



## YASHO INDUSTRIES LIMITED

CIN: U74110MH1985PLC037900

Our Company was incorporated as Vasu Preservatives Private Limited on October 30, 1985 under the Companies Act, 1956 with the Registrar of Companies, Mumbai bearing Registration No. 37900. The name of our Company was changed to Yasho Industries Private Limited and a fresh Certificate of Incorporation consequent to the change of name was granted to our Company on May 17, 1996, by the Registrar of Companies, Mumbai. The status of our Company was changed to a public limited company and the name of our Company was further changed to Yasho Industries Limited by a special resolution passed on February 12, 2018. A fresh certificate of incorporation consequent to the change of name was granted to our Company on February 19, 2018, by the Registrar of Companies, Mumbai. The Corporate Identity Number of our Company is U74110MH1985PLC037900. For further details pertaining to the change of name of our Company and the change in Registered Office, please refer the chapter "History and Certain Corporate Matters" on page no. 125 of this Prospectus.

**Registered Office:** Office No. 101/102, Peninsula Heights, C. D. Barfiwala Marg, Juhu Lane, Andheri (West), Mumbai - 400058.  
**Tel No.:** +91 – 22 – 6251 0100; **Fax No.:** +91 – 22 – 6251 0199; **Email:** info@yashoindustries.com; **Website:** www.yashoindustries.com;  
**Contact Person:** Ms. Nekata Jain, Company Secretary and Compliance Officer  
**Our Promoters:** Mr. Vinod Jhaveri, Mr. Parag Jhaveri & Mr. Yayesh Jhaveri

### THE OFFER

**PUBLIC OFFER OF 28,99,200 EQUITY SHARES OF ₹ 10/- EACH ("EQUITY SHARES") OF YASHO INDUSTRIES LIMITED ("YIL" OR THE "COMPANY") FOR CASH AT A PRICE OF ₹ 100 PER SHARE (THE "OFFER PRICE"), AGGREGATING TO ₹ 2,899.20 LAKHS ("THE OFFER") CONSISTING OF FRESH ISSUE OF 8,99,200 EQUITY SHARES AGGREGATING TO ₹ 899.20 LAKHS AND AN OFFER FOR SALE OF 20,00,000 EQUITY SHARES BY THE SELLING SHAREHOLDERS AGGREGATING TO ₹ 2,000.00 LAKHS ("OFFER FOR SALE"), OF WHICH 1,48,800 EQUITY SHARES OF ₹ 10/- EACH WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE OFFER (THE "MARKET MAKER RESERVATION PORTION"). THE OFFER LESS MARKET MAKER RESERVATION PORTION I.E. OFFER OF 27,50,400 EQUITY SHARES OF ₹ 10/- EACH IS HEREINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER WILL CONSTITUTE 26.60% AND 25.23%, RESPECTIVELY OF THE POST OFFER PAID UP EQUITY SHARE CAPITAL OF THE COMPANY.**

**THE FACE VALUE OF THE EQUITY SHARE IS ₹ 10 AND THE OFFER PRICE IS 10.00 TIMES OF THE FACE VALUE**

**THIS OFFER IS BEING MADE IN TERMS OF CHAPTER XB OF THE SEBI (ICDR) REGULATIONS, 2009 AS AMENDED FROM TIME TO TIME.**

*For further details see "Offer Related Information" beginning on page no. 219 of this Prospectus.*

In terms of the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015, all potential investors shall participate in the offer only through an Application Supported by Blocked Amount ("ASBA") process providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to "Offer Procedure" on page no. 227 of this Prospectus. A copy will be delivered for registration to the Registrar of Companies as required under Section 26 & 28 of the Companies Act, 2013.

### RISK IN RELATION TO THE FIRST OFFER

This being the first public offer of the Company, there has been no formal market for the Equity Shares. The Offer Price (determined and justified by our Company and the Selling Shareholders in consultation with the Lead Manager) stated under "Basis for Offer Price" beginning on page no. 79 of this Prospectus should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

### GENERAL RISKS

Investment in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the offer. For taking an investment decision, investors must rely on their own examination of our Company and the offer, including the risks involved. The Equity Shares in the offer have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Prospectus. **Specific attention of the investors is invited to "Risk Factors" beginning on page no. 11 of this Prospectus.**

### COMPANY'S AND SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Each Selling Shareholder, severally and not jointly, assumes responsibility only for statements in relation to such Selling Shareholders included in this Offer Document.

### LISTING

The Equity Shares offered through this Prospectus are proposed to be listed on the SME Platform of BSE Limited ("BSE"). Our Company has received an approval letter dated March 09, 2018 from BSE for listing our shares on the SME Platform of BSE. For the purposes of the Offer, the Designated Stock Exchange shall be the BSE Limited ("BSE").

### LEAD MANAGER TO THE OFFER

### REGISTRAR TO THE OFFER



**ARYAMAN FINANCIAL SERVICES LIMITED**  
60, Khatau Building, Ground Floor,  
Alkesh Dinesh Modi Marg, Fort, Mumbai – 400 001  
**Tel No.:** +91 – 22 – 6216 6999  
**Fax No.:** +91 – 22 – 2263 0434  
**Email:** ipo@afsl.co.in  
**Website:** www.afsl.co.in  
**Investor Grievance Email:** feedback@afsl.co.in  
**Contact Person:** Ms. Hiral Motani/ Mr. Jigar Sampat  
**SEBI Registration No.:** INM000011344



**BIGSHARE SERVICES PRIVATE LIMITED**  
1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis,  
Makwana Road, Marol, Andheri (East), Mumbai – 400 059  
**Tel. No.:** +91 – 22 – 6263 8200  
**Fax No.:** +91 – 22 – 6263 8299  
**E-mail:** ipo@bigshareonline.com  
**Website:** www.bigshareonline.com  
**Investor Grievance Email:** investor@bigshareonline.com  
**Contact Person:** Mr. Ashok Shetty  
**SEBI Regn. No.:** INR000001385

### OFFER OPENS ON

**MARCH 19, 2018**

### OFFER CLOSING ON

**MARCH 21, 2018**

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## SECTION I – GENERAL

### DEFINITION AND ABBREVIATION

#### General Terms

Term	Description
Yasho Industries Limited / YIL / The Company / Company / We / Us / Our Company	Unless the context otherwise indicates or implies refers to Yasho Industries Limited, a public limited company incorporated under the provisions of the Companies Act, 1956 with its registered office in the Mumbai, Maharashtra.
Promoter(s)	The Promoters of our company: <ul style="list-style-type: none"> <li>• Mr. Vinod Jhaveri</li> <li>• Mr. Parag Jhaveri</li> <li>• Mr. Yayesh Jhaveri</li> </ul>
Promoter Group	Such persons, entities and companies constituting our promoter group pursuant to Regulation 2(1)(zb) of the SEBI ICDR Regulations as disclosed in the Chapter titled “Our Promoter and Promoter Group” on page no. 144 of this Prospectus.

#### Company related Terms

Term	Description
Articles / Articles of Association	Unless the context otherwise requires, refers to the Articles of Association of Yasho Industries Limited.
Auditor of the Company (Statutory Auditor / Peer Review Auditor)	M/s. V. J. Shah & Co., Chartered Accountants, having their office at 401- 406, K Building, 24, Walchand Hirachand Marg, Ballard Estate, Mumbai – 400 001
Audit Committee	The committee of the Board of Directors constituted on February 20, 2018 as our Company’s Audit Committee in accordance with Section 177 of the Companies Act, 2013
Board of Directors / Board	The Board of Directors of Yasho Industries Limited, including all duly constituted Committees thereof.
Company Secretary and Compliance Officer	Ms. Nekata Jain
Director(s)	Director(s) of Yasho Industries Limited, unless otherwise specified
Equity Shares	Equity Shares of our Company of Face Value of ₹ 10 each unless otherwise specified in the context thereof.
Equity Shareholders	Persons holding Equity Share of our Company
Key Management Personnel / KMP	Individuals described in the chapter titled “Our Management” on page no. 130 of this Prospectus
MOA / Memorandum of Association	Memorandum of Association of Yasho Industries Limited.
Nomination and Remuneration Committee	The committee of the Board of Directors constituted on February 20, 2018 as our Company’s Nomination and Remuneration Committee in accordance with Section 178 of the Companies Act, 2013
Registered Office	The Registered Office of our company which is located at Office No. 101/102, Peninsula Heights, C. D. Barfiwala Marg, Juhu Lane, Andheri (West), Mumbai - 400058.
Registrar of Companies / RoC	Registrar of Companies, Mumbai situated at Everest, 100, Marine Drive, Mumbai – 400 002
Restated Financial Statements	The restated financial statements of our Company for the half year ended September 30, 2017 and for the Financial Years ended March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013, which comprises the restated balance sheet, the restated statement of profit and loss and the restated cash flow statement, together with the annexures and notes thereto, which have been prepared in accordance with the Companies Act, Indian GAAP, and restated in accordance with the SEBI ICDR Regulations.
Selling Shareholders	Mrs. Jigna Jhaveri; Mr. Nilesh Jhaveri; Nilesh Vinod Jhaveri (HUF);

Term	Description
	Vinod Harilal Jhaveri (HUF); Parag Vinod Jhaveri (HUF); Yayesh Vinod Jhaveri (HUF)
Stakeholders' Relationship Committee	The committee of the Board of Directors constituted on February 20, 2018 as our Company's Stakeholders' Relationship Committee.
Stock Exchange	Unless the context requires otherwise, refers to, the SME Platform of BSE.

### Offer Related Terms

Term	Description
Abridged Prospectus	Abridged Prospectus to be issued under Regulation 58 of SEBI ICDR Regulations and appended to the Application Form
Allotment	Unless the context otherwise requires, the allotment of the Equity Shares pursuant to the Offer to the successful Bidders, including transfer of the Equity Shares pursuant to the Offer to the successful applicants
Allotment Advice	Note, advice or intimation of Allotment sent to the Applicants who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee(s)	The successful applicant to whom the Equity Shares are being / have been Allotted.
Applicant	Any prospective investor who makes an application for Equity Shares in terms of this Prospectus.
Application Form	The Form in terms of which the applicant shall apply for the Equity Shares of the Company
Application Supported by Blocked Amount/ ASBA	An application, whether physical or electronic, used by ASBA Applicant to make an Application authorizing an SCSB to block the Application Amount in the specified Bank Account maintained with such SCSB. ASBA is mandatory for all Applicants participating in the Offer.
ASBA Account	A bank account maintained with an SCSB and specified in the ASBA Form submitted by the Applicants for blocking the Application Amount mentioned in the ASBA Form.
ASBA Applicant(s)	Any prospective investor who makes an Application pursuant to the terms of the Prospectus and the Application Form.
ASBA Application / Application	An indication to make an offer during the Bid/Offer Period by an Applicant pursuant to submission of the Application Form, to subscribe to the Equity Shares at a price as mentioned in the Prospectus, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations in terms of the Prospectus and Application Form.
Banker(s) to the Company	Such banks which are disclosed as Bankers to our Company in the chapter titled "General Information" on page no. 46 of this Prospectus.
Banker(s) to the Offer	The banks which are Clearing Members and registered with SEBI as Banker to an Offer with whom the Escrow Agreement is entered and in this case being Axis Bank.
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants under the Offer and which is described in the chapter titled "Offer Procedure" beginning on page no. 227 of this Prospectus.
Business Day	Monday to Friday (except public holidays)
BSE	BSE Limited
CAN / Confirmation of Allocation Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which will be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange.
Collecting Depository Participant(s) or CDP(s)	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular No. GR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Controlling Branches	Such Branches of the SCSBs which co-ordinate Applications by the Applicants with the Registrar to the Offer and the Stock Exchanges and a list of which is available at <a href="http://www.sebi.gov.in">http://www.sebi.gov.in</a> or at such other website as may be prescribed by SEBI from time to time.
Demographic Details	The demographic details of the Applicants such as their Address, PAN, Occupation and Bank Account details.
Depositories	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996 i.e. CDSL and NSDL
Depositories Act	The Depositories Act, 1996, as amended from time to time

Term	Description
Designated Date	The date on which the funds blocked by the SCSBs are transferred from the ASBA Accounts specified by the Applicants to the Public Offer Account.
Designated Intermediaries / Collecting Agent	Syndicate Members, Sub-Syndicate/Agents, SCSBs, Registered Brokers, Brokers, the CDPs and RTAs, who are authorized to collect Application Forms from the Applicants, in relation to the Offer.
Designated Locations CDP	Such locations of the CDPs where Applicants can submit the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange.
Designated Locations RTA	Such locations of the RTAs where Applicants can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the websites of the Stock Exchange.
Designated Market Maker	Aryaman Capital Markets Limited (formerly known as Aryaman Broking Limited) will act as the Market Maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI ICDR Regulations.
Designated Branches SCSB	Such Branches of the SCSBs which shall collect the Application Forms used by the Applicants applying through the ASBA process and a list of which is available on <a href="http://www.sebi.gov.in/pmd/scsb.pdf">http://www.sebi.gov.in/pmd/scsb.pdf</a>
Designated Exchange Stock	SME Exchange of BSE Limited
Draft Prospectus	The Draft Prospectus dated February 26, 2018 issued in accordance with the SEBI ICDR Regulations.
Eligible NRIs	An NRI from such a jurisdiction outside India where it is not unlawful to make an Offer or invitation under this Offer and in relation to whom the Application Form and the Prospectus will constitutes an invitation to purchase the Equity Shares.
Escrow Agreement	Agreement entered into amongst the Company, the Lead Manager, the Selling Shareholders, the Registrar and the Banker to the Offer to receive monies from the Applicants through the SCSBs Bank Account on the Designated Date in the Public Offer Account.
Foreign Portfolio Investor / FPIs	Foreign Portfolio Investor as defined under the SEBI (Foreign Portfolio Investors) Regulations, 2014.
Fresh Issue	The fresh issue of 8,99,200 Equity Shares by our Company of ₹ 10 each aggregating to ₹ 899.20 lakhs, to be issued by our Company for subscription pursuant to the terms of this Prospectus.
Fresh Issue Proceeds	Gross proceeds to be raised through the Fresh Issue. For further details, please refer the chapter “Objects of the Offer” on page no. 69 of this Prospectus.
Offer / Offer Size / Public Offer / IPO	This Initial Public Offer of 28,99,200 Equity Shares of ₹ 10 each for cash at a price of ₹ 100 per equity share, aggregating to ₹ 2,899.20 lakhs by the Company and the Selling Shareholders.
Offer Closing date	The date on which the Offer closes for subscription being March 21, 2018.
Offer Opening date	The date on which the Offer opens for subscription being March 19, 2018.
Offer Price	The price at which the Equity Shares are being offered by our Company and the Selling Shareholders in consultation with the Lead Manager, under this Prospectus being ₹ 100.
LM / Lead Manager	Lead Manager to the Offer, in this case being Aryaman Financial Services Limited.
Listing Agreement / Equity Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and the SME Platform of BSE.
Market Maker Reservation Portion	The reserved portion of 1,48,800 Equity Shares of ₹ 10 each at ₹ 100 per Equity Share aggregating to ₹ 148.80 lakhs for the Designated Market Maker in the Public Offer of our Company.
Market Making Agreement	The Agreement among the Market Maker, the Lead Manager and our Company dated February 22, 2018 and addendum dated March 08, 2018.
Mutual Fund	A Mutual Fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended.
Non-Institutional Applicant	All Applicants, including Eligible QFIs, sub accounts of FIIs registered with SEBI which are foreign corporates or foreign individuals, that are not QIBs or Retail Individual Applicants and who have applied for Equity Shares for an amount of more than ₹ 2,00,000



Term	Description
	(but not including NRIs other than Eligible NRIs)
Net Offer	The Net Offer of 27,50,400 Equity Shares of ₹ 10 each at ₹ 100 per Equity Share aggregating to ₹ 2750.40 lakhs by the Company and the Selling Shareholders.
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, Eligible QFIs, FIIs registered with SEBI and FVCIs registered with SEBI.
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 validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Prospectus	This Prospectus dated March 10, 2018, filed with the RoC containing, inter alia, the Offer opening and closing dates and other information.
Public Offer Account	Account opened with Bankers to the Offer for the purpose of transfer of monies from the SCSBs from the ASBA accounts on the Designated Date.
Qualified Foreign Investors / QFIs	Non-resident investors other than SEBI registered FIIs or sub-accounts or SEBI registered FVCIs who meet 'know your client' requirements prescribed by SEBI.
Qualified Institutional Buyers / QIBs	Public financial institutions as defined in Section 2(72) of the Companies Act, 2013, Foreign Portfolio Investor other than Category III Foreign Portfolio Investor, AIFs, VCFs, FVCIs, Mutual Funds, multilateral and bilateral financial institutions, scheduled commercial banks, state industrial development corporations, insurance companies registered with the IRDA, provident funds and pension funds with a minimum corpus of ₹ 250 million, insurance funds set up and managed by the army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, Government of India, eligible for Bidding and does not include FVCIs and multilateral and bilateral institutions.
Registrar and Share Transfer Agents/RTAs	Registrar and Share Transfer Agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Registrar / Registrar to the Offer	Registrar to the Offer being Bigshare Services Private Limited.
Retail Individual Investors	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than ₹ 2,00,000.
Self Certified Syndicate Bank(s) / SCSBs	A Bank registered with SEBI under the SEBI (Bankers to an Offer) Regulations, 1994 and Issues the facility of ASBA, including blocking of bank account. A list of all SCSBs is available at <a href="http://www.sebi.gov.in/pmd/scsb.pdf">http://www.sebi.gov.in/pmd/scsb.pdf</a> .
Selling Shareholders	Mrs. Jigna Jhaveri; Mr. Nilesh Jhaveri; Nilesh Vinod Jhaveri (HUF); Vinod Harilal Jhaveri (HUF); Parag Vinod Jhaveri (HUF); Yayesh Vinod Jhaveri (HUF)
Share Escrow Agent	Share Escrow agent appointed pursuant to the Share Escrow Agreement, being Bigshare Services Private Limited.
Share Escrow Agreement	Agreement dated February 28, 2018 entered into between the Selling Shareholders, our Company, the Escrow Agent and the Lead Manager in connection with the transfer of Equity Shares under the Offer for Sale by the Selling Shareholders and credit of such Equity Shares to the demat account of the Allottees.
SME Platform of BSE	The SME Platform of BSE for listing of equity shares Issued under Chapter X-B of the SEBI (ICDR) Regulations which was approved by SEBI as an SME Exchange on September 27, 2011.
TRS / Transaction Registration Slip	The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the Applicant, as proof of registration of the Application.
Underwriters	Aryaman Financial Services Limited and Aryaman Capital Markets Limited.
Underwriting Agreement	The Agreement among the Underwriters, the Selling Shareholders and our Company dated February 22, 2018 and addendum dated March 07, 2018.
U.S. Securities Act	U.S. Securities Act of 1933, as amended.
Working Day	All trading days of the Stock Exchange excluding Sundays and Bank holidays in Mumbai.

## Technical / Industry related Terms

Term	Description
AAS	Atomic Absorption Spectrophotometer
AP	Ascorbyl Palmitate
API	Active Pharmaceutical Ingredients
BHA	Butylated Hydroxy Anisole
BIS	Bureau of Indian Standards
DG	Diesel Generator
DGFT	Directorate General of Foreign Trade
DSC	Differential Scanning Calorimetry
ETP	Effluent Treatment Plant
FAMIQS	Feed Additives and Pre- mixtures Quality System
FOB	Free/ Freight on Board
FSSA	The Food Safety and Standards Act, 2006
FSSC	Food Safety System Certification
FSSR	Food Safety and Standards Rules, 2011
FTIR	Fourier-Transform Infrared Spectroscopy
GC	Gas Chromatography
GIDC	Gujarat Industrial Development Corporation
GLR(s)	Glass lined Reactors
GMP	Good Manufacturing Practice
HPLC	High-performance liquid chromatography
JULF	Jamiat Ulama Halal Foundation
K.L.	Kilo- litre
KVA	Kilo volt ampere
LDO	Light Diesel Oil
MT	Metric tonnes
MTPA	Metric tonnes per annum
PH	Potential of Hydrogen
QA	Quality Assurance
QC	Quality Control
R&D	Research and Development
REACH	Registration, Evaluation, Authorization and Restriction of Chemicals
SEPPL	Saurashtra Enviro Projects Pvt. Ltd.
sq. mtrs.	Square Meters
SSR(s)	Stainless Steel Reactors
TBC	Tertiary Butyl Chloride
TBHQ	Tertiary-butyl hydroquinone
UAE	United Arab Emirates
UPR	Unsaturated Polyester Resins
USA	United States of America
UV	Ultra Violet

## Conventional Terms / General Terms / Abbreviations

Term	Description
A/c	Account
AGM	Annual General Meeting
AIF	Alternative Investment Fund as defined in and registered with SEBI under the Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
AS / Accounting Standards	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount
AY	Assessment Year
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
Category II foreign	FPIs who are registered as “Category II foreign portfolio investors” under the SEBI FPI

Term	Description
portfolio investor(s) / Category II FPIs	Regulations
Category III foreign portfolio investor(s) / Category III FPIs	FPIs who are registered as “Category III foreign portfolio investors” under the SEBI FPI Regulations
CDSL	Central Depository Services (India) Limited
CEA	Central Electricity Authority
CFO	Chief Financial Officer
CIN	Company Identification Number
CIT	Commissioner of Income Tax
Client ID	Client identification number of the Applicant’s beneficiary account
Companies Act	Unless specified otherwise, this would imply to the provisions of the Companies Act, 2013 (to the extent notified) and /or Provisions of Companies Act, 1956 w.r.t. the sections which have not yet been replaced by the Companies Act, 2013 through any official notification.
Companies Act, 1956	The Companies Act, 1956, as amended from time to time
Companies Act, 2013	The Companies Act, 2013 published on August 29, 2013 and applicable to the extent notified by MCA till date.
CLPR Act	Child Labour (Prohibition and Regulation) Act, 1986
CLRA Act	Contract Labour (Regulation and Abolition) Act, 1970
CSR	Corporate Social Responsibility
CGST Act	Central Goods and Services Tax Act, 2017
CST	Central Sales Tax
DIN	Director Identification Number
DIPP	Department Of Industrial Policy and Promotion
DP	Depository Participant as defined under the Depositories Act
DP ID	Depository Participant’s identification
ECS	Electronic Clearing System
EOGM	Extraordinary General Meeting
EMDEs	Emerging Market and Developing Economies
EIA	Environmental Impact Assessment
EMP	Environment Management Plan
EPS	Earnings Per Share
EPF Act	Employees Provident Funds and Miscellaneous Provisions Act, 1952
ESI Act	The Employees State Insurance Act, 1948
EXIM Policy	Export-Import Policy
FCNR Account	Foreign Currency Non Resident Account
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time, and the regulations framed there under
FIIs	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
FPIs	Foreign Portfolio Investors as defined under the SEBI FPI Regulations
FIPB	Foreign Investment Promotion Board
FTA Act	Foreign Trade (Development and Regulation) Act, 1992
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
GST	Goods & Services Tax
HNI	High Networth Individuals
HUF	Hindu Undivided Family
IAS Rules	Indian Accounting Standards, Rules 2015
IDA Act	Industrial Disputes Act, 1947
IEC	Importer Exporter Code
IFRS	International Financial Reporting Standards



Term	Description
IGST Act	Integrated Goods and Services Tax Act, 2017
Indian GAAP	Generally Accepted Accounting Principles in India
Ind AS	Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013, as notified under the Companies (Indian Accounting Standard) Rules, 2015
I.T. Act	Income Tax Act, 1961, as amended from time to time
ICSI	Institute of Company Secretaries Of India
IPO	Initial Public Offering
ISI	Indian Standards Institution
ISIN	International Securities Identification Number
ISO	International Organization for Standardization
KM / Km / km	Kilo Meter
LLP	Limited Liability Partnership
L.M. Act	Legal Metrology Act, 2009
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
MICR	Magnetic ink character recognition
MOU	Memorandum of Understanding
MSMED Act	Micro, Small and Medium Enterprises Development Act, 2006 and Industries (Development and Regulation) Act, 1951
MWA Act	Minimum Wages Act, 1948
NA / N. A.	Not Applicable
NAV	Net Asset Value
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
NoC	No Objection Certificate
NRE Account	Non Resident External Account
NRIs	A person resident outside India, who is a citizen of India or a person of Indian origin, and shall have the meaning ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000
NRO Account	Non Resident Ordinary Account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB / Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60.00% by NRIs including overseas trusts, in which not less than 60.00% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
p.a.	per annum
P/E Ratio	Price/Earnings Ratio
PAC	Persons Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax
PESO	Petroleum and Explosives Safety Organisation
PLR	Prime Lending Rate
PWA	Payment of Wages Act, 1936
RBI	The Reserve Bank of India
ROE	Return on Equity
RONW	Return on Net Worth
Rupees / 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
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012

Term	Description
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
SEBI LODR Regulations, 2015 / SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 notified on September 2, 2015
SEBI SAST Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
Sec.	Section
Securities Act	U.S. Securities Act of 1933, as amended
SHWW Act	Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
STT	Securities Transaction Tax
TIN	Taxpayers Identification Number
TDS	Tax Deducted at Source
T. P. Act	Transfer of Property Act, 1882
US / United States	United States of America
USD / US\$ / \$	United States Dollar, the official currency of the United States of America
VAT	Value added tax
VCF / Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.

## CERTAIN CONVENTIONS; PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

### Certain Conventions

All references to “India” contained in this Prospectus are to the Republic of India. In this Prospectus, our Company has presented numerical information in “lakhs” units. One lakh represents 1,00,000.

### Financial Data

Unless stated otherwise, the financial data in this Prospectus is derived from our audited financial statements as on and for the period ended September 30, 2017 and Fiscal Years ended March 31, 2017, 2016, 2015, 2014 and 2013, prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI Regulations and included in this Prospectus. Our Fiscal Year commences on April 1 and ends on March 31 of the following year. In this Prospectus, any discrepancies in any table, graphs or charts between the total and the sums of the amounts listed are due to rounding-off.

There are significant differences between Indian GAAP, U.S. GAAP and IFRS. Accordingly, the degree to which the Indian GAAP financial statements included in this Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices, Indian GAAP, the Companies Act and the SEBI Regulations on the financial disclosures presented in this Prospectus should accordingly be limited. We have not attempted to explain the differences between Indian GAAP, U.S. GAAP and IFRS or quantify their impact on the financial data included herein, and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

Any percentage amounts, as set forth in the section titled “*Risk Factors*”, chapters titled “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page nos. 11, 92 and 176 of this Prospectus, respectively, and elsewhere in this Prospectus, unless otherwise indicated, have been calculated on the basis of our audited financial statements prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI Regulations.

### Currency, Units of Presentation and Exchange Rates

All references to “Rupees”, “Rs.” or “₹” are to Indian Rupees, the official currency of the Republic of India. All references to “US\$” or “US Dollars” or “USD” are to United States Dollars, the official currency of the United States of America.

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

### Definitions

For definitions, for details please see the Chapter titled “*Definitions and Abbreviations*” on page no. 1 of this Prospectus in the Section titled “*Main Provisions of the Articles of Association of our Company*” beginning on page no. 273 of this Prospectus, defined terms have the meaning given to such terms in the Articles of Association.

### Industry and Market Data

Unless stated otherwise, the industry and market data and forecasts used throughout this Prospectus has been obtained from industry sources as well as Government Publications. Industry sources as well as Government Publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Further, the extent to which the industry and market data presented in this Prospectus is meaningful depends on the reader’s familiarity with and understanding of the methodologies used in compiling such data. There are standard data gathering methodologies in the industry in which we conduct our business and methodologies and assumptions may vary widely among different industry sources.

## FORWARD-LOOKING STATEMENTS

All statements contained in this Prospectus that are not statements of historical fact constitute forward-looking statements. All statements regarding our expected financial condition and results of operations, business, plans and prospects are forward-looking statements. These forward-looking statements include statements with respect to our business strategy, our revenue and profitability, our projects and other matters discussed in this Prospectus regarding matters that are not historical facts. Investors can generally identify forward-looking statements by the use of terminology such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “objective”, “plan”, “project”, “may”, “will”, “will continue”, “will pursue”, “contemplate”, “future”, “goal”, “propose”, “will likely result”, “will seek to” or other words or phrases of similar import. All forward looking statements (whether made by us or any third party) are predictions and are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect.

Further the actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the Chemical industry in India where we have our businesses and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and overseas which have an impact on our business activities or investments, the monetary and fiscal policies of India and other jurisdictions in which we operate, inflation, deflation, unanticipated volatility in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes, changes in competition in our industry and incidence of any natural calamities and/or acts of violence. Other important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

- General economic and business conditions in the markets in which we operate and in the local, regional and national economies;
- Increasing competition in or other factors affecting the industry segments in which our Company operates;
- Changes in laws and regulations relating to the industries in which we operate;
- Recession in the chemical industry / market;
- Volatility of interest rates and inflation;
- Our ability to successfully implement our growth strategy and expansion plans, and to successfully launch and implement various projects and business plans;
- Our ability to meet our capital expenditure requirements and/or increase in capital expenditure;
- Our inability to retain the services of our senior management, key managerial personnel and capable employees;
- Changes in political and social conditions in India the monetary policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- Failure to obtain any applicable approvals, licenses, registrations and permits in a timely manner.

For further discussions of factors that could cause our actual results to differ, please see the section titled “*Risk Factors*” and the chapters titled “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page nos. 11, 92, and 176 of this Prospectus, respectively.

By their nature, certain risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Forward-looking statements speak only as of this Prospectus. Our Company, the Selling Shareholder, our Directors, the Lead Manager, and their respective affiliates or associates do not have any obligation to, and do not intend to, update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with the SEBI requirements, our Company, the Selling Shareholder and the Lead Manager will ensure that investors in India are informed of material developments until such time as the grant of listing and trading approvals by the Stock Exchange.

## SECTION II – RISK FACTORS

*An investment in Equity Shares involves a high degree of financial risk. You should carefully consider all information in this Prospectus, including the risks described below, before making an investment in our Equity Shares. The risk factors set forth below do not purport to be complete or comprehensive in terms of all the risk factors that may arise in connection with our business or any decision to purchase, own or dispose of the Equity Shares. This section addresses general risks associated with the industry in which we operate and specific risks associated with our Company. Any of the following risks, as well as the other risks and uncertainties discussed in this Prospectus, could have a material adverse effect on our business and could cause the trading price of our Equity Shares to decline and you may lose all or part of your investment. In addition, the risks set out in this Prospectus are not exhaustive. Additional risks and uncertainties, whether known or unknown, may in the future have material adverse effect on our business, financial condition and results of operations, or which we currently deem immaterial, may arise or become material in the future. To obtain a complete understanding of our Company, prospective investors should read this section in conjunction with the sections entitled “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations on page nos 92 and 176 of this Prospectus respectively as well as other financial and statistical information contained in this Prospectus. Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other risks mentioned herein.*

*This Prospectus also contains forward-looking statements that involve risks and uncertainties. Our results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including events described below and elsewhere in this Prospectus. Unless otherwise stated, the financial information used in this section is derived from and should be read in conjunction with restated financial information of our Company prepared in accordance with the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, including the schedules, annexure and notes thereto.*

### Materiality

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

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

### INTERNAL RISK FACTORS

1. ***Our Company, Promoters and Directors are parties to certain legal proceedings. Any adverse decision in such proceedings may have a material adverse effect on our business, results of operations and financial condition.***

Our Company, Promoters and Directors are parties to certain legal proceedings. These legal proceedings are pending at different levels of adjudication before various courts, tribunals and forums. Mentioned below are the details of the proceedings involving our Company, Promoters and Directors as on the date of this Prospectus along with the amount involved, to the extent quantifiable, based on the materiality policy for litigations, as approved by the Company in its Board meeting held on February 21, 2018.

Sr. No.	Nature of Case	No. of Outstanding cases	Amount in dispute/demanded to the extent quantifiable (in Rs.)
<b>I.</b>	<b>Litigations against our Company</b>		
(a)	Income Tax	1	8,35,670/-
(b)	Customs	1	13,68,558/-
<b>II.</b>	<b>Litigations filed by the Company</b>		
(a)	Others	1	26,76,96,268/-
<b>III.</b>	<b>Litigations against our Directors</b>		
(a)	Income Tax	2	64,770/-

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

There can be no assurance that these litigations will be decided in our favour or in favour of our Company, Promoters and Directors, respectively, and consequently it may divert the attention of our management and Promoters and waste our corporate resources and we may incur significant expenses in such proceedings and may have to make provisions in our financial statements, which could increase our expenses and liabilities. If such claims are determined against us, there could be a material adverse effect on our reputation, business, financial condition and results of operations, which could adversely affect the trading price of our Equity Shares. For the details of the cases filed by and against our Company, Promoters and Directors please refer the chapter titled “Outstanding Litigations and Material Developments” on page no. 191 of this Prospectus.

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

We require several statutory and regulatory permits, licenses and approvals to operate our business, some of which our Company has either received, applied for or is in the process of application. Many of these approvals are granted for fixed periods of time and need renewal from time to time. Non-renewal of the said permits and licenses would adversely affect our Company’s operations, thereby having a material adverse effect on our business, results of operations and financial condition. There can be no assurance that the relevant authorities will issue any of such permits or approvals in the time-frame anticipated by us or at all. Further, some of our permits, licenses and approvals are subject to several conditions and we cannot provide any assurance that we will be able to continuously meet such conditions or be able to prove compliance with such conditions to the statutory authorities, which may lead to the cancellation, revocation or suspension of relevant permits, licenses or approvals. Any failure by us to apply in time, to renew, maintain or obtain the required permits, licenses or approvals, or the cancellation, suspension or revocation of any of the permits, licenses or approvals may result in the interruption of our operations and may have a material adverse effect on the business.

Further, as on date of this Prospectus, our Company has not obtained the Renewals of the Certificates of Registration under the the Contract Labour (Regulation and Abolition) Act, 1970 for the Company’s factory located at Plot No. 1713, Phase-III, G.I.D.C, Vapi, Pardi, Valsad and Plot No.2514,2515, IV Phase, G.I.D.C, Vapi, Pardi, Valsad. Our Company may be liable to penalty or fine as provided under the Contract Labour (Regulation and Abolition) Act, 1970. Also, our Company has made an application dated February 21, 2018 before the Gujarat Pollution Control Board in order to obtain a renewed Consent to Operate and Authorization, and in case of non-renewal of the same or delay in renewal, our Company may incur increased costs, be subject to penalties or suffer a disruption in our business

If we fail to comply with all applicable regulations or if the regulations governing our business or their implementation change, we may incur increased costs, be subject to penalties or suffer a disruption in our business activities, any of which could adversely affect our results of operations. For further details, please see chapters titled “Key Industry Regulations and Policies” and “Government and Other Statutory Approvals” at pages 114 and 197 respectively of this DraftProspectus.

**3. *Our operations are subject to various health and safety laws and regulations. Our failure to comply with environmental laws and similar regulations in India, including improper handling of raw materials and finished goods, may result in significant damages and may have an adverse effect our business, financial condition and results of operations.***

We deal in toxic and poisonous products and store/ use such products in the manufacturing process. Our business is contingent upon, among other things, receipt of all required health and safety permits, and our ability to comply with any conditions specified in such permits and registrations, on a continuous basis. Changes or concessions required by regulatory authorities may involve significant compliance costs and also result in delays, prevent completion of construction or opening of a plant or result in the loss of an existing license, which may adversely affect our business and results of operations. Further, we are subject to various environmental laws and regulations relating to environmental protection. Stricter laws and regulations, or stricter interpretation of existing laws and regulations may impose new liabilities or require additional investment in environmental protection equipment, either of which could adversely affect our business, financial condition or results of operation.



**4. *Fluctuating prices of various raw materials namely Clove oil, Carbon Di-sulfide, Zinc oxide and various other acids may affect our business operations.***

We procure various raw materials from various approved vendors from domestic market. At times various raw materials are imported from foreign suppliers. These raw materials are imported at the existing market rates. However, the prices of these materials are subject to rapid fluctuations owing to changes in production, demand-supply forces and consumption pattern which are not within our control. Sometimes, we may not be able to pass the increased prices of our products to our customers leading to reduced margins or possibility of losses, thereby having adverse impact on our business, financial conditions and results of operations.

**5. *A few of the raw materials used by us at our factories are hazardous in nature. In the event of any accidents involving any such hazardous materials and substances, our Company may be held liable for subsequent damages and litigations.***

Improper or negligent handling while manufacturing and/ or storing hazardous material and/ or substances at our manufacturing units may cause personal injury or loss of life and may further lead to severe damage or destruction to property or equipment and environmental damage and may result in the suspension of operations and further imposition of civil and criminal liabilities. Any mishandling of hazardous substances by us could affect our business adversely and may impose liabilities on our Company. Liabilities incurred as a result of these events have the potential to adversely impact our financial position.

**6. *We are dependent on third party transportation providers for the delivery of our raw materials to our manufacturing unit and also for our finished products to various customers. Accordingly, continuing increase in transportation costs or unavailability of transportation services for our products, as well the extent and reliability of Indian infrastructure may have an adverse effect on our business, financial condition, results of operations and prospects.***

Our Company is engaged in manufacturing of varied re-engineered chemicals of various ranges i.e. Aroma Range, Food Antioxidant, Lube Range, Rubber range and Specialty Range chemicals at our manufacturing units based at Vapi, Gujarat. We procure raw materials from our vendors across the country and also import certain raw materials. Also, our finished products are sold and delivered to different location within the country and also exported to various countries. Most of these raw material and finished products are transported to and from our manufacturing unit by third party transportation service providers. Transportation strikes could have an adverse effect on our receipt of goods, raw materials and our ability to deliver our products to our customers. Non-availability of ships, flights or other suitable means of road transportation could also adversely affect our receipt of goods, raw materials and the delivery of our products. In addition, transportation costs in India have been steadily increasing over the past several years. While usually the end consumer bears the freight cost, we may not always be able to pass on these costs to our customers. Continuing increases in transportation costs or unavailability of transportation services for our products may have an adverse effect on our business, financial condition, results of operations and prospects. Further, India's physical infrastructure is less developed than that of many developed nations, and problems with its port, air, rail and road networks, electricity grid, communication systems or any other public facility could disrupt our normal business activity, including our supply of goods, raw materials and the delivery of our products to customers by third-party transportation providers. Any deterioration of India's physical infrastructure would harm the national economy, disrupt the transportation of goods and supplies, and add costs to doing business in India. These problems could interrupt our business operations, which could have a material adverse effect on our results of operations and financial condition.

**7. *We are susceptible to product liability claims that may not be covered by insurance and may subject us to substantial expenditure thereby adversely affecting our reputation and if the claim is successful, could require us to pay substantial amounts.***

We may be subject to claims resulting from our manufacturing defects or negligence in storage, packaging or handling which may lead to the inferior quality product and in turn result in deterioration of the goods stored in them by the customer / end user. Even unsuccessful product liability claims would likely require us to incur substantial expenses on litigation, divert management's time, adversely affect our goodwill and impair the marketability of our plastic products.

Although, we undergo complete testing in-house and we are liable for the quality of the products manufactured by us for the duration of their shelf life, if any. Further, we may not have adequate insurance coverage for product

liability and if we are to take the same, it may result in additional expense. In case of any such claim is sustained could have an adverse affect on our business, financial condition, results of operations and cash flows.

Further, our business is dependent on the trust our customers have in the quality of our products. Any negative publicity regarding our Company, brand, or products or mishaps resulting from the use of our products, or any other unforeseen events could affect our reputation and our results from operations.

**8. *Industrial accidents at our production facility may adversely affect our operation.***

Usage of boilers, ETP, Chilling Plant and chemicals by the labourers/ employees during the production process or otherwise may result in accidents which can cause injury to the labour and employees of the company and this could also cause damage to the property and plant and machinery situated at the factory which could have an adverse affect on our operation.

Though, we have taken adequate safety measures in order to avoid such mishaps, and we have also taken insurance policies in order to safeguard from damage; but in case of any such happening of the event out of our control, we cannot assure you that will be honoured by the insurance companies or not. Further occurrence of such accidents could impact our production and consequently affect our profitability and cash flows.

**9. *Our Company's manufacturing activities are labour intensive and depend on availability of skilled and unskilled labourers in large numbers. In case of unavailability of such labourers and / or inability to retain such personnel, our business operations could be affected.***

Our Company has employed 372 employees as on December 31, 2017, which include permanent employees who are part of the manufacturing units as well as admin / office staff. Out of the above, 330 employees are part of our Manufacturing Units located at Vapi, Gujarat. Additionally we have entered into an agreement with certain Independent contractors for execution, fulfilment and discharge of work and obligations as provided to the Contractor and that the Contractor shall execute and efficiently handle the work as per our requirements.

Our operations and performance are labour intensive and depends on our ability to identify, attract and retain both skilled and unskilled labour. In case such labour is unavailable or we are unable to identify and retain such labourers our business could be adversely affected. Further, in case of expansion of our installed capacity at our manufacturing Units, we may need to hire additional employees or contract labour, either for specialised jobs or during periods of high customer orders. Though we have entered into various agreements with individual contractors for hiring labourers on a contractual basis, we cannot guaranty that we may be able to renew these contracts timely or on favourable terms or at all. Any failure to hire the appropriate labour may impact the operations and impair our client relations.

**10. *We face competition in our business from both domestic and international competitors. Such competition may have a negative impact on our business prospects, future performance and financial condition.***

The industry, in which we are operating, is increasingly competitive and our results of operations and financial condition are sensitive to, and may be materially adversely affected by, competitive pricing and other factors.

Competition may result in pricing pressures, reduced profit margins or lost market share or a failure to grow our market share, any of which could substantially harm our business and results of operations.

The market for our products is competitive on account of both the organized and unorganized players. Players in this industry generally compete with each other on key attributes such as technical competence, quality of products, distribution network, pricing and timely delivery. Some of our competitors may have longer industry experience and greater financial, technical and other resources, which may enable them to react faster in changing market scenario and remain competitive. Moreover, the unorganized sector offers their products at highly competitive prices which may not be matched by us and consequently affect our volume of sales and growth prospects. Growing competition may result in a decline in our market share and may affect our margins which may adversely affect our business operations and our financial condition.

We face competition from various India based Companies like Camlin Fine Sciences Ltd , S H Kelkar and Company Limited, NOCIL etc. Additionally we also face competition at International level from various Chinese producers and others like Eastman Chemical Company (USA), BASF (Germany), R.T. Vanderbilt Holding Company, Inc. (USA) etc.

If our Company is unable to effectively compete with other participants in the chemicals industry, whether on the basis of pricing, product quality, services or otherwise, it might not be able to attract new customers or retain existing customers, and this could adversely affect our business, financial condition and results of operations.

**11. Our Company has reported certain negative cash flows from its operating, investing and financing activities, details of which are given below. Sustained negative cash flow could impact our growth and business in the future.**

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

(₹ in lakhs)

Particulars	For period ending September 30, 2017	For the year ended March 31,				
		2017	2016	2015	2014	2013
Cash flow from Operating Activities	118.27	2,054.48	131.33	939.16	(1,362.02)	2411.54
Cash flow from Investing Activities	(700.31)	(1,000.44)	(224.20)	(214.65)	(441.25)	(737.44)
Cash flow from Financing Activities	527.27	(872.36)	103.43	(508.90)	1,812.04	(1,605.71)

For details, please refer “Management’s Discussion and Analysis of Financial Conditions and Results of Operations of our Company” on page no. 176 of this Prospectus.

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

**12. Contingent liabilities could adversely affect our financial condition. Crystallization of any of these contingent liabilities may adversely affect our financial condition.**

As of September 30, 2017, our contingent liabilities as indicated in our Restated Financial Statements and also certified by our statutory auditors were as follows:

(₹ in lakhs)

Particulars	As at September 30, 2017	As at March 31,				
		2017	2016	2015	2014	2013
Customs Litigation	13.69	-	-	-	-	-
Bank Guarantee	78.52	78.90	78.90	78.90	78.90	78.90
<b>Total</b>	<b>92.21</b>	<b>78.90</b>	<b>78.90</b>	<b>78.90</b>	<b>78.90</b>	<b>78.90</b>

**NOTE:** The Company is a co-borrower in certain loans availed by the Directors in their personal capacity. The aggregate amount outstanding in respect of such loans as on 30th September, 2017 is Rs. 1449.87 Lakhs. Any default in payment under such arrangement may have an adverse effect and may result into difficulty in arranging of funds for re-payment and may also adversely affect our operations and financials.

In the event that any of our contingent liabilities materialize, our business, financial condition and results of operations may be adversely affected. Furthermore, there can be no assurance that we will not incur similar or increased levels of contingent liabilities in the current fiscal year or in the future. For further information, please refer “Annexure XXVII – Schedule of Contingent Liabilities, As Restated” under Restated Financial Statement Report starting on page no. 151 of this Prospectus.

**13. Our Company has posted negative profits in the past.**

Our Company has in the past incurred losses in fiscal 2014 and 2013. The losses incurred in the past are due to break down of major fire at the factory premises at Vapi. Although we have made profits in six months period ended on September 30, 2017, and Fiscal year 2017, 2016 and 2015 but there can be no assurance that such situation will not take place in the future.

The details of negative profits incurred in the past are as mentioned below:

(₹ in lakhs)

Particulars	For period ending September 30, 2017	For the year ended March 31,				
		2017	2016	2015	2014	2013
PAT	195.06	367.31	152.85	6.17	(147.36)	(385.55)

Further, in future if there is an occurrence of fire at the Factory premises, such event may have an adverse effect on our business, financial condition, results of operations and prospects.

**14. We rely on our distributors networking in open market for sale of certain local and export products.**

We market, sell and distribute our wide range of products to our diverse customers based in India and abroad. Over the years we have established our sales network both in domestic and international markets. We work on two-way marketing strategy, one being direct approach to our customers i.e. end users and the other through distributors. Our products are marketed through a wide network of distribution channel to various countries i.e. United Kingdom, Iran, Australia, South Africa, Singapore, Germany, UAE. etc. The Company is dependent on the distributors for marketing and distribution. Accordingly, any shortcomings in the performance would impact the revenues and profitability of the Company. Further, company also contributes to direct marketing, through internal sales and marketing team. However, significant proportion of the sale is done through our distributions in foreign countries.

Furthermore, our business growth depends on our ability to attract additional distributorships to our network. While, we believe that we have good relations with our distributors and agents but there is no assurance that our current distributors will continue to do business with us. If we do not succeed in maintaining the stability of our distributorship network, our export market share may decline materially affecting our results of operations and financial condition.

**15. Our Company has incurred substantial indebtedness which exposes us to various risks which may have an adverse effect on our business and results of operations.**

As on September 30, 2017, we had ₹ 14,431.95 lakhs of outstanding debt on our balance sheet (including current maturities) in relation to various facilities from the bank(s). In the event that we fail to meet our debt servicing obligations under our financing documents, the relevant lender(s) could declare us to be in default, accelerate the maturity of our obligations or even sell our Company's movable and immovable assets. We cannot assure investors that in the event of any such acceleration we will have sufficient resources to repay these borrowings. Failure to meet obligations under debt financing agreements may have an adverse effect on our cash flows, business and results of operations. Our ability to meet our debt service obligations and to repay our outstanding borrowings will depend primarily upon the cash flows generated by our business. We cannot assure you that we will generate sufficient cash to enable us to service existing or proposed borrowings. Incurring significant indebtedness may limit our flexibility in planning for or reacting to changes in our business & industry and limit our ability to borrow additional funds. Further, our level of indebtedness has important consequences to our Company, such as:

- Increasing our vulnerability to general adverse economic, industry and competitive conditions;
- Limiting our flexibility in planning for, or reacting to, changes in our business and the industry; affecting our credit rating;
- Limiting our ability to borrow more money both now and in the future; and
- Increasing our interest expenditure and adversely affecting our profitability, since almost all of our debt bears interest at floating rates.

If any of these risks were to materialise, our business and results of operations may be adversely affected.

**16. We are dependent on the success of our research and development and the failure to develop improved products/designs /process improvements could adversely affect our business.**

Our success depends on our ability to improve our existing products, develop new product designs, process improvements to give time, quality and cost efficiency. All our unit, have in house Quality Control (QC) and Testing facilities where the raw materials dispensed and the finished products manufactured are tested for various quality parameters, some of which are governed by various authorities including the Indian and International Standards. Our Company carries out research & development activities at Vapi, Gujarat. The research is carried out for improving the quality of existing products and development of new processes for the existing products. We

have employed well qualified technicians in our testing facilities and also provide them with regular technology upgrades to keep them abreast with the latest technological change in products, designs and process improvements.

However, we cannot assure you that the future investments made by us in QC / Testing and R&D will yield satisfactory results in terms of improved products, or will yield any results at all. The development process for developing new processes is costly. Despite investments in this area, our research and development efforts may not result again in the discovery or successful development of the products. Also, there can be no assurance that the developed process will be commercially successful. Further, if our competitors develop processes that may give them first mover advantage we may be unable to retain our customers, which shall adversely affect our revenues and profitability.

**17. *Our Company has entered into certain related party transactions in the past and may continue to do so in the future, which may potentially involve conflicts of interest with the equity shareholders.***

Our Company has entered into certain transactions with our related parties including our Promoters, Promoter Group, Directors and their relatives. While we believe that all such transactions have been conducted on the arm's length basis, we cannot assure you that we might have obtained more favourable terms had such transactions been entered into with unrelated parties.

Furthermore, it is likely that we may enter into related party transactions in the future. We cannot assure you that such transactions, individually or in the aggregate, will always be in the best interests of our minority shareholders and will not have an adverse effect on our business, results of operations, cash flows and financial condition. For details, please refer "Annexure XXV – Related Party Transactions" on page no. 151 of this Prospectus.

**18. *Our manufacturing unit is situated on plots that are taken on long-term lease from G.I.D.C., and we will have to comply with the terms and conditions/covenants laid down in lease agreements with G.I.D.C. In case of non-compliance with the terms and conditions of the same, it may affect our business operations.***

Our Company has two manufacturing units situated at plot no. -2515, Phase IV, GIDC, Vapi - 396 195, Gujarat and Plot No. 1713, Phase III, GIDC, Vapi – 396 195, Gujarat within G.I.D.C. limits. The said plots are taken on long-term lease from G.I.D.C. We have been complying with all on-going requirements of G.I.D.C. and as on date of this Prospectus there are no litigations or disputes on our occupancy of such lands with G.I.D.C. However, any defaults in complying with the said terms and conditions/covenants on our part may be subjected to penal provisions and it may also lead to the cancellation of such lease, which will adversely affect our business, financial conditions and results of operations. For further details regarding these lands, please refer the chapter titled "Our Business- Properties" beginning on page no. 92 of this Prospectus.

**19. *Our company has not effected one of our main objects as per the Memorandum of Association.***

At the time of incorporation in 1985 one of our main objects was to acquire and takeover (as going concern) the factory premises situated at Andheri (E), Mumbai and other interests from M/s. Vasu Chemicals (one of our promoter group entity which was a partnership concern). Our other "main object" was to directly promote and establish a chemical and related product manufacturing unit. Our company has opted to implement the later and has not effected the takeover of such factory premises or partnership firm. Even till date; our company has no control or role in such factory premises or partnership firm. We may in the future face due diligence related delays due to such history.

**20. *Non-availability of certain records which were disposed of in accordance with the provision of Disposal of Records (in the Offices of the Registrars of Companies) Rules, 2003 may have impact on the decision of the external agencies for future fund raising.***

The company has disposed of certain records in accordance with the provision of Disposal of Records (in the Offices of the Registrars of Companies) Rules, 2003 including:

- a. Return of allotment (Form 2) prior to June 29, 2004;
- b. Increase in authorized share capital (Form 5) prior to June 29, 2004;
- c. Annual Returns and Balance Sheet prior to 2003-04; and
- d. Appointment or cessation of directors (Form 32) prior to 2004



While we believe that these forms and records were duly filed on a timely basis, we may not be able to obtain copies of this document and hence we have placed reliance on other documents, including board and shareholders resolutions for disclosure in this Prospectus. We cannot assure you that lack of secretarial records would not affect us in the future fund raising or due diligence of external agencies of if any

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

Our business is dependent on our continuing relationships with our customers. Our Company neither has any long-term contract with any of customers or distributors. Any change in the buying pattern of our customers or distributors from us can adversely affect the business of our Company. The loss of or interruption of work by, a significant customer or a number of significant customers or the inability to procure new orders on a regular basis or at all may have an adverse effect on our revenues, cash flows and operations.

**22. *Our failure to accurately forecast demand or in case of order based procurements, any cancellation of orders or delay in supply of raw materials by suppliers to meet such orders, could result in an unexpected shortfall or surplus in the supply of our products resulting into higher inventory, which could adversely affect our operations and profitability.***

We maintain inventory of raw materials at our manufacturing units based on existing demand trends to meet a certain unexpected demand and also our production batches are set accordingly. We monitor the inventory levels based on our own projections of future demand. In the past, we have experienced high levels of inventory of ₹6,806.38 lakhs, ₹ 6,008.26 lakhs, ₹ 6,791.60 lakhs and ₹ 5,808.31 lakhs as per the restated financials for six months period ending September 2017 and for the Fiscal 2017, 2016 and 2015 respectively to meet the demand. If we are unable to appropriately estimate the demand for our products for any reason, the same could result in surplus of inventory levels or unavailability of the same in high demand situations resulting in below potential sales. Additionally, in case of order based procurements, any cancellation of orders or delay in supply of raw materials by our suppliers to meet such orders, could also result in surplus or shortfall of our products, which could adversely affect our operations. Further, excess stock of raw materials and finished products, subjects us to additional risks related to storage of the same, such as health and safety hazard and environmental damage and theft, which could adversely affect our operations and profitability.

**23. *Improper handling of machineries and equipments could result in accidents and may lead to loss of life and may have an impact on the image of our business which could have an adverse effect on our net sales, profitability and results of our operations.***

Improper handling of machines and equipments used in the business line of the Company can result into accidents at times and may lead to loss of life of the employees and the Company could face liabilities that may adversely affect its profits.

Our Company has been manufacturing various products using modern techniques and state-of-the-art plant & equipment. Our Company has insured policies cover and has undertaken adequate safety measures, which have minimized the loss of three crucial M's viz. men, material and machines. Also, our company employs skilled manpower to handle materials and machines and provide requisite in-house training for the same. In spite of the same, in future due to improper handling of machineries and equipments which could result in accidents, it could have an adverse effect on our net sales, profitability and results of our operations.

**24. *Our insurance coverage may not adequately protect us against all material hazards, which may adversely affect our business, results of operations and financial condition.***

Our business, manufacturing facilities, plant and machinery and other assets could suffer damage from fire, natural calamities, misappropriation or other causes, resulting in losses, which may not be fully compensated by insurance. There can be no assurance that the terms of our insurance policies will be adequate to cover any damage or loss suffered by our Company or that such coverage will continue to be available on reasonable terms or will be available in sufficient amounts to cover one or more large claims, or that the insurer will not disclaim coverage as to any future claim.



**25. *We face foreign exchange risks that could adversely affect our results of operations, further having an impact on our cash flows and our financial results may fluctuate.***

We face foreign exchange rate risk as major portion of our revenues are denominated in a currency other than the Indian Rupee. Because of our foreign currency exposure, exchange rate fluctuations between the Indian Rupee and foreign currencies can have a material impact on our results of operations, cash flows and financial condition. The exchange rate between the Indian Rupee and the foreign currency has been volatile in recent periods and may continue to fluctuate in the future. At certain times, we receive an advance as part payment from the customers, or at times we receive cash against document, while others make the payment over a period of time. This gap results in increased risk towards foreign exchange fluctuation.

Currently our Company imports and exports various products. As we intend to expand our product base and also our geographical markets, we will have greater exposure to such exchange rate fluctuations. We may, therefore, suffer losses on account of foreign currency fluctuations for sale of our products since we may not be able to pass on all losses on account of foreign currency fluctuations to our customers.

Currently, we have entered into forward cover and LC with Bank for minimising foreign currency exchange risks. However, by entering into forward exchange contracts in order to hedge some of our future transaction, any amount that we spend or invest in order to hedge the risks to our business due to fluctuations in currencies may not adequately hedge against any losses that we may incur due to such fluctuations. Moreover, the hedges may not cover all such exposures and are in any event subject to their own risks, including counterparty credit risk. Adverse moves in exchange rates may adversely impact our profitability and financial condition.

Further, our Company is required to renew these insurance policies from time to time and in the event, we fail to renew the insurance policies within the time period prescribed in the respective insurance policies or not obtain at all, our Company may face significant uninsured losses. If our Company suffers a large uninsured loss or if any insured loss suffered, significantly exceeds our insurance coverage, our business, financial condition and results of operations may be adversely affected.

**26. *Our Company in the past had incurred an incident of fire and we have filed an insurance claim. In case of non-receipt of such amount, it may have an impact on financial condition of our Company.***

On December 13, 2011, a fire broke out at the Company's insured factory situated at Plot No. 2514 & 2515, GIDC, Vapi, Gujarat. Consequent to the above fire (which raged for around 4 days) the property (moveable and immovable) lying behind and situated in the above referred premises were destroyed. We had calculated an estimated loss of ₹ 42 crores to ₹ 45 crores, which was based on a visual inspection of the fire and on December 26, 2011 our company filed an Insurance claim for ₹ 45 crores. We have received a payment in the favour of the Company to the tune of ₹ 20 crores on ad-hoc basis. The matter is in litigation and is currently pending before the Arbitral Tribunal. For further details, please refer chapter "Outstanding Litigation and Material Developments" beginning on page no 191 of this Prospectus. In case, such claim is not received by the Company, it will impact the financial conditions of the Company and we will have to incur further litigation cost as well.

**27. *We have not entered into any technical support service contract for the maintenance and smooth functioning of our equipment's and machineries, which may affect our performance.***

Our manufacturing operations involve daily use of various machineries and technical equipments. They require periodic maintenance checks and technical support in an event of technical breakdown or malfunctioning. Our company has not entered into any technical support service contract with any competent third party.

However, we conduct in-house machinery maintenance periodically in order to ensure the quality of the machinery used in the process and further avoid any mishaps/ accidents. The machines are cleaned on periodic basis, sometimes the machines are cleaned after every batch production to ensure quality of the goods in production. Further, we also maintain certain spare parts of the machines in case of breakdown of the machines. Despite of the above maintenance, in case of any future event which leads to breakdown of the machinery and our failure to reduce the downtime in case of occurrence of such events, may adversely affect our productivity, business and results of operations.

**28. *In addition to normal remuneration, other benefits and reimbursement of expenses our Directors (including our Promoters) and Key Management Personnel are interested in our Company to the extent of their shareholding and dividend entitlement in our Company.***

Some of our Directors (including our Promoters) and Key Management Personnel are interested in our Company to the extent of their shareholding and dividend entitlement in our Company, in addition to normal remuneration, incentives or benefits and reimbursement of expenses. We cannot assure you that our Directors or our Key Management Personnel would always exercise their rights as Shareholders to the benefit and best interest of our Company. As a result, our Directors will continue to exercise significant control over our Company, including being able to control the composition of our board of directors and determine decisions requiring simple or special majority voting, and our other Shareholders may be unable to affect the outcome of such voting. Our Directors may take or block actions with respect to our business, which may conflict with our best interests or the interests of other minority Shareholders, such as actions with respect to future capital raising or acquisitions. We cannot assure you that our Directors will always act to resolve any conflicts of interest in our favour, thereby adversely affecting our business and results of operations and prospects.

**29. *Our Company is subject to inspections under the Gujarat Pollution Control Board and various other regulatory authorities, which may result in imposition of penalty on us and further non-compliance of the terms and conditions in the Approvals, Licenses and Registrations may affect our operations.***

Inspection proceedings are undertaken by various authorities for verifying the compliance of manufacturing practices and quality standards for meeting the worldwide recognition standards, and also at various local levels like Gujarat Pollution Control Board (GPCB) at regular intervals. Certain licenses and registrations obtained by our Company, including but not limited to the consents and authorisations issued by the Gujarat Pollution Control Board contain certain terms and conditions, which are required to be complied with by our Company. Any default by our Company in complying with the same, may result in inter-alia the cancellation of such licenses, consents, authorizations and/or registrations, which may adversely affect our operations and financial strength.

Our Company is also subject to testing and audits by the respective authorities, for maintaining the quality parameters of the final product and also maintaining the hygienic conditions of the factory. Consequently, we may fail to adhere to the directions of the authorities in a timely manner which may attract penal actions affecting our operations and financial condition.

**30. *Excessive dependence on Saraswat Co-operative Bank Limited for obtaining various facilities.***

Most of our fund based and non fund base financial assistance has been sanctioned by Saraswat Co-operative Bank limited. We have been sanctioned the financial assistance secured by mortgage of factory land and building, hypothecation of plant and machinery, personal guarantee of our Promoter and Promoter Group member(s) etc. For further details, please refer the chapter '*Financial Indebtedness*' beginning on page no188 of this Prospectus. Any default under such arrangement or non renewal, or renewal of the sanction on adverse term with such lender may result into difficulty in arranging of funds for re-payment and may also adversely affect our operations and financials.

**31. *There are various negative covenants in the sanction letters issued to us by our lender(s), which could put us at a competitive disadvantage and could have an adverse effect on our business, results of operations and financial condition.***

The sanction letter issued to us contains provisions that restrict our ability to do, among other things, any of the following:


- Changing or alter the Capital Structure of the Company;
- Entering into amalgamation, reconstruction, re-organisation, takeover or any other schemes of compromise or arrangement;
- Non-declaring of dividends/ withdrawal of any amount in any form of salary/ remuneration/ incentive/ commission by the Promoters/ Directors in case of overdue with the Bank
- Change in directorship/ ownership/ promoters/ major shareholders without the written consent of the Bank.

Further the company has created a charge on its assets in favour of their bankers against the assets of the company. In case of default by the company in repayment of the loans, bankers may exercise their rights over the security,

which may be detrimental to the interest of the company. For details, please refer "Financial Indebtedness" on page no. 188 of this Prospectus.

Additionally, our borrowings are secured by our movable assets (whether existing or future) and by a personal guarantee of our Promoter / Promoter Group/ Directors. Such securities enable the lenders to cancel any outstanding commitments, accelerate the repayment, exercise cross default provisions and enforce their security interests on the occurrence of events of default such as a breach of financial covenants, failure to obtain the proper consents, failure to perfect security as specified and such other covenants that are not cured. It is possible that we may not have sufficient funds upon such an acceleration of our financial obligations to pay the principal amount and interest in full. Further, if we are forced to issue additional equity to the lenders, your ownership interest in our Company will be diluted. It is also possible that future financing agreements may contain similar or more onerous covenants and may also result in higher interest cost. If any of these events were to occur, our business, results of operations and financial condition may be adversely affected.

**32. Any infringement of our registered corporate logos or failure to protect them may adversely affect our business.**

Our corporate logos "", "YAPOX", "YANTQ", "YALUB", "YUREANTI", and "YUREACC" are registered with the Registrar of Trademarks under Trademark Nos. 871688, 2293262, 2293263, 2293264, 2293265 and 2293266. Given the nature of our business, we cannot assure you that our corporate logo will not be infringed by our competitors and third parties, which may expose us to expensive legal proceedings and the same can have an adverse effect on our business, results of operations and financial condition. Our Company also may not be able to take timely steps to curb such infringement or adequately protect our intellectual property data, trade secrets or proprietary technology from infringement by competitors. Any litigation undertaken to protect our intellectual property could be time consuming and costly and the outcome thereof cannot be guaranteed. Such infringement may also lead to our Company losing business to such competitors and might adversely affect our goodwill. For further details please refer to section titled "Government and Other Approvals" beginning on page 197 of this Prospectus.

**33. The implementation of the proposed Objects of the Offer is in a preliminary stage and the Company has not placed order for Plant and Machinery yet.**

We have not placed orders for machineries and equipments as mentioned above. We are yet to appoint civil contractors for construction of the civil structure. Any delay in placing the orders for machinery/ or supply of plant and machinery or commencing of civil work may result in time and cost overruns, and may affect our profitability.

Since the part funding for the plant and machinery is from the IPO proceeds, any delay in access to IPO proceeds would eventually delay the process of placing the orders for certain machineries. The purchase of plant and machinery would require us to consider factors including but not limited to pricing, delivery schedule and after-sales maintenance. Our Company is further subject to risks on account of inflation in the price of plant and machinery. There may also be a possibility of delay at the suppliers' end in providing timely delivery of these machineries, which in turn may delay the implementation of our project. For further details, please refer to the chapter titled 'Objects of the Offer' beginning on page number 69 of this Prospectus.

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

Our Company has not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Fresh Issue proceeds can adversely affect our growth plan and profitability. The delay/shortfall in receiving these proceeds could result in inadequacy of funds for setting up the expanded unit along with Plant and machinery, which may result in us borrowing funds on unfavourable terms, both of which scenarios may affect the business operation and financial performance of the company.

The proposed schedule of implementation of the objects of the Offer is based on our management's estimates. If the schedule of implementation is delayed for any other reason whatsoever, including any delay in the completion of the Offer, we may have to consider alternative source for meeting the fund requirement. We therefore, cannot assure that we would be able to execute the proposed expansion plan within the given time frame, or within the costs as originally estimated by us. Any time overrun or cost overrun may adversely affect our growth plans and profitability.

**35. *The statutory/ regulatory approvals for the proposed project / expansion plans will need to be applied and any delay or non-receipt of such approvals may delay the proposed project/ expansion plans.***

Based on the objects of the proposed expansion, we will have to apply for the certain statutory/regulatory approval including the environmental clearance in relation to the Objects of the Offer. We cannot assure that we would be able to apply for these licenses/ approvals/ permissions in a timely manner, or that we would be granted such licenses/ approvals/ permissions in a timely manner or at all. Such grant may also be subject to restrictions and/ or permissions which may prejudicially affect our operations, and would have a material adverse effect on our business, results of operations and financial condition.

**36. *Our funding requirements and deployment of the offer proceeds are based on management estimates and have not been independently appraised by any bank or financial institution. Any variation in the utilization of our Net Proceeds as disclosed in this Prospectus would be subject to certain compliance requirements, including prior shareholders' approval.***

The deployment of the funds towards the objects of the Offer is entirely at the discretion of the Board and our Board will monitor the utilisation of Net Proceeds through its Audit Committee. Further, our Promoter or controlling shareholders would be required to provide an exit opportunity to the shareholders who do not agree with our proposal to change the objects of the Offer, at a price and manner as specified in Chapter VI-A of the SEBI ICDR Regulations pursuant to the SEBI ICDR (Second Amendment) Regulations, 2016 dated February 17, 2016. Additionally, the requirement on Promoters or controlling shareholders to provide an exit opportunity to such dissenting shareholders may deter the Promoters or controlling shareholders from agreeing to the variation of the proposed utilisation of our Net Proceeds, even if such variation is in our interest. Further, we cannot assure you that our Promoter or the controlling shareholders will have adequate resources at their disposal at all times to enable them to provide an exit opportunity at the price which may be prescribed by SEBI.

Our Company will disclose the utilisation of the Net Proceeds under a separate head along with details in its balance sheet until the Net Proceeds remain unutilised, clearly specifying the purpose for which the Net Proceeds have been utilised. Any inability on our part to effectively utilize the Offer proceeds could adversely affect our operational and financial performance.

**37. *The deployment of the Net Proceeds from the Fresh Issue are based on management estimates and have not been independently appraised by any bank or financial institution and is not subject to any monitoring by any independent agency and our Company's management will have flexibility in utilizing the Net Proceeds from the Fresh Issue.***

Our Company intends to primarily use the Net Proceeds from the Fresh Issue towards Expansion and up-gradation in Plant at our Factory, Vapi as described in "Objects of the Offer" on page no. 69 of this Prospectus. In terms of Regulation 16 of the SEBI (ICDR) Regulations, we are not required to appoint a monitoring agency since the Offer size is not in excess of ₹10, 000 lakhs. The management of our Company will have discretion to use the Net Proceeds from the Fresh Issue, and investors will be relying on the judgment of our Company's management regarding the application of the Net Proceeds from the Fresh Issue. Our Company may have to revise its management estimates from time to time and consequently its requirements may change. Additionally, various risks and uncertainties, including those set forth in this section "Risk Factors", may limit or delay our Company's efforts to use the Net Proceeds from the Fresh Issue to achieve profitable growth in its business.

Further, pursuant to Section 27 of the Companies Act 2013, any variation in the objects would require a special resolution of the Shareholders and our Promoters or controlling Shareholders will be required to provide an exit opportunity to the Shareholders of our Company who do not agree to such proposal to vary the objects, in such manner as may be prescribed in future by the SEBI.

Accordingly, prospective investors in the Offer will need to rely upon our management's judgment with respect to the use of Net Proceeds. If we are unable to enter into arrangements for utilization of Net proceeds as expected and assumed by us in a timely manner or at all, we may not be able to derive the expected benefits from the proceeds of the Offer and our business and financial results may suffer.

**38. *Changes in latest technology machinery/ requirement of machinery based on business opportunity may adversely affect our Company's results of operations and its financial condition.***

Modernisation and technology up-gradation is essential to reduce costs and increase the output. Changes in technology may render our current technologies obsolete or require us to make substantial capital investments. However, our existing state-of-the-art manufacturing units have machineries with latest technology and we strive to keep our technology, equipments and machinery in line with the latest technological standards. But in future we may be required to implement new technology or upgrade the machineries and other equipment's employed by us. Further, the costs in upgrading our technology and modernizing the plant and machineries may be significant which could substantially affect our finances and operations.

Further in case of machinery requirement based on business opportunity/ latest technology machinery, we will have to incur huge expenditure which may adversely affect our Company's results of operations and its financial condition. Also up-gradation in our technology and key infrastructure on timely basis may hamper our operations and financial conditions.

**39. *Our Company is dependent on the continuing operation of our manufacturing facilities. Any significant interruption, delay in production at, or shutdown of any of our manufacturing unit could have a material adverse effect on our business, results of operations and financial condition.***

Our Company manufactures substantially all of the products at our two manufacturing units located at Vapi, Gujarat (GIDC Limits) which are subject to the normal risks of industrial production, including equipment breakdowns, explosions, labour stoppages, natural disasters, industrial accidents, power interruptions our inability to respond to technological advances and emerging industry standards and practices in the industry and the need to comply with the directives of relevant government authorities. In case of any disruption at such facilities, it may adversely affect the manufacturing cycle, and may lead to time over-run in the execution of the project.

All of these manufacturing facilities require a significant amount and continuous supply of electricity and any shortage or non-availability of electricity may adversely affect our operations. The manufacturing process of our products requires significant electricity. Our Company depends on Dakshin Gujarat Vij Company Limited for supply of our energy requirements. However, our Company owns D.G. sets which we use during such power crisis. But the use of such alternative arrangements is costly and it affects the profitability of our Company.

