



AF ENTERPRISES LIMITED

241, 2ND FLOOR, RG MALL, OPPOSITE PLOT NO. 39, SEC-9, ROHINI, NEW DELHI-110085

E-MAIL: info.afenterprises@gmail.com
CIN NO.- L65993DL1983PLC016354, Tel No.- 011-45566913
Website: www.afenterprisesltd.com

SCHEDULE II

Information Memorandum

Matters to be specified in prospectus and reports to be set out therein [See sections 43(2)(a) and 56]

PART I

I. General information

(a) Name and address of registered office of the company.

A. F. Enterprises Limited

241, Second Floor, RG Mall, Opposite Plot No. 39, Sector- 9, Rohini, New Delhi- 110085
Ph: +91-11- 45566913

(b) (i) Consent of the Central Government for the present issue and declaration of the Central Government about non-responsibility for financial soundness or correctness of statements.

The Company is an existing listed Company on Delhi Stock Exchange Limited and with that status the application has been filed for Direct Listing with BSE and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO.

(ii) Letter of intent/industrial licence and declaration of the Central Government about non-responsibility for financial soundness or correctness of statements.

The Company is an existing listed Company on Delhi Stock Exchange Limited and with that status the application has been filed for Direct Listing with BSE and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO.

(c) Names of regional stock exchange and other stock exchanges where application made for listing of present issue.

Not Applicable. However the Company is already listed on Delhi Stock Exchange Limited and under direct listing norms, Company is proposing to list its Equity Shares with BSE Limited.

(d) Provisions of sub-section (1) of section 68A of the Companies Act, relating to punishment for fictitious applications.

The Company is an existing listed Company on Delhi Stock Exchange Limited and with that status the application has been filed for Direct Listing with BSE and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO.

(e) Statement/declaration about refund of the issue if minimum subscription of 90% is not received within 90 days from closure of the issue.

The Company is an existing listed Company on Delhi Stock Exchange Limited and with that status the application has been filed for Direct Listing with BSE and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO.

(f) Declaration about the issue of allotment letters/refunds within a period of 10 weeks and interest in case of any delay in refund at the prescribed rate under section 73(2)/(2A).

The Company is an existing listed Company on Delhi Stock Exchange Limited and with that status the application has been filed for Direct Listing with BSE and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO.



(g) Date of opening of the issue. **Not Applicable**

Date of closing of the issue. **Not Applicable**

Date of earliest closing of the issue. **Not Applicable**

(h) Name and address of Compliance Officer, auditors and lead managers.

Company Secretary and Compliance Officer

Mr. Vikas Gupta
241, Second Floor, RG Mall, Opposite Plot No. 39
Sector- 09, Rohini
New Delhi- 110085
Ph: +91-11- 45566913

M/s V. N. Purohit & Co., Chartered Accountants

214, New Delhi House, 2nd Floor, 27 Barakhamba Road, New Delhi- 110001
Ph: +91-11- 43596011

(i) Name and address of lead managers: **Not Applicable**

(j) Statement containing particulars of the dates of and parties to all material contracts, agreements (including agreements for technical advice and collaboration), concessions and similar other documents (except those entered into in the ordinary course of business carried on or intended to be carried on by the company) together with the brief description of terms, subject matter and general nature of the documents, if applicable:

There are no material contracts, agreements (including agreements for technical advice and collaboration), concessions and similar other documents (except those entered into in the ordinary course of business carried on or intended to be carried on by the company) that have been entered into by the Company.

(k) Statement containing particulars of any commission, brokerage, discount or other special terms including an option for the issue of any kind of securities granted to any person, if applicable:

The Company had made its Initial Public Offer of Equity shares in the year 1984. Details of commission paid, if any, are not available as on date.

(l) Name and address of trustee under debenture trust deed (in case of debenture issue). **Not Applicable**

(m) Whether rating from CRISIL or any rating agency has been obtained for the proposed debenture/preference shares issue. **Not Applicable**

If no rating has been obtained, this should be answered as "No".

If "Yes" the rating should be indicated.

(n) Underwriting of the issue. **Not Applicable**

(Names and addresses of the underwriters and the amount underwritten by them.)

(Declaration by board of directors that the underwriters have sufficient resources to discharge their respective obligations.)

(c) a statement by the board of directors stating that- **Not Applicable**

(i) all monies received out of issue of shares or debentures to public shall be transferred to a separate bank account other than the bank account referred to in sub-section (3) of section 73;

(ii) details of all monies utilised out of issue referred to in sub-item (i) shall be disclosed under an appropriate separate head in the Balance Sheet of the company indicating the purpose for which such monies had been utilised; and

(iii) details of all unutilised monies out of issue of shares or debentures, if any, referred to in sub-item (i) shall be disclosed under an appropriate separate head in the Balance Sheet of the company indicating the form in which such unutilised monies have been invested.]

II. Capital structure of the company

(a) Authorised, issued, subscribed and paid-up capital.

