



**SURATWWALA BUSINESS GROUP LIMITED**  
(Formerly known as "Suratwala Housing Private Limited")  
Corporate Identity Number: U45200PN2008PLC131361

Our Company was originally incorporated as "Suratwala Housing Private Limited" under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated January 31, 2008 issued by the Registrar of Companies, Maharashtra, Pune bearing Registration no. 131361. Thereafter, the name of our Company was changed to "Suratwala Business Group Private Limited" and a fresh certificate of incorporation consequent upon change of name dated May 15, 2019 was issued by the Registrar of Companies, Maharashtra, Pune. Subsequently, our Company was converted into a public limited company pursuant to a Shareholders' Resolution passed at the Extra-Ordinary General meeting of the Company held on July 29, 2019 and the name of our Company was changed to "Suratwala Business Group Limited" vide a fresh certificate of incorporation dated November 21, 2019 bearing CIN: U45200PN2008PLC131361 issued by the Registrar of Companies, Maharashtra, Pune. For further details, please refer to chapter titled "History and Certain Corporate Matters" beginning on page 110 of this Draft Prospectus.

**Registered Office:** S. No. 4/38, Sumangal, First Floor, Sahakar Colony behind SBI, Off Karve Road, Erandwane, Pune, 411004, Maharashtra

**Contact Person:** Mrs. Prathama Nitin Gandhi, Company Secretary & Compliance Officer

**Tel No:** +91-020-25434392; **E-mail:** [cs@suratwwala.co.in](mailto:cs@suratwwala.co.in); **Website:** [www.suratwwala.co.in](http://www.suratwwala.co.in)

**Promoters of Our Company:** Mr. Jatin Dhansukhlal Suratwala and Mr. Manoj Dhansukhlal Suratwala

#### THE ISSUE

**INITIAL PUBLIC OFFER OF 46,00,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH (THE "EQUITY SHARES") OF SURATWWALA BUSINESS GROUP LIMITED ("OUR COMPANY" OR "SBGL" OR "THE ISSUER") AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING UP TO ₹ [●] LAKHS ("PUBLIC ISSUE") OUT OF WHICH [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH, AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE PUBLIC ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH, AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING UPTO ₹ [●] LAKHS IS HEREIN AFTER REFERRED TO AS THE "NET ISSUE". THE PUBLIC ISSUE AND NET ISSUE WILL CONSTITUTE 26.53% AND [●] % RESPECTIVELY OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.**

**THIS ISSUE IS BEING MADE IN TERMS OF CHAPTER IX OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 (THE "SEBI (ICDR) REGULATIONS"), AS AMENDED. IN TERMS OF RULE 19(2)(b)(i) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957, AS AMENDED, THIS IS AN ISSUE FOR AT LEAST 25% OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. THIS ISSUE IS A FIXED PRICE ISSUE AND ALLOCATION IN THE NET ISSUE TO THE PUBLIC WILL BE MADE IN TERMS OF REGULATION 253 OF THE SEBI (ICDR) REGULATIONS, AS AMENDED. FOR FURTHER DETAILS, PLEASE REFER "ISSUE PROCEDURE" ON PAGE 204 OF THIS DRAFT PROSPECTUS.**

All potential investors shall participate in the Issue through an Application Supported by Blocked Amount ("ASBA") process including through UPI mode (as applicable) by providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to "Issue Procedure" on page 204 of this Draft Prospectus. A copy of Prospectus will be delivered to the Registrar of Companies for filing in accordance with Section 26 of the Companies Act, 2013.

#### ELIGIBLE INVESTORS

For details in relation to Eligible Investors, please refer to section titled "Issue Procedure" beginning on page 204 of this Draft Prospectus.

#### RISK IN RELATION TO THE FIRST ISSUE

This being the first public Issue of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is Rs. 10 each and the Issue Price is [●] times of the face value of the Equity Shares. The Issue Price (determined and justified by our Company in consultation with the Lead Manager as stated in "Basis for Issue Price" on page 74 should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

#### GENERAL RISKS

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 entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the Draft Prospectus. Specific attention of the investors is invited to the section "Risk Factors" beginning on page 20 of this Draft Prospectus.

#### ISSUER'S ABSOLUTE RESPONSIBILITY

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

#### LISTING

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

#### LEAD MANAGER TO THE ISSUE



**Hem Securities Ltd.**

#### HEM SECURITIES LIMITED

904, A Wing, Naman Midtown, Senapati Bapat Marg,  
Elphinstone Road, Lower Parel, Mumbai-400013, India

**Tel. No.:** +91- 022- 49060000

**Fax No.:** +91- 022- 22625991

**Website:** [www.hemsecurities.com](http://www.hemsecurities.com)

**Email:** [ib@hemsecurities.com](mailto:ib@hemsecurities.com)

**Investor Grievance Email:** [redressal@hemsecurities.com](mailto:redressal@hemsecurities.com)

**Contact Person :** Mr. Anil Bhargava

**SEBI Regn. No.** INM000010981

#### REGISTRAR TO THE ISSUE

**LINK Intime**

#### LINK INTIME INDIA PRIVATE LIMITED

**Address:** - C-101, 1 Floor, 247 Park, L.B.S. Marg,  
Vikhroli (West), Mumbai, Maharashtra, INDIA-400083

**Tel No.:** +91-022-49186200

**Fax No.:** +91-022-49186060

**Email:** [sbgl.ipo@linkintime.co.in](mailto:sbgl.ipo@linkintime.co.in)

**Investor Grievance Email:** [sbgl.ipo@linkintime.co.in](mailto:sbgl.ipo@linkintime.co.in)

**Website:** [www.linkintime.co.in](http://www.linkintime.co.in)

**Contact Person:** Shanti Gopalkrishnan

**SEBI Regn. No.** INR000004058

#### ISSUE PROGRAMME

**ISSUE OPENS ON:** [●]

**ISSUE CLOSES ON:** [●]

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## SECTION I: GENERAL

### DEFINITIONS AND ABBREVIATIONS

*This Draft Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rules, guidelines or policies, as amended or re-enacted from time to time. The words and expressions used in this Draft Prospectus but not defined herein shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, the SEBI (ICDR) Regulations, the SCRA, the Listing Regulations, the Depositories Act or the Rules and Regulations made thereunder. Notwithstanding the foregoing, terms used in "Statement of Tax Benefits", "Financial Information of the Company" and "Main Provisions of the Articles of Association" beginning on pages 77, 132 and 227, respectively, shall have the meaning ascribed to such terms in such sections. 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.*

*Unless the context otherwise indicates or implies, all references to "the Issuer", "Issuer Company", "the Company", "our Company" "Suratwala Business Group Limited" or "Suratwala" or "SBGL" are references to Suratwala Business Group Limited formerly known as Suratwala Housing Private Limited and references to "we", "our" or "us" are references to our Company.*

#### **Company Related Terms**

<b>Term</b>	<b>Description</b>
Articles or Articles of Association or AOA	The Articles of Association of our Company, as amended.
Audit Committee	The Audit Committee of our Board constituted in accordance with Section 177 of the Companies Act and as described in the chapter titled "Our Management" beginning on page 114 of this Draft Prospectus.
Auditor/ Statutory Auditor	The Statutory Auditor of our Company, being M/s S.S.P.M. & Co., Chartered Accountants holding a valid peer review certificate as mentioned in the chapter titled "General Information" beginning on page 41 of this Draft Prospectus.
Bankers to our Company	The Bankers to our Company is [●].
Board /Board of Directors/ our Board/ Director(s)	The Board of Directors of our Company, as duly constituted from time to time, and includes any committee(s) of the Board constituted in accordance with the Companies Act, 2013. For further details, see chapter titled "Our Management" beginning on page 114 of this Draft Prospectus.
Chief Financial Officer/ CFO	The Chief Financial Officer of our Company as mentioned in the chapter titled "General Information" beginning on page 41 of this Draft Prospectus.
CIN	Corporate Identification Number of our Company.
Company Secretary & Compliance Officer	The Company Secretary and Compliance Officer of our Company as mentioned in the chapter titled "General Information" beginning on page 41 of this Draft Prospectus.
Equity Shares	Equity Shares of our Company of face value of Rs. 10/- each fully paid- up.
Equity Shareholders	Persons / Entities holding Equity Shares of our Company
Executive Director	An Executive Director of our Company.
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);
Group Companies/ Entities	Such Companies with whom there are related party transactions, during the period for which financial information is disclosed, as covered under the applicable accounting standards, and also other companies as considered material by the Board and are included in the chapter titled "Our Group Companies" beginning on page 181 of this Draft Prospectus.
Independent Director	A non-executive, Independent Director as per the Companies Act, 2013 and the Listing Regulations
ISIN	International Securities Identification Number. In this case being INE05ST01010
Key Managerial Personnel /KMPs	Key Managerial Personnel of our Company in terms of Regulation 2(1) (bb) of the SEBI (ICDR) Regulations and Section 2(51) of the Companies Act, 2013 as disclosed in the chapter titled "Our Management" beginning on page 114 of this

	Draft Prospectus.
MD or Managing Director	The Managing Director of our Company, Jatin Dhansukhlal Suratwala.
Materiality Policy	The policy adopted by our Board on December 30, 2019 for identification of Group Companies, outstanding material litigation and outstanding dues to creditors in respect of our Company, pursuant to the disclosure requirements under Schedule VI of the SEBI (ICDR) Regulations.
Memorandum of Association or Memorandum or 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 Board constituted under Section 178 of the Companies Act and as described in the chapter titled “ <i>Our Management</i> ” beginning on page 114 of this Draft Prospectus.
Promoter/ Promoters/ our Promoters	Promoters of our Company being Jatin Dhansukhlal Suratwala and Manoj Dhansukhlal Suratwala. For further details, please refer to the chapter titled “ <i>Our Promoter and Promoter Group</i> ” beginning on page 127 of this Draft Prospectus.
Promoter Group	Includes individuals, companies and entities forming part of our Promoter Group as per Regulation 2(1)(pp) the SEBI ICDR Regulations, 2018 and as disclosed in the chapter titled “ <i>Our Promoter and Promoter Group</i> ” beginning on page 127 of this Draft Prospectus.
Registered Office	The Registered office of our Company situated at S. No. 4/38, Sumangal, First floor, Sahakar colony behind SBI, Off Karve road, Erandwane, Pune, Maharashtra 411004.
Restated Financial Information / Restated Financial Statements	The Restated Financial Information of our Company which comprises of the restated balance sheet, the profit and loss and the restated cash flow information for the period ended October 31, 2019 and financial years ended March 31, 2019, March 31, 2018 and March 31, 2017, together with the annexures and the notes thereto, which have been prepared in accordance with the Companies Act, the applicable Accounting Standards and restated in accordance with the SEBI (ICDR) Regulations.
RoC or Registrar of Companies	Registrar of Companies at Pune (Maharashtra) situated at PCNTDA Green Building, Block A, 1st & 2nd Floor, Near Akurdi Railway Station, Akurdi, Pune – 411044.
Stakeholders Relationship Committee	The Stakeholders’ Relationship Committee of our Board constituted under Section 178 of the Companies Act and as described under the chapter titled “ <i>Our Management</i> ” beginning on page 114 of this Draft Prospectus.
You, your or yours	Prospective investors in this Issue

#### Issue Related Terms

Term	Description
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application.
Allocation/ Allocation of Equity Shares	The Allocation of Equity Shares of our Company pursuant to Fresh Issue of Equity Shares to the retail and non-retail category.
Allotment/ Allot/ Allotted	Issue an allotment of Equity Shares of our Company pursuant to Fresh Issue of the Equity Shares to the successful Applicants.
Allottee(s)	Successful Applicants to whom Equity Shares are being/have been allotted.
Applicant	Any prospective investor who makes an application for Equity Shares of our Company in terms of this Draft Prospectus.
Application Amount	The amount at which the Applicant makes an application for Equity Shares of our Company in terms of this Draft Prospectus.
Application Form/ASBA Form	The Form in terms of which the prospective investors shall apply for our Equity Shares in the Issue.
Application Supported by Blocked Amount/ ASBA	An application (whether physical or electronic) used by an ASBA Applicant to make an Application authorizing an SCSB to block the Application Amount in the specified bank account maintained with such SCSB and will include amounts blocked by RIIs using the UPI mechanism.
ASBA Account	Account maintained with an SCSB and specified in the Application Form which

	will be blocked by such SCSB or account of the RIIs blocked upon acceptance of UPI Mandate request by RIIs using the UPI mechanism to the extent of the appropriate Application Amount in relation to an Application by an Applicant.
ASBA Application Location(s)/ Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs viz, Mumbai, New Delhi, Chennai, Kolkata, Ahmedabad, Rajkot, Bangalore, Hyderabad, Pune, Baroda and Surat.
ASBA Investor/ ASBA Applicant	Any prospective Investor(s)/Applicants(s) in this Issue who apply (ies) through the ASBA process in terms of this Draft Prospectus.
Bankers to the Issue	The banks which are clearing members and registered with SEBI as Banker to an Issue with whom the Public Issue Account will be opened and in this case being [●].
Basis of Allotment	The basis on which Equity Shares will be allotted to the successful ASBA Applicants under the Issue and which is described under the chapter titled “Issue Procedure” beginning on page 204 of this Draft Prospectus.
Broker Centers	Broker Centers notified by the Stock Exchange, where the Applicants can submit the Application Forms to a Registered Broker. The details of such Broker Centre’s, along with the name and contact details of the Registered Brokers, are available on the website of the BSE Limited on the following link <a href="http://www.bseindia.com">www.bseindia.com</a>
BSE SME	The SME platform of BSE Limited, approved by SEBI as an SME Exchange for listing of Equity Shares issued under Chapter IX of the SEBI ICDR Regulations.
Broker to the Issue	All recognized members of the Stock Exchange would be eligible to act as the Broker to the Issue.
CAN or Confirmation of Allocation Note	The note or advice or intimation of Allotment, sent to each successful Applicant who has been or is to be Allotted the Equity Shares after approval of the Basis of Allotment by the Designated Stock Exchange.
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account.
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI and SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018 issued by SEBI
Collecting Registrar and Share Transfer Agent	Registrar to an Issue and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Controlling Branches of the SCSBs	Such branches of the SCSBs which co-ordinate applications under this Issue by the ASBA Applicants with the Lead Manager, Registrar to the Issue and the Stock Exchange and a list of which is available at <a href="http://www.sebi.gov.in">http://www.sebi.gov.in</a> , or at such other website as may be prescribed by SEBI from time to time.
Demographic Details	The demographic details of the Applicants such as their address, PAN, occupation and bank account details.
Depositories	Depositories registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time, being NSDL and CDSL.
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996.
Designated CDP Locations	Such locations of the CDPs where Applicants 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 website of the Stock Exchange i.e. <a href="http://www.bseindia.com">www.bseindia.com</a>
Designated Date	The date on which funds are transferred from the amount blocked by the SCSBs is transferred from the ASBA Account to the Public Issue Account, as appropriate, after the Issue is closed, following which the Equity Shares shall be allotted/transfer to the successful Applicants.
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 Market Maker/ Market Maker	In our case, [●] having its Registered office at [●].



Designated Locations	RTA	Such locations of the RTAs where Applicants can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the website of the Stock Exchange, i.e. <a href="http://www.bseindia.com">www.bseindia.com</a>
Designated Exchange/Stock Exchange	Stock	BSE Limited
DP		Depository Participant
DP ID		Depository Participant's Identity number
Draft Prospectus/ Draft Offer document		The Draft Prospectus dated February 07, 2020 filed with BSE Limited.
Eligible NRI		NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom this Draft Prospectus constitutes an invitation to subscribe to the Equity Shares offered herein.
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 Draft Prospectus constitutes an invitation to purchase the Equity Shares offered thereby and who have opened dematerialized accounts with SEBI registered qualified depository participants as QFIs and are deemed as FPIs under the SEBI (Foreign Portfolio Investors) Regulations, 2014.
Equity Shares		Equity Shares of our Company of face value Rs 10 each
Electronic Transfer of Funds		Refunds through ECS, NEFT, NACH, UPI, Direct Credit or RTGS as applicable
Fresh Issue		Fresh issue of 46,00,000 Equity Shares aggregating ₹ [●] lakhs to be issued by Company pursuant to the Issue.
First/Sole Applicant		The Applicant whose name appears first in the Application Form or Revision Form.
FII/ Foreign Institutional Investor		Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable law in India.
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 or QFI 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 Purposes	Corporate	Include such identified purposes for which no specific amount is allocated or any amount so specified towards general corporate purpose or any such purpose by whatever name called, in the Offer Document. Provided that any issue related expenses shall not be considered as a part of general corporate purpose merely because no specific amount has been allocated for such expenses in the Offer Document
General Information Document/GID		The General Information Document for investing in public issues prepared and issued in accordance with the circulars (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 notified by the SEBI and (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018.
HSL		Hem Securities Limited.
Issue/Offer/Issue Size/ Initial Public Issue / Initial Public Offer/Initial Public Offering/ Initial Public Offering/ IPO		Public Issue of 46,00,000 Equity Shares of face value of Rs.10 each fully paid of the Company for cash at a price of Rs. [●] per Equity Share (including a premium of Rs. [●] per Equity Share) aggregating to Rs. [●] Lakh.
Issue Agreement		The agreement dated January 23, 2020 between our Company and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.

Issue Opening Date	The date on which Issue opens for subscription. In this case being, [●]
Issue Closing Date	The date on which Issue closes for subscription. In this case being, [●]
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both the days during which prospective Investors may submit their application.
Issue Price	The price at which the Equity Shares are being issued by our Company under the Draft Prospectus being Rs. [●] per Equity Share of face value of Rs.10 each fully paid up.
Issue Proceeds	Proceeds from the fresh Issue that will be available to our Company, being Rs. [●]
Listing Agreement	The Equity Listing Agreement to be signed between our Company and BSE Limited.
Lead Manager	Manager to the Issue, in this case being HEM Securities Limited, a SEBI Registered Merchant Banker.
Market Maker	Market Maker appointed by our Company from time to time, in this case being [●] who has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for any other period as may be notified by SEBI from time to time
Market Making Agreement	Market Making Agreement dated [●] between our Company, Lead Manager and Market Maker.
Market Maker Reservation Portion	The Reserved Portion of [●] Equity Shares of face value of Rs 10 each fully paid for cash at a price of Rs. [●] per Equity Share aggregating Rs. [●] Lakhs for the Market Maker in this Issue.
Mutual Fund(s)	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of [●] Equity Shares of face value of Rs.10 each fully paid for cash at a price of Rs. [●] Equity Share aggregating to Rs. [●] Lakhs by our Company.
Net Proceeds	The Issue Proceeds, less the Issue related expenses, received by the Company. For further information about use of the Issue Proceeds and the Issue expenses, please refer to the chapter titled “ <i>Objects of the Issue</i> ” beginning on page 69 of this Draft Prospectus.
NIF	National Investment fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of the Government of India published in the Gazette of India.
Non-Institutional Investors	All Applicants that are not Qualified Institutional Buyers or Retail Individual Investors and who have Applied for Equity Shares for an amount more than Rs 2,00,000.
OCB/ Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs, including overseas trusts in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time. OCBs are not allowed to invest in this Issue.
Offer Document/ Prospectus	The Offer Document to be filed with RoC containing, inter alia, the issue opening and closing dates and other information in accordance with Section 26 of the Companies Act, 2013
Other Investor(s)	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.
Public Issue Account(s)	Account(s) opened with the Public Issue Bank/Banker for the Issue.
Public Issue Account Agreement	Agreement entered into by our Company, the Registrar to the Issue, the Lead Manager, and the Banker to the Issue for collection of the Application Amounts.
Qualified Institutional Buyers or QIBs	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
Registered Broker(s)	Individuals or companies registered with SEBI as "Trading Members" (except

	Syndicate/Sub-Syndicate Members) who hold valid membership of BSE Limited having right to trade in stocks listed on Stock Exchanges, through which investors can buy or sell securities listed on stock exchanges, a list of which is available on <a href="http://www.bseindia.com">www.bseindia.com</a> .
Registrar / Registrar to the Issue	Registrar to the Issue, in this case being Link Intime India Private Limited
Registrar Agreement	The agreement dated December 30, 2019 entered by our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.
Registrar and Share Transfer Agents or RTAs	Registrar and Share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Regulations/SEBI Regulations/ SEBI (ICDR) Regulations/ SEBI ICDR Regulations/ SEBI ICDR Regulations 2018	Securities and Exchange Board of India (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.
Reservation Portion	The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI (ICDR) Regulations
Resident Indian	A person resident in India, as defined under FEMA
Retail Individual Investor/ / Retail Investors	Individual Applicants, or minors applying through their natural guardians, including HUFs (applying through their Karta) and ASBA Applicants, who apply for an amount less than or equal to Rs.2,00,000.
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares in any of their Application Forms or any previous Revision Form(s).
SEBI SAST / SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended from time to time
SCSB/ Self Certified Syndicate Banker	Shall mean a Banker to an Issue registered under Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, as amended from time to time, and which offer the service of making Bids/Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> or at such other website as may be prescribed by SEBI from time to time.
SEBI (Foreign Portfolio Investor) Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014.
SEBI LODR/SEBI (Listing Obligations and Disclosure Requirement) Regulations/ SEBI LODR Regulations/ SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement), Regulations 2015
SME Exchange/ SME Platform	SME Platform of BSE Limited
SEBI(PFUTP) Regulations/PFUTP Regulations	Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003
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 (National Payments Corporation of India) in order to push the mandate collect requests and / or payment instructions of the Retail Investors into the UPI.
Securities laws	Means the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and the rules and regulations made thereunder and the general or special orders, guidelines or circulars made or issued by the Board thereunder and the provisions of the Companies Act, 2013 or any previous company law and any



	subordinate legislation framed thereunder, which are administered by the Board
Transaction Registration Slip/TRS	The slip or document issued by the member(s) of the Syndicate to the Applicant as proof of registration of the Application.
Underwriter	Underwriter in this case being [●].
Underwriting Agreement	The agreement dated [●] entered into between the Underwriter and our Company.
Unified Payments Interface(UPI)	UPI is an instant payment system developed by the NPCI. It enables merging several banking features, seamless fund routing & merchant payments into one hood. UPI allows instant transfer of money between any two persons' bank accounts using a payment address which uniquely identifies a person's bank a/c.
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI).
UPI ID Linked Bank Account	Account of the RIIs, applying in the issue using the UPI mechanism, which will be blocked upon accepting the UPI mandate to the extent of the appropriate application amount and subsequent debit of funds in the case of allotment.
UPI Mandate	Request initiated by the Sponsor bank on the RII to authorize blocking of funds.
UPI mechanism	The mechanism using UPI that may be used by RII to make an application in the issue in accordance with the SEBI Circulars
UPI PIN	Password to authenticate UPI transaction
U.S. Securities Act	U.S. Securities Act of 1933, as amended from time to time
Willful Defaulter	Means a person or an issuer who or which is categorized as a willful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India
Working Day(s)	All days on which commercial banks in Mumbai are open for business. However, in respect of– announcement of Price Band; and Bid/ Issue period, working days shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; the time period between the Issue Closing Date and the listing of the Equity Shares on the Stock Exchange, working day shall mean all trading days of the Stock Exchange, excluding Sundays and bank holidays, as per circulars issued by SEBI

#### Technical and Industry Related Terms

Term	Description
BoP	Balance of payments
CAD	Current account deficit
CFPI	Consumer Food Price Index
CPI-C	Consumer Price Index – Combined
CREDAI	Confederation of Real Estate Developers Association of India
CSO	Central Statistics Office
EMDE	Emerging market and developing economies
FDI	Foreign direct investment
GDP	Gross domestic product
GST	Goods and services tax
GVA	Gross value added
HFC	Housing Finance Companies
IBC	Insolvency and Bankruptcy Code
IIP	Index of Industrial Production
Km.	Kilometer
NAREDCO	National Real Estate Development Council
PMRDA	Pune Metropolitan Region Development Authority
PSB	Public Sector Banks
RERA	Real Estate Regulatory Authority
REIT	Real Estate Investment Trusts
Sq. ft.	Square foot
Sq.mt.	Square meter
WPI	Wholesale Price Index

### Conventional and General Terms / Abbreviations

<b>Term</b>	<b>Description</b>
A/C	Account
AGM	Annual General Meeting
AIF(s)	Alternative Investments Fund as defined in and registered with SEBI under the Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
Amt / AMT	Amount
AS/ Standard	Accounting Standards as issued by the Institute of Chartered Accountants of India.
A.Y.	Assessment Year
AoA	Articles of Association
Approx	Approximately
Authorized Dealers	Authorized Dealers registered with RBI under the Foreign Exchange Management (Foreign Currency Accounts) Regulations, 2000
ASBA	Application Supported by Blocked Amount
BIFR	Board for Industrial and Financial Reconstruction
Bn	Billion
BSE	BSE Limited
BG / LC	Bank Guarantee / Letter of Credit
CAGR	Compounded Annual Growth Rate
CAN	Confirmation of Allocation Note
CC	Cash Credit
CDSL	Central Depository Services (India) Limited
CENVAT	Central Value Added Tax
CFO	Chief Financial Officer
CIN	Corporate Identification Number
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections).
Companies Act	The Companies Act, 2013, to the extent in force pursuant to the notification of the notified sections
Competition Act	The Competition Act, 2002
Consolidated FDI Policy	Consolidated FDI Policy with effect from August 28, 2017 issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time.
CS	Company Secretary
Depositories	NSDL (National Securities Depository Limited) and CDSL (Central Depository Services Limited); Depositories registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time
Depositories Act	The Depositories Act, 1996, as amended from time to time.
DGFT	Directorate General of Foreign Trade
DIN	Director Identification Number
DIPP	Department of Industrial Policy & Promotion
DP	Depository Participant
DP ID	Depository Participant's Identity
EBIDTA	Earnings before interest, depreciation, tax, amortization and extraordinary items
ECS	Electronic Clearing Services
EGM	Extraordinary General Meeting
EPS	Earnings Per Share
ESIC	Employee State Insurance Corporation
ESOP	Employee Stock Option Plan
EXIM/EXIM Policy	Export-Import Policy
FCNR Account	Foreign Currency Non-Resident Account
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act 1999, as amended from time to time and the

	regulations framed there under
FII(s)	Foreign Institutional Investors, as defined under the FII Regulations and
FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time.
FIs	Financial Institutions
FPI(s)	Foreign Portfolio Investor means a person who satisfies the eligibility criteria prescribed under regulation 4 and has been registered under Chapter II of Securities And Exchange Board Of India (Foreign Portfolio Investors) Regulations, 2014, which shall be deemed to be an intermediary in terms of the provisions of the SEBI Act,1992
FTA	Foreign Trade Agreement.
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000
FV	Face Value
F.Y./FY	Financial Year
GAAP	Generally Accepted Accounting Principles
GDP	Gross Domestic Product
GoI/ Government	Government of India
GST	Goods and Services Tax
HNI	High Net Worth Individual
HUF	Hindu Undivided Family
ICAI	Institute of Chartered Accountants of India
ICMAI	The Institute of Cost Accountants of India
ICSI	Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
IIP	Index of Industrial Production
IMF	International Monetary Fund
Indian GAAP	Generally Accepted Accounting Principles in India
INR/Rs./Rupees	Indian National Rupee
Income Tax Act/ I.T. Act	The Income Tax Act, 1961
IPO	Initial Public Offering
IT Authorities	Income Tax Authorities
Ind AS	New Indian Accounting Standards notified by Ministry of Corporate Affairs on February 16, 2015, applicable from Financial Year commencing April 1, 2016.
Key Managerial Personnel/KMP	Key Managerial Personnel
LM	Lead Manager
Ltd.	Limited
MAPIN	Market Participants and Investors Database
MICR	Magnetic Ink Character Recognition
Mn	Million
MoA	Memorandum of Association
MoU	Memorandum of Understanding
Mtr	Meter
N.A.	Not Applicable
NACH	National Automatic Clearing House
NAV	Net Asset Value
NBFC	Non-Banking Finance Company
NECS	National Electronic Clearing Services
NEFT	National Electronic Fund Transfer
Net Worth	The aggregate of the paid-up share capital, share premium account, and reserves and surplus (excluding revaluation reserve) as reduced by the aggregate of miscellaneous expenditure (to the extent not adjusted or written off) and the debit balance of the profit and loss account
NOC	No Objection Certificate
NPV	Net Present Value
NR	Non-Resident
NRE Account	Non-Resident External Account

NRI	Non-Resident Indian, is a person resident outside India, who is a citizen of India or a person of Indian origin and shall have the same meaning as ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
NTA	Net Tangible Assets
p.a.	per annum
PAC	Persons Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
P/E Ratio	Price Earnings Ratio
POA	Power of Attorney
Pvt.	Private
RBI	Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934, as amended
ROE	Return on Equity
R&D	Research & Development
RoNW	Return on Net Worth
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956 as amended.
SCRR	Securities Contracts (Regulation) Rules, 1957 as amended.
SCSB	Self-Certified Syndicate Bank
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 2015, as amended.
SEBI AIF Regulations	Securities and Exchange Board of India (Alternate Investments Funds) Regulations, 2012, as amended.
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time.
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended from time to time.
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time.
SEBI Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended.
SEBI LODR Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI (PFUTP) Regulations / PFUTP Regulations	Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003
SEBI Regulations/ SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended.
SEBI Takeover Regulations / Takeover Regulations / Takeover Code	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 as amended from time to time.
SME	Small Medium Enterprise
SSI Undertaking	Small Scale Industrial Undertaking
STT	Securities Transaction Tax
Sub-Account	Sub-accounts registered with SEBI under the SEBI (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals.

Sq. mtr	Square Meter
TAN	Tax Deduction Account Number
TRS	Transaction Registration Slip
TIN	Taxpayers Identification Number
u/s	Under Section
UIN	Unique Identification Number
US/United States U.S./USA	United States of America
USD/ US\$/ \$	United States Dollar, the official currency of the Unites States of America
U.S. GAAP	Generally accepted accounting principles in the United States of America
U.S. Securities Act, 1933	U.S. Securities Act of 1933, as amended
UOI	Union of India
VAT	Value Added Tax
VCF / Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
WDV	Written Down Value
w.e.f.	With effect from
WHO	World Health Organization
Willful Defaulter	Willful Defaulter as defined under Regulation 2(1) (III) of the SEBI (ICDR) Regulations.
WTD	Whole-time Director
YoY	Year over year



**CERTAIN CONVENTIONS, USE OF FINANCIAL INFORMATION & MARKET DATA & CURRENCY OF FINANCIAL PRESENTATION**

**Certain Conventions**

All references in this Draft Prospectus to “India” are to the Republic of India. All references in this Draft Prospectus to the “U.S.,” “USA” or “United States” are to the United States of America.

In this Draft Prospectus, the terms “we”, “us”, “our”, the “Company”, “our Company”, “Suratwala Business Group Limited”, and “SBGL”, and, unless the context otherwise indicates or implies, refers to Suratwala Business Group Limited formerly known as Suratwala Housing Private Limited. In this Draft 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 Lac / Lakh”, the word “Crore” means “ten million” and the word “billion (bn)” means “one hundred crores”. In this Draft Prospectus, any discrepancies in any table between total and the sum of the amounts listed are due to rounding-off.

**Use of Financial Data**

Unless stated otherwise, throughout this Draft Prospectus, all figures have been expressed in Rupees and Lakh. Unless stated otherwise, the financial data in this Draft Prospectus is derived from our financial statements prepared and restated for the period ended on October 31, 2019 and the financial year ended March 31, 2019, 2018 and 2017 in accordance with Indian GAAP, the Companies Act and SEBI (ICDR) Regulations included under Section titled “*Financial Information of the Company*” beginning on page 132 of this Draft Prospectus. Our Company does not have any Subsidiary Company or Associate Company, accordingly financial information relating to us is presented on standalone basis. Our fiscal year commences on April 1 of every year and ends on March 31st of every next year. All references to a particular fiscal year are to the 12 month period ended March 31 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, the International Financial Reporting Standards (“IFRS”) and the Generally Accepted Accounting Principles in the United States of America (“U.S. GAAP”). Accordingly, the degree to which the Indian GAAP financial statements included in this Draft Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practice and Indian GAAP. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Prospectus should accordingly be limited. We have not attempted to explain those differences or quantify their impact on the financial data included herein, and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

Any percentage amounts, as set forth in “*Risk Factors*”, “*Our Business*”, “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” and elsewhere in this Draft Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s restated financial statements prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Statutory Auditor, set out in section titled “*Financial Information of the Company*” beginning on page 132 of this Draft Prospectus.

For additional definitions used in this Draft Prospectus, see the section “*Definitions and Abbreviations*” on page 1 of this Draft Prospectus. In the section titled “*Main Provisions of the Articles of Association*”, on page 227 of this Draft Prospectus defined terms have the meaning given to such terms in the Articles of Association of our Company.

**Use of Industry & Market Data**

Unless stated otherwise, industry and market data used throughout this Draft Prospectus has been obtained and derived from internal Company reports, data, websites, Industry publications report as well as Government Publications. Industry publication data and website data generally state that the information contained therein has been obtained from sources believed to be reliable, but that their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

Accordingly, no investment decision should be made on the basis of this information. Although, we believe that the industry and market data used in this Draft Prospectus is reliable, neither we nor the LM nor any of its affiliates or advisors have prepared or verified it independently.

Further 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 under section titled "*Risk Factors*" beginning on page 20. Accordingly, investment decisions should not be based on such information.

#### **Currency of Financial Presentation**

All references to "Rupees" or "INR" or "Rs" are to Indian Rupees, the official currency of the Republic of India. Except where specified, including in the section titled "*Industry Overview*" throughout this Draft Prospectus all figures have been expressed in thousands, Lakhs/Lacs, Million and Crore.

Any percentage amounts, as set forth in "*Risk Factors*", "*Our Business*", "*Management's Discussion and Analysis of Financial Conditions and Results of Operation*" on page 20, 90 & 162 in this Draft Prospectus, unless otherwise indicated, have been calculated based on our restated respectively financial statement prepared in accordance with Indian GAAP.

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

## **FORWARD LOOKING STATEMENTS**

This Draft Prospectus contains certain "forward-looking statements". These forward looking statements generally can be identified by words or phrases such as "aim", "anticipate", "believe", "expect", "estimate", "intend", "objective", "plan", "project", "seek", "shall", "will", "will continue", "going forward", "will pursue" or other words or phrases of similar meaning. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements.

All statements regarding our expected financial condition and results of operations, business, plans, objectives, strategies, goals and prospects are forward-looking statements. All forward looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results and property valuations to differ materially from those contemplated by the relevant forward looking statement.

Important factors that could cause actual results to differ materially from our expectations include, but are not limited to the following:

- performance of the real estate market in India;
- availability of real estate financing in India;
- uncertainty regarding the housing market, real estate prices, economic conditions and other factors beyond our control;
- volatility of Housing Loan interest rates and inflation;
- our ability to meet our further capital expenditure requirements;
- regulation in the Indian real estate sector, including the implementation of RERA;
- performance of our residential development business, particularly in the mid-market and affordable housing categories;
- our failure to keep pace with rapid changes in technology;
- inability to identify or effectively respond to consumer needs, expectations or trends in a timely manner;
- fluctuations in operating costs;
- our reliance on independent contractors to execute our projects;
- Significant increases in prices of, or shortages of, or disruption in supply of labour and key building materials.

For a further discussion of factors that could cause our actual results to differ, refer to section titled "*Risk Factors*" and chapter titled "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 20 and 162 respectively of this Draft Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

Future looking statements speak only as of the date of this Draft Prospectus. Neither we, our Directors, Lead Manager, Underwriter or any of its affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, Lead Manager and our Company will ensure that investors in India are informed of material developments until the grant of listing and trading permission by the Stock Exchange.

## SECTION II: SUMMARY OF DRAFT PROSPECTUS

### SUMMARY OF BUSINESS

We are a real estate development company primarily focusing on development of residential and commercial projects in the Pune district. Our business activities comprises of development and sale of residential as well as commercial properties (the “Development Business”) and the maintenance of the properties developed by us (the “Maintenance Business”). Apart from the development and maintenance business, we also focus on providing the space on rent such as renting for mobile tower, hoardings and banners on building or renting of the unsold space for short durations.

### SUMMARY OF INDUSTRY

Housing is one of the fastest moving sectors in the country. According to Census 2011, 377.1 million Indians comprising 31.14 per cent of the country’s population lived in urban areas, which are projected to grow more than 600 million by 2031. Urbanization in India has become an important and irreversible process, and it is an important determinant of economic growth and poverty reduction. The process of urbanization has been characterized by increase in the number of large cities, although India may be said to be in the midst of transition from a predominantly rural to a quasi-urban society.

For more details, please refer chapter titled “Industry Overview” beginning on page 79.

### NAME OF PROMOTERS

The Promoters of our Company are Mr. Jatin Dhansukhlal Suratwala and Mr. Manoj Dhansukhlal Suratwala.

### SIZE OF THE ISSUE

The Issue comprises of an Initial Public Issue of upto 46,00,000 Equity Shares of face value of Rs. 10 each for cash at a price of Rs. [●] per Equity Share including a share premium of Rs. [●] per Equity Share (the “issue price”) aggregating to Rs. [●] Lakhs (“the issue”) of which upto [●] Equity Shares of face value of Rs. 10 each for cash at a price of Rs. [●] per Equity Share including a share premium of Rs. [●] per Equity Share aggregating to Rs. [●] Lakhs will be reserved for subscription by Market Maker to the issue (the “Market Maker Reservation Portion”). The issue less the Market Maker Reservation portion i.e. upto [●] Equity Shares of face value of Rs. 10 each at a price of Rs. [●] per Equity Share including a share premium of Rs. [●] per Equity Share aggregating to Rs. [●] Lakhs is herein after referred to as the “net issue”. The Issue and the Net Issue will constitute 26.53% and [●] % respectively of the Post Issue Paid-up Equity Share Capital of our company.

### OBJECTS OF THE ISSUE

The Issue Proceeds are proposed to be used in accordance with the details as set forth below:

Sr. No.	Particulars	Amount (Rs. in Lakhs)
1.	To meet working capital requirement	[●]
2.	General Corporate Purposes	[●]
3.	To meet the Issue Expenses	[●]
	<b>Total</b>	[●]

### PRE-ISSUE SHAREHOLDING OF PROMOTERS AND PROMOTER GROUP

The aggregate pre-issue shareholding of the promoters and promoter group as a percentage of the Paid-up Capital of our Company is as below:

Name	Pre Issue		Post Issue	
	No. of Equity Shares	% of Pre Issue paid up Equity Shares	No. of Equity Shares	% of Post Issue paid up Equity Shares
<b>PROMOTERS</b>				
Mr. Jatin Dhansukhlal Suratwala	67,36,402	52.87	67,36,402	[●]

Mr. Manoj Dhansukhlal Suratwala	23,08,475	18.12	23,08,475	[●]
<b>TOTAL</b>	<b>90,44,877</b>	<b>70.99</b>	<b>90,44,877</b>	<b>[●]</b>
<b>PROMOTER GROUP</b>				
Mrs. Manisha Jatin Suratwala	9,99,112	7.84	9,99,112	[●]
Mrs. Sonal Manoj Suratwala	81,639	0.64	81,639	[●]
Mr. Hitendra Arvind Suratwala	9,61,825	7.55	9,61,825	[●]
Mrs. Hemaben Pankajkumar Sukhadia	7,80,302	6.12	7,80,302	[●]
Suratwala Properties LLP	401	0.00	401	[●]
Vaibhavi Suratwala	40,822	0.32	40,822	[●]
Yash Suratwala	56,112	0.44	56,112	[●]
Mayuri Mehta	6,74,828	5.30	6,74,828	[●]
Dhaval Suratwala	23,786	0.19	23,786	[●]
Ishita Suratwala	25,725	0.20	25,725	[●]
Radha Sukhadia	29,957	0.24	29,957	[●]
Divya Sukhadia	12,233	0.10	12,233	[●]
<b>TOTAL</b>	<b>36,86,742</b>	<b>28.93</b>	<b>36,86,742</b>	<b>[●]</b>
<b>GRAND TOTAL</b>	<b>12,7,31,619</b>	<b>99.92</b>	<b>12,7,31,619</b>	<b>[●]</b>

### SUMMARY OF FINANCIAL INFORMATION

Following are details as per the restated financial statements for past 3 years in tabular format:

*(Rs. in Lakhs except EPS and NAV per Share)*

Sr. No.	Particulars	Period ended	Financial Year Ended		
		October 31, 2019	2019	2018	2017
1.	Paid up Share Capital	1274.16	892.67	22.23	22.23
2.	Net worth	1363.26	978.09	892.24	608.19
3.	Total Revenue	474.24	896.79	1,083.46	1,629.91
4.	Profit After Tax	<b>3.67</b>	<b>85.86</b>	<b>284.04</b>	<b>214.38</b>
5.	Earnings Per Share – Basic & Diluted (in Rs.)	0.53	9.49	31.41	23.71
6.	NAV per Equity Shares (in Rs.)*	12.66	10.82	9.87	6.73
7.	Total Borrowings (As per Restated Balance Sheet)	2,048.79	1,527.18	409.13	540.64

\*The NAV per Equity shares have been calculated based on the weighted average number of shares outstanding.

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

The Audited Financial Statements do not contain any qualification requiring adjustments in Restated Financial Statement.

### SUMMARY OF OUTSTANDING LITIGATIONS

A summary of outstanding litigation proceedings involving our Company, our Promoters and our Directors as on the date of this Draft Prospectus is provided below:

*Litigation involving our Company*

*(in Rs. Lakhs)*

Type of proceeding	Number of cases	Amount, to the extent quantifiable
Civil	1	Unascertainable
Tax Matter	2	9.42

*Litigation involving our Promoter & Director*

*(in Rs. Lakhs)*

Type of proceeding	Number of cases	Amount, to the extent quantifiable
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Tax Matter	5	1.82
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For further details of the outstanding litigation proceedings, please refer chapter titled "Outstanding Litigation and Material Developments" beginning on page 174.

### RISK FACTORS

For details relating to risk factors, please refer section titled "Risk Factors" beginning on page 20.

### SUMMARY OF CONTINGENT LIABILITIES OF OUR COMPANY

There are no Contingent Liabilities of our Company for the financial year ended on October 31, 2019.

### SUMMARY OF RELATED PARTY TRANSACTIONS

**List of related Parties and Relationship** (As identified by the company)

Sr. No.	Name of the Person / Entity	Relation
1	Poonam Marketing	Director is Proprietor
2	Suratwala Properties LLP	Directors are Designated Partners
3	Hemaben Pankaj Sukhadia	Director
4	Jatin Dhansukhlal Suratwala	Director
5	Manoj Dhansukhlal Suratwala	Director
6	Yash Jatin Suratwala	Director's Son
7	Pankaj Sukhadia	Director's Husband
8	Manisha Jatin Suratwala	Director's Wife
9	Dhaval Suratwala	Director's Son
10	Ishita Suratwala	Director's Daughter
11	Sonal Suratwala	Directors Wife
12	Radha Sukhadia	Director's daughter
13	Divya Sukhadia	Director's daughter
14	Vaibhavi Suratwala	Director's daughter

### Material Transaction with Related Parties

(Amount Rs. in Lakhs)

Particulars	As at October 31, 2019	As at March 31,		
		2019	2018	2017
<b>Unsecured Loan repaid</b>				
Hemaben Sukhadia	25.70	23.75	44.26	1.64
Jatin Suratwala	31.21	18.09	170.03	235.27
Manoj Suratwala	27.07	17.80	32.99	24.43
Pankaj Sukhadia	10.45	9.58	6.85	0.83
Manisha Suratwala	2.79	4.11	3.02	2.31
Dhaval Suratwala	0.83			
Sonal Suratwala	23.68	5.62	10	0.41
Yash Suratwala	7.57			
Radha Sukhadia	0.55			
Divya Sukhadia	3.03			
<b>Unsecured Loan accepted</b>				
Hemaben Sukhadia	6.30	42.49	26.24	13.51
Jatin Suratwala	112.38	152.35	156.75	239.50
Manisha Suratwala	1.90	0.34	0.50	38.18
Manoj Suratwala	24.86	55.80	34.87	3.58
Sonal Suratwala		10.07	7.75	2.46
Dhaval Suratwala	0.10			1.00
Ishita Suratwala				1.00
Yash Suratwala	3.60	0.77	3.34	1.00
Radha Sukhadia		1.10	4.80	0.25
Pankaj Sukhadia		15.24		0.98

Suratwala Properties LLP	282.50	667.09	111.30	-
Divya Sukhadia		3.65		
Vaibhavi Suratwala	4.00			
<b>Shares Alloted</b>				
Divya Sukhadia	0.62			
Vaibhavi Suratwala	0.03			
Hemaben Sukhadia	7.73			
Jatin Suratwala	215.96			
Manoj Suratwala	88.77			
Yash Suratwala	0.84			
Manisha Suratwala	13.70			
Dhaval Suratwala	0.17			
Ishita Suratwala	0.29			
Radha Sukhadia	1.47			
Sonal Suratwala	2.07			
<b>Advance Received</b>				
Suratwala Properties LLP				183.46
<b>Purchase Transaction</b>				
Poonam Marketing	79.47	177.78	40.57	227.49
<b>Other Expenses like rent, rent free accommodation, interest paid, etc.</b>				
Yash Suratwala	4.20	4.64	3.02	1.34
Dhaval Suratwala			0.61	1.02
Ishita Suratwala	0.78	1.34	1.34	1.01
<b>Managerial Remuneration</b>				
Jatin Suratwala	28.00	48.00	48.00	28.00
Manoj Suratwala	28.00	48.00	48.00	28.00
Hemaben Sukhadia	10.50	18.00	18.00	18.00

For detailed information on the related party transactions executed by our Company, please refer “Annexure – XXVIII” appearing on page 155 under chapter titled “Restated Financial Information” beginning on page 132.

#### FINANCING ARRANGEMENTS

There have been no financing arrangements whereby our promoters, members of our promoter group, our directors 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 this Draft Prospectus.

#### WEIGHTED AVERAGE PRICE AT WHICH THE EQUITY SHARES WERE ACQUIRED BY EACH OF OUR PROMOTERS IN THE ONE YEAR PRECEDING THE DATE OF THIS DRAFT PROSPECTUS\*

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

Sr. No.	Name of Promoters	Total No. of Equity Shares acquired during the last one year	Weighted Average cost of Acquisition* (in Rs. per equity share)
1.	Jatin Dhansukhlal Suratwala	67,25,000	3.22
2.	Manoj Dhansukhlal Suratwala	23,04,932	3.85

*\*The Weighted Average Price for Equity Shares acquired during last one year has been calculated by taking into account the amount paid by the Promoters to acquire, by way of fresh issuance or transfer, the Equity Shares and the net cost of acquisition has been divided by total number of shares acquired during last one year.*

#### AVERAGE COST OF ACQUISITIONS OF SHARES FOR PROMOTERS\*

Sr. No.	Name of Promoters	Total No. of Equity Shares	Average Cost of Acquisition per equity share (in Rs.)*
1.	Jatin Dhansukhlal Suratwala	67,36,402	3.23
2.	Manoj Dhansukhlal Suratwala	23,08,475	3.86

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

#### **DETAILS OF PRE-ISSUE PLACEMENT**

Our Company does not contemplate any issuance or placement of Equity Shares from the date of this Draft Prospectus till the listing of the Equity Shares.

#### **ISSUE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH IN THE LAST ONE YEAR**

Except as set out below, we have not issued Equity Shares for consideration other than cash in the preceding one year:

<b>Date of Allotment</b>	<b>Number of Equity Shares</b>	<b>Face Value (Rs.)</b>	<b>Issue Price(Rs.)</b>	<b>Reasons for Allotment</b>	<b>Benefits Accrued to our Company</b>
March 07, 2019	89,04,400	10.00	-	Bonus in the ratio of 400:1 i.e. 400 Equity Shares for every 1 Equity Share held	Capitalization of Reserves & Surplus
July 27, 2019	38,14,983	10.00	10.00	Right Issue at par to the members in proportion to their present shareholding in existing paid up capital	Conversion of the loan into Share Capital

#### **SPLIT / CONSOLIDATION OF EQUITY SHARES IN THE LAST ONE YEAR**

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

### **SECTION III: RISK FACTORS**

*An investment in our Equity Shares involves a high degree of financial risk. Prospective investors should carefully consider all the information in the Draft Prospectus, particularly the “Financial Information of the Company” and the related notes, “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on page 132, 90 & 162 respectively of this Draft Prospectus and the risks and uncertainties described below, before making a decision to invest in our Equity Shares.*

*The risk factors set forth below are not exhaustive and do not purport to be complete or comprehensive in terms of all the risk factors that may arise in connection with our business or any decision to purchase, own or dispose of the Equity Shares. This section addresses general risks associated with the industry in which we operate and specific risks associated with our Company. Any of the following risks, individually or together, could adversely affect our business, financial condition, results of operations or prospects, which could result in a decline in the value of our Equity Shares and the loss of all or part of your investment in our Equity Shares. While we have described the risks and uncertainties that our management believes are material, these risks and uncertainties may not be the only risks and uncertainties we face. Additional risks and uncertainties, including those we currently are not aware of or deem 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 as a result 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 below. However, there are risk factors the potential effects of which are not quantifiable and therefore no quantification has been provided with respect to such risk factors. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of the Issue, including the merits and the risks involved. You should not invest in this Issue 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 particular consequences to you of an investment in our Equity Shares.*

#### **Materiality**

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

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

#### **Note:**

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

*In this Draft Prospectus, any discrepancies in any table between total and the sums of the amount listed are due to rounding off. Any percentage amounts, as set forth in “Risk Factors” on page 20 and “Management Discussion and Analysis of Financial Condition and Results of Operations” on page 162 of this Draft Prospectus unless otherwise indicated, has been calculated on the basis of the amount disclosed in the “Audited Financial Statements, as restated” prepared in accordance with the Indian Accounting Standards.*

- 1. Our inability to successfully identify and acquire suitable land for development may have an adversely affect on our business and growth prospects.**

Our ability to identify suitable land for development is vital to our business. Once a potential development site has been identified, site visits and feasibility studies/surveys are undertaken, which include detailed analyses of factors such as regional demographics, gap analysis of current property development initiatives, market needs and market trends. Our ability to acquire ownership or development rights over suitable sites is dependent on a number of factors that may be beyond our control. These factors include the availability of suitable land, market conditions, the willingness of land owners to sell or grant development rights over land on attractive terms, the

availability and cost of any required financing, encumbrances on the land, government directives on land use, and the obtaining of permits and approvals for land development. Our acquisition of interests in land are therefore also subject to the risk that sellers may during such time identify and transact with alternative purchasers or decide not to sell the land. In case we are unable to identify suitable land for development or acquire the rights at suitable conditions it may have an adverse affect on our business and growth prospects.

**2. *The success of our real estate development business is dependent on our ability to anticipate and respond to consumer requirements.***

We depend on our ability to understand the preferences of our customers and to accordingly develop projects that suit their tastes and preferences. The growing disposable income of India's middle and upper income classes has led to a change in popular lifestyle resulting in substantial changes in the nature of their demands. The range of amenities now demanded by consumers include those that have historically been uncommon in India's real estate market such as gardens, community space, security systems, refreshment centre, fitness centres etc. As developer we continue to seek better and advances amenities as part of our real estate projects to carter the needs of the customers, we are required to continue to focus on the development of quality residential accommodation ad commercial projects with various amenities. Our inability to provide customers with certain amenities or our failure to continually anticipate and respond to customer needs may affect our business and prospects.

**3. *Our revenues and profits are difficult to predict and can vary significantly from period to period.***

We derive our revenues and profits primarily from the development and sale of residential and commercial properties and the leasing of commercial properties. While income from our present lease arrangements may be relatively stable but its scale is very low, further revenues from sales are dependent on various factors such as the size of our developments, competition, demand for our developments in the regions we operate in, the rights of third parties, receipt of approvals from governmental authorities and general market conditions.

Our revenues and profits from the development business are also determined by the extent to which they qualify for revenue recognition under the percentage of completion method. Under the percent completion method, our revenue from sales depends upon the volume of bookings we are able to obtain for our developments and the timing of such revenue recognition depends on achieving a certain threshold of completion of our projects. Further, our ability to recognize revenue and profits also depends on our customers paying us the remaining amounts due under contract, after the payment of initial deposit. Further, we recognize revenues based on estimated costs. We cannot assure you that these estimates will not require further adjustments based on the actual cost incurred with respect to a particular project. The effect of such changes to estimates is recognized in the financial statements of the period in which such changes are determined. This may lead to significant fluctuations in revenue recognition.

Also, the rate of construction progress depends on various factors, including the availability of labour and raw materials, the prompt receipt of regulatory clearances, access to utilities such as electricity and water, and the absence of contingencies such as litigation and adverse weather conditions. These factors may cause significant fluctuations in our revenues from period to period. A combination of the factors discussed above may result in significant variations in our revenues and profits, and our financial position in a particular period may not accurately reflect our level of activity in that period. If in the future our results of operations are below market expectations, the price of our Equity Shares could decline.

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

In the real estate business, our primary factors affecting the consumer buying decisions includes customer confidence, location of the property, price points, timely delivery of the property, designs together with the level and quality of customer amenities being offered within the property. The ability to differentiate our property from our competitors by its marketing and advertising programs is an important factor in attracting the customers. Thus, timely execution of the marketing program and advertisement of the new launches are very important to enhance our brand visibility. If these programs are ineffectively executed or they do not reach the target audience, it could affect our ability to attract customers and also affect our business prospects. Further, we cannot assure you that we will be able to accurately estimate our marketing expenditure for our operations.



**5. *We generate our entire sales from our operations in certain geographical regions of Pune district, Maharashtra and any adverse development affecting our operations in these regions could have an adverse impact on our revenue and results of operations.***

Our entire revenues have been derived from projects situated in the Pune district. Such geographical concentration of our real estate business heightens our exposure to adverse developments related to competition, as well as economic and demographic changes in these regions which may affect our business prospects, financial conditions and results of operations. Also, any localized social unrest, natural disaster or breakdown of services and utilities in and around Pune could have material adverse effect on our business, financial position and results of operations.

Further, we may not be able to leverage our experience in Pune region to expand our operations in other parts of India. In addition, as we enter new markets and geographical areas, we are likely to compete not only with national developers, but also local developers who have an established local presence, are more familiar with local regulations, business practices and customs, have stronger relationships with local contractors, suppliers, relevant government authorities and who are in a stronger financial position than us.

**6. *Some of our projects are in the preliminary stages of planning and require us to obtain approvals or permits, and we are required to fulfill certain conditions precedent in respect of some of them. Any failure to obtain the necessary approvals in time or at all may result in material delays in our ability to develop our projects.***

To successfully execute all our projects, we are required to obtain statutory and regulatory approvals, and permits and applications need to be made at appropriate stages of the projects with various government authorities in each state. For example, we are required to obtain the approval of building plans and layout plans, and approvals for commencement of construction from municipal authorities, environmental consents and fire safety clearances. In addition, we are required to obtain a certificate of change of land use in respect of industrial or agricultural land. Further, we may be required to renew certain of our existing approvals. Our ability to develop certain projects is, in some cases, dependent on other third parties obtaining necessary approvals and permits. We are yet to apply for the RERA registration, environmental clearance, fire NOC and related approvals for our O2- the oxygen spring project although we have received the commencement certificate project but we can commercially launch the project only post securing all these mentioned approvals.

**7. *We do not have own Registered Office from where we operate.***

We do not own the registered office from where we operate. the registered office of the company situated at Sumangala, Plot No. 4/38, Sahkarwasahat, Off Karve road, Erandwane Pune, 411004 have been taken on lease from Aisshwaya Konnur and Shailaja P. Salimath vide a lease agreement dated January 18, 2017. For further details regarding our registered office, please refer to the Section titled "Our Business" on page 90 of this Draft Prospectus. In case of any dispute arise in future may affect our business relation and our results of operation. Upon expiration of the relevant agreement for such premise, we will be required to negotiate the terms and conditions on which the lease agreement may be renewed. In the event that these existing leases are terminated or they are not renewed on commercially acceptable terms or at all, we may suffer a disruption in our operations. If alternative premises are not available at the same or similar costs, size or locations, our business, financial condition and results of operations may be adversely affected.

Also our Group entity i.e. Suratwala Properties LLP share the same office with that of our company and there are no rent sharing agreement and area sharing agreement between Suratwala Properties LLP and our Company. In case of any dispute we may suffer a disruption in our operations which could have an adverse effect on our business and operations.

**8. *There are outstanding legal proceedings involving our Company, Directors and Promoters.***

There are outstanding legal proceedings involving our Company, Directors and Promoters. These proceedings are pending at different levels of adjudication before various courts, tribunals, enquiry officers and appellate tribunals. The brief details of material outstanding litigations involving the aforementioned persons/entities are as follows:

*Litigation involving our Company*

*(in Rs. Lakhs)*

Type of proceeding	Number of cases	Amount, to the extent quantifiable
Civil	1	Unascertainable
Tax Matter	2	9.42

*Litigation involving our Promoter & Director*

*(in Rs. Lakhs)*

Type of proceeding	Number of cases	Amount, to the extent quantifiable
Tax Matter	5	1.82

For further details of such outstanding litigation against our Company, Directors and Promoters, see “*Outstanding Litigation and Material Developments*” on page 174. Such proceedings could divert management time and attention, and consume financial resources in their defence or prosecution. Should any new developments arise, such as any rulings against us by appellate courts or tribunals, we may need to make provisions in our financial statements that could increase expenses and current liabilities. Further, an adverse outcome in any of these proceedings may affect our reputation, standing and future business, and could have an adverse effect on our business, prospects, financial condition and results of operations.

- 9. *Our development agreements do not convey any interest in the immovable property to us and only the development right is transferred to us. Further, investments through development agreements involve risks, including the possibility that owner of the property may fail to meet their obligations under the development agreement, causing the whole project to suffer.***

We have sought to develop our projects and certain parts of our projects primarily through development agreements with landowners of the proposed projects. Most of our development agreements confer rights on us to develop, market and eventually sell the Saleable Area (or a certain proportion of such Saleable Area as mutually agreed under area-sharing arrangements) to third party buyers. While we have the right to create mortgages to raise funds for the projects, such agreements do not convey any ownership interest in the immovable property to us. Under these agreements, we are typically entitled to a share in the developed property and a proportionate undivided share of the land area, or a share of the revenues or profits generated from the sale of the developed property, or a combination of the above entitlements, after adjustments. Disputes that may arise between us and our development partners may cause delay in completion, suspension or complete abandonment of a project, which may adversely affect our business, financial condition and results of operations.

- 10. *We are required to make certain advance payments to the owners of the land when we enter into joint development agreements, which may not be recoverable.***

Under certain of our joint development agreements, we are required to provide the owners of the land with a security deposit, which is typically non-interest bearing and is expected to be refunded upon the completion of the project or adjusted either against payments to be made to the owners of land or by allotment of units in the completed project by our Company. In addition, we may also be required to provide an additional lump sum consideration and/or minimum guarantee. Sometimes, these advances are made even before any requisite approvals are obtained and/or may be made interest free. In case we are unable to secure the necessary approvals we may not be able to commence the development of the project until such approvals or permissions are obtained. If for any reason, such approvals or permissions do not come through, we may not be able to recover such deposits, which could adversely affect our business and financial condition.

- 11. *There are certain discrepancies/errors noticed in some of our corporate records relating to forms filed with the Registrar of Companies and other provisions of Companies Act, 1956/2013. Any penalty or action taken by any regulatory authorities in future, for non-compliance with provisions of corporate and other law could impact the financial position of the Company to that extent.***

Our company has not complied with certain statutory provisions in the past including but not limited to the details mentioned in this Draft Prospectus. For instance, Our Company in the past has inadvertently borrowed certain amount, which termed as deposits under the purview of Section 58A of Companies Act, 1956 however no such deposit is outstanding as on date. Further, the Company has inadvertently given advance in the financial year 2016-17 to Mr. Jatin Dhansukhlal Suratwala and Mr. Manoj Dhansukhlal Suratwala, Directors of Company which is in contravention of Section 185 of Companies Act, 2013 which was later rectified and no such contravention is present as on date. In case of any action being taken by the regulatory authorities against the same may have an adverse affect on our business and reputation.

Further, Our Company has failed to create charge for vehicle loan taken during the year 2016, however the said loan have been fully repaid as on date and no such amount is pending. Also, the company failed to create a charge for the vehicle loan obtained during the year 2019 due to some technical error. Further, E-form MGT-14 under Section 117 of the Companies Act, 2013 for the Special Resolution passed under Section 179 and 180 have not been filed with the RoC in the past. Although as on date the company has passed the necessary resolution under section 180 and made the requisite filing with the RoC.

Our company has not complied with the provision of AS 3 and AS 15 while preparing the annual account in the past, however the same have been duly complied by the company in the restated financial statement of the company.

Also, there have been instances of discrepancies by our Company in relation to certain filings and disclosures made to the RoC such as clerical errors of stating of wrong ledger folio number, mentioning of incorrect resolution number in the forms, stating of incorrect shareholding of Directors and relatives in Annual return and return of allotment, use of designation of 'Managing Director' for Mr. Jatin Dhansukhlal Suratwala in certain places in the corporate records maintained by the Company.

Although, no show cause notice in respect of the above has been received by the Company till date, any penalty imposed for such non-compliance in future by any regulatory authority could affect our financial conditions to that extent. Such non-compliance may in the future render us liable to statutory penalties and disallowing the resolutions, which may have consequence of violation of statutory provisions concerned.

***12. Any uncertainty in our title to our real estate assets could have a material adverse impact on our current and future revenue.***

Our business depends upon our ability to obtain good title to land from landowners or good development rights over land from landowners. Our title and development rights over land can be subject to various title-related legal defects that we may not be able to fully identify, assess or resolve. While we always seek to ensure through various means good title to land or development rights purchased from third parties, our rights in respect of these lands or development rights may be compromised by improperly executed, unregistered or insufficiently stamped conveyance instruments in the land's chain of title, unregistered encumbrances in favour of third parties, rights of adverse possessors, ownership claims of spouses or other family members of prior owners, or other title defects. As each transfer in a chain of title may be subject to these and other various defects, our title and development rights over land which we acquire through an agreement to sell, development agreement, joint development agreement or other contractual arrangement, may be subject to various defects. Title defects may result in the loss of title or development rights over such land as well as the cancellation of our development plans in respect of such land, thus negatively impacting our business and financial condition.

***13. We incur substantial costs in developing new services at our Projects, which may not yield benefits in proportion to such costs incurred by us. Further, if we are unable to derive substantial benefit from our efforts in developing new services, our results of operations may be adversely affected.***

We incur substantial costs in developing new services at our Projects for our clients such as Multilevel mechanical parking, automatic operated Glass Elevators, modern building management systems, temperature regulated environments etc. We cannot ascertain that our efforts in developing new services have enabled us to achieve tangible benefits in proportion to the costs incurred by us. We may not be able to derive substantial benefit from our efforts in developing new services, or any benefit at all in the future. We cannot assure you that the commercialization of our new services offerings will be profitable. If we are unable to monetize and/ or sustain our efforts in developing new services, our results of operations may be adversely affected.

***14. Fraud or improper conduct may delay the development of a project and adversely affect our business and results of operations.***

The real estate development and construction industries in India and elsewhere are not immune to the risks of corrupt practices or fraud or improper practices. Large construction projects provide opportunities for corruption, fraud or improper conduct, including bribery, deliberate poor workmanship, theft or embezzlement by employees, contractors or customers or the deliberate supply of low quality materials. If any persons involved in any of the projects are the victim of or involved in any such practices, our reputation or our ability to complete the relevant projects as contemplated may be disrupted, thereby adversely affecting our business and results of operations.

**15. Our Company has reported certain negative cash flows from its operating activity, investing activity and financing activities in the past. Sustained negative cash flow could impact our growth and business.**

Our Company had reported negative cash flows from our operating activities, investing activities and financing activities in the previous years/periods as per the restated financial statements and the same are summarized as under:

Particulars	Period ended	For the year ended March 31,		
	October 31, 2019	2019	2018	2017
Cash flow from Operating Activities	(811.30)	(866.28)	90.50	516.62
Cash flow from Investing Activities	(29.87)	(131.61)	70.12	290.06
Cash flow from Financing Activities	839.22	982.14	(171.04)	(818.35)

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet capital expenditure, pay dividends, repay loans and make new investments without raising finance from external resources. If our Company is not able to generate sufficient cash flows, it may adversely affect our business and financial operations.

**16. Introduction of Real Estate (Regulation and Development) Act, 2016 (RERA) may impact real estate prices and inability to comply with the provisions of RERA may subject us to penal consequences.**

A new page in the history of Indian real estate sector was created with the implementation of the Real Estate (Regulation and Development) Act, 2016, (RERA) on May 1, 2017. Under RERA, each state and union territory has its own Regulatory Authority (RA) that frames rules and regulations in tandem with the Act. As per the Act, all the projects will be sold based on carpet area and not the super-built-up area. The key aspect that needs to be addressed, is the fact that operating costs for the real estate industry may go up while demand may continue to rationalise to the extent where potential purchasers refuse to (or are unable to) pay beyond a certain price. Such circumstances can have an impact on our financial conditions and results of operation. Further, failure to comply with the provisions of RERA Act subjects us to penalties upto 10% of the project costs and/or imprisonment thus, in case of any such non-compliance arising in future we may be subject to heavy penalties which may affect our operations or financial conditions.

**17. We have recently started providing maintenance services at Mark Plazzo. Due to limited operating history of our Company and limited experience of existing promoters in the line, we may face new business and financial challenges which may adversely affect our profitability and results of operations.**

Apart from the business of real estate development we are also engaged in the business of providing the vacant space on rent and also undertaking maintenance services of the projects developed by us. Currently these services account for around 7% of the total revenue of the company for the period ending October 2019. This a new business opportunity available with us as it may lead to regular income for our company. Currently, we carry our maintenance activity only at the Suratwala Mark Plazzo Phase I project. However, the Promoters of our Company have very limited prior experience in the said business segment. Due to limited operating history of our Company and limited experience of existing promoters in this activity, we may face new business and financial challenges which may adversely affect our profitability and results of operations.

**18. We face significant risk with regard to length of time needed to complete each project and there could be unscheduled delays and cost overruns in relation to our ongoing and future projects.**

Based on our experience there has not been any material past instances of unscheduled delays and cost overruns with respect to our completed projects that have caused serious cost overruns. However; our business is extremely dynamic in nature and there could be unscheduled delays and cost overruns in relation to our ongoing or forthcoming projects. The time it takes to complete a project generally ranges between 18 months to 60 months depending upon type & size of project. During this time there can be changes to the national, state and local business climate and regulatory environment, local real estate market conditions, perception of prospective customers with respect to the convenience and attractiveness of the project and changes with respect to competition from other property developments. Further, any changes to the business environment such as non-availability of raw materials or increase in cost of construction materials during such time may affect the cost and revenues associated with the project and may ultimately affect the profitability of a project.

Additionally, there could be unscheduled delays and cost overruns in relation to ongoing and future projects and we cannot assure you that we will be able to complete these projects within the expected budgets and time schedules at all. Further, we may be penalized from our client for delay in completion of project.

***19. We rely on independent contractors to execute our projects and any failure on their part to perform their obligations could adversely affect our reputation, business, results of operations and cash flows.***

We utilize independent contractors to execute a significant majority of our projects. The timing and quality of construction of the projects we develop depends on the availability and skill of these contractors, as well as contingencies affecting them, including labour and raw material shortages and industrial action such as strikes and lockouts. If a contractor fails to perform its obligations satisfactorily or within the prescribed time periods with regard to a project, or terminates its arrangement with us, we may be unable to develop the project within the intended timeframe and at the intended cost. If this occurs, we may be required to incur additional cost or time to develop the property to appropriate quality standards in a manner consistent with our development objective, which could result in reduced profits or, in some cases, significant penalties and losses which we may not be able to recover from the relevant independent contractor. We cannot assure you that the services rendered by any of our independent contractors will always be satisfactory or match our requirements for quality. Further, we may be subject to claims in relation to defaults and late payments to our contractors, which may adversely affect our reputation, business, results of operations and cash flows.

***20. We may not be able to generate profits at the same rate of return that we earn from our historical projects.***

We make endeavour to acquire a substantial portion of the land for our Ongoing and Planned projects when land prices were generally lower than prevailing market prices. The profits that we generate from our projects may not be utilised in our business at or above the rate of return that we earn from these projects and we may not utilise capital in the most efficient manner. For example, there may be periods during which we may deposit funds in fixed deposits or other short term investments that generate low post-tax returns. We may also invest in mutual funds which are exposed to market and credit risks and may not generate rates of return above the rates of return we earn on our other investments, or at all, or such investments may result in losses. Our failure to generate rates of return on our capital equal to or above the rate of return we earn on our projects may decrease our return on net worth and capital employed, which may in turn adversely affect our business prospects, financial condition and results of operation.

***21. Delays or defaults in client payments could result in reduction of profits.***

We receive payment from the customer in parts which are based on the construction milestone achieved. The initial payment is received at the time of booking in the form of booking advance and that the future installments are received as per the construction schedule. If clients default in their payments to which the Company has devoted significant resources or in which it has invested significant resources is delayed, cancelled or does not proceed to completion, it could have an adverse effect on the Company's business, financial condition and results of operations.

***22. Our Group Companies are engaged in the line of business similar to our Company. There are no non – compete agreements between our Company and such Group Companies. We cannot assure that our Promoter will not favour the interests of such Companies over our interest or that the said entities will not expand which may increase our competition, which may adversely affect business operations and financial condition of our Company.***

Our Group Company namely, Suratwwala Properties LLP, is engaged in the similar line of business of real estate development, as of our Company. Further, we have not entered into any non-compete agreement with said entity. We cannot assure that our Promoter who has common interest in said entity will not favour the interest of the said entity. As a result, conflicts of interests may arise in allocating business opportunities amongst our Company and our Group Company in circumstances where our respective interests conflict. In cases of conflict, our Promoter may favour their companies in which our Promoter has interest. There can be no assurance that our Promoter or our Group Company or members of the Promoter Group will not compete with our existing business or any future business that we may undertake or that their interests will not conflict with ours. Any such present and future conflicts could have a material adverse effect on our reputation, business, results of operations and financial condition which may adversely affect our profitability and results of operations. For further details, please refer to “Our Group Company” on page no 181 of this Draft Prospectus.



**23. *Certain information in this Draft Prospectus is based on assumptions and management estimates which may change, and we cannot assure you of the completeness or the accuracy of other statistical and financial data contained in this Draft Prospectus.***

Certain statements contained in this Draft Prospectus, such as the category of development, the Saleable Area, estimated construction commencement and estimated completion dates (for Projects Under Development and Forthcoming Projects), are based solely on assumptions, management estimates and our business plans. The estimates of Saleable Area of our Ongoing Projects and Projects under Development are based on the current rules and regulations which govern the Saleable Area of the respective projects. Further, the classification of projects as Completed Projects, Ongoing Projects and Projects under Development are based on internal management classifications. The total area of property that is ultimately developed and the actual Saleable Area may differ from the descriptions of the property presented herein based on modifications of design or engineering specifications and a particular project may not be developed, booked, or sold as per our management estimates.

The actual timing of the completion of a project may be different from its forecasted schedule. We may also have to revise our assumptions, estimates, development plans (including the type of proposed development) and the estimated construction commencement and completion dates of our projects depending on future contingencies and events, including, among others.