**40. *Being a part of the chemical industry our revenue are largely dependent upon the market prospects of the chemical Indian and Global scenario of the industry.***

Our financial performance depends significantly on the stability of the chemical industry, as well as general economic conditions, including changes in gross domestic product. Adverse conditions in or uncertainty about these markets, or the economy could adversely impact our customers' confidence or financial condition. Other factors beyond our control, including the availability of raw material, machines required for production, prices, the state of the credit markets, including mortgages, loans and consumer credit and other conditions beyond our control, could further adversely affect demand for our products and services, our costs of doing business and our financial performance.

**41. *We are expanding capacities without any firm commitments from customers. There can be no assurance that we will be successful in selling our increased production.***

Our Company is proposing to expand capacities by setting up a Building along with required plant and machinery required for manufacturing process at Unit II at Vapi, Gujarat. Our increased production capacity after commencement of this manufacturing unit will require a larger customer base. The same is on certain assumptions as to potential for growth in the sector in which we operate, including identified customers with a demand for the increased production. In the event that our assumptions are not accurate or there is any material change in the various external factors on which our assumptions are made, there can be no assurance that we will be successful in selling our increased production leading to high inventory. This may also result in lower capacity utilization and adversely affect our operations and financial results.



- 42. Our Company had availed an amount of ₹ 4,273.45 lakhs as unsecured loans from Directors/ Promoters, and Promoter Group which are repayable on demand. Any demand from the lenders for repayment of such unsecured loan may affect our cash flow and financial condition. Also, such unsecured loans may be recalled at any time which may have an adverse effect on our business, prospects, financial condition and results of operations.**

Our Company had availed an amount of ₹ 4,273.45 lakhs as unsecured loan from Directors/ Promoters and Promoter Group which may be recalled at any time. Sudden recall for the repayment may disrupt our operations and also may force us to opt for funding at higher interest rates, resulting in higher financial burden.

Further, our Company will not be able to raise funds at short notice and thus result in shortage of working capital funds. For further details, please refer to the section “Unsecured Loans” under “Restated Financial Statements” beginning on page no. 151 of this Prospectus. Any demand for the repayment of such unsecured loan, may adversely affect our cash flow and financial condition.

Our Company may obtain in future, unsecured loans from Directors/ Promoters/ Promoter Group, some of which may be recalled at any time at the option of the lender. If the unsecured loans so obtained by our Company are recalled at any time, the financial condition of our Company may be adversely affected having an effect on our business, prospects and results of operations also.

- 43. Our Promoters play key role in our functioning and we heavily rely on their knowledge and experience in operating our business and therefore, it is critical for our business that our Promoters remain associated with us. Our success also depends upon the continued services of our promoters and our ability to attract, train and retain them.**

Our Company is promoted by a group of individuals and is led by Mr. Parag Jhaveri, having an experience of over 3 decades. The success of our business operations is attributable to our Promoters, Directors and key management personnel. We believe that our relation with our Promoters, who have rich experience in setting up business, developing markets, managing customers and handling overall businesses, has enabled us to experience growth and profitability. We benefit from our relationship with our Promoters and Key Managerial Persons and our success depends upon their continuing services, who have been responsible for the growth of our business and are closely involved in the overall strategy, direction and management of our business. Our Promoter, Mr. Parag Jhaveri, has been actively involved in the day to day operations and management since the incorporation of the Company.

Our Promoters, along with the key managerial personnel, have over the years built relations with clients, distributors and other persons who are connected with us. The loss of their services could impair our ability to implement our strategy, and our business, financial condition, results of operations and prospects may be materially and adversely affected.

- 44. Our inability to manage growth could disrupt our business and reduce our profitability.**

A principal component of our strategy is to continue to grow by expanding the size and geographical scope of our businesses, as well as the development of our new products portfolio. This 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. Continuous expansion increases the challenges involved in financial management, maintaining good relationships with independent contractors providing labourers, retaining high quality human resources, preserving our culture, values and entrepreneurial environment, and developing and improving our internal administrative infrastructure. 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.

- 45. Employee misconduct, errors or fraud could expose us to business risks or losses that could adversely affect our business prospects, results of operations and financial condition.**

Employee misconduct, errors or frauds could expose us to business risks or losses, including regulatory sanctions, penalties and serious harm to our reputation. Such employee misconduct includes breach in security requirements, misappropriation of funds, hiding unauthorized activities, failure to observe our stringent operational standards and processes, and improper use of confidential information. It is not always possible to detect or deter such misconduct, and the precautions we take to prevent and detect such misconduct may not be effective. In addition, losses caused on account of employee misconduct or misappropriation of petty cash expenses and advances may



not be recoverable, which we may result in write-off of such amounts and thereby adversely affecting our results of operations. Our employees may also commit errors that could subject us to claims and proceedings for alleged negligence, as well as regulatory actions in which case, our reputation, business prospects, results of operations and financial condition could be adversely affected.

***46. Our Company will not receive any proceeds from the Offer for Sale portion.***

This Offer comprises of an offer for sale of 20,00,000 Equity Shares by our Promoter Group. The proceeds from the Offer pertaining to the above sale shares will be paid to the aforesaid persons in proportion of the Equity Shares offered by them in the Offer and we will not receive any proceeds from the Offer. For further details, please refer the chapter titled “Objects of the Offer” on page no. 69 of this Prospectus.

***47. Our Promoters and Promoter Group will continue to retain majority shareholding in us after the Offer, which will allow them to exercise significant influence over us and potentially create conflicts of interest.***

The current Offer includes fresh issue of Equity Shares and Offer for Sale by our Promoters and Promoter Group. Our Promoter and Promoter Group may beneficially own approximately 72.01 % of our post-Offer equity share capital. As a result, the Promoter Group may have the ability to control our business including matters relating to any sale of all or substantially all of our assets, the timing and distribution of dividends and the election or termination of appointment of our officers and directors. This control could delay, defer or prevent a change in control of the Company, impede a merger, consolidation, takeover or other business combination involving the Company, or discourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of the Company even if it is in the Company’s best interest. In addition, for so long as the Promoter Group continues to exercise significant control over the Company, they may influence the material policies of the Company in a manner that could conflict with the interests of our other shareholders. The Promoter Group may have interests that are adverse to the interests of our other shareholders and may take positions with which our other shareholders do not agree.

***48. The rate of interest for the loans obtained by us from the bank is variable and any increase in interest rates may adversely affect our results of operations and financial condition.***

Our Company is susceptible to changes in interest rates and the risks arising there from. Our sanction letters provide for interest at variable rates with a provision for the periodic resetting of interest rates. Further the lenders are entitled to change the applicable rate of interest, which is a combination of a base rate that depends upon the policies of the RBI and a contractually agreed spread, and in the event of an adverse change in our Company’s credit risk rating. For further details of interest payable on our borrowings, please refer to the chapter titled “Financial Indebtedness” on page no. 188 of this Prospectus. Further, in recent years, the Government of India has taken measures to control inflation, which have included tightening the monetary policy by raising interest rates. As such, any increase in interest rates may have an adverse effect on our business, results of operations, cash flows and financial condition.

***49. Our Promoters and Directors have extended personal guarantees in connection with certain of our debt facilities. There can be no assurance that such personal guarantees will be continued to be provided by our Promoters/ Directors in the future or can be called at any time, affecting the financial.***

Our Promoters and Directors have provided personal guarantees for our borrowings to secure our loans. If any of these guarantees are revoked, our lenders may require alternative guarantees or collateral or cancellation of such facilities, entailing repayment of amounts outstanding under such facilities. If we are unable to procure alternative guarantees satisfactory to our lenders, we may need to seek alternative sources of capital, which may not be available to us at commercially reasonable terms or at all, or to agree to more onerous terms under our financing agreements, which may limit our operational flexibility. Accordingly, our business, financial condition, results of operations, cash flows and prospects may be adversely affected by the revocation of all or any of the personal guarantees provided by our Promoters/ Directors in connection with our Company’s borrowings.

***50. We have not independently verified certain data in this Prospectus.***

We have not independently verified data from industry publications contained herein and although we believe these sources to be reliable, we cannot assure you that they are complete or reliable. Such data may also be produced on a different basis from comparable information compiled with regard to other countries. Therefore,

discussions of matters relating to India and its economy are subject to the caveat that the statistical and other data upon which such discussions are based have not been verified by us and may be incomplete or unreliable.

These facts and statistics included in “Summary of Industry” and “Industry Overview” on pages nos. 33 and 85 respectively of this Prospectus. Due to possibly flawed or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, we cannot assure you that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

***51. The requirements of being a public listed company may strain our resources and impose additional requirements.***

With the increased scrutiny of the affairs of a public listed company by shareholders, regulators and the public at large, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur in the past. We will also be subject to the provisions of the listing agreements signed with the Stock Exchanges which require us to file unaudited financial results on a quarterly basis. In order to meet our financial control and disclosure obligations, significant resources and management supervision will be required. As a result, management’s attention may be diverted from other business concerns, which could have an adverse effect on our business and operations. There can be no assurance that we will be able to satisfy our reporting obligations and/or readily determine and report any changes to our results of operations in a timely manner as other listed companies. In addition, we will need to increase the strength of our management team and hire additional legal and accounting staff with appropriate public company experience and accounting knowledge and we cannot assure that we will be able to do so in a timely manner.

**RISK FACTORS RELATED TO EQUITY SHARES**

***52. Any further issuance of Equity Shares by Our Company or sales of Equity Shares by any significant shareholders may adversely affect the trading price of the Equity Shares.***

Any future issuance of Equity Shares by our Company could dilute the investors’ shareholding. Any such future issuance of Equity Shares or sales of Equity Shares by any of our significant shareholders may also adversely affect the trading price of the Equity Shares, and could impact our ability to raise capital through an offering of securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares.

***53. There is no existing market for our Equity Shares, and we do not know if one will develop. Our stock price may be highly volatile after the Offer and, as a result, you could lose a significant portion or all of your investment.***

There is no guarantee that our Equity Shares will be listed on the Stock Exchanges in a timely manner or at all and any trading closures at the Stock Exchanges may adversely affect the trading price of our Equity Shares. Prior to the Offer, there has not been a public market for the Equity Shares. Further, we cannot predict the extent to which investor interest will lead to the development of an active trading market on the Stock Exchanges or how liquid that market will become. If an active market does not develop, you may experience difficulty selling the Equity Shares that you purchased. The Offer Price is not indicative of prices that will prevail in the open market following the Offer. Consequently, you may not be able to sell your Equity Shares at prices equal to or greater than the Offer Price. The market price of the Equity Shares on the Stock Exchanges may fluctuate after listing as a result of several factors, including the following:

- Volatility in the Indian and other Global Securities Markets;
- The performance of the Indian and Global Economy;
- Risks relating to our business and industry, including those discussed in this Prospectus;
- Strategic actions by us or our competitors;
- Investor perception of the investment opportunity associated with the Equity Shares and our future performance;
- Adverse media reports about us, our shareholders or Group Companies;
- Future sales of the Equity Shares;
- Variations in our half yearly results of operations;
- Differences between our actual financial and operating results and those expected by investors and analysts;

- Our future expansion plans;
- Perceptions about our future performance or the performance of Chemical Industry sector companies generally;
- Performance of our competitors in the Chemical Industry and the perception in the market about investments in the same;
- Significant developments in the regulation of the manufacturing of Chemical Industry in our key locations;
- Changes in the estimates of our performance or recommendations by financial analysts;
- Significant developments in India's economic liberalisation and deregulation policies; and
- Significant developments in India's fiscal and environmental regulations. There has been significant volatility in the Indian stock markets in the recent past, and our Equity Share

Price could fluctuate significantly as a result of market volatility. A decrease in the market price of the Equity Shares could cause you to lose some or all of your investment.

***54. 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, the Equity Shares at a particular point in time.***

The price of the Equity Shares will be subject to a daily circuit breaker imposed by all stock exchanges in India which does not allow transactions beyond a certain level of volatility in the price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by the SEBI on Indian stock exchanges. The percentage limit on our circuit breaker is set by the stock exchanges based on the historical volatility in the price and trading volume of the Equity Shares. The stock exchanges do not inform us of the percentage limit of the circuit breaker from time to time, and may change it without our knowledge. This circuit breaker effectively limits upward and downward movements in the price of the Equity Shares. As a result, shareholders' ability to sell the Equity Shares, or the price at which they can sell the Equity Shares, may be adversely affected at a particular point in time.

***55. Our ability to pay dividends in the future may be affected by any material adverse effect on our future earnings, financial condition or cash flows.***

Our ability to pay dividends in future will depend on our earnings, financial condition and capital requirements, and that of our Subsidiary and the dividends they distribute to us. In the past, we have not made dividend payments to the Shareholders of our Company. The Company may decide to retain all future earnings, if any, for use in the operations and expansion of the business. In such situation, the Company may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on factors that our Board deems relevant, including among others, our future earnings, financial condition, cash requirements, business prospects and any other financing arrangements. We cannot state with any certainty whether we will be able to pay dividends in the future. Accordingly, realization of a gain on Shareholders' investments will depend on the appreciation of the price of the Equity Shares. There is no guarantee that our Equity Shares will appreciate in value.

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

Under the Indian Income-tax Act, 1961, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if Securities Transaction Tax (STT) has been paid on the transaction. STT will be levied on and collected by a domestic stock exchange on which the equity shares are sold. Any gain realized on the sale of equity shares held for more than 12 months to an Indian resident, which are sold other than on a recognised stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India. Further, any gain realised on the sale of listed equity shares held for a period of 12 months or less which are sold other than on a recognised stock exchange and on which no STT has been paid, will be subject to short term capital gains tax at a relatively higher rate as compared to the transaction where STT has been paid in India. Pursuant to the notification dated June 5, 2017 issued by the Ministry of Finance, the Government of India has introduced certain anti-abuse measures pursuant to which, the aforesaid exemption from payment of capital gains tax free income arising on transfer of equity shares shall only be available if STT was paid at the time of acquisition of equity shares. The said provision has been notified to take effect from April 1, 2018. Capital gains arising from the sale of shares will be exempt from taxation in India in cases where an exemption is provided under a tax treaty between India and the country of which the seller is a resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital

gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdictions on gains arising from a sale of the shares subject to relief available under the applicable tax treaty or under the laws of their own jurisdiction. Further, in accordance with the Finance Bill, 2018, tabled before the Parliament, it has been proposed that the exemption on long term capital gains tax be withdrawn and such tax becoming payable in the hands of the investors.

## **EXTERNAL RISK FACTORS**

### ***57. The GoI has implemented a new national tax regime by imposing GST.***

The GoI has implemented a comprehensive national GST regime from July 01, 2017 that will combine taxes and levies by the Central and State Governments into a unified rate structure. GST is a dual levy with state GST and central GST. Central GST will replace the current central taxes and duties such as excise duty, service tax, counter vailing duty, special additional duty of customs, central charges and cesses. The state GST will replace local state taxes like VAT, CST, octroi and others including state cesses and charges.

Any future increases or amendments may affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable.

Our business being construction centric, most of the current central taxes and duties and local state taxes and duties are applicable to our business. We are in the process to understand the quantification of the impact of this development at this stage due to limited information available in the public domain. If we are taxed at a higher rate than the current tax rates, our financial condition and results of operations may be adversely affected.

Further, we may also be required to make changes in our internal process to adapt to the requirements of GST. We cannot assure you if we will be able to effectively carry out such changes. To ensure compliance with the requirements of the GST laws, we may also need to allocate additional resources, which may increase our regulatory compliance costs and divert management attention. Any increase in our compliance requirements or in our compliance costs may have an adverse effect on our business and results of operations.

### ***58. The Companies Act, 2013 has effected significant changes to the existing Indian company law framework, which may subject us to higher compliance requirements and increase our compliance costs.***

A majority of the provisions and rules under the Companies Act, 2013 have recently been notified and have come into effect from the date of their respective notification, resulting in the corresponding provisions of the Companies Act, 1956 ceasing to have effect. The Companies Act, 2013 has brought into effect significant changes to the Indian company law framework, such as in the provisions related to issue of capital, disclosures in prospectus, corporate governance norms, audit matters, related party transactions, introduction of a provision allowing the initiation of class action suits in India against companies by shareholders or depositors, a restriction on investment by an Indian company through more than two layers of subsidiary investment companies (subject to certain permitted exceptions), prohibitions on loans to directors and insider trading and restrictions on directors and key managerial personnel from engaging in forward dealing. Further, companies meeting certain financial thresholds are also required to constitute a committee of the board of directors for corporate social responsibility activities and ensure that at least 2% of the average net profits of the company during three immediately preceding financial years are utilized for corporate social responsibility activities. Penalties for instances of non-compliance have been prescribed under the Companies Act, 2013, which may result in inter alia, our Company, Directors and key managerial employees being subject to such penalties and formal actions as prescribed under the Companies Act, 2013, should we not be able to comply with the provisions of the New Companies Act within the prescribed timelines, and this could also affect our reputation.

To ensure compliance with the requirements of the Companies Act, 2013 within the prescribed timelines, we may need to allocate additional resources, which may increase our regulatory compliance costs and divert management attention. While we shall endeavour to comply with the prescribed framework and procedures, we may not be in a position to do so in a timely manner.

The Companies Act, 2013 introduced certain additional requirements which do not have corresponding equivalents under the Companies Act, 1956. Accordingly, we may face challenges in interpreting and complying with such provisions due to limited jurisprudence on them. In the event, our interpretation of such provisions of the Companies Act, 2013 differs from, or contradicts with, any judicial pronouncements or clarifications issued by the Government in the future, we may face regulatory actions or we may be required to undertake remedial steps.

Additionally, some of the provisions of the Companies Act, 2013 overlap with other existing laws and regulations (such as the corporate governance norms and insider trading regulations). We may face difficulties in complying with any such overlapping requirements. Further, we cannot currently determine the impact of provisions of the Companies Act, 2013, which are yet to come in force. Any increase in our compliance requirements or in our compliance costs may have an adverse effect on our business and results of operations.

**59. *Any changes in the regulatory framework could adversely affect our operations and growth prospects.***

Our Company is subject to various regulations and policies. For details see section titled “Key Industry Regulations and Policies” beginning on page no. 114 of this Prospectus. Our business and prospects could be materially adversely affected by changes in any of these regulations and policies, including the introduction of new laws, policies or regulations or changes in the interpretation or application of existing laws, policies and regulations. There can be no assurance that our Company will succeed in obtaining all requisite regulatory approvals in the future for our operations or that compliance issues will not be raised in respect of our operations, either of which could have a material adverse affect on our business, financial condition and results of operations.

**60. *Changing laws, rules and regulations and legal uncertainties, including adverse application of corporate and tax laws, may adversely affect our business, results of operations, financial condition and prospects.***

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes, including the instances mentioned below, may adversely affect our business, results of operations, financial condition and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy. The GoI has proposed a comprehensive national goods and services tax ("GST") regime that will combine taxes and levies by the Central and State Governments into a unified rate structure which is proposed to be effective from July 1, 2017. While the GoI and other state governments have announced that all committed incentives will be protected following the implementation of the GST, given the limited availability of information in the public domain concerning the GST, we are unable to provide any assurance as to this or any other aspect of the tax regime following implementation of the GST. The implementation of this rationalized tax structure may be affected by any disagreement between certain state governments, which may create uncertainty. Any such future increases or amendments may affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable.

Further, the General Anti Avoidance Rules ("GAAR") are proposed to be made effective from April 1, 2017. The tax consequences of the GAAR provisions being applied to an arrangement could result in denial of tax benefit amongst other consequences. In the absence of any precedents on the subject, the application of these provisions is uncertain. If the GAAR provisions are made applicable to our Company, it may have an adverse tax impact on us.

We have not determined the impact of these proposed legislations on our business. Uncertainty in the applicability, Interpretation or implementation of any amendment to, or change in, governing law, regulation or policy in the jurisdictions in which we operate, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future. Further, the GoI may introduce a waiver or incentive scheme in relation to specific population segments such as MSEs in public interest, pursuant to which we may be required to Issue our products and services at discounted rates. This may affect our business and results of operations.

**61. *Civil disturbances, extremities of weather, regional conflicts and other political instability may have adverse affects on our operations and financial performance.***

Certain events that are beyond our control such as earthquake, fire, floods and similar natural calamities may cause interruption in the business undertaken by us. Our operations and financial results and the market price and liquidity of our equity shares may be affected by changes in Indian Government policy or taxation or social, ethnic, political, economic or other adverse developments in or affecting India.

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

Terrorist attacks and other acts of violence or war may negatively affect the Indian markets on which our Equity Shares will trade and also adversely affect the worldwide financial markets. These acts may also result in a loss of business confidence, impede travel and other services and ultimately adversely affect our business. In addition, any



deterioration in relations between India and Pakistan might result in investor concern about stability in the region, which could adversely affect the price of our Equity Shares.

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

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

The Indian economy and financial markets are significantly influenced by worldwide economic, financial and market conditions. Any financial turmoil, especially in the United States of America or Europe, may have a negative impact on the Indian economy. Although economic conditions differ in each country, investors' reactions to any significant developments in one country can have adverse effects on the financial and market conditions in other countries. A loss in investor confidence in the financial systems, particularly in other emerging markets, may cause increased volatility in Indian financial markets.

The global financial turmoil, an outcome of the sub-prime mortgage crisis which originated in the United States of America, led to a loss of investor confidence in worldwide financial markets. Indian financial markets have also experienced the contagion effect of the global financial turmoil, evident from the sharp decline in SENSEX, BSE's benchmark index. Any prolonged financial crisis may have an adverse impact on the Indian economy and us, thereby resulting in a material and adverse effect on our business, operations, financial condition, profitability and price of our Equity Shares.

**64. *Any downgrading of India's debt rating by a domestic or international rating agency could adversely affect our Company's business.***

Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely affect our Company's ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available. This could harm our Company's business and financial performance and ability to obtain financing for capital expenditures.

**65. *Conditions in the Indian securities market and stock exchanges may affect the price and liquidity of our Equity Shares.***

Indian stock exchanges, which are smaller and more volatile than stock markets in developed economies, have in the past, experienced problems which have affected the prices and liquidity of listed securities of Indian companies. These problems include temporary exchange closures to manage extreme market volatility, broker defaults, settlement delays and strikes by brokers. In addition, the governing bodies of the Indian stock exchanges have from time to time restricted securities from trading, limited price movements and restricted margin requirements. Further, disputes have occurred on occasion between listed companies and the Indian stock exchanges and other regulatory bodies that, in some cases, have had a negative effect on market sentiment. If similar problems occur in the future, the market price and liquidity of the Equity Shares could be adversely affected. Further, a closure of, or trading stoppage on, either of the Stock Exchanges could adversely affect the trading price of our Equity Shares.

**66. *We will prepare our financial statements from April 1, 2018 onwards under the Indian Accounting Standards ("Ind AS"). As Ind AS is different in many respects from Indian GAAP, our financial statements from April 1, 2018 may not be comparable to our historical financial statements and our financial statements for the year ending March 31, 2017 prepared under Indian GAAP may not be comparable to our financial statements for the year ending March 31, 2017 prepared under Ind AS for comparison purposes. In addition, our transition to Ind AS reporting could have an adverse effect on our business and results of operations.***

We currently prepare our financial statements under Indian GAAP. The Companies (Indian Accounting Standards) Rules, 2015 ("IAS Rules"), as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016, enacted changes to Indian GAAP that are intended to align Indian GAAP further with IFRS. The IAS Rules provide that the financial statements of the companies to which they apply shall be prepared and audited in accordance with Ind AS. Ind AS is different in many respects from Indian GAAP. All NBFCs and HFCs having a



net worth of more than A 5,000.00 million are required to mandatorily adopt Ind AS for the accounting period beginning from April 1, 2018, with comparatives for the period ending on March 31, 2017. Although any company may voluntarily implement Ind AS for the accounting period beginning from April 1, 2015, we intend to implement Ind AS for the accounting period beginning from April 1, 2018. As there is not yet a significant body of established practice, such as interpretations of Ind AS, on which to draw in forming judgments regarding the Ind AS implementation and application, we have not determined with any degree of certainty the impact the adoption of Ind AS will have on our financial statements. However, we know that the Ind AS will change our methodology for estimating allowances for doubtful debt losses. Ind AS will require us to value our NPAs by reference to their market value (if a ready market for such loans exists) or to calculate the present value of the expected future cash flows realisable from our loans, including the possible liquidation of collateral (discounted at the loan's effective interest rate) in estimating allowances for doubtful debt losses. This may result in us recognising higher allowances for doubtful debt losses in the future, which will adversely affect our results of our operations. Accordingly, our financial statements for the period commencing from April 1, 2018 may not be comparable to our historical financial statements and our financial statements for the year ending March 31, 2017 prepared under Indian GAAP may not be comparable to our financial statements for the year ending March 31, 2017 prepared under Ind AS for comparison purposes.

In our transition to Ind AS reporting, we may encounter difficulties in the on-going process of implementing and enhancing our management information systems. Our management may also have to divert significant time and additional resources in order to implement Ind AS on a timely and successful basis. Moreover, there is increasing competition for the small number of Ind AS experienced accounting personnel available as more Indian companies begin to prepare Ind AS financial statements. Therefore, our transition to Ind AS reporting could have an adverse effect on our business and results of operations.

## PROMINENT NOTES

- Investors are free to contact the Lead Manager for any clarification, complaint or information pertaining to the Offer. The Lead Manager and our Company shall make all information available to the public and investors at large and no selective or additional information would be made available for a section of the investors in any manner whatsoever.
- The Net Worth of our Company is ₹ 1,924.99 lakhs and the book value of each Equity Share was ₹ 10 /- as of September 30, 2017 as per our Restated Financial Statements. For more information, please refer the Section titled "Financial Information" beginning on page no.151 of this Prospectus.
- Public Offer of 28,99,200 Equity Shares for cash at price of ₹ 100 per share including a premium of ₹ 90 aggregating to ₹ 2,899.20 lakhs. The Offer will constitute 26.60% of the post-Offer paid-up Equity Share capital of our Company.
- The average cost of acquisition of Equity Shares by our Promoters is:

Promoter	Average cost (₹)
Mr. Vinod Jhaveri	10
Mr. Parag Jhaveri	10
Mr. Yayesh Jhaveri	10

- Investors are advised to refer to the chapter titled "Basis for Offer Price" beginning on page no 79 of this Prospectus.
- The details of transactions by our Company with our Group Companies or associate during the last year are disclosed under "Annexure XXV - Related Party Transactions" under Restated Financial Statements beginning on page no. 151 of this Prospectus.
- There are no financing arrangements whereby the Promoter Group, the Directors of our Company who are the Promoters of our Company, the Directors of our Company and their relatives have financed the purchase by any other person of securities of our Company during the period of 6 (six) months immediately preceding the date of this Prospectus.
- Our Company was incorporated as Vasu Preservatives Private Limited on October 30, 1985 under the Companies Act, 1956 with the Registrar of Companies, Mumbai bearing Registration No. 37900. The name of our Company

was changed to Yasho Industries Private Limited and a fresh Certificate of Incorporation consequent to the change of name was granted to our Company on May 17, 1996, by the Registrar of Companies, Mumbai. The status of our Company was changed to a public limited company and the name of our Company was further changed to Yasho Industries Limited by a special resolution passed on February 12, 2018. A fresh certificate of incorporation consequent to the change of name was granted to our Company on February 19, 2018, by the Registrar of Companies, Mumbai.

## SECTION III – INTRODUCTION

### SUMMARY OF OUR INDUSTRY

#### INDIAN ECONOMY OVERVIEW

Economic growth is projected to strengthen to above 7%, gradually recovering from the transitory adverse impact of rolling out the Goods and Services Tax (GST) and measures to choke off the black economy, including demonetization. In the longer run, the GST will boost corporate investment, productivity and growth by creating a single market and reducing the cost of capital equipment. Investment will be further supported by the plan to recapitalize public banks and by the new road plan.

Recent measures to digitize the economy and improve tax compliance should boost tax revenue in the medium term. They are accompanied by an increase in public pensions and wages, as well as debt write-offs in some states, resulting in a broadly neutral fiscal stance over the projection period. Given the high public debt-to-GDP ratio, increasing social infrastructure, such as health and education, will require raising more property and income tax revenue. With inflation expectations adjusting down, there could be room for further cuts in interest rates if inflation durably remains below 4%. Non-performing loans have increased, largely reflecting recognition efforts, and are particularly high in public banks. Steps have been taken to clean up banks' balance sheets, giving creditors more control over the stressed entities. A new bankruptcy law is also being implemented. The large recapitalization plan for public banks should be accompanied by governance reform. External debt remains low and foreign exchange reserves have increased, reducing vulnerabilities.

Recent reform efforts will gradually pay off and economic growth will strengthen. Measures recently introduced to ease tax compliance requirements for small enterprises, refund taxes faster to exporters and streamline GST rates will ease the adjustment to the new tax regime. Private consumption will remain solid as public wages and rural incomes are growing steadily. Investment should recover gradually, as capacity utilisation increases. The GST, by lowering the price of capital goods and creating a single market, will spur investment demand. The recent increase in imports of capital goods is encouraging. Large infrastructure projects, such as the initiative to add 35000 km of new highways over the next five years (at a cost equivalent to about 3.4% of GDP) and freight rail corridors, will also boost investment. The availability of credit will become a key factor.

(Source: <http://www.oecd.org/eco/outlook/economic-forecast-summary-india-oecd-economic-outlook.pdf> )

#### OVERVIEW OF INDIAN SPECIALTY CHEMICALS INDUSTRY

Indian chemicals sector is highly diversified, covering more than 70,000 commercial products. It is broadly classified as basic chemicals, specialty chemicals and agrochemicals. India's proximity to the Middle East, the world's source of petrochemicals feedstock, makes for economies of scale. India is a strong global dye supplier amounting to approximately 16% of the world production of dyestuff and dye intermediates. 100% FDI is permitted under automatic route for the sector. Chemicals sector is de-licensed except for few hazardous chemicals. Upcoming Petroleum, Chemicals and Petrochemicals Investment Regions (PCPIR) & Plastic Parks will provide state-of-the-art infrastructure for Chemical & Petrochemicals Sector.

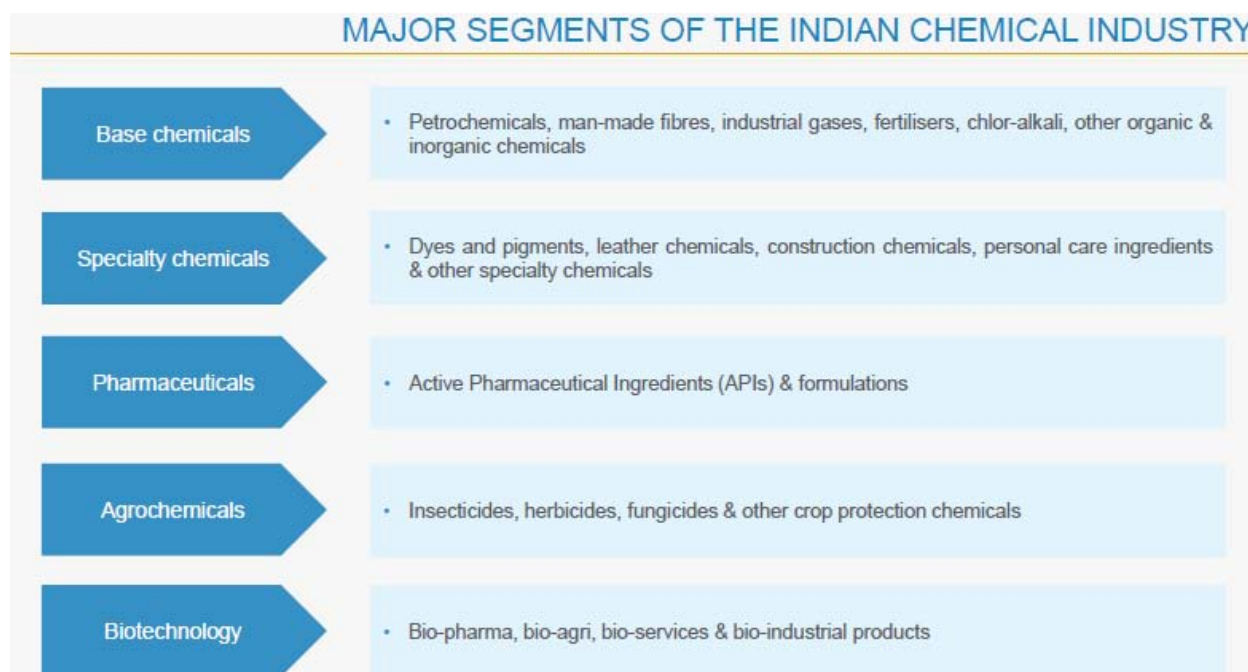
Specialty chemicals business is referred to as a knowledge-based' one that caters to different applications that make the business more complex. Manufacturers can create a niche for products having higher and more stable margins. The Indian specialty chemical industry is in a sweet and positive situation. It is characterized by substantially lower penetration against a user base that sees increasing globalization and higher disposable income. Besides these, the industry is also benefiting from macro-economic trends.

The Indian market for specialty chemicals is expected to reach US\$ 50 Billion by the end 2018. Driven by the strong growth outlook for end use industries, the domestic market for specialty chemicals is expected to grow strongly, buoyed also by the increased adoption of specialty chemicals and their increased usage in different products categories. Paints coating and construction chemicals, colorants, Active Pharmaceutical Ingredients (APIs), personal care chemicals and flavors & fragrances are the specific segments that are expected to do well in the Indian market.

Indian specialty chemical companies are also strong in the export market with colorants, dyes and pigments being the key export oriented products. India exports specialty chemicals to Asia-Pacific countries where it scores on competitive scale of production. India also exports to developed countries of Europe and USA. India has talented, low cost manpower in addition to the low cost of production and this is a definite advantage in the export markets. India has also

ensured that it is abreast of global regulations and competitive manufacturing practices. These measures have also enhanced the competitiveness and cost effectiveness of the manufacturers in the local market.

(Source: <https://www.businesswire.com/news/home/20130214005698/en/Research-Markets-India-Specialty-Chemicals-Market-Outlook>)



(Source: [www.ibef.org](http://www.ibef.org))

### Key Features of the Indian Specialty Chemicals Industry

- India is the second largest leader in Specialty chemicals and contributes 2.11 per cent into the GDP.
- Between 2000 and 2015, the Indian chemical industry witnessed foreign direct investment worth 10.49 billion US dollars.
- India constitutes 3% of the global specialty chemicals market and has a growth potential of 6 per cent by 2020 opening up more opportunities for employment and investment.
- Specialty chemicals are a key component of economic development under the Make in India Initiative.

(Source: [http://www.chemtech-online.com/events/chemtech\\_south\\_2017/specialty\\_chemicals/index.html](http://www.chemtech-online.com/events/chemtech_south_2017/specialty_chemicals/index.html))

### MARKET GROWTH DRIVERS: Domestic demand and export opportunities

The growth for specialty chemicals is driven by both domestic consumption and exports. Specialty chemicals finding applications across consumer (eg. personal care chemicals), industrial (eg. water chemicals) and infrastructure (eg. construction chemicals) segments are driven by the overall growth of the Indian economy. Agrochemical growth has a strong linkage to the growth of the rural economy. In certain segments (such as agrochemicals, dyes and pigments, flavours and fragrances), a significant proportion of production in India is exported. Exports are growing rapidly as India is becoming an important manufacturing hub for such chemicals. Tightening environmental norms (eg. REACH regulations) in developed countries and the slowdown of China (in certain segments) are contributing to the growth of exports. The recently launched “Make in India” campaign is also expected to add impetus to the emergence of India as a manufacturing hub for the chemicals industry in the medium term.

(Source: [https://www.avendus.com/media/35472/avendus\\_specialty\\_chemicals\\_report.pdf](https://www.avendus.com/media/35472/avendus_specialty_chemicals_report.pdf))

### Economic Expansion Would Continue To Drive Growth in the Chemical Industry

Being largely an intermediate product, strong economic growth is an important factor in sustaining demand for chemical products. Per capita consumption of most of the finished products under chemicals sector is far below the world average; this points to the vast potential for growth in the industry. As in a number of other industries in India, strong growth in discretionary income and changing lifestyles are counted as a few of the other major growth drivers of the chemicals sector.

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### Policy Support for Foreign Investment

- FDI inflow in chemicals sector (other than fertilisers) stood at USD12.683 million during April 2000- December 2016, accounting for 4 per cent of the total inflows. Procedures relating to FDI have been simplified; most of the items in the chemicals sector fall under the automatic approval route for FDI/NRI/OCB investment up to 100per cent
- In March 2017, H.B Fuller has opened a new office in Pune & a new R&D center at its manufacturing facility in Shirwal, concluding the 1st phase of US\$20 million planned investment in India. The plant with a capacity of 24,000 metric tonnes per annum spans across 5000-sq. ft. area. The company's expansion would help them serve the customers better & to increase their footprint in India in industrial adhesives field.
- In April 2017, Berger Paints India signed an MoU with Chugoku Marine Paints, a Japan-based company, with an aim to strengthen the cooperation and collaboration in the field of marine & related industrial paints. Under the MoU, the companies plan to establish a joint venture company for joint efforts in marketing, supply, purchasing marine related industrial paints.

(Source: <https://www.ibef.org>)



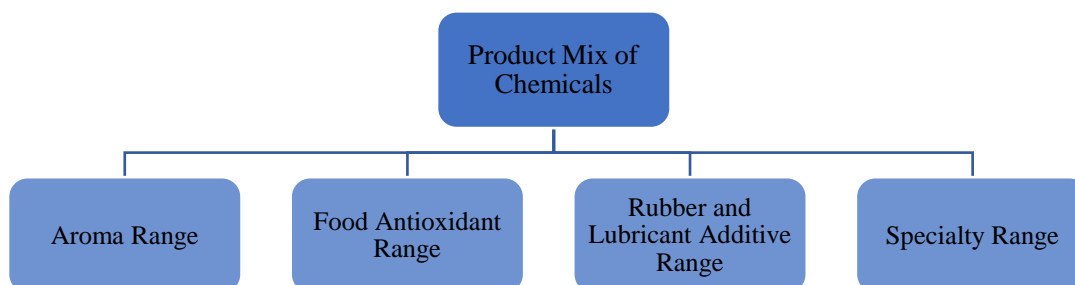
## SUMMARY OF OUR BUSINESS

The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Prospectus, including the information contained in “Risk Factors”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Financial Statements” on pages 11, 176 and 151 of this Prospectus, respectively. The financial figures used in this section, unless otherwise stated, have been derived from our Company’s restated audited financial statements. Further, all references to ‘Yasho’, ‘YIL’, ‘the Company’, ‘our Company’ and ‘the Issuer’ and the terms ‘we’, ‘us’ and ‘our’, are to Yasho Industries Limited.

Unless stated otherwise, the financial data in this section is as per our financial statements prepared in accordance with Indian GAAP set forth elsewhere in this Prospectus. In this section only, any reference to “we”, “us” or “our” refers to Yasho Industries Limited.

### OVERVIEW

Our Company is engaged in manufacturing of varied re-engineered chemicals over 2 (two) decades.



**Aroma Range Chemicals** - We manufacture various chemicals like fatty esters and Natural Essential/ aroma oils which caters to gamut of Personal Care, Cosmetics & Toiletries, Flavors & Fragrances and Pharmaceutical segments.

**Food Antioxidant Range Chemicals** - Our Company manufactures TBHQ (Tertiary-butyl hydroquinone), BHA (Butylated Hydroxy Anisole), AP (Ascorbyl Palmitate) and various complementary antioxidants which are used in various food products.

**Lube Range and Rubber Range Chemicals** - Our Company manufactures additives which include Aminic Antioxidants, Molybdenum based Extreme Pressure & Anti Wear Additives and Corrosion inhibitors and chemicals like Benzotriazole and Tolytrazole which are required by the Petroleum and Synthetic Lubricants industry. Our Company also caters to leading processors of rubber in the Auto Ancillary, Tyre Industry, Construction, Industrial Machinery and White Goods sector.

**Specialty Range Chemicals** - Our Company manufactures various Specialty Chemicals used in different segment of industry such as Electroplating chemicals, Intermediates for API/Bulk Drugs, UPR Resins/ Fibre Composites Resins, Thermoplastics Urethanes (Polyurethanes), Printing Inks & Agrochemicals etc.

We market, sell and distribute our wide range of products to our diverse customers based in India and abroad. Over the years we have established our sales network both in domestic and international markets. Our products are exported to various countries i.e. USA, South America, Europe, Iran, Australia, South Africa, Singapore, Germany, Asia. etc. The following diagram depicts the breakup of revenue, percentage-wise for six months period ending September 30, 2017 on the basis of Domestic Sales and Export Sales.

Revenue Model on the basis of Domestic and Export Sales	
Domestic Sales (46.95%)	Export Sales (53.05%)

We are focused on consistently upgrading the technology used in our products as well as the processes used in manufacturing varied products through our research and development (“R&D”) efforts. We have a dedicated R&D

centre located at our manufacturing facilities. Our state-of-the-art laboratory uses modern quality control methods and sophisticated instrumentation such as AAS (Atomic Absorption Spectrophotometer), Digital Polarimeter, DSC (Differential Scanning Calorimetry), FTIR (Fourier-Transform Infrared Spectroscopy), GC (Gas Chromatography), HPLC (High-performance liquid chromatography), Refractometer UV Spectrophotometer. R&D centre is equipped with various equipments as required for processing of the chemicals.

Our Company has 2 manufacturing units located close to each other at Vapi, Gujarat. We are certified by ISO 9001:2015, which is assessed and certified by Bureau Veritas Certification Holding SAS- UK Branch which confirms to the requirements of the management standard for manufacturing of various chemicals. Our Company has pre-registered certain products under REACH (Registration, Evaluation, Authorization and Restriction of Chemicals) Regulation, wherein the manufacturers and importers of substances have a general obligation to submit a registration to the European Chemicals Agency for each substance manufactured or imported in quantities of 1 tonne or more per year per company. Our Company exports some of its products to European countries and hence we have pre-registered certain products under REACH Regulation. We have received various certifications confirming our products to be in line with National and International Standards i.e. HALAL Certifications, STAR KOSHER Certifications, NSF Certifications, FAMIQS Certification, FSSC Certification. For further details regarding the mentioned certifications, please refer to “Our Business –Accreditations/ Awards/ Achievements” beginning on page no 92 of this Prospectus.

Our revenue from operations for the financial year ending 2014-15, 2015-16 and 2016-17 was ₹ 16,899.80 lakhs, ₹ 17962.52 lakhs and ₹ 19,494.78 lakhs respectively. Our Net Profit after tax for the above mentioned periods i.e. in the last 3 years was ₹ 6.17 lakhs in F. Y. 2014-15, ₹ 152.85 lakhs in F. Y. 2015-16 and ₹ 367.31 lakhs in F.Y. 2016-17. Our Revenue from operations for six months period ending September 30, 2017 was ₹ 10,711.53 lakhs and the net profit after tax was ₹ 195.06 lakhs.

## **OUR STRENGTHS**

### ***Well Experienced Management***

Our Company is led by Mr. Parag Jhaveri, having an experience of over 3 decades and has a proven background and rich experience in chemical industry. We have an experienced and professional management team with strong asset management, execution capabilities and considerable experience in this industry. The team comprises of personnel having technical, operational and business development experience. We have employed suitable technical and support staff to manage key areas of activities allied to operations. Mr. Parag Jhaveri has been able to maintain robust growth and lead a various group of Sales, R & D and marketing along with our founder promoter.

Our team is well qualified and experienced in chemical industry and has been responsible for the growth of our operations. We believe the stability of our management team and the industry experience brought in coupled with their strong client relationships, will enable us to continue to take advantage of future market opportunities and expand into new markets. For further details of the educational qualifications and experience of our Management Team and our Key Managerial Personnel please refer the chapter titled “Our Management” beginning on page no.130 of this Prospectus.

### ***Compliance with Quality Standards & Certifications Received by our Company***

We follow stringent quality standards in all our manufacturing units to ensure that our products meet the required standards. Our products adhere to quality standards and conform to the national and international standards governing the said products manufactured by us. Some of the prominent certifications and recognitions received by our Company are as following:-

- Our Company has received an ISO 9001:2015 in the year 2001 from Bureau Veritas Certification Holding SAS-UK Branch.
- Our company has also received the FSSC 22000 Certification confirming to the Food Safety System, Certification scheme for food safety systems including ISO 22000:2005, ISO/TS 22002-1:2009 and additional FSSC 22000 requirements.
- Our Company has pre-registered certain products under REACH Law for marketing our products to European Countries.
- Our company has been accredited with FAMI-QS Certification certified by Bureau Veritas Certification Holding SAS- UK Branch confirming implementation and maintenance of Feed Safety Management System including GMP in compliance with FAMI-QS Code.

- Our Company has also received HALAL Certifications and STAR KOSHER Certifications for all the varied products manufactured by us.
- Our Company has received a certificate of recognition as Two star Export House by Directorate General of Foreign Trade (DGFT).

For further details regarding the mentioned certifications, please refer to “Our Business –Accreditations/ Awards/ Achievements” beginning on page no 92 of this Prospectus.

High quality and consistency of our products are very important for the growth and survival of the organization and increasing confidence of our customer. We have been consistent in delivering quality products to our customer. Our focus on quality and consistency of our products has enabled us to sustain and grow our business model to benefit our customers.

#### ***Wide range of products catering to various industries***

Our Company is engaged in manufacturing of varied chemicals catering to various industries. Our Company is engaged in manufacturing of chemicals in varied ranges i.e. Aroma Range, Food Antioxidant, Lube Range, Rubber range and Specialty Range chemicals.

Aroma Chemicals are mainly relating to Personal Care Products, Cosmetics & Toiletries segment. Food Antioxidants are used in a wide range of Food Blends and also in order to prevent Rancidity in Edible Oil and other Food Preparations and increase shelf life. Lube Chemicals are generally meant for Petroleum and Synthetic Lubricants industry. Specialty Chemicals are used in different segment of industry such as Electroplating chemicals, Intermediates for API/Bulk Drugs etc. With our wide product portfolio our company is able to cater to the demand of both domestic as well as international market.

#### ***Well Established Automated Manufacturing Facility designed to manufacture multiple product range***

Our Company has two (2) manufacturing units catering to different product portfolio. We are presently manufacturing a wide range of products in varied ranges like aroma chemicals, lube chemicals, food antioxidants, speciality chemicals etc.

Unit I is spread across a total plant area of 6,957 sq. mtrs. The current installed capacity at this unit is 2,500 MTPA (metric tonnes per annum). This unit is designed for manufacturing of Aroma Chemicals, Food antioxidant chemicals and rubber Chemicals & specialty range of Chemicals.

Unit II is spread across a plant area of 5,000 sq. mtrs., and additionally having a godown adjoining the manufacturing facility for storage of Finished Goods. The current installed capacity at this unit is 3,000 MTPA (metric tonnes per annum). This unit is mainly designed for processing and manufacturing of Rubber Chemicals and Lubricant Additive range of Chemicals.

The state-of-the-art technology at our manufacturing facilities is set up in such a manner that the time period between every reaction process is quick. These units are designed and equipped with the latest machinery to manufacture the products in timely manner.

#### ***Diversified Customer base and Long-term relationship with our customers***

We have a well diversified customer base in India as well as in International Market. Our Company exports its products to various countries i.e. United Kingdom, Iran, Australia, South Africa, Singapore, Germany, UAE with focus on distinct geo-strategic regions. We have a good customer base in India as well as internationally. This protects us against regional/ national fluctuations in demand, thereby reducing the off-take risk and bringing stability to the revenues of our Company. These customers have been a part of the growth story of our Company which we believe is essentially due to the product quality, R&D for varied product mix and customer centric approach of our Company.

Our continuous focus on providing quality products consistently to our customers has helped us nurture long-term relationships with them. Our track record of delivering timely services and demonstrated industry expertise has helped in forging strong relationships with them. We have a history of high customer retention and derive a significant proportion of our revenue from repeated business.

## **OUR STRATEGIES**

### ***Expansion at our Manufacturing Facility***

As part of our expansion, our Company proposes to increase the installed capacity by 450 MTPA and 1,500 MTPA in Unit I and Unit II respectively. As a result, the increased installed capacity at our Manufacturing units will be 2,950 MTPA and 4,500 MTPA in Unit I and Unit II respectively.

For expansion, we will be updating the plant and machinery at Unit I with an intention of smoothening the process flow thereby speeding up the production. Our major expansion in Unit II is in order to enhance the production capacity whereby we will construct the building and install plant and machineries and other equipments.

This expansion is part of our overall growth plans and we intend to increase our product base and capacity installation. For further detail about the proposed expansion, its business, costs and other details, please refer the chapters “Objects of the Offer” and “Our Business” on page nos. 69 and 92 of this Prospectus.

Through a combination of increased capacity at our manufacturing facilities, reduced costs, wider range of products adhering to global standards, marketing initiatives, competitive pricing and more efficient use of resources, we intend to expand our global footprint and become a preferred supplier for chemicals.

### ***Research and Development***

Our Company is a quality and research driven company with continuous efforts focused on quality checks, analysis and developing latest process improvements and production cost efficiencies. We intend to increase our initiatives in R&D in order to constantly study industry verticals to identify product inefficiencies in areas in which we can do value addition.

Each of our Unit has a dedicated laboratory and R&D Department for testing the raw materials used in the manufacturing process and further the finished products so manufactured. We believe that continued investments in R&D will enable us to increase our productivity, improve our operating efficiency, and enable us to penetrate existing and new market segments.

### ***Diversifying and increasing penetration in markets***

Our Company’s products are sold in domestic market and global market. The domestic market also offers opportunities in term of sub-geographic penetration and product/market diversification. Our Company will seek to grow its marketing reach domestically to explore hither to untapped markets and segments as part of its strategy to mitigate market risk and widen growth prospects. Our Company will continue to explore opportunities in various countries where it can supply value added products to enhance its geographical reach.

### ***Operation Excellence***

We continue to invest in operational efficiency throughout the organization. We are addressing the increase in operational output through continuous process improvement, Quality Assurance (QA) and QA activities, customer service, consistent quality and technology development. The QA Laboratory is equipped with modern highly sensitive test equipment and carries out tests as per National and International standards.

Alignment of our people to ‘process improvement’ through upgrading of skills as required for customer satisfaction is a continuous activity. Awareness of this quality commitment is wide spread among all the employees.

## SUMMARY OF FINANCIAL INFORMATION

### Annexure I STATEMENT OF ASSETS AND LIABILITIES, AS RESTATED

(₹ in lakhs)

Particulars	As at September 30, 2017	As at March 31,				
		2017	2016	2015	2014	2013
<b>EQUITY AND LIABILITIES</b>						
<b><u>Shareholders' Funds</u></b>						
a. Share Capital	1,000.00	1,000.00	1000.00	700.00	500.00	500.00
b. Reserves & Surplus	924.99	729.94	362.62	209.77	220.69	368.05
<b><u>Non Current Liabilities</u></b>						
a. Long Term Borrowings	4,669.55	4,836.80	4,946.60	4,088.56	4,312.59	3,622.28
b. Deferred Tax Liabilities	666.07	574.71	397.34	320.40	319.25	410.30
c. Long Term Provisions	95.04	87.60	74.53	62.23	51.85	42.95
<b><u>Current Liabilities</u></b>						
a. Short Term Borrowings	9,096.94	7,697.13	7,178.91	7,027.84	6,339.93	4,009.97
b. Trade Payables	2,376.35	1,959.01	2,163.84	2,153.79	3,168.20	3,524.11
c. Other Current Liabilities	817.66	679.30	481.85	993.49	898.41	2,113.54
d. Short Term Provisions	278.37	266.37	197.40	167.20	151.89	141.74
<b>T O T A L</b>	<b>19,924.98</b>	<b>17,830.85</b>	<b>16,803.08</b>	<b>15,723.28</b>	<b>15,962.82</b>	<b>14,732.92</b>
<b>ASSETS</b>						
<b><u>Non Current Assets</u></b>						
a. Fixed Assets (Net Block)						
i. Tangible Assets	9,001.90	8,399.38	7,737.82	7,500.92	7,519.83	7,101.92
ii. Intangible Assets	274.09	246.62	32.99	0.00	0.00	0.00
Gross Block	9,275.99	8,646.00	7,770.81	7,500.92	7,519.83	7,101.92
Less: Depreciation	3,103.04	2,818.30	2,317.39	1,825.80	1,548.87	1,280.68
Net Block	6,172.95	5,827.70	5,453.42	5,675.12	5,970.96	5,821.24
iii. Capital Work in Progress	0.00	0.00	0.00	0.00	0.00	0.00
b. Non Current Investment	13.61	13.61	13.61	13.61	13.61	13.67
c. Long term Loans & Advances	479.46	413.18	264.62	265.24	264.14	262.38
<b><u>Current Assets</u></b>						
a. Inventories	6,806.38	6,008.26	6,791.60	5,808.31	4,778.22	3,782.35
b. Trade Receivables	4,731.28	4,262.82	3,321.11	2,795.55	2,393.67	1,442.39
c. Cash and Cash Equivalents	704.16	756.92	575.25	609.57	397.60	366.58
d. Short Term Loans & Advances	1,017.14	548.36	383.48	555.88	2,144.61	3,044.31
<b>T O T A L</b>	<b>19,924.98</b>	<b>17,830.85</b>	<b>16,803.08</b>	<b>15,723.28</b>	<b>15,962.82</b>	<b>14,732.92</b>



**Annexure II**  
**STATEMENT OF PROFIT AND LOSS ACCOUNT, AS RESTATED**

(₹ in lakhs)

Particulars	For the Period ended September 30, 2017	For the year ended March 31,				
		2017	2016	2015	2014	2013
<b>INCOME</b>						
Revenue from Operations	10,711.53	19,494.78	17,962.52	16,899.80	15,629.92	11,198.51
Other Income	247.17	344.90	45.57	234.73	72.45	727.55
<b>Total Income (A)</b>	<b>10,958.70</b>	<b>19,839.68</b>	<b>18,008.09</b>	<b>17,134.53</b>	<b>15,702.37</b>	<b>11,926.06</b>
<b>EXPENDITURE</b>						
Cost of Material Consumed	7,257.38	12,546.55	11,805.43	12,095.77	10,666.95	8,614.26
Changes in inventories	(249.82)	278.47	(659.04)	(1279.32)	(746.15)	(850.31)
Employee benefit expenses	736.48	1,312.02	1,204.64	1,037.22	895.29	738.74
Finance costs	769.20	1,402.93	1,306.53	1,264.40	1,303.63	1,140.83
Depreciation	290.05	517.75	496.97	498.49	272.95	263.32
Other Expenses	1,868.99	3,232.50	3,623.77	3,504.31	3,548.11	2,585.76
<b>Total Expenses (B)</b>	<b>10,672.28</b>	<b>19,290.22</b>	<b>17,778.30</b>	<b>17,120.87</b>	<b>15,940.78</b>	<b>12,492.60</b>
<b>Profit before extraordinary items and tax (C)</b>	<b>286.42</b>	<b>549.46</b>	<b>229.79</b>	<b>13.66</b>	<b>(238.41)</b>	<b>(566.54)</b>
Prior period items (Net)	0.00	0.00	0.00	0.00	0.00	0.00
<b>Profit before exceptional, extraordinary items and tax (A-B)</b>	<b>286.42</b>	<b>549.46</b>	<b>229.79</b>	<b>13.66</b>	<b>(238.41)</b>	<b>(566.54)</b>
Exceptional items	0.00	0.00	0.00	0.00	0.00	0.00
<b>Profit before extraordinary items and tax</b>	<b>286.42</b>	<b>549.46</b>	<b>229.79</b>	<b>13.66</b>	<b>(238.41)</b>	<b>(566.54)</b>
Extraordinary items	0.00	0.00	0.00	0.00	0.00	0.00
<b>Profit before tax (D)</b>	<b>286.42</b>	<b>549.46</b>	<b>229.79</b>	<b>13.66</b>	<b>(238.41)</b>	<b>(566.54)</b>
<i>Tax expense :</i>						
(i) Current tax	58.40	119.62	0.78	0.00	0.00	0.00
(ii) MAT Credit	(58.40)	(114.84)	(0.78)	0.00	0.00	0.00
(iii) Deferred tax	91.36	177.37	76.94	7.49	(91.05)	(180.99)
<b>Total Tax Expense (E)</b>	<b>91.36</b>	<b>182.15</b>	<b>76.94</b>	<b>7.49</b>	<b>(91.05)</b>	<b>(180.99)</b>
<b>Profit for the year (D-E)</b>	<b>195.06</b>	<b>367.31</b>	<b>152.85</b>	<b>6.17</b>	<b>(147.36)</b>	<b>(385.55)</b>

**Annexure III**  
**CASH FLOW STATEMENT, AS RESTATED**

(₹ in lakhs)

Particulars	As at September 30, 2017	As at March 31,				
		2017	2016	2015	2014	2013
<b>Cash flow from operating activities:</b>						
Net Profit after tax as per Profit And Loss account	<b>195.06</b>	<b>367.31</b>	<b>152.85</b>	<b>6.17</b>	<b>-147.36</b>	<b>-385.55</b>
<u>Adjusted for:</u>						
(Profit)/Loss on Sale of Fixed Asset	(0.83)	3.77	0.00	3.14	0.00	0.81
Depreciation & Amortisation	290.05	517.75	496.97	498.49	272.95	263.32
Interest & Financial Charges	705.29	1,280.78	1,205.68	1,172.78	1,208.24	1,064.73
Interest Received	(2.44)	(43.92)	(5.57)	(5.68)	(5.36)	(5.92)
<b>Operating Profit Before Working Capital Changes</b>	<b>1,187.13</b>	<b>2,125.69</b>	<b>1,849.93</b>	<b>1,674.89</b>	<b>1,328.47</b>	<b>937.39</b>
Adjusted for (Increase)/ Decrease in:						
Trade Receivables	(468.46)	(941.71)	(525.56)	(401.88)	(951.28)	431.62
Inventories	(798.12)	783.34	(983.29)	(1,030.09)	(995.87)	(1,157.28)
Short Term Loans and Advances	(468.78)	(164.88)	172.40	(1,588.74)	899.69	(1,523.69)
Trade Payables	417.34	(204.83)	10.05	(1,014.42)	(355.90)	1,787.13
Short Term Provisions	12.00	68.97	30.20	15.31	10.15	11.28
Other Current Liabilities	138.35	197.45	(511.64)	95.07	(1,215.13)	2,098.54
Deferred Tax	91.36	177.37	76.94	1.15	(91.05)	(180.99)
Long Term Provisions	7.44	13.07	12.30	10.38	8.90	7.54
<b>Net Cash Flow from/(used in) Operating Activities: (A)</b>	<b>118.27</b>	<b>2,054.48</b>	<b>131.33</b>	<b>939.16</b>	<b>(1,362.02)</b>	<b>2,411.54</b>
<b>Cash Flow From Investing Activities:</b>						
Net (Additions) / Sale of Fixed Assets	(634.46)	(895.80)	(275.28)	(222.87)	(422.67)	(525.13)
Increase/(Decrease) in Fixed Deposit	(2.00)	0.00	44.88	3.64	(22.24)	(31.89)
Increase / (Decrease) in Non-Current Investment	0.00	0.00	0.00	0.00	0.06	0.00
Interest Received	2.44	43.92	5.57	5.68	5.36	5.92
Long Term Loans and Advances	(66.29)	(148.56)	0.63	(1.10)	(1.76)	(186.33)
<b>Net Cash Flow from/(used in) Investing Activities: (B)</b>	<b>(700.31)</b>	<b>(1,000.44)</b>	<b>(224.20)</b>	<b>(214.65)</b>	<b>(441.25)</b>	<b>(737.44)</b>
<b>Cash Flow from Financing Activities:</b>						
Issue of Share Capital	0.00	0.00	300.00	200.00	0.00	0.00
Increase / (Decrease) in Long Term Borrowing	(167.25)	(109.80)	858.04	(224.03)	690.32	(3,943.27)
Increase / (Decrease) in Short Term Borrowing	1,399.81	518.22	151.07	687.91	2,329.96	3402.29
Interest & Financial Charges	(705.29)	(1,280.78)	(1,205.68)	(1,172.78)	-1208.24	(1,064.73)
<b>Net Cash Flow from/(used in) Financing Activities: (C)</b>	<b>527.27</b>	<b>(872.36)</b>	<b>103.43</b>	<b>(508.90)</b>	<b>1,812.04</b>	<b>(1605.71)</b>
<b>Net Increase/(Decrease) in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>(54.76)</b>	<b>181.67</b>	<b>10.55</b>	<b>215.61</b>	<b>8.78</b>	<b>68.38</b>
<b>Cash &amp; Cash Equivalents As At Beginning of the Year</b>	<b>678.99</b>	<b>497.31</b>	<b>486.76</b>	<b>271.15</b>	<b>262.37</b>	<b>193.98</b>
<b>Cash &amp; Cash Equivalents As At End of the Year</b>	<b>624.23</b>	<b>678.99</b>	<b>497.31</b>	<b>486.76</b>	<b>271.14</b>	<b>262.36</b>

Cash & Cash Equivalents comprises of:

(₹ in lakhs)

Particulars	As at September 30, 2017	As at March 31,				
		2017	2016	2015	2014	2013
Cash on hand	5.42	4.53	8.07	7.23	2.65	6.36
Bank Balance In Current Accounts	618.81	674.46	489.25	479.53	268.50	256.01
<b>Total</b>	<b>624.23</b>	<b>678.99</b>	<b>497.31</b>	<b>486.76</b>	<b>271.14</b>	<b>262.36</b>

Note: The cash flow statement has been prepared on the basis of restated statement of profit & loss and balance sheet.

## THE OFFER

### PRESENT OFFER IN TERMS OF THIS PROSPECTUS

<b>Equity Shares Offered<sup>(1)</sup>:</b> Present Offer of Equity Shares by our Company and the Selling Shareholders <sup>(2)</sup> :	28,99,200 Equity Shares of ₹ 10 each for cash at a price of ₹ 100 per share aggregating ₹ 2,899.20 lakhs.
<b>Consisting of:</b>	
<b>Fresh Issue</b>	8,99,200 Equity Shares of ₹ 10 each for cash at a price of ₹ 100 per share aggregating ₹ 899.20 lakhs
<b>Offer for Sale</b>	20,00,000 Equity Shares of ₹ 10 each for cash at a price of ₹ 100 per share aggregating ₹ 2,000.00 lakhs
<b>Which Comprises:</b>	
<b>Offer Reserved for the Market Maker</b>	1,48,800 Equity Shares of ₹ 10 each for cash at a price of ₹ 100 per share aggregating ₹ 148.80 lakhs
<b>Net Offer to the Public</b>	27,50,400 Equity Shares of ₹ 10 each for cash at a price of ₹ 100 per share aggregating ₹ 2,750.40 lakhs
	<b>Of which<sup>(3)</sup>:</b>
	13,75,200 Equity Shares of ₹ 10 each at a price of ₹ 100 per Equity Share will be available for allocation for Investors of up to ₹ 2.00 lakhs
	13,75,200 Equity Shares of ₹ 10 each at a price of ₹ 100 per Equity Share will be available for allocation for Investors of above ₹ 2.00 lakhs

<b>Equity Shares outstanding prior to the Offer</b>	1,00,00,000 Equity Shares
<b>Equity Shares outstanding after the Offer</b>	1,08,99,200 Equity Shares
<b>Objects of the Offer</b>	Please see the chapter titled “ <i>Objects of the Offer</i> ” beginning on page no. 69 of this Prospectus

<sup>(1)</sup> This offer is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time. For further details, please see the section titled “Offer Related Information” beginning on page no. 219 of this Prospectus.

<sup>(2)</sup> The present offer has been authorized pursuant to a resolution of our Board dated February 19, 2018 and by Special Resolution passed under Section 62(1)(C) of the Companies Act, 2013 at an Extra-Ordinary General Meeting of our shareholders held with a shorter notice on February 20, 2018.

The Offer for Sale has been authorised by the Selling Shareholder by their consent letter dated February 19, 2018 is as follows:

Sr. No.	Name of the Selling Shareholders	No. of Equity Shares Offered
1	Jigna Jhaveri jointly with Nilesh Jhaveri	4,85,000
2	Nilesh Jhaveri jointly with Jigna Jhaveri	3,35,000
3	Nilesh Vinod Jhaveri (HUF)	4,40,000
4	Vinod Harilal Jhaveri (HUF)	3,00,000
5	Parag Vinod Jhaveri (HUF)	2,30,000
6	Yayesh Vinod Jhaveri (HUF)	2,10,000
	<b>Total</b>	<b>20,00,000</b>

The Selling Shareholders have severally confirmed that the Equity Shares proposed to be offered and sold in this Offer are eligible in term of SEBI (ICDR) Regulations and that they have not been prohibited from dealings in securities market and the Equity Shares offered and sold are free from any lien, encumbrance or third party rights. The Selling

*Shareholders have also severally confirmed that they are the legal and beneficial owners of the Equity Shares being offered by them under the Offer for Sale.*

*<sup>(3)</sup> Allocation to all categories shall be made on a proportionate basis subject to valid Applications received at or above the Offer Price. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company and the Selling Shareholders in consultation with the Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.*



## GENERAL INFORMATION

Our Company was incorporated as Vasu Preservatives Private Limited on October 30, 1985 under the Companies Act, 1956 with the Registrar of Companies, Mumbai bearing Registration No. 037900. The name of our Company was changed to Yasho Industries Private Limited and a fresh Certificate of Incorporation consequent to the change of name was granted to our Company on May 17, 1996, by the Registrar of Companies, Mumbai. The status of our Company was changed to a public limited company and the name of our Company was further changed to Yasho Industries Limited by a special resolution passed on February 12, 2018. A fresh certificate of incorporation consequent to the change of name was granted to our Company on February 19, 2018, by the Registrar of Companies, Mumbai. The Corporate Identity Number of our Company is U74110MH1985PLC037900.

For further details, please refer to the chapter titled “History and Certain Corporate Affairs” beginning on page no. 125 of this Prospectus.

### Brief Company and Offer Information

<b>Registered Office</b>	<b>Address:</b> Office No. 101/102, Peninsula Heights, C. D. Barfiwala Marg, Juhu Lane, Andheri (West), Mumbai - 400058. <b>Tel No:</b> +91 – 22 – 6251 0100 <b>Fax No:</b> +91 – 22 – 6251 0199 <b>Email:</b> <a href="mailto:info@yashoindustries.com">info@yashoindustries.com</a> <b>Website:</b> <a href="http://www.yashoindustries.com">www.yashoindustries.com</a>
<b>Date of Incorporation</b>	October 30, 1985
<b>Company Registration No.</b>	037900
<b>Company Identification No.</b>	U74110MH1985PLC037900
<b>Address of Registrar of Companies</b>	Everest, 100, Marine Drive, Mumbai – 400 002. <b>Tel No.:</b> +91 –22 - 2281 7259 / 2281 1493 <b>Fax No.:</b> +91 – 22 – 2281 2389
<b>Designated Stock Exchange</b>	SME Platform of BSE
<b>Company Secretary &amp; Compliance Officer</b>	Ms. Nekata Jain <b>Address:</b> Office No. 101/102, Peninsula Heights, C. D. Barfiwala Marg, Juhu Lane, Andheri (West), Mumbai - 400058. <b>Tel No:</b> +91 – 22 – 6251 0100 <b>Fax No:</b> +91 – 22 – 6251 0199 <b>Email:</b> <a href="mailto:info@yashoindustries.com">info@yashoindustries.com</a> <b>Website:</b> <a href="http://www.yashoindustries.com">www.yashoindustries.com</a>

### Board of Directors of our Company

The following table sets forth the Board of Directors of our Company:

Name	Designation	Director’s Identification No.
Mr. Parag Jhaveri	Chairman & Managing Director	01257685
Mr. Vinod Jhaveri	Whole Time Director	01655692
Mr. Yayesh Jhaveri	Whole Time Director	01257668
Mrs. Mila Desai	Non-Executive Independent Director	07462481
Mr. Hiren Goradia	Non-Executive Independent Director	08067076
Mr. Ashok Malaviya	Non-Executive Independent Director	08067060

For further details pertaining to the educational qualification and experience of our Directors, for details please refer to the chapter titled “Our Management” beginning on page no. 130 of this Prospectus.

*Note: Investors can contact the Compliance Officer or the Registrar to the Offer in case of any pre or post-offer related problems, such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary account and unblocking of funds. All grievances relating to the Application process may be addressed to the Registrar to the Offer with a copy to the SCSBs, giving full details such as name, address of Applicant, application number, number of Equity*

Shares applied for, amount blocked on application and designated branch or the collection centre of the SCSB/ Designated Intermediary, where the Application Form was submitted by the Applicants.

## Details of Key Intermediaries pertaining to this Offer and Our Company

### LEAD MANAGER TO THE OFFER



#### ARYAMAN FINANCIAL SERVICES LIMITED

60, Khatau Building, Gr. Floor,  
Alkesh Dinesh Modi Marg, Opp. P.J. Tower (BSE Bldg.),  
Fort, Mumbai – 400 001

**Tel. No.:** +91 – 22 – 6216 6999

**Fax No.:** +91 – 22 – 2263 0434

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

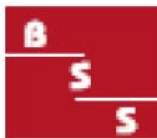
**Email:** [ipo@afsl.co.in](mailto:ipo@afsl.co.in)

**Investor Grievance Email:** [feedback@afsl.co.in](mailto:feedback@afsl.co.in)

**Contact Person:** Ms. Hiral Motani/ Mr. Jigar Sampat

**SEBI Registration No.:** INM000011344

### REGISTRAR TO THE OFFER



#### BIGSHARE SERVICES PRIVATE LIMITED

1<sup>st</sup> Floor, Bharat Tin Works Building,  
Opp. Vasant Oasis, Makwana Road,  
Marol, Andheri East, Mumbai – 400 059

**Tel:** +91 – 22 – 6263 8200;

**Fax:** +91 – 22 – 6263 8299

**Email:** [ipo@bigshareonline.com](mailto:ipo@bigshareonline.com)

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

**Investor Grievance Email:** [investor@bigshareonline.com](mailto:investor@bigshareonline.com);

**Contact Person:** Mr. Ashok Shetty

**SEBI Registration No.:** INR000001385

### LEGAL COUNSEL TO THE OFFER



#### M/S KANGA & CO. (ADVOCATE AND SOLICITORS)

Readymoney Mansion,  
43, Veer Nariman Road, Fort,  
Mumbai - 400 001.

