled 2017 refers to FY2016/17.
3. The column labelled 2016 refers to FY2016/17.
4. World trade volume of goods and non-factor services.
5. Oil is the simple average of Brent, Dubai, and West Texas Intermediate. The non-energy index is comprised of the weighted average of 39 commodities (7 metals, 5 fertilizers, 27 agricultural commodities). For additional details, please see <http://www.worldbank.org/en/research/commodity-markets>.

## FIGURE 1.1 Summary – Global prospects

Global growth is moderating, as industrial activity and trade decelerate, negatively impacting investor sentiment and equity prices. The recovery in EMDEs has stalled, owing to softening external demand, tighter external financing conditions, and heightened policy uncertainties. Many EMDE central banks have raised interest rates to fend off currency pressures. Per capita growth will remain anaemic in several EMDE regions—most notably in those with a large number of commodity exporters.



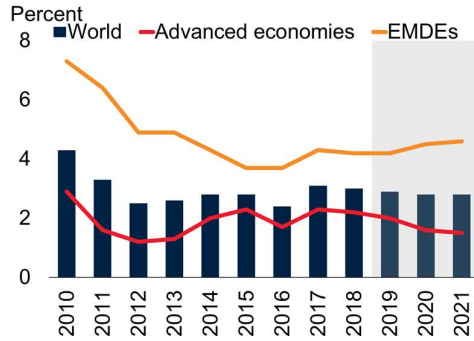


Figure 1.1.A. Global growth

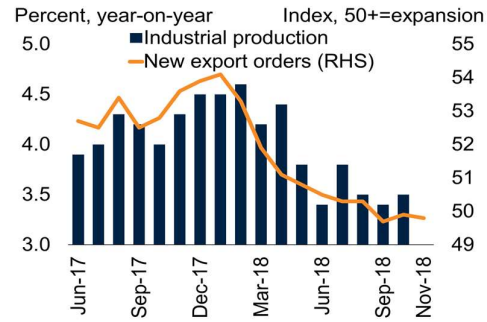


Figure 1.1.B. Global industrial production and new export orders

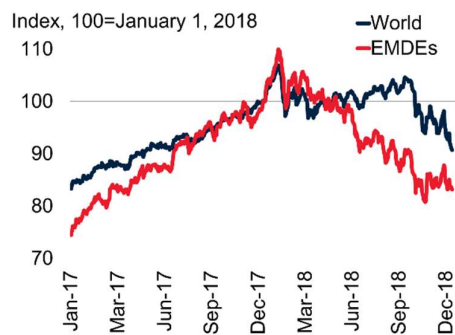


Figure 1.1.C. Global and EMDE equity prices

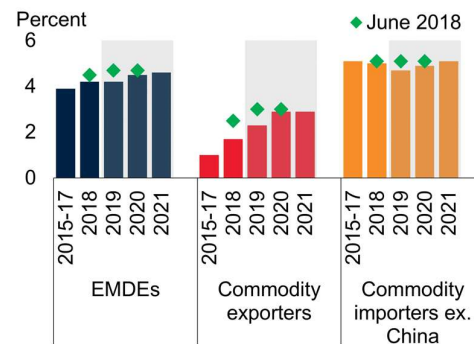


Figure 1.1.D. Growth in EMDEs

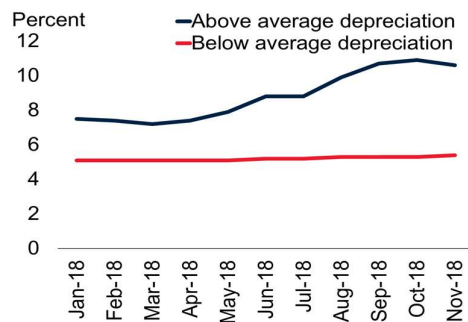


Figure 1.1.E. EMDE policy interest rates, by extent of currency depreciation against the U.S. Dollar

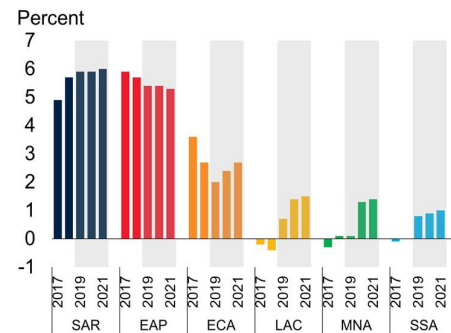


Figure 1.1.F. Per capita GDP growth, by EMDE Region

Source: Bloomberg, Haver Analytics, World Bank.

Note: EMDEs = emerging market and developing economies.

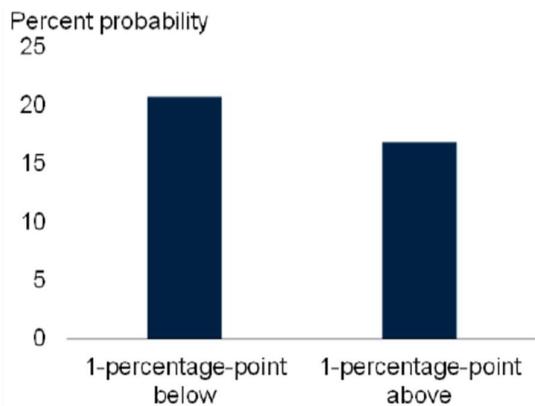
- D.F. Shaded areas indicate forecasts. Data for 2018 are estimates. Aggregate growth rates calculated using constant 2010 U.S. dollar GDP weights.
- New export orders measured by Purchasing Managers' Index (PMI). PMI readings above 50 indicate expansion in economic activity; readings below 50 indicate contraction. Last observation is November 2018 for new export orders and October 2018 for industrial production.
- Figure shows MSCI Global and Emerging Markets Indexes. Last observation is December 19, 2018.
- Data for 2015-17 are simple averages. Green diamonds denote forecasts in the June 2018 edition of the *Global Economic Prospects* report.
- The aggregate policy interest rates are calculated using constant 2010 U.S. dollar GDP weights. The above average and below average currency depreciation groups are defined by countries above or below the sample average of the year-to-date percent change in the bilateral exchange rate against the U.S. dollar. The sample average is -9.3

percent and includes 27 EMDEs, of which 12 are above and 15 are below average. Last observation is November 2018.

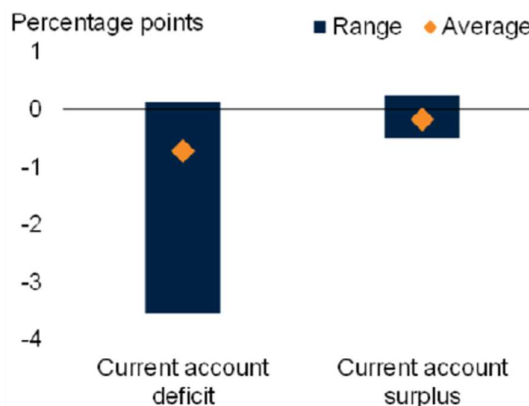
- F. EAP = East Asia and Pacific, ECA = Europe and Central Asia, LAC = Latin America and the Caribbean, MNA = Middle East and North Africa, SAR = South Asia, and SSA = Sub-Saharan Africa.

**FIGURE 1.2 Global risks and policy challenges**

Downside risks predominate, with the possibility of financial stress leading to further deterioration in activity in EMDEs. Escalating trade tensions involving major economies could spread globally. A simultaneous sharp slowdown in both the United States and China could have severe effects on the global outlook. Fiscal space is particularly limited in countries with high foreign-currency-denominated debt. Informality remains widespread in EMDEs and is associated with large productivity gaps between formal and informal firms.



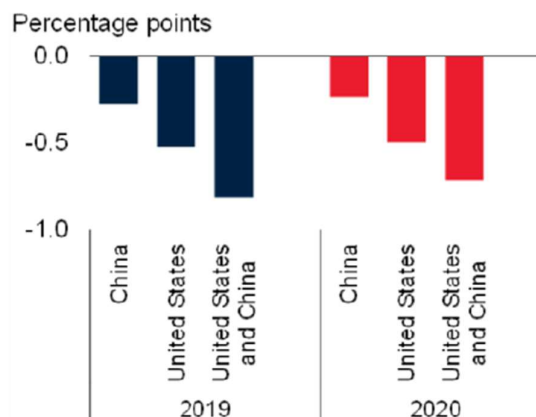
**Figure 1.2.A. Probability of 2020 global growth being 1-percentage-point below/above baseline**



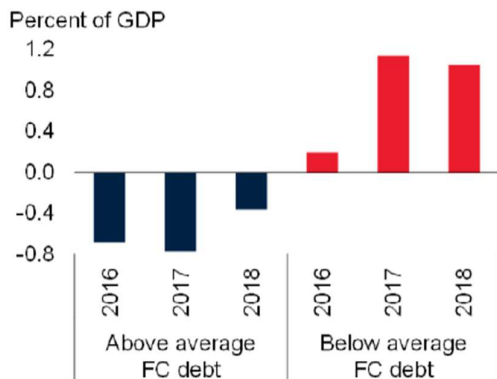
**Figure 1.2.B. Growth forecast revisions and current account position, 2019**



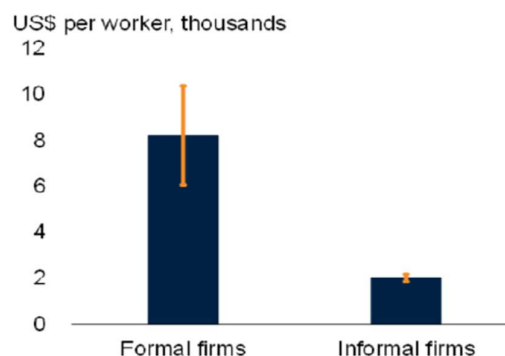
**Figure 1.2.C. Imports affected by new tariffs**



**Figure 1.2. D. Impact on global growth of 1-percentage-point growth slowdowns in the United States and China**



**Figure 1.2.E. Fiscal sustainability gaps in EMDEs, by extent of reliance on foreign-currency-denominated debt**



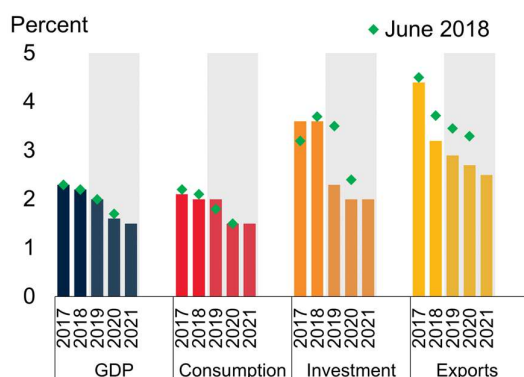
**Figure 1.2.F. Average productivity in formal and informal firms**

Source: Bloomberg; International Monetary Fund; Kose, Kurlat et al. (2017); Peterson Institute for International Economics; U.S. Census Bureau; World Bank.

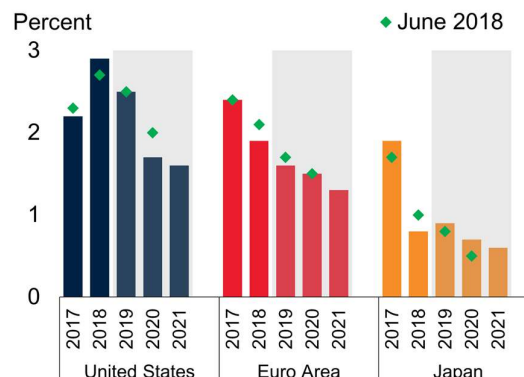
- A. Probabilities are computed from the distribution of 24-month-ahead oil price futures, S&P 500 equity price futures, and term spread forecasts. Each of the risk factor weights are derived from the model described in Onshore, Stocker, and Some (2016). Last observation is December 18, 2018.
- B. Forecast revisions for GDP growth in 2019 relative to June 2018. Sample includes 23 EMDEs. Current account position net of foreign direct investment in 2018.
- C. Import tariffs implemented in the United States and the rest of the world in 2018, as well as those under consideration, as a percent of global goods imports.
- D. Blue and red bars show scenarios assuming a 1-percentage-point growth shock in China, the United States, and the combination of the two. Shocks are applied in the second half of 2019. Based on the vector autoregression model presented in World Bank (2016). Deviations from baseline are all significantly different from zero.
- E. FC debt = foreign-currency-denominated debt. A negative sustainability gap indicates government debt is rising along an accelerated trajectory. The sample includes 27 EMDEs. The above (below) average foreign-currency-denominated debt groups are defined by countries above (below) the sample average of external debt in foreign currency as a share of total external debt in 2017.
- F. Blue bars represent estimates and orange vertical lines indicate two standard deviation error bands. World Bank's Enterprise Survey data for 135 countries (2008-18).

### FIGURE 1.3 Advanced economies

Activity has softened but still points to above-potential growth in major advanced economies. Growth is expected to continue to moderate over the forecast period. Fiscal policy will boost U.S. activity in 2019 but will become a drag thereafter.



**Figure 1.3.A. GDP and demand component growth in advanced economies**



**Figure 1.3.B. Growth in major advanced economies**

Source: World Bank.

A.B Green diamonds correspond with the June 2018 edition of the *Global Economic Prospects* report. Shaded areas indicate forecasts. Data for 2018 are estimates.

A. Aggregate growth rates and components calculated using constant 2010 U.S. dollar GDP weights.

[Source:<https://openknowledge.worldbank.org/bitstream/handle/10986/31066/211386-Ch01.pdf>]

## INDIAN ECONOMY

### *Introduction*

India has emerged as the fastest growing major economy in the world and 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.

### *Market size*

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. During the first half of 2018-19, GDP (at constant 2011-12 prices) grew by 7.6 per cent. India has retained its position as the third largest startup base in the world with over 4,750 technology startups, with about 1,400 new start-ups being founded in 2016, according to a report by NASSCOM. India's labour force is expected to touch 160-170 million by 2020, based on rate of population growth, increased labour force participation, and higher education enrolment, among other factors, according to a study by ASSOCHAM and Thought Arbitrage Research Institute. India's foreign exchange reserves were US\$ 393.29 billion in the week up to December 21, 2018, according to data from the RBI.

### *Recent Developments*

With the improvement in the economic scenario, there have been various investments in various sectors of the economy. The M&A activity in India increased 53.3 per cent to US\$ 77.6 billion in 2017 while private equity (PE) deals reached US\$ 24.4 billion. Some of the important recent developments in Indian economy are as follows:

- Exports from India increased 15.48 per cent year-on-year to US\$ 351.99 billion in April-November 2018.
- Nikkei India Manufacturing Purchasing Managers' Index (PMI) stood at 53.2 in December 2018, showing expansion in the sector.
- Mergers and Acquisitions (M&A) activity in the country has reached US\$ 82.1 billion in 2018 (up to November).
- Income tax collection in the country reached Rs 2.50 lakh crore (US\$ 35.88 billion) between April-November 2018.
- Companies in India have raised around US\$ 5.52 billion through Initial Public Offers (IPO) in 2018 (up to November).
- India's Foreign Direct Investment (FDI) equity inflows reached US\$ 389.60 billion between April 2000 and June 2018, with maximum contribution from services, computer software and hardware, telecommunications, construction, trading and automobiles.
- India's Index of Industrial Production (IIP) rose 5.6 per cent year-on-year in April-October 2018.
- Consumer Price Index (CPI) inflation rose moderated to 2.33 per cent in November 2018 from 3.38 per cent in October 2018.
- Around 10.8 million jobs were created in India in 2017.
- India has improved its ranking in the World Bank's Doing Business Report by 23 spots over its 2017 ranking and is ranked 77 among 190 countries in 2019 edition of the report.
- India is expected to have 100,000 startups by 2025, which will create employment for 3.25 million people and US\$ 500 billion in value, as per Mr T V Mohan Das Pai, Chairman, Manipal Global Education.
- The World Bank has stated that private investments in India is expected to grow by 8.8 per cent in FY 2018-19 to overtake private consumption growth of 7.4 per cent, and thereby drive the growth in India's gross domestic product (GDP) in FY 2018-19.
- India is expected to retain its position as the world's leading recipient of remittances in 2018, with total remittances touching US\$ 80 billion, according to World Bank's Migration and Development Brief.

### *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 Rs 14.34 lakh crore (US\$ 196.94 billion) will be spent for creation of livelihood and infrastructure in rural areas. Budgetary allocation for infrastructure is set at Rs 5.97 lakh crore (US\$ 81.99 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:

- National Institute for Transforming India (NITI) Aayog released a strategic document titled 'Strategy for New India @75' to help India become a US\$ 4 trillion economy by FY23.
- The Government of India is going to increase public health spending to 2.5 per cent of GDP by 2025.
- The Government of India released the maiden Agriculture Export Policy, 2018 which seeks to double agricultural exports from the country to US\$ 60 billion by 2022.
- Around 1.29 million houses have been constructed up to December 24, 2018, under Government of India's housing scheme named Pradhan Mantri Awas Yojana (Urban).
- Village electrification in India was completed in April 2018.
- Around 22.43 million households have been electrified up to December 17, 2018 under the Pradhan Mantri Sahaj Bijli Har Ghar Yojana (SAUBHAGYA). Moreover, 100 per cent household electrification has already been achieved in 25 states, as of December 2018.
- Prime Minister's Employment Generation Programme (PMEGP) will be continued with an outlay of Rs 5,500 crore (US\$ 755.36 million) for three years from 2017-18 to 2019-20, according to the Cabinet Committee on Economic Affairs (CCEA).
- 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 decided to invest Rs 2.11 trillion (US\$ 32.9 billion) to recapitalise public sector banks over the next two years and Rs 7 trillion (US\$ 109.31 billion) for construction of new roads and highways over the next five years. As of November 2018, Rs 82,000 crore (US\$ 11.75 billion) has already been infused and the government is planning to infuse Rs 42,000 crore (US\$ 6.02 billion) more by March 2019.
- 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.

### **Road Ahead**

India's gross domestic product (GDP) is expected to reach US\$ 6 trillion by FY27 and achieve upper-middle income status on the back of digitisation, globalisation, favourable demographics, and reforms. India's revenue receipts are estimated to touch Rs 28-30 trillion (US\$ 385-412 billion) by 2019, owing to Government of India's measures to strengthen infrastructure and reforms like demonetisation and Goods and Services Tax (GST). India is also focusing on renewable sources to generate energy. It is planning to achieve 40 per cent of its energy from non-fossil sources by 2030 which is currently 30 per cent and also have plans to increase its renewable energy capacity from to 175 GW by 2022. India is expected to be the third largest consumer economy as its consumption may triple to US\$ 4 trillion by 2025, owing to shift in consumer behaviour and expenditure pattern, according to a Boston Consulting Group (BCG) report; and is estimated to surpass USA to become the second largest economy in terms of purchasing power parity (PPP) by the year 2040, according to a report by PricewaterhouseCoopers. Exchange Rate Used: INR 1 = US\$ 0.0143 as on December 31, 2018

[Source: [www.ibef.org/economy/indian-economy-overview](http://www.ibef.org/economy/indian-economy-overview)]

## EXECUTIVE SUMMARY

### Global standing

- India is the largest producer of spices, pulses, milk, tea, cashew and jute; and the second largest producer of wheat, rice, fruits and vegetables, sugarcane, cotton and oil seeds.
- India is currently the world's fourth largest producer of agrochemicals.
- India has the largest livestock population of around 512 million.

**Favourable  
 Increasing Farm  
 Mechanisation**

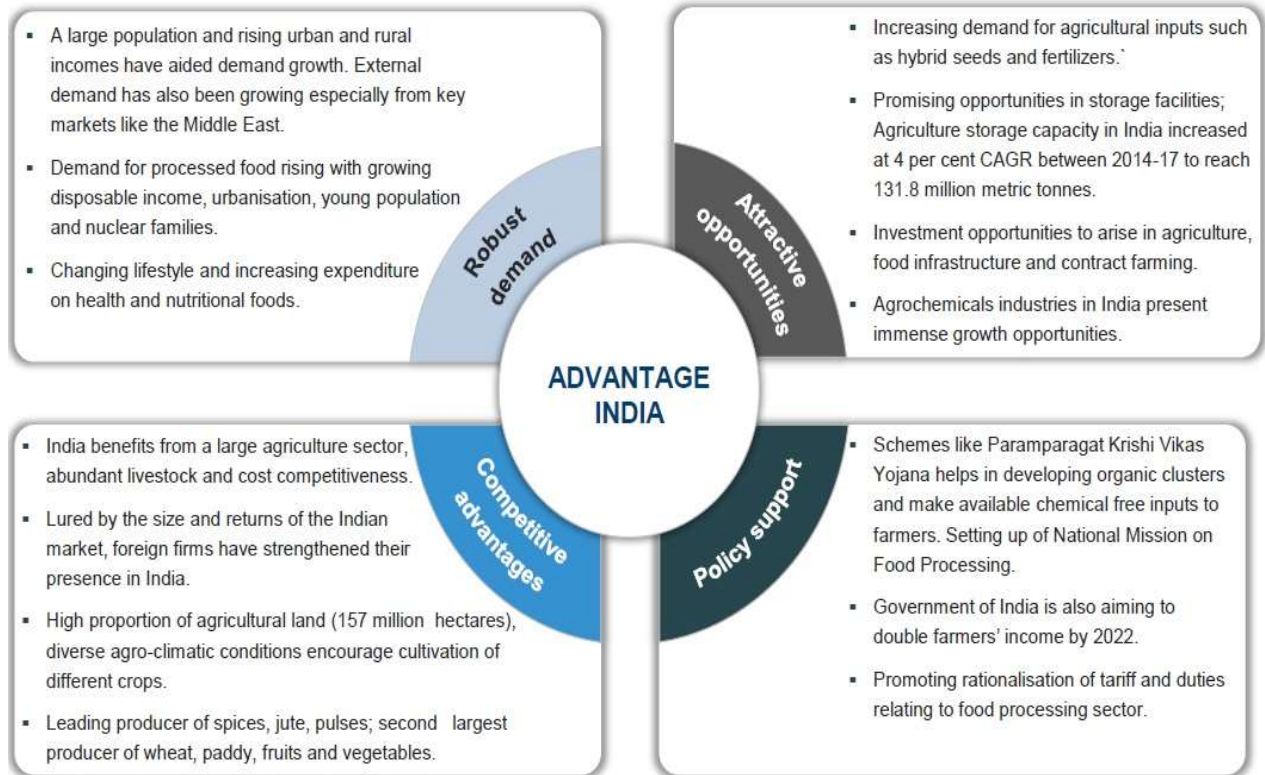
- India has the 10<sup>th</sup> largest arable land resources in the world. With 20 agricultural regions, all 15 major climates in the world exist in India. The country also possesses 46 of the 60s oil types in the world. Growth in Gross Value
- India is one of the largest manufacturers of farm equipment such as tractors, harvesters and tillers. India accounts for nearly one third of the overall tractor production, globally.
- Tractor sales in the country are expected to increase 11-13 percent in FY19, while the tractor industry is expected grow at 8-10 percent between FY17-22.

**Rising  
 Consumption  
 Record production  
 of food grains**

- Consumer spending in India is likely to reach US\$3.6trillion by 2020.
- Private final consumption expenditure (at constant prices) increased by 6.1\*\*
- During 2017-18\* crop year, food grain production is estimated at record 284.83 million tonnes. In 2018-19, Government of India is targeting food grain production of 285.2 million tonnes.

*Note: \*as per 4th advance estimates, \*\* as per 2nd advance estimates  
 Source: Ministry of Agriculture, Government of India, MOSPI, BCG, Crisil*



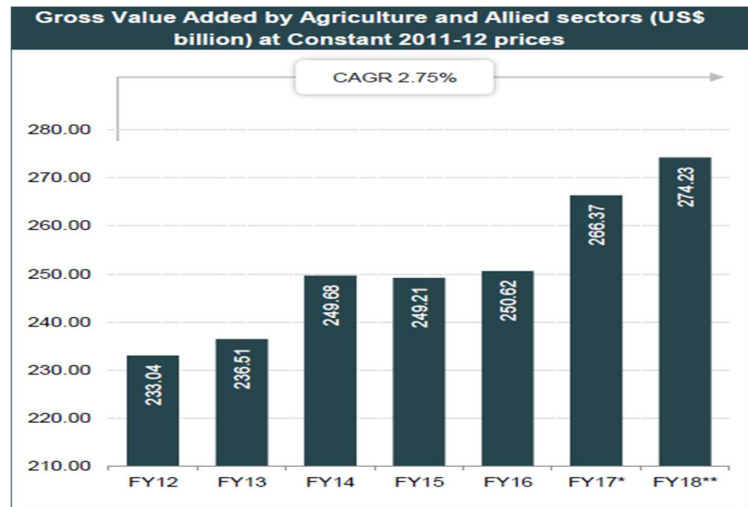


Source: DIPP, Aranca Research, JLL India

# MARKET OVERVIEW - AGRICULTURE

## GROWTH IN AGRICULTURE

- Agriculture is the primary source of livelihood for about 58 percent of India's population.
- Gross Value Added by agriculture, forestry and fishing is estimated at Rs 17.67 trillion(US\$ 274.23 billion) in FY18\*\*.
- Agriculture and allied sector's GVA at constant 2011-12 prices grew a CAGR of 2.75 percent between FY12-18.
- As per Union Budget 2018-19, allocation of Rs57,600 crore(US\$ 8.9 billion) was made for The Agriculture Ministry.



Notes: GDP –Gross Domestic Product, MOSPI –Ministry of Statistics and Programme Implementation, \* 1st revised estimates, \*\* 2nd advance estimates  
Source: Ministry of Agriculture, Print Release, RBI, Aranca Research, MOSPI, Central Statistics Office (CSO)

## RECENT TRENDS AND STRATEGIES

### NOTABLE TRENDS...(1/2)

#### Changing Consumer Tastes

- Wide array of products, coupled with increasing global connectivity, has led to a change in the tastes and preference of domestic consumers
- This trend has been bolstered by rising incomes, increasing urbanisation, a young population and the emergence of nuclear families. Consumer preference is moving towards healthier snacks.

#### Expansion of International Companies

- Liberalisation and growth of organised retail have made the Indian market more attractive for global players
- With a large agriculture sector, abundant livestock, cost competitiveness, India is fast emerging as a sourcing hub of processed food. Danone, Nestle, Kraft Foods, Mondelez International, Heinz are the international players in food processing market in India
- Italian confectionery manufacturer Ferrero will invest Rs 2,000crore(US\$ 310.3million) by 2021 to make India a hub for developing new products.
- Hindustan Coca-Cola Beverages is establishing two greenfield plants at Ahmedabad and Nellore, with an investment worth US\$ 148.74million



## Rising demand on Indian Products in international market

- Strategic geographic location and continuous increase in raw material production help India to supply cheaper products to other countries
- Companies like Haldiram's and Bikanerwala have a presence in over 70 countries, whereby they provide Indian snacks.

## Emphasis on Healthier Ingredients

- Food processing companies are serving health and wellness as a new ingredient in processed food, given that health conscious consumers prefer food products with lower carbohydrate content and with low cholesterol edible oils. e.g. zero-percent trans-fat snack and biscuits, slim milk, whole wheat products, etc. ITC is planning to launch multi grain Bingo to increase

*Source: Ministry of Agriculture and Farmers' Welfare, Government of India, News Sources*

# RECENT TRENDS AND STRATEGIES

## NOTABLE TRENDS...(2/2)

## Higher Consumption of Horticulture crops

- There is a surge in demand for fruits and vegetables as a result of a shift in consumption. Accordingly, Indian farmers are also shifting production towards horticulture crops to cash in on the growing demand
- Fresh fruit exports from India reached US\$ 736.1million in FY18 while fresh vegetable exports reached US\$ 775.5million.
- Coca Cola is aiming to improve its sourcing of fruits for aerated drinks and juice beverages categories. As of May 2017, the company sources 200,000 tonnes fruits, and is planning to further increase it by sourcing through its 'fruit circular economy' initiative.

## Product Innovation as the key to expansion

- In FY18, Ministry of Food Processing Industries granted fund of Rs 268.8 crore(US\$ 41.7 million) for the ongoing Mega Food Parks scheme.
- Heritage Foods, a Hyderabad-based company, has plans to add five more milk processing units in the next five years for an investment of US\$ 22.31 million, being a part of the former expansion plan to achieve US\$ 1 billion turnover by 2022.
- In the first half of 2018, venture capital investments in startups working in agriculture and allied are as reached US\$ 32 million.

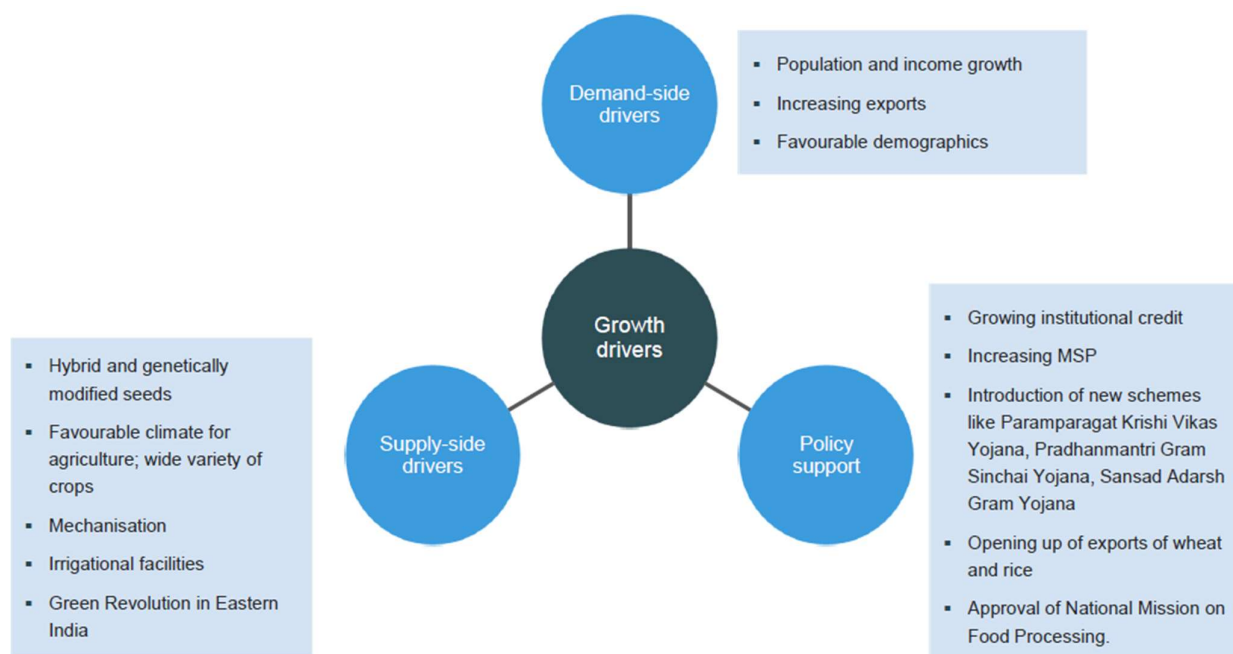
## Strengthening Procurement via Direct Farmer-Firm Linkages

- Contract farming has been operational in India for a long time now; however, the experience of the private sector players involved therein has been a mixed bag of successes and failures
- Largely, it has helped both the processing companies, via increasing sales and therefore augmenting their incomes, as well as providing access to better technology and fetching better prices by securing an assured market for Indian farmers.

Source: Ministry of Agriculture and Farmers' Welfare, Government of India

# GROWTH DRIVERS

## GROWTH DRIVERS IN INDIAN AGRICULTURE

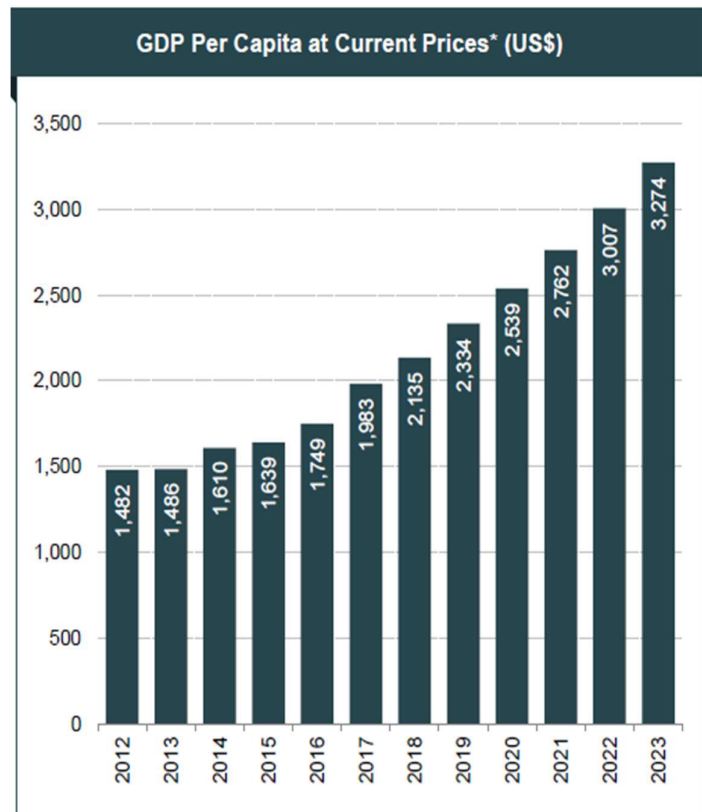


Source: Note: MSP - Minimum Support Price

# GROWTH DRIVERS

RISING INCOME AND GROWING MIDDLE CLASS TO DRIVE DEMAND FOR PROCESSED FOOD

- Strong growth in per-capita income has resulted in greater demand for food items
- Per capita GDP of India is expected to reach US\$ 3,274 in 2023 from US\$ 2,135 in 2018.
- Packaged food industry in India is expected to cross US\$ 65 billion by 2020 and become the third largest market for packaged food.
- Ministry of Food Processing has been allocated Rs 1,400 crore(US\$ 216.25 million) in Union Budget 2018-19.
- There has also been a shift in demand:
  - From carbohydrates to meat products(in line with the various phases of economic growth); &
  - To convenience foods, and organic and diet foods



Notes: \* estimates after 2013

Source: International Monetary Fund, World Economic Outlook Database, April 2018, Euromonitor

## GROWTH DRIVERS

### HIGHLIGHTS OF UNION BUDGET 2018-19

- Pradhan Mantri Krishi Sinchayee Yojana (PMKSY) will be implemented in 96 irrigation deprived districts in the country for which Rs 2,600 crore (US\$ 401.6 million) has been allocated.
- A Fisheries and Aquaculture Infrastructure Development Fund (FAIDF) and an Animal Husbandry Infrastructure Development Fund (AHIDF) will be setup with a corpus of Rs 10,000 crore (US\$ 1.55 billion) to finance infrastructure requirements in these two sectors.
- Re-structured National Bamboo Mission will be launched with an outlay of Rs 1,290 crore (US\$ 199.26 million).
- Rs 200 crore (US\$ 30.89 million) allocated for supporting organised cultivation and associated industry.

structure in 22,000  
crore (US\$ 308.93

- Minimum Support Price (MSP) for all unannounced kharif crops will be kept at one and half times of their production cost
- State-of-the-art testing facilities will be setup in all 42 mega food parks.

*Source: Union Budget 2018*

## OPPORTUNITIES

### Farm management services

- New agri business, which provides inputs such as seeds, fertilizers along with providing advice and training farmers on latest agricultural practices
- It introduces efficiencies into the whole gamut of agri practices
- Provides assistance to sell products at appropriate prices
- In June 2017, Bhoomee, a startup from Bengaluru created an app which offers a one-stop platform that enables farmers to connect to traders and vice-versa through their online portals and call centers.

### Potential global outsourcing hub

- Limited arable land against growing population makes agricultural inputs crucial
- Huge opportunity exists for agri input segments like seeds and plant growth nutrients
- In India, commercial seeds only account for minor percentage (25 per cent) and huge demand is expected for quality branded seeds
- Global supermarket majors looking at India as a major outsourcing hub
- The government has helped by investing in AEZs, mega food parks, easier credit
- The establishment of food parks – a unique opportunity for entrepreneurs, including foreign investors to enter in the Indian food processing sector.
- As of July 2018, out of the 42 approved mega food parks in the country, eight had been made operational.

### Supply chain infrastructure and contract farming

- Agriculture storage capacity in India increased at 4 per cent CAGR between 2014-17 to reach 131.8 million metric tonnes.
- Cold storage capacity needs to grow rapidly from the current level of 24 million tonnes
- Private warehouse operators are supported by multiple income streams, subsidy and available of credit
- It is expected that 4 per cent growth in the food grain storage capacity would restructure agricultural sector over the next few years
- Both firms and the government are eager to boost efficiency and access to markets
- Investment potential of US\$ 22 billion in food processing infrastructure; 100 per cent FDI in this area
- Firms increasingly taking recourse to contract farming in order to secure supply
- Supply chain infrastructure – this niche has investment potential in food processing infrastructure, the government's main focus is on supply chain related infrastructure like cold storage, abattoirs and food parks.

*Source: Ministry of Agriculture and Farmers' Welfare, Ministry of Food Processing Industries*

### **NATIONAL PROGRAMME FOR ORGANIC PRODUCTION (NPOP)**

(source: [http://apeda.gov.in/apedawebsite/organic/Organic\\_Products.htm](http://apeda.gov.in/apedawebsite/organic/Organic_Products.htm))

Organic products are grown under a system of agriculture without the use of chemical fertilizers and pesticides with an environmentally and socially responsible approach. This is a method of farming that works at grass root level preserving the reproductive and regenerative capacity of the soil, good plant nutrition, and sound soil management, produces nutritious food rich in vitality which has resistance to diseases.

India is bestowed with lot of potential to produce all varieties of organic products due to its various agro climatic regions. In several parts of the country, the inherited tradition of organic farming is an added advantage. This holds promise for the organic producers to tap the market which is growing steadily in the domestic and export market.

As per the available statistics, India's rank in terms of World's Organic Agricultural land was 9th and in terms of total number of producers was 1st as per 2018 data (Source: FIBL & IFOAM Year Book 2018).

The Government of India has implemented the National Programme for Organic Production (NPOP). The national programme involves the accreditation programme for Certification Bodies, standards for organic production, promotion of organic farming etc. The NPOP standards for production and accreditation system have been recognized by European Commission and Switzerland for unprocessed plant products as equivalent to their country standards. Similarly, USDA has recognized NPOP conformity assessment procedures of accreditation as equivalent to that of US. With these recognitions, Indian organic products duly certified by the accredited certification bodies of India are accepted by the importing countries.

## AREA

As on 31st March 2018, total area under organic certification process (registered under National Programme for Organic Production) is **3.56 million Hectare** (2017-18). This includes 1.78 million ha (50%) cultivable area and another 1.78 million Hectare (50%) for wild harvest collection.

Among all the states, **Madhya Pradesh** has covered largest area under organic certification followed by Rajasthan, Maharashtra and Uttar Pradesh.

During 2016, Sikkim has achieved a remarkable distinction of converting its entire cultivable land (more than 76000 ha) under organic certification.

## PRODUCTION

India produced around **1.70 million MT** (2017-18) of certified organic products which includes all varieties of food products namely Oil Seeds, Sugar cane, Cereals & Millets, Cotton, Pulses, Medicinal Plants, Tea, Fruits, Spices, Dry Fruits, Vegetables, Coffee etc. The production is not limited to the edible sector but also produces organic cotton fiber, functional food products etc.

Among different states Madhya Pradesh is the largest producer followed by Maharashtra, Karnataka, Uttar Pradesh and Rajasthan. In terms of commodities Oil seeds are the single largest category followed by Sugar crops, Cereals and Millets, Fiber crops, Pulses, Medicinal, Herbal and Aromatic plants and Spices and Condiments.

## EXPORTS

The total volume of export during 2017-18 was **4.58 lakh MT**. The organic food export realization was around **INR 3453.48 crore (515.44 million USD)**. Organic products are exported to USA, European Union, Canada, Switzerland, Australia, Israel, South Korea, Vietnam, New Zealand, Japan etc.

In terms of export value realization Oilseeds (47.6%) lead among the products followed by Cereals and millets (10.4%), Plantation crop products such as Tea and Coffee (8.96%), Dry fruits (8.88%), Spices and condiments (7.76%) and others.

## OUR BUSINESS

### Brief Overview

Our Company was incorporated as "Sapna Infraventure Private Limited" having registered office at 312A, Kailash Plaza, Vallabh Baug Lane, Ghatkopar (East), Mumbai, Mumbai City, Maharashtra, India, 400077 under the provision of the Companies Act, 1956 vide certificate of incorporation dated December 19, 2011 issued by the Registrar of Companies, Mumbai, Maharashtra with a view of doing Real Estate Development Business Activity.

In the year 2016, the company diversified its business from Real Estate Development Activity to dealings in Organic Products and Subsequently, the name of our Company was changed to White Organic Retail Private Limited and fresh certificate of incorporation dated September 28, 2016 was issued by the Registrar of Companies, Mumbai, Maharashtra. Consequent upon the conversion of our Company to public limited company, the name of our Company was changed to "White Organic Retail Limited " and fresh certificate of incorporation dated April 14, 2018 was issued by the Registrar of Companies, Mumbai, Maharashtra. The Corporate Identification Number of our Company is U01100MH2011PLC225123.

Our Company is promoted by White Organic Agro Limited, Mr. Darshak Mahesh Rupani and Mr. Prashant Mahesh Rupani.

White Organic Retail Limited (Formerly known as Sapna Infraventure Private Limited) is into trading of Agriculture produce like Cereals, Pulses, Grains, Fruits and Vegetables etc. Our company had commenced the operations of Organic Products Distribution and Retailing in October 2016. The company had commenced commercial operations of its organic store located at 6, Krushal commercial complex, Amar Mahal, Chembur, Mumbai which has been now closed and we are in the process of opening a new store at Shop No-1, Shreenath Heights, Lake Road, Bhandup (West), Mumbai- 400078, Maharashtra, India The area is densely populated and dominated by highly educated and health conscious community.

The management believes that to create a better presence and perception, it is better to have single brand, which shall help to market all the products in better way. It shall be easy to introduce furthermore products and get the better presence and better profits with minimum efforts compared to having more brands.

The management believes buying organically grown food and products, free of harmful chemicals, with more nutrition and taste is essential for a healthy lifestyle. We believe it is a commercially viable business.

**Future Plans for Distribution and Retail:** The management has launched the franchisee module for the retail network. In the first phase of expansion the company is looking to setup 40+ retail outlets across Mumbai, Pune, Nasik, Ahmedabad, Surat, Vadodra, Rajkot and different educated, Health conscious and densely populated sectors across India. With the help of these distribution network / franchisee model, the management is very optimistic for the value addition and sales growth of the company.

Our Company is planning for introducing a wide range of products like; Cow Ghee, Jaggery and Moringa, Sweetners, Juices, Beauty Products, Snacks, Syrups, Health Powders, Churans, Mukhwas, Incence Sticks, Soap, Aloe Vera Juices, Aloe Vera Gel etc. The company is also planning to launch the capsule range like Amla, Haldi, Jvara etc and medicinal and nutritional powders like Amla, Ashwagandha, Gokharu, Moringa, Rasayan etc.

Our management is actively participating in our mission to create a sustainable environment of bringing health, happiness and true Wellness to our customers. Owing to these launches, the retail segment in a broader scope gives the retail division the edge of retailing and distribution everything under one roof. There is reasonably good demand for the all these products in domestic and international markets.

We ensure that the products procured by us undergo advanced processing methods and dehydration technologies to retain their maximum level of potency for the good quality, effectiveness, purity.

### E-Commerce integrated solutions for the Brand "White Organic"

In-line with the growth prospect and the vision of moving forward with digital India, also, as per the current scenario of the country, opting for more cashless transactions is the need of the time. The management is planning to commence eCommerce integrated website: [www.whiteorganics.co.in](http://www.whiteorganics.co.in) and very soon planning to unveil dedicated mobile application.

**Exports:** The Retail division of the company shall also commence exports soon.

### Nature of Business

1. Wholesaler/Distributor / Supplier/Retailer Of Organics Products.
2. E-commerce
3. Exporter / Importer

All Products are traded under brand name “White Organic”.

Below is the Revenue Break Up- Segment wise for the period 01/04/2018 to 31/12/2018 (Latest Restated Audited Period)

Year	Segment Wise Revenue (In Rs.)			
	Wholesale & Distribution	Retail	E-Commerce	Total
F.Y 2016-17 (4 Months approx.)	1,35,76,342	6,85,091	705	<b>1,42,62,138</b>
F.Y 2017-18 (12 Months)	82,84,43,441	8,22,526	10,039	<b>82,92,76,006</b>
F.Y 2018-19 (9 Months)	1,15,47,13,309	2,39,540	-	<b>1,15,49,52,849</b>

### Our Top 10 Customers and their Revenue:

For the period 01/04/2018 to 31.12.2018 (Latest Restated Audited Period)		
CUSTOMER	AMOUNT	% wise
Maitri International	23,95,77,112	20.73%
Sahaj Chem Industries	14,16,21,012	12.25%
VHB TRADELINK PVT LTD	13,86,03,143	11.99%
Golden Curve	9,87,93,540	8.55%
Hinal Enterprises	9,49,77,675	8.22%
White Globe	7,45,49,475	6.45%
Prakash Dall & Flour Mill	3,32,67,975	2.88%
Aman Trading Company	2,89,13,109	2.50%
Navinchandra Lalji & co	2,45,62,789	2.13%
Shakambri khadya bhandar	1,46,06,288	1.26%

### Our Top 10 Suppliers and their Revenue

For the period 01/04/2018 to 31.12.2018 (Latest Restated Audited Period)		
SUPPLIER	AMOUNT	% wise
Jiya Eco Product Ltd	23,14,27,347	23.12%
Lalji Hirji & Sons	18,28,33,765	18.26%
Sai International	16,97,39,500	16.95%
Jiya Eco India Ltd	13,92,78,079	13.91%
Neeta International	9,85,68,246	9.85%
Amol Udyog	2,90,10,498	2.90%
Yerte Dall Mill	2,45,21,535	2.45%
KCR Agri Impex	1,58,89,602	1.59%
Kamal Agro Product	1,52,84,601	1.53%
Hsv Traders Pvt Ltd	1,32,31,830	1.32%

### Location:

<b>Registered office of the Company</b>	312A, Kailash Plaza, Vallabh Baug Lane, Ghatkopar (East), Mumbai 400077, Maharashtra, India.
<b>Store Address</b>	Shop No-1, Shreenath Heights, Lake Road, Bhandup (West), Mumbai 400078, Maharashtra, India (Under Renovation and is yet to start operations).

### COMPETITIVE STRENGTHS

Our principal competitive strengths are:

### ***Wide range of Products and hygienic***

We provide a broad range of products to our customers, currently, we are providing such products like Cereals, Pules, Grains, Vegetable and Fruits, and planning for other products like Cow Ghee, Jaggery and Moringa, Sweetners, Juices, Beauty Products, Snacks, Syrups, Health Powders, Churans, Mukhwas, Incence Sticks, Soap, Aloe Vera Juices, Aloe Vera Gel etc. The company is planning to launch the capsule range like Amla, Haldi, Jvara etc and medicinal and nutritional powders like Amla, Ashwagandha, Gokharu, Moringa, Rasayan etc. which increases the scope of our customers and our ability to cater to a diversified clientele base.

### ***Existing Client Base***

Our Company has maintained long-standing relationship with our major customers such as Maitri International, White Globe, Golden Curve, Hinal Enterprises, Prakash Dall & Flour Mill, Sahaj Chem Industries, VHB Tradelink Pvt Ltd. We are successful in building a strong client base for our business. Our existing relationships help us to get repeat business from our customers. This has helped us to maintain a long-term working relationship with our customers and improve our customer retention strategy. We believe that our existing relationship with our clients represents a competitive advantage in gaining new clients and increasing our business.

### ***Existing Supplier Relationship***

Our existing supplier relationship protects the business with terms of supply and pricing of the products, the quality of the products offered etc. We, being a small and medium size organization, rely on personal relationships with our suppliers. Our company enjoys existing relationship with our suppliers. Further we also leverage the past experience of our management in maintaining effective supplier relationship.

### ***Experienced Promoters and Management Expertise***

Our Company is promoted by White Organic Agro Limited, Mr. Darshak Mahesh Rupani and Mr. Prashant Mahesh Rupani. Our Promoters and senior Key managerial person have experience in setting up business, developing markets, managing customers and handling overall businesses. Further, our board of directors are supported by a team of well experienced and qualified personnel. For further details regarding the educational qualifications and experience of our Board of Directors and our Key Managerial Personnel please refer to chapter titled “Our Management” beginning on page 97 of this Prospectus. We believe that our management team’s experience and their understanding of FMCG industry will enable us to continue to take advantage of both current and future market opportunities. It is also expected to help us in addressing and mitigating various risks inherent in our business.

## **OUR STRATEGIES**

We believe that the following are our primary competitive strength:

### ***Quality Assurance***

We will continue to maintain quality of our existing product portfolio to cater to various customers in the agro and food processing market. We endeavor to maintain the quality of our products, and follow strict procedures to ensure quality control, timely delivery and competitive prices. The company intends to strengthen its product development effort by leveraging skills of its employees which will help to increase the sales of the Company and retain customers.

### ***Improving operational efficiencies***

Our Company intends to improve operating efficiencies to achieve cost reductions to have a competitive edge over the peers. We are addressing the increase in operational output through continuous process improvements, quality check and technology development. Our employees are regularly motivated to increase efficiency with error free exercise. We believe that this can be done through continuous process improvements. Further we believe that this can be done through domestic presence and economies of scale. Increasing our penetration in existing regions with new range of products, will enable us to penetrate into new catchment areas within these regions and optimize our infrastructure. As a result of these measures, our company will be able to increase its market share and profitability.

### ***Leveraging our Market skills and Relationships***

This is a continuous process in our organization and the skills that we impart in our people give importance to customers. We aim to do this by leveraging our marketing skills and relationships and further enhancing customer satisfaction. We plan to increase our customers by meeting contracts in hand on time, maintaining our customer relationship and renewing our relationship with existing buyers.

### ***Increase Geographical Presence:***

We currently supply our products in some cities of Maharashtra and Gujarat. Moving forward our Company desires to expand geographical presence in all over India and thereby increase our customer base.



**Our Retail Shop**

*(Note: Currently it is closed, and our Company is opening a new shop at Shop No-1, Shreenath Heights, Lake Road, Bhandup (West), Mumbai 400078, Maharashtra, India.)*



**E- Commerce Process**

Step 1	Received order through Website
Step 2	Check Payment Status
Step 3	Check With Warehouse for order Quantity
Step 4	Packing & Shipment of Items
Step 5	Dispatched item through Courier
Step 6	Delivery to Customer

**Flow Chart for Wholesale Business:**



**Flow Chart for Import/Export Business**



## **Future Business expansion Plan.**

“White Organic” is the brand name under which all the business activities are carried out. As we expand ourselves in various verticals like Wholesale Distribution, Retailing, E-Commerce and ensuring optimum Brand Presence in the market and ensuring “Farm to End user model”. We are continuously into a vision of maximizing our product ranges & ensuring best quality products.

The company plans are to expand the various business vertical as below:

### **1. Wholesale Distribution:**

- Presence of White Organic Products in several stores in Mumbai via appointment of Authorized distributors.
- Ensuring Maximized margins and competitive rates
- Setting up various distribution points for timely delivery

### **2. Retail:**

- Plans for opening more than 40 Franchise Outlets in Western Region of India.
- Franchise Outlets will also work as Pick-up points and local distribution points
- Maximizing the quality of the products
- Expanding the scale of Business of Organic Products

### **3. E-Commerce:**

- Optimizing the technology and reaching customers across India through wholly functional e-commerce website: [www.whiteorganics.co.in](http://www.whiteorganics.co.in).
- In process of developing E-commerce Mobile Application.
- Tie-ups with Logistics partners for Timely delivery
- The company plans majorly to provide a international standard e-commerce platform for quick and prompt delivery of organic vegetables to the door step of customers. Company will sell fresh organic veggies and premium grade organic pulses, spices, cereals etc. Company will also start e-marketing from this outlet to cater premium class of customers.

### **4. Exports:**

- Tapping untouched overall scalable business of organic export market
- Our brand products to be exported in European, USA and other major markets

## **Marketing Strategies**

### **1. Newspaper Advertisements**



It's Pure

A DIVISION OF WHITE ORGANIC AGRO LIMITED

ગુજરાત સમાચાર ૧૫ મે, ૨૦૨૦

**સુપરકાન**

**ગુજરાત વિધાનસભા ચૂંટણીમાં VVPATનો ઉપયોગ, દેશનું સૌપ્રથમ રાજ્ય બનશે**

ગુજરાત વિધાનસભા ચૂંટણીમાં VVPATનો ઉપયોગ કરવાનો નિર્ણય લેવામાં આવ્યો છે. આનાથી ગુજરાત દેશનું સૌપ્રથમ રાજ્ય બનશે. આ નિર્ણયને કારણે ગુજરાતમાં ચૂંટણી દરમિયાન વોટરની પસંદગીને વધુ સુવ્યવસ્થિત અને સુરક્ષિત બનાવવામાં આવશે. આ નિર્ણયને કારણે ગુજરાતમાં ચૂંટણી દરમિયાન વોટરની પસંદગીને વધુ સુવ્યવસ્થિત અને સુરક્ષિત બનાવવામાં આવશે.

**બુક ઠેરનો બિઝનેસ!**

બુક ઠેરનો બિઝનેસ! બુક ઠેરનો બિઝનેસ! બુક ઠેરનો બિઝનેસ! બુક ઠેરનો બિઝનેસ!

**સાદીક જમાલ એન્ટરપ્રાઇઝ કેસમાં વળતરની રિટ હાઈ કોર્ટે ફગવી**

સાદીક જમાલ એન્ટરપ્રાઇઝ કેસમાં વળતરની રિટ હાઈ કોર્ટે ફગવી. સાદીક જમાલ એન્ટરપ્રાઇઝ કેસમાં વળતરની રિટ હાઈ કોર્ટે ફગવી.

**સ્વિટકલેન્ડ ચાલ્યા?**

સ્વિટકલેન્ડ ચાલ્યા? સ્વિટકલેન્ડ ચાલ્યા? સ્વિટકલેન્ડ ચાલ્યા? સ્વિટકલેન્ડ ચાલ્યા?

**શિવમતનુસાર પત્નીએ જરા પતિની રિવોલ્વરથી આપઘાત કર્યો હતો**

શિવમતનુસાર પત્નીએ જરા પતિની રિવોલ્વરથી આપઘાત કર્યો હતો. શિવમતનુસાર પત્નીએ જરા પતિની રિવોલ્વરથી આપઘાત કર્યો હતો.

**પત્રકારના પુત્રના કેસમાં ગુનો કેમ નથી નોંધાતો**

પત્રકારના પુત્રના કેસમાં ગુનો કેમ નથી નોંધાતો. પત્રકારના પુત્રના કેસમાં ગુનો કેમ નથી નોંધાતો.

**સી કેનાયરાણી એકમો ગુપ્ત બનાવે પાનુ હશે નો પકડાઈ જશે તમામ સહકારી બેંકોના ખાતેદારો માટે C-KYC કરાજિયાત બન્યું**

સી કેનાયરાણી એકમો ગુપ્ત બનાવે પાનુ હશે નો પકડાઈ જશે તમામ સહકારી બેંકોના ખાતેદારો માટે C-KYC કરાજિયાત બન્યું.