S.no	Particulars	Remark
1.	Authorised Capital	Rs. 4,50,00,000/- (Rupees Four Crore Fifty Lacs Only), comprising of 45,00,000 Equity Shares bearing a face value of Rs 10/- each
2.	Issued, subscribed and paid-up capital	Rs. 4,00,00,000/- (Rupees Four Crores Only), comprising of 40,00,000 Equity Shares bearing a face value of Rs 10/- each

Top Ten Shareholders as on May 16, 2014

S.no	Name of Shareholder	Number of Shares	% of shares
1.	RMS Mosquito Private Limited	807600	20.19
2.	Kiran Mittal	260000	6.50
3.	Kailash Chand Mittal	200000	5.00
4.	Sanjeev Dalmia	200000	5.00
5.	Upaben Nitinkumar Patel	140000	3.50
6.	Sonalben Kirtikumar Patel	140000	3.50
7.	Brij Bhushan Gupta	125000	3.13
8.	Mohammad Arshad Khan	80000	2.00
9.	Jugalkishore Mahendra Kumar Blyani HUF	70000	1.75
10.	Sapna Nilay Kantawala	70000	1.75

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EVOLUTION OF EQUITY SHARE CAPITAL OF THE COMPANY

Date of allotment of shares	No. of Equity Shares issued	Face Value (In Rs.)	Issue Price per Share (In Rs.)	Consideration	Cumulative No. of Shares	Remarks
Incorporation	2	100	100	Cash	2	Subscribers to the Memorandum of Association
September 24, 1983	20*	10	10	-	20	*
January 31, 1984	2,39,980	10	10	Cash	2,40,000	Pursuant to IPO
December 05, 2013	37,60,000	10	10	Cash	40,00,000	Preferential Allotment

* Face Value of Equity Shares was changed from Rs. 100 to Rs. 10 and consequently 2 shares as allotted to Promoters were split into 20 shares at the Board Meeting held on September 24, 1983.

(b) Size of present Issue giving separately reservation for preferential allotment to promoters and others. **Not Applicable**

(c) Paid-up capital: **Rs. 4,00,00,000/- (Rupees Four Crores Only)**, comprising of **40,00,000 Equity Shares** bearing a face value of Rs 10/- each. The Company does not have any outstanding convertible warrants or any other security.

(i) after the present issue: **Not Applicable**

(ii) after conversion of debentures (if applicable): **Not Applicable**

III. Terms of the present issue

The Company is an existing listed Company on Delhi Stock Exchange Limited and with that status the application has been filed for Direct Listing with BSE and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO.

(a) Terms of payments. **Not Applicable**

(b) Rights of the Instrument holders. **Not Applicable**

(c) How to apply - availability of forms, prospectus and mode of payment. **Not Applicable**

(d) Any special tax benefits for company and its shareholders. **Not Applicable**

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IV. Particulars of the issue

The Company is an existing listed Company on Delhi Stock Exchange Limited and with that status the application has been filed for Direct Listing with BSE and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO.

(a) Objects. **Not Applicable**

(b) Project cost. **Not Applicable**

(c) Means of financing (Including contribution of promoters). **Not Applicable**

V. Company, management and project

(a) History and main objects and present business of the company.

Brief History of the Company:

A. F. Enterprises Limited (bearing CIN No. L65993DL1983PLC016354) was incorporated on August 18, 1983 in the name and style of A. F. Investment Private Limited under the Companies Act, 1956 with the Registrar of Companies, Delhi & Haryana. The name of the Company was changed to A. F. Investment Limited with effect from November 24, 1983 and thereafter to its present name A. F. Enterprises Limited with effect from October 08, 1991.

Presently, the registered office of the Company is situated at 241, Second Floor, RG Mall, Opposite Plot No. 39, Sector- 9, Rohini, New Delhi- 110085.

As on the date of this Information Memorandum, the main object of the Company is to carry on the business of Consultancy, Trading and Investment.

At present the Company is listed at the Delhi Stock Exchange Limited (DSE) with the paid Rs. 4,00,00,000/- (Rupees Four Crores Only), comprising of 40,00,000 Equity Shares bearing a face value of Rs 10/- each.

The entire present paid up Equity Share Capital of the Company is currently listed at DSE (Scrip Code: 4272).

In the past, the trading of shares of the Company had been suspended by the DSE. However, DSE, vide letter no. DSC/LIST/4272/SA/9005, dated November 02, 2010 had revoked the suspension in trading of the Equity Shares of the Company w.e.f. November 04, 2010. The shares of the Company are not currently suspended.

Main Objects of the Company

1. To carry on the business of an investment company and for that purpose to invest-in, acquire, underwrite subscribe for, hold shares, bonds, stock securities, debentures, debenture stocks, issued or guaranteed by the company constituted and carrying on business in India or elsewhere; any Government, State, dominions sovereign central or provincial commissioners, port trust, public body or authorities, supreme, municipal, local or otherwise whether in India or elsewhere.
2. To invest money, not amounting to banking business, on personal, securities or on the securities of lease hold, free hold land/buildings, shares, securities, stock, merchandise and other properties and assets and to lend and advance money to such persons, firms or companies and upon such terms and subject to such conditions as may seem expedient. To carry on and transact every kind of guarantee and indemnity business and to undertake trusts of all kinds.
3. To carry on the business of financiers and finance brokers.