**Tel No.:** +91 – 22 – 6623 0000, +91 – 22 – 6623 2288

**Fax No.:** +91 – 22 – 6633 9656 / 57

**Email:** [chetanthakkar@kangacompany.com](mailto:chetanthakkar@kangacompany.com)

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

**Contact Person:** Ms. Vaishali Shah / Mr. Chetan Thakkar

### STATUTORY AUDITOR OF THE COMPANY / PEER REVIEW AUDITOR OF THE COMPANY

#### M/s. V. J. SHAH & CO., Chartered Accountants

401- 406, K Building,  
24, Walchand Hirachand Marg,  
Ballard Estate, Mumbai – 400 001

**Tel No.:** +91- 22-2266 6363/4096 6263

**Email:** [info@vjshahco.com](mailto:info@vjshahco.com)

**Contact Person:** Mr. Chintan Shah

## BANKERS TO OUR COMPANY



### **Saraswat Co-operative Bank Ltd. (Scheduled Bank)**

Bholanath Co-Operative Hsg. Soc.,  
Subhash Road, Vile Parle (East),  
Mumbai - 400 057.

**Tel No.:** +91 - 22 - 4234 9900

**Telefax No.:** +91 - 22 - 4234 9999

**Email:** [hv\\_waradkar@saraswatbank.com](mailto:hv_waradkar@saraswatbank.com)

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

**Contact Person:** Harshal Waradkar

## BANKERS TO THE OFFER



### **AXIS BANK LIMITED**

Ground Floor, Jeevan Prakash Building  
Sir P.M. Road, Fort, Mumbai – 400 001

**Tel No.:** +91 22 4086 7336 / 7474

**Fax No.:** +91 22 4086 7327/ 7378

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

**Email:** [fort.operationshead@axisbank.com](mailto:fort.operationshead@axisbank.com)

**Contact Person:** Mr. Anil Kanekar

**SEBI Registration No.:** INBI00000017

## SELF CERTIFIED SYNDICATE BANKS

The lists of Banks that have been notified by SEBI to act as SCSBs for the ASBA process are provided on <http://www.sebi.gov.in>. For details on designated branches of SCSBs collecting the ASBA Application Forms, please see the above mentioned SEBI link.

## BROKERS TO THIS OFFER

The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the website of the Stock Exchange, at BSE Limited, as updated from time to time.

## REGISTRAR TO OFFER AND SHARE TRANSFER AGENTS

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

## COLLECTING DEPOSITORY PARTICIPANTS

The list of the CDPs eligible to accept Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the website of Stock Exchange at BSE Limited, as updated from time to time.

The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Application Forms from the Designated Intermediaries will be available on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) and updated from time to time.

## INTER-SE ALLOCATION OF RESPONSIBILITIES

Aryaman Financial Services Limited is the Sole Lead Manager to this Offer, and hence is responsible for all the Offer management related activities.

## MONITORING AGENCY

As per Regulation 16(1) of the SEBI (ICDR) Regulations, 2009 the requirement of Monitoring Agency is not mandatory if the Fresh Issue Proceeds size is below ₹ 10,000 lakhs and hence our Company has not appointed a monitoring agency for this offer.

Pursuant to Regulation 32(3) of the SEBI (LODR) Regulations, 2015, our Company shall on a half yearly basis disclose to the Audit Committee the uses and application of the Net Proceeds. Until such time as any part of the Net Proceeds remains unutilized, our Company will disclose the utilization of the Net Proceeds under separate heads in our Company's balance sheet(s) clearly specifying the amount of and purpose for which Net Proceeds have been utilized so far, and details of amounts out of the Net Proceeds that have not been utilized so far, also indicating interim investments, if any, of such unutilized Net Proceeds. In the event that our Company is unable to utilize the entire amount that we have currently estimated for use out of the Net Proceeds in a fiscal, we will utilize such unutilized amount in the next fiscal.

Further, in accordance with Regulation 32(1)(a) of the SEBI (LODR) Regulations, 2015, our Company shall furnish to the Stock Exchanges on a half yearly basis, a statement indicating material deviations, if any, in the utilization of the Net Proceeds for the objects stated in this Prospectus.

## **IPO GRADING**

No credit rating agency registered with SEBI has been appointed for grading the Offer.

## **TRUSTEES**

This being an Offer of Equity Shares, the appointment of trustees is not required.

## **DETAILS OF THE APPRAISING AUTHORITY**

The objects of the Offer and deployment of funds are not appraised by any independent agency/ bank/ financial institution.

## **CREDIT RATING**

This being an Offer of Equity Shares, no credit rating is required.

## **EXPERT OPINION**

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

Our Company has received written consent from the Statutory Auditor namely, M/s. V. J. Shah & Co., Chartered Accountants to include their name as required under section 26(1)(a)(v) of the Companies Act, 2013 in this Prospectus and as "Expert" as defined under section 2(38) of the Companies Act, 2013 in respect of the reports on the Restated Financial Statements dated March 09, 2018 and the Statement of Tax Benefits dated March 09, 2018, issued by them, included in this Prospectus and such consent has not been withdrawn as on the date of this Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

## **OFFER PROGRAMME**

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

<b>Event</b>	<b>Indicative Date</b>
Offer Opening Date	March 19, 2018
Offer Closing Date	March 21, 2018
Finalisation of Basis of Allotment with the Designated Stock Exchange	On and before March 26, 2018
Initiation of Allotment / Refunds / Unblocking of Funds	On and before March 27, 2018
Credit of Equity Shares to demat accounts of Allottees	On and before March 28, 2018
Commencement of trading of the Equity Shares on the Stock Exchange	On and before April 02, 2018

The above timetable is indicative and does not constitute any obligation on our Company, the Selling Shareholders or the Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 6 Working Days of the Offer Closing Date, the timetable may change due to various factors, such as extension of the Offer Period by our Company, or any delays in receiving the final listing and trading approval from the Stock Exchange. The

Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Bids and any revision to the same shall be accepted only between 10.00 a.m. and 5.00 p.m. (IST) during the Issue Period. On the Issue Closing Date, the Bids and any revision to the same shall be accepted between 10.00 a.m. and 4.00 p.m. (IST) or such extended time as permitted by the Stock Exchanges, in case of Bids by Retail Individual Bidders after taking into account the total number of bids received up to the closure of timings and reported by the Book Running Lead Manager to the Stock Exchanges. It is clarified that Bids not uploaded on the electronic system would be rejected. Bids will be accepted only on Working Days. Neither our Company nor the Lead Manager is liable for any failure in uploading the Bids due to faults in any software/hardware system or otherwise.

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

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

## UNDERWRITING

This Offer is 100% Underwritten. Our Company and the Selling Shareholders have entered into an Underwriting Agreement dated February 22, 2018 and addendum dated March 07, 2018 with the Underwriters for the Equity Shares proposed to be offered through the Offer. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions specified therein. The Underwriters have given their consent for inclusion of their name in the Draft Prospectus/ Prospectus as Underwriters and have indicated their intention to underwrite the following number of specified securities being offered through this Offer:

Details of the Underwriter	No. of Shares Underwritten	Amt Underwritten (₹ in lakhs)	% of the Total Offer Underwritten
<b>Aryaman Financial Services Ltd.</b> 60, Khatau Building, Gr. Floor, Alkesh Dinesh Modi Marg, Opp. P.J. Tower (BSE Bldg.), Fort, Mumbai – 400 001. <b>Tel. No.:</b> +91 – 22 – 6216 6999 <b>Fax No.:</b> +91 – 22 – 2263 0434 <b>Email:</b> <a href="mailto:ipo@afsl.co.in">ipo@afsl.co.in</a>	27,50,400	<b>2,750.40</b>	94.87%
<b>Aryaman Capital Markets Ltd.</b> 60, Khatau Building, Gr. Floor, Alkesh Dinesh Modi Marg, Opp. P.J. Tower (BSE Bldg.), Fort, Mumbai – 400 001. <b>Tel. No.:</b> +91 – 22 – 6216 6999 <b>Fax No.:</b> +91 – 22 – 2263 0434 <b>Email:</b> <a href="mailto:aryacapm@gmail.com">aryacapm@gmail.com</a>	1,48,800	<b>148.80</b>	5.13%
<b>Total</b>	<b>28,99,200</b>	<b>2,899.20</b>	<b>100.00%</b>

As per Regulation 106 P (2) of SEBI (ICDR) Regulations, 2009, the LM has agreed to underwrite to a minimum extent of 15% of the Offer out of its own account.

In the opinion of the Board of Directors (based on certificate given by the Underwriters), the resources of the above mentioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The above – mentioned Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as broker with the Stock Exchange.

## WITHDRAWAL OF THE OFFER

Our Company and the Selling Shareholders, in consultation with the Lead Manager, reserves the right not to proceed with the Offer at any time after the Offer Opening Date but before the Board meeting for Allotment. In such an event our Company would issue a public notice in the newspapers, in which the pre-offer advertisements were published,



within two days of the Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The Lead Manager, through the Registrar to the Offer, shall notify the SCSBs to unblock the bank accounts of the ASBA Applicants within one day of receipt of such notification. Our Company and the Selling Shareholders shall also promptly inform the Stock Exchange on which the Equity Shares were proposed to be listed. Notwithstanding the foregoing, the Offer is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment. If our Company and the Selling Shareholders withdraws the Offer after the Offer Closing Date and thereafter determines that it will proceed with an IPO, our Company shall be required to file a fresh Draft Prospectus.

## MARKET MAKER



### ARYAMAN CAPITAL MARKETS LIMITED

60, Khatau Building, Gr. Floor,  
Alkesh Dinesh Modi Marg, Opp. P. J. Tower (BSE Bldg.),  
Fort, Mumbai - 400 001

**Tel. No.:** +91 - 22 - 6216 6999

**Fax No.:** +91 - 22 - 2263 0434

**Email:** [aryacapm@gmail.com](mailto:aryacapm@gmail.com)

**Contact Person:** Mr. Harshad Dhanawade

**SEBI Registration No.:** INZ000004739

**Market Maker Reg. No.:** SMEMM0651421122012

### Details of the Market Making Arrangement for this Offer

Our Company and the Lead Manager, Aryaman Financial Services Limited have entered into an agreement dated February 22, 2018 and addendum dated March 08, 2018 with Aryaman Capital Markets Ltd., a Market Maker registered with the SME Platform of BSE in order to fulfil the obligations of Market Making.

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

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

1. The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. Further, the Market Maker shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker.
2. The minimum depth of the quote shall be ₹ 1,00,000. However, the investors with holdings of value less than ₹ 1,00,000 shall be allowed to issue their holding to the Market Maker in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
3. The Inventory Management and Buying/Selling Quotations and its mechanism shall be as per the relevant circulars issued by SEBI and BSE SME Platform from time to time.
4. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by him.
5. There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
6. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction.
7. The Market Maker may also be present in the opening call auction, but there is no obligation on him to do so.
8. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems or any other problems. All controllable reasons require

prior approval from the Exchange, while force-majeure will be applicable for non controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.

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

In case of termination of the above mentioned Market Making Agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 106V of the SEBI (ICDR) Regulations, 2009. Further the Company and the Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particulars point of time.

10. **Risk containment measures and monitoring for Market Maker:** BSE SME Exchange will have all margins which are applicable on the BSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to-time.
11. **Punitive Action in case of default by Market Maker:** BSE SME Exchange will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.

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

12. **Price Band and Spreads:** SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for issue size up to ₹25,000 lakhs, the applicable price bands for the first day shall be:
  - a. In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
  - b. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the issue price.
  - c. Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading.

The following spread will be applicable on the BSE SME Exchange/ Platform:

Sr. No.	Market Price Slab (in ₹)	Proposed spread (in % to sales price)
1	Up to 50	9
2	50 to 75	8
3	75 to 100	6
4	Above 100	5

**All the above mentioned conditions and systems regarding the Market Making Arrangement are subject to change based on changes or additional regulations and guidelines from SEBI and Stock Exchange from time to time.**

## CAPITAL STRUCTURE

The share capital of the Company as on the date of this Prospectus is set forth below:

(₹ in lakhs, except share data)

Sr. No.	Particulars	Aggregate Value at Nominal Value	Aggregate Value at Offer Price
<b>A</b>	<b>Authorised Share Capital</b>		
	1,50,00,000 Equity Shares of face value of ₹ 10 each	1,500.00	-
<b>B</b>	<b>Issued, Subscribed and Paid-up Share Capital before the Offer</b>		
	1,00,00,000 Equity Shares of face value of ₹ 10 each	1,000.00	-
<b>C</b>	<b>Present Offer in terms of this Prospectus<sup>(1)</sup></b>		
	Offer of 28,99,200 Equity Shares of ₹ 10 each at a price of ₹ 100 per equity Share	289.92	2,899.20
	<b>Consisting of:</b>		
	Fresh Issue of 8,99,200 Equity Shares of ₹ 10 each for cash at a price of ₹ 100 per share	89.92	899.20
	Offer for Sale of 20,00,000 Equity Shares of ₹ 10 each for cash at a price of ₹ 100 per share	200.00	2,000.00
	<b>Which comprises of:</b>		
	1,48,800 Equity Shares of ₹ 10 each at a price of ₹ 100 per Equity Share reserved as Market Maker Portion	14.88	148.80
	Net Offer to Public of 27,50,400 Equity Shares of ₹ 10 each at a price of ₹ 100 per Equity Share to the Public	275.40	2,750.40
	<b>Of which:</b>		
	13,75,200 Equity Shares of ₹ 10 each at a price of ₹ 100 per Equity Share will be available for allocation for Investors of up to ₹ 2.00 lakhs	137.52	1,375.20
	13,75,200 Equity Shares of ₹ 10 each at a price of ₹ 100 per Equity Share will be available for allocation for Investors of above ₹ 2.00 lakhs	137.52	1,375.20
<b>D</b>	<b>Equity Share Capital after the Offer</b>		
	1,08,99,200 Equity Shares of ₹ 10 each	1,089.92	
<b>E</b>	<b>Securities Premium Account</b>		
	Before the Offer (as on date of this Prospectus)	NIL	
	After the Offer	809.28	

<sup>(1)</sup> The present Offer has been authorized pursuant to a resolution of our Board dated February 19, 2018 and by Special Resolution passed under Section 62(1)(C) of the Companies Act, 2013 at an Extra-Ordinary General Meeting of our shareholders held with a shorter notice on February 20, 2018.

<sup>(1)</sup> The Offer for Sale has been authorised by the Selling Shareholders by their consent letter dated February 19, 2018. The No. of Equity Shares offered by each Selling Shareholders are as follows:

Sr. No.	Name of the Selling Shareholders	No. of Equity Shares Offered
1	Jigna Jhaveri jointly with Nilesh Jhaveri	4,85,000
2	Nilesh Jhaveri jointly with Jigna Jhaveri	3,35,000
3	Nilesh Vinod Jhaveri (HUF)	4,40,000
4	Vinod Harilal Jhaveri (HUF)	3,00,000
5	Parag Vinod Jhaveri (HUF)	2,30,000
6	Yayesh Vinod Jhaveri (HUF)	2,10,000
	<b>Total</b>	<b>20,00,000</b>

The Selling Shareholders have severally confirmed that the Equity Shares proposed to be offered and sold in this Offer are eligible in term of SEBI (ICDR) Regulations and that they have not been prohibited from dealings in securities market and the Equity Shares offered and sold are free from any lien, encumbrance or third party rights. The Selling Shareholders have also severally confirmed that they are the legal and beneficial owners of the Equity Shares being offered by them under the Offer for Sale.

Our Company has no outstanding convertible instruments as on the date of this Prospectus.

### **Changes in Authorised Share Capital**

Since incorporation, the capital structure of our Company has been altered in the following manner:

1. The initial Authorised Share Capital of our Company was ₹ 10,00,000 divided into 8,000 Equity Shares of ₹ 100 each and 2,000 Unclassified Shares of Rs. 100/- each .
2. Authorised Share Capital of our Company was increased from ₹ 1,50,00,000 divided into 1,50,000 equity shares of Rs. 100/- each was increased to ₹ 2,00,00,000 divided into 2,00,000 equity shares of Rs. 100/- each, pursuant to resolution of shareholders passed at the EGM held on February 15, 2007.\*
3. Authorised Share Capital of our Company was increased from ₹ 2,00,00,000 divided into 2,00,000 equity shares of Rs. 100/- each was increased to ₹ 3,00,00,000 divided into 3,00,000 equity shares of Rs. 100/- each, pursuant to resolution of shareholders passed at the EGM held on June 21, 2007.
4. Authorised Share Capital of our Company was increased from ₹ 3,00,00,000 divided into 3,00,000 equity shares of Rs. 100/- each was increased to ₹ 5,00,00,000 divided into 5,00,000 equity shares of Rs. 100/- each, pursuant to resolution of shareholders passed at the EGM held on January 24, 2008.
5. Reduction in authorised share capital ₹ 5,00,00,000 divided into 5,00,000 equity shares of Rs. 100/- each to 5,00,00,000 equity shares of ₹ 1/- each, pursuant to resolution of shareholders passed at the EGM held on February 22, 2008.
6. Authorised Share Capital of our Company was increased from ₹ 5,00,00,000 divided into 5,00,00,000 equity shares of Rs. 1/- each was increased to ₹ 10,00,00,000 divided into 10,00,00,000 equity shares of Rs. 1/- each, pursuant to resolution of shareholders passed at the EGM held on July 07, 2012.
7. Consolidation of 10,00,00,000 Equity Shares of ₹ 1/- each into 1,00,00,000 Equity Shares of ₹ 10/- each, pursuant to resolution of shareholders passed at the EGM held on December 20, 2017.
8. Authorised Share Capital of our Company was increased from ₹ 10,00,00,000 divided into 1,00,00,000 Equity Shares of ₹ 10/- each was increased to ₹ 15,00,00,000 divided into 1,50,00,000 equity shares of Rs. 10/- each, pursuant to resolution of shareholders passed at the EGM held on December 20, 2017.

*\*The form(s) filing made by our Company prior to June 29, 2004 with the RoC in relation to increase in authorized capital is disposed off. For further details, refer Section titled 'Risk Factor' beginning on page no. 11 of this Prospectus.*

### **NOTES TO THE CAPITAL STRUCTURE**

#### **1) Share Capital History of our Company:**

##### **a) Equity Share Capital**

Our Company has made allotments of Equity Shares from time to time. The following is the Equity Share Capital Build-up of our Company:

Date of Allotment of Equity Shares	No. of Equity Shares	Face Value (₹)	Offer Price (₹)	Nature / Reason of Allotment	Nature of Consideration	Cumulative No. of Equity Shares	Cumulative Paid Up Share Capital (₹)	Cumulative Share Premium (₹)
As on June 29, 2004 <sup>(1)</sup>	1,20,000	100	100	Not Available	Cash	1,20,000	12,00,000	
February 18, 2005	30,000	100	100	Further Allotment	Cash	1,50,000	1,50,00,000	Nil
March 12, 2007	25,000	100	100	Further Allotment	Cash	1,75,000	1,75,00,000	Nil
March 28, 2007	25,000	100	100	Further Allotment	Cash	2,00,000	2,00,00,000	Nil
February 22, 2008	Sub Division of the Face Value of the Equity Shares from ₹ 100 to ₹ 1 each					2,00,00,000	2,00,00,000	Nil
March 31, 2008	2,02,71,690	1	1	Further Allotment	Cash	4,02,71,690	4,02,71,690	Nil
March 24, 2009	97,28,310	1	1	Further Allotment	Cash	5,00,00,000	5,00,00,000	Nil
November 29, 2014 <sup>(2)</sup>	2,00,00,000	1	1	Further Allotment	Cash	7,00,00,000	7,00,00,000	Nil
March 29, 2016	3,00,00,000	1	1	Further Allotment <sup>(3)</sup>	Cash	10,00,00,000	10,00,00,000	Nil
December 20, 2017	Consolidation of Face Value of the Shares from ₹ 1 to ₹ 10 each.					1,00,00,000	10,00,00,000	Nil

<sup>(1)</sup> As per the initial Memorandum of Association of our Company, the initial paid-up capital of our Company is 150 Equity Shares of ₹ 100/- each aggregating to ₹ 15,000/-. After incorporation the company has allotted 1,20,000 equity shares of ₹ 100/- each. However the exact details of dates & shares allotment are not available with the Company.

The list of shareholder on June 29, 2004 as per our records is given below:

Sr. No.	Name of Shareholders	No. of Shares	% of shares of then Paid-up Capital
1.	Vinod Jhaveri	43,927	36.61%
2.	Narendra Wagle	50	0.04%
3.	Parag Jhaveri	15,490	12.91%
4.	Jigna Jhaveri	4,190	3.49%
5.	Niranjana Jhaveri	10,010	8.34%
6.	Yayesh Jhaveri	18,635	15.53%
7.	Nilesh Jhaveri	14,460	12.05%
8.	Ashok Desai	10	0.01%
9.	Luna Desai	10	0.01%
10.	Geeta Mehta	10	0.01%
11.	Neha Jhaveri	3,160	2.63%
12.	Yashoda Sheth	10,000	8.33%
13.	Gulab Rami	5	0.00%
14.	Khushal Rami	5	0.00%
15.	Nihir Jhaveri	5	0.00%
16.	Ashok Mehta	1	0.00%
17.	Ashok Mehta (HUF)	1	0.00%
18.	Sevantilal Shah	1	0.00%
19.	Sevantilal Shah (HUF)	1	0.00%
20.	Mahendra Jhaveri	1	0.00%
21.	Mahendra Mehta	1	0.00%
22.	Sudha Shah	1	0.00%
23.	T. A. Goradia (HUF)	1	0.00%
24.	Girish Kumar	1	0.00%
25.	Madhavi Wagale	5	0.00%
26.	Manjula Shah	1	0.00%
27.	Pallavi Shah	1	0.00%

Sr. No.	Name of Shareholders	No. of Shares	% of shares of then Paid-up Capital
28.	Payal Jhaveri	1	0.00%
29.	Samir Shah (HUF)	1	0.00%
30.	Shailla Wagale	1	0.00%
31.	Swati Shah	1	0.00%
32.	Vivek Wagale	1	0.00%
33.	Ankit Shah	1	0.00%
34.	Tejal Shah	1	0.00%
35.	Naresh Shah (HUF)	1	0.00%
36.	Ramesh Kumar Khusaldas	1	0.00%
37.	Chandulal Lapasia	1	0.00%
39.	Vijayaben Rami	1	0.00%
40.	Bhavin Shah	1	0.00%
41.	Bapubhai Shah	1	0.00%
42.	Champaklal Shah	1	0.00%
43.	Paras Shah	1	0.00%
44.	Sweta Shah	1	0.00%
45.	Niraj Chokshi (HUF)	1	0.00%
	<b>Total</b>	<b>1,20,000</b>	<b>100.00%</b>

<sup>(2)</sup> Our Company has issued 2,00,00,000 Equity Shares on November 29, 2014. However out of this allotment 5,00,000 Equity shares issued to Mr. Yayesh Jhaveri; 40,00,000 Equity shares issued to Mr. Vinod Jhaveri are issued against loan, further rest of Equity Shares i.e. 1,55,00,000 are issued against cash to other allottees.

<sup>(3)</sup> 3,00,00,000 shares of ₹ 1 each were allotted pursuant to the conversion of unsecured loans availed by the Company.

- b) Our Company has not issued any Equity Shares for consideration other than cash.
- c) No shares have been allotted in terms of any scheme approved under sections 391-394 of the Companies Act, 1956.
- d) No bonus shares have been issued out of Revaluation Reserves.
- e) No shares have been issued at a price lower than the Offer Price within the last one year from the date of the Prospectus.



**f) Shareholding of our Promoter**

Set forth below are the details of the build-up of shareholding of our Promoter:

Date of Allotment / Transfer	Nature of Transaction	Consideration	No. of Shares	Face Value (₹)	Issue/ Transfer Price (₹)	Cumulative no. of Shares	% of Pre-Issue Paid Up Capital	% of Post-Issue Paid Up Capital	Lock – in Period
<b>Mr. Vinod Jhaveri</b>									
As on June 29, 2004 <sup>(1)</sup>	Not Available	Cash	43,927	100	100	43,927	-	-	-
December 15, 2004	Transfer	Cash	(1)	100	100	43,926	-	-	-
March 31, 2005	Transfer	Cash	6	100	100	43,932	-	-	-
April 12, 2005	Transfer	Cash	(5)	100	100	43,927	-	-	-
April 01, 2006	Transfer	Cash	5	100	100	43,932	-	-	-
April 03, 2006	Transfer	Cash	(1)	100	100	43,931	-	-	-
June 01, 2006	Transfer	Cash	(3)	100	100	43,928	-	-	-
July 26, 2006	Transfer	Cash	1	100	100	43,929	-	-	-
January 29, 2007	Transfer	Cash	1	100	100	43,930	-	-	-
March 12, 2007	Further Allotment	Cash	10,000	100	100	53,930	-	-	-
March 31, 2007	Transfer	Cash	5	100	100	53,935	-	-	-
April 03, 2007	Transfer	Cash	(1)	100	100	53,934	-	-	-
April 23, 2007	Transfer	Cash	(1)	100	100	53,933	-	-	-
July 06, 2007	Transfer	Cash	2	100	100	53,935	-	-	-
July 16, 2007	Transfer	Cash	1	100	100	53,936	-	-	-
August 13, 2007	Transfer	Cash	(2)	100	100	53,934	-	-	-
October 19, 2007	Transfer	Cash	2	100	100	53,936	-	-	-
January 01, 2008	Transfer	Cash	2	100	100	53,938	-	-	-
January 02, 2008	Transfer	Cash	1	100	100	53,939	-	-	-
February 05, 2008	Transfer	Cash	(1)	100	100	53,938	-	-	-
February 22, 2008	Sub Division of the Face Value of the Equity Shares from ₹ 100 to ₹ 1 each					53,93,800	-	-	-
March 26, 2008	Transfer	Cash	200	1	1	53,94,000	-	-	-
March 31, 2008	Further Allotment	Cash	79,66,600	1	1	1,33,60,600	-	-	-
June 12, 2008	Transfer	Cash	100	1	1	1,33,60,700	-	-	-
July 16, 2008	Transfer	Cash	(1000)	1	1	1,33,59,700	-	-	-
March 24, 2009	Further Allotment	Cash	31,28,310	1	1	1,64,88,010	-	-	-
March 31, 2009	Transfer	Cash	100	1	1	1,64,88,110	-	-	-

Date of Allotment / Transfer	Nature of Transaction	Consideration	No. of Shares	Face Value (₹)	Issue/ Transfer Price (₹)	Cumulative no. of Shares	% of Pre-Issue Paid Up Capital	% of Post-Issue Paid Up Capital	Lock – in Period
August 13, 2009	Transfer	Cash	100	1	1	1,64,88,210	-	-	-
August 18, 2009	Transfer	Cash	(100)	1	1	1,64,88,110	-	-	-
August 05, 2010	Transfer	Cash	2,000	1	1	1,64,90,110	-	-	-
September 13, 2010	Transfer	Cash	100	1	1	1,64,90,210	-	-	-
August 25, 2011	Transfer	Cash	10,00,100	1	1	1,74,90,310	-	-	-
March 25, 2012	Transfer	Cash	1,000	1	1	1,74,91,310	-	-	-
July 26, 2012	Transfer	Cash	(100)	1	1	1,74,91,210	-	-	-
April 01, 2013	Transfer	Cash	100	1	1	1,74,91,310	-	-	-
June 08, 2013	Transfer	Cash	100	1	1	1,74,91,410	-	-	-
July 05, 2013	Transfer	Cash	100	1	1	1,74,91,510	-	-	-
October 18, 2013	Transfer	Cash	100	1	1	1,74,91,610	-	-	-
April 12, 2014	Transfer	Cash	100	1	1	1,74,91,710	-	-	-
November 29, 2014 <sup>(2)</sup>	Further Allotment	Cash	40,00,000	1	1	2,14,91,710	-	-	-
April 01, 2015	Transfer	Cash	200	1	1	2,14,91,910	-	-	-
May 25, 2015	Transfer	Cash	1,90,000	1	1	2,16,81,910	-	-	-
March 29, 2016	Further Allotment <sup>(3)</sup>	Cash	31,00,090	1	1	2,47,82,000	-	-	-
April 19, 2017	Transfer	Cash	(1,000)	1	1	2,47,81,000	-	-	-
May 08, 2017	Transfer	Cash	10,000	1	1	2,47,91,000	-	-	-
September 19, 2017	Transfer	Cash	(10)	1	1	2,47,90,990	-	-	-
December 20, 2017	Consolidation of Face Value of the Shares from ₹ 1 to ₹ 10 each.					24,79,099	24.79%	22.75%	
March 31, 2018	Transfer	Cash	201	10	10	15,38,400	24.79%	22.75%	3 Year
						9,40,900			1 Year

<sup>(1)</sup> As per the initial Memorandum of Association of our Company, the initial paid-up capital of our Company is 150 Equity Shares of ₹ 100/- each aggregating to ₹ 15,000/-. After incorporation the company has allotted 1,20,000 equity shares of ₹ 100/- each. However the exact details of dates & shares allotment are not available with the Company. For further details, please refer note no 1(a)(1) as mentioned above.

<sup>(2)</sup> Our Company has issued 2,00,00,000 Equity Shares on November 29, 2014. However out of this allotment 5,00,000 Equity shares issued to Mr. Yayesh Jhaveri; 40,00,000 Equity shares issued to Mr. Vinod Jhaveri are issued against loan and rest of Equity Shares i.e. 1,55,00,000 are issued against cash to other allottees.

<sup>(3)</sup> 31,00,090 shares of ₹ 1 each were allotted pursuant to the conversion of unsecured loans availed by the Company.

<i>Date of Allotment / Transfer</i>	<i>Nature of Transaction</i>	<i>Consideration</i>	<i>No. of Shares</i>	<i>Face Value (₹)</i>	<i>Issue Price (₹)</i>	<i>Cumulative no. of Shares</i>	<i>% of Pre-Issue Paid Up Capital</i>	<i>% of Post-Issue Paid Up Capital</i>	<i>Lock – in Period</i>
<b>Mr. Parag Jhaveri</b>									
As on June 29, 2004 <sup>(1)</sup>	Not Available	Cash	15,490	100	100	15,490	-	-	
February 18, 2005	Further Allotment	Cash	3000	100	100	18,490	-	-	N.A.
March 12, 2007	Further Allotment	Cash	500	100	100	18,990	-	-	
February 22, 2008	Sub Division of the Face Value of the Equity Shares from ₹ 100 to ₹ 1 each					18,99,000	-	-	-
March 31, 2008	Further Allotment	Cash	6,01,000	1	1	25,00,000			-
March 24, 2009	Further Allotment	Cash	12,00,000	1	1	37,00,000	-	-	-
March 29, 2016	Further Allotment <sup>(2)</sup>	Cash	21,00,000	1	1	58,00,000	-	-	-
December 20, 2017	Consolidation of Face Value of the Shares from ₹ 1 to ₹ 10 each.					3,22,000	5.80%	5.32%	3 Years
						2,58,000			1 Year

<sup>(1)</sup> As per the initial Memorandum of Association of our Company, the initial paid-up capital of our Company is 150 Equity Shares of ₹100/- each aggregating to ₹15,000/-. After incorporation the company has allotted 1,20,000 equity shares of ₹100/- each. However the exact details of dates & shares allotment are not available with the Company. For further details, please refer note no 1(a)(1) as mentioned above.

<sup>(2)</sup> 21,00,000 shares of ₹1 each were allotted pursuant to the conversion of unsecured loans availed by the Company.

<i>Date of Allotment / Transfer</i>	<i>Nature of Transaction</i>	<i>Consideration</i>	<i>No. of Shares</i>	<i>Face Value (₹)</i>	<i>Issue Price (₹)</i>	<i>Cumulative no. of Shares</i>	<i>% of Pre-Issue Paid Up Capital</i>	<i>% of Post-Issue Paid Up Capital</i>	<i>Lock – in Period</i>
<b>Mr. Yayesh Jhaveri</b>									
As on June 29, 2004 <sup>(1)</sup>	Not Available	Cash	18,635	100	100	18,635	-	-	
February 18, 2005	Further Allotment	Cash	3000	100	100	21,635	-	-	N.A.
March 12, 2007	Further Allotment	Cash	1000	100	100	22,635	-	-	
February 22, 2008	Sub Division of the Face Value of the Equity Shares from ₹ 100 to ₹ 1 each					22,63,500	-	-	-
March 31, 2008	Further Allotment	Cash	8,36,500	1	1	31,00,000			-
March 24, 2009	Further Allotment	Cash	12,00,000	1	1	43,00,000	-	-	-
November 29, 2014 <sup>(2)</sup>	Further Allotment	Cash	5,00,000	1	1	48,00,000	-	-	-
March 29, 2016	Further Allotment <sup>(3)</sup>	Cash	21,00,000	1	1	69,00,000	-	-	-
December 20, 2017	Consolidation of Face Value of the Shares from ₹ 1 to ₹ 10 each.					3,74,100	6.90%	6.33%	3 Years
						3,15,900			1 Year

<sup>(1)</sup> As per the initial Memorandum of Association of our Company, the initial paid-up capital of our Company is 150 Equity Shares of ₹100/- each aggregating to ₹15,000/-. After incorporation the company has allotted 1,20,000 equity shares of ₹100/- each. However the exact details of dates & shares allotment are not available with the Company. For further details, please refer note no 1(a)(1) as mentioned above.

<sup>(2)</sup> Our Company has issued 2,00,00,000 Equity Shares on November 29, 2014. However out of this allotment 5,00,000 Equity shares issued to Mr. Yayesh Jhaveri; 40,00,000 Equity shares issued to Mr. Vinod Jhaveri are issued against loan and rest of Equity Shares i.e. 1,55,00,000 are issued against cash to other allottees

<sup>(3)</sup> 21,00,000 shares of ₹1 each were allotted pursuant to the conversion of unsecured loans availed by the Company.

Notes:

- None of the shares belonging to our Promoter has been pledged till date.
  - The entire post offer Promoters' shares shall be subject to lock-in from the date of allotment of the equity shares issued through this Prospectus for periods as per applicable Regulations of the SEBI (ICDR) Regulations. For details please see Note no. 2 of the "Notes to the Capital Structure" on page no. 53 of this Prospectus.
  - Our Promoters have confirmed to the Company and the Lead Manager that the Equity Shares held by our Promoters have been financed from their personal funds and no loans or financial assistance from any bank or financial institution has been availed for this purpose.
  - All the shares held by our Promoters, were fully paid-up on the respective dates of acquisition of such shares.
- g) Except as disclosed below, none of the members of the Promoters, Promoters Group, Directors and their immediate relatives have purchased or sold any Equity shares of our Company within the last six months from the date of this Prospectus:

Date of Transfer	Name of Transferor	Name of Transferee	No. of Shares	Issue/ Transfer Price (₹)	Nature of Transaction	Nature of Consideration
September 19, 2017	Vinod Jhaveri	Samvidhi Safe Deposit Private Limited	10	1	Transfer	Cash
January 31, 2018	Ashok Mehta	Vinod Jhaveri	10	10	Transfer	Cash
January 31, 2018	Ashok Mehta (HUF)	Vinod Jhaveri	10	10	Transfer	Cash
January 31, 2018	Madhavi Wagle	Vinod Jhaveri	50	10	Transfer	Cash
January 31, 2018	Manjula Shah	Vinod Jhaveri	10	10	Transfer	Cash
January 31, 2018	Bhavin Shah	Vinod Jhaveri	10	10	Transfer	Cash
January 31, 2018	Champaklal Shah	Vinod Jhaveri	10	10	Transfer	Cash
January 31, 2018	V. Champaklal & Co.	Vinod Jhaveri	10	10	Transfer	Cash
January 31, 2018	F. Jain (HUF)	Vinod Jhaveri	10	10	Transfer	Cash
January 31, 2018	Sonal Jhaveri	Vinod Jhaveri	10	10	Transfer	Cash
January 31, 2018	Star International	Vinod Jhaveri	10	10	Transfer	Cash
January 31, 2018	Binita Jhaveri	Vinod Jhaveri	10	10	Transfer	Cash
January 31, 2018	Kalavati Jhaveri	Vinod Jhaveri	10	10	Transfer	Cash
January 31, 2018	Mahendrabai Shah	Vinod Jhaveri	10	10	Transfer	Cash
January 31, 2018	Nihir Jhaveri	Vinod Jhaveri	10	10	Transfer	Cash
January 31, 2018	Niranjana Shah	Vinod Jhaveri	10	10	Transfer	Cash
January 31, 2018	Hasmukh Patel	Vinod Jhaveri	10	10	Transfer	Cash
January 31, 2018	Divyesh Shah	Vinod Jhaveri	1	10	Transfer	Cash

- h) None of the members of the Promoter Group, Directors and their immediate relatives have financed the purchase by any other person of Equity shares of our Company other than in the normal course of business of the financing entity within the period of six months immediately preceding the date of the Prospectus.

## 2) Promoters' Contribution and other Lock-In details:

### i. Details of Promoters' Contribution locked-in for 3 years

Pursuant to the Regulation 32(1) and 36(a) of the SEBI (ICDR) Regulations, an aggregate of 20% of the Post-Offer Equity Share Capital held by our Promoter shall be considered as promoters' contribution ("**Promoters' Contribution**") and locked-in for a period of three years from the date of Allotment. The lock-in of the Promoters' Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

The details of the Promoter's Equity Shares proposed to be locked-in for a period of three years are as follows:

Name of Promoter	No. of Shares locked in <sup>(1)</sup>	As a % of Post Offer Share Capital
Vinod Jhaveri	15,38,400	14.11%
Parag Jhaveri	3,22,000	2.95%
Yayesh Jhaveri	3,74,100	3.43%
<b>Total</b>	<b>22,34,500</b>	<b>20.49 %</b>

<sup>(1)</sup>For details on the date of Allotment of the above Equity Shares, the nature of Allotment, face value and the price at which they were acquired, please refer Note no. 1(f) under "Notes to Capital Structure" on page no. 53 of this Prospectus.

We confirm that in compliance with regulation 33 of SEBI ICDR Regulations, the minimum Promoter contribution of 20% as shown above which is subject to lock-in for three years does not consist of:

- Equity Shares acquired during the preceding three years for consideration other than cash and out of revaluation of assets or capitalization of intangible assets or bonus shares out of revaluation reserves or reserves without accrual of cash resources or from bonus issue against equity shares which are ineligible for minimum promoters' contribution.
- Equity Shares acquired by the Promoter during the preceding one year, at a price lower than the price at which Equity Shares are being offered to public in the Offer, except the bonus shares issued.
- Private placement made by solicitation of subscription from unrelated persons either directly or through any intermediary.
- The Equity Shares held by the Promoter and offered for minimum 20% Promoters' Contribution are not subject to any pledge.
- Equity Shares for which specific written consent has not been obtained from the shareholders for inclusion of their subscription in the minimum Promoters' Contribution subject to lock-in.
- Equity shares issued to our Promoters on conversion of Partnership Firms into Limited Companies.

The minimum Promoters' Contribution has been brought to the extent of not less than the specified minimum lot and from the persons defined as Promoters under the SEBI (ICDR) Regulations, 2009. The Promoters' Contribution constituting 20% of the post-offer capital shall be locked-in for a period of three years from the date of Allotment of the Equity Shares in the Offer.

**We further confirm that our Promoters' Contribution of 20% of the Post Offer Equity does not include any contribution from Alternative Investment Funds.**

### ii. Details of Shares locked-in for one year

- Pursuant to Regulation 37 of the SEBI (ICDR) Regulations, in addition to the Promoters' Contribution to be locked-in for a period of 3 years, as specified above, the entire Pre-Offer Equity Share capital will be locked in for a period of one (1) year from the date of Allotment in this Offer, other than the Equity Shares allotted and subscribed pursuant to the Offer for Sale.



- b) Pursuant to Regulation 39 of the SEBI Regulations, the Equity Shares held by our Promoter can be pledged only with banks or financial institutions as collateral security for loans granted by such banks or financial institutions for the purpose of financing one or more of the objects of the Offer and the pledge of shares is one of the terms of sanction of such loan. However, as on date of this Prospectus, none of the Equity Shares held by our Promoter has been pledged to any person, including banks and financial institutions.
- c) Pursuant to Regulation 40 of the SEBI (ICDR) Regulations, Equity Shares held by our Promoter, which are locked in as per Regulation 36 of the SEBI (ICDR) Regulations, may be transferred to and amongst our Promoter/ Promoter Group or to a new promoter or persons in control of our Company subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as applicable.
- d) Pursuant to Regulation 40 of the SEBI (ICDR) Regulations, Equity Shares held by shareholders other than our Promoter, which are locked-in as per Regulation 37 of the SEBI (ICDR) Regulations, may be transferred to any other person holding shares, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as applicable.

### 3) Pre-Offer and Post-Offer Shareholding of our Promoter and Promoter' Group

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

Category of Promoters	Pre Offer		Post Offer	
	No. of Shares	%	No. of Shares	%
<b>1. Promoter</b>				
Vinod Jhaveri	24,79,300	24.79%	24,79,300	22.75%
Parag Jhaveri	5,80,000	5.80%	5,80,000	5.32%
Yayesh Jhaveri	6,90,000	6.90%	6,90,000	6.33%
<b>2. Promoter Group (as defined by SEBI (ICDR) Regulations)</b>				
Vinod Harilal Jhaveri (HUF)	6,90,000	6.90%	3,90,000	3.58%
Jigna Jhaveri jointly with Nilesh Jhaveri	7,85,000	7.85%	3,00,000	2.75%
Neha Jhaveri jointly with Parag Jhaveri	7,75,000	7.75%	7,75,000	7.11%
Nilesh Jhaveri jointly with Jigna Jhaveri	5,45,000	5.45%	2,10,000	1.93%
Nilesh Vinod Jhaveri (HUF)	6,70,000	6.70%	2,30,000	2.11%
Niranjana Jhaveri jointly with Vinod Jhaveri	6,80,000	6.80%	6,80,000	6.24%
Parag Vinod Jhaveri (HUF)	6,45,000	6.45%	4,15,000	3.81%
Yayesh Vinod Jhaveri (HUF)	6,55,000	6.55%	4,45,000	4.08%
Payal Jhaveri jointly with Yayesh Jhaveri	6,55,000	6.55%	6,55,000	6.01%
Rajnikant Desai (HUF)	100	0.00%	100	0.00%
<b>Total Promoter &amp; Promoter Group Holding</b>	<b>98,49,400</b>	<b>98.49%</b>	<b>78,49,400</b>	<b>72.02%</b>
<b>Total Paid up Capital</b>	<b>1,00,00,000</b>	<b>100.00%</b>	<b>1,08,99,200</b>	<b>100.00%</b>

### 4) Details of Offer for Sale

The following are the details of the Equity Shares being offered as part of the Offer for Sale:

Sr. No.	Name of Selling Shareholders	Total Number of Equity Shares currently held <sup>(1)</sup>	Number of Equity Shares offered for the Offer for Sale
1	Jigna Jhaveri jointly with Nilesh Jhaveri	7,85,000	4,85,000
2	Nilesh Jhaveri jointly with Jigna Jhaveri	5,45,000	3,35,000
3	Nilesh Vinod Jhaveri (HUF)	6,70,000	4,40,000
4	Vinod Harilal Jhaveri (HUF)	6,90,000	3,00,000
5	Parag Vinod Jhaveri (HUF)	6,45,000	2,30,000
6	Yayesh Vinod Jhaveri (HUF)	6,55,000	2,10,000
<b>Total</b>		<b>39,90,000</b>	<b>20,00,000</b>

Set forth below are the details of the build-up of Equity Shares offered for the Offer for Sale by the respective Selling Shareholders:

<i>Date of Allotment / Transfer</i>	<i>Nature of Transaction</i>	<i>Consideration</i>	<i>No. of Shares</i>	<i>Face Value (₹)</i>	<i>Issue Price (₹)</i>	<i>Cumulative no. of Shares</i>
<b><i>Mrs. Jigna Jhaveri jointly with Nilesh Jhaveri</i></b>						
As on June 29, 2004 <sup>(1)</sup>	Not Available	Cash	4,190	100	100	4,190
March 12,2007	Further Allotment	Cash	2,500	100	100	6,690
February 22, 2008	Sub Division of the Face Value of the Equity Shares from ₹ 100 to ₹ 1 each					66,900
March 31, 2008	Further Allotment	Cash	22,31,000	1	1	29,00,000
March 24, 2009	Further Allotment	Cash	4,50,000	1	1	33,50,000
November 29, 2014 <sup>(2)</sup>	Further Allotment	Cash & other than cash	15,00,000	1	1	48,50,000
March 29, 2016	Further Allotment <sup>(4)</sup>	Cash	30,00,000	1	1	78,50,000
December 20, 2017	Consolidation of Face Value of the Shares from ₹ 1 to ₹ 10 each.					4,85,000 <sup>(3)</sup>
						3,00,000
<b><i>Mr. Nilesh Jhaveri jointly with Jigna Jhaveri</i></b>						
As on June 29, 2004 <sup>(1)</sup>	Not Available	Cash	14,460	100	100	14,460
February 18, 2005	Further Allotment	Cash	3000	100	100	17,460
March 12,2007	Further Allotment	Cash	1,500	100	100	18,960
February 22, 2008	Sub Division of the Face Value of the Equity Shares from ₹ 100 to ₹ 1 each					1,89,600
March 31, 2008	Further Allotment	Cash	3,04,000	1	1	22,00,000
March 24, 2009	Further Allotment	Cash	11,50,000	1	1	33,50,000
March 29, 2016	Further Allotment <sup>(4)</sup>	Cash	21,00,000	1	1	54,50,000
December 20, 2017	Consolidation of Face Value of the Shares from ₹ 1 to ₹ 10 each.					3,35,000 <sup>(3)</sup>
						2,10,000
<b><i>Nilesh Vinod Jhaveri HUF</i></b>						
December 15, 2004	Transfer	Cash	1	100	100	1
March 12,2007	Further Allotment	Cash	6,000	100	100	6,001
February 22, 2008	Sub Division of the Face Value of the Equity Shares from ₹ 100 to ₹ 1 each					6,00,100
March 31, 2008	Further Allotment	Cash	7,99,900	1	1	14,00,000
March 24, 2009	Further Allotment	Cash	5,00,000	1	1	19,00,000
November 29, 2014 <sup>(2)</sup>	Further Allotment	Cash	25,00,000	1	1	44,00,000
March 29, 2016	Further Allotment <sup>(4)</sup>	Cash	23,00,000	1	1	67,00,000
December 20, 2017	Consolidation of Face Value of the Shares from ₹ 1 to ₹ 10 each.					4,40,000 <sup>(3)</sup>
						2,30,000
<b><i>Vinod Hiralal Jhaveri HUF</i></b>						
December 15, 2004	Transfer	Cash	1	100	100	1
March 28,2007	Further Allotment	Cash	7,000	100	100	7,001
February 22, 2008	Sub Division of the Face Value of the Equity Shares from ₹ 100 to ₹ 1 each					7,00,100
March 31, 2008	Further Allotment	Cash	9,99,900	1	1	17,00,000
November 29, 2014 <sup>(2)</sup>	Further Allotment	Cash	20,00,000	1	1	37,00,000
March 29, 2016	Further Allotment <sup>(4)</sup>	Cash	32,00,000	1	1	69,00,000
December 20, 2017	Consolidation of Face Value of the Shares from ₹ 1 to ₹ 10 each.					3,00,000 <sup>(3)</sup>
						3,90,000

Parag Vinod Jhaveri HUF						
December 15, 2004	Transfer	Cash	1	100	100	1
March 12,2007	Further Allotment	Cash	2,000	100	100	2,001
March 28,2007	Further Allotment	Cash	6,000	100	100	8,001
February 22, 2008	Sub Division of the Face Value of the Equity Shares from ₹ 100 to ₹ 1 each					8,00,100
March 31, 2008	Further Allotment	Cash	6,99,900	1	1	15,00,000
March 24, 2009	Further Allotment	Cash	4,50,000	1	1	19,50,000
November 29, 2014 <sup>(2)</sup>	Further Allotment	Cash	25,00,000	1	1	44,50,000
March 29, 2016	Further Allotment <sup>(4)</sup>	Cash	20,00,000	1	1	64,50,000
December 20, 2017	Consolidation of Face Value of the Shares from ₹ 1 to ₹ 10 each.					2,30,000 <sup>(3)</sup>
						4,15,000
Yayesh Vinod Jhaveri HUF						
December 15, 2004	Transfer	Cash	1	100	100	1
March 12,2007	Further Allotment	Cash	3,000	100	100	3,001
March 28,2007	Further Allotment	Cash	6,000	100	100	9,001
February 22, 2008	Sub Division of the Face Value of the Equity Shares from ₹ 100 to ₹ 1 each					9,00,100
March 31, 2008	Further Allotment	Cash	8,99,900	1	1	18,00,000
March 24, 2009	Further Allotment	Cash	4,50,000	1	1	22,50,000
November 29, 2014 <sup>(2)</sup>	Further Allotment	Cash	35,00,000	1	1	57,50,000
March 29, 2016	Further Allotment <sup>(4)</sup>	Cash	8,00,000	1	1	65,50,000
December 20, 2017	Consolidation of Face Value of the Shares from ₹ 1 to ₹ 10 each.					2,10,000 <sup>(3)</sup>
						4,45,000

<sup>(1)</sup> As per the initial Memorandum of Association of our Company, the initial paid-up capital of our Company is 150 Equity Shares of ₹ 100/- each aggregating to ₹ 15,000/-. After incorporation the company has allotted 1,20,000 equity shares of ₹ 100/- each. However the exact details of dates & shares allotment are not available with the Company. For further details, please refer note no 1(a)(1) as mentioned above.

<sup>(2)</sup> Our Company has issued 2,00,00,000 Equity Shares on November 29, 2014. However out of this allotment 5,00,000 Equity shares issued to Mr. Yayesh Jhaveri; 40,00,000 Equity shares issued to Mr. Vinod Jhaveri are issued against loan and rest of Equity Shares i.e. 1,55,00,000 are issued against cash to other allottees

<sup>(3)</sup> Out of total holding of Mrs. Jigna Jhaveri, Mr. Nilesh Jhaveri, M/s. Nilesh Vinod Jhaveri HUF, M/s. Vinod Hiralal Jhaveri, M/s. Parag Vinod Jhaveri and M/s. Yayesh Vinod Jhaveri 20,00,000 equity shares in aggregation are offered for sale through this Prospectus.

<sup>(4)</sup> Our Company has issued these shares pursuant to the conversion of unsecured loans availed by the Company.

##### 5) The top ten shareholders of our Company and their Shareholding is as set forth below:

- The top ten Shareholders of our Company as on the date of this Prospectus are:

Sr. No.	Particulars	No. of Shares	% of Pre-Offer Share Capital
1	Vinod Jhaveri	24,79,300	24.79%
2	Jigna Jhaveri jointly with Nilesh Jhaveri	7,85,000	7.85%
3	Neha Jhaveri jointly with Parag Jhaveri	7,75,000	7.75%
4	Yayesh Jhaveri	6,90,000	6.90%
5	Vinod Harilal Jhaveri (HUF)	6,90,000	6.90%
6	Niranjana Jhaveri jointly with Vinod Jhaveri	6,80,000	6.80%
7	Nilesh Vinod Jhaveri (HUF)	6,70,000	6.70%

Sr. No.	Particulars	No. of Shares	% of Pre-Offer Share Capital
8	Yayesh Vinod Jhaveri (HUF)	6,55,000	6.55%
9	Payal Jhaveri jointly with Yayesh Jhaveri	6,55,000	6.55%
10	Parag Vinod Jhaveri (HUF)	6,45,000	6.45%
<b>Total</b>		<b>87,24,300</b>	<b>87.24%</b>

- The top ten Shareholders of our Company ten days prior to date of this Prospectus are:

Sr. No.	Particulars	No. of Shares	% of Pre-Offer Share Capital
1	Vinod Jhaveri	24,79,300	24.79%
2	Jigna Jhaveri jointly with Nilesh Jhaveri	7,85,000	7.85%
3	Neha Jhaveri jointly with Parag Jhaveri	7,75,000	7.75%
4	Yayesh Jhaveri	6,90,000	6.90%
5	Vinod Harilal Jhaveri (HUF)	6,90,000	6.90%
6	Niranjana Jhaveri jointly with Vinod Jhaveri	6,80,000	6.80%
7	Nilesh Vinod Jhaveri (HUF)	6,70,000	6.70%
8	Yayesh Vinod Jhaveri (HUF)	6,55,000	6.55%
9	Payal Jhaveri jointly with Yayesh Jhaveri	6,55,000	6.55%
10	Parag Vinod Jhaveri (HUF)	6,45,000	6.45%
<b>Total</b>		<b>87,24,300</b>	<b>87.24%</b>

- The top ten Shareholders of our Company two years prior to date of this Prospectus are:

Sr. No.	Particulars	No. of Shares*	% of Shares then Share Capital
1	Vinod Jhaveri	2,47,82,000	24.78%
2	Jigna Jhaveri jointly with Nilesh Jhaveri	78,50,000	7.85%
3	Neha Jhaveri jointly with Parag Jhaveri	77,50,000	7.75%
4	Yayesh Jhaveri	69,00,000	6.90%
5	Vinod Harilal Jhaveri (HUF)	69,00,000	6.90%
6	Niranjana Jhaveri jointly with Vinod Jhaveri	68,00,000	6.80%
7	Nilesh Vinod Jhaveri (HUF)	67,00,000	6.70%
8	Yayesh Vinod Jhaveri (HUF)	65,50,000	6.55%
9	Payal Jhaveri jointly with Yayesh Jhaveri	65,50,000	6.55%
10	Parag Vinod Jhaveri (HUF)	64,50,000	6.45%
<b>Total</b>		<b>8,72,32,000</b>	<b>87.23%</b>

\* Consolidation of 10,00,00,000 Equity Shares of ₹ 1/- each into 1,00,00,000 Equity Shares of ₹ 10/- each, pursuant to resolution of shareholders passed at the EGM held on December 20, 2017. So, above shareholding of top ten shareholders are as per ₹ 1/- Face Value.

- Neither the Company, nor its Promoter, Directors or the Lead Manager have entered into any buyback and/or standby arrangements for purchase of Equity Shares of the Company from any person.
- None of our Directors or Key Managerial Personnel holds Equity Shares in the Company, except as stated in the chapter titled "Our Management" beginning on page no. 130 of this Prospectus.
- Investors may note that in case of over-subscription, in all the categories, the allocation in the Offer shall be as per the requirement of Regulation 43(4) of SEBI (ICDR) Regulations, as amended from time to time. The allotment will be on proportionate basis as detailed under "Basis of Allotment" in the chapter titled "Offer Procedure" beginning on page no. 227 of this Prospectus.
- An investor cannot make an application for more than the number of Equity Shares offered in this Offer, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investor.
- An over-subscription to the extent of 10% of the Fresh Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application

size in this Offer. Consequently, the actual allotment may go up by a maximum of 10% of the Offer, as a result of which, the post-offer paid up capital after the Offer would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoter and subject to lock- in shall be suitably increased; so as to ensure that 20% of the post Offer paid-up capital is locked in.

- 11) Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be effected in accordance with applicable laws, rules, regulations and guidelines. The allocation in the Offer shall be as per the requirements of Regulation 43(3) of SEBI (ICDR) Regulations, as amended from time to time.
- 12) No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoter to the persons who receive allotments, if any, in this Offer.
- 13) As on date of this Prospectus, there are no outstanding financial instruments or any other rights that would entitle the existing Promoter or shareholders or any other person any option to receive Equity Shares after the Offer.
- 14) There shall be only one denomination of Equity Shares of our Company unless otherwise permitted by law. Our Company shall comply with disclosure and accounting norms as may be specified by SEBI from time to time.
- 15) Since the entire application money is being called on application, all successful applications, shall be issued fully paid up shares only. Also, as on the date of this Prospectus the entire pre-offer share capital of the Company has been made fully paid up.
- 16) Except as disclosed in the Prospectus, our Company presently does not have any intention or proposal to alter its capital structure for a period of six months commencing from the date of opening of this Offer, by way of split / consolidation of the denomination of Equity Shares or further issue of Equity Shares or securities convertible into Equity Shares, whether on a preferential basis or issue of bonuses or rights or further public issue of specified securities or Qualified Institutional Placement.
- 17) We have not issued any Equity Shares out of revaluation reserves. We have not issued any Equity Shares for consideration other than cash except as stated in this Prospectus.
- 18) As on date of this Prospectus, there are no outstanding ESOP's, warrants, options or rights to convert debentures, loans or other instruments convertible into the Equity Shares, nor has the company ever allotted any equity shares pursuant to conversion of ESOP's till date.
- 19) Our Company shall ensure that transactions in the Equity Shares by our Promoter and our Promoter Group between the date of this Prospectus and the Offer Closing Date shall be reported to the Stock Exchange within 24 hours of such transaction.
- 20) The Lead Manager and its associates do not directly or indirectly hold any shares of the Company.
- 21) Our Company has Fifteen (15) shareholders, as on the date of this Prospectus.

22) Our Company has not re-valued its assets since incorporation

23) Shareholding Pattern of the Company

The following is the shareholding pattern of the Company as on the date of this Prospectus

Category (I)	Category of Share- holder (II)	No. of Share-holder (III)	No. of fully paid-up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares Underlying Depository Receipts (VI)	Total Nos. Shares held (VII) = (IV) + (V) + (VI)	Share holding as a % of total No. of Shares (calculated As per SCRR, 1957)(VIII)As a % of (A+B+C2)	Number of Voting Rights held in each Class of securities (IX)				No of Underlying Outstanding Convertible securities (incl. Warrants) (X)	Share Holding as a % assuming Full convertible securities (as a % of Diluted Share Capital)(XI)=(VII)+(X) As a % of (A+B+C2)	Number of Locked In shares (XII)		No. of shares Pledged Or Otherwise encumbered (XIII)		No. of Equity shares held in De-mat form (XIV)
								No of voting Right			Total As a %of(A+B+C)			No (a)	As a %of total shares held (b)	No (a)	As a % of total shares held (b)	
								Class-Equity	Class	Total								
(A)	Promoter & Promoter Group	13	98,49,400	-	-	98,49,400	98.49%	98,49,400	-	98,49,400	98.49%	-	98.49%	-	-	-	-	-
(B)	Public	2	1,50,600	-	-	1,50,600	1.51%	1,50,600	-	1,50,600	1.51%	-	1.51%	-	-	-	-	-
(C)	Non Promoter Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares Underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	15	1,00,00,000	-	-	1,00,00,000	100.00%	1,00,00,000	-	1,00,00,000	100.00%	-	100.00%	-	-	-	-	-

Public Shareholders holding more than 1% of the pre-offer paid-up capital of our Company

Sr. No.	Particulars	No. of Shares	% of Shares Pre-Offer Share Capital
1	Geeta Mehta	1,50,100	1.50%



## SECTION IV – PARTICULARS OF THE OFFER

### OBJECTS OF THE OFFER

The Offer comprises of a Fresh Issue by our Company and an Offer for Sale by the Selling Shareholders.

#### *The Offer for Sale*

Our Company will not receive any proceeds of the Offer for Sale by the Selling Shareholders.

#### *The Fresh Issue*

The objective of the Fresh Issue is to raise funds for:

- Part financing of the expansion and up-gradation project at our existing manufacturing facilities at Vapi, Gujarat.

Also, the listing of our Equity Shares on the SME Exchange, we believe, would provide liquidity to our shareholders, enhance our visibility and better our brand name.

The Main Objects clause as set out in the Memorandum of Association enables our Company to undertake its existing activities and the activities for which funds are being raised by the Company through the Present Fresh Issue. Further, we confirm that the activities that we have been conducting until now are in accordance with the objects clause of our Memorandum of Association.

#### *Fresh Issue Proceeds & Net Proceeds*

The details of the proceeds of the Fresh Issue are set forth in the table below:

Particulars	Amount (₹ in lakhs)
Gross Proceeds from Fresh Issue	899.20
Less: Company's share of Offer related Expenses <sup>(1)(2)</sup>	(24.04)
<b>Net Proceeds from Fresh Issue</b>	<b>875.16</b>

<sup>(1)</sup> Except for the Listing fees and Market making fees, which will be borne by our Company, all other expenses relating to the Fresh Issue as mentioned above will be borne by our Company and the Selling Shareholder in proportion to the Equity Shares contributed / issued in the Offer.

<sup>(2)</sup> The Offer expenses are estimated expenses and subject to change.

#### *Requirements of Funds and Means of Finance*

The fund requirements described below are based on internal management estimates and our Company's current business plan and have not been appraised by any bank, financial institution.

The details of requirements of funds and means of finance are as under:

Sr. No.	Particulars	Amount (₹ in lakhs)
1.	Expansion and up-gradation project at our existing manufacturing facilities at Vapi, Gujarat	4,000.31
<b>TOTAL</b>		<b>4,000.31</b>

## Means of Finance

Sr. No.	Particulars	Amount (₹ in lakhs)
1.	Proceeds of the Offer	875.16
2.	Term Loan from Bank	2,900.00
3.	Internal Accruals/ Unsecured Loans	225.15
	<b>TOTAL</b>	<b>4,000.31</b>

The requirements of the objects detailed above are intended to be financed from the Net Fresh Issue Proceeds, Term Loan from Bank and internal accruals/ unsecured loans. The company has received a sanction letter dated February 16, 2018 from Saraswat Bank for the above mentioned debt facility. Hence we confirm that firm arrangements for 75 percent of the stated means of finance excluding the amount proposed to be raised from the proposed offer have been made.

The estimates of costs, fund requirement and deployment is based on the quotations received by us and management estimates and is not appraised by any bank or financial institution. Our management, in response to the competitive and dynamic nature of the industry, will have the discretion to revise its business plan from time to time and consequently our funding requirement and deployment of funds may also change. This may, subject to compliance with applicable laws and regulations, also include rescheduling the proposed utilization of Fresh Issue Proceeds and increasing or decreasing expenditure for a particular object *vis-à-vis* the utilization of Fresh Issue Proceeds.

The entities from whom the quotations/ estimates have been obtained are in no manner related to our Company or the Promoters of our Company.

In case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Offer. If surplus funds are unavailable or in case of cost overruns, we expect that the shortfall will be met from internal accruals and/or entering into funding arrangements as required. Any variation in the objects of the Fresh Issue shall be undertaken in accordance with the terms of the Companies Act and the rules framed there under.

In case of delays in raising funds from the Fresh Issue, our Company may deploy certain amounts towards any of the above mentioned Objects through a combination of Internal Accruals or Unsecured / Bridge Loans and in such case the Funds raised shall be utilized towards repayment of Unsecured Loans or recouping of Internal Accruals. However, we confirm that except as mentioned below no unsecured / bridge financing has been availed as on date for the above mentioned objects, which is subject to being repaid from the Net Fresh Issue Proceeds.

For further details on the risks involved in our proposed fund utilization as well as executing our business strategies, please see the section titled “*Risk Factors*” beginning on page no.11 of this Prospectus.

## FUND REQUIREMENTS:

- Expansion and up-gradation project at our existing manufacturing facilities at Vapi, Gujarat:***

Our Company proposes to expand Unit II located at Plot No. 1713, Phase III, GIDC, Vapi - 396 195, Gujarat whereby we plan to enhance our manufacturing capacities in Rubber and Lube segment from 3,000 MTPA to 4,500 MTPA as well as specialty chemicals. We propose to construct the Building at the land already available at manufacturing unit II and further install reactors and other equipments.

In addition to above, certain Plant and Machinery is proposed to be installed at Unit I as part of up-gradation programme. We plan to enhance the production capacity of TBHQ from present 750 MTPA to 1,200 MTPA. This up-gradation process will help in smoothening the process flow thereby speeding up the production and controlling production cost.

The detailed fund requirements are as follows:

Sr. No.	Particulars	Cost (₹ in lakhs)
1.	Civil works (Unit II)	598.05
2.	Plant and Machinery (Unit I & Unit II)	3,099.35
3.	Electrical Cost (Unit II)	131.24
4.	Other Capex Items	35.00
5.	Various consultancy charges like P&M, Architect, pollution clearance, electrical, explosive tank farms, factory inspectorate etc.	86.67
6.	Contingencies	50.00
	<b>Total</b>	<b>4,000.31</b>

Further details of the Fund Requirements are as follows:

### 1. Civil Works (Unit II)

Our Company proposes to construct R.C.C. Building on Plot No. 1713, Phase III, GIDC, Vapi, Gujarat. We propose to construct 3 level Building. The costs of the same are estimated based on an estimate given by M/s Patel Associates, Consulting Engineers', Architectural Designers' & Valuer. The Civil works costs consists of construction of Ground Floor, 1<sup>st</sup> floor, 2<sup>nd</sup> Floor, 3<sup>rd</sup> Floor and Terrace and plumbing work, further addition of GST on such costs, certain materials like Cement, Steel Re-inforcement and Structural Steel which are to be supplied by the owners aggregate to ₹ 598.05 lakhs.

### 2. Plant and Machinery (Unit I & Unit II)

Sr. No.	Particulars	Basis of cost	Cost (₹ in lakhs)
	<b>Plant and Machinery Cost</b>		
I.	Unit I		248.40
II.	Unit II Plant 1		152.24
III.	Unit II Plant 2		1,078.81
IV.	Unit II Miscellaneous		127.00
V.	Unit II Utility		51.80
	<b>TOTAL</b>		<b>1,658.25</b>
	GST @ 18%		298.49
	Transportation @ 2%		33.17
	Insurance @ 0.5%		8.29
	<b>TOTAL</b>		<b>1,998.19</b>
	<b>Other Costs:</b>		
	Piping Cost	35% of 1,998.19 lakhs	699.37
	Instrumentation Cost	3.5% of 1,998.19 lakhs	69.94
	Insulation and Painting	5% of 2,697.56 lakhs	134.88
	Machinery, Stores and Spares	1% of 2,697.56 lakhs	26.98
	Laboratory Equipments		150.00
	Machinery Erection Charges		20.00
	<b>TOTAL</b>		<b>3,099.35</b>

## I. Unit I

(₹ in lakhs)

Sr. No.	Particulars of the Equipment	No. of Quantity	Rate	Cost*
1.	Agitated Nutsche Filter Dryer (ANFD)	3	46.00	138.00
2.	Tank / Receiver	7	3.56	24.90
3.	Pump	4	1.50	5.50
4.	Condenser	3	3.30	9.90
5.	Vacuum Pump Oilless	3	5.00	15.00
6.	Reactor	1	22.00	22.00
7.	Gear	1	0.70	0.70
8.	Motor	1	0.65	0.65
9.	Super Impeller	1	1.50	1.50
10.	Mech Seal	1	1.25	1.25
11.	Powder charging mechanism	1	4.00	4.00
12.	Automation upgradation	1	10.00	10.00
13.	Material handling systems	1	15.00	15.00
	<b>TOTAL</b>			<b>248.40</b>

\*The above mentioned cost is based on various quotations from various suppliers and that the transactions will be made at arms length basis.

## II. Unit II Plant 1

(₹ in lakhs)

Sr. No.	Particulars of the Equipment	No. of Quantity	Rate	Cost*
1.	Reactor	1	37.00	37.00
2.	Mech Seal	1	1.75	1.75
3.	Gear	1	1.00	1.00
4.	Motor	1	0.65	0.65
5.	Super Impeller	1	3.00	3.00
6.	Condenser	1	11.34	11.34
7.	ANFD	2	46.00	92.00
8.	Vacuum Pump Oilless	1	5.50	5.50
	<b>TOTAL</b>			<b>152.24</b>

\*The above mentioned cost is based on various quotations from various suppliers and that the transactions will be made at arms length basis.

## III. Unit II Plant 2

(₹ in lakhs)

Sr. No.	Particulars of the Equipment	No. of Quantity	Rate	Cost*
1.	ANFD	5	44.00	220.00
2.	Material Handling belts	1	10.00	10.00
3.	HW Generator	1	5.00	5.00
4.	Fractionation column	2	5.00	10.00
5.	Packing & Reflux distributor	2	3.00	6.00
6.	Rotary Vacuum dryer	1	50.00	50.00
7.	3 +1 stage ejector system	3	4.00	12.00
8.	Micro filter arrangement/sparkler	1	10.50	10.50
9.	Flaker C	2	10.00	20.00
10.	Gear	10	0.91	9.05
11.	Gyro	1	3.50	3.50
12.	Condenser	14	5.47	76.61
13.	Mass flow meter	1	5.00	5.00
14.	Mech Seal	10	1.65	16.50

Sr. No.	Particulars of the Equipment	No. of Quantity	Rate	Cost*
15.	Motor	10	0.58	5.75
16.	Pulveriser	1	5.00	5.00
17.	Pump	23	1.91	44.00
18.	Reactor 15 KL	1	21.00	21.00
19.	Reactor 10 KL	1	15.00	15.00
20.	Reactor 25KL	6	37.00	222.00
21.	Reactor 5KL	2	12.00	24.00
22.	Spiral filter	2	10.00	20.00
23.	Super Impeller	10	2.50	25.00
24.	Tank	30	7.73	231.90
25.	Vacuum Pump oilless	2	5.50	11.00
	<b>TOTAL</b>			<b>1,078.81</b>

\*The above mentioned cost is based on various quotations from various suppliers and that the transactions will be made at arms length basis.

#### IV. Unit II Miscellaneous

(₹ in lakhs)

Sr. No.	Particulars of the Equipment	No. of Quantity	Rate	Cost *
1.	Weighing equipments	1	3.00	3.00
2.	Office furniture and computers	1	15.00	15.00
3.	Company vehicles	1	5.00	5.00
4.	Lift for plant 2	1	25.00	25.00
5.	Packing of SFD	1	15.00	15.00
6.	GLR Vessel	1	35.00	35.00
7.	Condenser	1	8.00	8.00
8.	Vent Condenser	1	1.00	1.00
9.	Fork Lift battery operated	1	20.00	20.00
	<b>TOTAL</b>			<b>127.00</b>

\*The above mentioned cost is based on various quotations from various suppliers and that the transactions will be made at arms length basis.

#### V. Unit II Utility

(₹ in lakhs)

Sr. No.	Particulars of the Equipment	No. of Quantity	Rate	Cost
1.	Cooling Tower	1	5.00	5.00
2.	Pump	3	2.47	7.40
3.	Filter	1	0.90	0.90
4.	Spiral Filter	1	2.50	2.50
5.	Air Compressor	1	20.00	20.00
6.	Tank	2	2.50	5.00
7.	Bought out Systems	1	11.00	11.00
	<b>TOTAL</b>			<b>51.80</b>

\*The above mentioned cost is based on various quotations from various suppliers and that the transactions will be made at arms length basis.

### 3. Electrical Cost

Our Company proposes to load 1,000 HP for running the machinery in the proposed Building to be built. The electrical costs consists of Material cost of various electrical parts, various labour costs and other government deposits amounting to ₹ 85.81 lakhs, 14.43 lakhs, 31.00 lakhs respectively totalling to ₹ 131.24 lakhs. These figures are based on management estimates.

#### 4. Other Capex Items

Other Capex Items consists of Effluent Treatment Plant (ETP) and Fire Hydrant System additions amounting to ₹ 25.00 lakhs and ₹ 10.00 lakhs respectively. These figures are based on management estimates and the quotations are based on discussion with suppliers.

