

DRAFT INFORMATION DOCUMENT

(For Listing on Institutional Trading Platform for SME of BSE Limited)

Dated: February 28, 2014

(In accordance with SEBI (Listing of Specified Securities on Institutional Trading Platform) Regulations, 2013)



GREENVALUE AGROFARMS LIMITED

Our Company was incorporated as 'Greenvalue Agro Farms Private Limited' a private limited company under the Companies Act, 1956 pursuant to Certificate of Incorporation dated January 28, 2009 issued by the Registrar of Companies, N.C.T. of Delhi and Haryana. Subsequently, our Company was converted into a public limited company and the name of our Company was changed to 'Greenvalue Agro Farms Limited' pursuant to a Fresh Certificate of Incorporation dated December 31, 2013 issued by the Registrar of Companies, N.C.T. of Delhi and Haryana. Our corporate identification number is U01403DL2009PLC187039.

Registered Office: T-5, TF, Plot No.2, Malik Buildcon Plaza-1, Sector-12, Dwarka, New Delhi - 110078, Delhi

Tel: +91 11 3293 5309, **Fax:** +91 11 3293 5309, **Website:** www.greenvalueagro.com,

E-mail: greenvalue_agro@yahoo.com

Company Secretary and Compliance Officer: Mr. Avinash Kumar Singh

PROMOTERS: MR. GOLEKH KUMAR MALLICK AND ANUBHAV BUILDMART PRIVATE LIMITED

THE DRAFT INFORMATION DOCUMENT IS BEING MADE IN TERMS OF CHAPTER XC OF THE SEBI (ICDR) REGULATIONS, 2009 AS AMENDED FROM TIME TO TIME.

FOR LISTING OF 1,24,88,250 EQUITY SHARES OF ` 10/- EACH FULLY PAID-UP ON INSTITUTIONAL TRADING PLATFORM OF THE BSE SME

ABSOLUTE RESPONSIBILITY OF GREENVALUE AGROFARMS LIMITED

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

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DEFINITIONS AND ABBREVIATIONS

In the Draft Information Document, unless the context otherwise requires, the terms defined and abbreviations stated hereunder shall have the meanings as assigned therewith as stated in this Section.

General Terms

Term	Description
“Greenvalue Agrofarms Limited”, “Greenvalue”, “We” or “us” or “our Company” or “the Issuer”	Unless the context otherwise requires, refers to Greenvalue Agrofarms Limited, a Company incorporated under the Companies Act, 1956 and having its registered office at T-5, TF, Plot No.2, Malik Buildcon Plaza-1, Sector-12, Dwarka, New Delhi - 110078, Delhi

Company Related Terms

Terms	Description
Articles / Articles of Association	Unless the context otherwise requires, requires, refers to the Articles of Association of Greenvalue Agrofarms Limited, as amended from time to time.
Auditors	The Statutory Auditors of our Company, being M/s Amar Pal & Co., Chartered Accountants
Board of Directors / Board	The Board of Directors of Greenvalue Agrofarms Limited, including all duly constituted Committees thereof.
Companies Act	The Companies Act, 1956, as amended from time to time.
Depositories Act	The Depositories Act, 1996, as amended from time to time
Director(s)	Director(s) of Greenvalue Agrofarms Limited unless otherwise specified
Equity Shares	Equity Shares of our Company of Face Value of ` 10 each unless otherwise specified in the context thereof
HUF	Hindu Undivided Family
Indian GAAP	Generally Accepted Accounting Principles in India
MOA / Memorandum / Memorandum of Association	Memorandum of Association of Greenvalue Agrofarms Limited
Non Residents	A person resident outside India, as defined under FEMA
NRIs / Non Resident Indians	A person resident outside India, as defined under FEMA
NRIs / Non Resident Indians	A person outside India, as defined under FEMA and who is a citizen of India or a Person of Indian Origin under Foreign Outside India) Regulations, 2000
Person or 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 validity constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires
Promoters/ Core Promoters	Mr. Golekh Kumar Mallick and Anubhav Buildmart Private Limited
Registered Office	The Registered Office of our company is located at T-5, TF, Plot No.2, Malik Buildcon Plaza-1, Sector-12, Dwarka, New Delhi - 110078, Delhi
RoC	Registrar of Companies, NCT of Delhi and Haryana, situated at Delhi
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	Securities and Exchange Board of India Act 1992, as amended from time to time
SEBI (ICDR) Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 issued by SEBI on August 26, 2009 as amended

SICA	Sick Industrial Companies (Special Provisions) Act, 1985
Stock Exchange	Unless the context requires otherwise, refers to, the BSE Limited

Technical / Industry Related Terms

Term	Description
CSO	Central Statistical Organisation
GDP	Gross Domestic Product
DEPB	Duty entitlement pass book scheme
EPCG	Export Promotion Capital Goods Scheme
FDI	Foreign Direct Investment
F&O	Futures and Options
FMC	Forward Market Commission
GOI	Government of India
FOB	Free on Board
RONW	Return on Net Worth
SSI	Small Scale Industry
VCF	Venture Capital Funds
SENSEX	Bombay Stock Exchange Sensitive Index
NIFTY	National Stock Exchange Sensitive Index

Conventional Terms / General Terms / Abbreviations

Abbreviation	Full Form
A/c	Account
ACS	Associate Company Secretary
AGM	Annual General Meeting
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount
AY	Assessment Year
BSE	BSE Limited (formerly known as Bombay Stock Exchange Limited)
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CIN	Company Identification Number
CIT	Commissioner of Income Tax
DIN	Director Identification Number
DP	Depository Participant
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting
EPS	Earnings Per Share
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time, and the regulations framed there under
FII	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
FIPB	Foreign Investment Promotion Board
F&NG	Father and Natural Guardian
FY / Fiscal/Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
GDP	Gross Domestic Product
GoI/Government	Government of India
HUF	Hindu Undivided Family

I.T. Act	Income Tax Act, 1961, as amended from time to time
ICSI	Institute of Company Secretaries Of India
MAPIN	Market Participants and Investors' Integrated Database
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MoF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
NA	Not Applicable
NAV	Net Asset Value
NPV	Net Present Value
NRE Account	Non Resident External Account
NRIs	Non Resident Indians
NRO Account	Non Resident Ordinary Account
NSDL	National Securities Depository Limited
OCB	Overseas Corporate Bodies
p.a.	per annum
P/E Ratio	Price/Earnings Ratio
PAC	Persons Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax
QIC	Quarterly Income Certificate
RBI	The Reserve Bank of India
ROE	Return on Equity
RONW	Return on Net Worth
Bn	Billion
` or Rs.	Rupees, the official currency of the Republic of India
RTGS	Real Time Gross Settlement
SCRA	Securities Contract (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time.
Sec.	Section
STT	Securities Transaction Tax
US/United States	United States of America
USD/ US\$/ \$	United States Dollar, the official currency of the Unites States of America
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.
Working Days	All days except Saturday, Sunday and any public holiday

GENERAL INFORMATION

Greenvalue Agrofarms Limited

Our Company was incorporated as 'Greenvalue Agrofarms Private Limited' a private limited company under the Companies Act, 1956 pursuant to Certificate of Incorporation dated January 28, 2009 issued by the Registrar of Companies, N.C.T. of Delhi and Haryana. Subsequently, our Company was converted into a public limited company and the name of our Company was changed to 'Greenvalue Agrofarms Limited' pursuant to a Fresh Certificate of Incorporation dated December 31, 2013 issued by the Registrar of Companies, N.C.T. of Delhi and Haryana. Our corporate identification number is U01403DL2009PLC187039.

Registered Office of our Company

Greenvalue Agrofarms Limited

T-5, TF, Plot No.2,
Malik Buildcon Plaza-1,
Sector-12, Dwarka,
New Delhi - 110078, Delhi
Tel: +91 11 3293 5309
Fax: +91 11 3293 5309
Website: www.greenvalueagro.com
E-mail: greenvalue_agro@yahoo.com

Address of the RoC: Registrar of Companies, Delhi : 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi - 110019

Name of the Stock Exchange where proposed to be listed

Our Company proposed to list its Equity Shares on the For Listing on Institutional Trading Platform for SME of BSE Limited.