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4. Subject to section 58-A and 292 of the Act and the regulations made thereunder and the directions issued by the Reserve Bank of India to receive accept or borrow money on deposits either with or without security and to invest or lend money on security or otherwise to any Company, firm, association, corporation, trust of persons and to deposit money or interest or otherwise in any other form with any person, firm corporation, company, trust and association and open accounts, overdrafts, cash credits and to keep fixed or other deposit with banks, finance companies or other concern.

Business Activity

The Company was lying dormant till its Takeover by the Present Promoters. The Company is carrying on the business of an investment company to invest- in, acquire or hold shares, bonds, securities, etc. Its main business is to carry on the activity of an investment, invest-in, acquire, underwrite subscribe for, hold shares, bonds, stock securities, debentures, debenture stocks issued or guaranteed by the company constituted and carrying on business in India or elsewhere.

Led by a strong management and board-of-directors team, A F Enterprises is poised for rapid growth. The team's unique experience and insight allows the company to discover new opportunities and reveal their true potential.

Major Events

Year	Event
August, 1983	Incorporated as A. F Investment Private Limited
November, 1983	The name of the Company was changed to A. F. Investment Limited
January, 1984	Initial Public Offer of Equity Shares
October, 1991	The name of the Company was changed to A. F. Enterprises Limited
January, 2014	The control of the Company was taken over by the Present Promoters

(b) Subsidiary(ies) of the company, if any.

Name of Company	Status	Listed on Stock Exchange	Share Price
NA	NA	NA	NA

There are no erstwhile or present promoter group companies which are listed on or were listed on any Stock Exchanges.

(c) Promoters and their background.

A) Corporate Promoter: M/s RMS Mosquito Private Limited (RMS)

- RMS is a Private Limited Company, having its registered office at House No. 27, Plot No. 19, Kadambari Appts., Sector-9, Rohini, New Delhi- 110085. RMS was incorporated on March 09, 2012 under the Companies Act, 1956 with Registrar of Companies, NCT of Delhi & Haryana.
- The main object of RMS is to carry on the business of manufacturers, processors, formulators, buyers, sellers, importers, exporters, traders, suppliers, agent, services providers and dealers in all kind of pest controls, mosquito pest controls, mosquito products, pesticides, Insecticides and other chemicals.
- The present Authorised Capital of RMS is Rs. 26,00,000/- (Rupees Twenty Six Lacs Only) divided into 2,60,000 (Two Lac Sixty Thousand Only) Equity Shares of Rs. 10/- (Rupees Ten only) each. As on the date of this Information Memorandum, the paid-up share capital of RMS consists of Rs. 26,00,000/- (Rupees Twenty Six Lacs Only) divided into 2,60,000 (Two Lac Sixty Thousand only) fully paid up Equity Shares of Rs. 10/- each.

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- RMS is a Private Limited Company and is not listed on any Stock Exchange.
- The Current Promoters of RMS are Ms. Charu Aggarwal and Mr. Rajat Choudhary. Their individual shareholding in RMS is as follows:

Name of Promoters	No. of equity shares held in RMS	Percentage of total paid-up capital (in %)
Charu Aggarwal	1,05,000	40.38
Rajat Choudhary	1,05,000	40.38
Total	2,10,000	80.77

- The Board of Directors of RMS as on the date of this Letter of Offer, comprises of 2 (Two) Directors. The details of the Board of Directors are as below:

S. No.	Name and DIN of the Directors	Experience	Qualification	Date of Appointment
1.	Ms. Charu Aggarwal (DIN: 06632839)	2 years	ACS	02/08/2013
2.	Mr. Rajat Choudhary (DIN: 06675514)	1 year	Graduate	02/08/2013

B) Individual Promoter: Mrs. Charu Aggarwal



Age	24 Years
Personal Address	A-219, Hanuman Mandir, Netaji Marg, Kewal Park, New Delhi-110033
Designation	Director
Educational qualifications and professional Experience	Associate Member of the Institute of Company Secretaries of India.
	Experience: 2 years
Directorship held	1. RMS Mosquito Private Limited 2. A. F. Enterprises Limited
Other ventures	RMS Mosquito Private Limited
Business	Professional
Voter ID No.	AKC0476101
Permanent Account Number	AYNPA8110G
Passport Number	Z2312982
Bank Account No.	060932200000329, Lakshmi Vilas Bank, Sector 7, Rohini
DIN	06632839

Profile: Mrs. Charu Aggarwal, aged 24 years is a Promoter Director of A. F. Enterprises Limited and handles day to day affairs of the Company. She is an Associate Member Institute of Company Secretaries of India.



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(d) Names, addresses and occupation of manager, managing director and other directors including nominee- directors, whole-time directors (giving their directorships in other companies).