#### 5. Various consultancy charges

In relation to expansion and up-gradation activities at our existing manufacturing facilities at Vapi, Gujarat, our Company will need to incur various consultancy charges like P&M, Architect, pollution clearance, electrical, explosive tank farms, factory inspectorate etc. amounting to ₹ 86.67 lakhs. These figures are based on management estimates.

#### 6. Contingencies

Our Company has created contingency amounting to ₹ 50.00 lakhs as an estimate in order to provide for escalation of prices estimated, change in the plan or change in the quotations.

Note:

- The plant and machinery proposed to be purchased does not consist of second hand Plant and Machinery.
- The proposed Plant and Machinery does not involve any transaction with Promoter/ Promoter Group.

#### OFFER RELATED EXPENSES

The total estimated Offer Expenses are ₹ 66.40 lakhs, which is 2.29 % of the total Offer Size. The details of the Offer Expenses are tabulated below:

Sr. No.	Particulars	Amount (₹ in lakhs)	% of Total Expenses	% of Total Offer size
1.	Issue Management fees including fees and reimbursements of Market Making fees, selling commissions, and payment to other intermediaries such as Legal Advisors, Registrars and other out of pocket expenses.	45.80	68.98%	1.58%
2.	Brokerage <sup>(2)(3)(4)</sup>	11.60	17.47%	0.40%
3.	Printing & Stationery, Distribution, Postage, etc.	2.00	3.01%	0.07%
4.	Advertisement and Marketing Expenses	2.00	3.01%	0.07%
5.	Stock Exchange Fees, Regulatory and other Expenses <sup>(1)</sup>	5.00	7.53%	0.17%
<b>Total</b>		<b>66.40</b>	<b>100.00%</b>	<b>2.29%</b>

<sup>(1)</sup> Except for the Listing Fees, ROC Charges & the Market Making Fees, which will be borne by our Company, all other expenses relating to the Offer as mentioned above will be borne by the Company and Selling Shareholders in proportion to the Equity Shares contributed to the Offer. The offer expenses are estimated expenses and subject to change.

<sup>(2)</sup> The SCSBs and other intermediaries will be entitled to a commission of ₹ 10 per every valid Application Form submitted to them and uploaded on the electronic system of the Stock Exchange by them.

<sup>(3)</sup> The SCSBs would be entitled to processing fees of ₹ 10 per Application Form, for processing the Application Forms procured by other intermediaries and submitted to the SCSBs.

<sup>(4)</sup> Further the SCSBs and other intermediaries will be entitled to selling commission of 0.05% of the Amount Allotted (product of the number of Equity Shares Allotted and the Offer Price) for the forms directly procured by them and uploaded on the electronic system of the Stock Exchange by them.



The payment towards commission and processing fees will be completed within 30 days from the date of receipt of final invoice from the respective entities.

### **Schedule of Implementation**

All of the above objects are proposed to be utilised in the Financial Year 2018-19.

<b>Sr. No.</b>	<b>Particulars.</b>	<b>Period</b>
1.	Placing of order	May to July, 2018
2.	Erection and Installation of Plant and Machinery	On or Before December, 2018
3.	Trial Production Run	March to April 2018
4.	Commercial Production	May 2018

### **Year wise Deployment of Funds / Schedule of Implementation**

As on the date of this Prospectus, no funds have been deployed on these objects. The entire Fresh Issue size is proposed to be deployed in the Financial Year 2018 - 19.

### **Appraisal and Bridge Loans**

The objects have not been appraised by any banks, financial institutions or agency. Also, our Company has not entered into any bridge finance arrangements that will be repaid from the Net Proceeds of the Fresh Issue. However, our Company may draw down such amounts, as may be required, from an overdraft arrangement or short term advances in form of director loans or ICDs, to finance any of the above mentioned objects until the completion of the Offer.

Any amount that is drawn down from such bridge financing during this period to finance above mentioned objects will be repaid from the Net Proceeds of the Fresh Issue. However, our Company has not raised any bridged loan as on date of this Prospectus.

### **Interim Use of Funds**

Pending utilization of the Net Fresh Issue Proceeds for the purposes described above, our Company will deposit the Net Fresh Issue Proceeds with scheduled commercial banks included in schedule II of the RBI Act. Our Company confirms that it shall not use the Net Fresh Issue Proceeds for buying, trading or otherwise dealing in shares of any listed company or for any investment in the equity markets.

### **Monitoring of Utilization of Funds**

There is no requirement for a monitoring agency as the Fresh Issue Proceeds size is less than ₹ 10,000 lakhs. Pursuant to Regulation 32(3) of the SEBI (LODR) Regulations, 2015, our Company shall on a half yearly basis disclose to the Audit Committee the uses and application of the Net Proceeds. Until such time as any part of the Net Proceeds remains unutilized, our Company will disclose the utilization of the Net Proceeds under separate heads in our Company's balance sheet(s) clearly specifying the amount of and purpose for which Net Proceeds have been utilized so far, and details of amounts out of the Net Proceeds that have not been utilized so far, also indicating interim investments, if any, of such unutilized Net Proceeds. In the event that our Company is unable to utilize the entire amount that we have currently estimated for use out of the Net Proceeds in a fiscal, we will utilize such unutilized amount in the next fiscal.

Further, in accordance with Regulation 32(1)(a) of the SEBI (LODR) Regulations, 2015, our Company shall furnish to the Stock Exchanges on a half yearly basis, a statement indicating material deviations, if any, in the utilization of the Net Proceeds for the objects stated in this Prospectus.

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**Variation in Objects**

In accordance with Section 27 of the Companies Act, 2013, our Company shall not vary the Objects of the Offer without our Company being authorised to do so by the Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act. The notice in respect of such resolution to Shareholders shall simultaneously be published in the newspapers, one in English and one in Regional language of the jurisdiction where our Registered Office is situated. The Shareholders who do not agree to the above stated proposal, our Promoter or controlling Shareholders will be required to provide an exit opportunity to such dissenting Shareholders, at a price as may be prescribed by SEBI, in this regard.

**Other Confirmations**

No part of the Net Proceeds of the Fresh Issue will be paid by our Company as consideration to our Promoters, our board of Directors, our Key Management Personnel or Group Company except in the normal course of business and in compliance with applicable law.

## BASIC TERMS OF THE OFFER

### Terms of the Offer

The Equity Shares being offered are subject to the provisions of the Companies Act, our Memorandum and Articles of Association, the terms of the Draft Prospectus / Prospectus, Application Form, the Confirmation of Allocation Note and other terms and conditions as may be incorporated in the allotment advices and other documents/certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws as applicable, guidelines, notifications and regulations relating to the offer of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, RoC and/or other authorities, as in force on the date of the Offer and to the extent applicable.

### Authority for the Offer

The present Offer has been authorized pursuant to a resolution of our Board dated February 19, 2018 and by Special Resolution passed under Section 62(1)(C) of the Companies Act, 2013 at an Extra-Ordinary General Meeting of our shareholders held with a shorter notice on February 20, 2018.

The Offer for Sale has been authorised by the Selling Shareholders by their consent letter dated February 19, 2018. The No. of Equity Shares offered by each Selling Shareholders is as follows:

Sr. No.	Name of the Selling Shareholders	No. of Equity Shares Offered
1	Jigna Jhaveri jointly with Nilesh Jhaveri	4,85,000
2	Nilesh Jhaveri jointly with Jigna Jhaveri	3,35,000
3	Nilesh Vinod Jhaveri (HUF)	4,40,000
4	Vinod Harilal Jhaveri (HUF)	3,00,000
5	Parag Vinod Jhaveri (HUF)	2,30,000
6	Yayesh Vinod Jhaveri (HUF)	2,10,000
	<b>Total</b>	<b>20,00,000</b>

The Selling Shareholders have severally confirmed that the Equity Shares proposed to be offered and sold in the Offer are eligible in term of SEBI (ICDR) Regulations and that they have not been prohibited from dealings in securities market and the Equity Shares offered and sold are free from any lien, encumbrance or third party rights. The Selling Shareholders have also severally confirmed that they are the legal and beneficial owners of the Equity Shares being offered by them under the Offer for Sale.

### Other Details

<b>Face Value</b>	The Equity Shares to be offered pursuant to this Offer, having a face value of ₹ 10 each are being offered in terms of this Prospectus. Subject to applicable laws, there shall be, at any given point of time, only one denomination of the Equity Shares of our Company.
<b>Offer Price per Share</b>	The Equity Shares pursuant to this Prospectus are being offered at a price of ₹ 100 each.
<b>Terms of Payment</b>	Applications should be for a minimum of 1,200 equity shares and 1,200 equity shares thereafter. The entire Offer Price of the equity shares of ₹ 100 per share is payable on application.  In case of allotment of lesser number of equity shares than the number applied, the excess amount paid on application shall be refunded / unblocked to the applicants.
<b>Ranking of the Equity Shares</b>	The Equity Shares offered pursuant to this Offer shall be subject to the Memorandum and Articles of Association of the Company and shall rank <i>pari - passu</i> in all respects including dividends with the existing Equity Shares of the Company. The allottees will be entitled to dividend, voting rights or any other corporate benefits, if any, declared by us after the date of Allotment.

<b>Market Lot and Trading Lot</b>	The Market lot and Trading lot for the Equity Share is 1,200 and in multiples of 1,200 thereafter; subject to a minimum allotment of 1,200 Equity Shares to the successful applicants.
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### **Minimum Subscription**

The requirement for 90% minimum subscription in terms of Regulation 14 of the ICDR Regulations is not applicable to the Offer. In terms of Regulation 106P(1) of the ICDR Regulations, the Offer is not restricted to any minimum subscription level and is 100% underwritten. Further, pursuant to Regulation 106R of the ICDR Regulations, our Company shall ensure that the number of prospective allottees to whom Equity Shares will be allotted shall not be less than 50.

If we do not receive the subscription of 100% of the Offer through this offer document including devolvment of Underwriters within sixty days from the date of closure of the Offer, we shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after we become liable to pay the amount, we shall pay interest prescribed under the applicable provisions of the Companies Act, 2013.

## BASIS FOR OFFER PRICE

The Offer Price has been determined by our Company and the Selling Shareholders in consultation with the Lead Manager on the basis of the key business strengths. The face value of the Equity Shares is ₹ 10 and Offer Price is ₹ 100 per Equity Shares and is 10 times of the face value. Investors should read the following basis with the sections titled “Risk Factors” and “Financial Information” and the chapter titled “Our Business” beginning on page nos. 11, 151 and 92 respectively, of this Prospectus to get a more informed view before making any investment decisions. The trading price of the Equity Shares of Our Company could decline due to these risk factors and you may lose all or part of your investments.

### Qualitative Factors

We believe that the following strengths help differentiate us from our competitors and enable us to compete successfully in our industry:

- Well experienced Management
- Compliance with Quality standards & Certifications received by our Company
- Well Established Automated Manufacturing Facility
- Wide range of products catering to various industries
- Strong Customer base

For further details regarding some of the qualitative factors, which form the basis for computing the Offer Price, please see “Our Business - Our Strengths” beginning on page no. 92 of this Prospectus.

### Quantitative Factors

Information presented in this chapter is derived from restated financial statements prepared in accordance with Indian GAAP.

#### 1) Earnings per Share (EPS)

Year ended March 31,	Basic & Diluted	
	EPS (in ₹ ) <sup>(1)</sup>	Weight
2017	3.67 <sup>(3)</sup>	3
2016	2.18 <sup>(3)</sup>	2
2015	0.11 <sup>(3)</sup>	1
<b>Weighted Average</b>	<b>2.58</b>	
For September 30, 2017 <sup>(2)</sup>		1.95 <sup>(3)</sup>

<sup>(1)</sup> Based on Restated Financials of our Company

<sup>(2)</sup> Not Annualised

<sup>(3)</sup> Face value of the Equity Shares was ₹ 1/-. However, for comparison purposes we are considering the face value to ₹ 10/- each to reflect consolidation of shares effected after 30.09.2017 and hence EPS values have been adjusted accordingly.

#### Notes:

a. Basic EPS has been calculated as per the following formula:

$$\text{Basic EPS (₹)} = \frac{\text{Net profit/ (loss) as restated, attributable to Equity Shareholders}}{\text{Weighted average number of Equity Shares outstanding during the year/period}}$$

b. Diluted EPS has been calculated as per the following formula:

$$\text{Diluted EPS (₹)} = \frac{\text{Net profit/ (loss) as restated, attributable to Equity Shareholders}}{\text{Diluted Weighted average number of Equity Shares outstanding during the year/period}}$$

c. Earnings per share calculations are in accordance with Accounting Standard 20 “Earnings per Share” prescribed by the Companies (Accounting Standard) Rules, 2006

**2) Price Earnings Ratio (P/E) in relation to the Offer price of ₹ 100 per share of ₹ 10 each.**

Particulars	Standalone
P/E ratio based on Basic and Diluted EPS as at March 31, 2017	27.25
P/E ratio based weighted average EPS	38.76

Industry P/E	
Highest - GOCL Corporation Limited	239.20
Lowest – Omkar Speciality Chemicals Limited	3.90
Industry Average	31.30

(Source: Capital Market, Vol. XXXIII/01, Feb 26-Mar 11, 2018; Segment: Chemicals)

**3) Return on Net Worth (RoNW)**

Year ended March 31	RoNW (%)	Weight
2017	21.23%	3
2016	11.22%	2
2015	0.68%	1
<b>Weighted Average</b>	<b>14.47%</b>	
For September 30, 2017		10.13%

**Note:** Return on Net worth has been calculated as per the following formula:

$$\text{RoNW} = \frac{\text{Net profit/loss after tax, as restated}}{\text{Net worth excluding preference share capital and revaluation reserve}}$$

**4) Minimum Return on Net Worth (RoNW) after Offer needed to maintain the Pre-Offer Basic & diluted EPS for the FY 2017-18 (based on Restated Financials) at the Offer Price of ₹ 100 is 14.16 %.**

**5) Net Asset Value (NAV)**

Financial Year	Standalone
NAV as at March 31, 2017	1.73 <sup>(1)</sup>
NAV as at September 30, 2017	1.92 <sup>(1)</sup>
NAV after Offer	25.91
Offer Price	100

<sup>(1)</sup> Face value of the Equity Shares was ₹ 1/-. However, for comparison purposes we are considering the face value to ₹ 10/- each to reflect consolidation of shares effected after 30.09.2017 and hence EPS values have been adjusted accordingly.

**Note:**

Net Asset Value has been calculated as per the following formula:

$$\text{NAV} = \frac{\text{Net worth excluding preference share capital and revaluation reserve}}{\text{Outstanding number of Equity shares outstanding during the year/ period}}$$



## 6) Comparison with Industry peers

Particulars	Face Value (₹)	EPS (₹)	P/E Ratio <sup>(2)</sup>	RONW (%)	NAV (₹)
NOCIL Limited	10	7.42	193.80	20.23%	36.30
Himadri Speciality Chemical Limited	1	1.94	160.35	12.79%	25.80
Amines & Plasticizers Limited .	2	2.81	26.07	25.98%	10.80
Camphor and Allied Products Limited	10	47.05	21.62	13.43%	350.30
S H Kelkar and Company Limited	10	5.14	55.38	11.87%	0.40
Transpek Industry Limited	10	50.90	25.11	27.57%	190.90
<i>Source: Company Audited Financials for the F. Y. 2016-17 as disclosed on <a href="http://www.bseindia.com">www.bseindia.com</a></i>					
<b>YASHO INDUSTRIES LIMITED</b>	10	3.67	27.25	21.23%	1.73
<i>Source: Restated Financials as on March 31, 2017</i>					

<sup>(1)</sup> All Peer Comparisons are for Financials on Standalone basis

<sup>(2)</sup> Based on closing price of the stock on BSE as on February 28, 2018

- 7) The Company and the Promoter Group Selling Shareholder in consultation with the Lead Manager believes that the Offer price of ₹ 100 per share for the Public Offer is justified in view of the above parameters. The investors may also want to peruse the Risk Factors and Financials of the company including important profitability and return ratios, as set out in the Financial Statements included in this Prospectus to have more informed view about the investment proposition. The Face Value of the Equity Shares is ₹ 10/- per share and the Offer Price is 10 times of the face value i.e. ₹ 100 per share.

## STATEMENT OF SPECIAL TAX BENEFIT

To,  
The Board of Directors,  
**Yasho Industries Limited**  
Office No. 101/102 Peninsula Heights,  
C.D. Barfiwala Marg, Juhu Lane,  
Andheri (West), Mumbai -400058

Dear Sirs,

**Subject: Statement of Possible Special Tax Benefits available to Yasho Industries Limited and its shareholders prepared in accordance with the requirements under Schedule VIII – Clause (VII) (L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (the ‘Regulations’)**

We hereby report that the enclosed annexure prepared by the management of Yasho Industries Limited, states the possible special tax benefits available to Yasho Industries Limited (‘the Company’) and the shareholders of the Company under the Income Tax Act, 1961 (‘Act’), presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the special tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the company may or may not choose to fulfil.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and do not cover any general tax benefits available to the Company. The benefits discussed in the enclosed statement are not exhaustive. Further, the preparation of enclosed statement and the contents stated therein is the responsibility of the Company’s management. We are informed that, this Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of equity shares (‘the Offer’) by the Company.

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

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

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company

No assurance is given that the revenue authorities / courts will concur with the views expressed herein. Our views are based on facts and assumptions indicated to us and the existing provisions of tax law and its interpretations, which are subject to change or modification from time to time by subsequent legislative, regulatory, administrative, or judicial decisions. Any such changes, which could also be retrospective, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any events subsequent to its Offer, which may have a material effect on the discussions herein.

This report including enclosed annexure are intended solely for your information and for the inclusion in the Draft Prospectus/ Prospectus or any other Offer related material in connection with the proposed initial public offer of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

**For M/s. V. J. Shah & Co,**  
**Chartered Accountants**  
(Firm Registration No. 109823W)

**Vidyut J. Shah**  
**Partner**  
Membership No: 033322  
Place: Mumbai  
Date: March 09, 2018

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

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

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

### **A. SPECIAL TAX BENEFITS TO THE COMPANY**

NIL

### **B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER**

NIL

#### **Note:**

1. All the above statements are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.
2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.
3. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Offer.
4. We have not commented on the taxation aspect under any law for the time being in force, as applicable, of any country other than India. Each investor is advised to consult its own tax consultant for taxation in any country other than India.

## SECTION V – ABOUT THE ISSUER COMPANY

### INDUSTRY OVERVIEW

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

### OVERVIEW OF THE GLOBAL AND INDIAN ECONOMY

#### Global Scenario

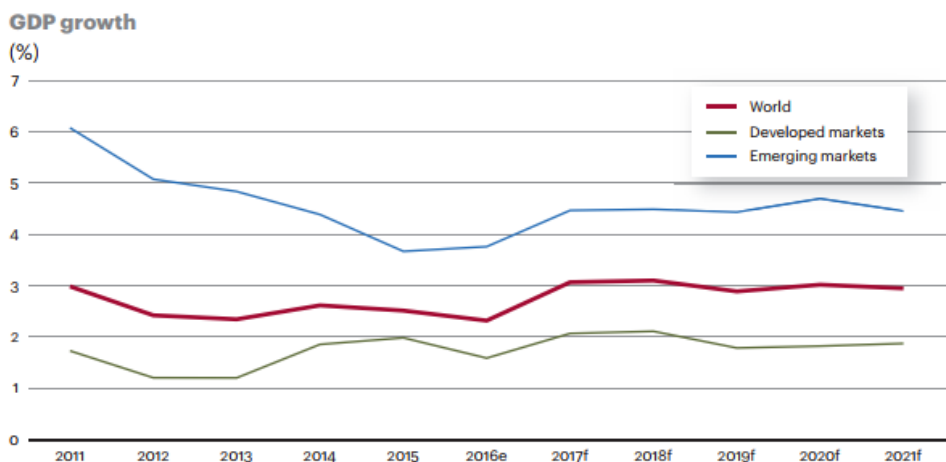
Global economic activity continues to firm up. Global output is estimated to have grown by 3.7 percent in 2017, which is 0.1 percentage point faster than projected in the fall and ½ percentage point higher than in 2016. The pickup in growth has been broad based, with notable upside surprises in Europe and Asia. Global growth forecasts for 2018 and 2019 have been revised upward by 0.2 percentage point to 3.9 percent. The revision reflects increased global growth momentum and the expected impact of the recently approved U.S. tax policy changes.

(Source: <https://www.imf.org/en/Publications/WEO/Issues/2018/01/11/world-economic-outlook-update-january-2018>)

The global economy remains sluggish heading into 2018, but the growth outlook is nevertheless somewhat stronger than in recent years. On the positive side, we anticipate a few bright spots in the global economy, such as the US and Indian economies, and the marginal recovery of the Brazilian and Russian economies in 2017. Much of this boost will only be short term, however, so the base case forecast is flat over the next five years, with average annual growth rate of 3% projected through 2021. This very modest recovery will be uneven. South Asia, Sub-Saharan Africa and East Asia will see the highest level of dynamism over the next five years. On the negative side, growth in the developed market regions will continue to be weak, and Latin America will underperform relative to other emerging market regions.

Figure 1

**Global economic growth will strengthen marginally this year**



Notes: GDP is measured at market exchange rates. Developed markets are those that the IMF characterizes as "advanced economies" and emerging markets are those that the IMF characterizes as "emerging market and developing economies."  
Sources: International Monetary Fund, Oxford Economics, Economist Intelligence Unit; A.T. Kearney analysis

Four economic elements in particular help explain why projected growth is flat: the growing strength of the US Dollar, continuation of the global resource slump cycle, the ongoing hiatus in globalisation and sustained weak productivity gains. As important as these and other economic fundamentals are political, policy, regulatory, and geopolitical risks will largely determine economic outcomes. This creates an even more uncertain global operating environment for businesses, as national politics is becoming even more unpredictable in key markets around the world. Five of these political risks in particular represent a substantial drag on the global economic outlook—monetary policy, fiscal policy, regulation of new economy, protectionism, and geopolitical and domestic political shocks.

(Source: [https://www.atkearney.com/web/the-purchasing-chessboard/article/asset\\_publisher/9AutfSQfJm6Y/content/global-economic-outlook-2017-2021-the-all-too-visible-hand/236833](https://www.atkearney.com/web/the-purchasing-chessboard/article/asset_publisher/9AutfSQfJm6Y/content/global-economic-outlook-2017-2021-the-all-too-visible-hand/236833))

## INDIAN ECONOMY OVERVIEW

Economic growth is projected to strengthen to above 7%, gradually recovering from the transitory adverse impact of rolling out the Goods and Services Tax (GST) and measures to choke off the black economy, including demonetization. In the longer run, the GST will boost corporate investment, productivity and growth by creating a single market and reducing the cost of capital equipment. Investment will be further supported by the plan to recapitalize public banks and by the new road plan.

Recent measures to digitize the economy and improve tax compliance should boost tax revenue in the medium term. They are accompanied by an increase in public pensions and wages, as well as debt write-offs in some states, resulting in a broadly neutral fiscal stance over the projection period. Given the high public debt-to-GDP ratio, increasing social infrastructure, such as health and education, will require raising more property and income tax revenue. With inflation expectations adjusting down, there could be room for further cuts in interest rates if inflation durably remains below 4%. Non-performing loans have increased, largely reflecting recognition efforts, and are particularly high in public banks. Steps have been taken to clean up banks' balance sheets, giving creditors more control over the stressed entities. A new bankruptcy law is also being implemented. The large recapitalization plan for public banks should be accompanied by governance reform. External debt remains low and foreign exchange reserves have increased, reducing vulnerabilities.

### India: Demand, output and prices

	2014	2015	2016	2017	2018	2019
	Current prices INR trillion	Percentage changes, volume (2012/2013 prices)				
<b>GDP at market prices</b>	124.5	8.0	7.1	6.7	7.0	7.4
Private consumption	72.3	6.1	8.7	7.4	7.4	7.4
Government consumption	13.0	3.3	20.8	10.4	7.3	9.4
Gross fixed capital formation	37.8	6.5	2.4	2.8	4.6	6.8
Final domestic demand	123.2	5.9	8.1	6.5	6.6	7.5
Stockbuilding <sup>1</sup>	5.0	0.0	0.0	0.0	0.0	0.0
Total domestic demand	128.2	7.7	6.6	7.7	6.5	7.4
Exports of goods and services	28.6	-5.3	4.5	2.0	4.4	4.8
Imports of goods and services	32.4	-5.9	2.3	7.2	2.4	5.1
Net exports <sup>1</sup>	- 3.7	0.2	0.4	-1.1	0.4	-0.1
<b>Memorandum items</b>						
GDP deflator	—	1.8	3.6	4.0	4.2	4.0
Consumer price index	—	4.9	4.5	3.2	4.6	4.2
Wholesale price index <sup>2</sup>	—	-3.6	1.7	3.1	4.0	4.1
General government financial balance <sup>3</sup> (% of GDP)	—	-6.4	-6.4	-6.1	-5.9	-5.7
Current account balance (% of GDP)	—	-1.0	-0.8	-1.6	-1.7	-1.5

Note: Data refer to fiscal years starting in April.

1. Contributions to changes in real GDP, actual amount in the first column.

2. WPI, all commodities index.

3. Gross fiscal balance for central and state governments.

Source: OECD Economic Outlook 102 database.



Recent reform efforts will gradually pay off and economic growth will strengthen. Measures recently introduced to ease tax compliance requirements for small enterprises, refund taxes faster to exporters and streamline GST rates will ease the adjustment to the new tax regime. Private consumption will remain solid as public wages and rural incomes are growing steadily. Investment should recover gradually, as capacity utilisation increases. The GST, by lowering the price of capital goods and creating a single market, will spur investment demand. The recent increase in imports of capital goods is encouraging. Large infrastructure projects, such as the initiative to add 35000 km of new highways over the next five years (at a cost equivalent to about 3.4% of GDP) and freight rail corridors, will also boost investment. The availability of credit will become a key factor.

(Source: <http://www.oecd.org/eco/outlook/economic-forecast-summary-india-oecd-economic-outlook.pdf> )

## OVERVIEW OF GLOBAL SPECIALTY CHEMICALS INDUSTRY

The Global Specialty chemical market is anticipated to develop from \$ 370551 million in 2016 to \$589798 million by 2025, at a CAGR of 5.30% throughout 2017-2025. Specialty chemicals are used to augment product presentation across numerous industries that include plastics, electronics, and automotive. The Specialty chemical market is primarily driven by following factors:

- Economic growth in the APAC region
- Increasing demand for eco-friendly products
- Increasing VAS from specialty chemical manufacturers
- Increasing focus on sustainability

The important driver responsible for up surging the global specialty chemical market growth is the increasing demand for eco-friendly products. The global specialty chemicals market is being driven by the rising need for chemicals and materials that are non-toxic and eco-friendly in nature. For instance, the use of biodegradable plastics in packaging applications has become a popular practice these days. Most of the biodegradable plastic packaging bags can be degraded in less than two years of time, instead of traditional plastics which would require centuries. With rising awareness of environmental concerns, the consumer's preference has also been shifted toward eco-friendly chemicals and materials in recent years.

The Global Specialty chemical market segment has a number of applications.

- Imaging chemicals and materials
- Advanced ceramic materials
- Cosmetic chemicals
- Rubber processing chemicals
- Mining chemicals
- Oilfield chemicals
- Synthetic lubricants and lubricating oil additives
- Water management chemicals
- Construction chemicals
- Electronic chemicals
- Industrial and institutional
- Food additives
- Specialty paper chemicals
- Pesticides
- Nutraceutical ingredients
- Plastic additives
- Textile chemicals
- Printing Inks
- Others

(Source: <https://www.inkwoodresearch.com/reports/global-specialty-chemicals-markets-2017-2025/>)

## OVERVIEW OF INDIAN SPECIALTY CHEMICALS INDUSTRY

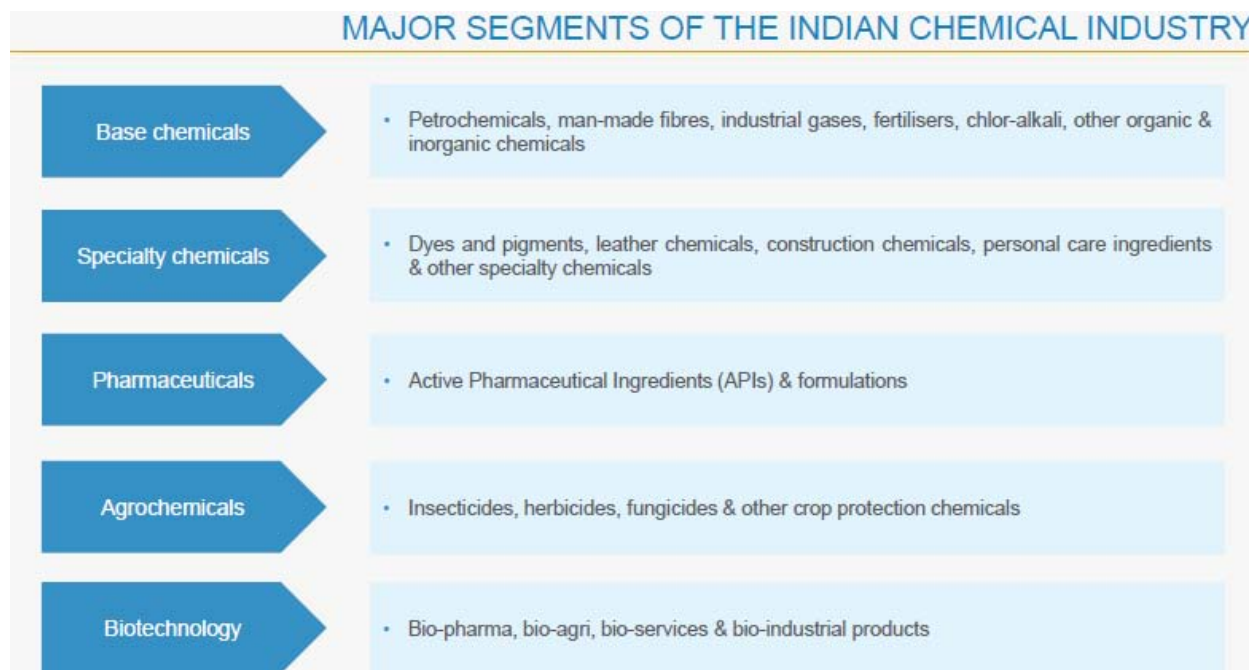
Indian chemicals sector is highly diversified, covering more than 70,000 commercial products. It is broadly classified as basic chemicals, specialty chemicals and agrochemicals. India's proximity to the Middle East, the world's source of petrochemicals feedstock, makes for economies of scale. India is a strong global dye supplier amounting to approximately 16% of the world production of dyestuff and dye intermediates. 100% FDI is permitted under automatic route for the sector. Chemicals sector is de-licensed except for few hazardous chemicals. Upcoming Petroleum, Chemicals and Petrochemicals Investment Regions (PCPIR) & Plastic Parks will provide state-of-the-art infrastructure for Chemical & Petrochemicals Sector.

Specialty chemicals business is referred to as a knowledge-based' one that caters to different applications that make the business more complex. Manufacturers can create a niche for products having higher and more stable margins. The Indian specialty chemical industry is in a sweet and positive situation. It is characterized by substantially lower penetration against a user base that sees increasing globalization and higher disposable income. Besides these, the industry is also benefiting from macro-economic trends.

The Indian market for specialty chemicals is expected to reach US\$ 50 Billion by the end 2018. Driven by the strong growth outlook for end use industries, the domestic market for specialty chemicals is expected to grow strongly, buoyed also by the increased adoption of specialty chemicals and their increased usage in different products categories. Paints coating and construction chemicals, colorants, Active Pharmaceutical Ingredients (APIs), personal care chemicals and flavors & fragrances are the specific segments that are expected to do well in the Indian market.

Indian specialty chemical companies are also strong in the export market with colorants, dyes and pigments being the key export oriented products. India exports specialty chemicals to Asia-Pacific countries where it scores on competitive scale of production. India also exports to developed countries of Europe and USA. India has talented, low cost manpower in addition to the low cost of production and this is a definite advantage in the export markets. India has also ensured that it is abreast of global regulations and competitive manufacturing practices. These measures have also enhanced the competitiveness and cost effectiveness of the manufacturers in the local market.

(Source: <https://www.businesswire.com/news/home/20130214005698/en/Research-Markets-India-Specialty-Chemicals-Market-Outlook>)



(Source: [www.ibef.org](http://www.ibef.org))

## Key Features of the Indian Specialty Chemicals Industry

- India is the second largest leader in Specialty chemicals and contributes 2.11 per cent into the GDP.
- Between 2000 and 2015, the Indian chemical industry witnessed foreign direct investment worth 10.49 billion US dollars.
- India constitutes 3% of the global specialty chemicals market and has a growth potential of 6 per cent by 2020 opening up more opportunities for employment and investment.
- Specialty chemicals are a key component of economic development under the Make in India Initiative.

(Source: [http://www.chemtech-online.com/events/chemtech\\_south\\_2017/speciality\\_chemicals/index.html](http://www.chemtech-online.com/events/chemtech_south_2017/speciality_chemicals/index.html))

## MARKET GROWTH DRIVERS: Domestic demand and export opportunities

The growth for specialty chemicals is driven by both domestic consumption and exports. Specialty chemicals finding applications across consumer (eg. personal care chemicals), industrial (eg. water chemicals) and infrastructure (eg. construction chemicals) segments are driven by the overall growth of the Indian economy. Agrochemical growth has a strong linkage to the growth of the rural economy. In certain segments (such as agrochemicals, dyes and pigments, flavours and fragrances), a significant proportion of production in India is exported. Exports are growing rapidly as India is becoming an important manufacturing hub for such chemicals. Tightening environmental norms (eg. REACH regulations) in developed countries and the slowdown of China (in certain segments) are contributing to the growth of exports. The recently launched “Make in India” campaign is also expected to add impetus to the emergence of India as a manufacturing hub for the chemicals industry in the medium term.

(Source: [https://www.avendus.com/media/35472/avendus\\_specialty\\_chemicals\\_report.pdf](https://www.avendus.com/media/35472/avendus_specialty_chemicals_report.pdf))

## PRODUCT RANGE

### • Aroma/Cosmetic Chemicals

Aroma chemical is a complex fusion of natural and/or synthetic ingredients that are added to various products in order to incorporate desired odor. These ingredients are widely used in consumer care and personal care products. Personal care industry is one of the major application industry for aroma ingredients market. The global aroma ingredients market has witnessed steady growth over the recent past owing to increasing demand for natural aroma ingredients. Soaps and detergent is estimated to account for a significant share in the global aroma ingredients market followed by cosmetics and toiletries applications. The global aroma ingredients market is expected to register a steady growth during forecast period.

### • Food Anti Oxidant Range

A substance that reduces damage due to oxygen, such as that caused by free radicals. Well-known antioxidants include enzymes and other substances, such as vitamin C, vitamin E, and beta carotene, which are capable of counteracting the damaging effects of oxidation. Antioxidants are also commonly added to food products such as vegetable oils and prepared foods to prevent or delay their deterioration from the action of air. Antioxidants may possibly reduce the risks of cancer. Antioxidants clearly slow the progression of age-related macular degeneration.

(Source: <https://www.medicinenet.com/script/main/art.asp?articlekey=11291>)

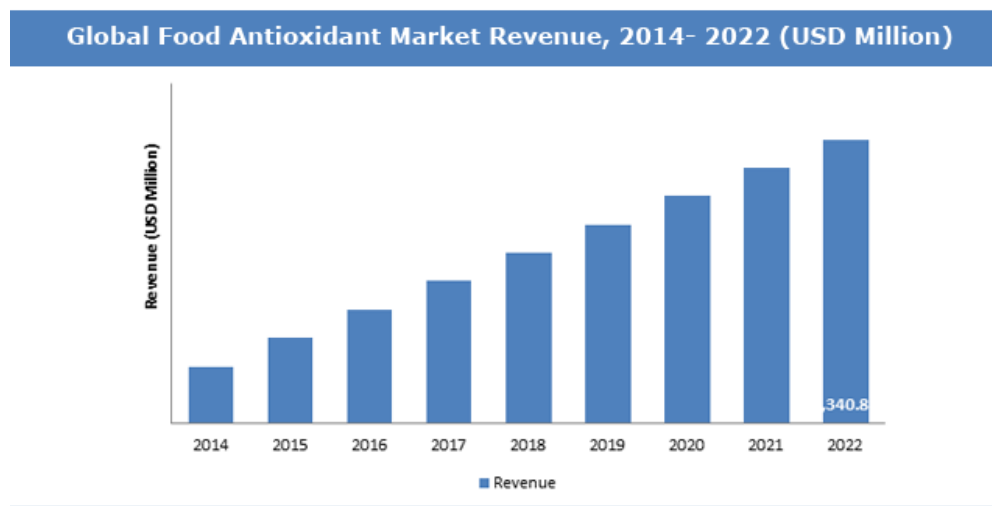
Food additives specialty chemicals market size is analyzed to witness inclining growth. They are used to enhance the foods nutrient content, keep the product fresh and make the food more appealing. Furthermore, it also provides consistent and smooth texture along with maintaining the wholesomeness of food. Increasing living standards accompanied with rising consumer’s disposable income would drive growth for food additives in the next few years.

(Source: [https://www.amaindia.org/images/Downloads/download\\_page/SpecialtyChemicals-Ebook-2017Mar03.pdf](https://www.amaindia.org/images/Downloads/download_page/SpecialtyChemicals-Ebook-2017Mar03.pdf))

The food antioxidant market is expected to witness substantial growth within the forecast period. The food antioxidants market has been gaining importance due to its extensive use of the prepared foods & beverages industry. An increase in the purchasing power of the global population can also be attributed to the growth of the

food antioxidants market. The food antioxidants market is projected to grow at a CAGR of 6.43%. The market is mainly driven due to increasing end-user applications of food antioxidants. The high cost of food antioxidant and safety issues with synthetic food antioxidants are hindering the market growth. Growing demand in emerging economies is anticipated to set new growth opportunities in the near future.

(Source: <https://www.zionmarketresearch.com/news/food-antioxidants-market>)



Source: Zion Market Research 2018

(Source: <https://www.zionmarketresearch.com/news/food-antioxidants-market>)

- **Lube Additives:**

Additives are a chemical component or blend used at a specific treat rate, generally from < 1 to 35 percent, to provide one or more functions in the fluid. Ideally, additive components are multifunctional. They are soluble in mineral oil, water or sometimes both.

Second, additives offer or help with a wide variety of functions, such as:

- boundary lubricity
- extreme pressure (EP)
- inhibiting corrosion
- boosting reserve alkalinity
- emulsification
- antimisting
- antimicrobial pesticide
- antifoam additives and defoamers

With such a variety of effects, chemists often look for additives that can be multifunctional as well as compatible with different chemicals in a formulation, both with other additives as well as the base fluid.

(Source: <https://knowledge.ulprospector.com/6711/lmf-some-additives-required-lubricant-additives-explained/>)

### **Key Success Factors**

Low cost labour and raw material availability have been the advantages enjoyed by Indian manufacturing companies traditionally. Increasingly, though, specialty chemicals companies are focusing beyond these traditional cost advantages. In agrochemicals, for instance, the focus is largely on branding and distribution. Product development capabilities have become increasingly important across segments and account for the difference between top and bottom performers. Surfactants and dyes are areas where scale and operational efficiency are still the success factors – these segments correspondingly have lower margins.

(Source: [https://www.avendus.com/media/35472/avendus\\_specialty\\_chemicals\\_report.pdf](https://www.avendus.com/media/35472/avendus_specialty_chemicals_report.pdf))

## Key Markets and Export Destinations

Total exports of dyes and dye intermediates, organic and inorganic chemicals, including agro chemicals, cosmetics and toiletries, essential oils, incense sticks and castor oil, stood at US\$ 12.15 billion during the year 2016-17.

The US, the UAE, the UK, Bangladesh and Saudi Arabia are the leading importers of cosmetics, toiletries and essential oils.

In the year 2016-17, exports of dyes and dye intermediaries increased 2.94 per cent year-on-year to US\$ 2.11 billion. During the period, exports of essential oils, cosmetics and toiletries increased 6.84 per cent to US\$ 15.72 billion and exports of castor oil stood at US\$ 676.43 million. Exports of inorganic, organic and agro chemicals stood at US\$ 7.78 billion, an increase of 4.46 per cent year-on-year.

## Basic Chemicals, Pharmaceuticals And Cosmetics Export Promotion Council

The promotion of product groups such as dyes and dye intermediates, basic inorganic and organic chemicals, including agro-chemicals, cosmetics, toiletries, essential oils, incense sticks, castor oil and its derivatives, is handled by the Basic Chemicals, Pharmaceuticals and Cosmetics Export Promotion Council, which is popularly known as CHEMEXCIL. The Council organises promotional events and fairs to help exporters identify potential markets abroad and providing publicity and marketing back-up.

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

## Economic Expansion Would Continue To Drive Growth in the Chemical Industry

Being largely an intermediate product, strong economic growth is an important factor in sustaining demand for chemical products. Per capita consumption of most of the finished products under chemicals sector is far below the world average; this points to the vast potential for growth in the industry. As in a number of other industries in India, strong growth in discretionary income and changing lifestyles are counted as a few of the other major growth drivers of the chemicals sector.

## Policy Support for Foreign Investment

- FDI inflow in chemicals sector (other than fertilisers) stood at USD12.683 million during April 2000-December 2016, accounting for 4 per cent of the total inflows. Procedures relating to FDI have been simplified; most of the items in the chemicals sector fall under the automatic approval route for FDI/NRI/OCB investment up to 100 per cent.
- In March 2017, H.B Fuller has opened a new office in Pune & a new R&D center at its manufacturing facility in Shirwal, concluding the 1st phase of US\$20 million planned investment in India. The plant with a capacity of 24,000 metric tonnes per annum spans across 5000-sq. ft. area. The company's expansion would help them serve the customers better & to increase their footprint in India in industrial adhesives field.
- In April 2017, Berger Paints India signed an MoU with Chugoku Marine Paints, a Japan-based company, with an aim to strengthen the cooperation and collaboration in the field of marine & related industrial paints. Under the MoU, the companies plan to establish a joint venture company for joint efforts in marketing, supply, purchasing marine related industrial paints.

(Source: <https://www.ibef.org>)

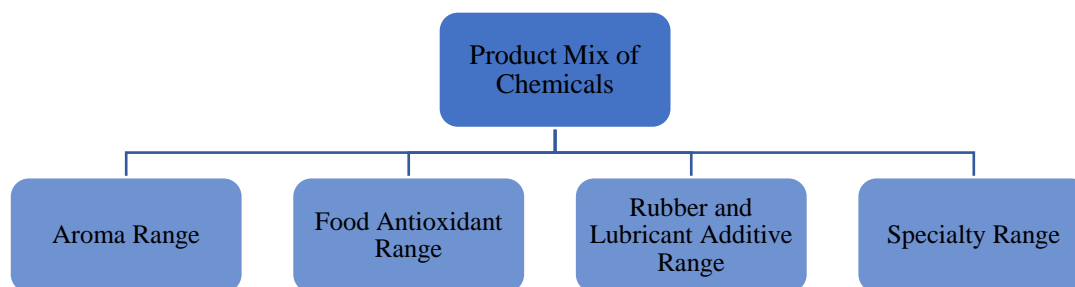
## OUR BUSINESS

*The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Prospectus, including the information contained in “Risk Factors”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Financial Statements” on pages 11, 176 and 151 of this Prospectus, respectively. The financial figures used in this section, unless otherwise stated, have been derived from our Company’s restated audited financial statements. Further, all references to ‘Yasho’, ‘YIL’, ‘the Company’, ‘our Company’ and ‘the Issuer’ and the terms ‘we’, ‘us’ and ‘our’, are to Yasho Industries Limited.*

*Unless stated otherwise, the financial data in this section is as per our financial statements prepared in accordance with Indian GAAP set forth elsewhere in this Prospectus. In this section only, any reference to “we”, “us” or “our” refers to Yasho Industries Limited.*

### OVERVIEW

Our Company is engaged in manufacturing of varied re-engineered chemicals over 2 (two) decades.



**Aroma Range Chemicals** - We manufacture various chemicals like fatty esters and Natural Essential/ aroma oils which caters to gamut of Personal Care, Cosmetics & Toiletries, Flavors & Fragrances and Pharmaceutical segments.

**Food Antioxidant Range Chemicals** - Our Company manufactures TBHQ (Tertiary-butyl hydroquinone), BHA (Butylated Hydroxy Anisole), AP (Ascorbyl Palmitate) and various complementary antioxidants which are used in various food products.

**Lube Range and Rubber Range Chemicals** - Our Company manufactures additives which include Aminic Antioxidants, Molybdenum based Extreme Pressure & Anti Wear Additives and Corrosion inhibitors and chemicals like Benzotriazole and Tolytrazole which are required by the Petroleum and Synthetic Lubricants industry. Our Company also caters to leading processors of rubber in the Auto Ancillary, Tyre Industry, Construction, Industrial Machinery and White Goods sector.

**Speciality Range Chemicals** - Our Company manufactures various Specialty Chemicals used in different segment of industry such as Electroplating chemicals, Intermediates for API/Bulk Drugs, UPR Resins/ Fibre Composites Resins, Thermoplastics Urethanes (Polyurethanes), Printing Inks & Agrochemicals etc.

We market, sell and distribute our wide range of products to our diverse customers based in India and abroad. Over the years we have established our sales network both in domestic and international markets. Our products are exported to various countries i.e. USA, South America, Europe, Iran, Australia, South Africa, Singapore, Germany, Asia. etc. The following diagram depicts the breakup of revenue, percentage-wise for six months period ending September 30, 2017 on the basis of Domestic Sales and Export Sales.

Revenue Model on the basis of Domestic and Export Sales	
Domestic Sales (46.95%)	Export Sales (53.05%)



We are focused on consistently upgrading the technology used in our products as well as the processes used in manufacturing varied products through our research and development (“R&D”) efforts. We have a dedicated R&D centre located at our manufacturing facilities. Our state-of-the-art laboratory uses modern quality control methods and sophisticated instrumentation such as AAS (Atomic Absorption Spectrophotometer), Digital Polarimeter, DSC (Differential Scanning Calorimetry), FTIR (Fourier-Transform Infrared Spectroscopy), GC (Gas Chromatography), HPLC (High-performance liquid chromatography), Refractometer UV Spectrophotometer. R&D centre is equipped with various equipments as required for processing of the chemicals.

Our Company has 2 manufacturing units located close to each other at Vapi, Gujarat. We are certified by ISO 9001:2015, which is assessed and certified by Bureau Veritas Certification Holding SAS- UK Branch which confirms to the requirements of the management standard for manufacturing of various chemicals. Our Company has pre-registered certain products under REACH (Registration, Evaluation, Authorization and Restriction of Chemicals) Regulation, wherein the manufacturers and importers of substances have a general obligation to submit a registration to the European Chemicals Agency for each substance manufactured or imported in quantities of 1 tonne or more per year per company. Our Company exports some of its products to European countries and hence we have pre-registered certain products under REACH Regulation. We have received various certifications confirming our products to be in line with National and International Standards i.e. HALAL Certifications, STAR KOSHER Certifications, NSF Certifications, FAMIQS Certification, FSSC Certification. For further details regarding the mentioned certifications, please refer to “Our Business –Accreditations/ Awards/ Achievements” beginning on page no 92 of this Prospectus.

Our revenue from operations for the financial year ending 2014-15, 2015-16 and 2016-17 was ₹ 16,899.80 lakhs, ₹ 17962.52 lakhs and ₹ 19,494.78 lakhs respectively. Our Net Profit after tax for the above mentioned periods i.e. in the last 3 years was ₹ 6.17 lakhs in F. Y. 2014-15, ₹ 152.85 lakhs in F. Y. 2015-16 and ₹ 367.31 lakhs in F.Y. 2016-17. Our Revenue from operations for six months period ending September 30, 2017 was ₹ 10,711.53 lakhs and the net profit after tax was ₹ 195.06 lakhs.

## **OUR STRENGTHS**

### ***Well Experienced Management***

Our Company is led by Mr. Parag Jhaveri, having an experience of over 3 decades and has a proven background and rich experience in chemical industry. We have an experienced and professional management team with strong asset management, execution capabilities and considerable experience in this industry. The team comprises of personnel having technical, operational and business development experience. We have employed suitable technical and support staff to manage key areas of activities allied to operations. Mr. Parag Jhaveri has been able to maintain robust growth and lead a various group of Sales, R & D and marketing along with our founder promoter.

Our team is well qualified and experienced in chemical industry and has been responsible for the growth of our operations. We believe the stability of our management team and the industry experience brought in coupled with their strong client relationships, will enable us to continue to take advantage of future market opportunities and expand into new markets. For further details of the educational qualifications and experience of our Management Team and our Key Managerial Personnel please refer the chapter titled “Our Management” beginning on page no.130 of this Prospectus.

### ***Compliance with Quality Standards & Certifications Received by our Company***

We follow stringent quality standards in all our manufacturing units to ensure that our products meet the required standards. Our products adhere to quality standards and conform to the national and international standards governing the said products manufactured by us. Some of the prominent certifications and recognitions received by our Company are as following:-

- Our Company has received an ISO 9001:2015 in the year 2001 from Bureau Veritas Certification Holding SAS-UK Branch.

- Our company has also received the FSSC 22000 Certification confirming to the Food Safety System, Certification scheme for food safety systems including ISO 22000:2005, ISO/TS 22002-1:2009 and additional FSSC 22000 requirements.
- Our Company has pre-registered certain products under REACH Law for marketing our products to European Countries.
- Our company has been accredited with FAMI-QS Certification certified by Bureau Veritas Certification Holding SAS- UK Branch confirming implementation and maintenance of Feed Safety Management System including GMP in compliance with FAMI-QS Code.
- Our Company has also received HALAL Certifications and STAR KOSHER Certifications for all the varied products manufactured by us.
- Our Company has received a certificate of recognition as Two star Export House by Directorate General of Foreign Trade (DGFT).

For further details regarding the mentioned certifications, please refer to “Our Business –Accreditations/ Awards/ Achievements” beginning on page no 92 of this Prospectus.

High quality and consistency of our products are very important for the growth and survival of the organization and increasing confidence of our customer. We have been consistent in delivering quality products to our customer. Our focus on quality and consistency of our products has enabled us to sustain and grow our business model to benefit our customers.

#### ***Wide range of products catering to various industries***

Our Company is engaged in manufacturing of varied chemicals catering to various industries. Our Company is engaged in manufacturing of chemicals in varied ranges i.e. Aroma Range, Food Antioxidant, Lube Range, Rubber range and Specialty Range chemicals.

Aroma Chemicals are mainly relating to Personal Care Products, Cosmetics & Toiletries segment. Food Antioxidants are used in a wide range of Food Blends and also in order to prevent Rancidity in Edible Oil and other Food Preparations and increase shelf life. Lube Chemicals are generally meant for Petroleum and Synthetic Lubricants industry. Specialty Chemicals are used in different segment of industry such as Electroplating chemicals, Intermediates for API/Bulk Drugs etc. With our wide product portfolio our company is able to cater to the demand of both domestic as well as international market.

#### ***Well Established Automated Manufacturing Facility designed to manufacture multiple product range***

Our Company has two (2) manufacturing units catering to different product portfolio. We are presently manufacturing a wide range of products in varied ranges like aroma chemicals, lube chemicals, food antioxidants, specialty chemicals etc.

Unit I is spread across a total plant area of 6,957 sq. mtrs. The current installed capacity at this unit is 2,500 MTPA (metric tonnes per annum). This unit is designed for manufacturing of Aroma Chemicals, Food antioxidant chemicals and rubber Chemicals & specialty range of Chemicals.

Unit II is spread across a plant area of 5,000 sq. mtrs., and additionally having a godown adjoining the manufacturing facility for storage of Finished Goods. The current installed capacity at this unit is 3,000 MTPA (metric tonnes per annum). This unit is mainly designed for processing and manufacturing of Rubber Chemicals and Lubricant Additive range of Chemicals.

The state-of-the-art technology at our manufacturing facilities is set up in such a manner that the time period between every reaction process is quick. These units are designed and equipped with the latest machinery to manufacture the products in timely manner.

## **Diversified Customer base and Long-term relationship with our customers**

We have a well diversified customer base in India as well as in International Market. Our Company exports its products to various countries i.e. United Kingdom, Iran, Australia, South Africa, Singapore, Germany, UAE with focus on distinct geo-strategic regions. We have a good customer base in India as well as internationally. This protects us against regional/ national fluctuations in demand, thereby reducing the off-take risk and bringing stability to the revenues of our Company. These customers have been a part of the growth story of our Company which we believe is essentially due to the product quality, R&D for varied product mix and customer centric approach of our Company.

Our continuous focus on providing quality products consistently to our customers has helped us nurture long-term relationships with them. Our track record of delivering timely services and demonstrated industry expertise has helped in forging strong relationships with them. We have a history of high customer retention and derive a significant proportion of our revenue from repeated business.

## **OUR STRATEGIES**

### ***Expansion at our Manufacturing Facility***

As part of our expansion, our Company proposes to increase the installed capacity by 450 MTPA and 1,500 MTPA in Unit I and Unit II respectively. As a result, the increased installed capacity at our Manufacturing units will be 2,950 MTPA and 4,500 MTPA in Unit I and Unit II respectively.

For expansion, we will be updating the plant and machinery at Unit I with an intention of smoothening the process flow thereby speeding up the production. The expansion in Unit II is in order to enhance the production capacity whereby we will construct the building and install plant and machineries and other equipments.

This expansion is part of our overall growth plans and we intend to increase our product base and capacity installation. For further detail about the proposed expansion, its business, costs and other details, please refer the chapters “Objects of the Offer” and “Our Business” on page nos. 69 and 92 of this Prospectus.

Through a combination of increased capacity at our manufacturing facilities, reduced costs, wider range of products adhering to global standards, marketing initiatives, competitive pricing and more efficient use of resources, we intend to expand our global footprint and become a preferred supplier for chemicals.

### ***Research and Development***

Our Company is a quality and research driven company with continuous efforts focused on quality checks, analysis and developing latest process improvements and production cost efficiencies. We intend to increase our initiatives in R&D in order to constantly study industry verticals to identify product inefficiencies in areas in which we can do value addition.

Each of our Unit has a dedicated laboratory and R&D Department for testing the raw materials used in the manufacturing process and further the finished products so manufactured. We believe that continued investments in R&D will enable us to increase our productivity, improve our operating efficiency, and enable us to penetrate existing and new market segments.

### ***Diversifying and increasing penetration in markets***

Our Company’s products are sold in domestic market and global market. The domestic market also offers opportunities in term of sub-geographic penetration and product/market diversification. Our Company will seek to grow its marketing reach domestically to explore hitherto untapped markets and segments as part of its strategy to mitigate market risk and widen growth prospects. Our Company will continue to explore opportunities in various countries where it can supply value added products to enhance its geographical reach.

### ***Operation Excellence***

We continue to invest in operational efficiency throughout the organization. We are addressing the increase in operational output through continuous process improvement, Quality Assurance (QA) and QA activities, customer service, consistent quality and technology development. The QA Laboratory is equipped with modern highly sensitive test equipment and carries out tests as per National and International standards.

Alignment of our people to ‘process improvement’ through upgrading of skills as required for customer satisfaction is a continuous activity. Awareness of this quality commitment is wide spread among all the employees.

### **DETAILS OF OUR BUSINESS**

#### **LOCATION**

##### **Registered/ Head Office**

Located at Office No.101/102 Peninsula Heights, CD Barfiwala Marg, Juhu Lane, Andheri (West) Mumbai - 400058

##### **Manufacturing Units**



##### **Unit- I**

Located at Plot No. 2514-2515, Phase IV, GIDC, Vapi - 396 195, Gujarat.

##### **Unit- II**

Located at Plot No. 1713, Phase III, GIDC, Vapi – 396 195, Gujarat.

The land on which both the manufacturing units are situated is on a leasehold basis from GIDC.

These locations provide us an ease of business activities in the respective zones. For further details of ownership / lease of the above locations, please refer to “Our Business – Properties” beginning on page no. 92 of this Prospectus.

## **Manufacturing Facilities / Units**

### **Unit I**

Our Unit- I is located at Plot No.2514-2515, Phase IV, GIDC, Vapi - 396 195, Gujarat. This unit is spread across a total plant area of 6,957 sq mtrs (admeasuring plant area of 1,170 sq. mtrs for plot no. 2514 and 4,255 sq. mtrs for plot no. 2515 and a storage area of 1,532 sq. mtrs at plot no 2505 which is adjoining the above two plots). The current installed capacity at this unit is 2,500 MT.

The manufacturing unit houses various automated and semi automated plant and machinery for the manufacturing process and other material preparation tools and handling equipments, raw material yard for the storage of raw materials used in the process and a godown for storage of Finished Goods.

### **Unit II**

Our Unit- II is located at Plot No.1713, Phase III, GIDC, Vapi - 396 195, Gujarat. This unit is spread across a plant area of 5,000 sq. mtrs. The current installed capacity at this unit is 3000 MT.

The manufacturing unit houses various automated and semi automated plant and machinery for the manufacturing process and other material preparation tools and handling equipments, raw material yard for the storage of raw materials used in the process and Finished goods meant for dispatch.

### **Our Product Portfolio:**

Our Company is engaged in manufacturing of varied chemicals catering to various industries. Our Company is engaged in manufacturing of chemicals in varied ranges i.e. Aroma Range, Food Antioxidant, Lube Range, Rubber range and Specialty Range chemicals.

#### **Aroma Range Chemicals:**

Our Company manufactures various Aroma Range Chemicals like fatty esters and Natural Essential/ aroma oils which caters to gamut of Personal Care, Cosmetics & Toiletries, Flavors & Fragrances and Pharmaceutical segments.

#### **Food Antioxidant Range Chemicals:**

TBHQ, a synthetic food anti-oxidant manufactured by our Company is used in a wide range of Food Blends and to prevent Rancidity in Edible Oil and other Food Preparations and increase Shelf Life. Our Company also manufactures BHA (Butylated Hydroxy Anisole), AP (Ascorbyl Palmitate) and various complementary antioxidants which are used in Edible Oils, Fried Foods, Animal/ Poultry Feed, Confectionery, Vitamin Blends, Cosmetics, Pharmaceutical formulations.

#### **Lube Range Chemicals:**

Our Company manufactures additives required by the Petroleum and Synthetic Lubricants industry. Our major product range include Aminic Antioxidants, Molybdenum based Antioxidants and Corrosion inhibitors. Chemicals like Benzotriazole and Tolytrazole manufactured by us find applications in the Lube Oils, Greases, Coolants and Metal working fluids as excellent corrosion inhibitors which. produce a very good synergistic effect along with other antioxidant in lube oils and greases.

#### **Rubber Range and Specialty Range Chemicals:**

Our Company caters to leading processors of rubber in the Auto Ancillary, Construction, Industrial Machinery and White Goods sector. Our company also manufactures various Specialty Chemicals used in different segment of



industry such as Electroplating chemicals, Intermediates for API/Bulk Drugs, UPR Resins/ Fibre Composites Resins, Thermoplastics Urethanes (Polyurethanes), Printing Inks & Agrochemicals etc.

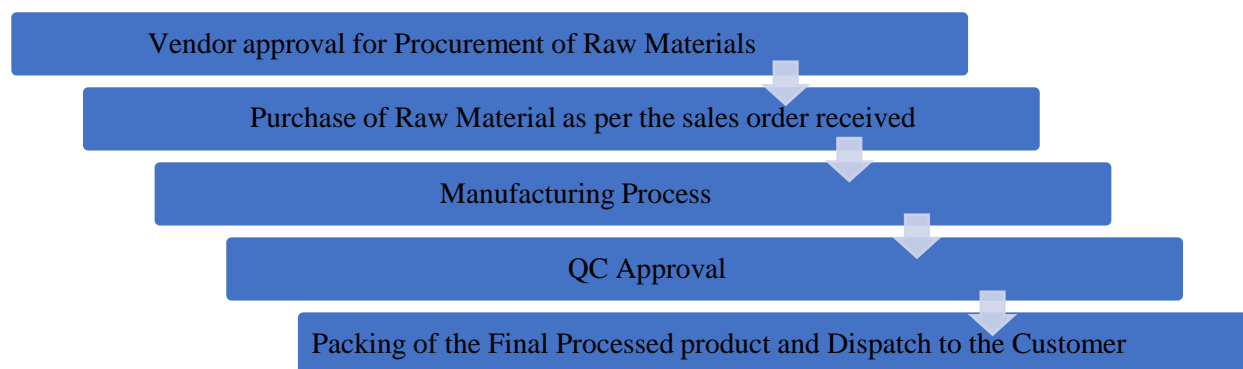
List of varied Products manufactured by Our Company in broad categories of chemical range is as follows:

Name of Product	CAS No.
<b>FOOD ANTIOXIDANT RANGE</b>	
TERTIARY BUTYL HYDROQUINONE (YANTQ TBHQ)	1948-33-0
BUTYLATED HYDROXY ANISOLE (YANTQ BHA)	25013-16-5
BUTYLATED HYDROXY TOLUENE (YANTQ BHT)	128-37-0
ASCORBYL PALMITATE (YANTQ AP)	137-66-6
YANTQ BLENDS	
<b>SPECIALTY RANGE</b>	
COPPER DI BUTYL DITHIOCARBAMTE (YAPOX CDBC)	13927-71-4
CUELURE (YAPOX CUELURE)	3572-06-3
2-MERCAPTOBENZIMIDAZOLE (YAPOX MB)	583-39-1
MONO TERTIARY BUTYL HYDROQUINONE (YAPOX 2200)	1948-33-0
TERTIARY BUTYL CHLORIDE (YAPOX TBC)	507-20-0
2,5-DI TERTIARY BUTYL HYDROQUINONE (YAPOX 2245)	88-58-4
2,5-DI TERTIARY BUTYL p-BENZOQUINONE (YAPOX 2255)	2460-77-7
2,5-DI TERTIARY OCTYL HYDROQUINONE (YAPOX 2265)	903-19-5
2,5-DI TERTIARY AMYL HYDROQUINONE (YAPOX 2275)	79-74-3
YAPOX 2800M (ANTISKINNING AGENT FOR PAINT)	1948-33-0
HYDROQUINONE BIS (2-HYDROXYETHYL) ETHER (YAPOX CL30/10)	104-38-1
ZINC RICINOLEATE (YAPOX ZR)	13040-19-2
YAPOX PA 1135	125643-61-0
YAPOX PU 55	
<b>LUBRICANT ADDITIVE RANGE</b>	
YALUB BODPA (Butylated Octylated Diphenylamine)	64811-46-1*
YALUB DND (Dinonylated Diphenylamine)	36878-20-3
YALUB DODPA (p-p' – dioctyl diphenylamine)	15721-78-5
YALUB NA 06 (1-Octylated-N-Phenyl-1-Naphthylamine)	68259-36-9
YALUB PA 135 (Benzenepropanoic Acid 3-5 Bis( 1,1-Dimethylethyl) 4 - hydroxy ,C 7-9 Branched alkyl Esters)	125643-61-0
YALUB PA 15 S {Thiodiethylene bis [3-(3,5-di-tert-butyl-4-hydroxy phenyl) propionate]}	41484-35-9
YALUB 85 M (Organomolybdenum Complex)	445409-27-8
YALUB 525 S (Molybdenum Dithiocarbamate)	(71342-89-7) + (90901-24-9)
YALUB 822 M (Molybdenum Dialkyldithiocarbamate in Oil)	71342-89-7
YALUB 3000 D (Molybdenum Dithiocarbamate in Oil)	71342-89-7
YALUB LA [Molybdenum di (2-ethylhexyl) phosphorodithioate]	72030-25-2
YALUB MDBC (Molybdenum di-n-butylidithiocarbamate)	68412-26-0
YALUB ZDD (Zinc Diamyldithiocarbamate in oil)	15337-18-5
YALUB 44 MBC [4,4' – methylene bis ( dibutyl dithiocarbamate)]	10254-57-6
YALUB TT 33 [N,N-bis (2-ethylhexyl)-ar-methyl-1H benzotriazole -1-methanamine]	94270-86-7
YALUB DMTD (2,5 Dimercapto-1,3,4 –thiadiazole)	1072-71-5
YALUB NATD (Disodium 2,5- Dimercapto –1,3,4- thiadiazole, 30% aqueous solution)	55906-42-8
YALUB DM 86 (2,5 - Dimercapto -1,3,4 - thiadiazole derivative)	(13539-13-4) + (822-27-5)
YALUB DM 81 (2,5-dimercapto-1,3,4-thiaadiazole alkylpolycarboxylate)	126104-53-8
YALUB DM 89 (5,5-dithiobis(1,3,4-thiadiazole-2(3H)-thione)	72676-55-2
*equivalent to	



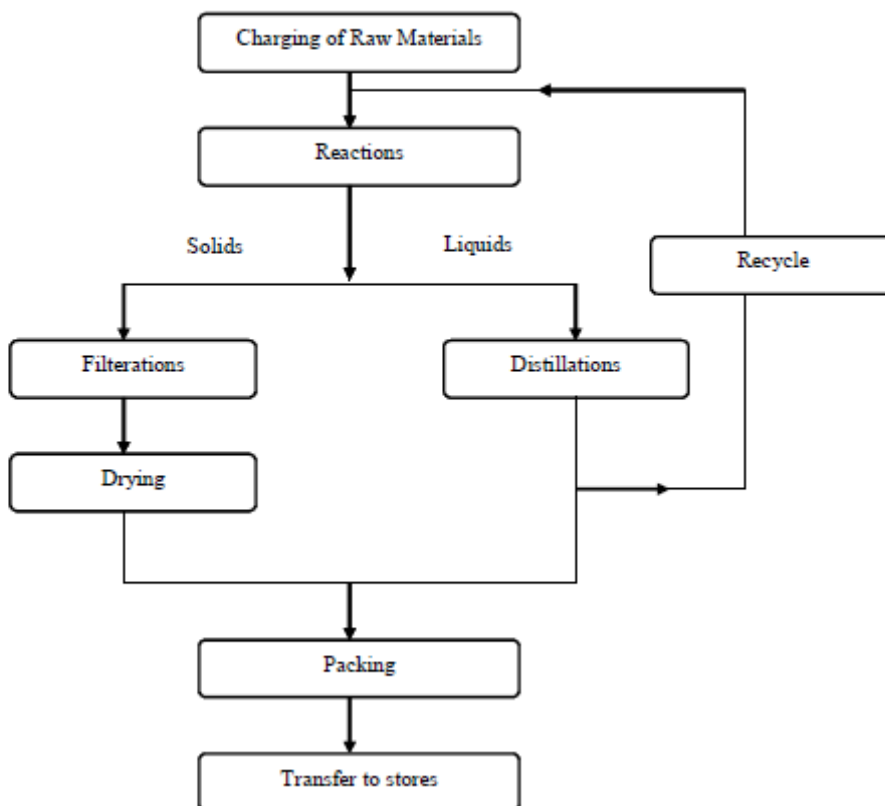
Name of Product	CAS No.
<b>AROMA RANGE</b>	
BENZYL ISOEUGENOL	120-11-6
CARYOPHYLLENE	87-44-5
CLOVE LEAF OIL (RECT.)	8000-34-8
CLOVE BUD OIL	8000-34-8
DIMETHYL HYDROQUINONE (DMHQ)	150-78-7
EUGENOL	97-53-0
ISOEUGENOL	97-54-1
METHYL EUGENOL	93-15-2
METHYL ISOEUGENOL	93-16-3
<b>RUBBER ADJUVANT RANGE</b>	
COPPER DIMETHYL DITHIOCARBAMATE (QUREACC CDMC)	137-29-1
DIPENTAMETHYLENE THIURAM HEXASULFIDE (QUREACC DPTT)	971-15-3
DIMETHYL DIPHENYL THIURAM DISULFIDE (QUREACC MPTD)	53880-86-7
TETRABENZYL THIURAM DISULFIDE (QUREACC TBzTD)	10591-85-2
TETRAETHYL THIURAM DISULFIDE (QUREACC TETD)	97-77-8
TETRABUTYL THIURAM DISULFIDE (QUREACC TBTD)	1634-02-2
ZINC DIMETHYL DITHIOCARBAMATE (QUREACC ZDMC)	137-30-4
ZINC DIBENZYL DITHIOCARBAMATE (QUREACC ZBEC)	14726-36-4
ZINC DIBUTYL DITHIOCARBAMATE (QUREACC ZDBC)	136-23-2
ZINC DIETHYL DITHIOCARBAMATE (QUREACC ZDEC)	14324-55-1
ZINC ETHYL PHENYL DITHIOCARBAMATE (QUREACC ZEPC)	14634-93-6
ZINC PENTAMETHYLENE DITHIOCARBAMATE (QUREACC ZPD)	13878-54-1
DIPHENYL THIOUREA (QUREACC DPTU)	102-08-9
2,4,6-TRIMERCAPTO-S-TRIAZINE (QUREACC TST)	17766-26-6
N-Tert-Butyl-Di (2-benzothiazole) Sulphenimide (QUREACC TBSI)	3741-80-8
ORTHO TOLYBIGUANIDINE (YAPOX OTBG)	93-69-6
2-MERCAPTOBENZIMIDAZOLE (QUREANTI MB)	583-39-1
2-MERCAPTOTOLUIMIDAZOLE (QUREANTI MMB)	53988-10-6
ZINC 2-MERCAPTOTOLUIMIDAZOLE (QUREANTI ZMMB)	61617-00-3
NICKEL DIBUTYL DITHIOCARBAMATE (QUREANTI NDBC)	13927-77-0
OCTYLATED DIPHENYLAMINE (QUREANTI OCD)	15721-78-5
AROMATIC DERIVATIVES OF DIPHENYLAMINE (QUREANTI ADA)	10081-67-1
<b>CO-AGENTS</b>	
ZINC DIACRYLATE (QUREACC ZDA)	14643-87-9
ZINC DIMETHACRYLATE (QUREACC ZDMA)	13189-00-9

#### Business Process



## Manufacturing Process

### **Brief Manufacturing Process of our existing products**



### **Raw Material Procurement**

Raw Material Identification is the initial stage to the production process, once the sales order is received from the client. Raw materials are procured from the trusted vendors from the market which confirms to the quality standards as required. The procured raw materials go through various testing and inspection process before using it for manufacturing i.e. they are sent to Laboratories for quality control check. The raw materials should confirm to the specifications and Material test Certificates duly approved by the relevant authority as per the set parameters. The approved raw materials are stored in the material yard at our manufacturing facilities and further forwarded for the manufacturing process.