Details of PAN / TAN of the company

PAN	TAN
AADCG4198D	DELG15595G

Our Board of Directors

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

Sr. No.	Name and Designation	Age (in years)	DIN	Address
1.	Mr. Swarn Rakesh Madhok <i>Whole-time Director</i>	62	06787337	Flat No.402, Royale Greens Appt., B-80, Sec-C, Mahanagar, Lucknow, 226001, Uttar Pradesh
2.	Mr. Golekh Kumar Mallick <i>Non Executive Director</i>	33	03040158	262-B, Asharam Gali,, Main Road Madawali Fazal,, Delhi, 110092
3.	Ms. Khushboo Agarwal <i>Non Executive and Independent Director</i>	36	06792261	F-148, Front Side, IInd Floor,, Gali No.29, Madhu Vihar, Delhi-110092
4.	Mr. Kailash Chand Upreti <i>Non Executive and Independent Director</i>	43	06782078	348, Pardhan Enclave Parshuram Encalve, Village Burari, New Delhi, 110084, Delhi

Company Secretary and Compliance Officer

Avinash Kumar Singh
Greenvalue Agrofarms Limited
T-5, TF, Plot No.2,
Malik Buildcon Plaza-1,
Sector-12, Dwarka,
New Delhi - 110078, Delhi
Tel: +91 11 3293 5309
Fax: +91 11 3293 5309
Website: www.greenvalueagro.com
E-mail: greenvalue_agro@yahoo.com

Registrar to the Company

MAS SERVICES LIMITED
T-34, IInd Floor, Okhla Industrial Area
Phase-I, New Delhi - 110020
Tel No: +91 - 11 - 2638 7281 - 83
Fax No: +91 - 11 - 2638 7384
Website: www.masserv.com
Email: info@masserv.com
SEBI Registration No: INR000000049
Contact Person: Mr. Sharwan Mangla

Bankers to our Company

Axis Bank Limited
Ground & First Floors,
662/6, Shivpuri Main,
Patparganj Road , Geeta Colony,
Krishna Nagar Extension,
Delhi - 110051
Tel: +91 11 64641378-80
Website: www.axisbank.com

Statutory Auditors of our Company

M/s Amar Pal & Co.
Chartered Accountants
23B, Savarkar Block, 2nd Floor, Shakarpur,
New Delhi-110092
Tel: +91 11 2246 8257
Email: caamarpal@gmail.com
Membership No: 506936
FRN: 020853N
Contact Person: Mr Amarpal Singh

Investing Merchant Banker

Inventure Merchant Banker Services Private Limited
2nd Floor, Viraj Tower,
Nr. Andheri Flyover (North End)
Western Express Highway,
Andheri (East), Mumbai – 400 069
Tel No: +91 22 4075 1515
Fax No: +91 22 4075 1552
Email: sme.ipo@inventuremerchantbanker.com
Website: www.inventuregrowth.com
SEBI Registration No: INM000012003

ELIGIBILITY FOR LISTING ON INSTITUTIONAL TRADING PLATFORM OF BSE SME

Our Company is an “Unlisted Company” in terms of the SEBI (ICDR) Regulations; and proposes to list our Equity Shares Institutional Trading Platform of BSE SME in terms of Chapter XC of the SEBI (ICDR) Regulations, 2009 as amended from time to time.

Our Company is eligible for the Issue in accordance with Regulation 106(Y) and other provisions of Chapter XC of the SEBI (ICDR) Regulations.

In terms of the Regulation 106(Y) of the SEBI (ICDR) Regulations, we confirm that:

- a. Our company, our promoters, group company or director does not appear in the wilful defaulters list of Reserve Bank of India as maintained by Credit Information Bureau (India) Limited;
- b. There is no winding up petition against our company that has been admitted by a competent court;
- c. Our company, group companies or subsidiaries have not been referred to the Board for Industrial and Financial Reconstruction within a period of five years prior to the date of application for listing;
- d. No regulatory action has been taken against our Company, our promoters or our directors, by the Board, Reserve Bank of India, Insurance Regulatory and Development Authority or Ministry of Corporate Affairs within a period of five years prior to the date of application for listing;
- e. Our company has not completed a period of more than ten years after incorporation and our revenues have not exceeded one hundred crore rupees in any of the previous financial years;
- f. The paid up capital of our company has not exceeded twenty five crore rupees in any of the previous financial years;
- g. Our Company has atleast one full year’s audited financial statements, for the immediately preceding financial year at the time of making listing application;
- h. In accordance with Regulation 106 Y (h) (iv) of SEBI (ICDR) Regulations, 2009, Inventure Merchant Banker Services Private Limited, a SEBI registered merchant banker has exercised due diligence and has invested a sum of ` 50.00 Lacs in Equity Shares of our company at a price of ` 10 per Equity Share. Accordingly, 5,00,000 Equity Shares of face value of ` 10 each were allotted to Inventure Merchant Banker Services Private Limited on January 25, 2014. These Equity Shares shall be locked in for a period of three years from the date of listing.

We further confirm that:

In terms of Regulation 106ZB of SEBI (ICDR) Regulations, 2009 our Company has obtained written consents from our Promoters for the lock-in of 24,97,650 Equity Shares representing 20% of the post listing capital, for a period of three years from the date of listing.

In terms of Regulation 106ZC of SEBI (ICDR) Regulations, 2009:

- (1) All Equity Shares of our company shall be in dematerialized form upon listing on institutional trading platform.
- (2) Our Company has entered into tripartite agreements with CDSL and NSDL along with our Registrar for facilitating trading in dematerialized mode. We further confirm that we shall have connectivity with atleast one depository at all times. The ISIN is INE961P01013.
- (3) The minimum trading lot on institutional trading platform shall be ` 10.00 Lacs.

SECTION I

OUR BUSINESS

Description of Our Business

Our Company is engaged in the business of trading of products produced through nursery activities and includes non food crops. Our product range includes flowers, plants, trees and shrubs, turf-grass, hops, medicinal herbs etc. Our Company is also engaged in the trading of products produced through plantation activities which include fast-growing trees, cotton, oil seeds etc. The other products traded by us include inputs required by various farmers and breeders.

Our Company is also planning to appoint team of qualified professionals, who strive to provide us with products and services in relation to nursery, plantation and agriculture as per the requirements and demands.

Our Products & Services

Our trading product range includes flowers, plants, trees and shrubs, turf-grass, hops, medicinal herbs, fast-growing trees, cotton, oil seeds etc. We also trade in inputs required by various farmers and breeders.

Our Major Customers

CUSTOMERS
Neel Khant Trading Co
Ocean Share Brokers
Massive Infracol Pvt Ltd
Ram Rahim Trading Co P Ltd
Vedansh Infracol Pvt Ltd
Sony Enterprises
Surya Vinayak Industries Ltd
Shiv Traders
Ms International
Tohee Trading & Agencies P Ltd.

Infrastructure Facilities/Utilities

Materials

The materials traded by us are ordered on a need basis, depending on the orders on hand and the estimate provided by the marketing team. We do not enter into any long-term contracts with the material suppliers. We also source materials from local nursery and plantation owners. Our major suppliers include the following:

SUPPLIERS
Kabir Enterprises P Ltd.
Maa Saraswati Enterprises
Tushar Impex Traders
Mezzo Trading Pvt Ltd
Piyush Traders
Hanumant Trading Co
Cadman Retail Trade P.Ltd
Mint Comodity P.Ltd.
Chirag Foods P.Ltd.
Sparsh Colonisers P Ltd.

d) Manpower

The following is a department-wise break-up of our employees as on February 28, 2014:

Accounts, Administration & Finance	2
Marketing Department	3
Company Secretary	1
Other Staff	2
Total	8

Intellectual Property

Our Company does not own or otherwise possess any registered intellectual property rights.

Competition

Much of the Indian agri-product and agri-input market is unorganized and fragmented with many small and medium-sized companies and players. We face substantial competition in the industry from other seed companies, agrochemical companies and subsidiaries or divisions of large multinational corporations, as well as domestic competitors. We compete with these companies on the basis of availability of product, product range, product traits, including disease and pest tolerance and other factors, based on price, reputation, regional needs, customer service and customer convenience.

Working Capital

Our working capital requirements for past two financial years are estimated as under:

Current Assets	FY 2013 (Actual)	No. of Days	FY 2012 (Actual)	No. of Days
Short Term Loans and Advances			-	
Debtors	74.98	55.42	-	
Other Current Assets			18.00	
Total	74.98		18.00	
Current Liabilities				
Sundry Creditors	81.65	60.73	2.71	89.56
Provisions	0.28		0.01	
Other Current Liabilities	1.08		0.07	
Total	83.02		2.79	
Working Capital Gap	(8.03)		15.22	

Industry

India is principally an agricultural country. Agriculture, with its allied sectors, is unquestionably the largest livelihood provider in India. Most of the industries also depend upon the sector for their raw materials. Steady investments in technology development, irrigation infrastructure, emphasis on modern agricultural practices and provision of agricultural credit and subsidies are the major factors contributed to agriculture growth.

Indian agriculture has undergone rapid transformation in the past two decades. The policy of globalisation and liberalisation has opened up new avenues for agricultural modernisation. This has not only lead to commercialisation and diversification, but also triggered various technological and institutional innovations owing to investments from corporate entities.

From a net importing country, India is today consistently producing 250 million tonnes (MT) of food grains, 100 MT of rice, 90 MT of wheat, 35 million bales of cotton, and more than 18 MT of pulses. The growth is facilitated mainly by Krishi Vigyan Kendras (KVK) system which is spread across the country.