**Book before 27 May and SAVE up to ₹4 Lakhs\***

Book before 27 May and SAVE up to ₹4 Lakhs\*. Book before 27 May and SAVE up to ₹4 Lakhs\*.

**India's first listed company**

India's first listed company. India's first listed company.

**WHITE ORGANICS**

WHITE ORGANICS. WHITE ORGANICS.

2. Exhibitions



3. Social Media Marketing through Facebook and WhatsApp group:

#### 4. Pamphlet Distributions:



#### Growth Prospects

Firstly, growth in e-commerce sector has acted like a facilitator for the organic food industry to reach out to the potential consumers in Tier II and Tier III cities since the level of awareness about organic food products in India is extremely low and is limited to consumers in metro cities. Secondly, with free/low-cost access to the Internet, more and more people are getting to learn about the benefits of organic food. As the digital literacy rate in India is growing, the demand for organic food in India will see good growth. People are becoming aware of the harmful effects of chemicals and fertilizers used during farming in India. There is a great rise in awareness of organic farming methods, making the food healthier and more nutritious. With higher spending capacity and Government regulations this sector seems to be on the growth path.

#### COMPETITION: -

We believe that the principal competitive factors include product quality, reliability, and price that are able to comprehensively address varying requirements of different customer segments and specific customer needs. We believe that our ability to compete effectively is primarily dependent on ensuring consistent product quality and timely delivery at competitive prices, thereby strengthening our brand over the years. We believe that our cost effective and integrated offerings, our focus on customer satisfaction and our reliability combined with our quality consciousness provides us with competitive advantage in our business.

#### Some of our major competitors are:

- Godrej Nature's Basket
- 24 Mantra
- Morarka organic

**HUMAN RESOURCES: -**

Department	No of Employees
Finance Department	01
Human Resource Department	01
Sales & Marketing Department	02
Purchase & Procurement Department	01
Legal and Compliance Department	01

**INSURANCE POLICIES OF OUR COMPANY: -**

S r. No.	Name of the insured	Type of policy	Policy No.	Description Covered under the Policy	Address of the Properties where the insured assets are situated	Sum Insured (Rs.)	Date of Expiry	Premium
1	White Organic Retail Limited	Burglary Policy	26140059181000508	Stock of every type and discription of pulses, grains and other items pertaining to insured's business, packing material	1) Shree Shubham Logistics Ltd, Revenue Survey No 163 Paiki Near K.S. Petrol Pump, Opp Tri-Mandir, Ahemdabad Highway, Mouje-Maliyasan, Rajkot, Ahmedabad Highway, Rajkot, Gujarat-360003 2) Mahendrabhai M Patel, Sagam Society, Near Padamala Bus Stand, Block No. 397, Vododara, Gujarat-391350	3,00,00,000	10/01/2019 to 09/04/2019	9737
2	White Organic Retail Limited	Standard Fire & Special Peril (stock only) Policy	261400111810001088	On Stock of every type and discription of pulses, grains and other items pertaining to insured business including packing material	1) Shree Shubham Logistics Ltd, Revenue Survey No 163 Paiki Near K.S. Petrol Pump, Opp Tri-Mandir, Ahemdabad Highway, Mouje-Maliyasan, Rajkot, Ahmedabad Highway, Rajkot, Gujarat-360003 2) Mahendrabhai M Patel, Sagam Society, Near Padamala Bus Stand, Block No. 397, Vododara, Gujarat-391350	3,00,00,000	10/01/2019 to 09/04/2019	22,275
3	White Organic Retail Limited	Marine Insurance-Cargo	2018-C1922694-MLO	Cargo (upon Consignment said to contain pulses and dal)	312A, Kailash Plaza, Vallabh Baug Lane, Ghatkopar (East), Mumbai, Mumbai City, Maharashtra, India, 400077	50,00,00,000	04/12/2018 to 03/12/2019	1,77,001

#### **Plant, machinery, technology, process, etc.:**

Being into trading activity, our Company don't require plant, machinery or technology to run the business.

#### **Existing Capacity and Capacity Utilisation**

Capacity and Capacity utilization is not applicable to our Company.

#### **The export possibilities and export obligations, if any.**

Our Company has identified certain key export markets for its products. As on the date, we do not have any export obligation.

#### **Property Details**

Our registered office is at 312A, Kailash Plaza, Vallabh Baug Lane, Ghatkopar (East), Mumbai, Mumbai City, Maharashtra, India, 400077. The Said office is owned by Late Mahesh Mohan Lal Rupani and Mr. Darshak Mahesh Rupani. We are occupying the premises on basis of MOU signed between Mr. Darshak Mahesh Rupani and our Company.

Store at Shop No-1, Shreenath Heights, Lake Road, Bhandup (West), Mumbai 400078, Maharashtra, India. The area is 710 Sq. Ft. and is owned by Mr. Darshak Mahesh Rupani (Our Promoter and Managing Director) and his wife Mrs. Meghal Darshak Rupani and will be let out to our Company.

Rented temporary Warehouse is located at:

- 1) Shree Shubham Logistics Ltd, Revenue Survey No 163 Paiki Near K.S. Petrol Pump, Opp Tri- Mandir, Ahemdabad Highway, Mouje- Maliyasan, Rajkot, Ahmedabad Highway, Rajkot, Gujarat- 360003
- 2) Mahendrabhai M Patel, Sagam Society, Near Padamala Bus Stand, Block No. 397, Vododara, Gujarat- 391350

## 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 various legislations, including rules and regulations promulgated by the regulatory bodies 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 legal advice. The Company may be required to obtain licenses and approvals depending upon the prevailing laws and regulations as applicable. For details of such approvals, please see the chapter titled —**Government and Other Approvals** beginning on page no 150 of this Draft Prospectus.*

*The business of our Company requires, at various stages, the sanction of the concerned authorities under the relevant Central, State legislation and local bye-laws. The following is an overview of the important laws, regulations and policies which are relevant to our business in India. Certain information detailed in this chapter has been obtained from publications available in the public domain. The description of law, regulations and policies set out below are not exhaustive, and are only intended to provide general information to bidders and is neither designed nor intended to be a substitute for professional legal advice.*

*In addition to what has been specified in this Draft Prospectus, taxation statutes such as the Income Tax Act, 1961 and Central Goods and Services Tax Act, 2017, various labor laws and other miscellaneous laws apply to us as they do to any other Indian company. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. For details of government approvals obtained by us, see the chapter titled — **Government and Other Approvals** beginning on page no 150 of this Draft Prospectus.*

Depending upon the nature of the activities undertaken by our Company the following are the various regulations are applicable to our company

### APPROVALS

For the purpose of the business undertaken by our Company, our Company is required to comply with various laws, statutes, rules, regulations, executive orders, etc. that may be applicable from time to time. The details of such approvals have more particularly been described for your reference in the chapter titled “Government and Other Statutory Approvals” beginning on page number 150 of this Draft Prospectus.

### INDUSTRY RELATED LAW:

The Food Safety and Standards Act, 2006. The Food Safety and Standards Act, 2006 (FSSA) was enacted on August 23, 2006 with a view to consolidating 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 Food Authority is required to provide scientific advice and technical support to the GoI and the state governments in framing the policy and rules relating to food safety and nutrition. The FSSA also sets out requirements for licensing and registering food businesses, general principles for food safety, and responsibilities of the food business operator and liability of manufacturers and sellers, and adjudication by “Food Safety Appellate Tribunal”. The FSSA has not been fully notified and has only been partially enacted. In exercise of powers under the FSSA, the Food Authority has framed the Food Safety and Standards Rules, 2011 (FSSR) which have been operative since August 5, 2011. The FSSR provides the procedure for registration and licensing process for food business and lays down detailed standards for various food products. The FSSR also sets out the enforcement structure of “commissioner of food safety”, “food safety officer” and “food analyst” and procedures of taking extracts, seizure, sampling and analysis. The Food Authority has also framed the following food safety and standards regulations in relation to various food products and additives:

- Food Safety and Standards (Licensing and Registration of Food Businesses) Regulations, 2011;
- Food Safety and Standards (Packaging and Labelling) Regulations, 2011;
- Food Safety and Standards (Food Product Standards and Food Additives) Regulations, 2011;
- Food Safety and Standards (Prohibition and Restriction on Sales) Regulations, 2011;
- Food Safety and Standards (Contaminates, Toxins and Residues) Regulations, 2011; and
- Food Safety and Standards (Laboratory and Sampling Analysis) Regulations, 2011.

The key provisions of the FSSA are:

- Establishment of the Food Authority to regulate the food sector;
- The Food Authority will be aided by several scientific panels and a central advisory committee to lay down standards for food safety. The standards will include specifications for ingredients, contaminants, pesticide residue, biological hazards and labels;



- Enforcement through “state commissioners of food safety” and other local level officials;
- Registration or licensing requirement for every entity in the food sector. Such licence or a registration would be issued by local authorities;
- Every distributor is required to be able to identify any food article by its manufacturer, and every seller by its distributor; and
- Any entity in the sector is bound to initiate recall procedures if it finds that the food sold has violated specified standards.

The Food Safety and Standards Authority of India ([FSSAI License](#)) has made it mandatory to label the organic products. FSSAI issues many rules and regulations that which should be followed by the food companies that are selling organic products. Companies can get a voluntary logo from FSSAI who are dealing in organic produce such that the product is named organic.

The organic food business requires certification by any one of the authorities;

- National Programme for Organic Production (NPOP)
- The Participatory Guarantee System for India (PGS-India)

***Legal Metrology Act, 2009:***

The Legal Metrology Act, 2009 (“L.M. Act”) governs the standards/units/denominations used for weights and measures as well as for goods which are sold or distributed by weight, measure or number. It also states that any transaction/contract relating to goods/class of goods shall be as per the weight/measurement/numbers prescribed by the L.M. Act. Moreover, the L.M. Act prohibits any person from quoting any price, issuing a price list, cash memo or other document, in relation to goods or things, otherwise than in accordance with the provisions of the L.M. Act. The specifications with respect to the exact denomination of the weight of goods to be considered in transactions are contained in the Rules made by each State. The Act also provides The West Bengal Legal Metrology Enforcement Rules, 2011, The Legal Metrology (General) Rules, 2011, The Legal Metrology (Package Commodities) Rules, 2011, The Legal Metrology (Approval of Models) Rules, 2011., which may be followed for due compliance.

***Standards of Weights and Measures Enforcement Act, 1985:***

The Standards of Weights and Measures Enforcement Act, 1985 regulates the classes of weights and measures manufactured, sold, distributed, marketed, transferred, repaired or used and the classes of users of weights and measures. The Act was passed with a view to regulating and modernizing the standards used in India based on the metric system. The units of weight which are sought to be used in day to day trade are required to be periodically inspected and certified by the designated authorities under this act for their accuracy.

***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. It has broadened BIS’s ambit and allows Central Government to make it mandatory for certain notified goods, articles, processes etc. to carry standard mark.

***Prevention of Black Marketing and Maintenance of Supplies Act, 1980:***

Prevention of Black Marketing and Maintenance of Supplies Act, 1980. It is an Act for detention in certain cases or the purpose of prevention of black marketing and maintenance of supplies of commodities essential to the community and for matters concerned therewith.

***Prevention of Food Adulteration Act, 1954:***

This Act is the basic statute that is intended to protect the common consumer against the supply of adulterated food. This specifies different standards for various food articles. The standards are in terms of minimum quality levels intended for ensuring safety in the consumption of these food items and for safeguarding against harmful impurities and adulteration. The Central Committee for Food Standards, under the Directorate General of Health Services, Ministry of Health and Family Welfare, is responsible for the operation of this Act. The provisions of the Act are mandatory and contravention of the rules can lead to both fines and imprisonment. Prevention of Food Adulteration Act applies to domestic and imported food commodities, encompassing food color and preservatives, pesticide residues, packaging, labeling and regulation of sales.

***Agricultural Produce (Grading and Marketing) Act, 1937 (Agmark):***

The Directorate of Marketing and Inspection enforces the Agricultural Produce (Grading and Marketing) Act, 1937. Under this Act Grade standards are prescribed for agricultural and allied commodities. These are known as Agmark’ standards. Grading under the provisions of this Act is voluntary. The DMI enforces the Agricultural Products (Grading and Marketing) Act, 1937. Under this Act, Grade Standards are prescribed for agricultural and allied commodities. These are known as "Agmark" Standards. Grading under the provisions of this Act is voluntary. Manufacturers who comply with standard laid down by DMI are allowed to use "Agmark" labels on their products.

***Environmental Regulations:***

Our Company is subject to Indian laws and regulations concerning environmental protection. The principal environmental regulations applicable to industries in India are the Water (Prevention and Control of Pollution) Act, 1974, the Water Access Act, 1977, the Air (Prevention and Control of Pollution) Act, 1981, the Environment Protection Act, 1986 and the Hazardous Wastes (Management and Handling) Rules, 1989. Further, environmental regulations require a company to file an Environmental Impact Assessment (EIA) with the State Pollution Control Board (PCB) and the Ministry of Environment and Forests (MEF) before undertaking a project entailing the construction, development or modification of any plant, system or structure. If the PCB approves the project, the matter is referred to the MEF for its final determination. The estimated impact that a particular project might have on the environment is carefully evaluated before granting clearances. When granting clearance, conditions may be imposed and the approving authorities may direct variations to the proposed project.

***The Hazardous Waste (Management, Handling and Transboundary Movement) Rules, 2008:***

The Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008, as amended (**Hazardous Wastes Rules**), which superseded the Hazardous Wastes (Management and Handling) Rules, 1989, state that the occupier will be responsible for safe and environmentally sound handling of hazardous wastes generated in his establishment. The hazardous wastes generated in the establishment of the occupier should be sent or sold to a recycler or re-processor or re-user registered or authorised under the Hazardous Wastes Rules or should be disposed of in an authorised disposal facility. The Ministry of Environment and Forests has been empowered to deal with the trans-boundary movement of hazardous wastes and to grant permission for transit of hazardous wastes through any part of India. No import of hazardous waste is permitted in India. The State Government, occupier, operator of a facility or any association of the occupier will be individually or jointly or severally responsible for, and identify sites for, establishing the facility for treatment, storage and disposal of hazardous wastes for the State Government.

**GENERAL CORPORATE COMPLIANCE**

***The Companies Act 1956 and the Companies Act, 2013:***

The consolidation and amendment in the law relating to the Companies Act, 1956 made way to the enactment of the Companies Act, 2013. The Companies Act 1956 is still applicable to the extent not repealed and the Companies Act, 2013 is applicable to the extent notified. The act deals with incorporation of companies and the procedure for incorporation and post incorporation. The conversion of private company into public company and vice versa is also laid down under the Companies Act, 2013. The procedure relating to winding up, voluntary winding up, appointment of liquidator also forms part of the act. The provision of this act shall apply to all the companies incorporated either under this act or under any other previous law. It shall also apply to banking companies, companies engaged in generation or supply of electricity and any other company governed by any special act for the time being in force. A company can be formed by seven or more persons in case of public company and by two or more persons in case of private company. A company can even be formed by one person i.e., a One-Person Company. The provisions relating to forming and allied procedures of One Person Company are mentioned in the act.

**EMPLOYMENT AND LABOUR LAWS**

Employees' Provident Fund and Miscellaneous Provisions Act, 1952 ("the EPF Act") and the Employees Provident Fund Scheme, 1952.

The EPF Act is applicable to an establishment employing more than 20 employees and as notified by the government from time to time. All the establishments under the EPF Act are required to be registered with the appropriate Provident Fund Commissioner. Also, in accordance with the provisions of the EPF Act, the employers are required to contribute to the employees' provident fund the prescribed percentage of the basic wages, dearness allowances and remaining allowance (if any) payable to the employees. The employee shall also be required to make the equal contribution to the fund. The Central Government under Section 5 of the EPF Act (as mentioned above) frames Employees Provident Scheme, 1952.

***Employees Deposit Linked Insurance Scheme, 1976:***

The scheme shall be administered by the Central Board constituted under section 5A of the EPF Act. The provisions relating to recovery of damages for default in payment of contribution with the percentage of damages are laid down under Section 8A of the act. The employer falling under the scheme shall send to the Commissioner within fifteen days of the close of each month a return in the prescribed form. The register and other records shall be produced by every employer to Commissioner or other officer so authorized shall be produced for inspection from time to time. The amount received as the employer's contribution and also Central Government's contribution to the insurance fund shall be credited to an account called as "Deposit-Linked Insurance Fund Account."

***The Employees Pension Scheme, 1995:***

Family pension in relation to this act means the regular monthly amount payable to a person belonging to the family of the member of the Family Pension Fund in the event of his death during the period of reckonable service. The scheme shall apply to all the employees who become a member of the EPF or PF of the factories provided that the age of the employee should not be more than 59 years in order to be eligible for membership under this act. Every employee who is member of EPF or PF has an option of the joining scheme. The employer shall prepare a Family Pension Fund contribution card in respect of the entire employee who is member of the fund.

***Workmen's Compensation Act, 1923:***

The Workmen's Compensation Act, 1923 provides that if personal injury is caused to a workman by accident during his employment, his employer would be liable to pay him compensation. However, no compensation is required to be paid (i) if the injury does not disable the workman for more than three days, (ii) where the workman, at the time of injury, was under the influence of drugs or alcohol or (iii) where the workman wilfully disobeyed safety rules.

***Payment of Bonus Act, 1965:***

The Payment of Bonus Act, 1965 imposes statutory liability upon the employers of every establishment in which 20 or more persons are employed on any day during an accounting year to pay bonus to their employees. It further provides for payment of minimum and maximum bonus and linking the payment of bonus with the production and productivity.

The Act shall apply to every factory, mine plantation, port and railway company; to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a State, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; such other establishments or class of establishments, in which ten or more employees are employed, on any day of the preceding twelve months, as the Central Government, may by notification, specify in this behalf. A shop or establishment to which this act has become applicable shall be continued to be governed by this act irrespective of the number of persons falling below ten at any day.

***Payment of Gratuity Act, 1972:***

Under the Payment of Gratuity Act, 1972, an employee in a factory or any other establishment in which 20 or more than 20 persons are employed on any day during an accounting year who is in continuous service for a period of five years notwithstanding that his service has been interrupted during that period by sickness, accident, leave, absence without leave, lay-off, strike, lock-out or cessation of work not due to the fault of the employee is eligible for gratuity upon his retirement, superannuation, death or disablement.

***Minimum Wages Act, 1948 ("MWA"):***

The Minimum Wages Act, 1948 came into force with an objective to provide for the fixation of a minimum wage payable by the employer to the employee. Under the MWA, every employer is mandated to pay the minimum wages to all employees engaged to do any work skilled, unskilled, manual or clerical in any employment listed in the schedule to the MWA, in respect of which minimum rates of wages have been fixed or revised under the MWA. Construction of Buildings, Roads, and Runways are scheduled employments. It prescribes penalties for non-compliance by employers for payment of the wages thus fixed.

***Maternity Benefit Act, 1961:***

The Maternity Benefit Act, 1961 provides for leave and right to payment of maternity benefits to women employees in case of confinement or miscarriage etc. The act is applicable to every establishment which is a factory, mine or plantation including any such establishment belonging to government and to every establishment of equestrian, acrobatic and other performances, to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a state, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; provided that the state government may, with the approval of the Central Government, after giving at least two months' notice shall apply any of the provisions of this act to establishments or class of establishments, industrial, commercial, agricultural or otherwise.

***Equal Remuneration Act, 1979:***

The Equal Remuneration Act 1979 provides for payment of equal remuneration to men and women workers and for prevention discrimination, on the ground of sex, against female employees in the matters of employment and for matters connected therewith. The act was enacted with the aim of state to provide Equal Pay and Equal Work as envisaged under Article 39 of the Constitution.

***Child Labour Prohibition and Regulation Act, 1986:***

The Child Labour Prohibition and Regulation Act 1986 prohibits employment of children below 14 years of age in certain occupations and processes and provides for regulation of employment of children in all other occupations and processes. Employment of Child Labour in our industry is prohibited as per Part B (Processes) of the Schedule.

***Trade Union Act, 1926 and Trade Union (Amendment) Act, 2001:***

Provisions of the Trade Union Act, 1926 provides that any dispute between employers and workmen or between workmen and workmen, or between employers and employers which is connected with the employment, or non-employment, or the terms of employment or the conditions of labour, of any person shall be treated as trade dispute. For every trade dispute a trade union has to be formed. For the purpose of Trade Union Act, 1926, Trade Union means combination, whether temporary or permanent, formed primarily for the purpose of regulating the relations between workmen and employers or between workmen and workmen, or between employers and employers, or for imposing restrictive condition on the conduct of any trade or business etc.

***Contract Labour (Regulation and Abolition) Act, 1970:***

The Company is regulated by the provisions of the Contract Labour (Regulation and Abolition) Act, 1970 (CLRA) which requires the Company to be registered as a principal employer and prescribes certain obligations with respect to welfare and health of contract labourers. The CLRA vests responsibility in the principal employer of an establishment, to which the CLRA applies, to make an application to the concerned officer for registration of the concerned establishment. In the absence of such registration, contract labour cannot be employed in the concerned establishment. Likewise, every contractor, to whom the CLRA applies, is required to obtain a license and may not undertake or execute any work through contract labour except under and in accordance with the license issued. To ensure the welfare and health of the contract labour, the CLRA imposes certain obligations on the contractor in relation to establishment of canteens, rest rooms, drinking water, washing facilities, first aid, other facilities and payment of wages. However, in the event the contractor fails to provide these amenities, the principal employer is under an obligation to provide these facilities within a prescribed time period. Penalties, including both fines and imprisonment, may be levied for contravention of the provisions of the CLRA.

***The Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013:***

In order to curb the rise in sexual harassment of women at workplace, this act was enacted for prevention and redressal of complaints and for matters connected therewith or incidental thereto. The terms sexual harassment and workplace are both defined in the act. Every employer should also constitute an “Internal Complaints Committee” and every officer and member of the company shall hold office for a period of not exceeding three years from the date of nomination. Any aggrieved woman can make a complaint in writing to the Internal Committee in relation to sexual harassment of female at workplace. Every employer has a duty to provide a safe working environment at workplace which shall include safety from the persons coming into contact at the workplace, organising awareness programs and workshops, display of rules relating to the sexual harassment at any conspicuous part of the workplace, provide necessary facilities to the internal or local committee for dealing with the complaint, such other procedural requirements to assess the complaints.

***Industrial Disputes Act, 1947 (“ID Act”) and Industrial Dispute (Central) Rules, 1957:***

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

**TAX RELATED LEGISLATIONS**

***Goods and Service Tax (GST):***

Goods and Services Tax (GST) is levied on supply of goods or services or both jointly by the Central and State Governments. It was introduced as The Constitution (One Hundred and First Amendment) Act, 2017 and is governed by the GST Council. GST provides for imposition of tax on the supply of goods or services and will be levied by Centre on intra-state supply of goods or services and by the States including Union territories with legislature/ Union Territories without legislature respectively. A destination based consumption tax GST would be a dual GST with the center and states simultaneously levying tax with a common base. The GST law is enforced by various acts viz. Central Goods and Services Tax Act, 2017 (CGST), State Goods and Services Tax Act, 2017 (SGST), Union Territory Goods and Services Tax Act, 2017 (UTGST), Integrated Goods and Services Tax Act, 2017 (IGST) and Goods and Services Tax (Compensation to States) Act, 2017 and various rules made thereunder. It replaces following indirect taxes and duties at the central and state levels:

Central Excise Duty, Duties of Excise (Medicinal and Toilet Preparations), additional duties on excise– goods of special importance, textiles and textile products, commonly known as CVD – special additional duty of customs, service tax, central and state surcharges and cesses relating to supply of goods and services, state VAT, Central Sales Tax, Luxury Tax,

Entry Tax (all forms), Entertainment and Amusement Tax (except when levied by local bodies), taxes on advertisements, purchase tax, taxes on lotteries, betting and gambling.

## **OTHER LAWS**

### ***Shops and establishments laws in various states:***

Under the provisions of local Shops and Establishments laws applicable in various states, establishments are required to be registered. Such laws regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees.

## **ENVIRONMENTAL LEGISLATIONS**

### ***The Environment Protection Act, 1986 ("Environment Protection Act"):***

The purpose of the Environment Protection Act is to act as an "umbrella" legislation designed to provide a frame work for Central government co-ordination of the activities of various central and state authorities established under previous laws. The Environment Protection Act authorizes the central government to protect and improve environmental quality, control and reduce pollution from all sources, and prohibit or restrict the setting and /or operation of any industrial facility on environmental grounds. The Act prohibits persons carrying on business, operation or process from discharging or emitting any environmental pollutant in excess of such standards as may be prescribed. Where the discharge of any environmental pollutant in excess of the prescribed standards occurs or is apprehended to occur due to any accident or other unforeseen act, the person responsible for such discharge and the person in charge of the place at which such discharge occurs or is apprehended to occur is bound to (a) prevent or mitigate the environmental pollution caused as a result of such discharge and should intimate the fact of such occurrence or apprehension of such occurrence; and (b) be bound, if called upon, to render all assistance, to such authorities or agencies as may be prescribed.

### ***National Environmental Policy, 2006:***

This Policy seeks to extend the coverage, and fill in gaps that still exist, in light of present knowledge and accumulated experience. This policy was prepared through an intensive process of consultation within the Government and inputs from experts. It does not displace, but builds on the earlier policies. It is a statement of India's commitment to making a positive contribution to international efforts. This is a response to our national commitment to a clean environment, mandated in the Constitution in Articles 48 A and 51 A (g), strengthened by judicial interpretation of Article 21. The dominant theme of this policy is that while conservation of environmental resources is necessary to secure livelihoods and well-being of all, the most secure basis for conservation is to ensure that people dependent on particular resources obtain better livelihoods from the fact of conservation, than from degradation of the resource. Following are the objectives of the National Environmental Policy:

- Conservation of Critical Environmental Resources
- Intra-generational Equity: Livelihood Security for the Poor
- Inter-generational Equity
- Integration of Environmental Concerns in Economic and Social Development
- Efficiency in Environmental Resource Use
- Environmental Governance
- Enhancement of resources for Environmental Conservation

## **INTELLECTUAL PROPERTY LEGISLATIONS**

In-general the Intellectual Property Rights includes but is not limited to the following enactments:

- The Patents Act, 1970
- Indian Copyright Act, 1957
- The Trade Marks Act, 1999

### ***Indian Patents Act, 1970:***

A patent is an intellectual property right relating to inventions and is the grant of exclusive right, for limited period, provided by the Government to the patentee, in exchange of full disclosure of his invention, for excluding others from making, using, selling, importing the patented product or process producing that product. The term invention means a new product or process involving an inventive step capable of industrial application.

### ***The Copyright Act, 1957:***

Copyright is a right given by the law to creators of literary, dramatic, musical and artistic works and producers of cinematograph films and sound recordings. In fact, it is a bundle of rights including, inter alia, rights of reproduction,

communication to the public, adaptation and translation of the work. There could be slight variations in the composition of the rights depending on the work.

***Trade Marks Act, 1999 (“TM Act”):***

The Trade Marks Act, 1999 provides for the application and registration of trademarks in India for granting exclusive rights to marks such as a brand, label and heading and obtaining relief in case of infringement for commercial purposes as a trade description. The TM Act prohibits any registration of deceptively similar trademarks or chemical compounds among others. It also provides for penalties for infringement, falsifying and falsely applying for trademarks.

**GENERAL LAWS**

Apart from the above list of laws – which is inclusive in nature and not exhaustive - general laws like the Indian Contract Act 1872, Specific Relief Act 1963, Negotiable Instrument Act 1881, The Information Technology Act, 2000, Sale of Goods Act 1930 and Consumer Protection Act 1986 are also applicable to the company.

**OTHER LAWS:**

***FEMA Regulations:***

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

***The Foreign Direct Investment:***

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.

***Municipality Laws:***

Pursuant to the Seventy Fourth Amendment Act, 1992, the respective State Legislatures in India have the power to endow the Municipalities (as defined under Article 243Q of the Constitution of India) with the power to implement schemes and perform functions in relation to matters listed in the Twelfth Schedule to the Constitution of India which includes regulation of public health. The respective States of India have enacted laws empowering the Municipalities to regulate public health including the issuance of a health trade license for operating eating outlets and implementation of regulations relating to such license along with prescribing penalties for non compliance.

***Police Laws:***

The State Legislatures in India are empowered to enact laws in relation to public order and police under Entries 1 and 2 of the State List (List II) to the Constitution of India. Pursuant to the same the respective States of India have enacted laws regulating the same including registering eating houses and obtaining a ‘no objection certificate’ for operating such eating houses with the police station located in that particular area, along with prescribing penalties for non compliance.

***Approvals from Local Authorities:***

Setting up of a Factory or Manufacturing/Housing unit entails the requisite Planning approvals to be obtained from the relevant Local Panchayat(s) outside the city limits and appropriate Metropolitan Development Authority within the city limits. Consents from the state Pollution Control Board(s), the relevant state Electricity Board(s), the State Excise

Authorities, Sales Tax, are required to be obtained before commencing the building of a factory or the start of manufacturing operations.

***The Indian Contract Act, 1872:***

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

***Transfer of Property Act, 1882:***

The transfer of property is governed by the Transfer of Property Act, 1882 ("T.P. Act"). The T.P. Act establishes the general principles relating to the transfer of property including among other things identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property.

***Registration Act, 1908:***

The Registration Act, 1908 ("Registration Act") has been enacted with the object of providing public notice of execution of documents affecting a transfer of interest in property. Section 17 of the Registration Act identifies documents for which registration is compulsory and includes among other things, any non-testamentary instrument which purports or operates to create, declare, assign, limit or extinguish, whether in present or in future, any right, title or interest, whether vested or contingent, in immovable property of the value of one hundred rupees or more, and a lease of immovable property for any term exceeding one year or reserving a yearly rent. Section 18 of the Registration Act provides for non-compulsory registration of documents as enumerated in the provision.

## OUR HISTORY AND CERTAIN CORPORATE MATTERS

### History and Background

Our Company was originally incorporated as “Sapna Infraventure Private Limited” at Mumbai on December 19, 2011, under the provisions of the Companies Act, 1956 bearing Corporate Identification Number U01100MH2011PLC225123 vide Certificate of Incorporation issued by the Registrar of Companies, Maharashtra, Mumbai. Consequently, upon the change of name, the name of our Company was changed to “White Organic Retail Private Limited” and fresh Certificate of Incorporation dated September 28, 2016 was issued by the Registrar of Companies, Maharashtra, Mumbai. Subsequently, upon the change of name, the name of our Company was changed to “White Organic Retail Limited” and fresh Certificate of Incorporation dated April 4, 2018 was issued by the Registrar of Companies, Maharashtra, Mumbai.

### Changes in registered office of our Company since incorporation

The Registered Office of our Company at present is at 312A, Kailash Plaza, Vallabh Baug Lane, Ghatkopar (East), Mumbai, Mumbai City, Maharashtra, India, 400077. There were no changes in the registered office of our Company.

### Key Milestones

Year	Key Milestones
2011	Incorporation of our Company as “Sapna Infraventure Private Limited” vide Certificate of Incorporation dated December 19, 2011 with a view of doing Real Estate Development Business Activity.
2016	Diversify its business activity from Real Estate Development Activity to deals in Organic Product
2016	Change of Name from “Sapna Infraventure Private Limited” to “White Organic Retail Private Limited” on September 28, 2016
2017	Opening of first Retail Shop at Mumbai (Chembur) on July 1, 2017 which is closed now
2018	Conversion of “White Organic Retail Private Limited” to “White Organic Retail Limited” on April 4, 2018
	Import started with BABA GRAIN LLC USA December 15, 2018
	Crossed Turnover of ₹ 100 Crores on December 18, 2018

### Main Objects

The main objects of our Company as set forth in the Memorandum of Association of our Company are as follows:

1. To carry on in India and abroad the business of builders, developers, contractors, designers, decorators, consultants and estate agents and to buy, acquire, purchase build, develop, sell, lease, manage, take on lease, any interest in the property or TDR or otherwise acquire lands, buildings and hereditaments of any tenure or description in India or abroad for residential, commercial, industrial purpose and to carry on the business of developing, maintaining and operating of Infrastructural projects i.e. road, highway project, bridge, express ways, Intra-urban roads and or peri-urban roads like ring roads and / or urban by-passes, fly-overs, bus and truck terminals, subways. And to carry on the business of developing, maintaining and operating construction and development of housing projects either individually or as joint venture with any other company/firm/individual/consultant whether local or foreign. And To carry on the business of developing, maintaining and operating of any other facility that may be noticed in future as infrastructure facility either by the state Governments and/or the Government of India or any other appropriate authority or body.
2. To carry on the business of agriculturist for all kinds of crops, Grains, pulses, spices, dry fruits, other edible products, plantation of trees of all types and production of all kinds of organic food products, fruits, vegetables, dairy, forestry, agricultural, horticulture, tea, coffee, rubber, mineral, cotton, silk, cereals, cotton - silk, vetiveria, wood, lac culture, timber, fuel, floriculture, bee keeping, fodder raising, seeding and manufacturing, trading, Processing of Agriculture products and allied activities including but not limited to manufacture and cultivation of hi- tech system design of irrigation projects, drip irrigation and work of eco development and thereby carry on business of manufacturers, buyers, sellers, exporters, dealers, importer, exporters, whole - sellers, retailers and distributors of agro based products and carry on organic farming, Lease Farming and contract farming and also to do the business of organic certification of land, setting up of processing unit of all kind of food products, set up and maintain warehouse, cold storages and all kinds of storage spaces, to run, establish and maintain retail shops for all the products in which the Company deals.



## Amendments to the Memorandum of Association and Article of Association of our Company

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

No.	Date of Amendments/ Shareholder's Resolution	Amendments
1.	September 14, 2016	<ul style="list-style-type: none"> <li>Change in Memorandum and Articles of Association as per the Companies Act, 2013</li> <li>Insertion of New Object and deletion of few existing Objects Change of Name from "Sapna Infraventure Private Limited" to "White Organic Retail Private Limited"</li> <li>Alteration of Liability Clause</li> </ul>
2.	March 21, 2018	<ul style="list-style-type: none"> <li>Conversion of the Company from White Organic Retail Private Limited to White Organic Retail Limited</li> </ul>
3.	July 9, 2018	<ul style="list-style-type: none"> <li>Increase in Authorized Share Capital from ₹ 1,00,000 comprising of 10,000 Equity Shares of ₹ 10 each to ₹ 11,00,00,000 comprising of 1,10,00,000 Equity Shares of ₹ 10 each.</li> </ul>

### Capital raising (Debt / Equity)

Except as set out in the sections titled "Capital Structure" and "Financial Indebtedness" beginning on page no 41 and 138 respectively of this Draft Prospectus, our Company has not raised any capital in the form of Equity Shares or debentures.

### Holding/Subsidiary/Joint Ventures of the Company

Our company does not have any subsidiary or Joint Ventures Company. However, we have a Holding company, details of which are as under:

- Name of Holding Company:**  
Our holding Company is White Organic Agro Limited.
- Nature of business of White Organic Agro Limited**  
The Company is into production, supply and trading of organic agricultural products. The company is into business activity of Organic Agro based business and allied activities (viz. farming, cultivation, retailing and marketing).
- Capital Structure of White Organic Agro Limited As on 08/02/2019**
  - **Authorised Capital** : ₹3500.00 Lakhs
  - **Paid-up Capital** : ₹3500.00 Lakhs
  - **Face Value** : ₹10/- per equity share
  - **Shareholding Pattern** : Details as below

Category of Shareholders	No. of Shareholders	No of fully paid up equity shares held	Shareholding as a % of total no. of shares
Promoters & Promoters Group	6	88,90,878	25.40%
Public	14,462	2,61,09,122	74.60%
<b>Total</b>	<b>14,468</b>	<b>3,50,00,000</b>	<b>100.00%</b>

- Shareholding of the Issuer:** The issuer company i.e. White Organic Retail Limited do not hold any equity shares in its holding company i.e. White Organic Agro Limited. However, our holding company White Organic Agro Limited holds almost 100% shareholding of issuer company i.e. White Organic Retail Limited.
- Amount of accumulated profits or losses of the subsidiary(ies) not accounted for by the issuer:** Not applicable as the issuer has no subsidiary(ies) company.

For further details of our holding company, please refer section titled "Our Promoter & Promoter Group" beginning from page no 107 of this draft prospectus.

### Injunction or restraining order

Our Company is not operating under any injunction or restraining order.

### Defaults or Rescheduling of Borrowings with Financial Institutions/ Banks

There are no defaults or rescheduling of borrowings with financial institutions/ banks, conversion of loans into equity in relation to our Company.

**Details regarding past performance of the company.**

For details in relation to our past financial performance in the previous 3 (three) financial years, please refer to section titled “Financial Statements as restated” beginning on page no. 119 of this draft Prospectus.

**Details regarding acquisition of business /undertakings, mergers, amalgamation, revaluation of assets etc.**

Except as mentioned in chapter “*Our History and Certain Corporate Matters*” beginning on page no. 94, there are no mergers, amalgamation, revaluation of assets etc. with respect to our Company as on the date of this Draft Prospectus.

**Changes in the activities of our Company during the last five (5) years**

Except as mentioned in chapter “*Our History and Certain Corporate Matters*” beginning on page no. 94, there have been no changes in the activity of our Company during the last five (5) years preceding as on the date of this Draft Prospectus, which may have had a material effect on the profits or loss, including discontinuance of the lines of business, loss of agencies or markets and similar factors of our Company.

**Revaluation of Assets**

Our Company has not revalued its assets as on the date of this Draft Prospectus.

**Shareholders of our Company**

As on the date of this Draft Prospectus, our Company has 7 (Seven) shareholders. For further details in relation to the current shareholding pattern, please refer to section titled "Capital Structure" beginning on page no. 41 of this Draft Prospectus.

**Collaboration Agreements**

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

**Shareholders Agreements**

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

**Other Agreements**

Our Company has not entered into any specific or special agreements except that have been entered into in ordinary course of business into more than two years before the date of filing of this Draft Prospectus.

**Non-Compete Agreement**

Our Company has not entered into any Non-compete Agreement as on the date of this Draft Prospectus.

**Strategic Partners**

Our Company does not have any strategic partners as on the date of this Draft Prospectus.

**Financial Partners**

Our Company does not have any financial partners as on the date of this Draft Prospectus.

## OUR MANAGEMENT

### Board of Directors

As per the Articles of Association, our Company is required to have not less than 3 (Three) directors and not more than 15 (Fifteen) Directors. Currently, our Company has 4 (Four) Directors. The following table sets forth details regarding the Board of Directors as on the date of this Draft Prospectus:

Name, Father's Name, Nature of Directorship, Residential Address, Date of Appointment/ Re-appointment, Term, Period of Directorship, Occupation, and DIN	Nationality	Age	Other Directorships as on the date of this Draft Prospectus
<p><b>Darshak Mahesh Rupani</b></p> <p><u>Father's Name:</u> Mahesh Mohanlal Rupani</p> <p><u>Nature of Directorship:</u> Managing Director</p> <p><u>Residential Address:</u> 1101, Neelkanth Tower, 206 Garodia Nagar Ghatkopar (east), Mumbai – 400077, Maharashtra India</p> <p><u>Date of Birth:</u> December 17, 1980</p> <p><u>Date of Appointment:</u> December 19 2011</p> <p>Appointed as Managing Director on July 15, 2018</p> <p><u>Term:</u> 3 years</p> <p><u>Occupation:</u> Business</p> <p><u>DIN:</u> 03121939</p>	Indian	38 years	<p><b>Public Limited Entities:</b></p> <p>White Organic Agro Limited</p> <p><b>Private Limited Entities:</b></p> <p>Blueshell Systems Private Limited Sapna Infratech Private Limited Witwize Services Private Limited</p> <p><b>Foreign Entities:</b></p> <p>Nil</p> <p><b>Limited Liability Partnership</b></p> <p>Rhombus ITES LLP NDA Infra LLP</p>
<p><b>Prashantt Mahesh Rupani</b></p> <p><u>Father's Name:</u> Mahesh Mohanlal Rupani</p> <p><u>Nature of Directorship:</u> Non-Executive Director</p> <p><u>Residential Address:</u> Neelkanth Tower, Room No. 1101/206, Bilding No. 1 Garodia Nagar, Ghatkopar East, Mumbai – 400077, Maharashtra, India</p> <p><u>Date of Birth:</u> November 11, 1976</p> <p><u>Date of Appointment:</u> Appointed as Director on June 04, 2012</p> <p><u>Term:</u> Liable for retirement by rotation</p> <p><u>Occupation:</u> Business</p> <p><u>DIN:</u> 03138082</p>	Indian	42 years	<p><b>Public Limited Entities:</b></p> <p>White Organic Agro Limited</p> <p><b>Private Limited Entities:</b></p> <p>Blueshell Systems Private Limited Sapna Infratech Private Limited Illuminati Club Private Limited Witwize Services Private Limited</p> <p><b>Foreign Entities:</b></p> <p>Nil</p> <p><b>Limited Liability Partnership</b></p> <p>Rhombus ITES LLP</p>

Name, Father's Name, Nature of Directorship, Residential Address, Date of Appointment/ Re-appointment, Term, Period of Directorship, Occupation, and DIN	Nationality	Age	Other Directorships as on the date of this Draft Prospectus
<p><b>Ms. Jigna Vishal Thakkar</b></p> <p><u>Father's Name:</u> Ramnikal Thakkar</p> <p><u>Nature of Directorship:</u> Non Executive Independent Director</p> <p><u>Residential Address:</u> Room No 4, Tulsidas Kunverji Sanatorium Trust, Ghatkopar (West) Mumbai 400086, Maharashtra, India</p> <p><u>Date of Birth:</u> November 19, 1976</p> <p><u>Date of Appointment:</u> Appointment as Additional Independent Director on April 4, 2018</p> <p>Regularised as Independent Director on September 29, 2018</p> <p><u>Term:</u> 5 Years</p> <p><u>Occupation:</u> Business</p> <p><u>DIN:</u> 07279163</p>	Indian	37 years	<p><b>Public Limited Entities:</b></p> <p>White Organic Agro Limited</p> <p><b>Private Limited Entities:</b></p> <p>Nil</p> <p><b>Foreign Entities:</b></p> <p>Nil</p> <p><b>Limited Liability Partnership</b></p> <p>Nil</p>
<p><b>Mr. Pritesh Hasmukhlal Doshi</b></p> <p><u>Father's Name:</u> Mr. Hasmukhlal Doshi</p> <p><u>Nature of Directorship:</u> Non-Executive Independent Director</p> <p><u>Residential Address:</u> Avichal Building No. 1, Room No. 20, Sanghani Estate, Ghatkopar (East), Near Shreyas Cinemas, Mumbai-400086</p> <p><u>Date of Appointment:</u> 21.02.2019</p> <p><u>Term:</u> 5 Years</p> <p><u>Occupation:</u> Business</p> <p><u>DIN:</u> 08368392</p>	Indian	48 years	<p><b>Public Limited Entities:</b></p> <p>White Organic Agro Limited</p> <p><b>Private Limited Entities:</b></p> <p>Nil</p> <p><b>Foreign Entities:</b></p> <p>Nil</p> <p><b>Limited Liability Partnership</b></p> <p>Nil</p>

#### Family Relationships between the Directors

None of the directors of our Company have family relationship except Mr. Darshak Mahesh Rupani and Mr. Prashant Mahesh Rupani. Mr. Darshak Mahesh Rupani and Mr. Prashant Mahesh Rupani are brothers.

#### Brief Biographies of the Directors

- Mr. Darshak Mahesh Rupani** aged 38 years, is the Managing Director and Promoter of our Company. Mr. Darshak is an IT Graduate from Clarendon College, Sydney. He has been on the board of the company since incorporation and have more than fifteen years of experience in Hospitality and Retail. He is a Young dynamic entrepreneur with farming being inherited from ancestors and is actively involved with administrative and financial management of the company.

2. **Mr. Prashant Mahesh Rupani** aged 42 years, is the Executive Director of our Company. Mr. Prashant Mahesh Rupani is a commerce graduate from Mumbai University and has worked in the business Process Outsourcing Industry for more than 12 years. He is a dynamic entrepreneur with diversified experience which helps the organizations get pure perspective. He has been on the board of the company since 04/06/2012. He has around 15 years of experience in export import of agricultural goods. He is actively involved with overall supervision of the activities which are taking place in the company.
3. **Ms. Jigna Vishal Thakkar** aged 37 years, is the Non- Executive and Independent Director of our Company. She is H.S.C Passed. She has been on the board of the company since 12/04/2018. She is in the business of agro goods since many years. She has much experience in distribution of various goods.
4. **Mr. Pritesh Hasmukhlal Doshi** aged 48 Years, is the Non- Executive and Independent Director of our Company. He is a commerce graduate, and a businessman by occupation. As a marketing expert having vast 30 years of experience in international marketing, he would prove as an assets for the international reach. In the last 30 years, he has dealt with many domestic and international FMCG customers.

#### **Arrangements with major Shareholders, Customers, Suppliers or Others**

There are no arrangements or understanding between major shareholders, customers, suppliers or others pursuant to which any of the Directors were selected as a Director or member of a senior management as on the date of this Draft Prospectus.

#### **Service Contracts**

Our Company has not executed any service contracts with its directors providing for benefits upon termination of their employment.

#### **Common directorships of the Directors in companies whose shares are/were suspended from trading on the BSE and/ or the BSE for a period beginning from five (5) years prior to the date of this Draft Prospectus**

None of the Directors are/were directors of any company whose shares were suspended from trading by Stock Exchange(s) or under any order or directions issued by the stock exchange(s)/ SEBI/ other regulatory authority in the last five (5) years.

#### **Director's association with the Securities Market**

None of the Directors of our Company are associated with securities market.

#### **Common directorships of the Directors in listed companies that have been/were delisted from stock exchanges in India**

None of the Directors are/were directors of any entity whose shares were delisted from any Stock Exchange(s).

Further, none of the directors are/ were directors of any entity which has been debarred from accessing the capital markets under any order or directions issued by the Stock Exchange(s), SEBI or any other Regulatory Authority.

#### **Borrowing Powers of the Board**

The Articles, subject to the provisions of Section 180(1)(c) of the Companies Act, 2013 authorize the Board to raise, borrow or secure the payment of any sum or sums of money for the purposes of our Company. The Board of Director vide the special resolution passed at the second Annual General Meeting of the shareholders, allowed to borrow and that the total outstanding amount so borrowed shall not at any time exceed the limit of Rs. 20 crores (Rs. Twenty Crores).

#### **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 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 (Prohibition of Insider Trading) Regulations, 2015 on listing of Equity Shares on stock exchanges. The 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.

#### **Policy for Determination of Materiality & Materiality of Related Party Transactions and on Dealing with Related Party Transactions:**

The provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 will be applicable to our Company immediately upon the listing of Equity Shares of our Company on SME Platform of BSE. We shall comply with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on listing of Equity Shares on the SME platform of BSE.

### Remuneration to Executive Directors

The compensation payable to Managing Director will be governed as per the terms of their appointment and shall be subject to the provisions of Sections 2 (54), 2(94), 188, 196, 197, 198 and 203 and any other applicable provisions of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, 1956, for the time being in force)

### Payment or benefit to Non-Executive Directors of Our Company

Apart from the remuneration to Executive Directors, if any as provided, our Non-Executive Directors are entitled to be paid a sitting fee up to the limits prescribed by the Companies Act, 2013 and the Rules made there under and actual travel, boarding and lodging expenses for attending the Board or committee meetings. They may also be paid commissions and any other amounts as may be decided by the Board in accordance with the provisions of the Articles, the Companies Act and any other applicable Indian laws and regulations.

### Shareholding of Directors in our Company

The details of the shareholding of our Directors as on the date of this Draft Prospectus are as follows.

No.	Name of the Shareholder	No. of Equity Shares	Percentage of Pre-Issue Capital (%)	Percentage of Post-Issue Capital (%)
1.	Darshak Mahesh Rupani	1	-	-
2.	Prashant Mahesh Rupani	1	-	-
	<b>Total</b>	<b>2</b>	<b>-</b>	<b>-</b>

### Interest of our Directors

Our Directors may be deemed to be interested to the extent of their remunerations paid to them for services rendered and with the reimbursement of expenses payable to them as mentioned above. For further details, please refer to section titled "Our Promoters and Promoter Group" beginning on page no. 107 of this Draft Prospectus.

Further, none of our Directors have any interest in any property acquired by our Company within two (2) years of the date of this Draft Prospectus or proposed to be acquired by it or in any transaction in acquisition of land or any construction of building. Further, except as disclosed under sub-section "Shareholding of Directors in our Company" above, none of our Directors hold any Equity Shares, Preference Shares or any other form of securities in our Company. Our Directors may also be interested to the extent of Equity Shares, if any, held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors or trustees or held by their relatives or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Issue.

Other than as stated above and except as stated in the sections titled "Financial Information" and "Our Promoters and Promoter Group" beginning on pages 119 and 107 respectively of this Draft Prospectus, our Directors do not have any other interest in the business of our Company.

None of the relatives of our Directors have been appointed to a place or office of profit in our Company. For further details, please refer to section titled "Our Management – Remuneration to Executive Directors" beginning on page 97 of this Draft Prospectus.

Our directors may also be regarded as interested in the Equity Shares, if any, held by them or that may be subscribed by and allotted to the companies, firms, and trusts, if any, in which they are interested as directors, members, promoters, and /or trustees pursuant to this Issue. Some of the directors also hold directorships in Promoter Group and Group Entities of our Company.

Our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares. Except as stated in this section "Our Management " or the section titled "Financial Information - Related Party Transactions" beginning on page no 97 and 135 respectively of this Draft Prospectus, and except to the extent of shareholding in our Company, our Directors do not have any other interest in the business of our Company.

### Changes in our Company's Board of Directors during the last three (3) years

The changes in the Board of Directors of our Company in the last three (3) years are as follows:

Name of Director	Date of appointment	Date of Change of Designation	Date of cessation	Reason
Darshak Mahesh Rupani	19-12-2018	15-07-2018	-	Designation changed to Managing Director

Name of Director	Date of appointment	Date of Change of Designation	Date of cessation	Reason
Chandresh Ratanchand Jain	29-09-2014	-	11-07-2018	Resignation due to Personal Reason
Jigna Vishal Thakkar	12-04-2018	-	-	To ensure better compliance
Vishal Dineshbhai Chavda	12-06-2018	-	25-08-2018	Resignation due to Personal Reason
Amit Devchand Rambhia	12-07-2018	-	24-08-2018	Resignation due to Personal Reason
Pritesh Hasmukhlal Doshi	21-02-2019	-	-	To ensure better compliance

#### Other Confirmations:

- None of our Directors are on the RBI List of willful defaulters as on the date of this Draft Prospectus.
- None of Promoters or Directors of our Company are a fugitive economic offender
- Further, none of our Directors are or were directors of any listed company whose shares
  - (a) have been or were suspended from trading on any of the stock exchanges during the five years prior to the date of filing this Draft Prospectus or
  - (b) delisted from the stock exchanges.
- None of the Promoters, persons forming part of our Promoter Group, our Directors or persons in control of our Company or our Company are debarred from accessing the capital market by SEBI.
- 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.
- In respect of the track record of the directors, there have been no criminal cases filed or investigations being undertaken with regard to alleged commission of any offence by any of our directors and none of our directors have been charge-sheeted with serious crimes like murder, rape, forgery, economic offence etc.

#### Corporate Governance

The provisions of the Listing Regulations with respect to corporate governance will also be applicable to us immediately upon the listing of our Equity Shares with the Stock Exchange. We are in compliance with the requirements of the applicable regulations, including the SEBI (LODR) Regulations, the SEBI (ICDR) Regulations and the Companies Act, 2013 in respect of corporate governance including constitution of the Board and committees thereof.

Our Board has been constituted in compliance with the Companies Act and SEBI (LODR) Regulations, to the extent applicable. Our Board functions either as a full board or through various committees constituted to oversee specific functions. In compliance with the requirements of the Companies Act and the SEBI (LODR) Regulations, to the extent applicable our Board of Directors consists of Four Directors (including one-woman Director) of which one Managing Director is the Executive Director, three are non-executive directors and out of them two are Independent Directors which is in compliance with the requirements of Companies Act, 2013 and SEBI (LODR) Regulations.

#### COMMITTEES OF OUR BOARD

Our Board has constituted the following committees including those for compliance with corporate governance requirements:

##### ○ *Audit Committee*

*As per section 135 (1) of the Companies Act, 2013, The Board of Directors of every listed company and such other class or classes of companies, as may be prescribed, shall constitute an Audit Committee. The Audit Committee shall consist of a minimum of three directors with independent directors forming a majority: Provided that majority of members of Audit Committee including its Chairperson shall be persons with ability to read and understand, the financial statement.*

Our Audit Committee was constituted pursuant to a resolution of our Board Meeting dated 22<sup>nd</sup> February 2019

The Audit Committee comprises:

Name of Director	Status in Committee	Nature of Directorship
Mr. Pritesh Hasmukhlal Doshi	Chairman	Non- Executive and Independent Director
Mrs. Jigna Vishal Thakkar	Member	Non- Executive and Independent Director
Mr. Darshak Rupani	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 and Regulation 18 of the SEBI (LODR) Regulations.

*A. 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.

*B. 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 Draft Prospect/ 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;



- reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.]
- monitoring the end use of funds raised through public offers and related matters.
- 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) half yearly 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 Draft Prospectus / Prospectus/notice in terms of Regulation 32(5).

As required under Regulation 18 of the SEBI (LODR) Regulations, the Audit Committee shall meet at least four times in a year, and not more than one hundred and twenty days shall elapse between two meetings. The quorum of the meeting shall be either two members present, or one-third of the members, whichever is greater, provided that there should be a minimum of two independent directors present.

○ ***Stakeholders' Relationship Committee***

***As per section 178 (5) of the Companies Act, 2013, The Board of Directors of a company which consists of more than one thousand shareholders, debenture-holders, deposit-holders and any other security holders at any time during a financial year shall constitute a Stakeholders Relationship Committee consisting of a chairperson who shall be a non-executive director and such other members as may be decided by the Board***

In pursuance to provisions of Section 178 of the Companies Act, 2013, or any subsequent modification(s) or amendment(s) thereof, the Stakeholders' Relationship Committee was constituted by a resolution of our Board Meeting dated 22<sup>nd</sup> February 2019. The Stakeholders' Relationship Committee comprises:

<b>Name of Director</b>	<b>Status in Committee</b>	<b>Nature of Directorship</b>
Ms. Jigna Vishal Thakkar	Chairman	Non-Executive Director and Independent Director
Mr. Pritesh Hasmukhlal Doshi	Member	Non-Executive and Independent Director
Mr. Darshak Rupani	Member	Executive Director

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

***Role of the Stakeholders Relationship Committee***

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc;
- Review of measures taken for effective exercise of voting rights by shareholders;
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company; and
- To carry out any other function as prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as and when amended from time to time."

As required under Regulation 20 of the SEBI (LODR) Regulations, the Stakeholders' Relationship Committee shall meet at least once in a year.