**24. *We require certain approvals and licenses in the ordinary course of business and are required to comply with certain rules and regulations to operate our business, and the failure to obtain, retain and renew such approvals and licenses or comply with such rules and regulations, and the failure to obtain or retain them in a timely manner or at all may adversely affect our operations.***

We require several statutory and regulatory permits, licenses and approvals to operate our business, some of which our Company has either received, applied for or is in the process of application. Many of these approvals are granted for fixed periods of time and need renewal from time to time. Non-renewal of the said permits and licenses would adversely affect our Company's operations, thereby having a material adverse effect on our business, results of operations and financial condition. There can be no assurance that the relevant authorities will issue any of such permits or approvals in the time-frame anticipated by us or at all. Further, some of our permits, licenses and approvals are subject to several conditions and we cannot provide any assurance that we will be able to continuously meet such conditions or be able to prove compliance with such conditions to the statutory authorities, which may lead to the cancellation, revocation or suspension of relevant permits, licenses or approvals. Any failure by us to apply in time, to renew, maintain or obtain the required permits, licenses or approvals, or the cancellation, suspension or revocation of any of the permits, licenses or approvals may result in the interruption of our operations and may have a material adverse effect on the business. If we fail to comply with all applicable regulations or if the regulations governing our business or their implementation change, we may incur increased costs, be subject to penalties or suffer a disruption in our business activities, any of which could adversely affect our results of operations. For further details, please see chapters titled "Key Industry Regulations and Policies" and "Government and Other Statutory Approvals" at pages 102 and 178 respectively of this Draft Prospectus.

**25. *We do not have documentary evidence for the educational qualification and certain other details of certain of our Directors and our Promoters included in the "Management" section.***

Certain supporting documentation for details required to be stated under brief profiles of certain of our Directors and our Promoters i.e. Mr. Jatin Dhansukhlal Suratwala, Mr. Manoj Dhansukhlal Suratwala and Mrs. Hemaben Pankaj Sukhadia, included in the section "Management – Brief Biographies of Directors" and "Our Promoters and Promoter Group" on pages 114 and 127, respectively, with respect to their educational qualifications and prior work experience are not available. The information included in these sections is based on the details provided by the respective Promoters and Directors. Further, for such information provided by the respective Directors, Key Management Personnel and Promoters, we have relied on information and affidavits given by them certifying the authenticity of the information provided. We cannot assure you that all such information included in relation to them is true and correct.

**26. *We have not received consent of our lenders and from the Banker to the Company for undertaking the initial public offer of equity shares.***

As on the date of this Draft Prospectus, we have applied for NOC for the Proposed Issue from our lender, HDFC Ltd and Aditya Birla Finance Limited but we are yet to receive NOC from the said lender. Also, we have applied with our Banker for the consent for the Initial public offer but we have not yet received their consent. However, our Company intends to obtain the necessary consent & NOC in relation to the proposed issue from such lender prior to the filing of the Prospectus with the RoC. Undertaking the proposed issue without obtaining such lender consent & NOC may constitute a default under such loan agreement, which could impact our loan facilities and may have an effect on our financial condition and results of operations.

**27. *Certain of our corporate records relating to Share Transfer deeds prior to 2014 are not traceable.***

We do not possess some of the share transfer deeds for the transfers taken place prior to the year 2014. In absence of the share transfer deeds we have to rely on the information available with the management with regards to ascertain the details of the transfers taken place and capital build up of the Company. In case, the said information is not correct it may affect the capital build up of the Company. Further, in the event of any cognizance being taken by the concerned authorities in respect of any matter we may not be able to furnish proper records to the concerned authorities to defend the same, which may result in penal actions being taken against the Company and its directors, in which event the financials of the Company and its directors shall be affected.

**28. *The Indian real estate sector is heavily regulated. Changing laws, rules and regulations and legal uncertainties, including the withdrawal of certain benefits or adverse application of tax laws, may adversely affect our business, prospects and results of operations.***

The Indian real estate sector is heavily regulated by central, state and local governmental authorities. Real estate Development companies in India are required to comply with a complex regulatory framework, including policies and procedures established by local authorities and designed to implement such laws and regulations. For example, we are subject to various land ceiling statutes which regulate the amount of land that can be held under single ownership. If the structures through which we exercise land rights are said to violate such laws, our business could be adversely affected. Further, the interpretation or application by regulatory authorities of real estate laws may vary in different states. Regulatory authorities in certain states may allege non-compliance and may subject us to regulatory action in the future, including penalties, seizure of land and other legal proceedings. The planning permission granted by local municipal authorities is usually subject to compliance with the terms and conditions of all licenses and permits granted in connection with the project. Any non-compliance could lead to a cancellation of planning permission granted, and consequentially a cancellation of such project.

There are also various tax benefits under the IT Act which are available to us and the purchasers of residential premises who incur loans from banks or other financial institutions. We or our customers may not be able to realize these benefits if there is a change in law or in interpretation of law resulting in the discontinuation or withdrawal of these tax benefits, which could affect the ability or willingness of our customers to purchase residential premises.

**29. *The trademarks we use are not yet registered in our Company name, which may lead to failure to protect or enforce our rights to own or use trademarks and brand names which could have an adverse effect on our business and competitive position.***

We do not own trademarks which we use in our business, including trade names for our projects. Though we have applied for the registration of the trademark in our name vide an application dated January 15, 2020 under class 36 and 37. But there is no assurance that we will be able to get the same registered with the trademark authorities in our name, Our Company may not be able to successfully enforce or protect our intellectual property rights and obtain statutory protections available under the Trademarks Act, 1999, as otherwise available for registered trademarks in future could have a material adverse effect on our business and goodwill, which in turn could adversely affect our results of operations. For further details and current status of the trademark application please refer to section titled Government & Other Approvals on page 178 of this Draft Prospectus.



**30. Increase in competition in the Indian real estate sector may adversely affect our profitability.**

Our business faces competition from both national and local property developers with respect to factors such as location, facilities and supporting infrastructure, services and pricing. Intensified competition between property developers may result in increased land prices, oversupply of properties, lower real estate prices, and lower sales at our properties, all of which may adversely affect our business. Further, our development business may be subject to increased competition from other real estate development companies, as it requires lower up front capital investment. We cannot assure you that we will be able to compete successfully in the future against our existing or potential competitors or that increased competition will not have an adverse effect on our profitability.

**31. Our Company has allotted Equity Shares during the preceding one year from the date of the Draft Prospectus at a price which is lower than the Offer Price.**

Our Company has allotted the following Equity Shares during the preceding one year from the date of the Draft Prospectus at a price which is lower than the Offer Price:

Date of Allotment	Number of Shares	Issue Price	Reasons
March 07, 2019	89,04,400	-	Bonus in the ratio of 400:1 i.e. 400 Equity Shares for every 1 Equity Share held
July 27, 2019	38,14,983	10.00	Right Issue at par to the members in proportion to their present shareholding in existing paid up capital

**32. Accidents at the commercial and residential projects arising due to construction faults may lead to public liability consequences.**

We take due care and all possible steps to ensure adoption and compliance with high standards of safety, construction quality and fire control in our commercial and residential projects, but we cannot assure you that these mechanisms will be adequate to contain safety risks that may arise in the future. Further the company does not take commercial General Liability Insurance. If any unwarranted incident / Accident happen, there may be liability on the company and it may affect the business & cash flow of the company.

**33. Our Company has unsecured loans that may be recalled by the lenders at any time and our Company may not have adequate funds to make timely payments or at all.**

Our Company has availed unsecured loans which may be recalled by their lenders at any time. As of October 31, 2019, such loans availed by our Company amounted to 1184.70 Lacs. Such loans may not be repayable in accordance with any agreed repayment schedule and may be recalled by the relevant lenders at any time. In the event that any lender seeks a repayment of any such unsecured loan, our Company would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all. As a result, any such demand may materially and adversely affect our business, cash flows, financial condition and results of operations.

**34. Our planned projects may not be completed by their expected completion dates or at all.**

We have planned to complete our Mark Plazzo Phase II project by year 2021. However, the above estimated completion date are based on our management internally workings after consulting with architect and local contractors. Our plans are subject to a number of variables, including construction/development delays or defects; receipt of critical governmental approvals, force majeure events, availability of finance, unanticipated cost increases among others any of which could delay our implementation schedule. Failure to complete the project according to its specifications or schedule, if at all, may give rise to potential liabilities and / or cost overruns and as a result, our returns on investments may be lower than originally expected, which may have a material adverse impact on the business operations of our Company.

**35. Our success depends in large part upon our qualified personnel, including our Promoters, senior management, directors and key management personnel and our ability to attract and retain them when necessary.**

Our operations are dependent on our ability to attract and retain qualified personnel. While we believe that we currently have adequate qualified personnel, we may not be able to continuously attract or retain such personnel, or retain them on acceptable terms, given the demand for such personnel. The loss of the services of our qualified personnel may adversely affect our business, results of operations and financial condition. We may require a long period of time to hire and train replacement personnel when qualified personnel terminate their employment with our Company. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting the qualified employees that our business requires.

Further, our senior management team is integral to the success of our business. However, we cannot assure you that we will be able to retain any or all of our management team. Any loss of our senior management or key personnel or our inability to recruit further senior managers or other key personnel could impede our growth by impairing our day-to-day operations and hindering our development of Ongoing Projects, Projects under Development and Forthcoming Projects and our ability to develop, maintain and expand customer relationships.

***36. We enter into certain related party transactions in the ordinary course of our business and we cannot assure you that such transactions will not have an adverse effect on our results of operation and financial condition.***

We have entered into transactions with related parties in the past and are likely to do so in the future. For example, we have entered into various transactions, including loan availed by the company, managerial remuneration etc. For details, see Financial Statements “Related Party Transactions” on page 155. We cannot assure you that we could not achieve more favourable terms if such transactions were not entered into with related parties. We cannot assure you that such transactions, individually or in the aggregate, will not have an adverse effect on our results of operations and financial condition.

***37. Increased raw material, labour and other costs, may adversely affect our results of operation and feasibility of our development plan.***

As our company is significantly into development of residential and commercial office space projects, our business would adversely be affected by availability, cost and quality of raw materials and labour. The prices and supply of raw materials and labour depend on factors not under our control, including general economic conditions, competition, production levels, transportation costs etc. Additionally, inflation would play a critical role in the cost of construction and could directly impact the profitability of the company. With the increase in cost of material the cost of projects will also increase and we may not be able to pass the cost on the customer which may have an adverse affect on our profitability.

***38. Our insurance coverage may be inadequate, as a result of which the loss or destruction of our assets could have a material adverse effect on our financial condition and results of operations.***

In relation to the projects under construction, we are required to obtain certain insurance policies, which are taken on the basis of estimated period of completion of the project. However our company has not taken any such insurance policies. Our company has taken insurance policies for workmen compensation policy, staff compensation policy, fire insurance for Suratwala Mark Plazzo and the vehicle policies. We face uninsured loss risks to the extent of remaining assets of the company. Further; in case, existing policies expire we face risk of losses from a variety of sources. Further, if we suffer any losses, damages and liabilities in the course of our operations and real estate development, we may not have sufficient insurance or funds to cover such losses. Any such uninsured losses or liabilities could result in a material adverse effect on our business operations, financial conditions and results of operations. In addition, any claim under the insurance policies maintained by us may not be honoured fully or on time which could result in a material adverse effect on our business operations, financial conditions and results of operations.

***39. Our lenders have imposed certain restrictive conditions on us under our financing arrangements. Under our financing arrangements, we are required to obtain the prior, written lender consent for, among other matters, changes in our capital structure, formulate a scheme of amalgamation or reconstruction and entering into any other borrowing arrangement.***

Our lenders have imposed certain restrictive conditions on us under our financing arrangements. Under our financing arrangements, we are required to obtain the prior, written lender consent for, among other matters, changes in our capital structure, formulate a scheme of amalgamation or reconstruction and entering into any

other borrowing arrangement. There can be no assurance that we will be able to comply with these financial or other covenants or that we will be able to obtain the consents necessary to take the actions we believe are necessary to operate and grow our business. Further, in the event we are able to procure the above mentioned consents / NoC, our lenders may impose further restricting covenants in these Consents / NoC which may affect our capital raising or any such other activity. Our level of existing debt and any new debt that we incur in the future has important consequences. Any failure to comply with these requirements or other conditions or covenants under our financing agreements that is not waived by our lenders or is not otherwise cured by us, may require us to repay the borrowing in whole or part and may include other related costs. Our Company may be forced to sell some or all of its assets or limit our operations. This may adversely affect our ability to conduct our business and impair our future growth plans.

**40. We will continue to be controlled by our Promoter and Promoter Group after the listing of the Equity Shares in the Issue.**

Upon successful completion of the Issue, our Promoter and Promoter Group will collectively control, directly or indirectly, approximately 73.42% of our outstanding Equity Shares (assuming full subscription to the Issue). As a result, our Promoter and Promoter Group will continue to have the ability to exercise significant control over our Company and all matters requiring shareholder approval, including election of directors, our business strategy and policies, and approval of significant corporate transactions such as mergers and business combinations. The extent of their shareholding in our Company may also have the effect of delaying, preventing or deterring a change in control of our Company, even if such a transaction may be beneficial to the other shareholders. The interests of our Promoter and Promoter Group as controlling shareholders of our Company could be in conflict with the interests of our other shareholders. We cannot assure you that our Promoter and Promoter Group will act to resolve any conflicts of interest in favour of our Company or the other shareholders. For details of our shareholding please refer section titled “Capital Structure” beginning on page no 48 of this Draft Prospectus.

**41. Our Group Company have incurred losses in the three fiscal years ended March 31, 2019.**

The details of the Group Company which have incurred losses during the three fiscal years ended March 31, 2019 are provided in the following table:

Name of the Entity	Profit/(Loss) after tax for the year ended March 31,		
	2019	2018	2017
<i>Suratwala Properties LLP</i>	0.59	(31.92)	(10.57)

**42. Excessive dependence on HDFC Limited and Aditya Birla Finance Limited for obtaining financial facilities.**

Most of our fund based and non fund based financial assistance has been sanctioned by HDFC Limited and Aditya Birla Finance Limited. We have been sanctioned the financial assistance on the security of assets and personal guarantee of our Directors. Any default under such arrangement or non renewal or renewal of the sanction on adverse term with such lender may result into difficulty in arranging of funds for re-payment and may also adversely affect our operations and financials. Any impairment in the right to use the above property may require us to arrange for the additional security or arranging the funds for the pre-payment which may adversely affect the financial position of our Company. For further details on the Limits and other banking facilities, please see “Statement of Financial Indebtedness” on page 160 of the Draft Prospectus.

**43. Any Penalty or demand raised by statutory authorities in future will affect our financial position of the Company.**

Our Company is engaged in business of real estate development including both residential and commercial projects, which attracts tax liability such as Goods and Service tax, Income tax, and professional tax as per the applicable provisions of Law. However, we have deposited the required returns under various applicable Acts but any demand or penalty raised by the concerned authority in future for any previous year and current year will affect the financial position of the Company.

**44. *We may not be able to manage our growth strategy effectively or it may change in the future.***

Our business strategy includes the development of residential and commercial office space projects primarily in and around Pune. In the future, we may decide to undertake projects in additional business lines of real estate development, such as IT parks, special economic zones and serviced apartments. As we grow and diversify, we may not be able to execute our projects efficiently on such an increased scale, which could result in delays, increased costs and diminished quality, each adversely affecting our reputation. This future growth may strain our managerial, operational, financial and other resources. If we are unable to manage our growth strategy effectively, our business, financial condition and results of operations may be adversely affected. In addition, depending on prevailing market conditions, regulatory changes and other commercial considerations, we may be required to change our business model and we may therefore decide not to continue to follow our business strategies described in this Draft Prospectus.

**45. *We have not made any provisions for decline in value of our investments.***

We have made certain investments the value of such investments may initially decline and after a certain period move back over and above its original acquisition price depending on market and other forces. Hence, we may hold investments on our books which are valued below their book values, but we do not make provisions for the decline in value of these assets and instead book profits or losses on investments only upon final sale of these assets and realization of sale proceeds. As on October 31, 2019, the value of our investment stood at Rs. 180.60 lac which includes the value of the investment in shares and Mutual funds. If, we are unable to realize cost value and we liquidate investments at a price below its cost value, we may incur a substantial loss in a particular period and hence may affect our share prices as well as financial conditions.

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

We are a real estate development company. Our future ability to pay dividends will depend on the earnings, financial condition and capital requirements of our Company. We cannot assure you that we will generate sufficient income to cover our operating expenses and pay dividends to our shareholders, or at all.

Our business is capital intensive and we may plan to make additional capital expenditures to complete the real estate that we are developing. Our ability to pay dividends could also be restricted under certain financing arrangements that we may enter into. We may be unable to pay dividends in the near or medium term, and our future dividend policy will depend on our capital requirements and financing arrangements for the real estate projects, financial condition and results of operations.

**47. *The objects of the Issue for which funds are being raised have not been appraised by any bank or financial institution. The deployment of funds in the project is entirely at the discretion of our management and shall be in compliance of Section 27 of the Companies Act 2013.***

Our funding requirements and the deployment of the proceeds of the Issue are purely based on our management's estimates and have not been appraised by any bank or financial institution. Our Company may have to revise such estimates from time to time and consequently our funding requirements may also change. Our estimates for expansion may exceed the value that would have been determined by third party appraisals and may require us to reschedule our expenditure which may have a bearing on our expected revenues and earnings. Further, the deployment of the funds towards the objects of the Issue is entirely at the discretion of our management. However, the deployment of funds is subject to monitoring by our Audit Committee and shall be in compliance of Section 27 of the Companies Act 2013. Any variation in Objects of the Issue shall be in compliance with section 27 of the Companies Act, 2013, i.e. subject to the approval of, or except subject to an authority given by the company in general meeting by way of special resolution. Provided that the details, as may be prescribed, of the notice in respect of such resolution to shareholders, shall also be published in the newspapers (one in English and one in vernacular language) in the city where the registered office of our company is situated indicating clearly the justification for such variation. We further confirm that our company shall not use any amount raised by it through prospectus for buying, trading or otherwise dealing in equity shares of any other listed company. The dissenting shareholders being those shareholders who have not agreed to the proposal to vary the terms of contracts or objects referred to in the prospectus, shall be given an exit offer by promoters or controlling shareholders at such exit price, and in such manner and conditions as may be specified by the Securities and Exchange Board of India.

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

As per SEBI (ICDR) Regulations, 2018, as amended from time to time, appointment of monitoring agency is required only for Issue size above Rs. 10,000 Lacs. Hence, we have not appointed a monitoring agency to monitor the utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the BSE Limited and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

**49. *We have not identified any alternate source of raising the funds mentioned as our ‘Objects of the Issue’. Any shortfall in raising / meeting the same could adversely affect our growth plans and financial performance. Further in case of any delay in the completion of the Issue, there would be a corresponding delay in implementation schedule.***

Our Company has not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds can adversely affect our growth plan and financial performance. The delay/shortfall in receiving these proceeds could result in inadequacy of funds. The proposed schedule of implementation of the objects of the Issue is based on our management’s estimates. If the schedule of implementation is delayed for any other reason whatsoever, including any delay in the completion of the Issue, we may have to consider alternative source for meeting the fund requirement. We therefore, cannot assure that we would be able to execute the proposed investment plan within the given time frame, or within the costs as originally estimated by us. Any time overrun or cost overrun may adversely affect our growth plans and financial performance.

**50. *The price of the Equity Shares may be volatile, which could result in substantial losses for investors acquiring the Equity Shares in the Issue.***

The market price of the Equity Shares may be volatile and could fluctuate significantly and rapidly in response to, among others, the following factors, some of which are beyond our control:

- volatility in the Indian and global securities market or in the value of the Rupee relative to the U.S. Dollar, the Euro and other foreign currencies;
- our profitability and performance;
- changes in financial analysts ‘estimates of our performance or recommendations;
- perceptions about our future performance or the performance of Indian companies in general;
- performance of our competitors and the perception in the market about investments in the real estate sector;
- adverse media reports about us or the Indian real estate sector;
- significant developments in India ‘s economic liberalisation and deregulation policies;
- significant developments in India ‘s fiscal and environmental regulations;
- economic developments in India and in other countries; and
- any other political or economic factors.

These fluctuations may be exaggerated if the trading volume of the Equity Shares is low. Volatility in the price of the Equity Shares may be unrelated or disproportionate to our results of operations. It may be difficult to assess our performance against either domestic or international benchmarks.

**51. *This Draft Prospectus contains information about the industry which we have commissioned from independent sources and have not been verified.***

The Industry and market information contained in this Draft Prospectus relating to India, the Indian economy and the real estate sector have been derived or extracted from industry sources, from government publications and reports from other publicly available publications that we believe are reliable. While facts and other statistics in this Draft Prospectus relating to India, the Indian economy and our industry, 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 “Our Industry” beginning on page 79 of this Draft 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.

#### **External risk factors**

**52. *The cyclical nature of the Indian real estate market could cause us to experience fluctuations in property values and lease income over time.***

Historically, the Indian real estate market has been cyclical, a phenomenon that can affect the optimal timing for both the acquisition of sites and the sale or lease of our properties. We cannot assure you that real estate market cyclicality will not continue to affect the Indian real estate market in the future. As a result, we may experience fluctuations in property values and lease income over time which in turn may adversely affect our business, financial condition and results of operations.

**53. *Our business is substantially affected by prevailing economic, political and other prevailing conditions in India.***

We are incorporated in and all our operations are located in India. As a result, we are highly dependent on prevailing economic conditions in India and our results of operations are significantly affected by factors influencing the Indian economy. Factors that may adversely affect the Indian economy, and hence our results of operations, may include:

- performance of the real estate market in India;
- availability of real estate financing in India;
- uncertainty regarding the housing market, real estate prices, economic conditions and other factors beyond our control;
- volatility of Housing Loan interest rates and inflation;
- our ability to meet our further capital expenditure requirements;
- regulation in the Indian real estate sector, including the implementation of RERA;
- performance of our residential development business, particularly in the mid-market and affordable housing categories;
- our failure to keep pace with rapid changes in technology;
- inability to identify or effectively respond to consumer needs, expectations or trends in a timely manner;
- fluctuations in operating costs;
- our reliance on independent contractors to execute our projects;
- significant increases in prices of, or shortages of, or disruption in supply of labour and key building materials.

In addition, any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy, could adversely affect our business, results of operations and financial condition and the price of the Equity Shares.

**54. *Our business and growth plan could be adversely affected by the incidence and rate of property taxes and stamp duties, service and other value added taxes.***

As a property owning and development company, we are subject to the property tax regimes in jurisdictions in which we operate. Stamp duty is payable for the agreements entered into in respect of the properties we buy and sell. These taxes could increase in the future, and new types of property taxes, stamp duties and goods and services tax shall increase our overall costs. If these property taxes, stamp duties and goods and service tax were to increase, our acquisition costs and sale values may be affected, resulting in a reduction of our profitability. Any such changes in the incidence or rates of property taxes or stamp duties or goods and service tax could have an adverse effect on our financial condition and results of operations.

**55. *Changes in interest rates in India could adversely affect our business and the market for our real estate developments.***



Our results of operations, and the purchasing power of our real estate customers, are substantially affected by prevailing interest rates and the availability of credit in the Indian economy. Interest rates in India have fluctuated over the last few years. Our ability to borrow funds for the development of our real estate projects is affected in part by the prevailing interest rates available to us from leading Indian banks. Changes in prevailing interest rates affect our interest expense in respect of our borrowings, and our interest income in respect of our interest on short-term deposits with banks and loans to associates. Significantly, the interest rate at which we may borrow funds, and the availability of capital to us for development purposes, affects our results of operations by limiting or facilitating the number of projects we may undertake and determining the return which we must obtain from each project to meet our obligations under our borrowings.

Changes in interest rates also affect the ability and willingness of our prospective real estate customers, particularly the customers for our residential properties, to obtain financing for their purchases of our completed developments. The interest rate at which our real estate customers may borrow funds for the purchase of our properties affects the affordability and purchasing power of, and hence the demand for, our real estate developments.

There can be no assurance that variations in interest rates and interest rate policy by the RBI will not adversely affect our financial condition and results of operations.

***56. Terrorist attacks, civil unrest and other acts of violence or war involving India and other countries could adversely affect the financial markets and our business.***

Terrorist attacks and other acts of violence or war may negatively affect the Indian markets on which our Equity Shares will trade and also adversely affect the worldwide financial markets. These acts may also result in a loss of business confidence, impede travel and other services and ultimately adversely affect our business. In addition, any deterioration in relations between India and Pakistan might result in investor concern about stability in the region, which could adversely affect the price of our Equity Shares.

India has also witnessed civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic and political events in India could have a negative impact on the value of share prices generally as well as the price of our Equity Shares. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse impact on our business and the price of our Equity Shares.

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

The Indian economy and financial markets are significantly influenced by worldwide economic, financial and market conditions. Any financial turmoil, especially in the United States of America or Europe, may have a negative impact on the Indian economy. Although economic conditions differ in each country, investors' reactions to any significant developments in one country can have adverse effects on the financial and market conditions in other countries. A loss in investor confidence in the financial systems, particularly in other emerging markets, may cause increased volatility in Indian financial markets. The global financial turmoil, an outcome of the sub-prime mortgage crisis which originated in the United States of America, led to a loss of investor confidence in worldwide financial markets. Indian financial markets have also experienced the contagion effect of the global financial turmoil, evident from the sharp decline in SENSEX, BSE's benchmark index. Any prolonged financial crisis may have an adverse impact on the Indian economy and us, thereby resulting in a material and adverse effect on our business, operations, financial condition, profitability and price of our Equity Shares.

***58. 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, tsunamis, 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



**59. Our business is subject to extensive regulation, including various environmental laws and regulations, which may become more stringent in the future.**

The real estate sector in India is heavily regulated by the central, state and local governments. Real estate developers are therefore required to comply with various Indian laws and regulations, including policies and procedures established and implemented by local authorities. Regulatory authorities may allege that we are not in compliance with applicable laws and regulations and may subject us to regulatory action including penalties, seizure of land and other civil or criminal proceedings. We may also not be able to adapt to new laws, regulations or policies that may come into effect from time to time with respect to the real estate sector, which may cause a delay in the implementation of our projects.

In particular, we are subject to various national and local laws and regulations relating to the protection of the environment. These may require us to investigate and clean-up hazardous or toxic substances and materials at a property and be liable for the costs of removal or remediation of such substances and materials. Such liability may be imposed irrespective of whether we knew of, or were responsible for, any environmental damage or pollution or the presence of such substances and materials. The cost of investigation, remediation or removal of these substances and materials may be substantial. Environmental laws may also impose compliance obligations on owners and operators of real property with respect to the management of hazardous materials and other regulated substances. Failure to comply with these laws can result in penalties or other sanctions and we cannot assure you that we will be at all times in full compliance with these regulatory requirements.

**60. Foreign investors are subject to foreign investment restrictions under Indian law.**

Under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares is not in compliance with such pricing guidelines or reporting requirements or fall under any of the exceptions, 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 or a tax clearance certificate from the income tax authority. We cannot assure you that any required approval from the RBI or any other Government agency can be obtained on any particular terms or at all.

## SECTION IV - THE ISSUE

Following table summarises the present Issue in terms of this Draft Prospectus:

Particulars	Details of Equity Shares
<b>Issue of Equity Shares<sup>(1)</sup></b>	Issue of upto 46,00,000 Equity Shares face value of Rs.10 each fully paid-up of our Company for cash at a price of Rs. [●] per Equity Share aggregating to Rs. [●] Lakhs.
<b>Out of which:</b>	
<b>Market Maker Reservation Portion</b>	[●] Equity Shares of Rs.10 each fully paid-up of our Company for cash at a price of Rs. [●] per Equity Share aggregating to Rs. [●] Lakhs.
<b>Net Issue to the Public</b>	[●] Equity Shares of Rs.10 each fully paid-up of our Company for cash at a price of Rs. [●] per Equity Share aggregating to Rs. [●] Lakhs.
	<b>Out of which:</b>
	[●] Equity Shares of Rs.10 each fully paid-up of our Company for cash at a price of Rs. [●] per Equity Share aggregating to Rs. [●] Lakhs will be available for allocation to Retail Individual Investors <sup>(a)</sup> .
	[●] Equity Shares of Rs.10 each fully paid-up of our Company for cash at a price of Rs. [●] per Equity Share aggregating to Rs. [●] Lakhs will be available for allocation to investor other than Retail Individual Investors <sup>(b)</sup>
<b>Pre and Post-Issue Equity Shares</b>	
<b>Equity Shares outstanding prior to the Issue</b>	1,27,41,644 Equity Shares of Rs.10 each
<b>Equity Shares outstanding after the Issue</b>	Upto 1,73,41,644 Equity Shares of Rs. 10 each
<b>Objects of the Issue</b>	Please refer to the section titled " <i>Objects of the Issue</i> " beginning on page 69 of this Draft Prospectus.

<sup>(1)</sup> Public issue of upto 46,00,000 Equity Shares face value of Rs.10.00 each for cash at a price of Rs. [●] per Equity Share of our Company aggregating to Rs. [●] Lakhs. This issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details please refer to section "Terms of the Issue" beginning on page 195 of this Draft Prospectus.

The present Issue has been authorized by our Board pursuant to a resolution passed at its meeting held on November 22, 2019, and by our Equity Shareholders pursuant to a special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at the extraordinary general meeting held on November 30, 2019.

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

(a) minimum fifty per cent to retail individual investors; and

(b) remaining to:

(i) Individual applicants other than retail individual investors; and

(ii) Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;

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

If the retail individual investor category is entitled to more than the allocated portion on proportionate basis, accordingly the retail individual investors shall be allocated that higher percentage. For further details please refer to the chapter titled "Issue Structure" beginning on page no 201 of this Draft Prospectus.

**SUMMARY OF FINANCIAL INFORMATION**

**ANNEXURE I  
RESTATED SUMMARY STATEMENT OF ASSETS AND LIABILITIES**

(Rs. In Lakhs)

Particulars	As at October 31, 2019	As at March 31,		
		2,019	2018	2017
<b>A) EQUITY AND LIABILITIES</b>				
1. Shareholders' Funds				
(a) Share Capital	1,274.16	892.66	2.23	2.23
(b) Reserves & Surplus	89.10	85.43	890.01	605.96
2. Non- Current Liabilities				
(a) Long Term Borrowings	864.09	313.92	57.33	257.70
(b) Deferred Tax Liabilities(net)				
(c) Other Long-Term Liabilities				
(d) Long-Term Provisions	4.00	5.55	5.86	4.79
3. Current Liabilities				
(a) Short Term Borrowings	1184.70	1213.26	351.80	282.94
(b) Trade Payables	218.76	437.12	130.42	96.88
(c) Other Current Liabilities	1380.49	1426.81	1511.13	1375.65
(d) Short-Term Provisions	83.93	100.32	167.91	126.34
<b>Total</b>	<b>5099.23</b>	<b>4475.07</b>	<b>3,116.69</b>	<b>2752.49</b>
<b>B) ASSETS</b>				
1. Non-Current Assets				
(a) Fixed Assets				
(i) Tangible Assets	54.69	64.18	68.60	46.42
(ii) Intangible Assets				
(iii) Capital Work-in-Progress				
(iv) Intangible Assets under Development				
(b) Non-Current Investments				
(c) Deferred Tax Asset (Net)	12.79	12.37	9.81	8.97
(d) Long-Term Loans and Advances	340.25	315.30	196.28	287.05
(e) Other Non-Current Assets				
<b>2 Current Assets</b>				
(a) Current Investments	180.60	153.06	39.36	144.70
(b) Inventories	2,814.42	2,588.53	1,924.26	1,294.99
(c) Trade Receivables	656.96	363.83	-	-
(d) Cash and Cash Equivalents	11.63	13.58	29.33	39.75
(e) Short-Term Loans and Advances	110.56	91.39	79.01	61.93
(f) Other Current Assets	917.33	872.83	770.04	868.68
<b>Total</b>	<b>5099.23</b>	<b>4475.07</b>	<b>3,116.69</b>	<b>2752.49</b>

**ANNEXURE II**  
**RESTATED SUMMARY STATEMENT OF PROFIT AND LOSS**

*(Rs. In Lakhs)*

Particulars	As at October 31, 2019	For the Year Ended March 31,		
		2019	2018	2017
<b>INCOME:</b>				
Revenue From Operations	474.24	896.79	1,083.46	1,629.91
Other Income	9.65	15.83	36.45	27.91
<b>A. Total Revenue</b>	<b>483.89</b>	<b>912.62</b>	<b>1,119.91</b>	<b>1,657.82</b>
<b>EXPENDITURE:</b>				
Cost of Material Consumed	458.16	999.40	996.81	630.51
Purchase of Stock In trade	-			-
Change in Inventory of Finished Goods, WIP and Stock in Trade	(225.89)	(664.27)	(629.27)	316.25
Employee Benefit Expense	98.75	157.96	181.73	127.02
Finance Costs	62.34	135.60	40.60	100.31
Depreciation and Amortization Expense	11.88	22.49	13.70	17.59
Other Expenses	72.15	130.39	89.84	134.01
<b>B. Total Expenditure</b>	<b>477.39</b>	<b>781.57</b>	<b>693.41</b>	<b>1,325.69</b>
<b>Restated Profit/(Loss) Before Exceptional, Extraordinary Items &amp; Prior Period Items &amp; Tax</b>	<b>6.50</b>	<b>131.05</b>	<b>426.50</b>	<b>332.13</b>
Exceptional Items		-	-	-
<b>Restated Profit/(Loss) Before Extraordinary Items &amp; Prior Period Items &amp; Tax</b>	<b>6.50</b>	<b>131.05</b>	<b>426.50</b>	<b>332.13</b>
Extraordinary Items		-	-	-
Prior Period items		-	-	-
<b>Profit Before Taxes</b>	<b>6.50</b>	<b>131.05</b>	<b>426.50</b>	<b>332.13</b>
<b>Provision For Taxation</b>				
Current Tax	3.25	47.75	143.29	122.42
(Less): MAT Credit Entitlement u/s 115JB	-	-	-	-
Deferred Tax	(0.42)	(2.56)	(0.83)	(4.67)
<b>Net Tax Expense</b>	<b>2.83</b>	<b>45.19</b>	<b>142.46</b>	<b>117.75</b>
<b>Restated Profit/(Loss) for the year</b>	<b>3.67</b>	<b>85.86</b>	<b>284.04</b>	<b>214.38</b>

**ANNEXURE III  
RESTATED SUMMARY STATEMENT OF CASH FLOWS**

(Rs. In Lakhs)

Particulars	As at October 31, 2019	For the Year Ended March 31,		
		2,019	2018	2017
<b>A Cash Flow From Operating Activities</b>				
Net Profit/(Loss) Before Tax	6.50	131.05	426.50	332.13
<b>Adjustment For:</b>				
Depreciation	11.88	22.49	13.70	17.59
Preliminary Expenses w/o	-	-	-	-
Interest Expenses	62.34	135.60	40.60	100.31
Interest Income	(0.06)	(0.17)	(0.66)	(3.11)
Profit on Sale of MF				(11.89)
Dividend on MF				(0.01)
<b>Operating Profit Before Working Capital Changes</b>	<b>80.66</b>	<b>288.97</b>	<b>480.14</b>	<b>435.02</b>
<b>Changes in Working Capital</b>				
Change in Current Investment	-	-	-	-
Change in Loans and Advances	(19.17)	(12.38)	(17.08)	(0.30)
Change in Inventories	(225.89)	(664.27)	(629.27)	316.25
Change in Other Current Assets & Non Current Assets	(69.45)	(221.81)	189.41	(256.48)
Change in Trade Payables	(218.36)	306.70	33.54	(73.85)
Change in Provisions	(16.39)	(67.59)	41.57	15.99
Change in Trade Receivable	(293.13)	(363.83)	-	-
Change in Other Current Liabilities	(46.32)	(84.32)	135.48	202.41
<b>Cash Generated From Operations</b>	<b>(888.71)</b>	<b>(1,107.50)</b>	<b>(246.35)</b>	<b>204.02</b>
Direct Taxes	(3.25)	(47.75)	(143.29)	(122.42)
<b>B Net Cash Flows From Operating Activities(A)</b>	<b>(811.30)</b>	<b>(866.28)</b>	<b>90.50</b>	<b>516.62</b>
<b>Cash Flow From Investing Activities</b>				
Purchase/Sale of Fixed Assets (Net)	(2.39)	(18.08)	(35.88)	(27.48)
Profit on Sale of MF	(27.54)	(113.70)	105.34	314.42
Dividend Received	-	-	-	0.01
Deferred Tax Liabilities				
Interest Received	0.06	0.17	0.66	3.11
<b>C Net Cash Flow From Investing Activities (B)</b>	<b>(29.87)</b>	<b>(131.61)</b>	<b>70.12</b>	<b>290.06</b>
<b>Cash Flow From Financing Activities</b>				
Proceeds From Issue of Equity Shares	-	-	-	-
Proceeds From Long Term Borrowings	550.17	256.59	(200.37)	(753.51)
Proceeds from Short Term Borrowings	352.94	861.46	68.86	30.68
Change in long term Provisions	(1.55)	(0.31)	1.07	4.79
Interest Paid	(62.34)	(135.60)	(40.60)	(100.31)
<b>Net Cash Flow From Financing Activities (C)</b>	<b>839.22</b>	<b>982.14</b>	<b>(171.04)</b>	<b>(818.35)</b>
<b>Net Change in Cash (A+B+C)</b>	<b>(1.95)</b>	<b>(15.75)</b>	<b>(10.42)</b>	<b>(11.67)</b>
Cash and Cash Equivalents at the Beginning	13.58	29.33	39.75	51.42
<b>Cash and Cash Equivalents at the End of Year</b>	<b>11.63</b>	<b>13.58</b>	<b>29.33</b>	<b>39.75</b>

### GENERAL INFORMATION

Our Company was originally incorporated as “Suratwala Housing Private Limited” under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated January 31, 2008 issued by the Registrar of Companies, Maharashtra, Pune bearing Registration no. 131361. Thereafter, the name of our Company was changed to “Suratwala Business Group Private Limited” and a fresh certificate of incorporation consequent upon change of name dated May 15, 2019 was issued by the Registrar of Companies, Maharashtra, Pune. Subsequently, our Company was converted into a public limited company pursuant to a Shareholders' Resolution passed at the Extra-Ordinary General meeting of the Company held on July 29, 2019 and the name of our Company was changed to “Suratwala Business Group Limited” vide a fresh certificate of incorporation dated November 21, 2019 bearing CIN: U45200PN2008PLC131361 issued by the Registrar of Companies, Maharashtra, Pune. For further details, please refer to chapter titled “History and Certain Corporate Matters” beginning on page 110 of this Draft Prospectus.

#### Brief Company and Issue Information

<b>Registered Office Address</b>	S. No. 4/38, Sumangal, First Floor, Sahakar Colony Behind SBI, Off Karve Road, Erandwane, Pune - 411004 Maharashtra Tel No: - 020 25434392 E-mail: <a href="mailto:cs@suratwala.co.in">cs@suratwala.co.in</a> Website: <a href="http://www.suratwala.co.in">www.suratwala.co.in</a>
<b>Corporate Registration No.</b>	131361
<b>Corporate Identification No.</b>	U45200PN2008PLC131361
<b>Address of Registrar of Companies</b>	Registrar of Companies, Pune, Maharashtra PCNTDA Green Building, Block A, 1st & 2nd Floor, Near Akurdi Railway Station, Akurdi, Pune - 411044 Maharashtra Phone: 020-27651375/1378 Fax: 020-25530042 Website: <a href="mailto:roc.pune@mca.gov.in">roc.pune@mca.gov.in</a>
<b>Designated Stock Exchange</b>	Our Company proposed to list its Equity Shares on SME platform of BSE limited ('BSE SME') <b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai, 400001, Maharashtra, India Website: <a href="http://www.bseindia.com">www.bseindia.com</a>

#### **Board of Directors of our Company**

The Board of Directors of our Company consists of:

Name	Designation	Address	DIN
Jatin Dhansukhlal Suratwala	Chairman cum Managing Director	Flat No. 501, Building A12, Karishma Society, Kothrud, Karve Road, Pune, 411038, Maharashtra, India.	01980329
Manoj Dhansukhlal Suratwala	Whole-Time Director	B 902 Palladium society Opp. Big Bazar Kothrud Pune, 411038, Maharashtra, India.	01980434
Hemaben Pankajkumar Sukhadia	Whole-Time Director	Cool Homes Galaxy 1401 Building Fourteen Floor, Erandwane Pune 411004, Maharashtra, India.	01980774
Pankajkumar Rameshchandra Sukhadia	Additional Non-Executive Director	C-103, Anand Residency Near City Pride, Kothrud, Pune, 411038 Maharashtra, India.	08634710
Pramod Jain	Independent Director	7/A3, Visava Park, D P Road, Aundh, Pune, 411007, Maharashtra, India	07009115
Dimple Kirit Sanghvi	Independent Director	Flat No A-401, Floor 4, Vascon Ela,	08626088

		Malwadi Road, Opp. Suzlon One Earth, Hadapsar, Pune, 411028, Maharashtra.	
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For further details of the Directors of our Company, please refer to the chapter titled “*Our Management*” on page 114 of this Draft Prospectus.

**Company Secretary and Compliance Officer**

Mrs. Prathama Nitin Gandhi  
**Suratwwala Business Group Limited**  
 S. No. 4/38, Sumangal, First Floor,  
 Sahakar Colony Behind SBI,  
 Off Karve Road, Erandwane,  
 Pune - 411004 Maharashtra  
 Tel No: - 020 25434392  
 E-mail: [cs@suratwwala.co.in](mailto:cs@suratwwala.co.in)  
 Website: [www.suratwwala.co.in](http://www.suratwwala.co.in)

**Chief Financial Officer**

Mr. Diganta Das  
**Suratwwala Business Group Limited**  
 S. No. 4/38, Sumangal, First Floor,  
 Sahakar Colony Behind SBI,  
 Off Karve Road, Erandwane,  
 Pune - 411004 Maharashtra  
 Tel No: - 020 25434392  
 E-mail: [accounts@suratwwala.co.in](mailto:accounts@suratwwala.co.in)  
 Website: [www.suratwwala.co.in](http://www.suratwwala.co.in)

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

All grievances may be addressed to the Registrar to the issue with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted. The applicant should give full details such as name of the sole or first applicant, ASBA Form number, applicant DP ID, Client ID, PAN, date of the ASBA Form, details of UPI ID (if applicable), address of the applicant, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Form was submitted by the applicant. Any grievance related to the UPI mechanism may be addressed to the Registrar to the issue along with a copy to the Sponsor Bank with the relevant details as mentioned above.

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

In terms of the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018 any applicant whose application has not been considered for allotment, due to failure on the part of the SCSB, shall have the option to seek redressal of the same within three months of the listing date with the concerned SCSB. On receipt of such application/s, the SCSB would be required to resolve the same within 15 days, failing which it would have to pay interest at the rate of 15% per annum for any delay beyond the said period of 15days.

For all Issue related queries, and for redressal of complaints, applicant may also write to the Lead Manager. All complaints, queries or comments received by Stock Exchange and SEBI shall be forwarded to the Lead Manager, who shall respond to the same.



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

<b>LEAD MANAGER TO THE ISSUE</b>	<b>LEGAL ADVISOR TO THE ISSUE</b>
<p><b>HEM SECURITIES LIMITED</b> Address: 904, A Wing, Naman Midtown, Senapati Bapat Marg, Elphinstone Road, Lower Parel, Mumbai-400013, India Tel No.: +91-22-4906 0000 Fax No.: +91-22-22625991 Email: <a href="mailto:ib@hemsecurities.com">ib@hemsecurities.com</a> Investor Grievance Email: <a href="mailto:redressal@hemsecurities.com">redressal@hemsecurities.com</a> Website: <a href="http://www.hemsecurities.com">www.hemsecurities.com</a> Contact Person: Mr. Anil Bhargava SEBI Regn. No.: INM000010981</p>	<p><b>MAKARAND M. JOSHI &amp; CO.</b> Ecstasy, 803/804, 9th Floor, City of Joy, J.S.D Road, Mulund (W), Mumbai – 400080 Boardline: +91-22-21678100 Tel No.: +91-22-21678100 Email: <a href="mailto:kumudiniparanjape@mmjc.in">kumudiniparanjape@mmjc.in</a> Website: <a href="http://www.mmjcadvisory.com">www.mmjcadvisory.com</a> Contact Person: Ms. Kumudini Bhalerao</p>
<b>REGISTRAR TO THE ISSUE</b>	<b>BANKERS TO THE COMPANY</b>
<p><b>LINK INTIME INDIA PRIVATE LIMITED</b> Address: - C-101, 1 Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai, Maharashtra, INDIA- 400083 Tel No.: +91-022-49186200 Fax No.: +91-022-49186060 Email: <a href="mailto:sbgl.ipo@linkintime.co.in">sbgl.ipo@linkintime.co.in</a> Investor Grievance Email: <a href="mailto:sbgl.ipo@linkintime.co.in">sbgl.ipo@linkintime.co.in</a> Website: <a href="http://www.linkintime.co.in">www.linkintime.co.in</a> Contact Person: Shanti Gopalkrishnan SEBI Regn. No. INR000004058</p>	[•]
<b>STATUTORY AUDITOR</b>	<b>BANKER TO THE ISSUE/SPONSOR BANK</b>
<p><b>M/s. S.S.P.M &amp; Co.</b> <b>Chartered Accountants,</b> <b>Address:</b> 1082, Shukrawar Peth, Sathe Colony, Pune, 411002, Maharashtra <b>Tel:</b> 02024470475 <b>Email:</b> <a href="mailto:Virani.sspmco@gmail.com">Virani.sspmco@gmail.com</a> <b>Firm Registration No:</b> 121466W <b>Contact Person: Mr. Nadeem Virani</b></p>	[•]

*The Statutory auditor of the Company M/s S.S. P.M & Company, Chartered Accountants were having a valid peer review certificate issued previously. The Statutory auditor have initiated the process of renew the peer review certificate and there is no express refusal by the Peer Review Board to renew their certificate.*

**STATEMENT OF INTER SE ALLOCATION OF RESPONSIBILITIES**

Since Hem Securities Limited is the sole Lead Manager to this issue and all the responsibilities relating to co-ordination and other activities in relation to the Issue shall be performed by them, hence a statement of inter-se allocation of responsibilities is not required.

**SELF CERTIFIED SYNDICATE BANKS (“SCSBS”)**

The list of Designated Branches that have been notified by SEBI to act as SCSB for the ASBA process is provided on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yesand> as updated from time to time. For more information on the Designated Branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the Designated Intermediaries, see 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 websites of the BSE at [www.bseindia.com](http://www.bseindia.com), as updated from time to time. For details of RTAs, please refer <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>.

## **REGISTRAR TO THE ISSUE AND SHARE TRANSFER AGENTS**

The list of the RTAs eligible to accept application forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the websites of Stock Exchange as updated from time to time. For details of RTAs, please refer <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>.

## **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 websites of Stock Exchange as updated from time to time and SEBI website at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>.

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

## **BROKERS TO THE ISSUE**

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

## **CREDIT RATING**

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

## **IPO GRADING**

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

## **DEBENTURE TRUSTEES**

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

## **TRUSTEES**

As the Issue is of equity Shares, the appointment of Trustees is not mandatory.

## **MONITORING AGENCY**

As per Regulation 262(1) of the SEBI (ICDR) Regulations, as amended, the requirement of Monitoring Agency is not mandatory if the Issue size is below ₹10,000.00 Lakhs and hence our Company has not appointed a monitoring agency for this issue.

However, as per the Companies Act, 2013 and SEBI Listing Regulations, the Audit Committee of our Company would be monitoring the utilization of the proceeds of the Issue.

## **APPRAISING ENTITY**

None of the purposes for which the Net Proceeds are proposed to be utilized have been financially appraised by any banks or financial institution.

## **FILING OF OFFER DOCUMENT**

The Draft Prospectus/ Prospectus are being filed with BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai, 400001, Maharashtra, India.

However, copy of this Draft Prospectus shall not be filed with the SEBI, nor will SEBI issue any observation on the offer document in term of Regulation 246 of the SEBI (ICDR) Regulations, 2018. However, pursuant to sub regulation (5) of regulation 246, the copy of the Draft Prospectus shall also be furnished to the Board in soft

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

A copy of the Prospectus, along with the documents required to be filed under Section 26 of the Companies Act, 2013, will be delivered to the RoC situated at PCNTDA Green Building, Block A, 1st & 2nd Floor, Near Akurdi Railway Station, Akurdi, Pune - 411044 Maharashtra, India.

#### **WITHDRAWAL OF THE ISSUE**

Our Company in consultation with the LM, reserve the right not to proceed with the Issue at any time before the Issue Opening Date without assigning any reason thereof.

If our Company withdraw the Issue any time after the Issue Opening Date but before the allotment of Equity Shares, a public notice within 2 (two) working days of the Issue Closing Date, providing reasons for not proceeding with the Issue shall be issued by our Company. 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. The LM, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within 1 (one) working Day from the day of receipt of such instruction.

If our Company withdraw the Issue after the Issue Closing Date and subsequently decides to proceed with an Issue of the Equity Shares, our Company will have to file a fresh Draft Prospectus 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 the Draft Prospectus, which our Company will apply for only after Allotment; and (ii) the final RoC approval of the Draft Prospectus.

#### **UNDERWRITING**

The Company and the Lead Manager to the Issue hereby confirm that the Issue is 100% Underwritten by the [●].

Pursuant to the terms of the Underwriting Agreement dated [●], entered into by Company, Underwriter, the obligations of the Underwriter are subject to certain conditions specified therein. The Details of the Underwriting commitments are as under:

<b>Details of the Underwriter</b>	<b>No. of shares underwritten</b>	<b>Amount Underwritten (₹ in Lakhs)</b>	<b>% of Total Issue Size Underwritten</b>
[●]	[●]	[●]	100%

*\*Includes [●] Equity Shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker [●] in its OWN account in order to claim compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, 2018, as amended.*

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

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

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

There has been no change in the Auditor of the Company during the last three (3) years.

## DETAILS OF THE 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>Correspondence Address:</b>	
<b>Tel No.:</b>	
<b>Fax No.</b>	
<b>E-mail:</b>	
<b>Website:</b>	
<b>Contact Person:</b>	
<b>SEBI Registration No.:</b>	
<b>Market Maker Registration No.</b>	

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

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

- 1) The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).
- 2) The 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 the BSE Limited and SEBI from time to time.
- 3) The minimum depth of the quote shall be ₹1, 00,000/-. However, the investors with holdings of value less than ₹ 1,00,000/- shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
- 4) The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on the BSE Limited (in this case currently the minimum trading lot size is [●] equity shares; however the same may be changed by the BSE Limited from time to time).
- 5) After a period of three (3) months from the market making period, the Market Maker would be exempted to provide quote if the Shares of Market Maker in our company reaches to 25% of Issue Size. Any Equity Shares allotted to Market Maker under this Issue over and above 25% of Issue Size would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of Market Maker in our Company reduces to 24% of Issue Size, the Market Maker will resume providing 2 way quotes.
- 6) 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.
- 7) Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
- 8) There would not be more than five Market Makers for a scrip at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
- 9) On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. The securities of the Company will be placed in SPOS and would remain in Trade for Trade settlement for 10 days from the date of listing of the Equity shares on the Stock Exchange.
- 10) The Market maker may also be present in the opening call auction, but there is no obligation on him to do so.

- 11) 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
- 12) The Market Maker(s) shall have the right to terminate said arrangement by giving a three months’ notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s) and execute a fresh arrangement.

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

- 13) **Risk containment measures and monitoring for Market Makers** BSE Limited 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.
- 14) **Punitive Action in case of default by Market Makers:** BSE Limited will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership. The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.
- 15) **Price Band and Spreads:** 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.
- 16) 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 are as follows:

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

*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.*

## CAPITAL STRUCTURE

The Equity Share capital of our Company, as on the date of this Draft Prospectus and after giving effect to this Issue, is set forth below:

(₹ in lakhs except share data)

Sr. No.	Particulars	Aggregate Value at Face Value	Aggregate Value at Issue Price
<b>A.</b>	<b>Authorized Capital</b>		
	1,80,00,000 Equity Shares of face value of ₹10.00 each	1800.00	-
<b>B.</b>	<b>Issued, Subscribed And Paid-Up Equity Capital before the Issue</b>		
	1,27,41,644 Equity Shares of ₹10.00 each fully paid-up before the Issue	1274.16	-
<b>C.</b>	<b>Present Issue to public in terms of this Draft Prospectus*</b>		
	Upto 46,00,000 Equity Shares having Face Value of ₹10.00 each for cash at a price of ₹ [●] per share at a Premium of ₹ [●] per share	460.00	[●]
	<b>Which Comprises of:</b>		
I	<b>Reservation for Market Maker Portion</b> [●] Equity Shares of ₹ 10.00 each for cash at a price of ₹ [●] per share at a Premium of ₹ [●] per share	[●]	[●]
II	<b>Net Issue to the Public</b> [●] Equity Shares of ₹10.00 each for cash at a price of ₹ [●] per share (including a Premium of ₹ [●] per share)	[●]	[●]
	<b>Out of which:</b> At least [●] Equity Shares of ₹10.00 each at Issue Price ₹ [●] per equity share will be available for allocation for allotment to Retail Individual Investors of up to ₹2.00 Lakhs.	[●]	[●]
	Not more than [●] Equity Shares of ₹10.00 each at Issue Price of ₹ [●] per equity share will be available for allocation for allotment to Investors other than Retail Individual Investors (including Non Institutional Investors and QIB)	[●]	[●]
<b>D.</b>	<b>Paid-up Equity Capital after the Issue</b>		
	Upto 1,73,41,644 Equity Shares of ₹10.00 each	1734.16	-
<b>E.</b>	<b>Securities Premium Account</b>		
	Before the Issue		Nil
	After the Issue		[●]

\*The present Issue of upto 46,00,000 Equity Shares in terms of this Draft Prospectus has been authorized pursuant to a resolution of our Board of Directors dated November 22, 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 November 30, 2019

Allocation to all categories shall be made on a proportionate basis subject to valid Applications received. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.

### Classes of Shares

Our Company has only one class of share capital i.e. Equity Shares of face value of ₹10.00 each only. All the issued Equity Shares are fully paid-up. Our Company has no outstanding convertible instruments as on the date of this Draft Prospectus.

### NOTES TO THE CAPITAL STRUCTURE

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

Date of Meeting	AGM/EGM	Changes in Authorized Share Capital
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Date of Meeting	AGM/EGM	Changes in Authorized Share Capital
Upon Incorporation		Authorized Share Capital of ₹1,00,000 divided into 10,000 Equity Shares of ₹10/- each.
March 05, 2008	EGM	Increase in authorized share capital from ₹1,00,000 divided into 10,000 Equity Shares of ₹10/- each to ₹5,00,000 divided into 50,000 Equity Shares of ₹10/- each.
November 09, 2018	EGM	Increase in authorized share capital from ₹5,00,000 divided into 50,000 Equity Shares of ₹10/- each to ₹10,00,00,000 divided into 1,00,00,000 Equity Shares of ₹10/- each.
May 18, 2019	EGM	Increase in authorized share capital from ₹10,00,00,000 divided into 1,00,00,000 Equity Shares of ₹10/- each to ₹15,00,00,000 divided into 1,50,00,000 Equity Shares of ₹10/- each..
November 30, 2019	EGM	Increase in authorized share capital from ₹15,00,00,000 divided into 1,50,00,000 Equity Shares of ₹10/- each to ₹18,00,00,000 divided into 1,80,00,000 Equity Shares of ₹10/- each..

## 2. Equity Share Capital History of our Company:

The following table sets forth details of the history of the Equity Share capital of our Company:

Date of Allotment	No. of Equity Shares allotted	Face Value (₹)	Issue Price (₹)	Nature of Consideration	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Paid Up Capital (₹)
On Incorporation	10,000	10	10	Cash	Subscription to MOA <sup>(i)</sup>	10,000	1,00,000
June 14, 2008	7,932	10	10	Cash	Further Issue <sup>(ii)</sup>	17,932	1,79,320
December 30, 2008	647	10	10	Cash	Further Issue <sup>(iii)</sup>	18,579	1,85,790
March 31, 2010	533	10	10	Cash	Further Issue <sup>(iv)</sup>	19,112	1,91,120
October 01, 2010	3,149	10	10	Cash	Further Issue <sup>(v)</sup>	22,261	2,22,610
March 07, 2019	89,04,400	10	-	Other than Cash	Bonus Issue <sup>(vi)</sup>	89,26,661	8,92,66,610
July 27, 2019	38,14,983	10	10	Other than Cash	Right Issue <sup>(vii)</sup>	1,27,41,644	12,74,16,440

### Notes:

(i) The Subscribers to the Memorandum of Association of our Company were:

Sr. No.	Names of Allottees	Number of Equity Shares
1.	Jatin Dhansukhlal Suratwala	5,000
2.	Manoj Dhansukhlal Suratwala	1,250
3.	Hitendra Arvind Suratwala	1,250
4.	Apurva Harishchandra Mehta	1,250
5.	Hemaben Pankajkumar Sukhadia	1,250
	<b>Total</b>	<b>10,000</b>

(ii) Further Allotment of 7,932 Equity Shares of Face Value of ₹10/- each fully paid at par:

Sr. No.	Names of Allottees	Number of Equity Shares
1.	Jatin Dhansukhlal Suratwala	537



2.	Manisha Jatin Suratwala	1,055
3.	Manoj Dhansukhlal Suratwala	537
4.	Sonal Manoj Suratwala	1,000
5.	Hitendra Arvind Suratwala	500
6.	Vasudha Hitendra Suratwala	500
7.	Noopur Hitendra Suratwala	238
8.	Apurva Harishchandra Mehta	106
9.	Ramesh Pankaj Sukhadia	134
10.	Poojari M. Karunakar	50
11.	Poojari Geeta Karunakar	25
12.	Sudip Mukunddas Shah	750
13.	Ajit Mukunddas Shah	750
14.	Subhadra Mukunddas Shah	500
15.	Rajesh Somchand Shah	249
16.	Kantilal Somchand Shah	1
17.	Santosh Laxman Yadav	500
18.	Uma Santosh Yadav	500
	<b>Total</b>	<b>7,932</b>

(iii) *Further Allotment of 647 Equity Shares of Face Value of ₹10/- each fully paid at par:*

Sr. No.	Names of Allottees	Number of Equity Shares
1.	Manisha Jatin Suratwala	188
2.	Sonal Manoj Suratwala	187
3.	Hitendra Arvind Suratwala	28
4.	Apurva Harishchandra Mehta	185
5.	Hemaben Pankajkumar Sukhadia	59
	<b>Total</b>	<b>647</b>

(iv) *Further Allotment of 533 Equity Shares of Face Value of ₹10/- each fully paid at par:*

Sr. No.	Names of Allottees	Number of Equity Shares
1.	Manisha Jatin Suratwala	33
2.	Sonal Manoj Suratwala	135
3.	Vasudha Hitendra Suratwala	50
4.	Poojari M. Karunakar	13
5.	Uma Santosh Yadav	252
6.	Rajan Narayan Thorat	50
	<b>Total</b>	<b>533</b>

(v) *Further Allotment of 3,149 Equity Shares of Face Value of ₹10/- each fully paid at par:*

Sr. No.	Names of Allottees	Number of Equity Shares
1.	Jatin Dhansukhlal Suratwala	1
2.	Manisha Jatin Suratwala	122
3.	Sonal Manoj Suratwala	72
4.	Apurva Harishchandra Mehta	65
5.	Poojari M. Karunakar	36
6.	Poojari Geeta Karunakar	90
7.	Sudip Mukunddas Shah	34
8.	Ajit Mukunddas Shah	284
9.	Subhadra Mukunddas Shah	190
10.	Santosh Laxman Yadav	1,325
11.	Uma Santosh Yadav	175
12.	Rajan Narayan Thorat	4

13.	Archana Gopal Shah	250
14.	Gopal Baldevdas Shah	250
15.	Purva S. Sapani	1
16.	Ravindra Kulkarni	125
17.	Sheetal Kulkarni	125
	<b>Total</b>	<b>3,149</b>

(vi) **Bonus Issue of 89,04,400 Equity Shares of Face Value of ₹10/- each in the ratio of 400:1 i.e. Four Hundred Equity shares for every one equity shares held by shareholders as per details given below:**

Sr. No.	Names of Allottees	Number of Equity Shares
1.	Jatin Dhansukhlal Suratwala	45,60,800
2.	Manisha Jatin Suratwala	8,60,000
3.	Manoj Dhansukhlal Suratwala	14,17,200
4.	Sonal Manoj Suratwala	60,800
5.	Hitendra Arvind Suratwala	7,91,600
6.	Hemaben Pankajkumar Sukhadia	7,01,200
7.	Karunakar M. Poojari	3,600
8.	Geeta Poojari	5,200
9.	Laxmanbhai Modi Trust	4,400
10.	Suratwala Properties LLP	400
11.	Vaibhavi Suratwala	40,400
12.	Yash Suratwala	47,600
13.	Mayuri Mehta	3,44,000
14.	Dhaval Suratwala	22,000
15.	Ishita Suratwala	22,800
16.	Radha Sukhadia	15,200
17.	Divya Sukhadia	6,000
18.	Tushar Poojari	1,200
	<b>Total</b>	<b>89,04,400</b>

(vii) **Right Issue of 38,14,983 Equity Shares of Face Value of ₹10/- each at par to the members in proportion to their present shareholding in existing paid up capital as per details given below:**

Sr. No.	Names of Allottees	Number of Equity Shares
1.	Jatin Dhansukhlal Suratwala	21,59,789
2.	Manisha Jatin Suratwala	1,36,962
3.	Manoj Dhansukhlal Suratwala	8,87,732
4.	Sonal Manoj Suratwala	20,687
5.	Hitendra Arvind Suratwala	1,68,246
6.	Hemaben Pankajkumar Sukhadia	77,349
7.	Vaibhavi Suratwala	321
8.	Yash Suratwala	8,393
9.	Mayuri Mehta	3,29,968
10.	Dhaval Suratwala	1,731
11.	Ishita Suratwala	2,868
12.	Radha Sukhadia	14,719
13.	Divya Sukhadia	6,218
	<b>Total</b>	<b>38,14,983</b>

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

### 3. Details of Allotment made in the last two years preceding the date of this Draft Prospectus:

Except as mentioned in point 2 (vi) and 2 (vii) above, we have not issued any Equity Share in the last two years preceding the date of Draft Prospectus.

**4. Details of Equity Shares issued for consideration other than cash:**

Except as set out below we have not issued Equity Shares for consideration other than cash:

Date of Allotment	Number of Equity Shares	Face Value (₹)	Issue Price(₹)	Reasons for Allotment	Benefits Accrued to our Company
March 07, 2019	89,04,400	10	-	Bonus in the ratio of 400:1 i.e. 400 Equity Shares for every 1 Equity Share held	Capitalization of Reserves & Surplus
July 27, 2019	38,14,983	10	10.00	Right Issue at par to the members in proportion to their present shareholding in existing paid up capital	Conversion of Unsecured loan into Equity Shares allotted pursuant to Right Issue

5. Our Company has not issued any equity shares lower than the Issue Price during the preceding 1(One) year except for the details mentioned in point 4 above.
6. No Equity Shares have been allotted pursuant to any scheme approved under Section 230-233 of the Companies Act, 2013 or under Sections 391-394 of the Companies Act, 1956.
7. We have not revalued our assets since inception and have not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.
8. Our Company has not issued equity shares under any employee stock option schemes.

**9. Capital Build Up in respect of shareholding of Promoter:**

Date	No. of Equity Shares	Face Value Per Share	Issue/ Acquisition/Transfer Price	Nature of Consideration (Cash/ Other than Cash)	Nature of transaction	% of pre issue equity share capital	% of post issue equity share capital
<b>Jatin Dhansukhlal Suratwala</b>							
At Incorporation	5,000	10	10	Cash	Subscription to MOA	0.04	[●]
June 14, 2008	537	10	10	Cash	Further Issue	0.00	[●]
December 30, 2008	165	10	10	Cash	Acquisition by way of Transfer <sup>(i)</sup>	0.00	[●]
February 07, 2009	(11)	10	10	Cash	Transfer of Shares <sup>(ii)</sup>	0.00	[●]
March 31, 2010	(1)	10	10	Cash	Transfer of Shares <sup>(iii)</sup>	0.00	[●]
October 01, 2010	1	10	10	Cash	Acquisition by way of Transfer <sup>(iv)</sup>	0.00	[●]
October 01, 2010	1	10	10	Cash	Further Issue	0.00	[●]
September 01, 2012	500	10	10	Cash <sup>(v)</sup>	Acquisition by way of Transfer <sup>(v)</sup>	0.00	[●]
November 01, 2012	2508	10	10	Cash <sup>(vi)</sup>		0.02	[●]
December 01, 2012	54	10	10	Cash <sup>(vii)</sup>		0.00	[●]
March 12,	1756	10	10	Cash <sup>(viii)</sup>		0.01	[●]

Date	No. of Equity Shares	Face Value Per Share	Issue/ Acquisition/Transfer Price	Nature of Consideration (Cash/ Other than Cash)	Nature of transaction	% of pre issue equity share capital	% of post issue equity share capital
<b>Jatin Dhansukhlal Suratwala</b>							
2014							
June 09, 2014	250	10	10	Cash <sup>(ix)</sup>		0.00	[●]
March 01, 2015	3000	10	10	Cash <sup>(x)</sup>		0.02	[●]
March 29, 2015	8	10	10	Cash <sup>(xi)</sup>		0.00	[●]
April 01, 2017	(1)	10	10	Cash <sup>(xii)</sup>	Transfer of Shares	0.00	[●]
April 10, 2018	(2365)	10	10	Cash <sup>(xiii)</sup>	Transfer of Shares	(0.02)	[●]
March 07, 2019	45,60,800	10	-	Other than Cash	Bonus Allotment	35.79	[●]
July 02, 2019	4,411	10	10	Cash <sup>(xiv)</sup>	Acquisition by way of Transfer	0.03	[●]
July 27, 2019	21,59,789	10	10	Other than Cash	Right Issue	16.95	[●]
<b>Total</b>	<b>67,36,402</b>					<b>52.87</b>	

Date of Allotment / Transfer	No. of Equity Shares	Face Value Per Share	Issue/ Acquisition/Transfer Price	Nature of Consideration (Cash/ Other than Cash)	Nature of transaction	% of pre issue equity share capital	% of post issue equity share capital
<b>Manoj Dhansukhlal Suratwala</b>							
At Incorporation	1,250	10	10	Cash	Subscription to MOA	0.01	[●]
June 14, 2008	537	10	10	Cash	Further Issue	0.00	[●]
December 30, 2008	165	10	10	Cash <sup>(xv)</sup>	Acquisition by way of Transfer	0.00	[●]
April 10, 2018	1591	10	10	Cash <sup>(xvi)</sup>		0.01	[●]
March 07, 2019	14,17,200	10	-	Other than Cash	Bonus Allotment	11.12	[●]
July 27, 2019	8,87,732	10	10	Other than Cash	Right Issue	6.97	[●]
<b>Total</b>	<b>23,08,475</b>					<b>18.12</b>	

None of the Equity Shares held by our Promoter are subject to any pledge.

(i) **Details of Acquisition by Mr. Jatin Dhansukhlal Suratwala by way of transfer of 165 Equity Shares dated December 30, 2008.**

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer	Name of Transferee
1.	December 30, 2008	Mr. Hitendra Arvind Suratwala	165	Mr. Jatin Dhansukhlal Suratwala
		<b>Total</b>	<b>165</b>	

(ii) Details of sale of Shares by Mr. Jatin Dhansukhlal Suratwala of 11 Equity Shares dated February 07, 2009.

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer	Name of Transferee
1.	February 07, 2009	Mr. Jatin Dhansukhlal Suratwala	11	Laxmanbhai Modi ALTS Trust
		<b>Total</b>	<b>11</b>	

(iii) Details of sale of Shares by Mr. Jatin Dhansukhlal Suratwala of 1 Equity Share dated March 31, 2010.

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer	Name of Transferee
1.	March 31, 2010	Mr. Jatin Dhansukhlal Suratwala	1	Mr. Ashwini Shrikant Modak
		<b>Total</b>	<b>1</b>	

(iv) Details of Acquisition by Mr. Jatin Dhansukhlal Suratwala by way of transfer of 1 Equity Shares dated October 01, 2010.

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer	Name of Transferee
1.	October 01, 2010	Mr. Ashwini Shrikant Modak	1	Mr. Jatin Dhansukhlal Suratwala
		<b>Total</b>	<b>1</b>	

(v) Details of Acquisition by Mr. Jatin Dhansukhlal Suratwala by way of transfer of 500 Equity Shares dated September 01, 2012.

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer	Name of Transferee
1.	September 01, 2012	Mrs. Archana Gopal Shah	250	Mr. Jatin Dhansukhlal Suratwala
2.		Mr. Gopal Baldevdas Shah	250	
		<b>Total</b>	<b>500</b>	

(vi) Details of Acquisition by Mr. Jatin Dhansukhlal Suratwala by way of transfer of 2508 Equity Shares dated November 01, 2012.

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer	Name of Transferee
1.	November 01, 2012	Mr. Sudip Mukunddas Shah	784	Mr. Jatin Dhansukhlal Suratwala
2.	November 01, 2012	Mr. Ajit Mukunddas Shah	1034	Mr. Jatin Dhansukhlal Suratwala
3.	November 01, 2012	Mrs. Subhadra Mukunddas Shah	690	Mr. Jatin Dhansukhlal Suratwala
		<b>Total</b>	<b>2508</b>	

(vii) Details of Acquisition by Mr. Jatin Dhansukhlal Suratwala by way of transfer of 54 Equity Shares dated December 01, 2012.

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer	Name of Transferee
1.	December 01, 2012	Mr. Rajan Narayan Thorat	54	Mr. Jatin Dhansukhlal Suratwala
		<b>Total</b>	<b>54</b>	

(viii) Details of Acquisition by Mr. Jatin Dhansukhlal Suratwala by way of transfer of 1756 Equity Shares dated March 12, 2014.

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer	Name of Transferee
1.	March 12, 2014	Mr. Apurva Harishchandra Mehta	1756	Mr. Jatin Dhansukhlal Suratwala
		<b>Total</b>	<b>1756</b>	

(ix) Details of Acquisition by Mr. Jatin Dhansukhlal Suratwala by way of transfer of 250 Equity Shares dated June 09, 2014.

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer	Name of Transferee
1.	June 09, 2014	Mr. Ravindra Kulkarni	125	Mr. Jatin Dhansukhlal Suratwala
2.	June 09, 2014	Mrs. Sheetal Kulkarni	125	Mr. Jatin Dhansukhlal Suratwala
		<b>Total</b>	<b>250</b>	

(x) Details of Acquisition by Mr. Jatin Dhansukhlal Suratwala by way of transfer of 3000 Equity Shares dated March 01, 2015.

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer	Name of Transferee
1.	March 01, 2015	Mr. Santosh Yadav	1825	Mr. Jatin Dhansukhlal Suratwala
2.	March 01, 2015	Mrs. Uma Yadav	1175	Mr. Jatin Dhansukhlal Suratwala
		<b>Total</b>	<b>3000</b>	

(xi) Details of Acquisition by Mr. Jatin Dhansukhlal Suratwala by way of transfer of 8 Equity Shares dated March 29, 2015.