Department of Agriculture and Cooperation under the Ministry of Agriculture is the nodal organisation responsible for development of the agriculture sector in India. The organisation is responsible for formulation and implementation of national policies and programmes aimed at achieving rapid agricultural growth through optimum utilisation of land, water, soil and plant resources of the country.

India holds the second largest agricultural land (179.9 million hectares) in the world. India is the largest producer of pulses, milk, tea, cashew and jute; and the second largest producer of wheat, rice, fruits and vegetables, sugarcane, cotton and oilseeds. Total food grains production in India reached an all-time high of 259.32 million tonnes (MT) in FY12. Rice and wheat production in the country stood at 105.3 MT and 94.9 MT respectively.

Gross Domestic Product (GDP) of agriculture and allied sectors in India reached US\$ 151.8 billion in FY12. India is among the 10 leading exporters of agricultural products in the world; the country accounted for 2.07 per cent of global agricultural trade in 2012. Total agricultural exports from India registered 24.1 per cent compound annual growth rate (CAGR) to reach US\$ 39 billion during FY07-12.

Domestic demand for agricultural and allied products has not only been rising due to rising population, but also as a result of greater consumption by a wealthier population. Indian agriculture has also benefitted from rising external demand and the sector's wider participation in the global economy.

Source: <http://www.ibef.org/industry/agriculture-snapshot>

Government Initiatives

The government has taken several steps to revitalise agriculture sector and improve the conditions of farming community on sustainable basis by increasing investment, improving farm practices, rural infrastructure, delivery of credit, technology and other inputs.

The government has allowed 100 per cent FDI under the automatic route in storage and warehousing including cold storages. 100 per cent FDI is also permitted for development of seeds

The Cabinet Committee on Economic Affairs (CCEA) has approved the implementation of the National Mission on Oilseeds and Oil Palm (NMOOP) during the 12th Plan with financial allocation of Rs 3507 crore (US\$ 559.51 million). This would help in enhancing production of oilseeds by 6.58 MT and also bring additional area of 125,000 hectares under oil palm cultivation

Source: <http://www.ibef.org/industry/agriculture-snapshot>

Road Ahead

In order to meet the food grain requirements of the country, the agricultural productivity and its growth needs to be sustained and further improved. The growth target for agriculture in the 12th Plan is estimated to be 4 per cent as compared to 3.6 per cent for the 11th Plan.

By 2016-17, India growing at the rate of seven per cent is expected to reach the workforce demand of about 232 million from 229 million (in 2011-12) in agriculture sector which constitutes 44 per cent of the total workforce of the economy. However, 95 per cent of the workforce requirement is expected to be generated in informal sector more so in agriculture.

Source: <http://www.ibef.org/industry/agriculture-snapshot>

FINANCIAL INFORMATION

To the Members of Greenvalue Agrofarms Private Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **Greenvalue Agrofarms Private Limited** which comprise the balance sheet as at 31 March 2013 and the statement of profit and loss for the year ended on that date annexed thereto.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956.

Auditor's Responsibility

We conducted our audit in accordance with the auditing standards generally acceptable in India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the

Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (i) in the case of the balance sheet, of the state of affairs of the Company as at 31 March 2013;
- (ii) in the case of the statement of profit and loss, of the profit for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies Auditor's Report Order, 2003, as amended, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report

are in agreement with the books of account;

- d. In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956; and
- e. On the basis of written representations received from the directors as on 31 March 2013, and taken on record by the Board of Directors, none of the directors are disqualified as on 31 March 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For Amarpal & Co.

Chartered Accountants

Firm's registration number: 020853N

AMARPAL SINGH

Partner

Membership number: 506936

Delhi

04/09/2013

Annexure to the Auditors' Report

The Annexure referred to in our report to the members of **the Greenvalue Agrofarms Private Limited** to the year ended 31 March 2013. We report that:

- a)** The company has no Fixed Assets so this clause is not applicable.
- b)** The company has no Inventory so this clause is not applicable.
- c)** The company has not taken any unsecured loan so this clause is not applicable.
- d)** In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal control system in respect of these areas.
- e)**
 - a) According to the information and explanations given to us, we are in the opinion that the transactions that need to be entered into the register maintained under section 301 of the Act have been so entered.
 - b) In our opinion, and according to the information and explanation given to us, the transactions that need to be entered in the register in pursuance of section 301 of the Act have been entered, and the transaction have been made at price which are reasonable with regard to the prevailing market prices at the relevant time.
- f)** The Company has not accepted any deposits from the public & consequently, the directives issued by the Reserve Bank of India, the provisions of section 58-A and 58-AA of the Companies Act, 1956 and the rules framed there under are not applicable.
- g)** In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- h)** To the best of our knowledge and as explained, the Central Government has not prescribed maintenance of cost records under clause (d) of sub-section (1) of section 209 of the Companies Act, 1956 for the products of the Company.
- i)**
 - a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, Investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, cess and other material statutory dues applicable to it.
 - b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, wealth-tax, customs duty, cess and other undisputed statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
 - c) According to the records of the Company, no dues outstanding of sales-tax, Investor education and protection fund, income-tax, custom duty, wealth-tax, excise duty and cess on account of any dispute.
- j)** The Company has no accumulated losses at the end of the financial year.
- k)** Based on our audit procedures and as per the information and explanations given by the management, the Company did not have any dues to a financial institution, bank or debenture holders.
- l)** According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

- m)** In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
- n)** In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
- o)** According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
- p)** Since the company has not taken any term loan so this clause is not applicable.
- q)** According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment
- r)** The Company has not made any preferential allotment of shares to parties or companies covered in the register maintained under section 301 of the Companies Act, 1956.
- s)** The company has not issued any debentures. Accordingly, clause 4(xix) of the order is not applicable.
- t)** The company has not raised any money by public issue during the year. Accordingly, clause 4(xx) of the order is not applicable.
- u)** Based upon the audit procedures performed for the purpose of reporting true and fair view othe financial statements and as per the information and explanations given by the management, we report that no fraud on or by the company has been noticed or reported during the course of audit.

For Amarpal & Co.

Chartered Accountants

Firm's registration number: 020853N

AMARPAL SINGH

Partner

Membership number: 506936

Delhi

04/09/2013

Notes Forming Part of the Balance Sheet

Note : 1 & 2 SIGNIFICANT ACCOUNTING POLICIES & NOTES TO THE ACCOUNTS

1- SIGNIFICANT ACCOUNTING POLICIES

1 **Basis of Accounting**

The financial statements are prepared under the historical cost convention on the concept of a going concern, in accordance with the Generally Accepted Accounting Principles and mandatory Accounting Standards as notified under the Companies (Accounting Standards) Rules, 2006 and as per the provisions and presentational requirements of the Companies Act, 1956.

2 **Changes in Accounting policies**

The accounting policies adopted are consistent with those of previous financial year. The management assures that there has been no change in accounting policies as compared to that of previous year which would have any significant effect on these financials.

3 **Recognition of Income**

Export Sales represents invoiced Value of goods Sold. Other Income is recognised and accounted for on accrual basis unless otherwise stated.

4 **Tangible Fixed Assets**

Fixed assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

5 **Taxes on Income**

Current tax is determined and provided for on the amount of taxable income at the applicable rates for the relevant financial year. Deferred Tax Assets and Liabilities (DTA/ DTL) are recognised, subject to consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and is capable of reversal in one or more subsequent periods. The DTA is recognised only to the extent that there is reasonable certainty of sufficient future profits against which such DTA can be realised.

6 **Contingent Liability**

The contingent liabilities, if any, are disclosed in the Notes to Accounts. Provision is made in the accounts, if it becomes probable that there will be outflow of resources for settling the obligation.

7 **Events occurring after the balance sheet date**

Adjustments to assets and liabilities are made for events occurring after the balance sheet date to provide additional information materially affecting the determination of the amounts of assets or liabilities relating to conditions existing at the balance sheet date.

8 **Earnings Per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the year/ period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year/ period.

9 **Use of estimates**

The preparation of financial statements, in conformity with generally accepted accounting principles, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities on the date of the financial statements and the results of operations during the reporting year. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

10 Foreign Currency Transaction

Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of the transaction. Monetary items denominated in foreign currencies at the year end are translated at the rate ruling at the year end rate.

B- NOTES TO THE ACCOUNTS

1) The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary.

2) Reconciliation of Nos. Of Shares

	2012-13	2011-12
Number of Equity Shares at the beginning	100,000	100,000
Add:- Number of Shares Issued	-	-
Number of Equity Shares at the end	100,000	100,000

3) All the investments made by the company are valued at Cost .

4) Managerial Remuneration: Nil

5) The inventories of the company are valued as per cost price and market price which ever is less.

6) Deffered tax arising on account of timing differeance and which are capable of reversal in one or more subsequent periods is recognised using the tax rates and tax laws that have been enacted or substantively enacted. Deffered tax assests are recognised unless there is virtual certainty with respect to the reversal of the same in future years.