<u>Name of Directors</u>	<u>Address</u>	<u>Occupation</u>	<u>DIN</u>	<u>Designation</u>	<u>Status</u>	<u>Other Directorships</u>
Charu Aggarwal	A-219 Hanuman Mandir, Netaji Marg Kewal Park, Delhi, 110033, Delhi	Professional	06632839	Director	Promoter Director	RMS Mosquito Private Limited
Navneet Mangal	82 Pansari Mohalla Paota, Th. Kotputli Distt Jaipur, Jaipur, 303108, Rajasthan	Service	06632840	Director	Executive Director	Nil
Rahul Yadav	C-50, C-Block, Yadav Nagar, Samay Pur, Delhi, 110042	Self Employed	06678715	Additional director	Independent Director	Nil
Sanjay Kumar Gupta	I-6T/1, Block T Sanjay Park, Near Prem Nagar, Baljeet Nagar, Delhi, 110008	Self Employed	06788728	Additional director	Independent Director	Nil

(e) Location of project. **Not Applicable**

(f) Plant and machinery, technology, process, etc. **Not Applicable**

(g) Collaboration, any performance guarantee or assistance in marketing by the collaborators. **Not Applicable**

(h) Infrastructure facilities for raw materials and utilities like water, electricity, etc:

We have a fully furnished office space of approximately 200 sq. ft in a commercial mall in Rohini, Delhi. Our office has all facilities like Computers, Laptops, Internet Connection, Water, Electricity, Air Conditioners etc.

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(i) Schedule of Implementation of the project and progress made so far, giving details of land acquisition, civil works installation of plant and machinery, trial production, date of commercial production, etc. **Not Applicable**

(j) The products: **The Company is in the business of Consultancy, Trading and Investment and does not manufacture any products.**

(i) Nature of the product(s) - consumer /industrial and end-users. **Not Applicable**

(ii) Approach to marketing and proposed marketing set up. **Not Applicable**

(iii) Export possibilities and export obligations, if any (in case of a company providing any "service" particulars, as applicable, be furnished). **Not Applicable**

(k) Future prospects - expected capacity utilisation during the first three years from the date of commencement of production, and the expected year when the company would be able to earn cash profits and net profits. **Not Applicable**

(l) Stock market data for shares/debentures of the company (high/low price) in each of the last three years and monthly high/low during the last six months (where applicable). **Not Applicable**

VI. Following particulars in regard to the company and other listed companies under the same management within the meaning of section 370(1B), which made any capital issue during the last three years:

Name of the company	: Not Applicable
Year of issue	: Not Applicable
Type of issue (Public/rights/composite)	: Not Applicable
Amount of Issue	: Not Applicable
Date of closure of issue	: Not Applicable
Date of completion of delivery of share/debenture certificates	: Not Applicable
Date of completion of the project, where object of the issue was financing of a project	: Not Applicable
Rate of dividend paid	: Not Applicable

The details of the dividends and/or cash bonuses paid by our Company in the last 10 years are as follows:

	EQUITY			PREFERENCE		
	Rate (%)	Amt. per Share	Total Amt.	Rate (%)	Amt. per Share	Total Amt.
Records of Dividends and Cash Bonus (if any) for the last ten years						
(a) 2012-13 -Interim	NA	NA	NA	NA	NA	NA
Final	NA	NA	NA	NA	NA	NA
Total	NA	NA	NA	NA	NA	NA
(b) 2011-12 -Interim	NA	NA	NA	NA	NA	NA
Final	NA	NA	NA	NA	NA	NA
Total	NA	NA	NA	NA	NA	NA
(c) 2010-11 -Interim	NA	NA	NA	NA	NA	NA
Final	NA	NA	NA	NA	NA	NA

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Total	NA	NA	NA	NA	NA	NA
(d) 2009-10 -Interim	NA	NA	NA	NA	NA	NA
Final	NA	NA	NA	NA	NA	NA
Total	NA	NA	NA	NA	NA	NA
(e) 2008-09 -Interim	NA	NA	NA	NA	NA	NA
Final	NA	NA	NA	NA	NA	NA
Total	NA	NA	NA	NA	NA	NA
(f) 2007-08 -Interim	NA	NA	NA	NA	NA	NA
Final	NA	NA	NA	NA	NA	NA
Total	NA	NA	NA	NA	NA	NA
(g) 2006-07 -Interim	NA	NA	NA	NA	NA	NA
Final	NA	NA	NA	NA	NA	NA
Total	NA	NA	NA	NA	NA	NA
(h) 2005-06 -Interim	NA	NA	NA	NA	NA	NA
Final	NA	NA	NA	NA	NA	NA
Total	NA	NA	NA	NA	NA	NA
(i) 2004-05 -Interim	NA	NA	NA	NA	NA	NA
Final	NA	NA	NA	NA	NA	NA
Total	NA	NA	NA	NA	NA	NA
(j) 2003-04 -Interim	NA	NA	NA	NA	NA	NA
Final	NA	NA	NA	NA	NA	NA
Total	NA	NA	NA	NA	NA	NA

VII.

(a) Outstanding litigations pertaining to-

(i) matters likely to affect operation and finances of the company including disputed tax liabilities of any nature; **Not Applicable**

(ii) criminal prosecution launched against the company and the directors for alleged offences under the enactments specified in paragraph 1 of Part I of Schedule XIII to the Companies Act, 1956. **There are no criminal proceedings launched against the Company or its Directors.**

(b) Particulars of default, if any, in meeting statutory dues, institutional dues, and towards instrument holders like debentures, fixed deposits, and arrears on cumulative preference shares, etc. (also give the same particulars about the companies promoted by the same private promoters and listed on stock exchanges). **Not Applicable** as there is no default in meeting in meeting any statutory dues and institutional dues. Further, Company has not issued any debentures, fixed deposits, preference shares etc.