○ ***Nomination and Remuneration Committee***

***As per section 178 (1) of the Companies Act, 2013, The Board of Directors of every listed company and such other class or classes of companies, as may be prescribed shall constitute the Nomination and Remuneration Committee consisting of three or more non-executive directors out of which not less than one-half shall be independent directors: Provided that the chairperson of the company (whether executive or non-executive) may be appointed as a member of the Nomination and Remuneration Committee but shall not chair such Committee.***

The Nomination and Remuneration Committee was constituted by our Board on 22<sup>nd</sup> February 2019. The scope and function of the Nomination and Remuneration Committee is in accordance with Section 178 (1) of the Companies Act, 2013 and the SEBI (LODR) Regulations. The Nomination and Remuneration Committee include the following:

<b>Name of Director</b>	<b>Status in Committee</b>	<b>Nature of Directorship</b>
Ms. Jigna Vishal Thakkar	Chairman	Non-Executive and Independent Director
Mr. Pritesh Hasmukhlal Doshi	Member	Non-Executive and Independent Director
Mr. Prashantt Rupani	Member	Non-Executive Director

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

#### *Role of the Nomination and Remuneration Committee*

The scope, functions and the terms of reference of the Nomination and Remuneration Committee is in accordance with the Section 178 of the Companies Act, 2013 read with Regulation 19 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Set forth below are the role of our Nomination and Remuneration Committee.

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- Devising a policy on diversity of board of directors;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the board of directors their appointment and removal.
- To extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- The Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance].
- The Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.

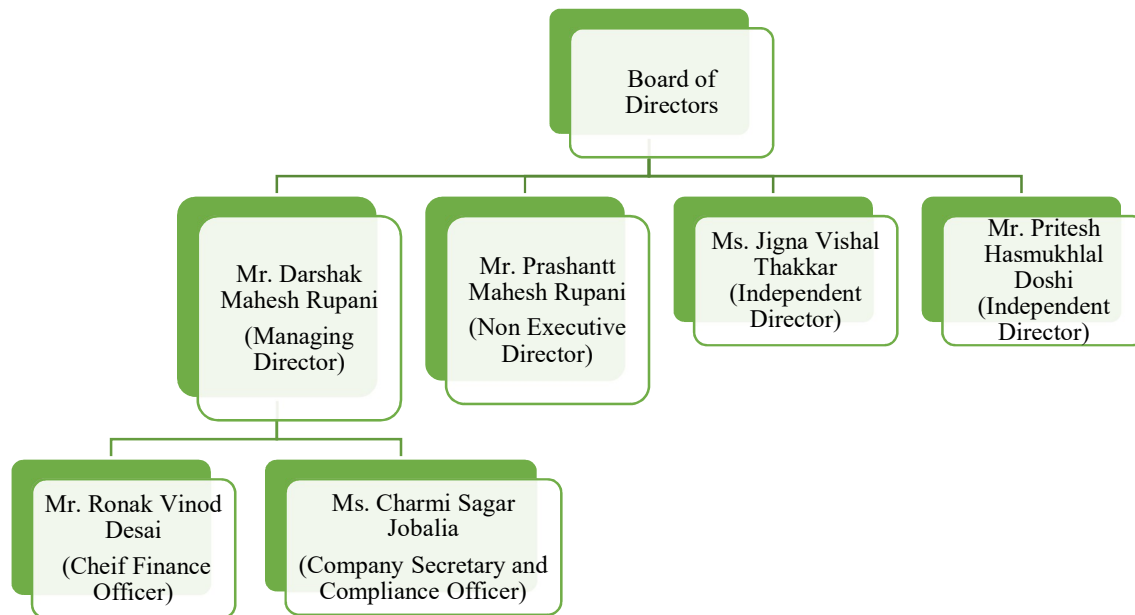
As required under Regulation 19 of the SEBI (LODR) Regulations, the Nomination and Remuneration Committee shall meet at least once in a year. The quorum for a meeting shall be either two members present, or one-third of the members of the, whichever is greater, provided that there should be a minimum of one independent directors present.

#### ○ **Corporate Social Responsibility Committee:**

***As per section 135 (1) of the Companies Act, 2013, Every company having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during any financial year shall constitute a Corporate Social Responsibility Committee of the Board consisting of three or more directors, out of which at least one director shall be an independent director.***

The Corporate Social Responsibility committee is not applicable to our company till the date of this draft prospectus. We will comply with the requirement as and when the CSR is applicable to us.

## Management Organizational Structure



### Our Key Managerial Personnel

The details of the Key Managerial Personnel as on the date of this Draft Prospectus are set out below. All the Key Managerial Personnel's are permanent employees of our Company. Except for certain statutory benefits, there are no other benefits accruing to the Key Managerial Personnel.

1. **Darshak Mahesh Rupani (Managing Director)** aged 38years, is the Managing Director and Promoter of our Company. Mr. Darshak is an IT Graduate from Clarendon College, Sydney. He has been on the board of the company since 19/12/2011 and have more than fifteen years of experience in Hospitality and Retail. He is a Young dynamic entrepreneur with farming being inherited from ancestors and is actively involved with administrative and financial management of the company.
2. **Ms. Charmi Sagar Jobalia (Company Secretary)** is a commerce graduate and an Associate Member of the Institute of the Company Secretaries of India. She is young and has experience in Secretarial, Governance and Compliance functions. Earlier she has also been part of E-commerce Industry and has overall experience of over 4 years. She has joined the Group in current year and has been briefly serving the Company during the last 4 months before briefly serving the Company as for 3 months. She has previously worked with different organization and has cross-functional experience in areas of Secretarial and Compliance.
3. **Mr. Ronak Vinod Desai (CFO)** is an expert in financial accounting and controller functions. With the help of his dynamic and analytical approach the organizations he has been associated with earlier have experienced great benefits. He has vast experience of over 9 years (Including 4.5 years in FMCG Group in Nigeria), and has worked for various sectors like pharmaceuticals, BPOs, FMCG etc., wherein he has been a significant part of the finance teams. He is associated with the Group since December 2017 and the Management has faith in his execution, governance and management skills.

### Status of Key Management Personnel in our Company

All our key managerial personnel are permanent employees of our Company. The term of office of our key managerial personnel is until the attainment of 60 years of age.

### Shareholding of Key Management Personnel in our Company

Mr. Darshak Mahesh Rupani (Managing Director) and Mr. Ronak Vinod Desai (CFO) having one share each (Beneficial interest held by White Organic Agro Limited), none of the other Key Management Personnel holds Equity Shares in our Company as on the date of this Draft Prospectus.

### Bonus or profit-sharing plan of the Key Managerial Personnel

Our Company does not have a performance linked bonus or a profit-sharing plan for the Key Management Personnel. However, our Company pays incentive to all its employees based on their performance including the Key Managerial

Personnel's of our Company.

**Interests of Key Management Personnel**

The Key Management Personnel do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

**Payment of Benefits to Officers of our Company (non-salary related)**

Except as disclosed in this Draft Prospectus and any statutory payments made by our Company to its officers, our Company has not paid any sum, any non-salary related amount or benefit to any of its officers or to its employees including amounts towards super-annuation, ex-gratia/rewards.

Except statutory benefits upon termination of employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of such officer's employment in our Company or superannuation. Contributions are made by our Company towards provident fund, gratuity fund and employee state insurance.

Except as stated under section titled "Financial Information" beginning on page no 119 of this Draft Prospectus, none of the beneficiaries of loans and advances or sundry debtors are related to our Company, our Directors or our Promoter.

**Relationship amongst the Key Managerial Personnel of our Company**

There is no family relationship amongst the Key Managerial Personnel of our Company except for Darshak Mahesh Rupani (Managing Director) & Mr. Prashant Mahesh Rupani (Non-Executive Director).

**Relationship between the Directors and Key Managerial Personnel**

There are no family relationships between the Directors and Key Managerial Personnel of our Company.

**Arrangement and Understanding with Major Shareholders/Customers/ Suppliers**

None of the above Key Managerial Personnel have been selected pursuant to any arrangement/understanding with major shareholders/customers/suppliers.

**Details of Service Contracts of the Key Managerial Personnel**

Except for the terms set forth in the appointment letters, the Key Managerial Personnel have not entered into any other contractual arrangements with our Company for provision of benefits or payments of any amount upon termination of employment.

**Employee Stock Option or Employee Stock Purchase**

Our Company has not granted any options or allotted any Equity Shares under the ESOP Scheme as on the date of this Draft Prospectus.

**Loans availed by Directors / Key Managerial Personnel of our Company**

None of the Directors or Key Managerial Personnels have availed loan from our Company which is outstanding as on the date of this Draft Prospectus.

**Changes in Our Company's Key Managerial Personnel during the last three (3) years**

The changes in the Key Managerial Personnel of our Company in the last three (3) years are as follows:

No.	Name of the Key Managerial Personnel & Designation	Date of Appointment	Date of Resignation	Reason
1.	Ms. Charmi Sagar Jobalia Company Secretary	June16, 2018	August 25, 2018	Resignation due to Personal Reason
2.	Mr. Kunal Jayesh Bhayani Chief Financial Officer	March 08, 2018	August 26, 2018	Resignation due to Personal Reason
3.	Ms. Charmi Sagar Jobalia Company Secretary	February 10, 2019	-	To ensure better compliance
4.	Mr. Ronak Vinod Desai Chief Financial Officer	February 08, 2019	-	To ensure better compliance

## OUR PROMOTERS AND PROMOTER GROUP

### 1. Our Promoters:

Our Promoters are (i) Mr. Darshak Mahesh Rupani (ii) Mr. Prashant Mahesh Rupani and (iii) White Organic Agro Limited. As on the date of this Draft Prospectus, our Promoters hold 29,99,996 Equity Shares which in aggregate, almost constitutes 100% of the issued and paid-up Equity Share capital of our Company.

#### (i) Details of Individual Promoters of our Company

	<p>Mr. Darshak Mahesh Rupani is the Promoter and Managing Director of our Company. For further details, please refer to section titled "Our Management" beginning on page 97 of this Draft Prospectus.</p> <p>Permanent Account Number: AGTPR6549L Passport No.: H4203782 Aadhar No.: 7621 1264 0404 Driving license No.: MH03 20080095895</p> <p>For further details in relation to other ventures of Mr. Darshak, please refer to section titled "Group Entities of our Company" beginning on page 113 of this Draft Prospectus.</p>
	<p>Mr. Prashant Mahesh Rupani is the Promoter and Non-Executive Director of our Company. For further details, please refer to section titled "Our Management" beginning on page 97 of this Draft Prospectus.</p> <p>Permanent Account Number: ADXPR3673E Passport No.: Z2195564 Aadhar No.: 503926231964 Driving license No.: MH03 20080095199</p> <p>For further details in relation to other ventures of Mr. Prashant, please refer to section titled "Group Entities of our Company" beginning on page 113 of this Draft Prospectus.</p>

*Our Company confirms that it will submit the details of the PAN, Bank Account Number, Passport and Aadhar Card of our Promoters to BSE separately at the time of filing the Draft Prospectus.*

#### (ii) Details of Body Corporate Promoters of our Company:

M/s. White Organic Agro Limited, is the Body Corporate promoter and holding company of our company who holds approx. 100% shareholding in our company. The details of holding company are as under: -

Particulars	Details
<b>Name of the Promoter Company</b>	White Organic Agro Limited
<b>Date of Incorporation</b>	19-03-1990
<b>CIN No</b>	L01100MH1990PLC055860
<b>Registered Address</b>	312A, Kailash Plaza, Vallabh Baug Lane, Ghatkopar East, Mumbai – 400077, Maharashtra, India.
<b>Class of Company</b>	Listed Public Company
<b>Date of Listing</b>	21-02-1995
<b>Name of Stock Exchange where Listed</b>	BSE Limited
<b>Business Activity</b>	Production, Supply and Trading of Organic Agricultural Products

*Our Company confirms that it will submit the details of the PAN, Bank Account Number, Company Registration No.,*

and Registered Address of White Organic Agro Limited to BSE at the time of filing the Draft Prospectus.

**Brief History of White Organic Agro Limited:**

- The Company was incorporated in March 19, 1990 as Private Limited Company “White Diamond Industries Private Limited”.
- The company was into Cutting, polishing and trading in Diamonds.
- Subsequently the company was converted from Private Limited to Public Limited on September 24, 1994 and the name changed to “White Diamond Industries Limited”.
- The company got listed with BSE Limited on February 21, 1995.
- In the year 2011, the Management of the Company was taken over by Mr. Darshak Rupani and their family members through an open offer.
- In the year 2016, the company diversified its core business from Diamond Industry to Organic Products and accordingly they changed their object clause.
- Subsequently the name of the company was changed to “White Organic Agro Limited” on December 26, 2016.
- The company is now into a single business activity of Organic Agro based business and allied activities (viz. farming, cultivation, retailing and marketing). The Company’s capability is to offer complete organic product range and the right product mix through their own farming and cultivation activities and has made the brand “White Organic”.

**Board of Directors of White Organic Agro Limited:**

Name	DIN	Designation
Darshak Mahesh Rupani	03121939	Managing Director
Prashantt Mahesh Rupani	03138082	Chairman, Executive Director and CFO
Chandresh Ratanchand Jain	02565522	Non-Executive Independent Director
Jigna Vishal Thakkar	07279163	Non-Executive Independent Director
Jitendra Jogalkishore Mehta	05338982	Executive Director
Pritesh Hasmukhlal Doshi	08368392	Non-Executive Independent Director

**Details of Promoters/promoters group shareholding of White Organic Agro Limited:**

Sl. No.	Name of the Promoters	Shareholding	% of Shareholding
<b>Individual Promoters:</b>			
1.	Sapna Mahesh Rupani	400,000	1.14
2.	Prashantt Mahesh Rupani	6,80,000	1.94
3.	Lt. Mahesh M. Rupani	13,90,000	3.97
4.	Darshak Mahesh Rupani	21,43,978	6.13
<b>Body Corporate Promoters:</b>			
5.	Blueshell Systems Private Limited	8,00,000	2.29
6.	Sapna Infratech Private Limited	34,76,900	9.93
	<b>Total</b>	<b>88,90,878</b>	<b>25.40</b>

**Details of Body Corporate Promoters of White Organic Agro Limited:**

**A. BLUESHELL SYSTEMS PRIVATE LIMITED**

1. Name of the natural person in control (i.e. holding 15% or more voting rights):

Shareholding Pattern as on the December 31, 2018 is as follow:

NAME OF SHAREHOLDER	NO OF SHARES	In %
Sapna Rupani	100	0.10%
Prashantt Rupani	99900	99.90%
<b>TOTAL</b>	<b>100000</b>	<b>100%</b>

2. Details of the Board of Directors of the Company:

Name of Directors	DIN
Darshak Mahesh Rupani	3121939
Prashantt Mahesh Rupani	3138082

## **B. SAPNA INFRATECH PRIVATE LIMITED**

1. Name of the natural person in control (i.e. holding 15% or more voting rights):

Shareholding Pattern as on the December 31, 2018 is as follow:

<b>NAME OF SHAREHOLDER</b>	<b>NO OF SHARES</b>	<b>In %</b>
Darshak Rupani	33199	50.57%
Meghal Rupani*	1	0.00%
Mahesh Rupani	32452	49.43%
<b>TOTAL</b>	<b>65652</b>	<b>100%</b>

2. Details of the Board of Directors of the Company:

<b>Name</b>	<b>DIN</b>
Darshak Mahesh Rupani	3121939
Prashant Mahesh Rupani	3138082

### **Other Information related to Our Company:**

#### ***Interests of our Promoters:***

Our Promoters are interested in our Company 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 to section titled "Capital Structure" beginning on page 41 of this Draft Prospectus. Mr. Darshak Mahesh Rupani and Mr. Prashant Mahesh Rupani are also interested to the extent they are Directors on our Board. For further information on remuneration to the Executive Directors, please refer to section titled "Our Management" beginning on page 97 of this Draft Prospectus.

Our Promoters have not entered into any contract, agreements or arrangements in which our Promoters are directly or indirectly interested, and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our Company other than in the normal course of business.

None of our Promoters or Group Entities have any interest in any property acquired by our Company within two (2) years of the date of this Draft Prospectus or proposed to be acquired by it or in any transaction in acquisition of land or any construction of building or supply of machinery except for Registered Office at 312A, Kailash Plaza, Vallabh Baug Lane, Ghatkopar (East), Mumbai-400077 and store at Shop No-1, Shreenath Heights, Lake Road, Bhandup (West), Mumbai 400078 is acquired in the name of Mr. Darshak Mahesh Rupani.

#### ***Interest of Promoters in Sales and Purchases:***

There are no sales/purchases between our Company and our Group Entity other than as stated in the section titled "**Group Entities of our Company**". For further details, please refer to section titled "Financial Information - Related Party Transactions" beginning on page no. 113 of this Draft Prospectus.

#### ***Confirmations:***

Our Company hereby confirms that:

- None of our Promoters have been declared as a willful defaulter by the RBI or any other governmental authority and there are no violations of securities laws committed by the Promoters in the past nor any pending against them.
- None of our Promoters, Promoter Group or Directors or persons in control of our Company or bodies corporate forming part of our Promoter Group have been (i) prohibited from accessing the capital markets under any order or direction passed by SEBI or any other authority or (ii) refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.

#### ***Payment or benefits to the Promoters in the last two (2) years:***

No payment or benefit has been made to the Promoters except as disclosed in the related party transaction. For further details, please refer to section titled "Financial Information - Related Party Transactions" beginning on page no. 135 of this Draft Prospectus.

***Disassociation by the Promoters from entities in last three (3) years:***

None of our Promoters of the Company have disassociated from any of the companies or firms in the last three (3) years except the following:

Name of Promoter	Name of the Company/ Firm	Date of Appointment	Date of Cessation	Designation
Prashantt Mahesh Rupani	Neutrino Trading Private Limited	24/07/2010	07/03/2017	Director
Darshak Mahesh Rupani	Illuminati Club Private Limited*	05/07/2010	29/01/2011	Managing Director
Prashantt Mahesh Rupani	Illuminati Club Private Limited*	12/11/2010	-	Director

\* The Company was voluntarily Struck off from the register of the Registrar of Companies Mumbai, Maharashtra.

***Litigation details pertaining to our Promoters:***

For details on litigations and disputes pending against the Promoters and defaults made by our Promoters please refer to section titled "Outstanding Litigations and Material Developments" beginning on page no. 145 of this Draft Prospectus.



## 2. Our Promoter Groups:

In compliance with SEBI Guideline, “**Promoter Group**” pursuant to the regulation 2(1)(pp) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, we confirm that following persons are part of promoter group:

### A) The promoter;

Sl. No.	Name of the Promoters
1	Darshak Mahesh Rupani
2	Prashantt Mahesh Rupani
3	White Organic Agro Limited

### B) Natural persons i.e. an immediate relative of the promoter (i.e. any spouse of that person, or any parent, brother, sister or child of the person or of the spouse);

Name of our Promoter	Name of the Relative	Relationship with the Relative
Darshak Mahesh Rupani	Lt. Maheshbhai Rupani	Father
	Mrs. Sapna M. Rupani	Mother
	Mr. Prashantt M. Rupani	Brother
	Mrs. Khyati Gandhi	Sister
	Miss. Keneisha D. Rupani	Daughter
	Miss. Reiana D. Rupani	Daughter
	-	Son
	Mrs. Meghal D. Rupani	Spouse
	Mr. Vinay Magia	Spouse's Father
	Mrs. Swati Magia	Spouse's Mother
	Mr. Kavish Magia	Spouse's Brother
	Mr. Shrenik Magia	Spouse's Brother
	-	Spouse's Sister
Prashantt Mahesh Rupani	Lt. Maheshbhai Rupani	Father
	Mrs. Sapna M. Rupani	Mother
	Mr. Darshak M. Rupani	Brother
	Mrs. Khyati Gandhi	Sister
	-	Daughter
	-	Son
	Mrs. Shweta P Rupani	Spouse
	Mr. Jagdish V Shah	Spouse's Father
	Mrs. Bharti J Shah	Spouse's Mother
	Mr. Kartik J Shah	Spouse's Brother
	Mrs. Sheetal J Shah	Spouse's Sister
	Ms. Shreya J Shah	Spouse's Sister

**Note:** Certain relatives of our Promoters viz. Mr. Jagdish V Shah, Mrs. Bharti J Shah, Mr. Kartik J Shah, Mrs. Sheetal J Shah, Ms. Shreya Shah, Mr. Vinay Magia, Mrs. Swati Magia, Mr. Shrenik Magia, Mr. Kavish Magia, Mrs. Khyati Gandhi, come under the purview of promoter group under Regulation 2(1)(pp) of SEBI (ICDR) Regulations. However, our Promoters currently do not maintain any business relationship, arrangements, dealings with the aforesaid persons in the normal course as would have been perceived by virtue of their relationship. Further, none of the aforesaid persons have any financial transactions with our Company or have any interest in the shareholding of our Company. Accordingly, the disclosures of entities of the aforesaid persons are not included under the disclosure relating to the Promoter Group.

### C) In case promoter is a body corporate:

Nature of Relationship	Entity
Subsidiary or holding company of Promoter Company.	<b>Subsidiary Company:</b> 1. White Organic Retail Limited 2. White Organic Agro FZE
Any Body corporate in which promoter (Body Corporate) holds 20% or more of the equity share capital or which holds 20% or more of the equity share capital of the promoter (Body Corporate).	Future Farms LLP- 75% stake
Anybody corporate in which a group of individuals or companies or combinations thereof acting in concert, which hold 20% or more of the equity share capital in that body corporate and such group of individuals or companies or combinations thereof also holds 20% or more of the equity share capital of the issuer and are also acting in concert.	N. A.

**D) In case the promoter is an individual:**

<b>Nature of Relationship</b>	<b>Entity</b>
Any Body Corporate in which 20% or more of the equity share capital is held by promoter or an immediate relative of the promoter or a firm or HUF in which promoter or any one or more of his immediate relative is a member.	1. Sapna Infratech Private Limited 2. Blueshell Systems Private Limited 3. Witwize Services Pvt Ltd 4. Rhombus ITES LLP 5. Shree Ram Auto Centers (Proprietorship Firm) 6. NDA Infra LLP 7. White Organic Agro FZE 8. Future Farm LLP 9. Jainam Corporation (Proprietorship Firm)
Any Body corporate in which Body Corporate as provided above holds 20% or more of the equity share capital.	1. Rhombus ITES LLP
Any Hindu Undivided Family or firm in which the aggregate shareholding of the promoter and his immediate relatives is equal to or more than ten percent.	1. Rhombus ITES LLP 2. NDA Infra LLP 3. Future Farm LLP

**E) All persons whose shareholding is aggregated under the heading "shareholding of the promoter group":**

<b>Sl. No.</b>	<b>Name of shareholders under promoter group</b>
1	Keval Sheth
2	Ronak Vinod Desai
3	Ashok Jain
4	Vishal Chavda

## GROUP ENTITIES OF OUR COMPANY

In compliance with SEBI Guideline, “*Group Companies/Entities*” pursuant to the regulation 2(1)(t) of SEBI (ICDR) Regulations, 2018, shall include companies (other than promoter(s) and subsidiary/subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed, as covered under the applicable accounting standards and also other companies as are considered material by the Board.

In accordance with the above provisions of the SEBI (ICDR) Regulations, for the purpose of identification of “*Group Companies*”, our Company has considered companies as covered under the applicable accounting standards, i.e. Accounting Standard 18 issued by the Institute of Chartered Accountant of India and such other companies as considered material by our Board. Pursuant to a resolution dated February 22<sup>nd</sup>, 2019 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.

Further, companies which are no longer associated with our Company have not be disclosed as Group Companies.

Based on the above, the following are our Group Entities:

1. Sapna Infratech Private Limited
2. Blueshell Systems Private Limited
3. Witwize Services Pvt Ltd
4. Rhombus ITES LLP
5. Shree Ram Auto Centers (Proprietorship Firm)
6. Future Farm LLP

*The brief details of our Group Companies are provided below:*

### 1. SAPNA INFRATECH PRIVATE LIMITED:

<b>Brief Description of Business</b>	The company is involved in Civil construction on contract basis.		
<b>Date of Incorporation</b>	09-08-2010		
<b>CIN</b>	U45202MH2010PTC206375		
<b>Listing details</b>	Unlisted		
<b>PAN</b>	AAOCS6056M		
<b>Registered Office Address</b>	1, Hassan Jhetha Compound, Opp. Byculla Goods Depot, Mumbai - 400027, Maharashtra, India		
<b>Board of Directors</b>	<b>Name</b>	<b>DIN</b>	
	Darshak Mahesh Rupani	3121939	
	Prashantt Mahesh Rupani	3138082	
<b>Audited Financial Information (in ₹):</b>			
<b>Particulars</b>	<b>2018</b>	<b>2017</b>	<b>2016</b>
<b>Paid Up Equity Share Capital</b>	6,56,520	6,56,520	6,56,520
<b>Reserves and Surplus</b>	2,62,17,569	2,62,87,386	2,62,87,920
<b>Net worth</b>	2,68,74,089	2,69,43,906	2,69,44,440
<b>Total Income</b>	-	-	-
<b>Profit/(Loss) after tax</b>	(69,817)	(534)	(602)
<b>Earnings per share (face value of ₹ 10/- each)</b>	(1.06)	(0.01)	(0.01)
<b>Net asset value per share (₹)</b>	409.34	410.40	410.41
<b>Highest Price in past six months</b>	N.A.	N.A.	N.A.
<b>Lowest price in last six months</b>	N.A.	N.A.	N.A.

**Shareholding Pattern as on the December 31, 2018 is as follow:**

NAME OF SHAREHOLDER	NO OF SHARES	In %
Darshak Rupani	33199	50.57%
Meghal Rupani*	1	0.00%
Mahesh Rupani	32452	49.43%
<b>TOTAL</b>	<b>65652</b>	<b>100.00%</b>

\* Shares held as nominee of Darshak Rupani

## 2. BLUESHELL SYSTEMS PRIVATE LIMITED

<b>Brief Description of Business</b>	The Company is involved in Software publishing, consultancy and supply [Software publishing includes production, supply and documentation of ready-made (non-customized) software, operating systems software, business & other applications software, computer games software for all platforms. Consultancy includes providing the solution in the form of custom software after analyzing the user's needs and problems. Custom software also includes made-to-order software based on orders from specific users. Also, included are writing of software of any kind following directives of the users; software maintenance, web-page design.		
<b>Date of Incorporation</b>	28-07-2000		
<b>CIN</b>	U72200MH2000PTC127980		
<b>Listing details</b>	Unlisted		
<b>PAN</b>	AAFCS5405B		
<b>Registered Office Address</b>	312A, 3rd Floor, Kailash Plaza, Vallabh Bag Lane, Ghatkopar (East) Mumbai - 400077, Maharashtra, India		
<b>Board of Directors</b>	<b>Name</b>	<b>DIN</b>	
	Darshak Mahesh Rupani	3121939	
	Prashantt Mahesh Rupani	3138082	
<b>Audited Financial Information (in ₹)</b>			
<b>Particulars</b>	<b>2018</b>	<b>2017</b>	<b>2016</b>
<b>Paid Up Equity Share Capital</b>	1,00,000	1,00,000	1,00,000
<b>Reserves and Surplus</b>	(3,12,101)	(3,01,687)	(2,94,664)
<b>Net worth</b>	(2,12,101)	(2,01,687)	(1,94,664)
<b>Total Income</b>	-	-	-
<b>Profit/(Loss) after tax</b>	(10,414)	(7,023)	(12,890)
<b>Earnings per share (face value of ₹ 1/- each)</b>	(0.10)	(0.07)	(0.13)
<b>Net asset value per share (₹)</b>	(2.12)	(2.02)	(1.95)
<b>Highest Price in past six months</b>	N.A.	N.A.	N.A.
<b>Lowest price in last six months</b>	N.A.	N.A.	N.A.

Shareholding Pattern as on the December 31, 2018 is as follow:

NAME OF SHAREHOLDER	NO OF SHARES	In %
Sapna Rupani	100	0.10%
Prashantt Rupani	99900	99.90%
<b>TOTAL</b>	<b>100000</b>	<b>100%</b>

## 3. WITWIZE SERVICES PVT LIMITED (Formerly known as Dcowi Fashions Private Limited)

<b>Brief Description of Business</b>	The company is into several consultancy and evaluation business related to Garment Industries, Real Estate Sector, Hospitality etc.		
<b>Date of Incorporation</b>	20-07-2016		
<b>CIN</b>	U93000MH2016PTC283915		
<b>Listing details</b>	Unlisted		
<b>PAN</b>	AAFCD7793K		
<b>Registered Office Address</b>	312A, 3rd Floor, Kailash Plaza, Vallabh Bag Lane Ghatkopar (East) Mumbai - 400077, Maharashtra, India		
<b>Board of Directors</b>	<b>Name</b>	<b>DIN</b>	
	Prashantt Mahesh Rupani	3138082	
	Darshak Mahesh Rupani	03121939	
<b>Audited Financial Information (In ₹):</b>			
<b>Particulars</b>	<b>2018</b>	<b>2017</b>	<b>2016</b>
<b>Paid Up Equity Share Capital</b>	1,00,000	1,00,000	N.A.
<b>Reserves and Surplus</b>	(1,35,500)	(95,749)	
<b>Net worth</b>	(35,500)	4,251	
<b>Total Income</b>	-	-	
<b>Profit/(Loss) after tax</b>	(39,751)	(95,749)	
<b>Earnings per share (face value of Rs. 10/- each)</b>	(3.98)	(9.57)	
<b>Net asset value per share (Rs.)</b>	(3.55)	0.43	
<b>Highest Price in past six months</b>	N.A.	N.A.	
<b>Lowest price in last six months</b>	N.A.	N.A.	

**Shareholding Pattern as on the December 31, 2018 is as follow:**

NAME OF SHAREHOLDER	NO OF SHARES	In %
Prashantt Mahesh Rupani	5000	50.00%
Rajesh Narain Kodnaney	5000	50.00%
<b>TOTAL</b>	<b>10000</b>	<b>100.00%</b>

**4. RHOMBUS ITES LLP**

<b>Brief Description of Business</b>	Rhombus ITES LLP, is a Limited Liability Partnership firm. The firm is into Computer and Information Technology Related Activities.		
<b>Date of Incorporation</b>	24-09-2012		
<b>LLPIN</b>	AAB-1310		
<b>Listing details</b>	N.A.		
<b>PAN</b>	AAPFR5937C		
<b>Registered Office Address</b>	312A, 3rd Floor, Kailash Plaza, Vallabh Bag Lane, Ghatkopar (East) Mumbai - 400077, Maharashtra, India		
<b>Designated Partners</b>	<b>Name</b>	<b>DIN</b>	
	Darshak Mahesh Rupani	3121939	
	Prashantt Mahesh Rupani	3138082	
<b>Audited Financial Information (In ₹):</b>			
<b>Particulars</b>	<b>2018</b>	<b>2017</b>	<b>2016</b>
<b>Partners Funds</b>	(22,29,755)	4,78,111	3,60,764
<b>Revenue from Operation</b>	18,82,530	27,02,074	8,01,818
<b>Profit/(Loss) after tax</b>	(27,05,822)	58,628	(1,17,433)

**Designated Partners as on the December 31, 2018 is as follow:**

NAME OF DESIGNATED PARTNERS	PROFIT SHARING RATIO
Darshak Mahesh Rupani	50
Prashantt Mahesh Rupani	50
<b>TOTAL</b>	<b>100</b>

**5. SHREE RAM AUTO CENTRE**

<b>Brief Description of Business</b>	This is a proprietorship firm. Shree Ram Auto Centre is trading into Automobile Spare Parts,.		
<b>Date of Formation</b>	12.07.2012		
<b>PAN</b>	ADXPR3673E		
<b>Office Address</b>	1101, Neelkanth Tower, 206, Garodia Nagar, Ghatkopar East, Mumbai - 400077, Maharashtra		
<b>Proprietor</b>	<b>Name</b>	<b>DIN</b>	
	Prashantt Mahesh Rupani	3138082	
<b>Audited Financial Information (In ₹):</b>			
<b>Particulars</b>	<b>2018</b>	<b>2017</b>	<b>2016</b>
<b>Capital Account</b>	65,32,074.91	68,89,693.83	55,11,898.45
<b>Total Income</b>	12,00,290.00	15,78,420.00	6,75,490.00
<b>Net Profit carried to Balance Sheet</b>	12,15,470.98	13,71,725.38	7,86,986.16

**6. FUTURE FARM LLP**

<b>Brief Description of Business</b>	Future Farms LLP (FLL) is a Rajkot based limited liability partnership firm and engaged in agricultural, cultivation related activities particularly Aloe Vera and Moringa cultivation in and around Rajkot.		
<b>Date of Incorporation</b>	05-11-2014		
<b>LLPIN</b>	AAC-8787		
<b>Listing details</b>	N.A.		
<b>PAN</b>	AADFF9547J		
<b>Registered Office Address</b>	Office No. 219, Four Plus, Sardar Nagar Main Road Opp. Vikas Medical Store, Astron Chowk Rajkot, Gujrat 360001 IN		
<b>Designated Partners*</b>	<b>Name</b>	<b>DIN</b>	
	Vishal Pankaj Dedhia	00728370	
	Vishal Dineshbhai Chavda	03094339	
<b>Financial Information (In ₹):</b>			
<b>Particulars</b>	<b>2017<sup>^</sup></b>	<b>2016<sup>^</sup></b>	<b>2015<sup>^</sup></b>

<b>Partners Funds</b>			
- <b>Contribution Received</b>	10,00,000	10,00,000	10,00,000
- <b>Reserves &amp; surplus</b>	13,10,880	(12,65,604)	(2,57,268)
<b>Revenue from Operation</b>	1,43,63,940	30,87,093	12,54,742
<b>Profit/(Loss) after tax</b>	25,76,784	(10,08,336)	(2,57,268)

\* As per information given by "M/s. White Organic Agro Limited" they are currently hold 75% of profit-sharing ratio and appointed as designated partner. But till the date of this draft prospectus neither copy of revised LLP agreement has been provided to us nor the ROC data has been updated.

^Financial information as per data available from ROC till the date of this draft prospectus. No data available for FY 2017-18 in ROC.

**Designated Partners as per ROC data:**

<b>NAME OF DESIGNATED PARTNERS</b>	<b>PROFIT SHARING RATIO</b>
Vishal Pankaj Dedhia	50
Vishal Dineshbhai Chavda	50
<b>TOTAL</b>	<b>100</b>

\*Please see note above

## RELATED PARTY TRANSACTIONS

For details on related party transactions (As per the requirement under Accounting Standard 18 “Related Party Disclosure” issued by ICAI) of our Company during the restated audit period as mentioned in this draft prospectus i.e. for the 9 month period ended 31 December 2018, and for the financial year ended 2018, 2017 and 2016, please refer to Section titled, **Financial Information - Note 26 - Related Party Transactions**, beginning on page 135 of this Draft Prospectus.

## **DIVIDEND POLICY**

Our Company does not have any formal dividend policy for the equity shares. Our Company can pay Final dividends upon a recommendation by Board of Directors and approval by majority of the members at the Annual General Meeting subject to the provisions of the Articles of Association and the Companies Act, 2013. The Members of our Company have the right to decrease, not to increase the amount of dividend recommended by the Board of Directors. The Articles of Association of our Company also gives the discretion to Board of Directors to declare and pay interim dividends.

The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both which shall be arrived at after providing for depreciation in accordance with the provisions of Companies Act, 2013. The declaration and payment of dividend will depend on a number of factors, including but not limited to the results of operations, earnings, capital requirements and surplus, general financial conditions, applicable Indian legal restrictions, contractual obligations and restrictions, restrictive covenants under the loan and other financing arrangements to finance the various projects of our Company and other factors considered relevant by our Board of Directors.

Our Company has not declared any dividend on the Equity Shares in each of the Financial Years ended on March 31, 2016, 2017, 2018 and for the period ended December 31, 2018 as per our Restated Financial Statements.



## SECTION IX: FINANCIAL INFORMATION

### AUDITOR'S REPORT ON RESTATED FINANCIAL STATEMENT

To,  
**The Board of Directors**  
**White Organic Retail Limited**  
312A, Kailash Plaza, Vallabh Baug Lane,  
Ghatkopar (East), Mumbai 400 077

Dear Sirs,

1. We have examined the attached Restated Financial Information of **“White Organic Retail Limited”** (Formerly known as White Organic Retail Private Limited) (the “Company”), comprising the Restated Statement of Assets and Liabilities as at 31<sup>st</sup> December 2018, and 31 March 2018, 2017, and 2016, the Restated Statements of Profit and Loss (including other comprehensive income), the Restated statement of changes in equity, the restated Cash Flow Statement for the 9 months period ended on 31<sup>st</sup> December 2018 and for the years ended March 31, 2018, 2017 and 2016, the Summary Statement of Significant Accounting Policies, and other explanatory information (collectively, the “Restated Financial Information”), as approved by the Board of Directors of the Company at their meeting held on 28.02.2019 for the purpose of inclusion in the Draft Prospectus/Prospectus prepared by the Company in connection with its proposed Initial Public Offer of equity shares (“IPO”) prepared in terms of the requirements of:
  - a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the “Act”);
  - b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”); and
  - c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (“ICAI”), as amended from time to time (the “Guidance Note”).
2. The Company’s Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the Draft Prospectus/Prospectus to be filed with Securities and Exchange Board of India, Relevant Stock Exchange and Registrar of Companies, Maharashtra in connection with the proposed IPO. The Restated Financial Information has been prepared by the management of the Company on the basis of preparation stated in Note 1 to the Restated Financial Information. The Board of Directors of the company’s responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.
3. We have examined such Restated Financial Information taking into consideration:
  - a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 11<sup>TH</sup> February 2019 in connection with the proposed IPO of equity shares of the Company;
  - b) The Guidance Note. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
  - c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and
  - d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.
4. These Restated Financial Information have been compiled by the management from:
  - a) Audited special purpose interim Ind AS financial statements of the Company as at and for the 9 months period ended on 31<sup>st</sup> December 2018 prepared in accordance with Indian Accounting Standard (Ind AS) 34 "Interim Financial Reporting", specified under section 133 of the Act and other accounting principles generally accepted in India (the “Special Purpose Interim Ind AS Financial Statements”) which have been approved by the Board of Directors at their meeting held on 21.02.2019.

- b) Audited Ind AS financial statements of the Company as at and for the years ended March 31, 2018, 2017 and 2016, prepared in accordance with the Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on 30.05.2018, 18.05.2017 and 30.05.2016 respectively.
5. We have audited the special purpose financial information of the Company for the period ended on 31<sup>st</sup> December 2018 prepared by the Company in accordance with the Ind AS for the limited purpose of complying with the requirement of getting its financial statements audited by an audit firm holding a valid peer review certificate issued by the "Peer Review Board" of the ICAI as required by ICDR Regulations in relation to proposed IPO. We have issued our report dated 21.02.2019 on this special purpose financial information to the Board of Directors who have approved these in their meeting held on 21.02.2019.
6. For the purpose of our examination, we have relied on:
- a) Auditors' reports issued by us dated 21.02.2019 on the financial statements of the Company as at and for the 9 months period ended on 31<sup>st</sup> December 2018, and for the year ended on 31<sup>st</sup> March 2018 as referred in Paragraph 4 above; and
- b) Auditors' Report issued by the Previous Auditors dated 18.05.2017 and 30.05.2016 on the financial statements of the Company as at and for the years ended March 31, 2017, and 2016 as referred in Paragraph 4 above.

The audits for the financial years ended on March 2017 and 2016 were conducted respectively by the Company's previous auditors, N.K. Jalan & Co. (the "Previous Auditors"), and accordingly reliance has been placed on the restated statement of assets and liabilities and the restated statements of profit and loss (including other comprehensive income), statement of change in equity and restated cash flow statements, the Summary Statement of Significant Accounting Policies, and other explanatory information (collectively, the "2017, and 2016 Restated Financial Information") examined by them for the said years. The examination report included for the said years is based solely on the report submitted by the Previous Auditors.

They have also confirmed that the 2017, and 2016 Restated Financial Information:

- a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial year ended March 31, 2017, 2017 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the 9 months period ended 31<sup>st</sup> December 2018 and year ended on 31<sup>st</sup> March 2018;
- b) have been prepared after incorporating proforma Ind AS adjustments to the audited Indian GAAP financial statements as at and for the year ended March 31, 2016 as described in Note 25 to the Restated Financial Information
- c) have been made after giving effect to the matter(s) giving rise to modifications (if any) mentioned in paragraph 7 below; and
- d) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.
7. The audit reports on the financial statements issued by us and previous Auditors were not modified and not included any matter(s) giving rise to modifications on the financial statements as at and for the years ended March 31, 2018, 2017, 2016
8. As indicated in our audit reports referred above:
- a) The company does not have any branches or joint operations therefore question as to audit of branches and joint operations will not arise.
- b) The company does not have any subsidiary, associates and joint ventures therefore question as to audit of consolidated financial statement will not arise.
9. Based on examination report provided by the Previous Auditors, the audit reports on the financial statements issued by the Previous Auditors included following other matters:
- a) The company does not have any branches or joint operations therefore question as to audit of branches and joint operations will not arise.

- b) The company does not have any subsidiary, associates and joint ventures therefore question as to audit of consolidated financial statement will not arise.
10. Based on our examination and according to the information and explanations given to us and also as per the reliance placed on the examination report submitted by the Previous Auditors for the respective periods/years, we report that the Restated Financial Information:
- a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended March 31, 2018, 2017, and 2016 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the 9 month period ended on 31<sup>st</sup> December 2018
  - b) have been prepared after incorporating proforma Ind AS adjustments to the audited Indian GAAP financial statements as at and for the year ended March 31, 2016 as described in Note 1 to the Restated Financial Information
  - c) have been made after giving effect to the matter(s) giving rise to modifications mentioned in paragraph [7] above; and
  - d) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

We have also examined the following other 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 ended on December 31, 2018 and for the year ended on March 31, 2018, 2017 and 2016 proposed to be included in the Draft Prospectus / Prospectus (“**Offer Document**”).

**Annexure to restated financial statements of the Company: -**

- i. Summary statement of assets and liabilities, as restated as appearing in ANNEXURE I;
- ii. Summary statement of profit and loss, as restated as appearing in ANNEXURE II;
- iii. Summary statement of cash flow as restated as appearing in ANNEXURE III;
- iv. Reconciliation of Restated Equity as restated as appearing in ANNEXURE IV;
- v. Significant accounting policies as restated as appearing in Note 1;
- vi. Details of tangible Fixed Assets as restated in Note 2 to this report;
- vii. Details of intangible Fixed Assets as restated in Note 3 to this report;
- viii. Details of long-term loans and advances as restated as appearing in Note 4 to this report;
- ix. Details of other non-current assets as restated as appearing in note 5 to this report;
- x. Details of Inventories as restated as appearing in note 6 to this report;
- xi. Details of trade receivables as restated as appearing in note 7 to this report;
- xii. Details of cash & cash equivalents as restated as appearing in note 8 to this report;
- xiii. Details of short-term loans & advances as restated as appearing in note 9 to this report;
- xiv. Details of Other Current Assets as restated as appearing in note 10 to this report;
- xv. Details of share capital as restated as appearing in Note 11 to this report;
- xvi. Details of reserves and surplus as restated as appearing in Note 12 to this report;
- xvii. Details of Deferred Tax Liability as restated in Note 13 to this report;
- xviii. Details of short-term borrowings as restated as appearing in Note 14 to this report;
- xix. Details of trade payables as restated as appearing in Note 15 to this report;
- xx. Details of other current liabilities as restated as appearing in Note 16 to this report;
- xxi. Details of short-term Provisions as restated as appearing in Note 17 to this report;
- xxii. Details of revenue from operations as restated as appearing in note 18 to this report;
- xxiii. Details of revenue from other income as restated as appearing in note 19 to this report;
- xxiv. Details of purchase as restated as appearing in note 20 to this report;
- xxv. Details of Change in Inventories as restated as appearing in note 21 to this report;
- xxvi. Details of Employee Benefit Expenses as restated as appearing in Note 22 to this report;
- xxvii. Details of Depreciation as restated as appearing in Note 23 to this report;
- xxviii. Details of Other Expenses as restated as appearing in Note 24 to this report;
- xxix. Notes on restated financial statement as appearing in Note 25 to this report;
- xxx. Details of Related Party transaction as restated as appearing in Note 26 to this report;
- xxxi. Details of Tax Shelter as restated as appearing in Note 27 to this report;
- xxxii. Details of Capitalisation statement as restated as appearing in Note 28 to this report;

11. The Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the special purpose interim financial statements and audited financial statements mentioned in paragraph 4 above.
12. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by the Previous Auditors, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
13. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
14. Our report is intended solely for use of the Board of Directors for inclusion in the Draft Prospectus or Prospectus to be filed with Securities and Exchange Board of India, Relevant Stock Exchange and Registrar of Companies, [State] in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

**For Gupta Raj & Co.**  
**Chartered Accountants**  
**FRN: 001687N**

S/d-

**CA. Nikul Jalan**  
**Designation: Partner**  
**Mem No. 112353**

**Place of Signature: Mumbai**  
**Date: 28/02/2019**

<b>ANNEXURE I</b>					
<b>WHITE ORGANIC RETAIL LIMITED</b>					
<b>RESTATED BALANCE SHEET</b>					
<b>(Amt in Rs.)</b>					
<b>PARTICULARS</b>	<b>Note No.</b>	<b>As at</b>			
		<b>31-12-2018</b>	<b>31-03-2018</b>	<b>31-03-2017</b>	<b>31-03-2016</b>
<b>ASSETS</b>					
<b>Non-Current Assets</b>					
(a) Property, Plant and Equipment	2	3,19,642	3,51,522	2,02,375	25,180
(b) Intangible assets	3	86,299	15,548		
(b) Financial Assets - Loans	4	12,95,34,544	10,30,00,000	11,80,00,000	11,80,00,000
(d) Deferred Tax Assets (Net)		-	-	-	-
(e) Other non-current assets	5	30,000	6,60,000	6,60,000	-
<b>Current Assets</b>					
(a) Inventories	6	7,67,81,909	4,00,17,273	2,08,474	-
(b) Financial Assets					
(i) Trade Receivables	7	28,90,90,388	33,31,06,524	1,35,52,819	-
(ii) Cash and Cash Equivalents	8	68,25,883	32,04,844	99,649	30,410
(ii) Other Bank balances		-	-	-	-
(iii) Other assets	9	9,76,75,489	-	25,00,000	41,992
(c) Other Current Assets	10	19,21,204	2,13,85,044	95,58,000	95,58,000
<b>Total</b>		<b>60,22,65,358</b>	<b>50,17,40,755</b>	<b>14,47,81,316</b>	<b>12,76,55,582</b>
<b>EQUITY AND LIABILITIES</b>					
<b>Equity</b>					
(a) Equity Share Capital	11	3,00,00,000	1,00,000	1,00,000	1,00,000
(b) Other Equity	12	20,36,66,456	4,48,48,433	1,46,03,063	87,34,702
<b>Liabilities</b>					
<b>Non-Current Liabilities</b>					
(a) Financial Liabilities Borrowings		-	-	-	-
(b) Deferred Tax Liabilities	13	17,044	14,851	10,865	4,992
<b>Current Liabilities</b>					
(a) Financial Liabilities					
(i) Borrowings	14	2,03,43,070	14,40,69,344	11,43,57,324	11,67,37,850
(ii) Trade Payable	15	14,55,36,190	29,83,77,408	1,20,56,961	-
(b) Other Current Liabilities	16	18,61,59,957	19,28,362	19,56,542	20,76,385
(c) Provisions	17	1,65,42,640	1,24,02,357	16,96,561	1,653
<b>Total</b>		<b>60,22,65,358</b>	<b>50,17,40,755</b>	<b>14,47,81,316</b>	<b>12,76,55,582</b>
Significant Accounting Policies		1			
Notes to Financial Statements		1 - 27			

<b>ANNEXURE II</b>					
<b>WHITE ORGANIC RETAIL LIMITED</b>					
<b>RESTATED STATEMENT OF PROFIT AND LOSS</b>					
<b>(Amt in Rs.)</b>					
<b>PARTICULARS</b>	<b>Note No.</b>	<b>For the period ended</b>			
		<b>31-12-2018</b>	<b>31-03-2018</b>	<b>31-03-2017</b>	<b>31-03-2016</b>
<b>(1) Revenue</b>					
(a) Revenue from Operations	18	1,15,49,52,849	82,92,76,006	1,42,62,138	-
(b) Other Income	19	85,64,750	1,06,79,870	1,12,61,847	1,06,54,350
<b>Total Income (1)</b>		<b>1,16,35,17,599</b>	<b>83,99,55,876</b>	<b>2,55,23,985</b>	<b>1,06,54,350</b>
<b>(2) Expenses</b>					
(a) Purchases of Stock-in-Trade	20	1,12,99,68,670	83,19,16,154	1,23,43,912	-
(b) Changes in Inventories	21	(3,67,64,636)	(3,98,08,799)	(2,08,474)	-
(c) Employees Benefit Expenses	22	5,44,004	17,75,522	19,32,586	20,30,580
(d) Finance Cost		-	-	-	-
(e) Depreciation & Amortisation Expenses	23	46,629	43,358	10,825	-
(f) Other Expenses	24	72,70,942	23,05,100	28,07,504	51,60,586
<b>Total Expenses (2)</b>		<b>1,10,10,65,608</b>	<b>79,62,31,335</b>	<b>1,68,86,353</b>	<b>71,91,166</b>
<b>(3) Profit/(Loss) before tax (1-2)</b>		<b>6,24,51,991</b>	<b>4,37,24,541</b>	<b>86,37,632</b>	<b>34,63,184</b>
<b>(4) Tax expense</b>					
(a) Current Tax		1,73,71,774	1,34,75,185	27,63,398	10,68,492
(b) Deferred Tax		2,193	3,986	5,873	4,183
(c) MAT Credit		-	-		-
<b>(5) Profit/(Loss) for the period/ year (3-4)</b>		<b>4,50,78,023</b>	<b>3,02,45,370</b>	<b>58,68,361</b>	<b>23,90,509</b>
<b>(6) Other Comprehensive Income</b>		-	-	-	-
<b>(7) Total Comprehensive Income (5+6)</b>		<b>4,50,78,023</b>	<b>3,02,45,370</b>	<b>58,68,361</b>	<b>23,90,509</b>
<b>EPS (Face Value of Rs. 10/-) in Rupees</b>					
(a) Basic	25	23.66	42.01	8.15	3.32
(b) Diluted		23.66	42.01	8.15	3.32

<b>ANNEXURE III</b>				
<b>WHITE ORGANIC RETAIL LIMITED</b>				
<b>RESTATED CASH FLOW STATEMENT</b>				
<b>(Amt. in Rs.)</b>				
<b>PARTICULARS</b>	<b>For the period ended</b>			
	<b>31-12-2018</b>	<b>31-03-2018</b>	<b>31-03-2017</b>	<b>31-03-2016</b>
<b>A. Cash flow from operating activities:</b>				
Profit/ (Loss) before tax	<b>6,24,51,991</b>	<b>4,37,24,541</b>	<b>86,37,632</b>	<b>34,63,184</b>
<b>Adjustments for:</b>				
Depreciation	46,629	43,358	10,825	-
Interest received	(85,64,750)	(1,06,79,870)	(1,06,20,000)	(1,06,20,000)
Other Income	-	-	(6,41,847)	(34,350)
Finance Costs	-	-	-	-
<b>Operating Profit before working capital changes</b>	<b>5,39,33,870</b>	<b>3,30,88,029</b>	<b>(26,13,390)</b>	<b>(71,91,166)</b>
<b>Adjustments for: -</b>				
(Increase)/ Decrease in Inventories	(3,67,64,636)	(3,98,08,799)	(2,08,474)	-
(Increase)/Decrease in Trade Receivables	4,40,16,136	(31,95,53,706)	(1,35,52,819)	-
(Increase)/Decrease in Other Current Financial Assets	(9,76,75,489)	25,00,000	(24,58,008)	(98,689)
(Increase)/Decrease in Other non-current assets	6,30,000	-	(6,60,000)	-
(Increase)/Decrease in Other Current Assets	1,94,63,841	(1,18,27,045)	-	-
Increase/(Decrease) in Trade Payables	(15,28,41,218)	28,63,20,447	1,26,98,808	-
Increase/(Decrease) in Other Current Liabilities	18,42,31,595	(28,180)	(1,19,843)	5,16,159
<b>Cash generated from operations</b>	<b>1,49,94,098</b>	<b>(4,93,09,253)</b>	<b>(69,13,725)</b>	<b>(67,73,696)</b>
Net Income Tax (paid) / refunds	(1,32,31,491)	(27,69,389)	(10,68,490)	(10,04,722)
<b>Net cash from operating activities (A)</b>	<b>17,62,607</b>	<b>(5,20,78,641)</b>	<b>(79,82,216)</b>	<b>(77,78,418)</b>
<b>B. Cash flow from investing activities:</b>				
Purchase of property, plant and equipment	-	(1,90,053)	(1,88,020)	-
Purchase of intangible assets	(85,500)	(18,000)		
Investment in Fixed Deposit (maturity more than 3 months)		-		-
Loan repayment received	(2,65,34,543)	1,50,00,000		
Other Income	-	-		
Interest Income	85,64,750	1,06,79,870	1,06,20,000	1,06,20,000
<b>Net Cash (used in) / from investing activities (B)</b>	<b>(1,80,55,293)</b>	<b>2,54,71,817</b>	<b>1,04,31,980</b>	<b>1,06,20,000</b>
<b>C. Cash flow from financing activities:</b>				
Net increase / (decrease) in Current Financial Borrowings	(12,37,26,274)	2,97,12,020	(23,80,526)	(28,35,500)
Net increase / (decrease) in Non-current financial borrowings	-	-	-	
Increase in Share Capital	14,36,40,000	-	-	-
Finance Costs paid	-	-	-	-
<b>Net Cash used in financing activities (C)</b>	<b>1,99,13,726</b>	<b>2,97,12,020</b>	<b>(23,80,526)</b>	<b>(28,35,500)</b>
<b>Net increase / (decrease) in cash and cash equivalents (A+B+C)</b>	<b>36,21,040</b>	<b>31,05,196</b>	<b>69,238</b>	<b>6,082</b>
Cash and cash equivalents (Opening Balance)	32,04,844	99,649	30,410	24,328
<b>Cash and cash equivalents (Closing Balance)</b>	<b>68,25,883</b>	<b>32,04,844</b>	<b>99,648</b>	<b>30,410</b>
<b>Components of Cash &amp; Cash Equivalent</b>				
a) Cash in Hand	14,383	1,26,793	23,254	6,719
b) Balance with Banks - In Current Account	68,11,500	30,78,051	76,395	23,691
<b>Cash and cash equivalents (Closing Balance)</b>	<b>68,25,883</b>	<b>32,04,844</b>	<b>99,649</b>	<b>30,410</b>
<b>The Cash Flow has been prepared under Indirect method as per Indian Accounting Standard -7 "Cash Flow Statements".</b>				

<b>ANNEXURE IV</b>				
<b>STATEMENT OF CHANGES IN EQUITY</b>				
<b>A. EQUITY SHARE CAPITAL AS RESTATED</b>				
<b>Particulars</b>	<b>As at</b>			
	<b>31-12-2018</b>	<b>31-03-2018</b>	<b>31-03-2017</b>	<b>31-03-2016</b>
Balance at the beginning of the reporting period	1,00,000	1,00,000	1,00,000	1,00,000
Changes during the period	2,99,00,000	-	-	-
<b>Balance at the end of the reporting period</b>	<b>3,00,00,000</b>	<b>1,00,000</b>	<b>1,00,000</b>	<b>1,00,000</b>
<b>B. OTHER EQUITY AS RESTATED</b>				
<b>Particulars</b>	<b>As at</b>			
	<b>31-12-2018</b>	<b>31-03-2018</b>	<b>31-03-2017</b>	<b>31-03-2016</b>
<b>a) Securities Premium Reserve</b>				
Balance as at the beginning of the year	-	-	-	-
Add: Addition during the year	12,08,40,000	-	-	-
Less: Utilised for issue of bonus shares	-	-	-	-
<b>Balance as at the end of the reporting period</b>	<b>12,08,40,000</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>b) Retained Earnings</b>				
Balance as at the beginning of the reporting period	4,48,48,433	1,46,03,063	87,34,702	63,44,193
Add: Addition during the period	4,50,78,023	3,02,45,370	58,68,361	23,90,509
Add: Other	-	-	-	-
Less: Utilised for issue of bonus shares	(71,00,000)	-	-	-
<b>Balance as at the end of the reporting period</b>	<b>8,28,26,456</b>	<b>4,48,48,433</b>	<b>1,46,03,063</b>	<b>87,34,702</b>
<b>Terms / rights attached to equity shares As Restated:</b>				
-The company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share.				
-In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company in proportion to the number of equity shares held by the shareholders, after distribution of all preferential amounts.				