Detail of certain raw material inwards is as mentioned below:

- Hydroquinone
- Clove oil
- Tert Butyl Alcohol
- Di Methyl Acetamide
- Furnance Oil
- Diphenyl Amine
- Solvents
- Zinc Oxide
- Sodium Bi Carbonate
- Soda Ash Light
- Carbon di sulfide

### **Reactions/ Re-engineering Process**

Reaction process is undertaken and with the help of this process a completely new chemical is re-engineered. The Raw Materials are reacted at controlled temperature depending on various processes to be developed. This process is carried out at different pressure levels in various reactors set up at our manufacturing units i.e. Glass line reactors or Stainless steel reactors as per the requirement of the production process.

### **Filtration and Distillation Process**

Filtrations are carried out through various filters in order to separate particles and fluid in a suspension, where the fluid can be a liquid, a gas or a supercritical fluid. Depending on the application, either one or both of the components may be isolated which ultimately leads to a semi finished product. The Distillation column is charged with the products and then the distillation process is carried out. Distillations are carried out at various specified atmospheric pressure and under vacuum as per the required measures for manufacturing of varied products.

### **Drying, Blending and Pulversing Process**

After the above processes are over the reaction mass is washed with water, dried and pulverised within the automated process itself. Pulversied product is blended for homogenization & to maintain uniformity of quality, as required. Once the reactions are completed products are purified and taken for further processing. The semi finished products are made into wet cakes and further dried for final product.

### **Quality Control**



On receipt of the finished product from the production/ engineered process the same are further sent to the quality department for quality check. The finished products are inspected on sample basis considering various test parameters and testing methods. The QA documents are prepared for the purpose of documentation stating that the final products comply to the set parameters as per the recognized standards. Finished Product Test Report is approved by the concerned Lab engineer before dispatching the product to the Customer.

In order to ensure quality control, regular quality audits are undertaken by our in-house quality control team. Our products adhere to global quality standards. Our Company is ISO 9001:2015 and FSSC 2000 certified by Bureau Veritas Certification Holding- UK Branch by the Director, Certification South Asia Region. Inspection is carried out at various stages before the product is finally dispatched i.e. inspection before packing, during packaging, during loading etc.

### **Finished Product, Packing and Dispatch**

After the quality check and the approval of the Test Report of the final product the same are packed as per the requirements of the customer. The finished goods sent to the godown for storage. Products are tested on sample basis as per quality standards of ISO before final packing. Dispatch is done as per the terms and condition of the sale order and the delivery schedule mutually agreed between the company and the customer.

The final products/ re-engineered chemicals are to be dispatched only through approved transporter in order to ensure safe and timely delivery of the products. These final products are verified before dispatching and loading it into the carrier chose for transporting the products to the customers.



### Our Operations

The details about the breakup of revenue percentage-wise for six months period ending September 2017 and for the Financial Year ending 2017 and 2016 on the basis of Domestic sales and export sales is as follows:

(₹in lakhs)

Sr. No.	Particular	For period ending September 30, 2017		For year ending March 31,			
				2017		2016	
		Revenue (₹)	(%)	Revenue (₹)	(%)	Revenue (₹)	(%)
1.	Domestic Sales	5,029.15	46.95%	9,891.54	46.85%	8,41.65,	46.85%
2.	Export Sales	5,682.39	53.05%	9,603.24	53.45%	9,546.87	53.15%

### Our Major Customers

Our Company is engaged in manufacturing of varied chemicals catering to various industries. Our Company is engaged in manufacturing of chemicals in varied ranges i.e. Aroma Range, Food Antioxidant, Lube Range, Rubber range and Specialty Range chemicals. The percentage of income derived from our top customers in the six months period ending September 30, 2017 and Financial Year 2016-17 is given below:

Sr. No.	Particular	For period ending September 30, 2017		For Year ending March 31, 2017	
		Revenue (₹ in lakhs)	Percentage (%)	Revenue (₹ in lakhs)	Percentage (%)
1	Income from Top 5 Customers (%)	2,607.43	23.79%	4,907.07	24.73%
2	Income from Top 10 Customers (%)	3,632.52	33.15%	6,954.78	35.05%

Although our top 10 customers may vary from one reporting period to another depending on the requirements of a particular industry segment, we believe, we have experienced a high degree of returning customers over the years, which reflects the value proposition provided by us. We constantly try to address the needs of our customers for maintaining a long term working relation with the customers, in order to get continuous business.

## Plant and Machinery

Our manufacturing facility houses various material handling and preparation equipments for the purpose of preparing the materials to be used in the further process of manufacturing. Our manufacturing facilities have plant & machinery, which includes stainless steel reactors, glass lined reactors, condensers, Hot water Pumps, dryers, blenders and support equipments like boilers, chilling plants, cooling tower, etc.



Brief details of major Plant and Machinery installed for manufacturing varied Products is as follows:-

**Production related Plant and Machinery** - GLR(s) (Glass lined Reactors), SSR(s) (Stainless Steel Reactors), Steam Ejectors/ Condensers, Centrifuge, Steam Boilers, Vacuum Pumps, Blenders, Pulveriser, Scrubbers, Air Blowers, Main water storage Tanks, Air Handling units, Electrical sanctioned Load, Electrical connected Load and Transformer

**Equipments for Quality Control** - Electronic Weighting Balances, temperature control instruments, vacuum gauge, Gas Chromatography, UV/ Visible Spectrophotometer, PH Control Meter Instruments etc.

**Support Equipments** - These manufacturing units are equipped with support facilities to ensure smooth operation of Plant and Machinery with minimum down time and ensuring maximum utilization of resources. The support facilities/ equipments are detailed as under:-

- Cooling Towers,
- Compressed Air
- Chilled Brine plant
- Boilers
- Diesel Generator
- Scrubbers
- ETP plant
- Main Water Tanks

The manufacturing facilities have been built with keeping in mind Efficiency, Safety and Environment factors. Our compact factory complex has all the key ingredients for a successful manufacturing unit. We have made all endeavors in procuring top of the line plant and machinery and equipments in order to effectively cater to specific customer needs.

### **Machinery Maintenance Facilities**

We conduct in-house machinery maintenance periodically in order to ensure the quality of the machinery used in the process and further avoid any mishaps/ accidents. The machines are cleaned on periodic basis, sometimes the reactors are cleaned after every change in the product to be manufactured in order to ensure quality of the goods in production. We maintain certain spare parts of the machines in case of breakdown of the machines.

### **Infrastructural Facilities and utilities**

#### **Raw Materials**

Major raw materials used in the manufacturing of our products are chemicals. The raw material used in the manufacturing are procured from the domestic market as well as imported from outside India.

#### ***Power***

Our manufacturing unit have adequate power supply from the Dakshin Gujarat Vij Company Limited. The following is the sanctioned power for each Manufacturing Unit:

<b>Details of Location</b>	<b>Sanctioned Load</b>
Unit I	1000 KVA
Unit II	750 KVA

In addition to the said sanctioned power, the company has installed DG Sets as standby arrangement at both the manufacturing units, which is used in case of need of additional power/ shortage of the power or in case of power-cut.

#### ***Water***

Both of our manufacturing units have adequate water supply position. Both the units source their water supply from GIDC. Our Manufacturing Unit I is sanctioned with 250 K.L. per day and our Manufacturing Unit II is sanctioned with 170 K.L. per day of water supply.

#### ***Fuel***

We use liquefied petroleum gas, methanol, LDO etc. to be used in our production process. In addition, we need fuel for the DG Sets which is procured from local vendors.

#### ***Waste Disposal Management***

We have entered into an agreement with Saurashtra Enviro Projects Pvt. Ltd. for disposal of waste which consists of secured Landfill waste and incinerable waste.

#### **Effluent Treatment**

Our Company has set up its Effluent Treatment Plant (ETP) which is used to treat the waste generated during the process of chemicals. It includes physical, chemical, and biological processes to remove physical, chemical and biological contaminants. Its objective is to produce a waste stream including solid waste suitable for discharge or reuse back into the environment



The manufacture of intermediates and chemicals involves generation of residues and discharges which may lead to pollution of air, water or soil if not treated and disposed in an appropriate manner. We have in place management controls and systems, which control and prevent processes, residues and discharges from polluting the air, ground or water. The primary treatment of the liquid wastes is carried out in-house. The liquid waste is the water residue from the processes, boiler blow-down, cooling tower blow-down etc. This water has impurities like suspended solids, oil & grease etc. This water is treated prior to discharge out of the factory. The treated water is removed out of the factory through pipelines which is ultimately drained into underground pipelines for further purification.

Airborne emissions are scrubbed in scrubbers and are discharged after removal of hazardous soluble gases and insoluble particles like dust. Both of our manufacturing units are registered with Saurashtra Enviro Projects Pvt. Ltd.(SEPPL) at Gujarat.

### Human Resource

We believe that a motivated and empowered employee base is the key to our operations and business strategy. We have developed a large pool of skilled and experienced personnel. Currently, our company has at its disposal a dynamic team of Our manpower is a prudent mix of skilled/ unskilled employees for production process, quality control and quality assurance assistants, R&D Scientist and assistants, marketing staff. These professionals are assisted by office & administration staff and finance professionals who work in unison in order to meet specific client requirements and attain organizational goals and targets within the set time frame.

We employ 372 employees as on December 31, 2017 considering both the Manufacturing units and our Registered Office. Additionally we have entered into an agreement with certain Independent contractors for execution, fulfilment and discharge of work and obligations as provided to the Contractor and that the Contractor shall execute and efficiently handle the work as per our requirements.

Our employees undergo various training courses organised in accordance with the prescribed Standards. We conduct trainings on periodic basis for ensuring efficiency of our employees. Also we undertake various employee safety measures in order to avoid mishaps during any process.

The details of manpower employed as on December 2017 are as under:

Sr. No	Category	Number of employees
1.	Executive Director	3
2.	Key Managerial Personnel (KMP)	5
3.	Other Employees (Registered Office, Unit I and Unit II) (including office and administration staff )	364
	<b>Total</b>	<b>372</b>

### Capacity and Capacity Utilization:

Capacity and capacity utilization for the last three years:

Product	Particulars	For six month period ending September 30, 2017*	for the Financial Year		
			2016-17	2015-16	2014-15
Unit 1	Installed Capacity (MTPA)	2,500	2,500	2,500	2,000
	Capacity Utilisation (%)	93%	85%	78%	85%
Unit 2	Installed Capacity (MTPA)	3,000	3,000	2,500	2,000
	Capacity Utilisation (%)	93%	85%	78%	85%

\*on annualized basis



## Proposed Capacity Utilisation

Product	Particulars	for the Financial Year		
		2018-19	2019-20	2020-2021
Unit 1	Installed Capacity (MTPA)	2,500	2,950	2,950
	Estimated Utilised Capacity (%)	95%	93%	97%
Unit 2	Installed Capacity (MTPA)	3,000	4500	4,500
	Estimated Utilised Capacity (%)	98%	80%	85%

## Export and Export Obligation

The total exports of the company for six months period ending September 2017 and the last two fiscal years i.e. 2016-17, and 2015-16 are ₹ 5,873.07 lakhs, ₹ 1,1379.88 lakhs and ₹ 9,873.21 lakhs respectively.

As on February 07, 2018, our Company had various export obligations against Advance Authorisation. The below mentioned export obligations are to be completed in 18 months<sup>(1)</sup>.

Sr. No.	License Number	Issue Authorization date	FOB Value (Amount-Rs. in lakhs)
1.	0130804684(TBHQ)	16.05.2016	515.58
2.	0310806202(TBHQ)	13.07.2016	464.45
3.	0310806948(ZDBC)	09.08.2016	151.92
4.	0310807447(EUGENOL)	30.08.2016	495.38
5.	0310808738( TBHQ)	26.10.2016	460.60
6.	0310810077(TBHQ)	23.12.2016	469.00
7.	0310810967( EUGENOL)	06.02.2017	438.10
8.	0310810969(TBHQ)	06.02.2017	471.80
9.	0310811021(ZBEC)	08.02.2017	131.73
10.	0310812213(ZDBC)	29.03.2017	148.35
11.	0310812691(TBHQ)	24.04.2017	449.40
12.	0310813829(TBHQ)	07.06.2017	445.20
13.	0310815080(TBHQ)	09.08.2017	444.50
14.	0310815898(TBHQ)	22.09.2017	442.75
15.	0310816580(EUGENOL)	27.10.2017	237.36
16.	031816882(ZDBC)	08.11.2017	133.77
17.	0310816884(TBHQ)	08.11.2017	445.90
18.	0310818562(TBHQ)JNPT	17.01.2018	109.90
19.	0310818540(EUGENOL)	16.01.2018	84.78
20.	0310803932((RA 103)	13.04.2016	48.86
21.	0310804669(50% SAD SALT)	13.05.2016	92.54
22.	0310804830(RA 103)	19.05.2016	64.54
23.	0310806759(BHA)	01.08.2016	137.55
24.	0310807413( ASCORBYL PAL)	26.08.2016	25.10
25.	0310807656( ASCORBYL PAL)	07.09.2016	37.73
26.	0310807660( OCD)	07.09.2016	46.34
27.	0310808295( OCD)	06.10.2015	112.29
28.	0310808376( ASCORBYL PAL)	13.10.2016	62.51
29.	0310808711( ISO EUG)	25.10.2016	101.32
30.	0310808973/ISO EUG	04.11.2016	101.32
31.	0310808975/ISO EUG	04.11.2016	101.32
32.	0310809075(ISO EUG)	09.11.2016	101.32
33.	0310809267(ADA)	23.11.2016	153.46
34.	0310809268(DPTT)	23.11.2016	86.43

Sr. No.	License Number	Issue Authorization date	FOB Value (Amount-Rs. in lakhs)
35.	031809365(RA 103)	28.11.2016	66.43
36.	0310809629(ASCORBYL PAL)	06.12.2016	120.78
37.	0310809628(BHA)	06.12.2016	132.86
38.	0310809765( AP)	13.12.2016	147.92
39.	0310809768(AP)	13.12.2016	147.92
40.	0310810059(OCD)	22.12.2016	113.90
41.	0310810429(YANTQ 3030B)	10.01.2017	52.38
42.	0310810430(BHA)	10.01.2017	132.96
43.	0310810482(BHA)	12.01.2017	132.96
44.	0310810705(M.ISO EGU)	23.01.2017	46.33
45.	0310810704( ISO EUG)	23.01.2017	103.24
46.	0310810744(ZPD)	24.01.2017	57.75
47.	0310810890( YAPOX CL)	01.02.2017	269.60
48.	0310811041(YALUB BODPA)	08.02.2017	44.69
49.	0310811039( NDBC)	08.02.2017	33.35
50.	0310811294( DPTT)	17.02.2017	154.08
51.	0310811630(CDBC)	06.03.2017	158.76
52.	0310812137/(ADA)	27.03.2017	146.29
53.	0310812138(RA 101)	27.03.2017	105.78
54.	0310812272(RA 103)	30.03.2017	148.35
55.	0310812521(BHA)	18.04.2017	121.98
56.	0310812705(YANTQ 3030B)	24.04.2017	57.78
57.	0310812701(ZEPC)	24.04.2017	37.88
58.	0310813142(M.EUG)	09.05.2017	107.27
59.	0310813282(TBZTD)	16.05.2017	26.31
60.	0310813691(POLNOX)	31.05.2017	68.75
61.	0310813692(BHA)	31.05.2017	120.84
62.	0310813870(OCD)	08.06.2017	108.29
63.	0310813994(CLOVE)	14.06.2017	26.75
64.	0310814211(YALUB DODPA)	22.06.2017	47.01
65.	0310814243(YANTQ 3030B)	23.06.2017	57.15
66.	0310814578(AP)	12.07.2017	139.73
67.	0310814576(AP)	12.07.2017	139.73
68.	0310814602(AP)	13.07.2017	139.73
69.	310814603(AP)	13.07.2017	139.73
70.	0310814662( CL-VISHA)	18.07.2017	271.79
71.	0310814682( CL-HEX)	19.07.2017	163.07
72.	0310814922(OCD)	31.07.2017	107.95
73.	0310815073(BHA)	08.08.2017	93.77
74.	0310815349(YAPOX CL-HEX)	23.08.2017	269.66
75.	0310815350(YAPOX CL-VISH)	23.08.2017	269.66
76.	0310815729(ZPD)	13.09.2017	47.60
77.	0310815731(BHA)	13.09.2017	120.18
78.	0310816396(ADA)	17.10.2017	143.23
79.	0310816402(OCD)	17.10.2017	109.31
80.	0310816447(ISO EUG)	24.10.2017	109.95
81.	0310817106(YAPOX CL 30/10)	16.11.2017	270.73
82.	0310817108(YAPOX CL 30/10)	16.11.2017	270.73
83.	0310817116(YALLUB PA 135)	16.11.2017	50.96
84.	0310817118(YAPOX 2275)	16.11.2017	114.66

Sr. No.	License Number	Issue Authorization date	FOB Value (Amount-Rs. in lakhs)
85.	0310817234(BHA)	23.11.2017	119.97
86.	0310817233(DPTT)	23.11.2017	141.26
87.	0310817328(M.ISO EUG)	27.11.2017	108.36
88.	0310817366(ISO EUG)	28.11.2017	111.26
89.	0310817504(ISO EUG)	05.12.2017	111.26
90.	0310817908(M. EUG)	19.12.2017	112.27
91.	0310817953(TBzTD)	20.12.2017	25.48
92.	0310817951(DPTT)	20.12.2017	116.25
93.	0310818011(ZPD)	26.12.2017	47.93
94.	0310818013(ZBEC)	26.12.2017	50.32
95.	0310818388(NDBC)	10.01.2018	23.07
96.	0310818386(ZEPC)	10.01.2018	34.76
97.	0310818387(NA06)	10.01.2018	35.39
98.	0310818540(YANTQ 3030B)	16.01.2018	84.78
99.	310818538(YA POX RA 103)	16.01.2018	60.29
100.	0310818612(CDBC)	18.01.2018	50.24
101.	0310818613(OCD)	18.01.2018	106.76
102.	0310818670(ISO EUG)	23.01.2018	108.85
103.	0310818712(ISO EUG)	25.01.2018	108.85
104.	0310818754(AP)	30.01.2018	152.39
105.	0310818816(AP)	31.01.2018	152.39
106.	0310818815(BHA)	31.01.2018	119.89
107.	0310818858(CL 30/10)	05.02.2018	271.33
108.	0310818854(DODPA)	05.02.2018	50.48
109.	0310818848(AP)	05.02.2018	152.39

<sup>(1)</sup> Certain Export obligations mentioned above have been completed as on February 07, 2018 and certain export obligations are pending for process from authority, whereas rest of the export obligations are not completed.

### Collaborations

The Company has so far not entered into any technical or financial collaboration agreement.

### Health, Safety and Environment

Safety and environmental protection, together with quality and operating efficiency, are among our key success factors of any organization. The prevention of accidents is one of our foremost priorities. Management at all levels of the organization is responsible for creating the framework and implementing measures to promote awareness of safety and environmental issues. Management evaluates the safety and environmental protection system and identifies any corrective measures to be taken. To ensure effective implementation of our safety policies and practices, we identify potential hazards, evaluate all material risks and institute, implement and monitor appropriate risk mitigation measures. We endeavor to minimize any accidents at our manufacturing facilities.

We are committed to protecting the health and safety of our employees and workers working in our factories. We have policies in place for health and safety for our workmen which have the following salient features:

- Compliance with relevant Safety and Statutory Regulations and Rules both in letter and in spirit
- Ensuring cleanliness of work place in compliance with the relevant regulations
- Providing work force with helmets, gloves, face masks, ear-plugs and other appropriate tools as required
- Knowledge/instructions on work procedures and safety precautions for running the plant and machinery
- Ongoing assessment on the status of safety, health and environment at the work place and take appropriate measures to improve the same

- Obligation and responsibility on every employee to perform the tasks ensuring complete safety.
- 

### Marketing Set-up




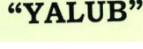


Our Company believes that the quality of the product and services are up to the mark and that's the major reason for being awarded with the orders. Our Company has a skilled team for marketing which personally indulges in formation of marketing strategies apt for the right promotion of the products manufactured by us. Our success lies in the strength of our relationship with our customers and suppliers who have been associated with our Company for a long period.

We sell our products in the domestic market as well as international market viz United Kingdom, Iran, Australia, South Africa, Singapore, Germany, UAE. Generally, we deal directly with our customers which consists of End-users or other customers through distributors. Further timely and quality delivery of the product plays in important role in creating and expanding our market size.

We believe our relationship with the clients is well established as we receive repeated orders for the products manufactured by us. To retain our customers, our team, which comprises of people with vast experience regularly interacts with them and focuses on gaining an insight into the additional needs of the customers.

### Intellectual Property

We conduct our business under the following trademarks. We have registered the following Intellectual properties with the Trade Mark Registry, Mumbai:

Particulars of the Mark	Word/Label mark	Applicant / Owner	Trademark/ Application Number	Class	Period of Validity (Valid upto)
	Device	Yasho Industries Pvt. Ltd	871688	1	17/08/2019
	Device	Yasho Industries Pvt. Ltd	2293262	1	02/03/2022
	Device	Yasho Industries Pvt. Ltd	2293263	1	02/03/2022
	Device	Yasho Industries Pvt. Ltd	2293264	1	02/03/2022
	Device	Yasho Industries Pvt. Ltd	2293265	1	02/03/2022
	Device	Yasho Industries Pvt. Ltd	2293266	1	02/03/2022

### Accreditations/ Awards / Achievements

#### Registrations

Our Company exports some of its products to European countries. As per the REACH (Registration, Evaluation, Authorization and Restriction of Chemicals) Regulation, the manufacturers and importers of substances have a general obligation to submit a registration to the European Chemicals Agency for each substance manufactured or imported in quantities of 1 tonne or more per year per company. This obligation applies to substances as such and in preparations. Thus, our Company has pre-registered certain products under REACH for marketing our products.

## Accreditations and Certifications obtained

Accreditation/ Certifications	Certificate No.	Validity period	Description
ISO 9001:2015	IND16.7469Q/U <sup>(1)</sup>	Until September 16, 2019	Assessed and certified by Bureau Veritas Certification Holding SAS- UK Branch confirming to the requirements of the management standard for manufacturing of various chemicals.
FSSC 22000	IND16.1893 U <sup>(2)</sup>	Until October 07, 2019	Assessed and certified by Bureau Veritas Certification Holding SAS- UK Branch confirming to Food Safety System Certification 22000, Certification scheme for food safety systems including ISO 22000:2005, ISO/TS 22002-1:2009 and additional FSSC 22000 requirements.
FAMIQS	IND16.3260 <sup>(3)</sup>	Until October 07, 2019	Assessed and certified by Bureau Veritas for implementing and maintaining a Feed Safety Management System including Good Manufacturing Practice (GMP) in compliance with FAMI-QS Code.
STAR-K KOSHER Certifications	24 Elul 5777	Until June 30, 2018	Certifies various products as KOSHER certified for year-round use in the various broad categories like Aroma Chemicals, Food Antioxidants, Speciality range and Lube range Chemicals. (Various products are defined in the certificate)
HALAL Certifications	04/09/0318/162/18/0118/619/1	Until December 23, 2018	Certifies various products under various range processed by us and confirms that our Company is registered with Jamiat Ulama Halal Foundation (JULF)
FSSAI	10016021002394	Until, November 16,2021	Certifies items of food products with installed capacity authorised to manufacture/re-pack/re-label
Export Inspection Agency Certification	EIA/MUM/F&AP/VCS-01- 038/A/2016-17/	Until November 02,2018	Certifies Approval to process food Antioxidants & flavoring compound for export to all countries excluding EU.

*Scope of the above accreditations and Certifications:*

<sup>(1)</sup> Research and development, manufacture, marketing, purchase and dispatch of Fine Chemicals, Aromatic Chemicals, Antioxidants, Rubber Chemicals and Speciality Chemicals. (*covers both the manufacturing units*)

<sup>(2)</sup> The Certifications covers the scope of manufacture and dispatch of various food antioxidants for food industry and essential oils and their derivatives.

<sup>(3)</sup> Unit I is certified for Placing on the market – Feed Additives: Technological Additives (Antioxidants) and Sensory Additives (Flavouring Compounds).

Additionally our Company has also received NSF Certification for Registration of YALUB 44-MBC and YALUB BODPA under NSF International Registration Guidelines for Proprietary Substances and Non-Food Compounds (2009).

## Awards and Achievements

Award	Year	Description
Excellent Supplier Award	June 2017	Annual Supplier performance evaluation for F.Y. 16-17 awarded by Kemin Industries (Zuhai) Co. Ltd. in confirmation to FAMI-QS/IS 9001-2008/GMP/GFSI/IP.
Certificate of Appreciation	January 2016	Awarded certificate of Appreciation by Indian Oil for participation in Servo Vendor Meet
Certificate- Environment Drive 2017	July 2017	Certification of participation and involvement in Environment Drive 2017 during June 05, 2017 to July 10, 2017 at Vapi, Gujarat

## Competition

We operate in chemical industry which operates in competitive environment and has a large number of organized and unorganised players. Further this industry also faces competition from domestic as well as international players. Competition emerges not only from the organized and unorganized sector but also from small and big players.

We face competition from various India based Companies like Camlin Fine Sciences Ltd , S H Kelkar and Company Limited, NOCIL etc. Additionally we also face competition at International level from various Chinese producers and others like Eastman Chemical Company (USA), BASF (Germany), R.T. Vanderbilt Holding Company, Inc. (USA) etc.

Further, there are no entry barriers in this industry, and any expansion in capacity of the existing manufacturers would further intensify competition. To counter further competition, we are proposing expansion of our business activity so as to achieve further production of the existing products and diversifying product portfolio by means of Research and Development.

## Properties

Details of our property are as follows:-

### Leave and License Property

Sr. No.	Name of the Licensor	Details of the Property	Term of the Licence	Amount of Licence Fee and Security Deposit	Purpose
1.	Sangita Sharma	Office No. 101 & 102, Peninsula Heights, C.D. Barfiwala Marg, Andheri (West), Mumbai - 400058,	March 01, 2017 to April 15, 2022.	<b>Licence Fee-</b> ₹ 5.53 lakhs per month with a 5% increase every year. <b>Security Deposit-</b> ₹ 33.15 lakhs	Registered Office

## Tenancy

Sr. No.	Name of the Licensor	Details of the Property	Agreement date	Lease Premium	Purpose
1.	G.I.D.C	Plot No.2515, Phase IV, GIDC, Vapi - 396 195, Gujarat	September 07, 1993 <sup>(1)</sup> (99 years)	₹ 4.89 lakhs	Manufacturing Unit I

2.	G.I.D.C	Plot No.2514, Phase IV, GIDC, Vapi - 396 195, Gujarat	Feb 05, 2001 <sup>(2)</sup> (99 years)	₹ 1.35 lakhs	Manufacturing Unit I
3.	G.I.D.C	Plot No 1713, Phase III, GIDC, Vapi- 396 195, Gujarat	February 01, 2008 <sup>(3)</sup> (99 years)	₹ 1.00 lakhs	Manufacturing Unit II

<sup>(1)</sup> Entered into a supplementary lease on November 26, 1997 due to change in the name of the Company from Vasu Preservatives Pvt. Ltd. to Yasho Industries Pvt. Ltd.

<sup>(2)</sup> The Company had earlier entered into an agreement dated 11.04.1994 and supplementary agreement dated 04.02.1998 for the above mentioned plot.

<sup>(3)</sup> The Company had entered into a supplementary agreement dated 07.12.2007.

### Leasehold Property

Sr. No.	Name of the Licensor	Details of the Property	Tenure of the Lease	Lease amount (₹ in lakhs)	Purpose
1.	G.I.D.C	Plot No 2505, Phase IV, GIDC, Vapi - 396 195, Gujarat	March 31, 2017 to March 31, 2020 <sup>(1)</sup>	₹ 1.73 lakhs per month with a 10% increase every year.	Manufacturing Unit I

<sup>(1)</sup> The Company had entered into a renewed agreement on 31.01.2017.

### Insurances

Our Company generally maintains insurance covering our stocks, machineries, assets and in transit products at such levels that we believe to be appropriate. We maintain insurance for burglary policy and standard fire and special perils policy, which provides insurance cover against loss or damage by fire, earthquake, terrorism etc. and also, which we believe, is in accordance with customary industry practices. We have also taken policy covering Machinery Breakdown policy in order to prevent loss of time during breakdown hours. We have also insured our Key Managerial Personnel, employees and Directors by taking appropriate policy.

The details of insurance policies obtained by the company are:

Sr. No.	Name of the Insurance Company	Type of Policy	Validity Period	Policy No.	Sum Insured (₹ in lakhs)	Premium p.a. (₹ in lakhs)
(i)	The New India Assurance Co. Ltd.	Business Interruption (Fire) Policy	11.07.2017 to 10.07.2018	11180011170500000003	22,000.00	9.77
(ii)	TATA AIG General Insurance Co. Ltd.	Commercial General Liability Schedule	14.12.2017 to 13.12.2018	0301004811	2,000.00	7.43
3.	The New India Assurance Co. Ltd.	Standard Fire & Special Perils Policy (Registered Office)	20.07.2017 to 19.07.2018	1313001100000416	150.00	0.06
4.	The New India Assurance Co. Ltd.	Standard Fire & Special Perils Policy (Unit I)	01.05.2017 To 30.04.2018	11180011170100000122	16,300.00	7.71
5.	The New India Assurance Co. Ltd.	Standard Fire & Special Perils Policy (Unit II)	01.05.2017 To 30.04.2018	11180011170100000121	9,000.00	4.71
6.	TATA AIG General Insurance Co. Ltd.	360* Protector Directors & Officers Liability Insurance	27.12.2017 to 26.12.2018	2309002405	500.00	0.95
7.	The New India	Personal Accident	04.05.2017	13130042170100000193	303.50	0.20



Sr. No.	Name of the Insurance Company	Type of Policy	Validity Period	Policy No.	Sum Insured (₹ in lakhs)	Premium p.a. (₹ in lakhs)
	Assurance Co. Ltd.	Insurance	to 03.05.2018			
8.	The New India Assurance Co. Ltd.	Personal Accident Insurance	27.03.2017 to 26.03.2018	13130042160100002267	1,142.05	0.92
9.	TATA AIG General Insurance Co. Ltd.	Marine Cargo Open Policy	16.07.2017 to 15.07.2018	083000752907	7,500.00	3.10
10.	Bajaj Allianz General Insurance Company Ltd.	Private Car Package Policy	03.11.2017 to 02.11.2018	OG-18-1901-1801-00014596	1.72	0.06
11.	Bharti Axa General Insurance Company Ltd.	Group Health Policy (India)	30.04.2017 to 29.04.2018	GHS/Q0101195/22	45.5	0.61
12.	Bharti Axa General Insurance Company Ltd.	Group Health Policy (India)	30.04.2017 to 29.04.2018	GHS/Q0101195/22	182.00	2.47

- (1) Business Interruption Fire Policy covering risk of Gross Profit, Auditors Fees, Layoff and Retrenchment Compensation for two manufacturing units located at Plot No.2514,2515, IV Phase, G.I.D.C. Vapi, Taluka.:Pardi, Dist Valsad and Plot No. 1713, Phase-III, G.I.D.C. Vapi. Taluka.: Pardi Dist.: Valsad (Nature of Business - Chemical manufacturing)
- (2) Commercial General Liability Schedule policy having worldwide coverage including USA/ Canada subject to certain liabilities as mentioned in the policy (Nature of Business – Manufacturing, distribution and exporting of chemicals)
- (3) Standard Fire & Special Perils Policy covering risk on furniture fittings and electric fitting, office equipment, A/c, Computer, Projector, EPBAX system and any other contents for our office no. 101 & 102, Peninsula Height, C D Barfiwala Marg, Juhu Lane, Andheri West, Mumbai – 400058
- (4) Standard Fire & Special Perils Policy covering risk on Building- superstructure, plinth and foundations. Further covering Plant, Machinery and accessories, furniture, fittings, fixtures and other contents, stocks and stock in process etc. situated at our Manufacturing Unit I located at Plot No.2514,2515, IV Phase, G.I.D.C. Vapi, Gujarat.
- (5) Standard Fire & Special Perils Policy covering risk on Building- superstructure, plinth and foundations. Further covering Plant, Machinery and accessories, furniture, fittings, fixtures and other contents, stocks and stock in process etc. situated at our Manufacturing Unit I located at Plot No.1713, III Phase, G.I.D.C. Vapi, Gujarat.
- (6) Directors & Officers Liability Insurance covering risk of life for Directors and Officers even considering non-executive Directors which is valid worldwide.
- (7) Personal Accident Insurance covering benefits for the employees of our Company based on the names mentioned in the policy based on the risk group.
- (8) Personal Accident Insurance covering benefits for the employees of our Company based on the names mentioned in the policy based on the risk group.
- (9) Marine Cargo Open Policy covering all risks and wars and strike subject to certain clauses as mentioned in the Policy. There are certain warranties and conditions mentioned in the policy. This policy covers conveyance by rail &/or by road &/or by air &/or by sea &/or by post &/or by courier with a condition on sending limit.
- (10) Private Car Package Policy in relation to Maruti Swift with registration number as MH02BG6484 bearing chassis number 364388 and engine number 454127 considering geographical area within India.
- (11) Group Health Policy i.e. Staff mediclaim policy for the employees employed at manufacturing Unit I of our company considering plan for self and spouse for the names of the employees as mentioned in the Policy.
- (12) Group Health Policy i.e. Staff mediclaim policy for the employees employed at our company considering plan for self and spouse as per the names mentioned in the Policy.

## KEY INDUSTRY REGULATIONS AND POLICIES

*In carrying on our business as described in the section titled “Our Business” on page no. 92 of this Prospectus, our Company is regulated by the following legislations in India. The following description is a summary of the relevant regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to our business. The information detailed in this Chapter has been obtained from the various legislations, including rules and regulations promulgated by the regulatory bodies and the bye laws of the respective local authorities that are available in the public domain. The regulations and policies set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional legal advice. For details of Government Approvals obtained by the Company in compliance with these regulations, kindly refer to the Chapter titled “Government and Other Key Approvals” beginning on page no. 197 of this Prospectus.*

### A. INDUSTRY-SPECIFIC REGULATIONS

#### **The Food Safety and Standards Act, 2006 (“FSSA”)**

The FSSA was enacted on August 23, 2006 with a view to consolidating the laws relating to food and to establish the Food Safety and Standards Authority of India (“Food Authority”), for laying down science based standards for articles of food and to regulate their manufacture, storage, distribution, sale and import, to ensure availability of safe and wholesome food for human consumption. The Food Authority is required to provide scientific advice and technical support to the Government of India and the state governments in framing the policy and rules relating to food safety and nutrition. The FSSA also sets out requirements for licensing and registration of food businesses, general principles of food safety, and responsibilities of the food business operator and liability of manufacturers and sellers, and adjudication by ‘Food Safety Appellate Tribunal’. In exercise of powers under the FSSA, the Food Authority has framed the Food Safety and Standards Rules, 2011 (“FSSR”) which have been operative since August 5, 2011. The FSSR provides the procedure for registration and licensing process for food business and lays down detailed standards for various food products. The FSSR also sets out the enforcement structure of ‘commissioner of food safety’, ‘food safety officer’ and ‘food analyst’ and procedures of taking extracts, seizure, sampling and analysis. The FSSA provides for the Food Authority to be aided by several scientific panels and a central advisory committee to lay down standards for food safety. The standards will include specifications for ingredients, limit of quantities of contaminants, tolerance limits of pesticide drugs residue, biological hazards and labels. The Food Authority has also framed the following food safety and standards regulations in relation to various food products and additives:

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

#### **Bureau of Indian Standards Act, 1986**

The Bureau of Indian Standards (BIS) is the national Standards Body of India working under the aegis of Ministry of Consumer Affairs, Food & Public Distribution, Government of India. It is established by the Bureau of Indian Standards Act, 1986 which came into effect on 23rd December 1986. The organisation was formerly the Indian Standards Institution (ISI), set up under the Resolution of the then Department of Industries and Supplies No. 1 Std.(4)/45, dated 3 September 1946. The ISI was registered under the Societies Registration Act, 1860. Testing and calibration performed using standard methods, non-standard methods, and laboratory-developed methods. Make sure your products and services meet customers' needs with this family of standards.

### **The Indian Boilers Act, 1923 (“Boiler Act”)**

Under the provisions of the Boilers Act, an owner of a boiler is required to get the boiler registered and certified for its use. The Boilers Act also provide for penalties for illegal use of boilers.

### **Petroleum and Explosives Safety Organisation (PESO), 1934**

Petroleum And Explosives Safety Organisation (PESO) is the department formed by Government of India to control and administer the usage of explosives, petrol stations in India. The agency issues licenses for Operation of Petrol Stations under Form XIV, Licenses to operate Petroleum Product Transportation vehicles, Licenses for Refineries, Petrochemical Complexes, etc. The Department is headed by Chief Controller of Explosives and is headquartered at Nagpur in the State of Maharashtra in India. The agency has framed various rules like Petroleum Rules 2002 for the safe operation of petrol stations, Explosive Rulgsodugisddes 1983, Gas Cylinder Rules 2002( applicable to all states), and Stative& Mobile Pressure Vessels (Unfired) 1981 for LPG Vessels. It functions under Department Of Industrial Policy and Promotion (DIPP).

### **Electricity Act, 2003**

The Electricity Act, 2003 is an Act of the Parliament of India enacted to transform the power sector in India. The act covers major issues involving generation, distribution, transmission and trading in power. The Act delicens power generation completely (except for all nuclear and hydro-power projects over a certain size) As per the Act, 10 per cent of the power supplied by suppliers and distributors to the consumers has to be generated using renewable and non-conventional sources of energy so that the energy is reliable. Electricity generation has been made a non-licensed activity and the techno-economic clearance from the Central Electricity Authority (CEA) has been done away with for any power plant, except for hydro-electric power stations above a certain amount of capital investment.

### **The Factories Act, 1948**

The Factories Act, 1948 (“the Factories Act”) seeks to regulate labour employed in factories and makes provisions for safety, health and welfare of the workers. The Factories Act defines a ‘factory’ to cover any premises, which employs ten or more workers and in which manufacturing processes are carried on with the aid of power, and to cover any premises, where there are at least 20 (twenty) workers who may or may not be engaged in an electrically aided manufacturing process. Each State Government has set out rules in respect of the prior submission of plans and its approval for the establishment of factories and registration and licensing of factories. The Factories Act also provides for the mechanisms for safety of certain equipment used in factories, procedures for periodic examination of equipment such as pressure vessels and lifting tackles, regulation of working conditions within the factories and includes specific provisions applicable to women and children employed in factories.

### **Legal Metrology Act, 2009 (“L.M. Act”)**

The Legal Metrology Act, 2009 governs the standards/units/denominations used for weights and measures as well as for goods which are sold or distributed by weight, measure or number. It also states that any transaction/contract relating to goods/class of goods shall be as per the weight/measurement/numbers prescribed by the L.M. Act. Moreover, the L.M. Act prohibits any person from quoting any price, issuing a price list, cash memo or other document, in relation to goods or things, otherwise than in accordance with the provisions of the L.M. Act. The specifications with respect to the exact denomination of the weight of goods to be considered in transactions are contained in the Rules made by each State. The Act also provides for Legal Metrology (General) Rules, 2011, which may be followed for due compliance, if the respective State does not provide for Rules in this regard.

### **The Micro, Small and Medium Enterprises Development Act, 2006 and Industries (Development and Regulation) Act, 1951**

The Micro, Small and Medium Enterprises Development Act, 2006 and Industries (Development and Regulation) Act, 1951 (“MSMED Act”) inter-alia seeks to provide for facilitating the promotion and development and

enhancing the competitiveness of micro, small and medium enterprises. The MSMED Act inter-alia empowers the Central Government to classify by notification, any class of enterprises including inter-alia, a company, a partnership, firm or undertaking by whatever name called, engaged in the manufacture or production of goods pertaining to any industry specified in the First Schedule to the Industries (Development and Regulation) Act, 1951 as: (i) a micro enterprise, where the investment in plant and machinery does not exceed Rs. 25,00,000/- (Rupees Twenty Five Lakhs Only); (ii) a small enterprise, where the investment in plant and machinery is more than Rs. 25,00,000/- (Rupees Twenty Five Lakh Only) but does not exceed Rs. 5,00,00,000/- (Rupees Five Crores Only); or (iii) a medium enterprise, where the investment in plant and machinery is more than Rs. 5,00,00,000/- (Rupees Five Crores Only) but does not exceed Rs. 10,00,00,000/- (Rupees Ten Crores Only). In case of enterprises engaged in providing or rendering of services, the enterprise may be classified as: (i) a micro enterprise, where the investment in equipment does not exceed Rs. 10,00,000/- (Rupees Ten Lakhs Only); (ii) a small enterprise, where the investment in equipment is more than Rs. 10,00,000/- (Rupees Ten Lakhs Only) but does not exceed Rs. 2,00,00,000/- (Rupees Two Crores Only); or (iii) a medium enterprise, where the investment in equipment is more than Rs. 2,00,00,000/- (Rupees Two Crores Only) but does not exceed Rs. 5,00,00,000/- (Rupees Five Crores Only). The MSMED Act also inter-alia stipulates that any person who intends to establish, a micro or small enterprise or a medium enterprise engaged in rendering of services, may at his discretion and a medium enterprise engaged in the manufacture or production of goods as specified hereinabove, file a memorandum of micro, small or medium enterprise, as the case may be, with the prescribed authority.

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

The Company has its corporate office situated at 107, SahakarBhavan, 340/348, NarshiNatha Street, Masjid, Mumbai- 400009, Maharashtra, India. Accordingly, the provisions of the Maharashtra Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2017 are applicable to the Company. The provisions of the Maharashtra Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2017 regulate the conditions of work and employment in shops and commercial establishments and generally prescribe obligations in respect of inter alia registration, opening and closing hours, daily and weekly working hours, holidays, leave, health and safety measures, and wages for overtime work.

#### **Gujarat Fire Prevention and Life Safety Measures Act, 2013**

Gujarat Fire Prevention and Life Safety Measures Act, 2013 is expedient to make more effective provisions for the fire prevention and life safety measures in various types of buildings in different areas in the State of Gujarat, for imposition of fee, constitution of a special fund. The Director or the Chief Fire Officer or the nominated officer may, after giving three hours' notice to the occupier, or if there is no occupier, to the owner of any place or building or part thereof, enter and inspect such place or building or part thereof at any time between sunrise and sunset where such inspection appears necessary for ascertaining the adequacy or contravention of fire prevention and life safety measures. If the Director or the Chief Fire Officer is satisfied that due to inadequacy of fire prevention and life safety measures the condition of any place or building or part thereof is in imminent danger to person or property, then notwithstanding anything contained in this Act, or any other law for the time being in force, he shall, by order in writing, require the persons in possession or in occupation of such place or building or part thereof to remove themselves forthwith from such place or building or part thereof.

### **B. LABOUR LAWS**

#### **Payment of Gratuity Act, 1972**

The Payment of Gratuity Act, 1972 provides for payment of gratuity to employees employed in factories, shops and other establishments who have put in a continuous service of 5 (five) years, in the event of their superannuation, retirement, resignation, death or disablement due to accidents or diseases. The rule of 'five year continuous service' is however relaxed in case of death or disablement of an employee. Gratuity is calculated at the rate of 15 (fifteen) days' wages for every completed year of service with the employer. Presently, an employer is obliged for a maximum gratuity payout of ₹ 10,00,000/- for an employee.

### **The Minimum Wages Act, 1948**

The Minimum Wages Act, 1948 (“MWA Act”) was enacted to establish minimum wages for certain categories of employees. Under this Act, the Central and the State Governments stipulate the scheduled industries and establishments and fix minimum wages.

### **Payment of Bonus Act, 1965**

Pursuant to the Payment of Bonus Act, 1965, as amended, an employee in a factory or in any establishment where 20 (twenty) or more persons are employed on any day during an accounting year, who has worked for at least 30 (thirty) working days in a year, is eligible to be paid a bonus. Contravention of the provisions of the Payment of Bonus Act, 1965 by a company is punishable with imprisonment upto six months or a fine up to ₹ 1,000/- or both.

### **The Maternity Benefit Act, 1961**

The purpose of the Maternity Benefit Act, 1961 is to regulate the employment of pregnant women in certain establishments for certain periods and to ensure that they get paid leave for a specified period before and after childbirth, or miscarriage or medical termination of pregnancy. It inter alia provides for payment of maternity benefits, medical bonus and prohibits the dismissal of and reduction of wages paid to pregnant women.

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

The Payment of Wages Act, 1936 (“PWA”) is applicable to the payment of wages to persons in factories and other establishments. PWA ensures that wages that are payable to the employee are disbursed by the employer within the prescribed time limit and no deductions other than those prescribed by the law are made by the employer.

### **Equal Remuneration Act, 1979**

Equal Remuneration Act, 1979 provides for payment of equal remuneration to men and women workers and for prevention discrimination, on the ground of sex, against female employees in the matters of employment and for matters connected therewith.

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

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“**SHWW Act**”) provides for the protection of women at work place and prevention of sexual harassment at work place. The SHWW Act also provides for a redressal mechanism to manage complaints in this regard. Sexual harassment includes one or more of the following acts or behaviour namely, physical contact and advances or a demand or request for sexual favours or making sexually coloured remarks, showing pornography or any other unwelcome physical, verbal or non-verbal conduct of sexual nature. The SHWW Act makes it mandatory for every employer of a workplace to constitute an Internal Complaints Committee which shall always be presided upon by a woman. It also provides for the manner and time period within which a complaint shall be made to the Internal Complaints Committee i.e. a written complaint is to be made within a period of 3 (three) months from the date of the last incident. If the establishment has less than 10 (ten) employees, then the complaints from employees of such establishments as also complaints made against the employer himself shall be received by the Local Complaints Committee. The penalty for non-compliance with any provision of the SHWW Act shall be punishable with a fine extending to ₹ 50,000/-.

### **Child Labour (Prohibition and Regulation) Act, 1986**

The Child Labour (Prohibition and Regulation) Act, 1986 (the “CLPR Act”) seeks to prohibit the engagement of children in certain employments and to regulate the conditions of work of children in certain other employments. It also prescribes hours and periods of work, holidays, the requirement of keeping a register, etc for the establishments falling under this act. A shop or a commercial establishment is included under the definition of an “establishment” according to Section 2(iv).



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

The Contract Labour (Regulation and Abolition) Act, 1970 ("CLRA") is an act to regulate the employment of contract labour in certain establishments and to provide for its abolition in certain circumstances. The CLRA applies to every establishment in which 20 (twenty) or more workmen are employed or were employed on any day of the preceding 12 (twelve) months as contract labour. It also applies to every contractor who employs or who employed on any day of the preceding 12 (twelve) months, 20 (twenty) or more workmen provided that the appropriate Government may after giving not less than 2 (two) months' notice, by notification in the Official Gazette, apply the provisions of the CLRA to any establishment or contractor. Further, it contains provisions regarding Central and State Advisory Board under the CLRA, registration of establishments, and prohibition of employment of contract labour in any process, operation or other work in any establishment by the notification from the State Board, licensing of contractors and welfare and health of the contract labour. The Contract Labour (Regulation and Abolition) Central Rules, 1971 are formulated to carry out the purpose of the CLRA.

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

Industrial Dispute Act, 1947 and the Rules made thereunder provide for the investigation and settlement of industrial disputes. The Industrial Disputes Act, 1947 ("IDA") was enacted to make provision for investigation and settlement of industrial disputes and for other purposes specified therein. Workmen under the IDA have been provided with several benefits and are protected under various labour legislations, whilst those persons who have been classified as managerial employees and earning salary beyond a prescribed amount may not generally be afforded statutory benefits or protection, except in certain cases. Employees may also be subject to the terms of their employment contracts with their employer, which contracts are regulated by the provisions of the Indian Contract Act, 1872. The IDA also sets out certain requirements in relation to the termination of the services of the workman. The IDA includes detailed procedure prescribed for resolution of disputes with labour, removal and certain financial obligations up on retrenchment. The Industrial Dispute (Central) Rules, 1957 specify procedural guidelines for lock-outs, closures, lay-offs and retrenchment.

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

The Employees State Insurance Act, 1948 ("ESI Act") provides for certain benefits to employees in case of sickness, maternity and employment injury. All employees in establishments covered by the ESI Act are required to be insured, with an obligation imposed on the employer to make certain contributions in relation thereto. Employers of factories and establishments covered under the ESI Act are required to pay contributions to the Employees State Insurance Corporation, in respect of each employee at the rate prescribed by the Central Government. Companies which are controlled by the Government are exempt from this requirement if employees receive benefits similar or superior to the benefits prescribed under the ESI Act. In addition, the employer is also required to register itself under the ESI Act and maintain prescribed records and registers.

### **The Employees' Provident Fund and Miscellaneous Provisions Act, 1952**

The Employees Provident Funds and Miscellaneous Provisions Act, 1952 ("EPF Act") was introduced with the object to institute compulsory provident fund for the benefit of employees in factories and other establishments. The EPF Act provides for the institution of provident funds and pension funds for employees in establishments where more than 20 (twenty) persons are employed and factories specified in Schedule I of the EPF Act. Under the EPF Act, the Central Government has framed the "Employees Provident Fund Scheme", "Employees Deposit-linked Insurance Scheme" and the "Employees Family Pension Scheme". Liability is imposed on the employer and the employee to contribute to the funds mentioned above, in the manner specified in the statute. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities. The EPF Act also prescribes penalties for avoiding payments required to be made under the abovementioned schemes.

## C. INTELLECTUAL PROPERTY RIGHTS REGULATIONS

### **The Trademarks Act, 1999**

Under the Trademarks Act, 1999 (“**Trademarks Act**”), a trademark is a mark capable of being represented graphically and which is capable of distinguishing the goods or services of one person from those of others used in relation to goods and services to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. A ‘mark’ may consist of a device, brand, heading, label, ticket, name signature, word, letter, numeral, shape of goods, packaging or combination of colours or any combination thereof. Section 18 of the Trademarks Act requires that any person claiming to be the proprietor of a trade mark used or proposed to be used by him, must apply for registration in writing to the registrar of trademarks. The trademark, once applied for and which is accepted by the Registrar of Trademarks (“**the Registrar**”), is to be advertised in the trademarks journal by the Registrar. Oppositions, if any, are invited and, after satisfactory adjudications of the same, a certificate of registration is issued by the Registrar. The right to use the mark can be exercised either by the registered proprietor or a registered user. The present term of registration of a trademark is 10 (ten) years, which may be renewed for similar periods on payment of a prescribed renewal fee.

### **Patents Act, 1970**

The Patents Act, 1970 (“**Patents Act**”) governs the patent regime in India and recognises process patents as well as product patents. The form and manner of application for patents is set out under Chapter III and Chapter VIII deals with the grant of patents. Patents obtained in India are valid for a period of 20 years from the date of filing the application. The Patents Act also provides for grant of compulsory license on patents after expiry of three years of its grant in certain circumstances such as reasonable requirements of the public, non-availability of patented invention to public at affordable price or failure to work the patented invention.

## D. ENVIRONMENTAL REGULATIONS

Our Company is also required to obtain clearances under the Environment (Protection) Act, 1986, and other environmental laws such as the Water (Prevention and Control of Pollution) Act, 1974, the Water (Prevention and Control of Pollution) Cess Act, 1977 and the Air (Prevention and Control of Pollution) Act, 1981, before commencing its operations. To obtain an environmental clearance, a no-objection certificate from the concerned state pollution control board must first be obtained, which is granted after a notified public hearing, submission and approval of an environmental impact assessment (“**EIA**”) report and an environment management plan (“**EMP**”).

Our Company must also comply at all times with the provisions of The Hazardous Waste (Management and Handling) Rules, 1989, as amended, and as superseded by the Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008, and the Manufacture, Storage and Import of Hazardous Chemicals Rules, 1989.

### **Environment Protection Act, 1986 and Environment (Protection) Rules, 1986**

The Environmental Protection Act, 1986 is an "umbrella" legislation designed to provide a framework for co-ordination of the activities of various central and state authorities established under various laws. The potential scope of the Act is broad, with "environment" defined to include water, air and land and the interrelationships which exist among water, air and land, and human beings and other living creatures, plants, micro-organisms and property.

### **Air Prevention and Control of Pollution Act, 1981 ("Air Act")**

The Air Act aims to prevent, control and abate air pollution, and stipulates that no person shall, without prior consent of the relevant state pollution control board, establish or operate any industrial plant which emits air pollutants in an air pollution control area. The central pollution control board and state pollution control boards constituted under the Water Act perform similar functions under the Air Act as well. Not all provisions of the Air Act apply automatically to all parts of India, and the state pollution control board must notify an area as an "air pollution control area" before the restrictions under the Air Act apply.



### **Water Prevention and Control of Pollution Act, 1974 ("Water Act")**

The Water Act aims to prevent and control water pollution and to maintain or restore water purity. The Water Act provides for one central pollution control board, as well as various state pollution control boards, to be formed to implement its provisions. Under the Water Act, any person intending to establish any industry, operation or process or any treatment and disposal system likely to discharge sewage or other pollution into a water body, is required to obtain the prior consent of the relevant state pollution control board.

Additionally, the Water (Prevention and Control of Pollution) Cess Act, 1977 ("**Water Cess Act**") requires a person carrying on any operation or process, or treatment and disposal system, which consumes water or gives rise to sewage effluent or trade effluent, other than a hydel power unit, to pay a cess in this regard. The cess to be paid is to be calculated on the basis of the amount of water consumed by such industry and the industrial purpose for which the water is consumed, as per the rates specified under the Water Cess Act.

### **Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2016 ("Hazardous Waste Rules")**

The Hazardous Waste Rules regulate the management, treatment, storage and disposal of hazardous waste by imposing an obligation on every occupier and operator of a facility generating hazardous waste to dispose of such waste without harming the environment. Every occupier and operator of a facility generating hazardous waste must obtain approval from the relevant state pollution control board. The occupier is liable for damages caused to the environment resulting from the improper handling and disposal of hazardous waste and must pay any financial penalty that may be levied by the respective state pollution control board.

## **E. TAX RELATED LEGISLATIONS**

### **Income-tax Act, 1961**

The Income-tax Act, 1961 ("**IT Act**") is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of the IT Act or Rules made thereunder depending upon its "Residential Status" and "Type of Income" involved. The IT Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every Company assessable to income tax under the IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like. Every such Company is also required to file its returns by September 30 of each assessment year.

### **Professional Tax**

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

Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975 and Gujarat Panchayats, Municipalities, Municipal Corporations and State Tax on Professions, Trades, Callings and Employments Act, 1976 are applicable to the Company.

## **Central Goods and Services Tax Act, 2017**

The Central Goods and Services Tax Act, 2017 (“**CGST Act**”) regulates the levy and collection of tax on the intra-State supply of goods and services by the Central Government or State Governments. The CGST Act amalgamates a large number of Central and State taxes into a single tax. The CGST Act mandates every supplier providing the goods or services to be registered within the State or Union Territory it falls under, within 30 days from the day on which he becomes liable for such registration. Such registrations can be amended, as well as cancelled by the proper office on receipt of application by the registered person or his legal heirs. There would be four tax rates namely 5%, 12%, 18% and 28%. The rates of GST applied are subject to variations based on the goods or services.

Under GST, SGST is a tax levied on Intra State supplies of both goods and services by the State Government and will be governed by the SGST Act. CGST will also be levied on the same Intra State supply but will be governed by the Central Government. The Maharashtra Goods and Services Tax Act, 2017 and Gujarat Goods and Services Tax Act, 2017 are applicable to the company.

## **Integrated Goods and Services Tax Act, 2017**

Integrated Goods and Services Tax Act, 2017 (“**IGST Act**”) is a Central Act enacted to levy tax on the supply of any goods and/ or services in the course of inter-State trade or commerce. IGST is levied and collected by Centre on interstate supplies. The IGST Act sets out the rules for determination of the place of supply of goods. Where the supply involves movement of goods, the place of supply shall be the location of goods at the time at which the movement of goods terminates for delivery to the recipient. The IGST Act also provides for determination of place of supply of service where both supplier and recipient are located in India or where supplier or recipient is located outside India. The provisions relating to assessment, audit, valuation, time of supply, invoice, accounts, records, adjudication, appeal etc. given under the CGST Act are applicable to IGST Act.

## **F. OTHER REGULATIONS**

### **Transfer of Property Act, 1882**

The transfer of property, including immovable property, between living persons, as opposed to the transfer property by operation of law, is governed by the Transfer of Property Act, 1882 (“**T.P. Act.**”). The T.P. Act establishes the general principles relating to the transfer of property, including among other things, identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property. Transfer of property is subject to stamping and registration under the specific statutes enacted for the purposes which have been dealt with hereinafter.

The T.P. Act recognizes, among others, the following forms in which an interest in an immovable property may be transferred:

- **Sale:** The transfer of ownership in property for a price, paid or promised to be paid.
- **Mortgage:** The transfer of an interest in property for the purpose of securing the payment of a loan, existing or future debt, or performance of an engagement which gives rise to a pecuniary liability. The T.P. Act recognises several forms of mortgages over a property.
- **Charges:** Transactions including the creation of security over property for payment of money to another which are not classifiable as a mortgage. Charges can be created either by operation of law, e.g. decree of the court attaching to specified immovable property, or by an act of the parties.
- **Leases:** The transfer of a right to enjoy property for consideration paid or rendered periodically or on specified occasions.
- **Leave and License:** The transfer of a right to do something upon immovable property without creating interest in the property.

Further, it may be noted that with regards to the transfer of any interest in a property, the transferor transfers such interest, including any incidents, in the property which he is capable of passing and under the law, he cannot transfer a better title than he himself possesses.

### **The Registration Act, 1908**

The Registration Act, 1908 (“**Registration Act**”) was passed to consolidate the enactments relating to the registration of documents. The main purpose for which the Registration Act was designed was to ensure information about all deals concerning land so that correct land records could be maintained. The Registration Act is used for proper recording of transactions relating to other immovable property also. The Registration Act provides for registration of other documents also, which can give these documents more authenticity. Registering authorities have been provided in all the districts for this purpose.

### **The Indian Stamp Act, 1899**

Stamp duty in relation to certain specified categories of instruments as specified under Entry 91 of the list, is governed by the provisions of the Indian Stamp Act, 1899 (“**Stamp Act**”) which is enacted by the Central Government. All other instruments are required to be stamped, as per the rates prescribed by the respective State Governments. Stamp duty is required to be paid on all the documents that are registered and as stated above the percentage of stamp duty payable varies from one state to another. Certain states in India have enacted their own legislation in relation to stamp duty while the other states have adopted and amended the Stamp Act, as per the rates applicable in the state. On such instruments stamp duty is payable at the rates specified in Schedule I of the Stamp Act.

Instruments chargeable to duty under the Stamp Act which are not duly stamped are incapable of being admitted in court as evidence of the transaction contained therein. The Stamp Act also provides for impounding of instruments which are not sufficiently stamped or not stamped at all. Unstamped and deficiently stamped instruments can be impounded by the authority and validated by payment of penalty. The amount of penalty payable on such instruments may vary from state to state. The Maharashtra Stamp Act, 1958 is applicable to the Company.

### **The Indian Contract Act, 1872**

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

### **The Specific Relief Act, 1963**

The Specific Relief Act, 1963 (“**Specific Relief Act**”) is complimentary to the provisions of the Contract Act and the Transfer of Property Act, as the Act applies both to movable property and immovable property. The Specific Relief Act applies in cases where the Court can order specific performance of a contract. Specific relief can be granted only for purpose of enforcing individual civil rights and not for the mere purpose of enforcing a civil law. ‘Specific performance’ means Court will order the party to perform his part of agreement, instead of imposing on him any monetary liability to pay damages to other party.

### **Consumer Protection Act, 1986**

The Consumer Protection Act, 1986 seeks to provide better protection of interests of the consumers and for that purpose to make provision for establishment of consumer councils and other authorities for the settlement of consumer’s disputes and for matters connected therewith. It seeks to promote and protect the rights of consumers.

To provide steady and simple redressal to consumers' disputes, a quasi-judicial machinery is sought to be set up at the district, state and central levels. The quasi-judicial bodies will observe the principles of natural justices and have been empowered to give relieves of a specific nature and to award wherever appropriate compensation to consumers. Penalties for non-compliance of the orders given by the quasi-judicial bodies have also been provided.

### **Competition Act, 2002**

The Competition Act, 2002 ("**Competition Act**") aims to prevent anti-competitive practices that cause or are likely to cause an appreciable adverse effect on competition in the relevant market in India. The Competition Act regulates anti-competitive agreements, abuse of dominant position and combinations. The Competition Commission of India ("**Competition Commission**") which became operational from May 20, 2009 has been established under the Competition Act to deal with inquiries relating to anti-competitive agreements and abuse of dominant position and regulate combinations. The Competition Act also provides that the Competition Commission has the jurisdiction to inquire into and pass orders in relation to an anti-competitive agreement, abuse of dominant position or a combination, which even though entered into, arising or taking place outside India or signed between one or more non-Indian parties, but causes an appreciable adverse effect in the relevant market in India.

### **Foreign Trade (Development and Regulation) Act, 1992 ("FTA")**

In India, the main legislation concerning foreign trade is FTA. The FTA read along with relevant rules provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India and for matters connected therewith or incidental thereto. As per the provisions of the Act, the Government:- (i) may make provisions for facilitating and controlling foreign trade; (ii) may prohibit, restrict and regulate exports and imports, in all or specified cases as well as subject them to exemptions; (iii) is authorised to formulate and announce an export and import policy and also amend the same from time to time, by notification in the Official Gazette; (iv) is also authorised to appoint a 'Director General of Foreign Trade' for the purpose of the Act, including formulation and implementation of the Export-Import ("EXIM") Policy. FTA read with the Indian Foreign Trade Policy provides that no export or import can be made by a company without an Importer-Exporter Code number unless such company is specifically exempt. An application for an Importer-Exporter Code number has to be made to the office of the Joint Director General of Foreign Trade, Ministry of Commerce.

### **Importer Exporter Code**

Every entity in India engaged in any activity involving import/export is required to obtain an Importer Exporter Code ("**IEC**") unless specifically exempted from doing so. The IEC shall be valid until it is cancelled by the issuing authority.

### **The Companies Act, 2013**

The Companies Act, 2013 ("CA 2013") has been introduced to replace the existing Companies Act, 1956 in a phased manner. The Act primarily regulates the formation, financing, functioning and winding up of companies. The CA 2013 prescribes regulatory mechanism regarding all relevant aspects, including organizational, financial and managerial aspects of the company. It plays a fundamental role in protecting the investors and the shareholders and balances it with different aspects of company autonomy. The Ministry of Corporate Affairs has also issued Rules complementary to the Act, establishing the procedure to be followed by the companies in order to comply with the substantive provisions of the CA 2013.

In addition to the above, our Company is also required to comply with the provisions of other applicable statutes imposed by the Centre or the State for its day-to-day operations. Our Company is also amenable to various central and state labour laws and tax laws.

## **G. REGULATIONS RELATING TO FOREIGN INVESTMENT**

Foreign investment in companies in the pharmaceutical sector is governed by the provisions of the Foreign Exchange Management Act, 1999 ("**FEMA**") read with the applicable regulations. The Department of Industrial

Policy and Promotion (“**DIPP**”), Ministry of Commerce and Industry has issued the Consolidated FDI Policy which consolidates the policy framework on Foreign Direct Investment (“**FDI Policy**”), with effect from August 28, 2017. The FDI Policy consolidates and subsumes all the press notes, press releases, and clarifications on FDI issued by DIPP till August 27, 2017. All the press notes, press releases, clarifications on FDI issued by DIPP till August 27, 2017 stand rescinded as on August 28, 2017.

In terms of the FDI Policy, Foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the Government route, depending upon the sector in which foreign investment is sought to be made. In terms of the FDI Policy, the work of granting government approval for foreign investment under the FDI Policy and FEMA Regulations has now been entrusted to the concerned Administrative Ministries/Departments.

FDI for the items or activities that cannot be brought in under the automatic route may be brought in through the approval route. Where FDI is allowed on an automatic basis without the approval of the Government, the RBI would continue to be the primary agency for the purposes of monitoring and regulating foreign investment. In cases where Government approval is obtained, no approval of the RBI is required except with respect to fixing the issuance price, although a declaration in the prescribed form, detailing the foreign investment, must be filed with the RBI once the foreign investment is made in the Indian company.

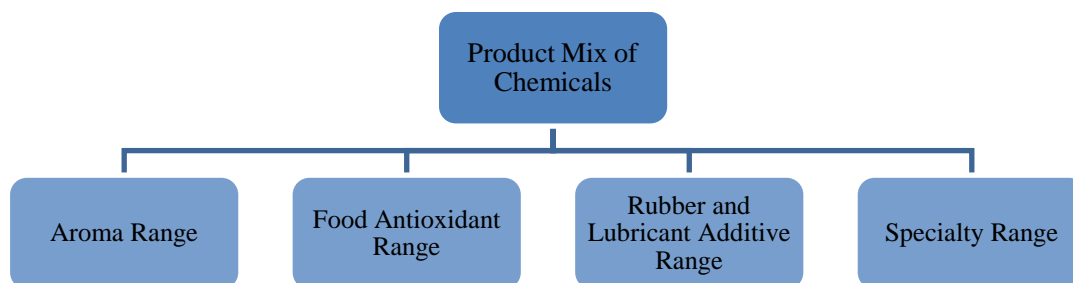
The RBI, in exercise of its power under the FEMA, has also notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017 to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India. The FDI Policy issued by the DIPP does not prescribe any cap on the foreign investments in the sector in which the Company operates. Therefore, foreign investment up to 100% is permitted in the Company under the automatic route. No approvals of the FIPB or the RBI are required for such allotment of equity Shares under this Issue. The Company will be required to make certain filings with the RBI after the completion of the Issue.

## HISTORY AND CERTAIN CORPORATE MATTERS

Our Company was incorporated as Vasu Preservatives Private Limited on October 30, 1985 under the Companies Act, 1956 with the Registrar of Companies, Mumbai bearing Registration No. 37900. The name of our Company was changed to Yasho Industries Private Limited and a fresh Certificate of Incorporation consequent to the change of name was granted to our Company on May 17, 1996, by the Registrar of Companies, Mumbai. The status of our Company was changed to a public limited company and the name of our Company was further changed to Yasho Industries Limited by a special resolution passed on February 12, 2018. A fresh certificate of incorporation consequent to the change of name was granted to our Company on February 19, 2018, by the Registrar of Companies, Mumbai.

The Corporate Identity Number of our Company is U74110MH1985PLC037900.

Our Company is engaged in manufacturing of varied re-engineered chemicals over 2 (two) decades.



**Aroma Range Chemicals** - We manufacture various chemicals like fatty esters and Natural Essential/ aroma oils which caters to gamut of Personal Care, Cosmetics & Toiletries, Flavors & Fragrances and Pharmaceutical segments.

**Food Antioxidant Range Chemicals** - Our Company manufactures TBHQ (Tertiary-butyl hydroquinone), BHA (Butylated Hydroxy Anisole), AP (Ascorbyl Palmitate) and various complementary antioxidants which are used in various food products.

**Lube Range and Rubber Range Chemicals** - Our Company manufactures additives which include Aminic Antioxidants, Molybdenum based Extreme Pressure & Anti Wear Additives and Corrosion inhibitors and chemicals like Benzotriazole and Tolytrazole which are required by the Petroleum and Synthetic Lubricants industry. Our Company also caters to leading processors of rubber in the Auto Ancillary, Tyre Industry, Construction, Industrial Machinery and White Goods sector.

**Speciality Range Chemicals** - Our Company manufactures various Specialty Chemicals used in different segment of industry such as Electroplating chemicals, Intermediates for API/Bulk Drugs, UPR Resins/ Fibre Composites Resins, Thermoplastics Urethanes (Polyurethanes), Printing Inks & Agrochemicals etc.

We market, sell and distribute our wide range of products to our diverse customers based in India and abroad. Over the years we have established our sales network both in domestic and international markets. Our products are exported to various countries i.e. USA, South America, Europe, Iran, Australia, South Africa, Singapore, Germany, Asia. etc. The following diagram depicts the breakup of revenue, percentage-wise for six months period ending September 30, 2017 on the basis of Domestic Sales and Export Sales.

Revenue Model on the basis of Domestic and Export Sales	
Domestic Sales (46.95%)	Export Sales (53.05%)



We are focused on consistently upgrading the technology used in our products as well as the processes used in manufacturing varied products through our research and development (“R&D”) efforts. We have a dedicated R&D centre located at our manufacturing facilities. Our state-of-the-art laboratory uses modern quality control methods and sophisticated instrumentation such as AAS (Atomic Absorption Spectrophotometer), Digital Polarimeter, DSC (Differential Scanning Calorimetry), FTIR (Fourier-Transform Infrared Spectroscopy), GC (Gas Chromatography), HPLC (High-performance liquid chromatography), Refractometer UV Spectrophotometer. R&D centre is equipped with various equipments as required for processing of the chemicals.

Our Company has 2 manufacturing units located close to each other at Vapi, Gujarat. We are certified by ISO 9001:2015, which is assessed and certified by Bureau Veritas Certification Holding SAS- UK Branch which confirms to the requirements of the management standard for manufacturing of various chemicals. Our Company has pre-registered certain products under REACH (Registration, Evaluation, Authorization and Restriction of Chemicals) Regulation, wherein the manufacturers and importers of substances have a general obligation to submit a registration to the European Chemicals Agency for each substance manufactured or imported in quantities of 1 tonne or more per year per company. Our Company exports some of its products to European countries and hence we have pre-registered certain products under REACH Regulation. We have received various certifications confirming our products to be in line with National and International Standards i.e. HALAL Certifications, STAR KOSHER Certifications, NSF Certifications, FAMIQS Certification, FSSC Certification. For further details regarding the mentioned certifications, please refer to “Our Business –Accreditations/ Awards/ Achievements” beginning on page no. 92 of this Prospectus.

For further details regarding our business operations, please see the chapter titled “*Our Business*” beginning on page no. 92 of this Prospectus.

Our Company has Fifteen (15) shareholders, as on the date of this Prospectus.