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer	Name of Transferee
1.	March 29, 2015	Mr. Ankit Bharat Siddhapura	1	Mr. Jatin Dhansukhlal Suratwala
2.	March 29, 2015	Ms. Bhakti Nanji Gosar	1	Mr. Jatin Dhansukhlal Suratwala
3.	March 29, 2015	Mr. Chetan Lalji Gala	1	Mr. Jatin Dhansukhlal Suratwala
4.	March 29, 2015	Mrs. Darshana Chandrakant Chheda	1	Mr. Jatin Dhansukhlal Suratwala
5.	March 29, 2015	Mr. Dinesh Ramji Boricha	1	Mr. Jatin Dhansukhlal Suratwala
6.	March 29, 2015	Ms. Heena Jayesh Mota	1	Mr. Jatin Dhansukhlal Suratwala
7.	March 29, 2015	Mr. JayashVasanji Mota	1	Mr. Jatin Dhansukhlal Suratwala
8.	March 29, 2015	Mr. Ramesh Ramji Kenia	1	Mr. Jatin Dhansukhlal Suratwala
		<b>Total</b>	<b>8</b>	

(xii) Details of sale of Shares by Mr. Jatin Dhansukhlal Suratwala of 1 Equity Shares dated April 01, 2017.

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer	Name of Transferee
1.	April 01, 2017	Mr. Jatin Dhansukhlal Suratwala	1	Suratwala Properties LLP
		<b>Total</b>	<b>1</b>	



(xiii) Details of sale of Shares by Mr. Jatin Dhansukhlal Suratwala of 2365 Equity Shares dated April 10, 2018.

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer	Name of Transferee
1.	April 10, 2018	Mr. Jatin Dhansukhlal Suratwala	1211	Mrs. Manish Suratwala
2.	April 10, 2018	Mr. Jatin Dhansukhlal Suratwala	119	Mr. Yash Suratwala
3.	April 10, 2018	Mr. Jatin Dhansukhlal Suratwala	101	Ms. Vaibhavi Suratwala
4.	April 10, 2018	Mr. Jatin Dhansukhlal Suratwala	30	Mr. Manoj Dhansukhlal Suratwala
5.	April 10, 2018	Mr. Jatin Dhansukhlal Suratwala	522	Mrs. Hemaben Pankajkumar Sukhadia
6.	April 10, 2018	Mr. Jatin Dhansukhlal Suratwala	382	Mr. Hitendra Arvind Suratwala
		<b>Total</b>	<b>2365</b>	

(xiv) Details of Acquisition by Mr. Jatin Dhansukhlal Suratwala by way of transfer of 4411 Equity Shares dated July 02, 2019.

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer	Name of Transferee
1.	July 02, 2019	Laxmanbhai Modi ALTS Trust	4411	Mr. Jatin Dhansukhlal Suratwala
		<b>Total</b>	<b>4411</b>	

(xv) Details of Acquisition by Mr. Manoj Dhansukhlal Suratwala by way of transfer of 165 Equity Shares dated December 30, 2008.

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer	Name of Transferee
1.	December 30, 2008	Mr. Hitendra Arvind Suratwala	165	Mr. Manoj Dhansukhlal Suratwala
		<b>Total</b>	<b>4411</b>	

(xvi) Details of Acquisition by Mr. Manoj Dhansukhlal Suratwala by way of transfer of 1591 Equity Shares dated April 10, 2018.

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer	Name of Transferee
1.	April 10, 2018	Mrs. Sonal Manoj Suratwala	1561	Mr. Manoj Dhansukhlal Suratwala
2.	April 10, 2018	Mr. Jatin Dhansukhlal Suratwala	30	Mr. Manoj Dhansukhlal Suratwala
		<b>Total</b>	<b>1591</b>	

None of the Equity Shares held by our Promoter are subject to any pledge.

a) Details of Promoters' Contribution Locked-in for Three (3) Years

Pursuant to Regulation 236 and Regulation 238 of the SEBI (ICDR) Regulations, 2018 an aggregate of 20% of the post-Issue Equity Share capital of our Company held by our Promoter shall be considered as Promoters' Contribution ("Promoters' Contribution") and shall be locked-in for a period of three years from the date of allotment of equity shares issued pursuant to this Issue. The lock in of Promoters' Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares. We further confirm that Minimum Promoters' Contribution of 20% of the post Issue Paid-up Equity Shares Capital does not include any contribution from Alternative Investment Fund.

Details of the Equity Shares (eligible for inclusion in the Minimum Promoters Contribution, in terms of clause (a) of Regulation 238 of the SEBI (ICDR) Regulations, 2018) forming part of Minimum Promoters Contribution and proposed to be locked-in for a period of three years from the date of allotment are as follows:

<b>Details of Promoter's Contribution</b>							
<b>Date of Allotment</b>	<b>No. of Equity Shares</b>	<b>Face Value</b>	<b>Issue Price</b>	<b>Nature of Consideration (Cash/ Other than Cash)</b>	<b>Nature of transaction</b>	<b>% of pre issue equity share capital</b>	<b>% of post issue equity share capital</b>
<b>Jatin Dhansukhlal Suratwala</b>							
March 07, 2019	28,50,000	10	-	Other than Cash	Bonus Allotment	22.36	[●]
<b>Manoj Dhansukhlal Suratwala</b>							
March 07, 2019	7,50,000	10	-	Other than Cash	Bonus Allotment	5.89	[●]
	<b>36,00,000</b>					<b>28.25</b>	

For details on the build-up of the Equity Share capital held by our Promoters, please refer to "Build-up of our Promoter's shareholding in our Company" beginning on page 48 of this Draft Prospectus.

Our Promoter has given consent to include such number of Equity Shares held by him as may constitute 20.76% of the fully diluted post-Issue Equity Share capital of our Company as Minimum Promoter's Contribution. Our Promoter has agreed not to sell, transfer, charge, pledge or otherwise encumber in any manner the Minimum Promoter's Contribution from the date of filing this Draft Prospectus, until the expiry of the lock-in period specified above, or for such other time as required under SEBI (ICDR) Regulations, except as may be permitted, in accordance with the SEBI (ICDR) Regulations.

The minimum Promoter's Contribution has been brought in to the extent of not less than the specified minimum lot and from persons identified as "promoter" under the SEBI (ICDR) Regulations.

In this regard, we confirm that:

- (i) Equity Shares acquired during the three (3) years preceding the date of this Draft Prospectus for consideration other than cash and where revaluation of assets or capitalization of intangible assets was involved or bonus issue out of revaluations reserves or unrealized profits or against Equity Shares that are otherwise ineligible for computation of Minimum Promoters' Contribution;
- (ii) the Minimum Promoter's Contribution does not include Equity Shares acquired during the one (1) year preceding the date of this Draft Prospectus at a price lower than the price at which the Equity Shares are being offered to the public in the Issue;
- (iii) Our Company has not been formed by conversion of a partnership firm into a company and hence no Equity Shares have been issued in the one year immediately preceding the date of this Draft Prospectus pursuant to conversion of a partnership firm; and
- (iv) the Equity Shares held by our Promoters and offered as part of the Minimum Promoter's Contribution are not subject to any pledge.

**b) Details of Equity Shares Locked-in for One (1) Year**

Other than the Equity Shares held by our Promoters, which will be locked-in as minimum Promoters' contribution for three years, all pre-Issue Equity Shares shall be subject to lock-in for a period of one year from the date of Allotment in this Issue as provided in clause (b) of Regulation 238 of the SEBI (ICDR) Regulations, 2018.

**c) Other requirements in respect of lock-in**

Pursuant to Regulation 242 of the SEBI (ICDR) Regulations, Equity Shares held by our Promoters and locked-in for one (1) year may be pledged only with scheduled commercial banks or public financial institutions as collateral security for loans granted by such banks or public financial institutions, provided that such pledge of the Equity Shares is one of the terms of the sanction of the loan. Equity Shares locked-in as Minimum Promoter's Contribution for three (3) years can be pledged only if in addition to fulfilling the aforementioned requirements, such loans have been granted by such banks or financial institutions for the purpose of financing one or more of the objects of the Issue.

In terms of Regulation 243 of the SEBI (ICDR) Regulations, Equity Shares held by our Promoters may be transferred between our Promoters and Promoter Group or a new promoter or persons in control of our Company, subject to continuation of lock-in applicable to the transferee for the remaining period and compliance with provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the "Takeover Regulations").

Further, in terms of Regulation 243 of the SEBI (ICDR) Regulations, Equity Shares held by persons other than our Promoters prior to the Issue and locked-in for a period of one (1) year, may be transferred to any other person holding Equity Shares which are locked in along with the Equity Shares proposed to be transferred, subject to the continuation of the lock in applicable to the transferee and compliance with the provisions of the Takeover Regulations.

### Our Shareholding pattern

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)	No. of shareholders (II D)	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.	As a % of total Shares held (b)	No.	As a % of total Shares held (b)	
								Class eg: Equity	Class eg: Preference	Total								
A	Promoter & Promoter Group	14	12731619	-	-	12731619	99.92	12731619	-	12731619	99.92	-	-	-	-	-	-	12731619
B	Public	3	10025	-	-	10025	0.08	10025	-	10025	0.08	-	-	-	-	-	-	10025
C	Non Promoter-Non Public	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C1	Shares underlying DRs	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C2	Shares held by Employee Trusts	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>17</b>	<b>12741644</b>			<b>12741644</b>	<b>100</b>	<b>12741644</b>	<b>-</b>	<b>12741644</b>	<b>100</b>							

II – Shareholding pattern of the Promoter and Promoter Group

S. No.	Category & Name of the Shareholders	No. of share holders	No. of fully paid up equity shares held	Partly paid-up equity shares held	Nos. of shares underlying Depository Receipts	Total nos. shares held	Shareholding (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities*				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) as a % of A+B+C2	Number of Locked in shares		Number of Shares pledged or otherwise		Number of equity shares held in dematerialized form
								No of Voting Rights			Total as a % of Total Voting rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total shares held (b)	
								Class Equity Shares of ₹10/- each	Class Y	Total								
	I	III	IV	V	VI	VII=IV+V+VI	VIII	IX				X	XI = VII+X	XII	XIII	XIV		
(1)	Indian																	
(a)	Individuals/ Hindu undivided Family	13	12731218	-	-	12731218	99.92	12731218			99.92			-	-			12731218
1.	Jatin Dhansukhlal Suratwala	1	6736402			6736402	52.87	6736402			52.87			-	-			6736402
2.	Manoj Dhansukhlal Suratwala	1	2308475			2308475	18.12	2308475			18.12			-	-			2308475
3.	Hemaben Pankajkumar Sukhadia	1	780302			780302	6.12	780302			6.12			-	-			780302
4.	Manisha Jatin Suratwala	1	999112			999112	7.84	999112			7.84							999112
5.	Sonal Manoj Suratwala	1	81639			81639	0.64	81639			0.64							81639
6.	Vaibhavi Suratwala	1	40822			40822	0.32	40822			0.32							40822
7.	Yash Suratwala	1	56112			56112	0.44	56112			0.44							56112
8.	Mayuri Mehta	1	674828			674828	5.30	674828			5.30							674828
9.	Dhaval Suratwala	1	23786			23786	0.19	23786			0.19							23786

10.	Ishita Suratwala	1	25725			25725	0.20	25725			0.20					25725
11.	Radha Sukhadia	1	29957			29957	0.24	29957			0.24					29957
12.	Divya Sukhadia	1	12233			12233	0.10	12233			0.10					12233
13.	Hitendra Arvind Suratwala	1	961825			961825	7.55	961825			7.55					961825
(b)	Central Government/ State Government(s)															
(c)	Financial Institutions/ Banks															
(d)	Any Other	1	401	-	-	-	0.01	401	-	-	0.01	-	-	-	-	401
	Body Corporate	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Suratwala Properties LLP	1	401	-	--	-	0.01	401	-	-	0.01	-	-	-	-	401
	Sub-Total (A)(1)															
(2)	Foreign	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(a)	Individuals (Non- Resident Individuals/ Foreign Individuals)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Government	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Institutions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(f)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (A)(2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	14	12731619			12731619	99.92	12731619			99.92			-	-	12731619

\* As on the date of this Draft Prospectus 1 Equity Share holds 1 vote

^ We have only 1 class of Equity Shares of face value of ₹10 each

\$ As on the date of this Draft Prospectus, all the Equity Shares are held in physical form and shall be dematerialized prior to filing of Prospectus with RoC

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.



III- Shareholding pattern of the Public shareholder

S. No.	Category & Name of the Shareholders	No. of shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	Nos. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % (calculated as per SCRR, 1957)  As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Total Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights			Total as a % of Total Voting rights			No. (a)	As a % of total shares held (b)	No. (not applicable) (a)	As a % of total shares held (not applicable) (b)	
								Class Equity Shares of ₹10/- each	Class Y	Total								
	I	III	IV	V	VI	VII=IV+V+VI	VIII	IX				X	XI= VII+X	XII		XIII		XIV
(1)	Institutions																	
(a)	Mutual Funds	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Venture Capital Funds	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Alternate Investment Funds	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Venture Capital Investors	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Foreign Portfolio Investors	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(f)	Financial Institutions/ Banks	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(g)	Insurance Companies	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(h)	Provident Funds/ Pension Funds	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(i)	Any Other (specify)	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(1)	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2)	Central	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

	Government/ State Government(s)/ President of India															
	Sub-Total (B)(2)	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(3)	Non-institutions															
(a)	Individuals															
	i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	3	10025	-	-	10025	0.08	10025	-	0.08	-	-	-	-	-	10025
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	NBFCs registered with RBI	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Employee Trusts	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Overseas Depositories (holding DRs) (balancing figure)	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Any Other Body Corporate	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(3)	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)</b>	3	10025	-	-	10025	0.08	10025	-	0.08	-	-	-	-	-	10025

IV - Shareholding pattern of the Non Promoter- Non Public shareholder

S. No.	Category & Name of the Shareholders	No. of shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	Nos. of shares underlying Depository Receipts	Total nos. shares held	Shareholding (calculated as per SCRR, 1957)  As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Total Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in Share dematerialized form (Not applicable)
								No of Voting Rights			Total as a % of Total Voting rights			No.	As a % of total Shares held	No. (not applicable)	As a % of total shares held (not applicable)	
								Class Equity Shares of ₹10/- each	Class Y	Total								
	I	III	IV	V	VI	VII=IV+V+VI	VIII	IX				X	XI= VII+ X	XII	XIII		XIV	
(1)	Custodian/DR Holder																	
(a)	Name of DR Holder (if available)	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub Total (c) (1)	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2)	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub Total (C) (2)	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total Non- Promoter Non-Public shareholding (C) = (C)(1)+ (C) (2)	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

10. The Lead Manager and its associates do not hold any Equity Shares as on the date of this Draft Prospectus.
11. The Lead Manager and its affiliates may engage in transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company and/or our Subsidiaries, for which they may in the future receive customary compensation.

## 12. Pre Issue and Post Issue Shareholding of our Promoter and Promoters' Group

Set forth is the shareholding of our Promoter and Promoter Group before and after the proposed issue:

Name	Pre Issue		Post Issue	
	No. of Equity Shares	% of Pre Issue paid up Equity Shares	No. of Equity Shares	% of Post Issue paid up Equity Shares
<b>PROMOTERS</b>				
Jatin Dhansukhlal Suratwala	6736402	52.87	6736402	[●]
Manoj Dhansukhlal Suratwala	2308475	18.12	2308475	[●]
<b>TOTAL</b>	<b>9044877</b>	<b>70.99</b>	<b>9044877</b>	<b>[●]</b>
<b>PROMOTER GROUP</b>				
Manisha Jatin Suratwala	999112	7.84	999112	[●]
Sonal Manoj Suratwala	81639	0.64	81639	[●]
Hitendra Arvind Suratwala	961825	7.55	961825	[●]
Hemaben Pankajkumar Sukhadia	780302	6.12	780302	[●]
Suratwala Properties LLP	401	0.00	401	[●]
Vaibhavi Suratwala	40822	0.32	40822	[●]
Yash Suratwala	56112	0.44	56112	[●]
Mayuri Mehta	674828	5.30	674828	[●]
Dhaval Suratwala	23786	0.19	23786	[●]
Ishita Suratwala	25725	0.20	25725	[●]
Radha Sukhadia	29957	0.24	29957	[●]
Divya Sukhadia	12233	0.10	12233	[●]
<b>TOTAL</b>	<b>3686742</b>	<b>28.93</b>	<b>3686742</b>	<b>[●]</b>
<b>GRAND TOTAL</b>	<b>12731619</b>	<b>99.92</b>	<b>12731619</b>	<b>[●]</b>

### 1. Details of Major Shareholders:

- (A) List of Shareholders holding 1% or more of the Paid-up Capital of the Company as on date of the Draft Prospectus:

Sr. No.	Name of shareholders	No. of Equity Shares held (Face Value ₹10 each) ^	% of Paid up Capital#
	Jatin Dhansukhlal Suratwala	67,36,402	52.87
	Manisha Jatin Suratwala	9,99,112	7.84
	Manoj Dhansukhlal Suratwala	23,08,475	18.12
	Hitendra Arvind Suratwala	9,61,825	7.55
	Hemaben Pankajkumar Sukhadia	7,80,302	6.12
	Mayuri Mehta	6,74,828	5.30
	<b>TOTAL</b>	<b>1,24,60,944</b>	<b>97.80</b>

<sup>#</sup> the % has been calculated based on existing (pre-issue) Paid up Capital of the Company

- (B) List of Shareholders holding 1% or more of the Paid-up Capital of the Company two years prior to the date of the Draft Prospectus:

Sr. No.	Name of shareholders	No. Of Equity Shares held (Face Value ₹10 each) ^	% of Paid up Capital#
1.	Jatin Dhansukhlal Suratwala	13767	61.85
2.	Manisha Jatin Suratwala	1798	8.08

3.	Manoj Dhansukhlal Suratwala	1952	8.77
4.	Sonal Manoj Suratwala	1825	8.20
5.	Hitendra Arvind Suratwala	1254	5.63
6.	Hemaben Pankajkumar Sukhadia	1283	5.76
	<b>TOTAL</b>	<b>21880</b>	<b>98.29</b>

*#the % has been calculated based on existing Paid up Capital of the Company.*

*Note: For calculation of % of Paid up Share Capital two years prior to the date of the Draft Prospectus, Face Value of 1 Equity Share is taken as ₹10:*

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

Sr. No.	Name of shareholders	No. of Equity Shares held(Face Value ₹10 each) ^	% of Paid up Capital#
1.	Jatin Dhansukhlal Suratwala	11402	51.22
2.	Manisha Jatin Suratwala	2150	9.66
3.	Manoj Dhansukhlal Suratwala	3543	15.91
4.	Mayuri Mehta	860	3.86
5.	Hitendra Arvind Suratwala	1979	8.89
6.	Hemaben Pankajkumar Sukhadia	1753	7.88
	<b>TOTAL</b>	<b>21687</b>	<b>97.42</b>

*#the % has been calculated based on existing Paid up Capital of the Company*

*Note: For calculation of % of Paid up Share Capital One year prior to the date of the Draft Prospectus, Face Value of 1 Equity Share is taken as ₹10:*

- (D) List of Shareholders holding 1% or more of the Paid-up Capital of the Company ten days prior to the date of the Draft Prospectus:

Sr. No.	Name of shareholders	No. of Equity Shares held(Face Value ₹10 each) ^	% of Paid up Capital#
	Jatin Dhansukhlal Suratwala	67,36,402	52.87
	Manisha Jatin Suratwala	9,99,112	7.84
	Manoj Dhansukhlal Suratwala	23,08,475	18.12
	Hitendra Arvind Suratwala	9,61,825	7.55
	Hemaben Pankajkumar Sukhadia	7,80,302	6.12
	Mayuri Mehta	6,74,828	5.30
	<b>TOTAL</b>	<b>12460944</b>	<b>97.80</b>

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

2. The average cost of acquisition of or subscription of shares by our promoters is set forth in the table below:

Sr. No.	Name of the Promoter	No. of Shares held	Average cost of Acquisition (Rs. Per share)
1.	Jatin Dhansukhlal Suratwala	67,36,402	3.23
2.	Manoj Dhansukhlal Suratwala	23,08,475	3.86

3. Shareholding of our Directors and Key Managerial Personnel in our Company

Set forth below is the shareholding of our Directors and Key Managerial Personnel in our Company, as on the date of this Draft Prospectus.

Sr. No.	Names of Our Directors	No. of Equity Shares	% of Pre Issue paid up Equity Shares
1.	Jatin Dhansukhlal Suratwala	67,36,402	52.87
2.	Manoj Dhansukhlal Suratwala	23,08,475	18.12
3.	Hemaben Pankajkumar Sukhadia	7,80,302	6.12
	<b>Total</b>	<b>98,25,179</b>	<b>77.11</b>

4. None of our Promoter Group, Directors and their relatives has entered into any financing arrangement or financed the purchase of the Equity Shares of our Company by any other person during the period of six months immediately preceding the date of filing of this Draft Prospectus.
5. Neither, we nor our Directors and the Lead Manager to this Issue have entered into any buy-back and/or standby arrangements and / or similar arrangements for the purchase of our Equity Shares from any person
6. As on the date of filing of this Draft Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments, which would entitle Promoters or any shareholders or any other person, any option to acquire our Equity Shares after this Initial Public Offer.
7. As on the date of this Draft Prospectus, the entire Issued Share Capital, Subscribed and Paid up Share Capital of our Company is fully paid up.
8. Our Company has not raised any bridge loan against the proceeds of the Issue.
9. Since the entire Issue price per share is being called up on application, all the successful applicants will be allotted fully paid-up shares.
10. As on the date of this Draft Prospectus, none of the shares held by our Promoters / Promoters Group are subject to any pledge.
11. We hereby confirm that there will be no further issue of capital whether by way of issue of bonus shares, preferential allotment, and right issue or in any other manner during the period commencing from the date of this Draft Prospectus until the Equity Shares offered have been listed or application moneys refunded on account of failure of Issue.
12. Our Company does not presently intend or propose to alter its capital structure for a period of six 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 or exchangeable, directly or indirectly for Equity Shares) whether preferential or otherwise. This is except if we enter into acquisition or joint ventures or make investments, in which case we may consider raising additional capital to fund such activity or use Equity Shares as a currency for acquisition or participation in such joint ventures or investments.
13. Except as disclosed below, there have been no purchase or sell of Equity Shares by Promoters, Promoter Group, Directors and Relatives of our Directors during a period of six months preceding the date on which this Draft Prospectus is filed with BSE Limited.

Date of Allotment /Transfer	Name of Shareholder	No. of Equity Shares allotted /Transferred/ Acquired	% of Pre-Issue Capital	Subscribed/ Acquired/ Transfer	Category of Allottees (Promoter/ Promoter Group / Relatives)
July 02, 2019	Laxmanbhai Modi ALTS Trust	(4,411)	(0.03)	Transfer	Public
	Jatin Dhansukhlal Suratwala	4,411	0.03	Acquired by way of Transfer)	Promoter
July 27, 2019	Jatin Dhansukhlal Suratwala	21,59,789	16.95	Acquired (Right Issue)	Promoter
	Manisha Jatin Suratwala	1,36,962	1.07		Promoter Group
	Manoj Dhansukhlal Suratwala	8,87,732	6.97		Promoter
	Sonal Manoj Suratwala	20,687	0.16		Promoter Group
	Hitendra Arvind Suratwala	1,68,246	1.32		Promoter Group
	Hemaben Pankajkumar Sukhadia	77,349	0.61		Promoter Group
	Vaibhavi Suratwala	321	0.01		Promoter Group
	Yash Suratwala	8,393	0.07		Promoter Group
	Mayuri Mehta	3,29,968	2.59		Promoter Group
Dhaval Suratwala	1,731	0.01	Promoter Group		



	Ishita Suratwala	2,868	0.02		Promoter Group
	Radha Sukhadia	14,719	0.12		Promoter Group
	Divya Sukhadia	6,218	0.05		Promoter Group

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. 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 net Issue shall be as per the requirements of Regulation 253 of SEBI (ICDR) Regulations, 2018 and its amendments from time to time.
16. 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.
17. At any given point of time there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
18. Our Company shall comply with such disclosure and accounting norms as may be specified by BSE, SEBI and other regulatory authorities from time to time.
19. As on the date of this Draft Prospectus, Our Company has not issued any Equity Shares under any employee stock option scheme and we do not have any Employees Stock Option Scheme / Employees Stock Purchase Scheme.
20. There are no Equity Shares against which depository receipts have been issued.
21. Other than the Equity Shares, there is no other class of securities issued by our Company as on date of filing of this Draft Prospectus.
22. We have 17 (Seventeen) Shareholders as on the date of filing of this Draft Prospectus.
23. There are no safety net arrangements for this Public issue.
24. Our Promoters and Promoter Group will not participate in this Issue.
25. This Issue is being made through Fixed Price method.
26. Except as disclosed in this Draft Prospectus, our Company has not made any public issue or rights issue of any kind or class of securities since its incorporation to the date of this Draft Prospectus.
27. No person connected with the Issue shall offer any incentive, whether direct or indirect, in the nature of discount, commission, and allowance, or otherwise, whether in cash, kind, services or otherwise, to any Applicant.
28. We shall ensure that transactions in Equity Shares by the Promoters and members of the Promoter Group, if any, between the date of registering the Draft Prospectus with the RoC and the Issue Closing Date are reported to the Stock Exchanges within 24 hours of such transactions being completed.
29. In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended, (the SCRR) the Issue is being made for at least 25% of the post-issue paid-up Equity Share capital of our Company. Further, this Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.

As per RBI regulations, OCB's are not allowed to participate in the Issue.

### OBJECTS OF THE ISSUE

The Issue includes a fresh Issue of up to 46,00,000 Equity Shares of our Company at an Issue Price of Rs. [●] per Equity Share. We intend to utilize the proceeds of the Issue to meet the following objects:-

1. To meet Working Capital requirements
2. General Corporate Purpose
3. To meet issue expenses

(Collectively referred as the “Objects”)

We believe that listing will enhance our corporate image and visibility of brand name of our Company. We also believe that our Company will receive the benefits from listing of Equity Shares on the SME Platform of BSE. It will also provide liquidity to the existing shareholders and will also create a public trading market for the Equity Shares of our Company.

Our Company is engaged in the development and sale of residential and commercial real estate projects. Apart from the development of the real estate projects we are also engaged in the business of leasing the space available and the maintenance of the projects developed. The main objects clause of our Memorandum enables our Company to undertake its existing activities and these activities which have been carried out until now by our Company are valid in terms of the objects clause of our Memorandum of Association.

#### Net Proceeds

The details of the Net Proceeds are set forth below:

Particulars	Amt (₹ in Lacs)
Gross Proceeds of the Issue	[●]
Less: Issue related expenses in relation to Issue	[●]
Net Proceeds	[●]

#### Requirement of Funds and Utilization of Net Proceeds

The Net Proceeds are proposed to be used in accordance with the details as set forth below:

S. No	Particulars	Amt (₹ in Lacs)
1.	To meet Working Capital requirements	[●]
2.	General Corporate Purpose	[●]
	<b>Total</b>	[●]

Our fund requirements and deployment thereof are based on internal management estimates of our current business plans 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 or in other financial conditions, business strategy, as discussed further below.

#### Means of Finance

We intend to finance our Objects of Issue through Net Issue Proceeds which is as follows:

Particulars	Amt (₹ in Lacs)
Net Issue Proceeds	[●]
<b>Total</b>	[●]

*Since, the entire fund requirement are to be funded from the proceeds of the Issue, there is no requirement to make firm arrangements of finance under Regulation 230(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the proposed Issue.*

In case of any increase in the actual utilization of funds earmarked for the Objects, such additional funds for a particular activity will be met by way of means available to our Company, including from internal accruals. If the actual utilization towards any of the Objects is lower than the proposed deployment such balance will be

used for future growth opportunities including funding existing objects, if required. In case of delays in raising funds from the Issue, our Company may deploy certain amounts towards any of the above mentioned Objects through a combination of Internal Accruals or Unsecured Loans (Bridge Financing) and in such case the Funds raised shall be utilized towards repayment of such Unsecured Loans or recouping of Internal Accruals. However, we confirm that no bridge financing has been availed as on date, which is subject to being repaid from the Issue Proceeds.

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

For further details on the risks involved in our business plans and executing our business strategies, please see the section titled "Risk Factors" beginning on page 20 of the Draft Prospectus.

### Details of Utilization of Net Proceeds

The details of utilization of the Net Proceeds are set forth herein below:

#### 1. To Meet Working Capital Requirement

Our business is working capital intensive as the major capital is invested in trade receivables and inventories as the money gets blocked in the projects under development. The Company will meet the requirement to the extent of ₹ [●] from the Net Proceeds of the Issue and balance from borrowings at an appropriate time as per the requirement.

Details of Estimation of Working Capital requirement are as follows:

(₹ In Lacs)						
S. No.	Particulars	Actual (Restated)	Actual (Restated)	Actual (Restated)	Estimated	Estimated
		31-March-2017	31-March-2018	31-March-2019	31-March-2020	31-March-2021
I	<b>Current Assets</b>					
	Current Investments	144.70	39.36	153.06	[●]	[●]
	Inventories	1294.99	1924.26	2588.53	[●]	[●]
	Trade receivables	-	-	363.83	[●]	[●]
	Cash and bank balances	39.75	29.33	13.58	[●]	[●]
	Short-term loans and advances	61.93	79.01	91.39	[●]	[●]
	Other current assets	868.68	770.04	872.83	[●]	[●]
	<b>Total(A)</b>	<b>2410.05</b>	<b>2840.00</b>	<b>4083.22</b>	[●]	[●]
II	<b>Current Liabilities</b>					
	Trade payables	96.88	130.42	437.12	[●]	[●]
	Other current liabilities	1375.65	1511.13	1426.81	[●]	[●]
	Short-term provisions	126.34	167.91	100.32	[●]	[●]
	<b>Total (B)</b>	<b>1598.87</b>	<b>1809.46</b>	<b>1964.25</b>	[●]	[●]
III	<b>Total Working Capital Gap (A-B)</b>	<b>811.18</b>	<b>1030.54</b>	<b>2118.97</b>	[●]	[●]
IV	<b>Funding Pattern</b>					
	Borrowings and Internal accruals	811.18	1032.54	2118.97	[●]	[●]
	<b>IPO Proceeds</b>					[●]

#### Justification:

S. No.	Particulars
Inventories	We expect Inventories turnover days to be at [●] Days for F.Y. 2020-21 based on [●]

<b>Debtors</b>	We expect Debtors Holding days to be at [●] Days for F.Y. 2020-21 based on [●]
<b>Creditors</b>	We expect Creditors payments days to be [●] days for F.Y. 2020-21 due to [●]

## 2. General Corporate Purpose

Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. We intend to deploy the balance Fresh Issue proceeds aggregating ₹ [●] towards the general corporate purposes to drive our business growth. In accordance with the policies set up by our Board, we have flexibility in applying the remaining Net Proceeds, for general corporate purpose including but not restricted to, meeting operating expenses, initial development costs for projects other than the identified projects, and the strengthening of our business development and marketing capabilities, meeting exigencies, which the Company in the ordinary course of business may not foresee or any other purposes as approved by our Board of Directors, subject to compliance with the necessary provisions of the Companies Act, 2013.

We confirm that any issue related expenses shall not be considered as a part of General Corporate Purpose. Further, we confirm that the amount for general corporate purposes, as mentioned in the Draft Prospectus, shall not exceed 25% of the amount raised by our Company through this Issue.

## 3. Public Issue Expenses

The total estimated Issue Expenses are Rs. [●], which is [●] % of the total Issue Size. The details of the Issue Expenses are tabulated below:

Activity	(Rs. in Lakh)*	As a % of Estimates Issue Expenses	As a % of Issue Size
Lead Manger Fees	[●]	[●]	[●]
Underwriting Commission	[●]	[●]	[●]
Fees Payable to Registrar to the Issue	[●]	[●]	[●]
Fees Payable to Advertising and Marketing Expenses	[●]	[●]	[●]
Fees Payable to Regulators including Stock Exchanges	[●]	[●]	[●]
Payment for Printing & Stationery, Distribution, Postage, etc.	[●]	[●]	[●]
Others (Fees Payable to Auditor, Legal Advisors, Brokerage*, Processing Fees* and Miscellaneous Expenses)	[●]	[●]	[●]
<b>Total</b>	[●]	[●]	[●]

\* Includes commission/Processing fees of Rs. [●] per valid application forms for SCSB"s. In case the total processing fees payable to SCSBs exceeds Rs. [●] lakh, then the amount payable to SCSBs would be proportionately distributed based on the number of valid applications such that the total Processing Fees payable does not exceed Rs. [●] lakh.

### Proposed Schedule of Implementation:

The proposed year wise break up of deployment of funds and Schedule of Implementation of Net Issue Proceeds is as under:

S. No.	Particulars	Amount to be deployed and utilized in	
		F.Y. 20-21	
1.	To meet Working Capital requirements	[●]	[●]
2.	General Corporate Purpose	[●]	[●]
3.	Issue Expenses	[●]	[●]
	<b>Total</b>	[●]	[●]

### **Funds Deployed and Source of Funds Deployed:**

[●], Chartered Accountants vide their certificate dated [●] have confirmed that as on date of certificate the following funds have been deployed for the proposed object of the Issue:

<b>Particulars</b>	<b>Amt (₹ in Lakh)</b>
Issue Expenses	[●]
<b>Total</b>	<b>[●]</b>

### **Sources of Financing for the Funds Deployed:**

[●], Chartered Accountants vide their certificate dated [●] have confirmed that as on date of certificate the following funds have been deployed for the proposed object of the Issue:

<b>Particulars</b>	<b>Amt (₹ in Lakh)</b>
Internal Accruals	[●]
<b>Total</b>	<b>[●]</b>

### **Appraisal**

None of the Objects have been appraised by any bank or financial institution or any other independent third party organization. The funding requirements of our Company and the deployment of the proceeds of the Issue are currently based on available quotations and 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 but not limited to variations in interest rate structures, changes in our financial condition and current commercial conditions of our Business 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 the Draft Prospectus, we have not raised any bridge loans which are proposed to be repaid from the Net Proceeds.

### **Monitoring Utilization of Funds**

As the size of the Issue will not exceed Rs.10,000 Lakhs, the appointment of Monitoring Agency would not be required as per Regulation 262(1) of the SEBI ICDR Regulations. Our Board and the management will monitor the utilization of the Net Issue Proceeds through our audit committee. Pursuant to Regulation 32 of the SEBI Listing Regulations, our Company shall on half-yearly basis disclose to the Audit Committee the Application of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Draft Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full.

### **Interim Use of Proceeds**

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

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

### **Variation in Objects**

In accordance with Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the Issue without our Company being authorized to do so by the Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the

prescribed details as required under the Companies Act and shall be published in accordance with the Companies Act and the rules there under. As per the current provisions of the Companies Act, our Promoters or controlling Shareholders would be required to provide an exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

**Other confirmations**

There is no material existing or anticipated transactions with our Promoter, our Directors, our Company's key Managerial personnel, in relation to the utilization 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 except in the normal course of business and in compliance with the applicable laws.



## BASIS FOR ISSUE PRICE

Investors should read the following summary with the section titled “**Risk Factors**”, the details about our Company under the section titled “**Our Business**” and its financial statements under the section titled “**Financial Information of the Company**” beginning on page 20, 90 and 132 respectively of the Draft Prospectus. The trading price of the Equity Shares of Our Company could decline due to these risks and the investor may lose all or part of his investment.

The Issue Price will be determined by our Company in consultation with the LM on the basis of the quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹ 10.00 each and the Issue Price is Rs. [●] times of the face value.

### QUALITATIVE FACTORS

We believe the following business strengths allow us to successfully compete in the industry:

- Developable land identification capabilities and strong execution.
- Focus on a Diversified Business Model
- Experienced Promoters and strong Management Team
- Strong presence in Pune
- Quality Assurance and Standards

For a detailed discussion on the qualitative factors which form the basis for computing the price, please refer to sections titled “**Our Business**” beginning on page 90 of the Draft Prospectus.

### QUANTITATIVE FACTORS

The information presented below relating to our Company is based on the Restated Financial Statements. For details, please refer section titled “**Financial Information of the Company**” on page 132 of this Draft Prospectus.

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

#### 1. Basic & Diluted Earnings per share (EPS) (Face value of Rs. 10 each), as adjusted for change in capital:

As per the Restated Financial Statements;

Sr. No	Period	Basic & Diluted(₹)	Weights
1.	Period ending March 31, 2019	9.49	3
2.	Period ending March 31, 2018	31.41	2
3.	Period ending March 31, 2017	23.71	1
	<b>Weighted Average</b>	<b>19.17</b>	
	<b>October 31, 2019*</b>	<b>0.34</b>	

\*not annualized

Notes:

- i. The figures disclosed above are based on the Restated Financial Statements of the Company.
- ii. The face value of each Equity Share is ₹10.00.
- iii. Earnings per Share has been calculated in accordance with Accounting Standard 20 – “Earnings per Share” issued by the Institute of Chartered Accountants of India.
- iv. The above statement should be read with Significant Accounting Policies and the Notes to the Restated Financial Statements as appearing in Annexure IV.
- v. Basic Earnings per Share = Net Profit/(Loss) after tax, as restated attributable to equity shareholders / Weighted average number of equity shares outstanding during the year/ period
- vi. Diluted Earnings per Share = Net Profit/ (Loss) after tax, as restated attributable to equity shareholders / Weighted average number of diluted potential equity shares outstanding during the year/ period.

**Price Earning (P/E) Ratio in relation to the Issue Price of Rs. [●]**

Particulars	(P/E) Ratio
P/E ratio based on the Basic & Diluted EPS, as restated for period ending March 31, 2019.	[●]
P/E ratio based on the Weighted Average EPS, as restated.	[●]

Industry P/E Ratio*	
Highest (Art Nirman Limited)	39.50
Lowest (Ajmera Realty & Infra India Ltd.)	7.70
Industry Average	21.33

\*For the purpose of industry, we believe the companies engaged in the real estate sector/realty sector are the listed peer Companies engaged in the similar line of business segment, however, they may not be exactly comparable in terms of size or business portfolio on a whole with that of our business.

Average PE have been calculated based on the PE of the Peer companies namely Ajmera Realty & Infra India Ltd., Arihant Foundations & Housing Ltd., Art Nirman Ltd., Kolte Patil Developers Ltd. & Puravankara Ltd.

**Note:**

i. The P/E ratio has been computed by dividing Issue Price with EPS.

ii. P/E Ratio of the company is based on the ACE Equity data dated February 03, 2020.

**3. Return on Net worth (RoNW)\***

Sr. No	Period	Basic & Diluted(₹)	Weights
1.	Period ending March 31, 2019	8.78%	3
2.	Period ending March 31, 2018	31.84%	2
3.	Period ending March 31, 2017	35.25%	1
	<b>Weighted Average</b>	<b>20.88%</b>	
	<b>October 31, 2019**</b>	<b>0.27%</b>	

\*Restated Profit after tax/Net Worth

\*\*not annualized

**Note:**

i. The RoNW has been computed by dividing net profit after tax (excluding exceptional items) with restated Networth as at the end of the year/period

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

Sr. No.	NAV per Equity Share	Amt. in Rs.
1.	As at March 31, 2019	10.82
2.	As at March 31, 2018	9.87
3.	As at October 31, 2019	12.66
4.	NAV per Equity Share after the Issue	[●]
5.	Issue Price	[●]

**Note:**

i. The NAV per Equity Share has been computed by dividing restated networth with weighted average number of equity shares outstanding at the end of the year/period.

**6. Comparison of Accounting Ratios with Industry Peers**

Name of Company	Current Market Price (Rs.)	Face Value (Rs.)	EPS *	PE	RoNW (%) *	Book Value (Rs.)	Total Income (Rs. in crores)
Suratwala Business Group Limited	[●]	10.00	9.49	[●]	8.78%	10.82	9.13
<b>Peer Group</b>							
Ajmera Realty & Infra India Ltd.	130.55	10.00	16.96	7.70	12.45	157.32	342.85
Arihant Foundations &	22.75	10.00	1.28	17.79	0.97	177.28	62.96

Housing Ltd.							
Art Nirman Ltd.	26.25	10.00	0.66	39.50	6.81	19.48	18.89
Kolte Patil Developers Ltd.	240.00	10.00	11.18	21.47	9.46	103.80	466.47
Puravankara Ltd.	61.35	5.00	3.04	20.20	5.04	69.48	1472.82

**Notes:**

- (i) Source – ACE Equity dated February 03, 2020. For our Company, we have taken CMP as the issue price of equity share. Further, P/E Ratio is based on the CMP of the respective scrips.
- (ii) The EPS, NAV, RoNW and revenue from operations of the Company are taken as per Restated Financial Statement for the Financial Year 2018-19
- (iii) NAV per share is computed as the closing net worth divided by the closing outstanding number of paid up equity shares.
- (iv) P/E Ratio of the company is based on the ACE Equity data dated February 03, 2020.
- (v) RoNW has been computed as net profit after tax divided by closing net worth.
- (vi) Net worth has been computed in the manner as specifies in Regulation 2(1)(hh) of SEBI (ICDR) Regulations, 2018.
- (vii) The face value of Equity Shares of our Company is Rs. 10/- per Equity Share and the Issue price is [●] times the face value of equity share.

The Issue Price of ₹ [●] will be determined by our Company in consultation with the LM and will be justified by us in consultation with the LM on the basis of the above information. Investors should read the abovementioned information along with "Our Business", "Risk Factors" and "Restated Financial Statements" on pages 90, 20 and 132 respectively, to have a more informed view. The trading price of the Equity Shares of our Company could decline due to the factors mentioned in "Risk Factors" or any other factors that may arise in the future and you may lose all or part of your investments.

**STATEMENT OF TAX BENEFITS**

To,  
The Board of Directors,  
Suratwala Business Group Limited  
(Formerly Known as Suratwala Housing Private Limited)  
4/38, Sumangal, Sahakar Colony,  
Karve Road, Erandawane, Pune 411004

Dear Sir,

**Sub: Statement of Possible Tax Benefits ('The Statement') available to Suratwala Business Group Limited ("The Company") and its shareholders prepared in accordance with the requirement in SCHEDULE VIII- CLAUSE (VII) (L) of Securities and Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations 2018, as amended ("The Regulation")**

We hereby report that the enclosed annexure prepared by Suratwala Business Group Limited, states the possible special Tax benefits available to Suratwala Business Group Limited ("the Company") and the shareholders of the Company under the Income - Tax Act, 1961 ('Act'), 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 business imperatives, the Company may or may not choose to fulfill.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and do not cover any general tax benefits available to the Company Further , the preparation of enclosed statement and the contents stated therein 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 is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and 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 proposed initial public offering of equity shares ("the Issue") by the Company.

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

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

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company. Our views are based on facts and assumptions indicated to us and the existing provisions of tax law and its interpretations, which are subject to change or modification from time to time by subsequent legislative, regulatory, administrative, or judicial decisions. Any such changes, which could also be retrospective, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein. This report including enclosed annexure are intended solely for your information and for the inclusion in the Draft Prospectus/ Prospectus or any other issue related material in connection with the proposed initial public offer of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

**For S.S.P.M.& Co.  
Chartered Accountants  
FRN 121466W**

Sd/-  
(CA. Nadeem Virani)  
Partner  
M. No. 176397  
Place: Pune  
Date: February 03, 2020

**ANNEXURE TO THE STATEMENT OF POSSIBLE TAX BENEFITS**

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

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

<b>A. SPECIAL TAX BENEFITS TO THE COMPANY</b>	<b>NIL</b>
<b>B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER</b>	<b>NIL</b>

Note:

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.
2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.
3. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

## SECTION V – ABOUT THE COMPANY

### INDUSTRY OVERVIEW

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

#### **Overview of Global Economy:**

Global growth in 2019 has been downgraded to 2.6 percent, 0.3 percentage point below previous forecasts, reflecting weaker-than-expected international trade and investment at the start of the year. Growth is projected to gradually rise to 2.8 percent by 2021, predicated on continued benign global financing conditions, as well as a modest recovery in emerging market and developing economies (EMDEs) previously affected by financial market pressure. However, EMDE growth remains constrained by subdued investment, which is dampening prospects and impeding progress toward achieving development goals. Risks are also firmly on the downside, in part reflecting the possibility of destabilizing policy developments, including a further escalation of trade tensions between major economies; renewed financial turmoil in EMDEs; and sharper-than-expected slowdowns in major economies. It is therefore urgent for EMDEs to reinforce policy buffers and build resilience to possible negative shocks, and to implement reforms that promote private investment and improve public sector efficiency. Efforts to strengthen access to markets and technology while boosting the quality of infrastructure and governance should be prioritized and be implemented through cost-effective and private-sector-led solutions. Structural reforms aimed at improving the business climate would also boost growth prospects. Well-designed social safety nets and active labor market policies are key to managing risks and protecting vulnerable groups.

Global economic activity continued to soften at the start of 2019, with trade and manufacturing showing signs of marked weakness. Heightened policy uncertainty, including a recent re-escalation of trade tensions between major economies, has been accompanied by a deceleration in global investment and a decline in confidence. Activity in major advanced economies—particularly in the Euro Area—as well as in some large emerging market and developing economies (EMDEs) has been weaker than previously expected. Recent high frequency indicators suggest this period of weakness may be receding; however, global activity remains subdued.

Amid low global inflation and a deterioration of the growth outlook, the prospect that the U.S. Federal Reserve and other major central banks will tighten monetary policy in the near term has faded, leading to an easing in global financing conditions and a recovery of capital flows to EMDEs. However, weakening external demand has weighed on export growth across EMDE regions. Although demand for industrial commodities has generally softened, prices have partially recovered because of tightening supply conditions. EMDE growth momentum continues to be generally subdued, as slowing global trade and persistent policy uncertainty in key economies are only partially offset by recent improvements in external financing conditions.



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

(Percent change from previous year)

Percentage point differences  
from January 2019 projections

	2016	2017	2018e	2019f	2020f	2021f	2019f	2020f	2021f
<b>World</b>	<b>2.6</b>	<b>3.1</b>	<b>3.0</b>	<b>2.6</b>	<b>2.7</b>	<b>2.8</b>	<b>-0.3</b>	<b>-0.1</b>	<b>0.0</b>
<b>Advanced economies</b>	<b>1.7</b>	<b>2.3</b>	<b>2.1</b>	<b>1.7</b>	<b>1.5</b>	<b>1.5</b>	<b>-0.3</b>	<b>-0.1</b>	<b>0.0</b>
United States	1.6	2.2	2.9	2.5	1.7	1.6	0.0	0.0	0.0
Euro Area	2.0	2.4	1.8	1.2	1.4	1.3	-0.4	-0.1	0.0
Japan	0.6	1.9	0.8	0.8	0.7	0.6	-0.1	0.0	0.0
<b>Emerging market and developing economies</b>	<b>4.1</b>	<b>4.5</b>	<b>4.3</b>	<b>4.0</b>	<b>4.6</b>	<b>4.6</b>	<b>-0.3</b>	<b>0.0</b>	<b>0.0</b>
Commodity-exporting EMDEs	1.5	2.1	2.2	2.1	3.1	3.0	-0.4	0.1	0.0
Other EMDEs	6.0	6.1	5.8	5.2	5.5	5.5	-0.3	-0.1	-0.1
Other EMDEs excluding China	5.1	5.4	4.9	4.2	4.8	5.0	-0.5	-0.1	-0.1
East Asia and Pacific	6.3	6.5	6.3	5.9	5.9	5.8	-0.1	-0.1	0.0
China	6.7	6.8	6.6	6.2	6.1	6.0	0.0	-0.1	0.0
Indonesia	5.0	5.1	5.2	5.2	5.3	5.3	0.0	0.0	0.0
Thailand	3.4	4.0	4.1	3.5	3.6	3.7	-0.3	-0.3	-0.2
Europe and Central Asia	1.9	4.1	3.1	1.6	2.7	2.9	-0.7	0.0	0.0
Russia	0.3	1.6	2.3	1.2	1.8	1.8	-0.3	0.0	0.0
Turkey	3.2	7.4	2.6	-1.0	3.0	4.0	-2.6	0.0	-0.2
Poland	3.1	4.8	5.1	4.0	3.6	3.3	0.0	0.0	0.0
Latin America and the Caribbean	-0.3	1.7	1.6	1.7	2.5	2.7	-0.4	-0.2	0.0
Brazil	-3.3	1.1	1.1	1.5	2.5	2.3	-0.7	0.1	-0.1
Mexico	2.9	2.1	2.0	1.7	2.0	2.4	-0.3	-0.4	0.0
Argentina	-2.1	2.7	-2.5	-1.2	2.2	3.2	0.5	-0.5	0.1
Middle East and North Africa	5.1	1.2	1.4	1.3	3.2	2.7	-0.6	0.5	0.0
Saudi Arabia	1.7	-0.7	2.2	1.7	3.1	2.3	-0.4	0.9	0.1
Iran	13.4	3.8	-1.9	-4.5	0.9	1.0	-0.9	-0.2	-0.1
Egypt <sup>2</sup>	4.3	4.2	5.3	5.5	5.8	6.0	-0.1	0.0	0.0
South Asia	8.1	6.7	7.0	6.9	7.0	7.1	-0.2	-0.1	0.0
India <sup>3</sup>	8.2	7.2	7.2	7.5	7.5	7.5	0.0	0.0	0.0
Pakistan <sup>2</sup>	4.6	5.4	5.8	3.4	2.7	4.0	-0.3	-1.5	-0.8
Bangladesh <sup>2</sup>	7.1	7.3	7.9	7.3	7.4	7.3	0.3	0.6	0.5
Sub-Saharan Africa	1.3	2.6	2.5	2.9	3.3	3.5	-0.5	-0.3	-0.2
Nigeria	-1.6	0.8	1.9	2.1	2.2	2.4	-0.1	-0.2	0.0
South Africa	0.6	1.4	0.8	1.1	1.5	1.7	-0.2	-0.2	-0.1
Angola	-2.6	-0.1	-1.7	1.0	2.9	2.8	-1.9	0.3	0.0
<b>Memorandum items:</b>									
<b>Real GDP<sup>1</sup></b>									
High-income countries	1.7	2.3	2.1	1.8	1.6	1.6	-0.2	-0.1	0.0
Developing countries	4.4	4.8	4.6	4.2	4.7	4.8	-0.3	-0.1	0.0
Low-income countries	4.8	5.6	5.6	5.4	6.0	6.1	-0.5	-0.2	-0.2
BRICS	4.6	5.3	5.4	5.1	5.3	5.3	-0.1	0.0	0.0
World (2010 PPP weights)	3.3	3.7	3.7	3.3	3.5	3.6	-0.3	-0.1	0.0
<b>World trade volume<sup>4</sup></b>	<b>2.8</b>	<b>5.5</b>	<b>4.1</b>	<b>2.6</b>	<b>3.1</b>	<b>3.2</b>	<b>-1.0</b>	<b>-0.4</b>	<b>-0.2</b>
<b>Commodity prices<sup>5</sup></b>									
Oil price	-15.6	23.3	29.4	-3.4	-1.5	0.7	-0.5	-1.5	0.7
Non-energy commodity price index	-2.8	5.5	1.7	-2.1	-0.1	1.4	-3.1	-1.3	0.2

Global growth in 2019 has been downgraded to 2.6 percent—0.3 percentage point below previous projections—reflecting the broad-based weakness observed during the first half of the year, including a further deceleration in investment amid rising trade tensions. In particular, global trade growth in 2019 has been revised down a full percentage point, to 2.6 percent—slightly below the pace observed during the 2015-16 trade slowdown, and the weakest since the global financial crisis.

As recent softness abates, global growth is projected to edge up to 2.7 percent in 2020 and to 2.8 percent in 2021. Slowing activity in advanced economies and China is expected to be accompanied by a modest cyclical recovery in major commodity exporters and in a number of EMDEs affected by recent pressure related to varying degrees of financial market stress or idiosyncratic headwinds such as sanctions (Figure 1.1.D). EMDE growth is projected to pick up from a four-year low of 4 percent in 2019—0.3 percentage point below previous projections—to 4.6 percent in 2020-21. This recovery is predicated on the waning impact of earlier financial pressure currently weighing on activity in some large EMDEs, and on more benign global financing conditions than previously expected. It also assumes no further escalation in trade restrictions between major economies and stability in commodity prices. Despite this projected recovery, per capita growth in a large number of EMDEs will remain insufficient to narrow income gaps with advanced economies—including in Sub-Saharan Africa, a region with a high concentration of poverty.



Moreover, EMDE investment growth will remain soft, particularly in commodity exporters and countries affected by recent pressures. Factors contributing to the weak pace of EMDE investment growth include elevated debt levels, limited fiscal space, lack of clarity about policy direction, and inadequate business climates. Subdued investment will weigh on EMDE growth prospects directly through slower capital deepening and indirectly through its dampening impact on productivity, which will make achieving the Sustainable Development Goals more difficult.

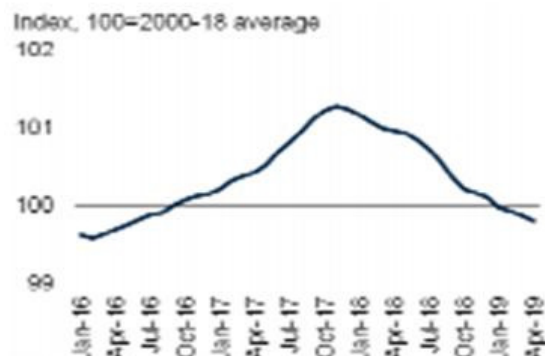
### A. Global growth



### B. Global manufacturing and new export orders



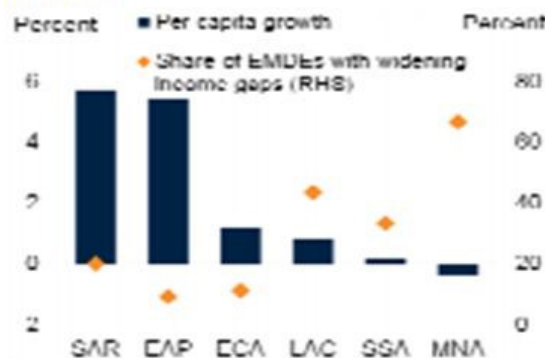
### C. Global business confidence



### D. Growth in EMDEs



### E. Per capita growth and share of EMDEs with widening income gaps in 2019



### F. Investment growth in EMDEs



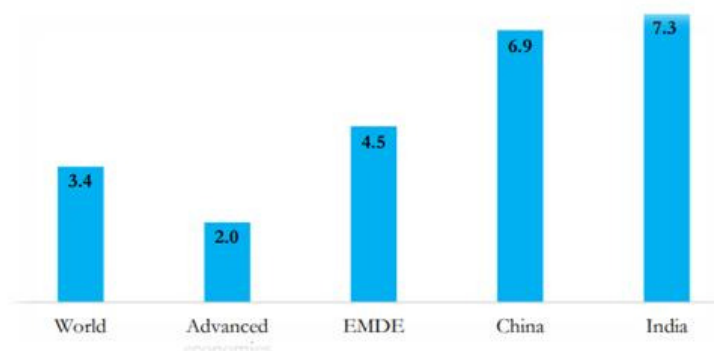
(Source: <http://www.worldbank.org/en/publication/global-economic-prospects>)

### Overview of Indian Economy:

After registering GDP growth of over 7 per cent for the third year in succession in 2016-17, the Indian economy is headed for somewhat slower growth, estimated to be 6.5 per cent in 2017-18, as per first Advance Estimates released by CSO. This is slightly lower than the range of 6.5 per cent to 6.75 per cent being currently projected based on recent developments. Even with this lower growth for 2017-18, GDP growth has averaged 7.3 per cent for the period from 2014-15 to 2017-18, which is the highest among the major economies of the world. That this growth has been achieved in a milieu of lower inflation, improved current account balance and notable reduction in the fiscal deficit to GDP ratio makes it all the more creditable. In addition to the introduction of GST, the year also witnessed significant steps being undertaken towards resolution of problems associated with non-performing assets of the banks, further liberalization of FDI, etc., thus strengthening the momentum of reforms. After remaining in negative territory for a couple of years, growth of exports rebounded into positive one during 2016-17 and strengthened further in 2017-18. There was an augmentation in the spot levels of foreign exchange reserves to close to US\$ 414 billion, as on 12th January 2018.

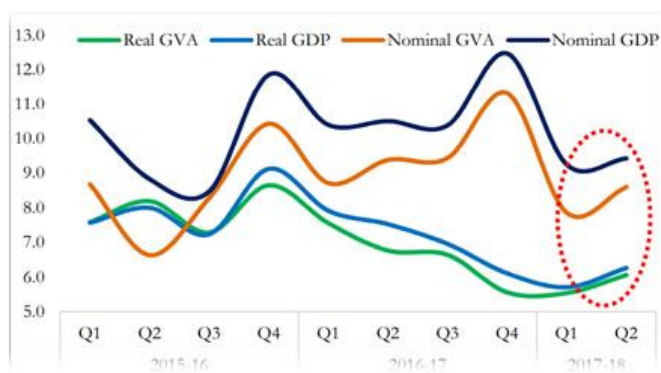
#### ➤ GDP GROWTH IN 2017-18

With Gross Domestic Product (GDP) growth averaging 7.5 per cent between 2014-15 and 2016-17, India can be rated as among the best performing economies in the world on this parameter. Although growth is expected to decline to 6.5 per cent in 2017-18, bringing the 4-year average to 7.3 per cent, the broad story of India's GDP growth to be significantly higher than most economies of the world does not alter. The growth is around 4 percentage points higher than global growth average of last 3 years and nearly 3 percentage points more than the average growth achieved by emerging market & developing economies (EMDE)



Average growth of GDP during 2014-17

From a low of 5.5 per cent in 2012-13, growth in GDP steadily improved for 3 years and peaked in 2015-16, particularly in fourth quarter (Q4) when it printed 9.1 per cent (GVA growth also peaked in Q4 of 2015-16). However, growth started slowing down from first quarter (Q1) of 2016-17. GDP and GVA growth slowed to 6.1 per cent and 5.6 per cent respectively in Q4 of 2016-17. GDP growth further declined to 5.7 per cent in Q1 of 2017-18. However, the second quarter (Q2) of 2017-18 witnessed reversal of declining trend of GDP growth, with growth increasing to 6.3 per cent. The nominal GDP and GVA growth also picked up to 9.4 per cent and 8.6 per cent respectively in Q2 of 2017-18.



Quarterly growth in GDP and GVA (per cent)

➤ INDUSTRIAL, CORPORATE AND INFRASTRUCTURE PERFORMANCE

As per the Index of Industrial Production (IIP), which is a volume index with base year 2011-12, the industrial output increased by 3.2 per cent during April-November 2017-18 vis-à-vis the corresponding period of previous year. This was a composite effect of growth in electricity generation at 5.2 per cent and growth in mining and manufacturing sectors at 3.0 per cent and 3.1 per cent respectively. In November 2017, the IIP registered a growth of 8.4 per cent to take the April-November growth to 3.2 per cent over the corresponding period of previous year. The eight Core infrastructure supportive industries, viz. coal, crude oil, natural gas, petroleum refinery products, fertilizers, steel, cement and electricity that have a total weight of nearly 40 per cent in the IIP attained a cumulative growth of 3.9 per cent during April-November 2017- 18 over the corresponding period of previous year. The production growth of coal, natural gas, refinery products, steel, cement and electricity were positive. The steel production increased substantially, while the production of crude oil and fertilizers fell marginally during the period.

➤ PRICES AND MONETARY MANAGEMENT

Inflation in the country continued to moderate during 2017-18. Headline inflation as per Consumer Price Index – Combined (CPI-C) declined to 3.3 per cent in 2017-18 (Apr-Dec) from 4.8 per cent in the corresponding period of 2016- 17. CPI inflation, which was below 3.0 per cent in the first quarter of 2017-18 mainly due to lower food inflation, especially pulses and vegetables, rose marginally and stood at 3.0 per cent in the Q2 of 2017-18. Food inflation in terms of the Consumer Food Price Index (CFPI) declined to 1.2 per cent during 2017-18 (Apr-Dec) from 5.1 per cent in 2016-17 (Apr-Dec). CPI-based core (non-food, non-fuel) inflation also declined to 4.5 per cent in 2017-18 (Apr-Dec) from 4.8 per cent in 2016-17 (Apr-Dec). Inflation for all the major subgroups of CPI-C, except housing and fuel & light groups, declined in 2017-18 (Apr-Dec) over 2016-17 (Apr-Dec). The decline was sharpest for food & beverages. 1.33 Average inflation based on the Wholesale Price Index (WPI) stood at 2.9 per cent in 2017-18 (Apr-Dec) as compared to 0.7 per cent in 2016- 17 (Apr-Dec). WPI inflation which remained subdued for several months, surged during February and March 2017 due to sudden spurt in global crude oils prices. Thereafter, with the moderation in the global crude prices, inflation also moderated in the next four months till July, reaching a low of 0.9 per cent in June 2017. As oil prices bounced back and moved upwards in the successive months, coupled with rising food prices, inflation too rose and reached the level of 3.6 per cent in December 2017.

➤ EXTERNAL SECTOR

The global economy has been gathering pace and is expected to accelerate from 3.2 per cent in 2016 to 3.7 per cent in 2018. World trade volume growth is projected to increase from 2.4 per cent in 2016 to 4.2 per cent and 4.0 per cent respectively in 2017 and 2018. Commodity prices (fuel and nonfuel) are also expected to grow in contrast to decline in the last few years. India's external sector has continued to be resilient and strong in 2017-18 so far and the balance of payments (BoP) situation continued to be comfortable. Current account deficit (CAD) was 1.8 per cent of GDP, merchandise exports grew by 12 per cent, net services receipts grew by 14.6 per cent, net foreign investment grew by 17.4 per cent, and external debt indicators improved in H1 of 2017-18.

➤ FOREIGN EXCHANGE RESERVES

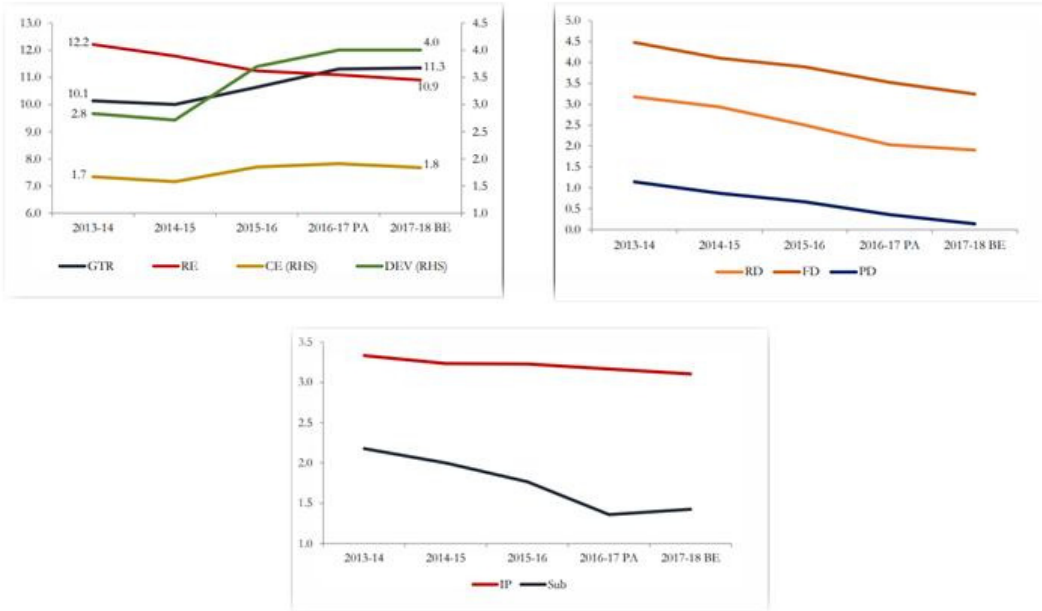
India's foreign exchange reserves reached US\$ 409.4 billion on December 29, 2017, with a growth of 14.1 per cent on a YoY basis from end December 2016 and growth of 10.7 per cent from End-March 2017. The foreign exchange reserves were US\$ 413.8 billion on 12th January 2018. The foreign exchange reserves in nominal terms (including the valuation effects) increased by US\$ 30.3 billion during H1 of 2017 as compared to an increase of US\$ 11.8 billion during the same period of preceding year. The import cover of India's foreign exchange reserves increased to 11.1 months at End-September 2017.

➤ FISCAL DEVELOPMENTS

Sound public financial management has been one of the pillars of India's macro-economic stability in the last three years. Based on this firm footing, the Government, in partnership with the States, ushered in the long-awaited GST era. The GST was unveiled after comprehensive preparations, calculations and multi-stage consultations, yet the sheer magnitude of change meant that it needed to be carefully managed. The Government is navigating the change and challenges, including the possibility that a substantial portion of the last-month

GST collections may spill over to the next year. Meanwhile, direct tax collections are expected to meet targets. And spending plans are broadly on track.

The firm footing afforded by the Government to unleash tax reforms in the current year could be perused from the Charts below. Most fiscal indicators-revenue buoyancy, expenditure quality, devolution and deficits improved discernibly in the last three years.



**Fiscal indicators as percentage of GDP**

➤ **EASE OF DOING BUSINESS**

The year 2017-18 has been remarkable for India’s global image as a promising investment destination. In recognition of the reforms carried out by the Government, Moody’s Investor Service upgraded India’s sovereign credit rating to Baa2 from the lowest investment grade of Baa3 after a period of 13 years. India ranked 100 among 190 countries assessed by the Doing Business Team in the Ease of Doing Business Report, 2018 with an improvement of 30 ranks over its rank of 130 in the Ease of Doing Business Report 2017. India saw an improvement in six out of ten indicators namely – Dealing with construction permits, getting credit, protecting minority investors, paying taxes, enforcing contracts and resolving insolvency.



**Ranking on Doing Business Topics**

These improvements in rankings have been a result of various reform measures undertaken by the Government including Structural and deep-seated reforms such as Goods and Services Tax (GST) and Insolvency and

Bankruptcy Code (IBC); reforms aimed at strengthening India's institutions – Demonetization, mechanism for inflation targeting via the Monetary Policy; progress in Aadhaar enrollment and use in targeted delivery of benefits; and announcement of the Government's decision for recapitalization of public sector banks.

(Source: *Economic Survey 2017-18*- [www.indiabudget.nic.in](http://www.indiabudget.nic.in))

### **The Role of Real-Estate Industry in the Indian Economy**

Housing is one of the fastest moving sectors in the country. According to Census 2011, 377.1 million Indians comprising 31.14 per cent of the country's population lived in urban areas, which are projected to grow more than 600 million by 2031. Urbanization in India has become an important and irreversible process, and it is an important determinant of economic growth and poverty reduction. The process of urbanization has been characterized by increase in the number of large cities, although India may be said to be in the midst of transition from a predominantly rural to a quasi-urban society. Ministry of Housing and Urban Affairs (MoHUA) addresses various issues relevant to urban sector through appropriate policy guidelines, subordinate legislation and sectoral programmes.

### **Policy Initiatives**

The Real Estate (Regulation and Development) Act, 2016 (RERA): One of the important concerns in the real estate sector is the legal battle being fought by home buyers against the builders for delaying the housing projects. The RERA is one of the significant reforms implemented in the real estate sector. The core objective of this transformative legislation is to ensure regulation and promote real estate sector in an efficient and transparent manner and to protect the interest of home buyers. Rules under RERA has been notified by 30 States/UTs and 28 States/UTs have set up the Regulatory Authorities. North Eastern States (Arunachal Pradesh, Meghalaya, Nagaland and Sikkim) are under process to notify the rules under RERA. Though RERA was not applicable in the state of Jammu & Kashmir, the State has notified its own legislation named as 'The Jammu and Kashmir Real Estate (Regulation and Development) Act, 2018' on 16 December, 2018.

Pradhan Mantri Awas Yojana (Urban): PMAY was launched on 25 June 2015 with the objective of providing housing facilities to all the eligible families/beneficiaries by 2022. So far 4,427 cities/towns have been included under PMAY (U). The duration of the Mission is seven years (2015-16 to 2021-22) and has four components: "Insitu" Slum Redevelopment, Credit Linked Subsidy Scheme, Affordable Housing in Partnership with public or private sector and Beneficiary-led individual house construction/ enhancements Smart Cities Mission 8.68 Smart Cities Mission (SCM) was launched in June 2015 for a 5-year period with the objective of promoting cities that provide core infrastructure and give a decent quality life to its citizens. The strategic components of Smart Cities initiative are area-based development involving city improvement (retrofitting), city renewal (redevelopment) and city extension (Greenfield development) and a Pan-city development in which Smart Solutions are applied covering larger parts of the city. The 100 cities under the Mission have proposed to execute 5,151 projects worth Rs. 2,05,018 crore in 5 years from their respective dates of selection. Financial innovation is in-built in the design of the programme. The distribution of funding from Central and State Government is Rs. 93,552 crore (45 per cent) and funds from PPP is Rs. 41,022 crore (21 per cent).

The share of real estate sector which includes ownership of dwellings accounted for 7.7 per cent in India's overall GVA in 2015-16. The growth of this sector decelerated in the last three years from 7.5 per cent in 2013-14 to 6.6 per cent in 2014-15 and further to 4.4 per cent in 2015-16. This was mainly due to the growth of ownership of dwelling segment having a share of 6.8 per cent in overall GVA decelerating from 7.1 per cent in 2013-14 to 3.2 per cent in 2015-16. The growth of the construction sector which includes buildings, dams, roads, bridges, etc. has decelerated to 1.7 per cent in 2016-17 from 5.0 per cent in 2015-16.

Rising NPAs, higher risk provisioning assigned to real estate sector and dwindling profits in the real estate sector, have made banks reluctant to lend to the sector. As a result, share of bank lending for organized funding to real estate sector has dropped significantly from over 68 per cent in 2013, to 17 per cent in 2016. Interestingly, Private Equity (PE) funds and financial institutions such as pension funds and sovereign wealth funds have replaced banks as the largest source of this sector. The share of PE funds and these institutions in real estate funding has gone up significantly from 14 per cent in 2013 to over 82 per cent in 2016. On a cumulative basis for the 2013-16 period, PE funds have been the highest source of funding accounting for 57 per cent share, followed by bank lending with 34 per cent share, while the remaining 9 per cent is funded through FDI inflows.



Real estate and construction together, is the second largest employment provider in the country, next only to agriculture. It employed over 40 million workforces in 2013, and as per projections is slated to employ over 52 million workforces by 2017, and 67 million workforces by 2022. This implies that it will generate over 15 million jobs over the next five years, which will translate to about three million jobs annually. Nearly 90 per cent of the workforce employed in the real estate and construction sector are engaged in construction of buildings. The remaining 10 per cent workforce is involved in building completion, finishing, electrical, plumbing, other installation services, demolition and site preparation. Over 80 per cent of the employment in real estate and construction constitutes minimally skilled workforce, while skilled workforce account for over 9 per cent share, and the remaining are spread across work classes such as clerical, technicians, and engineers. As per the National Skill Development Council (NSDC), Real estate and construction is expected to require over 66 million people by 2022.

Some of the recent reforms and policies related to Real Estate sector include the Pradhan Mantri Awas Yojana (PMAY) with the government sanctioning over 3.1 million houses for the affordable housing segment in urban regions till November 2017. Of this, about 1.6 million houses have been grounded and are at various stages of construction, and about 0.4 million houses have been built under the mission. PPP policy for affordable housing was also announced on 21 September 2017 for affordable housing segment to provide further impetus to the ambitious ‘Housing for all by 2022’ mission. Credit Linked Subsidy Scheme (CLSS) under PMAY was extended to the Middle Income Group (MIG) segment, which got included in the scheme from 01 January 2017. With the enactment of Real Estate (Regulation & Development) Act, 2016, it is anticipated that accountability would lead to higher growth across the real estate value chain, while compulsory disclosures and registrations would ensure transparency.