(c) Any material development after the date of the latest balance sheet and its impact on performance and prospects of the company. **Not Applicable**

VIII. Management perception of risk factors

1. **The revenues from our corporate advisory services are generally volatile by nature and may continue to be inconsistent due to the very nature of this business which is dependent on the overall volatility in the economy.**

We are engaged in the business of corporate advisory services wherein the fee is earned only on the successful closure of the transaction. Therefore, our income from such services is directly dependent on our ability to adequately perform under the overall macro economic conditions prevailing in the Indian economy and successfully close the transaction. Further, our income is also dependent on ability of our clients to cope up with the prevailing economic conditions. Depressed economic conditions can hamper our ability to close transactions. Thus, failure on our part to perform and close the transaction would have a material adverse effect on the success based income earned by us.



- 2. Our inability to effectively implement our growth strategies or manage our growth could have an adverse effect on our business, results of operations and financial condition.**

Our growth strategy envisages a strong client base and operational income growth. Our growth strategy is subject to and involves risks and difficulties which may be beyond our control. However, there could be a possibility that we will not be able to implement our growth strategy leading to a possibility that we may not grow at a comparable rate to our target growth rate or the required growth rate to effectively compete in the market either in terms of profit or income. Further, such growth strategy will place significant demands on our management, financial and other resources. It will require us to continuously develop and improve our operational, financial and internal controls and more importantly adhering to quality and high standards that meet customer expectations. Any inability on our part to manage such growth could disrupt our business prospects, impact our financial condition and adversely affect our results of operations.

- 3. We need additional capital to develop our business. Without additional capital we may not be able to implement our business plan.**

The continued development of our services will require the commitment of substantial resources to implement our business plan. In addition, substantial expenditures will be required to enable us to manage properties in the future. Currently, we have no established bank-financing arrangements. Therefore, it is likely we would need to seek additional financing in future.

We cannot give you any assurance that any additional financing will be available to us, or if available, will be on terms favourable to us. If adequate additional financing is not available on acceptable terms, we may not be able to implement our business development plan or continue our business operations.

- 4. We are dependent on our management team for success whose loss could seriously impair the ability to continue to manage and expand business efficiently.**

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

- 5. We have a limited operating history in an evolving industry, which makes it difficult to evaluate our future prospects and may increase the risk that we will not be successful.**

We have a limited operating history in an evolving industry that may not develop as expected. Assessing our business and future prospects is challenging in light of the risks and difficulties we may encounter.

- 6. We do not have any insurance coverage for protecting us against any material hazards.**

At present, we do not have any insurance policy for protecting us against any material hazards. Any damage suffered by us in respect of any events would not be covered under any insurance and we would bear the effect of such losses.

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

We do not own the premises on which our Registered Office is situated. We have entered into a Lease Deed for the said premises. We cannot assure you that we shall be able to secure renewal of the Agreement and continue to have the right to occupy these premises going forward, or that we shall be able to continue with the uninterrupted use of this property going forward. This may impair our ongoing operations and have material adverse effect on our results of operation.

8. **Our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures and there can be no assurance that we will be able to pay dividends in the future.**

We currently intend to invest our future earnings, if any, to fund our growth. The amount of dividend payments shall depend upon our future earnings, financial condition, cash flows, working capital requirements and capital expenditures. So, there can be no assurance that we will be able to pay dividends in the future.

The risk stated above and constantly changing dynamics of the Economy could have a material adverse effect on the business, financial condition and result of operation of the Company.

PART II

A. General information

1. Consent of directors, auditors, solicitors/ advocates, managers to the issue, Registrar of issue, bankers to the company, bankers to the issue and experts. **Not Applicable** since the Company is an existing Listed Company on DSE and with that status the application has been filed with BSE and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO.

2. Expert opinion obtained, if any. **Not Applicable** since the Company is an existing Listed Company on DSE and with that status the application has been filed with BSE and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO.

3. Change, if any, in directors and auditors during the last three years, and reasons thereof.

Change in Directors

There are certain changes in the Board of Directors during the last three years, the details of the same are furnished hereunder:

S. No	Name	Date of Appointment	Date of Cessation	Reason
1.	Charu Aggarwal	08/01/2014	N.A	Appointed as Director
2.	Navneet Mangal	22/07/2013	N.A	Appointed as Director
3.	Rahul Yadav	06/09/2013	N.A	Appointed as Director
4.	Sanjay Kumar Gupta	18/01/2014	N.A	Appointed as Director
5.	Avnish Kumar Srivastava	30/06/1993	22/07/2013	Resigned from Directorship
6.	Rakesh Vashist	25/06/1996	08/01/2014	Resigned from Directorship
7.	Paras Ram Goyle	18/03/2010	20/03/2013	Resigned from Directorship
8.	Kulbhushan Parashar	20/03/2013	22/07/2013	Resigned from Directorship
9.	Ankit Goyal	22/07/2013	06/09/2013	Resigned from Directorship

Change in Auditors

Except as stated below there has been no change in the Statutory Auditors of the Company in the last 3 years:

M/s V. N. Purohit & Co., Chartered Accountants have been appointed in the month of July 2013, in the place of the retiring Auditors, M/s Umesh Chand & Co. Chartered Accountants, to audit the accounts of the Financial Year 2013-14.