7) The revised Schedule VI as notified under the companies Act,1956, has become applicable to the company for the presentation of its financial statements for the year ending March 31,2013. The adoption of the revised Schedule VI requirements has significantly modified the presentation and disclosures which have been complied with in these financial statements Previous year figures have been reclassified in accordance with current year requirements.

8) All schedules annexed to and form integral part of the Balance Sheet and Profit & Loss Account.

- 9) Minimum Alternative Tax (MAT) is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that company will pay normal Income Tax during the specified period.
- 10) Value of Import on CIF Basis Nil
- 11) Earnings in Foreign Exchange (FOB Value) Nil
- 12) Expenditure in Foreign Currency Nil
- 13) The Company has no employee to whom the provisions of section 217 (2A) of the Companies Act, 1956 are applicable.

14) *Earning Per Share:*

Particulars	2012-13
Net profit after tax available for Equity Shareholders (Rs.) (A)	52064.22
Weighted Avg.Number Equity Shares outstanding (Nos.) (B)	100000
Dilutive potential Equity Shares (Nos.)	0
Dilutive shares outstanding (Nos.) (C)	100000
Nominal value per Equity Shares (Rs./ Share)	10
Basic Earnings per share (Rs./ Share) (A) / (B)	0.52
Diluted Earnings per share (Rs./ Share) (A) / (C)	0.52

As per our report of even date attached.

Balance Sheet As at March 31, 2013

(Rupees in)

PARTICULARS	Note No.	As at March 31, 2013	As at March 31, 2012
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds			
a. Share Capital	2.1	1,000,000.00	1,000,000.00
b. Reserves & Surplus	2.2	48,085,949.65	48,033,885.43
(2) Share application pending allotment			
(3) Current Liabilities			
a. Trade payables	2.3	8,165,393.00	271,110.00
b. Other current Liabilities	2.4	108,000.00	6,600.00
c. Short-Term Provisions	2.5	28,283.00	800.00
Total		57,387,625.65	49,312,395.43
II. ASSETS			
(1) Non- Current Assets			
a. Non-current investments	2.6	49,876,597.00	47,476,597.00
(2) Current Assets			
a. Trade receivables	2.7	7,498,300.00	-
b. Cash and cash equivalents	2.8	12,728.65	35,781.43
c. Other current assets	2.9	-	1,800,017.00
Total		57,387,625.65	49,312,395.43

1&2

See accompanying notes forming part of the financial statements

Statement of Profit and Loss For The Year Ended 31 March, 2013

PARTICULARS	Note No.	Figures for the current reporting period	Figures for the previous reporting period
I.Revenue from Operations	2.10	49,385,250.00	1,235,980.00
III.Total Revenue		49,385,250.00	1,235,980.00
IV. Expenses			
Purchase of Stock-in-Trade	2.11	49,074,000.00	1,104,960.00
Employee benefits expense	2.12	108,000.00	48,000.00
Other Expenses		127,902.78	80,432.08
Total Expenses		49,309,902.78	1,233,392.08
V. Profit before tax		75,347.22	2,587.92
VI. Tax expense:			
(1) Current tax		23,283.00	800.00
(2) Deferred tax			
VII. Profit for the period		52,064.22	1,787.92
VIII. Earnings per equity share:	2.13		
(1) Basic		0.52	0.02
(2) Diluted		0.52	0.02

In terms of our report attached

CASH FLOW STATEMENT

For the Year Ending 31-Mar-2013	Amounts Rs.	Amounts Rs.
	2012-13	2011-12
<u>(A)CASH FLOW FROM OPERATING ACTIVITIES:-</u>		
1.Net profit before tax	75,347.22	2,587.92
2. <u>Adjustment for:</u>		

<u>Add:</u> Depreciation & Amortisation Expenses	-	-
Operating Profit before Working capital changes	75,347.22	2,587.92
<u>3.Working Capital Changes:</u>		
Decrease (Increase) in Trade & Other Receivables	(7,498,300.00)	1,601,710.00
Decrease (Increase) in Inventories	-	-
Decrease (Increase) in Shrot Term Provision	4,200.00	-
Decrease (Increase) in Other Current Assets	-	-
Increase (Decrease) in Trade & Other Payables	7,894,283.00	239,020.00
Increase (Decrease) in Other Current Liabilities	101,400.00	(35,595.00)
Increase (Decrease) in Other Liabilities	-	-
Net Changes in Working Capital	501,583.00	1,805,135.00
<u>Cash Generated from Operations</u>	576,930.22	1,807,722.92
Adjustment of Taxes	-	-
Net Cash Flow from Operating Activities (A)	576,930.22	1,807,722.92
<u>(B.) CASH FLOW FROM INVESTING ACTIVITIES :</u>		
Purchase of Fixed Assets	-	-
(Increase) Decrease in Other Non Current Assets	-	-
(Increase) Decrease in Long Term Loans & Advances	-	-
(Increase) Decrease in Short Terms Loans & Advances	1,800,017.00	(380,017.00)
Decrease (Increase) in Current Investments	-	-
Decrease (Increase) in Non Current Investments	(2,400,000.00)	(40,181,597.00)
Net Cash Flow from Investing Activities (B)		

	(599,983.00)	(40,561,614.00)
<u>(C.) CASH FLOW FROM FINANCING ACTIVITIES :</u>		
Issue of share capital	-	38,704,100.00
Increase in Other Long Terms Borrowings	-	-
Increase in Short Terms Borrowings	-	-
Increase in Long Terms Borrowings	-	-
Preliminary Expenses incurred	-	-
Proceeds from/(Refund) Share Application Money	-	-
Net Cash Flow from Financing Activities (C)	-	38,704,100.00
Net Increase / (Decrease) in Cash & Cash Equivalents (A- B+C)	(23,052.78)	(49,791.08)
Cash and cash equivalents at the beginning of the year / Period	35,781.43	85,572.51
Cash and cash equivalents at the end of the year/ Period	12,728.65	35,781.43
* Note: The above Cash Flow Statement has been prepared under "Indirect Method" as set out in the Accounting Standard (AS) – 3 on Cash Flow Statements" issued by the Institute of Chartered of Accountants of India.		

As per our report of even date

SCHEDULES

The Previous period figures have been regrouped/reclassified, wherever necessary to confirm to the current period presentation.

PARTICULARS	As at March 31, 2013	As at March 31, 2012
2.1 SHARE CAPITAL		
Authorised Capital		
100000 Equity Share of Rs. 10 each	1,000,000.00	1,000,000.00

Issued, Subscribed and Paid-up Capital		
100000 Equity Shares of Rs. 10 each	1,000,000.00	1,000,000.00
TOTAL	1,000,000.00	1,000,000.00

The Company has only one class of share referred to as equity shares having a par value of Rs. 10/- . Each holder of equity share is entitled to one vote per share.

The reconciliation of the number of shares outstanding and the amount of share capital as at March 31, 2013 and March 31,2012 is set out below.

PARTICULARS	As at March 31, 2013		As at March 31, 2012	
	No.	Amt	No.	Amt
Number of shares at the beginning	100000	1000000	64000	640000
Add: Shares issued during the year		-	36000	360000
Less: Shares bought back during the year		-		-
Shares outstanding at the end of the year	100000	1000000	100000	1000000

Details of shares held by each shareholder holding more than 5% shares:

PARTICULARS	As at March 31, 2013		As at March 31, 2012	
	No. of Shares Hold	%	No. of Shares Hold	%
<u>Name of Shareholder</u>				
Lalit Kumar	5000	5	5000	5
Bablu	5000	5	5000	5
Ellora Buildtech Pvt Ltd	10000	10	10000	10
Anubhav Buildmart Pvt Ltd	5000	5	5000	5
Sona Electrical Services Pvt Ltd	29000	29	29000	29
Visit India Voyages Pvt Ltd	10000	10	10000	10
Yug Auto	5000	5	5000	5
Naman Lam Pvt Ltd	25000	25	25000	25
S L B Finlease Pvt Ltd	6000	6	6000	6

2.2 RESERVES & SURPLUS

PARTICULARS	As at March 31, 2013	As at March 31, 2012
Opening balance	48,033,885.43	(37,702.49)
Add: Surplus for the year as per statement of Profit and Loss	52,064.22	1,787.92
Add: Share premium		48,104,100.00
Less: Miscellaneous expenditure		34,300.00
Closing Balance	48,085,949.65	48,033,885.43

2.3 Trade Payables

PARTICULARS	As at March 31, 2013	As at March 31, 2012
Trade paybles	8,165,393.00	271,110.00
TOTAL	8,165,393.00	271,110.00

2.4 OTHER CURRENT LIABILITIES

PARTICULARS	As at March 31, 2013	As at March 31, 2012
salary	108,000.00	
Expenses Payable		6,600.00
TOTAL	108,000.00	6,600.00