(Source:

[https://mofapp.nic.in/economicsurvey/economicsurvey/pdf/152-166 Chapter 09 Economic Survey 2017-18.pdf](https://mofapp.nic.in/economicsurvey/economicsurvey/pdf/152-166%20Chapter%2009%20Economic%20Survey%202017-18.pdf))

### Housing for All – Some Issues

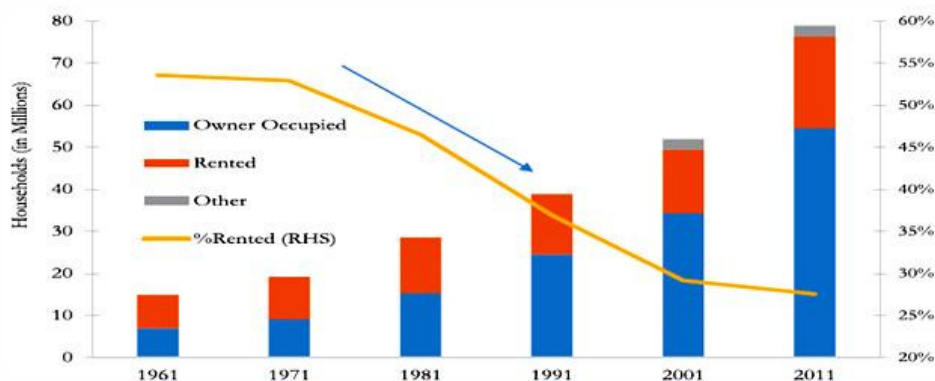
A key policy priority of the government is to deliver Housing for All. Policies related to housing need to recognize that India has an increasingly fluid population. A successful housing policy should enable horizontal or spatial mobility, namely the ability to move to, between and within cities as job opportunities arise. It should also deliver vertical mobility, so that an aspirational population can climb the socio-economic ladder. These concerns should be embedded in policies ranging from urban design to those related to transaction costs in the secondary market. In this context, two areas namely the rental market and the prevalence of vacancies are discussed in this section.

### The Importance of Rental Housing

Rental housing is important for both horizontal and vertical mobility as it allows people to access suitable housing without actually having to buy it. Across the income spectrum, rental housing is an important foothold into a city for new arrivals, until they are able to, or choose to, purchase their own homes. For rural migrants, in particular, whose financial portfolios may already be tied up in land and livestock, it is access to shelter that is more important than investing in another lumpy asset that is subject to local market risk.

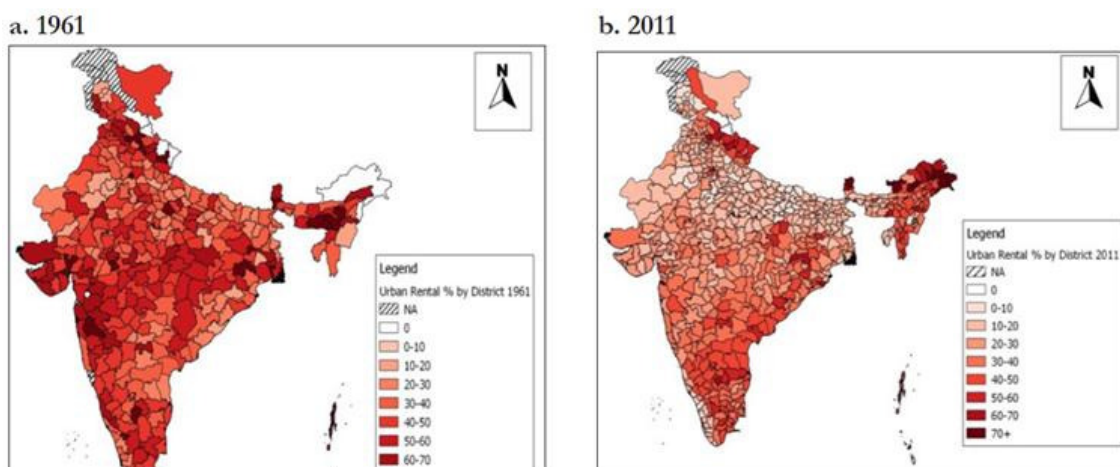
Nonetheless, the share of rental housing has actually been declining in Indian cities since independence from 54 per cent in 1961 to 28 per cent in 2011 (*see Figure 13*). Although most parts of the country have witnessed a decline in the share of rentals, it is not uniform. *Figure 14* provides a comparison of share of urban rental houses at district level between 1961 and 2011. The maps show that decline has been especially sharp in the northern states (excluding the mountain states).

**Figure 13: Rental and ownership break up for households in Urban India**



Source: For years 1981 to 2011- Harish (2015); for 1971 and 1961 - Census of India.

Figure 14: Rental housing in Urban India



Source: Tandel, V., Patel, S., Gandhi, S., Pethe, A., & Agarwal, K. (2016). Decline of rental housing in India: the case of Mumbai. *Environment and Urbanization*.

As a proportion of all housing, renting accommodation is more prevalent in urban areas than in rural. According to the 2011 Census, the share of households living in rented houses was only 5 per cent in rural areas, but 31 per cent in urban areas. A state-wise picture also shows that the more urbanised states, such as Gujarat, Maharashtra and Andhra Pradesh have a higher percentage of rental housing (Harish, 2016). Similarly, larger cities had greater shares of rented housing – from 28 per cent for small towns, 36 per cent for medium-sized towns, to 40 per cent of total housing being rented in large cities (Kumar, 2016).

In many countries, including India, home ownership is encouraged as part of socioeconomic policy. While there are good reasons for encouraging home ownership, it must be recognized that the rental market is also an important part of the urban eco-system. Rent control, unclear property rights and difficulties with contract enforcement have constrained the market in India in recent decades. These problems need to be resolved in order to allow horizontal and vertical mobility as well as to address a related issue – high vacancy rates.

### The Problem of Vacant Housing

Despite the shortage of housing in urban India (more than 18 million households in 2012) (MHUPA, 2016), there is also a trend increase in vacant houses: from 6.5 million in 2001 to 11.1 million in 2011. According to the national census, vacant houses constitute around 12 per cent of the share of the total urban housing stock (Kumar, 2016) (*Table 11*).

Table 11: Break-up of census houses and vacant houses in urban India

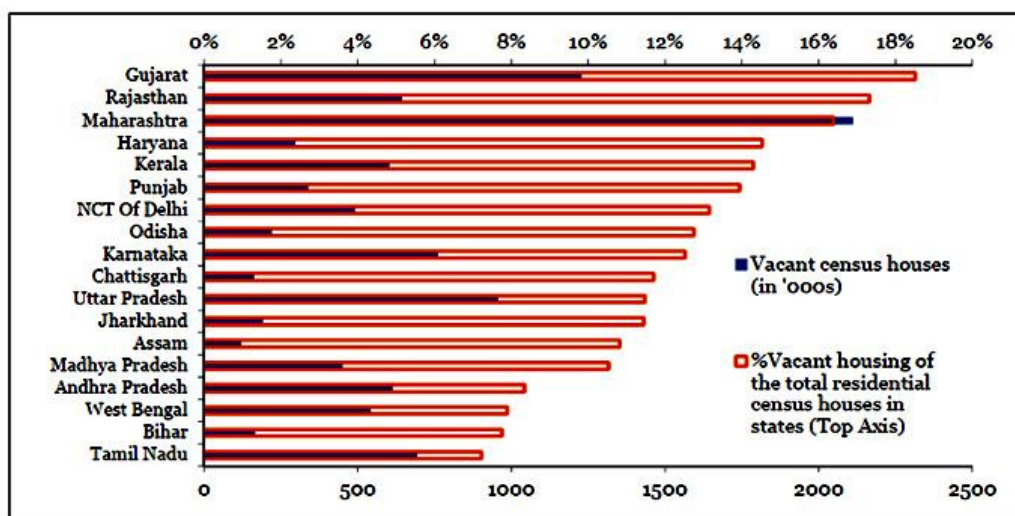


Type	in Millions
Total number of vacant census houses [1]	11.09
Total number of census houses for 'Residence' [2]	76.13
Total number of census houses for 'Residence-cum-other use' [3]	2.35
Total Residential Stock [1+2+3=4]	89.58
per cent Vacant census houses of the total residential stock [1÷4]	12.38 per cent

Source: Census of India (2011) & IDFC Institute (2017).

The district-wise distribution of vacant housing stock shows a greater prevalence of this phenomenon in the western half of the country. **Figure 15** shows the number and share of vacant census houses in urban parts of major states. Maharashtra has the highest number of vacant houses (slightly greater than 2 million) followed by Gujarat (around 1.2 million). Gujarat has the highest share of vacant houses to the total residential stock (18.5 per cent), followed by Rajasthan (17.3 per cent) and Maharashtra (16.39 per cent).

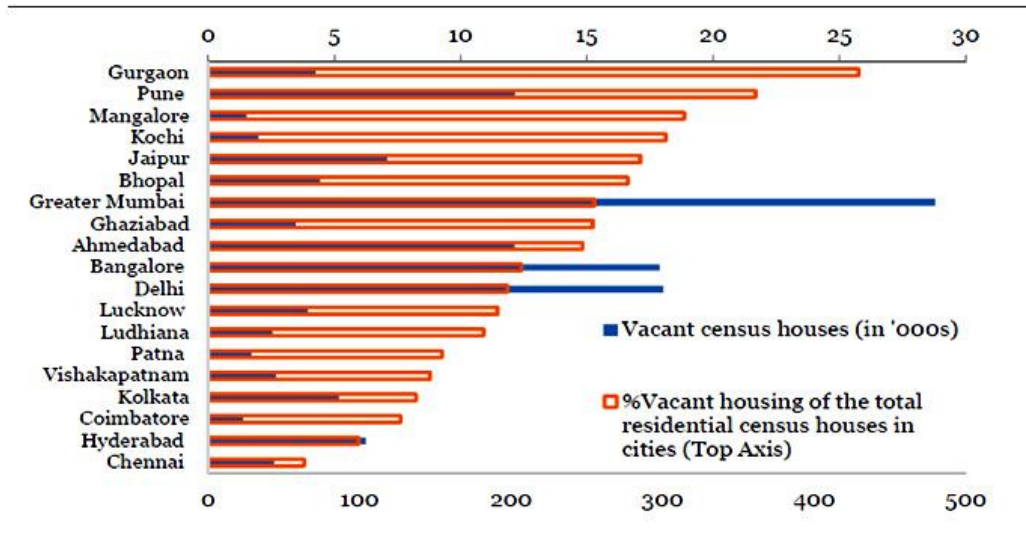
**Figure 15: Vacant Census Houses in major States (Urban)**



Source: Census of India (2011) & IDFC Institute (2017).

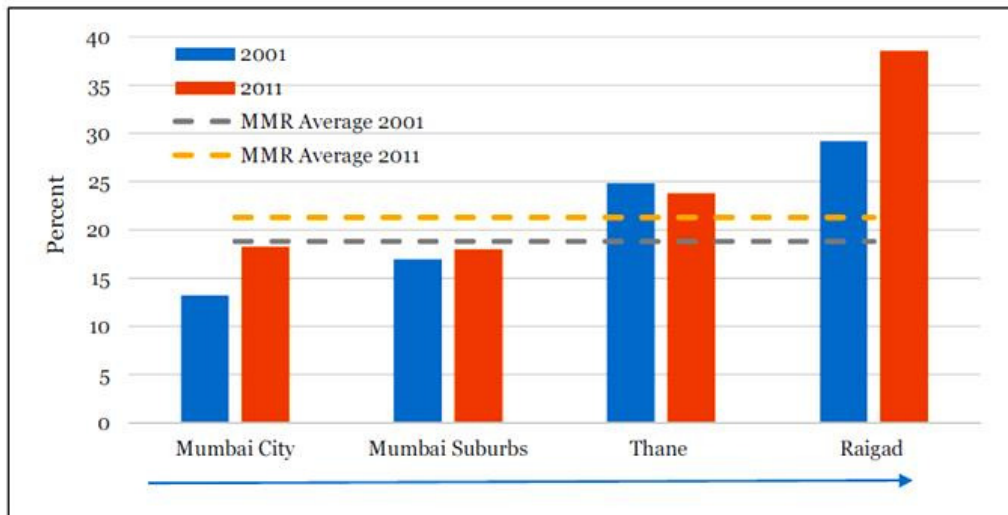
Figure 16 shows the number and share of vacant census houses for 19 major cities in India. Of these cities, Mumbai has the highest number of total vacant houses (0.48 million), followed by Delhi (0.3 million) and Bengaluru (around 0.3 million). In terms of share of vacant houses to total residential stock, Gurgaon ranks highest (26 per cent). The phenomenon of high vacancy rates is not fully understood but unclear property rights, weak contract enforcement and low rental yields may be important factors. The spatial distribution of the new real estate may also be an issue as the vacancy rates generally increase with distance away from the denser urban cores. Figure 17 shows this trend for the Mumbai Metropolitan Area (MMR), where vacancy rates are higher in the districts of Thane and Raigad than in the denser “Island City” and Suburbs.

**Figure 16: Vacant Census Houses in some cities in India**



Source: Census of India (2011) & IDFC Institute (2017).

Figure 17: Vacant Urban Housing as a Per cent of Total Census Urban Housing Stock in the Mumbai Metropolitan Region – 2001 and 2011.



Source: Census 2001 and 2011 & IDFC Institute (2017)

India’s housing requirements are complex but till now policies have been mostly focused on building more homes and on home ownership. The above data suggests that we need to take a more holistic approach that takes into account rentals and vacancy rates. In turn, this needs policy-makers to pay more attention to contract enforcement, property rights and spatial distribution of housing supply vs. demand.

(Source:

[https://mofapp.nic.in/economicsurvey/economicsurvey/pdf/120-150\\_Chapter\\_08\\_Economic\\_Survey\\_2017-18.pdf](https://mofapp.nic.in/economicsurvey/economicsurvey/pdf/120-150_Chapter_08_Economic_Survey_2017-18.pdf))

## OUR BUSINESS

*The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Draft Prospectus, including the information contained in “Risk Factors”, “Management’s Discussion & Analysis of Financial Condition and Results of Operations” and “Financial Information of the Company” beginning on page 20, 162 and 132 respectively of this Draft Prospectus. The financial figures used in this section, unless otherwise stated, have been derived from our Company’s restated consolidated audited financial statements. Further, all references to “Suratwala”, “Suratwala Business Group Limited”, ‘the Company’, ‘our Company’ and the terms ‘we’, ‘us’ and ‘our’, are to “Suratwala Business Group Limited.”*

### BUSINESS OVERVIEW

We are a real estate development company primarily focusing on development of residential and commercial projects in the Pune district. Our business activities comprises of development and sale of residential as well as commercial properties (the “Development Business”) and the maintenance of the properties developed by us (the “Maintenance Business”). Apart from the development and maintenance business, we also focus on providing the space on rent such as renting for mobile tower, hoardings and banners on building or renting of the unsold space for short durations.

Our Company has so far completed one commercial and one residential project, both of which are located in the Pune district. Our Commercial Project, namely, Suratwala Mark Plazzo - Phase I, located in Hinjawadi, Pune is built on land area of 4525 sq. mts. and comprises of 9 floors having space for 95 offices, 5 Multipurpose showrooms which can be used as restaurant, shops or showrooms and one roof top restaurant. We commenced the construction of Suratwala Mark Plazzo – Phase I in July’15 and successfully completed it in July’16. We are now in process to develop Phase II of the said commercial project.

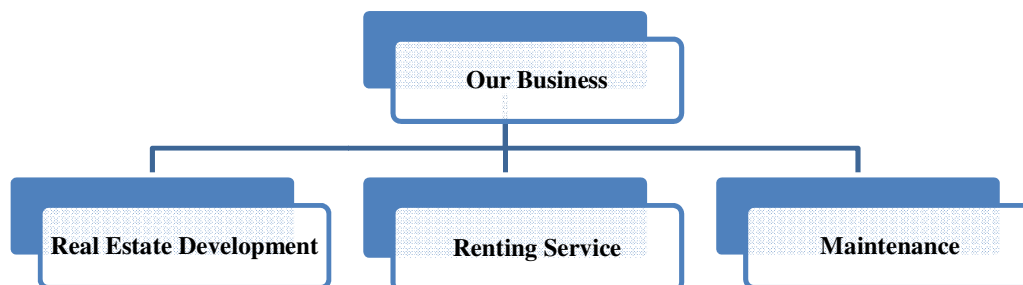
Our Residential Project, Suratwala Sweet 16 was our first real estate project undertaken by our Company in September, 2008 which was completed in June, 2010. The project includes 16 one BHK Apartments which are available in size of saleable area of around 678 sq. ft to 712 sq. ft. The total land area of the project is 870 sq. mtrs.

Our Company was originally incorporated as Suratwala Housing Private Limited on January 31, 2008 under the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, Maharashtra, Pune. Subsequently, the name of company was changed to “Suratwala Business Group Private Limited” on May 15, 2019 under the Companies Act, 2013 pursuant to a special resolution passed by our shareholders at the EGM held on April 19, 2019 and vide certificate of incorporation issued by the Registrar of Companies, Maharashtra, Pune. Thereafter, Our Company was converted in to a public limited company pursuant to a special resolution passed by our shareholders at the EGM held on July 29, 2019 and consequently name was changed to “Suratwala Business Group Limited” vide fresh certificate of incorporation dated November 21, 2019 issued by Registrar of Companies, Maharashtra, Pune. The CIN of the Company is U45200PN2008PLC131361.

Our Development Business spans all activities related to real estate development, which begins from the identification and acquisition of land till through the planning, execution and sales of our developed projects. We use our knowledge, experience and information from internal and external sources in making decision relating to land acquisition, development and lease/sales decisions. We emphasises more on quality design and quality construction and work with different domestic architects and contractors in order to ascertain the best possible design and amenities which can be provided to the customers. We believe that this has helped us in providing the scalability required to undertake the development work and also enable us to focus on the core area of operations.

Our Promoters, Mr. Jatin Dhansukhlal Suratwala and Mr. Manoj Dhansukhlal Suratwala with, their rich experience have been prominent in growing the real estate business in a more organized manner. Under, their leadership and guidance we have been able to cope with the changing scenario and challenges in the real estate market. Our Company is a member of CREDAI PUNE METRO, thereby expanding their horizon to various sectors in real estate business.

### REVENUE MODEL



- **Real Estate Development –**

Major portion of the revenue derived by our company through development of the real estate projects. Till date our company has developed one residential project, viz: “Suratwala Sweet 16” a residential project with 16 one BHK flats near Baner, Pune and one commercial project, viz: “Mark Plazzo – Phase I” a commercial project with tailor made offices and shop space having floor plate around 8000 sq. fts. at Hinjewadi, Pune. Apart from the completed projects we are extending our current commercial project at “Mark Plazzo– Phase II” adjacent to Phase I and also developing one resort living villa project at Mulshi, Pune, namely “O2-The Oxygen Spring” which is at approximately 30 Kms away from Pune.

Our project portfolio comprises of both affordable housing and premium housing consisting of luxury, high-end and aspirational developments. With the concept of development of villa Resorts, we intend to convert the surroundings of a location into attractive destinations for people across various income groups.

- **Renting Service-**

Renting service involve renting of the vacant space in a project for the period till the property is not sold. Apart from this we also receive rent from the hoardings and the banners affixed on the projects developed by our company and from the mobile tower installed on the building (operated by the mobile operators).

- **Maintenance Service-**

We also undertake the maintenance of the projects developed by us. Maintenance services involve providing power backup to the residents, security and guard service, housekeeping of the area, maintenance of the club facilities and other related services. For providing these services we charge fees from the owners of the units of each project. Currently we are providing maintenance service at Mark Plazzo Phase I.

## FINANCIALS

As per Restated Financial statements for the period ended on October 31, 2019 and for the fiscal 2019, 2018 and 2017, our total revenues were Rs. 483.83 Lakhs, 912.62 Lakhs, 1119.91 Lakhs and 1657.82 lakhs respectively. Our Profit after Tax for the similar period mentioned above were Rs. 3.67 Lkajs, 85.86 Lakhs, 284.04 Lakhs and Rs. 214.38 Lakhs respectively.

Breakup of our revenue from operations, from real estate development, Construction and renting service for past 3 years are as follows:

(Amount in Rs Lakhs)

Service Type	October 31, 2019		FY 2018-19		FY 2017-18		FY 2016-17	
	Amount	%	Amount	%	Amount	%	Amount	%
Real Estate Development	439.78	92.73	820.47	91.49	1046.73	96.61	1586.17	97.32
Renting and Maintenance Service	34.46	7.27	76.32	8.51	36.73	3.39	43.74	2.68
<b>Total</b>	<b>474.24</b>	<b>100.00</b>	<b>896.79</b>	<b>100.00</b>	<b>1083.46</b>	<b>100.00</b>	<b>1629.91</b>	<b>100.00</b>

**OUR COMPLETED PROJECTS**

**SURATWALA SWEET 16**



Name of the Project	Particular	Description
Suratwala Sweet 16	Type of the Project	Residential
	Location of the Project	Baner, Pune
	Brief Details about the Project	The project includes 16 one BHK Apartment in Pune (West) which are available in size of saleable area of around 678 sq. ft to 712 sq. ft. <b>Amenities:</b> Rain Water Harvesting, Video Door conferencing, 100% Power Back-up, Intercom Connectivity, Ample Water Supply, covered car parking etc. Sweet 16 has been awarded for being among the top three nominated projects under the category Residential Apartment Low Cost- Non Metro at the CREDAI Real Estate Award 2012.
	Land Area	870 Sq. Mts.
	Saleable Space	11050 sq ft.
Month of Completion	June 2010	



**SURATWWALA MARK PLAZZO- PHASE I**



Name of the Project	Particular	Description
<b>Suratwwala Mark Plazzo – Phase I</b>	Type of the Project	Commercial
	Location of the Project	Hinjewadi, Pune
	Brief Details about the Project	This project is located on 100 Ft main road. Floor area is around 8000 sq. ft. The Phase I of the project has been developed on a plot area of around 4525 sq. mtrs which has a saleable area of approx 86000 sq. ft. The project has total Nine floors which includes 5 Multipurpose showrooms which can be used as restaurant, shops or showroom spaces, 95 office spaces and one roof top restaurant with space of around 5000 sqfts.
	Land Area	4525 Sq. Mts.
	Saleable Space	86000 sq ft.
	Month of Completion	July 2016
Amenities Available	RCC framed structure design with post tensioning and earthquake resistance. Minimum column and beam for maximum flexibility in interior planning. 24*7 Security desks. Lobby with a marvelous blend of elegant décor.	

	100% power back up for lift and essential common utilities. CCTV System.	
No. of floors	As per completion certificate	Basement+G+9
Completion certificate	Collector of Pune PMRDA	PMA1/KA VE/858/14 dated 17/10/2014 38/2015 dated 04/07/2016

## OUR ONGOING PROJECT

### Suratwala Mark Plazzo - Phase II



<b>Suratwala Mark Plazzo - Phase II</b>	Type of the Project	Commercial
	Location of the Project	Hinjewadi, Pune
	Brief Details about the Project	This project is ideal for such establishment which are bound to have assured footfall like: Restaurants, banks etc. The project is expected to have 15 showroom spaces, 13 shops and around 94 office spaces. <b>Amenities:</b> Water Fountain, 3 Phase meter with Power Backup, Multilevel Mechanical Parking at Basement, Emergency Exit and Fire-fighting system on each floor, CCTV Surveillance at common areas, Escalators, Rain Water harvesting, Vastu Compliant, 24X7 Security
	Land Area	7775 sqmtr
	Saleable Space	102500 Sq ft.
	Proposed Year of Completion	2021
	Commencement Certificate	BMV/Mou.Hinjewadi/S.No.27/1(p) & Others/Pr. Kr. 1280/18-19 dated 22/10/2019



## UPCOMING PROJECT

### O2 - The Oxygen Spring



Name of the Project	Particular	Description
<b>O2 - The Oxygen Spring - Phase I</b>	Type of the Project	Resort Living Villas
	Location of the Project	Village Vede, near Temghar Dam, Lavasa Road, Mulshi, Pune
	Brief Details about the Project	The project is situated at scenic location of Mulshi. The project consists of villas and resort. The infrastructure includes water bodies, roads, electricity connection.
	Land Area	Approximately 80 Acres
	Saleable Space	Villa (133 Numbers), Resort, Club House and Land for plantation
	Proposed Year of Completion	2021

## OUR COMPETITIVE STRENGTHS

### 1. Developable land identification capabilities and strong execution.

In order to achieve timely development of our project, we emphasize on land identification and procurement as the same is our core activity. We perform the work of identification of the land for development, managing regulatory approvals and tracks project timelines and costs. We seek to ensure that we control the quality of construction and realize synergies in procuring construction materials and equipment. We place emphasis on cost management and monitoring the progress of our projects and seek to ensure that time and costs remain within the budgeted amount. We focus on creating and maintaining relationships and know-how across key geographical regions, identifying land parcels in strategic locations with good development prospects and focuses on acquiring them at competitive prices and terms. Further, we seek to enhance our operational efficiencies by engaging with third party design, planning and construction consultants, architects and contractors, based on a detailed evaluation of their track record.

### 2. Focus on a Diversified Business Model

We seek to transit from a real estate development model to a combination of real estate development and real estate services based business model like, maintenance of the projects developed and renting income received from the vacant space or premises of such projects etc. Our current focus is on development of residential, commercial projects or a combination of residential-cum-office projects. Apart from this we are also looking forward towards developing affordable housing projects, resorts etc. We intend to maintain a spread of the

different types of projects, as this provides us with a strategic advantage for growth as well as mitigating the risk of focusing on only a certain types of projects and ensures stability of our revenue stream. Furthermore, with our real estate services business of Maintenance and Renting of projects, we intend to create additional and regular sources of income which will further increase the cash flow visibility of our Company.

### **3. Experienced Promoters and strong Management Team**

We have an experienced management team, led by our Chairman and Managing Director, Mr. Jatin Dhansukhlal Suratwala, which is supported by a qualified and motivated pool of employees. Our Key Management Personnel are Mr. Jatin Dhansukhlal Suratwala and Mr. Manoj Dhansukhlal Suratwala, who have significant experience in real estate development, project planning and execution, corporate finance and accounts as well as management. Together, they have demonstrated an ability to manage and grow our operations. Our senior managers have extensive experience in the real estate industry which enables them to appropriately lead and provide guidance to our employees and enables us to continue to take advantage of current and future market opportunities. Further, our management endeavors to emphasize teamwork and collaboration across functions and to attract talent across our operations.

### **4. Strong presence in Pune district**

We believe that we have good knowledge of the market and regulatory environment in Pune that assists us in identifying opportunities in and around Pune. Our Completed projects are located in Pune district, which we believe is an attractive real estate market in terms of returns on investment, product positioning and depth of demand for real estate developments across segments and price points. Pune is well positioned in the western state of Maharashtra after Mumbai. With the increase in development and good quality of life, health services, greenery and public transportation has helped it make a niche in the market formerly dominated by the metropolitan cities.

### **5. Quality Assurance and Standards**

We have been providing our customers the best possible service by constructing flats of better quality. Quality standards followed right from the beginning are stringent, and adhered during the process of construction of projects. We are very particular about the identification of the site for development, usage of right quality of material for construction and making use of the latest technology and know-how. Our dedicated efforts towards the quality of material have helped us gain a competitive advantage over others. We believe that our quality construction has earned us goodwill from our customers.

## **OUR STRATEGIES**

### **1. Identification of the projects at prime and strategic location**

We intend to make the best possible steps for the identification of the projects and acquisition of land at such location where there is potential for construction and development and where the said projects can be easily sold. Company believes that the key to the success lies in the successful identification of appropriate plots of land in prime locations. Company also seeks to acquire plots of land and development rights in an area where there are chances for the future development of that particular area. We also intend to undertake a research to have an idea about the changing preferences of the customers and retailers for the type of destination they would prefer and thereby improving further the quality of the real estate developments to deliver the products as per the preferences and choices of the customers.

### **2. Diversify the portfolio of projects we undertake and our business activities**

Our Company has so far been a real estate development company, developing residential and commercial projects in and around Pune. With the current development in the real estate sector we are intending to focus on the development of affordable housing projects. By diversifying the portfolio of our activities we intend to create additional sources of income which will further increase the cash flow visibility of our Company. Further we believe diversification of our portfolio of our activities will help us mitigate the risk caused by any adverse effect on the real estate sector in the country as a whole. Apart from expanding the product portfolio we are also focusing on the expanding our geographical reach by exploring into new areas.

### 3. Continue to strengthen relationships with key service providers and take benefit of scalability by outsourcing model

We seek to build and strengthen our existing relationships with our contractors and service providers. Many of our construction and development activities are undertaken by independent contractors to whom we outsource our projects. These contractors are required to complete the development work. With the increase in the number and size of the projects we may be required to identify new contractor to whom we can outsource the projects. Identification of the contractors is being done based on the capabilities of the contractor, size of the projects, timeline and deliverability of the contractors. By maintaining strong relationship with the contractors we can enhance our construction capabilities and ability to undertake new construction projects.

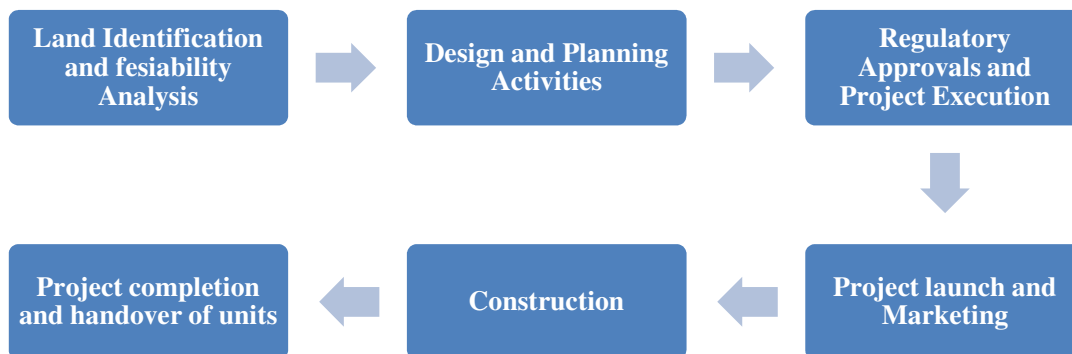
### 4. Increasing our Geographical reach

Currently all of our completed projects and the ongoing projects are located in and around Pune, Maharashtra. As the companies continue to undertake large developments of the residential and commercial projects, it intends to continuously undertake a research of the prospective projects which can be developed in the new geographical locations. For entering into new locations we need to have an idea about the changing preferences of the customers and retailers for the type of destination they would prefer and thereby improving further the quality of the real estate developments to deliver the products as per the preferences and choices of the customers. By increasing the geographical reach we can explore new areas and can also get early mover advantage in identification of the areas where developments have not yet started or are at an early phase.

We now extend are ability to create projects which redefine the surrounding geography and create value. One of the reasons for our success in recent years can be derived by converting the surroundings of a location into attractive destinations for people across income groups. We believe that our understanding of the relevant real estate market, positive customer perception, innovative design, and marketing and branding strategies enable us to attract customers.

#### KEY BUSINESS PROCESSES

We have established a systematic process for our real estate projects, which can be divided into the following distinct activities



#### BRIEF DESCRIPTION OF THE BUSINESS PROCESS-

- **Land Identification and Feasibility Analysis**

The profitability of our business is dependent on our land acquisition costs and our growth is dependent on the availability of land for our future development. We acquired a substantial portion of the land for our currently completed, ongoing and planned projects when land prices were generally lower than prevailing market prices.

We undertake the initial screening on the basis of a pre-approved criteria which includes key factors such as salability and growth, cost and development potential, land status, site's accessibility from nearby roads and major thoroughfares and the availability of utility infrastructure, such as electric transmission facilities, telephone lines and water systems.

We also take into consideration general economic conditions and anticipated demand for residential properties in a particular area, the overall competitive landscape and the neighboring environment and amenities. We also consider the feasibility of obtaining required governmental licenses, permits, and authorizations and adding necessary improvements and infrastructure, including sewage works, roads and electricity against a purchase price that will maximize margins.

We conduct detailed market research to evaluate development options and analyse scenarios, seeking optimum land usage and profit generation potential for the land parcel. We undertake a feasibility study to determine either total consumable floor space index or floor area ratio, as applicable in the relevant markets. At this stage, we also ascertain the approvals required and the corresponding time to procure such approvals. We also check if any land usage changes are required.

We use different ways to acquire land. Land can be acquired directly through negotiations with the seller or through joint development agreements or joint ventures with companies that hold the land parcels.

Once a potential development site has been identified, site visits and feasibility studies/surveys are undertaken, which include detailed analysis of the following factors, among others:

- location, including frontage, surrounding developments and landmarks and views;
- size of the development site;
- potential end use of the site;
- land acquisition cost;
- regional demographics;
- gap analysis of current property development initiatives and market needs;
- financial viability of the proposed project;
- feasibility of construction and adequacy of support infrastructure;
- availability of utility services;
- title searches and related legal due diligence;
- market trends; and
- regulatory issues.

- ***Design and Planning***

We collaborate with well-known architects and consultants for our projects. We benefit from long-term and established relationships with several architects and third party contractors. Our planning team is responsible for budgeting, planning, contracting and tracking the timely execution and completion of projects. In addition, we also engage other external consultants for reviewing designs as proposed by our structural consultants and other agencies. The work performed by these third parties must comply with specifications provided by us and, in all cases, is subject to our review. We emphasise the use of advanced technologies such as computer aided design software to ensure optimization of costs and space.

The design includes master-planning, landscaping and phasing of development with orientation of buildings. At the conceptual design stage, detailed analysis is done to evaluate criteria such as building design and layout, sub-soil conditions, geological data, building selection, site egress and access to arrive at the optimal design and orientation of our projects. The final decision on the conceptualization of each project and the development of each property is made by our senior management.

- ***Regulatory Approvals and Project Execution***

The project planning and execution process commences with the obtaining of requisite statutory and regulatory approvals including environmental approvals, the approval of building plans, layout plans and occasionally approvals for conversion of agricultural land to commercial or residential land. We have to obtain the necessary approvals and certificates for the construction and development of our projects.

We seek to ensure that we control the quality of construction, develop construction know-how, and realise synergies in procuring construction materials from our raw material suppliers and equipment and other efficiencies. We place significant emphasis on cost management and monitor our projects to ensure that time and costs remain within the budgeted amount. We believe we have good relationships with our raw material suppliers, from whom we procure material such as cement, ready mix concrete and steel, among others.

- ***Project launch and Marketing***

We market our projects through our internal team, and through external brokers and consultants. We maintain a database consisting of our existing customers, referrals and leads we have generated through various advertising and project launch campaigns. We employ various marketing approaches depending on whether the project is residential or office space. These include launch events, corporate presentations, internet marketing, direct and indirect marketing.

We typically follow a pre-sale model, whereby we offer units for sale prior to completion. Sales generally are conducted by the staff on the project site, as well as through third party brokers and referrals. Upon booking of a unit, we typically receive a certain percentage of the purchase price as booking advance at the time of booking a particular unit and the remainder through periodic payments linked to certain other construction milestones while the project is being developed. We price our residential units based on our analysis of demand in a particular region, taking into consideration market demographics, location, future supply and competition. Under applicable laws, we are liable to pay interest on payments already made to us by our customers in respect of any delay in the completion and hand over of the project to our customers and, where the customer exercises a right to cancel the sale, we are liable to refund amounts paid to date with interest. The interest payable is calculated at a fixed rate on a monthly basis for the period of the delay.

- **Construction**

For execution of the project, we majorly rely on external contractors for the construction of projects. Our Company looks at the experience of the proposed subcontractor in similar works done by them and the also the financial soundness of the party. Other factors which are considered by us while selecting subcontractors are:-

- The employee strength of the proposed subcontractor i.e. number of technical persons who are experienced in the similar type of work.
- The equipment & machinery which is used for execution of the said work.
- Technical know-how, particularly in using the state of the art equipment and machinery for optimization of all resources invested towards the execution of the work.

- **Project Completion and Handover of Units**

We transfer title to the customer upon completion of construction of the building or structure and after execution of the definitive agreement with the customer. We transfer the title of the land on which the building is located to an independent housing society after all the buildings or structures within a project are turned over to owners or housing societies. The day-to-day management and control of the completed building is then relinquished to the management board or society of the owners. In the Commercial projects we are currently looking after the day to day management and maintenance of the projects.

## **MARKET RESEARCH**

We begin our project development process by conceptualizing the type and the scale of property development to be undertaken by us. Our first step is to assess the nature of the project contemplated and the price at which the proposed property is likely to sell, given our target customer groups for a project of that particular type and location. Our team uses the estimated cost of acquisition of the land and other project development expenses, together with any other relevant information gathered by it, to prepare an assessment report for the project. Our customer undertakes detailed market studies and surveys to understand various locations and is responsible for understanding customer segments.

## **COMPETITION**

The real estate market is highly competitive and fragmented, and we face competition from various domestic real estate developers. Some of our competitors have greater financial, marketing, sales and other resources than we do. Moreover, as we seek to diversify into new geographical areas, we may face competition from competitors that have a pan -India presence and also from the local competitors that have a strong presence in regional markets. Competitive overbuilding in certain markets may have a material adverse effect on our operations in that market.

We believe that we are able to distinguish ourselves from our competitors on the basis of our strong presence in Pune, our established brand and reputation, the quality of our design and construction, and the location of our projects. We also compete to acquire land and land development rights. However, we believe that our established brand and reputation provide us with a competitive advantage when competing for land development



rights, as we believe third-party land owners recognize the premium that may be obtained on the sale or lease of projects developed under our brand.

## **HEALTH, SAFETY AND ENVIRONMENT**

We are committed to complying with applicable health, safety and environmental regulations and other requirements in our operations. To help ensure effective implementation of our safety policies and practices, we take all the possible steps to identify all the potential material hazards, evaluate material risks, implement and monitor appropriate risk mitigation measures. We believe that accidents and occupational health hazards can be significantly reduced through the systematic analysis and control of risks and by providing appropriate training to management, employees and sub-contractors.

### **Safety Measures**

We ensure that the structural design and construction of our buildings are in accordance with the applicable standards and bye laws. The buildings are designed and built for the prevalent appropriate seismic loads, all dead loads and live loads, and wind pressure. To ensure fire safety in the buildings, we comply with the applicable statutory fire safety standards as stipulated involving provisions of fire detection and firefighting equipment, such as fire alarm systems, sprinkler systems, smoke detectors and fire doors. Additionally, inspections of our fire safety systems and equipment are undertaken at regular intervals to ensure their operational effectiveness

We have employed various measures and technologies to maximize the life of buildings, such as use of quality waterproofing of terraces, toilets and kitchens, use of textured paint to ensure that the walls remain leak proof for a longer period, use of quality flooring, sanitary ware and fitting to avoid water damage.

### **Export possibility and obligation**

Our Company does not have any export obligation as we are not exporting any material.

### **Collaborations**

We have not entered into any technical or other collaboration.

### **Capacity and Capacity Utilization**

Our Company operates in a service industry and hence capacity and capacity utilization is not applicable to us.

### **Infrastructure Facilities**

#### **Sub-Contractors**

Majority of our real estate development work is done by sub-contracting. Over the years we have established and created a dedicated and expert sub-contractors who are directly associated with us for the last one decade. As the construction activities involve a lot of labour force and machinery hence we take these labourers and machinery from sub-contractor who is our local representatives for that area. However, our team maintain continuous check on the project work which we have sub-contacted, to ensure that the project is implemented with the desired quality and within the appropriate timeframe.

#### **Materials**

As timely supply of materials is one of the most crucial elements of project execution, we have a pool of competent vendors to supply the required materials with the desired specifications. We also procure materials locally from near the project site and also some of the materials are procured by the Sub-contractors. We also do quality checks of the materials supplied. Stringent norms are adhered to while enrolling new vendors, who are selected based on their capabilities.

#### **Utilities**

The main utilities required in construction activity are:

## Power

The construction projects are not power intensive. Power is required at site for running various machineries and equipment and also for lighting. Generally power requirement is met at site through normal distribution channel and is generally sourced from local bodies.

## Water

The Company meets its water requirement largely by procuring it from the local sources.

## Human Resources

As at October 31, 2019, we had 18 full-time employees. The following table shows the number of our full-time employees by category as at the dates indicated below:



Category	As at October 31, 2019
Administrative Staff	3
Skilled	13
Semi Skilled	2

## INSURANCE

We believe that our insurance coverage is of the type and in the amounts commensurate with the nature and scope of our operations. We have also obtained insurance for certain of our vehicles. In addition, we have a group personal accident policy for our employees. For a discussion of certain risks relating to our insurance coverage, see chapter “Risk Factors” beginning on page 20 of this Draft Prospectus.

## PROPERTY

### Intellectual Property

S. No	Trademark	Trademark Type	Class	Application No.	Date of Application	Status
1.		Wordmark	36	4409137	15/01/2020	Objected
2.		Wordmark	37	4409138	15/01/2020	Marked for Examination

### Immovable Property: -

Details of our properties are as follows

S. No.	Address of Property	Name of Lessor(s)	Agreement Date & Lease period	Purpose
1	Sumangala, Plot No. 4/38, Sahkarwasahat, Off Karve road, Erandwane Pune, 411004	Aishwarya Konnur Shailaja P. Salimath	January 18, 2017 Period – 60 Months from June 01, 2016 to May 31, 2021	Registered Office

*\*Other than above mentioned property, we have land bank and development rights in respect of our ongoing projects.*



## KEY INDUSTRY REGULATIONS AND POLICIES

The following description is a summary of the key industry regulations and policies applicable to our Company. The information set below has been obtained from various legislations including rules and regulations promulgated by the regulatory bodies that are available in the public domain. The regulations set 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.

Further, 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.

Set forth below are certain significant legislations and regulations which generally govern the business and operations of our Company:

### ***Industry – specific Regulations:***

#### ***The Real Estate (Regulation and Development) Act, 2016 (RERA):***

The Government of Maharashtra has notified the Maharashtra Real Estate (Regulation and Development)(Registration of real estate projects, Registration of real estate agents, rates of interest and disclosures on website) Rules, 2017 pursuant to power conferred by RERA. The promoter is required to furnish information in order to register its real estate project with the Maharashtra Real Estate Regulatory Authority. The same is updated on the website of the Authority quarterly. This helps to regulate and promote the real estate sector and to ensure sale of plot, apartment or building, as the case may be, or sale of real estate project, in an efficient and transparent manner. Also, to protect the interest of consumers in the real estate sector and for matters connected therewith.

#### ***The Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996:***

The Act regulates the employment and conditions of service of building and other construction workers and to provide for their safety, health and welfare measures and for other matters connected therewith or incidental thereto. It applies to every establishment which employs, or had employed on any day of the preceding twelve months, ten or more building workers in any building or other construction work. Every employer is required to register the establishment to which the Act applies. The employer shall be responsible for providing constant and adequate supervision of any building or other construction work in his establishment as to ensure compliance with the provisions of this Act relating to safety and for taking all practical steps necessary to prevent accidents.

#### ***Maharashtra Rent Control Act, 1999:***

This Act applies to premises let for the purposes of residence, education, business, trade or storage. It aims to unify, consolidate and amend the law relating to the control of rent and repairs of certain premises and of eviction and for encouraging the construction of new houses by assuring a fair return on the investment by landlords and to provide for the matters connected with the purposes aforesaid.

#### ***Mumbai Lift Rules, 1958:***

The Rules apply for the regulation and maintenance of safe working of certain classes of lifts and all machinery and apparatus pertaining thereto. Every owner of a place who is permitted to install a lift in such place shall, within one month after the lift is installed, deliver or send or cause to be delivered or sent to the Inspector of Lifts, notice in writing of such installation, and shall make an application to him for a license for working the lift.

#### ***The Maharashtra Ownership of Flats (Regulation of the Promotion of Construction, Sale, Management and Transfer) Act, 1963 (“Ownership of Flats Act”):***

A promoter who intends to construct or constructs a block or building of flats, all or some of which are to be taken or taken on ownership basis, shall in all transactions with persons intending to take or taking one or more

of such flats, be liable to give or produce, or cause to be given or produced, the information and the documents mentioned in the Act. The Act is made to prevent the sundry abuses and malpractices of the Promoters or developers of the properties and also to ensure the interest of the flat purchasers.

***Maharashtra Regional and Town Planning Act, 1966:***

The Act was enacted to make provision for planning the development and use of land in region established and for the constitution of Regional Planning boards. Any person not being Central or State Government or local authority intending to carry out any development on any land shall make in application writing to the Planning Authority for permission in such form and containing such particulars and accompanied by such documents, as may be prescribed.

***Maharashtra Fire Prevention and Life Safety Measures Act, 2006:***

The object of the Act is to make effective provisions for the Fire prevention and Life safety measures in various types of buildings in the state of Maharashtra. The occupier or owner of the Building shall furnish to the Chief Fire officer or Nominated officer a form regarding the Compliance of the Fire and safety measures. And also, furnish twice a year certificate in relation to maintenance of fire and safety measures.

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

The Transfer of Property Act, 1882 (hereinafter referred to as the 'T P Act, 1882') was intended to define and amend the existing laws and not to introduce any new principle. It applies only to voluntary transfers. The Act provides a clear, systematic and uniform law for the transfer of immovable property. Transfer of property means an act by which a person conveys the property to one or more persons, or himself and one or more other persons. The act of transfer may be done in the present or for the future. The person may include an individual, company or association or body of individuals, and any kind of property may be transferred, including the transfer of immovable property.

***The Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013:***

The Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013 ("Land Acquisition Act, 2013") has replaced the Land Acquisition Act, 1894 and aims at establishing a participative, informed and transparent process for land acquisition for industrialization, development of essential infrastructural facilities and urbanization. It provides for rehabilitation and resettlement of such affected persons. The exempted projects are those in the area of (i) national security or defence of India; (ii) rural infrastructure including electrification; (iii) industrial corridors and building social infrastructure including public private partnership where ownership of land continues to be vested with the government; (iv) affordable housing and housing for poor people and (v) industrial corridors.

***The National Building Code of India:***

The National Building Code of India (NBC), a comprehensive building Code, is a national instrument providing guidelines for regulating the building construction activities across the country. It serves as a Model Code for adoption by all agencies involved in building construction works, including the Public Works Departments, other government construction departments, local bodies or private companies in the field of construction. The Code mainly contains administrative regulations, development control rules and general building requirements; fire safety requirements; stipulations regarding materials, structural design and construction (including safety); and building and plumbing services.

***The Benami Transactions (Prohibition) Act, 1988 (as amended in 2016):***

"Benami transaction" means, (A) a transaction or an arrangement— (a) where a property is transferred to, or is held by, a person, and the consideration for such property has been provided, or paid by, another person; and (b) the property is held for the immediate or future benefit, direct or indirect, of the person who has provided the consideration. Any property, which is subject matter of benami transaction, shall be liable to be confiscated by the Central Government and also liable to punishment as stated in the Act.

***The Registration Act, 1908:***

Registration Act was introduced to provide a method of public registration of documents so as to give information to people regarding legal rights and obligations arising or affecting a particular property, and to perpetuate documents which may afterwards be of legal importance, and also to prevent fraud. Registration lends inviolability and importance to certain classes of documents.

***The Easement Act, 1882:***

An Easement is a right which the owner or occupier of certain land possesses, as such, for the beneficial enjoyment of that land, to do and continue to do something, or to prevent and continue to prevent something being done, in or upon, or in respect of, certain other Land not his own. An easementary right is a right possessed by the owner or occupier of the land on some other land, not his own, the purpose of which is to provide the beneficial enjoyment of the land. This right is granted because without the existence of this right an occupier or owner cannot fully enjoy his own property.

***TAXATION RELATED LAWS:***

***The Income-tax Act, 1961:***

The Income Tax Act, 1961 (“IT Act”) deals with the taxation of individuals, corporates, partnership firms and others. As per the provisions of this Act the rates at which they are required to pay tax is calculated on the income declared by them or assessed by the authorities, after availing the deductions and concessions accorded under the Act. The IT Act is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of this Act or Rules made there under depending upon its “Residential Status” and “Type of Income” involved. The IT Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India.

***The Goods and Services Tax (“GST”):***

The GST is applicable on the supply of goods or services as against the present concept of tax on the Manufacture and sale of goods or provision of services. It is a destination-based consumption tax. It is dual GST with the Central and State Governments simultaneously levying it on a common tax base. The GST to be levied by the Centre on intra-State supply of goods and / or services is called the Central GST (CGST) and that to be levied by the States is called the State GST (SGST). An Integrated GST (IGST) is to be levied and collected by the Centre on inter-State supply of goods and services.

There were indirect taxes that were levied and collected by the Central and State Government which are now subsumed under GST. Some of the taxes which were applicable to the Company are as follows:

- Service Tax
- Value Added tax
- The Central Sales Tax
- Excise Duty

***The Professional Tax:***

The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations. The professional tax is charged as per the List II of the Constitution. The professional taxes are classified under various tax slabs in India. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner. Every person liable to pay tax under these Acts (other than a person earning salary or wages, in respect of whom the tax is payable by the employer), shall obtain a certificate of enrolment from the assessing authority.

***Corporate law:***

***The Companies Act, 2013:***

The Companies Act, 2013, has been introduced to replace the existing Companies Act, 1956 in a phased manner. The Ministry of Corporate Affairs has also issued rules complementary to the Companies Act, 2013 establishing the procedure to be followed by companies in order to comply with the substantive provisions of the Companies Act, 2013. The Act prescribes regulatory mechanism regarding all relevant aspects including organizational, financial and managerial aspects of companies. Regulation of the financial and management aspects constitutes the main focus of the Act. The Ministry of Corporate Affairs, has also issued rules complementary to the Companies Act, 2013 establishing the procedure to be followed by companies in order to comply with the substantive provisions of the Companies Act, 2013. In the functioning of the corporate sector, although freedom of companies is important, protection of the investors and shareholders, on whose funds they flourish, is equally important. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

***LABOUR LAWS:***

***The Employees State Insurance Act, 1948:***

The ESI Act provides for certain benefits to employees in case of sickness, maternity and employment injury. All employees in establishments covered by the ESI Act are required to be insured, with an obligation imposed on the employer to make certain contributions in relation thereto. In addition, the employer is also required to register itself under the ESI Act and maintain prescribed records and registers. Companies which are controlled by the Government are exempt from this requirement if employees receive benefits similar or superior to the benefits prescribed under the ESI Act.

***Employees Provident Fund and Miscellaneous Provisions Act, 1952:***

The Employees' Provident Funds and Miscellaneous Provisions Act, 1952 (EPF Act) applies to factories employing 20 or more employees and such other establishments and industrial undertakings as notified by the government from time to time. The EPF Act requires all such establishments to be registered with the Regional Provident Fund Commissioner and requires the employers and their employees to contribute in equal proportion to the employees' provident fund, the prescribed percentage of basic wages and dearness and other allowances payable to employees. The EPF Act also requires the employer to maintain registers and submit a monthly return to the State Provident Fund Commissioner.

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

The purpose of Maternity Act 1961 is to regulate the employment of pregnant women and to ensure that they get paid leave for a specified period during and after their pregnancy. It provides inter-alia for payment of maternity benefits, medical bonus and enacts prohibition on dismissal, reduction of wages paid to pregnant women etc. Our Government further amended the Act which is known as 'The Maternity Benefit (Amendment) Act, 2017', effective from March 27, 2017 introducing more benefits for pregnant women in certain establishments.

***The Child Labour (Prohibition and Regulation) Act, 1986:***

The Child Labour (Prohibition & Regulation) Act, 1986, as amended from time to time ("Child Labour Act") was enacted to prohibit the engagement of children below the age of 14 years in certain specified occupations and processes and to regulate their conditions of work in certain other employments.

***The Payment of Wages Act, 1936:***

Payment of Wages Act, 1936, as amended, Payment of Wages (Amendment) Act, 2017 is aimed at regulating the payment of wages to certain classes of persons employed in certain specified industries and to ensure a speedy and effective remedy for them against illegal deductions or unjustified delay caused in paying wages to them. The Act confers on the person(s) responsible for payment of wages certain obligations with respect to the maintenance of registers and the display in such factory/establishment, of the abstracts of this Act and Rules made there under.

***The Minimum Wages Act, 1948:***

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. Every employer is mandated to pay the minimum wages to all employees engaged to do any work skilled, unskilled, and manual or clerical (including out-workers) in any employment listed in the schedule to this Act, in respect of which minimum rates of wages have been fixed or revised under the Act.

***Contract Labour (Regulation and Abolition) Act, 1970, as amended (the “CLRA Act”):***

An Act to regulate the employment of contract labour in certain establishments and to provide for its abolition in certain circumstances and for matters connected therewith. It applies-- (a) To every establishment in which twenty or more workmen are employed or were employed on any day of the preceding twelve months as contract labour; (b) to every contractor who employs or who employed on any day of the preceding twelve months twenty or more workmen.

***The Industrial Disputes Act, 1947 and Industrial Dispute (Central) Rules, 1957:***

Industrial Dispute Act, 1947 and the Rules made thereunder provide for the investigation and settlement of industrial disputes. The Industrial Disputes Act, 1947 (IDA) 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 a prescribed amount may not generally be afforded statutory benefits or protection, except in certain cases. The Industrial Dispute (Central) Rules, 1957 specify procedural guidelines for lock-outs, closures, lay-offs and retrenchment.

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

A bonus payment is usually made to employees in addition to their base salary as part of their wages or salary. Pursuant to the Payment of Bonus Act, 1965, as amended (the “Bonus Act”), an employee in a factory or in any establishment where twenty or more persons are employed on any day during an accounting year, who has worked for at least 30 working days in a year is eligible to be paid a bonus.

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

The Payment of Gratuity Act is applicable to every factory, mine, oilfield, plantation, port, railway companies and to every shop and establishment in which 10 or more persons are employed or were employed at any time during the preceding twelve months. This Act applies to all employees irrespective of their salary.

The Payment of Gratuity Act, as amended, provides for a scheme for payment of gratuity to an employee on the termination of his employment after he has rendered continuous service for not less than 5 years:

- (a) On his/her superannuation;
  - (b) On his/her retirement or resignation;
  - (c) On his/her death or disablement due to accident or disease
- (In this case the minimum requirement of five years does not apply)

***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 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 Equal Remuneration Act, 1976:***

Equal Remuneration Act, 1976 was enacted with the aim of state to provide Equal Pay and Equal Work as envisaged under Article 39 of the Constitution. The Equal Remuneration Act, 1976 aims to provide for the

payment of equal remuneration to men and women workers and for the prevention of discrimination, on the ground of sex, against women in the matter of employment and for matters connected therewith or incidental thereto. According to the Act, the term 'remuneration' means "the basic wage or salary and any additional emoluments whatsoever payable, either in cash or in kind, to a person employed in respect of employment or work done in such employment, if the terms of the contract of employment, express or implied, were fulfilled."

***The Employees' Compensation Act, 1923:***

The Employees' Compensation Act, 1923 has been enacted with the objective to provide for the payment of compensation to workmen by employers for injuries by accident arising out of and in the course of employment, and for occupational diseases resulting in death or disablement. The Employees' Compensation Act makes every employer liable to pay compensation, if a personal injury/disablement/loss of life is caused to a workman (including those employed through a contractor) by accident arising out of and in the course of his employment.

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

The SHWWA is a legislative act in India that seeks to protect women from sexual harassment at their place of work. The SHWWA has been introduced in 2013 to provide a safe, secure and enabling environment, free from sexual harassment to every woman. Every employer is legally required to comply with the statutory requirements as mentioned in the Act.

***The Maharashtra Labour Welfare Fund Act, 1953:***

Any establishment which is covered under the Bombay Shops and Establishments Act, 1948 or employs at least 5 employees is required to make bi-annual contributions in the months of June and December every year to the Maharashtra Labour Welfare Fund with respect to each of its employees including contract labourers except those employed in managerial capacity or supervisory role drawing monthly salary of more than INR 3,500.

***ENVIRONMENTAL LAWS:***

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

The Environment (Protection) Act, 1986 was enacted as a general legislation to safeguard the environment from all sources of pollution by enabling coordination of the activities of the various regulatory agencies concerned. 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.

***The Water (Prevention and Control of pollution) Act, 1981:***

The Water Act aims to prevent and control water pollution as well as restore water quality by establishing and empowering the Central Pollution Control Board and the State Pollution Control Boards. Under the Water Act, any person establishing any industry, operation or process, any treatment or disposal system, use of any new or altered outlet for the discharge of sewage or new discharge of sewage, must obtain the consent of the relevant State Pollution Control Board, who is empowered to establish standards and conditions that are required to be complied with.

***The Air (Prevention and Control of Pollution) Act, 1981:***

The Air (Prevention and Control of Pollution) Act, 1981 ("Air Act") has been enacted to provide for the prevention, control and abatement of air pollution. Pursuant to the provisions of the Air Act, any person, establishing or operating any industrial plant within an air pollution control area, must obtain the consent of the relevant State Pollution Control Board prior to establishing or operating such industrial plant. No person operating any industrial plant in any air pollution control area is permitted to discharge the emission of any air pollutant in excess of the standards laid down by the State Pollution Control Board.

***The Hazardous and Other Wastes (Management, Handling and Trans boundary Movement) Rules, 2016:***

Hazardous and Other Wastes (Management, Handling and Trans boundary Movement) Rules, 2016 came into force from April 04, 2016 superseding the Hazardous Wastes (Management, Handling and Trans boundary Movement) Rules, 2008.



Hazardous waste means any waste, which by reason of characteristics, such as physical, chemical, biological, reactive, toxic, flammable, explosive or corrosive, causes danger to health, or environment. It comprises the waste generated during the manufacturing processes of the commercial products such as industries involved in petroleum refining, production of pharmaceuticals, petroleum, paint, aluminum, electronic products etc. Hazardous Waste Management Rules are notified to ensure safe handling, generation, processing, treatment, package, storage, transportation, use reprocessing, collection, conversion, and offering for sale, destruction and disposal of Hazardous Waste.

***INTELLECTUAL PROPERTY RELATED LAWS:***

***The Trademarks Act, 1999:***

The Indian Law on trademarks is enshrined in the Trade Marks Act, 1999 (the “TM Act”). Under the existing Legislation, a trademark is a mark used in relation to goods so as to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. The TM Act 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. The right to use the mark can be exercised either by the registered proprietor or a registered user. The present term of registration of a trademark is ten years, which may be renewed for similar periods on payment of prescribed renewal fee.

***STATUTORY AND COMMERCIAL LAWS:***

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

The Indian Contract Act occupies the most important place in the Commercial Law. Without contract Act, it would have been difficult to carry on trade or any other business activity and in employment law. It is not only the business community which is concerned with the Contract Act, but it affects everybody. The objective of the Contract Act is to ensure that the rights and obligations arising out of a contract are honoured and that legal remedies are made available to those who are affected.

***Competition Act, 2002:***

The Competition Act, 2002 aims to anti-competitive practices that cause or are likely to cause an appreciable adverse effect on competition in the relevant market in India. The act deals with prohibition of agreements and Anti-competitive agreements. No enterprise or group shall abuse its dominant position in various circumstances as mentioned under the Act. The prima facie duty of the Competition Commission established under the Act is to eliminate practices having adverse effect on competition, promote and sustain competition, protect interest of consumer and ensure freedom of trade.

***The Information Technology Act, 2000:***

The Information Technology Act, 2000 was notified on October 17, 2000. It is the law that deals with cybercrime and electronic commerce in India. The Information Technology Act, 2000 provides legal recognition to the transaction done via an electronic exchange of data and other electronic means of communication or electronic commerce transactions.

***The Maharashtra Stamp Act, 1958:***

The Maharashtra Stamp Act, 1958 is an in-force Act of the Government of India for the charging of stamp duty on instruments recording transactions. The taxing event is when the instrument is executed in the State for the first time without being previously executed. No instrument, counterpart, duplicate or copy chargeable with duty under this Act shall be received in evidence unless the duty chargeable has been paid thereon.

***Negotiable Instrument Act, 1881:***

Negotiable Instruments Act was enacted to legalize the system by which instruments contemplated by it could pass from hand to hand by negotiation like any other goods. The purpose of the act was to present an orderly



and authoritative statement of leading rules of law relating to the negotiable instruments. To achieve the objective of the Act, the legislature thought it proper to make provision in the Act for conferring certain privileges to the mercantile instruments contemplated under it and provide special procedure in case the obligation under the instrument was not discharged

***The Specific Relief Act, 1963:***

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

***Limitation Act, 1963:***

The law relating to Law of Limitation to India is the Limitation Act, 1859 and subsequently Limitation Act, 1963 which was enacted on 5th of October, 1963 and which came into force from 1st of January, 1964 for the purpose of consolidating and amending the legal principles relating to limitation of suits and other legal proceedings. The basic concept of limitation is relating to fixing or prescribing of the time period for barring legal actions. According to Section 2 (j) of the Limitation Act, 1963, ‘period of limitation’ means the period of limitation prescribed for any suit, appeal or application by the Schedule, and ‘prescribed period’ means the period of limitation computed in accordance with the provisions of this Act.

***Maharashtra Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2017:***

The Government of Maharashtra has notified the Maharashtra Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2017 with effect from September 7, 2017. The Act replaces the erstwhile Maharashtra Shops and Establishments Act, 1948. Every establishment employing ten or more workers shall register under the Act by making an application in the prescribed manner. The above registration shall not be applicable to establishments already having a valid registration under the existing Maharashtra Shops and Establishments Act, until the expiry of their registration. The Act has introduced a new concept for the safety of women employees. The Act prohibits discrimination of women employees in the matter of recruitment, training, transfers or promotion or wages.

***Consumer Protection Act, 1986:***

The Consumer Protection Act, 1986 seeks to provide better protection of interests of the consumers and for that purpose to make provision for establishment of consumer councils and other authorities for the settlement of consumer’s disputes and for matters connected therewith. It seeks to promote and protect the rights of consumers. To provide steady and simple redressal to consumers ‘disputes, quasi-judicial machinery is sought to be set up at the district, state and central levels. The quasi-judicial bodies will observe the principles of natural justices and have been empowered to give relieves of a specific nature and to award wherever appropriate compensation to consumers. Penalties for non-compliance of the orders given by the quasi-judicial bodies have also been provided.

## HISTORY AND CORPORATE STRUCTURE

### Brief History of our Company

Our Company was originally incorporated as “Suratwala Housing Private Limited” under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated January 31, 2008 issued by the Registrar of Companies, Maharashtra, Pune bearing Registration no. 131361. Thereafter, the name of our Company was changed to “Suratwala Business Group Private Limited” and a fresh certificate of incorporation consequent upon change of name dated May 15, 2019 was issued by the Registrar of Companies, Maharashtra, Pune. Subsequently, our Company was converted into a public limited company pursuant to a Shareholders' Resolution passed at the Extra-Ordinary General meeting of the Company held on July 29, 2019 and the name of our Company was changed to “Suratwala Business Group Limited” vide a fresh certificate of incorporation dated November 21, 2019 bearing CIN: U45200PN2008PLC131361 issued by the Registrar of Companies, Maharashtra, Pune.

Jatin Dhansukhlal Suratwala, Manoj Dhansukhlal Suratwala, Hitendra Arvind Suratwala, Apurva Harishchandra Mehta and Hemaben Pankajkumar Sukhadia were the initial subscribers to the Memorandum of Association of our Company and as on the date of this draft prospectus, Jatin Dhansukhlal Suratwala and Manoj Dhansukhlal Suratwala are the Promoters of our Company.

We are a real estate development company primarily focusing on development of residential and commercial projects in the Pune district. Our business activities comprises of development and sale of residential as well as commercial properties (the “Development Business”) and the maintenance of the properties developed by us (the “Maintenance Business”). Apart from the development and maintenance business, we also focus on providing the space on rent such as renting for mobile tower, hoardings and banners on building or renting of the unsold space for short durations.

For information on our Company’s business profile, services, geographical presence, activities, growth, technology, marketing strategy, competition and our clients, the standing of our Company with reference to prominent competitors, please refer to chapters titled “Our Business”, “Industry Overview” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 90, 79 and 162, respectively of this Draft Prospectus.

### Address of the Registered Office

#### Suratwala Business Group Limited

S. No. 4/38, Sumangal, First Floor, Sahakar Colony Behind SBI,  
Off Karve Road, Erandwane, Pune - 411004 Maharashtra, India

### Changes in Registered Office

Except as mentioned below, there has not been any change in our Registered Office since inception till the date of the Draft Prospectus: -

Date of change	From	To	Purpose
On Incorporation	Flat No. 5, Shivanjali Apartment, Shivanand Garden, Next To Mantri Park, Kothrud, Near Shivaji Putla, Pune - 411029 Maharashtra.		
March 06, 2008	Flat No. 5, Shivanjali Apartment, Shivanand Garden, Next To Mantri Park, Kothrud, Near Shivaji Putla, Pune - 411029 Maharashtra.	S1 (201) Second Floor, Parijat Apartments, S. NO. 88, Karve Road, Erandavana, Pune - 411004 Maharashtra.	Administrative Convenience
September 02, 2011	S1 (201) Second Floor, Parijat Apartments, S. NO. 88, Karve Road, Erandavana, Pune - 411004 Maharashtra.	S. No. 4/38, Sumangal, First Floor, Sahakar Colony Behind SBI, Off Karve Road, Erandwane, Pune - 411004 Maharashtra	Administrative Convenience

### Main Objects of our Company

The main objects of our Company as contained in our Memorandum of Association are as follows:

To carry on the business of civil engineers, builders, designers, promoters, contractors, developers and to manage, improve, hold or acquire by purchase, lease, exchange, sell, alienate, dispose of and deal in India or abroad in lands, estates, buildings, easements, hereditaments, flats, garages, houses, halls godowns, mills, tenements, factories, chawls, dwelling houses, clubs, warehouses, cinema halls, multiplex, shopping cum residential complex, amusement halls, restaurants, hotels, bridges, dams, offshore, platforms, canals, reservoirs, irrigation, reclamation, embankments, roads, tracks, highways, tunnels, rope ways or other landed properties of any tenure or description and any estate or interest therein or rights connected therewith and to turn the same to account as may be expedient and any particular by laying out and preparing building sites by planting, paving, draining and cultivating land and by demolishing, construction, reconstructing altering, decorating furnishing, maintaining, administering, tenements or properties, construct, renovate, enlarge, extend, pull down or rebuild buildings, flats, godowns, and structures for commercial, industrial, recreational.

The main objects as contained in the Memorandum of Association enable our Company to carry on the business presently being carried out.

### Changes in the Memorandum of Association

Except as stated below there has been no change in the Memorandum of Association of our Company in the last ten years from the date of filing of Draft Prospectus:

Sr. No.	Particulars of Changes in Memorandum of Association	Date of Meeting	AGM / EGM
1.	Increase in authorized share capital from ₹5,00,000 divided into 50,000 Equity Shares of ₹10/- each to ₹10,00,00,000 divided into 1,00,00,000 Equity Shares of ₹10/- each.	November 09, 2018	EGM
2.	Change in the name of our Company from 'Suratwala Housing Private Limited' to 'Suratwala Business Group Private Limited'	April 19, 2019	EGM
3.	Increase in authorized share capital from ₹10,00,00,000 divided into 1,00,00,000 Equity Shares of ₹10/- each to ₹15,00,00,000 divided into 1,50,00,000 Equity Shares of ₹10/- each..	May 18, 2019	EGM
4.	Conversion of our Company from Private Limited to Public Limited Company. Consequently, name of the Company has been changed from Suratwala Business Group Private Limited to Suratwala Business Group Limited and a fresh Certificate of Incorporation dated November 21, 2019 bearing CIN U45200PN2008PLC131361 was issued by Registrar of Companies, Maharashtra, Pune.	July 29, 2019	EGM
5.	Increase in authorized share capital from ₹15,00,00,000 divided into 1,50,00,000 Equity Shares of ₹10/- each to ₹18,00,00,000 divided into 1,80,00,000 Equity Shares of ₹10/- each..	November 30, 2019	EGM
6.	The Object Clause of Memorandum of Association was replaced in its entirety for compliance with the provisions of the Companies Act, 2013 and the rules thereunder.	November 30, 2019	EGM

### Major events and milestones of our Company

The table below sets forth the key events in the history of our Company:

Year	Details
2008	Incorporation of our Company as "Suratwala Housing Private Limited" under the Companies Act, 1956.
	Marked the beginning of Real-estate operations in Pune district by commencing construction of residential project "Suratwala Sweet 16" at Baner, Pune
2010	Completion of the residential project "Suratwala Sweet 16" at Baner.
2012	Our Company was awarded with a Certificate for the project 'Suratwala's Sweet 16' for being among the top three nominated projects under the category Residential-Apartment-Low Cost-

	Non Metro at the CREDAI Real Estate Awards 2012.
2015	Started Construction of Commercial Building “Suratwala Mark Plazzo Phase I” at village Hinjewadi, near Rajiv Gandhi IT Park, Pune.
2016	Successfully completed first commercial project “Suratwala Mark Plazzo Phase I”
2019	Awarded with a ‘Certificate of Membership’ under the authority of ‘CREDAI’ Association.
	Change in the name of our Company from ‘Suratwala Housing Private Limited’ to ‘Suratwala Business Group Private Limited’
	Conversion of our Company from private to public i.e. from “Suratwala Business Group Private Limited” to “Suratwala Business Group Limited”.

#### **Holding Company**

As on the date of this Draft Prospectus, our Company is not a subsidiary of any company.

#### **Subsidiary of our Company**

As on date of this Draft Prospectus, our Company doesn’t have any subsidiary company.

#### **Joint Venture of our Company**

As on date of this Draft Prospectus, our Company has not entered into any Joint Venture.

#### **Revaluation of Assets**

Our Company has not revalued its assets in last 10 years from date of this Draft Prospectus.

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

Our Company has not made any material acquisitions of any business or undertaking, and has not undertaken any mergers, amalgamation or revaluation of assets in the last ten years.

#### **Divestment of Business/Undertaking by Company.**

Our Company has not divested any of its business/undertaking in last 10 years from date of this Draft Prospectus.

#### **Shareholders Agreements**

There are no subsisting shareholder’s agreements among our shareholders in relation to our Company, to which our Company is a party or otherwise has notice of the same as on the date of the Draft Prospectus.

#### **Collaboration Agreements**

As on date of Draft Prospectus, Our Company has not entered into any collaboration agreement.

#### **Agreement with Key Managerial Personnel, Director, Promoter, or any other employee of the Company**

There are no agreements entered into by Key Managerial Personnel or Director or Promoter or any other employee, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

#### **Other Material Agreement**

As on the date of this Draft Prospectus, our Company has not entered into any other subsisting material agreements including with strategic partners, joint venture partners and/or financial partners, entered into, other than in the ordinary course of business of the Company.

#### **Time and Cost overruns in setting up projects**

Considering the nature of business activities, our Company has not experienced time and cost overruns in the past.

**Significant financial or strategic partnerships**

There are no subsisting significant financial or strategic partnerships, to which our Company is a party or otherwise has notice of the same as on the date of the Draft Prospectus.

**Capital raising (Debt / Equity)**

Our equity issuances in the past have been provided in "Capital Structure" beginning on page 48 of this Draft Prospectus. Further, our Company has not undertaken any public offering of debt instruments since its inception.