4. Authority for the issue and details of resolution passed for the issue. **Not Applicable** since the Company is an existing Listed Company on DSE and with that status the application has been filed with BSE and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO.

However, Board of Directors of the Company, at its meeting held on February 05, 2014, has passed a resolution for applying for direct listing of its Equity Shares on BSE Limited.

5. Procedure and time schedule for allotment and Issue of certificates. **Not Applicable** since the Company is an existing Listed Company on DSE and with that status the application has been filed with BSE and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO.

6. Names and addresses of the company secretary, legal adviser, lead managers, co-managers, auditors, bankers to the company, bankers to the issue and brokers to the issue.

Company Secretary and Compliance Officer

Mr. Vikas Gupta
241, Second Floor, RG Mall, Opposite Plot No. 39
Sector- 09, Rohini
New Delhi- 110085
Ph: +91-11- 45566913

Statutory Auditors

M/s V. N. Purohit & Co.
Chartered Accountants
214, New Delhi House
2nd Floor, 27 Barakhamba Road
New Delhi- 110001

Bankers to the company

HDFC Bank Limited

RG Complex
Plot No. 4, DDA Community Centre
Sector 09, Rohini
New Delhi-110085

Legal Adviser, Lead Managers, Co-Managers, Bankers to the Issue and Brokers to the Issue: **Not Applicable**

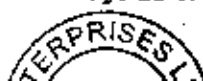
B. Financial information

Reports to be set out

1. A report by the auditors of the company with respect to-

(a) profits and losses and assets and liabilities, in accordance with sub-clause (2) or (3) of this clause, as the case may require; **Annual Report for financial year 2012-13 is enclosed.**

(b) the rates of the dividends, if any, paid by the company in respect of each class of shares in the company for each of the five financial years immediately preceding the issue of the prospectus, giving particulars of each class of shares on which such dividends have been paid and particulars of the cases in which no dividends have been paid in respect of any class of shares for any of those years, and, if no accounts have been made up in respect of any part of the period of five years ending on a date of three months before the issue of the prospectus, containing a statement of that fact (and accompanied by a statement of the accounts of the company in respect of that part of the said period up to a date not earlier than six months of the date of issue of prospectus indicating the profit or loss for that period and the assets and liabilities position as at the end of that period together with a certificate from the auditors that such accounts have been examined and found correct by them. The said statement may indicate the nature of provision or adjustments made or are yet to be made).: **Not Applicable**



2. If the company has no subsidiaries, the report shall-

(a) so far as regards profits and losses, deal with the profits or losses of the company (distinguishing items of a non-recurring nature) for each of the five financial years immediately preceding the issue of the prospectus; : **Not Applicable**

(b) so far as regards assets and liabilities, deal with the assets and liabilities of the company at the last date to which the accounts of the company were made up. : **Not Applicable**

3. If the company has subsidiaries the report shall-

(a) so far as regards profits and losses, deal separately with the company's profits or losses as provided by sub-clause (2) and in addition deal either-

(i) as a whole with the combined profits or losses of its subsidiaries so far as they concern members of the company; : **Not Applicable**

or

(ii) individually with the profits or losses of each subsidiary, so far as they concern members of the company; or, instead of dealing separately with the company's profits or losses deal as a whole with the profits or losses of the company, and, so far as they concern members of the company, with the combined profits or losses of its subsidiaries; : **Not Applicable**

and

(b) so far as regards assets and liabilities, deal separately with the company's assets and liabilities as provided by sub-clause (2) and in addition, deal either:-

(i) as a whole with the combined assets and liabilities of its subsidiaries, with or without the company's assets and liabilities, : **Not Applicable**

or

(ii) Individually with the assets and liabilities of each subsidiary; and shall indicate as respects the assets and liabilities of the subsidiaries, the allowance to be made for persons other than members of the company. : **Not Applicable**

4. If the proceeds, or any part of the proceeds, of the issue of the shares or debentures are or is to be applied directly or indirectly-

(i) in the purchase of any business; or : **Not Applicable**

(ii) in the purchase of an interest in any business and by reason of that purchase, or anything to be done in consequence thereof, or in connection therewith; the company will become entitled to an interest as respects either the capital or profits and losses or both, in such business exceeding fifty per cent, thereof; a report made by accountants (who shall be named in the prospectus) upon-

(a) the profits or losses of the business for each of the five financial years immediately preceding the issue of the prospectus., and : **Not Applicable**

(b) the assets and liabilities of the business at the last date to which the accounts of the business were made up, being a date not more than one hundred and twenty days before the date of the issue of the prospectus. : **Not Applicable**