2.5 Short Term Provision

PARTICULARS	As at March 31, 2013	As at March 31, 2012
Audit fees	5,000.00	
Provision for Tax 2011-12	-	800.00
Provision for Tax 2012-13	23,283.00	-
TOTAL	28,283.00	800.00
PARTICULARS	As at March 31, 2013	As at March 31, 2012
2.6 Non-Current Investments	49,876,597.00	47,476,597.00
TOTAL	49,876,597.00	47,476,597.00

2.7 Trade Receivables

PARTICULARS	As at March 31, 2013	As at March 31, 2012
Secured ,Considered good- trade receivable	7,498,300.00	
TOTAL	7,498,300.00	-

2.8 Cash and cash equivalents

PARTICULARS	As at March 31, 2013	As at March 31, 2012

Balances with Banks		
Axis Bank	4,214.65	8,400.00
Cash in hand	8,514.00	27,381.43
TOTAL	12,728.65	35,781.43

2.9 Short-term loan & advances

PARTICULARS	As at March 31, 2013	As at March 31, 2012
short term loan		1,800,017.00
tds receivable 2012-13		-
TOTAL	-	1,800,017.00

2.10 Revenue

PARTICULARS	As at March 31, 2013	As at March 31, 2012
Sale of products	49,385,250.00	1,235,980.00
TOTAL	49,385,250.00	1,235,980.00

2.11 Employee benefits expense

PARTICULARS	As at March 31, 2013	As at March 31, 2012
Salary & Wages	108,000.00	48,000.00
Staff Welfare expenses		
TOTAL	108,000.00	48,000.00

2.12 Other expenses

PARTICULARS	As at March 31, 2013	As at March 31, 2012
Telephone Expenses	4,433.00	
Conveyance	7,656.00	
Accounting Charges	11,000.00	30,000.00
Office Repair & Maintenance	12,554.00	
Office expenses	1,350.00	1,750.00
Rent	24,000.00	36,000.00
Transport expenses		
Electricity Exps	2,443.00	
Audit Fees	5,000.00	6,600.00
Bank Charges	13,842.78	1,682.08
Filing Fee	35,124.00	300.00
Professional charges	10,500.00	
Preliminary expenses Written off	-	4,100.00
TOTAL	127,902.78	80,432.08

2.13 EARNING PER SHARE (EPS)

i.) Net Surplus as per Statement of Profit and Loss Account attributable to Equity Shareholders. (Rs.)	52,064.22	1,787.92
Net Surplus after Extra Ordinary Items		
ii.) Weighted Average Number of Equity Shares used as denominator for calculating EPS	100,000	100,000
iii.) Basic and Diluted Earning Per Share (Rs.)	0.52	0.02
iv) Face Value per Equity Share (Rs.)	10	10

As per our report of even date attached.

For AMARPAL & CO.

Chartered Accountants

(Firm Reg. No. 020853N)

CAPITAL STRUCTURE

1. Capital Structure of Our Company

No.	Particulars	Amount (₹ in Lacs)	
		Aggregate nominal value	Aggregate value at Issue Price
A. Authorised Share Capital			
	1,30,00,000 Equity Shares of ₹ 10 each		1,300.00
B. Issued, Subscribed and Paid-Up Share Capital before the Issue			
	1,24,88,250 Equity Shares of ₹ 10 each		1,248.83
C. Securities Premium Account			
			31.04

2. History of Equity Share Capital of our Company

Date of Allotment / Fully Paid-up	No. of Equity Shares allotted	Face value	Issue Price	Nature of consideration	Nature of Allotment	Cumulative number of Equity	Cumulative Paid-up Capital	Cumulative Securities premium
		(₹)	(₹)			Shares	(₹)	(₹)
28.01.2009	10000	10	10	Cash	¹ Subscription to Memorandum of Association	10000	100000	Nil
31.03.2010	54000	10	100	Cash	Preferential Allotment	64000	640000	4860000
30.03.2012	36000	10	1211.225	Cash	Preferential Allotment	100000	1000000	48104100
04.10.2013	4500000	10	NIL	Nil	Bonus in the ratio of 45:1	4600000	46000000	3104100
16.10.2013	3500000	10	10	Cash	Preferential Allotment	8100000	81000000	3104100
25.01.2014	957250	10	10	Cash	Preferential Allotment	9057250	90572500	3104100
07.02.2014	743000	10	10	Cash	Preferential Allotment	9800250	98002500	3104100
14.02.2014	643000	10	10	Cash	Preferential Allotment	10443250	104432500	3104100
18.02.2014	670000	10	10	Cash	Preferential Allotment	11113250	111132500	3104100
22.02.2014	1375000	10	10	Cash	Preferential Allotment	12488250	124882500	3104100

3. Details of build-up of shareholding of the Promoters and lock-in

Date of Allotment / acquisition / transaction and when made fully paid up	Nature of acquisition (Allotment/ transfer)	Number of Equity Shares	Face Value per Equity Share (in `)	Issue/ Transfer price per Equity Share (in `)	Consideration (cash/other than cash)	% of issued capital
Mr. Golekh Kumar Mallick						
October 17, 2013	Transfer (Purchase)	1,00,000	10	10	Cash	0.80%
	Sub-total	1,00,000				0.80%
Anubhav Buildmart Private Limited						
March 31, 2010	Further Allotment	5,000	10	10	Cash	0.04%
October 3, 2013	Transfer (Purchase)	10,000	10	10	Cash	0.08%
October 4, 2013	Bonus	6,75,000	10	10	Cash	5.41%
October 17, 2013	Transfer (Purchase)	23,46,000				18.79%
	Sub-total	30,36,000				24.31%
	Grand Total	31,36,000				25.11%

24,97,650 Equity Shares representing 20% of the post listing capital of Anubhav Buildmart Private Limited will be locked in for a period of three years from the date of listing.

4. Our shareholding pattern

- (a) The table below represents the shareholding pattern of our Company in accordance with clause 34 of the Listing Agreement, as on the date of the Draft Information Document:

Statement showing Share Holding Pattern of Greenvalue Agrofarm Limited as per clause 34 of Listing on Institutional Trading Platform

(I)(a)

Category code (I)	Category of shareholder (II)	Number of shareholders (III)	Total number of shares (IV)	Number of shares held in dematerialized form (V)	Total shareholding as a percentage of total number of shares	Shares Pledged or otherwise Encumbered	
					As a percentage of (A+B) (VI)	Number of Shares (VII)	As a percentage (VIII)= (VII) / (IV) *100
(A)	Promoter and Promoter Group						
(1)	Indian						
(a)	Individuals/ Hindu Undivided Family	1	100000	-	0.80	-	-
(b)	Central Government/ State Government(s)	-	-	-	-	-	-
(c)	Bodies Corporate	1	3036000	-	24.31	-	-
(d)	Financial Institutions/ Banks	-	-	-	-	-	-
(e)	Any Other (specify)	-	-	-	-	-	-

Category code (I)	Category of shareholder (II)	Number of shareholders (III)	Total number of shares (IV)	Number of shares held in dematerialized form (V)	Total shareholding as a percentage of total number of shares	Shares Pledged or otherwise Encumbered	
					As a percentage of (A+B) (VI)	Number of Shares (VII)	As a percentage (VIII)= (VII) / (IV) *100
	Sub-Total (A)(1)	2	3136000	-	25.11	-	-
(2)	Foreign						
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	-	-	-	-	-	-
(b)	Bodies Corporate	-	-	-	-	-	-
(c)	Institutions	-	-	-	-	-	-
(d)	Qualified Foreign Investor	-	-	-	-	-	-
(e)	Any Other (specify)	-	-	-	-	-	-
	Sub-Total (A)(2)	-	-	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	2	3136000	-	25.11	-	-
(B)	Public shareholding						
(1)	Institutions						
(a)	Mutual Funds/UTI	-	-	-		NA	NA
(b)	Financial Institutions/ Banks	-	-	-		NA	NA
(c)	Central Government/ State Government(s)	-	-	-		NA	NA
(d)	Alternate Investment Funds / Venture Capital Funds	-	-	-		NA	NA
(e)	Insurance Companies	-	-	-		NA	NA
(f)	Foreign Institutional Investors	-	-	-		NA	NA
(g)	Foreign Venture Capital Investors	-	-	-		NA	NA
(h)	Any Other –Merchant Banker	1	500000	-	4.004	NA	NA
	Sub-Total (B)(1)	1	500000	-	4.004	NA	NA
(2)	Non- institutions						
(a)	Bodies Corporate	7	4380000	-	35.07	NA	NA
(b)	Individuals	232	4472250	-	35.81		
(c)	Qualified Foreign Investors	-	-	-	-	N.A	N.A
(d)	Any Other	-	-	-	-		
	Sub-Total (B)(2)	239	8852250	-	70.88%	N.A	N.A
	Total Public Shareholding (B)= (B)(1)+(B)(2)	240	9352250	-	74.89%	N.A	N.A
	TOTAL (A)+(B)	242	12488250	-	100.00	N.A	N.A