**Note -1**

**RESTATED SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS**

**SIGNIFICANT ACCOUNTING POLICIES:**

**A. Corporate Information**

White Organic Retail Limited was Incorporated on December 19, 2011 as a Private Limited company under the Companies Act, 1956 & subsequently, the company was converted to Public Limited Company vide fresh certificate of incorporation dated April 04, 2018 at Registrar of Companies, Mumbai. The Company is engaged in business of Retail of Organic Products.

**B. Statement of Compliance:**

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013. The financial statements have also been prepared in accordance with the relevant presentation requirements of the Companies Act, 2013.

**C. Basis of Preparation of Financial Statements:**

The restated summary statement of assets and liabilities of the Company as at December 31, 2018, March 31, 2018, 2017, 2016 and the related restated summary statement of profits and loss and restated summary of changes in equity and restated summary statement of cash flows for the nine month period ended 31<sup>st</sup> December 2018 and financial years ended on 31st March 2018, 31st March 2017, 31st March 2016 (herein collectively referred to as ('restated summary statements')) have been compiled by the management from the audited financial statements of the Company for the financial year ended on December 31, 2018, March 31, 2018, 2017, 2016, approved by the Board of Directors of the Company. The restated summary statements have been prepared to comply in all material respects with the provisions of sub-clauses (i) and (iii) of clause (b) of sub-section (1) of section 26 of the Companies Act, 2013 ("the Act") read with Companies (Prospectus and Allotment of Securities) Rules 2014; The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ("ICDR Regulations") and related amendments / clarifications from time to time issued by the Securities and Exchange Board of India ("SEBI") and Guidance note on reports in Companies Prospectus (Revised). The restated summary statements have been prepared specifically for inclusion in the offer document to be filed by the Company with the SME Platform of BSE 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.

All assets and liabilities have been classified as current and non-current as per company's normal operating cycle and other criteria as set out in Schedule III to the Companies Act 2013. The company has ascertained its operating cycle as twelve months for the purpose of current and non-current classifications of assets & liabilities.

**Presentation and disclosure of financial statements**

With effect from 1st April 2016, Ind AS notified under the Act, has become applicable to the company for the preparation and presentation of its financial statements. Accordingly, previous year's figures have been regrouped/reclassified wherever applicable. Appropriate reclassification/regrouping have been made in the Restated Standalone Financial information wherever required, to corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the presentation and recognition as per the audited financial statements of the Company and the requirement of SEBI Regulations. The financial statements are prepared in Indian rupees round off to the nearest rupee.

**D. Use of Estimates:**

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of the accounting policies and the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates. The estimates and underlying assumptions are reviewed on an ongoing basis.

**E. Property, Plant and Equipment – Tangible Assets (Ind AS 16):**

On adoption of Ind AS, the Company retained the carrying value for all of its property, plant and equipment as recognized in the financial statements as at the date of transition to Ind ASs, measured as per the previous GAAP and used that as its deemed cost as permitted by Ind AS 101 'First-time Adoption of Indian Accounting Standards'.

PPE are initially recognised at cost. The initial cost of PPE comprises its purchase price, including non-refundable duties and taxes net of any trade discounts and rebates. The cost of PPE includes interest on borrowings (borrowing cost) directly attributable to acquisition, construction or production of qualifying assets subsequent to initial recognition, PPE are stated at cost less accumulated depreciation (other than freehold land, which are stated at cost) and impairment losses, if any.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation is recognised so as to write off the cost of assets (other than freehold land and capital work in progress) less their residual values over the useful lives, using the Written Down Value Method ("WDV").

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

The residual values, useful life and depreciation method are reviewed at each financial year-end to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between sales proceeds and the carrying amount of the asset and is recognised in profit or loss. Fully depreciated assets still in use are retained in financial statements

**F. Impairment of Assets (Ind AS 36):**

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists.

If the carrying amount of the assets exceed the estimated recoverable amount, impairment is recognized for such excess amount. The impairment loss is recognized as an expense in the Statement of Profit and Loss, unless the asset is carried at revalued amount, in which case any impairment loss of the revalued asset is treated as a revaluation decrease to the extent a revaluation reserve is available for that asset

When there is indication that an impairment loss recognized for an asset in earlier accounting periods which no longer exists or may have decreased, such reversal of impairment loss is recognized in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss.

**G. Inventories:**

Inventories are valued at lower of cost (on weighted average basis) and net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to their present location and condition, including octroi and other levies, transit insurance and receiving charges. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

**H. Financial assets and Financial liabilities:**

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the relevant instrument and are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities measured at fair value through profit or loss) are added to or deducted from the fair value on initial recognition of financial assets or financial liabilities.

**I. Foreign Currency Transaction:**

Foreign Currency Transactions are recorded at exchange rates prevailing on the date of such transaction.

Foreign Currency assets and liabilities at the year-end are realigned at the exchange rate prevailing at the year end and the difference on realignment is recognized in the Statement of profit & Loss.

**J. Revenue Recognition:**

Revenue is recognized to the extent that it can be reliably measured and is probable that the economic benefit will flow to the company.

Revenue from sale of inventories is recognized when the risk and rewards of ownership are passed on to the customers.

Interest income and all other income are accounted on accrual basis.

**K. Taxes on Income:**

Current Tax on income is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income tax act 1961 and based on the expected outcome of assessments/appeals.

Deferred tax assets are recognized and carried forward to the extent that there is a virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred tax assets on business loss are recognized and carried forward to the extent that there is virtual certainty that sufficient taxable income will be available against which such deferred tax asset can be realized.

Minimum Alternative Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the statement of profit and loss and shown as MAT Credit Entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

**L. Employee Benefits:**

**Short-Term Employee Benefits**

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits.

Benefits such as salaries, performance incentives, etc., are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the employee renders the related service

**Post Employment Benefits**

Payments made to a defined contribution plan such as Provident Fund and Family Pension maintained with Regional Provident Fund Office are charged as an expense in the Statement of Profit and Loss as they fall due

**Terminal Benefits**

All terminal benefits are recognized as an expense in the period in which they are incurred

**M. Borrowing Cost:**

Interest and other related costs, including amortized costs of borrowings related to acquisition of qualifying assets are capitalized as part of the respective assets. All the other borrowing costs are charged to revenue.

A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale.

**N. Earnings per Share:**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity Shareholders by the weighted average number of equity shares outstanding during the period, as per Ind AS 33 on Earnings per share.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

**O. Provisions Contingent Liabilities and Contingent Assets:**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent Assets are neither recognized nor disclosed in the financial statements.

**P. Cash and Cash Equivalents:**

The Cash Flow Statement is prepared by indirect method set in Indian Accounting Standard-7 on cash flow statement and presents the cash flows by Operating, Investing and Finance activities of the company. Cash and cash equivalents presented in cash flow consists of cash in hand, cheques in hand, bank balances. The same is in compliance with Ind AS -7 to the extent applicable.

## NOTES ON ACCOUNTS - BALANCE SHEET

### Note: 2

#### PROPERTY, PLANTS & EQUIPMENTS AS RESTATED

Particulars	31-12-2018	31-03-2018	31-03-2017	31-03-2016
<b>Electrical Installations and Equipment</b>				
Opening	19,212	19,212	-	-
Addition/(Deletion)	-	-	19,212	-
Gross Block	19,212	19,212	19,212	-
Less: Accumulated Depreciation	3,814	2,609	785	-
<b>Net Block</b>	<b>15,398</b>	<b>16,603</b>	<b>18,427</b>	-
<b>Plant &amp; Machinery (Office Equipment)</b>				
Opening	2,25,331	35,278	-	-
Addition/(Deletion)	-	1,90,053	35,278	-
Gross Block	2,25,331	2,25,331	35,278	-
Less: Accumulated Depreciation	45,293	26,246	2,668	-
<b>Net Block</b>	<b>1,80,038</b>	<b>1,99,085</b>	<b>32,610</b>	-
<b>Vehicles</b>				
Opening	89,000	89,000	-	-
Addition/(Deletion)	-	-	89,000	-
Gross Block	89,000	89,000	89,000	-
Less: Accumulated Depreciation	18,712	12,371	3,915	-
<b>Net Block</b>	<b>70,288</b>	<b>76,629</b>	<b>85,085</b>	-
<b>Computers</b>				
Opening	5,48,138	5,48,138	5,03,608	5,03,608
Addition/(Deletion)	-	-	44,530	-
Gross Block	5,48,138	5,48,138	5,48,138	5,03,608
Less: Accumulated Depreciation	4,94,220	4,88,933	4,81,885	4,78,428
<b>Net Block</b>	<b>53,918</b>	<b>59,205</b>	<b>66,253</b>	<b>25,180</b>
<b>Furniture and Fittings</b>				
Opening	-	-	-	-
Addition/(Deletion)	-	-	-	-
Gross Block	-	-	-	-
Less: Accumulated Depreciation	-	-	-	-
<b>Net Block</b>	-	-	-	-
<b>Total Tangible Assets</b>	<b>3,19,642</b>	<b>3,51,522</b>	<b>2,02,375</b>	<b>25,180</b>
<b>Total Assets (Net)</b>	<b>3,19,642</b>	<b>3,51,522</b>	<b>2,02,375</b>	<b>25,180</b>
<b>Total Accumulated Depreciation</b>	<b>5,62,039</b>	<b>5,30,159</b>	<b>4,89,253</b>	<b>4,78,428</b>
<b>Depreciation for the year</b>	<b>31,880</b>	<b>40,906</b>	<b>10,825</b>	
<b>Total Assets (Gross)</b>	<b>8,81,681</b>	<b>8,81,681</b>	<b>6,91,628</b>	<b>5,03,608</b>

### Note: 3

#### Intangible Assets

Particulars	31-12-2018	31-03-2018	31-03-2017	31-03-2016
<b>Computer software</b>				
Opening	18,000			-
Addition/(Deletion)	-	18,000	-	-
Gross Block	18,000	18,000		-
Less: Amortisation as on date	5,017	2,452	-	-
<b>Net Block</b>	<b>12,983</b>	<b>15,548</b>	-	-
<b>Trade mark</b>				
Opening				-
Addition/(Deletion)	85,500			-
Gross Block	85,500			-
Less: Amortisation as on date	12,184			-
<b>Net Block</b>	<b>73,316</b>	-	-	-
<b>Net Intangible Assets</b>	<b>86,299</b>	<b>15,548</b>	-	-
<b>Total Accumulated Depreciation</b>	<b>17,201</b>	<b>2,452</b>	-	-
<b>Depreciation for the year</b>	<b>14,749</b>	<b>2,452</b>	-	-

**Note: 4**

**OTHER NON-CURRENT FINANCIAL ASSETS AS RESTATED**

Particular	31-12-2018	31-03-2018	31-03-2017	31-03-2016
<u>Unsecured Loan</u>				
Bhagwati Developers	6,47,11,050	5,25,00,000	5,25,00,000	5,25,00,000
Patel Enterprises	6,48,23,494	5,05,00,000	6,55,00,000	<b>6,55,00,000</b>
<b>Total</b>	<b>12,95,34,544</b>	<b>10,30,00,000</b>	<b>11,80,00,000</b>	<b>11,80,00,000</b>

**Note: 5**

**OTHER NON-CURRENT ASSETS AS RESTATED**

Particulars	31-12-2018	31-03-2018	31-03-2017	31-03-2016
a) <u>Security Deposit</u>				
For Office		6,60,000	6,60,000	
Others	30,000			-
<b>Total</b>	<b>30,000</b>	<b>6,60,000</b>	<b>6,60,000</b>	<b>-</b>

**Note: 6**

**INVENTORIES AS RESTATED**

Particulars	31-12-2018	31-03-2018	31-03-2017	31-03-2016
<u>Stock in Trade</u>				
Finished Goods	7,67,81,909	4,00,17,273	2,08,474	-
<b>Total</b>	<b>7,67,81,909</b>	<b>4,00,17,273</b>	<b>2,08,474</b>	<b>-</b>

**Note: 7**

**TRADE RECEIVABLES AS RESTATED**

Particulars	31-12-2018	31-03-2018	31-03-2017	31-03-2016
(i) Trade Receivables outstanding for a period exceeding six months from the date they are due for payment	-	-	-	-
(II) Others	28,90,90,388	33,31,06,524	1,35,52,819	
<b>Gross Trade Receivables</b>	<b>28,90,90,388</b>	<b>33,31,06,524</b>	<b>1,35,52,819</b>	<b>-</b>
Less: Provision for doubtful Trade Receivables	-	-	-	-
<b>Net Trade Receivables</b>	<b>28,90,90,388</b>	<b>33,31,06,524</b>	<b>1,35,52,819</b>	<b>-</b>
<b>Classification of Trade Receivables</b>				
Unsecured, considered good	28,90,90,388	33,31,06,524	1,35,52,819	-
Doubtful	-	-	-	-
<b>Gross Trade Receivables</b>	<b>28,90,90,388</b>	<b>33,31,06,524</b>	<b>1,35,52,819</b>	<b>-</b>

**Note: 8**

**CASH AND CASH EQUIVALENTS AS RESTATED**

Particulars	31-12-2018	31-03-2018	31-03-2017	31-03-2016
a) Cash on hand	14,383	1,26,793	23,254	6,719
b) Balances with Banks				
In Current Account	68,11,500	30,78,051	76,395	23,691
<b>Total (a + b)</b>	<b>68,25,883</b>	<b>32,04,844</b>	<b>99,649</b>	<b>30,410</b>

**Note: 9**

**OTHER CURRENT FINANCIAL ASSETS AS RESTATED**

Particulars	31-12-2018	31-03-2018	31-03-2017	31-03-2016
a) <u>Loan &amp; Advances to Related Parties</u>				
Unsecured, Considered Good	-	-	-	41,992
b) <u>Loan &amp; Advances to Others</u>				
Unsecured, Considered Good	-	-	25,00,000	-
c) <u>Others</u>				
Advance to creditors	9,76,75,489			
<b>Total (a + b + c)</b>	<b>9,76,75,489</b>	<b>-</b>	<b>25,00,000</b>	<b>41,992</b>

**Note: 10**

**OTHER CURRENT ASSETS AS RESTATED**

Particulars	31-12-2018	31-03-2018	31-03-2017	31-03-2016
a) Prepaid Expenses	6,852	6,852	-	-
b) Interest Receivable	-	1,91,16,000	95,58,000	95,58,000
c) Balances with Government Authorities	19,14,352	22,62,192		
<b>Total (a + b + c)</b>	<b>19,21,204</b>	<b>2,13,85,044</b>	<b>95,58,000</b>	<b>95,58,000</b>

**Note: 11**  
**SHARE CAPITAL AS RESTATED**

Particulars	31-12-2018	31-03-2018	31-03-2017	31-03-2016
<b>Authorised Share Capital</b>				
Equity Shares of Rs. 10/- each	11,00,00,000	1,00,000	1,00,000	1,00,000
<b>Issued Share Capital</b>				
Equity Shares of Rs. 10/- each	3,00,00,000	1,00,000	1,00,000	1,00,000
<b>Subscribed and Fully Paid-up Share Capital</b>				
Equity Shares of Rs. 10/- each	3,00,00,000	1,00,000	1,00,000	1,00,000
	<b>3,00,00,000</b>	<b>1,00,000</b>	<b>1,00,000</b>	<b>1,00,000</b>

**a. Reconciliation of the Shares Outstanding at the beginning and at the end of the reporting period As Restated:**  
**Equity Shares**

Particulars	31-12-2018		31-03-2018		31-03-2017		31-03-2016	
	No. of Shares	In Rs.	No. of Shares	In Rs.	No. of Shares	In Rs.	No. of Shares	In Rs.
Shares Outstanding at the beginning of the period	10,000	1,00,000	10,000	1,00,000	10,000	1,00,000	10,000	1,00,000
Add: Shares issued during the year	22,80,000	2,28,00,000	-	-	-	-	-	-
Add: Bonus Shares issued during the year	7,10,000	71,00,000	-	-	-	-	-	-
Share outstanding at the end of the year	<b>30,00,000</b>	<b>3,00,00,000</b>	<b>10,000</b>	<b>1,00,000</b>	<b>10,000</b>	<b>1,00,000</b>	<b>10,000</b>	<b>1,00,000</b>

**b. Terms / rights attached to equity shares As Restated:**

- The company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share.
- The final dividend declared, if any, is subject to the approval of the members in the Annual General Meeting.
- In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company In proportion to the number of equity shares held by the shareholders, after distribution of all preferential amounts.

**c. Details of Shareholders holding more than 5% shares in the company As Restated:**

**Equity Shares**

Name of the Shareholder	31-12-2018		31-03-2018		31-03-2017		31-03-2016	
	No. of Shares	% Held	No. of Shares	% Held	No. of Shares	% Held	No. of Shares	% Held
White Organic Agro Limited	29,99,994	100%	9,994	100%	9,999	100%	9,999	100%

**Note: 12**  
**OTHER EQUITY AS RESTATED**

Particulars	31-12-2018	31-03-2018	31-03-2017	31-03-2016
<b>a) Securities Premium Reserve</b>				
Balance as at the beginning of the year	-	-	-	-
Add: Addition during the year	12,08,40,000	-	-	-
Less: Utilised for issue of bonus shares	-	-	-	-
<b>Balance as at the end of the year</b>	<b>12,08,40,000</b>	-	-	-
<b>b) Retained Earnings</b>				
Balance as at the beginning of the year	4,48,48,433	1,46,03,063	87,34,702	63,44,193
Add: Profit for the year	4,50,78,023	3,02,45,370	58,68,361	23,90,509
Add: Other adjustment	-	-	-	-
Less: Utilised for issue of bonus shares	(71,00,000)	-	-	-
<b>Balance as at the end of the year</b>	<b>8,28,26,456</b>	<b>4,48,48,433</b>	<b>1,46,03,063</b>	<b>87,34,702</b>
<b>Grand Total (a + b)</b>	<b>20,36,66,456</b>	<b>4,48,48,433</b>	<b>1,46,03,063</b>	<b>87,34,702</b>

Note: All the above items form part of Reserves & Surplus.

**Note: 13**  
**DEFERRED TAX LIABILITIES AS RESTATED**

Particulars	31-12-2018	31-03-2018	31-03-2017	31-03-2016
<b>Deferred Tax Liabilities</b>				
Related to Fixed Assets & Preliminary Expenses	17,044	14,851	10,865	4,992
<b>Total</b>	<b>17,044</b>	<b>14,851</b>	<b>10,865</b>	<b>4,992</b>

**Note: 14**

**CURRENT FINANCIAL BORROWINGS AS RESTATED**

Particulars	31-12-2018	31-03-2018	31-03-2017	31-03-2016
<b>a) Loan Repayable on Demand</b>				
Loan & Advance from Related Parties				
Unsecured Loan	2,03,43,070	14,40,69,344	11,43,57,324	11,67,37,850
<b>Total</b>	<b>2,03,43,070</b>	<b>14,40,69,344</b>	<b>11,43,57,324</b>	<b>11,67,37,850</b>

**Note: 15**

**TRADE PAYBLES AS RESTATED**

Particulars	31-12-2018	31-03-2018	31-03-2017	31-03-2016
From Micro, Small & Medium	-	-	-	-
Others	14,55,36,190	29,83,77,408	1,20,56,961	-
<b>Total</b>	<b>14,55,36,190</b>	<b>29,83,77,408</b>	<b>1,20,56,961</b>	<b>-</b>

Notes: - Trade payables as on 31 December 2018 has been taken as certified by the management of the company.

**Note: 16**

**OTHER CURRENT LIABILITIES AS RESTATED**

Particulars	31-12-2018	31-03-2018	31-03-2017	31-03-2016
<b>b) Other Payables</b>				
Advance from Customers	18,42,24,136	-	-	-
Liability for Expenses	17,28,560	18,62,600	18,10,483	16,79,868
Statutory Dues Payable	2,07,261	65,762	1,46,059	3,96,517
<b>Total</b>	<b>18,61,59,957</b>	<b>19,28,362</b>	<b>19,56,542</b>	<b>20,76,385</b>

**Note: 17**

**SHORT TERM PROVISIONS AS RESTATED**

Particulars	31-12-2018	31-03-2018	31-03-2017	31-03-2016
Provision for Income Tax (net of TDS and Advance tax)	1,65,42,640	1,24,02,357	16,96,561	1,653
<b>Total</b>	<b>1,65,42,640</b>	<b>1,24,02,357</b>	<b>16,96,561</b>	<b>1,653</b>

## NOTES ON ACCOUNTS - STATEMENT OF PROFIT AND LOSS ACCOUNT

### Note: 18

#### REVENUE FROM OPERATIONS AS RESTATED

Particulars	For the period ended			
	31.12.2018	31.03.2018	31.03.2017	31.03.2016
Sale of Products	1,15,49,52,849	82,92,76,006	1,42,62,138	-
Other Operating Income	-	-	-	-
<b>Total</b>	<b>1,15,49,52,849</b>	<b>82,92,76,006</b>	<b>1,42,62,138</b>	<b>-</b>

### Note: 19

#### OTHER INCOME AS RESTATED

Particulars	For the period ended			
	31.12.2018	31.03.2018	31.03.2017	31.03.2016
Interest Income	85,64,750	1,06,79,870	1,06,20,000	1,06,20,000
Sundry balance W/O	-	-	6,41,847	34,350
<b>Total</b>	<b>85,64,750</b>	<b>1,06,79,870</b>	<b>1,12,61,847</b>	<b>1,06,54,350</b>

### Note: 20

#### PURCHASES AS RESTATED

Particulars	For the period ended			
	31.12.2018	31.03.2018	31.03.2017	31.03.2016
Purchases of Stock-in-Trade	1,12,75,69,700	83,19,16,154	1,23,43,912	-
Add: Custom Duty	21,63,876	-	-	-
Add: Clearing & Forwarding	2,35,094	-	-	-
Add: Freight Inward	-	-	-	-
<b>Total</b>	<b>1,12,99,68,670</b>	<b>83,19,16,154</b>	<b>1,23,43,912</b>	<b>-</b>

### Note: 21

#### CHANGES IN INVENTORIES AS RESTATED

Particulars	For the period ended			
	31.12.2018	31.03.2018	31.03.2017	31.03.2016
<b>Change in Stock in Trade</b>				
Opening Stock in Trade	4,00,17,273	2,08,474	-	-
Less: Closing Stock in Trade	7,67,81,909	4,00,17,273	2,08,474	-
<b>Total</b>	<b>(3,67,64,636)</b>	<b>(3,98,08,799)</b>	<b>(2,08,474)</b>	<b>-</b>

### Note: 22

#### EMPLOYEES BENEFIT EXPENSES AS RESTATED

Particulars	For the period ended			
	31.12.2018	31.03.2018	31.03.2017	31.03.2016
Salary & Wages	5,44,004	17,75,522	19,32,586	20,30,580
Staff Welfare	-	-	-	-
<b>Total</b>	<b>5,44,004</b>	<b>17,75,522</b>	<b>19,32,586</b>	<b>20,30,580</b>

### Note: 23

#### DEPRECIATION & AMORTISATION EXPENSES AS RESTATED

Particulars	For the period ended			
	31.12.2018	31.03.2018	31.03.2017	31.03.2016
Depreciation	46,629	40,906	10,825	-
<b>Total</b>	<b>46,629</b>	<b>40,906</b>	<b>10,825</b>	<b>-</b>

### Note: 24

#### OTHER EXPENSES AS RESTATED

Particulars	For the period ended			
	31.12.2018	31.03.2018	31.03.2017	31.03.2016
Accounting Fees	-	-	-	30,000
Advertising Expenses	3,95,238	1,06,609	16,000	59,200
Bank Charges	28,784	14,329	3,459	775
Commission & Brokerage	-	-	8,05,000	20,85,000
Conveyance Expenses	-	-	1,21,848	1,36,660
Discount on Sales	1,56,643	-	30,902	-
Electricity Expenses	34,360	47,230	25,740	-
Fund Deployment Charges	-	-	-	26,00,000
Interest On TDS	-	-	20,256	5,757
Legal and Professional fees	12,28,750	2,85,391	2,39,750	54,960
Internet charges	-	-	4,830	-

Payments to auditors	-	84,960	78,200	34,350
Printing and stationery	1,161	3,200	44,264	35,890
Donation	3,33,333	-	-	-
Sundry Expenses	64,457	2,31,735	2,13,984	93,420
Shop expenses	1,03,307	-	-	-
Telephone Expenses	4,947	14,098	23,652	22,074
Vehicle Running Expenses	-	-	7,530	-
Website Development Charges	61,156	7,025	59,850	-
Transportation	44,689	-	18,625	-
Shop Rent	7,35,000	13,07,250	8,45,250	-
Repair & Maintenance	3,97,360	90,045	-	-
Interest, Rates and taxes (net of reversals)	63,250	42,749	-	2,500
Freight Charges	13,843	45,208	-	-
Travelling and conveyance	18,168	22,776	-	-
Insurance	-	2,495	-	-
Shop Interior Expenses	-	-	2,39,534	-
Sales Promotion expenses	35,86,496	-	8,830	-
<b>Total</b>	<b>72,70,942</b>	<b>23,05,100</b>	<b>28,07,504</b>	<b>51,60,586</b>

**Note 25 NOTES ON RESTATED FINANCIAL STATEMENTS**

**A NOTES ON RESTATEMENT MADE IN FINANCIAL STATEMENT**

**Reconciliation of Restated Profit**

The summary of results of restatement made to the audited financial statements for the respective years and its impact on the profit / (loss) of the Company is as below: -

Particulars	For the period ended			
	31-12-2018	31-03-2018	31-03-2017	31-03-2016
<b>A) Net profit/(loss) as per audited statement of profit &amp; loss</b>	4,50,78,023	3,02,72,087	56,76,343	23,89,001
<b>B) Adjustments</b>				
Preliminary Expenses W/off	-	-	-	-
ROC Fees W/Off	-	-	-	-
Excess Depreciation charged	-	-	-	-
Finance Costs Decapitalized	-	-	-	-
Maintenance Cost Decapitalised	-	-	-	-
Change in Deferred Tax	-	(4,002)	-	-
Change in residual value of asset W/off	-	-	-	-
Change in Provision for Income Tax	-	(22,714)	1,92,018	1,508
<b>Restated Net Profit</b>	<b>4,50,78,023</b>	<b>3,02,45,371</b>	<b>58,68,361</b>	<b>23,90,509</b>

**B MATERIAL REGROUPINGS: -**

Previous year's figures have been regrouped / rearranged wherever necessary, so as to make them comparable

**C OTHER NOTES**

i. The company has converted from a Private limited company to a Public limited company vide fresh Certificate of Incorporation given by the Ministry of Corporate Affairs on 03.05.2018.

ii. **Contingent liabilities and Commitments**

Particulars	For the period ended			
	31-12-2018	31-03-2018	31-03-2017	31-03-2016
<b>A) Contingent Liabilities</b>				
TDS Default as per TRACES portal	37,136	37,038	18,638	5,214
<b>B) Capital Commitments</b>				
Capital Commitments	-	-	-	-

iii. **Expenditure in Foreign Currency**

Particulars	For the period ended			
	31-12-2018	31-03-2018	31-03-2017	31-03-2016
Foreign Exchange - Outgo	1,09,49,155			
CIF Value of Imports	1,12,00,081	-	-	-
Capital Goods-CWIP				
<b>Total</b>	<b>2,21,49,236</b>	<b>-</b>	<b>-</b>	<b>-</b>



iv. **EARNINGS PER SHARE**

Particulars	For the period ended			
	31-12-2018	31-03-2018	31-03-2017	31-03-2016
Profit/(Loss) after Tax	4,50,78,023	3,02,45,370	58,68,361	23,90,509
Equity Shares of Rs.10 each (Nos)	30,00,000	7,20,000	7,20,000	7,20,000
Weighted Average No. of Shares	19,05,600	7,20,000	7,20,000	7,20,000
Basic Earnings Per Share (in Rs.)	23.66	42.01	8.15	3.32
Diluted Earnings Per Share (in Rs.)	23.66	42.01	8.15	3.32

During the year the Company has issued 710, 000 bonus shares of Rs. 10/- each on 25-July-18 in the ratio of 71:1 and after that further increased shar capital of company issuing 2280000 shares of Rs 10 each with premium of Rs 53 each on 10/08/2018 to existing shareholder

- vi. **Disclosure under Indian Accounting Standard 19:**  
The company has not yet been liable for making provision for gratuity. The criteria are fulfilled in the Financial Year 2018-19 and thus the same will be provided for accordingly.
- vii. **Micro, Small & Medium Enterprises Development Act, 2006:**  
As per the explanation given by the management, the company owes no dues to any company/entity that are required to be furnished u/s 22 of the Micro Small and Medium Enterprise. This has been relied upon by the auditors.
- viii. **Segment Reporting**  
No disclosure is required.
- ix. Figures have been rounded off to the nearest rupee.

Note: 26

**RELATED PARTY TRANSACTIONS**

**(i) List of related parties:**

**(a) Key Management Personnel:**

Mr. Darshak Mahesh Rupani	Director
Mr. Prashant Mahesh Rupani	Director

**(b) Other Related Party (Enterprise Owned or significantly influenced by Key Management Personnel)**

Sl. No.	Name of the Company/ LLP	Relationship
1	White Organic Agro Limited	Parent Company
2	Sapna Infratech Pvt Ltd	Company under same management
3	Shree Ram Auto Centre	Relative of Director
4	Future Farm LLP	Company under same management
5	Blueshell Systems Private Limited	Company under same management
6	Rhombus ITES LLP	Company under same management
7	Rhombus Technologies Private Limited	Company under same management

**(ii) Related Party Transactions:**

**For the Financial year ended 2015-16**

Name of the party	Nature of Relation	Nature of Transaction	Opening Bal (Payable)/ Receivable	Debit	Credit	Closing Bal (Payable)/ Receivable
			As on 01-04-15			As on 31-03-16
Mr. Darshak M Rupani	Director	Director Remuneration	18,575	3,83,417	3,60,000	41,992
White Organic Agro limited	Parent Company	Loan	(11,95,73,350)	87,04,000	58,68,500	(11,67,37,850)

**For the Financial year ended 2016-17**

Name of the party	Nature of Relation	Nature of Transaction	Opening Bal (Payable)/ Receivable	Debit	Credit	Closing Bal (Payable)/ Receivable
			As on 01-04-16			As on 31-03-17
Mr. Darshak M Rupani	Director	Director Remuneration	41,992	3,16,734	3,90,000	(31,274)
White Organic Agro limited	Parent company	Loan	(11,67,37,850)	95,85,000	68,80,200	(11,40,33,050)
Shree Ram Auto centre	Relative of Director	Loan	-	6,52,000	9,45,000	(2,93,000)

**For the Financial year ended 2017-18**

Name of the party	Nature of Relation	Nature of Transaction	Opening Bal (Payable)/ Receivable	Debit	Credit	Closing Bal (Payable)/ Receivable
-------------------	--------------------	-----------------------	-----------------------------------	-------	--------	-----------------------------------

			As on 01-04-17			As on 31-03-18
Mr. Darshak M Rupani	Director	Director Remuneration	(31,274)	-	-	(31,274)
Mr. Darshak M Rupani	Director	Loan	-	10,00,000	10,10,000	(10,000)
White Organic Agro limited	Parent company	Loan	(11,40,33,050)	1,78,01,180	4,77,96,200	(14,40,28,070)
Shree Ram Auto centre	Relative of Director	Loan	(2,93,000)	21,30,755	18,37,755	-
Future Farms LLP*	Controlled by Parent	Sale / Purchase	(9,922)	62,507	78,550	(25,966)

\* Future farms LLP was not related party for the FY 2016-17

**For the Nine-month period ended 31st December 2018:**

Name of the party	Nature of Relation	Nature of Transaction	Opening Bal (Payable)/ Receivable	Debit	Credit	Closing Bal (Payable)/ Receivable
			As on 01-04-18			As on 31-12-18
Mr. Darshak M Rupani	Director	Director Remuneration	(31,274)	31,274	-	-
Mr. Darshak M Rupani	Director	Loan	(10,000)	9,44,960	9,34,960	-
White Organic Agro limited	Parent company	Loan / Issue of equity share	(14,40,28,070)	17,19,10,000	2,82,25,000	(3,43,070)
Future Farms LLP	Controlled by Parent	Sale / Purchase	(25,966)		2,09,950	(2,35,916)
Future Farms LLP	Controlled by Parent	Loan	-		2,00,00,000	(2,00,00,000)
Shree Ram Auto centre	Relative of Director	Loan	-	36,25,000	36,25,000	-

Note: 27

**Tax Shelter Statement**

Particulars	For the period ended			
	31-Dec-18	31-Mar-18	31-Mar-17	31-Mar-16
<b>Profit before tax as per Restated P/L (A)</b>	6,24,51,991	4,37,24,541	86,37,632	34,63,184
Normal Corporate Tax Rate	28%	28%	30%	31%
Minimum Alternate Tax	19%	19%	19%	19%
<b>Adjustments</b>				
<b>Permanent Difference (B)</b>				
Expenses Disallowed under Income Tax Act, 1961	-	7,114	20,256	8,257
<b>Total Permanent Difference (B)</b>	-	7,114	20,256	8,257
<b>Timing Difference (C)</b>				
Depreciation as per Books	46,629	43,358	10,825	-
Depreciation as per IT Act	55,147	65,873	29,827	13,537
Disallowance u/s 43 B	-	-	-	-
<b>Total Timing Difference (C)</b>	(8,518)	(22,515)	(19,002)	(13,537)
<b>Net Adjustment (D) = (B) + (C)</b>	(8,518)	(15,401)	1,254	(5,280)
Tax Expense/ (saving) thereon Tax Expense / (saving) thereon	(2,370)	(4,243)	375	(1,632)
<b>Income from other sources (E)</b>				
<b>Exempt Income (F)</b>				-
<b>Taxable Income/(loss) G=(A+D+E-F)</b>	6,24,43,473	4,37,09,140	86,38,886	34,57,904
<b>Brought Forward Loss Set Off</b>				
Ordinary Business Loss	-	-	-	-
Total Loss set off (H)	-	-	-	-
<b>Taxable Income/(loss) (G-H)</b>	6,24,43,473	4,37,09,140	86,38,886	34,57,904
<b>Tax as per Normal Provision</b>	1,73,71,774	1,20,42,961	25,80,435	10,68,492
<b>Interest under section 234 A B C</b>	-	14,32,224	1,82,963	-
<b>Total Tax provision</b>	<b>1,73,71,774</b>	<b>1,34,75,185</b>	<b>27,63,398</b>	<b>10,68,492</b>
<b>Taxable Income/(Loss) as per MAT</b>	6,24,51,991	4,37,24,541	86,37,632	34,63,184
<b>Tax as per MAT</b>	1,19,00,227	83,31,711	16,45,901	6,59,910
<b>Tax Paid as per MAT or Normal Provision</b>	Normal Provision	Normal Provision	Normal Provision	Normal Provision

**Note: 28**  
**Capitalization Statement**

Particulars	Standalone	
	Pre-Issue as at	Adjusted for the post-issue
	31.12.18	
<b>Borrowings</b>		
Short term debt (A)	2,03,43,070	2,03,43,070
Long term debt (B)	-	-
<b>Total Debts (C)</b>	<b>2,03,43,070</b>	<b>2,03,43,070</b>
<b>Shareholder's fund</b>		
Share Capital	3,00,00,000	5,45,40,000
Reserve & Surplus	20,36,66,456	33,37,28,456
<b>Total Shareholder's fund (D)</b>	<b>23,36,66,456</b>	<b>38,82,68,456</b>
<b>Long Term Debt / Shareholder's fund (B/D)</b>	-	-
<b>Total Debt/ Shareholder's fund (C/D)</b>	<b>0.09</b>	<b>0.05</b>

**Summary of Accounting ratios (Other Financial Information)**

S. No.	Particulars	Calculation	31-12-2018	31-03-2018	31-03-2017	31-03-2016
1	Basic Earnings per share (Rs.)	Restated PAT attributable to Equity Shareholders	4,50,78,023	3,02,45,370	58,68,361	23,90,509
		Weighted Average Number of Equity Shares	19,05,600	7,20,000	7,20,000	7,20,000
		<b>Basic Earnings Per Share (Rs.)</b>	<b>23.66</b>	<b>42.01</b>	<b>8.15</b>	<b>3.32</b>
2	Net Asset Value per equity share (Rs.)	ASSETS	60,22,65,358	50,17,40,755	14,47,81,316	12,76,55,582
		LIABILITIES	36,85,98,901	45,67,92,322	13,00,78,253	11,88,20,880
		Net Asset value (Assets-Liability)	23,36,66,457	4,49,48,433	1,47,03,063	88,34,702
		Total Number of Equity Shares outstanding	30,00,000	7,20,000	7,20,000	7,20,000
		<b>Net Asset Value per equity share (Rs.)</b>	<b>77.89</b>	<b>62.43</b>	<b>20.42</b>	<b>12.27</b>
3	Return on Net Worth	Restated PAT attributable to Equity Shareholders	4,50,78,023	3,02,45,370	58,68,361	23,90,509
		EQUITY SHARE CAPITAL+RESERVES AND SURPLUS*	23,36,66,456	4,49,48,433	1,47,03,063	88,34,702
		<b>Ratio</b>	<b>19.29%</b>	<b>67.29%</b>	<b>39.91%</b>	<b>27.06%</b>
4	EBITDA	Earnings before interest tax depreciation and amortisation	<b>6,24,98,620</b>	<b>4,37,67,899</b>	<b>86,48,457</b>	<b>34,63,184</b>

\* For calculating EPS and NAV per share effect of bonus share has been given retrospectively

## FINANCIAL INDEBTEDNESS

Based on the independent examination of Books of Accounts, Audited Financial Statements and other documents of the issuer Company, White Organic Retail Limited and further explanations and information provided by the management of the Companies, which we believe to be true and correct to the best of our information and belief, the financial indebtedness of the company as at 31<sup>st</sup> December 2018 are as mentioned below:

### A. Secured Loan:

The company has not taken any secured loan from any Bank/FIs during the period covered under restated audited period i.e. for the period ended December 31, 2018 and Financial Year ended March 31, 2018, 2017 and 2016.

### B. Unsecured Loan:

The company has taken unsecured loan from related parties during the period covered under restated audited period i.e. for the period ended December 31, 2018 and Financial Year ended March 31, 2018, 2017 and 2016. The outstanding details are as under:

Name of the party	Nature of Relation	31-12-2018	31-03-2018	31-03-2017	31-03-2016
White Organic Agro limited	Parent company	(3,43,070)	(14,40,28,070)	(11,40,33,050)	(11,67,37,850)
Shree Ram Auto centre	Promoter of Issuer Company is proprietor	-	-	(2,93,000)	-
Mr. Darshak M Rupani	Promoter Director	-	(41,274)	(31,274)	-
Future Farms LLP	Controlled by Parent company of Issuer Company	(2,00,00,000)	-	-	-
<b>Total</b>		<b>(2,03,43,070)</b>	<b>(14,40,69,344)</b>	<b>(11,43,57,324)</b>	<b>(11,67,37,850)</b>

**Terms of Loan:** Repayable on demand. However, on August 10, 2018, the Unsecured Loan of White Organic Agro Limited (Promoter Company) amounting Rs. 14,36,40,000 has been converted into 22,80,000 equity shares of White Organic Retail Limited @ Rs. 63/- each given to parent company, as mutually decided by them. The conversion of loan into equity has been approved by both the Company vide their Board Resolution dated 09/08/2018 of White Organic Agro Limited and Board Resolution Dated 10/08/2018 of White Organic Retail Limited respectively.

**Rate of Interest:** Nil

**For Gupta Raj & Co.**  
**Chartered Accountants**  
**FRN: 001687N**

**CA. Nikul Jalan**  
**Designation: Partner**  
**Mem No. 112353**

**Place of Signature: Mumbai**  
**Date: 28/02/2019**

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

*You should read the following discussion of our financial condition and results of operations together with our restated financial statements for the nine month ended December 31, 2018 and Financial Year ended March 31, 2018, 2017 and 2016 including the notes and significant accounting policies thereto and the reports thereon, which appear elsewhere in this Draft Prospectus. You should also see the section titled "Risk Factors" beginning on page 19 of this Draft Prospectus, which discusses a number of factors and contingencies that could impact our financial condition and results of operations. The following discussion relates to our Company, unless otherwise stated, is based on restated audited financial statements.*

*These financial statements have been prepared in accordance with Ind AS, the Companies Act and the SEBI (ICDR) Regulations and restated as described in the report of our auditors dated February 28, 2019, which is included in this Draft Prospectus under the section titled "Financial Information" beginning on page 119 of this Draft Prospectus. The restated financial statements have been prepared on a basis that differs in certain material respects from generally accepted accounting principles in other jurisdictions, including US GAAP and IFRS. We do not provide a reconciliation of our restated financial statements to US GAAP or IFRS and we have not otherwise quantified or identified the impact of the differences between Indian GAAP and U.S. GAAP or IFRS as applied to our restated financial statements.*

*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 "Risk Factors" and "Forward Looking Statements" beginning on pages 19 and 13 respectively, and elsewhere in this Prospectus*

*Accordingly, the degree to which the financial statements in this Draft Prospectus will provide meaningful information depends entirely on such potential investor's level of familiarity with Indian accounting practices. Our F.Y. ends on March 31 of each year; therefore, all references to a particular fiscal are to the twelve-month period ended March 31 of that year. Please also refer to section titled "Certain Conventions, Use of Financial, Industry and Market Data and Currency Presentation" beginning on page 11 of this Draft Prospectus.*

### **BUSINESS OVERVIEW**

Our company was originally incorporated as "Sapna Infraventure Private Limited" on December 19, 2011 with a view of doing Real Estate Development Business Activity. Later the name of the company was changed to White Organic Private Limited in the year 2016 and to White Organic Limited in the year 2018.

In the year 2016, the company diversify its business from Real Estate Development Activity to deals in Organic Product and started Distribution and Retailing of its Organic Products. The company is into trading of Agriculture produce like Cereals, Pulses, Grains, Fruits and Vegetables. The first retail shop of the company has been started from Chembur (Mumbai) in the year 2017 and now the business of the company is spread to Gujarat also.

The company has all the organic products under a single brand name "White Organics". The Company currently run their business through wholesale & Distribution, E-Marketing and Retails Outlets etc.

Our Company is promoted by White Organic Agro Limited, Mr. Darshak Mahesh Rupani and Mr. Prashantt Mahesh Rupani. The promoters have rich experience in this industry domain and are not only successfully managing the Company but have also taken the company to a new height every year.

Our Turnover has crossed Rs. 100 crores for the nine-month period ended December 31, 2018 from Rs. 1.43 crores in the F.Y 2016-17.

**Future Plans for Distribution and Retail:** The management has launched the franchisee module for the retail network. In the first phase of expansion the company is looking to setup 40+ retail outlets across Mumbai, Pune, Nasik, Ahmedabad, Surat, Vadodra, Rajkot and different educated, Health conscious and densely populated sectors across India. With the help of these distribution network / franchisee model, the management is very optimistic for the value addition and sales growth of the company.

Our Company is also planning for introducing a wide range of products like; Cow Ghee, Jaggery and Moringa, Sweetners, Juices, Beauty Products, Snacks, Syrups, Health Powders, Churans, Mukhwass, Incence Sticks, Soap, Aloe Vera Juices, Aloe Vera Gel etc.

The company is planning to launch the capsule range like Amla, Haldi, Jvara etc and medicinal and nutritional powders like Amla, Ashwagandha, Gokharu, Moringa, Rasayan etc.

*For Detailed information on our business, please refer to chapter titled “Our Business” beginning from page no. 76 of this Draft Prospectus*

## **SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST AUDITED PERIOD**

In the opinion of the Board of Directors of our Company, since the date of the last audited period i.e. December 31, 2018 as disclosed in this Draft Prospectus, there have not arisen any circumstance that materially or adversely affect or are likely to affect the trading or profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months except as follows:

1. The Board of Directors have decided to get their equity shares listed on SME Exchange and pursuant to Section 62(1)(c) of the Companies Act 2013, by a resolution passed at its meeting held on February 08, 2019, proposed the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.
2. The shareholders of the Company have, pursuant to Section 62(1)(c) of the Companies Act 2013, by a special resolution passed in the Extra Ordinary General Meeting held on February 21, 2019 authorized the Initial Public Offer.

## **KEY FACTORS AFFECTING OUR RESULTS OF OPERATION**

1. Our dependence on limited number of customers for a significant portion of our revenues;
2. Any failure to comply with the financial and restrictive covenants under our financing arrangements;
3. Our exposure to risks associated with fluctuations in foreign exchange rates;
4. Our ability to retain and hire key employees or maintain good relations with our workforce;
5. Impact of any reduction in sales of the products of our customers or defects in our customer’s products;
6. Realization of Contingent Liabilities, if any;
7. Increased competition in industries/sector in which we operate;
8. General economic and business conditions in India and in the markets in which we operate and in the local, regional and national economies;
9. Changes in laws and regulations relating to the Sectors in which we operate;
10. Political instability or changes in the Government in India or in the government of the states where we operate could cause us significant adverse effects;
11. Any adverse outcome in the legal proceedings in which we are involved;
12. Failure to obtain any applicable approvals, licenses, registrations and permits in a timely manner;
13. Occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition and
14. Our inability to successfully diversify our product offerings may adversely affect our growth and negatively impact our profitability.

## **SIGNIFICANT ACCOUNTING POLICIES:**

Our significant accounting policies are described in the section entitled “Financial Statements as Restated” beginning from page no. 119 of the draft prospectus

## **SUMMARY OF THE RESULTS OF OPERATION:**

The following table sets forth select financial data from restated profit and loss accounts for the nine month ended December 31, 2018 and Financial Year ended March 31, 2018, 2017 and 2016 and the components of which are also expressed as a percentage of total income for such periods.

(Rs. in Lakhs)

Particulars	For the period/year ended							
	31-12-2018	% of Total Income	31-03-2018	% of Total Income	31-03-2017	% of Total Income	31-03-2016	% of Total Income
<b>(1) Revenue</b>								
(a) Revenue from Operations	11,549.53	99.26	8,292.76	98.73	142.62	55.88	-	-
(b) Other Income	85.65	0.74	106.80	1.27	112.62	44.12	106.54	100.00
<b>Total Income (1)</b>	<b>11,635.18</b>	<b>100.00</b>	<b>8,399.56</b>	<b>100.00</b>	<b>255.24</b>	<b>100.00</b>	<b>106.54</b>	<b>100.00</b>
<b>(2) Expenses</b>								
(a) Purchases of Stock-in-Trade	11,299.69	97.12	8,319.16	99.04	123.44	48.36	-	-
(b) Changes in Inventories	(367.65)	(3.16)	(398.09)	(4.74)	(2.08)	(0.82)	-	-
(c) Employees Benefit Expenses	5.44	0.05	17.76	0.21	19.33	7.57	20.31	19.06
(d) Finance Cost	-	-	-	-	-	-	-	-
(e) Depreciation & Amortisation Expenses	0.47	0.00	0.43	0.01	0.11	0.04	-	-
(f) Other Expenses	72.71	0.62	23.05	0.27	28.08	11.00	51.61	48.44
<b>Total Expenses (2)</b>	<b>11,010.66</b>	<b>94.63</b>	<b>7,962.31</b>	<b>94.79</b>	<b>168.86</b>	<b>66.16</b>	<b>71.91</b>	<b>67.50</b>
<b>(3) Profit/(Loss) before tax (1-2)</b>	<b>624.52</b>	<b>5.37</b>	<b>437.25</b>	<b>5.21</b>	<b>86.38</b>	<b>33.84</b>	<b>34.63</b>	<b>32.50</b>
<b>(4) Tax expense</b>								
(a) Current Tax	173.72	1.49	134.75	1.60	27.63	10.83	10.68	10.03
(b) Deferred Tax	0.02	0.00	0.04	0.00	0.06	0.02	0.04	0.04
(c) MAT Credit	-	-	-	-	-	-	-	-
<b>Total Tax Expenses (4)</b>	<b>173.74</b>	<b>1.49</b>	<b>134.79</b>	<b>1.60</b>	<b>27.69</b>	<b>10.85</b>	<b>10.73</b>	<b>10.07</b>
<b>(5) Profit/(Loss) for the period/year (3-4)</b>	<b>450.78</b>	<b>3.87</b>	<b>302.45</b>	<b>3.60</b>	<b>58.68</b>	<b>22.99</b>	<b>23.91</b>	<b>22.44</b>
(6) Other Comprehensive Income	-	-	-	-	-	-	-	-
<b>(7) Total Comprehensive Income (5+6)</b>	<b>450.78</b>	<b>3.87</b>	<b>302.45</b>	<b>3.60</b>	<b>58.68</b>	<b>22.99</b>	<b>23.91</b>	<b>22.44</b>

### **KEY COMPONENTS OF COMPANY'S PROFIT AND LOSS STATEMENT**

**Revenue:** Our revenue comprises of revenue from operations and other income.

**Revenue from operation:** Revenue from operations mainly consists of revenue from Sale of Products.

**Other Income:** Other income primarily comprises of Interest Income.

**Expenses:** Company's expenses consist of Purchases of Stock-in-Trade, Changes in Inventories, Employees Benefit Expenses, Finance Cost, Depreciation & Amortisation Expenses and Other Expenses

**Purchases of Stock-in-Trade** consist of Purchases of Stock-in-Trade, Custom Duty, Clearing & Forwarding and Freight Inward etc.

**Change in Inventories:** It includes opening Stock in Trade and Closing Stock in Trade.

**Employee Benefits Expense:** Employee benefit expense includes Salary & wages and Staff Welfare Expenses.

**Finance Cost:** It's basically interest expenses and other borrowing costs

**Depreciation and Amortization Expense:** We recognize Depreciation and Amortization expense on a Written down value Method (WDV method) as per the rates set forth in the Companies Act, 2013/ Companies Act, 1956, as applicable.

**Other Expenses:** Other expenses mainly consist of Advertisement Expenses, Legal & Professional Expenses, Shop Rent, Repair & Maintenance, Sales Promotion Expenses, Bank Charges, Electricity Expenses, Commission & Brokerage and other miscellaneous charges etc.

#### **FINANCIAL PERFORMANCE HIGHLIGHTS FOR THE NINE MONTH PERIOD ENDED 31<sup>st</sup> DECEMBER 2018.**

**Total Income:** The Company's total income during the nine-month period ended December 31, 2018 was ₹11,635.18 Lacs. The revenue from operations was ₹11,549.53 Lacs which was primarily on account of sale of Organic Product. The total income also consists of interest income amounting to ₹ 85.65 Lakhs as other Income.

**Total Expenses:** The total expenditure excluding tax amount, during the nine-month period ended December 31, 2018 was ₹11,010.66 Lacs. The total expenditure represents 94.63% of the total income. The total expenses are represented by Purchases of Stock-in-Trade, Change in Inventories, Employee Benefits Expense, Finance Cost, Depreciation and Amortization Expense and other expenses etc. The main constituent of total expenditure is Stock-in-Trade consumed, which is ₹10,932.04 Lacs, 93.96% of total income.

**Tax Expenses:** Our tax expenses during the nine-month period ended December 31, 2018, was estimated at ₹173.74 Lakhs representing 1.49% of total income.

**Profit/ (Loss) after tax:** The restated net profit during the nine-month period ended December 31, 2018 was ₹ 450.78 Lacs representing 3.87% of the total income of the Company.

*Since, the results are for Nine Months, Comparison with previous fiscal would not reflect actual performance of the Company, Comparison has not been provided.*

#### **COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2018 WITH FISCAL 2017**

**Revenue from Operation:** During the FY 2017-18 the revenue from operation of the company increased to ₹8,292.76 Lacs as against ₹142.62 Lacs in the FY 2016-17, representing an increase of 5714.53% of the revenue from operation. This increase was mainly due to increase in revenue from operations. During FY 2016-17, the company has diversified and started its business of trading in organic products and operated only for 4 months approx, while during FY 2017-18, the company has in operation for full FY resulting into multifold jump in turn over.

**Other Income:** Other income which mainly consist of interest income for the FY 2017-18 was ₹106.80 Lacs as against ₹112.62 Lacs in the FY 2016-17. The decrease in interest income mainly due to realisation of loan given during the FY.

**Total Expenses:** The total expenditure excluding tax amount, for the FY 2017-18 has increased to ₹7,962.31 Lacs as against ₹168.86 Lacs in the FY 2016-17, representing an increase of 4615.24% from the FY 2016-17. This increase was mainly due to increase in volume of operation during the FY as mentioned in revenue from operation above.

**Purchase of Stock-in-Trade:** Purchase of Stock-in-Trade for the FY 2017-2018 has increased to ₹8,319.16 Lacs as against ₹123.44 Lacs in the FY 2016-17, representing increase of 6639.49% from FY 2016-2017. Purchase of Stock-in-Trade is increased due to increase in volume of operation during the FY as mentioned in revenue from operation above.

**Change in Inventories:** Due to increase in volume of operation during FY 2017-18, the closing stock of goods has been increased to ₹400.17 Lacs as against ₹2.08 Lacs in the FY 2016-17. The closing stock has been increased due to increase in volume of operation during the FY as mentioned in revenue from operation above.

**Employee Benefits Expense:** The Employee Benefits Expense for the FY 2017-2018 has decreased to ₹17.76 Lacs as against ₹19.33 Lacs in the FY 2016-17. The decrease in employee expenses was mainly due to better control of human resources by the company.

**Finance Expenses:** The finance cost of the company is NIL as the company is not availing any loan from any Bank/FIs.

**Depreciation and Amortization Expense:** The Depreciation and Amortization Expense for FY 2017-18 has increased to ₹0.43 Lacs as against ₹0.11 Lacs in the FY 2016-2017. Being into trading activity, the company not required heavy plant & machinery.

**Other Expense:** The Other Expense for FY 2017-18 has decreased to ₹23.05 Lacs as against ₹28.08 Lacs in the FY 2016-17. Other Expenses have decreased mainly due to better control on expenses.



**Profit/ (Loss) Before Tax:** Profit before and Tax for FY 2017-18 has increased to ₹437.25 Lacs as against ₹86.38 Lacs in the FY 2016-17. The increase in profit before tax was 406.21% due to increase in sales volumes thereby absorbing our fixed cost.

**Profit/ (Loss) After Tax:** The restated Profit after Tax for FY 2017-18 has increased to ₹302.45 Lacs as against ₹58.68 Lacs in the FY 2016-17. The increase in profit after tax was 415.40% due to increase in sales volumes thereby absorbing our fixed cost and reducing of corporate tax rate for the FY 2017-18.

## COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2017 WITH FISCAL 2016

**Revenue from Operation:** During the FY 2016-17 the revenue from operation of the company increased to ₹142.62 Lacs as against ₹ Nil in the FY 2015-16. The company has not any business operational activity and earned only interest income during FY 2015-16. During FY 2016-17, the company has diversified and started its business of trading in organic products and operated only for 4 months approx.

**Other Income:** Other income which mainly consist of interest income for the FY 2016-17 was ₹112.62 Lacs as against ₹106.54 Lacs in the FY 2015-16. The increase in interest income mainly due to increase of loan given during the FY.

**Total Expenses:** The total expenditure excluding tax amount, for the FY 2016-17 has increased to ₹168.86 Lacs as against ₹71.91 Lacs in the FY 2016-17, representing an increase of 134.82% from the FY 2015-16. This increase was mainly due to increase in volume of operation during the FY as mentioned in revenue from operation above.

**Purchase of Stock-in-Trade:** Purchase of Stock-in-Trade for the FY 2016-2017 has increased to ₹123.44 Lacs as against ₹ Nil in the FY 2016-17. Purchase of Stock-in-Trade is increased due to start of trading operation during the FY as mentioned in revenue from operation above.

**Change in Inventories:** Due to start of trading operation during FY 2016-17, the closing stock of goods has been increased to ₹2.08 Lacs as against ₹ Nil in the FY 2015-16. The closing stock has been increased due to start of trading operation during the FY as mentioned in revenue from operation above.

**Employee Benefits Expense:** The Employee Benefits Expense for the FY 2016-2017 has decreased to ₹19.93 Lacs as against ₹20.31 Lacs in the FY 2015-16. The decrease in employee expenses was mainly due to better control of human resources by the company.

**Finance Expenses:** The finance cost of the company is NIL as the company is not availing any loan from any Bank/FIs.

**Depreciation and Amortization Expense:** The Depreciation and Amortization Expense for FY 2016-17 has increased to ₹0.11 Lacs as against ₹ Nil in the FY 2015-2016. Being into trading activity, the company not required heavy plant & machinery.

**Other Expense:** The Other Expense for FY 2016-17 has decreased to ₹28.08 Lacs as against ₹51.61 Lacs in the FY 2015-16. Other Expenses have decreased mainly due to better control on expenses.

**Profit/ (Loss) Before Tax:** Profit before and Tax for FY 2016-17 has increased to ₹86.38 Lacs as against ₹34.63 Lacs in the FY 2015-16. The increase in profit before tax was 149.41% due to increase in total income thereby absorbing our fixed cost.

**Profit/ (Loss) After Tax:** The restated Profit after Tax for FY 2016-17 has increased to ₹58.68 Lacs as against ₹23.91 Lacs in the FY 2015-16. The increase in profit after tax was 145.49% due to increase in total income thereby absorbing our fixed cost.

### An analysis of reasons for the changes in significant items of income and expenditure is given hereunder:

#### 1. *Unusual or infrequent events or transactions*

The company has diverted from Real Estate Development activity to deals in Organic Product in the year 2016. There was no business activity of the company from Real Estate Development activity and the company earned only interest income. However, since 2016, after starting the dealing in organic product, the company got good response from the market and there is multifold jump in turnover of the company. The company is continued with its current operation of dealing in organic products since than.

#### 2. *Significant economic changes that materially affected or are likely to affect income from continuing operations.*

There are no significant economic changes that may materially affect or likely to affect income from continuing operations. However, Government policies governing the sector in which we operate as well as the overall growth of

the Indian economy has a significant bearing on our operations. Major changes in these factors can significantly impact income from continuing operations.

**3. *Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.***

Apart from the risks as disclosed under Section “*Risk Factors*” beginning on page 19 in the draft prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

**4. *Expected Future changes in relationship between costs and revenues***

Our Company’s future costs and revenues will be determined by demand/supply situation, Government Policies and Currency fluctuations.

**5. *Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or increased sales prices***

Changes in revenue in the last three financial years are as explained in the part “Comparison of the financial performance of Fiscal 2018 with Fiscal 2017 and Comparison of the financial performance of Fiscal 2017 with Fiscal 2016” above.

**6. *Total turnover of each major industry segment in which our Company operates***

The Company is in the business of trading of Organic Products. Relevant industry data, as available, has been included in the chapter titled “*Industry Overview*” beginning on page 60 of this Prospectus.

**7. *Status of any publicly announced New Products or Business Segment***

Our Company has not announced any new product other than disclosed in this draft prospectus.

**8. *Seasonality of business***

Fruits, vegetables, Cereals, Herbs are harvested in different seasons and so our business is seasonal in nature and accordingly products made of agriculture products are dependent on seasonal crops. So, our operating results for different periods may not be comparable and hence could adversely affect the valuation and prices of our equity shares in the future.

**9. *Dependence on few customers/ clients***

As per our books of Accounts, our top ten customers contribute almost 76.96% of our total sales for the period nine-month ended December 31, 2018. Our top ten suppliers contribute almost 91.88% of our total purchase for the period ended December 31, 2018.

**10. *Competitive conditions***

Competitive conditions are as described under the Chapters “*Industry Overview*” and “*Our Business*” beginning on page 60 and 76 respectively of the Prospectus.

**11. *Details of material developments after the date of last balance sheet i.e. September 30,2018***

Except as mentioned in this Prospectus, no circumstances have arisen since the date of last financial statement until the date of filing the Prospectus, which materially and adversely affect or are likely to affect the operations or profitability of our Company, or value of its assets, or its ability to pay its liability within next twelve months.

## SECTION X: LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as described below, there are no outstanding litigations, suits, civil or criminal prosecutions or proceedings against our Company, our Directors, our Promoters and Entities Promoted by our Promoters before any judicial, quasi-judicial, arbitral or administrative tribunals or any disputes, tax liabilities, non-payment of statutory dues, over dues to banks/financial institutions, defaults against banks/financial institutions, defaults in dues towards instrument holders like debenture holders, fixed deposits, defaults in creation of full security as per terms of issue/ other liabilities, proceedings initiated for economic/ civil/ any other offences (including past cases where penalties may or may not have been imposed and irrespective of whether they are specified under paragraph (i) of Part I of Schedule XIII of the Companies Act, 1956 and/or paragraph (i) of Part I of Schedule V of the Companies Act, 2013) against our Company, our Directors, our Promoters and the Entities Promoted by our Promoters, except the following:*

*Further, except as stated herein, there are no past cases in which penalties have been imposed on our Company, the Promoters, directors, Promoter Group companies and there is no outstanding litigation against any other company whose outcome could have a material adverse effect on the position of our Company. Neither our Company nor its Promoters, members of the Promoter Group, Subsidiaries, associates and Directors have been declared as willful defaulters by the RBI or any other Governmental authority and, except as disclosed in this section in relation to litigation, there are no violations of securities laws committed by them in the past or pending against them.*

*Further, apart from those as stated below, there are no show-cause notices / claims served on the Company, its Promoters, its Directors or it's Group Companies from any statutory authority / revenue authority that would have a material adverse effect on our business.*

Unless stated to the contrary, the information provided below is as of the date of this draft prospectus.

#### I. CONTINGENT LIABILITIES OF OUR COMPANY

Particulars	For the period ended			
	31-12-2018	31-03-2018	31-03-2017	31-03-2016
TDS Default as per TRACES portal	37,136	37,038	18,638	5,214

#### II. LITIGATION INVOLVING OUR COMPANY

##### A. LITIGATION AGAINST OUR COMPANY

1. **Criminal matters:** Nil

2. **Litigation Involving Actions by Statutory/Regulatory Authorities:** Nil

3. **Litigation involving Tax Liabilities**

(i) **Direct Tax Liabilities**

a. Income Tax department has initiated proceedings u/s 143(3) of the Income Tax Act, 1961 and served notice dated 09/08/2018 u/s 143(2) of the act for the AY.2017-18. The same is under process.

b. The Company has defaulted in payment of Tax Deducted at Source as follows:

Financial Year	Interest on Payment u/s 201	Late Filing Fee u/s 234E	Interest u/s 220(2)	Total Defaults
2018-19	98	-	-	98
2017-18	-	18,400	-	18,400
2016-17	70	13,354	-	13,424
Prior Years	822	3,600	792	5,214
<b>Total</b>	<b>990</b>	<b>35,354</b>	<b>792</b>	<b>37,136</b>

(ii) **Indirect Taxes Liabilities:** Nil

4. **Other Pending Litigations:** Nil

## B. CASES FILED BY OUR COMPANY

1. **Litigation Involving Criminal matters:** Nil

2. **Litigation Involving Actions by Statutory/Regulatory Authorities:** Nil

3. **Litigation involving Tax Liabilities:**

(i) **Direct Tax Liabilities:** Nil

(ii) **Indirect Taxes Liabilities:** Nil

4. **Other Pending Litigations:** Nil

## III. LITIGATION INVOLVING OUR DIRECTORS

### A. LITIGATION AGAINST OUR DIRECTORS

1. **Criminal matters**

Sr. No.	Case No.	Name of Court	Filed by	Filed Against	Particulars	Amount	Stage
1	5941/SS/2015	Metropolitan Magistrate of 40 <sup>th</sup> Court, Goregaon, Mumbai	The Assistant Registrar of Companies, Maharashtra, Mumbai	Mr. Darshak Mahesh Rupani Mr. Prashant Mahesh Rupani White Organic Agro Ltd. And Others.	Complaint u/s 629 A of Companies Act, 1956 for contravention of section 205 C of the Companies Act, 1956 read with Rule 3 & 4 of the Investor Education and Protection Fund (IEPF) Rules, 2012.	Not Available	Complaint filed on 22.12.2015 First presented for Hearing on 28.05.2016 Next date of hearing on 11.06.2019

2. **Litigation Involving Actions by Statutory/Regulatory Authorities**

**Details of any inquiry, inspection or investigation initiated / action taken under present or previous company's laws in last five years against the directors of the company:**

Due to non-filing of Annual Reports & Annual Returns of Sapna Infratech Private Ltd. Mr. Darshak Mahesh Rupani and Mr. Prashant Mahesh Rupani was disqualified from directorship u/s 274 of the Companies Act, 2013 of Sapna Infratech Private Limited for the period of 11<sup>th</sup> Jan, 2015 to 31<sup>st</sup> Oct, 2021.

Subsequently, under Condonation of Delay Scheme, 2018, the Company has filed all the due returns and on 29.03.2018 has paid a penalty of Rs.30,000/-. Post which the status of the Directors was revived/qualified.

3. **Litigation involving Tax Liabilities**

(i) **Direct Tax Liabilities:**

**Mr. Darshak Mahesh Rupani:**

(a) Mr. Darshak Mahesh Rupani had received a demand notice dated 03.01.2017 u/s 143(3) of the Income Tax Act, 1961 for the AY 2014-15 demanding an additional Tax of Rs.9,46,130/- (including interest for the period) by an addition of Rs.16,01,814/- to his total income for the AY 2014-15. The learned Assessing Officer has added sales proceeds of sale of shares of Rs.15,39,088/- as unexplained cash credit and also added Rs.62,726/- Credit Card Expenses in business income. Mr. Darshak Mahesh Rupani has filed an appeal on 31.01.2017 before the Commissioner of Income Tax Appeals for disallowance of such addition. The matter is presently pending before the appellate authority.

- (b) Mr. Darshak Mahesh Rupani had received a demand notice dated 30.12.2017 u/s 143(3) of the Income Tax Act, 1961 for the AY 2013-14 demanding an additional Tax of Rs.24,69,330/- (including interest for the period) by an addition of Rs.50,46,387/- to his total income for the AY 2013-14. The learned assessing officer has added Rs.49,47,438/- in the Income and also added 2 percentage of the Sales Proceeds i.e. Rs.98,949/- as a commission given for arranging the said transaction. Mr. Darshak Mahesh Rupani has filed an appeal on 24.01.2018 before the Commissioner of Income Tax Appeals for disallowance of such addition. The matter is presently pending before the appellate authority.
- (c) There was an Outstanding demand for AY 2011-12 of Rs.1,37,54,700/-. The Assessing Officer vide show cause notice number ITBA/PNL/S/271(1)(c)/2018-19/1014503989(1) dated 22/12/2018 requested Mr. Darshak Rupani to appear before him on 07.01.2019. The matter has been closed by the AO and order has been sent.
- (d) There is an outstanding demand for the A.Y. 2017-18 for Rs.32,910/-. There was a disallowance of loss claimed aggregating to Rs.1,23,600/-, as the return of the A.Y. 2009 for which set off of loss is claimed was furnished beyond the due date specified under sub-section (1) of section 139- 143(1)(a)(iii).

(ii) **Indirect Taxes Liabilities:** Nil

4. **Other Pending Litigations:** Nil

#### **B. LITIGATION FILED BY OUR DIRECTORS**

1. **Litigation Involving Criminal matters:** Nil

2. **Litigation Involving Actions by Statutory/Regulatory Authorities:** Nil

3. **Litigation involving Tax Liabilities**

(i) **Direct Tax Liabilities:** Nil

(ii) **Indirect Taxes Liabilities:** Nil

4. **Other Pending Litigations:** Nil

#### **IV. LITIGATION INVOLVING OUR PROMOTERS AND PROMOTER GROUP**

##### **A. LITIGATION AGAINST OUR PROMOTERS AND PROMOTER GROUP**

1. **Litigation Involving Criminal matters**

Same matter as mentioned in point No. III (A) (1) above.

2. **Litigation Involving Actions by Statutory/Regulatory Authorities**

##### **A. White Organic Agro Limited (erstwhile White Diamond Industries Ltd.):**

Assistant Registrar of Companies, Mumbai (Ministry of Corporate Affairs, office of the Registrar of Companies) under section 206(4) of Companies Act, 2013 as a part of inquiry, sought for certain information/explanation from the Company, vide their Letter No. ROC/JTA/(M)/206(4)/55860/1/5319, Dated 25.11.2016. Pursuant to that, that Company vide their letter dated 31.12.2016 replied to the purported letter and provided information/documents.

Till the date of this Draft Prospectus, the Company has not been asked for to submit other information/documents with respect to the said inquiry.

##### **B. Mr. Darshak Mahesh Rupani:**

Due to non-filing of Annual Reports & Annual Returns of Sapna Infratech Private Ltd, Mr. Darshak Mahesh Rupani was disqualified from directorship u/s 274 of the Companies Act, 2013 of Sapna Infratech Private Limited for the period of 11<sup>th</sup> Jan, 2015 to 31<sup>st</sup> Oct, 2021.

Subsequently, under Condonation of Delay Scheme, 2018, the Company has filed all the due returns and on 29.03.2018 has paid a penalty of Rs.30,000/-. Post which the status of Mr. Darshak Mahesh Rupani was revived/qualified.

### 3. Litigation involving Tax Liabilities

#### (i) Direct Tax Liabilities:

#### A. White Organic Agro Limited (erstwhile White Diamond Industries Ltd.):

##### a. Details of Outstanding Income Tax Demand Liability:

A.Y.	Section Code	Date on which demand raised	Outstanding demand amount	Status
2008-09	143(3)	21.03.2010	₹18,363	Disagreement with demand filed on 26.01.2015
2009-10	143(1)(a)	21.03.2011	₹8,46,970	Disagreement with demand filed on 12.12.2014
2009-10	115(WE)	21.03.2011	₹2,822	Pending with AO
2011-12	143(1)(a)	23.01.2012	₹6,590	Pending with CPC
2013-14	143(3)	10.03.2016	₹1,02,900	Pending with AO
2016-17	143(1)(a)	24.11.2016	₹63,430	Pending with CPC

##### b. The Company has defaulted in payment of Tax Deducted at Source as follows:

Financial Year	Short Payment	Short Deduction	Interest on Payment default u/s 201	Interest on Deduction default u/s 201	Late Filing Fee u/s 234E	Interest u/s 220(2)	Total Defaults
2017-18	-	3,696	109	252	-	-	4,075
2016-17	-	10,000	-	1,000	6,800	340	18,140
Prior Years	6,430	-	13840.50	-	4,034	35	24,339.50
<b>Total</b>	<b>64,30</b>	<b>13,696</b>	<b>13949.50</b>	<b>1,252</b>	<b>10,834</b>	<b>375</b>	<b>46536.50</b>

#### B. Mr. Darshak Mahesh Rupani:

Same matter as mentioned in point No. III (A) (3) above.

#### (ii) Indirect Taxes Liabilities: Nil

#### 4. Other Pending Litigations: Nil

### B. LITIGATION FILED BY OUR PROMOTERS AND PROMOTER GROUP

#### 1. Litigation Involving Criminal matters: Nil

#### 2. Litigation Involving Actions by Statutory/Regulatory Authorities: Nil

### 3. Litigation involving Tax Liabilities

#### (i) Direct Tax Liabilities: Nil

#### (ii) Indirect Taxes Liabilities: Nil

#### 4. Other Pending Litigations: Nil

### V. LITIGATION INVOLVING OUR GROUP ENTITIES

#### 1. Litigation Involving Criminal matters: Nil

#### 2. Litigation Involving Actions by Statutory/Regulatory Authorities: Nil

### 3. Litigation involving Tax Liabilities

(i) **Direct Tax Liabilities:** Nil

(ii) **Indirect Taxes Liabilities:** Nil

4. **Other Pending Litigations:** Nil

VI. **Penalties imposed in past cases for the last five years:** Nil

**OUTSTANDING DUES TO SMALL SCALE UNDERTAKINGS OR ANY OTHER CREDITORS**

There are no disputes with such entities in relation to payments to be made to our Creditors. The details pertaining to amounts due towards such creditors are available on the website of our Company.

Below are the details of the Creditors where outstanding amount as on December 31, 2018:

<b>Name</b>	<b>Balance as on December 31, 2018</b>
Total Outstanding dues to Micro and Small & Medium Enterprises	Nil
Total Outstanding dues to Creditors other than Micro and Small & Medium Enterprises	₹1455.36 Lakhs

**Outstanding Litigations involving the Company or involving any other person or company whose outcome may have a material adverse effect on the Company's results of operations or financial position.**

Except as described above, as on date of this Draft Prospectus, there are no outstanding litigations involving the Company, or involving any other person or company whose outcome may have a material adverse effect on the Company's results of operations or financial position.

**There are no litigations or legal actions, pending or taken, by any Ministry or Department of the Government or a statutory authority against our Promoters during the last 5 years.**

**Pending proceedings initiated against our Company for economic offences.**

There are no pending proceedings initiated against our Company for economic offences.

**Inquiries, investigations etc. instituted under the Companies Act, 2013 or any previous companies enactment in the last 5 years against our Company.**

There are no inquiries, investigations etc. instituted under the Companies Act or any previous companies enactment in the last 5 years against our Company.

**Material Fraud against our Company in the last five years**

There has been no material fraud committed against our Company in the last five years.

**Fines imposed or compounding of offences for default**

There are no fines imposed or compounding of offences for default or outstanding defaults.

**Non-Payment of Statutory Dues**

Except as disclosed in the chapter titled "*Financial Statements*" beginning on pages 119 there are have been no defaults or outstanding defaults in the payment of statutory dues payable under the Employees Provident Funds and Miscellaneous Provisions Act, 1952 and the Employees State Insurance Act, 1948.

**MATERIAL DEVELOPMENTS OCCURING AFTER LAST BALANCE SHEET DATE**

Except as disclosed in Chapter titled "*Management's Discussion & Analysis of Financial Conditions & Results of Operations*" beginning on page 139 of this draft prospectus, there have been no material developments that have occurred after the Last Balance Sheet Date.

## GOVERNMENT AND OTHER APPROVALS

### GOVERNMENT & OTHER KEY APPROVALS

Our Company has received the necessary licenses, permissions and approvals from the Central and State Governments and other government agencies/regulatory authorities/certification bodies required to undertake the Issue or continue our business activities. In view of the approvals listed below, we can undertake the Issue and our current business activities and no further major approvals from any governmental/regulatory authority or any other entity are required to be undertaken, in respect of the Issue or to continue our business activities. It must, however, be distinctly understood that in granting the above approvals, the Government of India and other authorities do not take any responsibility for the financial soundness of our Company or for the correctness of any of the statements or any commitments made or opinions expressed in this behalf.

The main objects clause of the Memorandum of Association of our Company and the objects incidental, enable our Company to carry out its activities.

### APPROVALS FOR THE ISSUE

The following approvals have been obtained or will be obtained in connection with the Issue:

1. The Board of Directors have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a resolution passed at its meeting held on 08<sup>th</sup> February 2019 authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.
2. The shareholders of our Company have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a special resolution passed in the Extra Ordinary General Meeting held on 21<sup>st</sup> February 2019 authorized the Issue.
3. In-principle approval dated [●] from the BSE to use the name of BSE for listing of the Equity Shares issued by our Company pursuant to the Issue.
4. The ISIN of the Company is INE06CG01019.

### APPROVALS PERTAINING TO INCORPORATION OF OUR COMPANY

Sr. No.	Description	Authority	Registration Number	Date of Certificate	Date of Expiry
1.	Certificate of Incorporation In the name of Sapna Infraventure Private Limited	ROC- Maharashtra, Mumbai	CIN-U45400MH2011PTC225123	19 <sup>th</sup> December, 2011	Valid until Cancelled
2.	Certificate of Incorporation pursuant to change of name to White Organic Retail Private Limited	ROC- Maharashtra, Mumbai	CIN-U01100MH2011PTC225123	28 <sup>th</sup> September, 2016	Valid until Cancelled
3.	Certificate of Incorporation Consequent upon conversion to Public Limited Company as White Organic Retail Limited	ROC- Maharashtra, Mumbai	CIN-U01100MH2011PLC225123	04 <sup>th</sup> April , 2018	Valid until Cancelled



## BUSINESS RELATED APPROVALS

### Approvals/registration valid

Sr. No.	Description	Authority	Registration Number	Date of Certificate	Date of Expiry
1.	Certificate of Importer Exporter-Code	Office of Additional Director General of Foreign Trade	IEC code: AAQCS7491E	October 31, 2017	Perpetual
2.	APEDA Registration Cum-Membership Certificate	Agriculture and Processed Food Products Export Development Authority (Ministry of Commerce and Industry, Govt. of India)	194027	December 27, 2018	December 26, 2023
3.	Udyog Aadhaar MSME Registration Certificate	Ministry of Micro, Small & Medium Enterprises	MH19D0019420	Commencement Date: October 27, 2016	Perpetual
4.	FSSAI License	Food and Drug Administration, Maharashtra State	10018022008522	Date of Issue: December 07, 2018	December 06, 2019
5.	Registration Certificate of Establishment*	Office of the Inspector under Maharashtra Shops & Establishments Act, 1948	762122303	Date of Registration: October 20, 2016	October 14, 2018
6.	Legal Meteorological Certificate	Government of Maharashtra	402800	November 16, 2017	N/A



\* The Company has surrendered the Registration Certificate of Establishment (no. 762122303) required to be taken under Maharashtra Shops & Establishments Act, 1948 on 14.10.2018, because of shop closure and has not applied for the new certificate till date for the New Shop.

## TAX RELATED APPROVALS

Sr. No.	Description	Authority	Registration Number	Date of Certificate	Date of Expiry
1.	Permanent Account Number (PAN) In the name of White Organic Retail Limited	Income Tax Department	AAQCS7491E	April 27, 2018	Valid until cancelled
2.	Tax Deduction Account No. (TAN)	Income Tax Department	MUMS74748C	Applied in the name of White Organic Retail Ltd. on 04.02.2019	Valid until cancelled
3.	Registration Certificate for Goods and Services Tax	Maharashtra Goods & Service Tax Act, 2017	27AAQCS7491E1ZR	July 01, 2017	Perpetual
4.	Certificate of Enrolment -Profession Tax	Department of Goods and Service Tax	27595305960P	In the old name of the Company.	Valid until cancelled
5.	Taxpayer Identification Number (TIN)	Department of Goods & Service Tax Maharashtra	27595305960V	October 27, 2016	Valid until cancelled

**TRADEMARK REGISTRATION**

In order to protect our intellectual property rights, we have applied for the application form for trademark registration summarized as follows: -

Sr. No.	Logo	Class	Owner of Trademark	Application No.	Date of application	Status
1.		29	White Organic Retail Limited	3822043	May 02, 2018	Objected
2.		31	White Organic Retail Limited	3822044	May 02, 2018	Objected
3.		99	White Organic Retail Limited	3822045	May 02, 2018	Objected

## OTHER REGULATORY AND STATUTORY DISCLOSURES

### Authority for the Issue

1. The Fresh Issue of Equity Shares in terms of this prospectus has been authorized by a resolution by the Board of Directors passed at their meeting held on 08<sup>th</sup> February 2019 under Section 62(1)(c) of the Companies Act 2013 and subject to the approval of the members and such other authorities as may be necessary.
2. The Fresh Issue of Equity Shares in terms of this prospectus has been authorized by the shareholders by special resolution at the Extra Ordinary General Meeting held on 21<sup>st</sup> February 2019 under Section 62(1)(c) and other applicable provisions of the Companies Act 2013.
3. Our Company has received approval from BSE vide their letter dated [●] to use the name of BSE in this Prospectus for listing of the Equity Shares on SME Platform of BSE. Bombay Stock Exchange Limited is the Designated Stock Exchange

### Confirmation:

- Our Company, our Promoters, Promoter Group, our Directors, person(s) in control of the promoter or our Company have not been prohibited from accessing the capital market 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.
- Our Company, our Promoters, Promoters' Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018.
- None of our Directors are in any manner associated with the securities market and there has been no action taken by the SEBI against the Directors or any other entity with which our Directors are associated as promoters or directors.
- None of the Directors are associated with any entities, which are engaged in securities market related business and are registered with SEBI for the same.
- There are no violations of securities laws committed by any of them in the past or pending against them, nor have any companies with which any of our Company, our Promoter, Directors, persons in control of our Company or any natural person behind the Promoter are or were associated as a promoter, director or person in control, been debarred or prohibited from accessing the capital markets under any order or direction passed by the SEBI or any other regulatory or government authority.
- Neither our Company, nor our Promoters, our Directors, relatives (as per Companies Act, 2013) of Promoter or the person(s) in control of our Company have been identified as a willful defaulter by the RBI or other governmental authority and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided under Section titled, "*Outstanding Litigations and Material Developments*" beginning on page no. 145 of this Draft Prospectus.
- Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations; and this Issue is an "Initial Public Issue" in terms of the SEBI (ICDR) Regulations.

### Eligibility for the Issue

- Our Company is not ineligible in terms of Regulations 228 of SEBI ICDR Regulations for this Issue as:
  - Neither our company, nor any of its promoters, promoter group or directors are debarred from accessing the capital market by the Board.
  - Neither our promoters, nor any directors of our company is a promoter or director of any other company which is debarred from accessing the capital market by the Board
  - Neither our Promoter nor any of our Directors is declared as Fugitive Economic Offender
  - Neither our Company, nor our Promoter, relatives (as defined under the Companies Act, 2013) of our Promoter nor our Directors, are Willful Defaulters.
- Our Company is eligible for the Issue in accordance with Regulation 229(1) and other provisions of Chapter IX of the SEBI (ICDR) Regulations 2018, as we are an Issuer whose post issue paid up capital will not be more than 10 crores, and we may hence, issue Equity Shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the "SME Platform of BSE Ltd")

**We further confirm that:**

- i. In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this issue is 100% underwritten and that the Lead Manager to the Issue shall underwrite minimum 15% of the Total Issue Size.
- ii. In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed Allottee's in the issue shall be greater than or equal to fifty (50), otherwise, the entire application money will be refunded within 7 (Seven) days of such intimation. If such money is not repaid within 7 (Seven) days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of 8 (Eight) days, be liable to repay such application money, with interest at the rate 15% per annum. 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.
- iii. In terms of Regulation 246 (1) of the SEBI (ICDR) Regulations, 2018, a copy of the Prospectus will be filed with the SEBI through the Lead Manager immediately upon registration of the offer document with the Registrar of Companies.

However, as per Regulation 246 (2) of the SEBI (ICDR) Regulations, 2018, The Board shall not issue any observation on the offer document.

Further, in terms of Regulation 246 (3) of the SEBI (ICDR) Regulations, 2018 the lead manager will also submit a due diligence certificate as per format prescribed by SEBI along with the prospectus to SEBI.

Further, in terms of Regulation 246 (4) of the SEBI (ICDR) Regulations, 2018 the prospectus will be displayed from the date of filling in terms of sub-regulation (1) on the website of the Board, The Lead Manager and the SME Exchange.

Moreover, in terms of Regulation 246 (5) of the SEBI (ICDR) Regulations, 2018, a copy of this Draft Prospectus and Prospectus shall also be furnished to the Board in a soft copy.

- iv. In accordance with Regulation 261 of the SEBI (ICDR) Regulations, we hereby confirm that we have entered into an agreement dated [●] with the Lead Manager and a Market Maker to ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of Equity Shares on the SME Platform of BSE Ltd.

**In terms of Regulation 229(3) of the SEBI (ICDR) Regulations, 2018, We confirm that we have fulfilled eligibility criteria for SME Platform of BSE Limited, which are as under:**

- ❖ Our Company is incorporated under the Companies Act, 1956.
- ❖ The post issue paid up capital (Face Value) of the company will be ₹ 5.45 crores. So, the company has fulfilled the criteria of post issue paid up capital shall not be more than ₹ 25 crores.
- ❖ As per restated financial statement, the net-worth of the company is ₹ 23.37 crores as on 31.12.2018. Our company has positive net-worth. So, the company has fulfilled the criteria of positive net-worth of the company.
- ❖ As per restated financial statement, the net tangible assets of the company are Rs. 23.37 crores as on 31.12.2018. So, the company has fulfilled the criteria of minimum net tangible assets shall not be less Rs. 3 crores.
- ❖ Our Company have a track record of more than 3 years and Positive Cash Accruals (Earnings Before Depreciation and Tax) from operations for more than 2 financial years preceding the Application. So, the company has fulfilled the criteria of having a track record of at least 3 years and Positive Cash Accruals (Earnings Before Depreciation and Tax) from operations for at least 2 financial years preceding the Application.

(Amt. in Lakhs.)

Particulars	Dec 31 <sup>st</sup> 18	F.Y. 2017-18	F.Y. 2016-17	F.Y. 2015-16
Total Income	11635.17	8399.56	255.24	106.54
Earnings Before Depreciation and Tax (as restated)	624.99	437.68	86.48	34.63

- ❖ Our Company has a live and operational website i.e. <http://www.whiteorganics.co.in>
- ❖ Our Company shall mandatorily facilitate trading in demat securities and have entered into an agreement with both the depositories. Our Company has entered into an agreement for registration with the Central Depository Services Limited (CDSL) dated March 09, 2019 and National Securities Depository Limited dated March 07, 2019 for establishing connectivity.
- ❖ There has been no change in the promoter(s) of our Company in the preceding one year from date of filing application to BSE for listing on SME segment.
- ❖ Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
- ❖ There is no winding up petition against our Company, which has been admitted by the Court or a liquidator has not been appointed.
- ❖ No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the applicant 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 ISSUE DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE ISSUE DOCUMENT. THE LEAD MANAGER HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE ISSUE DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE ISSUE DOCUMENT, THE LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER, *M/s. FINSHORE MANAGEMENT SERVICES LIMITED* HAS FURNISHED TO STOCK EXCHANGE A DUE DILIGENCE CERTIFICATE DATED MARCH 27, 2019 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI (ICDR) REGULATION 2018 WHICH SHALL ALSO BE SUBMITTED TO SEBI AFTER REGISTERING THE PROSPECTUS WITH ROC AND BEFORE OPENING OF THE ISSUE IN ACCORDANCE WITH THE SEBI (MERCHANT BANKER) REGULATION, 1992.**

**THE FILING OF THIS ISSUE DOCUMENT DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE OFFER DOCUMENT.**

***THE DUE DILIGENCE CERTIFICATE TO BE SUBMITTED AS PER FORM A OF SCHEDULE V INCLUDING ADDITIONAL CONFIRMATION AS PROVIDED IN FORM G OF SCHEDULE V IS PRODUCED AS UNDER:***

**WE, THE LEAD MERCHANT BANKER TO THE ABOVE-MENTIONED FORTHCOMING ISSUE, STATE AND CONFIRM AS FOLLOWS:**

1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION, INCLUDING COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL WHILE FINALISATION OF THE DRAFT PROSPECTUS PERTAINING TO THE SAID ISSUE;

2. ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:
  - A. THE DRAFT PROSPECTUS FILED WITH THE EXCHANGE/BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS WHICH ARE MATERIAL TO THE ISSUE;
  - B. ALL MATERIAL LEGAL REQUIREMENTS RELATING TO THE ISSUE AS SPECIFIED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND
  - C. THE MATERIAL DISCLOSURES MADE IN THE DRAFT PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL-INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 2013, APPLICABLE PROVISIONS OF THE COMPANIES ACT, 1956, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 AND OTHER APPLICABLE LEGAL REQUIREMENTS.
3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRAFT PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.
4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFILL THEIR UNDERWRITING COMMITMENTS.
5. WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DARFT PROSPECTUS WITH THE BOARD/EXCHANGE TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DARFT PROSPECTUS.
6. WE CERTIFY THAT ALL APPLICABLE PROVISION OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS CONTRIBUTION, HAS BEEN AND SHALL BE DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE DARFT PROSPECTUS.
7. WE UNDERTAKE THAT ALL APPLICABLE PROVISION OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 WHICH RELATE TO RECEIPT OF PROMOTERS CONTRIBUTION PRIOR TO OPENING OF THE ISSUE SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE AND THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD/EXCHANGE. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. – **NOT APPLICABLE**
8. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGE MENTIONED IN THE DARFT PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION.

9. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.
10. WE CERTIFY THAT ALL THE SHARES SHALL BE ISSUED IN DEMATERIALIZED FORM IN COMPLIANCE WITH THE PROVISIONS OF SECTION 29 OF THE COMPANIES ACT, 2013 AND THE DEPOSITORIES ACT, 1996, AND THE REGULATIONS MADE THEREUNDER.
11. WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL-INFORMED DECISION.
12. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT PROSPECTUS:
  - A. AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND
  - B. AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.
13. WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.
14. WE ENCLOSE A NOTE EXPLAINING THE PROCESS OF DUE DILIGENCE THAT HAS BEEN EXERCISED BY US INCLUDING IN RELATION TO THE BUSINESS OF THE ISSUER, THE RISK IN RELATION TO THE BUSINESS, EXPERIENCE OF THE PROMOTERS AND THAT THE RELATED PARTY TRANSACTION ENTERED INTO FOR THE PERIOD DISCLOSED IN THE DRAFT PROSPECTUS HAVE BEEN ENTERED INTO BY THE ISSUER IN ACCORDANCE WITH APPLICABLE LAWS.
15. WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.
16. WE ENCLOSE STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKER BELOW (WHO ARE RESPONSIBLE FOR PRICING THIS ISSUE)', AS PER FORMAT SPECIFIED BY SEBI THROUGH CIRCULAR NO. CIR/CFD/DIL/7/2015 DATED OCTOBER 30, 2015.

**ADDITIONAL CONFIRMATIONS/CERTIFICATION TO BE GIVEN BY MERCHANT BANKER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH ISSUE DOCUMENT REGARDING SME EXCHANGE**

- (1) WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE DRAFT PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.
- (2) WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN DRAFT PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES ISSUED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN.
- (3) WE CONFIRM THAT THE ABRIDGED PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 - **NOTED FOR COMPLIANCE**.
- (4) WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALIZATION OF THE SPECIFIED SECURITIES OF THE ISSUER.

- (5) THE ISSUER HAS REDRESSED AT LEAST NINETY-FIVE PER CENT OF THE COMPLAINTS RECEIVED FROM THE INVESTORS TILL THE END OF THE QUARTER IMMEDIATELY PRECEDING THE MONTH OF FILING OF THE OFFER DOCUMENT WITH THE REGISTRAR OF COMPANIES. - **NOT APPLICABLE**.
- (6) WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 261 AND 262 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 HAVE BEEN MADE.

#### **DISCLAIMER FROM OUR COMPANY AND THE LEAD MANAGER**

Our Company and the Lead Manager accept no responsibility for statements made otherwise than those contained in this Draft Prospectus or in the advertisements or any other material issued by or at our Company's instance and that anyone placing reliance on any other source of information would be doing so at his or her own risk.

#### **CAUTION**

The LM accepts no responsibility, save to the limited extent as provided in the Issue Agreement entered between the LM (Finshore Management Services Limited) and our Company on March 01, 2019, and the Underwriting Agreement dated [●] entered into between the Underwriters and our Company and the Market Making Agreement dated [●] entered into among the Market Maker and our Company.

All information shall be made available by our Company and the LM to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at collection centres or elsewhere.

The LM and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoter Group, Group Entities, and our affiliates or associates, for which they have received and may in future receive compensation.

Note: Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not Issue, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the Issue.

#### **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 majors, HUFs, companies, corporate bodies and societies registered under applicable laws in India and authorized to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, cooperative 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 the Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with a minimum corpus of ₹ 2,500.00 Lakh and pension funds with a minimum corpus of ₹ 2,500.00 Lakh, and permitted non-residents including FIIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India provided that they are eligible under all applicable laws and regulations to hold Equity Shares of our Company. This Draft Prospectus does not, however, constitute an Issue to sell or an invitation to subscribe for Equity Shares Issued hereby in any jurisdiction other than India to any person to whom it is unlawful to make an Issue or invitation in such jurisdiction. Any person into whose possession this Draft Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions.

Any dispute arising out of this Issue will be subject to jurisdiction of the competent court(s) in **Mumbai, Maharashtra, India** only.

No action has been, or will be, taken to permit a public Issuing in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented hereby may not be Issued or sold, directly or indirectly, and this Draft 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 Prospectus nor any sale hereunder shall, under any circumstances, create any



implication that there has been no change in the affairs of our Company from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

#### **DISCLAIMER CLAUSE OF THE SME PLATFORM OF BSE**

As required, a copy of this Offer Document has been submitted to BSE Limited (hereinafter referred to as BSE).

BSE Limited ("BSE") has vide its letter dated [●] given permission to Whites Organic Retail Limited to use its name in the offer document as the Stock Exchange on whose Small and Medium Enterprises platform ("SME platform") the company's securities are proposed to be listed. 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 does not in any manner: -

- i. warrant, certify or endorse the correctness or completeness of any of the contents of this offer documents; or
- ii. warrant that this company's securities will be listed on completion of Initial Public Offering or will continue to be listed on BSE; or
- iii. take any responsibility for the financial or other soundness of this company, its promoters, its management or any scheme or project of this company.
- iv. warrant, certify, or endorse the validity, correctness or reasonableness of the price at which the equity shares are offered by the company and investors are informed to take the decision to invest in the equity shares of the company only after making their own independent enquiries, investigation and analysis. The price at which the equity shares are offered by the company is determined by the company in consultation with the Merchant Banker(s) to the issue and the Exchange has no role to play in the same and it should not for any reason be deemed or construed that the contents of this offer document have been cleared or approved by BSE. Every person who desires to apply for or otherwise acquire 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.
- v. BSE does not in any manner be liable for any direct, indirect, consequential or other losses or damages including loss of profits incurred by any investor or any third party that may arise from any reliance on this offer document or for the reliability, accuracy, completeness, truthfulness or timeliness thereof.
- vi. The company has chosen the SME platform on its own initiative and its own risk, and is responsible for complying with local laws, rules, regulations, and other statutory or regulatory requirements stipulated by BSE/other regulatory authority. Any use of the SME platform and the related services are subject to Indian laws and courts exclusively situated in Mumbai.

#### **DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT**

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be 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 Securities Act. Accordingly, the Equity Shares will be Issued and sold outside the United States in compliance with Regulation S of the Securities Act and the 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 Applicants may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

#### **LISTING**

The Equity Shares of our Company are proposed to be listed on BSE SME. Our Company has obtained in-principle approval from BSE by way of its letter dated [●] for listing of equity shares on BSE SME.

BSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue. If the permission to deal in and for an official quotation of the Equity Shares on the SME Platform is not granted by BSE, our Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of this Prospectus.

If such money is not repaid within eight (8) 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 (8) days, be liable to repay such application money, with interest at the rate as prescribed under the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the SME Platform of BSE mentioned above are taken within Six (6) Working Days of the Issue Closing Date.

#### **FILING**

The Draft Prospectus is being filed with BSE Limited, 20<sup>th</sup> Floor, P.J. Towers, Dalal Street, Fort, Mumbai-400001, Maharashtra.

After getting in-principal approval from BSE, a copy of the Prospectus, along with the documents required to be filed under Section 32 of the Companies Act, 2013 would be delivered for registration to the Registrar of Companies, Mumbai, Maharashtra.

A copy of this Draft Prospectus shall be furnished to SEBI in soft copy. A copy of the Prospectus shall be filed with SEBI immediately upon registration of the Offer document with Registrar of Companies in term of Regulation 246 of the SEBI (ICDR) Regulations, 2018. However, SEBI shall not issue any observation on the Prospectus.

#### **IMPERSONATION**

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

Any person who-

- a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

*Shall be liable to action under Section 447 of the Companies, Act 2013.*

#### **CONSENTS**

Consents in writing of (a) Our Directors, Our Promoters, Our Company Secretary & Compliance Officer, Chief Financial Officer, Our Statutory Auditor, Key Managerial Personnel, Our Peer Review Auditor, Our Banker(s) to the Company; (b) Lead Manager, Registrar to the Issue, Banker(s) to the Issue, Sponsor Bank, Legal Advisor to the Issue, Underwriter(s) to the Issue and Market Maker to the Issue to act in their respective capacities shall be obtained as required under Section 26 of the Companies Act, 2013 and shall be filed along with a copy of the Prospectus with the RoC, as required under Sections 32 of the Companies Act, 2013 and such consents will not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC.

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations 2018, M/s. Gupta Raj & Co. Chartered Accountant, our Peer Review Auditors of the Company has agreed to provide their written consent to the inclusion of their respective reports on "Statement of Tax Benefits" relating to the possible tax benefits and restated financial statements as included in this Draft Prospectus in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of this Draft Prospectus for filling with Roc.

#### **EXPERTS OPINION**

Except for the reports in the Section, **Statement of Possible Tax Benefits and Financial Statement as Restated** on page no 58 and page no 119 of this Draft Prospectus from the Peer Review Auditors and Statutory Auditor respectively; our Company has not obtained any expert opinions. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act 1933.

#### **PARTICULARS REGARDING PUBLIC OR RIGHTS ISSUES DURING THE LAST FIVE (5) YEARS**

Except as stated under Section titled, Capital Structure, beginning on page no. 41 of this Prospectus our Company has not undertaken any previous public or rights issue. Further, we are an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, 2018, amended from time to time and the Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations, 2018, amended from time to time.

### **UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION ON PREVIOUS ISSUES IN LAST 5 YEARS**

Since this is the initial public Issuing of our Company's Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing for or procuring or agreeing to procure subscription for any of the Equity Shares since our incorporation.

### **PARTICULARS IN REGARD TO OUR COMPANY AND OTHER LISTED GROUP-COMPANIES / SUBSIDIARIES/ ASSOCIATES UNDER THE SAME MANAGEMENT WITHIN THE MEANING OF SECTION 186 OF THE COMPANIES ACT, 2013 WHICH MADE ANY CAPITAL ISSUE DURING THE LAST THREE YEARS:**

Neither our Company nor any other companies under the same management within the meaning of Section 186 of the Companies Act, 2013, had made any public issue or rights issue during the last three year. This is the initial public Issuing of our Company's Equity Shares

### **PERFORMANCE VIS-A-VIS OBJECTS–PUBLIC/RIGHT ISSUE OF OUR COMPANY**

Except as stated under Section titled, **Capital Structure**, beginning on page 41 of this Draft Prospectus our Company has not undertaken any previous public or rights issue.

### **PERFORMANCE VIS-A-VIS OBJECTS - LAST ISSUE OF LISTED SUBSIDIARIES/LISTED PROMOTERS**

Our Promoter company M/s. White Organic Agro Limited is listed in BSE since the year 1995. However, the company has not raised any capital via public or right issue in last 5 years.

### **OUTSTANDING DEBENTURES OR BOND ISSUES OR REDEEMABLE PREFERENCE SHARES OR ANY OTHER CONVERTIBLE INSTRUMENTS ISSUED BY OUR COMPANY**

Our Company does not have any outstanding debentures or bonds or Preference Redeemable Shares as on the date of filing this Draft Prospectus.

### **OPTION TO SUBSCRIBE**

Equity Shares being issued through the Draft Prospectus can be applied for in dematerialized form only.

### **STOCK MARKET DATA OF THE EQUITY SHARES**

This being a public Issue of the Equity Shares of our Company, the Equity Shares are not listed on any Stock Exchanges.

### **MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES**

The Company has appointed "Link Time India Private Limited" as the Registrar to the Issue, to handle the investor grievances in co-ordination with the Compliance Officer of the Company.

The Agreement dated [●] amongst the Registrar to the Issue and our Company provides for retention of records with the Registrar to the Issue for a period of at least three (3) year from the last date of dispatch of the letters of allotment, or demat credit or where refunds are being made electronically, giving of unblocking instructions to the clearing system, to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, application number, number of Equity Shares applied for, amount paid on application, Depository Participant, and the bank branch or collection center where the application was submitted.

All grievances relating to the ASBA process may be addressed to the SCSBs, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the relevant Designated Branch or the collection center of the SCSBs where the Application Form was submitted by the ASBA Applicants in ASBA account or UPI ID linked bank account number in which the amount equivalent to the Bid Amount was blocked. Further, the investor shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

The Applicant should give full details such as name of the sole/first Applicant, Application Form number, Applicant DP ID, Client ID, Bank Account No./UPI ID, PAN, date of the Application Form, address of the Applicant, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Application Form was submitted by the Applicant. Further, the investor shall also enclose the Acknowledgement Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

### **DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY**

Our Company estimates that the average time required by our Company or the Registrar to the Issue for the redressal of routine investor grievances shall be fifteen (15) Working Days from the date of receipt of the complaint. In case of

complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Ms. Charmi Sagar Jobalia, Company Secretary, as the Compliance Officer to redress complaints, if any, of the investors participating in the Issue. Contact details for our Company Secretary and Compliance Officer are as follows:

**Ms. Charmi Sagar Jobalia**  
**White Organic Retail Limited**  
312A, Kailash Plaza, Vallabh Baug Lane, Ghatkopar (East),  
Mumbai-400077, Maharashtra, India,  
Tel No.: 022 2501 1983; Email: [info@whiteorganics.co.in](mailto:info@whiteorganics.co.in)

Investors 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 allocation, credit of allotted Equity Shares in the respective beneficiary account etc.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web-based complaints redress system "SCORES". This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website [www.scores.gov.in](http://www.scores.gov.in)

#### STATUS OF INVESTOR COMPLAINTS

We confirm that we have not received any investor complaint during the three years preceding the date of this Draft Prospectus and hence there are no pending investor complaints as on the date of this Draft Prospectus.

#### DISPOSAL OF INVESTOR GRIEVANCES BY LISTED COMPANIES UNDER THE SAME MANAGEMENT AS OUR COMPANY:

M/s. White Organic Agro Limited, a listed company in BSE has redressing routine grievances. As on status dated March 12, 2019 on SEBI SCORES website, the company has received 18 complaints, out of which 17 complaints has been resolved and 1 complaint has been withdrawn. There are no pending complaint as on that date.

#### PRICE INFORMATION OF PAST ISSUED HANDLED BY THE LEAD MANAGER

##### Statement on Price Information of Past Issues handled by Finshore Management Services Limited:

Sr. No.	Issue Name	Issue Size (₹ in Cr.)	Issue Price (In ₹)	Listing Date	Opening price on listing date (In ₹)	+/- % 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	East India Securities Ltd	92.74	920	13/03/2018	921.90	1.02 [+0.72]	0.86 [+5.42]	3.23 [+11.40]
2	Sungold Media And Entertainment Ltd	1.35	10	27/08/2018	9.75	-11.43 [-5.56]	-41.09 [-8.63]	-29.97 [-7.03]
3	Powerful Technologies Ltd	13.54	51	28/08/2018	48.00	-34.65 [-6.48]	-38.71 [-8.97]	-58.33 [-7.94]
4	AKI India Ltd	3.08	11	12/10/2018	11.55	-2.68 [1.22]	-0.87 [+3.67]	N. A.
5	Shree Krishna Infrastructure Ltd	1.17	13	03/12/2018	12.35	-55.87 [-0.96]	-57.09 [-0.49]	N. A.
6	Diksha Greens Ltd	13.32	30	05/12/2018	36.20	106.69 [-0.53]	121.03 [0.50]	N. A.
7	Shankar Lal Rampal Dye-Chem Ltd	7.29	45	24/12/2018	46.15	-1.71 [1.80]	-9.16 [7.60]	N. A.
8	Jonjua Overseas Ltd	1.30	10	25/02/2019	12.00	-6.14 [5.39]	N. A.	N. A.
9	Mahip Industries Ltd	16.63	32	12/03/2019	32.00	N. A.	N. A.	N. A.

Status as on 24-03-2019

1. in case where the security is not being traded on 30th, 90th and 180th day, the previous working day has been considered.
2. in case where 30th, 90th and 180th day is holiday, the previous working day has been considered for benchmark and security purpose.
3. the benchmark index is SENSEX where the securities have been listed in BSE SME and Nifty where securities have been listed in NSE.

**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	0	N. A	N. A	N. A	N. A	N. A	N. A	N. A	N. A	N. A	N. A	N. A	N. A	N. A
2017-18	1	92.74	N. A	N. A	N. A	N. A	N. A	N. A	N. A	N. A	N. A	N. A	N. A	1
2018-19§	8*	57.68	1	N. A	3	1	N. A	N. A	1	1	N. A	N. A	N. A	N. A

§ Status as on 24-03-2019

\* One issue has opened on 12.03.2019, hence - 30th Calendar day is not due.

**TRACK RECORD OF PAST ISSUES HANDLED BY FINSHORE MANAGEMENT SERVICES LIMITED**

For details regarding track record of LM to the Issue as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the LM at: [www.finshoregroup.com](http://www.finshoregroup.com).

## SECTION XI: ISSUE INFORMATION

### TERMS OF THE ISSUE

*The Equity Shares being Issued are subject to the provisions of the Companies Act, SCRA, SCRR, SEBI (ICDR) Regulations, the SEBI Listing Regulations, our Memorandum and Articles of Association, the terms of this Draft Prospectus, the Prospectus, the abridged prospectus, Application Form, CAN, the Revision Form, Allotment advices, and other terms and conditions as may be incorporated in the documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to all applicable laws, 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 GoI, the Stock Exchanges, the RoC, the RBI and/or other authorities, as in force on the date of the Issue and to the extent applicable.*

*Please note that in terms of regulation 256 of the SEBI (ICDR), 2018 read with SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all the investors applying in this issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment i.e. just writing their bank account numbers and authorising the banks to make payment in case of allotment by signing the application forms. As an alternate payment mechanism, Unified Payments Interface (UPI) has been introduced (vide SEBI Circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018) as a payment mechanism in a phased manner with ASBA for applications in public issues by retail individual investors through intermediaries (Syndicate members, Registered Stock Brokers, Registrar and Transfer agent and Depository Participants.*

### AUTHORITY FOR THE PRESENT ISSUE

This Issue has been authorized by a resolution of the Board passed at their meeting held on 08<sup>th</sup> February 2019 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 EGM of the Company held on 21<sup>st</sup> February 2019.

### RANKING OF EQUITY SHARES

The Equity Shares being Issued shall be subject to the provisions of the Companies Act, 2013 and our Memorandum and Articles of Association and shall rank *pari-passu* in all respects with the existing Equity Shares of our Company including rights in respect of dividend. The allottees, upon Allotment of Equity Shares under this Issue, will be entitled to receive dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, please refer to Section titled, “*Description of Equity Shares and Terms of the Articles of Association*”, beginning on page 204 of this Draft Prospectus.

### OFFER FOR SALE

In the case of offer for sale, the dividend for the entire year shall be payable to the transferees and the company has to disclose the name of the entity bearing the cost of making offer for sale along with reasons. However, the present issue does not include offer for sale and hence the said disclosure is not applicable to us.

### MODE OF PAYMENT OF DIVIDEND

Our Company shall pay dividend to the shareholders of our Company in accordance with the provisions of the Companies Act, 2013, as may be applicable, the Articles of Association of our Company, the provisions of the SEBI Listing Regulations and any other rules, regulations or guidelines as may be issued by the Government of India in connection there to and as per the recommendation by our Board of Directors and approved by our Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act, for further details in relation to dividends, please refer to Sections titled, “*Dividend Policy*” and “*Description of Equity Shares and Terms of the Articles of Association*”, beginning on page 118 and 204 respectively, of this Draft Prospectus.

### FACE VALUE AND ISSUE PRICE

The face value of the share of our company is ₹ 10/- per equity share and the issue price is ₹63/- per equity share. The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the Section titled, **Basis for Issue Price**, beginning on page 56 of this Draft Prospectus. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

### COMPLIANCE WITH SEBI (ICDR) REGULATIONS

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations as amended time to time. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

## **RIGHTS OF THE EQUITY SHAREHOLDERS**

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association of our Company, the equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports & notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive Issue for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation; subject to any statutory and other preferential claims being satisfied;
- Right of free transferability of the Equity Shares, 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 company under the previous Companies Act, 1956 and Companies Act, 2013, as may be applicable, terms of the SEBI Listing Regulations and the Memorandum and Articles of Association of our Company.

For further details on the main provision of our Company's Articles of Association dealing with voting rights, dividend, forfeiture and lien, transfer and transmission and/or consolidation/splitting, etc., please refer to Section titled, "**Description of Equity Shares and Terms of the Articles of Association**", beginning on page 204 of this Draft Prospectus.

## **MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT**

In terms of Section 29 of the Companies Act, 2013, the Equity Shares shall be allotted only in dematerialised form. As per the existing SEBI (ICDR) Regulations, the trading of the Equity Shares shall only be in dematerialised form for all investors. In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Issuer:

1. Tripartite agreement dated March 07, 2019 between our Company, NSDL and the Registrar to the Issue.
2. Tripartite agreement dated March 09, 2019 between our Company, CDSL and the Registrar to the Issue

The trading of the Equity Shares will happen in the minimum contract size of 2,000 Equity Shares and the same may be modified by the SME Platform of BSE from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Prospectus will be done in multiples of 2,000 Equity Shares subject to a minimum allotment of 2,000 Equity Shares to the successful Applicants in terms of the SEBI Circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

## **MINIMUM NUMBER OF ALLOTTEES**

In accordance with the Regulation 268 of SEBI ICDR Regulations, the minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked within 4 working days of closure of issue.