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

There have been no defaults or rescheduling of borrowings with financial institutions, banks or conversion of loans into equity in relation to our Company. Further, there have been no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by the applicant, promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) during the past three years.

**Lock-out or strikes**

There have been no lock-outs or strikes in our Company since inception.

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

There have been no changes in the activities of our Company during the last five (5) years

**Injunction or restraining order**

Except as disclosed in the section titled "*Outstanding Litigation and Material Developments*" beginning on page 174 of this Draft Prospectus, there are no injunctions/restraining orders that have been passed against the Company.

**Number of Shareholders of our Company:**

Our Company has Seventeen (17) shareholders as on the date of this Draft Prospectus. For further details on the shareholding pattern of our Company, please refer to the chapter titled "*Capital Structure*" beginning on page 48 of the Draft Prospectus.

## OUR MANAGEMENT

### Board of Directors

The following table sets forth the details regarding the Board of Directors of our Company as on the date of filing of this Draft Prospectus:

Name, Father's Name, Age, Designation, Address, Experience, Occupation, Qualification, Nationality & DIN	Date & term of Appointment	No. of Equity Shares held & % of Shareholding (Pre Issue)]	Other Directorships
<p><b>Mr. Jatin Dhansukhlal Suratwala</b>  <b>Father's Name:</b> Mr. Dhansukhlal Bhanabhai Suratwala  <b>Age:</b> 47 years  <b>Date of Birth:</b> February 13, 1972  <b>Designation:</b> Chairman &amp; Managing Director  <b>Address:</b> Flat No. 501, Building A12, Karishma Society, Kothrud, Karve Road, Pune, 411038, Maharashtra, India.  <b>Experience:</b> 28 years  <b>Occupation:</b> Business  <b>Qualification:</b> Diploma in Metallurgy  <b>Nationality:</b> Indian  <b>DIN:</b> 01980329</p>	<p>Originally Appointed as Director w.e.f. January 31, 2008</p> <p>Re-designated as Chairman &amp; Managing Director for a period of 5 years w.e.f. November 30, 2019.</p> <p><i>(Not Liable to retire by rotation)</i></p>	<p>67,36,402 equity Shares [52.87%]</p>	<p>Suratwala Properties LLP</p>
<p><b>Mr. Manoj Dhansukhlal Suratwala</b>  <b>Father's Name:</b> Mr. Dhansukhlal Bhanabhai Suratwala  <b>Age:</b> 51 years  <b>Date of Birth:</b> April 10, 1968  <b>Designation:</b> Whole Time Director  <b>Address:</b> B 902 Palladium society Opp. Big Bazar Kothrud Pune, 411038, Maharashtra, India.  <b>Experience:</b> 20 years  <b>Occupation:</b> Business  <b>Qualification:</b> Bachelor of Commerce  <b>Nationality:</b> Indian  <b>DIN:</b> 01980434</p>	<p>Originally Appointed as Director w.e.f. January 31, 2008</p> <p>Re-designated as Whole Time Director for a period of 5 years w.e.f. November 30, 2019.</p> <p><i>(Liable to retire by rotation)</i></p>	<p>23,08,475 Equity Shares [18.12%]</p>	<p>Suratwala Properties LLP</p>
<p><b>Mrs. Hemaben Pankajkumar Sukhadia</b>  <b>Father's Name</b> Mr. Dhansukhlal Bhanabhai Suratwala  <b>Age:</b> 50 years  <b>Date of Birth:</b> November 03, 1969  <b>Designation:</b> Whole time Director  <b>Address:</b> Cool Homes Galaxy 1401 Building Fourteen Floor, Erandwane Pune 411004, Maharashtra, India.  <b>Experience:</b> 10 Years  <b>Occupation:</b> Business  <b>Qualification:</b> HSC from Maharashtra State Board.  <b>Nationality:</b> Indian  <b>DIN:</b> 01980774</p>	<p>Originally Appointed as Director w.e.f. January 31, 2008</p> <p>Re-designated as Whole Time Director for a period of 5 years w.e.f. November 30, 2019.</p> <p><i>(Liable to retire by rotation)</i></p>	<p>780302 Equity Shares [6.12%]</p>	<p>Suratwala Properties LLP</p>
<p><b>Mr. Pankajkumar Rameshchandra Sukhadia</b>  <b>Father's Name:</b> Mr. Rameshchandra Chandulal Sukhadia</p>	<p>Originally Appointed as Additional Non-Executive Director w.e.f. December 30,</p>	<p>NIL</p>	<p>NIL</p>

Name, Father's Name, Age, Designation, Address, Experience, Occupation, Qualification, Nationality & DIN	Date & term of Appointment	No. of Equity Shares held & % of Shareholding (Pre Issue)]	Other Directorships
<b>Age:</b> 55 Years <b>Date of Birth:</b> November 02, 1964 <b>Designation:</b> Additional Non-Executive Director <b>Address:</b> C-103, Anand Residency, Near City Pride, Kothrud, Ex. Serviceman Colony Pune 411038, Maharashtra, India. <b>Experience:</b> 37 years <b>Occupation:</b> Professional <b>Qualification:</b> B.Com, LLB <b>Nationality:</b> Indian <b>DIN:</b> 08634710	2019  <i>(Liable to retire by rotation)</i>		
<b>Mr. Pramod Jain</b> <b>Father's Name:</b> Mr. Rajendra Prasad Jain <b>Age:</b> 57 Years <b>Date of Birth:</b> February 01, 1962 <b>Designation:</b> Independent Director <b>Address:</b> 7/A3, Visava Park, D P Road, Aundh, Pune, 411007, Maharashtra, India <b>experience:</b> 35 years <b>Occupation:</b> Professional <b>Qualification:</b> MBA, FCS, ACA, ACMA, CFA, LL.B <b>Nationality:</b> Indian <b>DIN:</b> 07009115	Originally Appointed as Independent Director for a period of 5 years w.e.f. November 30, 2019.	NIL	NIL
<b>Ms. Dimple Kirit Sanghavi</b> <b>Father's Name:</b> Mr. Kirit Maganlal Sanghvi <b>Age:</b> 41 years <b>Date of Birth:</b> February 21, 1978 <b>Designation:</b> Independent Director <b>Address:</b> Flat No A-401, Floor 4, Vascon Ela, Malwadi Road, Opp. Suzlon One Earth, Hadapsar, Pune, 411028, Maharashtra. <b>Experience:</b> 21 years <b>Occupation:</b> Professional <b>Qualification:</b> M.com, Operational Research, Neuro Linguistic Practitioner <b>Nationality:</b> Indian <b>DIN:</b> 08626088	Originally Appointed as Independent Director for a period of 5 years w.e.f. November 30, 2019.	NIL	NIL

#### Brief Biography of Directors

1. **Mr. Jatin Dhansukhlal Suratwala, aged 47 years** is the Chairman & Managing Director of our company. He holds a Diploma in Metallurgy from the Government Polytechnic College, Pune, Maharashtra. He was originally appointed on the Board as Director on January 31, 2008 and further re-designated as Chairman and Managing Director for a term of 5 years w.e.f. November 30, 2019 vide EGM dated November 30, 2019. His role and responsibilities include business development, land procurement, Legal and liasoning along with funding requirements of company. He is also responsible for new business planning and strategies. Under his leadership, the company is taking strides towards achieving a goal of making SURATWWALA Group a renowned name in Real Estate Development in and around Pune. He has a total experience of more than 28 years.



2. **Mr. Manoj Dhansukhlal Suratwala, aged 51 years** is the Whole Time Director of our Company. He holds a Bachelor of Commerce degree from Pune University. He was originally appointed on the Board as Director on January 31, 2008 and further re-designated as Whole Time Director for a term of 5 years w.e.f. November 30, 2019 vide EGM dated November 30, 2019. His role and responsibilities include Execution of Projects, Management of Construction related operations, Procurement of material required for operations, and day-to-day activities of the company. He has a total experience of around 20 years.
3. **Mrs. Hemaben Pankajkumar Sukhadia, aged 50 years** is the Whole time Director of our Company. She has completed her Higher Secondary Education from Maharashtra State Board and has an experience of around 10 years in related field. She was originally appointed on the Board as Director on January 31, 2008 and further re-designated as Whole Time Director for a term of 5 years w.e.f. November 30, 2019 vide EGM dated November 30, 2019. She is entrusted with the responsibility of looking after the Human Resource Department and General Administration of Company.
4. **Mr. Pankajkumar Rameshchandra Sukhadia, aged 55 Years** is a Non-Executive Director of our Company. He holds a Bachelor of Commerce and Bachelor of Law Degree from University of South Gujarat, Surat. He has vast experience of 20years in the field of Legal and Conveyance Practice. He has been appointed as Additional non-Executive Director of our Company w.e.f December 30, 2019.
5. **Mr. Pramod Kumar Jain aged 57 Years,** is an Independent Director of our Company. He is a Qualified Chartered Accountant, Cost and Work Accountant, Company Secretary, Chartered Financial Analyst. Apart from this, he also holds degree of Bachelor of Law from Pune University and Masters of Business Administration from Pune University. He has been appointed on the board as independent director for a term of 5-year w.e.f November 30,2019.He has vast experience of 35 Years as Practicing Chartered Accountant.
6. **Ms. Dimple Kirit Sanghvi, aged 41 Years** is an Independent Director of Company. She holds a degree of Master of Commerce from Osmania University. Apart from this she is a Neuro Linguistic Practitioner by Profession. She has been appointed on the board as independent director for a term of 5-year w.e.f November 30, 2019.

#### Confirmations

- None of the Directors are Willful Defaulters as on the date of this Draft Prospectus.
- None of our Directors are declared Fugitive Economic Offenders under Section 12 of the Fugitive Economic Offenders Act, 2018.
- 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, during his/her tenure.
- None of the Directors of our Company are associated with securities market.
- None of our Directors are/ were directors of any entity whose shares were delisted from any Stock Exchange(s).
- Neither our Company nor our Promoters, persons forming part of our Promoter Group, Directors or persons in control of our Company are debarred from accessing the capital markets by SEBI.
- 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.

#### Nature of any family relationship between our Directors and Key Managerial Personnel (KMP)

The Directors and KMPs of the Company are related to each other within the meaning of section 2 (77) of the Companies Act, 2013. Details of which are as follows:

Name of the Director/KMP	Relationship
Mr. Jatin Dhansukhlal Suratwala, Mr. Manoj Dhansukhlal Suratwala & Mrs. Hemaben Pankajkumar Sukhadia	Siblings
Mr. Pankajkumar Rameshchandra Sukhadia & Mrs Hemaben Pankajkumar Sukhadia	Spouse

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

We have not entered into any arrangement or understanding with our major shareholders, customers, suppliers or others, pursuant to which any of our Directors were selected as Directors or members of the senior management.

**Service Contracts:**

The Directors of our Company have not entered into any service contracts with our company, which provides for benefits upon termination of their employment.

**Details of Borrowing Powers of Directors**

Our Company has passed a special resolution in the Extra Ordinary General Meeting of the members held November 30, 2019 authorizing the Directors of the Company under Section 180 (1) (c) of the Companies Act, 2013 to borrow from time to time all such money as they may deem necessary for the purpose of business of our Company notwithstanding that money borrowed by the Company together with the monies already borrowed by our Company may exceed the aggregate of the paid up share capital and free reserves provided that the total amount borrowed by the Board of Directors shall not exceed the sum of ₹50.00Crores (Rupees Fifty Crores Only).

**Compensation of our Managing Director & Whole-time Director**

The compensation payable to our Managing Director and Whole-time 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, if any 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).

**The following compensation has been approved for Managing Director & Whole time Director**

Particulars	Mr. Jatin Dhansukhlal Suratwala	Mr. Manoj Dhansukhlal Suratwala	Mr. Hemaben Pankajkumar Sukhadia
Appointment/Change in Designation	Appointed as Director i.e. January 31, 2008; Re-designated as Chairman & Managing Director w.e.f. November 30, 2019 vide EGM dated November 30, 2019	Appointed as Director w.e.f. January 31, 2008; Re-designated as Whole Time Director w.e.f. November 30, 2019 vide EGM dated November 30, 2019	Appointed as Director w.e.f. January 31, 2008; Re-designated as Whole Time Director w.e.f. November 30, 2019 vide EGM dated November 30, 2019
Current Designation	Managing Director	Whole time Director	Whole Time Director
Term of Appointment	5 years Not liable to retire by rotation	5 years Liable to retire by rotation	5 years Liable to retire by rotation
Remuneration & Perquisites	Upto₹48.00 Lakh per annum	Upto₹48.00 Lakh per annum	Upto₹18.00 Lakh per annum
Compensation paid in the year 2017-18	Upto₹48.00 Lakh per annum	Upto₹48.00 Lakh per annum	Upto₹18.00 Lakh per annum

**Bonus or Profit Sharing Plan for our Directors**

We have no bonus or profit sharing plan for our Directors.

**Sitting Fees**

The Articles of Association of our Company provides for payment of sitting fees to each Director not exceeding Rs. 1.00 Lac to be fixed by Directors from time to time, for attending a meeting of the Board or a Committee thereof. Our Board of Directors have resolved in their meeting dated December 30, 2019 for payment of an amount not exceeding Rs. 1.00 Lac as approved by the Board to all Non-Executive Directors and Independent Directors for attending each such meeting of the Board or Committee thereof.

**Shareholding of our Directors as on the date of this Draft Prospectus: -**

Sr. No.	Name of the Director	No. of Shares Held	Holding in %
1.	Mr. Jatin Dhansukhlal Suratwala	67,36,402	52.87%
2.	Mr. Manoj Dhansukhlal Suratwala	23,08,475	18.12%
3.	Mrs. Hemaben Pankajkumar Sukhadia	7,80,302	6.12%
4.	Mr. Pankajkumar Rameshchandra Sukhadia	-	-
	<b>Total</b>	<b>98,25,179</b>	<b>77.11%</b>

None of the Independent Directors of the Company holds any Equity Shares of Company as on the date of this Draft Prospectus.

We do not have any Subsidiary Company as defined under Section 2(6) of the Companies Act, 2013.

Our Articles of Association do not require our Directors to hold any qualification Equity Shares in the Company.

### INTEREST OF DIRECTORS

All the Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses payable to them under the Articles, and to the extent of remuneration paid to them for services rendered as an officer or employee of the Company. For further details, please refer to Chapter titled **“Our Management”** beginning on page 114 of this Draft Prospectus.

Our Directors may also be regarded as interested to the extent of their shareholding and dividend payable thereon, if any, and to the extent of Equity Shares, if any held by them in our Company or held by their relatives. Further our Director are also interested to the extent of unsecured loans or personal guarantee, if any, given by them to our Company or by their relatives or by the companies/ firms in which they are interested as directors/Members/Partners. Further our Directors are also interested to the extent of loans, if any, taken by them or their relatives or taken by the companies/ firms in which they are interested as Directors/Members/Partners and for the details of Personal Guarantee given by Directors towards Financial facilities of our Company please refer to **“Statement of Financial Indebtedness”** and **“Financial Information of the Company”** on page 160 and 132 respectively of this Draft Prospectus.

Except as stated otherwise in this Draft Prospectus, our Company has not entered into any Contract, Agreements or Arrangements during the preceding two years from the date of the Draft Prospectus in which the Directors are interested directly or indirectly and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be entered into with them. Also, our director’s namely Mr. Jatin Dhansukhlal Suratwala and Mr. Manoj Dhansukhlal Suratwala have provided their personal guarantee for the financial facility of Rs. 15 Crores secured by our company from HDFC Limited.

Except as stated in this section **“Our Management”** or the section titled **“Financial information of the Company - Related Party Transactions”** beginning on page 114 and 155 respectively of this Draft Prospectus, and except to the extent of shareholding in our Company, our Directors do not have any other interest in our business.

### Interest in the property of Our Company

Our Directors do not have any other interest in any property acquired/rented by our Company in a period of two years before filing of this Draft Prospectus or proposed to be acquired by us as on date of Draft Prospectus.

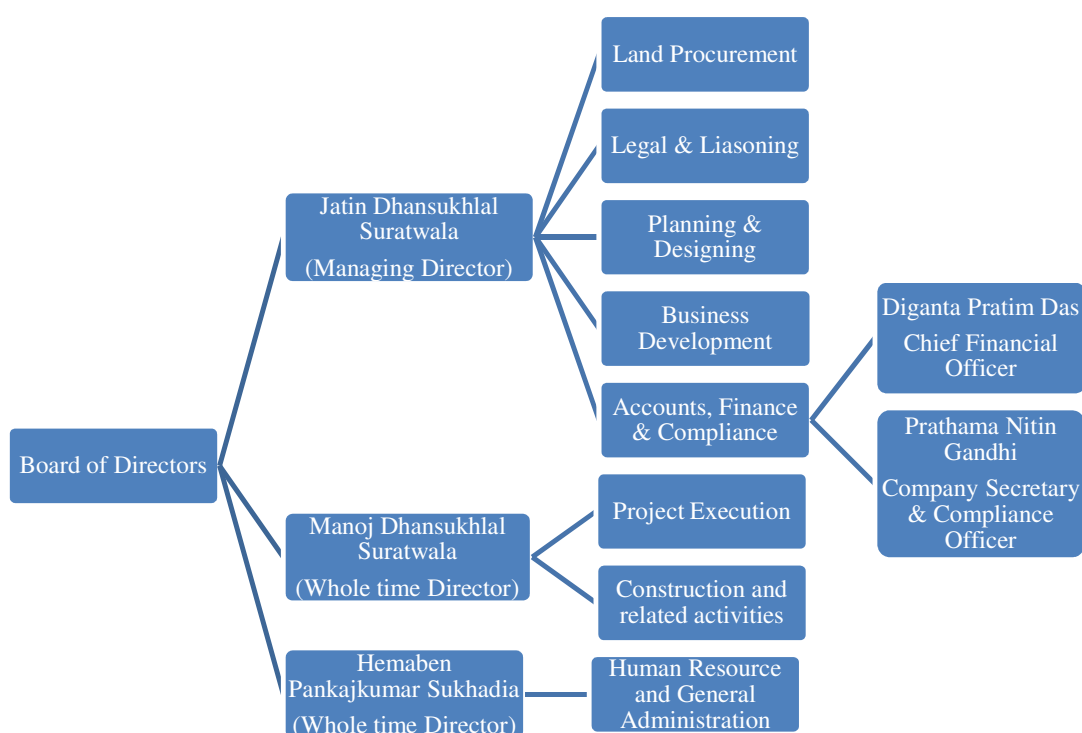
### Changes in Board of Directors in Last 3 Years

Sr. No.	Name	Date of Appointment / Re - Appointment	Reasons for Change
1.	Mr. Jatin Dhansukhlal Suratwala	Re-designated as Chairman & Managing Director w.e.f. November 30, 2019	To ensure better Corporate Governance and compliance with Companies Act, 2013
2.	Mr. Manoj Dhansukhlal Suratwala	Re-designated as Whole Time Director w.e.f. November 30, 2019	To ensure better Corporate Governance and compliance with

			Companies Act, 2013
3.	Mrs. Hemaben Pankajkumar Sukhadia	Re-designated as Whole Time Director w.e.f. November 30, 2019.	To ensure better Corporate Governance and compliance with Companies Act, 2013
4.	Mr. Pramod jain	Appointed as Independent Director w.e.f. November 30, 2019.	To ensure better Corporate Governance and compliance with Companies Act, 2013
5.	Ms. Dimple Kirit Sanghvi	Appointed as Independent Director w.e.f. November 30, 2019.	To ensure better Corporate Governance and compliance with Companies Act, 2013
6.	Mr. Pankajkumar Rameshchandra Sukhadia	Appointed as an Additional Director w.e.f. December 30, 2019	To ensure better Corporate Governance and compliance with Companies Act, 2013

### **MANAGEMENT ORGANISATION STRUCTURE**

The following chart depicts our Management Organization Structure: -



### **COMPLIANCE WITH CORPORATE GOVERNANCE**

In addition to the applicable provisions of the Companies Act, 2013, provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (ICDR) Regulations, 2018 will be applicable to our Company immediately upon the listing of our Company's Equity Shares on the SME Platform of BSE. The requirements pertaining to the Composition of the Board of Directors and the constitution of the committees such as the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committees, as applicable on us, have been complied with.

Our Board has been constituted in compliance with the Companies Act and in accordance with the best practices in corporate governance. Our Board functions either as a full board or through various committees constituted to oversee specific operational areas. The executive management provides our Board detailed reports on its performance periodically.

Our Board of Directors consist of Six (6) directors of which two (2) are Independent Directors, and we have Two women director on the Board. The constitution of our Board is in compliance with Section 149 of the Companies Act, 2013.

Our Company has constituted the following committees:

**a. Audit Committee**

Our Company has constituted an Audit Committee; vide Board Resolution dated December 30, 2019as per the applicable provisions of the Section 177 of the Companies Act, 2013. The constituted Audit Committee comprises following members:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Pramod Jain	Chairman	Independent Director
Ms. Dimple Kirit Sanghvi	Member	Independent Director
Mr. Jatin Dhansukhlal Suratwala	Member	Chairman & Managing Director

The Company Secretary of our Company shall act as a Secretary to the Audit Committee. The Chairman of the Audit Committee shall attend the Annual General Meeting of our Company to answer shareholder queries. The scope and function of the Audit Committee and its terms of reference shall include the following:

**A. Tenure:** The Audit Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Audit Committee as approved by the Board.

**B. Meetings of the Committee:** The committee shall meet at least four times in a year and not more than 120 days shall elapse between any two meetings. The quorum for the meeting shall be either two members or one third of the members of the committee, whichever is higher but there shall be presence of minimum two Independent members at each meeting.

**C. Role and Powers:** The Role of Audit Committee together with its powers as Part C of Schedule II of SEBI Listing Regulation, 2015 and Companies Act, 2013 shall be as under:

1. 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;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval;
5. Reviewing, with the management, the half yearly financial statements before submission to the board for approval, with particular reference to;
  - matters required to be included in the director’s responsibility statement to be included in the board’s report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - changes, if any, in accounting policies and practices and reasons for the same;
  - major accounting entries involving estimates based on the exercise of judgment by management;
  - significant adjustments made in the financial statements arising out of audit findings;
  - compliance with listing and other legal requirements relating to financial statements;
  - disclosure of any related party transactions;
  - modified opinion(s) in the draft audit report;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / Draft prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
7. Reviewing and monitoring the auditor’s independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the listed entity with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. The Audit Committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the company.
16. Discussing with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. 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;
18. 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;
19. The Audit Committee shall have authority to investigate into any matter in relation to the items specified in section 177(4) of Companies Act 2013 or referred to it by the Board.
20. 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;
21. To review the functioning of the whistle blower mechanism;
22. Approving the appointment of the Chief Financial Officer (i.e. the whole time finance director or any other person heading the finance function) after assessing the qualifications, experience and background, etc., of the candidate; and;
23. Audit committee shall oversee the vigil mechanism.
24. Audit Committee will facilitate KMP/auditor(s) of the Company to be heard in its meetings.
25. Carrying out any other function as is mentioned in the terms of reference of the audit committee or containing into SEBI Listing Regulations 2015.

Further, the Audit Committee shall mandatorily review the following:

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

**b. Stakeholders Relationship Committee**

Our Company has formed the Stakeholders Relationship Committee as per the applicable provisions of the Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI Listing Regulation, 2015 vide Resolution dated December 30, 2019. The constituted Stakeholders Relationship Committee comprises the following:

Name of the Director	Status in Committee	Nature of Directorship
Ms. Dimple Kirit Sanghvi	Chairperson	Independent Director
Mr. Jatin Dhansukhlal Suratwala	Member	Managing Director
Mr. Manoj Dhansukhlal Suratwala	Member	Whole Time Director

The Company Secretary of our Company shall act as a Secretary to the Stakeholders Relationship Committee. The scope and function of the Stakeholders Relationship Committee and its terms of reference shall include the following:

- A. Tenure:** The Stakeholders Relationship Committees shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Stakeholders Relationship Committee as approved by the Board.



**B. Meetings:** The Stakeholders Relationship Committee shall meet at least once a year & shall report to the Board on a six month basis regarding the status of redressal of complaints received from the shareholders of the Company. The quorum shall be two members present.

**C. Terms of Reference:** Redressal of shareholders' and investors' complaints, including and in respect of:

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

### 3. Nomination and Remuneration Committee

Our Company has formed the Nomination and Remuneration Committee as per the applicable provisions of the Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI Listing Regulation, 2015 vide Resolution dated December 30, 2019. The Nomination and Remuneration Committee comprise the following:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Pramod Jain	Chairman	Independent Director
Ms. Dimple Kirit Sanghvi	Member	Independent Director
Mr. Pankajkumar Rameshchandra Sukhadia	Member	Non-Executive Director

The Company Secretary of our Company shall act as a Secretary to the Nomination and Remuneration Committee. The scope and function of the Committee and its terms of reference shall include the following:

**A. Tenure:** The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

**B. Meetings:** The committee shall meet at least once in a year. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher including at least one independent director. The Chairperson of the nomination and remuneration committee may be present at the annual general meeting, to answer the shareholders' queries; however, it shall be up to the chairperson to decide who shall answer the queries.

**C. Role of Terms of Reference:**

- Identify persons who are qualified to become directors and may be appointed in senior management in accordance with the criteria laid down, recommend to the Board for their appointment and removal and shall carry out evaluation of every director's performance;
- Formulate the criteria for determining the qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration for directors, KMPs and other employees;
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- Devising a policy on diversity of board of directors;



- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- Determine our Company's policy on specific remuneration package for the Managing Director / Executive Director including pension rights;
- Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors;
- Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.
- Decide the amount of Commission payable to the Whole Time Directors;
- Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc. and
- To formulate and administer the Employee Stock Option Scheme.

#### KEY MANAGERIAL PERSONNEL

Our Company is supported by a team of professionals having exposure to various operational aspects of our business. A brief detail about the Key Managerial Personnel of our Company is provided below:

Name, Designation & Educational Qualification	Age (Years)	Date of joining (current designation)	Compensation paid for F.Y. ended 2019 (in ₹Lacs)	Overall experience (in years)	Previous employment
Mr. Jatin Dhansukhlal Suratwala <b>Designation:</b> Chairman & Managing Director <b>Educational Qualification –</b> Diploma in Metallurgy	47	November 30, 2019	48.00	28	Gajanan Construction
Mr. Manoj Dhansukhlal Suratwala <b>Designation:</b> Whole time Director <b>Educational Qualification –</b> B.Com, DTL	51	November 30, 2019	48.00	20	Nil
Mrs. Hemaben Pankajkumar Sukhadia <b>Designation:</b> Whole time Director <b>Educational Qualification –</b> HSC from Maharashtra State Board	50	November 30, 2019	18.00	10	Nil
Mr. Diganta Pratim Das <b>Designation:</b> Chief Financial Officer <b>Educational Qualification –</b> MBA, M.com	41	November 30, 2019	Nil	16	Suzlon Energy Limited
Mrs. Prathama Nitin Gandhi <b>Designation:</b> Company Secretary and Compliance Officer <b>Educational Qualification –</b> B. Com.ACS, LLB	27	August 22, 2019	Nil	2.5	Kanj& Associates LLP

#### BRIEF PROFILE OF KEY MANAGERIAL PERSONNEL

**Mr. Jatin Dhansukhlal Suratwala-** Please refer to section “Brief Profile of our Directors” beginning on page 114 of this Draft Prospectus for details.

**Mr. Manoj Dhansukhlal Suratwala-** Please refer to section “Brief Profile of our Directors” beginning on page 114 of this Draft Prospectus for details.

**Mrs. Hemaben Pankajkumar Sukhadia-** Please refer to section “Brief Profile of our Directors” beginning on page 114 of this Draft Prospectus for details.

**Mr. Diganta Pratim Das** is the Chief Financial officer of our Company. He Holds a Degree of Masters of Commerce. He also holds Master’s Degree in Business Administration. He has been appointed as Chief Financial Officer w.e.f. November 30, 2019. He has around 16 Years of Experience in Accounting and Finance, Taxation, Reporting, Treasury, Internal Control and Statutory Compliances.

**Mrs. Prathama Nitin Gandhi** is the Company Secretary and Compliance officer of our Company. She is a qualified Company Secretary from Institute of Company Secretaries of India. She has been appointed as Company Secretary and Compliance Officer w.e.f. August 22, 2019. She looks after the overall corporate governance and secretarial matters of our Company and possesses an experience of 2.5 years in legal matters.

We confirm that:

- a) All the persons named as our Key Managerial Personnel above are the permanent employees of our Company.
- b) There is no understanding with major shareholders, customers, suppliers or any others pursuant to which any of the above mentioned Key Managerial Personnel have been recruited.
- c) None of our KMPs except Mr. Jatin Dhansukhlal Suratwala, Mr. Manoj Dhansukhlal Suratwala and Mr. Hemaben Pankajkumar Sukhadia are also part of the Board of Directors.
- d) In respect of all above-mentioned Key Managerial Personnel, there has been no contingent or deferred compensation accrued for the year ended March 2019.
- e) Except for the terms set forth in the appointment letters, the Key Managerial Personnel have not entered into any other contractual arrangements or service contracts (including retirement and termination benefits) with the issuer.
- f) Our Company does not have any bonus/profit sharing plan for any of the Key Managerial Personnel.
- g) None of the Key Managerial Personnel in our Company hold any shares of our Company as on the date of filing of this Draft Prospectus except as under: -

Sr. No.	Name of the KMP	No. of Shares held
1	Mr. Jatin Dhansukhlal Suratwala	67,36,402
2.	Mr. Manoj Dhansukhlal Suratwala	23,08,475
3.	Mrs. Hemaben Pankajkumar Sukhadia	7,80,302
	<b>Total</b>	<b>98,25,179</b>

- a. Presently, we do not have ESOP/ESPS scheme for our employees.
- b. The turnover of KMPs is not high, compared to the Industry to which our company belongs.

**Status of Key Management Personnel in our Company**

All our key managerial personnel are permanent employees of our Company.

**Shareholding of Key Management Personnel in our Company**

Other than as provided under “*Capital Structure*”, none of our Key Managerial Personnel hold Equity Shares as on the date of this Draft Prospectus.

**Appointment of relatives of Directors to any office or place of profit**

Other than as disclosed above under “*Our Management - Relationship amongst the Key Managerial Personnel*” on page 114, none of the relatives of our Directors currently holds any office or place of profit in 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 or others.

**Payment of benefits to officers of Our Company (non-salary related)**

Except as disclosed in the heading titled "Annexure XXVIII" Restated statement of Related Party Transactions" in the section titled "Restated Financial Statements" beginning on page 155 of this Draft Prospectus, no amount

or benefit has been paid or given within the three preceding years or is intended to be paid or given to any of our officers except the normal remuneration for services rendered as officers or employees.

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 of the Company" beginning on page 132 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.

**Changes in the Key Managerial Personnel in last three years:**

There have been no changes in the Key Managerial Personnel of our Company during the last 3 (three) year except as stated below:

Sr. No.	Name	Designation and period	Appointment/Cessation/Re-designation	Reasons
1.	Mr. Jatin Dhansukhlal Suratwala	Chairman & Managing Director (w.e.f. 30.11.2019)	Re-designation	To comply with the provisions of Companies Act 2013 and to ensure better Corporate Governance
2.	Mr. Manoj Dhansukhlal Suratwala	Whole Time Director (w.e.f. 30.11.2019)	Re-designation	To comply with the provisions of Companies Act 2013 and to ensure better Corporate Governance
3.	Mrs. Hemaben Pankajkumar Sukhadia	Whole Time Director (w.e.f. 30.11.2019)	Re-designation	To comply with the provisions of Companies Act 2013 and to ensure better Corporate Governance
4.	Mr. Diganta Pratim Das	Chief Financial Officer (w.e.f. 30.11.2019)	Appointment	To comply with the provisions of Companies Act 2013 and to ensure better Corporate Governance
5.	Mrs. Prathama Nitin Gandhi	Company Secretary (w.e.f. 22.08.2019)	Appointment	To comply with the provisions of Companies Act 2013 and to ensure better Corporate Governance

**Interest of Our Key Managerial Persons**

Apart from the shares held in the Company and to extent of remuneration allowed and reimbursement of expenses incurred by them for or on behalf of the Company and to the extent of loans and advances made to or borrowed from the Company, none of our key managerial personal are interested in our Company. For details, please refer section titled "*Financial information of the Company - Related Party Transactions*" beginning on page 155 respectively of this Draft Prospectus

**Interest in the property of our Company**

Except as mentioned in the section "*Interest of our Directors- Interest in the properties of our Company*" on page 114 of this Draft Prospectus, our KMPs do not have any other interest in any property acquired by our Company in a period of two years before filing of this Draft Prospectus or proposed to be acquired by us as on date of filing the Prospectus with RoC.

**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.

**Loans given/availed by Directors / Key Managerial Personnel of Our Company**

For details of unsecured loan taken from or given to our Directors/KMPs and for details of transaction entered by them in the past please refer to “*Annexure XXVIII –Statement of Related Party Transaction*” page 155 of this Draft Prospectus.

**Contingent or Deferred Compensation**

None of our Key Managerial Personnel have received or are entitled to any contingent or deferred compensation.

**Retirement Benefits**

Except as provided for in the terms of appointment, our Company does not provide any specific retirement benefits.

**ESOP/ESPS SCHEME TO EMPLOYEES**

Presently, we do not have any ESOP/ESPS Scheme for our employees.

## OUR PROMOTER & PROMOTER GROUP

### OUR PROMOTER

The Promoters of our Company are Mr. Jatin Dhansukhlal Suratwala and Mr. Manoj Dhansukhlal Suratwala. As on the date of this Draft Prospectus, the Promoters hold 90,44,877 Equity Shares in aggregate, which is equivalent to 70.99% of the pre-issue paid-up Equity Share capital of our Company. For details of the build-up of our Promoters' shareholding in our Company, please refer the chapter titled "*Capital Structure*" on page 48 of this Draft Prospectus.

#### **Brief profile of our Promoters is as under:**

##### **Jatin Dhansukhlal Suratwala**



Jatin Dhansukhlal Suratwala, aged 47years, is Promoter, Chairman and Managing Director of our Company. He holds a Diploma in Metallurgy from the Government Polytechnic College, Pune, Maharashtra. He started his career in 1990. His role and responsibilities include business development, land procurement, Legal and liasioning along with managing the funding requirements of company. He is also responsible for new business planning and strategies. Under his leadership, the company is taking strides towards achieving a goal of making Suratwwala Group a renowned name in Real Estate Development in and around Pune. He has a total experience of more than 28 years.

**Date of Birth:** February 13, 1972

**Nationality:** Indian

**PAN:** ARIPS5055N

**Passport No:** L2532305

**Driving License:** MH12 20010182689

**Aadhar No:** 429542197410

**Address:** Flat No. 501, Building A12, Karishma Society, Kothrud, Karve Road, Pune, 411038, Maharashtra, India.

**Other Interests:**

**Directorships in Other Companies:** Nil

**HUF's:** Nil

**LLP:** Suratwwala Properties LLP

**Proprietorship Firm:-** Poonam Marketing

##### **Manoj Dhansukhlal Suratwala**



Manoj Dhansukhlal Suratwala, aged 51 years, is Promoter and Whole time Director of our Company. He holds a Bachelor of Commerce degree from Pune University. He started his career in 1990. His role and responsibilities include Execution of Projects, Management of Construction related operations, Procurement of material required for operations, and day-to-day activities of the company. He has a total experience of around 20 years in real estate business.

**Date of Birth:** April 10, 1968

**Nationality:** Indian

**PAN:** ACHPS9411J

**Passport No:** S7900514

**Driving License:** MH1220090044178

**Aadhar No:** 937009461496

**Address:** B 902 Palladium society Opp. Big Bazar Kothrud Pune, 411038, Maharashtra, India.

**Other Interests:**

**Directorships in Other Companies:** Nil

**HUF's:** Nil

**LLP:** Suratwwala Properties LLP

**Proprietorship Firm:-** Poonam Pan House

#### **Confirmations/Declarations**

Our Company confirms that the details of the PAN, Bank Account Number and Passport Numbers of our Promoters will be submitted to BSE Limited at the time of filing the Draft Prospectus.

### **Undertaking/ Confirmations**

None of our Promoters or Promoter Group members has been:-

(i) prohibited or debarred from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority or

(ii) refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad

None of our Promoters or members of the promoter group is or have ever been a promoter, director or person in control of any other company which is debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

Further, none of our Promoters or members of the Promoter Group have been declared as Willful defaulters.

Also, our promoters or directors are not a fugitive economic offender.

Additionally, our Promoters, Promoters group or Directors do not have direct or indirect relation with the companies, its promoters and whole time directors, which are compulsorily delisted by any recognized stock exchange or the companies which is debarred from accessing the capital market by the Board.

Except as disclosed in this Draft Prospectus, our Promoters are not interested in any entity which holds any intellectual property rights that are used by our Company.

None of our Promoters or members of the Promoter Group have interest in any companies that have become sick Companies under the Insolvency and Bankruptcy Code, 2016 erstwhile SICA and no application has been made in respect of any of them, to the Registrar of Companies for striking off their names. Further no winding up proceedings have been initiated against the Promoter or the Group Companies except as stated under the chapter "Risk Factors" and "Outstanding Litigations and Material Developments" on pages 20 and 174 of this Draft Prospectus, respectively except as stated under chapters "Risk Factors" and "Outstanding Litigations and Material Developments" on pages 20 and 174 of this Draft Prospectus, respectively.

### **Common Pursuits/ Conflict of Interest**

Our Promoter Group Entity Suratwala Properties LLP, is engaged in similar line of business, however there are no Non-compete agreements as on date of this Draft prospectus.

In case of any such situation arising in future, Our Company would adopt necessary measures and practices as permitted by law and regulatory guidelines to address any conflict situation as and when it arises.

We cannot assure that our Promoter or Promoter Group will not promote any new entity in the similar line of business and will not favor the interests of the said entities over our interest or that the said Entity will not expand their businesses which may increase our chances of facing competition. This may adversely affect our business operations and financial condition of our Company. For further details, please see "*Risk Factors*" on page 20 of this Draft Prospectus.

For details of our Promoter Group and Group Companies refer to Section titled "*Our Promoters*" & "*Our Group Companies*" on page 127 and 181 of this Draft Prospectus.

### **Interest of Promoter**

#### ***Interest in the promotion of our Company***

Our Promoter is interested in our Company to the extent that they have promoted our Company and to the extent of his shareholding and the dividend receivable, if any and other distributions in respect of the equity shares held by him. For details regarding shareholding of our Promoter in our Company, please refer to the chapter titled

"**Capital Structure**" beginning on page 48 of this Draft Prospectus.

Our Promoters are not interested as a member of a firm or company, and no sum has been paid or agreed to be paid to our Promoter or to such firm or company in cash or otherwise by any person for services rendered by our Promoters or by such firm or company in connection with the promotion or formation of our company.

Our Promoters who are also Directors of our Company may be deemed to be interested to the extent of remuneration and/or sitting fees, and/or reimbursement of expenses payable to them for services rendered in accordance with the provisions of the Companies Act and in terms of the agreements entered into with our Company, if any, and the AOA of our Company. For details, please refer to the chapters titled "**Our Management**" and "**Financial Information of the Company**" and "**Capital Structure**" beginning on page 114, 132 and 48 of this Draft Prospectus.

#### ***Interest in the property of Our Company***

Our Promoter do not have any other interest whether direct or indirect in any property acquired by the Company within the preceding three years from the date of filing this Draft Prospectus or proposed to be acquired by our Company or in any transaction by our Company as on the date of this Draft Prospectus for acquisition of land. However, our promoter may be deemed to be interested with regards to transaction related to the development of land, construction of building or supply of machinery.

Also, our director's namely Mr. Jatin Dhansukhlal Suratwala and Mr. Manoj Dhansukhlal Suratwala have provided their personal guarantee for the financial facility of Rs. 15 Crores secured by our company from HDFC Limited.

#### **Other Interest**

Other than as disclosed in our Financial Statements, our Company has not entered into any contracts, agreements or arrangements during the preceding two years from the date of this Draft Prospectus. For details of related party transactions entered into by our Company during last financial year with our Promoter, the nature of transactions and the cumulative value of transactions, please refer to the Annexure "XXVIII" of "Related Party Transactions" beginning on page 155 of this Draft Prospectus.

#### **Payment of benefits to our Promoters**

Except as stated in the chapter titled "**Related Party Transactions-Annexure XXVIII**" and "**Our Management**" beginning on pages 155 and 114 respectively, there has been no payment of benefits to our Promoters and Promoter Group Members during the two years preceding the date of filing of this Draft Prospectus.

There have been no material guarantees, given to third parties by our promoters with respect to specified securities of the Company.

#### **Companies with which our Promoters have disassociated in the last three years**

Our Promoters have not disassociated with any company or firm during the three years preceding the date of filing of this Draft Prospectus.

#### **Litigations involving our Promoters**

For details of legal and regulatory proceedings involving our promoters, refer to the chapter titled "Outstanding Litigations and Material Developments" on page 174 of this Draft Prospectus

#### **Changes in Control**

There has not been any change in the management or control of our Company during last five years preceding the date of this Draft Prospectus.

#### **OUR PROMOTER GROUP**

Our Promoter Group in terms of Regulation 2(1) (pp) of the SEBI (ICDR) Regulations is as under:



**a. Individuals who are immediate relatives of our Promoters:**

Relationship with Promoter	Jatin Dhansukhlal Suratwala	Manoj Dhansukhlal Suratwala
Spouse	Manisha Suratwala	Sonal Suratwala
Father	Late Dhansukhlal Suratwala	Late Dhansukhlal Suratwala
Mother	Late Hansaben Suratwala	Late Hansaben Suratwala
Son	Yash Suratwala	Dhawal Suratwala
Daughter	Vaibhavi Suratwala	Ishita Suratwala
Brother	Manoj Dhansukhlal Suratwala	Jatin Dhansukhlal Suratwala
Sister	Hemaben Pankajkumar Sukhadia	Hemaben Pankajkumar Sukhadia
Spouse Father	Late Harishchandra Mehta	Late Shashikant Kabrawala
Spouse Mother	Nayana Mehta	Urmila Kabrawala
Spouse Brother	Apurva Mehta	Himanshu Kabrawala
Spouse Sister	Mayuri Mehta	Rita Khadawala
Spouse Sister	Ketana Thakkar	NA

**b. Entities and Body Corporate forming part of our Promoter Group**

In addition to the Promoter named above, the following natural persons and entities form part of our Promoter Group in terms of Regulation 2(1) (pp) of the SEBI (ICDR) Regulation, 2018:

S.No.	Nature of Relationship	Entity
1	Any Body corporate in which 20% or more of the share capital is held by the Promoter or an immediate relative of the Promoter or a firm or HUF in which the Promoter or any one or more of his immediate relatives is a member	<b>LLP: -</b> Suratwala Properties LLP
2	Any company in which a company mentioned in (1) above, holds 20% or more, of the equity share capital	Nil
3	Any HUF or Trust or firm in which the aggregate share of the Promoter and his immediate relatives is equal to or more than 20% of the total	<b>HUF: -</b> Nil <b>Trust:-</b> Nil

**c. Other Natural Persons forming part of our Promoter Group:**

The below mentioned person shall also form part of the promoter group of the Company:-

- Hitendra Arvind Suratwala
- Radha Sukhadia
- Divya Sukhadia

### **DIVIDEND POLICY**

Under the Companies Act, a Company can pay dividends upon a recommendation by our Board of Directors and approval by the shareholders at the general meeting of our Company. The Articles of Association of our Company give our shareholders, the right to decrease, and 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 our Board of Directors to declare and pay interim dividends. No dividend shall be payable for any financial except out of profits of our Company for that year or that of any previous financial year or years, which shall be arrived at after providing for depreciation in accordance with the provisions of Companies Act, 2013.

Our Company does not have any formal dividend policy for declaration of dividend in respect of the Equity Shares. The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and may depend on a number of factors, including the results of operations, earnings, Company's future expansion plans, capital requirements and surplus, general financial condition, contractual restrictions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

Our Company has not declared any dividend on the Equity Shares in the past five financial years. Our Company's corporate actions pertaining to payment of dividends in the past are not to be taken as being indicative of the payment of dividends by our Company in the future.

## FINANCIAL INFORMATION OF THE COMPANY

### INDEPENDENT AUDITOR'S REPORT ON THE RESTATED FINANCIAL STATEMENTS OF SURATWWALA BUSINESS GROUP LIMITED

(Formerly known as Suratwwala Business Group Private Limited and Suratwala Housing Private Limited)

To,  
The Board of Directors  
Suratwwala Business Group Limited  
4/38, Sumangal, Sahakar Colony, Karve Road,  
Erandawane, Pune 411 004

Dear Sir,

#### Report on Restated Financial Statements

1. We have examined the attached Restated Financial Statements along with the significant accounting policies, related notes and Annexures of Suratwwala Business Group **Limited** (the "Company") comprising the Restated Statement of Assets and Liabilities the Restated Statements of Profit and Loss, the Restated Cash Flow Statement as at and for the period ended 31<sup>st</sup> October 2019, 31<sup>st</sup> March 2019, 31<sup>st</sup> March 2018 and 31<sup>st</sup> March 2017 annexed to this report and prepared by the Company for the purpose of inclusion in the Draft Prospectus/ Prospectus in connection with the proposed Initial Public Offering (IPO) on SME Platform of BSE Limited i.e. BSE SME. These Restated Financial Statements have been prepared by the Company and approved by the Board of Directors of the Company.

2. These Restated Financial Statements have been prepared in accordance with the requirements of:

(i) Part I of Chapter III to the Companies Act, 2013 ("Act") read with Companies (Prospectus and Allotment of Securities) Rules 2014;

(ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ("**ICDR Regulations**") issued by the Securities and Exchange Board of India ("**SEBI**") in pursuance to Section 11 of the Securities and Exchange Board of India Act, 1992 and related amendments / clarifications from time to time;

(iii) The terms of reference to our engagements with the Company letter dated 15.12.2019 requesting us to carry out the assignment, in connection with the Draft Prospectus/Prospectus being issued by the Company for its proposed Initial Public Offering of equity shares on BSE SME ("**IPO**" or "**SME IPO**"); and

(iv) The Guidance Note on Reports in Company Prospectus (Revised 2019) issued by the Institute of Chartered Accountants of India ("**Guidance Note 2019**").

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 BSE Ltd and Registrar of Companies, Pune, 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 to the Restated Financial Information. The Board of Directors of the Company has the 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.

For the purpose of our examination, we have relied on:

Auditors' reports issued by us dated 10.01.2020 on the financial statements of the Company as at and for the period ended October 31, 2019 and as at and for the year ended March 31, 2019 and Auditors' Report issued dated 06.09.2019 on the financial statements of the Company as at and for the years ended March 31, 2018 and 2017.

3. The Restated Summary Statements of the Company have been extracted by the management from the Audited Financial Statements of the Company for the period ended 31<sup>st</sup> October 2019, 31<sup>st</sup> March 2019, 31<sup>st</sup> March 2018 and 31<sup>st</sup> March, 2017 which has been approved by the Board of Directors and audited by us.

4. In accordance with the requirements of Part I of Chapter III of Act including rules made therein, ICDR Regulations, Guidance Note and Engagement Letter, we report that:

(i) The “**Statement of Assets and Liabilities as Restated**” as set out in **Annexure 1** to this report, of the Company as at 31<sup>st</sup> October 2019, 31<sup>st</sup> March 2019, 31<sup>st</sup> March 2018 and 31<sup>st</sup> March 2017 are prepared by the Company and approved by the Board of Directors. These Statement of Assets and Liabilities, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully Described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure 4** to this Report.

(ii) The “**Statement of Profit and Loss as Restated**” as set out in **Annexure 2** to this report, of the Company 31<sup>st</sup> October 2019, 31<sup>st</sup> March 2019, 31<sup>st</sup> March 2018 and 31<sup>st</sup> March 2017 are prepared by the Company and approved by the Board of Directors. These Statement of Profit and Loss, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure 4** to this Report.

(iii) The “**Statement of Cash Flow as Restated**” as set out in **Annexure 3** to this report, of the Company for the period ended 31<sup>st</sup> October 2019, 31<sup>st</sup> March 2019, 31<sup>st</sup> March 2018 and 31<sup>st</sup> March 2017 are prepared by the Company and approved by the Board of Directors. These Statement of Cash Flow, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure 4** to this Report.

5. Based on the above, we are of the opinion that the Restated Financial Statements have been made after incorporating:

a) Adjustments for the changes in accounting policies retrospectively in respective financial period/years to reflect the same accounting treatment as per the changed accounting policy for all reporting periods, if any.

b) Adjustments for prior period and regrouping of material amounts in the respective financial years/period to which they relate.

c) There are no extra-ordinary items that are required to be disclosed separately in the accounts

d) Except as disclosed in Annexure IV – Significant Policy and notes to the restated financial statements, there were no qualifications in the Audit Reports issued by the Statutory Auditors for the financial year ended on 31<sup>st</sup> October 2019, 31<sup>st</sup> March 2019, 31<sup>st</sup> March 2018 and 31<sup>st</sup> March 2017 which would require adjustments in this Restated Financial Statements of the Company.

e) These Profits and Losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Polices and Notes to Accounts.

6. For the purpose of our examination, we have relied on:

Auditors’ reports issued by us dated 10.01.2020 on the financial statements of the Company as at and for the period ended October 31, 2019 and as at and for the year ended March 31, 2019 and Auditors’ Report issued dated 06.09.2019 on the financial statements of the Company as at and for the years ended March 31, 2018 and 2017.

7. 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 financial period/year ended on 31<sup>st</sup> October 2019, 31<sup>st</sup> March 2019, 31<sup>st</sup> March 2018 and 31<sup>st</sup> March 2017 proposed to be included in the Draft Prospectus/ Prospectus (“**Offer Document**”).

**Annexure of Restated Financial Statements of the Company:-**

- a) Restated Summary Statement of Assets & Liabilities as appearing in Annexure I to this report;
- b) Restated Summary Statement of Profit and Loss as appearing in Annexure II to this report;
- c) Restated Summary Statement of Cash Flows as appearing in Annexure III to this report;
- d) Significant Accounting Policy and Notes to the Restated Summary Statements as appearing in Annexure IV to this report;
- e) Details of Share Capital as restated as appearing in Annexure V to this report;
- f) Details of Reserve and Surplus as restated as appearing in Annexure VI to this report;
- g) Details of Long Term Borrowings as restated as appearing in Annexure VII to this report;
- h) Restated Statement of principal terms of Secured Loans and Assets charged as security as appearing in Annexure VIIA to this report;
- i) Restated Statement of terms & conditions of unsecured loans as appearing In Annexure VII B to this report;
- j) Details of Other long term borrowings and provisions as restated as appearing in Annexure VIII to this report;
- k) Details Trade payables as restated as appearing in Annexure IXA to this report;
- l) Details of Short term borrowings as restated as appearing in Annexure IXB to this report;
- m) Details of Other Current Liabilities as restated as appearing in Annexure IXC to this report;
- n) Details of Short Term Provisions as restated as appearing in Annexure IXD to this report;
- o) Details of Fixed Assets as restated and Assets Closing Balance as appearing in Annexure X to this report;
- p) Details of Capital WIP as restated as appearing in Annexure XI to this report;
- q) Details of Inventories as restated as appearing in Annexure XII to this report;
- r) Details of Long term Loans and Advances as restated as appearing in Annexure XIII to this report;
- s) Details of Trade Receivables as restated as appearing in Annexure XIV to this report;
- t) Details of Cash and Cash Equivalents as restated as appearing in Annexure XV to this report;
- u) Details of Other Non Current Assets and other current assets as restated as appearing in Annexure XVI to this report;
- v) Details of Revenue from Operations as restated as appearing in Annexure XVII to this report;
- w) Details of Other Income as restated as appearing in Annexure XVIII to this report;
- x) Details of Cost of Material Consumed as restated as appearing in Annexure XIX to this report;
- y) Details of Purchase of Stock in trade as restated as appearing in Annexure XX to this report;
- z) Details of Change in Inventories as restated as appearing in Annexure XXI to this report;
- aa) Details of Employee Benefit Expenses as restated as appearing in Annexure XXII to this report;
- bb) Details of Finance Cost as restated as appearing in Annexure XXIII to this report;
- cc) Details of Depreciation & Amortization expenses as restated as appearing in Annexure XXIV to this report;
- dd) Details of Other Expenses as restated as appearing in Annexure XXV to this report;
- ee) Statement of Tax Shelter as restated as appearing in Annexure XXVI to this report;
- ff) Statement of Deferred tax Assets and liabilities as restated as appearing in Annexure XXVII to this report;
- gg) Details of Related Party Transactions as restated as appearing in Annexure XXVIII to this report;
- hh) Details of Contingent Liabilities as restated as appearing in Annexure XXIX to this report;
- ii) Capitalization Statement as appearing in Annexure XXX to this report;
- jj) Details of Accounting Ratios as restated as appearing in Annexure XXXI to this report;

8. We, **M/s S.S. P.M & Company**, Chartered Accountants are having valid peer review certificate issued previously. We S.S.P.M. & Co. have initiated the process of renew the peer review certificate and there is no express refusal by the Peer Review Board to renew the certificate.

9. The preparation and presentation of the Financial Statements referred to above are based on the Audited financial statements of the Company and are in accordance with the provisions of the Act and ICDR Regulations. The Financial Statements and information referred to above is the responsibility of the management of the Company.

10. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by us nor should this report be construed as a new opinion on any of the financial statements referred to therein.

11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

12. In our opinion, the above financial information contained in Annexure I to XXXI of this report read with the respective Significant Accounting Policies and Notes to Accounts as set out in Annexure IV are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Act, ICDR Regulations, Engagement Letter and Guidance Note and give a true and fair view in conformity with the accounting principles generally accepted in India, to the extent applicable.

13. Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the SME IPO. Our report should not be used, referred to or adjusted for any other purpose except with our consent in writing.

**FOR S.S.P.M. & Co.,  
CHARTERED ACCOUNTANTS  
F R No. 121466W**

**Nedeem Virani  
(Partner)  
Membership No. : 176397**

**Date: 03.02.2020  
Place: Pune**

**ANNEXURE I  
RESTATED SUMMARY STATEMENT OF ASSETS AND LIABILITIES**

*(Rs. In Lakhs)*

Particulars	As at October 31, 2019	As at March 31,		
		2,019	2018	2017
<b>A) EQUITY AND LIABILITIES</b>				
1. Shareholders' Funds				
(a) Share Capital	1,274.16	892.66	2.23	2.23
(b) Reserves & Surplus	89.10	85.43	890.01	605.96
2. Non- Current Liabilities				
(a) Long Term Borrowings	864.09	313.92	57.33	257.70
(b) Deferred Tax Liabilities(net)				
(c) Other Long-Term Liabilities				
(d) Long-Term Provisions	4.00	5.55	5.86	4.79
3. Current Liabilities				
(a) Short Term Borrowings	1184.70	1213.26	351.80	282.94
(b) Trade Payables	218.76	437.12	130.42	96.88
(c) Other Current Liabilities	1380.49	1426.81	1511.13	1375.65
(d) Short-Term Provisions	83.93	100.32	167.91	126.34
<b>Total</b>	<b>5099.23</b>	<b>4475.07</b>	<b>3,116.69</b>	<b>2752.49</b>
<b>B) ASSETS</b>				
1. Non-Current Assets				
(a) Fixed Assets				
(i) Tangible Assets	54.69	64.18	68.60	46.42
(ii) Intangible Assets				
(iii) Capital Work-in-Progress				
(iv) Intangible Assets under Development				
(b) Non-Current Investments				
(c) Deferred Tax Asset (Net)	12.79	12.37	9.81	8.97
(d) Long-Term Loans and Advances	340.25	315.30	196.28	287.05
(e) Other Non-Current Assets				
2 Current Assets				
(a) Current Investments	180.60	153.06	39.36	144.70
(b) Inventories	2,814.42	2,588.53	1,924.26	1,294.99
(c) Trade Receivables	656.96	363.83	-	-
(d) Cash and Cash Equivalents	11.63	13.58	29.33	39.75
(e) Short-Term Loans and Advances	110.56	91.39	79.01	61.93
(f) Other Current Assets	917.33	872.83	770.04	868.68
<b>Total</b>	<b>5099.23</b>	<b>4475.07</b>	<b>3,116.69</b>	<b>2752.49</b>



**ANNEXURE II**  
**RESTATED SUMMARY STATEMENT OF PROFIT AND LOSS**

*(Rs. In Lakhs)*

Particulars	As at October, 2019	For the Year Ended March 31,		
		2019	2018	2017
<b>INCOME:</b>				
Revenue From Operations	474.24	896.79	1,083.46	1,629.91
Other Income	9.65	15.83	36.45	27.91
<b>A. Total Revenue</b>	<b>483.89</b>	<b>912.62</b>	<b>1,119.91</b>	<b>1,657.82</b>
<b>EXPENDITURE:</b>				
Cost of Material Consumed	458.16	999.40	996.81	630.51
Purchase of Stock In trade	-			-
Change in Inventory of Finished Goods, WIP and Stock in Trade	(225.89)	(664.27)	(629.27)	316.25
Employee Benefit Expense	98.75	157.96	181.73	127.02
Finance Costs	62.34	135.60	40.60	100.31
Depreciation and Amortization Expense	11.88	22.49	13.70	17.59
Other Expenses	72.15	130.39	89.84	134.01
<b>B. Total Expenditure</b>	<b>477.39</b>	<b>781.57</b>	<b>693.41</b>	<b>1,325.69</b>
<b>Restated Profit/(Loss) Before Exceptional, Extraordinary Items &amp; Prior Period Items &amp; Tax</b>	<b>6.50</b>	<b>131.05</b>	<b>426.50</b>	<b>332.13</b>
Exceptional Items		-	-	-
<b>Restated Profit/(Loss) Before Extraordinary Items &amp; Prior Period Items &amp; Tax</b>	<b>6.50</b>	<b>131.05</b>	<b>426.50</b>	<b>332.13</b>
Extraordinary Items		-	-	-
Prior Period items		-	-	-
<b>Profit Before Taxes</b>	<b>6.50</b>	<b>131.05</b>	<b>426.50</b>	<b>332.13</b>
<b>Provision For Taxation</b>				
Current Tax	3.25	47.75	143.29	122.42
(Less): MAT Credit Entitlement u/s 115JB	-	-	-	-
Deferred Tax	(0.42)	(2.56)	(0.83)	(4.67)
<b>Net Tax Expense</b>	<b>2.83</b>	<b>45.19</b>	<b>142.46</b>	<b>117.75</b>
<b>Restated Profit/(Loss) for the year</b>	<b>3.67</b>	<b>85.86</b>	<b>284.04</b>	<b>214.38</b>

ANNEXURE III  
RESTATED SUMMARY STATEMENT OF CASH FLOWS

(Rs. In Lakhs)

Particulars	As at October 31, 2019	For the Year Ended March 31,		
		2,019	2018	2017
<b>A Cash Flow From Operating Activities</b>				
Net Profit/(Loss) Before Tax	6.50	131.05	426.50	332.13
<b>Adjustment For:</b>				
Depreciation	11.88	22.49	13.70	17.59
Preliminary Expenses w/o	-	-	-	-
Interest Expenses	62.34	135.60	40.60	100.31
Interest Income	(0.06)	(0.17)	(0.66)	(3.11)
Profit on Sale of MF				(11.89)
Dividend on MF				(0.01)
<b>Operating Profit Before Working Capital Changes</b>	<b>80.66</b>	<b>288.97</b>	<b>480.14</b>	<b>435.02</b>
<b>Changes in Working Capital</b>				
Change in Current Investment	-	-	-	-
Change in Loans and Advances	(19.17)	(12.38)	(17.08)	(0.30)
Change in Inventories	(225.89)	(664.27)	(629.27)	316.25
Change in Other Current Assets & Non Current Assets	(69.45)	(221.81)	189.41	(256.48)
Change in Trade Payables	(218.36)	306.70	33.54	(73.85)
Change in Provisions	(16.39)	(67.59)	41.57	15.99
Change in Trade Receivable	(293.13)	(363.83)	-	-
Change in Other Current Liabilities	(46.32)	(84.32)	135.48	202.41
<b>Cash Generated From Operations</b>	<b>(888.71)</b>	<b>(1,107.50)</b>	<b>(246.35)</b>	<b>204.02</b>
Direct Taxes	(3.25)	(47.75)	(143.29)	(122.42)
<b>B Net Cash Flows From Operating Activities(A)</b>	<b>(811.30)</b>	<b>(866.28)</b>	<b>90.50</b>	<b>516.62</b>
<b>Cash Flow From Investing Activities</b>				
Purchase/Sale of Fixed Assets (Net)	(2.39)	(18.08)	(35.88)	(27.48)
Profit on Sale of MF	(27.54)	(113.70)	105.34	314.42
Dividend Received	-	-	-	0.01
Deferred Tax Liabilities				
Interest Received	0.06	0.17	0.66	3.11
<b>C Net Cash Flow From Investing Activities (B)</b>	<b>(29.87)</b>	<b>(131.61)</b>	<b>70.12</b>	<b>290.06</b>
<b>Cash Flow From Financing Activities</b>				
Proceeds From Issue of Equity Shares	-	-	-	-
Proceeds From Long Term Borrowings	550.17	256.59	(200.37)	(753.51)
Proceeds from Short Term Borrowings	352.94	861.46	68.86	30.68
Change in long term Provisions	(1.55)	(0.31)	1.07	4.79
Interest Paid	(62.34)	(135.60)	(40.60)	(100.31)
<b>Net Cash Flow From Financing Activities (C)</b>	<b>839.22</b>	<b>982.14</b>	<b>(171.04)</b>	<b>(818.35)</b>
<b>Net Change in Cash (A+B+C)</b>	<b>(1.95)</b>	<b>(15.75)</b>	<b>(10.42)</b>	<b>(11.67)</b>
Cash and Cash Equivalents at the Beginning	13.58	29.33	39.75	51.42
<b>Cash and Cash Equivalents at the End of Year</b>	<b>11.63</b>	<b>13.58</b>	<b>29.33</b>	<b>39.75</b>

**ANNEXURE-IV**

**SIGNIFICANT ACCOUNTING POLICY AND NOTES TO THE RESTATED SUMMARY STATEMENTS**

**A. BACKGROUND**

The Company was incorporated as Suratwala Housing Private Limited under the provisions of Companies Act 1956 vide Certificate of Incorporation dated 31.01.2008 issued by the Registrar of Companies, Maharashtra, Pune bearing Corporate Identity Number U45200PN2008PTC13161. The name of the Company was subsequently changed to Suratwala Business Group Limited pursuant to special resolution passed by the Shareholders at its Extra Ordinary General Meeting held on 29 July 2019 and a fresh certificate of incorporation consequent upon conversion from Private Company to Public Company was issued by the Registrar of Companies, Pune dated 21.11.2019 bearing Corporate Identity Number U45200PN2008PLC131361.

**B. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES**

**1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

The Restated Standalone Summary Statement of Assets and Liabilities of the Company as on 31<sup>st</sup> October 2019, March 31, 2019, March 31, 2018 and March 31, 2017 and the Restated Standalone Summary Statement of Profit and Loss and Restated Summary Standalone Statements of Cash Flows for the period ended on October 31, 2019, March 31, 2019 and for the year ended on March 31, 2018 and March 31, 2017 and the annexure thereto (collectively, the “**Restated Standalone Financial Statements**” or “**Restated Standalone Summary Statements**”) have been extracted by the management from the Audited Financial Statements for the period ended on October 31, 2019 and for the year ended October 31, 2019, March 31, 2018 and March 31, 2017.

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP). GAAP comprises of mandatory accounting standards as prescribed under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared on accrual basis under the historical cost convention in accordance with applicable accounting standards and relevant presentational requirements of the Companies Act, 2013.

**2. USE OF ESTIMATES**

The preparation of the financial statements in conformity with the Indian GAAP requires the management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known/materialize.

**3. FIXED ASSETS**

Pursuant to the enactment of Companies Act, 2013, the company has applied the estimated useful lives as specified in Schedule II. Accordingly the unamortized carrying value is being depreciated / amortized over the revised / remaining useful lives. The written down value of Fixed Assets whose lives have expired as at April 01, 2014 have been adjusted net of tax.

Name of Asset	Useful Life
Furniture and Fixtures	10 Years
Office Equipment (Air Conditioner, CCTV, Fire Systems, Office Equipment, Plant & Machinery)	5 Years
Plant Machinery	15 Years
Motor Car	8 Years

**4. DEPRECIATION**

Depreciation on Fixed Assets is provided on Written Down Value Basis as per companies Act 2013 over the useful life of assets estimated by Management. Individual low cost assets acquired for less than Rs.5,000/- are

entirely depreciated in the year of acquisition. Intangible assets are amortized over their respective individual estimated lives on Written Down Value Basis, commencing from the date the asset is available to the Company for its use.

## **5. BORROWING COSTS**

Borrowing cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

## **6. IMPAIRMENT OF ASSETS**

The Carrying values of assets/cash generating units at each Balance Sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognized, if carrying amount is these assets their recoverable amount.

## **7. INVESTMENTS**

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

The company has made investment in Mutual funds, Term Deposit and Equity Shares which are stated at cost.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at cost less provision for any decline other than temporary in the value of such investments if any.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

## **9. REVENUE RECOGNITION**

Sale of Commercial Units: The company recognizes revenue on sale of Commercial Units on transfer of significant risks and rewards of ownership to the buyer. The revenue is recognized based on percentage completion method when outcome of the project can be estimated reliably upon fulfillment of conditions as per Guidance note on AS 7 (Construction Contracts) issued by ICAI.

Other income: Interest on Fixed Deposit is accounted for on accrual basis. Profit on sale of Mutual Fund and Dividend on Mutual Fund are recognized on cash basis. Rental income from mobile tower is recognized on due basis.

## **10. FOREIGN CURRENCY TRANSACTIONS**

Initial Recognition: Transaction in foreign currencies entered into by the company and its integral foreign operations are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of transaction. There are no foreign currency transactions during the year.

Measurement of foreign currency monetary items at the Balance Sheet date: Foreign currency monetary items of the company and its net investment in non-integral foreign operations outstanding at the Balance Sheet date are restated at the year-end rates. There are not foreign currency monetary items as at the balance sheet date.

## **11. EMPLOYEE BENEFITS**

- i) The company has no policy of encashment and accumulation of leave. Therefore, no provision of leave Encashment is required.
- ii) Employee Benefits such as Salaries, allowances, non-monetary benefits are debited to Profit and Loss account.

- iii) As required under the Accounting Standards on Statement of Employees AS 15 - issued by the institute of Chartered Accountants of India), the company has provided liability towards Gratuity
- iv) **Provident fund:** The Company is not entitled for Provident fund,
- v) **Gratuity:** The Company provides for gratuity, a defined benefit retirement plan (the "Gratuity Plan") covering eligible employees. In accordance with the Payment of Gratuity Act, 1972, the Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment of an amount based on the respective employee's salary and the tenure of employment. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation as of the balance sheet date.

## 12. SEGMENT ACCOUNTING

### (i) Business Segment

(a) The business segment has been considered as the primary segment.

(b) The Company's primary business segments are reflected based on principal business activities, the nature of service, the differing risks and returns, the organization structure and the internal financial reporting system.

(c) The Company's primary business includes supply of IT Staffing Solutions and IT (information Technology) Services, and accordingly this is the only segment as envisaged in Accounting Standard 17 'Segment Reporting'. Disclosure for Segment reporting is not applicable.

### (ii) Geographical Segment

The Company supplies its services in domestic as well as export market, however primary segment is selected as reportable segment since there is no comparatively major difference in risk and reward in above geographical segments.

Segment Accounting is not applicable to the Company.

## 13. ACCOUNTING FOR TAXES ON INCOME

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

Deferred tax is recognized on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

## 14. CONTINGENT LIABILITIES AND PROVISIONS

A provision is recognized when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. They are determined based on best estimate required to settle the obligation at the Balance sheet date. There are no Contingent liabilities as at the Balance Sheet date.

## 15. EARNINGS PER SHARE:

In determining the Earnings Per share, the company considers the net profit after tax which does not include any post tax effect of any extraordinary / exceptional item. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period. Bonus Share allotment has been considered as if it took place at the beginning of Restatement period.

## 16. CASH FLOW:

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments

and item of income or expenses associated with investing or financing cash flows. Cash flows from operating, investing and financing activities of the Company are segregated, accordingly.

### C. CHANGES IN ACCOUNTING POLICIES IN THE PERIOD/YEARS COVERED IN THE RESTATED FINANCIALS

There is no change in significant accounting policies.

### D. NOTES ON RESTATEMENTS MADE IN THE RESTATED FINANCIALS

1. The Standalone financial statements including financial information have been prepared after making such regroupings and adjustments, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial statements/information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.
2. The amounts due to Micro, Small and Medium Enterprises suppliers defined under "The Micro Small and Medium Enterprises Development Act 2006" have been identified on the basis of information available with the Company.

#### 3. Employee benefits:

The Company has adopted the Accounting Standard 15 (revised 2005) on Employee Benefits as per an actuarial valuation carried out by an independent actuary. The disclosures as envisaged under the standard are as under:-

Gratuity		(Amount in Rs. Lakhs)			
Particulars	October 2019	2018-19	2017-18	2016-17	
Present value of unfunded obligations Recognized	4.84	6.82	6.86	5.69	
<b>Net Liability</b>					
Current Service Cost	60.83	1.38	1.17	0	
Interest on Defined Benefit Obligation	0.27	0.51	0.39	0	
Net Actuarial Losses / (Gains) Recognized in Year	-2.54	-1.94	-0.39	5.69	
Past Service Cost					
Total, Included in "Salaries, Allowances & Welfare"	<b>-1.66</b>	<b>-0.03</b>	<b>1.17</b>	<b>5.69</b>	
Defined benefit obligation as at the beginning of the year/period	6.82	6.86	5.69	0	
Service cost	0.61	1.39	1.17		
Interest cost	0.27	0.51	0.39		
Actuarial Losses/(Gains)	-2.55	-1.94	-0.39		
Gratuity Benefit Paid	0.32				
Past Service Cost					
<b>Defined benefit obligation as at the end of the year/period</b>	<b>4.84</b>	<b>6.83</b>	<b>6.86</b>	<b>5.69</b>	
Benefit type:					
Retirement Age:	<b>60 Years</b>	<b>60 Years</b>	<b>60 Years</b>	<b>60 Years</b>	
Vesting Period:	<b>5 years of service</b>	<b>5 years of service</b>	<b>5 years of service</b>	<b>5 years of service</b>	
Future Salary Rise:	<b>5%</b>	<b>8%</b>	<b>8%</b>	<b>8%</b>	
Discount rate per annum:	<b>6.50%</b>	<b>7.00%</b>	<b>7.5%</b>	<b>6.8%</b>	
Attrition Rate:	20 %	20	20	20	
Mortality Rate:	ALM(2006-08) ult		IALM(2012-14)ult		

#### 4. Provisions, Contingent Liabilities and Contingent Assets (AS 29)

Contingent liabilities and commitments (to the extent not provided for). There are no contingent liabilities as on the end of respective period except as mentioned in Annexure -XXIX, for any of the years covered by the statements.

**5. Related Party Disclosure (AS 18)**

Related party transactions are reported as per AS-18 of Companies (Accounting Standards) Rules, 2006, as amended, in the Annexure – XXVIII of the enclosed financial statements.