## MAJOR EVENTS

Financial Year	Milestones
1985	Incorporated under Companies Act, 1956 as Vasu Preservatives Private Limited.
1993	Commenced exclusive operations for aromatic chemicals and specialty chemicals.
1996	Change of Name from Vasu Preservatives Pvt. Ltd. to Yasho Industries Pvt. Ltd.
1996	Registered with CHEMEXCIL as Small Scale Manufacture cum Merchant Exporter for basic inorganic and organic chemicals including agro chemicals.
2000	Commenced manufacturing of various Rubber Chemicals developed in our own R&D.
2001	Received ISO 9001: 2008 Certificate stating that the Management System of our Company has been audited and found to be in accordance with requirements of Management System Standard.
2001	Received ISO 9001:2015 Certificate confirming to the requirements of the management standard for manufacturing of various chemicals.
2010	Commenced manufacturing of various Lube Chemicals developed in our own R&D.
2011*	A major fire broke out at our Company’s insured Factory situated at Plot no. 2514 & 2515, GIDC, Vapi, Gujarat
2013	Received STAR-K KOSHER Certifications for various products to be KOSHER certified for year-round.
2013	Received HALAL Certification for various products processed by us and confirms that our Company is registered with Jamiat Ulama Halal Foundation (JULF).
2013	Received FSSC 22000 confirming to Food Safety System Certification 22000, Certification scheme for food safety systems including ISO 22000:2005, ISO/TS 22002-1:2009 and additional FSSC 22000 requirements.
2013	Recognised as Star Export House certified by Ministry of Commerce and Industry- Directorate General of Foreign Trade.
2013	Registered under REACH Law for exporting our products to European Countries.
2014	Received FAMIQS Certification for implementation and maintenance of a Feed Safety Management

Financial Year	Milestones
	System including Good Manufacturing Practice (GMP) in compliance with FAMI-QS Code.
2015	Recognised as Two Star Export House certified by Ministry of Commerce and Industry- Directorate General of Foreign Trade.
2016	Awarded certificate of Appreciation by Indian Oil for participation in Servo Vendor Meet.
2017	Received excellent supplier award for Annual Supplier performance evaluated for F.Y. 16-17 by Kemin Industries (Zuhai) Co. Ltd. in confirmation to FAMI-QS/IS 9001-2008/GMP/GFSI/IP.
2017	Purchased an office on rent in Mumbai, making it registered office of our Company.

\* On December 13, 2011, a fire broke out at the Company's insured factory situated at Plot No. 2514 & 2515, GIDC, Vapi, Gujarat. Consequent to the above fire (which raged for around 4 days) the property (moveable and immovable) lying behind and situated in the above referred premises were destroyed. We had calculated an estimated loss of A 42 crores to ₹ 45 crores, which was based on a visual inspection of the fire and on December 26, 2011 our company filed an Insurance claim for ₹ 45 crores. Therefore, the Respondent appointed a Surveyor for assessing losses reported by the Company on September 18, 2012. Under the Interim Survey Report the Surveyor estimated a loss to the tune of ₹ 36 Crores. Thereafter, on January 15, 2013, the Respondent released an ad hoc payment in the favour of the Company to the tune of ₹ 20 crores. The Company raised a protest against the assessment as the Surveyor had not assessed the loss of stock properly and that there were serious differences in the value as well as in the rate adopted by the Surveyor. On being aggrieved, the Company filed an Application before the Court for appointment of an Arbitrator to adjudicate the disputes, differences and claims between the parties by invoking arbitration agreement. Thereafter, vide Order dated June 24, 2015, the Court appointed Sole Arbitrator to resolve the disputes between the parties. On being aggrieved by the aforesaid Order passed by the Court, New India Assurance Company Ltd. filed a petition for special leave before the Supreme Court of India. Subsequently, vide Order dated October 05, 2015 the Supreme Court of India dismissed the Special Leave Petition. Consequently, the Company filed it's Statement of Claim before the Arbitral Tribunal inter-alia praying that the Hon'ble Tribunal (i) declare all reports of the surveyor to be illegal/void and (ii) declare that a sum of Rs. 26.77 crores is due and payable by New India Assurance Company Ltd. along with further interest of 16.5% per annum till the date of realization. This matter is currently pending before the Arbitral Tribunal as on date of this Prospectus.

## MAIN OBJECTS

The main object of our Company is as follows:

1. To acquire and take over as going concern the Factory Premises Situated at Blossom Co-operative Housing Society Ltd., Military Road, Marol, Andheri (E), Mumbai – 400 059. From M/s. Vasu Chemicals, a partnership firm having its registered office at 41, Swastik Society, 10, Girish Kunj, Juhu Road No. 3, Vile Parle (W), Mumbai – 400 056 and to purchase the interests, rights, titles etc. of the partners of the said firm so far as it relates to the above referred Factory premises and with view there to enter into an agreement referred to in the Article 3 of the Article of Association and carry on the same into effect with or without modification.
2. To promote, estblish, acquire, run or otherwise to carry on the business of manufacture, formulate, process, refine, recover, extract, buy, sell, market, distribute, import, export and generally deal in all kind of chemicals (including heavy Chemicals), alkalies, drugs, pharmaceuticals, dyestuffs, medicines, acids, tannins, essences, adhesives, resins, solvents, thinners, perfumes, oils, grease, dry grease, dry salts, minerals, other water-organic and inorganic paints, pigments, colour grinders varnishes liquors, compounds & surgical and scientific apparatus.

## CHANGES IN REGISTERED OFFICE OF OUR COMPANY

Date of Change	Change of Registered Address		Reason for Change
	From	To	
May 01, 1992	10, Girish Kunj, 10, Swastik Soc, Juhu Road No. 4, Mumbai-400056	Vasu Chemical Compound, Marol Military Road, Marol, Andheri (E),	Administrative Reasons

Date of Change	Change of Registered Address		Reason for
		Mumbai - 400059	
May 23, 1997	Vasu Chemical Compound, Marol Military Road, Marol, Andheri (E), Mumbai - 400059	Nimish Apartment, Juhu Scheme Road No. 5, Vile Parle (W) Mumbai - 400056	Administrative Reasons
January 24, 2018	Nimish Apartment, Juhu Scheme Road No. 5, Vile Parle (W) Mumbai - 400056	Office No. 101/102, Peninsula Heights, CD Barfiwala Marg, Juhu Lane, Andheri (W), Mumbai - 400058	For expansion & growth

## AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION

Dates on which some of the main clauses of the Memorandum of Association of our Company have been changed citing the details of amendment as under:

Date	Nature of Amendment
September 20, 1991	Authorised Share Capital of our Company was increased from ₹ 10,00,000 divided into 7,000 Equity Shares of ₹ 100 each and 3,000 Redeemable Preference Shares of Rs. 100/- each was increased to ₹ 25,00,000 divided into 20,000 equity shares of Rs. 100/- each and 5,000 Redeemable Preference Shares of Rs. 100/- each.
February 15, 2007*	Authorised Share Capital of our Company was increased from ₹ 1,50,00,000 divided into 1,50,000 equity shares of Rs. 100/- each was increased to ₹ 2,00,00,000 divided into 2,00,000 equity shares of Rs. 100/- each.
June 21, 2007	Authorised Share Capital of our Company was increased from ₹ 2,00,00,000 divided into 2,00,000 equity shares of Rs. 100/- each was increased to ₹ 3,00,00,000 divided into 3,00,000 equity shares of Rs. 100/- each.
January 24, 2008	Authorised Share Capital of our Company was increased from ₹ 3,00,00,000 divided into 3,00,000 equity shares of Rs. 100/- each was increased to ₹ 5,00,00,000 divided into 5,00,000 equity shares of Rs. 100/- each.
February 22, 2008	Reduction in authorised share capital from ₹ 5,00,00,000 divided into 5,00,000 equity shares of Rs. 100/- each to 5,00,00,000 equity shares of ₹ 1/- each
July 07, 2012	Authorised Share Capital of our Company was increased from ₹ 5,00,00,000 divided into 5,00,00,000 equity shares of Rs. 1/- each was increased to ₹ 10,00,00,000 divided into 10,00,00,000 equity shares of Rs. 1/- each.
December 20, 2017	Consolidation of 10,00,00,000 Equity Shares of ₹ 1/- each into 1,00,00,000 Equity Shares of ₹ 10/- each
December 20, 2017	Authorised Share Capital of our Company was increased from ₹ 10,00,00,000 divided into 1,00,00,000 equity shares of Rs. 10/- each was increased to ₹ 15,00,00,000 divided into 1,50,00,000 equity shares of Rs. 10/- each.
February 12, 2018	Our Company was converted into a public limited company under the Companies Act, 2013 and the name of our Company was consequently changed to “Yasho Industries Limited” pursuant to certificate of incorporation dated February 19, 2018 issued by the Registrar of Companies, Maharashtra, Mumbai.

*\*The form(s) filing made by our Company prior to June 29, 2004 with the RoC in relation to increase in authorized capital is disposed off. For further details, refer Section titled ‘Risk Factor’ beginning on page no. 11 of this Prospectus.*

## SUBSIDIARY COMPANIES

As on the date of the Prospectus we do not have any subsidiary companies.

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**HOLDING COMPANY**

As on the date of this Prospectus, our Company does not have any holding company within the meaning of Companies Act.

**JOINT VENTURES**

As on the date of this Prospectus, there are no joint ventures of our Company.

**SHAREHOLDERS' AGREEMENT**

There are no Shareholders' Agreements existing as on the date of this Prospectus.

**ACQUISITION OF BUSINESS / UNDERTAKINGS**

Our Company has not acquired any business or undertaken any mergers, amalgamation, revaluation of assets in the last five years.

**FINANCIAL PARTNERS**

We do not have any financial partners as on the date of this Prospectus.

**STRATEGIC PARTNERS**

We do not have any strategic partners as on the date of this Prospectus.

**OTHER AGREEMENTS**

Except the contracts / agreements entered in the ordinary course of the business carried on or intended to be carried on by our Company, we have not entered into any other agreement / contract as on the date of this Prospectus.

**INJUNCTIONS OR RESTRAINING ORDERS**

There are no injunctions / restraining orders that have been passed against the company.

## OUR MANAGEMENT

### Board of Directors:

Our Company has Six (6) Directors consisting of three (3) Executive Director and three (3) Non-Executive Independent Directors. The following table sets forth the details of our Board of Directors as on the date of this Prospectus:

Name, Current Designation, Address, Occupation, Term and DIN	Nationality	Age	Other Directorships
<b>Mr. Parag Jhaveri</b> <i>Chairman &amp; Managing Director</i>  <b>Address:</b> 301, Adhikari Villa, 46, Hatkesh Society, Juhu Scheme Road No. 7, Vile Parle (W), Mumbai - 400056  <b>Date of appointment as Director:</b> May 02, 1990  <b>Date of appointment as Chairman and Managing Director:</b> February 21, 2018  <b>Term:</b> Appointed as Chairman and Managing Director for a period of Three years i.e. till February 20, 2021.  <b>Occupation:</b> Business  <b>DIN:</b> 01257685	Indian	52 Years	NIL
<b>Mr. Vinod Jhaveri</b> <i>Whole-time Director</i>  <b>Address:</b> 21, Hatkesh Soc 1, Ashirwad Bldg, Juhu Scheme, Road No 6, Vile Parle (W) Mumbai - 400056  <b>Date of appointment as Director:</b> August 09, 2007  <b>Date of appointment as Whole Time Director:</b> February 21, 2018  <b>Term:</b> Liable to retire by rotation  <b>Occupation:</b> Business  <b>DIN:</b> 01655692	Indian	79 Years	<ul style="list-style-type: none"> <li>Gautam Swami Organcis Private Limited</li> </ul>
<b>Mr. Yayesh Jhaveri</b> <i>Whole-time Director</i>  <b>Address:</b> 21, Hatkesh Soc 1, Ashirwad Bldg, Juhu Scheme, Road No 6, Vile Parle (W)	Indian	47 Years	NIL

Name, Current Designation, Address, Occupation, Term and DIN	Nationality	Age	Other Directorships
<p>Mumbai - 400056</p> <p><b>Date of Appointment as Director:</b> April 04, 1997</p> <p><b>Date of appointment as Whole Time Director:</b> February 21, 2018</p> <p><b>Term:</b> Liable to retire by rotation</p> <p><b>Occupation:</b> Business</p> <p><b>DIN:</b> 01257668</p>			
<p><b>Mrs. Mila Desai</b> <i>Non-Executive Independent Director</i></p> <p><b>Address:</b> 301, Vrunda, 45, Vallabhnagar Society, N. S. Road No. 2, Vile Parle (W), Mumbai - 400056</p> <p><b>Date of Appointment as Non-Executive Independent Director:</b> February 20, 2018</p> <p><b>Term:</b> Appointed as Non Executive Independent Director for a period of Five years i.e. till February 19, 2023.</p> <p><b>Occupation:</b> Service</p> <p><b>DIN:</b> 07462481</p>	Indian	46 Years	<ul style="list-style-type: none"> <li>• Dhanprayog Financial Consultancy Private Limited</li> <li>• Gigabyte Investment Advisory Private Limited</li> <li>• New Age Suppliers Private Limited</li> <li>• Annex Dealcom Private Limited</li> </ul>
<p><b>Mr. Hiren Goradia</b> <i>Non-Executive Independent Director</i></p> <p><b>Address:</b> Behind Mithibai College, 9/10, Natraj, 2<sup>nd</sup> N.S. Road, Juhu Scheme, Vile Parle (W), Mumbai – 400056.</p> <p><b>Date of Appointment as Non-Executive Independent Director:</b> February 20, 2018</p> <p><b>Term:</b> Appointed as Non Executive Independent Director for a period of Five years i.e. till February 19, 2023.</p> <p><b>Occupation:</b> Business</p> <p><b>DIN:</b> 08067076</p>	Indian	53 Years	NIL



Name, Current Designation, Address, Occupation, Term and DIN	Nationality	Age	Other Directorships
<b>Mr. Ashok Malaviya</b> <i>Non-Executive Independent Director</i>  <b>Address:</b> C/403, Kaatyani Residency, off Mahakali Caves Road, Near Maruti School, Andheri (E), Mumbai - 400093  <b>Date of Appointment as Non-Executive Independent Director:</b> February 20,2018  <b>Term:</b> Appointed as Non Executive Independent Director for a period of Five years i.e. till February 19, 2023.  <b>Occupation:</b> Business  <b>DIN:</b> 08067060	Indian	48 Years	NIL

For further details on their qualification, experience etc., please see their respective biographies under the heading “*Brief Biographies*” below:

**Notes:**

- There are no arrangements or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the Directors were selected as a Director.
- There is no service contracts entered into by the Directors with our Company providing for benefits upon termination of employment.
- None of the Directors is or was a director of any listed company during the last five years preceding the date of this Prospectus, whose shares have been or were suspended from being traded on the BSE or the NSE, during the term of their directorship in such company.
- None of the Directors is or was a director of any listed company which has been or was delisted from any recognized stock exchange in India during the term of their directorship in such company.
- None of the Directors is categorized as a wilful defaulter, as defined under SEBI (ICDR) Regulations.

**BRIEF BIOGRAPHIES OF OUR DIRECTORS**

**Mr. Parag Jhaveri**

Mr. Parag Jhaveri, aged 52 years, is the Chairman and Managing Director of our Company. He has completed his Master of Science in Chemistry from Mumbai University. Our Company is lead by him & under his guidance our Company is growing significantly. Mr. Parag Jhaveri has over 3 decades of vast experience in chemical industry and on the backdrop of working with Company he has been able to maintain robust growth and lead a various group of Sales, R & D and marketing along with our founder promoters.

**Mr. Vinod Jhaveri**

Mr. Vinod Jhaveri, aged 79 years, is the Whole time Director of our Company. He is one of the founding promoters of our company. He has completed his graduation in B. Com. from Gujarat University in the year 1959. He has been the main guiding force behind the growth and business strategy of our Company. He currently plays a crucial role in

the Accounts & Finance. Since incorporation he has been instrumental in the consistent growth of our Company's performance and implement a robust overall framework for the organization as a whole.

**Mr. Yayesh Jhaveri**

Mr. Yayesh Jhaveri, aged 47 years, is the Whole time Director of our Company. He has completed his Bachelor of Commerce from Mumbai University. In our company he has been playing a key role in production since 1997 and also started Unit 2 under his supervision. He has also overseen growth of our Company in the area of Sales, Purchase & Logistics. On the backdrop of working with Company he has been able to maintain robust growth considerably and lead a various teams of Production, Purchase & Sales.

**Mrs. Mila Desai**

Mrs. Mila Desai, aged 46 years is the Non-Executive Independent Director of our Company. She is a commerce graduate from Calcutta University. She has also completed her Master of Commerce from Calcutta University. She has done various diploma courses like Foundation course in Learning Disabilities, Advanced course Learning Disabilities and Diploma in Early Childhood Teacher Education. As the Independent Director of our Company she is responsible for providing her expertise & Inputs, for ensuring the growth of our Company.

**Mr. Hiren Goradia**

Mr. Hiren Goradia, aged 53 years is the Non-Executive Independent Director of our Company. He has completed his Bachelor of Engineering (Civil) with First Class from Pune University. He has also completed his ICWAI (Inter). He has over 30 years of vast experience in the field of cost control and management, construction contracts, Real Estate Development, Software Development, export etc. Currently he is working as a Management Consultant. As the Independent Director of our Company he is responsible for providing his expertise & Inputs, for ensuring that the board adheres to the required corporate governance requirements.

**Mr. Ashok Malaviya**

Mr. Ashok Malaviya, aged 48 years is the Non-Executive Independent Director of our Company. He has completed his B. Com. from Mumbai University in the year 1993. He has over 20 years of experience in the area of export handling, worldwide parcel service, bulk cargo handling and trading of special hazardous chemicals. Currently he is working as analyst & investor in share market. As the Independent Director of our Company he is responsible for providing his expertise & Inputs, for ensuring that the board adheres to the required corporate governance requirements.

**RELATIONSHIP BETWEEN DIRECTORS**

Except as stated below, none of the Directors of the Company are related to each other:

- Mr. Vinod Jhaveri is father of Mr. Parag Jhaveri and Mr. Yayesh Jhaveri.
- Mr. Parag Jhaveri is brother of Mr. Yayesh Jhaveri.

**Borrowing Powers of our Board of Directors**

Our Company at its Extra-Ordinary General Meeting held with shorter notice on February 20, 2018 passed a resolution authorizing Board of Directors pursuant to the provisions of section 180 (1) (c) of the Companies Act, 2013 for borrowing from time to time any sum or sums of money from any person(s) or bodies corporate (including holding Company) or any other entity, whether incorporated or not, on such terms and conditions as the Board of Directors may deem fit for the purpose of the Company's business. The monies so borrowed together with the monies already borrowed by our Company (apart from temporary loans obtained from the banks in the ordinary course of business) may exceed the aggregate of the paid up share capital of our Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount of such borrowings together with the amount already borrowed and outstanding shall not, at any time, exceed ₹ 500 crores.

## **REMUNERATION OF EXECUTIVE DIRECTORS**

### **Mr. Parag Jhaveri, Chairman and Managing Director**

The remuneration of our Chairman and Managing Director, Mr. Parag Jhaveri as per resolution passed in the Extra Ordinary General Meeting held with shorter notice on February 21, 2018 is detailed hereunder:

Basic Salary: ₹ 36.00 lakhs per annum,

#### **Perquisites, Allowances:**

- HRA: ₹ 24.00 lakhs per annum
- LTA: ₹ 3.60 lakhs per annum
- SA: ₹ 7.20 lakhs per annum
- Conveyance : ₹ 1.20 lakhs per annum
- Performance Bonus : ₹ 6.00 lakhs per annum

Remuneration paid to Mr. Parag Jhaveri for FY 2016-17 was ₹ 52 lakhs/-

### **Mr. Vinod Jhaveri, Whole-time Director**

The remuneration of our Whole-time Director, Mr. Vinod Jhaveri as per resolution passed in the Extra Ordinary General Meeting held with shorter notice on February 21, 2018 is detailed hereunder:

Basic Salary: ₹ 36.00 lakhs per annum,

#### **Perquisites, Allowances:**

- HRA: ₹ 24.00 lakhs per annum
- LTA: ₹ 3.60 lakhs per annum
- SA: ₹ 7.20 lakhs per annum
- Conveyance : 1.20 lakhs per annum
- Performance Bonus : 6.00 lakhs per annum

Remuneration paid to Mr. Vinod Jhaveri for FY 2016-17 was ₹ 39 lakhs/-

### **Mr. Yayesh Jhaveri, Whole-time Director**

The remuneration of our Whole-time Director, Mr. Yayesh Jhaveri as per resolution passed in the Extra Ordinary General Meeting held with shorter notice on February 21, 2018 is detailed hereunder:

Basic Salary: ₹ 36.00 lakhs per annum,

#### **Perquisites, Allowances:**

- HRA: ₹ 24.00 lakhs per annum
- LTA: ₹ 3.60 lakhs per annum
- SA: ₹ 7.20 lakhs per annum
- Conveyance : 1.20 lakhs per annum
- Performance Bonus : 6.00 lakhs per annum

Remuneration paid to Mr. Yayesh Jhaveri for FY 2016-17 was ₹ 52 lakhs/-

### Compensation to the Non-Executive Directors

Pursuant to a resolution passed at the meeting of the Board of the Company on February 21, 2018 the Non-Executive Directors will be paid ₹ 2,500/- for attending every Board Meeting of the Company and ₹ 2,500/- will be paid for every committee meeting of the Company attended by them.

Remuneration paid to our Non-Executive Directors in Fiscal 2017: Nil

### Shareholding of Directors

The following table sets forth the shareholding of our Directors as on the date of this Prospectus:

Name of Directors	No. of Equity Shares held	% of Pre-Issue Paid Up Capital
Mr. Parag Jhaveri	5,80,000	5.80%
Mr. Vinod Jhaveri	24,79,300	24.79%
Mr. Yayesh Jhaveri	6,90,000	6.90%
<b>Total</b>	<b>37,49,300</b>	<b>37.49%</b>

### Interest of the Directors

All of our Directors may be deemed to be interested to the extent of fees payable to them for attending meetings of the Board or a committee thereof as well as to the extent of other remuneration and reimbursement of expenses payable to them under our Articles of Association, and to the extent of remuneration paid to them for services rendered as an officer or employee of our Company.

Our Directors may also be regarded as interested in the Equity Shares, if any, held by them or allotted to the companies in which they are interested as Directors, Members, and Promoter, pursuant to this issue. All of our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares.

Except as stated in this chapter titled “*Our Management*” and the chapter titled “*Annexure XXV- Related Party Transactions-* under chapter Restated Financial Statement Report” beginning on page nos. 130 and 151 of this Prospectus respectively, our Directors do not have any other interest in our business.

Except as disclosed in “Properties” within the section titled “*Our Business*” on page no. 92 of this Prospectus, our Directors have no interest in any property acquired by our Company within two years of the date of this Prospectus. Further, except as disclosed in “Properties” within the section titled “*Our Business*” on page no. 92 of this Prospectus, our Company has not taken any property on lease from our Promoter within two years of the date of this Prospectus.

### Changes in the Board of Directors in the last three years

Following are the changes in our Board of Directors in the last three years:

Sr. No.	Name of Director	Date of Change	Reason for change
1	Mr. Navin Vimadlal	May 15, 2017	Resignation from Directorship
2	Mr. Nilesh Jhaveri	July 21, 2017	Resignation from Directorship
3	Mr. Narendra Wagle	November 10, 2017	Resignation from Directorship
4	Mr. Parag Jhaveri	February 21, 2018	Change in Designation as Chairman & Managing Director
5	Mr. Vinod Jhaveri	February 21, 2018	Change in Designation as Whole-time Director
6	Mr. Yayesh Jhaveri	February 21, 2018	Change in Designation as Whole-time Director
7	Mrs. Mila Desai	February 20, 2018	Appointment as Non Executive Independent Director

8	Mr. Hiren Goradia	February 20, 2018	Appointment as Non Executive Independent Director
9	Mr. Ashok Malaviya	February 20, 2018	Appointment as Non Executive Independent Director

### Corporate Governance

The provisions of the SEBI (LODR) Regulations, 2015 with respect to corporate governance will be applicable to us immediately upon the listing of our Equity Shares with the Stock Exchanges. We are in compliance with the requirements of the applicable regulations, including the SEBI (LODR) Regulations, 2015, the SEBI Regulations and the Companies Act, in respect of corporate governance including constitution of the Board and committees thereof. The corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

Our Board has been constituted in compliance with the Companies Act and SEBI (LODR) Regulations, 2015. The Board functions either as a full board or through various committees constituted to oversee specific functions. Our executive management provides our Board detailed reports on its performance periodically.

Currently, our Board has six (6) Directors. In compliance with the requirements of the Companies Act we have Three (3) Executive Director and three (3) Non-Executive Independent Directors on our Board. Our Chairman is an Executive Director and we have a woman director on our Board.

### Committees of our Board

We have constituted the following committees of our Board of Directors for compliance with Corporate Governance requirements:

1. Audit Committee
2. Stakeholder's Relationship Committee
3. Nomination and Remuneration Committee
4. Corporate Social Responsibility Committee

#### 1. Audit Committee

The Audit Committee of our Board was constituted by our Directors by a board resolution dated February 20, 2018 pursuant to section 177 of the Companies Act, 2013.

The Audit Committee comprises of:

Name of the Member	Nature of Directorship	Designation in Committee
Mr. Hiren Goradia	Non Executive Independent Director	Chairman
Mrs. Mila Desai	Non Executive Independent Director	Member
Mr. Vinod Jhaveri	Whole time Director	Member

The scope of Audit Committee shall include but shall not be restricted to the following:

- a) Oversight of the Issuer's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- b) 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.
- c) Approval of payment to statutory auditors for any other services rendered by the statutory auditors.

- d) Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
- Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013
  - Changes, if any, in accounting policies and practices and reasons for the same
  - Major accounting entries involving estimates based on the exercise of judgment by management
  - Significant adjustments made in the financial statements arising out of audit findings
  - Compliance with listing and other legal requirements relating to financial statements
  - Disclosure of any related party transactions
  - Qualifications in the draft audit report.
- e) Reviewing, with the management, the half yearly financial statements before submission to the board for approval
- f) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- g) Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- h) Approval or any subsequent modification of transactions of the company with related parties;
- i) Scrutiny of inter-corporate loans and investments;
- j) Valuation of undertakings or assets of the company, wherever it is necessary;
- k) Evaluation of internal financial controls and risk management systems;
- l) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
- m) 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.
- n) Discussion with internal auditors any significant findings and follow up there on.
- o) 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.
- p) 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.
- q) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- r) To review the functioning of the Whistle Blower mechanism.
- s) 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.



- t) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Explanation (i): The term "related party transactions" shall have the same meaning as contained in the Accounting Standard 18, Related Party Transactions, issued by The Institute of Chartered Accountants of India.

Explanation (ii): If the Issuer has set up an audit committee pursuant to provision of the Companies Act, the said audit committee shall have such additional functions / features as is contained in this clause.

*The Audit Committee enjoys following powers:*

- a) To investigate any activity within its terms of reference
- b) To seek information from any employee
- c) To obtain outside legal or other professional advice
- d) To secure attendance of outsiders with relevant expertise if it considers necessary
- e) The audit committee may invite such of the executives, as it considers appropriate (and particularly the head of the finance function) to be present at the meetings of the committee, but on occasions it may also meet without the presence of any executives of the Issuer. The finance director, head of internal audit and a representative of the statutory auditor may be present as invitees for the meetings of the audit committee.

*The Audit Committee shall mandatorily review the following information:*

- a) Management discussion and analysis of financial condition and results of operations;
- b) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- c) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- d) Internal audit reports relating to internal control weaknesses; and
- e) The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

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 Committee, reasons for disagreement shall have to be incorporated in the minutes of 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 the Company to provide clarifications on matters relating to the audit.

The Company Secretary of the Company acts as the Secretary to the Committee.

*Meeting of Audit Committee*

The audit committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings. The quorum shall be either two members or one third of the members of the audit committee whichever is greater, but there shall be a minimum of two independent members present. Since the formation of the committee, no Audit Committee meetings have taken place.

## 2. Stakeholder's Relationship Committee

The Stakeholder's Relationship Committee of our Board was constituted by our Directors pursuant to section 178 (5) of the Companies Act, 2013 by a board resolution dated February 20, 2018.

The Stakeholder's Relationship Committee comprises of:

Name of the Member	Nature of Directorship	Designation in Committee
Mr. Ashok Malaviya	Non Executive Independent Director	Chairman
Mr. Hiren Goradia	Non Executive Independent Director	Member
Mr. Parag Jhaveri	Managing Director	Member

This committee will address all grievances of Shareholders/Investors and its terms of reference include the following:

- Allotment and listing of our shares in future
- Redressing of shareholders and investor complaints such as non-receipt of declared dividend, annual report, transfer of Equity Shares and issue of duplicate/split/consolidated share certificates;
- Monitoring transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of Equity Shares and other securities issued by our Company, including review of cases for refusal of transfer/transmission of shares and debentures;
- Reference to statutory and regulatory authorities regarding investor grievances;
- To otherwise ensure proper and timely attendance and redressal of investor queries and grievances;
- And to do all such acts, things or deeds as may be necessary or incidental to the exercise of the above powers.

The Company Secretary of our Company acts as the Secretary to the Committee.

### *Quorum and Meetings*

The quorum necessary for a meeting of the Stakeholders Relationship Committee shall be two members or one third of the members, whichever is greater. Since the formation of the committee, no Stakeholders Relationship Committee meetings have taken place.

## 3. Nomination and Remuneration Committee

The Nomination and Remuneration Committee of our Board was constituted by our Directors pursuant to section 178 of the Companies Act, 2013 by a board resolution dated February 20, 2018.

The Nomination and Remuneration Committee currently comprises of:

Name of the Member	Nature of Directorship	Designation in Committee
Mr. Hiren Goradia	Non Executive Independent Director	Chairman
Mr. Ashok Malaviya	Non Executive Independent Director	Member
Mrs. Mila Desai	Non Executive Independent Director	Member

The scope of Nomination and Remuneration Committee shall include but shall not be restricted to the following:

- a) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- b) Formulation of criteria for evaluation of Independent Directors and the Board;
- c) Devising a policy on Board diversity
- d) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

### ***Quorum and Meetings***

The quorum necessary for a meeting of the Nomination and Remuneration Committee shall be two members or one third of the members, whichever is greater. The Committee is required to meet at least once a year.

The Company Secretary of our Company acts as the Secretary to the Committee.

### **4. Corporate Social Responsibility Committee**

Our Corporate Social Responsibility Committee was constituted pursuant to resolution of our Board dated February 10, 2017 and was reconstituted on February 20, 2018. The Corporate Social Responsibility Committee comprises of the following:

<b>Name of the Member</b>	<b>Nature of Directorship</b>	<b>Designation in Committee</b>
Mr. Parag Jhaveri	Managing Director	Chairman
Mr. Vinod Jhaveri	Whole time Director	Member
Mr. Yayesh Jhaveri	Whole time Director	Member
Mr. Hiren Goradia	Non Executive Independent Director	Member

The Company Secretary shall act as the secretary of the Corporate Social Responsibility Committee.

The terms of reference, powers and scope of the Corporate Social Responsibility Committee of our Company is in accordance with Section 135 of the Companies Act, 2013. The terms of reference of the Corporate Social Responsibility Committee include the following:

1. To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII as amended from time to time;
2. To recommend the amount of expenditure to be incurred on the activities referred to in clause (a) subject to the limit provided under Section 135 of the Companies Act;
3. To monitor the corporate Social Responsibility Policy of our Company from time to time;
4. To institute a transparent monitoring mechanism for implementation of the CSR projects or programs or activities undertaken by the company;
5. Any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

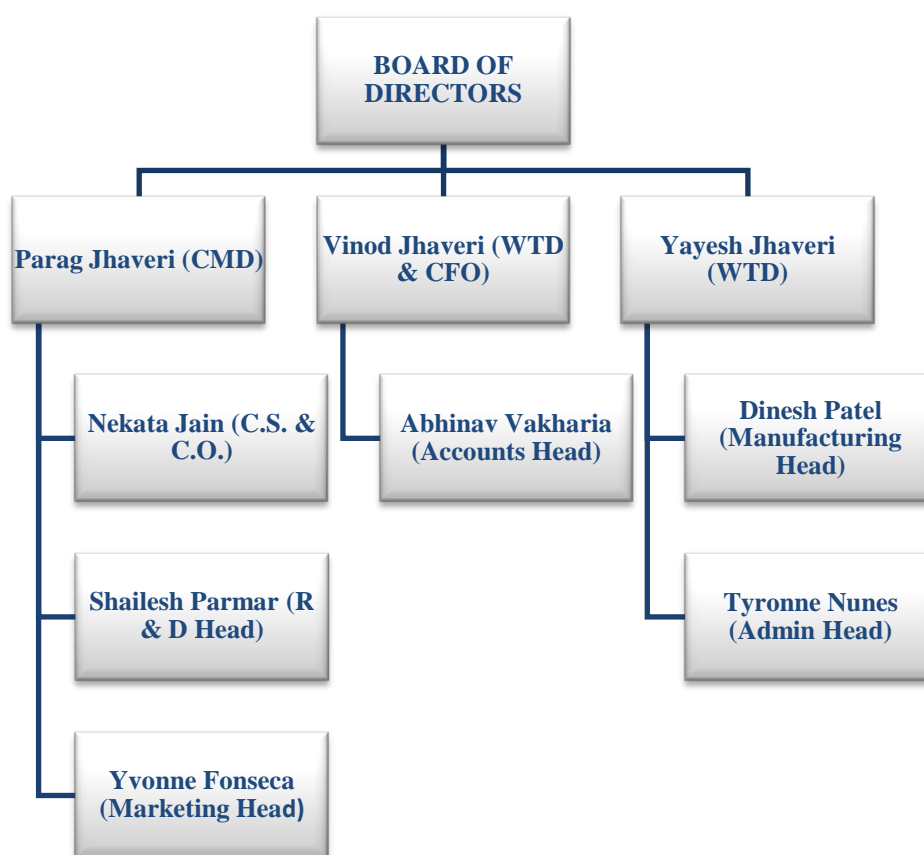
The quorum of the meeting shall be either two members or one third of the members of the committee whichever is greater.

## Policy on Disclosures & Internal procedure for prevention of Insider Trading

The provisions of Regulation 8 and 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the Stock Exchange. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of our Equity Shares on stock exchange. Further, Board of Directors have approved and adopted the policy on insider trading in view of the proposed public offer.

Our Board is responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the code of conduct under the overall supervision of the board.

## Management Organization Structure



### Terms & Abbreviations

CMD	- Chairman and Managing Director
WTD	- Whole Time Director
CFO	- Chief Financial Officer
CS & CO	- Company Secretary and Compliance Officer

## Key Managerial Personnel

The details of our key managerial personnel are as below –

Name of Employee	Designation & Functional Area	Date of Appointment	Compensation for Last Fiscal (₹ in lakhs)	Qualification	Name of Previous Employer(s)	Total years of Experience
Ms. Nekata Jain	Company Secretary & Compliance Officer	01/01/2018 <sup>(1)</sup>	N. A.	<ul style="list-style-type: none"> <li>• B. Com.</li> <li>• C.S.</li> </ul>	<ul style="list-style-type: none"> <li>• Ciemme Jewels Limited</li> </ul>	12 months (internship)
Mr. Vinod Jhaveri	Chief Financial Officer	09/08/2007 <sup>(2)</sup>	39.00	<ul style="list-style-type: none"> <li>• B.Com</li> </ul>	Nil	32 Years
Mr. Dinesh Patel	Manufacturing Head	16/08//1994	8.56	<ul style="list-style-type: none"> <li>• M. Sc.</li> </ul>	Nil	23 years
Dr. Shailesh Parmar	R & D Head	04/08/2014	8.09	<ul style="list-style-type: none"> <li>• M. Sc.</li> <li>• Ph. D. (Chemistry)</li> </ul>	<ul style="list-style-type: none"> <li>• Mangalam Drugs &amp; Organic Limited</li> <li>• Ami Organics Private Limited</li> <li>• Praveen Laboratories Private Limited</li> </ul>	14 Years
Mrs. Yvonne Fonseca	Marketing Head	01/05/2009	8.58	<ul style="list-style-type: none"> <li>• B. Com.</li> </ul>	<ul style="list-style-type: none"> <li>• Camlin Fine Chemicals Limited</li> <li>• Uni Air Refrigeration Company Limited</li> <li>• Shah Engineering</li> </ul>	25 Years
Mr. Abhinav Vakharia	Accounts Head	16/06/2017	7.50	<ul style="list-style-type: none"> <li>• B. Com.</li> <li>• C.A.</li> </ul>	<ul style="list-style-type: none"> <li>• Simplex Coke &amp; Refractory Private Limited</li> <li>• Gowadia &amp; Co.</li> <li>• Patel &amp; Panchal Associates</li> </ul>	5 Years
Mr. Tyronne Nunes	Admin Head	05/11/2005	3.75	<ul style="list-style-type: none"> <li>• CEH (Certified Ethical Hacker)</li> </ul>	<ul style="list-style-type: none"> <li>• Wipro Spectramind</li> <li>• Adventity Global Services Pvt. Ltd.</li> </ul>	12 Years

<sup>(1)</sup> Ms. Nekata Jain was appointed as Company Secretary & Compliance Officer on January 01, 2018 .

<sup>(2)</sup> Mr. Vinod Jhaveri was initially appointed as Director of our Company on August 09, 2007 and has also been appointed as Chief Financial Officer of our Company w.e.f. February 21, 2018.

### **Other Notes –**

The aforementioned KMP are on the payrolls of our Company as permanent employees. Also, they are not related parties as per the Accounting Standard 18.

### **Relationship amongst the Key Managerial Personnel**

None of the aforementioned KMP's are related to each other, Also, none of them have been selected pursuant to any arrangement / understanding with major shareholders / customers / suppliers.

### **Shareholding of Key Managerial Personnel**

Except Vinod Jhaveri, none of our KMP's holds any shares of our Company as on the date of this Prospectus.

### **Interest of Key Managerial Personnel**

The Key Managerial Personnel of our Company do not have any interest in our Company, other than to the extent of remuneration of benefits to which they are entitled as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business. Further, if any Equity Shares are allotted to our Key Managerial Personnel prior to / in terms of this Issue, they will be deemed to be interested to the extent of their shareholding and / or dividends paid or payable on the same. For further details in relation to loan and interest, please refer “Financial Statements- Schedule of Related Party Transactions” beginning on page no. 151 of this Prospectus.

### **Bonus or Profit Sharing Plan for the Key Managerial Personnel during the last three years**

Our Company does not have fixed bonus / profit sharing plan for any of the employees or key managerial personnel.

### **Loans taken by Key Management Personnel**

None of our Key Managerial Personnel have taken any loan from our Company.

### **Employee Share Purchase and Employee Stock Option Scheme**

Presently, we do not have ESOP / ESPS scheme for employees.

### **Payment or Benefit to our Officers**

Except for the payment of salaries and yearly bonus, if any, we do not provide any other benefits to our employees.

### **Changes in the Key Managerial Personnel in the three years preceding the date of filing this Prospectus**

Except as disclosed below, there has been no change in KMPs in past three years from the date of this Prospectus:

<b>Name of Employee</b>	<b>Designation &amp; Functional Area</b>	<b>Date of Appointment</b>
Ms. Nekata Jain	Company Secretary & Compliance Officer	January 01, 2018
Mr. Vinod Jhaveri	Chief Financial Officer	August 09, 2007 <sup>(1)</sup>
Mr. Abhinav Vakharia	Accounts Head	June 16, 2017




<sup>(1)</sup> Mr. Vinod Jhaveri was initially appointed as Director of our Company on August 09, 2007 and has also been appointed as Chief Financial Officer of our Company w.e.f. February 21, 2018.

## OUR PROMOTERS AND PROMOTER GROUP

### THE PROMOTERS OF OUR COMPANY ARE:

1. Mr. Vinod Jhaveri (Individual Promoter)
2. Mr. Parag Jhaveri (Individual Promoter)
3. Mr. Yayesh Jhaveri (Individual Promoter)

The details of our Promoters are provided below:

	<b>Mr. Vinod Jhaveri</b>
	<b>PAN:</b> ABEPJ6636Q
	<b>Passport No.:</b> Z3384510
	<b>Driver's License No.:</b> N.A.
	<b>Voter's ID No.:</b> KNF0807354
	<b>Name of Bank &amp; Branch:</b> The Saraswat Co-operative Bank Limited, Juhu, Mumbai
	<b>Bank A/c No.:</b> 012200100028498
	<b>Mr. Parag Jhaveri</b>
	<b>PAN:</b> AACPJ5390A
	<b>Passport No.:</b> Z3493303
	<b>Driver's License No.:</b> MH02 20080183922
	<b>Voter's ID No.:</b> MT/08/038/288511
	<b>Name of Bank &amp; Branch:</b> The Saraswat Co-operative Bank Limited, Juhu, Mumbai
	<b>Bank A/c No.:</b> 012200100030065
	<b>Mr. Yayesh Jhaveri</b>
	<b>PAN:</b> AACPJ5389H
	<b>Passport No.:</b> Z2480857
	<b>Driver's License No.:</b> MH02 20110017390
	<b>Voter's ID No.:</b> MT/08/038/288380
	<b>Name of Bank &amp; Branch:</b> The Saraswat Co-operative Bank Limited, Juhu, Mumbai
	<b>Bank A/c No.:</b> 012200100028580

*For additional details on the age, background, personal address, educational qualifications, experience, positions / posts, other ventures and Directorships held in the past, please see the chapter titled "Our Management" beginning on page no. 130 of this Prospectus and "Our Promoters and Promoter Group" on page no. 144 of this Prospectus.*

*For details of the build-up of our Promoters' shareholding in our Company, please see "Capital Structure –Notes to Capital Structure" on page no. 53 of this Prospectus.*

### Other Undertakings and Confirmations

We confirm that the Permanent Account Number, Bank Account number and Passport number of our Promoters shall be submitted to the Stock Exchange at the time of filing of the Draft Prospectus with the Stock Exchange.

Our Promoters have confirmed that they have not been identified as wilful defaulters.

No violations of securities laws have been committed by our Promoters in the past or are currently pending against them. None of our Promoters are debarred or prohibited from accessing the capital markets or restrained from buying, selling, or dealing in securities under any order or directions passed for any reasons by the SEBI or any



other authority or refused listing of any of the securities issued by any such entity by any stock exchange in India or abroad.

### **Interests of Promoters**

None of our Promoters / Directors have any interest in our Company except to the extent of compensation payable / paid, rents on properties owned by their relatives but used by our company and reimbursement of expenses (if applicable) and to the extent of any equity shares held by them or their relatives and associates or held by the companies, firms and trusts in which they are interested as director, member, partner, and / or trustee, and to the extent of benefits arising out of such shareholding. For further details please see the chapters titled “*Capital Structure*”, “*Financial Information*” and “*Our Management*” beginning on page nos. 53, 151 and 130 of this Prospectus.

Except as stated otherwise in this Prospectus, we have not entered into any contract, agreements or arrangements in which our Promoters are directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our Company other than in the normal course of business.

### **Common Pursuits of Promoters**

There are no Common Pursuits between our Company and our Promoters. Further, as on the date of this Prospectus, our Promoters have no interest in any venture that is involved in activities similar to those conducted by our Company.

Our Company will adopt necessary procedures and practices as permitted by law to address any conflict situation as and when they arise.

### **Companies with which the Promoters has disassociated in the last three years**

Our Promoters have not disassociated themselves from any companies, firms or entities during the last three years preceding the date of this Prospectus.

### **Payment of Amounts or Benefits to the Promoters or Promoters Group during the last two years**

Except as stated in “*Annexure XXIII – Statement of Related Party Transactions*” on page no. 151 of this Prospectus, there has been no payment of benefits to our Promoters during the two years preceding the date of the Prospectus.

### **Interest of Promoters in the Promotion of our Company**

Our Company is currently promoted by the Promoters in order to carry on its present business. Our Promoters are interested in our Company to the extent of their shareholding and directorship in our Company and the dividend declared, if any, by our Company.

### **Interest of Promoters in the Property of our Company**

Our Promoters have confirmed that they do not have any interest in any property acquired by our Company within two years preceding the date of this Prospectus or proposed to be acquired by our Company as on the date of this Prospectus For details, please the chapter “*Our Business*” on 92 of this Prospectus.

Further, other than as mentioned in the chapter titled “*Our Business*”, our Promoters do not have any interest in any transactions in the acquisition of land, construction of any building or supply of any machinery.

Except as mentioned in this section and the chapters titled “*Capital Structure*”, “*Our Business*”, “*History and Certain Corporate matters*” and “*Annexure XXIII – Statement of Related Party Transactions*” on page nos. 53, 92,

125 and 151 of this Prospectus, respectively, our Promoters do not have any interest in our Company other than as Promoters.

### Related Party Transactions

Our Promoters may deem to be interested in our Company to the extent of their shareholding / ventures promoted by them with which our Company transacts during the course of its operations. Except as stated in the “*Annexure XXIII – Statement of Related Party Transactions*” on page no. 151 of this Prospectus, our Company has not entered into related party transactions with our Promoters.

### Shareholding of the Promoter Group in our Company

For details of shareholding of members of our Promoter Group as on the date of this Prospectus, please see the chapter titled “*Capital Structure – Notes to Capital Structure*” beginning on page no. 53 of this Prospectus.

### Other Confirmations

Our Company has neither made any payments in cash or otherwise to our Promoters or to firms or companies in which our Promoters are interested as members, directors or Promoters nor have our Promoters been offered any inducements to become directors or otherwise to become interested in any firm or company, in connection with the promotion or formation of our Company otherwise than as stated in the “*Annexure XXIII – Statement of Related Party Transactions*” on page no. 151 of this Prospectus.

### Outstanding Litigation

There is no outstanding litigation against our Promoters except as disclosed in the section titled “*Risk Factors*” and chapter titled “*Outstanding Litigation and Material Developments*” beginning on page nos. 11 and 191 of this Prospectus.

## OUR PROMOTER GROUP

Apart from our Promoters, as per Regulation 2(1)(zb) of the SEBI (ICDR) Regulation, 2009, the following individuals and entities shall form part of our Promoter Group:

### A. Natural Persons who are Part of the Promoter Group

Name of the Promoter	Name of the Relative	Relationship with the Promoter
Vinod Jhaveri	Late Harilal Jhaveri	Father
	Late Vasumatiben Jhaveri	Mother
	Niranjana Jhaveri	Wife
	Janak Jhaveri	Brother (s)
	Yashwant Jhaveri	
	Bharat Jhaveri	
	Yashoda Sheth	
	Niranjana Jhaveri	Sister (s)
	Late Bhadraben Sangvi	
	Parag Jhaveri	
	Yayesh Jhaveri	Son (s)
	Nilesh Jhaveri	
	Late Manekchand Shah	
	Late Prabhaben Shah	Wife's Mother
	Amit Shah	Wife's Brother (s)

Name of the Promoter	Name of the Relative	Relationship with the Promoter
Parag Jhaveri	Vinod Jhaveri	Father
	Niranjana Jhaveri	Mother
	Neha Jhaveri	Wife
	Yayesh Jhaveri	Brother (s)
	Nilesh Jhaveri	
	Dishit Jhaveri	Son (s)
	Tanish Jhaveri	
	Late Chandrakumar Chokshi	Wife's Father
	Late Surekha Chokshi	Wife's Mother
	Paresh Chokshi	Wife's Brother (s)
	Mayusha Shah	Wife's Sister(s)

Name of the Promoter	Name of the Relative	Relationship with the Promoter
Yayesh Jhaveri	Vinod Jhaveri	Father
	Niranjana Jhaveri	Mother
	Payal Jhaveri	Wife
	Parag Jhaveri	Brother (s)
	Nilesh Jhaveri	
	Risha Jhaveri	Daughter(s)
	Sanah Jhaveri	
	Rajnikant Desai	Wife's Father
	Kalpana Desai	Wife's Mother
	Parul Shah	Wife's Sister(s)
	Poonam Kapasi	

**B. Companies / Corporate Entities forming part of the Promoter Group**

As per Regulation 2(1)(zb)(iv) of the SEBI (ICDR) Regulations, 2009, the following Companies / Trusts / Partnership firms / HUFs or Sole Proprietorships shall form part of our Promoter Group:

Sr. No.	Name of Promoter Group Entity/Company
1	Gautam Swami Organcis Private Limited
2	Vinod Harilal Jhaveri (HUF)
3	Parag Vinod Jhaveri (HUF)
4	Yayesh Vinod Jhaveri (HUF)
5	Nilesh Vinod Jhaveri (HUF)
6	Rajnikant Desai (HUF)
7	M/s Vasu Chemicals
8	Vasu Chemicals (India) Private Limited
9	Quest Plastics Limited
10	Nibha Chem Cleaning Private Limited
11	Prospero Events & Media LLP
12	Relymost (Chem) Manufacturers Private Limited
13	Chemline Interimids India Private Limited
14	Cherish Bio-sciences Private Limited
15	Chargen Life Sciences LLP
16	M/s ShubhVijay Chemicals
17	Chemstar Global Products LLP

## **OUR GROUP COMPANY**

In terms of the SEBI Regulations and in terms of the policy of materiality defined by the Board pursuant to its resolution dated 21 February, 2018 our Group Companies includes:

1. Those companies disclosed as related parties in accordance with Accounting Standard (“**AS 18**”) issued by the Institute of Chartered Accountants of India, in the Restated Financial Statements of the Company for the last five financial years and
2. All companies forming part of the Promoter Group, with whom our Company has entered into one or more transactions during any of the last three fiscals such that the transaction value with our Company in any of the aforementioned fiscals / period exceeds 1% of the total revenue of our Company in the respective fiscals / period.

Further, companies which have been disclosed as related parties in the Restated Financial Statements of our Company for the last five financial years and which are no longer associated with our Company have not been disclosed as Group Companies.

Based on the above; as on the date of this Prospectus; we do not have any Group Company.

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## **CURRENCY, UNITS OF PRESENTATION AND EXCHANGE RATES**

All references to “Rupees”, “Rs.” or “₹” are to Indian Rupees, the official currency of the Republic of India. All references to “US\$” or “US Dollars” or “USD” are to United States Dollars, the official currency of the United States of America.

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

## **DIVIDEND POLICY**

Under the Companies Act, 2013, our Company can pay dividends upon a recommendation by our Board of Directors and approval by a majority of the shareholders at the General Meeting. The shareholders of our Company have the right to decrease, not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both. The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends.

There are no dividends declared by our Company since incorporation.

Our Company does not have any formal dividend policy for the Equity Shares. The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and will depend on a number of factors, including the results of operations, earnings, capital requirements and surplus, general financial conditions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

## SECTION VI – FINANCIAL INFORMATION

### FINANCIAL STATEMENTS

#### REPORT OF THE AUDITORS ON FINANCIAL STATEMENTS

To,  
The Board of Directors,  
**Yasho Industries Limited**  
Office 101/102, Peninsula Height,  
CD Barfiwala Marg, Andheri (West),  
Mumbai - 400058.

Dear Sirs,

#### **Re.: Proposed Public Issue of Equity Shares of Yasho Industries Limited**

1. We have examined Financial Statements and Other Financial Information of Yasho Industries Limited (the 'Company') formerly known as Yasho Industries Pvt. Ltd., taking into consideration the terms of reference and terms of our engagement agreed upon with you in connection with the proposed IPO of the Company and the Guidance Note (Revised) on Reports in Company Prospectuses issued by the Institute of Chartered Accountants of India.
2. The said Restated Financial Statements and other Financial Information have been prepared for the purposes of inclusion in the Draft Prospectus / Prospectus (collectively hereinafter referred to as "Offer Document") in connection with the proposed Initial Public Offer ("IPO") of the Company in accordance with the requirements of:
  - (i) Sub-clauses (i) and (iii) of clause (b) of sub-section (1) of section 26 of the Companies Act, 2013 read with applicable provisions within Rule 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended (hereinafter referred to as the "Act");
  - (ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the 'SEBI Regulations') and the related clarifications issued by the Securities and Exchange Board of India ('SEBI'); as amended to date;
3. We have examined the accompanied 'Restated Statement of Profit and Loss' (**Annexure – II**) for six month period ended September 30, 2017 and the financial years ended on March 31, 2017, 2016, 2015, 2014 and 2013 and the 'Restated Statement of Assets and Liabilities' (**Annexure – I**) as on those dates, forming Part of the 'Financial Information' dealt with by this Report, detailed below. Both read together with the Significant Accounting Policies and Notes to Accounts (**Annexure – IV & V**) thereon, which are the responsibility of the Company's management. The information has been extracted from the financial statements for six month period ended September 30, 2017 and financial year ended on March 31, 2017, 2016, 2015, 2014 and 2013. The Financial Statements for the period ended September 30, 2017 were audited by us, the Financial Statements for the Financial Year ended March 31, 2017 were re-audited by us and the Financial Statements for the Financial Years ended March 31, 2015, 2014 and 2013 were audited by M/s. Jagdish B Shah & Associates, Chartered Accountants and for the Financial Years ended March 31, 2017 and 2016 were audited by M/s. G. V. Radia & Associates being the Statutory Auditors of the Company and approved by the Board of Directors and upon which we have placed our reliance while reporting.
4. In terms of Schedule VIII, Clause IX (9) of the SEBI (ICDR) Regulations, 2009 and other provisions relating to accounts of Yasho Industries Limited, we, M/s. V J Shah & Co., Chartered Accountants, have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the Peer Review Board of the ICAI.



5. Based on our examination, we further report that:
- The Restated Statement of Assets and Liabilities of the Company as at six month period ended September 30, 2017 and financial years ended March 31, 2017, 2016, 2015, 2014 and 2013 examined by us, as set out in **Annexure I** to this examination report, are after making adjustments and regrouping as in our opinion were appropriate and more fully described in the statement of significant accounting policies in **Annexure IV** and the Notes to Accounts in **Annexure V**.
  - The Restated Statement of Profit and Loss of the Company for six month period ended September 30, 2017 and financial years ended March 31, 2017, 2016, 2015, 2014 and 2013 examined by us, as set out in **Annexure II** to this examination report are after making adjustments and regrouping as in our opinion were appropriate and more fully described in the statement of significant accounting policies in **Annexure IV** and the Statement of Adjustments to the audited financial statements in **Annexure V**.
  - The Restated Statement of Cash Flows of the Company for the six month period ended September 30, 2017 and financial years ended March 31, 2017, 2016, 2015, 2014 and 2013 examined by us, as set out in **Annexure III** to this examination report, are after making adjustments and regrouping as in our opinion were appropriate and more fully described in the statement of significant accounting policies in **Annexure IV** and the Notes to Accounts in **Annexure V**.
  - The Restated Financial Statements have been made after incorporating adjustments for:
    - The changes, if any, in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per the changed accounting policy for all the reporting period /years.
    - Prior period and other material amounts in the respective financial years to which they relate.which are stated in the Notes to Accounts as set out in **Annexure V**:
  - Such Financial statements do not require any corrective adjustments on account of :
    - Other remarks/comments in the Companies (Auditor's Report) Order, 2003 ("the Order"), as amended, issued by the Central Government of India in terms of sub - section (4A) of section 227 of the act, on financial statements of the company for the six month period ended September 30, 2017 and financial years ended March 31, 2017, 2016, 2015, 2014 and 2013.
    - Extra-ordinary items that need to be disclosed separately in the accounts requiring adjustments.
6. At the request of the company, we have also examined the following financial information("Other Financial Information") proposed to be included in the offer document prepared by the management and approved by the board of directors of the company and annexed to this report:
- Schedule of Share Capital (Annexure - VI)
  - Schedule of Reserves & Surplus (Annexure - VII)
  - Schedule of Long Term Borrowings (Annexure – VIII)
  - Schedule of Deferred Tax Liabilities (Annexure – IX)
  - Schedule of Long Term Provisions (Annexure – X)
  - Schedule of Short Term Borrowings (Annexure – XI)
  - Schedule of Trade Payables (Annexure – XII)
  - Schedule of Other Current Liabilities (Annexure – XIII)
  - Schedule of Short Term Provisions (Annexure – XIV)
  - Schedule of Fixed Assets (Annexure - XV)
  - Schedule of Non- Current Investments (Annexure – XVI)
  - Schedule of Long Term Loans and Advances (Annexure – XVII)
  - Schedule of Inventories (Annexure – XVIII)

- xiv) Schedule of Trade Receivables (Annexure – XIX)
  - xv) Schedule of Cash and Cash Equivalents (Annexure – XX)
  - xvi) Schedule of Short Term Loans and Advances (Annexure – XXI)
  - xvii) Schedule of Revenue from Operations (Annexure – XXII)
  - xviii) Schedule of Other Income (Annexure – XXIII)
  - xix) Schedule of Dividend Declared (Annexure – XXIV)
  - xx) Schedule of Related Party Transactions (Annexure –XXV)
  - xxi) Capitalization Statement (Annexure –XXVI)
  - xxii) Schedule of Contingent Liability (Annexure –XXVII)
  - xxiii) Summary of Accounting Ratios (Annexure – XXVIII)
  - xxiv) Statement of Tax Shelter (Annexure – XXIX)
  - xxv) Segment Reporting (Annexure – XXX)
7. In our opinion, the Restated Financial Statements and the other Financial Information set forth in Annexure I to XXX read with the significant accounting policies and notes to the restated financial statements have been prepared in accordance with section 26, read with applicable provisions within Rule 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act, 2013 and the SEBI Regulations and the Guidance Note on the reports in Company Prospectus (Revised) issued by the Institute of Chartered Accountants of India (ICAI).
- Consequently the financial information has been prepared after making such regroupings and adjustments as were, in our opinion, considered appropriate to comply with the same. As a result of these regrouping and adjustments, the amount reported in the financial information may not necessarily be the same as those appearing in the respective audited financial statements for the relevant years.
8. This report should not in any way construed as a re-issuance or re-drafting of any of the previous audit reports issued by the Statutory Auditors nor should this report be construed as a new opinion on any of the financial statement referred to therein.
9. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
10. This report is intended solely for your information and for inclusion in the Offer document in connection with the Company's proposed IPO of equity shares and is not to be used, referred to or distributed for any other purpose without our prior written consent.

**For M/s. V J Shah & Co.**  
**Chartered Accountants**  
(Firm Registration No.: 109823W)

**Vidyut J. Shah**  
**Partner**  
Membership No. - 033322  
Place: Mumbai  
Date: March 09, 2018

**Annexure I**  
**STATEMENT OF ASSETS AND LIABILITIES, AS RESTATED**

(₹ in lakhs)

Particulars	As at September 30, 2017	As at March 31,				
		2017	2016	2015	2014	2013
<b>EQUITY AND LIABILITIES</b>						
<b>Shareholders' Funds</b>						
a. Share Capital	1,000.00	1,000.00	1000.00	700.00	500.00	500.00
b. Reserves & Surplus	924.99	729.94	362.62	209.77	220.69	368.05
<b>Non Current Liabilities</b>						
a. Long Term Borrowings	4,669.55	4,836.80	4,946.60	4,088.56	4,312.59	3,622.28
b. Deferred Tax Liabilities	666.07	574.71	397.34	320.40	319.25	410.30
c. Long Term Provisions	95.04	87.60	74.53	62.23	51.85	42.95
<b>Current Liabilities</b>						
a. Short Term Borrowings	9,096.94	7,697.13	7,178.91	7,027.84	6,339.93	4,009.97
b. Trade Payables	2,376.35	1,959.01	2,163.84	2,153.79	3,168.20	3,524.11
c. Other Current Liabilities	817.66	679.30	481.85	993.49	898.41	2,113.54
d. Short Term Provisions	278.37	266.37	197.40	167.20	151.89	141.74
<b>T O T A L</b>	<b>19,924.98</b>	<b>17,830.85</b>	<b>16,803.08</b>	<b>15,723.28</b>	<b>15,962.82</b>	<b>14,732.92</b>
<b>ASSETS</b>						
<b>Non Current Assets</b>						
a. Fixed Assets (Net Block)						
i. Tangible Assets	9,001.90	8,399.38	7,737.82	7,500.92	7,519.83	7,101.92
ii. Intangible Assets	274.09	246.62	32.99	0.00	0.00	0.00
Gross Block	9,275.99	8,646.00	7,770.81	7,500.92	7,519.83	7,101.92
Less: Depreciation	3,103.04	2,818.30	2,317.39	1,825.80	1,548.87	1,280.68
Net Block	6,172.95	5,827.70	5,453.42	5,675.12	5,970.96	5,821.24
iii. Capital Work in Progress	0.00	0.00	0.00	0.00	0.00	0.00
b. Non Current Investment	13.61	13.61	13.61	13.61	13.61	13.67
c. Long term Loans & Advances	479.46	413.18	264.62	265.24	264.14	262.38
<b>Current Assets</b>						
a. Inventories	6,806.38	6,008.26	6,791.60	5,808.31	4,778.22	3,782.35
b. Trade Receivables	4,731.28	4,262.82	3,321.11	2,795.55	2,393.67	1,442.39
c. Cash and Cash Equivalents	704.16	756.92	575.25	609.57	397.60	366.58
d. Short Term Loans & Advances	1,017.14	548.36	383.48	555.88	2,144.61	3,044.31
<b>T O T A L</b>	<b>19,924.98</b>	<b>17,830.85</b>	<b>16,803.08</b>	<b>15,723.28</b>	<b>15,962.82</b>	<b>14,732.92</b>

**Annexure II**  
**STATEMENT OF PROFIT AND LOSS ACCOUNT, AS RESTATED**

(₹ in lakhs)

Particulars	For the Period ended September 30, 2017	For the year ended March 31,				
		2017	2016	2015	2014	2013
<b>INCOME</b>						
Revenue from Operations	10,711.53	19,494.78	17,962.52	16,899.80	15,629.92	11,198.51
Other Income	247.17	344.90	45.57	234.73	72.45	727.55
<b>Total Income (A)</b>	<b>10,958.70</b>	<b>19,839.68</b>	<b>18,008.09</b>	<b>17,134.53</b>	<b>15,702.37</b>	<b>11,926.06</b>
<b>EXPENDITURE</b>						
Cost of Material Consumed	7,257.38	12,546.55	11,805.43	12,095.77	10,666.95	8,614.26
Changes in inventories	(249.82)	278.47	(659.04)	(1279.32)	(746.15)	(850.31)
Employee benefit expenses	736.48	1,312.02	1,204.64	1,037.22	895.29	738.74
Finance costs	769.20	1,402.93	1,306.53	1,264.40	1,303.63	1,140.83
Depreciation	290.05	517.75	496.97	498.49	272.95	263.32
Other Expenses	1,868.99	3,232.50	3,623.77	3,504.31	3,548.11	2,585.76
<b>Total Expenses (B)</b>	<b>10,672.28</b>	<b>19,290.22</b>	<b>17,778.30</b>	<b>17,120.87</b>	<b>15,940.78</b>	<b>12,492.60</b>
<b>Profit before extraordinary items and tax (C)</b>	<b>286.42</b>	<b>549.46</b>	<b>229.79</b>	<b>13.66</b>	<b>(238.41)</b>	<b>(566.54)</b>
Prior period items (Net)	0.00	0.00	0.00	0.00	0.00	0.00
<b>Profit before exceptional, extraordinary items and tax (A-B)</b>	<b>286.42</b>	<b>549.46</b>	<b>229.79</b>	<b>13.66</b>	<b>(238.41)</b>	<b>(566.54)</b>
Exceptional items	0.00	0.00	0.00	0.00	0.00	0.00
<b>Profit before extraordinary items and tax</b>	<b>286.42</b>	<b>549.46</b>	<b>229.79</b>	<b>13.66</b>	<b>(238.41)</b>	<b>(566.54)</b>
Extraordinary items	0.00	0.00	0.00	0.00	0.00	0.00
<b>Profit before tax (D)</b>	<b>286.42</b>	<b>549.46</b>	<b>229.79</b>	<b>13.66</b>	<b>(238.41)</b>	<b>(566.54)</b>
<i>Tax expense :</i>						
(i) Current tax	58.40	119.62	0.78	0.00	0.00	0.00
(ii) MAT Credit	(58.40)	(114.84)	(0.78)	0.00	0.00	0.00
(iii) Deferred tax	91.36	177.37	76.94	7.49	(91.05)	(180.99)
<b>Total Tax Expense (E)</b>	<b>91.36</b>	<b>182.15</b>	<b>76.94</b>	<b>7.49</b>	<b>(91.05)</b>	<b>(180.99)</b>
<b>Profit for the year (D-E)</b>	<b>195.06</b>	<b>367.31</b>	<b>152.85</b>	<b>6.17</b>	<b>(147.36)</b>	<b>(385.55)</b>

**Annexure III**  
**CASH FLOW STATEMENT, AS RESTATED**

(₹ in lakhs)

Particulars	As at September 30, 2017	As at March 31,				
		2017	2016	2015	2014	2013
<b><u>Cash flow from operating activities:</u></b>						
Net Profit after tax as per Profit And Loss account	<b>195.06</b>	<b>367.31</b>	<b>152.85</b>	<b>6.17</b>	<b>-147.36</b>	<b>-385.55</b>
<b><u>Adjusted for:</u></b>						
(Profit)/Loss on Sale of Fixed Asset	(0.83)	3.77	0.00	3.14	0.00	0.81
Depreciation & Amortisation	290.05	517.75	496.97	498.49	272.95	263.32
Interest & Financial Charges	705.29	1,280.78	1,205.68	1,172.78	1,208.24	1,064.73
Interest Received	(2.44)	(43.92)	(5.57)	(5.68)	(5.36)	(5.92)
<b>Operating Profit Before Working Capital Changes</b>	<b>1,187.13</b>	<b>2,125.69</b>	<b>1,849.93</b>	<b>1,674.89</b>	<b>1,328.47</b>	<b>937.39</b>
<b><u>Adjusted for (Increase)/ Decrease in:</u></b>						
Trade Receivables	(468.46)	(941.71)	(525.56)	(401.88)	(951.28)	431.62
Inventories	(798.12)	783.34	(983.29)	(1,030.09)	(995.87)	(1,157.28)
Short Term Loans and Advances	(468.78)	(164.88)	172.40	(1,588.74)	899.69	(1,523.69)
Trade Payables	417.34	(204.83)	10.05	(1,014.42)	(355.90)	1,787.13
Short Term Provisions	12.00	68.97	30.20	15.31	10.15	11.28
Other Current Liabilities	138.35	197.45	(511.64)	95.07	(1,215.13)	2,098.54
Deferred Tax	91.36	177.37	76.94	1.15	(91.05)	(180.99)
Long Term Provisions	7.44	13.07	12.30	10.38	8.90	7.54
<b>Net Cash Flow from/(used in) Operating Activities: (A)</b>	<b>118.27</b>	<b>2,054.48</b>	<b>131.33</b>	<b>939.16</b>	<b>(1,362.02)</b>	<b>2,411.54</b>
<b><u>Cash Flow From Investing Activities:</u></b>						
Net (Additions) / Sale of Fixed Assets	(634.46)	(895.80)	(275.28)	(222.87)	(422.67)	(525.13)
Increase/(Decrease) in Fixed Deposit	(2.00)	0.00	44.88	3.64	(22.24)	(31.89)
Increase / (Decrease) in Non-Current Investment	0.00	0.00	0.00	0.00	0.06	0.00
Interest Received	2.44	43.92	5.57	5.68	5.36	5.92
Long Term Loans and Advances	(66.29)	(148.56)	0.63	(1.10)	(1.76)	(186.33)
<b>Net Cash Flow from/(used in) Investing Activities: (B)</b>	<b>(700.31)</b>	<b>(1,000.44)</b>	<b>(224.20)</b>	<b>(214.65)</b>	<b>(441.25)</b>	<b>(737.44)</b>
<b><u>Cash Flow from Financing Activities:</u></b>						
Issue of Share Capital	0.00	0.00	300.00	200.00	0.00	0.00
Increase / (Decrease) in Long Term Borrowing	(167.25)	(109.80)	858.04	(224.03)	690.32	(3,943.27)
Increase / (Decrease) in Short Term Borrowing	1,399.81	518.22	151.07	687.91	2,329.96	3402.29
Interest & Financial Charges	(705.29)	(1,280.78)	(1,205.68)	(1,172.78)	(1,208.24)	(1,064.73)
<b>Net Cash Flow from/(used in) Financing Activities: (C)</b>	<b>527.27</b>	<b>(872.36)</b>	<b>103.43</b>	<b>(508.90)</b>	<b>1,812.04</b>	<b>(1605.71)</b>
<b>Net Increase/(Decrease) in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>(54.76)</b>	<b>181.67</b>	<b>10.55</b>	<b>215.61</b>	<b>8.78</b>	<b>68.38</b>

Cash & Cash Equivalents As At Beginning of the Year	678.99	497.31	486.76	271.15	262.37	193.98
Cash & Cash Equivalents As At End of the Year	624.23	678.99	497.31	486.76	271.14	262.36

Cash & Cash Equivalents comprises of:

(₹ in lakhs)

Particulars	As at September 30, 2017	As at March 31,				
		2017	2016	2015	2014	2013
Cash on hand	5.42	4.53	8.07	7.23	2.65	6.36
Bank Balance In Current Accounts	618.81	674.46	489.25	479.53	268.50	256.01
<b>Total</b>	<b>624.23</b>	<b>678.99</b>	<b>497.31</b>	<b>486.76</b>	<b>271.14</b>	<b>262.36</b>

Note: The cash flow statement has been prepared on the basis of restated statement of profit & loss and balance sheet.

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**Annexure IV**  
**SIGNIFICANT ACCOUNTING POLICIES****(A) BASIS OF ACCOUNTING**

The financial statements are prepared under the historical cost convention, on the accrual basis of accounting in accordance with mandatory accounting standards issued by the Institute of Chartered Accountants of India and relevant presentational requirements of Companies Act, 2013.

The accounting policies adopted in preparation of the financial statements are consistent with those followed in the previous year.

**(B) USE OF ESTIMATES**

The preparation of financial statements requires estimates & assumptions to be made that effect the reported amount of assets & liabilities on the date of the financial statements and the reported amount of revenues & expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

**(C) FIXED ASSETS**

Fixed Assets are stated at Cost of Acquisition less accumulated depreciation and impairment losses. Fixed assets include all incidental expenses related to acquisition and installation of the concerned assets.

**(D) DEPRECIATION:**

Depreciation on Tangible assets is provided at the rates prescribed in Schedule II of the Companies Act, 2013, except in case of reactors where useful life is considered to be 12 years on a conservative basis.

Depreciation calculated on pro-rata basis on additions made during the year.

The company follows WDV method for Additions made upto FY 2002-03. However for the additions made from FY 2003-04 onwards, SLM method of Depreciation is followed.

**(E) INCOME AND EXPENSES:**

Sales & Purchases are net of trade discount and return.

**(F) INVESTMENTS**

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

**(G) REVENUE RECOGNITION:****a) Sale of Products**

Revenue from sales of products is recognised on transfer of all significant risks and rewards of ownership to the buyer which coincides with dispatch of goods to customer. Sales are stated exclusive of sales tax and net of trade and quantity discount.



**b) Interest**

Revenue is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

**c) Other Operating income**

This includes freight outward charges, profit on sale of DEPB Licence etc. and is recognised on a time proportionate basis.

**(H) GOVERNMENT GRANTS AND SUBSIDIES:**

Government grants and subsidies are recognised when there is reasonable assurance that the Company will comply with the conditions attached to them and the grants / subsidy will be received.