## **JOINT HOLDERS**

Where two (2) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

## **NOMINATION FACILITY TO INVESTOR**

In accordance with Section 72 of the Companies Act, 2013, the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the Applicants, as the case may be, the Equity Shares allotted, if any, shall vest. 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 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 the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Section 72 of the Companies Act, 2013, any Person who becomes a nominee by virtue of this section shall upon the production of such evidence as may be required by the Board, elect either:

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 (90) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares in the Issue will be made only in dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

#### **PERIOD OF SUBSCRIPTION LIST OF PUBLIC ISSUE**

<b>ISSUE OPENS ON:</b>	[●]
<b>ISSUE CLOSES ON:</b>	[●]

- *In terms of regulation 265 of SEBI (ICDR) Regulation, 2018, the issue shall be open after at least three working days from the date of registering the prospectus with the Registrar of Companies.*
- *In terms of regulation 266(1) of SEBI (ICDR) Regulation, 2018, Except as otherwise provided in these regulations, the public issue shall be kept open for at least three working days and not more than ten working days.*
- *In terms of regulation 266(2) of SEBI (ICDR) Regulation, 2018, In case of a revision in the price band, the issuer shall extend the bidding (issue) period disclosed in the red herring prospectus, for a minimum period of three working days, subject to the provisions of sub-regulation (1) is not applicable to our company as this is fixed price issue.*
- *In terms of regulation 266(3) of SEBI (ICDR) Regulation, 2018, In case of force majeure, banking strike or similar circumstances, our company may, for reasons to be recorded in writing, extend the issue period disclosed in the draft prospectus, for a minimum period of three working days, subject to the provisions of sub-regulation 266(1).*

Application Forms and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (IST) during the Issue Period (except for the Issue Closing Date). On the Issue Closing Date, the Application Forms will be accepted only between 10.00 a.m. to 3.00 p.m. (IST) for retail and non-retail Applicants. The time for applying for Retail Individual Applicants on Issue Closing Date maybe extended in consultation with the LM, RTA and BSE SME taking into account the total number of applications received up to the closure of timings.

Due to the limitation of time available for uploading the Application Forms on the Issue Closing Date, Applicants are advised to submit their applications one (1) day prior to the Issue Closing Date and, in any case, not later than 3.00 p.m. (IST) on the Issue Closing Date. Any time mentioned in this Prospectus is IST. Applicants are cautioned that, in the event a large number of Application Forms are received on the Issue Closing Date, as is typically experienced in public issues, some Application Forms may not get uploaded due to the lack of sufficient time. Such Application Forms that cannot be uploaded will not be considered for allocation under this Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the LM is liable for any failure in uploading the Application Forms due to faults in any software/hardware system or otherwise.

In accordance with SEBI ICDR Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their Application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Retail Individual Applicants can revise or withdraw their Application Forms prior to the Issue Closing Date. Allocation to Retail Individual Applicants, in this Issue will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Application Form, for a particular Applicant, the details as per the file received from BSE SME may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Application Form, for a particular ASBA Applicant, the Registrar to the Issue shall ask the relevant SCSBs / RTAs / DPs / stock brokers, as the case may be, for the rectified data.

#### **MINIMUM SUBSCRIPTION**

In accordance with Regulation 260(1) of SEBI (ICDR) Regulations, this Issue is 100% underwritten, so this issue is not restricted to any minimum subscription level.

As per section 39 of the new Companies Act, if the “stated minimum amount” has not been subscribed and the sum payable on application is not received within a period of thirty (30) days from the date of issue of Prospectus, the application money has to be returned within such period as may be prescribed.



If our Company does not receive the subscription of 100% of the Issue through this Issue Document including devolvement of Underwriters, our Company shall forthwith unblock the entire subscription amount received. If there is a delay beyond eight (8) days after our Company becomes liable to pay the amount, our Company shall pay interest prescribed under section 73 of the Companies Act, 2013 and applicable law.

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.

#### **ARRANGEMENTS FOR DISPOSAL OF ODD LOTS**

The trading of the Equity Shares will happen in the minimum contract size of 2,000 equity shares in terms of the SEBI Circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, in terms of Regulation 261(5) of the SEBI ICDR Regulations, 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.

#### **APPLICATION BY ELIGIBLE NRIS, FPIS/FIIS REGISTERED WITH SEBI, VCFS REGISTERED WITH SEBI AND QFIs**

It is to be understood that there is no reservation for Eligible NRIs or FPIs/FIIs registered with SEBI or VCFs or QFIs. Such Eligible NRIs, QFIs, FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

NRIs, FPIs/FIIs and foreign venture capital investors registered with SEBI are permitted to purchase shares of an Indian company in a public Issue without the prior approval of the RBI, so long as the price of the equity shares to be issued is not less than the price at which the equity shares are issued to residents. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment (“FDI”) Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

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, FPIs 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.

#### **AS PER THE EXTANT POLICY OF THE GOVERNMENT OF INDIA, OCBs CANNOT PARTICIPATE IN THIS ISSUE.**

As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for share allocation.

#### **RESTRICTIONS ON TRANSFER AND TRANSMISSION OF SHARES OR DEBENTURES AND ON THEIR CONSOLIDATION OR SPLITTING**

Except for lock-in of the Pre- Issue Equity Shares and Promoter minimum contribution in the Issue as detailed in the Section titled, **Capital Structure**, beginning on page 41 of this Draft Prospectus, and except as provided in the Articles of Association of our Company, there are no restrictions on transfer and transmission and on their consolidation/splitting of Equity Shares. For further details, please refer to the Section titled, **“Description of Equity Shares and Terms of the Articles of Association”**, beginning on page 204 of this Draft Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the LM do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the LM are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

### **OPTION TO RECEIVE EQUITY SHARES IN DEMATERIALIZED FORM**

As per Section 29 of the Companies Act, 2013 and in accordance with SEBI (ICDR) Regulations, every company making public Issue shall issue securities only in dematerialized form only. Hence, the Equity Shares being Issued can be applied for in the dematerialized form only. Further, it has been decided by the SEBI that trading in securities of companies making an initial public Issue shall be in dematerialized form only. The Equity Shares on Allotment will be traded only on the dematerialized segment of the SME Exchange.

### **MIGRATION TO MAIN BOARD**

In accordance with the BSE Circular dated November 26, 2012, our Company will have to be mandatorily listed and traded on the SME Platform of the BSE for a minimum period of two years from the date of listing and only after that it can migrate to the Main Board of the BSE as per the guidelines specified by SEBI and as per the procedures laid down under Chapter IX of the SEBI (ICDR) Regulations.

As per the provisions of the Chapter IX of the SEBI ICDR Regulations, the migration to the Main board of BSE from the SME Exchange on a later date shall be subject to the following:

- If the Paid up Capital of our Company is likely to increase above ₹ 25 Crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which our Company has obtained in-principal approval from the main board), we shall have to apply to BSE for listing our shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board

OR

- If the Paid-up Capital of the company is more than ₹ 10 crore but below ₹25 crore, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

### **MARKET MAKING**

The Equity Shares offered through this Issue are proposed to be listed on the SME Platform of BSE (SME Exchange), wherein [●] is the Market Maker to this Issue shall ensure compulsory Market Making through the registered Market Makers of the SME Exchange for a minimum period of three (3) years from the date of listing on the SME Platform of BSE. For further details of the agreement entered into between our Company, the Lead Manager and the Market Maker please refer to Section titled, **General Information- Details of the Market Making Arrangements for this Issue**, beginning on page 34 of this Draft Prospectus.

### **NEW FINANCIAL INSTRUMENTS**

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company through this issue.

### **JURISDICTION**

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities in **Mumbai, 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 to, or for the account or benefit of "U.S. persons" (as defined in Regulation S), except pursuant to an exemption from or in a transaction not subject to, registration requirements of the U.S. Securities Act and applicable U.S. state Securities laws. Accordingly, the Equity Shares are only being Issued or sold outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions 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.

## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229(1) of Chapter IX of the SEBI (ICDR) Regulations 2018, whereby, an issuer whose post issue face value capital is not more than ten crore rupees, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the SME Platform of BSE). For further details regarding the salient features and terms of such this Issue, please refer to Sections titled, **Terms of the Issue** and **Issue Procedure**, beginning on pages 164 and 171, respectively, of this Draft Prospectus.

The present Issue of 24,54,000 Equity Shares at a price of ₹63/- each aggregating to ₹1,546.02 Lakhs by our Company. The Issue and the Net Issue will constitute 44.99 % and 42.72 %, respectively of the post issue paid up equity share capital of the Issuer Company.

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
<b>Number of Equity Shares</b>	23,30,000 Equity Shares	1,24,000 Equity Shares
<b>Percentage of Issue Size available for allocation</b>	94.95 % of the Issue Size	5.05% of the Issue Size
<b>Basis of Allotment/Allocation if respective category is oversubscribed</b>	Proportionate subject to minimum allotment of Equity Shares and further allotment in multiples of 2,000 Equity Shares each.  For further details please refer to “Basis of Allotment” under Section titled, <b>Issue Procedure</b> , beginning on page 171 of this Draft Prospectus.	Firm Allotment
<b>Mode of Application</b>	Through ASBA Process Only or through UPI for Retail Individual Investors	Through ASBA Process Only
<b>Mode of Allotment</b>	Compulsorily in dematerialised form.	Compulsorily in dematerialised form.
<b>Minimum Application Size</b>	<b>For Other than Retail Individual Investors:</b>  Such number of Equity Shares in multiples of 2,000 Equity Shares that the Application Value exceeds ₹2,00,000.  <b>For Retail Individuals:</b>  2,000 Equity Shares at Issue price of ₹ 63/- each.	1,24,000 Equity Shares @ ₹ 63/- each
<b>Maximum Application Size</b>	<b>For Other than Retail Individual Investors:</b>  The maximum application size is the Net Issue to public subject to limits the investor has to adhere under the relevant laws and regulations applicable.  <b>For Retail Individuals Investors:</b>  2,000 Equity Shares at Issue price of ₹ 63/- each.	1,24,000 Equity Shares @ Rs. 63/- each
<b>Trading Lot</b>	2,000 Equity Shares	2,000 Equity Shares. However, the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.
<b>Terms of Payment</b>	100%	100%

## WITHDRAWAL OF THE ISSUE

Our Company, in consultation with the Lead Manager, reserves the right not to proceed with the Issue at any time before the Issue Opening Date, without assigning any reason thereof. Notwithstanding the foregoing, the Issue is also subject to obtaining the following:

- a. The final listing and trading approvals of BSE for listing of Equity Shares Issued through this Issue on its SME Platform, which the Company shall apply for after Allotment; and
- b. The final RoC approval of this Prospectus after it is filed with the RoC.
- c. In case, our Company wishes to withdraw the Issue after Issue Opening but before allotment, our Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two (2) widely circulated national newspapers (one each in English and Hindi) and one (1) in regional newspaper.

The Lead Manager, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within one (1) Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly. If our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public Issuing of Equity Shares, our Company will file a fresh Issue document with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares Issued through this Prospectus, which our Company will apply for only after Allotment; and (ii) the final RoC approval of the Prospectus.

## ISSUE PROGRAMME

<b>ISSUE OPENING DATE</b>	[•]
<b>ISSUE CLOSING DATE</b>	[•]
<b>FINALISATION OF BASIS OF ALLOTMENT WITH BSE SME</b>	[•]
<b>INITIATION OF ALLOTMENT / REFUNDS/ UNBLOCKING OF ASBA ACCOUNTS</b>	[•]
<b>CREDIT OF EQUITY SHARES TO DEMAT ACCOUNTS OF THE ALLOTTEES</b>	[•]
<b>COMMENCEMENT OF TRADING OF THE EQUITY SHARES ON BSE SME</b>	[•]

*Note: The above time table is indicative in nature and does not constitute any obligation on the Company or the Lead Manager. While our Company shall ensure that all the steps for completion of all the necessary formalities for the listing and trading of our equity shares on the SME Platform of BSE are taken within 6 working days of the issue closing date, the time table may change due to various factors such as extension of the issue period by the Company or any delay in receiving final listing and trading approval from the BSE. The Commencement of the trading of Equity shares will be entirely at the discretion of the BSE SME Exchange in accordance with the applicable laws*

Applications and any revisions to the same will be accepted only between 10:00 a.m. to 5:00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form. On the Issue Closing Date when applications will be accepted only between 10:00 a.m. to 4:00 p.m. (Indian Standard Time).

Due to limitation of time available for uploading the application on the Issue Closing Date, Applicants are advised to submit their applications one day prior to the Issue Closing Date and, in any case, not later than 1:00 p.m. IST on the Issue Closing Date. Any time mentioned in this Draft Prospectus is IST. Applicants are cautioned that, in the event a large number of applications are received on the Issue Closing Date, as is typically experienced in public Issues, some applications may not get uploaded due to lack of sufficient time. Such applications that cannot be uploaded will not be considered for allocation under this Issue.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday)

## ISSUE PROCEDURE

All Applicants 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 and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 as amended and modified by the circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, and SEBI Circular bearing number (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and Circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, notified by SEBI (“General Information Document”), included below under Section “**PART B – General Information Document**”, which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI ICDR Regulations. The General Information Document is available on the websites of the Stock Exchanges and the LM. Please refer to the relevant portions of the General Information Document which are applicable to this Issue.

All Designated Intermediaries in relation to the Issue should ensure compliance with the SEBI circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, as amended and modified by the SEBI circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 and SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, in relation to clarifications on streamlining the process of public issue of equity shares and convertibles.

Additionally, all Applicants may refer to the General Information Document for information, in addition to what is stated herein, in relation to (i) category of investors eligible to participate in the Issue; (ii) maximum and minimum Application size; (iii) price discovery and allocation; (iv) payment Instructions for ASBA Applicants and Retail Individual Applicants applying through the United Payments Interface channel; (v) issuance of Confirmation of Allocation Note (“CAN”) and Allotment in the Issue; (vi) general instructions (limited to instructions for completing the Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Application Form; (x) other instructions (limited to joint applications in cases of individual, multiple applications and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.

Our Company and the LM do not accept any responsibility for the completeness and accuracy of the information stated in this chapter and the General Information Document and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that their Applications do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Prospectus.

Please note that all Applicants applying in the Issue can participate in the Issue only through the ASBA process. Applicants should carefully read the provisions applicable before making their application through the ASBA process. Applicants are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB at the time of submitting the Application. As an alternate payment mechanism, investors may apply through UPI as per SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018.

### **Phased implementation of Unified Payments Interface (UPI)**

SEBI has issued a circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018 in relation to streamlining the process of public issue of equity shares and convertibles (“UPI Circular”). Pursuant to the circular, Unified Payments Interface (“UPI”) is proposed to be introduced in a phased manner (phase I will be effective from January 1, 2019) as an additional mode of payment with ASBA Form for applications by Retail Individual Investors through intermediaries (i.e., Syndicate members, Registered Stock Brokers, Registrar and Transfer Agents and Depository Participants) (“UPI Channel”). The UPI Channel for making Applications by Retail Individual Investors will be made available in accordance with the UPI Circular.

**Retail Individual Investors should note that the Application using UPI Channel is optional and they can make Applications by submitting Application Forms, in physical form or in electronic mode, to the members of the Syndicate, the sub-Syndicate, SCSBs, the Registered Brokers, Registrars to an Issue and Share Transfer Agents and Depository Participants.**

## PART – A

### **FIXED PRICE ISSUE PROCEDURE**

The Issue is being made in compliance with the provisions of Chapter IX of the SEBI ICDR Regulations, and through the Fixed Price Process wherein 50% of the Net Issue to Public is being offered to the Retail Individual Applicants and the balance is being offered to Other Investors including QIBs and Non-Institutional Applicants.

However, in case of under-subscription in either category, unsubscribed portion shall be allocated to investors in other category subject to valid Applications being received from them at the Issue Price.

Subject to the valid Applications being received at the Issue Price, allotment to all categories in the Net Issue, shall be made on a proportionate basis, except for the Retail Individual Investors Category where Allotment to each Retail Individual Applicants shall not be less than the minimum lot, subject to availability of Equity Shares in Retail Individual Investors Category, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription, if any, in any category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the Lead Manager and the Stock Exchange.

Investors should note that the Equity Shares will be Allotted to all successful Applicants only in dematerialised form. It is mandatory to furnish the details of Applicant's depository account along with Application Form. The Application Forms which do not have the details of the Applicants' depository account, including the DP ID Numbers and the beneficiary account number shall be treated as incomplete and rejected. Application Forms which do not have the details of the Applicants' PAN, (other than Applications made on behalf of the Central and the State Governments, residents of the state of Sikkim and official appointed by the courts) shall be treated as incomplete and are liable to be rejected. Applicants will not have the option of being Allotted Equity Shares in physical form. The Equity Shares on Allotment shall be traded only in the dematerialised segment of the Stock Exchanges.

### **APPLICATION FORM**

Retail Individual Applicants can submit their Applications by submitting Application Forms, in physical form or in electronic mode, to the members of the Syndicate, the sub-Syndicate, the SCSBs, the Registered Brokers, Registrars to an Issue and Share Transfer Agents and Depository Participants.

Application Forms will be available with the Syndicate/sub-Syndicate members, SCSBs and at our Registered Office. In addition, the Application Forms will also be available for download on the website of the Company, Lead Manager and Stock Exchange, BSE ([www.bseindia.com](http://www.bseindia.com)), at least one day prior to the Issue Opening Date.

All Applicants shall mandatorily participate in the Issue only through the ASBA process. ASBA Applicants must provide bank account details and authorisation to block funds in the relevant space provided in the Application Form or alternatively, the Retail Individual Applicants wishing to apply through UPI Channel, may provide the UPI ID and validate the blocking of the funds and the Application Forms that do not contain such details are liable to be rejected. For further details on the UPI Channel please refer SEBI circular Ref: *SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018*.

Applicants shall ensure that the Applications are made on Application Forms bearing the stamp of a member of the Syndicate or the Registered Broker or the SCSBs or Registrars to an Issue and Share Transfer Agents or Depository Participants, as the case may be, submitted at the Collection centres only (except in case of electronic Application Forms) and the Application Forms not bearing such specified stamp are liable to be rejected.

Pursuant to SEBI Circular dated November 10, 2015 and bearing Reference No. CIR/CFD/POLICYCELL/11/2015 which shall be applicable for all public issues opening on or after January 01, 2016, all the investors can apply through ASBA Mode. Alternatively investors can apply through UPI. The prescribed colour of the Application Form for various categories applying in this issue is as follows:

Category	Colour
Resident Indians and Eligible NRIs applying on a non-repatriation basis (ASBA)**	White*
Non-Residents and Eligible NRIs applying on a repatriation basis (ASBA)**	Blue*

\* Excluding electronic Application Form.

\*\* Application forms will also be available on the website of the BSE ([www.bseindia.com](http://www.bseindia.com)). Same Application Form applies to all ASBA Applicants/ Retail Individual Applicants applying through UPI mechanism, irrespective of whether they are submitted to the SCSBs, to the Registered Brokers, to Registrars to an Issue and Share Transfer Agents, Depository Participants or to the Syndicate (in Specified Cities).

The upload of the details in the electronic bidding system of stock exchange will be done by:

<b>For Applications submitted by investors to SCSB:</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic Bidding system as specified by the stock exchanges(s) and may being blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For Applications submitted by investors to intermediaries other than SCSBs:</b>	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic Bidding system of stock exchange(s). 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 Application Form to Application Collecting intermediaries, the Application are deemed to have authorised our Company to make the necessary changes in the Prospectus, without prior or subsequent notice of such changes to the Applicants.

Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms/ Application Forms to the respective SCSB, where the Applicant has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

#### **AVAILABILITY OF PROSPECTUS AND APPLICATION FORMS**

The Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company. Lead Manager to the Issue, Registrar to the Issue as mentioned in the application Form. The application forms may also be downloaded from website of the Company or the Lead Manager of the issue or Stock Exchange i.e. BSE ([www.bseindia.com](http://www.bseindia.com)).

#### **WHO CAN APPLY?**

Each Applicant should check whether it is eligible to apply under applicable law.

Furthermore, certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Applicants are requested to refer to the Application Form and GID for more details.

Subject to the above, an illustrative list of Applicants is as follows:

- i. Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, in single or joint names (not more than three);
- ii. Applications belonging to an account for the benefit of a minor (under guardianship);
- iii. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the Application is being made in the name of the HUF in the Application Form as follows: "Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Application by HUFs will be considered at par with Applications from individuals;
- iv. Companies, corporate bodies and societies registered under applicable law in India and authorised to invest in equity shares;
- v. QIBs;
- vi. NRIs on a repatriation basis or on a non-repatriation basis subject to applicable law;
- vii. Qualified Foreign Investors subject to applicable law;
- viii. Indian Financial Institutions, regional rural banks, co-operative banks (subject to RBI regulations and the SEBI ICDR Regulations and other laws, as applicable);
- ix. Trusts/ societies registered under the Societies Registration Act, 1860, or under any other law relating to trusts/ societies and who are authorised under the irrelative constitutions to hold and invest in equity shares;
- x. Limited liability partnerships registered under the Limited Liability Partnership Act, 2008;
- xi. Insurance companies registered with IRDAI;
- xii. Mutual Funds registered with SEBI;
- xiii. FPIs other than Category III Foreign Portfolio Investor;
- xiv. Category III Foreign Portfolio Investors, which are foreign corporates or foreign individuals only under the Other Investors Category;
- xv. Scientific and/ or industrial research organisations authorised in India to invest in the Equity Shares; and
- xvi. Any other person eligible to Apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

**Applications should not be made by:**

- i. Minors (except through their Guardians)
- ii. Partnership firms or their nominations
- iii. Foreign Nationals (except NRIs)
- iv. Overseas Corporate Bodies

As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for share allocation.

The Equity Shares have not been and will not be registered under the U.S. Securities Act, 1933 (the "U.S. Securities Act") or the securities laws of any state of the United States and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

*The information below is given for the benefit of the applicants. Our Company, and the Lead Manager do not accept responsibility for the completeness and accuracy of the information stated. Our Company, and the Lead Manager is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for does not exceed the limits prescribed under laws or regulations.*

**MAXIMUM AND MINIMUM APPLICATION SIZE:**

**1. For Retail Individual Applicants:**

The Application must be for a minimum of 2,000 Equity Shares and in multiples of 2,000 Equity Shares thereafter, so as to ensure that the Application Price payable by the Applicant does not exceed Rs 2,00,000. In case of revision of Applications, the Retail Individual Applicants have to ensure that the Application Price does not exceed Rs 2,00,000. As the application price payable by the Retail Individual Applicants cannot exceed Rs. 2,00,000, they can make Application only for minimum Application size i.e. for 2,000 Equity Shares.

**2. For Other than Retail Individual Applicants (Non-Institutional Applicants and QIBs):**

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds Rs 2,00,000 and in multiples of 2,000 Equity Shares thereafter. An Application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than Rs 2,00,000 for being considered for allocation in the Non-Institutional Portion.

**3. Minimum Bid Lot: 2000 Equity Shares**

**PARTICIPATION BY ASSOCIATES /AFFILIATES OF LM AND THE SYNDICATE MEMBERS**

The LM, Market Maker and the Underwriter, if any shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting and market making obligations. However, associates/affiliates of the LM and Syndicate Members, if any may subscribe for Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Category as may be applicable to the Applicants, where the allocation is on a proportionate basis and such



subscription may be on their own account or on behalf of their clients.

#### **APPLICATION BY MUTUAL FUNDS**

As per the current regulations, the following restrictions are applicable for investments by Mutual fund:

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any Company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any Company's paid up share capital carrying voting rights.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

The Application made by Asset Management Companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

#### **APPLICATIONS BY ELIGIBLE NRIS**

Only Applications accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRIs intending to make payment through freely convertible foreign exchange and Applying on a repatriation basis could make payments through the ASBA process only by blocking the funds for the amount payable on application in their NRE Account or FCNR Accounts, maintained with banks authorised by the RBI to deal in foreign exchange.

Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non-Residents, accompanied by a bank certificate confirming that the payment has been made by blocking the relevant funds in their NRE or FCNR account, as the case may be. Payment for Application by non-resident Applicants applying on a repatriation basis will not be accepted out of NRO accounts for the full Application amount, at the time of submission of the Application Form.

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents (white in colour). Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non-Residents (blue in colour).

#### **APPLICATIONS BY HUF**

Application by Hindu Undivided Families or HUFs should be in the individual name of the Karta. The Applicant should specify that the Application is being made in the name of the HUF in the Application Form as follows: "Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Application by HUFs will be considered at par with Applications by individuals.

#### **APPLICATIONS BY FPIS**

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) is not permitted to exceed 10% of our post-Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased upto the sectoral cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to the RBI.

In case the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements.

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 a FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with 'know your client' norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority. In case of Applications made by FPIs, a verified true copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached along with the Application form, failing which our Company reserves the right to reject the Application without assigning any reasons thereof.

#### **APPLICATIONS BY BANKING COMPANIES**

In case of Applications made by banking companies registered with the RBI, certified copies of: (i) the certificate of registration issued by the RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form, failing which our Company reserves the right to reject any Application by a banking company without assigning any reason therefor.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "Banking Regulation Act"), and the 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 bank's 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 bank's interest on loans/investments made to a company. The bank is required to submit a timebound action plan for disposal of such shares within a specified period to the RBI. A banking company would require a prior approval of the RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and (ii) investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016.

#### **APPLICATIONS BY SCSBS**

SCSBS participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for ASBA applications.

#### **APPLICATIONS BY SEBI REGISTERED VENTURE CAPITAL FUNDS, ALTERNATIVE INVESTMENT FUNDS AND FOREIGN VENTURE CAPITAL INVESTORS**

The SEBI VCF Regulations and the SEBI FVCI Regulations, as amended, inter alia prescribe the investment restrictions on VCFs and FVCIs, respectively, registered with SEBI. Further, the SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs.

Accordingly, the holding in any company by any individual VCF or FVCI registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, VCFs and FVCIs can invest only upto 33.33% of the investible funds in various prescribed instruments, including in public offerings.

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 offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulations.

All Non-Resident Applicants including Eligible NRIs, 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 / or commission. There is no reservation for Eligible NRIs, FIIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.

Further, according to the SEBI Regulations, the shareholding of VCFs, category I or II AIFs and FVCIs held in a company prior to making an initial public offering would be exempt from lock-in requirements only if the shares have been held by them for at least one year prior to the time of filing the Red Herring Prospectus with SEBI. However, such equity shares shall be locked in for a period of at least one year from the date of purchase by the VCF, category I or II AIF or FVCI, as the case may.

#### **APPLICATIONS BY LIMITED LIABILITY PARTNERSHIPS**

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof.

#### **APPLICATIONS BY INSURANCE COMPANIES**

In case of Applications made by Insurance Companies, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 (the "IRDAI Investment Regulations") are broadly set forth below:

- a) Equity shares of a company: the lower of 10% of the outstanding Equity Shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- b) The entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- c) The industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under points (i), (ii) and (iii) above, as the case may be.

The above limit of 10.00% shall stand substituted as 15.00% of outstanding equity shares (face value) for insurance companies with investment assets of `2,500,000 million or more and 12.00% of outstanding equity shares (face value) for insurers with investment assets of `500,000.00 million or more but less than `2,500,000.00 million.

Insurance companies participating in this Issue, shall comply with all applicable regulations, guidelines and circulars issued by IRDA from time to time.

#### **APPLICATIONS BY PROVIDENT FUNDS/ PENSION FUNDS**

In case of Applications made by provident funds/ pension funds, subject to applicable laws, with minimum corpus of ` 250 million, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application, without assigning any reason thereof.

#### **APPLICATIONS UNDER POWER OF ATTORNEY**

In case of Applications made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Mutual Funds, Eligible FPIs, insurance companies Systemically Important Non-Banking Financial Companies, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ` 250 million and pension funds with a minimum corpus of ` 250 million (in each case, subject to applicable law and in accordance with their respective constitutional documents), 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, as applicable

must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any such Application without assigning any reasons therefor.

#### **APPLICATIONS BY SYSTEMICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES**

In case of Application by Systemically Important Non-Banking Financial Companies, certified copy of a) the certificate of registration issued by RBI, b) certified copy of its latest audited financial statement on a standalone basis and a net worth certificate from its statutory auditor and c) such other approval as may be required by Systemically Important Non-Banking Financial Companies are required to be attached to the Application Form. Failing this, our Company reserves the right to accept or reject any such Application without assigning any reasons therefor. Systemically Important Non-Banking Financial Companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

*The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and Applicants are advised to ensure that any single Application 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 this Draft Prospectus.*

#### **METHOD AND PROCESS OF APPLICATIONS**

1. The Designated Intermediaries shall accept applications from the Applicants during the Issue Period.
2. The Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Issue Period may be extended, if required, by an additional three Working Days, subject to the total Issue Period not exceeding 10 Working Days.
3. During the Issue Period, Applicants who are interested in subscribing to the Equity Shares should approach the Designated Intermediaries to register their applications.
4. The Applicant cannot apply on another Application Form after applications on one Application Form have been submitted to the Designated Intermediaries. Submission of a second Application form to either the same or to another Designated Intermediaries will be treated as multiple applications and is liable to be rejected either before entering the application into the electronic collecting system or at any point prior to the allocation or Allotment of Equity Shares in this Issue.
5. Designated Intermediaries accepting the application forms shall be responsible for uploading the application along with other relevant details in application forms on the electronic bidding system of stock exchange and submitting the form to SCSBs for blocking of funds (except in case of SCSBs, where blocking of funds will be done by respective SCSBs only). All applications shall be stamped and thereby acknowledged by the Designated Intermediaries at the time of receipt.
6. The Designated Intermediaries will enter each application option into the electronic collecting system as a separate application and generate a TRS and give the same to the applicant.
7. Upon receipt of the Application Form, submitted whether in physical or electronic mode, the Designated Intermediaries shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, prior to uploading such applications with the Stock Exchange.
8. If sufficient funds are not available in the ASBA Account, the Designated Intermediaries shall reject such applications and shall not upload such applications with the Stock Exchange.
9. If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each application option into the electronic collecting system as a separate application and generate a TRS for each price and demand option. The TRS shall be furnished to the Applicant on request.
10. The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/ failure of the Issue or until withdrawal/ rejection of the Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Applicants to the Public Issue Account. In case of withdrawal/ failure of the Issue, the

blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

### TERMS OF PAYMENT

The entire Issue price of 63/- per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Applicants.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The applicants 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, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Applicants.

### ALLOCATION OF EQUITY SHARES

- 1) The Issue is being made through the Fixed Price Process wherein 1,24,000 Equity Shares shall be reserved for Market Maker and 23,30,000 Equity shares (Net Issue) will be allocated on a proportionate basis to Retail Individual Applicants, and Non-Retail Applicants.
- 2) Under- subscription if any, in any category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company in consultation with the Lead Managers and the Stock Exchange.
- 3) Allocation to Non-Residents, including Eligible NRIs, Eligible QFIs, FIIs and FVCIs registered with SEBI, applying on repatriation basis will be subject to applicable law, rules, regulations, guidelines and approvals.
- 4) In terms of SEBI Regulations, Non Retail Applicants shall not be allowed to either withdraw or lower the size of their applications at any stage.
- 5) Allotment status details shall be available on the website of the Registrar to the Issue.

### PRE-ISSUE ADVERTISEMENT

Subject to Section 30 of the Companies Act 2013, our Company shall, after registering the Prospectus with the RoC, publish a pre- Issue advertisement, in the form prescribed by the SEBI Regulations, in (i) English National Newspaper; (ii) Hindi National Newspaper and (iii) Regional Newspaper each with wide circulation.

### ISSUANCE OF ALLOTMENT ADVICE (CAN)

- 1) Upon approval of the basis of allotment by the Designated Stock Exchange, the Lead Manager or Registrar to the Issue shall send to the SCSBs a list of their Applicants who have been allocated Equity Shares in the Issue.
- 2) The Registrar will then dispatch a CAN to their Applicants 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 Applicant

The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Applicant.

### DESIGNATED DATES

<b>ISSUE OPENING DATE</b>		[•]
<b>ISSUE CLOSING DATE</b>		[•]
<b>FINALISATION OF BASIS OF ALLOTMENT WITH BSE SME</b>		[•]
<b>INITIATION OF ALLOTMENT / REFUNDS/ UNBLOCKING OF ASBA ACCOUNTS</b>		[•]
<b>CREDIT OF EQUITY SHARES TO DEMAT ACCOUNTS OF THE ALLOTTEES</b>		[•]
<b>COMMENCEMENT OF TRADING OF THE EQUITY SHARES ON BSE SME</b>		[•]

*Note: The above time table is indicative in nature and does not constitute any obligation on the Company or the Lead Manager. While our Company shall ensure that all the steps for completion of all the necessary formalities for the listing and trading of our equity shares on the SME Platform of BSE are taken within 6 working days of the issue closing date, the time table may change due to various factors such as extension of the issue period by the Company or any delay in receiving final listing and trading approval from the BSE. The Commencement of the trading of Equity shares will be entirely at the discretion of the BSE SME Exchange in accordance with the applicable laws*

## GENERAL INSTRUCTIONS

### Do's:

- Check if you are eligible to apply;
- Read all the instructions carefully and complete the applicable Application Form;
- Ensure that the details about the PAN, DP ID and Client ID are correct and the Applicants depository account is active, as Allotment of Equity Shares will be in the dematerialized form only;
- Applicant shall use only his / her own bank account or only his / her own bank account linked UPI ID to make an application
- Ensure that the Demographic Details are updated, true and correct in all respects;
- Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant.
- Ensure that you have funds equal to the Application Amount in the ASBA account or UPI ID linked Bank Account maintained with the SCSB before submitting the 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 Centers), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
- Instruct your respective Banks to not release the funds blocked in the ASBA Account/UPI ID linked Bank Account under the ASBA process;
- Ensure that the Applications are submitted at the Collection centres only on forms bearing the stamp of the Syndicate or Registered Broker or RTAs or DPs or SCSB (except in case of electronic forms). Ensure that your Application is submitted either to a member of the Syndicate (in the Specified Locations), a Designated Branch of the SCSB where the Applicant has a bank account or a UPI ID linked Bank Account, or to a Registered Broker at the Broker Centres or to RTAs or DPs at collection centres and not to our Company.
- Ensure that the Application Form is signed by the account holder in case the applicant is not the account holder.
- Ensure that you have mentioned the correct ASBA Account number in the Application Form and in case of Retail Individual Applicants applying through UPI Channel, ensure that you have mentioned the correct UPI ID.
- Submit revised Applications to the same member of the Syndicate, SCSB or Non-Syndicate Registered Broker, or RTAs or DPs as applicable, through whom the original Application was placed and obtain a revised TRS;
- Ensure that the Application Forms are delivered by the applicants within the time prescribed as per the Application Form and the Draft Prospectus;
- Ensure that you have requested for and receive a TRS;
- Ensure that you request for and receive a stamped acknowledgement of the Application Form for all your application options;
- All Investors submit their applications through the ASBA process only;
- Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Bid cum Application Form; and
- The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

### Don'ts:

- Do not apply for lower than the minimum Application size;
- Do not apply for a price different from the price mentioned herein or in the Application Form;
- Do not apply on another Application Form after you have submitted an application to the SCSBs, Registered Brokers of Stock Exchange, RTA and DPs registered with SEBI;
- Do not pay the Application Price in cash, by money order or by postal order or by stock invest;
- Do not send Application Forms by post, instead submit the Designated Intermediary only;
- Do not submit the Application Forms to any non-SCSB bank or our Company;
- Do not apply on an Application Form that does not have the stamp of the relevant Designated Intermediary;
- Do not submit the application without ensuring that funds equivalent to the entire application Amount are blocked in the relevant ASBA Account;
- Do not apply for an Application Amount exceeding Rs. 2,00,000 (for applications by Retail Individual Applicants);
- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue Size and/or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground;
- Do not submit incorrect details of the DP ID, beneficiary account number and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
- Do not submit applications on plain paper or incomplete or illegible Application Forms in a color prescribed for another category of Applicant; and
- Do not make Applications if you are not competent to contract under the Indian Contract Act, 1872, as amended.

- Do not make more than one application from one bank account.
- Do not use third party bank account or third party UPI ID linked Bank Account for making the Application;

#### **OTHER INSTRUCTIONS FOR THE APPLICANTS**

##### **Joint Applications**

In the case of Joint Applications, the Applications should be made in the name of the Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such First Applicant would be required in the Application Form and such First Applicant would be deemed to have signed on behalf of the joint holders. All communications may be addressed to such Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

##### **Multiple Applications**

An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or to the Designated Intermediaries and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.

#### **IMPERSONATION:**

*Attention of the application is specifically drawn to the provisions of the sub-section (1) of Section 38 of the companies Act, 2013 which is reproduced below:*

"Any person who

- Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- 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
- Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.
- The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term which shall not be less than six months extending upto 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending upto three times of such amount."

#### **INVESTOR GRIEVANCE**

In case of any pre-Issue or post-Issue related problems regarding demat credit/refund orders/unblocking etc., the Investors can contact the Compliance Officer of our Company.

#### **NOMINATION FACILITY TO APPLICANT**

Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Applicants should inform their respective DP.

#### **GROUND FOR TECHNICAL REJECTIONS**

Applicants are advised to note that the Applications are liable to be rejected, inter-alia, on the following technical grounds:

- Amount paid does not tally with the amount payable for the Equity shares applied for;
- In case of partnership firms, Application for Equity Shares made in the name of the individual partners and no firm as such shall be entitled to apply.
- Application by persons not competent to contract under the Indian Contract Act, 1872, including minors, insane person.
- PAN not mentioned in the Application Form.
- GIR number furnished instead of PAN.
- Applications for lower number of Equity Shares than the minimum specified for that category of investors;
- Applications made using a third party bank account or using third party UPI ID linked bank account;
- Applications at a price other than the Fixed Price of the Issue;
- Applications for number of Equity Shares which are not in multiples of 2,000;
- Category not ticked;
- Multiple Applications as defined in this Draft Prospectus as such, based on common PAN;
- In case of Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are not being submitted;

- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicants within the time prescribed as per the Application Form, Issue Opening Date advertisement and Draft Prospectus as per the instructions in this Draft Prospectus and Application Forms;
- In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US person other than in reliance on Regulation S or “qualified institutional buyers” as defined in Rule 144A under the Securities Act;
- Application not duly signed by the sole applicant;
- Application by any person outside India if not in compliance with applicable foreign and Indian Laws;
- Application that do not comply with the securities laws of their respective jurisdictions are liable to be rejected.
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Application by person not eligible to acquire equity shares of the company in terms of all applicable laws, rules, regulations, guidelines, and approvals. Application or revision thereof by QIB Applicants, Non Institutional Applicants where the Application Amount is in excess of Rs. 2,00,000 received after 3.00 pm on the issue Closing date unless the extended time is permitted by BSE.
- Inadequate funds in the bank account to block the Application Amount specified in the Application Form/Application Form at the time of blocking such Application Amount in the bank account;
- Where no confirmation is received from SCSB for blocking of funds;
- Applications by Applicants, other Retail Individual Applicants, not submitted through ASBA process and Applications by Retail Individual Applicants not submitted through ASBA process or the UPI process;
- Failure of Retail Individual Applicants to validate the request of blocking of Application amount sent by the Sponsor Bank;
- Applications not uploaded on the terminals of the Stock Exchanges;
- Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Application Form;
- Details of ASBA Account not provided in the Application form;
- In case of Retail Individual Applicants applying through the UPI mechanism, details of UPI ID, not provided in the Application form; etc

For details of instruction in relation to the Application Form, Applicants may refer to the relevant section of GID and UPI Circular.

APPLICANT SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGE BY THE BROKERS DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE APPLICATION FORM IS LIABLE TO BE REJECTED.

#### **Names of entities responsible for finalising the basis of allotment in a fair and proper manner**

The authorised employees of the Stock Exchange, along with the LM and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

#### **Completion of Formalities for Listing & Commencement of Trading**

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within 6 (six) Working Days of the Issue Closing Date. The Registrar to the Issue may dispatch the Allotment Advice within 6 (six) Working Days of the Issue Closing Date.

#### **SIGNING OF UNDERWRITING AGREEMENT AND FILING OF PROSPECTUS WITH ROC**

- a) The issue is 100% underwritten. Our company has entered into an Underwriting Agreement dated [●] with Lead Manager. For Further information, please refer section “General Information” beginning from page no 34 of this Draft Prospectus.
- b) A copy of Prospectus will be filled with the RoC in terms of Section 26 & 32 of Companies Act, 2013.

#### **UNDERTAKINGS BY OUR COMPANY**

We undertake as follows:

- 1) That the complaints received in respect of the Issue shall be attended to by us expeditiously and satisfactorily;



- 2) That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 6 (six) Working days of Issue Closing Date.
- 3) That the funds required for making refunds/unblocking to unsuccessful applicants as per the mode(s) disclosed shall be made available to the registrar to the issue by the issuer.
- 4) That where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the specified period of closure of the issue giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund.
- 5) That the promoters' contribution in full, wherever required, shall be brought in advance before the Issue opens for public subscription and the balance, if any, shall be brought on a pro rata basis before the calls are made on public in accordance with applicable provisions in these regulations.
- 6) That no further issue of securities shall be made till the securities offered through the Draft Prospectus are listed or till the application monies are refunded on account of non-listing, under subscription, etc., other than as disclosed in accordance with Regulation 19.
- 7) That adequate arrangements shall be made to collect all Applications Supported by Blocked Amount and to consider them similar to non-ASBA applications while finalizing the basis of allotment.
- 8) That if the Company do not proceed with the Issue, the reason thereof shall be given as a public notice to be issued by our Company within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers where the pre- Issue advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
- 9) That if the Company withdraws the Issue after the Issue Closing Date, our Company shall be required to file a fresh offer document with the RoC/ SEBI, in the event our Company subsequently decides to proceed with the Issuer;

#### **UTILIZATION OF ISSUE PROCEEDS**

The Board of Directors of our Company certifies that:

- 1) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;
- 2) Details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the issue proceeds remains unutilized, under an appropriate head in our 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 the appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested.
- 4) The utilisation of monies received under the Promoters' contribution shall be disclosed, and continue to be disclosed till the time any part of the Issue Proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised;
- 5) The details of all unutilised monies out of the funds received under the Promoters' contribution shall be disclosed under a separate head in the balance sheet of our Company indicating the form in which such unutilised monies have been invested.

#### **Equity Shares in Dematerialized Form with NSDL or CDSL**

To enable all shareholders of our Company to have their shareholding in electronic form, the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a) Agreement dated March 07, 2019 between NSDL, the Company and the Registrar to the Issue;
- b) Agreement dated March 09, 2019 between CDSL, the Company and the Registrar to the Issue;

The Company's equity shares bear an ISIN No. INE06CG01019

## PART B

### GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES

This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, 2013 (to the extent notified and in effect), the Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon the notification of the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Issue. For taking an investment decision, the Applicants should rely on their own examination of the Issuer and the Issue, and should carefully read the Draft Prospectus before investing in the Issue

#### **SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)**

This document is applicable to the public issues undertaken inter-alia through the Fixed Price Issues. The purpose of the “General Information Document for Investing in Public Issues” is to provide general guidance to potential Applicants in IPOs, on the processes and procedures governing IPOs, undertaken in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations, 2018”) as amended.

Applicants should note that investment in equity and equity related securities involves risk and Applicant should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/or for subscribing to securities in an Issue and the relevant information about the Issuer undertaking the Issue; are set out in the Draft Prospectus filed by the Issuer with the Registrar of Companies (“RoC”). Applicants should carefully read the entire Draft Prospectus and the Application Form and the abridged Draft Prospectus of the Issuer in which they are proposing to invest through the Issue. In case of any difference in interpretation or conflict and/or overlap between the disclosure included in this document and the Draft Prospectus, the disclosures in the Draft Prospectus shall prevail. The Draft Prospectus of the Issuer is available on the websites of stock exchanges, on the website(s) of the LM(s) to the Issue and on the website of Securities and Exchange Board of India (“SEBI”) at [www.sebi.gov.in](http://www.sebi.gov.in).

For the definitions of capitalized terms and abbreviations used herein Applicants may refer to the section “Glossary and Abbreviations”.

#### **SECTION 2: BRIEF INTRODUCTION TO IPOs ON SME EXCHANGE**

##### **2.1 Initial public offer (IPO)**

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO under chapter IX of SEBI (ICDR) regulation 2018, an Issuer is inter-alia required to comply with the eligibility requirements of in terms of Regulation 228, 229 and 230 of the SEBI (ICDR) Regulations, 2018. For details of compliance with the eligibility requirements by the Issuer Applicants may refer to the Draft Prospectus.

The present Issue being made under Regulation 229 (1) of Chapter IX of SEBI (ICDR) Regulation 2018.

##### **2.2 Other Eligibility Requirements**

In addition to the eligibility requirements specified in paragraphs 2.1 an Issuer proposing to undertake an IPO is required to comply with various other requirements as specified in the SEBI (ICDR) Regulations, 2018, the Companies Act, 1956 and the Companies Act, 2013 as may be applicable (“the Companies Act), the Securities Contracts (Regulation) Rules, 1957 (the “SCRR”), industry- specific regulations if any, and other applicable laws for the time being in force.

Following are the eligibility requirements for making an SME IPO under Chapter IX of SEBI (ICDR) Regulation 2018:

- a) In accordance with Regulation 260 of SEBI (ICDR) Regulation 2018, Issue has to be 100% underwritten and the LM has to underwrite at least 15% of the total issue size.
- b) In accordance with regulation 268 of SEBI (ICDR) Regulation 2018, total number of proposed allottees in the Issue shall be greater than or equal to fifty, otherwise the entire application money will be blocked forthwith. If such money is not repaid within eight days from the date the company becomes liable to repay it, than the Company

and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed under Section 40 of the Companies Act, 2013.

- c) In terms of Regulation 246 (1) of the SEBI (ICDR) Regulations, 2018, a copy of the Prospectus will be filed with the SEBI through the Lead Manager immediately upon registration of the offer document with the Registrar of Companies.

However, as per Regulation 246 (2) of the SEBI (ICDR) Regulations, 2018, The Board shall not issue any observation on the offer document.

Further, in terms of Regulation 246 (3) of the SEBI (ICDR) Regulations, 2018 the lead manager will also submit a due diligence certificate as per format prescribed by SEBI along with the prospectus to SEBI.

Further, in terms of Regulation 246 (4) of the SEBI (ICDR) Regulations, 2018 the prospectus will be displayed from the date of filing in terms of sub-regulation (1) on the website of the Board, The Lead Manager and the SME Exchange.

Moreover, in terms of Regulation 246 (5) of the SEBI (ICDR) Regulations, 2018, a copy of this Draft Prospectus and Prospectus shall also be furnished to the Board in a soft copy.

- d) In accordance with Regulation 261 of the SEBI (ICDR) Regulation 2018, the LM has to ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares offered in the Issue.
- e) The company should be incorporated under the companies Act 1956
- f) The post issue paid up capital of the company (face value) shall not be more than ₹2500.00 Lakh
- g) The Company should have positive net-worth.
- h) The Company should have Net Tangible assets of at least ₹3 crores as per the latest audited financial results
- i) The company should have a track record of atleast 3 years.
- j) The company should have combined positive cash accruals (earnings before depreciation and tax) from operations for at least 2 financial years preceding the application and its net worth should be positive
- k) The Company should have a website
- l) It is mandatory for the company to facilitate trading in demat securities and enter into an agreement with both the depositories
- m) There should not be any change in the promoters of the company in preceding one year from date of filing the application to BSE for listing under SME segment.
- n) The company should not have been referred to Board for Industrial and Financial Reconstruction.
- o) No petition for winding up is admitted by a court or a liquidator has not been appointed of competent jurisdiction against the Company.
- p) No material regulatory or disciplinary action should have been taken by any stock exchange or regulatory authority in the past three years against the Issuer.

Issuer shall also comply with all the other requirements as laid down for such an Issue under Chapter IX of SEBI (ICDR) Regulations 2018 and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

Thus the Company is eligible for the Issue in accordance with Regulation 229(1) and other provision of Chapter IX of SEBI (ICDR) Regulations, 2018 as the post –issue face value capital does not exceed ₹1000 Lakh. Company also complies with the eligibility conditions laid by the SME Platform of BSE for listing of our Equity Shares.

### 2.3 Types of Public Issues – Fixed Price Issues and Book Built Issues

In accordance with the provisions of the SEBI (ICDR) Regulations, 2018, an Issuer can either determine the Issue Price through the Book Building Process (“**Book Built Issue**”) or undertake a Fixed Price Issue (“**Fixed Price Issue**”). An

Issuer may mention Floor Price or Price Band in the RHP (in case of a Book Built Issue) and a Price or Price Band in this Draft Prospectus (in case of a fixed price Issue) and determine the price at a later date before registering the prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The Issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre-issue advertisement was given at least five Working Days before the Bid/Issue Opening Date, in case of an IPO and at least one Working Day before the Bid/Issue Opening Date, in case of an FPO.

The Floor Price or the Issue price cannot be lesser than the face value of the securities. Applicants should refer to the Draft Prospectus or Issue advertisements to check whether the Issue is a Book Built Issue or a Fixed Price Issue.

The present issue is 100% Fixed Price Issue.

#### **2.4 Offer Period**

The Issue may be kept open for a minimum of three Working Days (for all category of Applicants) and not more than ten Working Days. Applicants are advised to refer to the Application Form and Abridged prospectus or Draft Prospectus for details of the Issue Period. Details of Issue Period are also available on the website of Stock Exchange.

#### **2.5 Migration to Main Board**

SME Issuer may migrate to the Main Board of Stock Exchange from the SME Exchange at a later date subject to the following:

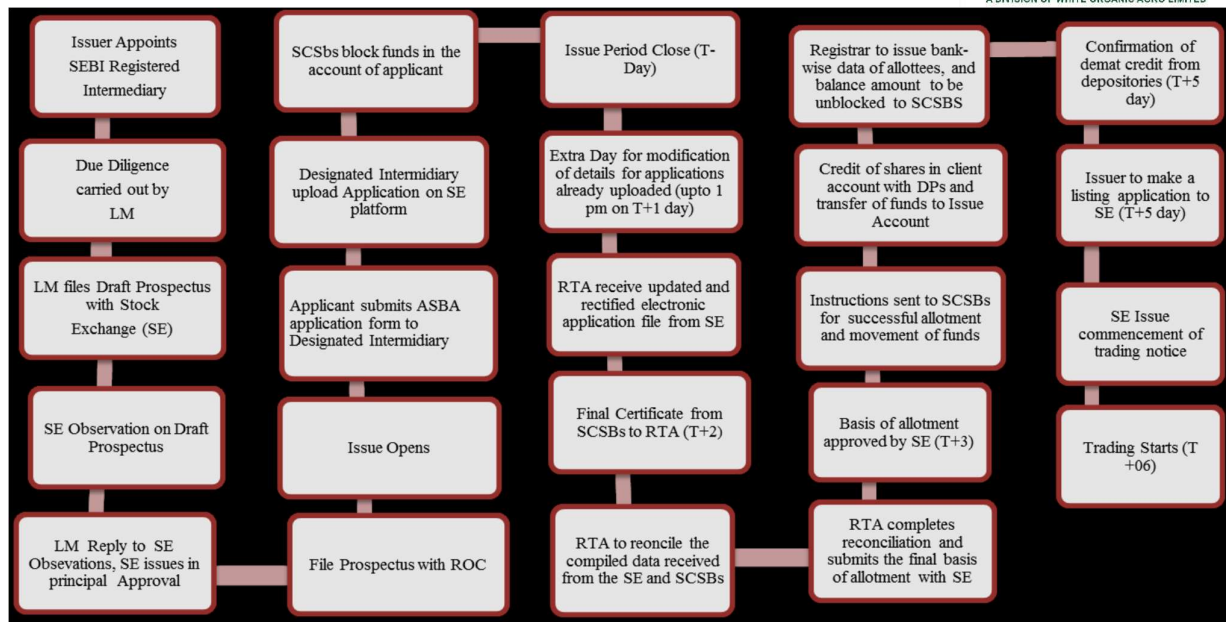
- a) If the Paid up Capital of the Company is likely to increase above ₹ 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in favor 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), The Company shall apply to SE for listing of its shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board.

OR

- b) If the Paid up Capital of the company is more than ₹ 10 crores but below ₹ 25 crores, the Company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in favor of the proposal amount to at least two times the number of votes cast by Share holders other than promoter shareholders against the proposal.

#### **2.6 FLOWCHART OF TIMELINES**

A flow chart of process flow in Fixed Price Issues is as follows:



### **SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN ISSUE**

**Each Applicant should check whether it is eligible to apply under applicable law.** Furthermore, certain categories of Bidders/Applicants, such as NRIs, FII's, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Applicants are requested to refer to the Draft Prospectus for more details.

Subject to the above, an illustrative list of Applicants is as follows:

- Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, in single or joint names (not more than three) or in the names of minors as natural/legal guardian;
- Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder/Applicant should specify that the Application is being made in the name of the HUF in the Application Form as follows: "Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Applications by HUFs may be considered at par with those from individuals;
- Companies, corporate bodies and societies registered under applicable law in India and authorized to invest in equity shares under their respective constitutional and charter documents;
- Mutual Funds registered with SEBI;
- Eligible NRIs on a repatriation basis or on a non-repatriation basis subject to applicable law; NRIs other than Eligible NRIs are not eligible to participate in this Issue.
- Indian Financial Institutions, scheduled commercial banks regional rural banks, co-operative banks (subject to RBI regulations and the SEBI ICDR Regulations, 2018 and other laws, as applicable);
- FPIs other than Category III foreign portfolio investors, VCFs and FVC are registered with SEBI.
- Limited liability partnerships registered in India and authorized to invest in equity shares.
- State Industrial Development Corporations.
- Trusts/societies registered under the Societies Registration Act, 1860, as amended or under any other law relating to trusts/ societies and who are authorized under their respective constitutions to hold and invest in equity shares;
- Scientific and or Industrial Research Organizations authorized to invest in equity shares.
- Insurance Companies registered with IRDA;
- Provident Funds and Pension Funds with minimum corpus of ₹ 2500 Lakhs and who are authorized under their constitution to hold and invest in equity shares;
- Multilateral and Bilateral Development Financial Institutions;
- 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;
- Insurance funds set up and managed by army, navy, air force of the Union of India or by Department of Posts, India;
- Any other person eligible to apply to this Issue, under the laws, rules, regulations, guidelines, and policies applicable to them and under Indian Laws.

Application not should be made by:

- Minors (Expect under guardianship)
- Partnership firms or their nominees
- Foreign Nations (Except NRIs)
- Overseas Corporate Bodies

As per the existing regulations, OCBs are not allowed to participate in an Issue.

#### **SECTION 4: APPLYING IN THE ISSUE**

**Fixed Price Issue:** Applicants should only use the specified cum Application Form either bearing the stamp of Designated Intermediaries as available or downloaded from the websites of the Stock Exchanges. Application Forms are available with the registered office of the Issuer, and office of the RTA and at the office of the LM. For further details regarding availability of Application Forms, Applicants may refer to the Draft Prospectus.

Applicants should ensure that they apply in the appropriate category. The prescribed color of the Application Form for various categories of Applicants is as follows:

Category	Colour
Resident Indians and Eligible NRIs applying on a non-repatriation basis (ASBA)	White
Non-Residents and Eligible NRIs applying on a repatriation basis (ASBA)	Blue

*Please note that in terms of regulation 256 of the SEBI (ICDR), 2018 read with SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all the investors applying in this issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment i.e. just writing their bank account numbers and authorising the banks to make payment in case of allotment by signing the application forms. As an alternate payment mechanism, Unified Payments Interface (UPI) has been introduced (vide SEBI Circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018) as a payment mechanism in a phased manner with ASBA for applications in public issues by retail individual investors through intermediaries (Syndicate members, Registered Stock Brokers, Registrar and Transfer agent and Depository Participants).*

*Investors are advised to carefully refer SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 for the procedure to be followed for applying through UPI*

Securities Issued in an IPO can only be in dematerialized form in compliance with Section 29 of the Companies Act, 2013. Applicants will not have the option of getting the allotment of specified securities in physical form. However, they may get the specified securities rematerialized subsequent to allotment.