(I)(b) Statement showing Shareholding of persons belonging to the category “Promoter and Promoter Group”

Sr. No.	Name of Shareholder	Details of Shares Held		Shares pledged or otherwise encumbered			Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		No. of Shares Held	As a % of grand total (A) + (B) + (C)	No.	As a percentage	As a % of grand total (A) + (B) + (C) of sub-clause (I)(a)	Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	As a % total number of warrants of the same class	
1	Golekh Kumar Mallick	100000	0.80	0	0.00	0.00	0	0.00	0	0.00	100000
2	Anubhav Buildmart P Ltd	3036000	24.31	0	0.00	0.00	0	0.00	0	0.00	3036000
	TOTAL	3136000	25.11	0	0.0	0.00	0	0.00	0	0.00	3136000

(I)(c) Statement showing Shareholding of persons belonging to the category “Public” and holding more than 1 % of the total number of shares

Sr. No.	Name of Shareholder	Number of shares	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1	Lalit Kumar	1444000	11.56
2.	OP Property Developers Pvt. Ltd.	1150000	9.21
3.	SSD Real Estates Developers Pvt Ltd	1180000	9.45
4.	Purple Buildmart Pvt. Ltd.	1190000	9.53
5.	Inventure Merchant Banker Services Private Ltd	500000	4.004
6.	Classic Global Finance and Capital Limited	750000	6.01
	TOTAL	6214000	49.76

(d) Statement showing details of locked-in shares

Sr. No.	Name of Shareholder	Number of locked-in shares	Locked-in shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1	Anubhav Buildmart Private Limited	2497650	20.00%
2	Inventure Merchant Banker Services Private Limited	500000	4.004%
	TOTAL	2997650	24.00%

PROPERTY

Sr. No.	Description of Property	Name of Lessor	Agreement Date, Lease period	Amount	Purpose
1.	T-5, TF, Plot No.2, Malik Buildcon Plaza-1, Sector-12, Dwarka, New Delhi - 110078, Delhi	Mr. Nitin Bharal	February 16, 2014 For the period of 11 months	20,000 per month	Registered Office

Intellectual Property

Our Company does not own any Intellectual Property.

SECTION II – RISK FACTORS

The risks described below are relevant to the industries our Company is engaged in, our Company and our Equity Shares. If any one or more of the following risks as well as other risks and uncertainties discussed in the Draft Information Document were to occur, our business, financial condition and results of our operation could suffer material adverse effects, and could cause the trading price of our Equity Shares and the value of investment in the Equity Shares to materially decline which could result in the loss of all or part of investment.

These risks are not the only ones that our Company face. Our business operations could also be affected by additional factors that are not presently known to us or that we currently consider to be immaterial to our operations. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify financial or other implication of any risks mentioned herein.

INTERNAL RISKS

- 1. Our business is subject to risks related to weather, disease and pests that could adversely affect the results of our operations and our financial condition.***

Agri-products and Agri-inputs industry is subject to substantially all of the risks faced by the agriculture in India. The agri-products and agri-inputs industry is substantially subject to weather factors, which make its operational results relatively unpredictable. Weather among other factors also affects the presence of disease and pests in the short term on a regional basis. Extreme weather conditions, disease and pests can potentially affect quality and quantity of a substantial portion of our products in any year and have a material adverse effect on our business, results of operations and financial condition.

- 2. The agri-products and agri-inputs business is highly seasonal in our country and such seasonality may affect our operating results.***

The agri-products and agri-inputs business is highly seasonal in our country. Our raw material supplies are seasonal and our sales are also seasonal in nature. Further, majority of the farmers depend on rain for cultivation. Generally rainfall occurs during Kharif season and hence, the timing and seasonality of rainfall also impacts the business of our Company. Thus, we are subject to seasonal factors, which make our operating results relatively unpredictable. We recognize revenues upon the sale of our agri-input products.

- 3. Decline in prices of our products may reduce our profit margins.***

Prices of our products are influenced by several factors, including the inherent strength and productivity of the product, supply of competing product(s) in the market, demand from farmers and dealers, among others. Any adverse changes in terms of sale price, including not being able to revise prices in accordance with cost increases and other relevant factors including those not being in our control, may lead to a material adverse effect on our sales margins, profitability which would have a material adverse effect on our business, results of operations and financial condition.

- 4. Product defects could adversely affect our business.***

Although seeds undergo extensive quality checks before they are processed, they may still contain defective or undesired characteristics that may be difficult to detect, with the available technology and tools at our dominion, prior to their sale and use. Since our seeds are used by farmers, any quality defects therein would directly affect the earnings of the farmer. Losses claimed by farmers may include the value of lost crops, which could greatly exceed the value of the seeds we sell. We cannot assure that use of our products will not expose us to costly and time-consuming litigations/claims and lead to negative publicity about the quality of our products, further

affecting our sales and performance. Any of the aforesaid factors would have a material adverse effect on business, financial condition and results of operations.

5. *Our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures.*

We have not paid any dividends since incorporation. Our future ability to pay dividends will depend on our earnings, financial condition and capital requirements. Dividends distributed by us will attract dividend distribution tax at rates applicable from time to time. There can be no assurance that we will generate sufficient income to cover the operating expenses and pay dividends to the shareholders.

Our ability to pay dividends will also depend on our expansion plans. We may be unable to pay dividends in the near or medium term, and the future dividend policy will depend on the capital requirements and financing arrangements for the business plans, financial condition and results of operations.

6. *We do not own our Registered Office from which we operate.*

We do not own the premises on which our Registered Office is situated. The same is occupied by us on lease and license basis. We cannot assure you that we will own, or have the right to occupy, these premises in the future, or that we will be able to continue with the uninterrupted use of this property, which may impair our operations and adversely affect our financial condition.

7. *The loss of key suppliers or their failure to deliver material on a timely basis could negatively impact our business prospects and results of operations.*

We rely on our suppliers to provide materials like various fabrics which we trade. We must have an adequate supply of such materials to execute our order positions at all times. We purchase all the required materials from our suppliers on a purchase order basis and have no long-term contracts with any suppliers. If the suppliers, most of whom are local/domestic, are unable to supply us with these materials products in a timely manner or the costs of these products increase due to unforeseen circumstances, this could negatively impact our operating results.

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

(` in lacs)

Net Cash flow from	March 31, 2013	March 31, 2012
Investing activities	(6.00)	(405.62)

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

9. *If we are unable to retain the services of our Key Managerial Personnel, our business and our operating results could be adversely impacted.*

We are dependent on our Key Managerial Personnel for setting our strategic direction and managing our businesses. The loss of our key managerial personnel may materially and adversely impact our business, results of operations and financial condition.

10. *Our business requires us to obtain and renew certain registrations, licenses and permits from government and regulatory authorities and the failure to obtain and renew them in a timely manner may adversely affect our business operations.*

Our business operations require us to obtain and renew from time to time, certain approvals, licenses, registration and permits, some of which may expire and for which we may have to make an application for obtaining the approval or its renewal. We will be applying for certain approvals relating to our business. If we fail to maintain such registrations and licenses or comply with applicable conditions, or a regulatory authority claims we have not complied, with these conditions, our certificate of registration for carrying on a particular activity may be suspended and/or cancelled and we will not then be able to carry on such activity.

- 11. *We have not made an application for registration of our trademark under the Trade Marks Act. Our ability to use the trademark may be impaired.***

Our Company's business may be affected due to our inability to protect our existing and future intellectual property rights. We have not made an application for registration of trademark over our name and logo under the Trade Marks Act and consequently do not enjoy the statutory protections accorded to a trademark registered in India and cannot prohibit the use of such name and logo by anybody by means of statutory protection.

- 12. *We face substantial competition in the industry, our revenues could get affected in case we are not able to obtain customers and orders.***

Our Company is operating in real estate and infrastructure sector. We will face significant competition from existing players and potential entrants in the industry. Further, we will face significant competition mainly from large vertically integrated and diversified companies in the industry. Our revenues could get affected adversely in case we are not able to secure new customers and orders.

EXTERNAL RISKS

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

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

- 2. *Natural calamities and changing weather conditions caused as a result of global warming could have a negative impact on the Indian economy and consequently impact our business and profitability.***

Natural calamities such as draughts, floods, and earthquakes could have a negative impact on the Indian economy and may cause suspension, delays or damage to our current projects and operations, which may adversely impact our business and our operating results. India's being a monsoon driven economy, climate change caused due to global warming bringing deficient / untimely monsoons could impact Government policy which in turn would adversely affect our business.

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

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

- 4. *Tax rates applicable to Our Company may increase and may have an adverse impact on our business.***

Any increase in the tax rates including surcharge and education cess applicable to us may have an adverse impact on our business and results of operations and we can provide no assurance as to the extent of the impact of such changes.