**6. Accounting for Taxes on Income (AS 22)**

Deferred Tax liability/Asset in view of Accounting Standard – 22: “Accounting for Taxes on Income” as at the end of the year/period is reported as under:

Particulars	(Amount in Lakhs Rs.)			
	31 -10- 2019	31-03- 19	31-03- 18	31-03- 17
<b>Major Components of deferred tax arising on account of timing differences are:</b>				
Timing Difference Due to Depreciation	-0.93	-2.58	-0.51	-2.79
Deferred Tax Liability/ (Assets) (A)	-12.37	-9.81	-8.97	-4.30
Provision of Gratuity outstanding as on the end of Period	0.51	0.01	-0.32	-1.88
Cumulative Balance of Expenses Disallowed under Section 43B	NIL	NIL	0.01	NIL
Timing Difference Due to Gratuity and Expenses disallowed U/s 43B	NIL	NIL	NIL	NIL
Deferred Tax Assets (B)				
<b>Cumulative Balance of Deferred Tax Liability/(Assets) (Net) (A-B)</b>	<b>-12.79</b>	<b>-12.37</b>	<b>-9.81</b>	<b>-8.97</b>

**7. Earnings Per Share (AS 20):**

Earnings per Share have been calculated is already reported in the Annexure –XXXI of the enclosed financial statements.

**8. MATERIAL ADJUSTMENTS[AS PER SEBI (ICDR) REGULATIONS, 2009]**

Appropriate adjustments have been made in the restated financial statements, whenever required, by reclassification of the corresponding items of assets, liabilities and cash flow statement, in order to ensure consistency and compliance with requirement of Company Act 2013.

The Summary of results of restatements made in the audited financial statements of the Company for the respective period / years and their impact on the profit / (losses) of the Company is as under.

**Statement of adjustments in the Financial Statements**

The reconciliation of Profit after tax as per audited results and the Profit after tax as per Restated Accounts is presented below in Table-1. This summarizes the results of restatements made in the audited accounts for the respective years/ period and its impact on the profit & losses of the company.

**1. Standalone Statement of Profit and Loss after Tax**

**Table -1**

(Amount in Lakhs Rs.)

Particulars	31-October- 19	31-Mar-19	31-Mar-18	31-Mar-17
<b>Net Profit After Tax as per audited accounts but before adjustments for restated accounts:</b>	<b>4.17</b>	<b>76.17</b>	<b>274.49</b>	<b>222.66</b>
(Short)/Excess Provision of Gratuity Expenses	-	6.90	-1.17	-5.69
(Short)/Excess Provision of Income Tax	-	2.23	9.85	-9.86
(Short)/Excess Provision for Deferred Tax Assets	-0.50	0.56	0.87	7.27
<b>Net Adjustment in Profit and Loss Account</b>	<b>-0.50</b>	<b>9.69</b>	<b>9.55</b>	<b>-8.28</b>



<b>Net Profit After Tax as per Restated Accounts</b>	<b>3.67</b>	<b>85.86</b>	<b>284.04</b>	<b>214.38</b>
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The reconciliation of Equity and Reserves as per audited results and the Equity and Reserves as per Restated Accounts is presented below in Table-2. This summarizes the results of restatements made and its impact on the Standalone net-worth of the Company.

**Table -2**

**A. Equity Share Capital**

(Amount in lakhs Rs.)

Particulars	31-Oct 19	31-Mar-19	31-Mar-18	31-Mar-17
<b>Paid Up Equity Share Capital (Audited)</b>	<b>1274.13</b>	<b>892.66</b>	<b>2.23</b>	<b>2.23</b>
Changes During Restatement	-	-	-	-
<b>Paid Up Equity Share Capital (Restated)</b>	<b>1274.13</b>	<b>892.66</b>	<b>2.23</b>	<b>2.23</b>

**2) Surplus in Profit and Loss account**

Particulars	31-Oct - 19	31-Mar- 19	31-Mar- 18	31-Mar- 17
<b>Surplus in Profit and Loss account (Audited)</b>	80.89	76.71	890.98	616.48
Net Incremental Adjustment in Profit and Loss Account As per Table 1	8.21	8.72	(0.97)	(8.28)
Adjustment of Excess provision of Income Tax with Provision for Tax in Statement of Profit and Loss A/c	-	-	-	(2.23)
<b>Surplus in Profit and Loss account (Restated)</b>	<b>89.10</b>	<b>85.43</b>	<b>890.01</b>	<b>605.96</b>

**a) Adjustment on account of provision for Gratuity:**

The Company has provided gratuity based on the requirement of AS -15 (Revised),

**Adjustment on account of Provision of Deferred Tax Assets:**

Adjustment is required in deferred tax assets.

**b) Provision of Income Tax (Current/Prior Period):**

During the period of Restatement, Income tax liability need not to be recalculated based on the restated profit/ (loss)

**9. Realizations:**

In the opinion of the Board and to the best of its knowledge and belief, the value on realization of current assets, loans and advances will, in the ordinary course of business, not be less than the amounts at which they are stated in the Balance sheet.

**10. Contractual liabilities**

All other contractual liabilities connected with business operations of the Company have been appropriately provided for.

**11. Amounts in the financial statements**

Amounts in the financial statements are reported in lakhs and rounded off to second digit of decimal. Figures in brackets indicate negative values.

**12. Auditors Qualifications –**

Details of Auditors qualifications and their impact on restated financial statement is given below. Qualification which required adjustment in restated financial statements

None

Qualification which does not require adjustment in restated financial statements – Details given below

Financial Year	Audit Qualifications
2015-16	Nil
2016-17	Nil
2017-18	Nil
2018-19	Nil
2019-20	Nil

**ANNEXURE V  
RESTATED SUMMARY STATEMENT OF SHARE CAPITAL**

(a) Authorized, Issued, Subscribed, Paid Up Share Capital

Particulars	As at October 31, 2019	As at March 31		
		2019	2018	2017
Authorized Share Capital:				
Equity Shares	15000000	10000000	50000	50000
Amount (₹ in Lakhs)	1,500.00	1,000.00	5.00	5.00
Issued, Subscribed and Fully Paid Up Share Capital:				
Equity Shares	12741644	8926661	22261.00	22261.00
Equity Shares of ₹ 10 each*	12741644	8926661	22261.00	22261.00
Amount (₹ in Lakhs)	1274.16	892.66	2.23	2.23
Total Share Capital	1274.16	892.66	2.23	2.23

(b) Reconciliation of the number of Shares and the amount outstanding at the beginning and at the end of the Reporting Year:

Particulars	As at October 31, 2019	As at March 31,		
		2019	2018	2017
Equity Shares Outstanding at the beginning of the year				
Number of Shares of ₹. 10/- each	8926661	22261	22261.00	22261.00
Amount (₹ in Lakhs)	892.67	2.23	2.23	2.23
Fresh Issue during the year				
Number of Shares of ₹. 10/- each	3814983	8904400	0.00	0.00
Amount (₹ in Lakhs)	381.46	890.44	0.00	0.00
Equity Shares Outstanding at the end of the year			0.00	0.00
Number of Shares of ₹. 10/- each	12741644	8926661	22261.00	22261.00
Amount (₹ in Lakhs)	1,274.13	892.67	2.23	2.23

(c) Details of Shares held by each shareholder holding more than 5%

Particulars	As at October 31, 2019	As at March 31,		
		2019	2018	2017
Mr. Jatin Suratwala	6,736,402	4,572,202	13,767	13,768
Mr. Manoj Suratwala	2,308,475	1,420,743	1,952	1,952
Mr. Hitendra Suratwala	961,825	793,579	1,254	1,254
Mrs. Hemaben Sukhadia	780,302	702,953	1,283	1,283
Mrs. Manisha Suratwala	999,112	862,150	1,798	1,798
Mayuri Mehta	674,828	344,860	-	-

“The Company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity share is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder. ”

**ANNEXURE VI  
RESTATED SUMMARY STATEMENT OF RESERVE AND SURPLUS**

*(Amount in lakhs Rs.)*

Particulars	As at October 31, 2019	As at March 31,		
		2019	2018	2017
Surplus				

Opening Balance	85.43	890.01	605.96	391.58
Less: Bonus Issue		890.44		
Add: Restated Profit/(Loss) for the year	3.67	85.86	284.04	214.38
<b>Grand Total</b>	<b>89.10</b>	<b>85.43</b>	<b>890.01</b>	<b>605.96</b>

**ANNEXURE VII  
RESTATED SUMMARY STATEMENT OF LONG TERM BORROWINGS**

*(Amount in lakhs Rs.)*

Particulars	As at October 31, 2019	As at March 31,		
		2019	2018	2017
<b>Secured Loans</b>	904.63	367.32	68.31	266.44
<b>Unsecured Loans</b>				
Term Loan from Others	-	-	-	-
Less:- Current Maturities of Long Term loan	(40.54)	(53.40)	(10.98)	(8.74)
<b>Total</b>	<b>864.09</b>	<b>313.92</b>	<b>57.33</b>	<b>257.70</b>

Note –

The terms and conditions and other information in respect of the secured and unsecured loans are given in The figured stated above are based on the restated summary of assets and liabilities of the Company.

The above statement should be read with the restated summary statements of assets and liabilities, profit and loss account, cash flow statement, significant accounting policies and noted to accounts.

**ANNEXURE VII (A)**

**RESTATED STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS AND ASSETS  
CHARGED AS SECURITY**

*(Amount in lakhs Rs.)*

Name of Lender	Purpose	Sanctioned Amount (In Lacs)	Rate of interest	Primary & Collateral Security	Re-Payment Schedule	Outstanding amount as on 31.10.2019 as per Books (In Lakhs)	Outstanding amount as on 31.03.2019 as per Books (In Lakhs)
HDFC Bank Ltd.	Project Finance - Mark Plazzo	1500	14.5% p.a. linked to HDFC CF-PLR with a positive spread of 300 basis points	Hypothecated against Land at S. No. 28/B/1, 28/B/2, 28/B/4, 28/1 (Part), 27/1, 27/5 situated at Village Hinjewadi, taluka Mulshi, District Pune.1) Mortgage of project land adm. 9108.15 sqmtrs at S. No. 28/1(P), S. No. 27/1 (P), S. No. 27/5 (P), 28/B/1, 28/B/2, 28/B/3, 28/B/4, Village Hinjewadi, Taluka Mulshi, Pune. Personal Guarantee Of Jatin Dhansukhlal Suratwala, Manoj Dhansukhlal Suratwala, Hemaben Pankajkumar Sukhadia, Manisha and Sonal Suratwala and	48 Months	814.92	300

				mortgage of commercial property Unit No. 5 at Purva Plaza, Sadashiv Peth Pune			
HDFC Bank Ltd.	Auto Loan Creta	16.3	8.90%	Hypothecation of Vehicle	84 Months	13.44	14.54
HDFC Bank Ltd.	Auto Loan Maruti Swift	10.1	9.25%	Hypothecation of Vehicle	60Months	9.01	9.97
HDFC Bank Ltd.	Auto Loan Innova Crysta	24.06	9.25%	Hypothecation of Vehicle	84 Months	16.41	18.2
HDFC Bank Ltd.	Auto Loan Mobilio	10	9.25%	Hypothecation of Vehicle	60 Months.	0.21	1.65
HDFC Bank Ltd.	Auto Loan Tata Hexa	14	8.80%	Hypothecation of Vehicle	84 Months	11.54	12.48
State Bank of India	Auto Loan - Duster	11.6	10.95%	Hypothecation of Vehicle	83 Months	3.17	3.63
Yes Bank	Auto Loan - Mahindra TUV	8.25	8.50%	Hypothecation of Vehicle	60Months	5.97	6.84
Aditya Birla Finance Limited	Demand Line of Credit Against Securities	450	11.30%	Pledge of Securities (Mutual Funds)	12 Months	29.96	-

**ANNEXURE VII (B)  
STATEMENT OF TERMS & CONDITIONS OF UNSECURED LOANS**

*(Amount in lakhs Rs.)*

Name of Lender	Purpose	Rate of Interest	Re-Payment Schedule	Moratorium	31.10.2019	31.03.2019
Jatin Suratwala	Working Capital	NIL	NIL	NIL	15.92	150.73
Manoj Suratwala	Working Capital	NIL	NIL	NIL	15.66	106.64
Hema Sukhadia	Working Capital	NIL	NIL	NIL	6.22	33.36
Dhaval Suratwala	Working Capital	NIL	NIL	NIL	5.00	1.00
Ishita Suratwala	Working Capital	NIL	NIL	NIL	0.71	1.00
Manisha Suratwala	Working Capital	NIL	NIL	NIL	0.01	14.58
Sonal Suratwala	Working Capital	NIL	NIL	NIL	0.01	25.71
Hitendra Suratwala	Working Capital	NIL	NIL	NIL	-	1.91
Vasudha Suratwala	Working Capital	NIL	NIL	NIL	-	2.01
Divya Sukhadia	Working Capital	NIL	NIL	NIL	-	3.65
Radha Sukhadia	Working Capital	NIL	NIL	NIL	-	2.02
Pankaj Sukhadia	Working Capital	NIL	NIL	NIL	-	10.45
Vaibhavi Suratwala	Working Capital	NIL	NIL	NIL	3.97	
Yash Suratwala	Working Capital	NIL	NIL	NIL	1.60	6.41
Apurva Mehta	Working Capital	NIL	NIL	NIL	17.33	18.06
Suratwala Properties LLP	Working Capital	15%	NIL	NIL	1,060.89	778.39
Sapani Purvi	Working Capital	18%	NIL	NIL	5.00	5.00
Shah Ajit	Working Capital	10%	NIL	NIL	17.33	17.33
Shah Manisha	Working Capital	18%	NIL	NIL	5.00	5.00

Shah Rajesh	Working Capital	18%	NIL	NIL	30.00	30.00
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**ANNEXURE VIII**  
**RESTATED SUMMARY STATEMENT OF OTHER LONG TERM BORROWINGS & PROVISIONS**  
(Amount in lakhs Rs.)

Particulars	As at October 31, 2019	As at March 31,		
		2019	2018	2017
Long Term Security Deposits	0.00	0.00	0.00	0.00
Gratuity Provisions	4.00	5.55	5.86	4.79
Long Term Trade Payables	0.00	0.00	0.00	0.00
<b>Total</b>	<b>4.00</b>	<b>5.55</b>	<b>5.86</b>	<b>4.79</b>

**ANNEXURE IX (A)**  
**RESTATED SUMMARY STATEMENT OF TRADE PAYABLES**

(Amount in lakhs Rs.)

Particulars	As at October 31, 2019	As at March 31,		
		2019	2018	2017
Trade Payables	218.76	437.12	130.42	96.88
<b>Total</b>	<b>218.76</b>	<b>437.12</b>	<b>130.42</b>	<b>96.88</b>

# The company is in the process of identifying suppliers who are micro enterprises or small enterprises under Micro, Small and Medium Enterprises Development Act, 2006. The company has not received any written confirmation from any suppliers regarding their status as Micro, Small and Medium Enterprises. Therefore, disclosures under Section 22 of the Act are not necessary.

**ANNEXURE IX (B)**  
**RESTATED SUMMARY STATEMENT OF SHORT TERM BORROWINGS**

(Amount in lakhs Rs.)

Particulars	As at October 31, 2019	As at March 31,		
		2019	2018	2017
Cash Credit Limit	0.00	0.00	0.00	0.00
Deposits from directors/ relatives of directors/related entities	1184.70	1213.26	351.80	282.94
<b>Total</b>	<b>1184.70</b>	<b>1213.26</b>	<b>351.80</b>	<b>282.94</b>

**ANNEXURE IX(C)**  
**RESTATED SUMMARY STATEMENT OF OTHER CURRENT LIABILITIES**

(Amount in lakhs Rs.)

Particulars	As at October 31, 2019	As at March 31,		
		2019	2018	2017
Advance from Customers	-	-	307.13	341.22
Other Payables	1339.95	1373.41	1,193.02	1025.69
Current Maturities of Long Term Loan	40.54	53.40	10.98	8.74
<b>Total</b>	<b>1380.49</b>	<b>1426.81</b>	<b>1511.13</b>	<b>1375.65</b>

**ANNEXURE IX (D)**  
**RESTATED SUMMARY STATEMENT OF SHORT TERM PROVISIONS**

(Amount in lakhs Rs.)

Particulars	As at October 31, 2019	As at March 31,		
		2019	2018	2017
Provision for Income Tax and Other	83.09	99.05	166.91	125.44
Provision for Gratuity	0.84	1.27	1.00	0.90
<b>Total</b>	<b>83.93</b>	<b>100.32</b>	<b>167.91</b>	<b>126.34</b>

**ANNEXURE X**  
**RESTATED SUMMARY STATEMENT OF FIXED ASSETS**

(Amount in lakhs Rs.)

Particulars	As at October 31, 2019	As at March 31,		
		2019	2018	2017
Opening Value of Fixed Assets	161.33	143.26	107.38	79.91

Addition During the Year	2.39	18.80	35.89	27.94
Deletion During the Year	-	0.74	-	0.47
Accumulated Depreciation	109.03	97.15	74.67	60.96
Closing Written Down Value of Fixed Assets	<b>54.69</b>	<b>64.17</b>	<b>68.60</b>	<b>46.42</b>

**DETAILS OF ASSETS CLOSING BALANCE**

Particulars	As at October 31, 2019	As at March 31,		
		2019	2018	2017
Factory Building				
Plant & Machinery	11.74	12.44	8.35	7.75
Furniture & Fittings	7.06	7.61	8.45	8.89
Vehicles	33.61	42.09	51.10	28.86
Office Equipment				
Computer	2.28	2.03	0.70	0.92
Electrical Installation				
<b>TOTAL</b>	<b>54.69</b>	<b>64.17</b>	<b>68.60</b>	<b>46.42</b>

**RESTATED STATEMENT OF FIXED ASSETS**

FY 2016-17										
Particulars	Gross Block				Depreciation				Net Block	
	As at 1-Apr-16	Additions during the year	Deletions during the year	As at 31-Mar-16	Upto 1-Apr-16	During the year	Deletion during the yr	Total upto 31-Mar-17	As at 31-Mar-17	As at 31-Mar-16
Computer and Laptops	6.55	0.47	-	7.02	5.26	0.84	-	6.10	0.92	1.29
Furniture	20.39	0.30	-	20.69	14.35	1.84	-	16.19	4.50	6.04
Plant & Machinery	12.72	3.21	0.46	15.47	5.98	1.74	-	7.72	7.75	6.74
Cars & Vehicles	35.85	23.95	-	59.80	17.79	13.16	-	30.95	28.85	18.06
Furniture WIP	4.40	-	-	4.40	-	-	-	-	4.40	4.40
<b>Total</b>	<b>79.91</b>	<b>27.93</b>	<b>0.46</b>	<b>107.38</b>	<b>43.38</b>	<b>17.58</b>	<b>-</b>	<b>60.96</b>	<b>46.42</b>	<b>36.53</b>
FY 2017-18										
Particulars	Gross Block				Depreciation				Net Block	
	As at 1-Apr-17	Additions during the year	Deletions during the year	As at 31-Mar-18	Upto 1-Apr-17	During the year	Deletion during the yr	Total upto 31-Mar-18	As at 31-Mar-18	As at 31-Mar-17
Computer and Laptops	7.02	0.39	-	7.41	6.11	0.60	-	6.71	0.70	0.91
Furniture	20.69	1.00	-	21.69	16.19	1.44	-	17.63	4.06	4.50
Plant & Machinery	15.47	2.25	-	17.72	7.72	1.66	-	9.38	8.34	7.75
Cars & Vehicles	59.80	32.25	-	92.05	30.94	10.00	-	40.94	51.11	28.86
Furniture WIP	4.39	-	-	4.39	-	-	-	-	4.39	4.39
<b>Total</b>	<b>107.37</b>	<b>35.89</b>	<b>-</b>	<b>143.26</b>	<b>60.96</b>	<b>13.70</b>	<b>-</b>	<b>74.66</b>	<b>68.60</b>	<b>46.41</b>
FY 2018-19										
Particulars	Gross Block				Depreciation				Net Block	
	As at 1-Apr-18	Additions during the year	Deletions during the year	As at 31-Mar-19	Upto 1-Apr-18	During the year	Deletion during the yr	Total upto 31-Mar-19	As at 31-Mar-19	As at 31-Mar-18
Computer and Laptops	7.41	2.31	-	9.72	6.71	0.98	-	7.69	2.03	0.70



Furniture	21.69	0.43	-	22.12	17.63	1.27	-	18.90	3.22	4.06
Plant & Machinery	17.72	6.42	-	24.14	9.37	2.33	-	11.70	12.44	8.35
Cars & Vehicles	92.05	9.64	0.74	100.95	40.95	17.91	-	58.86	42.09	51.10
Furniture WIP	4.39		-	4.39	-	-	-	-	4.39	4.39
<b>Total</b>	<b>143.26</b>	<b>18.80</b>	<b>0.74</b>	<b>161.32</b>	<b>74.66</b>	<b>22.49</b>	<b>-</b>	<b>97.15</b>	<b>64.17</b>	<b>68.60</b>
<b>FY 2019-20</b>										
Particulars	Gross Block				Depreciation				Net Block	
	As at 1-Apr-19	Additions during the year	Deletions during the year	As at 31-Oct-19	Upto 1-Apr-19	During the year	Deletion during the yr	Total upto 31/0102019	As at 31-Oct-19	As at 31-Mar-19
Computer and Laptops	9.72	1.28	-	11.00	7.69	1.03	-	8.72	2.28	0.71
Furniture	22.12		-	22.12	18.90	0.56	-	19.46	2.66	4.06
Plant & Machinery	24.14	1.11	-	25.25	11.70	1.80	-	13.50	11.75	8.35
Cars & Vehicles	100.96		-	100.96	58.86	8.49	-	67.35	33.61	51.10
Furniture WIP	4.39		-	4.39	-	-	-	-	4.39	4.39
<b>Total</b>	<b>161.33</b>	<b>2.39</b>	<b>-</b>	<b>163.72</b>	<b>97.15</b>	<b>11.88</b>	<b>-</b>	<b>109.03</b>	<b>54.69</b>	<b>68.61</b>

**ANNEXURE XI  
RESTATED SUMMARY STATEMENT OF CAPITAL WIP**

(Amount in lakhs Rs.)

Particulars	As at October 31, 2019	As at March 31,		
		2019	2018	2017
Capital Work-in-progress	-	-	-	-
<b>TOTAL</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**ANNEXURE XII  
RESTATED SUMMARY STATEMENT OF INVENTORIES**

(Amount in lakhs Rs.)

Particulars	As at October 31, 2019	As at March 31,		
		2019	2018	2017
Finished Goods	-	-	30.71	-
Work in Progress	2814.42	2588.53	1893.55	1294.99
<b>Total</b>	<b>2814.42</b>	<b>2588.53</b>	<b>1924.26</b>	<b>1294.99</b>

**ANNEXURE XIII  
RESTATED SUMMARY STATEMENT OF LONG TERM AND SHORT TERM LOANS AND ADVANCES**

(Amount in lakhs Rs.)

**Long Term Loans & Advances**

Particulars	As at October 31, 2019	As at March 31,		
		2019	2018	2017
Advances and Other	325.73	300.78	181.76	271.59
Security Deposit	14.52	14.52	14.52	15.46
<b>Total</b>	<b>340.25</b>	<b>315.30</b>	<b>196.28</b>	<b>287.05</b>

**Short Term Loans & Advances**

Particulars	As at October 31, 2019	As at March 31,		
		2019	2018	2017
<b>Short Term Loans &amp; Advances</b>				

Income Tax Refundable	110.56	84.64	72.75	27.59
Advance to Supplier	-	0.44	-	-
Prepaid Expenses	-	-	-	25.00
Other Loans & Advances	-	6.31	6.26	9.34
<b>Total</b>	<b>110.56</b>	<b>91.39</b>	<b>79.01</b>	<b>61.93</b>

**ANNEXURE XIV  
RESTATED SUMMARY STATEMENT OF TRADE RECEIVABLES**

*(Amount in lakhs Rs.)*

Particulars	As at October 31, 2019	As at March 31,		
		2019	2018	2017
Trade Receivables outstanding for a period exceeding six months	0.00	0.00	0.00	0.00
Other Trade Receivables	656.96	363.83	0.00	0.00
<b>Total</b>	<b>656.96</b>	<b>363.83</b>	<b>0.00</b>	<b>0.00</b>

**ANNEXURE XV  
RESTATED SUMMARY STATEMENT OF CASH AND CASH EQUIVALENTS**

*(Amount in lakhs Rs.)*

Particulars	As at October 31, 2019	As at March 31,		
		2019	2018	2017
(a) Cash in Hand	0.22	3.12	1.50	5.34
(b) Balances with Banks	11.41	10.46	27.83	34.41
<b>Total</b>	<b>11.63</b>	<b>13.58</b>	<b>29.33</b>	<b>39.75</b>

**ANNEXURE XVI  
RESTATED SUMMARY STATEMENT OF NON CURRENT ASSETS AND OTHER CURRENT ASSETS**

*(Amount in lakhs Rs.)*

Particulars (Non-Current Assets)	As at October 31, 2019	As at March 31,		
		2019	2018	2017
Investment in Mutual Funds	180.46	152.92	39.22	142.23
Accrued Interest on Fixed Deposit	-	-	-	2.33
Investment in Shares	0.14	0.14	0.14	0.14
<b>Total</b>	<b>180.60</b>	<b>153.06</b>	<b>39.36</b>	<b>144.70</b>

Particulars (Other Current Assets)	As at October 31, 2019	As at March 31,		
		2019	2018	2017
Other Assets				
DG Bill, Maintenance and Electricity Receivable	30.63	29.92	2.54	1.81
Statutory Receivables	155.34	110.91	36.27	17.03
Advance for Project	666.44	666.44	666.44	834.51
Deposit For Project	50	50	50.00	
Sale Pending for Allotment	14.37	14.37	14.37	14.37
Prepaid Expenses	0.55	1.19	0.42	0.96
<b>Total</b>	<b>917.33</b>	<b>872.83</b>	<b>770.04</b>	<b>868.68</b>

NOTES:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the restated summary statement of assets and liabilities, restated summary statement of profit and loss, restated summary statement of cash flow and significant accounting policies and notes on account for preparation of restated financial statements as appearing in Annexures I, II, III and IV respectively.

**ANNEXURE XVII  
RESTATED SUMMARY STATEMENT OF REVENUE FROM OPERATIONS**

*(Amount in lakhs Rs.)*

Particulars	As at October 31, 2019	As at March 31,		
		2019	2018	2017
Sales (Manufacturing)	439.78	820.47	1046.73	1586.17
Sales (Trading)	-	-	-	-
Export Sales	-	-	-	-
Maintenance, DG and electricity receipt	34.46	76.32	36.73	43.74
Export Services	-	-	-	-
<b>Total</b>	<b>474.24</b>	<b>896.79</b>	<b>1083.46</b>	<b>1629.91</b>

**ANNEXURE XVIII  
RESTATED SUMMARY STATEMENT OF OTHER INCOME**

*(Amount in lakhs Rs.)*

Particulars	As at October 31, 2019	As at March 31,		
		2019	2018	2017
Interest from other deposits	0.06	0.17	0.66	3.11
Misc. Income	9.59	15.66	35.79	24.42
Insurance Claims				0.38
<b>Total</b>	<b>9.65</b>	<b>15.83</b>	<b>36.45</b>	<b>27.91</b>

**ANNEXURE XIX  
RESTATED SUMMARY STATEMENT OF COST OF MATERIAL CONSUMED**

*(Amount in lakhs Rs.)*

Particulars	As at October 31, 2019	As at March 31,		
		2019	2018	2017
Opening Stock of Raw Material				
Purchase during the Year	70.15	469.89	735.39	317.19
Direct Expenses	388.01	529.51	261.42	313.32
Closing Stock				
<b>Total</b>	<b>458.16</b>	<b>999.40</b>	<b>996.81</b>	<b>630.51</b>

**ANNEXURE XX  
RESTATED SUMMARY STATEMENT OF PURCHASE OF STOCK IN TRADE**

*(Amount in lakhs Rs.)*

Particulars	As at October 31, 2019	As at March 31,		
		2019	2018	2017
Purchase	0.00	0.00	0.00	0.00
Custom Duty	0.00	0.00	0.00	0.00
Cartage Inward	0.00	0.00	0.00	0.00
Job Work Charges	0.00	0.00	0.00	0.00
Loading & Unloading Charges	0.00	0.00	0.00	0.00
Less: Stock Transfer	0.00	0.00	0.00	0.00
<b>Total</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

**ANNEXURE XXI  
RESTATED SUMMARY STATEMENT OF CHANGE IN INVENTORIES**

*(Amount in lakhs Rs.)*

Particulars	As at October 31, 2019	As at March 31,		
		2019	2018	2017
Opening Stock	2588.53	1924.26	1,294.99	1611.24
Closing Stock	2814.42	2588.53	1,924.26	1294.99
<b>Total</b>	<b>-225.89</b>	<b>-664.27</b>	<b>-629.27</b>	<b>316.25</b>

**ANNEXURE XXII**  
**RESTATED SUMMARY STATEMENT OF EMPLOYMENT BENEFIT EXPENSES**

(Amount in lakhs Rs.)

Particulars	As at October 31, 2019	As at March 31,		
		2019	2018	2017
Labour Expenses				
Salaries, Bonus, PF and ESIC	31.04	41.12	59.89	47.98
Staff Welfare Expenses	1.21	2.84	3.52	0.72
Directors Remunerations	66.5	114	118.32	78.32
Contribution to Superannuation fund				
<b>Total</b>	<b>98.75</b>	<b>157.96</b>	<b>181.73</b>	<b>127.02</b>

**ANNEXURE XXIII**  
**RESTATED SUMMARY STATEMENT OF FINANCIAL COST**

(Amount in lakhs Rs.)

Particulars	As at October 31, 2019	As at March 31,		
		2019	2018	2017
Interest Expenses	60.39	126.69	40.29	100.05
Bank Charges & Interest	1.95	8.91	0.31	0.26
<b>Total</b>	<b>62.34</b>	<b>135.60</b>	<b>40.60</b>	<b>100.31</b>

**ANNEXURE XXIV**  
**RESTATED SUMMARY STATEMENT OF DEPRECIATION & AMORTIZED EXPENSES**

(Amount in lakhs Rs.)

Particulars	As at October 31, 2019	As at March 31,		
		2019	2018	2017
Depreciation	11.88	22.49	13.70	17.59
<b>Total</b>	<b>11.88</b>	<b>22.49</b>	<b>13.70</b>	<b>17.59</b>

**ANNEXURE XXV**  
**RESTATED SUMMARY STATEMENT OF OTHER EXPENSES**

(Amount in lakhs Rs.)

Particulars	As at October 31, 2019	As at March 31,		
		2019	2018	2017
Advertisement Expenses	31.40	45.56	5.18	1.21
Audit Fees	0.55	1.00	1.00	1.00
Business Promotion			19.22	24.29
Charity & Donations	0.81	2.03	1.10	1.01
Commission & Brokerage				18.36
Repair & Maintenance	1.10	2.15	3.29	1.65
Electricity & Water Charges	0.52	1.07	0.94	8.81
Rates, Fees & Taxes		0	0.62	0.97
Insurance Expenses				2.40
Misc. Expenses	3.51	18.38	9.51	42.80
Office Expenses	1.98	9.81	4.50	
Printing & Stationery	0.32	0.62	0.76	1.15
Professional Expenses	27.04	40.16	31.61	20.42
Rent	4.55	7.80	10.45	7.65
Telephone Expenses	0.37	1.81	1.66	2.29
<b>Total</b>	<b>72.15</b>	<b>130.39</b>	<b>89.84</b>	<b>134.01</b>

NOTES:

1. The figures disclosed above are based on the restated summary statement of profit and loss of the Company;
2. The above statement should be read with the restated summary statement of assets and liabilities, restated summary statement of profit and loss, restated summary statement of cash flows and significant

accounting policies and notes on account for preparation of restated financial statements as appearing in Annexures I, II, III and IV respectively.

**ANNEXURE XXVI  
STATEMENT OF TAX SHELTERS AS RESTATED**

(Amount in lakhs Rs.)

Particulars	31.10.2019	As at March 31,		
		2019	2018	2017
Restated profit before tax as per books (A)	6.50	131.05	426.50	332.13
Tax Rates				
Income Tax Rate (%)	26.00%	33.38%	27.55%	33.06%
Minimum Alternative Tax Rate (%)	19.24%	20.39%	20.39%	20.39%
Adjustments :				
Income Considered Separately	7.49	1.08	34.96	27.15
Disallowed	-0.11	1.99	3.72	10.06
Timing Difference ©			0.01	
Book Depreciation	11.88	22.49	13.70	17.59
Income Tax Depreciation allowed	8.29	14.77	11.84	9.15
Total Timing Difference	3.59	7.72	1.86	8.44
Net Adjustment D= (B+C)	(4.01)	8.63	(29.38)	(8.65)
Tax Expenses	-	-	-	-
Income from Capital Gains (E)	1.45	0.42	1.04	11.71
Income From House Property			-	8.48
Income from Other Sources	5.98	4.86		-
Bank Interest	0.06	0.16	0.66	3.11
Interest Received on I. Tax Refund	-	-	4.38	-
Deduction under chapter VI (H)	0.30	1.93	0.55	0.50
Taxable Income/(Loss) (A+D+E+G+H)	9.68	143.19	402.65	346.28
Income Tax on Above	2.38	47.73	110.82	112.54

**ANNEXURE XXVII  
STATEMENT OF DEFERRED TAX (ASSETS) / LIABILITIES**

(Amount in lakhs Rs.)

Particulars	As at			
	31.10.2019	31.03.2019	31.03.2018	31.03.2017
<b>Opening Balance (A)</b>				
Opening Balance of Deferred Tax (Asset) / Liability	(12.37)	(9.81)	(8.97)	(4.30)
<b>Closing Balances (B)</b>				
(DTA) / DTL on Timing Difference in Depreciation as per Companies Act and Income Tax Act.	(0.93)	(2.58)	(0.51)	(2.79)
(DTA) / DTL on account of gratuity provision	0.51	0.01	(0.32)	(1.88)
<b>Closing Balance of Deferred Tax (Asset) / Liability (B)</b>	<b>(12.79)</b>	<b>(12.37)</b>	<b>(9.81)</b>	<b>(8.97)</b>
<b>Current Year Provision (B-A)</b>	<b>(0.42)</b>	<b>(2.56)</b>	<b>(0.83)</b>	<b>(4.67)</b>

**ANNEXURE XXVIII  
RESTATED STATEMENT OF RELATED PARTY TRANSACTIONS**

**List of related Parties and Relationship** (As identified by the company)

Sr. No.	Name of the Person / Entity	Relation
1	Poonam Marketing	Director is Proprietor
2	Suratwala Properties LLP	Directors are Designated Partners
3	Hemaben Pankaj Sukhadia	Director

4	Jatin Dhansukhlal Suratwala	Director
5	Manoj Dhansukhlal Suratwala	Director
6	Yash Jatin Suratwala	Directors Son
7	Pankaj Sukhadia	Directors Husband
8	Manisha Jatin Suratwala	Directors Wife
9	Dhaval Suratwala	Directors Son
10	Ishita Suratwala	Directors Daughter
11	Sonal Suratwala	Directors Wife
12	Radha Sukhadia	Directors Daughter
13	Divya Sukhadia	Directors Daughter
14	Vaibhavi Suratwala	Directors Daughter

**Material Transaction with Related Parties**

(Amount Rs. in Lakhs)

Particulars	As at October 31, 2019	As at March 31,		
		2019	2018	2017
<b>Unsecured Loan repaid</b>				
Hemaben Sukhadia	25.70	23.75	44.26	1.64
Jatin Suratwala	31.21	18.09	170.03	235.27
Manoj Suratwala	27.07	17.80	32.99	24.43
Pankaj Sukhadia	10.45	9.58	6.85	0.83
Manisha Suratwala	2.79	4.11	3.02	2.31
Dhaval Suratwala	0.83			
Sonal Suratwala	23.68	5.62	10	0.41
Yash Suratwala	7.57			
Radha Sukhadia	0.55			
Divya Sukhadia	3.03			
<b>Unsecured Loan accepted</b>				
Hemaben Sukhadia	6.30	42.49	26.24	13.51
Jatin Suratwala	112.38	152.35	156.75	239.50
Manisha Suratwala	1.90	0.34	0.50	38.18
Manoj Suratwala	24.86	55.80	34.87	3.58
Sonal Suratwala		10.07	7.75	2.46
Dhaval Suratwala	0.10			1.00
Ishita Suratwala				1.00
Yash Suratwala	3.60	0.77	3.34	1.00
Radha Sukhadia		1.10	4.80	0.25
Pankaj Sukhadia		15.24		0.98
Suratwala Properties LLP	282.50	667.09	111.30	-
Divya Sukhadia		3.65		
Vaibhavi Suratwala	4.00			
<b>Shares Alloted</b>				
Divya Sukhadia	0.62			
Vaibhavi Suratwala	0.03			
Hemaben Sukhadia	7.73			
Jatin Suratwala	215.96			
Manoj Suratwala	88.77			
Yash Suratwala	0.84			
Manisha Suratwala	13.70			
Dhaval Suratwala	0.17			
Ishita Suratwala	0.29			
Radha Sukhadia	1.47			
Sonal Suratwala	2.07			
<b>Advance Received</b>				
Suratwala Properties LLP				183.46
<b>Purchase Transaction</b>				
Poonam Marketing	79.47	177.78	40.57	227.49
<b>Other Expenses like rent, rent free accommodation, interest paid, etc.</b>				

Yash Suratwala	4.20	4.64	3.02	1.34
Dhaval Suratwala			0.61	1.02
Ishita Suratwala	0.78	1.34	1.34	1.01
<b>Managerial Remuneration</b>				
Jatin Suratwala	28.00	48.00	48.00	28.00
Manoj Suratwala	28.00	48.00	48.00	28.00
Hemaben Sukhadia	10.50	18.00	18.00	18.00

**ANNEXURE XXIX**  
**RESTATED SUMMARY STATEMENT OF CONTINGENT LIABILITIES**

*(Amount in lakhs Rs.)*

Particulars	As at			
	31.10.2019	31.03.2019	31-03-2018	31-03-2017
Contingent liabilities in respect of:				
Claims against the company not acknowledged as debts	-	-	-	-
Guarantees given on Behalf of the Company	-	-	-	-
Guarantees given on Behalf of the Subsidiary Company	-	-	-	-
Other moneys for which the company is contingently liable	-	-	-	-
TDS Defaults FY 2015-16				
Commitments (to the extent not provided for)	-	-	-	-
Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-	-	-
Uncalled liability on shares and other investments partly paid	-	-	-	-
Other commitments	-	-	-	-
<b>Total</b>	-	-	-	-

**ANNEXURE XXX**  
**CAPITALISATION STATEMENT**

*(Amount in lakhs Rs.)*

Particulars	Pre Issue	Post Issue
<b>Borrowings</b>		
Short term debt (A)	1184.70	1184.70
Long Term Debt (B)	864.09	864.09
<b>Total debts (C)</b>	<b>2048.79</b>	<b>2048.79</b>
<b>Shareholders' funds</b>		
Equity share capital	1,274.16	[•]
Reserve and surplus - as restated	89.10	[•]
<b>Total shareholders' funds</b>	1,363.26	[•]
<b>Long term debt / shareholders funds (in Rs.)</b>	0.63	[•]
<b>Total debt / shareholders funds (in Rs.)</b>	1.50	[•]

(\* ) The corresponding post issue figures are not determinable at this stage pending the completion of public issue and hence have not been furnished.

"Notes:

1. Short term Debts represent which are expected to be paid/payable within 12 months and excludes installment of term loans repayable within 12 months.
2. Long term Debts represent debts other than Short term Debts as defined above but includes installment of term loans repayable within 12 months grouped under other current liabilities.
3. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 31.10.19."



**ANNEXURE XXXI**  
**RESTATED STATEMENT OF MANDATORY ACCOUNTING RATIOS**

(Amount in lakhs Rs.)

Particulars	As at October 31, 2019	As at March 31,		
		2019	2018	2017
Net Worth (A)	1363.26	978.09	892.24	608.19
Restated Profit after tax (B)	3.67	85.86	284.04	214.38
No. of Shares outstanding at the end [F.V Rs.10] (C)	12,741,644	8,926,661	222,261	222,261
Weighted average number of shares [F.V Rs.10] (D)	10,772,473	9,043,252	9,043,252	9,043,252
Earnings Per Share (Basic/Diluted) (B/D)	0.34	9.49	31.41	23.71
Return on Net Worth (B/A)	0.27%	8.78%	31.84%	35.25%
Net Assets Value per Share (A/D) based on Weighted Average No. of Shares	12.66	10.82	9.87	6.73
Net Assets Value per Share (A/C) based on Actual No. of Shares	10.70	10.96	401.44	273.64

1) The ratios have been computed as below: The Below ratio's have not been annualized for the period ended 31 October 2019.

a) Basic earnings per share (Rs. )- : Net profit after tax as restated for calculating basic EPS / Weighted average number of equity shares outstanding at the end of the period or year

(b) Diluted earnings per share (Rs. )- : Net profit after tax as restated for calculating diluted EPS / Weighted average number of equity shares outstanding at the end of the period or year for diluted EPS

c) Return on net worth (%) -: Net profit after tax (as restated) / Net worth at the end of the period or

(d) Net assets value per share -: Net Worth at the end of the period or year / Total number of equity shares outstanding at the end of the period or year

(e) Net assets value per share (effect of bonus issue of equity shares) - : Net Worth at the end of the period or year / Total number of equity shares outstanding at the end of the period or year (after split and bonus issue)2) Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period/year adjusted by the number of equity shares issued during period/year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period/year.

3) Net worth for ratios mentioned in note 1(c) and 1(d) is = Equity share capital + Reserves and surplus (including, Securities Premium, General Reserve and surplus in statement of profit and loss).

4) The Company has allotted 89,04,400 Equity shares as bonus through capitalization of Reserves and surplus dated March 07, 2019 in ratio 400:1. Further the Company has allotted 38,14,983 equity share at Rs. 10 each at par on July 27, 2019.

5) The figures disclosed above are based on the restated summary statements of the Company.

6) The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

**OTHER FINANCIAL INFORMATION**

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations are given below: -

(Rs. Lacs)

Particulars	For Period Ended	For the year ended		
	October 31, 2019	March 31, 2019	March 31, 2018	March 31, 2017
Restated Net Profit as per P&L Account	3.67	85.86	284.04	214.38
Net Worth	1363.26	978.09	892.24	608.19
Basic & Diluted Earnings Per Share	0.34	9.49	31.41	23.71
Return on Net worth (%)	0.27%	8.78%	31.84%	35.25%
Net Assets Value per Equity Share*	12.66	10.82	9.87	6.73
Nominal Value per Equity share (Rs.)	10.00	10.00	10.00	10.00

\*Net asset value per equity shares have been calculated based on the weighted average number of shares.

**STATEMENT OF FINANCIAL INDEBTEDNESS**

To,

**The Board of Directors,  
Suratwala Business Group Limited  
4/38, Sumangal Sahakar Colony, Karve Road  
Erandawane, Pune 411004**

Dear Sirs,

Based on the independent examination of Books of Accounts, Audited Financial Statements and other documents of Suratwala Business Group Limited and further explanations and information provided by the management of the Company, which we believe to be true and correct to the best of our information and belief, the sanction amount of financial indebtedness, principal terms of security for loan and other related details as on 31<sup>st</sup> October, 2019 are mentioned below.

**A. SECURED LOANS**

**CONSOLIDATED STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS AND ASSETS  
CHARGED AS SECURITY**

(Rs. in Lakhs.)

Name of Lender	Purpose	Loan/ Agreement A/c No.	Sanctioned Amount	Rate of interest	Primary Security	Collateral/ Other Security	Re-Payment Schedule	Out-standing amount as on 31.10.2019 as per Books
HDFC Bank Ltd	Project Finance-Mark Plazzo	6230265944	1500.00	14.50%	Hypothecated against Land at S. No. 28/B/1, 28/B/2,28/B/4, 28/1 (Part), 27/1,27/5 situated at Village Hinjewadi, taluka Mulshi, District Pune)	Personal Guarantee Of Jatin Dhansukhlal Suratwala, Manoj Dhansukhlal Suratwala, Hemaben Pankajkumar Sukhadia, Manisha and Sonal Suratwala and mortgage of commercial property Unit No. 5 at Purva Plaza, Sadashiv Peth Pune	48 Months	814.92
HDFC Bank	Auto Loan – Creta	55432738	16.30	8.90%	Hypothecation of Vehicle	NIL	84 Months	13.44
HDFC Bank	Auto Loan-Maruti Swift	64829263	10.10	9.25%	Hypothecation of Vehicle	NIL	60 Months	9.01
HDFC	Auto	44668054	24.06	9.25%	Hypothecation	NIL	84	16.41

Bank	Loan - Innova Crysta				of Vehicle		Months	
HDFC Bank	Auto Loan – Mobilio	44665793	10.00	9.25%	Hypothecation of Vehicle	NIL	60 Months	0.21
HDFC Bank	Auto Loan- Tata Hexa	55518128	14.00	8.80%	Hypothecation of Vehicle	NIL	84 Months	11.54
SBI	Auto Loan- Duster	-	11.60	10.95%	Hypothecation of Vehicle	NIL	83 months	3.17
Yes Bank	Auto Loan- Mahindra TUV	-	8.25	8.50%	Hypothecation of Vehicle	NIL	60 Months	5.97
Aditya Birla Finance Limited	Demand line of Credit	-	450	11.30%	Pledge of Securities (Mutual Funds)	Nil	12 months	29.96
<b>TOTAL</b>								<b>904.63</b>

Other specific terms and conditions attached with the loan from HDFC Ltd - Nil

#### B. UNSECURED LOANS

A) Details of Unsecured Loans outstanding as at the end of the latest Reporting period

(Amount in Lakhs)

Name of Lender	Purpose	Rate of interest	Re-Payment Terms	As on 31.10.2019
<b>(A) Loan from Related Parties</b>				
Jatin Dhansukhlal Suratwala	Business	0%		15.92
Manoj Dhansukhlal Suratwala	Business	0%		15.66
Hema Pankajkumar Sukhadia	Business	0%		6.22
Dhawal Manoj Suratwala	Business	0%		5.00
Ishita Manoj Suratwala	Business	0%		0.71
Vaibhavi Jatin Suratwala	Business	0%		3.97
Yash Jatin Suratwala	Business	0%		1.60
Suratwala Properties LLP	Business	0%		1060.89
Apurva Mehta	Business	0%		17.33
Manisha Jatin Suratwala	Business	0%		0.01
Sonal Manoj Suratwala	Business	0%		0.01
<b>Total (A)</b>				<b>1127.32</b>
<b>(B) Loan From Others</b>				
Purvi Sapani	Business	18%		5.00
Shah Ajit	Business	10%		17.33
Manisha Shah	Business	18%		5.00
Rajesh Shah	Business	18%		30.00
<b>Total (B)</b>				<b>57.33</b>
<b>Grand Total (A+B)</b>				<b>1184.65</b>

## **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 as of and for the period ended October 31, 2019 and the three Financial Years ended March 31, 2019, 2018 and 2017, including the notes thereto and the report thereon, which appear elsewhere in this Draft Prospectus. You should also read the section titled "Risk Factors" on page 20 and the section titled "Forward Looking Statements" on page 14 of this Draft Prospectus, which discusses a number of factors and contingencies that could affect our financial condition and results of operations. The following discussion relates to us, and, unless otherwise stated or the context requires otherwise, is based on our Restated financial Statements.*

*Our financial statements have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations and restated as described in the report of our auditor which is included in this Draft Prospectus under "Financial Statements". The Restated Financial Information has been prepared on a basis that differs in certain material respects from generally accepted accounting principles in other jurisdictions, including US GAAP and IFRS. Our financial year ends on March 31 of each year, and all references to a particular financial year are to the twelve-month period ended March 31 of that year.*

### **OVERVIEW**

We are a real estate development company primarily focusing on development of residential and commercial projects in the Pune district. Our business activities comprises of development and sale of residential as well as commercial properties (the "Development Business") and the maintenance of the properties developed by us (the "Maintenance Business"). Apart from the development and maintenance business, we also focus on providing the space on rent such as renting for mobile tower, hoardings and banners on building or renting of the unsold space for short durations.

Our Company has so far completed one commercial and one residential project, both of which are located in the Pune district. Our Commercial Project, namely, Suratwala Mark Plazzo - Phase I, located in Hinjawadi, Pune is built on land area of 4525 sq. mts. and comprises of 9 floors having space for 95 offices, 5 Multipurpose showrooms which can be used as restaurant, shops or showrooms and one roof top restaurant. We commenced the construction of Suratwala Mark Plazzo – Phase I in July'15 and successfully completed it in July'16. We are now in process to develop Phase II of the said commercial project.

Our Residential Project, Suratwala Sweet 16 was our first real estate project undertaken by our Company in September, 2008 which was completed in June, 2010. The project includes 16 one BHK Apartments which are available in size of saleable area of around 678 sq. ft to 712 sq. ft. The total land area of the project is 870 sq. mtrs.

Our Development Business spans all activities related to real estate development, which begins from the identification and acquisition of land till through the planning, execution and sales of our developed projects. We use our knowledge, experience and information from internal and external sources in making decision relating to land acquisition, development and lease/sales decisions. We emphasises more on quality design and quality construction and work with different domestic architects and contractors in order to ascertain the best possible design and amenities which can be provided to the customers. We believe that this has helped us in providing the scalability required to undertake the development work and also enable us to focus on the core area of operations.

Our Promoters, Mr. Jatin Dhansukhlal Suratwala and Mr. Manoj Dhansukhlal Suratwala with, their rich experience have been prominent in growing the real estate business in a more organized manner. Under, their leadership and guidance we have been able to cope with the changing scenario and challenges in the real estate market. Our Company is a member of CREDAI PUNE METRO, thereby expanding their horizon to various sectors in real estate business.

### **STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES**

#### **1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

The Restated Standalone Summary Statement of Assets and Liabilities of the Company as on 31<sup>st</sup> October 2019, March 31, 2019, March 31, 2018 and March 31, 2017 and the Restated Standalone Summary Statement of Profit and Loss and Restated Summary Standalone Statements of Cash Flows for the period ended on October 31, 2019, March 31, 2019 and for the year ended on March 31, 2018 and March 31, 2017 and the annexure thereto (collectively, the “**Restated Standalone Financial Statements**” or “**Restated Standalone Summary Statements**”) have been extracted by the management from the Audited Financial Statements for the period ended on October 31, 2019 and for the year ended October 31, 2019, March 31, 2018 and March 31, 2017.

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP). GAAP comprises of mandatory accounting standards as prescribed under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared on accrual basis under the historical cost convention in accordance with applicable accounting standards and relevant presentational requirements of the Companies Act, 2013.

## 2. USE OF ESTIMATES

The preparation of the financial statements in conformity with the Indian GAAP requires the management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known/materialize.

## 3. FIXED ASSETS

Pursuant to the enactment of Companies Act, 2013, the company has applied the estimated useful lives as specified in Schedule II. Accordingly the unamortized carrying value is being depreciated / amortized over the revised / remaining useful lives. The written down value of Fixed Assets whose lives have expired as at April 01, 2014 have been adjusted net of tax.

Name of Asset	Useful Life
Furniture and Fixtures	10 Years
Office Equipment (Air Conditioner, CCTV, Fire Systems, Office Equipment, Plant & Machinery)	5 Years
Plant Machinery	15 Years
Motor Car	8 Years

## 4. DEPRECIATION

Depreciation on Fixed Assets is provided on Written Down Value Basis as per companies Act 2013 over the useful life of assets estimated by Management. Individual low cost assets acquired for less than Rs.5,000/- are entirely depreciated in the year of acquisition. Intangible assets are amortized over their respective individual estimated lives on Written Down Value Basis, commencing from the date the asset is available to the Company for its use.

## 5. BORROWING COSTS

Borrowing cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

## 6. IMPAIRMENT OF ASSETS

The Carrying values of assets/cash generating units at each Balance Sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognized, if carrying amount is these assets their recoverable amount.

## 7. INVESTMENTS

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

The company has made investment in Mutual funds, Term Deposit and Equity Shares which are stated at cost.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at cost less provision for any decline other than temporary in the value of such investments if any.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

### **9. REVENUE RECOGNITION**

Sale of Commercial Units: The company recognizes revenue on sale of Commercial Units on transfer of significant risks and rewards of ownership to the buyer. The revenue is recognized based on percentage completion method when outcome of the project can be estimated reliably upon fulfillment of conditions as per Guidance note on AS 7 (Construction Contracts) issued by ICAI.

Other income: Interest on Fixed Deposit is accounted for on accrual basis. Profit on sale of Mutual Fund and Dividend on Mutual Fund are recognized on cash basis. Rental income from mobile tower is recognized on due basis.

### **10. FOREIGN CURRENCY TRANSACTIONS**

Initial Recognition: Transaction in foreign currencies entered into by the company and its integral foreign operations are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of transaction. There are no foreign currency transactions during the year.

Measurement of foreign currency monetary items at the Balance Sheet date: Foreign currency monetary items of the company and its net investment in non-integral foreign operations outstanding at the Balance Sheet date are restated at the year-end rates. There are not foreign currency monetary items as at the balance sheet date.

### **11. EMPLOYEE BENEFITS**

- vi) The company has no policy of encashment and accumulation of leave. Therefore, no provision of leave Encashment is required.
- vii) Employee Benefits such as Salaries, allowances, non-monetary benefits are debited to Profit and Loss account.
- viii) As required under the Accounting Standards on Statement of Employees AS 15 - issued by the institute of Chartered Accountants of India), the company has provided liability towards Gratuity
- ix) **Provident fund:** The Company is not entitled for Provident fund,
- x) **Gratuity:** The Company provides for gratuity, a defined benefit retirement plan (the "Gratuity Plan") covering eligible employees. In accordance with the Payment of Gratuity Act, 1972, the Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment of an amount based on the respective employee's salary and the tenure of employment. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation as of the balance sheet date.

### **12. SEGMENT ACCOUNTING**

#### **(i) Business Segment**

(a) The business segment has been considered as the primary segment.

(b) The Company's primary business segments are reflected based on principal business activities, the nature of service, the differing risks and returns, the organization structure and the internal financial reporting system.



(c) The Company's primary business includes supply of IT Staffing Solutions and IT (information Technology) Services, and accordingly this is the only segment as envisaged in Accounting Standard 17 'Segment Reporting'. Disclosure for Segment reporting is not applicable.

(ii) Geographical Segment

The Company supplies its services in domestic as well as export market, however primary segment is selected as reportable segment since there is no comparatively major difference in risk and reward in above geographical segments.

Segment Accounting is not applicable to the Company.

### **13. ACCOUNTING FOR TAXES ON INCOME**

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

Deferred tax is recognized on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

### **14. CONTINGENT LIABILITIES AND PROVISIONS**

A provision is recognized when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. They are determined based on best estimate required to settle the obligation at the Balance sheet date. There are no Contingent liabilities as at the Balance Sheet date.

### **15. EARNINGS PER SHARE:**

In determining the Earnings Per share, the company considers the net profit after tax which does not include any post tax effect of any extraordinary / exceptional item. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period. Bonus Share allotment has been considered as if it took place at the beginning of Restatement period.

### **16. CASH FLOW:**

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. Cash flows from operating, investing and financing activities of the Company are segregated, accordingly.

### **C. CHANGES IN ACCOUNTING POLICIES IN THE PERIOD/YEARS COVERED IN THE RESTATED FINANCIALS**

There is no change in significant accounting policies.

### **D. NOTES ON RESTATEMENTS MADE IN THE RESTATED FINANCIALS**

1. The Standalone financial statements including financial information have been prepared after making such regroupings and adjustments, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial statements/information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.
2. The amounts due to Micro, Small and Medium Enterprises suppliers defined under "The Micro Small and Medium Enterprises Development Act 2006" have been identified on the basis of information available with the Company.

### 3. Employee benefits:

The Company has adopted the Accounting Standard 15 (revised 2005) on Employee Benefits as per an actuarial valuation carried out by an independent actuary. The disclosures as envisaged under the standard are as under:-

<b>Gratuity</b>		<b>(Amount in Rs. Lakhs)</b>			
<b>Particulars</b>	<b>October 2019</b>	<b>2018-19</b>	<b>2017-18</b>	<b>2016-17</b>	
Present value of unfunded obligations Recognized	4.84	6.82	6.86	5.69	
<b>Net Liability</b>					
Current Service Cost	60.83	1.38	1.17	0	
Interest on Defined Benefit Obligation	0.27	0.51	0.39	0	
Net Actuarial Losses / (Gains) Recognized in Year	-2.54	-1.94	-0.39	5.69	
Past Service Cost					
Total, Included in "Salaries, Allowances & Welfare"	<b>-1.66</b>	<b>-0.03</b>	<b>1.17</b>	<b>5.69</b>	
Defined benefit obligation as at the beginning of the year/period	6.82	6.86	5.69	0	
Service cost	0.61	1.39	1.17		
Interest cost	0.27	0.51	0.39		
Actuarial Losses/(Gains)	-2.55	-1.94	-0.39		
Gratuity Benefit Paid	0.32				
Past Service Cost					
<b>Defined benefit obligation as at the end of the year/period</b>	<b>4.84</b>	<b>6.83</b>	<b>6.86</b>	<b>5.69</b>	
Benefit type:					
Retirement Age:	<b>60 Years</b>	<b>60 Years</b>	<b>60 Years</b>	<b>60 Years</b>	
Vesting Period:	<b>5 years of service</b>	<b>5 years of service</b>	<b>5 years of service</b>	<b>5 years of service</b>	
Future Salary Rise:	<b>5%</b>	<b>8%</b>	<b>8%</b>	<b>8%</b>	
Discount rate per annum:	<b>6.50%</b>	<b>7.00%</b>	<b>7.5%</b>	<b>6.8%</b>	
Attrition Rate:	20 %	20	20	20	
Mortality Rate:	ALM(2006-08) ult		IALM(2012-14)ult		

### 4. Provisions, Contingent Liabilities and Contingent Assets (AS 29)

Contingent liabilities and commitments (to the extent not provided for). There are no contingent liabilities as on the end of respective period except as mentioned in Annexure -XXIX, for any of the years covered by the statements.

### 5. Related Party Disclosure (AS 18)

Related party transactions are reported as per AS-18 of Companies (Accounting Standards) Rules, 2006, as amended, in the Annexure – XXVIII of the enclosed financial statements.

### 6. Accounting for Taxes on Income (AS 22)

Deferred Tax liability/Asset in view of Accounting Standard – 22: "Accounting for Taxes on Income" as at the end of the year/period is reported as under:

<b>Particulars</b>	<b>(Amount in Lakhs Rs.)</b>			
	<b>As at</b>			
	<b>31-10-2019</b>	<b>31-03-19</b>	<b>31-03-18</b>	<b>31-03-17</b>
<b>Major Components of deferred tax arising on account of timing differences are:</b>				
Timing Difference Due to Depreciation	-0.93	-2.58	-0.51	-2.79
Deferred Tax Liability/ (Assets) (A)	-12.37	-9.81	-8.97	-4.30
Provision of Gratuity outstanding as on the end of Period	0.51	0.01	-0.32	-1.88

Cumulative Balance of Expenses Disallowed under Section 43B	NIL	NIL	0.01	NIL
Timing Difference Due to Gratuity and Expenses disallowed U/s 43B	NIL	NIL	NIL	NIL
Deferred Tax Assets (B)				
<b>Cumulative Balance of Deferred Tax Liability/(Assets) (Net) (A-B)</b>	<b>-12.79</b>	<b>-12.37</b>	<b>-9.81</b>	<b>-8.97</b>

**7. Earnings Per Share (AS 20):**

Earnings per Share have been calculated is already reported in the Annexure –XXXI of the enclosed financial statements.

**Factors Affecting our Results of Operations**

Our business is subjected to various risks and uncertainties, including those discussed in the section titled “*Risk Factors*” beginning on page 20 of this Draft Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

1. performance of the real estate market in India;
2. availability of real estate financing in India;
3. uncertainty regarding the housing market, real estate prices, economic conditions and other factors beyond our control;
4. volatility of Housing Loan interest rates and inflation;
5. our ability to meet our further capital expenditure requirements;
6. regulation in the Indian real estate sector, including the implementation of RERA;
7. performance of our residential development business, particularly in the mid-market and affordable housing categories;
8. our failure to keep pace with rapid changes in technology;
9. inability to identify or effectively respond to consumer needs, expectations or trends in a timely manner;
10. fluctuations in operating costs;
11. our reliance on independent contractors to execute our projects;
12. significant increases in prices of, or shortages of, or disruption in supply of labour and key building materials.

**Discussion on Result of Operations**

The following discussion on results of operations should be read in conjunction with the restated financial statements for the period ended October 31, 2019 and financial years ended March 2019, March 2018 and March 2017.

Particulars	As at October 31, 2019	% of Total income	For the Year Ended March 31,					
			2019	% of Total income	2018	% of Total income	2017	% of Total income
Revenue From Operations	474.24	98.01	896.79	98.27	1083.46	96.74	1629.91	98.32
Other Income	9.65	1.99	15.83	1.73	36.45	3.26	27.91	1.68
<b>Total Revenue</b>	<b>483.89</b>	<b>100.00</b>	<b>912.62</b>	<b>100.00</b>	<b>1119.91</b>	<b>100.00</b>	<b>1657.82</b>	<b>100.00</b>
<b>Expenditure</b>								
Cost of materials consumed	458.16	94.68	999.40	109.51	996.81	89.01	630.51	38.03
Purchase of Stock in Trade	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Changes in inventories of finished goods, traded goods and work-in-progress	(225.89)	(46.68)	(664.27)	(72.79)	(629.27)	(56.19)	316.25	19.08
Employee benefit expenses	98.75	20.41	157.96	17.31	181.73	16.23	127.02	7.66
Finance costs	62.34	12.88	135.60	14.86	40.60	3.63	100.31	6.05
Depreciation and amortization expense	11.88	2.46	22.49	2.46	13.70	1.22	17.59	1.06
Other Expenses	72.15	14.91	130.39	14.29	89.84	8.02	134.01	8.08
<b>Total Expenditure</b>	<b>477.39</b>	<b>98.66</b>	<b>781.57</b>	<b>85.64</b>	<b>693.41</b>	<b>61.92</b>	<b>1325.69</b>	<b>79.97</b>

<b>Profit/(Loss) Before Tax</b>	6.50	1.34	131.05	14.36	426.50	38.08	332.13	20.03
<b>Tax Expense:</b>								
Current Tax	3.25	0.67	47.75	5.23	143.29	12.79	122.42	7.38
Deferred Tax	(0.42)	-0.09	(2.56)	(0.28)	(0.83)	(0.07)	(4.67)	(0.28)
Total Tax Expense	2.83	0.58	45.19	4.95	142.46	12.72	117.75	7.10
Net Profit and loss as restated	3.67	0.76	85.86	9.41	284.04	25.36	214.38	12.93

**Revenue from operations:**

Our principal component of income is from sale of real estate projects developed by us. Apart from the sale of real estate projects we are also engaged in the business of renting of the vacant premises and maintenance of the projects developed by us.

**Other Income:**

Our other income primarily comprises of interest income, dividend receipt, and miscellaneous receipts.

**Employee benefits expense:**

Our employee benefits expense primarily comprises of Salary and wages, contribution to ESIC, PF, Gratuity Expenses, leave encashment expenses etc.

**Finance Costs:**

Our finance cost includes Interest Expenses and other borrowing costs.

**Depreciation and Amortization Expenses:**

Depreciation includes depreciation on tangible assets like electrical installation, furniture, motor vehicles, office equipments and computer.

**Other Expenses:**

Other expenses include electricity expenses, labour charges, professional & legal expenses, repair & maintenance expenses, miscellaneous expenses etc.

**Financial Performance Highlights for the Period Ended October 31, 2019**

**Revenue from operations:**

The revenue from operations during the period ended October 31, 2019 was Rs. 474.24 Lakhs. The revenue from operations comprised of from sale of real estate projects developed by us, renting of the vacant premises and maintenance of the projects developed by us.

**Total Expenses:**

The total expenditure during period ended October 31, 2019 was Rs.477.39 Lakhs. The total expenditure represents 98.66% of the total income. The total expenses are represented by Cost of Material Consumed, change in inventories of finished goods, traded goods and work in progress, employee benefits expense, finance costs, depreciation and amortization expenses and Other Expenses. The main constituent of total expenditure is cost of material consumed which is Rs.232.27 lakhs.

**Profit/ (Loss) after Tax:**

The restated net profit during the period ended October 31, 2019 was Rs.3.67 lakhs representing 0.76% of the total revenue of our company.

**Financial Year 2019 Compared to Financial Year 2018**

**Total Income**

Total Income for the financial year 2018-2019 stood at Rs. 912.62 lakhs whereas in Financial Year 2017-2018 the same stood at Rs.1119.91 Lakhs representing a decrease of 18.51%.

#### **Revenue from Operations**

During the financial year 2018-2019 the net revenue from operation of our Company decreased to Rs. 896.79 lakhs as against Rs. 1083.46 Lakhs in the Financial Year 2017-2018 representing a decrease of 17.23%. This decrease was due to decrease in sales of the Company.

#### **Other Income:**

During the financial year 2018-2019 the other income of our Company decreased to Rs. 15.83 lakhs as against Rs. 36.45 lakhs in the Financial Year 2017-2018 representing a decrease of 56.58%.

#### **Total Expenses:**

The Total Expenditure for the financial year 2018-2019 increased to Rs. 781.57 lakhs from Rs. 693.41 lakhs in the previous financial year representing an increase of 12.71%.

#### **Employee benefits expense:**

Our Company has incurred Rs. 157.96 Lakhs as Employee benefits expense during the financial year 2018-2019 as compared to Rs. 181.73 Lakhs in the financial year 2017-2018. The decrease of 13.08% was due to decrease in gratuity expenses, director's remuneration, bonus and increase in salary and wages.

#### **Finance costs:**

These costs were for the financial Year 2018-2019 increased to Rs. 135.60 Lakhs as against Rs. 40.60 Lakhs during the previous financial year. The increase of 233.96% as compared to previous financial year was due to increase in interest expenses due the additional loan taken by the Company.

#### **Depreciation and Amortization Expenses:**

Depreciation for the financial year 2018-2019 stood at Rs. 22.49 lakhs as against Rs. 13.70 lakhs during the previous financial year.

#### **Other Expenses:**

Our Company has incurred Rs. 130.39 lakhs during the Financial Year 2018-2019 on other expenses as against Rs. 89.84 lakhs during the financial year 2017-2018. The increase of 45.14% was mainly due to increase in labour charges, electricity expenses, professional & legal expenses and transportation expenses.

#### **Restated Profit before tax:**

The Company reported Restated profit before tax for the Financial Year 2018-2019 of Rs. 131.05 lakhs in comparison to Restated profit of Rs. 426.50 lakhs in financial year 2017-2018 representing a decrease of 69.27%.

#### **Restated profit after tax:**

Net Profit after tax for the Financial Year 2018-2019 decreased to Rs. 85.86 lakhs as compared to Rs.284.04 Lakhs in financial year 2017-2018. The decrease in profit after tax by 69.77% was majorly due to factors mentioned above.

#### **Financial Year 2018 Compared to Financial Year 2017**

##### **Total Income:**

Total income for the financial year 2017-2018 stood at Rs. 1119.91 Lakhs whereas in Financial Year 2016-2017 the same stood at Rs.1657.82 Lakhs representing a decrease of 32.45%.

### **Revenue from Operations**

During the financial year 2017-2018 the net revenue from operation of our Company decreased to Rs. 1083.46 lakhs as against Rs. 1629.91 Lakhs in the Financial Year 2016-2017 representing a decrease of 33.53%. This decrease was due to decrease in the sale of the company.

### **Other Income:**

During the financial year 2017-2018 the other income of our Company increased to Rs. 36.45 Lakhs as against Rs. 27.91 lakhs in the Financial Year 2016-2017 representing an increase of 30.62%. Such increase was primarily due to profit on sale assets.

### **Total Expenses:**

The Total Expenditure for the financial year 2017-2018 decreased to Rs. 693.41 Lakhs from Rs. 1325.69 lakhs in the previous financial year representing a decrease of 47.69%.

### **Employee benefits expense:**

Our Company has incurred Rs. 181.73 Lakhs as Employee benefits expense during the financial year 2017-2018 as compared to Rs. 127.02 Lakhs in the financial year 2016-2017. The increase of 43.07% was due to increase in Director's remuneration, bonus and increase in salary and wages.

### **Finance costs:**

These costs were for the financial Year 2017-2018 decreased to Rs. 40.60 Lakhs as against Rs. 100.31 Lakhs during the previous financial year. The decrease of 59.52% as compared to previous financial year was due to decrease in interest expenses.

### **Depreciation and Amortization Expenses:**

Depreciation for the financial year 2017-2018 stood at Rs. 13.70 Lakhs as against Rs. 17.59 Lakhs during the previous financial year.

### **Other Expenses:**

Our Company has incurred Rs. 89.84 Lakhs during the Financial Year 2017-2018 on other expenses as against Rs. 134.01 Lakhs during the financial year 2016-2017. The decrease of 32.96% was mainly due to decrease in commission, brokerage and other miscellaneous expenses.

### **Restated Profit before tax:**

Net Profit before tax for the financial year 2017-2018 increased to Rs. 426.50 Lakhs as compared to Rs. 332.13 Lakhs in the financial year 2016-2017, which was majorly due to factors as mentioned above.

### **Restated profit after tax:**

The Company reported Restated profit after tax for the financial year 2017-2018 of Rs. 284.04 Lakhs in comparison to Restated profit after tax of Rs. 214.38 lakhs in the financial year 2016-2017 majorly due to actors mentioned above.

### **Information required as per Item (II) (C) (iv) of Part A of Schedule VI to the SEBI Regulations:**

**An analysis of reasons for the changes in significant items of income and expenditure is given hereunder:**

#### ***1. Unusual or infrequent events or transactions***

There has not been any unusual trend on account of our business activity. Except as disclosed in this Draft Prospectus, there are no unusual or infrequent events or transactions in our Company.

**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.

**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 20 of 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. Future changes in relationship between costs and revenues**

Other than as described in the sections “**Risk Factors**”, “**Our Business**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” on pages 20, 90 and 162 respectively, to our knowledge, no future relationship between expenditure and income is expected to have a material adverse impact on our operations and finances.

**5. Total turnover of each major industry segment in which our Company operates**

The Company is in the business of development of real estate project both residential and commercial properties. Relevant industry data, as available, has been included in the chapter titled “**Industry Overview**” beginning on page 79 of this Draft Prospectus.

**6. Increases in net sales or revenue and Introduction of new products or services or increased sales prices**

Increases in revenues are by and large linked to increases in volume of our business.

**7. Status of any publicly announced New Products or Business Segment**

Our Company has not announced any new product or service except for the maintenance of the commercial properties developed by us. The status of the revenue from the said segment is as stated below:-

(Amount in Rs Lakhs)

Service Type	October 31, 2019		2018-19		2017-18		2016-17	
	Amount	%	Amount	%	Amount	%	Amount	%
Real Estate Development	439.78	92.73	820.47	91.49	1046.73	96.61	1586.17	97.32
Renting and Maintenance Service	34.46	7.27	76.32	8.51	36.73	3.39	43.74	2.68
<b>Total</b>	<b>474.24</b>	<b>100.00</b>	<b>896.79</b>	<b>100.00</b>	<b>1083.46</b>	<b>100.00</b>	<b>1629.91</b>	<b>100.00</b>

**8. Seasonality of business**

Our Company’s business is not seasonal in nature.