Government grants in the nature Capital Subsidy received upon the amount invested on Plant and Machinery, where no repayment is ordinarily expected in respect thereof, are treated as Deferred Revenue Income and has been proportionately credited to Profit & Loss Account on the basis of actual useful life of the Plant & Machinery.

Other government grants and subsidies are recognised as income over the periods necessary to match them with the costs for which they are intended to compensate, on a systematic basis.

**(I) INVENTORIES:**

Inventories have been valued at lower of cost or net realizable value. Cost in respect of purchased materials & finished goods consists of purchase price including freight inward, brokerage and other expenditure directly attributable to the acquisition.

**(J) FOREIGN CURRENCY TRANSACTION:**

Transactions in foreign currency are recorded at the rate of exchange in force on the date of the transaction. Current assets, current liabilities & borrowings denominated in foreign currency are translated at the exchange prevalent at the date of the balance sheet. The resultant gain\loss, except in cases where they relate to the acquisition of fixed assets, are recognized in the profit & loss Account.

**(K) EMPLOYEE BENEFITS:**

The Company's provident fund schemes are defined contribution plans. The contributions paid/payable under the schemes are recognized immediately in the Statement of Profit and Loss.

The employees' gratuity scheme is a defined benefit plan. The present value of the obligation under such defined benefit plan is determined at each Balance Sheet date based on actuarial valuation carried out by an independent actuary using Projected Unit Credit (PUC) method. Actuarial gains and losses are recognized immediately in the Statement of Profit and Loss. Past service cost is recognized as an expense on a straight line basis over the average period until the benefit becomes vested. To the extent the benefits are already vested past service cost is recognized immediately

The Company does not have any system of accumulation of unutilized privilege leave applicable to its employees and no provision is made for the same.

**(L) TAXES ON INCOME:**

**Current Tax:** Provision for current income tax is made on the basis of the estimated taxable income for the current accounting period in accordance with the specific applicable laws.

**Deferred Tax:** Deferred tax is measured on based on the tax rate and tax laws enacted or substantially enacted at the balance date. Deferred tax assets are recognized only if there is reasonable/virtual certainty that they will be realized.

**(M) IMPAIRMENT OF ASSETS:**

At each Balance Sheet date, an assessment is made of whether there is any indication of impairment. Impairment loss is recognized whenever the carrying amount of assets exceeds its recoverable amount.

**(N) PROVISION & CONTINGENCIES:**

A provision is recognized when the company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provision are not discounted to present value and are determine on best estimate require to settle the obligation at the Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognized and are disclosed by way of notes to accounts.

**(O) LEASE:**

Leases, where the lessor effectively retains substantially all risks and benefits of ownership of the lease item are classified as operating lease. Operating lease payments as an expense in the profit and loss account on a straight-line basis over the lease term.

**(P) EARNING PER SHARE**

- a) Basic Earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average numbers of equity shares outstanding during the period are adjusted for events of bonus issue; bonus element in a rights issue to existing shareholders; share split; and reverse share split (consolidation of shares).
- b) For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

**(Q)** The Company's only identifiable reportable segment is Chemicals and hence disclosure of Segment wise information is not applicable under Accounting Standard – 17 “Segment Information” (AS-17). Details of geographical segments are disclosed.

**(R)** There are no Auditor's Qualifications in the Financial Statements of the Company.

**Annexure V**  
**NOTES TO ACCOUNTS**

**1. Managerial Remuneration**

(₹ in lakhs)

Particulars	For the period ended September 30, 2017	For the year ended March 31,				
		2017	2016	2015	2014	2013
<u>Whole Time Director and Managing Director Remuneration</u>						
Salaries and Allowances	94.76	207.38	206.54	206.43	202.66	203.07
<b>Total</b>	<b>94.76</b>	<b>207.38</b>	<b>206.54</b>	<b>206.43</b>	<b>202.66</b>	<b>203.07</b>

**2. Remuneration to Auditors**

(₹ in lakhs)

Particulars	For the period ended September 30, 2017	For the year ended March 31,				
		2017	2016	2015	2014	2013
Audit Fees	2.50	4.46	4.00	3.93	3.93	2.53

**3. Information regarding Foreign Exchange earnings and expenditure**

(₹ in lakhs)

Particulars	For the period ended September 30, 2017	For the year ended March 31,				
		2017	2016	2015	2014	2013
Earning in Foreign Exchange	5,682.39	9,603.24	9,546.87	9,767.30	9,726.68	6,763.63
Expenditure in Foreign Exchange	5,744.98	10,485.69	10,652.14	10,584.56	9,732.58	7,199.09

**4. Litigation in relation to Insurance Claim Receivable**

On December 13, 2011, a fire broke out at the Company's insured factory situated at Plot No. 2514 & 2515, GIDC, Vapi, Gujarat. Consequent to the above fire (which raged for around 4 days) the property (moveable and immovable) lying behind and situated in the above referred premises were destroyed. We had calculated an estimated loss of Rs. 42 crores to Rs. 45 crores, which was based on a visual inspection of the fire and on December 26, 2011 our company filed an Insurance claim for Rs. 45 crores. Therefore, the Respondent appointed a Surveyor for assessing losses reported by the Company on September 18, 2012. Under the Interim Survey Report the Surveyor estimated a loss to the tune of Rs. 36 Crores. Thereafter, on January 15, 2013, the Respondent released an ad hoc payment in the favour of the Company to the tune of Rs.20 crores. The Company raised a protest against the assessment as the Surveyor had not assessed the loss of stock properly and that there were serious differences in the value as well as in the rate adopted by the Surveyor. On being aggrieved, the Company filed an Application before the Court for appointment of an Arbitrator to adjudicate the disputes, differences and claims between the parties by invoking arbitration agreement. Thereafter, vide Order dated June 24, 2015, the Court appointed Sole Arbitrator to resolve the disputes between the parties. On being aggrieved by the aforesaid Order passed by the Court, New India Assurance Company Ltd. filed a petition for special leave before the Supreme Court of India. Subsequently, vide Order dated October 05, 2015 the Supreme Court of India dismissed the Special Leave Petition. Consequently, the Company filed its Statement of Claim before the Arbitral Tribunal inter-alia praying that the Hon'ble Tribunal (i) declare all reports of the surveyor to be illegal/void and (ii) declare that a sum of Rs. 26.77 crores is due and payable by New India Assurance

Company Ltd. along with further interest of 16.5% per annum till the date of realization. This matter is currently pending before the Arbitral Tribunal as on date of this Prospectus

5. Based on the information there are no outstanding balances of the enterprises registered under the Micro, Small and Medium enterprises, Development Act, 2006.
6. Previous year figures have been re-grouped and re-stated wherever necessary to confirm to the current year classification.

## ADJUSTMENTS MADE IN RESTATED FINANCIAL STATEMENTS / REGROUPING NOTES

### Adjustments having impact on profit

Changes done in profit after tax due to gratuity provision, tax provision and MAT Credit has been restated for the financial years 2012-13, 2013-14, 2014-15, 2015-16 and 2016-17

(₹ in lakhs)

Particulars	For the period ended September 30, 2017	For the year ended March 31,				
		2017	2016	2015	2014	2013
Profit as per Audited	404.11	266.26	165.82	17.15	(137.99)	(377.66)
Restatement of period to 31/03/2012	(149.21)	0.00	0.00	0.00	0.00	0.00
Restatement of reported period (from the FY 2013-14 to 2016-17)	(59.84)	0.00	0.00	0.00	0.00	0.00
Less Gratuity provision	0.00	(13.79)	(12.97)	(10.98)	(9.37)	(7.89)
Less : Tax Provision	0.00	0.00	(0.78)	0.00	0.00	0.00
Add : MAT Credit Entitlement	0.00	114.84	0.78	0.00	0.00	0.00
<b>Profit as per Restated Financials</b>	<b>195.06</b>	<b>367.31</b>	<b>152.85</b>	<b>6.17</b>	<b>(147.36)</b>	<b>(385.55)</b>

Changes done in Reserves and Surplus due to gratuity provision, tax provision and MAT Credit has been restated for the financial years 2012-13, 2013-14, 2014-15, 2015-16 and 2016-17

(₹ in lakhs)

Particulars	For the period ended September 30, 2017	For the year ended March 31,				
		2017	2016	2015	2014	2013
Balance as per Audited Financials	924.99	520.84	254.58	88.77	86.09	224.08
Add : Short / Excess tax Provision	0.00	(3.69)	(3.69)	(2.91)	(0.30)	(0.30)
Add/Less: Gratuity Provision	0.00	(92.48)	(78.70)	(65.73)	(54.75)	(45.38)
Add : MAT Credit	0.00	305.27	190.43	189.64	189.64	189.64
<b>Balance as per Restated Financials</b>	<b>924.99</b>	<b>729.94</b>	<b>362.62</b>	<b>209.77</b>	<b>220.69</b>	<b>368.05</b>

### Adjustments not having impact on profit

Appropriate adjustments have been made in the restated summary statements, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the groupings as per the audited financial statements of the Company, prepared in accordance with Schedule III and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 (as amended).

**Annexure VI**  
**SCHEDULE OF SHARE CAPITAL, AS RESTATED**

(₹ in lakhs)

Particulars	As at September 30, 2017	As at March 31,				
		2017	2016	2015	2014	2013
<b>Equity Share Capital</b>						
<b>Authorised Share capital</b>						
10,00,00,000 Equity Shares of Rs. 1/- each	1,000.00	1,000.00	1,000.00	1,000.00	1,000.00	1,000.00
<b>T O T A L</b>	<b>1,000.00</b>	<b>1,000.00</b>	<b>1,000.00</b>	<b>1,000.00</b>	<b>1,000.00</b>	<b>1,000.00</b>
<b>Issued, Subscribed and Fully Paid Up Share Capital</b>						
For F.Y. 2012-13 and 2013-14: 5,00,00,000 Equity Shares of Re.1/- each fully paid up					500.00	500.00
For F.Y. 2014-15 : 7,00,00,000 Equity shares of Re.1/- each fully paid up				700.00		
For F.Y. 2015-16 and 2016-17 and Sept 2017: 10,00,00,000 Equity shares of Re.1/- each fully paid up	1,000.00	1000.00	1000.00			
<b>TOTAL</b>	<b>1,000.00</b>	<b>1,000.00</b>	<b>1,000.00</b>	<b>700.00</b>	<b>500.00</b>	<b>500.00</b>

**Reconciliation of number of shares outstanding:**

(in lakhs)

Particulars	As at September 30, 2017	As at March 31,				
		2017	2016	2015	2014	2013
<b>Equity Shares</b>						
Equity shares at the beginning of the year of Re. 1/- each	1,000.00	1,000.00	700.00	500.00	500.00	500.00
Additions	0.00	0.00	300.00	200.00	0.00	0.00
<b>Equity Shares at the end of the year</b>	<b>1,000.00</b>	<b>1,000.00</b>	<b>1,000.00</b>	<b>700.00</b>	<b>500.00</b>	<b>500.00</b>

**Annexure VII**  
**SCHEDULE OF RESERVES AND SURPLUS, AS RESTATED**

(₹ in lakhs)

Particulars	As at September 30, 2017	As at March 31,				
		2017	2016	2015	2014	2013
<b>Profit &amp; Loss A/c</b>						
Opening Balance	606.36	239.04	86.19	97.11	244.47	630.01
<b>Add / (Less): Changes during the year</b>						
Add: Profit After Tax	195.06	367.31	152.85	6.17	-147.36	-385.55
less: Tax adjustment of earlier years	-	-	-	-2.91	-	-
less: Adjustment For Depreciation	-	-	-	-14.17	-	-
<b>Total (a)</b>	<b>801.41</b>	<b>606.36</b>	<b>239.04</b>	<b>86.19</b>	<b>97.11</b>	<b>244.47</b>

<b>Capital Reserve (Subsidy)</b>						
Opening Balance	8.88	8.88	8.88	8.88	8.88	8.88
<b>Total (b)</b>	<b>8.88</b>	<b>8.88</b>	<b>8.88</b>	<b>8.88</b>	<b>8.88</b>	<b>8.88</b>
<b>General Reserve</b>						
Opening Balance	114.70	114.70	114.70	114.70	114.70	114.70
Add / (Less): Changes during the year	-	-	-	-	-	-
<b>Total (c)</b>	<b>114.70</b>	<b>114.70</b>	<b>114.70</b>	<b>114.70</b>	<b>114.70</b>	<b>114.70</b>
<b>Total Reserves (a+b+c)</b>	<b>924.99</b>	<b>729.94</b>	<b>362.62</b>	<b>209.77</b>	<b>220.69</b>	<b>368.05</b>

**Annexure VIII**  
**SCHEDULE OF LONG TERM BORROWINGS, AS RESTATED**

(₹ in lakhs)

Particulars	As at September 30, 2017	As at March 31,				
		2017	2016	2015	2014	2013
<b>Secured Loans</b>						
Motor car loans	4.43	5.92	13.70	21.78	0.00	21.71
<b>From Banks :</b>						
Term loans	900.93	850.05	812.95	882.60	1553.88	763.90
Corporate loans	568.77	527.92	640.12	695.66	240.02	342.11
<b>Total (a)</b>	<b>1,474.13</b>	<b>1,383.89</b>	<b>1,466.77</b>	<b>1,600.05</b>	<b>1,793.89</b>	<b>1,127.73</b>
<b>Unsecured Loans</b>						
From Directors	2,000.00	3,000.00	3,000.00	2,000.00	2,000.00	2,000.00
From Others	1,195.42	452.91	479.83	488.51	518.70	494.55
<b>Total (b)</b>	<b>3,195.42</b>	<b>3,452.91</b>	<b>3,479.83</b>	<b>2,488.51</b>	<b>2,518.70</b>	<b>2,494.55</b>
<b>TOTAL</b>	<b>4,669.55</b>	<b>4,836.80</b>	<b>4,946.60</b>	<b>4,088.56</b>	<b>4,312.59</b>	<b>3,622.28</b>
Current Maturity to Long term debt	665.46	630.13	431.24	940.24	810.02	2,039.72

Note: For details of the Terms of Sanction, Maturity and other details of outstanding loans please refer chapter "Financial Indebtedness" beginning on page no.188 of this Prospectus.

**ANNEXURE IX**  
**SCHEDULE OF DEFERRED TAXES, AS RESTATED**

(₹ in lakhs)

Particulars	For the period ended September 30, 2017	For the year ended March 31,				
		2017	2016	2015	2014	2013
<b>Deferred Tax Liabilities</b>						
Opening Balance	574.71	397.34	320.40	319.25	410.30	591.29
Aggregate Timing Difference for the year	91.36	177.37	76.94	1.15	(91.05)	(180.99)
<b>Closing Balance</b>	<b>666.07</b>	<b>574.71</b>	<b>397.34</b>	<b>320.40</b>	<b>319.25</b>	<b>410.30</b>

**ANNEXURE X**  
**DETAILS OF LONG TERM PROVISIONS AS RESTATED**

(₹ in lakhs)

Particulars	As at September 30,	As at March 31,				
	2017	2017	2016	2015	2014	2013
Gratuity Provision	95.04	87.60	74.53	62.23	51.85	42.95
<b>Total</b>	<b>95.04</b>	<b>87.60</b>	<b>74.53</b>	<b>62.23</b>	<b>51.85</b>	<b>42.95</b>

**ANNEXURE XI**  
**SCHEDULE OF SHORT TERM BORROWINGS, AS RESTATED**

(₹ in lakhs)

Particulars	As at September 30, 2017	As at March 31,				
		2017	2016	2015	2014	2013
<b>Secured Loan</b>						
Buyer's Credit	1,708.63	1,657.60	1,800.43	1,509.47	995.29	611.17
Foreign Currency Loans	2,350.47	2,508.99	2,541.60	1,202.16	1,214.97	1,311.38
Bank Overdraft	3,959.81	2,877.74	2,467.32	3,363.09	3,490.16	1,948.01
<b>Total</b>	<b>8,018.91</b>	<b>7,044.33</b>	<b>6,809.35</b>	<b>6,074.72</b>	<b>5,700.42</b>	<b>3,870.56</b>
<b>Unsecured Loan</b>						
From Directors	1,078.03	652.80	369.56	953.12	639.51	139.41
<b>TOTAL</b>	<b>9,096.94</b>	<b>7,697.13</b>	<b>7,178.91</b>	<b>7,027.84</b>	<b>6,339.93</b>	<b>4,009.97</b>

The above amounts in Annexure VIII and XI include:

(₹ in lakhs)

Particulars	As at September 30, 2017	As at March 31,				
		2017	2016	2015	2014	2013
Secured Borrowing	10158.50	9058.35	8707.36	8615.01	8304.34	7038.00
Unsecured Borrowing	4273.45	4105.71	3849.39	3441.63	3158.21	2633.96
<b>Total</b>	<b>14431.95</b>	<b>13164.06</b>	<b>12556.75</b>	<b>12056.64</b>	<b>11462.55</b>	<b>9671.96</b>

Note: For details of the Terms of Sanction, Maturity and other details of outstanding loans please refer chapter "Financial Indebtedness" beginning on page no.188 of this Prospectus.

**Annexure XII**  
**SCHEDULE OF TRADE PAYABLES, AS RESTATED**

(₹ in lakhs)

Particulars	As at September 30, 2017	As at March 31,				
		2017	2016	2015	2014	2013
<b>Micro, Small, Medium Enterprises</b>	0.00	0.00	0.00	0.00	0.00	0.00
<b>Others</b>						
Sundry Creditors for goods	1,654.80	1,454.15	1,602.33	1,660.17	2,126.35	1,983.61
Sundry Creditors for expenses	721.55	504.85	561.51	493.62	1,041.85	1,540.50
<b>TOTAL</b>	<b>2,376.35</b>	<b>1,959.01</b>	<b>2,163.84</b>	<b>2,153.79</b>	<b>3,168.20</b>	<b>3,524.11</b>



**Annexure XIII**  
**SCHEDULE OF OTHER CURRENT LIABILITIES, AS RESTATED**

(₹ in lakhs)

Particulars	As at September 30, 2017	As at March 31,				
		2017	2016	2015	2014	2013
Car Loan	4.90	7.78	8.09	7.31	21.71	28.58
<b>From Banks :</b>						
Term Loan	416.36	510.15	367.61	671.28	686.21	651.53
Corporate Loan	244.20	112.20	55.54	261.66	102.10	1334.61
Loan from NBFC	0.00	0.00	0.00	0.00	0.00	25.00
<b>Total Current Maturities to Long Term Debt</b>	<b>665.46</b>	<b>630.13</b>	<b>431.24</b>	<b>940.24</b>	<b>810.02</b>	<b>2039.72</b>
Advance from Debtors	152.20	49.17	50.61	53.25	88.39	73.82
<b>TOTAL</b>	<b>817.66</b>	<b>679.30</b>	<b>481.85</b>	<b>993.49</b>	<b>898.41</b>	<b>2113.54</b>

Note: For details of the Terms of Sanction, Maturity and other details of outstanding loans please refer chapter “Financial Indebtedness” beginning on page no.188 of this Prospectus.

**ANNEXURE XIV**  
**SCHEDULE OF SHORT TERM PROVISIONS, AS RESTATED**

(₹ in lakhs)

Particulars	As at September 30, 2017	As at March 31,				
		2017	2016	2015	2014	2013
For government dues	67.41	125.15	75.07	66.63	64.82	63.82
For staff dues	192.31	136.29	118.13	97.07	84.15	75.50
Provision for Gratuity	5.35	4.93	4.20	3.50	2.92	2.42
Other Outstanding Expenses	13.30	0.00	0.00	0.00	0.00	0.00
<b>TOTAL</b>	<b>278.37</b>	<b>266.37</b>	<b>197.40</b>	<b>167.20</b>	<b>151.89</b>	<b>141.74</b>

**Annexure XV**  
**SCHEDULE OF FIXED ASSETS, AS RESTATED**

(₹ in lakhs)

Particulars	As at Septem ber 30, 2017	As at March 31,				
		2017	2016	2015	2014	2013
<b>FACTORY PLOT</b>						
Gross Block	143.19	143.19	143.19	143.19	143.19	143.19
Addition during the year	0.00	0.00	0.00	0.00	0.00	0.00
Reduction during the year	0.00	0.00	0.00	0.00	0.00	0.00
Depreciation During the year	0.00	0.00	0.00	0.00	0.00	0.00
Accumulated Depreciation	0.00	0.00	0.00	0.00	0.00	0.00
<b>Net Block</b>	<b>143.19</b>	<b>143.19</b>	<b>143.19</b>	<b>143.19</b>	<b>143.19</b>	<b>143.19</b>
<b>FACTORY BUILDING</b>						
Gross Block	2,032.75	1,828.86	1,820.51	1,817.68	1,837.78	1,629.14
Addition during the year	47.49	240.73	8.35	2.83	16.94	718.12

Particulars	As at September 30, 2017	As at March 31,				
		2017	2016	2015	2014	2013
Reduction during the year	0.00	36.84	0.00	0.00	37.04	509.48
Depreciation During the year	31.94	57.96	55.14	55.21	56.50	56.09
Deductions from depreciation	0.00	5.22	0.00	0.00	0.00	0.00
Accumulated Depreciation	541.76	509.82	457.08	401.94	346.73	290.23
<b>Net Block</b>	<b>1,538.48</b>	<b>1,522.93</b>	<b>1,371.78</b>	<b>1,418.57</b>	<b>1,470.95</b>	<b>1,547.55</b>
<b>PLANT AND MACHINERY</b>						
Gross Block	6,032.68	5,590.52	5,375.01	5,363.08	4,940.37	4,473.66
Addition during the year	453.69	460.77	253.21	186.25	481.15	2,789.29
Reduction during the year	0.00	18.61	37.70	9.42	58.44	2,322.58
Depreciation During the year	230.83	422.64	415.92	413.74	199.14	192.79
Deductions from depreciation	0.00	11.62	5.38	4.08	4.76	22.05
Accumulated Depreciation	2,424.31	2,193.48	1,782.46	1,371.92	1,113.53	919.15
Net Asset written off	0.00	0.00	0.00	164.90	0.00	0.00
Net Depreciation written off	0.00	0.00	0.00	151.27	0.00	0.00
<b>Net Block</b>	<b>4,062.06</b>	<b>3,839.20</b>	<b>3,808.06</b>	<b>4,158.44</b>	<b>4,249.55</b>	<b>4,021.22</b>
<b>FURNITURE AND FIXTURES</b>						
Gross Block	50.42	43.55	43.55	55.61	52.46	50.66
Addition during the year	101.65	6.87	0.00	0.00	3.15	22.26
Reduction during the year	0.00	0.00	0.00	0.00	0.00	20.46
Depreciation During the year	5.57	4.42	4.34	4.34	3.09	2.62
Deductions from depreciation	0.00	0.00	0.00	0.00	0.00	0.00
Accumulated Depreciation	32.12	26.55	22.13	17.79	24.55	21.46
Net asset written off	0.00	0.00	0.00	12.06	0.00	0.00
Net Depreciation written off	0.00	0.00	0.00	11.10	0.00	0.00
<b>Net Block</b>	<b>119.95</b>	<b>23.87</b>	<b>21.42</b>	<b>36.86</b>	<b>31.06</b>	<b>31.00</b>
<b>VEHICLES</b>						
Gross Block	71.63	71.59	71.55	81.66	81.66	90.29
Addition during the year	0.00	0.04	0.04	34.20	0.00	0.00
Reduction during the year	0.00	0.00	0.00	7.65	0.00	8.63
Depreciation During the year	2.82	5.62	9.68	8.35	6.61	7.34
Deductions from depreciation	0.00	0.00	0.00	6.16	0.00	0.00
Accumulated Depreciation	26.74	23.92	18.30	8.62	40.90	34.29
Net Asset written off	0.00	0.00	0.00	36.66	0.00	0.00
Net Depreciation written off	0.00	0.00	0.00	34.47	0.00	0.00
<b>Net Block</b>	<b>44.89</b>	<b>47.71</b>	<b>53.29</b>	<b>97.40</b>	<b>40.76</b>	<b>47.37</b>
<b>COMPUTER</b>						
Gross Block	64.74	57.65	44.78	56.28	44.13	26.26
Addition during the year	5.04	7.09	12.87	6.73	12.15	17.87
Reduction during the year	0.00	0.00	0.00	0.00	0.00	0.00
Depreciation During the year	4.36	3.18	8.95	16.81	6.83	3.75
Deductions from depreciation	0.00	0.00	0.00	0.00	0.00	4.76
Accumulated Depreciation	39.86	35.50	32.32	23.37	21.04	14.21
Net Asset written off	0.00	0.00	0.00	18.23	0.00	0.00
Net Depreciation written off	0.00	0.00	0.00	14.48	0.00	0.00
<b>Net Block</b>	<b>29.92</b>	<b>29.24</b>	<b>25.33</b>	<b>35.89</b>	<b>35.24</b>	<b>29.92</b>

Particulars	As at September 30, 2017	As at March 31,				
		2017	2016	2015	2014	2013
<b>CCTV &amp; CAMERA</b>						
Gross Block	3.97	2.46	2.33	2.33	2.33	1.95
Addition during the year	0.00	1.51	0.13	0.00	0.00	0.38
Reduction during the year	0.00	0.00	0.00	0.00	0.00	0.00
Depreciation During the year	0.16	0.24	0.04	0.04	0.78	0.73
Accumulated Depreciation	2.60	2.44	2.20	2.16	2.12	1.34
<b>Net Block</b>	<b>1.37</b>	<b>1.53</b>	<b>0.26</b>	<b>0.17</b>	<b>0.21</b>	<b>0.99</b>
<b>INTANGIBLE ASSETS</b>						
<b>REACH COST (PRODUCT CERTIFICATION COST)</b>						
Gross Block	246.62	32.99	32.99	0.00	0.00	0.00
Addition during the year	27.47	213.63	0.00	0.00	0.00	0.00
Reduction during the year	0.00	0.00	0.00	0.00	0.00	0.00
Depreciation During the year	14.37	23.69	2.90	0.00	0.00	0.00
Accumulated Depreciation	40.96	26.59	2.90	0.00	0.00	0.00
<b>Net Block</b>	<b>233.13</b>	<b>220.03</b>	<b>30.09</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Gross Block</b>	<b>9,275.99</b>	<b>8,646.00</b>	<b>7,770.81</b>	<b>7,500.92</b>	<b>7,519.83</b>	<b>7,101.92</b>
<b>Net Addition</b>	<b>635.34</b>	<b>875.19</b>	<b>236.90</b>	<b>212.94</b>	<b>417.91</b>	<b>686.77</b>
<b>Total Depreciation For the Year</b>	<b>290.05</b>	<b>517.75</b>	<b>496.97</b>	<b>498.49</b>	<b>272.95</b>	<b>263.32</b>
<b>Total Accumulated Depreciation</b>	<b>3,103.04</b>	<b>2,818.30</b>	<b>2,317.39</b>	<b>1,825.80</b>	<b>1,548.87</b>	<b>1,280.68</b>
<b>Net Block</b>	<b>6,172.95</b>	<b>5,827.70</b>	<b>5,453.42</b>	<b>5,675.12</b>	<b>5,970.96</b>	<b>5,821.24</b>

#### Annexure XVI

#### SCHEDULE OF OTHER NON CURRENT INVESTMENTS, AS RESTATED

(₹ in lakhs)

Particulars	As at September 30, 2017	As at March 31,				
		2017	2016	2015	2014	2013
National Savings Certificate	0.00	0.00	0.00	0.00	0.00	0.06
Meracol Corporation Ltd	13.36	13.36	13.36	13.36	13.36	13.36
The Saraswat Co-op Bank Ltd	0.25	0.25	0.25	0.25	0.25	0.25
<b>TOTAL</b>	<b>13.61</b>	<b>13.61</b>	<b>13.61</b>	<b>13.61</b>	<b>13.61</b>	<b>13.67</b>

#### Annexure XVII

#### SCHEDULE OF LONG TERM LOANS AND ADVANCES, AS RESTATED

(₹ in lakhs)

Particulars	As at September 30, 2017	As at March 31,				
		2017	2016	2015	2014	2013
<b>From Promoter &amp; Promoter Group</b>						
<b>From Others</b>						
Security Deposits	115.80	107.91	74.19	75.60	74.50	72.74
MAT Credit Entitlement	363.66	305.27	190.43	189.64	189.64	189.64
<b>TOTAL</b>	<b>479.46</b>	<b>413.18</b>	<b>264.62</b>	<b>265.24</b>	<b>264.14</b>	<b>262.38</b>

**Annexure XVIII**  
**SCHEDULE OF INVENTORIES, AS RESTATED**

(₹ in lakhs)

Particulars	As at September 30, 2017	As at March 31,				
		2017	2016	2015	2014	2013
Closing Stock	6,806.38	6,008.26	6,791.60	5,808.31	4,778.22	3,782.35
<b>T O T A L</b>	<b>6,806.38</b>	<b>6,008.26</b>	<b>6,791.60</b>	<b>5,808.31</b>	<b>4,778.22</b>	<b>3,782.35</b>

**Annexure XIX**  
**SCHEDULE OF TRADE RECEIVABLES, AS RESTATED**

(₹ in lakhs)

Particulars	As at September 30, 2017	As at March 31,				
		2017	2016	2015	2014	2013
<b>Trade Receivables</b>						
<b>Outstanding for a period less than 6 months</b>						
Promoter & Promoter Group	0.00	0.00	0.00	0.00	0.00	0.00
Others	4,714.23	4,261.47	3,293.62	2,778.76	2,362.70	1,410.27
<b>Outstanding for a period exceeding 6 months</b>						
Promoter & Promoter Group	0.00	0.00	0.00	0.00	0.00	0.00
Others	17.05	1.35	27.49	16.79	30.97	32.12
<b>T O T A L</b>	<b>4,731.28</b>	<b>4,262.82</b>	<b>3,321.11</b>	<b>2,795.55</b>	<b>2,393.67</b>	<b>1,442.39</b>

**Annexure XX**  
**SCHEDULE OF CASH AND CASH EQUIVALENTS, AS RESTATED**

(₹ in lakhs)

Particulars	As at September 30, 2017	As at March 31,				
		2017	2016	2015	2014	2013
Cash on hand	5.42	4.53	8.07	7.23	2.65	6.36
Bank Balance In Current Accounts	618.81	674.46	489.25	479.53	268.50	256.01
Bank Balance In Deposit Accounts	79.93	77.93	77.93	122.81	126.45	104.21
<b>T O T A L</b>	<b>704.16</b>	<b>756.92</b>	<b>575.25</b>	<b>609.57</b>	<b>397.60</b>	<b>366.58</b>

**Annexure XXI**  
**SCHEDULE OF SHORT TERM LOANS AND ADVANCES, AS RESTATED**

(₹ in lakhs)

Particulars	As at September 30, 2017	As at March 31,				
		2017	2016	2015	2014	2013
<b>From Promoter &amp; Promoter Group</b>	0.00	0.00	0.00	0.00	0.00	0.00
<b>From Others</b>						
Current Tax	1.63	9.65	11.29	17.70	35.17	30.88
Security Deposits	0.00	6.50	6.50	6.50	6.50	6.50
Advances Recoverable In Cash Or Kind	268.67	269.60	328.74	510.58	2,076.88	2,972.00
Advance to Employees	28.19	21.02	16.40	15.72	11.88	14.50
Advance to Creditors	356.96	226.63	20.55	5.38	14.18	20.43
Currency Margin Money	7.95	0.00	0.00	0.00	0.00	0.00
Duties & Taxes	353.74	14.96	0.00	0.00	0.00	0.00
<b>T O T A L</b>	<b>1,017.14</b>	<b>548.36</b>	<b>383.48</b>	<b>555.88</b>	<b>2,144.61</b>	<b>3,044.31</b>

**Annexure XXII**  
**SCHEDULE OF REVENUE FROM OPERATIONS, AS RESTATED**

(₹ in lakhs)

Particulars	For the period ended September 30, 2017	For the year ended March 31,				
		2017	2016	2015	2014	2013
Sale of products	10,711.53	19,494.78	17,962.52	16,899.80	15,629.92	11,198.51
<b>T O T A L</b>	<b>10,711.53</b>	<b>19,494.78</b>	<b>17,962.52</b>	<b>16,899.80</b>	<b>15,629.92</b>	<b>11,198.51</b>

**Annexure XXIII**  
**SCHEDULE OF OTHER INCOME, AS RESTATED**

(₹ in lakhs)

Particulars	For the period ended September 30, 2017	For the year ended March 31,				
		2017	2016	2015	2014	2013
<b>Other income</b>						
<b>Recurring income :</b>						
Interest on G.E.B Deposit & Interest on FD	2.44	43.92	5.57	5.68	5.36	5.92
Foreign exchange gain	201.63	260.97	0.00	202.11	0.00	2.37
<b>Non recurring income :</b>						
Profit on Sale of Fixed Assets	0.83	0.00	0.00	0.00	0.00	0.00
Dividend	0.08	0.04	0.00	0.00	0.00	0.05
Others*	42.19	39.97	40.00	26.94	67.09	719.21
<b>Total</b>	<b>247.17</b>	<b>344.90</b>	<b>45.57</b>	<b>234.73</b>	<b>72.45</b>	<b>727.55</b>
Net Profit Before Tax as Restated	286.42	549.46	229.79	13.66	(238.41)	(566.54)
<b>Other Income as % of Net Profit Before Tax</b>	<b>86.30%</b>	<b>62.77%</b>	<b>19.83%</b>	<b>1,718.50 %</b>	<b>(30.39)%</b>	<b>(128.42) %</b>

\*Others includes Duty Drawback, Insurance claim and DFRC License.

**Annexure XXIV**  
**SCHEDULE OF DIVIDEND DECLARED, AS RESTATED**

Particulars	For the period ended September 30, 2017	For the year ended March 31,				
		2017	2016	2015	2014	2013
<b>On Equity Shares</b>						
Fully Paid up Share Capital (₹ in lakhs)	1,000.00	1,000.00	1,000.00	700.00	500.00	500.00
Face Value (₹)	1.00	1.00	1.00	1.00	1.00	1.00
Paid up value per share (₹)	1.00	1.00	1.00	1.00	1.00	1.00
Rate of Dividend	-	-	-	-	-	-
Total Dividend	-	-	-	-	-	-
Corporate Dividend tax on above	-	-	-	-	-	-

## Annexure XXV

### SCHEDULE OF RELATED PARTY TRANSACTIONS, AS RESTATED

As per Accounting Standard 18 on related party disclosure issue by the Institute of Chartered Accountants of India, the Company's related parties are disclosed below:

#### (i) Key Managerial Personnel

As at September 30, 2017	For the year ended March 31,				
	2017	2016	2015	2014	2013
-	Mr. Nilesh V. Jhaveri	Mr. Nilesh V. Jhaveri	Mr. Nilesh V. Jhaveri	Mr. Nilesh V. Jhaveri	Mr. Nilesh V. Jhaveri
Mr. Parag V. Jhaveri	Mr. Parag V. Jhaveri	Mr. Parag V. Jhaveri	Mr. Parag V. Jhaveri	Mr. Parag V. Jhaveri	Mr. Parag V. Jhaveri
Mr. Yayesh V. Jhaveri	Mr. Yayesh V. Jhaveri	Mr. Yayesh V. Jhaveri	Mr. Yayesh V. Jhaveri	Mr. Yayesh V. Jhaveri	Mr. Yayesh V. Jhaveri
Mr. Vinod H. Jhaveri	Mr. Vinod H. Jhaveri	Mr. Vinod H. Jhaveri	Mr. Vinod H. Jhaveri	Mr. Vinod H. Jhaveri	Mr. Vinod H. Jhaveri

#### (ii) Relatives of KMPs

As at September 30, 2017	For the year ended March 31,				
	2017	2016	2015	2014	2013
Mr. Vinod H. Jhaveri (HUF)	Mr. Vinod H. Jhaveri (HUF)	Mr. Vinod H. Jhaveri (HUF)	Mr. Vinod H. Jhaveri (HUF)	Mr. Vinod H. Jhaveri (HUF)	Mr. Vinod H. Jhaveri (HUF)
Mrs. Niranjana V. Jhaveri	Mrs. Niranjana V. Jhaveri	Mrs. Niranjana V. Jhaveri	Mrs. Niranjana V. Jhaveri	Mrs. Niranjana V. Jhaveri	Mrs. Niranjana V. Jhaveri
Mr. Nilesh Jhaveri (HUF)	Mr. Nilesh Jhaveri (HUF)	Mr. Nilesh Jhaveri (HUF)	Mr. Nilesh Jhaveri (HUF)	Mr. Nilesh Jhaveri (HUF)	Mr. Nilesh Jhaveri (HUF)
-	Mrs. Jigna N. Jhaveri	Mrs. Jigna N. Jhaveri	Mrs. Jigna N. Jhaveri	Mrs. Jigna N. Jhaveri	Mrs. Jigna N. Jhaveri
Parag Jhaveri (HUF)	Parag Jhaveri (HUF)	Parag Jhaveri (HUF)	Parag Jhaveri (HUF)	Parag Jhaveri (HUF)	Parag Jhaveri (HUF)
Mrs. Neha P. Jhaveri	Mrs. Neha P. Jhaveri	Mrs. Neha P. Jhaveri	Mrs. Neha P. Jhaveri	Mrs. Neha P. Jhaveri	Mrs. Neha P. Jhaveri
Yayesh Jhaveri (HUF)	Yayesh Jhaveri (HUF)	Yayesh Jhaveri (HUF)	Yayesh Jhaveri (HUF)	Yayesh Jhaveri (HUF)	Yayesh Jhaveri (HUF)
Mrs. Payal Y. Jhaveri	Mrs. Payal Y. Jhaveri	Mrs. Payal Y. Jhaveri	Mrs. Payal Y. Jhaveri	Mrs. Payal Y. Jhaveri	Mrs. Payal Y. Jhaveri
Mr. Nilesh V. Jhaveri	-	-	-	-	-

#### (iii) Particulars of Transactions with Related Parties

##### Key Management Personnel

(₹ in lakhs)

Particulars	As at September 30, 2017	For the year ended March 31,				
		2017	2016	2015	2014	2013
<b>1) Finance</b>						
Loan Taken / (Repayment of Loan)	213.76	283.24	416.44	313.61	500.10	588.78
<b>2) Expenses</b>						
Interest Paid	218.26	414.54	313.60	282.49	149.37	199.96

Particulars	As at September 30, 2017	For the year ended March 31,				
		2017	2016	2015	2014	2013
Remuneration	94.76	207.38	206.54	206.43	202.66	203.07
<b>3) Outstanding</b>						
Payables	3,078.03	3,652.80	3,369.56	2,953.12	2,639.51	2,139.41

#### Relatives of Key Managerial Personnel

(₹ in lakhs)

Particulars	As at September 30, 2017	For the year ended March 31,				
		2017	2016	2015	2014	2013
<b>1) Finance</b>						
Loan Taken/ (Repayment of Loan)	(88.63)	(3.06)	(7.20)	(0.23)	(2.74)	14.50
<b>2) Expenses</b>						
Rent paid	0.90	1.20	1.20	1.20	1.20	1.20
<b>3)Outstanding</b>						
Payables	725.46	26.62	23.56	16.36	16.13	13.40

#### Annexure XXVI

##### CAPITALIZATION STATEMENT

(₹ in lakhs)

Particular	Pre Offer (as at September 30,2017)	Post Offer
<b>Borrowings</b>		
Short term debt (A)	9,096.94	9,096.94
Long Term Debt (B)	5,335.01	5,335.01
<b>Total debts (C=A+B)</b>	<b>14,431.95</b>	<b>14,431.95</b>
<b>Shareholders' funds</b>		
Equity share capital (D)	1,000.00	1,089.92
Reserve and surplus - as restated (E )	924.99	1,734.27
<b>Total shareholders' funds (F=D+E)</b>	<b>1,924.99</b>	<b>2,824.19</b>
<b>Long term debt / shareholders funds</b>	2.77	1.89
<b>Total debt / shareholders funds</b>	7.50	5.11

#### Note:

- The above has been computed on the basis of Restated Financials of the Company.

#### Annexure XXVII

##### SCHEDULE OF CONTINGENT LIABILITIES, AS RESTATED

(₹ in lakhs)

Particulars	As at September 30, 2017	As at March 31,				
		2017	2016	2015	2014	2013
Customs Litigation	13.69	-	-	-	-	-
Bank Guarantee	78.52	78.90	78.90	78.90	78.90	78.90
<b>T O T A L</b>	<b>92.21</b>	<b>78.90</b>	<b>78.90</b>	<b>78.90</b>	<b>78.90</b>	<b>78.90</b>

The Company is a co-borrower in certain loans availed by the Directors in their personal capacity. The aggregate amount outstanding in respect of such loans as on 30<sup>th</sup> September, 2017 is Rs. 1,449.87 Lakhs.



**Annexure XXVIII**  
**STATEMENT OF ACCOUNTING RATIOS, AS RESTATED**

(₹ in lakhs)

Particulars	As at September 30, 2017	For the year ended March 31,				
		2017	2016	2015	2014	2013
Restated PAT as per P & L Account	195.06	367.31	152.85	6.17	(147.36)	(385.55)
Actual Number of Equity Shares outstanding at the beginning of the year (Nos in Lakhs)	1,000.00	1,000.00	1,000.00	700.00	500.00	500.00
Equivalent Weighted Avg number of Equity Shares at the end of the year (Nos in Lakhs)	100.00	100.00	70.25	56.74	50.00	50.00
Share Capital	1,000.00	1,000.00	1,000.00	1,000.00	500.00	500.00
Reserves & Surplus	924.99	729.94	362.62	209.77	220.69	368.05
Misc. Expenses not w/off	0.00	0.00	0.00	0.00	0.00	0.00
Net Worth	1,924.99	1,729.94	1,362.62	909.77	720.69	868.05
<b>Earnings Per Share:</b>						
Basic & Diluted	1.95	3.67	2.18	0.11	(2.95)	(7.71)
Return on Net Worth (%)	10.13%	21.23%	11.22%	0.68%	(20.45)%	(44.42)%
Net Asset Value Per Share (Rs) - based on actual no. of equity shares at the end of the year	1.92	1.73	1.36	1.30	1.44	1.74
Nominal Value per Equity share (Rs.)	10.00	10.00	10.00	10.00	10.00	10.00

*Notes on Accounting Ratios:*

1. Earnings Per Share (₹) = (Restated PAT as per P & L Account/ Weighted Average Number of Equity Shares at the end of the Year).
2. Return on Net Worth (%) = Restated PAT as per P & L Account/ Net Worth - Restated \* 100.
3. Net Asset Value Per Share (₹) = Net Worth- Restated/ Number of Equity Shares at the end of the Year.
4. The number of shares and face value per share has been restated to reflect consolidation of shares effected after 30.09.2017

**Annexure XXIX**  
**STATEMENT OF TAX SHELTER**

(₹ in lakhs)

Particulars	As at September 30, 2017	For the year ended March 31,				
		2017	2016	2015	2014	2013
<b>Tax Rates</b>						
Income Tax Rate (%)	30.90%	30.90%	30.90%	30.90%	30.90%	30.90%
Minimum Alternate Tax Rate (%)	20.39%	20.39%	19.06%	19.06%	19.06%	19.06%
<b>Restated Income before tax as per books (A)</b>	<b>286.42</b>	<b>549.46</b>	<b>229.79</b>	<b>13.66</b>	<b>(238.41)</b>	<b>(566.54)</b>
<b>Incomes considered separately</b>						
Interest Income	2.44	43.92	5.57	5.68	5.36	5.92
Dividend Income	0.08	0.04	0.00	0.00	0.00	0.05
<b>Total Incomes considered separately (B)</b>	<b>2.52</b>	<b>43.96</b>	<b>5.57</b>	<b>5.68</b>	<b>5.36</b>	<b>5.97</b>
<b>Restated Profit other than income</b>	<b>283.91</b>	<b>505.50</b>	<b>224.22</b>	<b>7.98</b>	<b>(243.77)</b>	<b>(572.51)</b>

Particulars	As at September 30, 2017	For the year ended March 31,				
		2017	2016	2015	2014	2013
<b>considered separately (C)=(A-B)</b>						
<b>Tax Adjustment</b>						
<b>Permanent Differences</b>						
Excise Penalty	0.00	0.00	2.78	0.00	0.00	0.00
PF Contribution & ESIC	0.00	0.00	3.60	0.00	0.00	0.00
Interest on TDS	0.10	0.21	0.09	0.00	0.00	0.00
Donation	0.25	0.70	0.00	0.55	0.05	0.00
<b>Total Permanent Differences (D)</b>	<b>0.35</b>	<b>0.91</b>	<b>6.46</b>	<b>0.55</b>	<b>0.05</b>	<b>0.00</b>
<b>Timing Differences</b>						
Depreciation as per Income Tax	(320.84)	(570.23)	(476.62)	(487.93)	(529.46)	(560.12)
Depreciation as per Books	290.05	517.75	496.97	498.49	272.95	263.32
(Profit)/Loss on sale of Fixed Assets	(0.83)	3.77	0.00	3.14	0.00	0.81
Gratuity Provision	7.86	13.80	13.00	10.96	9.40	7.88
Disallowance u/s. 43B of IT Act	41.91	7.56	6.55	7.68	4.85	8.88
<b>Total Timing Differences (E)</b>	<b>18.15</b>	<b>(27.35)</b>	<b>39.90</b>	<b>32.33</b>	<b>(242.26)</b>	<b>(279.23)</b>
<b>Income From Business or Profession (F)=(C+D+E)</b>	<b>302.41</b>	<b>479.07</b>	<b>270.58</b>	<b>40.86</b>	<b>(485.98)</b>	<b>(851.74)</b>
<b>Income From Other Sources (G)</b>						
Interest Income	2.44	43.92	5.57	5.68	5.36	5.92
Dividend Income	0.08	0.04	0.00	0.00	0.00	0.05
<b>Taxable income from other sources (G)</b>	<b>2.52</b>	<b>43.96</b>	<b>5.57</b>	<b>5.68</b>	<b>5.36</b>	<b>5.97</b>
<b>Taxable Income/(Loss) (F+G)</b>	<b>304.92</b>	<b>523.03</b>	<b>276.15</b>	<b>46.54</b>	<b>(480.62)</b>	<b>(845.77)</b>
UAD / Loss set off for IT Profit	(304.92)	(523.03)	(276.15)	(46.54)	0.00	0.00
UAD / Loss set off for Book Profit	0.00	0.00	(238.66)	(24.64)	0.00	0.00
<b>Net Taxable Income</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>(480.62)</b>	<b>(845.77)</b>
<b>Tax on Total Income</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>MAT on Book Profit</b>	<b>58.40</b>	<b>114.84</b>	<b>0.79</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
Tax paid as per normal or MAT	MAT	MAT	MAT	Normal	Normal	Normal

**Note:**

- The aforesaid Statement of tax Shelters has been prepared as per the 'Restated Profit and Loss Account.

**Annexure XXX**  
**SEGMENT REPORTING**

(₹ in lakhs)

Particulars	As at September 30, 2017	For the year ended March 31,				
		2017	2016	2015	2014	2013
Net local sales	5,029.15	9,891.54	8,415.65	7,132.50	5,903.24	4,434.88
Export	5,682.39	9,603.24	9,546.87	9,767.30	9,726.68	6,763.63
<b>Total</b>	<b>10,711.53</b>	<b>19,494.78</b>	<b>17,962.52</b>	<b>16,899.80</b>	<b>15,629.92</b>	<b>11,198.51</b>

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**CHANGES IN ACCOUNTING POLICIES IN THE LAST THREE YEARS**

There has been no change in the Accounting Policies in the last three (3) years.

**CHANGES IN ACCOUNTING PERIOD**

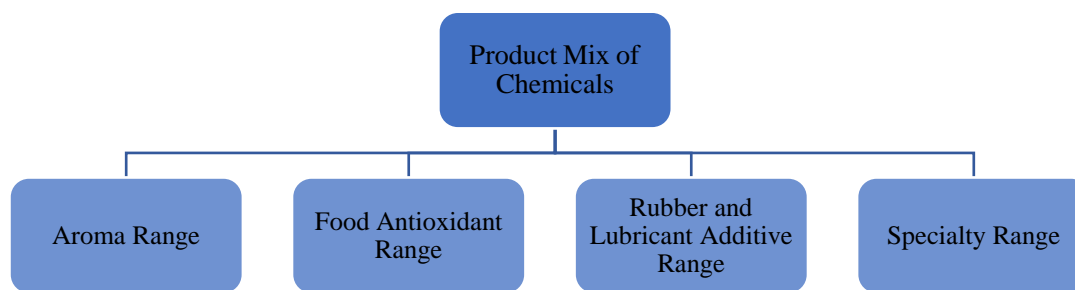
There has been no change in the accounting period of the Company.

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*You should read the following discussion and analysis of financial condition and results of operations together with our financial statements included in this Prospectus. The following discussion relates to our Company and is based on our restated financial statements. Our financial statements have been prepared in accordance with Indian GAAP, the accounting standards and other applicable provisions of the Companies Act.*

*Note: Statement in the Management Discussion and Analysis Report describing our objectives, outlook, estimates, expectations or prediction may be "Forward looking statement" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to our operations include, among others, economic conditions affecting demand/supply and price conditions in domestic and overseas market in which we operate, changes in Government Regulations, Tax Laws and other Statutes and incidental factors.*

Our Company is engaged in manufacturing of varied re-engineered chemicals over 2 (two) decades.



**Aroma Range Chemicals** - We manufacture various chemicals like fatty esters and Natural Essential/ aroma oils which caters to gamut of Personal Care, Cosmetics & Toiletries, Flavors & Fragrances and Pharmaceutical segments.

**Food Antioxidant Range Chemicals** - Our Company manufactures TBHQ (Tertiary-butyl hydroquinone), BHA (Butylated Hydroxy Anisole), AP (Ascorbyl Palmitate) and various complementary antioxidants which are used in various food products.

**Lube Range and Rubber Range Chemicals** - Our Company manufactures additives which include Aminic Antioxidants, Molybdenum based Extreme Pressure & Anti Wear Additives and Corrosion inhibitors and chemicals like Benzotriazole and Tolytrazole which are required by the Petroleum and Synthetic Lubricants industry. Our Company also caters to leading processors of rubber in the Auto Ancillary, Tyre Industry, Construction, Industrial Machinery and White Goods sector.

**Speciality Range Chemicals** - Our Company manufactures various Specialty Chemicals used in different segment of industry such as Electroplating chemicals, Intermediates for API/Bulk Drugs, UPR Resins/ Fibre Composites Resins, Thermoplastics Urethanes (Polyurethanes), Printing Inks & Agrochemicals etc.

We market, sell and distribute our wide range of products to our diverse customers based in India and abroad. Over the years we have established our sales network both in domestic and international markets. Our products are exported to various countries i.e. USA, South America, Europe, Iran, Australia, South Africa, Singapore, Germany, Asia. etc. The following diagram depicts the breakup of revenue, percentage-wise for six months period ending September 30, 2017 on the basis of Domestic Sales and Export Sales.

Revenue Model on the basis of Domestic and Export Sales	
Domestic Sales (46.95%)	Export Sales (53.05%)

We are focused on consistently upgrading the technology used in our products as well as the processes used in manufacturing varied products through our research and development (“R&D”) efforts. We have a dedicated R&D centre located at our manufacturing facilities. Our state-of-the-art laboratory uses modern quality control methods and sophisticated instrumentation such as AAS (Atomic Absorption Spectrophotometer), Digital Polarimeter, DSC (Differential Scanning Calorimetry), FTIR (Fourier-Transform Infrared Spectroscopy), GC (Gas Chromatography), HPLC (High-performance liquid chromatography), Refractometer UV Spectrophotometer. R&D centre is equipped with various equipments as required for processing of the chemicals.

Our Company has 2 manufacturing units located close to each other at Vapi, Gujarat. We are certified by ISO 9001:2015, which is assessed and certified by Bureau Veritas Certification Holding SAS- UK Branch which confirms to the requirements of the management standard for manufacturing of various chemicals. Our Company has pre-registered certain products under REACH (Registration, Evaluation, Authorization and Restriction of Chemicals) Regulation, wherein the manufacturers and importers of substances have a general obligation to submit a registration to the European Chemicals Agency for each substance manufactured or imported in quantities of 1 tonne or more per year per company. Our Company exports some of its products to European countries and hence we have pre-registered certain products under REACH Regulation. We have received various certifications confirming our products to be in line with National and International Standards i.e. HALAL Certifications, STAR KOSHER Certifications, NSF Certifications, FAMIQS Certification, FSSC Certification. For further details regarding the mentioned certifications, please refer to “Our Business –Accreditations/ Awards/ Achievements” beginning on page no. 92 of this Prospectus.

## COMPETITION

We operate in chemical industry which operates in competitive environment and has a large number of organized and unorganised players. Further, this industry also faces competition from domestic as well as international players. Competition emerges not only from the organized and unorganized sector but also from small and big players.

We face competition from various India based Companies like Camlin Fine Sciences Ltd , S H Kelkar and Company Limited, NOCIL etc. Additionally we also face competition at International level from various Chinese producers and others like Eastman Chemical Company (USA), BASF (Germany), R.T. Vanderbilt Holding Company, Inc. (USA) etc.

Further, there are no entry barriers in this industry, and any expansion in capacity of the existing manufacturers would further intensify competition. To counter further competition, we are proposing expansion of our business activity so as to achieve further production of the existing products and diversifying product portfolio by means of Research and Development.

## Significant Developments after September 30, 2017 that may affect our Future Results of Operations

The Directors confirm that there have been no events or circumstances since the date of the last financial statements as disclosed in the Prospectus which materially or adversely affect or is likely to affect the profitability of our Company, or the value of our assets, or our ability to pay liabilities within next twelve months.

## Factors affecting our Result of Operation

Except as otherwise stated in this Prospectus and the Risk Factors given in the Prospectus, the following important factors could cause actual results to differ materially from the expectations include, among others.

### ***Revenue Generation***

We earn our revenue from manufacturing varied re-engineered chemicals catering to various industries. Our Company is engaged in manufacturing of chemicals in varied ranges i.e. Aroma Range, Food Antioxidant, Lube Range, Rubber range and Specialty Range chemicals.

Since we continuously endeavour to provide quality products to our customers, our revenues have been impacted by such quality products. We have a marketing team allocated for the same, each handled by well trained personnel. We aim at increasing in operational output through continuous process improvement, Quality Assurance (QA) and QA activities, customer service, consistent quality and technology development.

### ***Our Financial Expenses***

We have term loans, corporate loans and working capital facilities from our bankers. Our profitability is significantly impacted by our financial costs. For the period ending September 30, 2017 and for the fiscals 2017, 2016 and 2015 our financial expenses were ₹ 769.20 lakhs, ₹ 1,402.93 lakhs, ₹ 1,306.53 lakhs and ₹ 1,264.40 lakhs respectively. Our financial growth depends on how well we manage and service our debts.

### ***Our ability to successfully implement its strategy and its growth and expansion plans***

One of the key determinants of our results of operations will be our ability to implement our growth strategies. As a part of our overall growth strategy, we are proposing for expansion and up-gradation project at our existing manufacturing facilities at Vapi, Gujarat, increasing penetration in other markets and ensuring optimal utilisation of resources. Our ability to implement these strategies, within the time frame will be a key factor in our success, since we operate in an unorganised and fragmented industry.

Our growth plans are considerable and would put significant demands on our management team and other resources. Any delay in implementation of our strategy could impact our Company's outlook and cause more of cost and time.

### ***Market Conditions and Demand for our Products and Services***

Our results of operations depend on the continued existence, success and growth of, and demand for, our various product. Developments in the global and Indian economy influence the decisions of enterprises to determine their pricing strategy, market based factors and quality standards thereby affecting the demand for our products and services.

Our revenues have a mix of domestic and export sales, so consequently, our operating results depend on general economic conditions not only in India but also our major export market, namely, USA, South America, Europe, Iran, Australia, South Africa, Singapore, Germany, Asia.etc. With no entry barriers in the industry, the area for exposure and exploitation of the opportunities provides benefits in terms of expansion and revenue to the company.

With the global economy showing varied patterns, Indian economy showing signs of recovery and the Indian Government's focus on financial inclusion, we expect the demand for our products and services to grow.

## STATEMENT SHOWING SEGMENTAL REPORT

### Segment Report Based On Geographical Area-wise

(₹ in lakhs)

Particulars	For period ending September 30, 2017	For the year ended March 31,				
		2017	2016	2015	2014	2013
<b>SALES:</b>						
Net Local Sales	5029.15	9891.54	8415.65	7132.50	5903.24	4434.88
Export	5682.39	9603.24	9546.87	9767.30	9726.68	6763.63
<b>TOTAL</b>	<b>10711.53</b>	<b>19494.78</b>	<b>17962.52</b>	<b>16899.80</b>	<b>15629.92</b>	<b>11198.51</b>

### RESULTS OF OUR OPERATIONS

(₹ in lakhs)

Particulars	For the Period ended September 30, 2017	% of Total Income	For the year ended March 31,							
			2017	% of Total Income	2016	% of Total Income	2015	% of Total Income	2014	% of Total Income
<b>INCOME</b>										
Revenue from Operations	10,711.53	97.74%	19,494.78	98.26%	17,962.52	99.75%	16,899.80	98.63%	15,629.92	99.54%
Other Income	247.17	2.26%	344.90	1.74%	45.57	0.25%	234.73	1.37%	72.45	0.46%
<b>Total Income (A)</b>	<b>10,958.70</b>	<b>100.00%</b>	<b>19,839.68</b>	<b>100.00%</b>	<b>18,008.09</b>	<b>100.00%</b>	<b>17,134.53</b>	<b>100.00%</b>	<b>15,702.37</b>	<b>100.00%</b>
<b>EXPENDITURE</b>										
Cost of Material Consumed	7,257.38	66.22%	12,546.55	63.24%	11,805.43	65.56%	12,095.77	70.59%	10,666.95	67.93%
Changes in inventories	(249.82)	-2.28%	278.47	1.40%	(659.04)	(3.66)%	(1,279.32)	-7.47%	(746.15)	-4.75%
Employee benefit expenses	736.48	6.72%	1,312.02	6.61%	1,204.64	6.69%	1,037.22	6.05%	895.29	5.70%
Finance costs	769.20	7.02%	1,402.93	7.07%	1,306.53	7.26%	1,264.40	7.38%	1,303.63	8.30%
Depreciation	290.05	2.65%	517.75	2.61%	496.97	2.76%	498.49	2.91%	272.95	1.74%
Other Expenses	1,868.99	17.05%	3,232.50	16.29%	3,623.77	20.12%	3,504.31	20.45%	3,548.11	22.60%
<b>Total Expenses (B)</b>	<b>10,672.28</b>	<b>97.39%</b>	<b>19,290.22</b>	<b>97.23%</b>	<b>17,778.30</b>	<b>98.72%</b>	<b>17,120.87</b>	<b>99.92%</b>	<b>15,940.78</b>	<b>101.52%</b>
<b>Profit before extraordinary items</b>	<b>286.42</b>	<b>2.61%</b>	<b>549.46</b>	<b>2.77%</b>	<b>229.79</b>	<b>1.28%</b>	<b>13.66</b>	<b>0.08%</b>	<b>(238.41)</b>	<b>-1.52%</b>



<b>and tax (C)</b>										
Prior period items (Net)	-	-	-	-	-	-	-	-	-	-
<b>Profit before exceptional, extraordinary items and tax (A-B)</b>	<b>286.42</b>	<b>2.61%</b>	<b>549.46</b>	<b>2.77%</b>	<b>229.79</b>	<b>1.28%</b>	<b>13.66</b>	<b>0.08%</b>	<b>(238.41)</b>	<b>-1.52%</b>
Exceptional items	-	-	-	-	-	-	-	-	-	-
<b>Profit before extraordinary items and tax</b>	<b>286.42</b>	<b>2.61%</b>	<b>549.46</b>	<b>2.77%</b>	<b>229.79</b>	<b>1.28%</b>	<b>13.66</b>	<b>0.08%</b>	<b>(238.41)</b>	<b>-1.52%</b>
Extraordinary items	-	-	-	-	-	-	-	-	-	-
<b>Profit before tax (D)</b>	<b>286.42</b>	<b>2.61%</b>	<b>549.46</b>	<b>2.77%</b>	<b>229.79</b>	<b>1.28%</b>	<b>13.66</b>	<b>0.08%</b>	<b>(238.41)</b>	<b>-1.52%</b>
<i>Tax expense :</i>										
(i) Current tax	58.40	0.53%	119.62	0.60%	0.78	0.00%	-	0.00%	-	0.00%
(ii) MAT Credit	(58.40)	-0.53%	(114.84)	-0.58%	(0.78)	0.00%	-	0.00%	-	0.00%
(iii) Deferred tax	91.36	0.83%	177.37	0.89%	76.94	0.43%	7.49	0.04%	(91.05)	-0.58%
<b>Total Tax Expense (E)</b>	<b>91.36</b>	<b>0.83%</b>	<b>182.15</b>	<b>0.92%</b>	<b>76.94</b>	<b>0.43%</b>	<b>7.49</b>	<b>0.04%</b>	<b>(91.05)</b>	<b>-0.58%</b>
<b>Profit for the year (D-E)</b>	<b>195.06</b>	<b>1.78%</b>	<b>367.31</b>	<b>1.85%</b>	<b>152.85</b>	<b>0.85%</b>	<b>6.17</b>	<b>0.04%</b>	<b>(147.36)</b>	<b>-0.94%</b>

## ***Main Components of our Profit and Loss Account***

### ***Income***

Our total income comprises of revenue from operations and other income.

#### ***Revenue from Operations***

Our revenue from operations as a percentage of total income was 97.74% for the period ended September 30, 2017. Our revenue from operation as a percentage of total income were 98.26%, 99.75% and 98.63% respectively, for the fiscals 2017, 2016 and 2015

#### ***Other Income***

Our other income comprises of foreign exchange gain, profit on sale of fixed assets, dividend and miscellaneous income. Other income, as a percentage of total income was 2.26% for the period ended September 30, 2017 and 1.74%, 0.25%, 1.37%, 0.46% and 6.10% respectively, for the fiscals 2017, 2016, 2015, 2014 and 2013.

### ***Expenditure***

Our total expenditure primarily consists of Purchases (cost of Materials), changes in Inventories, Employee Benefit Expenses, Finance costs, Depreciation & Amortisation Expenses and Other Expenses.

#### ***Purchases & Direct Expenses***

Costs of Purchases are primarily in relation to purchases of various raw materials consisting of certain acids, solvents etc. for manufacturing of varied re-engineered products.

#### ***Employee Benefit Expenses***

Expenses in relation to employees' remuneration and benefits include directors medical expense and perquisite, salaries and wages, directors remuneration, contribution to PF & others, staff welfare expenses etc.

#### ***Finance costs***

Finance cost primarily consists of interest payable on loans availed by our company from banks and others, bank charges etc.

#### ***Depreciation Expenses***

Depreciation Expenses consist of depreciation on the Tangible and Intangible assets of our Company which primarily includes Factory Building, Factory Plot, Plant & Machinery, Computer, Furniture and Fixtures, REACH Cost (Product Certification Cost) etc.

#### ***Other Expenses***

Other expenses primarily include fuel charges, electricity expense, job work expense, packing expenses, carriage inward and outward etc.

#### ***Provision for Tax***

The provision for current taxation is computed in accordance with relevant tax regulation. Deferred tax is recognized on timing differences between the accounting and the taxable income for the year and quantified using the tax rates and laws enacted or subsequently enacted as on balance sheet date. Deferred tax assets are recognized and carried forward to the extent that there is a virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized in future.

## **Review for the six (6) months period ended September 30, 2017**

### *Income*

Our total income for the six months period ended September 30, 2017 was ₹ 10,958.70 lakhs. In the mentioned period, the revenue earned from operations is ₹ 10,711.53 lakhs or 97.74% of the total income. Other income for said period was recorded at ₹ 247.17 lakhs or 2.26% of total income.

### *Cost of material consumed*

Purchase for the six months period ended September 30, 2017 was ₹ 7,257.38 lakhs which as a proportion of our total income was 66.22%.

### *Employee Benefit Expenses*

Our Employee Benefit Expenses for the six months period ended September 30, 2017 were ₹ 736.48 lakhs. As a proportion of our total income they were 6.72%.

### *Financial Cost*

Our Financial Cost for the six months period ended September 30, 2017 was ₹ 769.20 lakhs i.e. 7.02 % of the total income for the period.

### *Depreciation*

Our Depreciation for the six months period ended September 30, 2017 was ₹ 290.05 lakhs. As a proportion of total income they were 2.65 %.

### *Other Expenses*

Our Other Expenses for the six months period ended September 30, 2017 ₹ 1868.99 lakhs. As a proportion of our total income they were 17.05 %.

### *Profit before Tax*

Profit before Tax for the six months period ended September 30, 2017 was ₹ 286.42 lakhs.

### *Profit after Tax*

Profit after Tax for the six months period ended September 30, 2017 was ₹ 195.06 lakhs

## **Fiscal 2017 compared with fiscal 2016**

### *Income*

In fiscal 2017, our total income increased by ₹ 1,532.26 lakhs or 8.53%, from ₹ 18,008.09 lakhs in fiscal 2016 to ₹ 19,839.68 lakhs in fiscal 2017. The increase in the year 2017 was due to increase in the revenue from operations as compared to last year.

Other income increased by ₹ 299.33 lakhs or 656.86%, from ₹ 45.57 lakhs in fiscal 2016 to ₹ 344.90 lakhs in fiscal 2017. The major factor for such increase was due to rise in interest income & foreign exchange gain.

### *Cost of material consumed*

Cost of material consumed decreased by ₹ 741.12 lakhs or 6.28%, from ₹ 11,805.43 lakhs in fiscal 2016 to ₹ 12,546.55 lakhs in fiscal 2017 due to increase in cost of purchase of raw material.

### *Employee Benefit Expenses*

Our staff cost increased by ₹ 107.38 lakhs or 8.91%, from ₹ 1,204.64 lakhs in fiscal 2016 to ₹ 1,312.02 lakhs in fiscal 2017. This increase was mainly due to increase in staff welfare expense, salaries and wages due to increase in number of employees as compared to last fiscal.

### *Finance Cost*

Finance cost during the year increased by ₹ 96.40 lakhs or 7.38%, from ₹ 1,306.53 lakhs in fiscal 2016 to ₹ 1,402.93 lakhs in fiscal 2017 due to increase in bank charges and interest on loans from others.

### *Depreciation*

Depreciation expenses increased by ₹ 20.78 lakhs, or 4.18% from ₹ 496.97 lakhs in fiscal 2016 to ₹ 517.75 lakhs in fiscal 2017. This increase was on account of additions of assets in FY 2016-17.

### *Other Expenses*

Other expenses decreased by ₹ 391.27 lakhs or 10.81% from ₹ 3623.77 lakhs in fiscal 2016 to ₹ 3232.75 lakhs in fiscal 2017. The decrease was majorly due to decrease in certain expense like arbitration related expense, machinery repairing expense, travelling expenses etc.

### *Profit before Tax*

The increase in the revenue from operations has led to an increase in our Profit before tax by ₹ 319.67 lakhs or 139.11% from ₹ 229.79 lakhs in fiscal 2016 to ₹ 549.46 lakhs in fiscal 2017.

### *Profit after Tax*

After accounting for taxes at applicable rates, our Profit after Tax increased by ₹ 214.46 lakhs or 140.31%, from ₹ 152.85 lakhs in fiscal 2016 to ₹ 367.31 lakhs in fiscal 2017.

## **Fiscal 2016 compared with fiscal 2015**

### *Income*

In fiscal 2016, our total income increased by ₹ 873.56 lakhs or 5.10%, from ₹ 17,134.53 lakhs in fiscal 2015 to ₹ 18,008.09 lakhs in fiscal 2016. The increase in the year 2016 was due to increase in the revenue from operation as compared to last year.

Other income decreased by ₹ 189.16 lakhs or 80.59%, from ₹ 234.73 lakhs in fiscal 2015 to ₹ 45.57 lakhs in fiscal 2016. The decrease in the year 2016 was due to foreign exchange loss incurred instead of Foreign exchange gain as compared to last year.

### *Cost of material consumed*

Cost of material consumed decreased by ₹ 290.34 lakhs or 2.40%, from ₹ 12,095.77 lakhs in fiscal 2015 to ₹ 11,805.43 lakhs in fiscal 2016.

### *Employee Benefit Expenses*

Our employees expenses increased by ₹ 167.42 lakhs or 16.14%, from ₹ 1,037.22 lakhs in fiscal 2015 to ₹ 1,204.64 lakhs in fiscal 2016. This increase was mainly due to increase in conveyance allowance, washing allowance and salary.

### *Finance Cost*

Finance cost during the year increased by ₹ 42.13 lakhs or 3.33%, from ₹ 1,264.40 lakhs in fiscal 2015 to ₹ 1,306.53 lakhs in fiscal 2016. The increase was due to increase in bank charges and interest expense.

### *Depreciation Expenses*

Depreciation expenses decreased by ₹ 1.52 lakhs or 0.30% from ₹ 498.49 lakhs in fiscal 2015 to ₹ 496.97 lakhs in fiscal 2016. This decrease was due to WDV effect on the existing assets.

### *Other Expenses*

Other expenses increased by ₹ 119.46 lakhs or 3.41% from ₹ 3,504.31 lakhs in fiscal 2015 to ₹ 3,623.77 lakhs in fiscal 2016. The increase was due to increase in job work expense, electricity expense, machine repairing expense, arbitration cost and due to foreign exchange loss incurred in Fiscal 2016.

### *Profit before Tax*

The increase in the revenue from operations has led to an increase in Profit before tax by ₹ 216.13 lakhs from ₹ 13.66 lakhs in fiscal 2015 to ₹ 229.79 lakhs in fiscal 2016.

### *Profit after Tax*

After accounting for taxes at applicable rates, our Profit after Tax increased by ₹ 146.88 lakhs or 2377.31 %, from ₹ 6.17 lakhs in fiscal 2015 to ₹ 152.85 lakhs in fiscal 2016.

## **Fiscal 2015 compared with fiscal 2014**

### *Income*

In fiscal 2015, our total income increased by ₹ 1,432.16 lakhs or 9.12%, from ₹ 15,702.37 lakhs in fiscal 2014 to ₹ 17,134.53 lakhs in fiscal 2015. The increase in the year 2015 was due to increase in the revenue from operations as compared to last year.

Other income increased by ₹ 162.28 lakhs or 223.99%, from ₹ 72.45 lakhs in fiscal 2014 to ₹ 234.73 lakhs in fiscal 2015. The major factor for such increase was due to foreign exchange gain.

### *Cost of material consumed*

Cost of material consumed increased by ₹ 1,482.82 lakhs or 13.39%, from ₹ 10,666.95 lakhs in fiscal 2014 to ₹ 12,095.77 lakhs in fiscal 2015.