5. *Political instability or changes in the Government could adversely affect economic conditions in India generally and our business in particular.*

The Government of India has traditionally exercised and continues to exercise a significant influence over many aspects of the economy. Our business, and the market price and liquidity of our Equity Shares, may be affected by interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. Since 1991, successive governments have pursued policies of economic liberalization and financial sector reforms. However, there can be no assurance that such policies will be continued in the future. A significant change in India's economic liberalization and deregulation policies could disrupt business and economic conditions in India generally and adversely affect our business, financial condition and results of operations.

6. *The price of our Equity Shares may be volatile, or an active trading market for our Equity Shares may not develop.*

There has been no public market for our Equity Shares. The trading price of our Equity Shares may fluctuate after this Issue due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India's fiscal regime, volatility in the Indian and global securities market, performance of our competitors, the Indian Capital Markets and Finance industry, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnerships, joint ventures, or capital commitments. In addition, if the stock markets experience a loss of investor confidence, the trading price of our Equity Shares could decline for reasons unrelated to our business, financial condition or operating results. The trading price of our Equity Shares might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. Each of these factors, among others, could materially affect the price of our Equity Shares. There can be no assurance that an active trading market for our Equity Shares will develop or be sustained after this Issue, or that the price at which our Equity Shares are initially offered will correspond to the prices at which they will trade in the market subsequent to this Issue.

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

Following the Issue, we will be subject to a daily "circuit breaker" imposed by BSE, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. This circuit breaker operates independently of the index-based, market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on our circuit breakers will be set by the stock exchanges based on the historical volatility in the price and trading volume of the Equity Shares.

The BSE may not inform us of the percentage limit of the circuit breaker in effect from time to time and may change it without our knowledge. This circuit breaker will limit the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, no assurance can be given regarding your ability to sell your Equity Shares or the price at which you may be able to sell your Equity Shares at any particular time.

SECTION III – SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Information with respect to the shareholding of a beneficial owner:

Not Applicable

Shareholders' agreement:

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

SECTION IV

OUR MANAGEMENT

DIRECTORS AND EXECUTIVE OFFICERS

As per the Articles of Association of our Company, we are required to have not less than three (3) Directors and not more than twelve (12) Directors on its Board. As on date of the Draft Information Document, our Board consist of 4 (Four) Directors. Mr. Swarn Rakesh Madhok is the Whole-time Director of our Company. Further, in compliance with the requirements of Clause 52 of the SME Equity Listing Agreement, our Board consist of 2 (Two) independent Directors.

The Board of Directors of our Company

The following table sets forth certain details regarding the members of our Company's Board as on the date of the Draft Information Document:

Sr. No.	Name, Designation, Address, Nationality, Age, Occupation and DIN	Date of Appointment as Director and Term of Office	Other Directorships
1.	<p>Mr. Swarn Rakesh Madhok S/o Mr. Bal Krishna Madhok</p> <p><i>Designation: Whole-time Director (Executive and Non-Independent)</i></p> <p><i>Address: Flat No.402, Royale Greens Appt., B-80, Sec-C, Mahanagar, Lucknow, 226001, Uttar Pradesh</i></p> <p><i>Age: 62 years</i></p> <p><i>Occupation: Business</i></p> <p><i>DIN: 06787337</i></p>	<p><i>Date of appointment:</i></p> <p>Appointed as Whole-time Director with effect from February 6, 2014</p> <p><i>Term: For a period of 5 years.</i></p>	<p><i>Public Limited Companies:</i></p> <ul style="list-style-type: none"> • Nil <p><i>Private Limited Companies:</i></p> <ul style="list-style-type: none"> • Nil
2.	<p>Mr. Golekh Kumar Mallick S/o Mr Sachitta Nand Mallick</p> <p><i>Designation: Director (Non Executive and Non-Independent)</i></p> <p><i>Address: 262-B, Asharam Gali,, Main Road Madawali Fazal,, Delhi, 110092</i></p> <p><i>Age: 33 years</i></p> <p><i>Occupation: Business</i></p> <p><i>DIN: 03040158</i></p>	<p><i>Date of appointment:</i></p> <p>October 3, 2013</p> <p><i>Term: Liable to retire by rotation.</i></p>	<p><i>Public Limited Companies:</i></p> <ul style="list-style-type: none"> • Nil <p><i>Private Limited Companies:</i></p> <ul style="list-style-type: none"> • Nil
3.	<p>Ms. Khushboo Agarwal D/o Mr Goarav Agarwal</p>	<p><i>Date of appointment:</i></p> <p>Appointed Additional Director</p>	<p><i>Public Limited Companies:</i></p>

	<p><i>Designation:</i> Director (<i>Non Executive and Independent</i>)</p> <p><i>Address:</i> 2 F-148, Front Side, IInd Floor,, Gali No.29, Madhu Vihar, Delhi-110092</p> <p><i>Age:</i> 36 years</p> <p><i>Occupation:</i> Business</p> <p><i>DIN:</i> 06792261</p>	<p>with effect from January 24, 2014</p> <p><i>Term:</i> Liable to retire by rotation.</p>	<ul style="list-style-type: none"> • Nil <p><i>Private Limited Companies:</i></p> <ul style="list-style-type: none"> • Nil
4.	<p>Mr. Kailash Chand Upreti S/o Mr. Kamalapati Upreti</p> <p><i>Designation:</i> Director (<i>Non Executive and Independent</i>)</p> <p><i>Address:</i> 348, Pardhan Enclave Parshuram Encalve, Village Burari, New Delhi, 110084, Delhi</p> <p><i>Age:</i> 43 years</p> <p><i>Occupation:</i> Business</p> <p><i>DIN:</i> 06782078</p>	<p><i>Date of appointment:</i></p> <p>Appointed Additional Director with effect from February 6, 2014</p> <p><i>Term:</i> Liable to retire by rotation.</p>	<p><i>Public Limited Companies:</i></p> <ul style="list-style-type: none"> • Nil <p><i>Private Limited Companies:</i></p> <ul style="list-style-type: none"> • Nil

Note:

- 1) None of the above mentioned Directors are on the RBI List of willful defaulters as on the date of the Draft Information Document.
- 2) None of the Promoters, persons forming part of our Promoter Group, our Directors or persons in control of our Company or our Company are debarred by SEBI from accessing the capital market.
- 3) None of the Promoters, Directors or persons in control of our Company, have been or are involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.
- 4) There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the directors was selected as a director or member of senior management.

Brief Profile of the Directors of our Company

Swarn Rakesh Madhok, aged 62 years, is a Whole Time Director of our Company. He has done his Bachelors in Commerce. He has more than 30 years experience in the leadership position in the finance domain. He is responsible for overall planning & management of our Company. He takes care of day to day business of our Company. He predominantly responsible of for implementation decisions within the organizations including scheduling of tasks and ensuring quality of deliveries.

Golekh Kumar Mallick, aged 33 years, is a Non Executive Director of our Company. He has done his Bachelors in Commerce and is also an MBA. He has about 10 years of experience in the field of finance, capital markets and related activities. He predominantly involved at the strategic level.

Khushboo Agarwal, aged 36 Years, is an Independent Director of our Company. She is Commerce graduate and has 12 years in the field of accounts and Finance. As an Independent Director, she has brought innovative corporate acumen which brings value addition to our Company.

Mr Kailash Chand Upreti, aged 43 years, is a Independent Director of our Company. He has completed his graduation in Arts. He has 18 years of experience in administration and commercial operations of the industry.

Family relationship between Directors

None of our Directors are related to each other within the meaning of Section 6 of the Companies Act, 1956.

Terms and Conditions of Employment of the Directors

i. Whole Time Director

Mr. Swarn Rakesh Madhok

Mr. Swarn Rakesh Madhok is the Whole-time Director of our Company. He was designated as the Whole Time Director for a term of 5 years commencing w.e.f. February 6, 2014. The remuneration payable to him towards salary (inclusive of perquisites, performance bonus and allowances) shall not exceed ` 20,000 per month.

ii. No remuneration is payable to Mr. Golekh Kumar Mallick being Non Executive Director of our Company.

iii. Independent Directors

Our independent Directors are not entitled to any sitting fees for attending meetings of the Board, or of any committee of the Board.

Corporate Governance

Our Company has complied with the corporate governance code in accordance with Clause 42 of the Listing Agreement, particularly those relating to composition of Board of Directors, constitution of committees such as Audit Committee and Shareholder / Investors Grievance Committee. Our Board functions either as a full board or through various committees constituted to oversee specific operational areas. Further, our Company undertakes to take all necessary steps to comply with all the requirements of Clause 42 of the Listing Agreement to be entered into with the Stock Exchanges.

Composition of Board of Directors

The Board of Directors of our Company has an optimum combination of executive and non-executive Directors as envisaged in Clause 42 of the Listing Agreement. Our Board has 4 Directors out of which two are independent directors in accordance with the requirement of Clause 42 of the Listing Agreement.