#### **4.1 INSTRUCTIONS FOR FILING APPLICATION FORM/APPLICATION FORM (FIXED PRICE ISSUE)**

Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the prospectus and Application Form are liable to be rejected.

Instructions to fill each field of the Application Form can be found on the reverse side of the Application Form. Specific instructions for filling various fields of the Resident Application Form and Non-Resident Application Form and samples are provided below.

The samples of the Application Form for resident Applicants and the Application Form for non-resident Applicants are reproduced below:

<b>COMMON APPLICATION FORM</b>	<b>ISSUE PROGRAMME : ISSUE OPENS ON: [●] ISSUE CLOSES ON: [●]</b> <b>XYZ LIMITED - INITIAL PUBLIC ISSUE - R</b> Registered Office: Abcd Efgh Ijklm Nopqrst Uvwxyz Abcd Efgh Ijklm Nopqrst Uvwxyz, Corporate Office: Abcd Efgh Ijklm Nopqrst Uvwxyz, CIN: ABCD1234ABDC123ABCDEF; Tel: +91 1234567890; E-mail: abcdefgh@abc.com; Website: www.abcdefghijkl.com	<b>FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS</b>
--------------------------------	--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	-------------------------------------------------------------------------------------------------------------

<b>LOGO</b> To, The Board of Directors XYZ LIMITED	<b>FIXED PRICE SME ISSUE</b> ISIN - INE1234567890	Application Form No. _____ Date: _____	
BROKER'S / SCB / DP / RTA STAMP & CODE _____ _____	SUB-BROKER'S / SUB-AGENT'S STAMP & CODE _____ _____	<b>1. NAME &amp; CONTACT DETAILS OF SOLE/FIRST APPLICANT</b> Mr. / Ms. _____ _____ Address _____ _____ Email _____ Tel. No (with STD code) / Mobile _____	
SCB / BANK BRANCH STAMP & CODE _____ _____	SCB / BANK BRANCH SERIAL NO. _____ _____	<b>2. PAN OF SOLE/FIRST APPLICANT</b> _____ _____	

<b>3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS</b> <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.	<b>6. INVESTOR STATUS</b> <input type="checkbox"/> Individual(s)    - IND <input type="checkbox"/> Non-Resident Indians    - NRI (Non-Repatriation Basis) <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"/> National Investment Funds    - NIF <input type="checkbox"/> Insurance Funds    - IF <input type="checkbox"/> Insurance Companies    - IC <input type="checkbox"/> Venture Capital Funds    - VCF <input type="checkbox"/> Alternative Investment Funds    - AIF <input type="checkbox"/> Others (Please Specify)    - OTH
<b>4. APPLICATION DETAILS</b> No. of Equity Shares of ₹ [●]/- each applied at the Issue Price i.e. at ₹ [●]/- per share <sup>1</sup> (In Figures) _____ (In Words) _____ ALLOTMENT WILL BE IN DEMAT MODE ONLY <sup>2</sup>	
<b>5. CATEGORY</b> <input type="checkbox"/> Retail Individual <input type="checkbox"/> Non-Institutional <input type="checkbox"/> QIB	
<small><sup>1</sup> Please note that applications must be made in minimum of [●] shares and further multiples of [●] shares accordingly.  <sup>2</sup> Please note that the equity shares on allotment will be allotted only in the dematerialized mode on the SME Platform of BSE.</small>	

<b>7. PAYMENT DETAILS</b> Amount Blocked (₹ in Figures) _____ (₹ in words) _____ ASBA Bank A/c No. _____ Bank Name & Branch _____ UPI Id _____ (Maximum 45 characters)	<b>PAYMENT OPTION : Full Payment</b>
<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 APPLICATION FORM AND THE ATTACHED ABBREVIATED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.</small>	

<b>8 A. SIGNATURE OF SOLE / FIRST APPLICANT</b> _____ Date: _____, 2019	<b>8 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)</b> I/We authorize the SCB to do all acts as are necessary to make the Application in the issue 1) _____ 2) _____ 3) _____	<b>BROKER / SCB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)</b> _____ _____
-------------------------------------------------------------------------------	---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	-----------------------------------------------------------------------------------------------------------------------

<b>LOGO</b>	<b>XYZ LIMITED - INITIAL PUBLIC ISSUE - R</b>	Acknowledgement Slip for Broker/SCB/ DP/RTA	Application Form No. _____
DDID / Client ID _____	Amount Blocked (₹ in figures) _____ ASBA Bank & Branch _____ ASBA Bank A/c No./UPI Id _____ Received from Mr/Ms. _____ Telephone / Mobile _____ Email _____	PAN of Sole/First Applicant _____	Stamp & Signature of SCB Branch _____

<b>XYZ LIMITED - INITIAL PUBLIC ISSUE - R</b>	No. of Equity Shares In Figures _____ In Words _____ Amount Blocked (₹) _____ ASBA Bank A/c No. / UPI Id _____ Bank & Branch _____	Stamp & Signature of SCB/Broker/ DP/RTA _____	Name of Sole / First Applicant _____ _____ <b>Acknowledgement Slip for Applicant</b> Application Form No. _____
Important Note: Application made using third party UPI Id or ASBA Bank A/c are liable to be rejected.			





#### 4.1.1 NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/ FIRST APPLICANT

Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

- (a) **Mandatory Fields:** Applicants should note that the name and address fields are compulsory and email and/or telephone number/ mobile number fields are optional. Applicants should note that the contact details mentioned in the Application Form may be used to dispatch communications (including refund orders and letters notifying the unblocking of the bank accounts of ASBA Applicants) in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Application Form may be used by the Issuer, the members of the Syndicate, the Registered Broker and the Registrar to the Issue only for correspondence(s) related to an Issue and for no other purposes.
- (b) **Joint Applications:** In the case of Joint Applications, the Applications should be made in the name of the Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders. All payments may be made out in favor of the Applicant whose name appears in the Application Form or the Revision Form and all communications may be addressed to such Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.
- (c) **Impersonation:** Attention of the Applicants is specifically drawn to the provisions of sub section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

*“Any person*

- *who makes or abets making of an application in a fictitious name to a Company for acquiring, or subscribing for, its securities; or*
- *makes or abets making of multiple applications to a Company in different names or indifferent combinations of his name or surname for acquiring or subscribing for its securities;*
- *or otherwise induces directly or indirectly a Company to allot, or register any transfer of securities to him, or to any other person in a fictitious name, Shall be liable for action under section 447 of the said Act.”*

- (d) **Nomination Facility to Applicant:** Nomination facility is available in accordance with the provisions of Section 109A of the Companies Act. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Applicants should inform their respective DP.

#### 1.1.2 FIELD NUMBER 2: PAN NUMBER OF SOLE /FIRST APPLICANT

- (a) PAN (of the sole/ first Applicant) provided in the Application Form should be exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held as per the Depositories' records.
- (b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Applications on behalf of the Central or State Government, Applications by officials appointed by the courts and Applications by Applicants residing in Sikkim (“PAN Exempted Applicants”). Consequently, all Applicants, other than the PAN Exempted Applicants, are required to disclose their PAN in the Application Form, irrespective of the Application Amount. An Application Form without PAN, except in case of Exempted Applicants, is liable to be rejected. Applications by the Applicants whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.
- (c) The exemption for the PAN Exempted Applicants is subject to (a) the Demographic Details received from the respective Depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.
- (d) Application Forms which provide the General Index Register Number instead of PAN may be rejected.
- (e) Applications by Applicants whose demat accounts have been “suspended for credit” are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as “Inactive demat accounts” and demographic details are not provided by depositories.

#### 4.1.3 FIELD NUMBER 3: APPLICANTS DEPOSITORY ACCOUNT DETAILS

- (a) Applicants should ensure that DP ID and the Client ID are correctly filled in the Application Form. The DP ID and Client ID provided in the Application Form should match with the DP ID and Client ID available in the Depository database, **otherwise, the Application Form is liable to be rejected.**
- (b) Applicants should ensure that the beneficiary account provided in the Application Form is active.
- (c) Applicants should note that on the basis of DP ID and Client ID as provided in the Application Form, the Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for sending allocation advice and for other correspondence(s) related to an Issue.
- (d) Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Applicants' sole risk.

#### 1.1.4 FIELD NUMBER 4: APPLICATION DETAILS

- (a) The Issuer may mention Price in the Draft Prospectus. However a prospectus registered with ROC contains one price.
- (b) Minimum and Maximum Application Size

##### **i. For Retail Individual Applicants**

The Application must be for a minimum of 2,000 Equity Shares. As the Application Price payable by the Retail Individual Applicants cannot exceed ₹ 2,00,000, they can make Application for maximum 1 lot i.e. for 2,000 Equity Shares.

##### **ii. For Other Applicants (Non-Institutional Applicants and QIBs):**

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹ 2,00,000 and in multiples of 2,000 Equity Shares thereafter. An Application cannot be submitted for more than the Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application. In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non- Institutional Portion. Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Draft Prospectus.

- (c) **Multiple Applications:** An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or to Application Collecting Intermediary and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.
- (d) Applicants are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple applications:
  - i. All applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds and FPI sub-accounts, Applications bearing the same PAN may be treated as multiple applications by an Applicant and may be rejected.
  - ii. For applications from Mutual Funds and FPI sub-accounts, submitted under the same PAN, as well as Applications on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. In any such applications which have the same DP ID and Client ID, these may be treated as multiple applications and may be rejected.
- (e) The following applications may not be treated as multiple Applications:
  - i. Applications by Reserved Categories in their respective reservation portion as well as that made by them in the Net Issue portion in public category.

- ii. Separate applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Applications clearly indicate the scheme for which the Application has been made.
- iii. Applications by Mutual Funds, and sub-accounts of FPIs (or FPIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

#### **1.1.5 FIELD NUMBER 5: CATEGORY OF APPLICANTS**

- i. The categories of applicants identified as per the SEBI ICDR Regulations, 2018 for the purpose of Application, allocation and allotment in the Issue are RIIs, individual applicants other than RII's and other investors (including corporate bodies or institutions, irrespective of the number of specified securities applied for).
- ii. An Issuer can make reservation for certain categories of Applicants permitted under the SEBI ICDR Regulations, 2018. For details of any reservations made in the Issue, applicants may refer to the Draft Prospectus.
- iii. The SEBI ICDR Regulations, 2018 specify the allocation or allotment that may be made to various categories of applicants in an Issue depending upon compliance with the eligibility conditions. For details pertaining to allocation and Issue specific details in relation to allocation, applicant may refer to the Draft Prospectus.

#### **1.1.6 FIELD NUMBER 6: INVESTOR STATUS**

- (a) Each Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective allotment to it in the Issue is in compliance with the investment restrictions under applicable law.
- (b) Certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or hold Equity Shares exceeding certain limits specified under applicable law. Applicants are requested to refer to the Draft Prospectus for more details.
- (c) Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Application Form and Non-Resident Application Form.
- (d) Applicants should ensure that their investor status is updated in the Depository records.

#### **4.1.7 FIELD NUMBER 7: PAYMENT DETAILS**

- a) All Applicants are required to use ASBA facility to block the full Amount (net of any Discount, as applicable) along-with the Application Form. If the Discount is applicable in the Issue, the RIIs should indicate the full Amount in the Application Form and the funds shall be blocked for Amount net of Discount. Only in cases where the Draft Prospectus indicates that part payment may be made, such an option can be exercised by the Applicant.
- b) All categories of investors can participate in the Issue only through ASBA mechanism.
- c) Application Amount cannot be paid in cash, through money order or through postal order or through stock invest.

##### **4.1.7.1 Payment instructions for Applicants**

- (a) Applicants may submit the Application Form either in physical mode or online mode to any Designated Intermediaries.
- (b) Applicants should specify the Bank Account number in the Application Form. The Application Form submitted by an Applicant and which is accompanied by cash, demand, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, may not be accepted.
- (c) Applicant should ensure that the Application Form is also signed by the ASBA Account holder(s) if the Applicant is not the ASBA Account holder;
- (d) Applicant 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 Application Forms can be submitted.

- (f) Applicants applying through a member of the Syndicate should ensure that the Application Form is submitted to a member of the Syndicate only at the Specified Locations. Applicants should also note that Application Forms submitted to the Syndicate at the Specified Locations may not be accepted by the member of the Syndicate if the SCSB where the ASBA Account, as specified in the Application Form, is maintained has not named at least one branch at that location for the members of the Syndicate to deposit Application Forms (a list of such branches is available on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35> and <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>).
- (g) Applicants applying through a Registered Broker, RTA or CDP should note that Application Forms submitted to them may not be accepted, if the SCSB where the ASBA Account, as specified in Application Form, is maintained has not named at least one branch at that location for the Registered Brokers, RTA or CDP, as the case may be, to deposit Application Forms.
- (h) ASBA Applicant applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.
- (i) Upon receipt of Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form.
- (j) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Application Amount mentioned in the Application Form may upload the details on the Stock Exchange Platform.
- (k) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Applications on the Stock Exchange platform and such Applications are liable to be rejected.
- (l) Upon submission of a completed Application Form each Applicant may be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount specified in the Application Form in the ASBA Account maintained with the SCSBs.
- (m) The Application Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Application, as the case may be.

SCSBs applying in the Issue must apply through an Account maintained with any other SCSB; else their Application is liable to be rejected.

#### **4.1.8 Unblocking of ASBA Account**

Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Application, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Application, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, and (iv) details of rejected/ partial/ non-allotment ASBA Applications, if any, along with reasons for rejection and details of withdrawn or unsuccessful Applications, if any, to enable the SCSBs to unblock the respective bank accounts.

On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful ASBA Application to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.

In the event of withdrawal or rejection of the Application Form and for unsuccessful Applications, the Registrar to the Issue may give instructions to the SCSB to unblock the Application Amount in the relevant ASBA Account within 6 Working Days of the Issue Closing Date.

##### **4.1.8.1 Discount (if applicable)**

- (a) The Discount is stated in absolute rupee terms.
- (b) RII, Employees and Retail Individual Shareholders are only eligible for discount. For Discounts offered in the Issue, Applicants may refer to the Draft Prospectus.

- (c) For the Applicants entitled to the applicable Discount in the Issue the Application Amount less Discount (if applicable) shall be blocked.

#### **4.1.8.2 Additional Payment Instructions for NRIs**

The Non-Resident Indians who intend to block funds in their Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians (non-repatriation basis). In the case of applications by NRIs applying on a repatriation basis, payment shall not be accepted out of NRO Account.

#### **4.1.9 FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS**

- (a) Only the First Applicant is required to sign the Application Form. Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.
- (b) If the ASBA Account is held by a person or persons other than the ASBA Applicant., then the Signature of the ASBA Account holder(s) is also required.
- (c) In relation to the ASBA Applications, signature has to be correctly affixed in the authorization/undertaking box in the Application Form, or an authorisation has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the application amount mentioned in the Application Form.
- (d) Applicants must note that Application Form without signature of Applicant and /or ASBA Account holder is liable to be rejected.

#### **4.1.10 ACKNOWLEDGEMENT AND FUTURE COMMUNICATION**

Applicants should ensure that they receive the acknowledgment duly signed and stamped by Application Collecting Intermediaries, as applicable, for submission of the Application Form.

- (a) All communications in connection with Applications 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, refund orders, the Applicants should contact the Registrar to the Issue.
  - ii. In case of ASBA applications submitted to the Designated Branches of the SCSBs, the Applicants should contact the relevant Designated Branch of the SCSB.
  - iii. Applicant may contact the Company Secretary and Compliance Officer or LM(s) in case of any other complaints in relation to the Issue.
- (b) The following details (as applicable) should be quoted while making any queries -
- i. Full name of the sole or First Applicant, Application Form number, Applicants' DP ID, Client ID, UPI ID, PAN, number of Equity Shares applied for, amount blocked on application.
  - ii. Name and address of the Designated Intermediary, where the Application was submitted; or
  - iii. In case of ASBA applications, ASBA Account number in which the amount equivalent to the application amount was blocked.

For further details, Applicant may refer to the Draft Prospectus and the Application Form.

#### **4.2 INSTRUCTIONS FOR FILING THE REVISION FORM**

- (a) During the Issue Period, any Applicant (other than QIBs and NIIs, who can only revise their application upwards) who has registered his or her interest in the Equity Shares at a particular number of shares is free to revise number of shares applied using revision forms available separately.
- (b) RII may revise their applications till closure of the issue period or withdraw their applications until finalization of allotment.
- (c) Revisions can be made in both the desired number of Equity Shares and the Bid Amount by using the Revision Form.

- (d) The Applicant can make this revision any number of times during the Issue Period. However, for any revision(s) in the Application, the Applicants will have to use the services of the same Designated Intermediary through which such Applicant had placed the original Application.

A sample Revision form is reproduced below:

ISSUE PROGRAMME : ISSUE OPENS ON: <input type="checkbox"/> ISSUE OPENS ON: <input checked="" type="checkbox"/> ISSUE CLOSES ON: <input type="checkbox"/>															
<b>COMMON APPLICATION REVISION FORM</b>		<b>XYZ LIMITED - PUBLIC ISSUE- REVISION - R</b> Registered Office: Abcd Efgh Ijklm Nopqrst Uvwxyz Abcd Efgh Ijklm Nopqrst Uvwxyz, Corporate Office: Abcd Efgh Ijklm Nopqrst Uvwxyz, CIN: ABCD1234ABDC123ABCDE; Tel: +91 1234567890; E-mail: abcdefghi@abce.com; Website: www.abcedefghijkl.com						FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS							
<b>LOGO</b> To, The Board of Directors XYZ LIMITED		<b>FIXED PRICE SME ISSUE</b> ISIN - INE1234567890				<b>Application Form No.</b>		Date: _____							
BROKER'S / SCBS / DP / RTA STAMP & CODE			SUB-BROKER'S / SUB-AGENT'S STAMP & CODE			1. NAME & CONTACT DETAILS OF SOLE/FIRST APPLICANT									
						Mr. / Ms. _____									
						Address _____									
						Tel. No (with STD code) / Mobile _____									
SCSB / BANK BRANCH STAMP & CODE			SCSB / BANK BRANCH SERIAL NO.			2. PAN OF SOLE/FIRST APPLICANT									
						_____									
						3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS NSDL <input type="checkbox"/> CDSL <input type="checkbox"/>									
						For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID									
PLEASE CHANGE MY APPLICATION <input type="checkbox"/> PHYSICAL															
4. FROM (as per last Application or Revision)															
Options		No. of Equity Shares applied (Application must be in multiples of 100 equity shares) (In Figures)						Price per Equity Share (₹) /- (In Figures)							
		Issue Price		Discount, if any		Net Price									
Option 1		7		6		5		4		3		2		1	
(OR) Option 2		NOT APPLICABLE		NOT APPLICABLE		NOT APPLICABLE		NOT APPLICABLE		NOT APPLICABLE		NOT APPLICABLE		NOT APPLICABLE	
(OR) Option 3		NOT APPLICABLE		NOT APPLICABLE		NOT APPLICABLE		NOT APPLICABLE		NOT APPLICABLE		NOT APPLICABLE		NOT APPLICABLE	
5. TO (Revised Application)															
Options		No. of Equity Shares applied (Application must be in multiples of 100 equity shares) (In Figures)						Price per Equity Share (₹) /- (In Figures)							
		Issue Price		Discount, if any		Net Price									
Option 1		7		6		5		4		3		2		1	
(OR) Option 2		NOT APPLICABLE		NOT APPLICABLE		NOT APPLICABLE		NOT APPLICABLE		NOT APPLICABLE		NOT APPLICABLE		NOT APPLICABLE	
(OR) Option 3		NOT APPLICABLE		NOT APPLICABLE		NOT APPLICABLE		NOT APPLICABLE		NOT APPLICABLE		NOT APPLICABLE		NOT APPLICABLE	
6. PAYMENT DETAILS						PAYMENT OPTION: Full Payment									
Amount Blocked (₹ in Figures) _____						(₹ in words) _____									
ASBA Bank A/c No. _____						Bank Name & Branch _____									
UPI Id _____						(Maximum 45 characters)									
I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVER LEAF I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVER LEAF.															
7A. SIGNATURE OF SOLE / FIRST APPLICANT				7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)				BROKER / SCBS / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)							
Date: _____, 2019				I/We authorize the SCBS to do all acts as are necessary to make the Application in the issue											
				1) _____											
				2) _____											
				3) _____											
-----TEAR HERE-----															
<b>LOGO</b>		<b>XYZ LIMITED - INITIAL PUBLIC ISSUE - REVISION - R</b>				Acknowledgement Slip for Broker/SCSB / DP/RTA		<b>Application Form No.</b>							
DPID / CLID _____		PAN _____													
Additional Amount Blocked (₹ in figures) _____				ASBA Bank & Branch _____				Stamp & Signature of SCBS Branch							
ASBA Bank A/c No./UPI Id _____															
Received from Mr./Ms. _____															
Telephone / Mobile _____		Email _____													
-----TEAR HERE-----															
<b>XYZ LIMITED - INITIAL PUBLIC ISSUE - REVISION - R</b>		Option 1		Option 2		Option 3		Stamp & Signature of SCBS/Broker/DP/RTA		Name of Sole / First Applicant					
		No. of Equity Shares													
		Issue Price													
		Additional Amount Blocked (₹)													
ASBA Bank A/c No. / UPI Id: _____		Bank & Branch: _____								<b>Acknowledgment Slip for Applicant</b>					
										<b>Application Form No.</b>					
Important Note: Application made using third party UPI Id or ASBA Bank A/c are liable to be rejected.															

ISSUE PROGRAMME : ISSUE OPENS ON: [●]    ISSUE CLOSES ON: [●]	
<b>COMMON APPLICATION REVISION FORM</b>	<b>XYZ LIMITED - INITIAL PUBLIC ISSUE - REVISION - NR</b> Registered Office: Abed Efah Ijklm Nopqrst Uvwxyz Abed Efah Ijklm Nopqrst Uvwxyz. Corporate Office: Abed Efah Ijklm Nopqrst Uvwxyz. CIN: ABCD1234ABCD1234BCDE; Tel: +91 1234567890; E-mail: abcdefghi@abce.com; Website: www.abcdefgijklm.com
FOR NON RESIDENT INCLUDING ELIGIBLE NRIs, FPIs or FVCI's ETC. APPLYING ON A REPATRIATION BASIS	

<b>LOGO</b> To, The Board of Directors XYZ LIMITED	<b>FIXED PRICE SME ISSUE</b> ISIN - INE1234567890	Application Form No. _____ Date: _____
BROKER'S / SCSB / DP / RTA STAMP & CODE	SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	<b>1. NAME &amp; CONTACT DETAILS OF SOLE/FIRST APPLICANT</b> Mr / Ms. _____ Address _____ Tel. No (with STD code) / Mobile _____
SCSB / BANK BRANCH STAMP & CODE	SCSB / BANK BRANCH SERIAL NO.	<b>2. PAN OF SOLE/FIRST APPLICANT</b> _____ <b>3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS</b> NSDL _____ CDSL _____ For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

PLEASE CHANGE MY APPLICATION  PHYSICAL

Options	No. of Equity Shares applied (Application must be in multiples of [●] equity shares) (In Figures)							Price per Equity Share (₹) 10/- (In Figures)							
	7	6	5	4	3	2	1	4	3	2	1	4	3	2	1
Option 1															
(OR) Option 2															
(OR) Option 3															

Options	No. of Equity Shares applied (Application must be in multiples of [●] equity shares) (In Figures)							Price per Equity Share (₹) 10/- (In Figures)							
	7	6	5	4	3	2	1	4	3	2	1	4	3	2	1
Option 1															
(OR) Option 2															
(OR) Option 3															

<b>6. PAYMENT DETAILS</b>	<b>PAYMENT OPTION : Full Payment</b>
Amount Blocked (₹ in Figures) _____	(₹ in words) _____
ASBA Bank A/c No. _____	Bank Name & Branch _____
UPI Id _____	(Maximum 45 characters)

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVER LEAF I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVER LEAF.

<b>7 A. SIGNATURE OF SOLE / FIRST APPLICANT</b>  Date: _____, 2018	<b>7 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)</b> I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue 1) _____ 2) _____ 3) _____	<b>BROKER / SCSB / DP / RTA STAMP</b> (Acknowledging upload of Application in Stock Exchange System)
--------------------------------------------------------------------------	----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	---------------------------------------------------------------------------------------------------------

<b>LOGO</b>	<b>XYZ LIMITED - INITIAL PUBLIC ISSUE - REVISION - NR</b>	Acknowledgement Slip for Broker/SCSB/DP/RTA	<b>Application Form No.</b>
DPID / CLID _____	BAN _____		
Additional Amount Blocked (₹ in figures) _____	Bank & Branch _____	SCSB Branch Stamp & Signature	
ASBA Bank A/c No /UPI Id: _____			
Received from Mr./Ms. _____			
Telephone / Mobile _____	Email _____		

XYZ LIMITED - INITIAL PUBLIC ISSUE - REVISION - NR	Option 1	Option 2	Option 3	Stamp & Signature of SCSB/Broker/DP/RTA	Name of Sole / First Applicant
	No. of Equity Shares			NOT APPLICABLE	
	Issue Price				
	Additional Amount Blocked (₹)				
ASBA Bank A/c No /UPI Id: _____					<b>Acknowledgment Slip for Applicant</b>  <b>Application Form No.</b>
Bank & Branch: _____					
Important Note: Application made using third party UPI Id or ASBA Bank A/c are liable to be rejected.					

Other than instructions already highlighted at paragraph 4.1 above, point wise instructions regarding filling up various fields of the Revision Form are provided below:

**2.2.1 FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST APPLICANT, PAN OF SOLE/FIRST APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE APPLICANT**

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

**2.2.2 FIELD 4 & 5: APPLICATION REVISION “FROM” AND “TO”**

- (a) Apart from mentioning the revised options in the Revision Form, the Applicant must also mention the details of the share applied for given in his or her Application Form or earlier Revision Form.
- (b) In case of revision of Applications by RIIs, Employees and Retail Individual Shareholders, such Applicants should ensure that the Application Amount, should not exceed ₹2,00,000/- due to revision and the application may be considered, subject to the eligibility, for allocation under the Non-Institutional Category.

**2.2.3 FIELD 6: PAYMENT DETAILS**

- (a) Applicants are required to make payment of the full application along with the Revision Form.
- (b) Applicant may Issue instructions to block the revised amount in the ASBA Account, to the Designated Branch through whom such Applicant had placed the original Application to enable the relevant SCSB to block the additional Application Amount, if any.

**4.2.4 FIELDS 7: SIGNATURES AND ACKNOWLEDGEMENTS**

Applicants may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

**4.3 SUBMISSION OF REVISION FORM/ APPLICATION FORM**

Applicants may submit completed application form / Revision Form in the following manner:-

Mode of Application	Submission of application Form
All Investors Application	To the Application Collecting Intermediaries

**SECTION 5: ISSUE PROCEDURE IN FIXED PRICE ISSUE**

**a. Applicants may note that there is no Bid cum Application Form in a Fixed Price Issue.**

As the Issue Price is mentioned in the Fixed Price Issue therefore on filing of the prospectus with the RoC, the Application so submitted is considered as the application form. Applicants may only use the specified Application Form for the purpose of making an Application in terms of the prospectus which may be submitted through Designated Intermediary.

Applicants may submit an Application Form either in physical/ electronic form to Designated Intermediaries or the Designated Branches of the SCSBs authorizing blocking of funds that are available in the bank account specified in the Application Form only (“ASBA Account”). The Application Form is also made available on the websites of the Stock Exchanges at least one day prior to the Issue Opening Date.

In a fixed price Issue, allocation in the net offer to the public category is made as follows: minimum fifty per cent to Retail Individual Investors; and remaining to (i) individual investors other than Retail Individual Investors; and (ii) other Applicants including corporate bodies or institutions, irrespective of the number of specified securities applied for. The unsubscribed portion in either of the categories specified above may be allocated to the Applicants in the other category.

**b. Grounds for technical rejections**

Applicants are advised to note that the Applications are liable to be rejected, inter-alia, on the following technical grounds:-

- Amount paid does not tally with the amount payable for the Equity shares applied for;
- In case of partnership firms, Application for Equity Shares made in the name of the individual partners and no firm as such shall be entitled to apply.



- Application by persons not competent to contract under the Indian Contract Act, 1872, including minors, insane person.
- PAN not mentioned in the Application Form.
- GIR number furnished instead of PAN.
- Applications for lower number of Equity Shares than the minimum specified for that category of investors;
- Applications at a price other than the Fixed Price of the Issue;
- Applications for number of Equity Shares which are not in multiples of applicable lot size;
- Category not ticked;
- Multiple Applications as defined in this Draft Prospectus as such, based on common PAN;
- In case of Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are not being submitted;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicants within the time prescribed as per the Application Form, Issue Opening Date advertisement and prospectus as per the instructions in the prospectus and Application Forms;
- In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US person other than in reliance on Regulations or “qualified institutional buyers” as defined in Rule 144A under the Securities Act;
- Application not duly signed by the sole applicant;
- Application by any person outside India if not in compliance with applicable foreign and Indian Laws;
- Application that do not comply with the securities laws of their respective jurisdictions are liable to be rejected.
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Application by person not eligible to acquire equity shares of the company in terms of all applicable laws, rules, regulations, guidelines, and approvals.
- Application or revision thereof by QIB Applicants, Non Institutional Applicants where the Application Amount is in excess of ₹. 200000 received after 3.00 pm on the issue closing date unless the extended time is permitted by BSE.
- Inadequate funds in the bank account to block the Application Amount specified in the Application Form/Application Form at the time of blocking such Application Amount in the bank account;
- Where no confirmation is received from SCSB for blocking of funds;
- Applications by Applicants not submitted through ASBA process;
- Applications not uploaded on the terminals of the Stock Exchanges; and
- Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Application Form.
- Details of ASBA Account not provided in the Application form

For details of instructions in relation to the Application Form, Applicants may refer to the relevant section of GID.

**APPLICANT SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGE BY THE BROKERS DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE APPLICATION FORM IS LIABLE TO BE REJECTED.**

#### **SECTION 6: ISSUE PROCEDURE IN BOOK BUILT ISSUE**

This being Fixed Price Issue, this section is not applicable for this Issue.

#### **SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT**

##### **7.1 Basis of Allotment**

Allotment will be made in consultation with BSE SME (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

- 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 over subscription ratio (number of applicants in the category x number of Shares applied for).

- b) The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
- c) For applications where the proportionate allotment works out to less than 2,000 Equity Shares the allotment will be made as follows:
  - i. Each successful applicant shall be allotted 2,000 Equity Shares;
  - ii. The successful applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
- d) If the proportionate allotment to an applicant works out to a number that is not a multiple of 2,000 Equity Shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of 2,000 Equity Shares subject to a minimum allotment of 2,000 Equity Shares.
- e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the lower nearest multiple of 2,000 Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, upto 110% of the size of the offer specified under the Capital Structure mentioned in this Draft Prospectus.
- f) The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for Retail Individual applicants as described below:
  - i. As per Regulation 32(4) of the SEBI (ICDR) Regulations 2018, as the Retail Individual Investor category is entitled to minimum fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.
  - ii. Remaining to Individual applicants other than retail individual investors and Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;
  - iii. The unsubscribed portion in either of the categories specified in (a) or (b) above may be available for allocation to the applicants in the other category, if so required.

'Retail Individual Investor' means an investor who applies for shares of value of not more than ₹ 2,00,000. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with SME Platform of BSE- SME.

The Executive Director / Managing Director of BSE - the Designated Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2018.

As per the RBI regulations, OCBs are not permitted to participate in the Issue. There is no reservation for Non Residents, NRIs, FPIs and foreign venture capital funds and all Non Residents, NRI, FPI and Foreign Venture Capital Funds applicants will be treated on the same basis with other categories for the purpose of allocation.

## 7.2 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 into the Public Issue Account with the Bankers to the Issue.
- b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload 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. Applicants **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 Applicants 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 Applicants Depository Account will be completed within 5 Working Days of the Issue Closing Date. The Issuer also ensures the credit of shares to the successful Applicant's depository account is completed within 5 Working Days of the Issue Closing Date,

## **Section 8: Interest and Refunds**

### **8.1 COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING**

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within 6 Working Days of the Issue Closing Date. The Registrar to the Issue may give instructions for credit to Equity Shares the beneficiary account with DPs, and dispatch the Allotment Advice within 6 Working Days of the Issue Closing Date.

### **8.2 GROUNDS FOR UNBLOCKING OF FUNDS**

#### **8.2.1 Non Receipt of Listing Permission**

An Issuer makes an application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in Draft Prospectus. The Designated Stock Exchange may be as disclosed in the Draft Prospectus with which the Basis of Allotment may be finalized.

If the 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 initiate action to unblock the application amount from the Investors accounts.

If such money is not repaid within the 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 73 of Companies Act, and disclosed in the Draft Prospectus.

#### **8.2.2 Minimum Subscription**

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten.

As per Section 39 of Companies Act, 2013 if the "stated minimum amount" has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the prospectus, the application money has to be returned within such period as may be prescribed. If our company does not receive the 100% subscription of the offer through the Offer Document including devolvement of underwriters, if any, our company shall forthwith unblock the entire application amount received. If there is a delay beyond eighty days after our company becomes 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 or other penalty as prescribed under SEBI Regulations, the Companies Act, 2013.

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50 no allotment will be made pursuant to this Issue and the amounts in the ASBA Account shall be unblocked within 6 working days of closure of the issue.

Further in accordance with Regulation 267 of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than ₹100000/- (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 offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance without the applicable laws of such jurisdiction.

#### **8.2.3 Minimum Number of Allottees**

The Issuer may ensure that the number of prospective allottees to whom Equity Shares may be allotted may not be less than 50 failing which the entire application monies may be unblocked forthwith.

### **8.3 MODE OF UNBLOCKING OF FUNDS**

Within 6 Working Days of the Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Application and also for any excess amount blocked on Application.

#### **8.3.1 Mode of making refunds for Applicants**

The Registrar to the Issue may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA applications or in the event of withdrawal or failure of the Issue.

### **8.4 INTEREST IN CASE OF DELAY IN ALLOTMENT**

The Issuer may pay interest at the rate of 15% per annum if demat credits are not made to Applicants or instructions for unblocking of funds in the ASBA Account are not dispatched within the 6 Working days of the Issue Closing Date.

The Issuer may pay interest at 15% per annum for any delay beyond 6 working days from the Issue Closing Date, if Allotment is not made.

## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the FEMA and various regulations made thereunder. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“DIPP”) makes policy announcements on FDI through press notes and press releases which are notified by the RBI as amendments to the FEMA. The DIPP also issues the Consolidated Foreign Direct Investment Policy from time to time. The regulatory framework pertaining to foreign investment, over a period of time, thus, consists of acts, regulations, master circulars, press notes, press releases, and clarifications among other amendments.

The current consolidated FDI policy circular of 2017, dated August 28, 2017 issued by the DIPP (“FDI Policy”) consolidates the policy framework which was in force as on August 28, 2017. All the press notes, press releases, clarifications on FDI issued by DIPP till August 27, 2017 stand rescinded as on August 28, 2017. In terms of the FDI Policy, Foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the Government route, depending upon the sector in which foreign investment is sought to be made. In terms of the FDI Policy, the work of granting government approval for foreign investment under the FDI Policy and FEMA Regulations has now been entrusted to the concerned Administrative Ministries/Departments. FDI for the items or activities that cannot be brought in under the automatic route may be brought in through the approval route.

RBI has also issued Master Direction- Foreign Investment in India dated January 4, 2018. In terms of the Master Direction, an Indian company may issue fresh shares to persons resident outside India (who are eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Directions.

The RBI, in exercise of its power under the FEMA, has also notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017 to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”), or the securities laws of any state of the United States and may not be offered or sold within the United States, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sale occur. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

**DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION**

<b>Sr. No</b>	<b>Particulars</b>	
<b>1.</b>	No regulation contained in Table "F" in the First Schedule to Companies Act, 2013 shall apply to this Company but the regulations for the Management of the Company and for the observance of the Members thereof and their representatives shall be as set out in the relevant provisions of the Companies Act, 2013 and subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration of or addition to its regulations by Special Resolution as prescribed by the said Companies Act, 2013 be such as are contained in these Articles unless the same are repugnant or contrary to the provisions of the Companies Act, 2013 or any amendment thereto.	<b>Table F Applicable.</b>
	<b>Interpretation Clause</b>	
<b>2.</b>	In the interpretation of these Articles the following expressions shall have the following meanings unless repugnant to the subject or context:	
	(a) "The Act" means the Companies Act, 2013 and includes any statutory modification or re-enactment thereof for the time being in force.	<b>Act</b>
	(b) "These Articles" means Articles of Association for the time being in force or as may be altered from time to time vide Special Resolution.	<b>Articles</b>
	(c) "Auditors" means and includes those persons appointed as such for the time being of the Company.	<b>Auditors</b>
	(d) "Capital" means the share capital for the time being raised or authorized to be raised for the purpose of the Company.	<b>Capital</b>
	(e) *"The Company" shall means WHTIE OGANIC RETAIL LIMITED	
	(f) "Executor" or "Administrator" means a person who has obtained a probate or letter of administration, as the case may be from a Court of competent jurisdiction and shall include a holder of a Succession Certificate authorizing the holder thereof to negotiate or transfer the Share or Shares of the deceased Member and shall also include the holder of a Certificate granted by the Administrator General under section 31 of the Administrator General Act, 1963.	<b>Executor or Administrator</b>
	(g) "Legal Representative" means a person who in law represents the estate of a deceased Member.	<b>Legal Representative</b>
	(h) Words importing the masculine gender also include the feminine gender.	<b>Gender</b>
	(i) "In Writing" and "Written" includes printing lithography and other modes of representing or reproducing words in a visible form.	<b>In Writing and Written</b>
	(j) The marginal notes hereto shall not affect the construction thereof.	<b>Marginal notes</b>
	(k) "Meeting" or "General Meeting" means a meeting of members.	<b>Meeting or General Meeting</b>
	(l) "Month" means a calendar month.	<b>Month</b>
	(m) "Annual General Meeting" means a General Meeting of the Members held in accordance with the provision of section 96 of the Act.	<b>Annual General Meeting</b>
	(n) "Extra-Ordinary General Meeting" means an Extraordinary General Meeting of the Members duly called and constituted and any adjourned holding thereof.	<b>Extra-Ordinary General Meeting</b>
	(o) "National Holiday" means and includes a day declared as National Holiday by the Central Government.	<b>National Holiday</b>
	(p) "Non-retiring Directors" means a director not subject to retirement by rotation.	<b>Non-retiring Directors</b>
	(q) "Office" means the registered Office for the time being of the Company.	<b>Office</b>
	(r) "Ordinary Resolution" and "Special Resolution" shall have the meanings assigned thereto by Section 114 of the Act.	<b>Ordinary and Special Resolution</b>
	(s) "Person" shall be deemed to include corporations and firms as well as individuals.	<b>Person</b>
	(t) "Proxy" means an instrument whereby any person is authorized to vote for a member at General Meeting or Poll and includes attorney duly constituted under the power of attorney.	<b>Proxy</b>
	(u) "The Register of Members" means the Register of Members to be kept pursuant to Section 88(1) (a) of the Act.	<b>Register of Members</b>
	(v) "Seal" means the common seal for the time being of the Company.	<b>Seal</b>
	(w) Words importing the Singular number include where the context admits or requires the plural number and vice versa.	<b>Singular number</b>

Sr. No	Particulars	
	(x) "The Statutes" means the Companies Act, 2013 and every other Act for the time being in force affecting the Company.	<b>Statutes</b>
	(y) "These presents" means the Memorandum of Association and the Articles of Association as originally framed or as altered from time to time.	<b>These presents</b>
	(z) "Variation" shall include abrogation; and "vary" shall include abrogate.	<b>Variation</b>
	(aa) "Year" means the calendar year and "Financial Year" shall have the meaning assigned thereto by Section 2(41) of the Act.	<b>Year and Financial Year</b>
	Save as aforesaid any words and expressions contained in these Articles shall bear the same meanings as in the Act and any statutory modifications thereof for the time being in force.	<b>Expressions in the Act to bear the same meaning in Articles</b>
<b>CAPITAL</b>		
3.	The Authorized Share Capital of the Company shall be such amount as may be mentioned in Clause V of Memorandum of Association of the Company from time to time.	<b>Authorized Capital.</b>
4.	The Company may in General Meeting from time to time by Ordinary Resolution increase its capital by creation of new Shares which may be unclassified and may be classified at the time of issue in one or more classes and of such amount or amounts as may be deemed expedient. The new Shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe and in particular, such Shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at General Meeting of the Company in conformity with Section 47 of the Act. Whenever the capital of the Company has been increased under the provisions of this Article the Directors shall comply with the provisions of Section 64 of the Act.	<b>Increase of capital by the Company how carried into effect</b>
5.	Except so far as otherwise provided by the conditions of issue or by these Presents, any capital raised by the creation of new Shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.	<b>New Capital same as existing capital</b>
6.	The Board shall have the power to issue a part of authorized capital by way of non-voting Shares at price(s) premia, dividends, eligibility, volume, quantum, proportion and other terms and conditions as they deem fit, subject however to provisions of law, rules, regulations, notifications and enforceable guidelines for the time being in force.	<b>Non Voting Shares</b>
7.	Subject to the provisions of the Act and these Articles, the Board of Directors may issue redeemable preference shares to such persons, on such terms and conditions and at such times as Directors think fit either at premium or at par, and with full power to give any person the option to call for or be allotted shares of the company either at premium or at par, such option being exercisable at such times and for such consideration as the Board thinks fit.	<b>Redeemable Preference Shares</b>
8.	The holder of Preference Shares shall have a right to vote only on Resolutions, which directly affect the rights attached to his Preference Shares.	<b>Voting rights of preference shares</b>
9.	On the issue of redeemable preference shares under the provisions of Article 7 hereof, the following provisions shall take effect: (a) No such Shares shall be redeemed except out of profits of which would otherwise be available for dividend or out of proceeds of a fresh issue of shares made for the purpose of the redemption; (b) No such Shares shall be redeemed unless they are fully paid; (c) Subject to section 55(2)(d)(i) the premium, if any payable on redemption shall have been provided for out of the profits of the Company or out of the Company's security premium account, before the Shares are redeemed; (d) Where any such Shares are redeemed otherwise than out of the proceeds of a fresh issue, there shall out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called "the Capital Redemption Reserve Account", a sum equal to the nominal amount of the Shares redeemed, and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 55 of the Act apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company; and	<b>Provisions to apply on issue of Redeemable Preference Shares</b>

Sr. No	Particulars	
	(e) Subject to the provisions of Section 55 of the Act, the redemption of preference shares hereunder may be effected in accordance with the terms and conditions of their issue and in the absence of any specific terms and conditions in that behalf, in such manner as the Directors may think fit. The reduction of Preference Shares under the provisions by the Company shall not be taken as reducing the amount of its Authorized Share Capital	
10.	The Company may (subject to the provisions of sections 52, 55, 66, both inclusive, and other applicable provisions, if any, of the Act) from time to time by Special Resolution reduce (a) the share capital; (b) any capital redemption reserve account; or (c) any security premium account In any manner for the time being, authorized by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate from any power the Company would have, if it were omitted.	<b>Reduction of capital</b>
11.	Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.	<b>Debentures</b>
12.	The Company may exercise the powers of issuing sweat equity shares conferred by Section 54 of the Act of a class of shares already issued subject to such conditions as may be specified in that sections and rules framed thereunder.	<b>Issue of Sweat Equity Shares</b>
13.	The Company may issue shares to Employees including its Directors other than independent directors and such other persons as the rules may allow, under Employee Stock Option Scheme (ESOP) or any other scheme, if authorized by a Special Resolution of the Company in general meeting subject to the provisions of the Act, the Rules and applicable guidelines made there under, by whatever name called.	<b>ESOP</b>
14.	Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.	<b>Buy Back of shares</b>
15.	Subject to the provisions of Section 61 of the Act, the Company in general meeting may, from time to time, sub-divide or consolidate all or any of the share capital into shares of larger amount than its existing share or sub-divide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum; subject nevertheless, to the provisions of clause (d) of sub-section (1) of Section 61; Subject as aforesaid the Company in general meeting may also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.	<b>Consolidation, Sub-Division And Cancellation</b>
16.	Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue depository receipts in any foreign country.	<b>Issue of Depository Receipts</b>
17.	Subject to compliance with applicable provision of the Act and rules framed thereunder, SEBI Regulations and other applicable laws the company shall have power to issue any kind of securities as permitted to be issued under the Act and rules framed thereunder, SEBI Regulations and other applicable laws	<b>Issue of Securities</b>
<b>MODIFICATION OF CLASS RIGHTS</b>		
18.	(a) If at any time the share capital, by reason of the issue of Preference Shares or otherwise is divided into different classes of shares, all or any of the rights privileges attached to any class (unless otherwise provided by the terms of issue of the shares of the class) may, subject to the provisions of Section 48 of the Act and whether or not the Company is being wound-up, be varied, modified or dealt, with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class. The provisions of these Articles relating to general meetings shall mutatis mutandis apply to every such separate class of meeting.	<b>Modification of rights</b>



Sr. No	Particulars	
	Provided that if variation by one class of shareholders affects the rights of any other class of shareholders, the consent of three-fourths of such other class of shareholders shall also be obtained and the provisions of this section shall apply to such variation.	
	(b) The rights conferred upon the holders of the Shares including Preference Share, if any) of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the terms of the issue of shares of that class, be deemed not to be modified, commuted, affected, abrogated, dealt with or varied by the creation or issue of further shares ranking pari passu therewith.	<b>New Issue of Shares not to affect rights attached to existing shares of that class.</b>
19.	Subject to the provisions of Section 62 of the Act and these Articles, the shares in the capital of the company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in 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 and with the sanction of the company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the company on payment in full or part of any property sold and transferred or for any services rendered to the company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares.	<b>Shares at the disposal of the Directors.</b>
20.	The Company may issue shares or other securities in any manner whatsoever including by way of a preferential offer, to any persons whether or not those persons include the persons referred to in clause (a) or clause (b) of sub-section (1) of section 62 subject to compliance with section 42 and 62 of the Act and rules framed thereunder and the SEBI Regulations	<b>Power to issue shares on preferential basis.</b>
21.	The shares in the capital shall be numbered progressively according to their several denominations, and except in the manner hereinbefore mentioned no share shall be sub-divided. Every forfeited or surrendered share shall continue to bear the number by which the same was originally distinguished.	<b>Shares should be Numbered progressively and no share to be subdivided.</b>
22.	An application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is on the Register shall for the purposes of these Articles, be a Member.	<b>Acceptance of Shares.</b>
23.	Subject to the provisions of the Act, SEBI Regulations and these Articles, the Directors may allot and issue shares in the Capital of the Company as payment or part payment for any property (including goodwill of any business) sold or transferred, goods or machinery supplied or for services rendered to the Company either in or about the formation or promotion of the Company or the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than in cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares as aforesaid.	<b>Directors may allot shares as full paid-up</b>
24.	The money (if any) which the Board shall on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them shall become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him, accordingly.	<b>Deposit and call etc. to be a debt payable immediately.</b>
25.	Every Member, or his heirs, executors, administrators, or legal representatives, shall pay to the Company the portion of the Capital represented by his share or shares which may, for the time being, remain unpaid thereon, in such amounts at such time or times, and in such manner as the Board shall, from time to time in accordance with the Company's regulations, require on date fixed for the payment thereof.	<b>Liability of Members.</b>
26.	Shares may be registered in the name of any limited company or other corporate body but not in the name of a firm, an insolvent person or a person of unsound mind.	<b>Registration of Shares.</b>
	<b>RETURN ON ALLOTMENTS TO BE MADE OR RESTRICTIONS ON ALLOTMENT</b>	
27.	The Board shall observe the restrictions as regards allotment of shares to the public, and as regards return on allotments contained in Sections 39 of the Act	

Sr. No	Particulars	
<b>CERTIFICATES</b>		
28.	<p>(a) Every member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as provided in the relevant laws) to several certificates, each for one or more of such shares and the company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application for registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe or approve, provided that in respect of a share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate and delivery of a certificate of shares to one of several joint holders shall be sufficient delivery to all such holder. Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in cases of issues against letter of acceptance or of renunciation or in cases of issue of bonus shares. Every such certificate shall be issued under the seal of the Company, which shall be affixed in the presence of two Directors or persons acting on behalf of the Directors under a duly registered power of attorney and the Secretary or some other person appointed by the Board for the purpose and two Directors or their attorneys and the Secretary or other person shall sign the share certificate, provided that if the composition of the Board permits of it, at least one of the aforesaid two Directors shall be a person other than a Managing or whole-time Director. Particulars of every share certificate issued shall be entered in the Register of Members against the name of the person, to whom it has been issued, indicating the date of issue.</p> <p>(b) Any two or more joint allottees of shares shall, for the purpose of this Article, be treated as a single member, and the certificate of any shares which may be the subject of joint ownership, may be delivered to anyone of such joint owners on behalf of all of them. For any further certificate the Board shall be entitled, but shall not be bound, to prescribe a charge not exceeding Rupees Fifty. The Company shall comply with the provisions of Section 39 of the Act.</p> <p>(c) A Director may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means, such as engraving in metal or lithography, but not by means of a rubber stamp provided that the Director shall be responsible for the safe custody of such machine, equipment or other material used for the purpose.</p>	<b>Share Certificates.</b>
29.	<p>If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new Certificate may be issued in lieu thereof, and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, being given, a new Certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every Certificate under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.50/- for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.</p> <p>Provided that notwithstanding what is stated above the Directors shall comply with such Rules or Regulation or requirements of any Stock Exchange or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956, or any other Act, or rules applicable in this behalf.</p> <p>The provisions of this Article shall mutatis mutandis apply to debentures of the Company.</p>	<b>Issue of new certificates in place of those defaced, lost or destroyed.</b>
30.	<p>(a) If any share stands in the names of two or more persons, the person first named in the Register shall as regard receipts of dividends or bonus or service of notices and all or any other matter connected with the Company except voting at meetings, and the</p>	<b>The first named joint holder deemed Sole holder.</b>

Sr. No	Particulars	
	transfer of the shares, be deemed sole holder thereof but the joint-holders of a share shall be severally as well as jointly liable for the payment of all calls and other payments due in respect of such share and for all incidentals thereof according to the Company's regulations.	
	(b) The Company shall not be bound to register more than three persons as the joint holders of any share.	<b>Maximum number of joint holders.</b>
31.	Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognise any equitable, contingent, future or partial interest in any share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as the holder thereof but the Board shall be at liberty at its sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.	<b>Company not bound to recognise any interest in share other than that of registered holders.</b>
32.	If by the conditions of allotment of any share the whole or part of the amount or issue price thereof shall be payable by installment, every such installment shall when due be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative.	<b>Installment on shares to be duly paid.</b>
<b>UNDERWRITING AND BROKERAGE</b>		
33.	Subject to the provisions of Section 40 (6) of the Act, the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing, to subscribe (whether absolutely or conditionally) for any shares or debentures in the Company, or procuring, or agreeing to procure subscriptions (whether absolutely or conditionally) for any shares or debentures in the Company but so that the commission shall not exceed the maximum rates laid down by the Act and the rules made in that regard. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.	<b>Commission</b>
34.	The Company may pay on any issue of shares and debentures such brokerage as may be reasonable and lawful.	<b>Brokerage</b>
<b>CALLS</b>		
35.	(1) The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board and not by a circular resolution, make such calls as it thinks fit, upon the Members in respect of all the moneys unpaid on the shares held by them respectively and each Member shall pay the amount of every call so made on him to the persons and at the time and places appointed by the Board. (2) A call may be revoked or postponed at the discretion of the Board. (3) A call may be made payable by installments.	<b>Directors may make calls</b>
36.	Fifteen days' notice in writing of any call shall be given by the Company specifying the time and place of payment, and the person or persons to whom such call shall be paid.	<b>Notice of Calls</b>
37.	A call shall be deemed to have been made at the time when the resolution of the Board of Directors authorising such call was passed and may be made payable by the members whose names appear on the Register of Members on such date or at the discretion of the Directors on such subsequent date as may be fixed by Directors.	<b>Calls to date from resolution.</b>
38.	Whenever any calls for further share capital are made on shares, such calls shall be made on uniform basis on all shares falling under the same class. For the purposes of this Article shares of the same nominal value of which different amounts have been paid up shall not be deemed to fall under the same class.	<b>Calls on uniform basis.</b>
39.	The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the members who on account of the residence at a distance or other cause, which the Board may deem fairly entitled to such extension, but no member shall be entitled to such extension save as a matter of grace and favour.	<b>Directors may extend time.</b>
40.	If any Member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board not exceeding 21% per annum but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such member.	<b>Calls to carry interest.</b>

Sr. No	Particulars	
41.	If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by installments at fixed time (whether on account of the amount of the share or by way of premium) every such amount or installment shall be payable as if it were a call duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or installment accordingly.	<b>Sums deemed to be calls.</b>
42.	On the trial or hearing of any action or suit brought by the Company against any Member or his representatives for the recovery of any money claimed to be due to the Company in respect of his shares, if shall be sufficient to prove that the name of the Member in respect of whose shares the money is sought to be recovered, appears entered on the Register of Members as the holder, at or subsequent to the date at which the money is sought to be recovered is alleged to have become due on the share in respect of which such money is sought to be recovered in the Minute Books: and that notice of such call was duly given to the Member or his representatives used in pursuance of these Articles: and that it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum of Directors was present at the Board at which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.	<b>Proof on trial of suit for money due on shares.</b>
43.	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 thereunder nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member of the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce forfeiture of such shares as hereinafter provided.	<b>Judgment, decree, partial payment motto proceed for forfeiture.</b>
44.	<p>(a) The Board may, if it thinks fit, receive from any Member willing to advance the same, all or any part of the amounts of his respective shares beyond the sums, actually called up and upon the moneys so paid in advance, or upon so much thereof, from time to time, and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares on account of which such advances are made the Board may pay or allow interest, at such rate as the member paying the sum in advance and the Board agree upon. The Board may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to the Member three months' notice in writing: provided that moneys paid in advance of calls on shares may carry interest but shall not confer a right to dividend or to participate in profits.</p> <p>(b) No Member paying any such sum in advance shall be entitled to voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable. The provisions of this Article shall mutatis mutandis apply to calls on debentures issued by the Company.</p>	<b>Payments in Anticipation of calls may carry interest</b>
	<b>LIEN</b>	
45.	<p>The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect. And such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. Unless otherwise agreed the registration of a transfer of shares/debentures shall operate as a waiver of the Company's lien if any, on such shares/debentures. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this clause.</p> <p>Every fully paid share shall be free from all lien and that in the case of partly paid shares the Issuer's lien shall be restricted to moneys called or payable at fixed time in respect of such shares.<sup>1</sup></p>	<b>Company to have Lien on shares.</b>

<sup>1</sup> Clause modified vide special resolution passed at the extra-ordinary general meeting of the Company held on 21<sup>st</sup> February, 2019