**9. Dependence on few customers**

The revenue of our company is not dependent on a few customers.

**10. Competitive conditions**

Competitive conditions are as described under the Chapters “**Industry Overview**” and “**Our Business**” beginning on pages 79 and 90 respectively of the Draft Prospectus.

**11. Details of material developments after the date of last balance sheet i.e. October 31, 2019**

In the opinion of the Board of Directors of our Company, there have not arisen any circumstances since the date of the last financial statements disclosed in this Draft Prospectus that materially or adversely affect the



operations or profitability of the Company or the Value of its assets or its ability to pay its liability within next twelve months except below changes occurred after Balance Sheet date:-

1. The Shareholder of the Company approved the conversion of the Company from Private Limited to Public Limited and consequently the name of Company was changed from “Suratwala Business Group Private Limited” to “Suratwala Business Group Limited” in its Extra Ordinary General Meeting held on July 29, 2019 and fresh Certificate of Incorporation was issued by Registrar of Companies, Pune vide dated November 21, 2019.
2. Mr. Jatin Dhansukhlal Suratwala was re-designated from Executive Director to Chairman & Managing Director of the Company for terms of 5 year with effect from November 30, 2019 vide Extra Ordinary General Meeting held on November 30, 2019.
3. Mr. Manoj Dhansukhlal Suratwala was re-designated from Executive Director to Whole Time Director of the Company for terms of 5 year with effect from November 30, 2019 vide Extra Ordinary General Meeting held on November 30, 2019.
4. Mrs. Hemaben Pankajkumar Sukhadia was re-designated from Executive Director to Whole Time Director of the Company for terms of 5 year with effect from November 30, 2019 vide Extra Ordinary General Meeting held on November 30, 2019.
5. We have appointed Mr. Diganta Pratim Das as a Chief Financial Officer of the Company with effect from November 30, 2019 vide Board Meeting dated November 22, 2019.
6. We have appointed Mrs. Prathama Nitin Gandhi as Company Secretary and Compliance officer of the Company with effect from August 12, 2019 vide Board Meeting dated November 22, 2019.
7. We have appointed Mr. Pramod Jain as an Independent Director of the Company for a term of 5 year with effect from November 30, 2019.
8. We have appointed Ms. Dimple Kirit Sanghvi as an Independent Director of the Company for a term of 5 year with effect from November 30, 2019.
9. The Authorized Share Capital of the Company was increased from ₹15,00,00,000/- divided into 1,50,00,000 Equity Shares of ₹10/- each to ₹18,00,00,000/- divided into 1,80,00,000 Equity Shares of ₹ 10/- vide Extra Ordinary General Meeting held on November 30, 2019.
10. We have passed a Board resolution in the meeting of Board of Director dated November 22, 2019 authorizing the Board of Directors to raise funds by making an Initial Public Offering.
11. We have passed a special resolution in the meeting of shareholders dated November 30, 2019 authorizing the Board of Directors to raise funds by making an Initial Public Offering.
12. We have appointed Mr. Pankajkumar Rameshchandra Sukhadia as an Additional Non-Executive Director of the Company with effect from December 30, 2019.

**CAPITALIZATION STATEMENT**

Particulars	For Period Ended (Rs. Lacs)	
	Pre - Issue as at	Post Issue
	October 31, 2019	*
Long Term Debt	1184.70	1184.70
Short Term Debt	864.09	864.09
<b>Total Debts (A)</b>	<b>2048.79</b>	<b>2048.79</b>
<b>Equity (Shareholder's funds)</b>		
Equity share capital	1,274.16	[•]
Reserves and surplus	89.10	[•]
<b>Total Equity (B)</b>	<b>1,363.26</b>	<b>[•]</b>
Long Term Debt / Equity Shareholder's funds	0.63	[•]
Total Debts / Equity Shareholder's funds (A/B)	1.50	[•]

\* The Post Issue Capitalization will be determined only after the completion of the allotment of equity shares.

Notes:

1. Short term Debts represent which are expected to be paid/payable within 12 months and includes installment of term loans repayable within 12 months.
2. Long term Debts represent debts other than Short term Debts as defined above.
3. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 31.10.2019.

## SECTION VII – LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as stated in this section, there are no outstanding (I) criminal proceedings, (II) actions taken by regulatory or statutory authorities, (III) disciplinary action including penalty imposed by the SEBI or stock exchanges against our Promoters in the last five financial years, including outstanding action, (IV) claims related to direct and indirect taxes, and (V) other pending litigation which are determined to be material as per the policy adopted by our Board ("**Materiality Policy**"), in each case involving our Company, Promoters and Directors, (the "**Relevant Parties**").*

*For the purpose of (V) above, our Board has considered and adopted a policy of materiality for identification of material litigation in terms of the SEBI (ICDR) Regulations, 2018 as amended for disclosure of all pending litigation involving the Issuer, its directors and promoters, other than criminal proceedings, statutory or regulatory actions and taxation matters where the aggregate amount involved in such individual litigation exceeds 10% of profit after tax of the Company, as per the last audited standalone financial statements of the Company or such litigations whose outcome could have a material impact on the business, operations, prospects or reputations of the Company.*

*The Company has a policy for identification of Material Outstanding Dues to Creditors in terms of the SEBI (ICDR) Regulations, 2018 as amended for creditors where outstanding due to any one of them exceeds 5.00% of the consolidated trade payables for the last audited standalone financial statements.*

#### **PART 1: CONTINGENT LIABILITIES OF OUR COMPANY**

Nil

#### **PART 2: LITIGATION RELATING TO OUR COMPANY**

##### **A. FILED AGAINST OUR COMPANY**

##### **1. Litigation Involving Criminal Laws**

NIL

##### **2. Litigation involving Actions by Statutory/Regulatory Authorities**

NIL

##### **3. Litigation involving Tax Liabilities**

##### **i. Direct Tax**

- a. An appeal under Rule 45 of Income Tax Rules, 1962 has been filed by our Company to the Commissioner of Income Tax (Appeals) against an order passed under section 143 of the Income Tax Act, 1961 by Assistant Commissioner of Income Tax, Circle-6, Pune (hereinafter referred to as "the officer")*

The Company being aggrieved by the order dated December 20, 2017 passed by the officer, filed an Appeal dated January 24, 2018 to the Commissioner of Income Tax (Appeals) under Rule 45 of Income Tax Rules, 1962 praying that the amount of Rs. 6,72,903 derived by calculating deemed rent of unsold units shall be excluded from the computation of total income by the officer and any other order or relief may be granted as it may deem fit. The ground of the appeal being that the Officer has erred in calculating the amount of deemed rent of unsold units as in no circumstance; the said unsold units were suitable for renting in the Assessment year 2015-16. The case is still pending before Commissioner (Appeals)

- b. For Assessment Year 2015-16

For A.Y. 2015-16, the Company has an outstanding liability of Rs. 2,69,480/- under Section 143(3) of the Income Tax Act, 1961, vide demand raised on June 17, 2019 against the Company, as per the information available on the Income Tax Website.

- ii. **Indirect Tax**  
NIL

**4. Other Pending Litigation**

**A Regular Civil Suit No. 1503/2010 filed before the Court of Hon'ble Civil Judge, Sr. Division, Pune against following parties:**

1. Shalini Rajkumar Pamnani
  2. Nitin Rajkumar Pamnani
  3. M/s Suratwala Housing Private limited (presently known as Suratwala Business Group Limited pursuant to change of name and conversion from Private Limited to Public Limited), hereinafter referred to as "our Company" along with three Promoters Mr. Jatin Dhansukhlal Suratwala, Mr. Manoj Dhansukhlal Suratwala, Mrs. Hemaben Pankajkumar Sukhadia
  4. Hitendra Arvind Suratwala
  5. Apurva Harishchandra Mehta
  6. Deepak Pamnani
- (hereinafter referred to as "the Defendants")

Mr. Maheshkumar Ramchand Pamnani and Mrs. Rajani Ramchand Pamnani (hereinafter referred to as "the Plaintiffs") filed a Regular Civil Suit on December 6, 2010 against our Company and other Defendants as mentioned above, alleging that the part of the building which belongs to Defendant 1 and Defendant 2 has been let out to our Company for commercial purpose, thereby causing structural damages to the building which is a family dwelling house wherein the Plaintiffs reside too. However, due to non-availability of subsequent documents related to given case, further details could not be furnished. The next hearing date of the case is February 20, 2020.

**B. CASES FILED BY OUR COMPANY**

**1. Litigation Involving Criminal Laws**

NIL

**2. Litigation involving Actions by Statutory/Regulatory Authorities**

NIL

**3. Litigation involving Tax Liabilities**

- i. **Direct Tax**  
NIL

- ii. **Indirect Tax**  
NIL

**4. Other Pending Litigation**

NIL

**PART 3: LITIGATION RELATING TO DIRECTORS AND PROMOTERS OF OUR COMPANY**

**A. LITIGATION AGAINST OUR DIRECTORS AND PROMOTERS**

**1. Litigation Involving Criminal Laws**

NIL

**2. Litigation involving Actions by Statutory/Regulatory Authorities**

NIL

3. Disciplinary action including penalty imposed by SEBI/ Stock exchanges against the promoters in the last five financial years including any outstanding action:

NIL

**4. Litigation involving Tax Liabilities**

**i. Direct Tax**

As per the information available on income tax website, the following Income tax demands has been raised against our Directors:-

Name	Assessment Year	Date of demand	Section Code	Demand Identification Number	Outstanding Demand Amount
Jatin Dhansukhlal Suratwala	2012-13	15/12/2014	154	2014201237047252590T	47960
Manoj Dhansukhlal Suratwala	2011-12	16/08/2012	154	2012201137012135036T	33200
	2014-15	14/11/2015	154	2015201437053975382T	7940
	2018-19	02/05/2019	143(1a)	2019201837023292873T	92460
Hemaben Pankajkumar Sukhadia	2014-15	01/05/2015	154	2015201437004016203T	210

**ii. Indirect Tax**

NIL

**5. Other Pending Litigation**

NIL

**B. LITIGATION FILED BY OUR DIRECTORS AND PROMOTERS**

**1. Litigation Involving Criminal Laws**

NIL

**2. Litigation involving Actions by Statutory/Regulatory Authorities**

NIL

**3. Litigation involving Tax Liabilities**

**i. Direct Tax Liabilities**

NIL

**ii. Indirect Tax Liabilities**

NIL

**4. Other Pending Litigation**

NIL

**PART 4: AMOUNTS OWED TO SMALL SCALE UNDERTAKINGS AND OTHER CREDITORS**

The Board of Directors of our Company considers dues exceeding 5% of our consolidated trade payables for the last audited standalone financial statements, to small-scale undertakings and other creditors as material dues for our Company. As on October 31, 2019 there are 2 creditors to whom our Company owes amounts exceeding 5%

of our Company's Trade Payables and the aggregate outstanding dues to them being approximately Rs. 201.90 Lakhs. Further, our Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure, if any, in relation to amount unpaid as at the year end together with interest payable as required under the said Act have not been furnished. Therefore, as on October 31, 2019, our Company owes amounts aggregating to Rs. 218.76 Lakhs approximately towards Trade Payables as per Restated Financial Statements, which may or may not include small scale undertakings. There are no disputes with such entities in relation to payments to be made to them. The details pertaining to amounts due towards such creditors are available on the website of our Company i.e. [www.suratwala.co.in](http://www.suratwala.co.in).

**PART 5: MATERIAL DEVELOPMENTS OCCURRING AFTER LAST BALANCE SHEET DATE**

Except as disclosed in Chapter titled "*Management's Discussion & Analysis of Financial Conditions & Results of Operations*" beginning on page 162 of this Draft Prospectus, there have been no material developments that have occurred after the Last Balance Sheet date.

## **GOVERNMENT & OTHER APPROVALS**

Our Company has received the necessary consents, licenses, permissions, registrations 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 and except as mentioned below, no further approvals are required for carrying on our present or proposed 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. Unless otherwise stated, these approvals are all valid as of the date of this Draft Prospectus.

For details in connection with the regulatory and legal framework within which we operate, see the section titled “Key Regulations and Policies” at page 102 of this Draft Prospectus.

The main objects clause of the Memorandum of Association of our Company and the objects incidental, enable our Company to carry out its activities.

The Company has got following licenses/ registrations/ approvals/ consents/ permissions from the Government and various other Government agencies required for its present business.

### **I. APPROVALS FOR THE ISSUE** **Corporate Approvals**

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 November 22, 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 November 30, 2019 authorized the Issue.

### **Approval from the Stock Exchange**

In-principle approval dated [●] from the SME Platform of [●] for using the name of the Exchange in its offer documents for listing of the Equity Shares issued by our Company pursuant to the Issue.

### **Agreements with NSDL and CDSL**

1. The Company has entered into an agreement dated February 27, 2019 with the National Securities Depository Limited (“NSDL”) and the Registrar and Transfer Agent, who in this case is, Link Intime India Private limited for the dematerialization of its shares.
2. Similarly, the Company has also entered into an agreement dated February 18, 2019 with the Central Depository Services (India) Limited (“CDSL”) and the Registrar and Transfer Agent, who in this case is Link Intime India Private limited for the dematerialization of its shares.
3. The International Securities Identification Number (ISIN) of our Company is INE05ST01010.

### **II. APPROVALS PERTAINING TO INCORPORATION, NAME AND CONSTITUTION OF OUR COMPANY**

1. Certificate of Incorporation dated January 31, 2008 issued by the Registrar of Companies, Maharashtra, Pune in the name of “Suratwala Housing Private Limited”.
2. Certificate of Incorporation pursuant to change of name dated May 15, 2019 issued by the Registrar of Companies, Pune, in the name of “Suratwala Business Group Private Limited”.
3. Certificate of Incorporation dated November 21, 2019 issued by the Registrar of Companies, Pune in the name of “Suratwala Business Group Limited” pursuant to conversion of Company from Private to Public.



4. The Corporate Identification Number (CIN) of our Company is U45200PN2008PLC131361.

### **III. GENERAL APPROVALS**

We require various approvals and/ or licenses under various rules and regulations to conduct our business. Some of the material approvals required by us to undertake our business activities are set out below:

#### **A. INDUSTRIAL AND LABOUR LAW RELATED APPROVALS:**

Description	Applicable laws	Issued By	Registration Number	Date of Certificate	Date of Expiry
Registration Certificate of Establishment	Maharashtra Shop and Establishment Act, 1948	Inspector under The Maharashtra Shop and Establishment Act, 1948	2031000313832917	February 01, 2020	February 01, 2023
Registration Certificate of Project <b>Project:</b> Suratwala Mark Plazzo – wing B – Phase II	Maharashtra Real Estate (Regulation and Development) Act, 2016 and rules made thereunder	Secretary, Maharashtra Real Estate Regulatory Authority	P52100017784	September 17, 2018	December 31, 2021
Certificate of Registration <b>Project:</b> Suratwala Mark Plazzo	Building and Other Construction Work (Regulation of Employment and Condition of Service) Act, 1996 and the rule made thereunder	Assistant Commissioner of Labour, Pune – 6	1831002310003812	July 26, 2019	December 31, 2022
Provisional No Objection certificate (Fire NOC) <b>Project:</b> Suratwala Mark Plazzo II	PMRDA, Pune	Chief Fire Officer, Pune	FPM/31/2018	April 26, 2017	Valid till cancelled
Provisional No Objection certificate (Fire NOC) <b>Project:</b> Suratwala Mark Plazzo I	Pune Municipal Corporation	Chief Fire Officer, Pune	FB/6608	June 03, 2016	Valid till cancelled

#### **B. TAX RELATED APPROVALS:**

Description	Applicable laws	Authority	Registration Number	Date of Certificate	Date of Expiry
Permanent Account Number (PAN)	Income Tax Act, 1961	Income Tax Department, Government of India	AALCS5640L	January 01, 2020	Valid until Cancelled
TAN (Tax Deduction Account Number)	Income Tax Act 1961	Income Tax Department	PNES23252F	*	Valid until Cancelled
VAT Registration Certificate	The Maharashtra Value Added Tax Act, 2002	Sales tax officer, Pune	27800816927V	February 05, 2011	Valid till cancelled
Central Sales Tax	The Central Sales tax	Sales tax officer, Pune	27800816927C	February 05, 2011	Valid till cancelled

Registration Certificate	(Registration and turnover) Rules, 1957				
Goods & Service Tax Registration Certificate	Central Goods and Service Tax Act 2017	Government of India	27AALCS5640L1 ZU	January 28, 2020	Valid till cancelled
Service Tax Registration [Central registration for more than one premise]	Service Tax Act, 1994	Central Excise Officer, Central Board of Excise and Customs	AALCS5640LSD0 01	March 18, 2011	Valid till Cancelled
Certificate of Registration	Maharashtra State Tax on Professions, Trades, Callings and Employment Act, 1975	Department of Goods and Service Tax, Maharashtra	27800816927P	May 19, 2011	Valid till Cancelled

*\*the date of issue of certificate is not available with the company*

**C. MISCELLANEOUS APPROVAL/LICENSE/REGISTRATION:**



Sr. No.	Description	Applicable laws	Authority	License /Certificate Number	Date of Certificate	Date of Expiry
1.	License for working of the Lift - 1	Mumbai Elevator Rules, 1958	Department of Industries, Energy and Labour	14082/2016	May 05, 2016	Valid till Cancelled
2.	License for working of the Lift - 2	Mumbai Elevator Rules, 1958	Department of Industries, Energy and Labour	14083/2016	May 05, 2016	Valid till Cancelled

**IV. INTELLECTUAL PROPERTY**

The details of the Domain name in the name of our company:-

Sr. No	Domain name	Sponsoring Registrar and IANA ID	Creation Date	Expiry Date
1.	suratwala.co.in	GoDaddy.com, LLC IANA ID –146	September 26, 2019	September 26, 2024
2.	Suratwala.com	Dynadot LLC IANA ID –472	June 04, 2019	June 04, 2020

**V. INTELLECTUAL PROPERTY RELATED APPROVALS/REGISTRATIONS**

S. No	Trademark	Trademark Type	Class	Application No.	Date of Application	Applicant	Status
1.		Wordmark	36	4409137	15/01/2020	Suratwala Business Group Limited	Objected
2.		Wordmark	37	4409138	15/01/2020	Suratwala Business Group Limited	Marked for Examination

## OUR GROUP COMPANY

*In accordance with the provisions of the SEBI ICDR Regulations, for the purpose of identification of "Group Companies", our Company has considered such companies as our Group Companies, with which there were related party transactions, during the period for which financial information is disclosed in this Draft Prospectus, 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. Further, pursuant to a resolution of our Board dated December 30, 2019 for the purpose of disclosure in relation to Group Companies in connection with the Issue, a company shall be considered material and disclosed as a Group Company if such company fulfils both the below mentioned conditions: -*

*(i) Such company forms part of the Promoter Group of our Company in terms of Regulation 2(1) (pp) of the SEBI (ICDR) Regulation, 2018; and*

*(ii) Our Company has entered into one or more transactions with such company in preceding audited fiscal year/period as the case may be exceeding 10% of total revenue of the company as per Restated Financial Statements.*

Based on above, **Suratwwala Properties LLP** is our Group Company.

## CONFIRMATIONS

Unless otherwise specifically stated in this section, none of the Group Companies (i) are listed on any stock exchange in India or abroad; (ii) have completed any public or rights issue in the preceding three years; (iii) have become a sick company within the meaning of the erstwhile SICA; (iv) are under winding-up; (v) have become defunct; and (vi) have made an application to the relevant registrar of companies in India in whose jurisdiction such Group Company is registered in the five years preceding the date of filing this Draft Prospectus with SEBI, for striking off its name; (vii) have received any significant notes from the auditors; (viii) have any pending litigation which have material impact on our Company.

## OUR GROUP COMPANY

The details of our Group Company are provided below:

### SURATWWALA PROPERTIES LLP

Corporate Information -

Suratwwala Properties LLP is Limited Liability Partnership, incorporated on August 16, 2016 under the provisions of LLP Act 2008. It has its registered office situated at 4/38, Sumnagal, Sahakar Colony, Behind SBI Bank, Karve Road, Erandwane, Pune, Maharashtra 411004 India. The LLP Registration Number of Suratwwala Properties LLP is AAH-1536.

Designated Partners:

Sr. No.	Name	DIN
1.	Jatin Dhansukhlal Suratwala	01980329
2.	Hemaben Sukhadia Pankajkumar	01980774
3.	Manoj Dhansukhlal Suratwala	01980434

### Main Objects:

- To carry on the business of purchase, take on lease or otherwise acquire lands and properties of any nature and develop the same and construct houses, offices, flats, factories, warehouses, shops, buildings, hotels, resorts or work of every description on any land and improve the property in general and to sell, lease, let out, mortgage or otherwise deal with, dispose of the property or any part thereof and carry out above operations by entering into joint Venture, partnership in India or abroad and carry out activity of cultivation and agricultural activities on the land farm land owned by the LLP or by others and such activity shall be carried as per provisions and regulations applicable from time to time.

### Nature and Interest of the Promoters –

Our Promoters Mr. Jatin Dhansukhlal Suratwala and Manoj Dhansukhlal Suratwala hold 62.5% and 25% profit sharing respectively in LLP.

**Financial Information**

(₹ in Lakhs)

Particulars	March 31, 2019	March 31, 2018	March 31, 2017
Capital	(40.86)	(41.49)	0.06
Income including other income	417.14	27.29	-
Less: Expenses	416.25	(59.21)	(10.57)
Profit/ (Loss) after tax	0.59	(31.92)	(10.57)

**Significant Notes of Auditor -**

There are no significant notes of the auditors in relation to the aforementioned financial statements.

**LITIGATION AGAINST GROUP COMPANIES**

As on date of this Draft Prospectus, none of the group companies are involved in any litigation which has a material impact on our Company.

**Group Companies with Negative Net-worth**

Our group company namely Suratwala Properties LLP has incurred loss in the preceding financial year and has a negative net-worth.

**Loss making Group Companies**

Our group company namely Suratwala Properties LLP has incurred loss in the preceding financial year.

**DEFUNCT/ STRUCK-OFF COMPANY**

Our Group Company has not remained defunct and no application has been made to the Registrar of Companies for striking off the name of any of our Group Company during the five years preceding the date of filing the Draft Prospectus with Stock exchange.

**INTEREST OF OUR GROUP COMPANY**

**Interest in the promotion of our Company**

Our Group Company, Suratwala Properties LLP has no interest in the promotion of our Company.

**Interest in the properties acquired or proposed to be acquired by our Company in the past three years or proposed to be acquired**

Except as mentioned in the chapter titled "*Our Business*" under the heading Land & Property beginning on page 90 of this Draft Prospectus, Our Group don't have Company any interest in the properties acquired or proposed to be acquired by our Company in the three years preceding the filing of Draft Prospectus.

**Interest in the transactions for acquisition of land, construction of building and supply of machinery**

Our Group Company is not interested in any transaction for acquisition of land or supply of machinery to our Company. However, our group company is engaged in the business of development of real estate projects and the construction of building on contract basis for the Suratwala O2 Project.

**COMMON PURSUITS**

Our Group Company Suratwala Properties LLP is engaged in similar line of business; however, there is no Non-compete agreement as on date of this Draft prospectus.

In case of any such situation arising in future involving conflict of interest among our company and the group company, Our Company would adopt necessary measures and practices as permitted by law and regulatory guidelines to address any conflict situation as and when it arises.

**Related Business transactions between our Company & Group Companies and significance on the financial performance of our Company**

Except as disclosed under the Annexure XXVIII “Related Party Transactions” on page 155 of this Draft Prospectus, there are no related business transactions of our Company with its Group Company and significance of the same on the financial performance of our Company.

**Business interests of group company in our Company**

Other than as disclosed under the Annexure XXVIII “Related Party Transactions” on page 155 of this Draft Prospectus, the group company doesn’t have any interest in the business of our Company or interest of any other nature as on the date of this Draft Prospectus.

**Payment or benefit to our Group Companies**

Except as stated under the Annexure XXVIII “*Related Party Transactions*” beginning on page 155 of this Draft Prospectus, there has been no payment of benefits to our group company during the financial years ended, March 31, 2019, March 31, 2018, and March 31, 2017.

## **OTHER REGULATORY AND STATUTORY DISCLOSURES**

### **Authority for the Issue**

#### *Corporate Approvals*

The Board of Directors, pursuant to a resolution passed at their meeting held on November 22, 2019 authorized the Issue, subject to the approval of the shareholders of our Company under Section 62(1) (c) of the Companies Act, 2013, and such other authorities as may be necessary. The shareholders of our Company have, pursuant to a special resolution passed under Section 62 (1) (c) of the Companies Act, 2013 at an Annual General Meeting held on November 30, 2019 authorized the Issue.

#### *In-principle Approval*

Our Company has obtained in-principle approval letter dated [●] from the BSE for the listing of its equity shares on BSE SME Platform.

### **Prohibition by SEBI or other Governmental Authorities**

We confirm that there is no prohibition on our Company, our Promoters, our Promoters Group, our Directors, our Group Companies or the natural person(s) in control of our Company from accessing or operating in the Capital Markets or restrained from buying, selling or dealing in securities under any order or direction passed by the Board (SEBI) or any other authorities.

The listing of any securities of our Company has never been refused by any of the Stock Exchanges in India.

Neither of our Promoter, Promoter Group, Directors or the person(s) in control of our Company, has ever been part of Promoter, Promoter Group, Directors or the person(s) in control of any other Company which is debarred from accessing the capital market under any order or directions made by the Board (SEBI) or any other regulatory or governmental authority.

### **Association with Securities Market**

None of our Directors are 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.

### **Prohibition by RBI**

Neither our Company, our Promoter, our Directors, Group Companies, relatives (as per Companies Act, 2013) of Promoter or the person(s) in control of our Company have been identified as a will full 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 in the chapter "*Outstanding Litigations and Material Development*" beginning on page 174 of the Draft Prospectus.

### **Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018.**

Our Company is in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 to the extent applicable.

### **Eligibility for the Issue**

Our Company is eligible in terms of Regulations 230 of SEBI ICDR Regulations for this Issue.

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations; and this Issue is an "Initial Public Offer" in terms of the SEBI (ICDR) Regulations.

Our Company is eligible for the Issue in accordance with Regulation 229(2) and other provisions of Chapter IX of the SEBI (ICDR) Regulations, as we are an Issuer whose post issue paid up capital is more than 10 crore rupees but less than 25 crore rupees 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 "BSE SME Platform").

We confirm that:

a) In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this issue will be 100% underwritten and that the LM to the Issue shall underwrites minimum 15% of the Total Issue Size. For further details pertaining to said underwriting please refer to section titled "**General Information**" beginning on page 41 of this Draft Prospectus.

b) In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue shall be greater than or equal to fifty (50), otherwise, the entire application money will be unblocked forthwith. If such money is not repaid within eight (8) Working 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) Working Days, be liable to repay such application money, with an interest at the rate as prescribed under the Companies Act 2013.

c) In accordance with Regulation 246(2) the SEBI (ICDR) Regulations, we have not filed any of this Offer Document with SEBI nor has SEBI issued any observations on our Offer Document. Also, as per Regulation 246(5) of SEBI (ICDR) Regulations, we shall ensure that our Lead Manager submits a copy of the Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.

d) In accordance with Regulation 261(1) of the SEBI (ICDR) Regulations, we hereby confirm that we have entered into an agreement with the Lead Manager and will enter into agreement with 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 BSE SME Platform. For further details of the arrangement of market making please refer to section titled "**General Information**" beginning on page 41 of this Draft Prospectus.

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, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

1. Our Company shall mandatorily facilitate trading in demat securities for which we have entered into an agreement with the Central Depository Services Limited (CDSL) dated February 18, 2019 and National Securities Depository Limited dated February 27, 2019 for establishing connectivity.
2. Our Company has a website i.e. [www.suratwala.co.in](http://www.suratwala.co.in)
3. There has been no change in the promoter's of the Company in the preceding one year from date of filing application to BSE for listing on SME segment.

We confirm that we comply with all the below requirements / conditions so as to be eligible to be listed on the BSE SME Platform (BSE SME):-

Our Company was originally incorporated as "Suratwala Housing Private Limited" under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated January 31, 2008 issued by the Registrar of Companies, Maharashtra, Pune bearing Registration no. 131361. Thereafter, the name of our Company was changed to "Suratwala Business Group Private Limited" and a fresh certificate of incorporation consequent upon change of name dated May 15, 2019 was issued by the Registrar of Companies, Maharashtra, Pune. Subsequently, our Company was converted into a public limited company pursuant to a Shareholders' Resolution passed at the Extra-Ordinary General meeting of the Company held on July 29, 2019 and the name of our Company was changed to "Suratwala Business Group Limited" vide a fresh certificate of incorporation dated November 21, 2019 bearing CIN: U45200PN2008PLC131361 issued by the Registrar of Companies, Maharashtra, Pune.

1. The post issue paid up capital of the company will be upto 1,73,41,644 shares of face value of ₹10/- aggregating up to ₹ 1734.16 lacs which is less than ₹25 Crore.
2. The company confirms that it has track record of more than 3 years.
3. The company confirms that it has positive cash accruals (earnings before depreciation and tax) from operations



for at least 2 financial years preceding the application and its net-worth as on October 31, 2019 is positive.

4. Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
5. There is no winding up petition against our Company that has been admitted by the Court or a liquidator has not been appointed of competent Jurisdiction against the Company.
6. No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the company.
7. Our Company confirms that there is no material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of promoters, Group Companies, companies promoted by the promoters of the company.
8. The directors of the issuer are not associated with the securities market in any manner, and there is no outstanding action against them initiated by the Board in the past five years

#### **DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MERCHANT BANKER, HEM SECURITIES LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE OFFER DOCUMENT, THE LEAD MERCHANT BANKER, HEM SECURITIES LIMITED IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKER WILL FURNISH TO SEBI A DUE DILIGENCE CERTIFICATE DATED [●] IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

**THE FILING OF THE DRAFT PROSPECTUS/PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER SECTION 34, SECTION 35, SECTION 36 AND SECTION 38 (1) OF THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND / OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE LM ANY IRREGULARITIES OR LAPSES IN THE DRAFT PROSPECTUS/ PROSPECTUS.**

*All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the Registrar of Companies, Kanpur in terms of sections 26, 32 and 33 of the Companies Act, 2013.*

**Statement on Price Information of Past Issues handled by Hem Securities Limited:**

Sr. No.	Issue name	Issue size (Rs in Cr.)	Issue Price (Rs.)	Listing date	Opening Price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]-30 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]-90 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]-180 <sup>th</sup> calendar days from listing
1.	Dhruv Consultancy Services Limited	23.1984	54.00	May 10, 2018	53.40	-0.19% [0.67%]	-12.58% [6.77%]	-29.63% [-0.72%]
2.	Sonam Clock Limited	10.1088	36.00	June 14, 2018	37.00	2.50% [1.18%]	2.50% [5.20%]	4.17% [-2.40%]
3.	Parin Furniture Limited	18.90	63.00	October 09, 2018	64.00	0.79% [2.75%]	7.30% [4.57%]	8.65% [13.25%]
4.	Kritika Wires Limited	15.3984	32.00	October 10, 2018	34.10	9.38% [1.20%]	28.75% [4.57%]	3.13% [10.94%]
5.	Mindpool Technologies Limited	3.6	30	February 28, 2019	30	-28.00% [8.12%]	-38.17% [9.90%]	-34.00% [3.00%]
6.	V R Films Limited	2.27	61	April 30, 2019	62.00	13.03% [2.05%]	195% [-5.00%]	113.52% [0.56%]
7.	Evans Electric Limited	1.93	52	May 13, 2019	52.20	188.46 % [7.19%]	299% [-2.00%]	232.95% [8.25%]
8.	Earam Pharmaceuticals Limited	6.6528	36	July 04, 2019	36.00	25.00% [-9.00%]	-16.67% [-4.51%]	20.41% [3.50%]
9.	Gian Life Care Limited	3.1152	22.00	January 13, 2020	22.00	N.A	N.A	N.A
10.	Hindprakash Industries Limited	11.52	40.00	January 27, 2020	41.00	N.A	N.A	N.A

Source: Price Information [www.bseindia.com](http://www.bseindia.com) & [www.nseindia.com](http://www.nseindia.com) , Issue Information from respective Draft Prospectus.

**Summary statement of Disclosure:**

Financial Year	Total no. of IPOs	Total amount of funds raised (Rs. Cr.)	No. of IPOs trading at discount-30 <sup>th</sup> calendar days from listing			No. of IPOs trading at Premium-30 <sup>th</sup> calendar days from listing			No. of IPOs trading at discount- 180 <sup>th</sup> calendar days from listing			No. of IPOs trading at Premium- 180 <sup>th</sup> calendar days from listing		
			Over 50 %	Bet ween 25-50 %	Les s than 25 %	Over 50 %	Bet ween 25-50 %	Les s than 25 %	Over 50 %	Bet ween 25-50 %	Les s than 25 %	Over 50 %	Bet ween 25-50 %	Les s than 25 %
2017-18	16 <sup>(1)</sup>	234.21	-	1	4	6	2	3	-	2	3	5	3	3
2018-19	5 <sup>(2)</sup>	71.205	-	1	1	-	-	3	-	1	-	-	-	3
2019-20	5 <sup>(3)</sup>	25.488	-	-	-	1	-	2	-	-	-	2	-	1

(1) The Scrips of Dev Information Technology Limited, Vadivarhe Speciality Chemicals Limited, Globe Textiles (India) Limited, Accord Synergy Limited, Captain Technocast Limited, Shanti Overseas (India) Limited, Surevin BPO Services Limited, Pashupati Cotspin Limited, Share India Securities Limited, RKEC Projects Limited, D. P. Abhushan Limited, ANI Integrated Services Limited , Dynamic Cables Limited , Vasa Retail and Overseas Limited, Hindcon Chemicals Limited and Tara Chand Logistic Solutions Limited was listed on April 17, 2017, June 02, 2017, June 23, 2017, July 06, 2017 August 01, 2017, August 03, 2017, August 09, 2017, September 08, 2017, October 05, 2017, October 09, 2017, October 23, 2017, November 20, 2017, December 14, 2017, February 06, 2018, March 09, 2018 and March 23, 2018 respectively.

(2) The scrip of Dhruv Consultancy Services Limited and Sonam Clock Limited were listed on May 10, 2018 and June 14, 2018. Parin Furniture Limited, Kritika Wires Limited and Mindpool Technologies Limited was listed on October 09, 2018, October 10, 2018 and February 28, 2019 respectively. Further, the scrip Mindpool Technologies Limited has not completed its 180 day from the date of its listing.

(3) The scrip of V R Films Limited and Evans Electric Limited was listed on April 30, 2019 and May 13, 2019 respectively and has completed its 180th day from the date of its listing. Further, the scrip of Gian Life care Limited and Hindprakash Industries Limited was listed on January 13, 2020 and January 27, 2020 and has not completed its 30<sup>th</sup> day from the date of its listing.

**Note:**

- a) Based on date of listing.
- b) BSE SENSEX and CNX NIFTY have been considered as the benchmark index.
- c) Prices on BSE/NSE are considered for all of the above calculations.
- d) In case 30<sup>th</sup> /90<sup>th</sup> /180<sup>th</sup> day is not a trading day, closing price on BSE/NSE of the next trading day has been considered.
- e) In case 30<sup>th</sup> /90<sup>th</sup> /180<sup>th</sup> day, scrips are not traded then last trading price has been considered.
- f) N.A. – Period not completed.
- g) As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect max. 10 issues (initial public offerings managed by the lead manager. Hence, disclosures pertaining to recent 10 issues handled by lead manager are provided.

**Track Record of past issues handled by Hem Securities 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.hemsecurities.com](http://www.hemsecurities.com)

**Disclaimer from our Company and the Lead Manager**

Our Company, the Directors and the Lead Manager accept no responsibility for statements made otherwise than those contained in this Draft Prospectus or, in case of the Company, in any advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information would be doing so at his or her own risk.

The LM accept no responsibility, save to the limited extent as provided in the Agreement entered between the LM (Hem securities Limited) and our Company on January 23, 2020 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 Lead Manager 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 Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, Group Companies, 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 Companies, 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 offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriters and 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 Lakhs and pension funds with a minimum corpus of ₹2,500.00 Lakhs, 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 offer to sell or an invitation to subscribe for Equity Shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to jurisdiction of the competent court(s) in Pune, Maharashtra, India only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented hereby may not be offered 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 BSE SME Platform**

As required, a copy of this Offer Document has been submitted to BSE Limited (hereinafter referred to as BSE). BSE has given vide its letter dated [●] permission to the Issuer to use the Exchange's name in this Offer Document as one of the stock exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by BSE should not in any way be deemed or construed that the offer document has been cleared or approved by BSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its Promoter, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange 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 any other reason whatsoever.

### **Disclaimer Clause under Rule 144A of the U.S. Securities Act**

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. The Equity Shares have not been, and will not be, registered, listed or otherwise

qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

### **Filing**

This Draft Prospectus is being filed with BSE Limited, Exchange Plaza, 25th Floor, P J Towers, Dalal Street, Mumbai, Maharashtra 400001 India.

Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018, the copy of the Draft Prospectus shall also be furnished to the SEBI in a soft copy. However, SEBI will not issue any observation on the Draft Prospectus in terms of Regulation 246(2) of the SEBI (ICDR) Regulations, 2018. Pursuant to SEBI Circular No SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Draft Prospectus and Prospectus will be filed online through SEBI Intermediary portal at <https://siportal.sebi.gov.in>.

A copy of the Prospectus, along with the documents required to be filed under Section 26 of the Companies Act, 2013 would be delivered for registration to the Registrar of Companies, Pune, Maharashtra, PCNTDA Green Building, Block A, 1st & 2nd Floor, Near Akurdi Railway Station, Akurdi, Pune - 411044 Maharashtra

### **Listing**

The Equity Shares of our Company are proposed to be listed on BSE Limited (BSE SME Platform). Our Company has obtained in-principle approval from BSE by way of its letter dated [●] for listing of equity shares on BSE Limited (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 BSE SME Platform, our Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of this Draft Prospectus. If such money is not repaid within the prescribed time then our Company becomes liable to repay it, then our Company and every officer in default shall, shall be liable to repay such application money, with interest, as prescribed under the applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the BSE SME Platform mentioned above are taken within Six (6) Working Days of the Issue Closing Date. If Equity Shares are not Allotted pursuant to the Offer within Six (6) Working Days from the Issue Closing Date or within such timeline as prescribed by the SEBI, our Company shall repay with interest all monies received from applicants, failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period subject to applicable law.

### **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-

- i. Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- ii. 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
- iii. 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, Our Banker to the Company\*; (b) Lead Manager, Registrar to the Issue, Banker to the Issue\*, Legal Advisor to the Issue, Underwriter to the Issue\* and Market Maker to the Issue\* to act in their respective capacities have been obtained as required 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.

*\*The aforesaid will be appointed prior to filing of Prospectus with RoC and their consents as above would be obtained prior to the filing of the Prospectus with RoC.*

In accordance with the Companies Act and the SEBI (ICDR) Regulations, S.S.P.M. & Co., Chartered Accountants, Statutory Auditor of the Company has agreed to provide their written consent to the inclusion of their respective reports on Statement of Possible 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.

## Experts Opinion

Except for the reports in the section “**Financial information of the Company**” and “**Statement of Tax Benefits**” on page 132 and page 77 of this Draft Prospectus from the Statutory Auditor of, our Company, we 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.

## Fees, Brokerage and Selling Commission payable to the LM

The total fees payable to the Lead Manager will be as per the (i) Lead Manager Agreement dated January 23, 2020 with the Lead Manager Hem Securities Limited, (ii) the Underwriting Agreement dated [●]with Underwriter [●] and (iii) the Market Making Agreement dated [●]with Market Maker [●], a copy of which is available for inspection at our Registered Office from 10.00 am to 5.00 pm on Working Days from the date of the Draft Prospectus until the Issue Closing Date.

## Fees Payable to the Registrar to the Issue

The fees payable to the Registrar to the Issue for processing of applications, data entry, printing of CAN, tape and printing of bulk mailing register will be as per the agreement between our Company and the Registrar to the Issue dated December 30, 2019a copy of which is available for inspection at our Company’s Registered Office.

The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty, and communication expenses. Adequate funds will be provided to the Registrar to the Issue to enable it to send allotment advice by registered post/speed post.

## Particulars regarding Public or Rights Issues during the last five (5) years

Our Company has not made any previous public or rights issue in India or Abroad the five (5) years preceding the date of this Draft Prospectus.

## Previous issues of Equity Shares otherwise than for cash

For detailed description please refer to section titled “**Capital Structure**” beginning on page 48 of this Draft Prospectus.

## Underwriting Commission, brokerage and selling commission on Previous Issues

Since this is the initial public offering 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 370(1B) of the Companies Act, 1956 / 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 370(1B) of the Companies Act, 1956 has made/Section 186 of the Companies Act, 2013, had made any public issue or rights issue during the last three years.

**Performance vis-a-vis objects – Public/right issue of our Company and /or listed Group Companies/ subsidiaries and associates of our Company**

Except as stated in the chapter titled “*Capital Structure*” beginning on page 48 of this Draft Prospectus our Company has not undertaken any previous public or rights issue. None of the Group Companies or associates of our Company are listed on any stock exchange.

**Previous capital issue during the last three years by listed Group Companies of our Company**

None of our Group Companies are listed. Further, none of our Group Companies have made any capital issue of securities in the preceding three years.

**Performance vis-à-vis objects**

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations. Therefore, data regarding promise versus performance is not applicable to us.

**Performance vis-a-vis objects - Last Issue of Group/Associate Companies**

All of our Group / Associate body corporate are unlisted and have not made a public issue of shares.

**Outstanding Debentures or Bond Issues or Redeemable Preference Shares**

Our Company does not have any outstanding debentures or bonds or Preference Redeemable Shares as on the date of filing this Draft Prospectus.

**Outstanding Convertible Instruments**

Our Company does not have any outstanding convertible instruments 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 an initial public offering of the Equity Shares of our Company, the Equity Shares are not listed on any Stock Exchanges.

**Mechanism for Redressal of Investor Grievances**

The agreement between 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) years from the last date of dispatch of the letters of allotment and demat credit to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

We hereby confirm that there is no investor complaints received during the three years preceding the filing of Draft Prospectus. Since there is no investor complaints received, none are pending as on the date of filing of this Draft Prospectus.



All grievances relating to the Issue may be addressed to the Registrar to the Issue, with a copy to the Compliance Officer and with a copy to the relevant Designated Intermediary with whom the Application Form was submitted and.

The Applicant should give full details such as name of the sole/ first Applicant, Application Form number, Applicant DP ID, Client 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 herein above.

#### **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 Mrs. Prathama Nitin Gandhi, 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:**

#### **Mrs. Prathama Nitin Gandhi**

S. No. 4/38, Sumangal, First Floor,  
Sahakar Colony Behind SBI,  
Off Karve Road, Erandwane,  
Pune - 411004 Maharashtra  
Tel No: - 020 25434392  
E-mail: cs@suratwala.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**

We do not have any listed company under the same management.

#### **Capitalization of Reserves or Profits**

Except as disclosed under section titled "*Capital Structure*" beginning on page 48 of this Draft Prospectus, our Company has not capitalized its reserves or profits at any time during the last five (5) years.

#### **Revaluation of Assets**

Our Company has not revalued its assets in five (5) years preceding the date of this Draft Prospectus.

#### **Servicing Behavior**

Except as stated in this Draft Prospectus, there has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

**Payment or benefit to officers of Our Company**

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company or superannuation.

Except as disclosed in chapter titled “*Our Management*” beginning on 114 and “*Annexure XXVIII –Statement of Related Party Transactions*” beginning on page 155 of the Draft Prospectus, none of the beneficiaries of loans and advances and sundry debtors are related to the Directors of our Company.

## SECTION VIII: ISSUE RELATED 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 the Draft Prospectus, Prospectus, Application Form, any Confirmation of Allocation Note (“CAN”), the Revision Form, Allotment advices, and other terms and conditions as may be incorporated in the Allotment advices and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to 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 Exchange, the RoC, the RBI and/or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by SEBI, RBI, the GoI, the Stock Exchange, the RoC and/or any other authorities while granting its approval for the Issue.*

*Please note that in terms of 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. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue shall use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.*

*Further vide the said circular Registrar to the Issue and Depository Participants have been also authorized to collect the Application forms. Investor may visit the official website of the concerned for any information on operationalization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.*

#### **Authority for the Issue**

The present Public Issue of 46,00,000 Equity Shares has been authorized by a resolution of the Board of Directors of our Company at their meeting held on November 22, 2019 and was approved by the Shareholders of the Company by passing Special Resolution at the Extra Ordinary General Meeting held on November 30, 2019 in accordance with the provisions of Section 62(1)(c) of the Companies Act, 2013.

#### **Ranking of Equity Shares**

The Equity Shares being offered/ issued shall be subject to the provisions of the Companies Act, our Memorandum and Articles of Association and shall rank *pari-passu* in all respects with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please refer to section titled "Main Provisions of the Articles of Association" beginning on page 227 of this Draft Prospectus.

#### **Mode of Payment of Dividend**

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association, the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other rules, regulations or guidelines as may be issued by the Government of India in connection thereto and as per the recommendation by the Board of Directors and the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act and our Articles of Association. Further Interim Dividend (if any declared) will be approved by the Board of Directors. For further details, please refer to section titled "Dividend Policy" and "Main Provisions of Article of Association" beginning on page no 131 and 227 respectively of this Draft Prospectus.

#### **Face Value and Issue Price**

The Equity Shares having a Face Value of Rs. 10.00 each are being offered in terms of this Draft Prospectus at the price of Rs. [●] per Equity Share (including premium of Rs.[●] per share).

The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under section titled "Basis for Issue Price" beginning on page 74 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, 2018**

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

### **Rights of the Equity Shareholders**

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports and notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive offer for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation; subject to any statutory or preferential claims being satisfied;
- Right of free transferability of the Equity Shares; and
- Such other rights, as may be available to a shareholder of a listed Public Limited Company under the Companies Act, terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provision of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/ or consolidation/ splitting, etc., please refer to section titled "*Main Provisions of the Articles of Association*" beginning on page 227 of this Draft Prospectus.

### **Allotment only in Dematerialised Form**

As per the provisions of the Depositories Act, 1996 and the regulations made under and Section 29(1) of the Companies Act, 2013 the Equity Shares to be allotted must be in Dematerialized form i.e. not in the form of physical certificates but be fungible and be represented by the statement issued through electronic mode. Hence, the Equity Shares being offered can be applied for in the dematerialized form only.

In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Issue:

- Tripartite Agreement dated February 27, 2019 between NSDL, our Company and Registrar to the Issue; and
- Tripartite Agreement dated February 18, 2019 between CDSL, our Company and Registrar to the Issue.

### **Market Lot and Trading Lot**

The trading of the Equity Shares will happen in the minimum contract size of [●] 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 Issue will be done in multiples of [●] Equity Shares is subject to a minimum allotment of [●] 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 Regulation 268 of SEBI (ICDR) Regulations, 2018 the minimum number of allottees in the 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 collected shall be unblocked forthwith.

### **Jurisdiction**

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Pune, Maharashtra.

The Equity Shares have not been and will not be registered under the Securities Act or any state securities laws in the United States, and may not be offered or sold within the United States, except pursuant to an exemption from or in a transaction not subject to, registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered or sold outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

#### **Joint Holders**

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

#### **Nomination Facility to Investor**

In accordance with Section 72 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 Section 72 of the Companies Act, 2013 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 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares in the Issue is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

#### **Withdrawal of the Issue**

Our Company in consultation with the Lead Managers, reserves the right not to proceed with the Issue at any time after the Issue Opening Date but before the Board meeting for Allotment. In such an event, our Company would issue a public notice in the newspapers, in which the pre-issue advertisements were published, within two days of the issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Lead Managers, through the Registrar to the Issue, shall notify the SCSBs or the Sponsor bank to unblock the bank accounts of the ASBA Applicants within one day of receipt of such notification. Our Company shall also promptly inform the Stock Exchange on which the Equity Shares were proposed to be listed. If the Issue is withdrawn after the designated date, the amounts that have been credited to the Public Issue account shall be transferred to the refund Account. Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment. If our Company withdraws the Issue after the Issue Closing Date and thereafter

determines that it will proceed with an IPO, our Company shall be required to file a fresh Draft Prospectus.

### **Period of Subscription List of Public Issue**

Event	Indicative Date
Issue Opening Date	[●]
Issue Closing Date	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account	On or about [●]
Credit of Equity Shares to Demat accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchange	On or about [●]

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 Draft 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 Stock 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 and Underwriting**

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. If the Issuer does not receive the subscription of 100% of the Issue through this offer document including devolvement of Underwriter within sixty days from the date of closure of the Issue, the Issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the Issuer becomes liable to pay the amount, the Issuer shall pay interest prescribed under section 40 of the Companies Act, 2013.

In terms of Regulation 260 of the SEBI ICDR Regulations, 2018, the Issue is 100% underwritten. For details of underwriting arrangement, kindly refer the chapter titled “*General Information - Underwriting*” on page 45 of this Draft Prospectus.

Further, in accordance with Regulation 267 of the SEBI ICDR Regulations, 2018, the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

### **Migration to Main Board**

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018, our Company may migrate to the

main board of BSE from the SME Exchange on a later date subject to the following:

If the Paid up Capital of the company is likely to increase above Rs. 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), we shall have to apply to BSE for listing our shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board.

If the Paid up Capital of the company is more than Rs. 10 crores but below Rs. 25 crores, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

### **Market Making**

The shares offered through this Issue are proposed to be listed on the SME Platform of BSE (BSE SME), wherein the Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Makers of the SME Exchange for a minimum period of 3 (three) years from the date of listing on the SME platform of BSE.

For further details of the agreement entered into between the Company, the Lead Manager and the Market Maker please refer to section titled "*General Information - Details of the Market Making Arrangements for this Issue*" on page 46 of this Draft Prospectus.

### **Arrangements for disposal of odd lots**

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME Platform of BSE Limited.

### **As per the extent Guideline of the Government of India, OCBs cannot participate in this Issue.**

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, 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.

### **Allotment of Equity Shares in Dematerialized Form**

Pursuant to Section 29 of the Companies Act, 2013, the Equity Shares in the Issue shall be allotted only in dematerialized form. Further, as per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialized form on the Stock Exchange.

### **New Financial Instruments**

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company through this Issue.

### **Application by Eligible NRI's, FPI's, VCF's, AIF's registered with SEBI**

It is to be understood that there is no reservation for Eligible NRIs, FPIs or VCF registered with SEBI. Such Eligible NRIs, FPIs or VCF registered with SEBI will be treated on the same basis with other categories for the



purpose of 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 Promoters minimum contribution in the Issue as detailed under section titled "*Capital Structure*" beginning on page 48 of this Draft Prospectus, and except as provided in the Articles of Association of our Company, there are no restrictions on transfers of Equity Shares. There are no restrictions on transfer and transmission of shares/ debentures and on their consolidation/ splitting except as provided in the Articles of Association. For further details, please refer to section titled "*Main Provisions of the Articles of Association*" beginning on page 227 of this Draft Prospectus.

**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 (ICDR) Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation where the Registered Office of our Company is situated.

*The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws and 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 and regulations.*

## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229 (2) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue paid up capital is more than or equal to ten Crore rupees but less than twenty five 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 an issue please refer chapter titled "**Terms of the Issue**" and "**Issue Procedure**" on page 195 and 204 of this Draft Prospectus.

The Issue comprises of a Public Issue of 46,00,000 Equity Shares of Face Value of 10/- each fully paid (The "Equity Shares") for cash at a price of Rs. [●] per Equity Shares (including a premium of Rs. [●] per equity share) aggregating to [●] Lakhs ("the issue") by our Company of which [●] Equity Shares of Rs.10 each will be reserved for subscription by Market Maker Reservations Portion and a Net Issue to public of [●] Equity Shares of Rs.10 each is hereinafter referred to as the net issue. The Issue and the Net Issue will constitute [●] and [●] % respectively of the post issue paid up Equity Share Capital of the Company.

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
<b>Number of Equity Shares available for allocation</b>	[●] Equity Shares	[●] Equity Shares
<b>Percentage of Issue Size available for allocation</b>	[●]% of the Issue Size	[●]% of the Issue Size
<b>Basis of Allotment</b>	Proportionate subject to minimum allotment of [●] Equity Shares and further allotment in multiples of [●] Equity Shares each. For further details please refer to " <b>Issue Procedure - Basis of Allotment</b> " on page 204 of this Draft Prospectus.	Firm Allotment
<b>Mode of Application</b>	All the applicants shall make the application (Online or Physical) through ASBA Process (for Non-Retails Investors) and through UPI Mechanism (for retail Investors).	Through ASBA Process Only.
<b>Mode of Allotment</b>	Compulsorily in dematerialized form.	Compulsorily in dematerialized form.
<b>Minimum Application Size</b>	<b><u>For Other than Retail Individual Investors:</u></b> Such number of Equity Shares in multiples of [●] Equity Shares at an Issue price of Rs. [●] each, such that the Application Value exceeds Rs. 2,00,000/-  <b><u>For Retail Individuals Investors:</u></b> [●] Equity Shares at an Issue price of Rs. [●] each.	[●] Equity Shares
<b>Maximum Application Size</b>	<b><u>For Other than Retails Individual Investors:</u></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><u>For Retail Individuals Investors:</u></b> Such number of Equity Shares in multiples of [●] Equity Shares such that the Application Value does not exceed Rs. 2,00,000/-.	[●] Equity Shares
<b>Trading Lot</b>	[●] Equity Shares	[●] Equity Shares, However the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
<b>Terms of Payment</b>	Full Application Amount shall be blocked by the SCSBs in the bank account of the ASBA Applicant that is specified in the Application Form at the time of submission of the Application Form. In case of UPI as an alternate mechanism, application amount shall be blocked at the time of confirmation of mandate collection request by applicant.	
<b>Application Lot Size</b>	[●] Equity Share and in multiples of [●] Equity Shares thereafter	

This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details, please refer to “*Issue Structure*” on page 201 of this Draft Prospectus.

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

- a) Minimum of 50.00% of the net offer of shares to the public shall be made available for Retail Individual Investors; and
- b) The balance Net Issue of shares to the Public shall be made available for allotment to individual Applicants other than Retail Individual Applicant and other Investors including Non-Institutional Investors, Qualified Institution Buyers, Corporate Bodies/ Institutions.

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

#### Withdrawal of the Issue

In accordance with SEBI (ICDR) Regulations, the 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.

In case, the Company wishes to withdraw the Issue after Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (one each in English and Hindi) and one in regional newspaper.

The Lead Manager, through the Registrar to the Issue, will instruct the SCSBs, to unblock the ASBA Accounts within one 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 offering of Equity Shares, our Company will file a fresh Draft Prospectus 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, which our Company will apply for only after Allotment; and (ii) the final RoC approval of the Draft Prospectus after it is filed with the ROC.

#### Issue Programme

<b>ISSUE OPENING DATE</b>	[●]
<b>ISSUE CLOSING DATE</b>	[●]

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 Centers mentioned in the Application Form.

Standardization of cut-off time for uploading of applications on the Issue Closing Date:

- a) A standard cut-off time of 3.00 p.m. for acceptance of applications.

- b) A standard cut-off time of 4.00 p.m. for uploading of applications received from other than retail individual applicants.
- c) A standard cut-off time of 5.00 p.m. for uploading of applications received from only retail individual applicants, which may be extended up to such time as deemed fit by BSE after taking into account the total number of applications received up to the closure of timings and reported by LM to BSE within half an hour of such closure.

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.

It is clarified that Applications not uploaded would be rejected. In case of discrepancy in the data entered in the electronic form vis-à-vis the data contained in the physical Application form, for a particular applicant, the details as per physical application form of that Applicant may be taken as the final data for the purpose of allotment.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding

## **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, modified and updated pursuant to, among others, the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 notified by SEBI, the circular (CIR/CFD/DIL/1/2016) dated January 1, 2016, SEBI circular bearing number SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 and SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018 (“General Information Document”), which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document has been updated to reflect the enactments and regulations, to the extent applicable to a public issue. The General Information Document shall be made available on the websites of the Stock Exchange, the Company and the Lead Manager before opening of the Issue Period.

The General Information Documents to be included will be updated to reflect the enactments and regulations including the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, SEBI Listing Regulations and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document will also be available on the websites of the Stock Exchange and the Lead Manager. Please refer to the relevant provisions of the General Information Document, which are applicable to the Issue.

All Designated Intermediaries in relation to the Issue should ensure compliance with the SEBI circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, as amended and modified by the SEBI circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 and SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, in relation to clarifications on streamlining the process of public issue of equity shares and convertibles as amended and modified by the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019.

With effect from July 1, 2019, with respect to Applications by RIIs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Applications with existing timeline of T+6 days will continue for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”), Further pursuant to SEBI Circular SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 UPI Phase II was extended till March 31, 2020. Subsequently, the final reduced timeline will be made effective using the UPI Mechanism for applications by RIBs (“UPI Phase III”), as may be prescribed by SEBI

Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company and Lead Manager would not be able to include any amendment, modification or change in applicable law, which may occur after the date of the Draft Prospectus. Applicants are advised to make their independent investigations and ensure that their Application do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Prospectus and the Draft Prospectus.

This section applies to all the Applicants, please note that all the Applicants are required to make payment of the Full Application Amount along with the Application Form.

### **Phased implementation of Unified Payments Interface**

SEBI has issued a circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 (collectively the “UPI Circulars”) in relation to streamlining the process of public issue of equity shares and convertibles.

Pursuant to the UPI Circulars, UPI will be introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIBs through intermediaries with the objective to reduce the time duration from public issue closure to listing from six working days to up to three working days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI Mechanism, the UPI Circular proposes to introduce and implement the UPI Mechanism in three phases in the following manner:

**Phase I:** This phase has become applicable from January 1, 2019 and will continue till June 30, 2019. Under this phase, a Retail Individual Applicant would also have the option to submit the Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing would continue to be six Working Days.

**Phase II:** This phase commenced on completion of Phase I and will continue till March 31, 2020. Under this phase, submission of the Application Form by a Retail Individual Applicant through intermediaries to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public issue closure to listing would continue to be six Working Days during this phase.

**Phase III:** Subsequently, the time duration from public issue closure to listing would be reduced to be three Working Days.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Issuers are to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Applicants into the UPI mechanism.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Lead Manager.

## **PART A**

### **Fixed Price Issue Procedure**

The Issue is being made in compliance with the provisions of Reg. 229(2) of Chapter IX of the SEBI (ICDR) Regulations, 2018 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 shall be offered to Non Retail Category i.e. QIBs and Non Institutional Applicants. However, if the aggregate demand from the Retail Individual Applicants is less than 50%, then the balance Equity Shares in that portion will be added to the non retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject compliance with Regulation 253(2) of the SEBI ICDR Regulations and subject to valid Applications being received from them at or above the Issue Price.

Subject to the valid Applications being received at or above the Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for the Retail Portion where Allotment to each Retail Individual Applicants shall not be less than the minimum lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription, if any, in any category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the Lead Manager and the Stock Exchange.

**Investors should note that according to Section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialized 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. However, investors may get the specified securities rematerialised subsequent to allotment.**

## **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 SME (www.bsesme.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 authorization 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 January 1, 2016 and bearing no. CIR/CFD/DIL/1/2016, the Application Form has been standardized. Also, please note that pursuant to SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 investors in public issues can only invest through ASBA mode. The prescribed colours of the Application Form for various investors applying in the Issue are as follows:

Category	Colour*
Indian Public / eligible NRI's applying on a non-repatriation basis (ASBA)	White
Non-Residents including eligible NRI's, FPI's, FIIs, FVCIs, etc. applying on a repatriation basis (ASBA)	Blue

*\*Excluding Electronic Application Form*

Designated Intermediaries (other than SCSBs) after accepting application form submitted by RIIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Application Forms to respective SCSBs where the Applicants has a bank account and shall not submit it to any non-SCSB Bank.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).

Applicants shall only use the specified Application Form for making an Application in terms of the Draft Prospectus.

The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Applicants are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Issue, shall submit a completed application form to any of the following intermediaries (Collectively called – Designated Intermediaries”)

Sr. No.	Designated Intermediaries
	An SCSB, with whom the bank account to be blocked, is maintained
	A syndicate member (or sub-syndicate member)



	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')
	A depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
	A registrar to an issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

*Retails investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as "Intermediaries"), and intending to use UPI, shall also enter their UPI ID in the application form.*

*The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.*

The upload of the details in the electronic bidding system of stock exchange will be done by:

<b>For Applications submitted by Investors to SCSB:</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin 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 the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
<b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:</b>	After accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.

Stock exchange shall validate the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants are deemed to have authorized our Company to make the necessary changes in the Draft Prospectus, without prior or subsequent notice of such changes to the Applicants. Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorizing blocking of funds that are available in the bank account specified in the Application Form used by ASBA 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 Draft Prospectus and Application Forms**

The Application Forms and copies of the Draft Prospectus may be obtained from the Registered Office of our Company, (Lead Manager to the Issue as mentioned in the Application Form. The application forms may also be downloaded from the website of BSE i.e. [www.bseindia.com](http://www.bseindia.com).

#### **Who can apply?**

In addition to the category of Applicants as set forth under "General Information Document for Investing in

*Public Issues-Category of Investors Eligible to participate in an Issue*”, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines, including:

- a) Indian nationals resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
- b) Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: —Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Kartal. Applications by HUFs would be considered at par with those from individuals;
- c) Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- d) Mutual Funds registered with SEBI;
- e) Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
- f) Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- g) FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
- h) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- i) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non Institutional applicant’s category;
- j) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- k) Foreign Venture Capital Investors registered with the SEBI;
- l) Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
- m) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- n) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- o) Provident Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- p) Pension Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- q) 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;
- r) Insurance funds set up and managed by army, navy or air force of the Union of India;
- s) Multilateral and bilateral development financial institution;
- t) Eligible QFIs;
- u) Insurance funds set up and managed by army, navy or air force of the Union of India;
- v) Insurance funds set up and managed by the Department of Posts, India;
- w) Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

**Applications not to be made by:**

1. Minors (except through their Guardians)
2. Partnership firms or their nominations
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

**As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 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.

## MAXIMUM AND MINIMUM APPLICATION SIZE

### 1. For Retail Individual Applicants

The Application must be for a minimum of [●] Equity Shares and in multiples of [●] 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.

### 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 [●] 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.

**Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Prospectus.**

**The above information is given for the benefit of the Applicants. The Company and the LMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.**

## BASIS OF ALLOTMENT

Allotment will be made in consultation with the Stock Exchange. In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category X number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).

For applications where the proportionate allotment works out to less than [●] Equity shares the allotment will be made as follows:

1. Each successful applicant shall be allotted [●] Equity shares; and
2. 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.

If the proportionate allotment to an applicant works out to a number that is not a multiple of [●] Equity shares, the applicant would be allotted Shares by rounding off to the nearest multiple of [●] Equity shares subject to a minimum allotment of [●] Equity shares.

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 nearest multiple of [●] 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, up to 110% of the size of the offer specified under the Capital Structure mentioned in this Draft Prospectus.

The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for small individual applicants as described below:

1. As the retail individual investor category is entitled to more than fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.
2. The balance net offer of shares to the public shall be made available for allotment to
  - a. Individual applicants other than retails individual investors and
  - b. Other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.
3. The unsubscribed portion of the net offer to any one of the categories specified in a) or b) shall/may be made available for allocation to applicants in the other category, if so required.

Retail Individual Investor' means an investor who applies for shares of value of not more than Rs. 2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with Stock Exchange. The Executive Director / Managing Director of 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.

#### **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.

#### **Option to Subscribe in the Issue**

- a. As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.
- b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
- c. A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

#### **Information for the Applicants:**

1. Our Company and the Lead Manager shall declare the Issue Opening Date and Issue Closing Date in the Draft Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in prescribed format.
2. Our Company will file the Draft Prospectus with the RoC at least 3 (three) days before the Issue Opening Date.
3. Copies of the Application Form along with Abridge Prospectus and copies of the Draft Prospectus will be available with the, the Lead Manager, the Registrar to the Issue, and at the Registered Office of our Company. Electronic Application Forms will also be available on the websites of the Stock Exchange.
4. Any applicant who would like to obtain the Draft Prospectus and/ or the Application Form can obtain the same from our Registered Office.
5. Applicants who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.

6. Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.
7. The Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Retail Individual Applicants has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such application forms that do not contain such details are liable to be rejected.
8. Applicants applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Application Form, before entering the ASBA application into the electronic system.
9. Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Applicants, or in the case of application in joint names, the first Applicant (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Application Form without PAN is liable to be rejected. The demat accounts of Applicants for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Applicants.
10. The Applicants may note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Application Form is liable to be rejected.

**Application by Indian Public including eligible NRIs applying on Non-Repatriation Basis**

Application must be made only in the names of individuals, Limited Companies or Statutory Corporations/institutions and not in the names of Minors, Foreign Nationals, Non Residents Indian (except for those applying on non-repatriation), trusts, (unless the Trust is registered under the Societies Registration Act, 1860 or any other applicable Trust laws and is authorized under its constitution to hold shares and debentures in a Company), Hindu Undivided Families, Partnership firms or their nominees. In case of HUFs, application shall be made by the Karta of the HUF. An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public. Eligible NRIs applying on a non-repatriation basis should authorize their SCSB to block their NRE/FCNR accounts as well as NRO accounts.

**Applications by eligible NRIs on Repatriation Basis**

Application Forms have been made available for eligible NRIs at our registered office.

Eligible NRIs applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment under reserved category. The Eligible NRIs who intend to get the amount blocked in the Non Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians and shall not use the forms meant for reserved category.

Under FEMA, general permission is granted to companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRIs subject to the terms and conditions stipulated therein. Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 (thirty) days from the date of issue of shares of allotment to NRIs on repatriation basis.

Allotment of Equity shares to Non-Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in Equity shares will be allowed to be repatriated along with the



income thereon subject to the permission of the RBI and subject to the Indian Tax Laws and regulations and any other applicable laws.

#### **Application by FPIs (including FIIs)**

In terms of the SEBI FPI Regulations, an FII who holds a valid certificate of registration from SEBI shall be deemed to be a registered FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or sub-account may, subject to payment of conversion fees under the SEBI FPI Regulations participate in the Issue until the expiry of its registration with SEBI as an FII or sub-account, or if it has obtained a certificate of registration as an FPI, whichever is earlier. Accordingly, such FIIs can, subject to the payment of conversion fees under the SEBI FPI Regulations, participate in this Issue in accordance with Schedule 2 of the FEMA Regulations. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In terms of the SEBI FPI Regulations, the purchase of Equity Shares and total holding by a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our post-issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectoral cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio investor and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with 'know your client' norms. Further, pursuant to a Circular dated November 24, 2014 issued by the SEBI, FPIs are permitted to issue offshore derivative instruments only to subscribers that (i) meet the eligibility criteria set forth in Regulation 4 of the SEBI FPI Regulations; and (ii) do not have opaque structures, as defined under the SEBI FPI Regulations. 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. Further, where an investor has investments as FPI and also holds positions as an overseas direct investment subscriber, investment restrictions under the SEBI FPI Regulations shall apply on the aggregate of FPI investments and overseas direct investment positions held in the underlying Indian company.

#### **Application by SEBI registered Alternative Investment Fund (AIF), Venture Capital Funds and Foreign Venture Capital Investors**

The SEBI (Venture Capital) Regulations, 1996 and the SEBI (Foreign Venture Capital Investor) Regulations, 2000 prescribe investment restrictions on venture capital funds and foreign venture capital investors registered with SEBI. As per the current regulations, the following restrictions are applicable for SEBI registered venture capital funds and foreign venture capital investors: Accordingly, the holding by any individual venture capital fund registered with SEBI in one Company should not exceed 25% of the corpus of the venture capital fund; a Foreign Venture Capital Investor can invest its entire funds committed for investments into India in one Company. Further, Venture Capital Funds and Foreign Venture Capital investor can invest only up to 33.33% of the funds available for investment by way of subscription to an Initial Public Offer. The SEBI (Alternative Investment funds) Regulations, 2012 prescribes investment restrictions for various categories of AIF's. The category I and II AIFs cannot invest more than 25% of the corpus in one investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A Venture capital fund registered as a category I AIF, as defined in the SEBI Regulations, cannot invest more than 1/3rd of its corpus by way of

subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI Regulations shall continue to be regulated by the VCF Regulations.

#### **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 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 LLP 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 registered with IRDA, certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company in consultation with the LM, 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 Scheme) (5th Amendment) Regulations, 2010, as amended (the "IRDA Investment Regulations"), are broadly set forth below:

- (a) Equity shares of a company: The lesser of 10% of the investee company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- (b) The entire group of the investee company: at least 10% of the respective fund in case of a life insurer or 10% of investment assets in case of general insurer or reinsurer (25% in case of Unit Linked Insurance Plans); and
- (c) The industry sector in which the investee company operates: 10% of the insurer's total investment exposure to the industry sector (25% in case of Unit Linked Insurance Plans).

#### **Applications under Power of Attorney**

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FIIs, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of Rs. 2,500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2,500 Lakhs, a certified copy of the power of attorney or the relevant Resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.



With respect to the applications by VCFs, FVCIs and FPIs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may belong with a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

In the case of Applications made pursuant to a power of attorney by Mutual Funds, a certified copy of the power of attorney or the relevant resolutions or authority, as the case may be, along with the certified copy of their SEBI registration certificate must be submitted along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefore.

In the case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by the IRDA must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefore.

In the case of Applications made by the power of attorney by FIIs, a certified copy of the power of attorney the relevant resolution or authority, as the case may be along with the certified copy of SEBI registration certificate must be lodged with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In the case of Applications made by provident funds, subject to applicable law, with minimum corpus of Rs. 2500 Lacs and pension funds with minimum corpus of Rs. 2500 Lacs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

#### **Application by Provident Funds/Pension Funds**

In case of Applications made by provident funds with minimum corpus of Rs. 2,500 lakhs (subject to applicable law) and pension funds with minimum corpus of Rs. 2,500 lakhs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

The above information is given for the benefit of the Applicants. Our Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of filing of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the maximum number of Equity Shares applied for or maximum investment limits do not exceed the applicable limits under laws or regulations or as specified in this Draft Prospectus.

#### **Applications by Banking Companies**

In case of Applications made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form, failing which our Company reserve the right to reject any Application without assigning any reason. The investment limit for banking companies in non-financial services Companies as per the Banking Regulation Act, 1949, and the Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever is less. Further, the aggregate investment in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank's paid-up share capital and reserves. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

#### **Applications by Systemically Important Non-Banking Financial Companies**

In case of Applications made by Systemically Important Non-Banking Financial Companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited

financial statements on a standalone basis and a net worth certificate from its statutory auditor, and (iii) such other approval as may be required by the Systemically Important Non-Banking Financial Companies, are required to be attached to the Application Form. Failing this, our Company in consultation with the LM, reserves the right to reject any Bid without assigning any reason thereof. Systematically Important NBFCs participating in the Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

### **Applications by SCSBs**

SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

### **Issue Procedure for Application Supported by Blocked Account (ASBA) Applicants**

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Application Form, please refer the above mentioned SEBI link.

### **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.

<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 exchange and may begin 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</b>	After accepting the application form, respective Designated Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a

<b>than SCSBs:</b>	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.
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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 withdraw/ 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 Rs. [●] 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.