In terms of Clause 42 of the Listing Agreement, our Company has constituted the following Committees of the Board:

1. Audit Committee
2. Shareholders/Investors Grievance Committee

To enable efficient functioning with regards to the activities relating to this Issue we have constituted an Initial Public Offer (IPO) Committee.

1. **Audit Committee**

As on the date of the Draft Information Document the Audit Committee consists of the following Directors:

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. Kailash Chand Upreti	Chairman	Non-executive and Independent
Ms. Khushboo Agarwal	Member	Non-Executive and Independent
Mr. Swarn Rakesh Madhok	Member	Executive and Non Independent

Our Company Secretary, Avinash Kumar Singh is the secretary of the Audit Committee.

The terms of reference of our Audit Committee are given below:

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to the statutory auditors for any other services rendered by the statutory auditors.
4. Appointment, removal and terms of remuneration of internal auditor.
5. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference, but not restricted to:
 - a. Matters required to be included in the Director's Responsibility Statement' to be included in our Board's report in terms of Clause (2AA) of Section 217 of the Companies Act;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to the financial statements;
 - f. Disclosure of any related party transactions;
 - g. Qualifications in the draft audit report.
6. Reviewing, with the management, the quarterly financial statements before submission to the board of directors for their approval, including such review as may be required for compliance with provisions of the listing agreement entered into with the Stock Exchanges;
7. Monitoring the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
8. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
9. 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.
10. Reviewing management letters / letters of internal control weaknesses issued by the statutory auditors;
11. Discussing with internal auditors on any significant findings and follow up thereon.
12. 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.
13. 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.
14. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.
15. To review the functioning of the 'whistle blower' mechanism, when the same is adopted by our Company and is existing.

16. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
17. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee and to carry out any other function statutorily required to be carried out by the Audit Committee as per applicable laws;
18. The Audit Committee shall mandatorily review the following information:
 - a. Management discussion and analysis of financial information and results of operations;
 - b. Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management;
 - c. Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - d. Internal audit reports relating to internal control weaknesses; and
 - e. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee.
19. Terms of reference, power, quorum and other matters in relation to the Audit Committee will be as per Clause 52 of Listing Agreement

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

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

2. Shareholders/ Investors Grievance Committee

As on the date of the Draft Information Document the Shareholders/ Investors Grievance Committee consists of the following Directors:

Name of the Director	Designation in the Committee	Nature of Directorship
Ms. Khushboo Agarwal	Chairman	Non-executive and Independent
Mr. Kailash Chand Upreti	Member	Non-executive and Independent
Mr. Golekh Kumar Mallick	Member	Non-executive and Non -Independent

Our Company Secretary, Avinash Kumar Singh is the secretary of the Shareholders/ Investors Grievance Committee.

This Committee will address all grievances of Shareholders and Investors in compliance of the provisions of Clause 42 of the Listing Agreements with the Stock Exchanges and its terms of reference include the following:

1. Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares and debentures;
2. Redressal of shareholders and investor complaints in relation to transfer of shares, allotment of shares, non-receipts of the refund orders, right entitlement, non-receipt of Annual Reports and other entitlements, non-receipt of declared dividends etc;
3. Monitoring transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of shares and other securities issued by our Company, including review of cases for refusal of transfer/ transmission of shares
4. Issue of duplicate / split / consolidated share certificates;
5. Allotment and listing of shares;
6. Review of cases for refusal of transfer / transmission of shares and debentures;
7. Reference to statutory and regulatory authorities regarding investor grievances;
8. Ensure proper and timely attendance and redressal of investor queries and grievances.
9. To do all such acts, things or deeds as may be necessary or incidental to the exercise of all the above powers.

SECTION V
OUR PROMOTERS

The Promoters of our Company are:

Individual Promoter:

1. Mr. Golekh Kumar Mallick

Corporate Promoter:

2. Anubhav Buildmart Private Limited

Brief profile of our Promoters is as under:



Golekh Kumar Mallick, aged 33 years, is a Non Executive Director of our Company. He has done his Bachelors in Commerce and is also an MBA. He has about 10 years of experience in in the field of finance, capital markets and related activities. He predominantly involved at the strategic level. He is responsible for overall planning & strategic management of our Company.

PAN: AOOPM1285P

Address: 262-B, Asharam Gali,, Main Road Madawali Fazal,, Delhi, 110092

CORPORATE PROMOTER

1. Anubhav Buildmart Private Limited (“ABPL”)

Corporate Information

ABPL was incorporated on October 25, 2007 under the Companies Act, 1956 with the Registrar of Companies, N.C.T. of Delhi & Haryana, Delhi. The Corporate Identification Number of ABPL is U45400DL2007PTC169898.

The registered office of ABPL is situated at DA/4, 106, Dua Business Center, Main Vikas Marg, Shakarpur, Delhi – 110092.

The Company was initially promoted by Mr. Sandeep Kumar Paatwa and Mr. Rajesh Kumar Gupta.

Mr. Golekh Kumar Mallick is the promoters of ABPL. He became the promoter in April 2013. ABPL is an unlisted company.

Current Nature of Activities

The objects of ABPL is to deal real estate activity and the Company has not started commercial operation till date.

Board of Directors

The board of directors of ABPL as on date of this Draft Information Document is as follows:

Sr. No.	Name	Designation
1.	Mr. Rajeev Kumar Bansal	Director
2.	Mr. Amit Agarwal	Director

Shareholding Pattern

The shareholding pattern of ABPL as on date of this Draft Information Document is as follows:

Sr. No.	Name of Shareholders	Number of Shares	Percentage of share capital (%)
1	Mr. Golekh Kumar Mallick	50,000	20.00
2	Mr. Swarn Rakesh Madhok	200000	80.00
Total		2,50,000	100.00

Other disclosures:

ABPL has not made any public issues or rights issue in the preceding three years prior to the date of this Draft Information Document. ABPL is not a 'sick company' as defined in SICA nor have winding up proceedings been initiated against ABPL.

ABPL currently holds **30,36,000** Equity Shares i.e. **24.31%** of the Pre-Issue Equity Share holding in our Company.

Our Promoters and the members of our Promoter Group have not been debarred from accessing the capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority. None of our Promoters was or also is a promoter, director or person in control of any other company which is debarred from accessing the capital market under any order or directions made by the SEBI.

Further, neither our Promoters, the relatives of our Promoters (as defined under the Companies Act) nor our Group Companies have been declared as a willful defaulter by the RBI or any other government authority and there are no violations of securities laws committed by our Promoters in the past and no proceedings for violation of securities laws are pending against him.

Other Ventures of Promoter

Our Promoters do not have any other ventures.

SECTION VI – RELATED PARTY TRANSACTIONS

Related party disclosure in accordance with AS – 18

There are no related party transactions, other than subscription of capital by our promoters.

SECTION VI – LEGAL PROCEEDINGS

I. Litigations involving our Company

A. *Against our Company*

NIL

Income Tax related matters

NIL

B. *By our Company*

NIL

II. Litigations involving our Directors / Promoters

A. *Against our Directors / Promoters*

Nil

B. *By our Directors / Promoters*

Nil

III. Litigations involving our Group Entities

A. *Against our Group Entities : Nil*

B. *By our Group Entities: Nil*

IV. Other litigations involving any other entities which may have a material adverse effect on our Company

There is no outstanding litigation, suits, criminal or civil prosecutions, statutory or legal proceedings including those for economic offences, tax liabilities, prosecution under any enactment in respect of Schedule XIII of the Companies Act, show cause notices or legal notices pending against any company whose outcome could affect the operation or finances of our Company or have a material adverse effect on the position of our Company.

V. Potential Litigations

There are no potential litigations against our Company, our Promoters, our Directors, our Subsidiary or our Group Entities that we are currently aware of or in connection with which, we have received notice.

VI. Details of the past penalties imposed on our Company / Directors

As on the date of the Draft Information Document, no penalties have been imposed on our Company or any of our Directors.

SECTION VIII

DECLARATION

We, the undersigned, hereby certify that, all the relevant provisions of the Companies Act, 1956/ Companies Act, 2013 (to the extent notified), and the guidelines issued by the Government of India or the guidelines and regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Draft Information Document is contrary to the provisions of the Companies Act, 1956 / Companies Act, 2013 (to the extent notified), the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations or guidelines issued, as the case may be. We further certify that all the disclosures and statements made in the Draft Information Document are true, fair, accurate and correct.

Signed by all the Directors of Greenvalue Agrofarms Limited

Name and designation	Signature
Mr. Swarn Rakesh Madhok <i>Whole Time Director</i>	
Mr. Golekh Kumar Mallick <i>Director</i>	
Mr. Kailash Chand Upreti <i>Independent Director</i>	
Ms. Khushboo Agarwal <i>Independent Director</i>	

Signed by the Manager - Finance

Mr. Manoj Singh

Signed by the Company Secretary & Compliance Officer

Mr. Avinash Kumar Singh

Place: **New Delhi**

Date: February 28, 2014