5.(1) If-

(a) the proceeds, or any part of the proceeds, of the issue of the shares or debentures are or is to be applied directly or indirectly in any manner resulting in the acquisition by the company of shares in any other body corporate; and : **Not Applicable**

(b) by reason of that acquisition or anything to be done in consequence thereof or in connection therewith, that body corporate will become a subsidiary of the company; : **Not Applicable**

a report made by accountants (who shall be named in the prospectus) upon-

(i) the profits or losses of the other body corporate for each of the five financial years immediately preceding the issue of the prospectus; and : **Not Applicable**

(ii) the assets and liabilities of the other body corporate at the last date to which its accounts were made up. : **Not Applicable**

(2) The said report shall-

(a) indicate how the profits or losses of the other body corporate dealt with by the report would, in respect of the shares to be acquired, have concerned members of the company and what allowance would have fallen to be made, in relation to assets and liabilities so dealt with for holders of other shares, if the company had at all material times held the shares to be acquired; and : **Not Applicable**

(b) where the other body corporate as subsidiaries deal with the profits or losses and the assets and liabilities of the body corporate and its subsidiaries in the manner provided by sub-clause (2) above in relation to the company and its subsidiaries. : **Not Applicable**

6. Principal terms of loan and assets charged as security. : **Not Applicable**

Bank	Loan Amount	Term of Loan	Assets charged
Nil	Nil	Nil	Nil

C. Statutory and other information

1. Minimum subscription : **Not Applicable**

2. Expenses of the issue giving separately fee payable to:

(a) Advisers. : **Not Applicable**

(b) Registrars to the issue. : **Not Applicable**

However the Company has RTA who is the common registry agent. Details of RTA are as follows:-

Registrar and Transfer Agent
Skyline Financial Services Private Limited
SEBI Regn. No.: INR000003241



D-153 A, 1st Floor, Okhla Industrial Area,
Phase - I, New Delhi - 110 020.
Tel No.: +91-11- 26812682 to 83, 64732681 to 88
Fax No.: +91-11-26812682
Email id.: viren@skylinerta.com
Contact Person: Mr. Virender Rana

(c) Managers to the issue. : **Not Applicable**

(d) Trustees for the debentureholders. : **Not Applicable**

3. Underwriting commission and brokerage. : **Not Applicable**

4. Previous issue for cash. : **Not Applicable**

5. Previous public or rights Issue, if any: (during last five years)

(a) Date of Allotment : **Not Applicable**

Closing Date : **Not Applicable**

Date of refunds : **Not Applicable**

Date of listing on the stock exchange : **Not Applicable**

(b) If the issue(s) at premium or discount and the amount thereof. **Not Applicable**

(c) The amount paid or payable by way of premium, if any, on each share which had been issued within the two years preceding the date of the prospectus or is to be issued, stating the dates or proposed dates of issue and, where some shares have been or are to be issued at a premium and other shares of the same class at a lower premium, or at par or at a discount, the reasons for the differentiation and how many premiums received have been or are to be disposed. : **Not Applicable**

6. Commission or brokerage on previous issue. : **Not Applicable**

7. Issue of shares otherwise than for cash. : **Not Applicable**

8. Debentures and redeemable preference shares and other instruments issued by the company outstanding as on the date of prospectus and terms of issue. : **Not Applicable**

9. Option to subscribe. : **Not Applicable**

9A. The details of option to subscribe for securities to be dealt with in a depository. : **Not Applicable.**

However, the Company has connectivity with both NSDL and CDSL.

10. Purchase of property :-

(i) As respects any property to which this clause applies-

(a) the names, addresses, descriptions and occupations of the vendors; : **Not Applicable**

(b) the amount paid or payable in cash, shares or debentures to the vendor and, where there is more than one separate vendor, or the company is a sub-purchaser, the amount so paid or payable to each vendor, specifying separately the amount, if any, paid or payable for goodwill; : **Not Applicable**

(c) the nature of the title or interest in such property acquired or to be acquired by the company; : **Not Applicable**

(d) short particulars of every transaction relating to the property completed within the two preceding years, in which any vendor of the property to the company or any person who is, or was at the time of the transaction, a promoter, or a director or proposed director of the company had any interest, direct or indirect, specifying the date of the transaction and the name of such promoter, director or proposed director and stating the amount payable by or to such vendor, promoter, director or proposed director in respect of the transaction. : **Not Applicable**

(ii) The property to which sub-clause (i) applies is a property purchased or acquired by the company or proposed to be purchased or acquired, which is to be paid for wholly or partly out of the proceeds of the issue offered for subscription by the prospectus or the purchase or acquisition of which has not been completed at the date of issue of the prospectus, other than property- : **Not Applicable**

(a) the contract for the purchase or acquisition whereof was entered into in the ordinary course of the company's business, the contract not being made in contemplation of the issue nor the issue in consequence of the contract; or

(b) as respects which the amount of the purchase money is not material. : **Not Applicable**

(iii) For the purpose of this clause, where a vendor is a firm, the members of the firm shall not be treated as separate vendors. : **Not Applicable**