Sr. No	Particulars	
46.	For the purpose of enforcing such lien the Directors may sell the shares subject thereto in such manner as they shall think fit, but no sale shall be made until such period as aforesaid shall have arrived and until notice in writing of the intention to sell shall have been served on such member or the person (if any) entitled by transmission to the shares and default shall have been made by him in payment, fulfillment of discharge of such debts, liabilities or engagements for seven days after such notice. To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof and purchaser shall be registered as the holder of the shares comprised in any such transfer. Upon any such sale as the Certificates in respect of the shares sold shall stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a new Certificate or Certificates in lieu thereof to the purchaser or purchasers concerned.	<b>As to enforcing lien by sale.</b>
47.	The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to 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.	<b>Application of proceeds of sale.</b>
<b>FORFEITURE AND SURRENDER OF SHARES</b>		
48.	If any Member fails to pay the whole or any part of any call or installment or any moneys due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same, the Directors may, at any time thereafter, during such time as the call or installment or any part thereof or other moneys as aforesaid remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on such Member or on the person (if any) entitled to the shares by transmission, requiring him to pay such call or installment of such part thereof or other moneys as remain unpaid together with any interest that may have accrued and all reasonable expenses (legal or otherwise) that may have been accrued by the Company by reason of such non-payment. Provided that no such shares shall be forfeited if any moneys shall remain unpaid in respect of any call or installment or any part thereof as aforesaid by reason of the delay occasioned in payment due to the necessity of complying with the provisions contained in the relevant exchange control laws or other applicable laws of India, for the time being in force.	<b>If call or installment not paid, notice may be given.</b>
49.	The notice shall name a day (not being less than fourteen days from the date of notice) and a place or places on and at which such call or installment and such interest thereon as the Directors shall determine from the day on which such call or installment ought to have been paid and expenses as aforesaid are to be paid. The notice shall also state that, in the event of the non-payment at or before the time and at the place or places appointed, the shares in respect of which the call was made or installment is payable will be liable to be forfeited.	<b>Terms of notice.</b>
50.	If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given, may at any time thereafter but before payment of all calls or installments, interest and expenses, due in respect thereof, be forfeited by resolution of the Board to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited share and not actually paid before the forfeiture.	<b>On default of payment, shares to be forfeited.</b>
51.	When any shares have been forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof shall forthwith be made in the Register of Members.	<b>Notice of forfeiture to a Member</b>
52.	Any shares so forfeited, shall be deemed to be the property of the Company and may be sold, re-allotted, or otherwise disposed of, either to the original holder thereof or to any other person, upon such terms and in such manner as the Board in their absolute discretion shall think fit.	<b>Forfeited shares to be property of the Company and may be sold etc.</b>
53.	Any Member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, on demand all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon from the time of the forfeiture until payment, at such rate as the Board may determine and the Board may enforce the	<b>Members still liable to pay money owing at time of forfeiture and interest.</b>

Sr. No	Particulars	
	payment of the whole or a portion thereof as if it were a new call made at the date of the forfeiture, but shall not be under any obligation to do so.	
54.	The forfeiture shares shall involve extinction at the time of the forfeiture, of all interest in all claims and demand against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.	<b>Effect of forfeiture.</b>
55.	A declaration in writing that the declarant is a Director or Secretary of the Company and that shares in the Company have been duly forfeited in accordance with these articles on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares.	<b>Evidence of Forfeiture.</b>
56.	The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposition thereof and the person to whom such share is sold, re-allotted or disposed of may be registered as the holder of the share and he shall not be bound to see to the application of the consideration: if any, nor shall his title to the share be affected by any irregularly or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the shares.	<b>Title of purchaser and allottee of Forfeited shares.</b>
57.	Upon any sale, re-allotment or other disposal under the provisions of the preceding Article, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a duplicate certificate or certificates in respect of the said shares to the person or persons entitled thereto.	<b>Cancellation of share certificate in respect of forfeited shares.</b>
58.	In the meantime and until any share so forfeited shall be sold, re-allotted, or otherwise dealt with as aforesaid, the forfeiture thereof may, at the discretion and by a resolution of the Directors, be remitted as a matter of grace and favour, and not as was owing thereon to the Company at the time of forfeiture being declared with interest for the same unto the time of the actual payment thereof if the Directors shall think fit to receive the same, or on any other terms which the Director may deem reasonable.	<b>Forfeiture may be remitted.</b>
59.	Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the Shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the Shares sold, and the purchasers shall not be bound to see to the regularity of the proceedings or to the application of the purchase money, and after his name has been entered in the Register of Members in respect of such Shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.	<b>Validity of sale</b>
60.	The Directors may, subject to the provisions of the Act, accept a surrender of any share from or by any Member desirous of surrendering on such terms the Directors may think fit.	<b>Surrender of shares.</b>
<b>TRANSFER AND TRANSMISSION OF SHARES</b>		
61.	(a) The instrument of transfer of any share in or debenture of the Company shall be executed by or on behalf of both the transferor and transferee. (b) The transferor shall be deemed to remain a holder of the share or debenture until the name of the transferee is entered in the Register of Members or Register of Debenture holders in respect thereof.	<b>Execution of the instrument of shares.</b>
62.	The instrument of transfer of any share or debenture shall be in writing and all the provisions of Section 56 and statutory modification thereof including other applicable provisions of the Act shall be duly complied with in respect of all transfers of shares or debenture and registration thereof. The instrument of transfer shall be in a common form approved by the Exchange;	<b>Transfer Form.</b>
63.	The Company shall not register a transfer in the Company other than the transfer between persons both of whose names are entered as holders of beneficial interest in the records of a depository, unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee and specifying the name, address and occupation if any, of the transferee, has been delivered to the Company along with the certificate relating to the shares or if no such share certificate is in existence along with the letter of allotment of the shares: Provided that where, on an application in writing made to the Company by the transferee and bearing the stamp, required for an instrument of transfer, it is proved to	<b>Transfer not to be registered except on production of instrument of transfer.</b>

Sr. No	Particulars	
	the satisfaction of the Board of Directors that the instrument of transfer signed by or on behalf of the transferor and by or on behalf of the transferee has been lost, the Company may register the transfer on such terms as to indemnity as the Board may think fit, provided further that nothing in this Article shall prejudice any power of the Company to register as shareholder any person to whom the right to any shares in the Company has been transmitted by operation of law.	
64.	Subject to the provisions of Section 58 of the Act and Section 22A of the Securities Contracts (Regulation) Act, 1956, the Directors may, decline to register— (a) any transfer of shares on which the company has a lien. That registration of transfer shall however not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever;	<b>Directors may refuse to register transfer.</b>
65.	If the Company refuses to register the transfer of any share or transmission of any right therein, the Company shall within one month from the date on which the instrument of transfer or intimation of transmission was lodged with the Company, send notice of refusal to the transferee and transferor or to the person giving intimation of the transmission, as the case may be, and there upon the provisions of Section 56 of the Act or any statutory modification thereof for the time being in force shall apply.	<b>Notice of refusal to be given to transferor and transferee.</b>
66.	No fee shall be charged for registration of transfer, transmission, Probate, Succession Certificate and letter of administration, Certificate of Death or Marriage, Power of Attorney or similar other document with the Company.	<b>No fee on transfer.</b>
67.	The Board of Directors shall have power on giving not less than seven days previous notice in accordance with section 91 and rules made thereunder close the Register of Members and/or the Register of debentures holders and/or other security holders at such time or times and for such period or periods, not exceeding thirty days at a time, and not exceeding in the aggregate forty five days at a time, and not exceeding in the aggregate forty five days in each year as it may seem expedient to the Board.	<b>Closure of Register of Members or debentureholder or other security holders.</b>
68.	The instrument of transfer shall after registration be retained by the Company and shall remain in its custody. All instruments of transfer which the Directors may decline to register shall on demand be returned to the persons depositing the same. The Directors may cause to be destroyed all the transfer deeds with the Company after such period as they may determine.	<b>Custody of transfer Deeds.</b>
69.	Where an application of transfer relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.	<b>Application for transfer of partly paid shares.</b>
70.	For this purpose the notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post/speed post/ courier to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.	<b>Notice to transferee.</b>
71.	(a) 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 person recognized by the Company as having any title to his interest in the shares. (b) Before recognising any executor or administrator or legal representative, the Board may require him to obtain a Grant of Probate or Letters Administration or other legal representation as the case may be, from some competent court in India. Provided nevertheless that in any case where the Board in its absolute discretion thinks fit, it shall be lawful for the Board to dispense with the production of Probate or letter of Administration or such other legal representation upon such terms as to indemnity or otherwise, as the Board in its absolute discretion, may consider adequate (c) Nothing in clause (a) above shall release the estate of the deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.	<b>Recognition of legal representative.</b>
72.	The Executors or Administrators of a deceased Member or holders of a Succession Certificate or the Legal Representatives in respect of the Shares of a deceased Member	<b>Titles of Shares of deceased Member</b>

Sr. No	Particulars	
	(not being one of two or more joint holders) shall be the only persons recognized by the Company as having any title to the Shares registered in the name of such Members, and the Company shall not be bound to recognize such Executors or Administrators or holders of Succession Certificate or the Legal Representative unless such Executors or Administrators or Legal Representative shall have first obtained Probate or Letters of Administration or Succession Certificate as the case may be from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks fit, the Board upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register Shares standing in the name of a deceased Member, as a Member. However, provisions of this Article are subject to Sections 72 of the Companies Act.	
73.	Where, in case of partly paid Shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Act.	<b>Notice of application when to be given</b>
74.	Subject to the provisions of the Act and these Articles, any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy, insolvency of any member or by any lawful means other than by a transfer in accordance with these presents, may, with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of this title as the Director shall require either be registered as member in respect of such shares or elect to have some person nominated by him and approved by the Directors registered as Member in respect of such shares; provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favour of his nominee an instrument of transfer in accordance so he shall not be freed from any liability in respect of such shares. This clause is hereinafter referred to as the 'Transmission Clause'.	<b>Registration of persons entitled to share otherwise than by transfer. (transmission clause).</b>
75.	Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse or suspend register a person entitled by the transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration.	<b>Refusal to register nominee.</b>
76.	Every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any such transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any indemnity.	<b>Board may require evidence of transmission.</b>
77.	The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made, or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register or Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or require to regard or attend or give effect to any notice which may be given to them of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto, if the Directors shall so think fit.	<b>Company not liable for disregard of a notice prohibiting registration of transfer.</b>
78.	In the case of any share registered in any register maintained outside India the instrument of transfer shall be in a form recognized by the law of the place where the register is maintained but subject thereto shall be as near to the form prescribed in Form no. SH-4 hereof as circumstances permit.	<b>Form of transfer Outside India.</b>
79.	No transfer shall be made to any minor, insolvent or person of unsound mind.	<b>No transfer to insolvent etc.</b>
<b>NOMINATION</b>		
80.	i) Notwithstanding anything contained in the articles, every holder of securities of the Company may, at any time, nominate a person in whom his/her securities	<b>Nomination</b>



Sr. No	Particulars	
	<p>shall vest in the event of his/her death and the provisions of Section 72 of the Companies Act, 2013 shall apply in respect of such nomination.</p> <p>ii) No person shall be recognized by the Company as a nominee unless an intimation of the appointment of the said person as nominee has been given to the Company during the lifetime of the holder(s) of the securities of the Company in the manner specified under Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014</p> <p>iii) The Company shall not be in any way responsible for transferring the securities consequent upon such nomination.</p> <p>iv) If the holder(s) of the securities survive(s) nominee, then the nomination made by the holder(s) shall be of no effect and shall automatically stand revoked.</p>	
81.	<p>A nominee, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either-</p> <p>(i) to be registered himself as holder of the security, as the case may be; or</p> <p>(ii) to make such transfer of the security, as the case may be, as the deceased security holder, could have made;</p> <p>(iii) if the nominee elects to be registered as holder of the security, himself, as the case may be, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased security holder as the case may be;</p> <p>(iv) a nominee shall be entitled to the same dividends and other advantages to which he would be entitled to, if he were the registered holder of the security except that he shall not, before being registered as a member in respect of his security, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.</p> <p>Provided further that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share or debenture, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable or rights accruing in respect of the share or debenture, until the requirements of the notice have been complied with.</p>	Transmission of Securities by nominee
	<b>DEMATERIALIZATION OF SHARES</b>	
82.	<p>i. Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise its shares, debentures and other securities and to offer any shares, debentures or other securities proposed to be issued by it for subscription in a dematerialized form and on the same being done, the Company shall further be entitled to maintain a Register of Members/ Debenture holders / other security holders with the details of members/debenture holders/ other securities both in materialized and dematerialized form in any medium as permitted by the Act.</p> <p>ii. Every person subscribing to or holding securities of the Company shall have the option to receive security certificates or to hold the securities in electronic form with a Depository. If a person opts to hold his security with a Depository, the Company shall intimate such Depository the details of allotment of the security, and on receipt of the information, the Depository shall enter in its records the name of the allottee as the Beneficial Owner of the Security.</p> <p>iii. Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears as the beneficial owner of the shares, debentures and other securities in the records of the Depository as the absolute owner thereof as regards receipt of dividends or bonus on shares, interest/premium on debentures and other securities and repayment thereof or for service of notices and all or any other matters connected with the Company and accordingly the Company shall not (except as ordered by the Court of competent jurisdiction or as by law required and except as aforesaid) be bound to re-cognise any benami trust or equity or equitable, contingent or other claim to or interest in such shares, debentures or other securities as the case may be, on the part of any other person whether or not it shall have express or implied notice thereof.</p>	Dematerialization of Securities

Sr. No	Particulars	
	<p>iv. In the case of transfer of shares, debentures or other securities where the Company has not issued any certificates and where such shares, debentures or other securities are being held in an electronic and fungible form, the provisions of the Depositories Act, shall apply. Provided that in respect of the shares and securities held by the depository on behalf of a beneficial owner, provisions of Section 9 of the Depositories Act shall apply so far as applicable.</p> <p>v. Every Depository shall furnish to the Company, information about the transfer of securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by the bye-laws of the Depository and the Company in that behalf.</p> <p>vi. Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in electronic form so far as they apply to shares in physical form subject however to the provisions of the Depositories Act.</p> <p>Provided that, nothing contained in this Article shall apply to the transfer of shares, debentures or other marketable securities effected by the transferor and the transferee, both of whom are entered as beneficial owners in the record of the Depository.<sup>2</sup></p>	
	<b>JOINT HOLDER</b>	
83.	Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint Shareholders with benefits of survivorship subject to the following and other provisions contained in these Articles.	<b>Joint Holders</b>
84.	(a) The Joint holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.	<b>Joint and several liabilities for all payments in respect of shares.</b>
	(b) on the death of any such joint holders the survivor or survivors shall be the only person recognized by the Company as having any title to the share but the Board may require such evidence of death as it may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability of shares held by them jointly with any other person;	<b>Title of survivors.</b>
	(c) Any one of two or more joint holders of a share may give effectual receipts of any dividends or other moneys payable in respect of share; and	<b>Receipts of one sufficient.</b>
	(d) only the person whose name stands first in the Register of Members as one of the joint holders of any share shall be entitled to delivery of the certificate relating to such share or to receive documents from the Company and any such document served on or sent to such person shall deemed to be service on all the holders.	<b>Delivery of certificate and giving of notices to first named holders.</b>
	<b>SHARE WARRANTS</b>	
85.	The Company may issue warrants subject to and in accordance with provisions of the Act and accordingly the Board may in its discretion with respect to any Share which is fully paid upon application in writing signed by the persons registered as holder of the Share, and authenticated by such evidence(if any) as the Board may, from time to time, require as to the identity of the persons signing the application and on receiving the certificate (if any) of the Share, and the amount of the stamp duty on the warrant and such fee as the Board may, from time to time, require, issue a share warrant.	<b>Power to issue share warrants</b>
86.	(a) The bearer of a share warrant may at any time deposit the warrant at the Office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for call in a meeting of the Company, and of attending and voting and exercising the other privileges of a Member at any meeting held after the expiry of two clear days from the time of deposit, as if his name were inserted in the Register of Members as the holder of the Share included in the deposit warrant.	<b>Deposit of share warrants</b>

<sup>2</sup> Clause substituted by special resolution passed at the EGM of shareholders held on 21<sup>st</sup> February, 2019

Sr. No	Particulars	
	(b) Not more than one person shall be recognized as depositor of the Share warrant. (c) The Company shall, on two day's written notice, return the deposited share warrant to the depositor.	
87.	(a) Subject as herein otherwise expressly provided, no person, being a bearer of a share warrant, shall sign a requisition for calling a meeting of the Company or attend or vote or exercise any other privileges of a Member at a meeting of the Company, or be entitled to receive any notice from the Company. (b) The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the Register of Members as the holder of the Share included in the warrant, and he shall be a Member of the Company.	<b>Privileges and disabilities of the holders of share warrant</b>
88.	The Board may, from time to time, make bye-laws as to terms on which (if it shall think fit), a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.	<b>Issue of new share warrant coupons</b>
<b>CONVERSION OF SHARES INTO STOCK</b>		
89.	The Company may, by ordinary resolution in General Meeting. a) convert any fully paid-up shares into stock; and b) re-convert any stock into fully paid-up shares of any denomination.	<b>Conversion of shares into stock or reconversion.</b>
90.	The holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulation 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.	<b>Transfer of stock.</b>
91.	The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, participation in profits, voting at meetings of the Company, and other matters, as if they hold the shares for which the stock arose but no such privilege or advantage shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.	<b>Rights of stock holders.</b>
92.	Such of the regulations of the Company (other than those relating to share warrants), as are applicable to paid up share shall apply to stock and the words "share" and "shareholders" in those regulations shall include "stock" and "stockholders" respectively.	<b>Regulations.</b>
<b>BORROWING POWERS</b>		
93.	Subject to the provisions of the Act and these Articles, the Board may, from time to time at its discretion, by a resolution passed at a meeting of the Board generally raise or borrow money by way of deposits, loans, overdrafts, cash credit or by issue of bonds, debentures or debenture-stock (perpetual or otherwise) or in any other manner, or from any person, firm, company, co-operative society, any body corporate, bank, institution, whether incorporated in India or abroad, Government or any authority or any other body for the purpose of the Company and may secure the payment of any sums of money so received, raised or borrowed; provided that the total amount borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) shall not without the consent of the Company in General Meeting exceed the aggregate of the paid up capital of the Company and its free reserves that is to say reserves not set apart for any specified purpose.	<b>Power to borrow.</b>
94.	Subject to the provisions of the Act and these Articles, any bonds, debentures, debenture-stock or any other securities may be issued at a discount, premium or otherwise and with any special privileges and conditions as to redemption, surrender, allotment of shares, appointment of Directors or otherwise; provided that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.	<b>Issue of discount etc. or with special privileges.</b>
95.	The payment and/or repayment of moneys borrowed or raised as aforesaid or any moneys owing otherwise or debts due from the Company may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit, and in particular by mortgage, charter, lien or any other security upon all or any of the assets or property (both present and future) or the undertaking of the Company	<b>Securing payment or repayment of Moneys borrowed.</b>

Sr. No	Particulars	
	including its uncalled capital for the time being, or by a guarantee by any Director, Government or third party, and the bonds, debentures and debenture stocks and other securities may be made assignable, free from equities between the Company and the person to whom the same may be issued and also by a similar mortgage, charge or lien to secure and guarantee, the performance by the Company or any other person or company of any obligation undertaken by the Company or any person or Company as the case may be.	
96.	Any bonds, debentures, debenture-stock or their securities issued or to be issued by the Company shall be under the control of the Board who may issue them upon such terms and conditions, and in such manner and for such consideration as they shall consider to be for the benefit of the Company.	<b>Bonds, Debentures etc. to be under the control of the Directors.</b>
97.	If any uncalled capital of the Company is included in or charged by any mortgage or other security the Directors shall subject to the provisions of the Act and these Articles make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed.	<b>Mortgage of uncalled Capital.</b>
98.	Subject to the provisions of the Act and these Articles if the Directors or any of them or any other person shall incur or be about to incur any liability whether as principal or surety for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.	<b>Indemnity may be given.</b>
<b>MEETINGS OF MEMBERS</b>		
99.	All the General Meetings of the Company other than Annual General Meetings shall be called Extra-ordinary General Meetings.	<b>Distinction between AGM &amp; EGM.</b>
100.	(a) The Directors may, whenever they think fit, convene an Extra-Ordinary General Meeting and they shall on requisition of requisition of Members made in compliance with Section 100 of the Act, forthwith proceed to convene Extra-Ordinary General Meeting of the members	<b>Extra-Ordinary General Meeting by Board and by requisition</b>
	(b) If at any time there are not within India sufficient Directors capable of acting to form a quorum, or if the number of Directors be reduced in number to less than the minimum number of Directors prescribed by these Articles and the continuing Directors fail or neglect to increase the number of Directors to that number or to convene a General Meeting, any Director or any two or more Members of the Company holding not less than one-tenth of the total paid up share capital of the Company may call for an Extra-Ordinary General Meeting in the same manner as nearly as possible as that in which meeting may be called by the Directors.	<b>When a Director or any two Members may call an Extra Ordinary General Meeting</b>
101.	No General Meeting, Annual or Extraordinary shall be competent to enter upon, discuss or transfer any business which has not been mentioned in the notice or notices upon which it was convened.	<b>Meeting not to transact business not mentioned in notice.</b>
102.	The Chairman (if any) of the Board of Directors shall be entitled to take the chair at every General Meeting, whether Annual or Extraordinary. If there is no such Chairman of the Board of Directors, or if at any meeting he is not present within fifteen minutes of the time appointed for holding such meeting or if he is unable or unwilling to take the chair, then the Members present shall elect another Director as Chairman, and if no Director be present or if all the Directors present decline to take the chair then the Members present shall elect one of the members to be the Chairman of the meeting.	<b>Chairman of General Meeting</b>
103.	No business, except the election of a Chairman, shall be discussed at any General Meeting whilst the Chair is vacant.	<b>Business confined to election of Chairman whilst chair is vacant.</b>
104.	a) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place. b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.	<b>Chairman with consent may adjourn meeting.</b>

Sr. No	Particulars	
	<p>c) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.</p> <p>d) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.</p>	
105.	In the case of an equality of votes the Chairman shall both on a show of hands, on a poll (if any) and e-voting, have casting vote in addition to the vote or votes to which he may be entitled as a Member.	<b>Chairman's casting vote.</b>
106.	Any poll duly demanded on the election of Chairman of the meeting or any question of adjournment shall be taken at the meeting forthwith.	<b>In what case poll taken without adjournment.</b>
107.	The demand for a poll except on the question of the election of the Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.	<b>Demand for poll not to prevent transaction of other business.</b>
<b>VOTES OF MEMBERS</b>		
108.	No Member shall be entitled to vote either personally or by proxy at any General Meeting or Meeting of a class of shareholders either upon a show of hands, upon a poll or electronically, or be reckoned in a quorum in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised, any right or lien.	<b>Members in arrears not to vote.</b>
109.	Subject to the provision of these Articles and without prejudice to any special privileges, or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the company, every Member, not disqualified by the last preceding Article shall be entitled to be present, and to speak and to vote at such meeting, and on a show of hands every member present in person shall have one vote and upon a poll the voting right of every Member present in person or by proxy shall be in proportion to his share of the paid-up equity share capital of the Company, Provided, however, if any preference shareholder is present at any meeting of the Company, save as provided in sub-section (2) of Section 47 of the Act, he shall have a right to vote only on resolution placed before the meeting which directly affect the rights attached to his preference shares.	<b>Number of votes each member entitled.</b>
110.	On a poll taken at a meeting of the Company a member entitled to more than one vote or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.	<b>Casting of votes by a member entitled to more than one vote.</b>
111.	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, or a minor 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.	<b>Vote of member of unsound mind and of minor</b>
112.	Notwithstanding anything contained in the provisions of the Companies Act, 2013, and the Rules made there under, the Company may, and in the case of resolutions relating to such business as may be prescribed by such authorities from time to time, declare to be conducted only by postal ballot, shall, get any such business/ resolutions passed by means of postal ballot, instead of transacting the business in the General Meeting of the Company.	<b>Postal Ballot</b>
113.	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.	<b>E-Voting</b>
114.	<p>a) 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. If more than one of the said persons remain present than the senior shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint holders shall be entitled to be present at the meeting. Several executors or administrators of a deceased Member in whose name share stands shall for the purpose of these Articles be deemed joint holders thereof.</p> <p>b) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.</p>	<b>Votes of joint members.</b>

Sr. No	Particulars	
115.	Votes may be given either personally or by attorney or by proxy or in case of a company, by a representative duly Authorised as mentioned in Articles	<b>Votes may be given by proxy or by representative</b>
116.	A body corporate (whether a company within the meaning of the Act or not) may, if it is member or creditor of the Company (including being a holder of debentures) authorise such person by resolution of its Board of Directors, as it thinks fit, in accordance with the provisions of Section 113 of the Act to act as its representative at any Meeting of the members or creditors of the Company or debentures holders of the Company. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate as if it were an individual member, creditor or holder of debentures of the Company.	<b>Representation of a body corporate.</b>
117.	(a) A member paying the whole or a part of the amount remaining unpaid on any share held by him although no part of that amount has been called up, shall not be entitled to any voting rights in respect of the moneys paid until the same would, but for this payment, become presently payable.	<b>Members paying money in advance.</b>
	(b) A member is not prohibited from exercising his voting rights on the ground that he has not held his shares or interest in the Company for any specified period preceding the date on which the vote was taken.	<b>Members not prohibited if share not held for any specified period.</b>
118.	Any person entitled under Article 73 (transmission clause) to transfer any share may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least forty-eight hours before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares and give such indemnify (if any) as the Directors may require or the directors shall have previously admitted his right to vote at such meeting in respect thereof.	<b>Votes in respect of shares of deceased or insolvent members.</b>
119.	No Member shall be entitled to vote on a show of hands unless such member is present personally or by attorney or is a body Corporate present by a representative duly Authorised under the provisions of the Act in which case such members, attorney or representative may vote on a show of hands as if he were a Member of the Company. In the case of a Body Corporate the production at the meeting of a copy of such resolution duly signed by a Director or Secretary of such Body Corporate and certified by him as being a true copy of the resolution shall be accepted by the Company as sufficient evidence of the authority of the appointment.	<b>No votes by proxy on show of hands.</b>
120.	The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed 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, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.	<b>Appointment of a Proxy.</b>
121.	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.	<b>Form of proxy.</b>
122.	A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the Member, or revocation of the proxy or of any power of attorney which such proxy signed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death or insanity, revocation or transfer shall have been received at the office before the meeting or adjourned meeting at which the proxy is used.	<b>Validity of votes given by proxy notwithstanding death of a member.</b>
123.	No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.	<b>Time for objections to votes.</b>
124.	Any such objection raised to the qualification of any voter in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.	<b>Chairperson of the Meeting to be the judge of validity of any vote.</b>
<b>DIRECTORS</b>		

Sr. No	Particulars	
125.	<p>i. Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors (including Debenure and Alternate Directors) shall not be less than three and not more than fifteen. Provided that a company may appoint more than fifteen directors after passing a special resolution</p> <p>ii. The following shall be the first directors of the Company:</p> <ol style="list-style-type: none"> <li>1. Mr. Mahesh Rupani</li> <li>2. Mr. Darshak Rupani</li> </ol>	<b>Number of Directors</b>
126.	A Director of the Company shall not be bound to hold any Qualification Shares in the Company.	<b>Qualification shares.</b>
127.	<p>(a) Subject to the provisions of the Companies Act, 2013 and notwithstanding anything to the contrary contained in these Articles, the Board may appoint any person as a director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement</p> <p>(b) The Nominee Director/s so appointed shall not be required to hold any qualification shares in the Company nor shall be liable to retire by rotation. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s so appointed. The said Nominee Director/s shall be entitled to the same rights and privileges including receiving of notices, copies of the minutes, sitting fees, etc. as any other Director of the Company is entitled.</p> <p>(c) If the Nominee Director/s is an officer of any of the financial institution the sitting fees in relation to such nominee Directors shall accrue to such financial institution and the same accordingly be paid by the Company to them. The Financial Institution shall be entitled to depute observer to attend the meetings of the Board or any other Committee constituted by the Board.</p> <p>(d) The Nominee Director/s shall, notwithstanding anything to the Contrary contained in these Articles, be at liberty to disclose any information obtained by him/them to the Financial Institution appointing him/them as such Director/s.</p>	<b>Nominee Directors.</b>
128.	The Board may appoint an Alternate Director to act for a Director (hereinafter called "The Original Director") during his absence for a period of not less than three months from India. An Alternate Director appointed under this Article shall not hold office for period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India. If the term of Office of the Original Director is determined before he so returns to India, any provision in the Act or in these Articles for the automatic re-appointment of retiring Director in default of another appointment shall apply to the Original Director and not to the Alternate Director.	<b>Appointment of alternate Director.</b>
129.	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint any other person to be an Additional Director. Any such Additional Director shall hold office only upto the date of the next Annual General Meeting.	<b>Additional Director</b>
130.	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint a Director, 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, who 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 by him.	<b>Directors power to fill casual vacancies.</b>
131.	Until otherwise determined by the Company in General Meeting, each Director other than the Managing/Whole-time Director (unless otherwise specifically provided for) shall be entitled to sitting fees not exceeding a sum prescribed in the Act (as may be amended from time to time) for attending meetings of the Board or Committees thereof.	<b>Sitting Fees.</b>
132.	The Board of Directors may subject to the limitations provided in the Act allow and pay to any Director who attends a meeting at a place other than his usual place of residence for the purpose of attending a meeting, such sum as the Board may consider fair, compensation for travelling, hotel and other incidental expenses properly incurred by him, in addition to his fee for attending such meeting as above specified.	<b>Travelling expenses Incurred by Director on Company's business.</b>
<b>PROCEEDING OF THE BOARD OF DIRECTORS</b>		
133.	(a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings as it thinks fit.	<b>Meetings of Directors.</b>

Sr. No	Particulars	
	(b) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.	
134.	<p>a) The Directors may from time to time elect from among their members a Chairperson of the Board and determine the period for which he is to hold office. If at any meeting of the Board, the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of the Directors then present to preside at the meeting.</p> <p>b) Subject to Section 203 of the Act and rules made there under, one person can act as the Chairman as well as the Managing Director or Chief Executive Officer at the same time.</p>	<b>Chairperson</b>
135.	Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and in the case of an equality of votes, the Chairman will have a second or casting vote.	<b>Questions at Board meeting how decided.</b>
136.	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.	<b>Continuing directors may act notwithstanding any vacancy in the Board</b>
137.	Subject to the provisions of the Act, the Board may delegate any of their powers to a Committee consisting of such member or members of its body as it thinks fit, and it may from time to time revoke and discharge any such committee either wholly or in part and either as to person, or purposes, but every Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.	<b>Directors may appoint committee.</b>
138.	The Meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.	<b>Committee Meetings how to be governed.</b>
139.	<p>a) A committee may elect a Chairperson of its meetings.</p> <p>b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.</p>	<b>Chairperson of Committee Meetings</b>
140.	<p>a) A committee may meet and adjourn as it thinks fit.</p> <p>b) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.</p>	<b>Meetings of the Committee</b>
141.	Subject to the provisions of the Act, all acts done by any meeting of the Board or by a Committee of the Board, or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, and was qualified to be a Director.	<b>Acts of Board or Committee shall be valid notwithstanding defect in appointment.</b>
<b>RETIREMENT AND ROTATION OF DIRECTORS</b>		
142.	Subject to the provisions of Section 161 of the Act, if the office of any Director appointed by the Company in General Meeting vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if had not been vacated as aforesaid.	<b>Power to fill casual vacancy</b>
<b>POWERS OF THE BOARD</b>		
143.	The business of the Company shall be managed by the Board who may exercise all such powers of the Company and do all such acts and things as may be necessary,	<b>Powers of the Board</b>



Sr. No	Particulars	
	unless otherwise restricted by the Act, or by any other law or by the Memorandum or by the Articles required to be exercised by the Company in General Meeting. However no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.	
<b>144.</b>	Without prejudice to the general powers conferred by the Articles and so as not in any way to limit or restrict these powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the Articles, it is hereby, declared that the Directors shall have the following powers, that is to say	<b>Certain powers of the Board</b>
	(1) Subject to the provisions of the Act, to purchase or otherwise acquire any lands, buildings, machinery, premises, property, effects, assets, rights, creditors, royalties, business and goodwill of any person firm or company carrying on the business which this Company is authorised to carry on, in any part of India.	<b>To acquire any property , rights etc.</b>
	(2) Subject to the provisions of the Act to purchase, take on lease for any term or terms of years, or otherwise acquire any land or lands, with or without buildings and out-houses thereon, situate in any part of India, at such conditions as the Directors may think fit, and in any such purchase, lease or acquisition to accept such title as the Directors may believe, or may be advised to be reasonably satisfy.	<b>To take on Lease.</b>
	(3) To erect and construct, on the said land or lands, buildings, houses, warehouses and sheds and to alter, extend and improve the same, to let or lease the property of the company, in part or in whole for such rent and subject to such conditions, as may be thought advisable; to sell such portions of the land or buildings of the Company as may not be required for the company; to mortgage the whole or any portion of the property of the company for the purposes of the Company; to sell all or any portion of the machinery or stores belonging to the Company.	<b>To erect &amp; construct.</b>
	(4) At their discretion and subject to the provisions of the Act, the Directors may pay property rights or privileges acquired by, or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company, and any such share may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.	<b>To pay for property.</b>
	(5) To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores, produce and other moveable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power.	<b>To insure properties of the Company.</b>
	(6) To open accounts with any Bank or Bankers and to pay money into and draw money from any such account from time to time as the Directors may think fit.	<b>To open Bank accounts.</b>
	(7) To secure the fulfillment of any contracts or engagement entered into by the Company by mortgage or charge on all or any of the property of the Company including its whole or part of its undertaking as a going concern and its uncalled capital for the time being or in such manner as they think fit.	<b>To secure contracts by way of mortgage.</b>
	(8) To accept from any member, so far as may be permissible by law, a surrender of the shares or any part thereof, on such terms and conditions as shall be agreed upon.	<b>To accept surrender of shares.</b>
	(9) To appoint any person to accept and hold in trust, for the Company property belonging to the Company, or in which it is interested or for any other purposes and to execute and to do all such deeds and things as may be required in relation to any such trust, and to provide for the remuneration of such trustee or trustees.	<b>To appoint trustees for the Company.</b>
	(10) To institute, conduct, defend, compound or abandon any legal proceeding by or against the Company or its Officer, or otherwise concerning the affairs and also to compound and allow time for payment or satisfaction of any debts, due, and of any claims or demands by or against the Company and to refer any difference to arbitration, either according to Indian or Foreign law and either in India or abroad and observe and perform or challenge any award thereon.	<b>To conduct legal proceedings.</b>

Sr. No	Particulars	
	(11) To act on behalf of the Company in all matters relating to bankruptcy insolvency.	<b>Bankruptcy &amp; Insolvency</b>
	(12) To make and give receipts, release and give discharge for moneys payable to the Company and for the claims and demands of the Company.	<b>To issue receipts &amp; give discharge.</b>
	(13) Subject to the provisions of the Act, and these Articles to invest and deal with any moneys of the Company not immediately required for the purpose thereof, upon such authority (not being the shares of this Company) or without security and in such manner as they may think fit and from time to time to vary or realise such investments. Save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name.	<b>To invest and deal with money of the Company.</b>
	(14) To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or as surety, for the benefit of the Company, such mortgage of the Company's property (present or future) as they think fit, and any such mortgage may contain a power of sale and other powers, provisions, covenants and agreements as shall be agreed upon;	<b>To give Security by way of indemnity.</b>
	(15) To determine from time to time persons who shall be entitled to sign on Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose, whether by way of a resolution of the Board or by way of a power of attorney or otherwise.	<b>To determine signing powers.</b>
	(16) To give to any Director, Officer, or other persons employed by the Company, a commission on the profits of any particular business or transaction, or a share in the general profits of the company; and such commission or share of profits shall be treated as part of the working expenses of the Company.	<b>Commission or share in profits.</b>
	(17) To give, award or allow any bonus, pension, gratuity or compensation to any employee of the Company, or his widow, children, dependents, that may appear just or proper, whether such employee, his widow, children or dependents have or have not a legal claim on the Company.	<b>Bonus etc. to employees.</b>
	(18) To set aside out of the profits of the Company such sums as they may think proper for depreciation or the depreciation funds or to insurance fund or to an export fund, or to a Reserve Fund, or Sinking Fund or any special fund to meet contingencies or repay debentures or debenture-stock or for equalizing dividends or for repairing, improving, extending and maintaining any of the properties of the Company and for such other purposes (including the purpose referred to in the preceding clause) as the Board may, in the absolute discretion think conducive to the interests of the Company, and subject to Section 179 of the Act, to invest the several sums so set aside or so much thereof as may be required to be invested, upon such investments (other than shares of this Company) as they may think fit and from time to time deal with and vary such investments and dispose of and apply and extend all or any part thereof for the benefit of the Company notwithstanding the matters to which the Board apply or upon which the capital moneys of the Company might rightly be applied or expended and divide the reserve fund into such special funds as the Board may think fit; with full powers to transfer the whole or any portion of a reserve fund or division of a reserve fund to another fund and with the full power to employ the assets constituting all or any of the above funds, including the deprecation fund, in the business of the company or in the purchase or repayment of debentures or debenture-stocks and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with the power to the Board at their discretion to pay or allow to the credit of such funds, interest at such rate as the Board may think proper.	<b>Transfer to Reserve Funds.</b>
	(19) To appoint, and at their discretion remove or suspend such general manager, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisers, research workers, labourers, clerks, agents and servants, for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties and to fix their salaries or emoluments or remuneration and to require security in such instances and for such amounts they may think fit and also from time to time to provide for the management and transaction of the affairs of the Company in	<b>To appoint and remove officers and other employees.</b>

Sr. No	Particulars	
	any specified locality in India or elsewhere in such manner as they think fit and the provisions contained in the next following clauses shall be without prejudice to the general powers conferred by this clause.	
(20)	At any time and from time to time by power of attorney under the seal of the Company, to appoint any person or persons to be the Attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in their limits authorised by the Board the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit, and such appointments may (if the Board think fit) be made in favour of the members or any of the members of any local Board established as aforesaid or in favour of any Company, or the shareholders, directors, nominees or manager of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such powers of attorney may contain such powers for the protection or convenience for dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegated Attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them.	<b>To appoint Attorneys.</b>
(21)	Subject to Sections 188 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.	<b>To enter into contracts.</b>
(22)	From time to time to make, vary and repeal rules for the regulations of the business of the Company its Officers and employees.	<b>To make rules.</b>
(23)	To effect, make and enter into on behalf of the Company all transactions, agreements and other contracts within the scope of the business of the Company.	<b>To effect contracts etc.</b>
(24)	To apply for, promote and obtain any act, charter, privilege, concession, license, authorization, if any, Government, State or municipality, provisional order or license of any authority for enabling the Company to carry any of this objects into effect, or for extending and any of the powers of the Company or for effecting any modification of the Company's constitution, or for any other purpose, which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests.	<b>To apply &amp; obtain concessions licenses etc.</b>
(25)	To pay and charge to the capital account of the Company any commission or interest lawfully payable there out under the provisions of Sections 40 of the Act and of the provisions contained in these presents.	<b>To pay commissions or interest.</b>
(26)	To redeem preference shares.	<b>To redeem preference shares.</b>
(27)	To subscribe, incur expenditure or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or subjects which shall have any moral or other claim to support or aid by the Company, either by reason of locality or operation or of public and general utility or otherwise.	<b>To assist charitable or benevolent institutions.</b>
(28)	To pay the cost, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.	
(29)	To pay and charge to the capital account of the Company any commission or interest lawfully payable thereon under the provisions of Sections 40 of the Act.	
(30)	To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwelling or chawls, or by grants of moneys, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing, to provide other associations, institutions, funds or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit and subject to the	

Sr. No	Particulars	
	provision of Section 181 of the Act, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or object which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of the public and general utility or otherwise.	
	<p>(31) To purchase or otherwise acquire or obtain license for the use of and to sell, exchange or grant license for the use of any trade mark, patent, invention or technical know-how.</p> <p>(32) To sell from time to time any Articles, materials, machinery, plants, stores and other Articles and thing belonging to the Company as the Board may think proper and to manufacture, prepare and sell waste and by-products.</p> <p>(33) From time to time to extend the business and undertaking of the Company by adding, altering or enlarging all or any of the buildings, factories, workshops, premises, plant and machinery, for the time being the property of or in the possession of the Company, or by erecting new or additional buildings, and to expend such sum of money for the purpose aforesaid or any of them as they be thought necessary or expedient.</p> <p>(34) To undertake on behalf of the Company any payment of rents and the performance of the covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company and to purchase the reversion or reversions, and otherwise to acquire on free hold sample of all or any of the lands of the Company for the time being held under lease or for an estate less than freehold estate.</p> <p>(35) To improve, manage, develop, exchange, lease, sell, resell and re-purchase, dispose off, deal or otherwise turn to account, any property (movable or immovable) or any rights or privileges belonging to or at the disposal of the Company or in which the Company is interested.</p> <p>(36) To let, sell or otherwise dispose of subject to the provisions of Section 180 of the Act and of the other Articles any property of the Company, either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as it thinks fit and to accept payment in satisfaction for the same in cash or otherwise as it thinks fit.</p> <p>(37) Generally subject to the provisions of the Act and these Articles, to delegate the powers/authorities and discretions vested in the Directors to any person(s), firm, company or fluctuating body of persons as aforesaid.</p> <p>(38) To comply with the requirements of any local law which in their opinion it shall in the interest of the Company be necessary or expedient to comply with.</p>	
	<b>MANAGING AND WHOLE-TIME DIRECTORS</b>	
145.	<p>a) Subject to the provisions of the Act and of these Articles, the Directors may from time to time in Board Meetings appoint one or more of their body to be a Managing Director or Managing Directors or whole-time Director or whole-time Directors of the Company for such term not exceeding five years at a time as they may think fit to manage the affairs and business of the Company, and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places.</p> <p>b) The Managing Director or Managing Directors or whole-time Director or whole-time Directors so appointed shall be liable to retire by rotation. A Managing Director or Whole-time Director who is appointed as Director immediately on the retirement by rotation shall continue to hold his office as Managing Director or Whole-time Director and such re-appointment as such Director shall not be deemed to constitute a break in his appointment as Managing Director or Whole-time Director.</p>	<b>Powers to appoint Managing/ Wholetime Directors.</b>
146.	The remuneration of a Managing Director or a Whole-time Director (subject to the provisions of the Act and of these Articles and of any contract between him and the Company) shall from time to time be fixed by the Directors, and may be, by way of fixed salary, or commission on profits of the Company, or by participation in any such profits, or by any, or all of these modes.	<b>Remuneration of Managing or Wholetime Director.</b>
147.	(1) Subject to control, direction and supervision of the Board of Directors, the day-today management of the company will be in the hands of the Managing Director	<b>Powers and duties of Managing</b>

Sr. No	Particulars	
	<p>or Whole-time Director appointed in accordance with regulations of these Articles of Association with powers to the Directors to distribute such day-to-day management functions among such Directors and in any manner as may be directed by the Board.</p> <p>(2) The Directors may from time to time entrust to and confer upon the Managing Director or Whole-time Director for the time being save as prohibited in the Act, such of the powers exercisable under these presents by the Directors as they may think fit, and may confer such objects and purposes, and upon such terms and conditions, and with such restrictions as they think expedient; and they may subject to the provisions of the Act and these Articles confer such powers, either collaterally with or to the exclusion of, and in substitution for, all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any such powers.</p> <p>(3) The Company's General Meeting may also from time to time appoint any Managing Director or Managing Directors or Wholetime Director or Wholetime Directors of the Company and may exercise all the powers referred to in these Articles.</p> <p>(4) The Managing Director shall be entitled to sub-delegate (with the sanction of the Directors where necessary) all or any of the powers, authorities and discretions for the time being vested in him in particular from time to time by the appointment of any attorney or attorneys for the management and transaction of the affairs of the Company in any specified locality in such manner as they may think fit.</p> <p>(5) Notwithstanding anything contained in these Articles, the Managing Director is expressly allowed generally to work for and contract with the Company and especially to do the work of Managing Director and also to do any work for the Company upon such terms and conditions and for such remuneration (subject to the provisions of the Act) as may from time to time be agreed between him and the Directors of the Company.</p>	<b>Director or Whole-time Director.</b>
	<b>Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer</b>	
148.	<p>a) Subject to the provisions of the Act,—</p> <p>i. A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may thinks fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;</p> <p>ii. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.</p> <p>b) A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.</p>	<b>Board to appoint Chief Executive Officer/ Manager/ Company Secretary/ Chief Financial Officer</b>
	<b>THE SEAL</b>	
149.	<p>(a) The Board shall provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of the Board or a Committee of the Board previously given.</p> <p>(b) The Company shall also be at liberty to have an Official Seal in accordance with of the Act, for use in any territory, district or place outside India.</p>	<b>The seal, its custody and use.</b>
150.	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 authorized by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.	<b>Deeds how executed.</b>
	<b>Dividend and Reserves</b>	

Sr. No	Particulars	
151.	<p>(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.</p> <p>(2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.</p> <p>(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.</p>	<b>Division of profits.</b>
152.	The Company in General Meeting may declare dividends, to be paid to members according to their respective rights and interests in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 127 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a smaller dividend in general meeting.	<b>The company in General Meeting may declare Dividends.</b>
153.	<p>a) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.</p> <p>b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.</p>	<b>Transfer to reserves</b>
154.	Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.	<b>Interim Dividend.</b>
155.	The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists.	<b>Debts may be deducted.</b>
156.	No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this articles as paid on the share.	<b>Capital paid up in advance not to earn dividend.</b>
157.	All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividends as from a particular date such share shall rank for dividend accordingly.	<b>Dividends in proportion to amount paid-up.</b>
158.	The Board of Directors may retain the dividend payable upon shares in respect of which any person under Articles has become entitled to be a member, or any person under that Article is entitled to transfer, until such person becomes a member, in respect of such shares or shall duly transfer the same.	<b>Retention of dividends until completion of transfer under Articles .</b>
159.	No member shall be entitled to receive payment of any interest or dividend or bonus in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares (or otherwise however, either alone or jointly with any other person or persons) and the Board of Directors may deduct from the interest or dividend payable to any member all such sums of money so due from him to the Company.	<b>No Member to receive dividend whilst indebted to the company and the Company's right of reimbursement thereof.</b>
160.	A transfer of shares does not pass the right to any dividend declared thereon before the registration of the transfer.	<b>Effect of transfer of shares.</b>

Sr. No	Particulars	
161.	Any one of several persons who are registered as joint holders of any share may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such share.	<b>Dividend to joint holders.</b>
162.	<p>a) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.</p> <p>b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.</p>	<b>Dividends how remitted.</b>
163.	Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.	<b>Notice of dividend.</b>
164.	No unclaimed dividend shall be forfeited before the claim becomes barred by law and no unpaid dividend shall bear interest as against the Company.	<b>No interest on Dividends.</b>
<b>CAPITALIZATION</b>		
165.	<p>(1) The Company in General Meeting may, upon the recommendation of the Board, resolve:</p> <p>(a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the Profit and Loss account, or otherwise available for distribution; and</p> <p>(b) that such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.</p> <p>(2) The sums aforesaid shall not be paid in cash but shall be applied subject to the provisions contained in clause (3) either in or towards:</p> <p>(i) paying up any amounts for the time being unpaid on any shares held by such members respectively;</p> <p>(ii) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or</p> <p>(iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii).</p> <p>(3) A Securities Premium Account and Capital Redemption Reserve Account may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the Company and fully paid bonus shares.</p> <p>(4) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.</p>	<b>Capitalization.</b>
166.	<p>(1) Whenever such a resolution as aforesaid shall have been passed, the Board shall —</p> <p>(a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid shares, if any, and generally to do all acts and things required to give effect thereto.</p> <p>(2) The Board shall have full power -</p> <p>(a) to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, in case of shares becoming distributable in fractions; and also</p> <p>(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalization, or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions, of the profits resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares.</p> <p>(3) Any agreement made under such authority shall be effective and binding on all such members.</p> <p>(4) That for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any questions or difficulties that may arise in regard to any</p>	<b>Fractional Certificates.</b>

Sr. No	Particulars	
	issue including distribution of new equity shares and fractional certificates as they think fit.	
167.	<p>(1) The books containing the minutes of the proceedings of any General Meetings of the Company shall be open to inspection of members without charge on such days and during such business hours as may consistently with the provisions of Section 119 of the Act be determined by the Company in General Meeting and the members will also be entitled to be furnished with copies thereof on payment of regulated charges.</p> <p>(2) Any member of the Company shall be entitled to be furnished within seven days after he has made a request in that behalf to the Company with a copy of any minutes referred to in sub-clause (1) hereof on payment of Rs. 10 per page or any part thereof.</p>	<b>Inspection of Minutes Books of General Meetings.</b>
168.	<p>a) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.</p> <p>b) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.</p>	<b>Inspection of Accounts</b>
<b>FOREIGN REGISTER</b>		
169.	The Company may exercise the powers conferred on it by the provisions of the Act with regard to the keeping of Foreign Register of its Members or Debenture holders, and the Board may, subject to the provisions of the Act, make and vary such regulations as it may think fit in regard to the keeping of any such Registers.	<b>Foreign Register.</b>
<b>DOCUMENTS AND SERVICE OF NOTICES</b>		
170.	Any document or notice to be served or given by the Company be signed by a Director or such person duly authorised by the Board for such purpose and the signature may be written or printed or lithographed.	<b>Signing of documents &amp; notices to be served or given.</b>
171.	Save as otherwise expressly provided in the Act, a document or proceeding requiring authentication by the company may be signed by a Director, the Manager, or Secretary or other Authorised Officer of the Company and need not be under the Common Seal of the Company.	<b>Authentication of documents and proceedings.</b>
<b>WINDING UP</b>		
172.	<p>Subject to the provisions of Chapter XX of the Act and rules made thereunder—</p> <p>(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.</p> <p>(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.</p> <p>(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.</p>	
<b>INDEMNITY</b>		
173.	Subject to provisions of the Act, every Director, or Officer or Servant of the Company or any person (whether an Officer of the Company or not) employed by the Company as Auditor, shall be indemnified by the Company against and it shall be the duty of the Directors to pay, out of the funds of the Company, all costs, charges, losses and damages which any such person may incur or become liable to, by reason of any contract entered into or act or thing done, concurred in or omitted to be done by him in any way in or about the execution or discharge of his duties or supposed duties (except such if any as he shall incur or sustain through or by his own wrongful act neglect or default) including expenses, and in particular and so as not to limit the generality of the foregoing provisions, against all liabilities incurred by him as such Director, Officer or Auditor or other officer of the Company in defending any proceedings whether civil or criminal in which judgment is given in his favor, or in	<b>Directors' and others right to indemnity.</b>



Sr. No	Particulars	
	which he is acquitted or in connection with any application under Section 463 of the Act on which relief is granted to him by the Court.	
174.	Subject to the provisions of the Act, no Director, Managing Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Directors or Officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation, with whom any moneys, securities or effects shall be entrusted or deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own dishonesty.	<b>Not responsible for acts of others</b>
	<b>SECRECY</b>	
175.	(a) Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the company shall, if so required by the Directors, before entering upon his duties, sign a declaration pleading himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matter which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these presents contained.	<b>Secrecy</b>
	(b) No member or other person (other than a Director) shall be entitled to enter the property of the Company or to inspect or examine the Company's premises or properties or the books of accounts of the Company without the permission of the Board of Directors of the Company for the time being or to require discovery of or any information in respect of any detail of the Company's trading or any matter which is or may be in the nature of trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Board it will be inexpedient in the interest of the Company to disclose or to communicate.	<b>Access to property information etc.</b>

## SECTION XII: 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 the Draft Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which have been attached to the copy of the Prospectus delivered to the RoC for registration, and also the documents for inspection referred to hereunder, may be inspected at our Registered Office at 312A, Kailash Plaza, Vallabh Baug Lane, Ghatkopar (East), Mumbai, Mumbai City, Maharashtra, India, 400077, from 10.00 am to 5.00 pm on all Working Days from the date of Prospectus until the Issue Closing Date.

#### A. Material Contracts to the Issue

1. Issue Agreement dated March 01, 2019 entered into among our Company and the Lead Manager.
2. Agreement dated [●] entered into among our Company and the Registrar to the Issue.
3. Tripartite Agreement dated March 07, 2019 entered into among our Company, NSDL and the Registrar to the Issue.
4. Tripartite Agreement dated March 09, 2019 entered into among our Company, CDSL and the Registrar to the Issue.
5. Banker to the Issue Agreement dated [●] among our Company, the Lead Manager, Banker to the Issue and the Registrar to the Issue.
6. Market Making Agreement dated [●] between our Company, the Lead Manager and the Market Maker.
7. Underwriting Agreement dated [●] between our Company, the Lead Manager and the Market Maker.

#### B. Material Documents

1. Certified copies of the Memorandum of Association and Articles of Association of our Company.
2. Certificate of Incorporation of our Company dated December 19, 2011 issued by Registrar of Companies, Mumbai, Maharashtra.
3. Fresh Certificate of Incorporation dated September 28, 2016 issued by Registrar of Companies, Mumbai, Maharashtra pursuant to change in name from “Sapna Infraventure Private Limited” to “White Organic Retail Private Limited”.
4. Fresh Certificate of Incorporation dated April 4, 2018 issued by Registrar of Companies, Mumbai, Maharashtra pursuant to conversion into public limited Company.
5. Resolution of the Board of Directors of our Company and Equity Shareholders of our Company dated February 08, 2019 and February 08, 2019 respectively, authorizing the Issue and other related matters.
6. Copies of Audited Financial Statements of our Company for the interim period ended December 31, 2018 and for the financial years ended March 31, 2018, 2017 and 2016.
7. Peer Review Auditors Report dated February 28, 2019 on Restated Financial Statements of our Company for the interim period ended December 31, 2018 and for the financial years ended March 31, 2018, 2017 and 2016.
8. Copy of Statement of tax benefits dated February 28, 2019 from the Peer Review Auditor included in this Draft Prospectus.
9. Consents of Directors, Company Secretary & Compliance Officer, Chief Financial Officer, Statutory Auditors, Peer Review Auditor, Legal Advisor to the Issue, Bankers to our Company, Banker to the Issue, Sponsor Bank, Lead Manager, Registrar to the Issue, Underwriter and Market Maker to include their names in the Draft Prospectus to act in their respective capacities.
10. In-principle listing approval dated [●] from the BSE Limited for listing the Equity Shares on the SME Platform of BSE.

Any of the contracts or documents mentioned in this Draft Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Shareholders subject to compliance with the provisions contained in the Companies Act and other relevant statutes.

**DECLARATION**

We certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, as the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements in this Draft Prospectus are true and correct.

**SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:**

Name and Designation	Signature
<b>Mr. Darshak Mahesh Rupani</b> DIN: 03121939 Managing Director	Sd/-
<b>Mr. Prashant Mahesh Rupani</b> DIN: 03138082 Executive Director	Sd/-
<b>Ms. Jigna Vishal Thakkar</b> DIN: 07279163 Non-Executive Independent Director	Sd/-
<b>Mr. Pritesh Hasmukhlal Doshi</b> DIN: 08368392 Non-Executive Independent Director	Sd/-

**SIGNED BY THE COMPANY SECRETARY & COMPLIANCE OFFICER**

S/d-

\_\_\_\_\_  
 Ms. Charmi Sagar Jobalia

**SIGNED BY THE CHIEF FINANCIAL OFFICER**

S/d-

\_\_\_\_\_  
 Mr. Ronak Vinod Desai

**Date:** March 28, 2019

**Place:** Mumbai, Maharashtra