#### **Payment mechanism**

The applicants shall specify the bank account number in their Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non Retail Applicants shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Application by the ASBA Applicant, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Offer shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01,

2018, Retail Individual Investors applying in public offer have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

**Electronic Registration of Applications**

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Issue Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,
  - (i) the applications accepted by them,
  - (ii) the applications uploaded by them
  - (iii) the applications accepted but not uploaded by them or
  - (iv) With respect to applications by Applicants, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Application form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and Uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Lead Manager nor our Company nor the Registrar to the Issue, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to,
  - (i) The applications accepted by any Designated Intermediaries
  - (ii) The applications uploaded by any Designated Intermediaries or
  - (iii) The applications accepted but not uploaded by any Designated Intermediaries
5. The Stock Exchange will offer an electronic facility for registering applications for the Issue. This facility will be available at the terminals of Designated Intermediaries and their authorized agents during the Issue Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Lead Manager on a regular basis.
6. With respect to applications by Applicants, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Application Forms to Designated Branches of the SCSBs for blocking of funds:

S. No.	Details*
1.	Symbol
2.	Intermediary Code
3.	Location Code
4.	Application No.
5.	Category
6.	PAN
7.	DP ID
8.	Client ID
9.	Quantity
10.	Amount

*\*Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields*

7. With respect to applications by Applicants, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Applicants into the on-line system:
  - Name of the Applicant;
  - IPO Name;
  - Application Form Number;
  - Investor Category;

- PAN (of First Applicant, if more than one Applicant);
  - DP ID of the demat account of the Applicant;
  - Client Identification Number of the demat account of the Applicant;
  - Number of Equity Shares Applied for;
  - Bank Account details;
  - Locations of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
  - Bank account number.
8. In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Application Form number which shall be system generated.
  9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
  10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
  11. In case of Non Retail Applicants and Retail Individual Applicants, applications would not be rejected except on the technical grounds as mentioned in the Draft Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
  12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
  13. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Issue Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
  14. The SCSBs shall be given one day after the Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.
  15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

**Allocation of Equity shares**

- 1) The Issue is being made through the Fixed Price Process wherein [●] Equity Shares shall be reserved for Market Maker and [●] Equity shares will be allocated on a proportionate basis to Retail Individual Applicants, subject to valid applications being received from Retail Individual Applicants at the Issue Price. The balance of the Net Issue will be available for allocation on proportionate basis to Non-Retail Applicants.
- 2) Under- subscription if any, in any category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company in consultation with the Lead Manager and the Stock Exchange.

- 3) Allocation to Non-Residents, including Eligible NRIs, 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.

#### **Signing of Underwriting Agreement and Filing of Draft Prospectus with ROC**

- a) Our company has entered into an Underwriting Agreement dated [●]
- b) A copy of Draft Prospectus will be filed with the ROC in terms of Section 26 of Companies Act, 2013.

#### **Pre-Issue Advertisement**

Subject to Section 30 of the Companies Act 2013, our Company shall, after registering the Draft 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**

- 1) Upon approval of the Basis of Allotment by the Designated Stock Exchange.
- 2) On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the issue.

The Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Applicants who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Applicant.

- 3) Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful applicants Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Applicants Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

#### **Designated Date:**

On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

The Company will issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any

#### **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 Depository Participant and the beneficiary account are correct 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.
- Each of the Applicants should mention their Permanent Account Number (PAN) allotted under the Income Tax Act, 1961;



- 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 the SCSBs where the Applicant has a bank account or a UPI ID linked Bank Account, the Registered Broker (at the Broker Centre's), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
- Instruct your respective Banks to release the funds blocked in the ASBA Account/UPI ID linked Bank Account under the ASBA process;
- Ensure that the Application Form is signed by the account holder in case the applicant is not the account holder.
- Ensure that you have mentioned the correct bank account number in the Application Form and in case of Retail Individual Applicants applying through UPI Channel, ensure that you have mentioned the correct UPI ID;
- 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;
- Ensure that you have correctly signed the authorization/ undertaking box in the Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account/ UPI ID linked Bank Account, as the case may be, equivalent to the Application Amount mentioned in the Application Form;
- Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form; and
- The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

**Don'ts:**

- Do not apply for lower than the minimum Application size;
- Do not apply for a price different from the price mentioned herein or in the Application Form;
- Do not use third party bank account or third-party UPI ID linked Bank Account for making the Application;
- Do not apply on another Application Form after you have submitted an application to the Designated Intermediary;
- Do not pay the Application Price in cash, cheque, 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 colour 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.

**Instructions for Completing the Application Form**

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Application Forms should bear the stamp of the Designated Intermediaries. ASBA Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.



SEBI, vide Circular No.CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Application forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e. [www.bseindia.com](http://www.bseindia.com) and NSE i.e. [www.nseindia.com](http://www.nseindia.com). With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No.CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Application forms in Public Issue with effect front January 01, 2016. The List of ETA and DPs centres for collecting the application shall be disclosed is available on the websites of BSE i.e. [www.bseindia.com](http://www.bseindia.com) and NSE i.e. [www.nseindia.com](http://www.nseindia.com)

#### **Applicant's Depository Account and Bank Details**

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the application form is mandatory and applications that do not contain such details are liable to be rejected.

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain front the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Applicants including mailing of the Allotment Advice. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

#### **Submission of Application Form**

All Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

#### **Communications**

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

#### **Disposal of Application and Application Moneys and Interest in Case of Delay**

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at SME Platform of BSE where the Equity Shares are proposed to be listed are taken within 6 (Six) working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 6 (Six) days of the Issue Closing Date;

2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 4(four) working days of the Issue Closing Date, would be ensured; and

3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. 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.

**Right to Reject Applications**

In case of QIB Applicants, the Company in consultation with the LM may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non-Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

**Impersonation**

*Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:*

"Any person who—

- (a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- (b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- (c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."

**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 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;
- 4) That our Promoters' contribution in full has already been brought in;
- 5) That no further issue of Equity Shares shall be made till the Equity Shares offered through the Draft Prospectus are listed or until the Application monies are unblocked on account of non-listing, under subscription etc. and
- 6) 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;
- 7) That funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by us;
- 8) That where refunds (to the extent applicable) 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;
- 9) That Company shall not have recourse to the Issue proceeds until the approval for trading of the Equity Shares from the Stock Exchange where listing is sought has been received;
- 10) Adequate arrangements shall be made to collect all Application Forms from the Applicants;
- 11) That the certificates of the securities/refund orders to Eligible NRIs shall be dispatched within specified time; and
- 12) That none of the promoters or directors of the company is willful defaulter under Section 5(c) of SEBI (ICDR) Regulations, 2018.

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**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 and
- 4) Our Company shall comply with the requirements of SEBI Listing Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.
- 5) Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
- 6) The Lead Manager undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactorily.

**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 has signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a) Agreement dated February 17, 2019 between NSDL, the Company and the Registrar to the Issue;
- b) Agreement dated February 18, 2019 between CDSL, the Company and the Registrar to the Issue;

The Company's equity shares bear an ISIN No. INE05ST01010

## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and Foreign Exchange Management Act, 1999 ("FEMA"). While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are the Reserve Bank of India ("RBI") and Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("DIPP").

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment ("FDI") through press notes and press releases. The DIPP, has issued consolidated FDI Policy Circular of 2017 ("FDI Policy 2017"), with effect from August 28, 2017, which 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 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.

In case of investment in sectors through Government Route, approval from competent authority as mentioned in Chapter 4 of the FDI Policy 2017 has to be obtained.

The transfer of shares between an Indian resident to a non-resident does not require the prior approval of the RBI, subject to fulfilment of certain conditions as specified by DIPP/RBI, from time to time. Such conditions include:

- (i) where the transfer of shares requires the prior approval of the Government as per the extant FDI policy provided that:
  - (a) the requisite approval of the Government has been obtained; and
  - (b) the transfer of shares adheres with the pricing guidelines and documentation requirements as specified by the Reserve Bank of India from time to time.;
- (ii) where the transfer of shares attracts SEBI (SAST) Regulations subject to the adherence with the pricing guidelines and documentation requirements as specified by Reserve Bank of India from time to time;
- (iii) where the transfer of shares does not meet the pricing guidelines under the FEMA, 1999 provided that:
  - (a) The resultant FDI is in compliance with the extant FDI policy and FEMA regulations in terms of sectoral caps, conditionality's (such as minimum capitalization, etc.), reporting requirements, documentation etc.;
  - (b) The pricing for the transaction is compliant with the specific/explicit, extant and relevant SEBI regulations/guidelines (such as IPO, Book building, block deals, delisting, exit, open offer/substantial acquisition/SEBI SAST); and Chartered Accountants Certificate to the effect that compliance with the relevant SEBI regulations/guidelines as indicated above is attached to the form FC-TRS to be filed with the AD bank; and
- (iv) where the investee company is in the financial sector provided that:
  - (a) Any fit and proper/due diligence requirements as regards the non-resident investor as stipulated by the respective financial sector regulator, from time to time, have been complied with; and
  - (b) The FDI policy and FEMA regulations in terms of sectoral caps, conditionalities (such as minimum capitalization, pricing, etc.), reporting requirements, documentation etc., are complied with.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue and in accordance

with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of our Company. Investors will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

#### **Investment conditions/restrictions for overseas entities**

Under the current FDI Policy 2017, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, FPI, NRI/OCI, LLPs, FVCI, Investment Vehicles and DRs under Schedule 1, 2, 3, 6, 7, 8, 9, 10 and 11 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations, 2017. Any equity holding by a person resident outside India resulting from conversion of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap.

Portfolio Investment upto aggregate foreign investment level of 49% or sectoral/statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions, if such investment does not result in transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral/statutory cap.

#### **Investment by FPIs under Portfolio Investment Scheme (PIS)**

With regards to purchase/sale of capital instruments of an Indian company by an FPI under PIS the total holding by each FPI or an investor group as referred in SEBI (FPI) Regulations, 2014 shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24% of paid-up equity capital on fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10% and 24% will be called the individual and aggregate limit, respectively. However, this limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body.

#### **Investment by NRI or OCI on repatriation basis:**

The purchase/sale of equity shares, debentures, preference shares and share warrants issued by an Indian company (hereinafter referred to as "Capital Instruments") of a listed Indian company on a recognised stock exchange in India by Non-Resident Indian (NRI) or Overseas Citizen of India (OCI) on repatriation basis is allowed subject to certain conditions under Schedule 3 of the FEMA (Transfer or Issue of security by a person resident outside India) Regulations, 2017.

The total holding by any individual NRI or OCI shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

#### **Investment by NRI or OCI on non-repatriation basis**

As per current FDI Policy 2017, schedule 4 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations – Purchase/ sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by a NRI or OCI on non- repatriation basis – will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions.

**The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("US Securities Act") or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of "US Persons" as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.**

**Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.**

**Further, no offer to the public (as defined under Directive 2003/71/EC, together with any amendments) and implementing measures thereto, (the "Prospectus Directive") has been or will be made in respect of the Issue in any member State of the European Economic Area which has implemented the Prospectus Directive except for any such offer made under exemptions available under the Prospectus Directive, provided that no such offer shall result in a requirement to publish or supplement a prospectus pursuant to the Prospectus Directive, in respect of the Issue.**

**Any forwarding, distribution or reproduction of this document in whole or in part may be unauthorised. Failure to comply with this directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions. Any investment decision should be made on the basis of the final terms and conditions and the information contained in this Draft Prospectus.**

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

**SECTION IX - MAIN PROVISIONS OF ARTICLES OF ASSOCIATION OF OUR COMPANY**

Pursuant to Schedule I of the Companies Act, and the SEBI (ICDR) Regulations, 2018, the Main provisions of the Articles of Association relating to voting rights, dividend, lien, forfeiture, restrictions on transfer and Transmission of equity shares or debentures, their consolidation or splitting are as provided below. Each provision below is numbered as per the corresponding article number in the articles of association and defined terms herein have the meaning given to them in the Articles of Association.

1.	In these Articles unless there be something in the subject matter or context inconsistent therewith:	
	“ <b>The Act</b> ” means the Companies Act, 2013 and includes any statutory modification or re-enactment thereof for the time being in force.	<b>The Act</b>
	“ <b>Articles</b> ” means Articles of Association of the Company as originally framed or altered from time to time	<b>Articles</b>
	“ <b>Beneficial Owner</b> ” shall have the meaning assigned thereto by Section 2(1) (a) of the Depositories Act, 1996.	<b>Beneficial Owner</b>
	“ <b>Board</b> ” or “ <b>Board of Director</b> ” means the Collective body of the Board of Directors of the Company.	<b>Board or Board of Director</b>
	“ <b>Chairman</b> ” means the Chairman of the Board of the Directors of the Company.	<b>Chairman</b>
	“ <b>The Company or This Company</b> ” means <b>SURATWWALA BUSINESS GROUP LIMITED</b> .	<b>The Company or This Company</b>
	“ <b>Depositories Act, 1996</b> ” shall mean Depositories Act, 1996 and include any Statutory modification or re-enactment thereof for the time being in force.	<b>Depositories Act, 1996</b>
	“ <b>Depository</b> ” shall have the meaning assigned thereto by Section 2 (1) (e) of the Depositories Act, 1996.	<b>Depository</b>
	“ <b>Directors</b> ” mean the Directors for the time being of the Company.	<b>Directors</b>
	“ <b>Dividend</b> ” includes any interim dividend.	<b>Dividend</b>
	“ <b>Document</b> ” means a document as defined in Section 2 (36) of the Companies Act, 2013	<b>Document</b>
	“ <b>Equity Share Capital</b> ”, with reference to any Company limited by shares, means all share capital which is not preference share capital.	<b>Equity Share Capital</b>
	“ <b>KMP</b> ” means Key Managerial Personnel of the Company provided as per the relevant sections of the Act.	<b>KMP</b>
	“ <b>Managing Director</b> ” means a Director who by virtue or an agreement with the Company or of a resolution passed by the Company in general meeting or by its Board of Directors or by virtue of its Memorandum or Articles of Association is entrusted with substantial powers of management and includes a director occupying the position of managing director, by whatever name called.	<b>Managing Director</b>
	“ <b>Month</b> ” means Calendar month.	<b>Month</b>
	“ <b>Office</b> ” means the registered office for the time being of the Company.	<b>Office</b>
	“ <b>Paid-up share capital</b> ” or “share capital paid-up” means such aggregate amount of money credited as paid-up as is equivalent to the amount received as paid up in respect of shares issued and also includes any amount credited as paid-up in respect of shares of the company, but does not include any other amount received in respect of such shares, by whatever name called.	<b>Paid-up share capital</b>
“ <b>Postal Ballot</b> ” means voting by post or through any electronic mode.	<b>Postal Ballot</b>	
“ <b>Proxy</b> ” includes attorney duly constituted under the power of attorney to vote for a member at a General Meeting of the Company on poll.	<b>Proxy</b>	
“ <b>Public Holiday</b> ” means a Public Holiday within the meaning of the Negotiable Instruments Act, 1881 (XXVI of 1881); provided that no day declared by the Central Government to be such a holiday shall be deemed to be such a holiday in relation to any meeting unless the declaration was notified before the issue of the notice convening such meeting.	<b>Public Holiday</b>	
“ <b>Registrar</b> ” means the Registrar of Companies of the state in which the Registered Office of the Company is for the time being situated and includes an Additional Registrar, a Joint Registrar, a Deputy Registrar or an Assistant Registrar having the	<b>Registrar</b>	



	duty of registering companies and discharging various functions under this Act.	
	“ <b>Rules</b> ” means the applicable rules as prescribed under the relevant sections of the Act for time being in force.	<b>Rules</b>
	“ <b>SEBI</b> ” means Securities & Exchange Board of India established under Section 3 of the Securities & Exchange Board of India Act, 1992.	<b>SEBI</b>
	“ <b>Securities</b> ” means the securities as defined in clause (h) of Section 2 of the Securities Contracts (Regulation) Act, 1956 (42 of 1956)	<b>Securities</b>
	“ <b>Share</b> ” means share in the Share Capital of the Company and includes stock except where a distinction between stock and share is expressed or implied.	<b>Share</b>
	“ <b>Seal</b> ” means the common seal of the Company.	<b>Seal</b>
	“ <b>Preference Share Capital</b> ”, with reference to any Company limited by shares, means that part of the issued share capital of the Company which carries or would carry a preferential right with respect to— payment of dividend, either as a fixed amount or an amount calculated at a fixed rate, which may either be free of or subject to income-tax; and repayment, in the case of a winding up or repayment of capital, of the amount of the share capital paid-up or deemed to have been paid-up, whether or not, there is a preferential right to the payment of any fixed premium or premium on any fixed scale, specified in the memorandum or articles of the Company;	<b>Preference Share Capital</b>
	The Company is a Public Company within the meaning of Section 2(71) of the Companies Act, 2013 “ <b>Public Company</b> ” means a Company which – (i) is not a Private Company and; (ii) has a minimum paid-up capital, as prescribed: Provided that a company which is a subsidiary of a company, not being a private company, shall be deemed to be public company for purpose of this Act even when such subsidiary company continues to be a private company in its articles.	<b>Public Company</b>
	Words imparting the plural number also include, where the context requires or admits, the singular number, and vice versa. Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Company. ‘In writing’ and ‘written’ includes printing, lithography and other modes of representing or reproducing words in a visible form.	
2.	The Authorized Share Capital of the Company shall be such amount and be divided into such shares as may from time to time be provided in Clause V of the Memorandum of Association with power to increase or reduce the capital and divide the shares in the capital of the Company (including Preferential Share Capital, if any) and to attach thereto respectively any preferential, qualified or special rights, privileges or conditions as may be determined in accordance with these presents and to modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be permitted by the said Act.	<b>Share Capital</b>
3.	Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the 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. Further provided that the option or right to call of shares shall not be given to any person except with the sanction of the Company in general meeting.	
4.	Subject to provisions of Section 54 of the Act read with Companies (Share Capital and Debentures) Rules, 2014, the Company may issue Sweat Equity Shares on such terms and in such manner as the Board may determine.	<b>Issue of Sweat Equity Shares</b>
5.	The Company shall have powers to issue any debentures, debenture-stock or other securities at Par, 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 the General Meetings (but not voting on any business to be conducted), appointment of Directors on Board and otherwise Debentures with the right to	<b>Issue of Debentures</b>

	conversion into or allotment of shares shall be issued only with the consent of the company in the General Meeting by a Special Resolution.	
6.	<p>Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within fifteen days (15) of the application for registration of transfer of transmission or within such other period as the conditions of issue shall be provided,—</p> <p>one certificate for all his shares without payment of any charges; or several certificates, each for one or more of his shares, upon payment of Rupees twenty for each certificate after the first.</p> <p>The Company agrees to issue certificate within fifteen days of the date of lodgement of transfer, sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies or to issue within fifteen days of such lodgement for transfer, Pucca Transfer Receipts in denominations corresponding to the market units of trading autographically signed by a responsible official of the Company and bearing an endorsement that the transfer has been duly approved by the Directors or that no such approval is necessary;</p> <p>Every certificate shall specify the shares to which it relates and the amount paid-up thereon.</p> <p>In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.</p>	<b>Issue of Share Certificates</b>
7.	If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty Rupees for each certificate.	
8.	Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.	
9.	The provisions of these Articles relating to issue of Certificates shall mutatis mutandis apply to any other securities including Debentures (except where the Act otherwise requires) of the Company.	
10.	<ol style="list-style-type: none"> <li>i. The Company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.</li> <li>ii. The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.</li> <li>iii. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.</li> </ol>	<b>Power to pay Commission in connection with the Securities issued</b>
11.	<ol style="list-style-type: none"> <li>i. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.</li> <li>ii. To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.</li> </ol>	<b>Variations of Shareholder's rights</b>

12	The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.	
13.	Subject to the provisions of section 55 and 62, any preference shares may with the sanction of ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the Company before the issue of the shares may, by special resolution, determine.	<b>Issue of Preference Shares</b>
14.	<p>(1) Where at any time Company having Share Capital proposes to increase its subscribed capital by the issue of further Shares, such shares shall be offered:</p> <p>to persons who, at the date of the offer, are holders of equity shares of the company in proportion, as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the conditions specified in the relevant provisions of Section 62 of the Act.</p> <p>to employees under a scheme of employees' stock option, subject to special resolution passed by company and subject to such other conditions as may be prescribed under the relevant rules of Section 62.</p> <p>to any persons, if it is authorized by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered Valuer subject to such conditions as may be prescribed under the relevant rules of Section 62.</p> <p>(2) The notice shall be dispatched through registered post or speed post or through electronic mode to all the existing shareholders at least three days before the opening of the issue.</p> <p>(3) Nothing in this Article shall apply to the increase of the subscribed capital of company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the company to convert such debentures or loans into shares in the company:</p> <p>Provided that the terms of issue of such debentures or loan containing such an option have been approved, before the issue of such debentures or the raising of loan, by a special resolution passed by the company in general meeting.</p>	<b>Further Issue of shares</b>
15.	<p>The Company shall have a first and paramount lien—</p> <p>on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and</p> <p>on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the Company;</p> <p>Every fully paid shares 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 a fixed time in respect of such shares</p> <p>Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.</p> <p>The Company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.</p>	<b>Lien</b>
16.	<p>The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:</p> <p>Provided that no sale shall be made—</p> <p>unless a sum in respect of which the lien exists is presently payable; or</p> <p>until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.</p>	
17.	<p>To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.</p> <p>The purchaser shall be registered as the holder of the shares comprised in any such transfer.</p> <p>The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.</p>	

18.	<p>The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.</p> <p>The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.</p>	
19.	<p>Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint-tenants with benefits of survivorship subject to the following and other provisions contained in these Articles: -</p> <p>The Company shall at its discretion, be entitled to decline to register more than three persons as the joint-holders of any share.</p> <p>The joint-holders of any shares 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.</p> <p>On the death of any such joint-holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.</p> <p>Any one of such joint-holders may give effectual receipts of any dividends or other moneys payable in respect of such share.</p> <p>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, if any, relating to such share or to receive documents from the Company and any documents served on or sent to such person shall be deemed served on all the joint-holders.</p> <p>f)</p> <p>Any one of the two or more joint-holders may vote at General Meeting either personally or by attorney or by proxy in respect of such shares as if they were solely entitled hereto and if more than one such joint-holders be present at any meeting personally or by proxy or by attorney then one of such joint holders so present whose name stand first in the Register in respect of such shares shall alone be entitled to vote in respect thereof but the other or others of the joint-holders shall be entitled to vote in preference to a joint-holder present by attorney or by proxy although the name of such joint-holder present by attorney or by proxy stands first in Register in respect of such shares.</p> <p>) Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this Clause be deemed as Joint-Holders.</p> <p>The provisions of these Articles relating to joint-holding of shares shall mutatis mutandis apply to any other securities including Debentures of the company registered in Joint-names.</p>	<p><b>Joint Holdings</b></p>
20.	<p>The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:</p> <p>Provided that no call shall exceed one fourth of the nominal value of the shares or be payable at less than one month from the date fixed for the payment of the last preceding call.</p> <p>Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares.</p> <p>A call may be revoked or postponed at the discretion of the Board.</p>	<p><b>Calls on shares</b></p>
21.	<p>A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by installments.</p>	
22.	<p>The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.</p>	
23.	<p>i. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall</p>	

	<p>pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.</p> <p>ii. The Board shall be at liberty to waive payment of any such interest wholly or in part.</p>	
24.	<p>Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.</p> <p>In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.</p>	
25	<p>The Board— may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the Company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.</p>	
26.	<p>Any uncalled amount paid in advance shall not in any manner entitle the member so advancing the amount, to any dividend or participation in profit or voting right on such amount remaining to be called, until such amount has been duly called-up. Provided however that any amount paid to the extent called – up, shall be entitled to proportionate dividend and voting right.</p>	
27.	<p>The Board may at its discretion, extend the time fixed for the payment of any call in respect of any one or more members as the Board may deem appropriate in any circumstances.</p>	
28.	<p>The provisions of these Articles relating to call on shares shall mutatis mutandis apply to any other securities including debentures of the company.</p>	
29.	<p>The shares or other interest of any member in the Company shall be a movable property, transferable in the manner provided by the Articles. Each share in the Company shall be distinguished by its appropriate number. A Certificate of the Company, specifying any shares held by any member shall be prima facie evidence of the title of the member of such shares.</p>	<b>Transfer of shares</b>
30.	<p>The instrument of transfer of any share in the Company shall be executed by or on behalf of both the transferor and transferee. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.</p>	
31.	<p>The Board may, subject to the right of appeal conferred by section 58 of Companies Act, 2013 and Section 22A of the Securities Contracts (Regulation) Act, 1956, decline to register, by giving notice of intimation of such refusal to the transferor and transferee within timelines as specified under the Act- the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or any transfer of shares on which the Company has a lien. Provided however that the Company will not decline to register or acknowledge any transfer of shares 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.</p>	
32.	<p>The Board shall decline to recognise any instrument of transfer unless—  the instrument of transfer is in the form as prescribed in rules made under subsection (1) of section 56; the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and the instrument of transfer is in respect of only one class of shares.</p>	

	<p>Provided that, transfer of shares in whatever lot shall not be refused.</p> <p>The Company agrees that when proper documents are lodged for transfer and there are no material defects in the documents except minor difference in signature of the transferor(s),</p> <p>Then the Company will promptly send to the first transferor an intimation of the aforesaid defect in the documents, and inform the transferor that objection, if any, of the transferor supported by valid proof, is not lodged with the Company within fifteen days of receipt of the Company's letter, then the securities will be transferred;</p> <p>If the objection from the transferor with supporting documents is not received within the stipulated period, the Company shall transfer the securities provided the Company does not suspect fraud or forgery in the matter.</p>	
33.	The Company agrees that in respect of transfer of shares where the Company has not effected transfer of shares within 1 month or where the Company has failed to communicate to the transferee any valid objection to the transfer within the stipulated time period of 1 month, the Company shall compensate the aggrieved party for the opportunity losses caused during the period of the delay	
34.	On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine: Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year	
35.	The provisions of these Articles relating to transfer of Shares shall mutatis mutandis apply to any other securities including debentures of the company.	
36.	The Company shall keep a book to be called the "Register of Transfers" and therein shall be fairly and distinctly entered the particulars of every transfer or transmission of any shares.	<b>Register of Transfers</b>
37.	<p>i. The provisions of this Article shall apply notwithstanding anything to the contrary contained in any other Article of these Articles.</p> <p>a. The Company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form pursuant to the Depository Act, 1996.</p> <p>b. Option for Investors: Every holder of or subscriber to securities of the Company shall have the option to receive security certificates or to hold the securities with a Depository. Such a person who is the beneficial owner of the Securities can at any time opt out of a Depository, if permitted, by the law, in respect of any security in the manner provided by the Depositories Act, 1996 and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required Certificates for the Securities. If a person opts to hold its Security with a Depository, the Company shall intimate such depository the details of allotment of the Security</p> <p>c. Securities in Depository to be in fungible form: -</p> <ul style="list-style-type: none"> <li>• All Securities of the Company held by the Depository shall be dematerialised and be in fungible form.</li> <li>• Nothing contained in Sections 88, 89, 112 &amp; 186 of the Companies Act, 2013 shall apply to a Depository in respect of the Securities of the Company held by it on behalf of the beneficial owners.</li> </ul> <p>d. Rights of Depositories &amp; Beneficial Owners: - Notwithstanding anything to the contrary contained in the Act a Depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of Security of the Company on behalf of the beneficial owner.</p> <p>e. Save as otherwise provided in (d) above, the depository as the registered owner of the Securities shall not have any voting rights or any other rights in respect of the Securities held by it.</p> <p>f. Every person holding Securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of Securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his Securities which are held by a</p>	<b>Dematerialisation of Securities</b>



	<p>depository.</p> <p>ii. Notwithstanding anything contained in the Act to the contrary, where Securities of the Company are held in a depository, the records of the beneficial ownership may be served by such depository to the Company by means of electronic mode or by delivery of floppies or discs.</p> <p>iii. Nothing contained in Section 56 of the Companies Act, 2013 shall apply to a transfer of Securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.</p> <p>iv. Notwithstanding anything contained in the Act, where Securities are dealt with by a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.</p> <p>v. Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for Securities issued by the Company shall apply to Securities held with a Depository.</p> <p>vi. The Company shall cause to be kept at its Registered Office or at such other place as may be decided, Register and Index of Members in accordance with Section 88 and other applicable provisions of the Companies Act 2013 and the Depositories Act, 1996 with the details of Shares held in physical and dematerialised forms in any media as may be permitted by law including in any form of electronic media.</p> <p>vii. The Register and Index of beneficial owners maintained by a depository under Section 11 of the Depositories Act, 1996, shall be deemed to be the Register and Index of Members for the purpose of this Act. The Company shall have the power to keep in any state or country outside India, a Register of Members for the residents in that state or Country.</p>	
38.	<p>On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares.</p> <p>Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.</p>	<b>Transmission of Shares</b>
39.	<p>Any person becoming entitled to a share, in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—</p> <p>to be registered himself as holder of the share; or</p> <p>to make such transfer of the share as the deceased or insolvent member could have made.</p> <p>The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.</p>	
40.	<p>If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.</p> <p>If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.</p> <p>All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.</p>	
41.	<p>A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company:</p> <p>Provided that the Board may, at any time, give notice requiring any such person to</p>	



	elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.	
42.	The provisions of these Articles relating to transmission of shares shall mutatis mutandis apply to any other securities including debentures of the Company.  No fee shall be charged for requisition of transfer, transmission, probate, succession certificate and letter of admiration, Certificate of Death or marriage, power of attorney or similar other documents.	
43.	If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.	
44.	The notice aforesaid shall— name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.	
45.	If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.	
46.	A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit. At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.	
47.	A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares. The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.	<b>Forfeiture of Shares</b>
48.	A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;  The Company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute transfer of the shares in favour of the person to whom the share is sold or disposed off;  The transferee shall thereupon be registered as the holder of the share; and  The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.	
49.	The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share.	
50.	Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares the validity of the sale shall not be impeached by any person.	
51.	Upon any sale, re-allotment or other disposal under the provisions of the preceding articles, the certificate(s), if any, originally issued in respect of the relative shares	

	shall (unless the same shall on demand by the company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.	
52.	The Board may, subject to the provision of the Act, accept a surrender of any share from or by any member desirous of surrendering them on such terms as they think fit.	
53.	The Provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.	
54.	The provisions of these articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company.	
55.	Neither a judgment in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction there under nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member to 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 proceeding to enforce forfeiture of such shares as hereinafter provided.	<b>Initial payment not to preclude forfeiture</b>
56.	The Company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.	
57.	Subject to the provisions of section 61, the Company may, by ordinary resolution, —  consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination; sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum; Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.	<b>Alteration of capital</b>
58.	Where shares are converted into stock, —  the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:  Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.  the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.  Such of the articles of the Company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.	<b>Conversion of Shares into Stock</b>
59.	The Company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law, —	<b>Reduction of Capital</b>

	<p>its share capital; any capital redemption reserve account; or Any share premium account.</p>	
60.	<p>The Company may issue share warrants subject to, and in accordance with, the provisions of the Act, and accordingly the Board may in its discretion, with respect to any share which is fully paid-up, on application in writing signed by the person registered as holder of the share, and authenticated by such evidence (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 of a share warrant.</p> <p>The bearer of a share warrant may at any time, deposit the warrant in 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 calling 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 days from the time of deposit, as if his name were inserted in the register of members as the holder of the shares including in the deposited warrants.</p> <p>Not more than one person shall be recognized as depositor of the share warrant.</p> <p>The Company shall, on two days' written notice, return the deposited share warrants to the depositor.</p> <p>Subject herein otherwise expressly provided, no person shall, as bearer of a share warrant, sign a requisition for calling a member of the Company or attend or vote or exercise any other privilege of a member at a meeting of the Company, or be entitled to receive any notice from the Company.</p> <p>The bearer of 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 holders of shares included in the warrant, and he shall be a member of the Company.</p> <p>The Board may from time to time, make rules as to the terms on which (if it shall think fit) a new share warrant of coupon may be issued by way of renewal in case of defacement, loss or destruction.</p>	<p><b>Share Warrants</b></p>
61.	<p>The Company in general meeting may, upon the recommendation of the Board, resolve— that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.</p> <p>The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—</p> <ol style="list-style-type: none"> <li>paying up any amounts for the time being unpaid on any shares held by such members respectively;</li> <li>paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid-up bonus shares, to and amongst such members in the proportions aforesaid;</li> <li>partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b);</li> <li>A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares;</li> <li>The Board shall give effect to the resolution passed by the Company in</li> </ol>	<p><b>Capitalisation of profits</b></p>

	<p>pursuance of this -regulation.</p> <p>Allotment or Distribution of Bonus Shares shall not be made to those Members who furnish to the Company in written intimation waiving their entitlement to receive such allotment or distribution of shares credited as fully paid up pursuant to this Article 61 as the case may be, and accordingly the corresponding amount shall not be capitalized.</p>	
62.	<p>Whenever such a resolution as aforesaid shall have been passed, the Board shall— make all appropriations and applications of the undivided profits resolved to be capitalised 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>The Board shall have power— to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable infractions; and</p> <p>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 capitalisation, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;</p> <p>Any agreement made under such authority shall be effective and binding on such members.</p>	
63.	<p>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.</p>	<b>Buy-back of shares</b>
64.	<p>All General Meetings other than annual general meeting shall be called extraordinary general meetings.</p>	
65.	<p>i. The Board may, whenever it thinks fit, call an extraordinary general meeting.</p> <p>ii. A general meeting of a company may be called by giving not less than clear twenty-one days' notice either in writing or through electronic mode in such manner as may be determined by Central Government and/or as may be provided by Securities Exchange Board of India or any stock exchange where the shares of the company are listed:</p> <p>Provided that a general meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode by not less than ninety-five per cent or such other percent of the members entitled to vote thereat in case of Annual General Meeting and in case of any other meeting, where majority in number of members entitled to vote and who represent not less than ninety-five per cent. of such part of the paid-up share capital of the company as gives a right to vote at the meeting from time to time as per the prescribed Section 101 of the Companies Act, 2013.</p> <p>iii. If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the Company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.</p> <p>Provisions of Section 102 with respect to explanatory statement shall not be applicable.</p>	<b>General Meeting</b>
66.	<p>i. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.</p>	<b>Proceedings at general</b>

	<p>ii. Unless the number of members as on date of meeting are not more than one thousand, five members personally present shall be the quorum for a general meeting of the Company.</p> <p>i. In any other case, the quorum shall be decided as under:</p> <p>fifteen members personally present if the number of members as on the date of meeting is more than one thousand but up to five thousand; thirty members personally present if the number of members as on the date of the meeting exceeds five thousand;</p>	<b>meetings</b>
67.	The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the Company.	
68.	If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.	
69.	If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.	
70.	The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.	
71.	A declaration by the Chairman in pursuance of Section 107 of the Companies Act, 2013 that on a show of hands, a resolution has or has not been carried, either unanimously or by a particular majority, and an entry to that effect in the books containing the minutes of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes cast in favour of or against such resolution.	
72.	Before or on the declaration of the result of the voting on any resolution of a show of hands, a poll may be ordered to be taken by the Chairman of the meeting of his own motion and shall be ordered to be taken by him on a demand made in that behalf by any member or members present in person or by proxy and holding shares in the Company which confer a power to vote on the resolution not being less than one-tenth of the total voting power in respect of the resolution or on which an aggregate sum of not less than five Lac rupees has been paid up. The demand for a poll may be withdrawn at any time by the person or persons who made the demand.	<b>Demand for poll</b>
73.	A poll demanded on a question of adjournment shall be taken forthwith. A poll demanded on any other question (not being a question relating to the election of a Chairman which is provided for in Section 104 of the Act) shall be taken at such time not being later than 48 (forty eight) hours from the time when the demand was made, as the Chairman may direct.	<b>Time of taking poll</b>
74.	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. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, 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.	<b>Adjournment of meeting</b>
75.	Subject to any rights or restrictions for the time being attached to any class or classes of shares, — on a show of hands, every member present in person shall have one vote; and on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the Company.	<b>Voting rights</b>
76.	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.	

77.	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. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.	
78.	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.	
79.	Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the transmission clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours before the time of holding the meeting or adjourned meeting as the case may be at which he proposes to vote, he shall satisfy the Directors of his right to such shares unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof.	
80.	Any business other than that upon which a poll has been demanded may be preceded with, pending the taking of the poll.	
81.	No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.	
82.	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. Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.	
83.	No member shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid, or in regard to which the Company has exercised any right of lien.	
84.	In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the polls is demanded shall be entitled to a casting vote in addition to his own vote or votes to which he may be entitled as a member.	<b>Casting Vote</b>
85.	A body corporate (whether a Company within the meaning of the Act or not) if it is a member or creditor (including a holder of debentures) of the Company may in accordance with the provisions of Section 113 of the Companies Act, 2013 authorise such person by a resolution of its Board of Directors as it thinks fit, to act as its representative at any meeting of the Company or of any class of members of the Company or at any meeting of creditors of the Company.	<b>Representati on of Body Corporate</b>
86.	The Company shall comply with provisions of Section 111 of the Companies Act, 2013, relating to circulation of member's resolution.	<b>Circulation of member's resolution</b>
87.	The Company shall comply with provisions of Section 115 of the Act relating to resolution requiring special notice.	<b>Resolution requiring special notice</b>
88.	The provisions of Section 116 of Companies Act, 2013 shall apply to resolutions passed at an adjourned meeting of the Company, or of the holders of any class of shares in the Company and of the Board of Directors of the Company and the resolutions shall be deemed for all purposes as having been passed on the date on which in fact they were passed and shall not be deemed to have been passed on any earlier date.	<b>Resolutions passed at adjourned meeting</b>
89.	The Company shall comply with the provisions of Section 117 and 179 of the Companies Act, 2013 relating to registration of certain resolutions and agreements.	<b>Registration of resolutions and agreements</b>
90.	The Company shall cause minutes of all proceedings of general meetings, and of all proceedings of every meeting of its Board of Directors or of every Committee of the Board to be kept by making within thirty days of the conclusion of every	<b>Minutes of proceedings of general</b>



	<p>such meeting concerned, entries thereof in books kept for the purpose with their pages consecutively numbered.</p> <p>Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each meeting in such books shall be dated and signed: in the case of minutes of proceedings of the Board or of a Committee thereof by the Chairman of the said meeting or the Chairman of the next succeeding meeting, in the case of minutes of proceedings of the general meeting by Chairman of the said meeting within the aforesaid period, of thirty days or in the event of the death or inability of that Chairman within that period, by a Director duly authorised by the Board for the purpose.</p> <p>In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.</p> <p>The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.</p> <p>All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of the meeting.</p> <p>In the case of a meeting of the Board of Directors or of a Committee of the Board, the minutes shall also contain:</p> <ol style="list-style-type: none"> <li>a. the names of the Directors present at the meetings, and</li> <li>b. in the case of each resolution passed at the meeting, the names of the Directors, if any dissenting from or not concurring in the resolution.</li> </ol> <p>Nothing contained in Clauses (a) to (d) hereof shall be deemed to require the inclusion in any such minutes of any matter which in the opinion of the Chairman of the meeting:</p> <ol style="list-style-type: none"> <li>a. is or could reasonably be regarded, as defamatory of any person</li> <li>b. is irrelevant or immaterial to the proceedings; or</li> <li>c. is detrimental to the interests of the Company.</li> </ol> <p>The Chairman shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in this clause.</p>	<p><b>meeting and of Board and other meetings</b></p>
91.	The minutes of meetings kept in accordance with the provisions of Section 118 of the Companies Act, 2013 shall be evidence of the proceedings recorded therein.	<p><b>Minutes to be considered to be evidence</b></p>
92.	No document purporting to be a report of the proceedings of any general meeting of the Company shall be circulated or advertised at the expenses of the Company unless it includes the matters required by Section 118 of the Act to be contained in the Minutes of the proceedings of such meeting.	<p><b>Publication of reports of proceeding of general meetings</b></p>
93.	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.	<p><b>Proxy</b></p>
94.	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.	
95.	<p>A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:</p> <p>Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.</p>	
96.	The number of Directors shall not be less than THREE and more than FIFTEEN. The Board shall consist of atleast TWO Independent Directors or such higher	<p><b>Board of Directors</b></p>



	number as may be required by the provisions of applicable laws in force.	
97.	The Directors of the Company are: 1. <b>JATIN DHANSUKH LAL SURATWALA</b> 2. <b>MANOJ DHANSUKH SURATWALA</b> 3. <b>HEMABEN PANKAJKUMAR SUKHADIA</b> The Directors of the Company shall be liable to retire by rotation.	
98.	The Directors need not hold any “Qualification Share(s)”.	
99.	The Board shall be entitled to appoint any one or more of them as working / Alternate/ Technical/ Financial/ Marketing/ Managing/ Special / Executive/ Whole time/ Additional Directors/Nominee Director whose terms and period of appointment shall be as may be decided by the Board, subject to compliance with provisions of the Act and the Rules there under. The Board shall have power to appoint any other person to be additional or casual vacancy Director, except a person who fails to get appointed as Director in a General Meeting.	
100.	Appointment of Senior Executive as a Whole Time Director Subject to the provisions of the Act and within the overall limit prescribed under these Articles for the number of Directors on the Board, the Board may appoint any persons as a Whole Time Director of the Company for such a period and upon such terms and conditions as the Board may decide. The Senior Executive so appointed shall be governed by the following provisions:  He may be liable to retire by rotation as provided in the Act but shall be eligible for re-appointment. His re-appointment as a Director shall not constitute a break in his appointment as Whole Time Director. He shall be reckoned as Director for the purpose of determining and fixing the number of Directors to retire by rotation. He shall cease to be a Director of the Company on the happening of any event specified in Section 164 of the Act. Subject to what is stated herein above, he shall carry out and perform all such duties and responsibilities as may, from time to time, be conferred upon or entrusted to him by Managing Director(s) and / or the Board, shall exercise such powers and authorities subject to such restrictions and conditions and / or stipulations as the Managing Director(s) and /or the Board may, from time to time determine.  Nothing contained in this Article shall be deemed to restrict or prevent the right of the Board to revoke, withdraw, alter, vary or modify all or any such powers, authorities, duties and responsibilities conferred upon or vested in or entrusted to such whole time directors.	<b>Appointment of Managing and Other Directors</b>
101.	i. The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day. ii. In addition to the remuneration payable to them in pursuance of the Act, the directors -may be paid all travelling, hotel and other expenses properly incurred by them— a. in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or b. in connection with the business of the company.	
102.	The Board may pay all expenses incurred in getting up and registering the company.	
103.	The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may thinks fit respecting the keeping of any such register.	
104.	All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.	
105.	Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.	
106.	i. Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the	

	<p>number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.</p> <p>ii. Such person shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company as a director at that meeting subject to the provisions of the Act.</p>	
107.	Not less than two-thirds of the total number of Directors of the Company, excluding the Independent directors, if any and Managing Director so appointed by the Board / Members, shall be persons whose period of office is liable to determination by retirement of Directors by rotation and save as otherwise expressly provided in the Act and these Articles be appointed by the Company in General Meeting	<b>Retirement and Rotation of Directors</b>
108.	The remaining Directors shall be appointed in accordance with the provisions of the Act.	
109.	At the Annual General Meeting in each year one-third of the Directors for the time being as are liable to retire by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office.	
110.	Subject to the provisions of the Act and these Articles the Directors to retire by rotation under the foregoing Article at every Annual General Meeting shall be those who have been longest in the office since their last appointment, but as between persons who became Directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot. Subject to the provision of the Act, a retiring Director shall retain office until the dissolution of the meeting at which his reappointment is decided or successor is appointed.	
111.	Notwithstanding anything to the contrary contained in these Articles, so long as any moneys remain owing by the Company to any of the Finance Corporation or Credit Corporation or to any other Finance Company or Body out of any loans granted by them to the Company or Body (hereinafter in this Article referred to as "the Corporation") continue to hold debentures or shares in the Company as a result of underwriting or by direct subscription or private placement, or so long as any liability of the Company arising out of any guarantee furnished by the Corporation on behalf of the Company remains outstanding, the Corporation shall have a right to appoint from time to time, any person or persons as a Director or Directors wholetime or non-wholetime (which Director or Directors is/are hereinafter referred to as "Nominee Director/s") on the Board of the Company and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their places.	
112.	The terms and conditions of appointment of a Nominee Director/s shall be governed by the agreement that may be entered into or agreed with mutual consent with such Corporation. At the option of the Corporation such Nominee Director/s shall not be required to hold any share qualification in the Company. Also at the option of the Corporation such Nominee Director/s shall not be liable to retirement by rotation of Directors.	
113.	Notwithstanding anything to the contrary contained in these Articles, so long as any moneys remain owing by the Company to any of the Finance Corporation or Credit Corporation or to any other Finance Company or Body out of any loans granted by them to the Company or Body (hereinafter in this Article referred to as "the Corporation") continue to hold debentures or shares in the Company as a result of underwriting or by direct subscription or private placement, or so long as any liability of the Company arising out of any guarantee furnished by the Corporation on behalf of the Company remains outstanding, the Corporation shall have a right to appoint from time to time, any person or persons as a Director or Directors whole time or non-whole time (which Director or Directors is/are hereinafter referred to as "Nominee Director/s") on the Board of the Company and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their places.	
114.	The terms and conditions of appointment of a Nominee Director/s shall be governed by the agreement that may be entered into or agreed with mutual consent with such Corporation. At the option of the Corporation such Nominee Director/s shall not be required to hold any share qualification in the Company. Also at the	

	option of the Corporation such Nominee Director/s shall not be liable to retirement by rotation of Directors.	
115.	The Nominee Directors so appointed shall hold the said office only so long as any money only so long as any moneys remain owing by the Company to the Corporation or so long as the Corporation holds Shares or Debentures in the Company as a result of direct subscription or private placement or the liability of the Company arising out of any Guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said power shall ipso facto vacate such office immediately, if the moneys owing by the Company to the Corporation is paid off or on the Corporation ceasing to hold debentures/shares in the Company or on the satisfaction of the liability of the Company arising out of any Guarantee furnished by the Corporation.	
116.	<p>The Nominee Directors appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board Meetings and/or the Meetings of the Committee of which the Nominee Director/s is/are members as also the minutes of such meetings. The Corporation shall also be entitled to receive all such notices and minutes. The Company shall pay to the Nominee Director/s sitting fees and expenses to which the other Directors of the Company are entitled, but if any other fees, commission monies or remuneration in any form is payable to the Directors of the Company, the fees, commission, monies and remuneration in relation to such Nominee Directors shall accrue to the Corporation and same shall accordingly be paid by the Company directly to the Corporation. Any expenses that may be incurred by the Corporation or by such Nominee Directors in connection with their appointment or Directorship shall also be paid or reimbursed by the Company to the Corporation or as the case may be to such Nominee Directors.</p> <p>Provided that if any such Nominee Directors is an Officer of the Corporation / IDBI, the sitting fees in relation to such Nominee Directors shall also accrue to the Corporation/ IDBI as the case may be and the same shall accordingly be paid by the Company directly to the Corporation.</p>	
117.	Provided also that in the event of the Nominee Directors being appointed as Whole Time Directors such Nominee Directors shall exercise such powers and duties as may be approved by the Lenders. Such Nominee Director/s shall be entitled to receive such remuneration, fees, commission and moneys as may be approved by the Lenders.	
118.	The Company may (subject to the provisions of Act and other applicable provisions and these Articles) remove any Director before the expiry of his period of office after giving him a reasonable opportunity of being heard	
119.	Special notice as provided in the Act shall be given of any resolution to remove a Director under this Article or to appoint some other person in place of a Director so removed at the meeting at which he is removed.	
120.	On receipt of the notice of a resolution to remove a Director under this Article, the Company shall forthwith send a copy thereof to the Director concerned and the Director (whether or not he is a member of the Company) shall be entitled to be heard on the resolution at the meeting.	
121.	<p>Where notice is given of a resolution to remove a Director under this Article and the Director concerned makes with respect thereto representations in writing to the Company and requests its notification to members of the Company, the Company shall, if the time permits it to do so-</p> <p>(a) in any notice of the resolution given to members of the Company state the fact of the representations having been made, and</p> <p>(b) send a copy of the representations to every member of the Company to whom the notice of the meeting is sent (whether before or after the receipt of representation by the Company) and if a copy of the representation is not sent as aforesaid due to insufficient time or for the company's default, the director may without prejudice to his right to be heard orally require that the representation shall be read out at the meeting:</p> <p>Provided that copy of the representation need not be sent out and the representation need not be read out at the meeting if, on the application either of the company or</p>	<b>Removal of Directors</b>

	of any other person who claims to be aggrieved, the Tribunal is satisfied that the rights conferred by this sub-section are being abused to secure needless publicity for defamatory matter; and the Tribunal may order the company's costs on the application to be paid in whole or in part by the director notwithstanding that he is not a party to it.	
122.	A vacancy created by the removal of a director under this article, if he had been appointed by the company in general meeting or by the Board, be filled by the appointment of another director in his place at the meeting at which he is removed, provided special notice of the intended appointment has been given as prescribed in the Act.	
123.	A director so appointed shall hold office till the date up to which his predecessor would have held office if he had not been removed.	
124.	If the vacancy is not filled under clause (5) above, it may be filled as a casual vacancy in accordance with the provisions of this Act: Provided that the director who was removed from office shall not be reappointed as a director by the Board of Directors.	
125.	Nothing in this section shall be taken- a) as depriving a person removed under this section of any compensation or damages payable to him in respect of the termination of his appointment as director as per the terms of contract or terms of his appointment as director, or of any other appointment terminating with that as director; or b) as derogating from any power to remove a director under other provisions of this Act.	
126.	Subject to provisions of the Act, the Directors including Managing or whole time Directors shall be entitled to and shall be paid such remuneration as may be fixed by the Board of Directors from time to time in recognition of the services rendered by them for the company.  In addition to the remuneration payable to the Directors as above, they may be paid all travelling, hotel and other expenses incurred by them. In attending and returning from meetings of the Board of Directors and committee thereof, all General Meetings of the company and any of their adjourned sittings, or In connection with the business of the Company.	<b>Remuneration and sitting fees to Directors including Managing and whole time Directors</b>
127.	Each Director shall be entitled to be paid out of the funds of the Company by way of sitting fees for his services not exceeding the sum of Rs. 1,00,000/- (Rupees One Lac) as may be fixed by Directors from time to time for every meeting of the Board of Directors and/ or committee thereof attended by him in addition to any remuneration paid to them. If any Director being willing is appointed to an executive office either whole time or part time or be called upon to perform extra services or to make any special exertions for the purpose of the Company then subject to Section 196, 197 & 198, read with Schedule V of the Act, the Board may remunerate such Directors either by a fixed sum or by a percentage of profit or otherwise and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled to.	
128.	i. Without derogating from the powers vested in the Board of Directors under these Articles, the Board shall exercise the following powers on behalf of the Company and they shall do so only by means of resolutions passed at meetings of the Board.  a. The power to make calls on shareholders in respect of money unpaid on their shares; b. The Power to authorize buy-back of securities under Section 68 of the Act. c. Power to issue securities, including debenture, whether in or outside India d. The power to borrow moneys e. The power to invest the funds of the Company, f. Power to Grant loans or give guarantee or provide security in respect of loans g. Power to approve financial statements and the Board's Report h. Power to diversify the business of the Company	<b>Powers and duties of Directors:</b>  <b>Certain powers to be exercised by the Board only at meeting</b>

	<p>i. Power to approve amalgamation, merger or reconstruction  j. Power to take over a Company or acquire a controlling or substantial stake in another Company  k. Powers to make political contributions;  l. Powers to appoint or remove key managerial personnel (KMP);  m. Powers to take note of appointment(s) or removal(s) of one level below the Key Management Personnel;  n. Powers to appoint internal auditors and secretarial auditor;  o. Powers to take note of the disclosure of director's interest and shareholding;  p. Powers to buy, sell investments held by the Company (other than trade investments), constituting five percent or more of the paid up share capital and free reserves of the investee Company;  q. Powers to invite or accept or renew public deposits and related matters;  r. Powers to review or change the terms and conditions of public deposit;  s. Powers to approve quarterly, half yearly and annual financial statements or financial results as the case may be.</p> <p>Provided that the Board may by resolution passed at the meeting, delegate to any Committee of Directors, the Managing Director, the Manager or any other principal officer of the Company or in the case of a branch office of the Company, a principal officer of the branch office, the powers specified in sub-clauses (d), (e) and (f) to the extent specified in clauses (ii), (iii) and (iv) respectively on such condition as the Board may prescribe.</p> <p>ii. Every resolution delegating the power referred to in sub-clause (d) of clause (i) shall specify the total amount outstanding at any one time up to which moneys may be borrowed by the delegate.</p> <p>iii. Every resolution delegating the power referred to in sub-clause (e) of clause (i) shall specify the total amount up to which the funds of the Company may be invested and the nature of the investments which may be made by the delegate.</p> <p>iv. Every resolution delegating the power referred to in sub-clause (f) of clause (i) shall specify the total amount up to which loans may be made by the delegates, the purposes for which the loans may be made and the maximum amount up to which loans may be made for each such purpose in individual cases.</p> <p>v. Nothing in this Article shall be deemed to affect the right of the Company in general meeting to impose restrictions and conditions on the exercise by the Board of any of the powers referred to in this Article.</p>	
129.	<p>The Board of Directors of the Company shall not except with the consent of the Company in general meeting:  sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or where the Company owns more than one undertaking of the whole or substantially the whole of any such undertaking;  remit, or give time for the repayment of any debt, due by a Director;  invest, otherwise than in trust securities, the amount of compensation received by it as a result of any merger or amalgamation;  borrow moneys, where the money to be borrowed, together with the moneys already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose; or  contribute to <i>bona fide</i> charitable and other funds, aggregate of which in any financial year, exceed five percent of its average net profits during the three financial years, immediately proceedings.</p> <p>Nothing contained in sub-clause (a) above shall affect:</p>	<p><b>Restriction on powers of Board</b></p>

	<p>the title of a buyer or other person who buys or takes a lease of any such undertaking as is referred to in that sub-clause in good faith and after exercising due care and caution, or</p> <p>the selling or leasing of any property of the Company where the ordinary business of the Company consists of, or comprises such selling or leasing.</p> <p>Any resolution passed by the Company permitting any transaction such as is referred to in sub-clause (i) (a) above, may attach such conditions to the permission as may be specified in the resolution, including conditions regarding the use, disposal or investment of the sale proceeds which may result from the transaction. Provided that this clause shall not be deemed to authorise the Company to effect any reduction in its capital except in accordance with the provisions contained in that behalf in the Act.</p> <p>No debt incurred by the Company in excess of the limit imposed by sub-clause (d) of clause (i) above, shall be valid or effectual, unless the lender proves that he advanced the loan in good faith and without knowledge that the limit imposed by that clause had been exceeded.</p>	
130	<p>Due regard and compliance shall be observed in regard to matters dealt with by or in the Explanation contained in Section 180 of the Companies Act, 2013 and in regard to the limitations on the power of the Company contained in Section 182 of the Companies Act, 2013.</p>	
131.	<p>Subject to the provisions of the Act, the management of the business of the Company shall be vested in the Directors and the Directors may exercise all such powers and do all such acts and things as the Company is by the Memorandum of Association or otherwise authorised to exercise and do and not hereby or by the statue or otherwise directed or required to be exercised or done by the Company in General Meeting, but subject nevertheless to the provisions of the Act and other Act and of the Memorandum of Association and these Articles and to any regulations, not being inconsistent with the Memorandum of Association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.</p>	<p><b>General powers of the Company vested in Directors</b></p>
132.	<p>Without prejudice to the general powers conferred by Article above and the other powers conferred by these presents and so as not in any way to limit any or all of those powers and subject to the provisions of the Act and these Articles, it is hereby expressly declared that the Directors shall have the following powers:</p> <p>to pay and charge to the capital account of the Company and interest lawfully payable thereon under the provisions of Sections 76 corresponding to Section 40 of the Companies Act, 2013;</p> <p>to purchase or otherwise acquire any lands, buildings, machinery, premises, hereditaments, property effects, assets, rights, credits, royalties, bounties and goodwill of any person, firm or Company carrying on the business which this Company is authorised to carry on, at or for such price or consideration and generally on such terms and conditions as they may think fit; and in any such purchase or acquisition to accept such title as the Board may believe or may be advised to be reasonable satisfactory;</p> <p>to purchase, or take on lease for any term or terms of years, or otherwise acquire any mills or factories or any land or lands, with or without buildings and outhouses thereon, situate in any part of India, at such price or rent and under and subject to such terms and conditions as the Directors may think fit; and in any such purchase, lease or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory;</p> <p>to pay for any property, rights or privileges acquired by or services rendered to the Company, either wholly or partially, in cash or in shares, bonds, debentures,</p>	<p><b>Specific powers given to Directors</b></p>



<p>debenture stock or other securities of the Company, and any such shares 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, debenture stock 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;</p> <p>To erect, construct, enlarge, improve, alter, maintain, pull down rebuilt or reconstruct any buildings, factories, offices, workshops or other structures, necessary or convenient for the purposes of the Company and to acquire lands for the purposes of the Company;</p> <p>To let, mortgage, charge, sell or otherwise dispose of subject to the provisions of Section 180 of the Companies Act, 2013 any property of the Company either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as they think fit and to accept payment or satisfaction for the same in cash or otherwise, as they may think fit;</p> <p>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 building, 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;</p> <p>Subject to Section 179 of the Companies Act, 2013 to open accounts with any bank or bankers or with any Company, firm, or individual and to pay money into and draw money from any account from time to time as the Directors may think fit;</p> <p>To secure the fulfilment of any contracts or engagements entered into by the Company by mortgage or charge of all or any of the properties of the Company and its unpaid capital for the time being or in such other manner as they may think fit;</p> <p>To attach to any shares to be issued as the consideration for any contract with or property acquired by the Company, or in payment for services rendered to the Company, such conditions, subject to the provisions of the Act, as to the transfer thereof as they may think fit;</p> <p>To accept from any member on such terms and conditions as shall be agreed, a surrender of his shares or stock or any part thereof subject to the provisions of the Act;</p> <p>To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Company any property belonging to the Company or in which it is interested or for other purposes and to execute and do all such deeds and things as may be requisite in relation to any such trusts and to provide for the remuneration of such trustee or trustees;</p> <p>To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its Officers or otherwise concerning the affairs of the Company and also subject to the provisions of Section 180 of the Companies Act, 2013 to compound and allow time for payment or satisfaction of any debts due, or of any claims or demands by or against the Company;</p> <p>Subject to the provisions of Sections 180 of the Companies Act, 2013 to invest and deal with any of the moneys of the Company, not immediately required for the purpose thereof, upon such Shares, securities or investments (not being Shares in this Company) and in such manner as they may think fit, and from time to time to vary or realize such investments.</p> <p>Subject to such sanction as may be necessary under the Act or these Articles, to</p>
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<p>give any Director, Officer, or other person employed by the Company, an interest in any particular business or transaction either by way of commission on the gross expenditure thereon or otherwise or a share in the general profits of the Company, and such interest, commission or share of profits shall be treated as part of the working expenses of the Company.</p> <p>To provide for the welfare of employees or ex-employees of the Company and their wives, widows, families, dependants or connections of such persons by building or contributing to the building of houses, dwelling, or chawls or by grants of money, pensions, allowances, gratuities, bonus or payments by creating and from time to time subscribing or contributing to provident and other funds, institutions, or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendances and other assistance as the Directors shall think fit;</p> <p>To establish and maintain or procure the establishment and maintenance of any contributory or non contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments, to any persons who are or were at any time in the employment or services of the Company, or of any Company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary Company, or who are or were at anytime Directors or officers of the Company or of any such other Company as aforesaid, and the wives, widows, families and dependants of any such persons and, also to establish and subsidize and subscribe to any institution, association, clubs or funds collected to be for the benefit of or to advance the interests and well being of the Company or of any such other Company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other Company as aforesaid;</p> <p>To decide and allocate the expenditure on capital and revenue account either for the year or period or spread over the years.</p> <p>To appoint and at their discretion to remove or suspend such Managers, Secretaries, Officers, Clerks, Agents and servants for permanent, temporary or special service as they may from time to time think fit, and to determine their powers and duties, and fix their salaries or emoluments and require security in such instances and to such amounts as they may think fit, and from time to time to provide for the management and transactions of the affairs of the Company in any special locality in India in such manner as they may think fit. The provisions contained in the clause following shall be without prejudice to the general powers conferred by this clause.</p> <p>At any time and from time to time by power of attorney 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 Directors under these presents) and for such period and subject to such conditions as the Directors may from time to time think fit and any such appointment (if the Directors may think fit) be made in favour of any Company or the members, directors, nominees or managers of any Company or firm or otherwise in favour of any fluctuating body or person whether nominated, directly or indirectly by the Directors and such power of attorney may contain any such powers for the protection or convenience of persons dealing with such Attorneys as the Directors may think fit; and may contain powers enabling any such delegates or Attorneys as aforesaid to sub-delegate all or any of the powers, authorities, and discretion for the time being vested in them.</p> <p>To enter into all such negotiations, contracts and rescind and/or vary all such contracts and to execute and do all such acts, deeds, and things in the name of on behalf of the Company as they may consider expedient for or in relation to any of</p>	
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	the matters aforesaid or otherwise for the purposes of the Company;	
133.	<p>Subject to the provisions of the Act and of these Articles the Board shall have power to appoint from time to time one or more Directors as Managing Director or Managing Directors and/or Whole-time Directors of the Company for a fixed term not exceeding five years at a time and upon such terms and conditions as the Board thinks fit, and the Board may by resolution vest in such Managing Director(s)/Whole-time Director(s), such of the power hereby vested in the Board generally as it thinks fit, and such powers may be made exercisable for such period or periods, and upon such condition and subject to such restriction as it may determine, the remuneration of such Directors may be by way of monthly remuneration and/or fee for each meeting and/or participation in profits, or by any or all of those modes, or of any other mode not expressly prohibited by the Act.</p> <p>Subject to the approval of shareholders in their meeting, the managing director of the Company may be appointed and continue to hold the office of the chairman and managing director or Chief Executive officer of the Company at the same time.</p> <p>Subject to the provisions of Sections 197 &amp; 198 of the Act, the appointment and payment of remuneration to the above Director shall be subject to approval of the members in general meeting and of the Central Government.</p>	<p><b>MANAGING DIRECTORS</b></p> <p><b>Power to appoint Managing or Whole-time Directors</b></p>
134.	The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit. A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.	<p><b>Proceedings of the Board</b></p>
135.	The quorum for meetings of Board/Committees shall be as provided in the Act or under the rules.	
136.	Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.	
137.	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.	
138.	The participation of directors in a meeting of the Board/ Committees may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.	
139.	The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office. 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 directors present may choose one of their number to be Chairperson of the meeting.	
140.	The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.	
141.	A committee may elect a Chairperson of its meetings. 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.	
142.	A committee may meet and adjourn as it thinks fit. 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.	
143.	All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards	

	discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.	
144.	Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held	
145.	Subject to the provisions of the Act, —  A chief executive officer, manager, Company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, Company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;  A director may be appointed as chief executive officer, manager, Company secretary or chief financial officer.	<b>Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer</b>
146.	A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officers, 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.	
147.	No Common Seal is required as per the provisions of Companies Act, 2013.	<b>The Seal</b>
148.	The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.	
149.	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.	
150.	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.  The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.	
151.	Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.  No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.  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.	<b>Dividends and Reserve</b>
152.	The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.	
153.	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.  Every such cheque or warrant shall be made payable to the order of the person to	

	whom it is sent.	
154.	Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.	
155.	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.	
156.	No dividend shall bear interest against the Company. Provided however that no amount outstanding as unclaimed dividends shall be forfeited unless the claim becomes barred by law and that such forfeiture, when effected, will be annulled in appropriate cases;	
157.	Where a dividend has been declared by a company but has not been paid or claimed within thirty days from the date of the declaration, the company shall, within seven days from the date of expiry of the thirty days, transfer the total amount of dividend which remains unpaid or unclaimed to a special account to be opened by the company in that behalf in any scheduled bank to be called the Unpaid Dividend Account as per provisions of section 124 and any other pertinent provisions in rules made thereof.  The company shall transfer any money transferred to the unpaid dividend account of a company that remains unpaid or unclaimed for a period of seven years from the date of such transfer, to the Fund known as Investor Education and Protection Fund established under section 125 of the Act.	
158.	The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares.	
159.	Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.	
160	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. 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.	<b>Accounts</b>
161.	Minutes Books of General Meetings  The books containing the minutes of the proceedings of any general meeting of the Company shall; be kept at the registered office of the Company, and be open, during the business hours to the inspection of any member without charge subject such reasonable restrictions as the Company may, in general meeting impose so however that not less than two hours in each day are allowed for inspection.  Provided however that any person willing to inspect the minute's books of General Meetings shall intimate to the Company his willingness atleast 15 days in advance.  Any member shall be entitled to be furnished, within seven days after he has made a request in that behalf of the Company, with a copy of any minutes referred to in Clause (a) above, on payment of Rs. 10/- (Ten Rupees only) for each page or part thereof	<b>Inspection of Statutory Documents of the Company</b>
162.	Register of charges:  The Company shall keep at its registered office a Register of charges and enter therein all charges and floating charges specifically affecting any property or assets of the Company or any of its undertakings giving in each case the details as	

	<p>prescribed under the provisions of the Act.</p> <p>The register of charges and instrument of charges, as per clause (i) above, shall be open for inspection during business hours—</p> <ol style="list-style-type: none"> <li>by any member or creditor without any payment of fees; or</li> <li>by any other person on payment of such fees as may be prescribed,</li> </ol> <p>Provided however, that any person willing to inspect the register of charges shall intimate to the Company at least 15 days in advance, expressing his willingness to inspect the register of charges, on the desired date.</p>	
163.	<p>The first Auditor of the Company shall be appointed by the Board of Directors within 30 days from the date of registration of the Company and the Auditors so appointed shall hold office until the conclusion of the first Annual General Meeting.</p> <p>Appointment of Auditors shall be governed by provisions of Companies Act 2013 and rules made there under.</p> <p>The remuneration of the Auditor shall be fixed by the Company in the Annual General Meeting or in such manner as the Company in the Annual General Meeting may determine. In case of an Auditor appointed by the Board his remuneration shall be fixed by the Board.</p> <p>The Board of Director may fill any casual vacancy in the office of the auditor and where any such vacancy continues, the remaining auditor, if any may act, but where such vacancy is caused by the resignation of the auditors and vacancy shall be filled up by the Company in General Meeting.</p>	<b>Audit</b>
164.	<p>Subject to the provisions of Chapter XX of the Act and rules made there under—</p> <p>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>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>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 others securities whereon there is any liability.</p>	<b>Winding up</b>
165.	<p>Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal Subject to the provisions of Chapter XX of the Act and rules made there under—</p>	<b>Indemnity</b>
166.	<p>Every Director, Manager, Secretary, Trustee, Member or Debenture holder, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in or about the business of the company shall, if so required by the Board before entering upon their duties sign a declaration pledging themselves to observe a strict secrecy respecting all transactions of the Company with its customers and the state of accounts with individuals and in matters which may come to their knowledge in the discharge of their duties except when required to do so by the Board 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.</p> <p>No member shall be entitled to visit or inspect any works of the Company, without the permission of the Directors or to require discovery of or any information respecting any details of the Company's trading or business or any matter which is or may be in the nature of a trade secret, mystery of trade, secret or patented process or any other matter, which may relate to the conduct of the business of the Company and which in the opinion of the directors, it would be inexpedient in the interests of the Company to disclose.</p>	<b>Secrecy</b>

## SECTION IX: 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 this Draft Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Draft Prospectus delivered to the Registrar of Companies, Maharashtra, Pune for registration, and also the documents for inspection referred to hereunder, may be inspected at our Registered Office of our Company from 10.00 am to 5.00 pm on Working Days from the date of this Draft Prospectus until the Issue Closing Date.

#### A Material Contracts to the Issue

1. Issue Agreement dated January 23, 2020 entered into among our Company and the Lead Manager.
2. Agreement dated December 30, 2019 entered into among our Company and the Registrar to the Issue.
3. Tripartite Agreement dated February 27, 2019 entered into among our Company, NSDL and the Registrar to the Issue.
4. Tripartite Agreement dated February 18, 2019 entered into among our Company, CDSL and the Registrar to the Issue.
5. Banker to the Issue Agreement dated [●] between 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 Underwriter.

#### B Material Documents

1. Certified copies of the Memorandum and Articles of Association of the Company as amended.
2. Certificate of Incorporation dated January 31, 2008 issued by the Registrar of Companies, Maharashtra, Pune; Fresh Certificate of Incorporation dated May 15, 2019 issued by the Registrar of Companies, Maharashtra, Pune consequent upon change of name of our Company; Fresh Certificate of Incorporation dated November 21, 2019 issued by the Registrar of Companies, Maharashtra, Pune consequent upon Conversion of the Company to Public Company.
3. Copy of the Board Resolution dated November 22, 2019 authorizing the Issue and other related matters.
4. Copy of Shareholder's Resolution dated November 30, 2019 authorizing the Issue and other related matters.
5. Copies of Audited Financial Statements of our Company for the period of October 31, 2019 and for the years ended March 31, 2019, 2018 & 2017.
6. Peer Review Auditors Report dated February 03, 2020 on Restated Financial Statements of our Company for the period of September 30, 2019 and for the years ended March 31, 2019, 2018 & 2017.
7. Copy of the Statement of Tax Benefits dated February 03, 2020 from the Statutory Auditor.
8. Consents of the Lead Manager, Legal Advisor to the Issue, Registrar to the Issue, Market Maker, Underwriter, Banker to the Issue, Sponsor Bank, Statutory Auditor of the Company, Promoters of our Company, Directors of our Company, Company Secretary and Compliance Officer, Chief Financial Officer, Bankers to our Company as referred to, in their respective capacities.
9. Copy of Certificate from the Statutory Auditor of our Company, M/s. S.S.P.M. & Co., Chartered Accountant dated February 03, 2020 regarding the Eligibility of the Issue.
10. Board Resolution dated February 07, 2020 for approval of Draft Prospectus, dated [●] for approval of Prospectus
11. Due Diligence Certificate from Lead Manager dated February 07, 2020 filed with BSE and dated [●] filed with SEBI.
12. Approval from BSE vide letter dated [●] to use the name of BSE in the Prospectus for listing of Equity Shares on the SME Platform of the 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 of the provisions contained in the Companies Act and other relevant statutes.



## DECLARATION

We certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956 as amended, the Securities Contracts (Regulation) Rules, 1957, 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>Jatin Dhansukhlal Suratwala</b> <i>Chairman &amp; Managing Director</i> DIN: 01980329	Sd/-
<b>Manoj Dhansukhlal Suratwala</b> <i>Whole Time Director</i> DIN: 01980434	Sd/-
<b>Hemaben Pankajkumar Sukhadia</b> <i>Whole Time Director</i> DIN: 01980774	Sd/-
<b>Pankajkumar Rameshchandra Sukhadia</b> <i>Additional Non-Executive Director</i> DIN: 08634710	Sd/-
<b>Pramod Jain</b> <i>Independent Director</i> DIN: 07009115	Sd/-
<b>Dimple Kirit Sanghvi</b> <i>Independent Director</i> DIN: 08626088	Sd/-

### SIGNED BY CHIEF FINANCIAL OFFICER:

**Diganta Das**  
*Chief Financial Officer*

### SIGNED BY COMPANY SECRETARY AND COMPLIANCE OFFICER:

**Prathama Nitin Gandhi**  
*Company Secretary and Compliance Officer*

Date: February 07, 2020  
Place: Pune, Maharashtra