(iv) If the company proposes to acquire a business which has been carried on for less than three years, the length of time during which the business has been carried on. : **Not Applicable**

11. (i) Details of directors, proposed directors, whole-time directors, their remuneration, appointment and remuneration of managing directors, interest of directors, their borrowing powers and qualification shares. : **Not Applicable.**

Any amount or benefit paid or given within the two preceding years or intended to be paid or given to any promoter or officer and consideration for payment of giving of the benefit. : **Not Applicable**

(ii) The dates, parties to, and general nature of- : **Not Applicable**

(a) every contract appointing or fixing the remuneration of a managing director manager whenever entered into, that is to say, whether within or more than, two years before the date of the prospectus; : **Not Applicable**

(b) every other material contract, not being a contract entered into in the ordinary course of the business carried on or intended to be carried on by the company or a contract entered into more than two years before the date of the prospectus. : **Not Applicable**

A reasonable time and place at which any such contract or a copy thereof may be inspected.

(iii) Full particulars of the nature and extent of the interest, if any, of every director or promoter-

(a) in the promotion of the company; or : **Not Applicable**

(b) in any property acquired by the company within two years of the date of the prospectus or proposed to be acquired by it. : **Not Applicable**

Where the interest of such a director or promoter consists in being a member of a firm or company, the nature and extent of the interest of the firm or company, with a statement of all sums paid or agreed to be paid to him or to the firm or company in cash or shares or otherwise by any person either to induce him to become, or to qualify him as, a director, or otherwise for services rendered by him or by the firm or company, in connection with the promotion or formation of the company. : **Not Applicable since the Company is an existing Listed Company on DSE and with that status the application has been filed with BSE and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO.**

12. Rights of members regarding voting, dividend, lien on shares and the process for modification of such rights and forfeiture of shares. **Not Applicable**

13. Restrictions, if any, on transfer and transmission of shares/ debentures and on their consolidation/ splitting. **Not Applicable**

14. Revaluation of assets, if any (during last five years). **Not Applicable**

15. Material contracts and inspection of documents, e.g. **Not Applicable**

A. Material contracts. **Not Applicable**

B. Documents. **Not Applicable**

C. Time and place at which the contracts together with documents will be available for inspection from the date of prospectus until the date of closing of the subscription list. **Not Applicable**

PART III

Provisions applying to Parts I and II of the Schedule

16. Every person shall, for the purpose of this Schedule, be deemed to be a vendor who has entered into any contract, absolute or conditional, for the sale or purchase or for any option of purchase, of any property to be acquired by the company, in any case where-

(a) the purchase money is not fully paid at the date of the issue of the prospectus;

(b) the purchase money is to be paid or satisfied, wholly or in part, out of the proceeds of the Issue offered for subscription by the prospectus;



(c) the contract depends for its validity or fulfilment on the result of that issue.

17. Where any property to be acquired by the company is to be taken on lease, this Schedule have effect as if the expression "vendor" included the lessor, the expression "purchase money" included the consideration for the lease, and the expression "sub-purchaser" included a sub-lessee.

18. If in the case of a company which has been carrying on business, or of a business which has been carried on for less than five financial years, the accounts of the company or business have only been made up in respect of four such years, three such years, two such years or one such year, Part II of this Schedule shall have effect as if references to four financial years, three financial years, two financial years or one financial years, as the case may be, were substituted for references to five financial years.

19. Where the five financial years immediately preceding the issue of prospectus which are referred to in Part II of this Schedule or in this part cover a period of less than five years, references to the said five financial years in either Part shall have effect as if references to a number of financial years the aggregate period covered by which is not less than five years immediately preceding the issue of the prospectus were substituted for references to the five financial years aforesaid.

20. Any report required by Part II of this Schedule shall either -

(a) indicate by way of note any adjustments as respects the figures of any profits or losses or assets and liabilities dealt with by the report which appear to the persons making the report necessary; or

(b) make those adjustments and indicate that adjustments have been made .

21. Any report by accountants required by Part II of this Schedule -

(a) shall be made by accountants qualified under this Act for appointment as auditors of the company; and

(b) shall not be made by any accountant who is an officer or servant, or a partner or in the employment of an officer or servant, of the company or of the company's subsidiary or holding company or of a subsidiary of the company's holding company.

For the purposes of this clause, the expression "officer" shall include a proposed director but not an auditor.

22. Inspection of documents: Reasonable time and place at which copies of all balance sheets and profit and loss accounts, if any , on which the report of the auditors is based, and material contracts and other documents may be inspected.

Note : Term "year " wherever used herein earlier, means financial year.

NAVNEET MANGAL



Declaration :

That all the relevant provisions of the Companies Act, 1956, Companies Act, 2013 and the guidelines issued by the Government or the guidelines 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 this Information Memorandum is contrary to the provisions of the Companies Act, 1956, Companies Act, 2013 or the Securities and Exchange Board of India Act, 1992 or rules made there under or guidelines issued, as the case may be.

SIGNED FOR AND ON BEHALF OF BOARD OF DIRECTORS OF THE COMPANY

NAVNEET MANGAL
(NAVNEET MANGAL)
Director



Place: New Delhi
Date: May 17, 2014