### *Employee Benefit Expenses*

Our staff cost increased by ₹ 141.93 lakhs or 15.85%, from ₹ 895.29 lakhs in fiscal 2014 to ₹ 1,037.22 lakhs in fiscal 2015. This increase was mainly due to rise in the salary and salary based incentives like Bonus, conveyance allowance and thereby increase in Provident Fund, ESIC etc.

### *Finance Cost*

Finance cost during the year decreased by ₹ 39.23 lakhs or 3.01%, from ₹ 1,303.63 lakhs in fiscal 2014 to ₹ 1264.40 lakhs in fiscal 2015. The major factor for such decrease was due to decrease in interest on motor car loan.

### *Depreciation Expenses*

Depreciation expenses increased by ₹ 225.54 lakhs or 82.63% from ₹ 272.95 lakhs in fiscal 2014 to ₹ 498.97 lakhs in fiscal 2015. This increase was on account of purchase of fixed assets in FY 2014-15 and depreciation effect due to change in Companies Act, 2013

### *Other Expenses*

Other expenses decreased by ₹ 43.80 lakhs or 1.23% from ₹ 3548.11 lakhs in fiscal 2014 to ₹ 3504.31 lakhs in fiscal 2015. The decrease was due to decrease in expense related to accident incurred due to fire, job work, machinery related expense etc incurred in fiscal 2015.

### *Profit before Tax*

Our Profit before tax is increased by ₹ 252.07 lakhs from negative ₹ 238.41 lakhs in fiscal 2014 to ₹ 13.66 lakhs in fiscal 2015 due to increase in revenue from operations.

### *Profit after Tax*

After accounting for taxes at applicable rates, our Profit after Tax increased to profit of ₹ 6.17 lakhs in fiscal 2015 from negative ₹ 147.36 lakhs in fiscal 2014.

### **Cash Flows**

(₹ in lakhs)

Particulars	For period ending September 30, 2017	For the Year ended March 31,		
		2017	2016	2015
Net Cash from Operating Activities	118.27	2,054.48	131.33	939.16
Net Cash from Investing Activities	(700.31)	(1,000.44)	(224.20)	(214.65)
Net Cash used in Financing Activities	527.27	(872.36)	103.43	(508.90)
Net Increase / (Decrease) in Cash and Cash equivalents	(54.76)	181.67	10.55	215.61

### ***Cash Flows from Operating Activities***

Net cash from operating activities for the period ended September 30, 2017 was ₹ 118.27 lakhs as compared to the PBT of ₹ 286.42 lakhs for the same period. This difference is primarily on account of depreciation, Interest and Financial charges, Inventories, Trade payables, Trade receivables, Short term loans & advances, short term provisions and other current liabilities.

Net cash from operating activities in fiscal 2017 was ₹ 2,054.48 lakhs as compared to the PBT of ₹ 367.31 lakhs for the same period. This difference is primarily on account of depreciation, Interest and Financial charges, Inventories, Trade payables, Trade receivables, Short term loans & advances, short term provisions and other current liabilities.

Net cash from operating activities in fiscal 2016 was ₹ 131.33 lakhs as compared to the PBT of ₹ 152.85 lakhs for the same period. This difference is primarily on account of depreciation, Interest and Financial charges, Inventories, Trade payables, Trade receivables, Short term loans & advances, short term provisions and other current liabilities.

Net cash from operating activities in fiscal 2015 was ₹ 939.16 lakhs as compared to the PBT of ₹ 6.17 lakhs for the same period. This difference is primarily on account of depreciation, Interest and Financial charges, Inventories, Trade payables, Trade receivables, Short term loans & advances, short term provisions and other current liabilities.

### ***Cash Flows from Investment Activities***

For the period ended September 30, 2017, the net cash invested in Investing Activities was negative ₹ 700.31 lakhs. This was majorly on account of purchase of fixed assets and changes in Long Term Loans and Advances.

In fiscal 2017, the net cash invested in Investing Activities was negative ₹ 1,000.44 lakhs. This was majorly on account of purchase of fixed assets, interest received and changes in Long Term Loans and Advances.

In fiscal 2016, the net cash invested in Investing Activities was negative ₹ 224.20 lakhs. This was on account of purchase of fixed assets and increase in Fixed deposits.

In fiscal 2015, the net cash invested in Investing Activities was negative ₹ 214.65 lakhs. This was on account of purchase of fixed assets.

### ***Cash Flows from Financing Activities***

Net cash from financing activities for the period ending September 30, 2017 was ₹ 527.27 lakhs. This was on account of decrease in long term borrowings and increase in short term borrowings.

Net cash from financing activities in fiscal 2017 was negative ₹ 872.36 lakhs. This was on account of decrease in long term borrowings and Interest, increase in short term borrowings.

Net cash from financing activities in fiscal 2016 was ₹ 103.43 lakhs. This was on account of issue of shares, increase in long term borrowings and short term borrowings.

Net cash from financing activities in fiscal 2015 was negative ₹ 508.90 lakhs. This was on account of issue of shares, decrease in long term borrowings, increase in short term borrowings and interest paid.

## **OTHER MATTERS**

### **1. Unusual or infrequent events or transactions**

Except as described in this Prospectus, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

### **2. Significant economic changes that materially affected or are likely to affect income from continuing Operations**

Other than as described in the Section titled “Financial Information” and chapter titled “Management’s Discussion and Analysis of Financial Conditions and Results of Operations”, beginning on page nos. 151 and 176 respectively of this Prospectus respectively, to our knowledge there are no significant economic changes that materially affected or are likely to affect income from continuing Operations.

### **3. Known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations**

Other than as described in the chapter titled “Risk Factors” and “Management’s Discussion and Analysis of Financial Conditions and Result of Operations”, beginning on page nos. 11 and 176 respectively of this Prospectus respectively to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our company from continuing operations.

### **4. Future relationship between Costs and Income**

Other than as described in the chapter titled “Risk Factors” beginning on page no. 11 of this Prospectus, to our knowledge there are no factors, which will affect the future relationship between costs and income or which are expected to have a material adverse impact on our operations and finances.

### **5. The extent to which material increases in revenue or income from operations are due to increased volume, introduction of new products or services or increased prices**

Increases in revenues are by and large linked to increases in introduction of new products and volume of business activity carried out by the Company.

### **6. Total turnover of each major industry segment in which our Company operates.**

We manufacture varied re-engineered chemicals which are meant for further use in various industries. Relevant industry data, as available, has been included in the chapter titled “Industry Overview” beginning on page no. 85 of this Prospectus.

### **7. Status of any publicly announced new products or business segments**

Please refer to the chapter titled “Our Business” beginning on page no. 92 of this Prospectus.

### **8. The extent to which the business is seasonal.**

Our business is not seasonal in nature.

### **9. Any significant dependence on a single or few suppliers or customers**

The revenues from our top 5 and top 10 customers constituted approximately 24.73 % and 35.05 % respectively for fiscal 2017. For period ending September 30, 2017, the revenues from our top 5 and top 10 customers constituted



approximately 23.79 % and 33.15 % respectively. For further details, please refer chapter “Our Business” beginning on page no. 92 of this Prospectus.

## **10. Competitive Conditions**

Our Company faces competition from players in the global market as well as domestic market. We expect competition to intensify due to possible changes in government policy in relation to exports and further compliance standards for the products manufactured by us, existing competitors globally and locally further expanding their operations and further many small and medium-sized companies and entities engaged in manufacturing of chemicals. This we believe may impact our financial condition and operations.

## FINANCIAL INDEBTEDNESS

Set forth below, is a brief summary of our Company's borrowings as on September 30, 2017 together with a brief description of certain significant terms / material covenants of the relevant financing arrangements.

(₹ in lakhs)

Nature of Borrowing	Amount
Secured Borrowings <sup>(1)</sup>	10,158.50
Unsecured Borrowings <sup>(1)</sup>	4,273.45
<b>Total</b>	<b>14,431.95</b>

<sup>(1)</sup> Includes ₹ 665.46 lakhs shown under Other Current Liabilities as 'Current Maturities of Long Term Debt'

### A. Details of Secured Loans (other than vehicle loans)

(₹ in lakhs)

Name of Lenders	Type of Loan	Amount Sanctioned	Amount outstanding as on September 30, 2017	Interest (in % p.a.)	Security
Saraswat Bank	Term Loan-II (Machinery)	280.00	51.42	PLR minus 1%= 13.50% p.a., with monthly rests. (PLR=14.50% p.a.)	Note 1
	Term Loan-III (Land & Building)	105.00	24.78	PLR minus 1.50%= 13.00% p.a., with monthly rests. (PLR=14.50% p.a.)	Note 2
	Term Loan-IV (Machinery)	865.00	210.40		Note 3
	Term Loan-V (Machinery)	375.00	340.48	PLR minus 1.75%, subject to minimum 12.50% p.a. with monthly rests. (PLR=14.25% p.a.)	Note 4
	Term Loan-VI (Machinery)	485.00	489.12	PLR minus 2.15%, subject to minimum 12.10% p.a. with monthly rests. (PLR=14.25% p.a.)	Note 5
	Term Loan-VII (Land & Building)	135.00	136.19		Note 6
	Term Loan-VIII (Furniture & Fixture)	65.00	64.89		Note 7
	Corporate Loan-I (Land & Building)	700.00	580.23	PLR minus 1.50%, with monthly rests. (PLR=14.50% p.a.)	Note 8
	Corporate Loan-II (Plant & Machinery)	400.00	232.74	PLR minus 0.25%, subject to minimum 14.00% p.a. with monthly rests. (PLR=14.25% p.a.)	Note 9
	Cash Credit*	5,900.00**	6310.28	PLR- 4% p.a. subject to minimum 10.25% p.a. with monthly rests. (PLR=14.25% p.a.)	Note 10
	Letter of Credit DA 180 days	2,700.00**	-	Commission as per bank's usual norms	Note 11
	Buyers Credit 180 days for Collection Documents	1,600.00	1708.63		
	Bank Guarantee	50.00	-	-	

\*Sublimit is defined for Cash Credit which consists of:

- **Foreign Bill Purchase/ Foreign Bill Negotiation/ Foreign Bill Discounting**– ₹ 3,200.00 lakhs (Security – Documents covered under Letter of Credit/ Documents of title to goods/ Accepted Draft)
- **Direct bills** – ₹ 1,700.00 lakhs (Security – Bills drawn on the debtors adequate buyer wise ECGC cover)

- **Packing Credit** – ₹2,700.00 lakhs (**Security** – Hypothecation of stock meant for export). Interest on Packing Credit Facility will be charged at PLR- 4.5% i.e.9.75% p.a. or as per the directives from RBI from time to time.

*\*\*There is an interchangeability between the sanctioned amounts of Cash Credit and Letter of Credit.*

#### **Common Security for all Facilities from Saraswat Bank.**

##### **Secured by:**

- Mortgage of Factory Land and Building at Plot No. 2514/ 2515 and Plot No. 1713 at Vapi.
- Hypothecation of Plant and Machinery at Plot No. 2514/ 2515 and Plot No. 1713 at Vapi.
- Mortgage of 201, Residency Society, Padmanabha Bldg, 2<sup>nd</sup> Floor at Plot No. 43, Juhu Scheme, Road No-8, Vile Parle (west), Mumbai- 49.

Additionally secured by Personal guarantee of:

**Existing** - Mr. Parag Jhaveri, Mr. Vinod Jhaveri, Mr. Yayesh Jhaveri and Mr. Nilesh Jhaveri. Mr. Nilesh Jhaveri's guarantee is restricted to the extent of his share in the said property situated at flat no 201, Padmanabha, Juhu.

**Proposed as co-owner of the Security** (to be restricted to the extent of their share in the said property situated at flat no. 201, Padmanabha, Juhu - Ms. Jigna Jhaveri, Ms. Neha Jhaveri, Ms. Payal Jhaveri and Ms. Niranjana Jhaveri.

**Note 1:** Secured by hypothecation of proposed machinery (MEE) at Unit II

**Note 2:** Mortgage charge on Factory Land and Building at Plot No. 2514/2515.

**Note 3:** Hypothecation charge on Machinery at Plot No. 2514/2515.

**Note 4:** Secured by Hypothecation of Plant and Machinery of Manufacturing Unit I and II.

**Note 5:** Secured by Hypothecation of Plant and Machineries

**Note 6:** Secured by additional mortgage charge on Factory Land and Building at Manufacturing Unit II located at Plot No. 1713, Vapi, Gujarat.

**Note 7:** Secured by Hypothecation of Furniture and Fixture.

**Note 8:** Secured by mortgage charge on Factory Land and Building and Machinery at Plot No. 2514/ 2515 i.e. Manufacturing Unit I.

**Note 9:** Secured by Hypothecation of Plant and Machinery of Unit I and Unit II.

**Note 10:** Secured by hypothecation of Stocks: (Raw Material + Work-in-progress + Finished Goods + Debtors (within 90 days) – Sundry Creditors).

**Note 11:** Secured by document of title to goods for LC/ buyers credit/ hypothecation of goods under LC.

#### **B. Details of Vehicle Loans**

Name of Lenders	Date of Sanction	Type of Loan	Amount Sanctioned	Amount outstanding as on September 30, 2017	Fixed Interest Rate (Customer-IRR) (in % p.a.)	Security
HDFC Bank	December 19, 2014	Auto Loan Bharat Loan	15.65	0.99	10.26%	Motor Vehicle – Toyota Corolla
	March 19, 2015	Auto Loan Bharat Loan	15.40	8.34	10.15%	Motor Vehicle – Toyota Innova

## RESTRICTIVE / NEGATIVE COVENANTS

The above loan agreements includes various restrictive covenants in relation to certain actions to be undertaken by our Company and for which prior written approval of the Bank(s) is required. The major restrictive covenants (which require prior approval) are mentioned below: (some of these may be common across all banks, while some may be specific to a particular bank).

1. Our Company shall not formulate any scheme of amalgamation or merger or reconstruction.
2. Our Company shall not make any change in the constitution of the Company without prior written approval of the Bank.
3. Our Company shall not declare dividends/ withdraw any amount in any form of salary/ remuneration/ incentive/ commission by the Promoters/ Directors in case of overdue with the Bank.
4. Our Company cannot change directors/ ownership/ promoters/ major shareholders without the written consent of the Bank.

### C. Details of Unsecured Borrowings:

Our Company has availed unsecured loans as on September 30, 2017 details of which are set out below:

(₹ in Lakhs)

Sr. No.	Nature of Borrowing	Amount
1.	Loan from Directors	3,078.03
2.	Loan from Others	1,195.42
<b>Total</b>		<b>4,273.45</b>

## SECTION VII – LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

*Except as stated in this section, there are no:*

- A. (i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes; or (iv) Material Litigation (as defined below); involving our Company, Directors, Promoters, Subsidiaries or Group Companies. Our Board, in its meeting held on February 21, 2018 determined that all outstanding litigations pertaining to our Company, its directors/ promoters/ group companies which are in the nature of criminal, statutory/ regulatory and taxation related which, exceeds 1% of the revenue of our Company as per the last audited financial statements are considered as material litigation (“Material Litigation”).
- B. (i) litigation or legal actions, pending or taken, by any Ministry or department of the Government or a statutory authority against our Promoter during the last five years; (ii) pending proceedings initiated against our Company for economic offences; (iv) default and non-payment of statutory dues by our Company; (v) inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous companies law in the last five years against our Company; or (vi) material frauds committed against our Company in the last five years.
- C. (i) outstanding Material Dues (as defined below) to creditors; or (ii) outstanding dues to small scale undertakings and other creditors.

Our Board, in its meeting held on February 21, 2018, determined that all outstanding dues owed by the Company to small scale undertaking and other creditors exceeding 1% of the revenue of our Company as per the last audited financial statements shall be considered as material dues (“Material Dues”). Details of outstanding dues to creditors (including micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006) as required under the SEBI ICDR Regulations have been disclosed on our website at [www.yashoindustries.com](http://www.yashoindustries.com).

Our Company, Directors and Promoters are not Wilful Defaulters and there have been no violations of securities laws in the past or pending against them.

#### LITIGATION INVOLVING OUR COMPANY

#### CONTINGENT LIABILITIES OF OUR COMPANY

(₹ in lakhs)

Particulars	As at September 30, 2017	As at March 31,				
		2017	2016	2015	2014	2013
Customs Litigation	13.69	-	-	-	-	-
Bank Guarantee	78.52	78.90	78.90	78.90	78.90	78.90
<b>T O T A L</b>	<b>92.21</b>	<b>78.90</b>	<b>78.90</b>	<b>78.90</b>	<b>78.90</b>	<b>78.90</b>

The Company is a co-borrower in certain loans availed by the Directors in their personal capacity. The aggregate amount outstanding in respect of such loans as on September 30, 2017 is Rs. 1449.87 lakhs

#### A. LITIGATION AGAINST OUR COMPANY

##### **1. Criminal matters**

NIL

##### **2. Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

### 3. Litigation involving Tax Liabilities

#### (i) Direct Tax Liabilities

Sr. No.	Type of Direct Tax	No. of Cases	Amount in dispute/ demanded (in Rs.)
1.	Income Tax (A.Y. 2008-09)	1	8,35,670/-*
<b>Total</b>		1	8,35,670/-

\*Demand raised by the Income Tax Department amounting to Rs. 8,35,670/- under Section 143(1) of the I.T. Act vide intimation dated November 02, 2009 for the Assessment Year 2008-09. This matter is currently pending.

#### (ii) Indirect Taxes Liabilities

Sr. No.	Type of Direct Tax	No. of Cases	Amount in dispute/ demanded (in Rs.)
1.	Customs	1	13,68,558/-*
<b>Total</b>		1	13,68,558/-

\*Show Cause Notice dated June 12, 2017 issued by the Commissioner of Customs, Maharashtra to the Company and Mr. Yashesh Jhaveri under Section 124 of the Customs Act, 1962. Thereafter, the Company has filed their response dated September 15, 2017 before the Commissioner of Customs inter-alia explaining and refuting the allegations made in the Show Cause Notice dated June 12, 2017.

### 4. Other Pending Litigations

NIL

## B. CASES FILED BY OUR COMPANY

### 1. Litigation Involving Criminal matters

NIL

### 2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

### 3. Litigation involving Tax Liabilities

#### (i) Direct Tax Liabilities

NIL

#### (ii) Indirect Taxes Liabilities

NIL

### 4. Other Pending Litigations

**Statement of Claim filed by the Company before the Arbitral Tribunal in the matter Arbitration Application No. 314 of 2014 filed by the Company against the New India Assurance Company Limited (“the Respondent”) in the High Court of Judicature at Bombay Ordinary Original Civil Jurisdiction (“the Court”)**

On December 13, 2011, a fire broke out at the Company’s insured factory situated at Vapi, Gujarat. Therefore, the Respondent appointed a Surveyor for assessing losses reported by the Company on September 18, 2012. Under the Interim Survey Report the Surveyor estimated a loss to the tune of 36 Crores. Thereafter, on January 15, 2013, the Respondent released an ad hoc payment in the favour of the Company to the tune of Rs. 19,99,42,048/-. The Company raised a protest against the assessment as the Surveyor had not assessed the loss of stock properly and that there were serious differences in the value as well as in the rate adopted by the Surveyor. According to the Company, the Surveyor ought to have valued the stock at Rs. 17,08,17,626/-. Subsequently, the Company received an amount of Rs. 16,71,04,246/- after 27 months from the date of fire. On being aggrieved, the Company filed an Application before the Court under Section 11 of the Arbitration & Conciliation Act 1996, for appointment of an Arbitrator to adjudicate the

disputes, differences and claims between the parties by invoking arbitration agreement recorded in Clause 13 of the the Standard Fire and Special Perils Policy issued by the Respondent to the Company where the Company had insured its building, plant and machinery and accessories, stock and stock in process to the tune of Rs. 1,08,55,00,000/- for the period of May 01, 2011 to April 30, 2012. Thereafter, vide Order dated June 24, 2015, the Court appointed Justice PramodKode as the Sole Arbitrator to resolve the disputes between the parties. ON being aggrieved by the aforesaid Order passed by the Court, the Respondent filed a petition for special leave to Appeal bearing No. 25110/2015 before the Supreme Court of India. Subsequently, vide Order dated October 05, 2015, the Supreme Court of India dismissed the Special Leave Petition filed by the Respondent. Consequently, the Company filed it's Statement of Claim before the Arbitral Tribunal inter-alia praying that the Hon'ble Tribunal (i) declare all reports of the surveyor to be illegal/void and (ii) declare that a sum of Rs. 26,76,96,268/- is due and payable by the Respondent along with further interest of 16.5% per annum till the date of realization. This matter is currently pending.

## **LITIGATION INVOLVING OUR DIRECTORS**

### **A. LITIGATION AGAINST OUR DIRECTORS**

#### **1. Criminal matters**

NIL

#### **2. Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

#### **3. Litigation involving Tax Liabilities**

##### **(i) Direct Tax Liabilities**

**Mr.ParagJhaveri**

<b>Sr. No.</b>	<b>Type of Direct Tax</b>	<b>No. of Cases</b>	<b>Amount in dispute/ demanded (in Rs.)</b>
1.	Income Tax (A.Y. 2011-12)	1	28,590/- <sup>(1)</sup>
2.	Income Tax (A.Y.2014-15)	1	36,180/- <sup>(2)</sup>
<b>Total</b>		2	64,770/-

<sup>(1)</sup> The Income Tax Officer, Mumbai issued an Assessment Order dated January 13, 2014 to Mr.ParagJhaveri inter-alia requiring him to pay Income Tax of Rs. 28,590/- for the A.Y. 2011-12. Thereafter, Mr ParagJhaveri filed his response on February 21, 2014 before the Income Tax Department, Mumbai inter-alia requiring the Income Tax Officer, Mumbai to rectify the aforesaid demand. This matter is currently pending.

<sup>(2)</sup> Demand raised by the Income Tax Department amounting to Rs. 36,180/- under Section 143(1)(a) of the I.T. Act vide intimation dated May 06, 2015 for the Assessment Year 2014-15. Thereafter, Mr.Parag filed a letter of Grievance before the Income Tax Department dated February 22, 2018 inter-alia requesting the Assessing Officer to rectify the amount demanded vide intimation dated May 06, 2015. This matter is currently pending

##### **(ii) Indirect Taxes Liabilities**

*For details regarding the litigation filed against our Director, please refer to the section titled ' Litigations involving our Company' of this chapter beginning on page 191 of this Prospectus*

#### **4. Other Pending Litigations**

NIL

### **B. LITIGATION FILED BY OUR DIRECTORS**

#### **1. Litigation Involving Criminal matters**

NIL



**2. Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3. Litigation involving Tax Liabilities**

**(i) Direct Tax Liabilities**

NIL

**(ii) Indirect Taxes Liabilities**

NIL

**4. Other Pending Litigations**

NIL

**LITIGATION INVOLVING OUR PROMOTERS**

**A. LITIGATION AGAINST OUR PROMOTERS**

**1. Litigation Involving Criminal matters**

*For details regarding the litigation filed against our Promoter, please refer to the section titled ‘ Litigations involving our Directors’ of this chapter beginning on page 191 of this Prospectus.*

**2. Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3. Litigation involving Tax Liabilities**

**(i) Direct Tax Liabilities**

NIL

**(ii) Indirect Taxes Liabilities**

NIL

**4. Other Pending Litigations**

NIL

**B. LITIGATION FILED BY OUR PROMOTERS**

**1. Litigation Involving Criminal matters**

NIL

**2. Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3. Litigation involving Tax Liabilities**

**(i) Direct Tax Liabilities**

NIL

**(ii) Indirect Taxes Liabilities**

NIL

**4. Other Pending Litigations**

NIL

**There are no litigations or legal actions, pending or taken, by any Ministry or Department of the Government or a statutory authority against our Promoters during the last 5 (five) years.**

There are no litigations or legal actions, pending or taken, by any Ministry or Department of the Government or a statutory authority against our Promoters during the last 5 (five) years.

**Pending proceedings initiated against our Company for economic offences.**

There are no pending proceedings initiated against our Company for economic offences..

**Inquiries, investigations etc. instituted under the Companies Act, 2013 or any previous companies enactment in the last 5 (five) years against our Company.**

There are no inquiries, investigations etc. instituted under the Companies Act or any previous companies enactment in the last 5 (five) years against our Company.

**Material Fraud against our Company in the last 5 (five) years**

There has been no material fraud committed against our Company in the last 5 (five) years.

**Fines imposed or compounding of offences for default**

There are no fines imposed or compounding of offences done in the last 5 (five) years immediately preceding the year of the Prospectus for the Company for default or outstanding defaults.

**Non-Payment of Statutory Dues**

There have been no defaults or outstanding defaults in the payment of statutory dues payable by the Company as of the date of the last audited financial statements of the Company.

**Amounts owed to small scale undertakings and other creditors**

As of September 30, 2017, our Company owes the following amounts to small scale undertakings, other creditors and material creditors:

Particulars	Number of creditors	Amount Involved (in ₹ Lakhs)
Micro, Small and Medium Enterprises	-	-
Material Creditors	1	520.75
Other Creditors for goods	81	1,134.05
Other Creditors for expense	292	721.55
<b>Total</b>	<b>374</b>	<b>2,376.35</b>

Details in relation to the amount owed by our Company to material creditors, small scale undertakings and other creditors as on September 30, 2017 are also available on [www.yashoindustries.com](http://www.yashoindustries.com).

*It is clarified that information provided on the website of our Company is not a part of this Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any other source of information, including our Company's website, would be doing so at its own risk.*

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**Material developments occurring after last balance sheet date**

Except as disclosed elsewhere in this Prospectus, there have been no material developments that have occurred after the Last Balance Sheet Date

## GOVERNMENT AND OTHER KEY APPROVALS

*Our Company has received the necessary licenses, permissions and approvals from the Central and State Governments and other government agencies/regulatory authorities/certification bodies required to undertake the Issue or continue our business activities. In view of the approvals listed below, we can undertake the Issue and our current business activities and no further major approvals from any governmental/regulatory authority or any other entity are required to be undertaken, in respect of the Issue or to continue our business activities. It must, however, be distinctly understood that in granting the above approvals, the Government of India and other authorities do not take any responsibility for the financial soundness of our Company or for the correctness of any of the statements or any commitments made or opinions expressed in this behalf.*

*The main objects clause of the Memorandum of Association of our Company and the objects incidental, enable our Company to carry out its activities.*

### Approvals for the Offer

1. The Board of Directors have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a resolution passed at its meeting held on February 19, 2018 authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.
2. The shareholders of our Company have, pursuant Section 62(1)(c) of the Companies Act, 2013, by a special resolution passed in the extra ordinary general meeting held on February 20, 2018 authorized the Issue.
3. In-principle approval dated March 09, 2018 from the BSE for listing of the Equity Shares issued by our Company pursuant to the Issue.
4. The ISIN of our Company is INE616Z01012.

### Approvals pertaining to Incorporation, name and constitution of our Company

1. Certificate of Incorporation dated October 30, 1985 issued by the Registrar of Companies, Mumbai in the name of “Vasu Preservatives Private Limited”.
2. Fresh certificate of incorporation dated May 17, 1996 issued by the Registrar of Companies, Mumbai consequent to the change of name of the Company to “Yasho Industries Private Limited”.
3. Fresh certificate of incorporation dated February 19, 2018 issued by the Registrar of Companies, Mumbai upon conversion to a deemed public company, with the name of the Company being “Yasho Industries Limited”.
4. The Corporate Identification Number (CIN) of our Company is U74110MH1985PLC037900.

### I. GENERAL APPROVALS

1. Certificate of Recognition as a Two Star Export House, bearing no 03/2/0248/151030, dated October 30, 2015, under the Ministry of Commerce and Industry by the Joint Director General, Foreign Trade.
2. Our Company has obtained Tax Deduction Account Number: MUMY01269C from the Income Tax Department.
3. Our Company has obtained a Certificate of Importer-Exporter Code (IEC) bearing No. 0396018793, dated July 9, 1996 under the Ministry of Commerce and Industry issued by the Assistant Director General of Foreign Trade.
4. Our Company has obtained Industrial Entrepreneurs Memorandum, dated May 19, 1998, bearing No. 978/SIA/IMO/98, issued by Entrepreneurial Assistance Unit, Secretariat for Industrial Approvals.
5. Our Company has registered the substance: Tetrakis (phenylmethyl) thioperoxydi (carbothio) with the European Chemicals Agency bearing Registration bearing No. 01-2119851504-40-0002.

6. Our Company has registered the substance: 1, 3-dihydro-4 (or 5)-methyl-2Hbenzimidazole-2-thione with the European Chemicals Agency bearing Registration bearing No. 01-2119970309-30-00011, 3-dihydro-4 (or 5)-methyl-2Hbenzimidazole-2-thione.

## II. Tax Related Approvals

Sr. No.	Description	Authority	Registration Number	Date of Certificate	Date of Expiry
1.	Permanent Account Number (PAN)	Income Tax Department	AAACY0396G	October 30, 1985	Valid until cancelled
2.	Certificate of Registration under Sub-section (1) of section 5 of the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975 *	Sales Tax Officer (2), Registration Branch Mumbai	PT/R/1/1/29/22166	November 19, 2012	Valid until cancelled
3.	Certificate of Enrolment under the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975*	Profession Tax Officer (13) Registration Br. Mumbai.	99512038632P	May 23, 2013	Valid until cancelled
4.	Certificate of Registration under Central Goods and Services Tax Act, 2017 for the Company's corporate office located at 1 <sup>st</sup> Floor, Office number. 101-102, Peninsula Heights, C.D. BarfiwalaMarg, Juhu lane, Andheri West.	Government of India	27AAACY0396G2Z6	October 6, 2017	Valid until cancelled
5.	Certificate of Registration under Central Goods and Services Tax Act, 2017 for the Company's corporate office located at Phase IV, plot number 2514-2515, 2505/A, GIDC, Vapi, Valsad, Gujarat- 396195	Government of India	24AAACY0396G1ZD	September 19, 2017	Valid until cancelled
6.	Certificate of Registration under Central Goods and Services Tax Act, 2017 for the Company's corporate office *	Government of India	27AAACY0396G1Z7	October 28, 2017	Valid until cancelled

*\*This approval/certificate has been issued by the respective authorities to the Company under the Company's previous registered address. The Company is yet to apply to the concerned authorities for reflecting change of the Company's current registered address to "1<sup>st</sup> Floor, Office number. 101-102, Peninsula Heights, C.D. BarfiwalaMarg, Juhu lane, Andheri West".*

Further, our Company has obtained Certificate of Registration bearing no. 349010876 and Certificate of Enrolment bearing no. PE2509000229 under the Gujarat Panchayats, Municipalities, Municipal Corporations and State Tax on Professions, Trades, Callings and Employments Act, 1976.

### III. Business Related Approvals

Sr. No.	Property Description	Licences/Approvals obtained	Date of Certificate	Date of Expiry
1.	1 <sup>st</sup> Floor, Office number. 101-102, Peninsula Heights, C.D. Barfiwala Marg, Juhu lane, Andheri West.	ISO 9001:2015 Certification bearing the Certificate No. IND16.7469Q/U, Version: 1 issued by the Bureau Veritas Certification by the Director, Certification South Asia Region.*	September 08, 2001  <i>Renewed on:</i> September 17, 2016	September 16, 2019
		YALUB 44-MBC Category Code: HX-1, HX-2 NSF Registration No. 148725 issued under the NSF International Registration Guidelines for Proprietary Substances and Nonfood Compounds (2009) by the NSF Nonfood Compounds Registration Program*	May 16, 2014	Valid until cancelled
		YALUB-BODPA Category Code: HX-1 NSF Registration No. 148724 issued under the NSF International Registration Guidelines for Proprietary Substances and Nonfood Compounds (2009) by the NSF Nonfood Compounds Registration Program*	April 17, 2014	Valid until cancelled
		Registration – cum – Membership Certificate, CHEMEXCIL, bearing IEC No. 0396018793 issued under the Basic Chemicals, Assistant Director , Cosmetics & Dyes Export Promotion Council	October 28, 2016	March 31, 2021
		NSF Certification under the NSF International bearing the Certificate No. C0176576-01 by the Global Managing Director, Food Safety Product Certification	April 29, 2014	Valid until cancelled
2.	Plot No.2514,2515, IV Phase, G.I.D.C. Vapi, Ta.:Pardi, Dist.: Valsad	Certificate of Approval bearing No. VCS-01-038/2016 issued by the Deputy Director, Export Inspection Agency (EIA), regarding approval to process Food Antioxidants and Flavoring Compounds for export.	November 03, 2016	November 02, 2018
		License issued under the Food Safety & Standards Authority of India under the FSS Act, 2006, bearing License number 10016021002394 under the Central Category of License issued by the Designated Officer, Central Licensing Authority.	November 17, 2016	November 16, 2021
		Consent to Establish (Amendment) (NOC) under section 25 of Water Act, 1974 and under section 21 of Air Act, 1981, bearing No. GPCB/CCA-VSD-516/ID:24831/372127 for change of product mix issued by the Environmental Engineer.	<i>Date of Issue:</i> April 19, 2014  <i>Date of Amendment:</i> October 04, 2016	October 02, 2023
		FSSC 22000 Certified issued by the Bureau Veritas Certification by the BVCH SAS UK Branch.	October 07, 2016	October 07, 2019
		KOSHER AP Certification issued under the Star-K Kosher Certification issued by the Director of Supervision.	September 15, 2017	June 30, 2018
		KOSHER Aroma Certification issued under	September	June 30,

Sr. No.	Property Description	Licences/Approvals obtained	Date of Certificate	Date of Expiry
		the Star-K Kosher Certification for the Company's corporate office by the Director of Supervision.	15, 2017	2018
		KOSHER Food Certification issued under the Star-K Kosher Certification for the Company's corporate office by the Director of Supervision.	September 15, 2017	June 30, 2018
		KOSHER IPP IPM Certification issued under the Star-K Kosher Certification for the Company's corporate office by the Director of Supervision.	September 15, 2017	June 30, 2018
		KOSHER Lube Certification issued under the Star-K Kosher Certification for the Company's corporate office by the Director of Supervision.	September 15, 2017	June 30, 2018
		HALAL Registration Certificate for Antioxidants issued under the JamiatUlama Halal Foundation, India bearing Registration No. 0318 and Certificate No. 04/09/0318/162/18/0118/619/1 by the General Secretary.	Issued on January 24, 2018  Valid from December 24, 2017	December 23, 2018
		HALAL Registration Certificate for Aroma issued under the JamiatUlama Halal Foundation, India bearing Registration No. 0318 and Certificate No. 04/09/0318/162/18/0118/619/1 by the General Secretary.	Issued on January 24, 2018  Valid from December 24, 2017	December 23, 2018
		HALAL Registration Certificate for Lube issued under the JamiatUlama Halal Foundation, India bearing Registration No. 0318 and Certificate No. 04/09/0318/162/18/0118/619/1 by the General Secretary.	Issued on January 24, 2018  Valid from December 24, 2017	December 23, 2018
		FAMI-QS Certification issued under the Bureau Veritas Certification, 1828 bearing Certificate No. IND16.3260 and FAMI-QS Registration No. FAM-0376 by the Director Certification, South Asia Region	September 23, 2016	October 07, 2019
		Certificate regarding Permission for electric weight machine bearing the V.C No. 526941 by the Jr. Inspector, Legal Metrology, Division Vapi	July 27, 2017	July 26, 2018
		License to work a factory bearing No. 7862 issued under Directorate industrial Safety & Health, Factories Act, 1948 by the Deputy Director, Industrial Safety and Health, Valsad.	December 21, 1993  <i>Renewed on:</i> June 19, 2015	December 31, 2020
		Certificate regarding the storage of Petroleum Class 'C' (Furnace Oil/LDO) issued by the Ministry of Commerce & Industry Department of Explosives, bearing the No. A/P/WC/GJ/15/2730 (P125335) by the Deputy Chief Controller of Explosives.	August 10, 2004	Valid until Cancelled



Sr. No.	Property Description	Licences/Approvals obtained	Date of Certificate	Date of Expiry
		Certificate regarding the installation of Existing petroleum Class A & B issued under the Ministry of commerce & Industry, Petroleum & Explosives Organization (PESO) bearing the certificate No. P/HQ/GJ/15/2273 (P161907) by the Deputy Chief Controller of Explosives, Mumbai.	January 22, 2001	December 31, 2022
		Certificate regarding the storage of Class 'C' Petroleum not exceeding the 30KL bearing No. A/P/WC/GJ/15/134(P352744) issued under the Ministry of commerce & Industry, Petroleum & Explosives Organization (PESO) by the Deputy Chief Controller of Explosives.	March 02, 2015	Valid until cancelled
		Certificate regarding grant of Terms of Reference for the expansion of the Rubber Chemicals and Speciality Chemicals Manufacturing Unit in reference to the Online Proposal No. IA/GJ/IND2/63757/2017 issued under the Government of India, Ministry of Environment, Forest and Climate Change (IA Division) by Scientist E.	September 15, 2017	Valid until cancelled
		License for Methanol Storage bearing License No. 61/2017-2018 and License type MA-1 issued by the Prohibition and Excise Superintendent.	November 30, 2017	March 31, 2018
		Certificate of Approval for processing of Food Anti-oxidants and Flavoring Compounds bearing the Approval No. VCS-01-038/2016 issued under the Export Inspection Council of India, Ministry of Commerce & Industry, Government of India by the Director (I&Q/C).	December 14, 2016	November 02, 2018
		Intertek Certification bearing certificate No. INTERTEK-RSPO-20160021, stating that the criteria for processing the RSPO certified oil palm products as per the RSPO Supply Chain Certification System has been complied with.	October 31, 2016	October 30, 2021
		Inspection Certificate of Fire Protection System and Emergency Handling Equipments issued under the GIDC Administration office by the Dy. Ex. Engg. Notified area GIDC, Vapi. (Fire NOC)	December 29, 2017	December 30, 2018
		Certificate regarding the Water Permission upto 250 K.L per day issued under the Office of the Dy. Exe. Engineer (W/S), GIDC Administrative Office by the Dy. Exe. Engineer (W/S), N.A, GIDC- Vapi..	December 12, 2016	Valid until cancelled
		Certificate of registration of Generating set issued by the Office of the Collector of electricity Duty, bearing no. 15-0616-003-10263 by the Chief Auditor, for Collector of Electricity Duty, Gandhinagar	February 9, 2009	Valid Until Cancelled
		Permission regarding the release of additional power of 250KV issued under the Dakshin Gujarat VijiCompnay Ltd bearing the Sr. No. 1208835 by the Chief Engineer (O&M), DGVCL, Surat.	August 11, 2011	Valid Until Cancelled
		Central Excise Registration Certificate issued	February 20,	Valid Until

Sr. No.	Property Description	Licences/Approvals obtained	Date of Certificate	Date of Expiry
		under the Central Excise Rules, 2002, bearing No.AAACY0396GXM001 issued by Assistant Commissioner, Central Excise, Vapi.	2003	Cancelled
		Certificate regarding the use of Boiler issued under the Gujarat Boiler Inspection Department, bearing No.GT-5915 issued by the Director of Boilers, Gujarat State, Ahmedabad	September 30, 2017	September 29, 2018
		Consolidated Consent and Authorization (CC & A) bearing No. AWH-86564 issued by the Gujarat Pollution Control Board.	June 16, 2017	March 31, 2022
		Consent to Establish (Amendment) (NOC) under section 25 of Water Act, 1974 and under section 21 of Air Act, 1981, bearing No. GPCB/CCA-VSD-1220(2)/ID: 34836 for change of product mix issued by the Environmental Engineer.	<i>Date of Issue:</i> May 24, 2012 <i>Date of Amendment:</i> October 21, 2016	October 20, 2021
		Central Excise Registration Certificate issued under the Central Excise Rules, 2002, bearing No.AAACY0396GXM002 issued by Assistant Commissioner, Central Excise, Vapi.	February 08, 2008	Valid until cancelled
		Certificate regarding the use of Boiler issued under the Gujarat Boiler Inspection Department, bearing No.GT-9135 issued by the Director of Boilers, Gujarat State, Ahmedabad	October 19, 2017	October 18, 2018
		License to work a factory bearing No. 3910 issued under Directorate industrial Safety & Health, Factories Act, 1948 by the Deputy Director, Industrial Safety and Health, Valsad.	August 13, 2008 <i>Renewed on:</i> June 22, 2015	December 31, 2020
		Inspection Certificate of Fire Protection System and Emergency Handling Equipments issued under the GIDC Administration office by the Dy. Ex. Engg. Notified area GIDC, Vapi. (Fire NOC)	December 29, 2017	December 29, 2018
		License to store Petroleum Class "C" not exceeding 25 K.L bearing No. A/P/WC/GJ/15/135(P352746) issued under the Ministry of commerce & Industry, Petroleum & Explosives Organization (PESO) by the Deputy Chief Controller of Explosives.	March 02, 2015	Valid until cancelled
		Certificate regarding the Water Permission upto 170 K.L per day issued under the Office of the Dy. Exe. Engineer (W/S), GIDC Administrative Office by the Dy. Exe. Engineer (W/S), N.A, GIDC- Vapi..	February 09, 2011	Valid until cancelled
		Certificate of registration of Generating set issued by the Office of the Collector of electricity Duty, bearing no. 15-0757-001-10314 by the Chief Auditor, for Collector of Electricity Duty, Gandhinagar	April 22, 2009	Valid until cancelled
		Permission regarding the release of additional	February 20,	Valid until
3.	Plot No. 1713, Phase-III, G.I.D.C. Vapi, Ta.: Pardi Dist.: Valsad			

Sr. No.	Property Description	Licences/Approvals obtained	Date of Certificate	Date of Expiry
		power of 750KV issued under the Dakshin Gujarat VijCompnay Ltd by the Executive Engineer (O&M), DGVCL, Surat.	2009	Cancelled




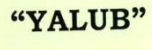
*\*This approval/certificate has been issued by the respective authorities to the Company under the Company's previous registered address. The Company is yet to apply to the concerned authorities for reflecting change of the Company's current registered address to "1<sup>st</sup> Floor, Office number. 101-102, Peninsula Heights, C.D. BarfiwalaMarg, Juhu lane, Andheri West".*

Our Company has obtained a certain Calibration Certifications issued by National Centre for Quality Calibration for the various instruments used for the purpose of carrying out manufacturing activities at the Company's factories located at Plot No. 1713, Phase-III, G.I.D.C. Vapi, Pardi, Valsad and Plot No.2514,2515, IV Phase, G.I.D.C. Vapi, Pardi, Valsad

#### IV. Labour Related Approvals

- 1) Our Company has been registered under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, with effect from August 18, 1996 and has been granted code no. GJ/ SRT/ 30505 by certificate bearing reference no. GJ/EPFO/SRO/SRT/30505/APP/1195 issued by Regional Provident Fund Commissioner, in charge, Sub Regional office, Surat, Gujarat.
- 2) Our Company has obtained Employee State Insurance registration No. 35000246890001099. However, this approval/certificate has been issued by the respective authorities to the Company under the Company's previous registered address. The Company is yet to apply to the concerned authorities for reflecting change of the Company's current registered address to "1<sup>st</sup> Floor, Office number. 101-102, Peninsula Heights, C.D. BarfiwalaMarg, Juhu lane, Andheri West.
- 3) Our Company has obtained Employee State Insurance registration No. 39000183200000304 for the Company's factories located in Gujarat. While the Company has obtained the aforesaid registration for both the factories located in Gujarat, the aforesaid Certificate reflects only one factory located at Plot No.2514,2515, IV Phase, G.I.D.C. Vapi, Pardi, Valsad. The Company is yet to apply to the concerned authorities for reflecting the other factory located at Plot No. 1713, Phase-III, G.I.D.C. Vapi, Pardi, Valsad in the aforesaid Certificate of Registration.
- 4) Our Company has obtained a Certificate of Registration as an Establishment dated September 13, 2002 bearing No. KW009009/COMMERCIAL II WARD KW under the Maharashtra Shops and Establishment Act, 1948 for the Company's registered office situated at 1<sup>st</sup> Floor, Office number. 101-102, Peninsula Heights, C.D. BarfiwalaMarg, Juhu lane, Andheri West. This Certificate is valid until December 31, 2020.

#### V. intellectual property

Sr. No	Particulars of the mark	Word/ Label Mark	Proprietor	Trademark/Application Number	Issuing Authority	Class	Status
1.		Device	Yasho Industries Private Limited	871688	Trade Marks Registry, Mumbai	1	Registered
2.		Device	Yasho Industries Private Limited	2293262	Trade Marks Registry, Mumbai	1	Registered
3.		Device	Yasho Industries Private Limited	2293263	Trade Marks Registry, Mumbai	1	Registered
4.		Device	Yasho Industries	2293264	Trade Marks Registry,	1	Registered

			Private Limited		Mumbai		
5.	"QUREANTI"	Device	Yasho Industries Private Limited	2293265	Trade Marks Registry, Mumbai	1	Registered
6.	"QUREACC"	Device	Yasho Industries Private Limited	2293266	Trade Marks Registry, Mumbai	1	Registered

## VI. PENDING APPROVALS

Our company has made an application dated February 21, 2018 bearing before the Gujarat Pollution Control Board in order to obtain a renewed Consent to Operate and Authorization bearing no AWH-83570 for the Company's factory located at Plot no.2514,2515, IV Phase, G.I.D.C. Vapi, Valsad.

## VII. APPROVALS REQUIRED TO BE OBTAINED BY THE COMPANY, BUT NOT APPLIED FOR:

Renewal of Certificate of Registration under the the Contract Labour (Regulation and Abolition) Act, 1970 for the Company's factory located at Plot No. 1713, Phase-III, G.I.D.C, Vapi, Pardi, Valsad and Plot No.2514,2515, IV Phase, G.I.D.C, Vapi, Pardi, Valsad.

## SECTION VIII – OTHER REGULATORY AND STATUTORY DISCLOSURES

### Authority for the Offer

Our Board of Directors have vide resolution dated February 19, 2018 authorized the Offer, subject to the approval by the shareholders of our Company under Section 62(1)(C) of the Companies Act, 2013.

The shareholders have authorized the Offer, by passing a Special Resolution at the Extra-Ordinary General Meeting held on February 20, 2018 in accordance with the provisions of Section 62(1)(C) of the Companies Act, 2013.

The Offer for Sale has been authorised by the Selling Shareholders by their consent letter dated February 19, 2018. The no. of Equity Shares offered by each Selling Shareholders is as follows:

Sr. No.	Name of the Selling Shareholders	No. of Equity Shares Offered
1	Jigna Jhaveri jointly with Nilesh Jhaveri	4,85,000
2	Nilesh Vinod Jhaveri (HUF)	4,40,000
3	Nilesh Jhaveri jointly with Jigna Jhaveri	3,35,000
4	Vinod Harilal Jhaveri (HUF)	3,00,000
5	Parag Vinod Jhaveri (HUF)	2,30,000
6	Yayesh Vinod Jhaveri (HUF)	2,10,000
	<b>Total</b>	<b>20,00,000</b>

The Selling Shareholders have severally confirmed that the Equity Shares proposed to be offered and sold in the Offer are eligible in term of SEBI (ICDR) Regulations and that they have not been prohibited from dealings in securities market and the Equity Shares offered and sold are free from any lien, encumbrance or third party rights. The Selling Shareholders have also severally confirmed that they are the legal and beneficial owners of the Equity Shares being offered by him under the Offer for Sale.

The Company has obtained approval from BSE vide letter dated March 09, 2018 to use the name of BSE in this Offer Document for listing of equity shares on the SME platform of the BSE. BSE is the designated stock exchange.

### Prohibition by SEBI, the RBI or Governmental Authorities

We confirm that there is no prohibition on our Company, the Selling Shareholders, its Directors, Promoters and entities forming part of our Promoter Group from accessing the capital market or operating in the capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Neither our Company, our Promoters, relatives of Promoters (as defined under Companies Act, 2013), our Directors, our Group Companies, nor the Selling Shareholders have been identified as wilful defaulters by the RBI or other authorities. The Selling Shareholders severally confirms that they have not been a Wilful Defaulter.

The listing of any securities of our Company has never been refused at any time by any of the stock exchanges in India.

### Association with Securities Market

We confirm that none of our Directors are associated with the Securities Market in any manner and no action has been initiated against these entities by SEBI at any time except as stated under the chapters titled “*Risk Factors*”, “*Our Promoters and Promoter Group*” and “*Outstanding Litigations and Material Developments*” beginning on page nos. 11, 144 and 191 respectively, of this Prospectus.

### Eligibility for the Offer

Our Company is an “Unlisted Company” in terms of the SEBI (ICDR) Regulation; and this Offer is an “Initial Public Offer” in terms of the SEBI (ICDR) Regulations.

This Offer is being made in terms of Regulation 106 (M) (2) of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time, whereby, an issuer whose post issue face value capital is more than ten crores rupees and upto twenty five crores rupees, may issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the SME Platform of BSE).

We confirm that:

- a) In accordance with Regulation 106 (P) of the SEBI (ICDR) Regulations, this offer has been hundred percent underwritten and that the Lead Manager to the Offer has underwritten more than 15% of the total Offer Size. For further details pertaining to the said underwriting please see “General Information- Underwriting” on page no. 46 of this Prospectus.
- b) In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Offer is greater than or equal to fifty (50), otherwise, the entire application money will be refunded / unblocked forthwith. If such money is not repaid / unblocked, then our Company and every officer in default shall be liable to repay / unblock such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.
- c) In accordance with Regulation 106(O) the SEBI (ICDR) Regulation, we have not filed any Offer Document with SEBI nor has SEBI issued any observations on our Offer Document. Also, we shall ensure that our Lead Manager submits the copy of Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.
- d) In accordance with Regulation 106(V) of the SEBI (ICDR) Regulations, we have entered into an agreement with the Lead Manager and the Market Maker to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in this Offer. For further details of the arrangement of Market Making, please see “General Information- Details of the Market Making Arrangements for this Offer” on page no. 46 of this Prospectus.

We further confirm that we shall be complying with all other requirements as laid down for such offer under Chapter XB of SEBI (ICDR) Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

- e) Our Company has Net Tangible assets of at least ₹ 3 crores as per the latest audited financial results
- f) The Net worth (excluding revaluation reserves) of our Company is at least ₹ 3 crores as per the latest audited financial results.
- g) Our Company has track record of distributable profits in terms of Sec. 123 of Companies Act, 2013 for at least two years out of immediately preceding three financial years and each financial year has been a period of at least 12 months.
- h) The distributable Profit, Net tangible Assets and Net worth of our Company as per the restated financial statements for the period ended September 2017 and year ended as at March 31, 2017, 2016 and 2015 is as set forth below:

(₹ in lakhs)

Particulars	September 30, 2017	Fiscal 2017	Fiscal 2016	Fiscal 2015
Distributable Profit <sup>(1)</sup>	195.06	367.31	152.85	6.17
Net tangible Assets <sup>(2)</sup>	7,081.56	6,982.43	6,748.10	5,380.96
Net Worth <sup>(3)</sup>	1,924.99	1,729.94	1,362.62	909.77

<sup>(1)</sup> Distributable profits have been computed in terms section 123 of the Companies Act, 2013.

<sup>(2)</sup> Net Tangible Assets means the sum of all net assets of our Company excluding intangible assets as defined in Accounting Standard 26 issued by the Institute of Chartered Accountants of India.

<sup>(3)</sup> Net Worth has been computed as the aggregate of equity shares capital and reserves (excluding revaluation reserves) and after deducting miscellaneous expenditure not written off, if any.

- i) As on the date of this Prospectus, our Company has a paid up capital of ₹ 1000.00 lakhs (₹ 10.00 crores), which is in excess of ₹ 3 crore, and the Post Offer Capital will be of ₹ 1089.92 lakhs (₹ 10.90 crores).
- j) Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).



- k) There is no winding up petition against the company, which has been admitted by the court or a liquidator has not been appointed.
- l) There has been no change in the Promoter(s) of the Company in the preceding one year from date of filing application to BSE for listing on SME segment.
- m) Our company shall mandatorily facilitate trading in demat securities and enter into an agreement with both the depositories.
- n) We have a website: <http://www.yashoindustries.com>
- o) We are not a Stock / Commodity Broking Company.
- p) We are not a Finance Company.
- q) None of the Directors of our Company have been categorised as a Wilful Defaulter.

#### **Disclosure**

The Company, the Directors, the Selling Shareholders, our Promoters, Promoter Group and the members of our Group Companies have confirmed that they have not been identified as wilful defaulters by the RBI or any other Governmental Authority.

#### **Disclaimer Clause of SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MERCHANT BANKER, ARYAMAN FINANCIAL SERVICES LIMITED, HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY AND THE SELLING SHAREHOLDERS ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE PROSPECTUS, THE LEAD MERCHANT BANKER ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE SELLING SHAREHOLDERS DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKER, ARYAMAN FINANCIAL SERVICES LIMITED HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED MARCH 10, 2018.**

**AS PER REGULATION 106(O) OF THE SEBI ICDR REGULATIONS, ONLY THE PROSPECTUS HAS TO BE FILED WITH SEBI ALONGWITH A DUE DILIGENCE CERTIFICATE AS PER FORM A OF SCHEDULE VI OF THE SEBI ICDR REGULATIONS BY THE LEAD MANAGER. WE, THE LEAD MANAGER TO THE ABOVE MENTIONED OFFER, STATE AND CONFIRM AS FOLLOWS:**

- 1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE PROSPECTUS PERTAINING TO THE SAID OFFER**
- 2. ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE COMPANY, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE OFFER, PRICE JUSTIFICATION**



**AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE COMPANY, WE CONFIRM THAT:**

- A. THE PROSPECTUS FILED WITH THE BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE OFFER;**
  - B. ALL THE LEGAL REQUIREMENTS RELATING TO THE OFFER AS ALSO THE REGULATIONS GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**
  - C. THE DISCLOSURES MADE IN THE PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED OFFER AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 1956, THE COMPANIES ACT, 2013 (TO THE EXTENT NOTIFIED), THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.**
- 3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.**
  - 4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS. – NOTED FOR COMPLIANCE**
  - 5. WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD /TRANSFERRED BY THE PROMOTERS DURING THE PERIOD STARTING FROM THE DATE OF FILING OF THE PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE PROSPECTUS.**
  - 6. WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE PROSPECTUS.**
  - 7. WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE OFFER. WE UNDERTAKE THAT AUDITOR'S CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE COMPANY ALONG WITH THE PROCEEDS OF THE PUBLIC OFFER. – NOT APPLICABLE**
  - 8. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE COMPANY FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE "MAIN OBJECTS" LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE COMPANY AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION. – COMPLIED WITH TO THE EXTENT APPLICABLE**

9. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 73 OF THE COMPANIES ACT, 1956 (SECTION 40 OF COMPANIES ACT, 2013) AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE OFFER AND THE COMPANY SPECIFICALLY CONTAINS THIS CONDITION. – NOTED FOR COMPLIANCE. ALL MONIES RECEIVED OUT OF THE OFFER SHALL BE CREDITED/ TRANSFERRED TO A SEPARATE BANK ACCOUNT AS REFERRED TO IN SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013.
10. WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE. – NOT APPLICABLE. UNDER SECTION 29 OF THE COMPANIES ACT, 2013, THE EQUITY SHARES ARE TO BE ISSUED IN DEMAT ONLY.
11. WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.
12. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE PROSPECTUS:
  - A. AN UNDERTAKING FROM THE COMPANY THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE COMPANY, AND
  - B. AN UNDERTAKING FROM THE COMPANY THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.
13. WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE ISSUE– NOTED FOR COMPLIANCE.
14. WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OF THE COMPANY, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTERS EXPERIENCE, ETC.
15. WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.
16. WE ENCLOSE STATEMENT ON PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKER AS PER FORMAT SPECIFIED BY SEBI THROUGH CIRCULAR (PLEASE SEE “ANNEXURE A” FOR FURTHER DETAILS).
17. WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS - COMPLIED WITH TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS CERTIFIED BY PEER REVIEW AUDITORS PURSUANT TO ITS REPORT DATED MARCH 09, 2018.

**THE FILING OF THIS OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER SECTION 63 OR SECTION 68 OF THE COMPANIES ACT, 1956 (SECTION 34**

**OR SECTION 36 OF THE COMPANIES ACT, 2013) OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE LEAD MERCHANT BANKERS ANY IRREGULARITIES OR LAPSES IN THE OFFER DOCUMENT.**

**Note:**

All legal requirements pertaining to the Offer will be complied with at the time of registration of the Prospectus with the RoC in terms of section 26, 28 and 30 of the Companies Act, 2013.

**ADDITIONAL CONFIRMATIONS/ CERTIFICATIONS TO BE GIVEN BY MERCHANT BANKER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH OFFER DOCUMENT REGARDING SME EXCHANGE**

**1. WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE OFFER DOCUMENT HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.**

**2. WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE COMPANY HAVE BEEN MADE IN PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE COMPANY OR RELATING TO THE OFFER UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES OFFERED THROUGH THIS OFFER SHALL BE INFORMED THROUGH PUBLIC NOTICES/ ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-OFFER ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE OFFER HAVE BEEN GIVEN.**

**3. WE CONFIRM THAT THE ABRIDGED PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009. – NOTED FOR COMPLIANCE**

**4. WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE COMPANY.**

**5. WE CERTIFY THAT AS PER THE REQUIREMENTS OF FIRST PROVISIO TO SUB-REGULATION (4) OF REGULATION 32 OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009; CASH FLOW STATEMENT HAS BEEN PREPARED AND DISCLOSED IN THE PROSPECTUS.**

**6. WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 106P AND 106V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE.**

**Disclaimer Clause of the SME Platform of BSE**

BSE Limited ("BSE") has given vide its letter dated March 09, 2018, permission to this Company to use its name in this offer document as one of the stock exchanges on which this company's securities are proposed to be listed on the SME Platform. BSE has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. BSE does not in any manner:

- i. warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
- ii. warrant that this Company's securities will be listed or will continue to be listed on BSE; or
- iii. take any responsibility for the financial or other soundness of this Company, its promoter, its management or any scheme or project of this Company;

and it should not for any reason be deemed or construed that this offer document has been cleared or approved by BSE. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE whatsoever by reason of any

loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever”.

#### **Disclaimer from our Company, the Selling Shareholders and the Lead Manager**

Our Company, its Directors, the Selling Shareholders and the Lead Manager accept no responsibility for statements made otherwise than those contained in this Prospectus or, in case of the Company, in any advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information would be doing so at his or her own risk.

#### **CAUTION**

The Lead Manager accepts no responsibility, save to the limited extent as provided in the MoU for Offer Management entered into among the Lead Manager, our Company and the Selling Shareholders dated February 22 and addendum dated March 07, 2018, the Underwriting Agreement dated February 22, 2018 and addendum dated March 07, 2018 entered into among the Underwriter and our Company, the Selling Shareholders and the Market Making Agreement dated February 22, 2018 and addendum dated March 08, 2018, entered into among the Market Maker, Lead Manager and our Company.

All information shall be made available by us and the Lead Manager to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centres or elsewhere.

#### **Note:**

Investors who apply in the Offer will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not issue, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Selling Shareholders, the Underwriter and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

#### **Disclaimer in respect of Jurisdiction**

This offer is being made in India to persons resident in India including Indian nationals resident in India (who are not minors, except through their legal guardian), Hindu Undivided Families (HUFs), companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), Trusts registered under the Societies Registration Act, 1860, as amended from time to time, or any other trust law and who are authorised under their constitution to hold and invest in shares, permitted insurance companies and pension funds and to non-residents including NRIs and FIIs. The Prospectus does not, however, constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession the Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Offer will be subject to the jurisdiction of appropriate court(s) in Mumbai only.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented thereby may not be offered or sold, directly or indirectly, and the Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of the Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been any change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

#### **Disclaimer Clause under Rule 144A of the U.S. Securities Act**

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the “Securities Act”) or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S of the Securities Act), except

pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold (i) in the United States only to “qualified institutional buyers”, as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applicants may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

### **Filing**

The Draft Prospectus shall not be filed with SEBI, nor will SEBI issue any observation on the offer document in term of Reg. 106 (O) (1). However, a copy of the Prospectus shall be filed with SEBI at Plot No.C4-A,'G' Block, Bandra Kurla Complex, Bandra (East), Mumbai 400051.

A copy of the Prospectus, along with the documents required to be filed under Section 26 and 28 of the Companies Act, 2013 will be delivered to the RoC situated at Everest, 100, Marine Drive, Mumbai- 400002.

### **Listing**

Application shall be made to SME Platform of BSE for obtaining permission for listing of the Equity Shares being offered and sold in the Offer on its SME Platform after the allotment in the Offer. BSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Offer.

If the permission to deal in and for an official quotation of the Equity Shares on the SME Platform is not granted by BSE, our Company and the Selling Shareholders shall forthwith repay, without interest, all moneys received from the applicants in pursuance of the Prospectus. The allotment letters shall be issued or application money shall be refunded / unblocked within fifteen days from the closure of the Offer or such lesser time as may be specified by Securities and Exchange Board or else the application money shall be refunded to the applicants forthwith, failing which interest shall be due to be paid to the applicants at the rate of fifteen per cent per annum for the delayed period as prescribed under Companies Act, 2013, the SEBI (ICDR) Regulations and other applicable law.

Our Company and the Selling Shareholders shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the SME Platform of BSE mentioned above are taken within 6 Working Days of the Offer Closing Date.

The Company has obtained approval from BSE vide letter dated March 09, 2018 to use the name of BSE in this Offer document for listing of equity shares on SME Platform of BSE.

## Price Information of past issues handled by the Lead Manager

1. Price information of past issues (during current financial year and two financial years preceding the current financial year) handled by Aryaman Financial Services Limited

Sr. No.	Issue Name	Issue size (₹ Cr.)	Issue Price (₹)	Listing date	Opening price on listing date	+/- % change in Price on closing price, [+/- % change in closing benchmark]- 30 <sup>th</sup> calendar days from listing		+/- % change in Price on closing price, [+/- % change in closing benchmark]- 90 <sup>th</sup> calendar days from listing		+/- % change in Price on closing price, [+/- % change in closing benchmark]- 180 <sup>th</sup> calendar days from listing	
1	CKP Leisure Limited	11.54	30.00	06/03/2018	27.00	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
2	Banka Bioloo Limited	12.63	115.00	27/02/2018	114.00	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
3	Medico Remedies Ltd.	10.99	100.00	08/02/2018	100.00	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
4	Ashoka Metcast Ltd.	12.00	20.00	05/02/2018	16.00	-61.10%	-1.77%	N.A.	N.A.	N.A.	N.A.
5	Apollo Micro Systems Ltd.	156.00	275.00	22/01/2018	478.00	1.95%	-5.46%	N.A.	N.A.	N.A.	N.A.
6	S K S Textile Ltd.	13.32	150.00	19/01/2018	149.90	-44.03%	-4.06%	N.A.	N.A.	N.A.	N.A.
7	Silly Monks Entertainment Ltd.	15.12	120.00	18/01/2018	144.00	28.71%	-3.37%	N.A.	N.A.	N.A.	N.A.
8	Shradha Infraprojects (Nagpur) Ltd.	18.93	70.00	11/12/2017	69.80	0.14%	3.00%	N.A.	N.A.	N.A.	N.A.
9	Shreeji Translogistics Ltd.	12.40	130.00	13/10/2017	156.00	2.69%	2.72%	34.62%	6.38%	N.A.	N.A.
10	AKM Lace and Embrotex Ltd.	4.76	25.00	29/09/2017	25.50	-7.80%	5.99%	-9.80%	8.20%	N.A.	N.A.



2. Summary statement of price information of past issues (during current financial year and two financial years preceding the current financial year) handled by Aryaman Financial Services Limited

Financial Year	Total no. of IPOs	Total Funds Raised (₹ in Cr.)	Nos. of IPOs trading at discount - 30 <sup>th</sup> calendar day from listing day			Nos. of IPOs trading at premium - 30 <sup>th</sup> calendar day from listing day			Nos. of IPOs trading at discount - 180 <sup>th</sup> calendar day from listing day			Nos. of IPOs trading at premium - 180 <sup>th</sup> calendar day from listing day		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2017-18	13 <sup>(1)</sup>	293.53	1	1	1	-	1	6	-	-	-	-	-	3
2016-17	10	147.26	-	1	-	1	-	8	-	1	-	2	3	4
2015-16	3	15.90	-	-	-	-	-	3	-	-	-	1	1	1

<sup>(1)</sup> Details indicated in 2017-18 are for the IPOs completed as on date.

**Notes:**

- Since the listing date of CKP Leisure Limited, Banka Biolo Limited and Medico Remedies Limited, was March 06, 2018, February 27, 2018 and February 08, 2018, information related to closing price and benchmark index as on the 30th Calendar day, 90th calendar day and 180th calendar day from the listing date is not available.
- Since the listing date of Ashoka Metcast Limited, Apollo Micro Systems Limited, S K S Textile Limited, Silly Monks Entertainment Limited and Shradha Infraprojects (Nagpur) Limited, was February 05, 2018, January 22, 2018, January 19, 2018, January 18, 2018 and December 11, 2017, respectively information related to closing price and benchmark index as on the 90th calendar day and 180th calendar day from the listing date is not available.
- Since the listing date of AKM Lace and Embrotex Limited and Shreeji Translogistics Limited was September 29, 2017 and October 13, 2017 respectively, information related to closing price and benchmark index as on 180th calendar day from the listing date is not available.
- The respective Designated Stock Exchange for each Issue has been considered as the Benchmark index for each of the above Issues.
- In the event any day falls on a holiday, the price/index of the immediate preceding working day has been considered. If the stock was not traded on the said calendar days from the date of listing, the share price is taken of the immediately preceding trading day.
- Source: [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) BSE Sensex and Nifty Fifty as the Benchmark Indices.



## Track record of past issues handled by the Lead Manager

For details regarding the track record of the Lead Manager to the Offer as specified in Circular reference CIR/MIRSD/1/ 2012 dated January 10, 2012 issued by the SEBI, please see the website of Aryaman Financial Services Limited – [www.afsl.co.in](http://www.afsl.co.in)

## Consents

Consents in writing of: (a) the Selling Shareholders, the Directors, the Company Secretary and Compliance Officer, the Chief Financial Officer, the Statutory Auditors, Peer Review Auditors and Bankers to the Company; and (b) the Lead Manager to the Offer, Registrar to the Offer, the Legal Advisors to the Offer, Banker to the Offer\*, Share Escrow Agent\*, Market Maker and Underwriters to act in their respective capacities, have been obtained and shall be filed along with a copy of the Prospectus with the RoC, as required under Section 26, 28 and other applicable provisions of the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC.

*\*The aforesaid will be appointed prior to filing of the Prospectus with RoC and their consents as above would be obtained prior to the filing of the Prospectus with RoC.*

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations, M/s. V J Shah & Co., Statutory Auditors, have provided their written consent to the inclusion of their report dated March 09, 2018 on Restated Financial Statements and report dated March 09, 2018 on Statement of Tax Benefits, respectively, which may be available to the Company and its shareholders, included in this Prospectus in the form and context in which they appear therein and such consents and reports have not been withdrawn up to the time of filing of this Prospectus.

## Expert Opinion

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

Our Company has received written consent from the Statutory Auditor namely, M/s. V J Shah & Co., Chartered Accountants to include their name as required under section 26(1)(a)(v) of the Companies Act, 2013 in this Prospectus and as “Expert” as defined under section 2(38) of the Companies Act, 2013 in respect of the reports on the Restated Financial Statements dated March 09, 2018 and the Statement of Tax Benefits dated March 09, 2018 issued by them, included in this Prospectus and such consent has not been withdrawn as on the date of this Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

## OFFER RELATED EXPENSES

The expenses of this Offer include, among others, underwriting and management fees, Market Making Fees, selling commissions, SCSB’s commission/ fees, printing and distribution expenses, legal fees, statutory advertisement expenses, registrar and depository fees and listing fees is given below: Same as object of the Offer:

Sr. No.	Particulars	Amount (₹ in lakhs)	% of Total Expenses	% of Total Offer size
1.	Issue Management fees including fees and reimbursements of Market Making fees, selling commissions, and payment to other intermediaries such as Legal Advisors, Registrars and other out of pocket expenses.	45.80	68.98%	1.58%
2.	Brokerage <sup>(2)(3)(4)</sup>	11.60	17.47%	0.40%
3.	Printing & Stationery, Distribution, Postage, etc.	2.00	3.01%	0.07%
4.	Advertisement and Marketing Expenses	2.00	3.01%	0.07%
5.	Stock Exchange Fees, Regulatory and other Expenses <sup>(1)</sup>	5.00	7.53%	0.17%
<b>Total</b>		<b>66.40</b>	<b>100.00%</b>	<b>2.29%</b>

1. Except for the Listing Fees, ROC Charges & the Market Making Fees, which will be borne by our Company, all other expenses relating to the Offer as mentioned above will be borne by the Company and Selling Shareholders in proportion to the Equity Shares contributed to the Offer. The offer expenses are estimated expenses and subject to change.

2. *The SCSBs and other intermediaries will be entitled to a commission of ₹ 10 per every valid Application Form submitted to them and uploaded on the electronic system of the Stock Exchange by them.*
3. *The SCSBs would be entitled to processing fees of ₹ 10 per Application Form, for processing the Application Forms procured by other intermediaries and submitted to the SCSBs.*
4. *Further the SCSBs and other intermediaries will be entitled to selling commission of 0.05% of the Amount Allotted (product of the number of Equity Shares Allotted and the Offer Price) for the forms directly procured by them and uploaded on the electronic system of the Stock Exchange by them.*

The payment towards commission and processing fees will be completed within 30 days from the date of receipt of final invoice from the respective entities.

#### **Fees, Brokerage and Selling Commission Payable to the Lead Manager**

The total fees payable to the Lead Manager (including underwriting commission and selling commission) is as stated in the MOUs dated February 22, 2018 and addendum dated March 07, 2018, the Underwriting Agreement dated February 22, 2018 and addendum dated March 07, 2018 and the Market Making Agreement dated February 22, 2018 and addendum dated March 08, 2018 among our Company, the Selling Shareholders and the Lead Manager and other parties, a copy of which will be made available for inspection at our Registered Office.

#### **Fees Payable to the Registrar to the Offer**

The fees payable to the Registrar to the Offer, for processing of application, data entry, printing of refund order, preparation of refund data on magnetic tape, printing of bulk mailing register will be as per the MoU between the Company, and the Registrar to the Offer dated February 21, 2018.

The Registrar to the Offer will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty and communication expenses. Adequate funds will be provided to the Registrar to the Offer to enable it to send refund orders or Allotment advice by registered post/speed post.

#### **CAPITAL ISSUE DURING THE LAST FIVE YEARS**

##### **Previous Public and Rights Issues**

We have not made any rights and public issues in the past, and we are an “Unlisted Company” in terms of the SEBI (ICDR) Regulations and this Offer is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations.

##### **Previous Issues of Equity Shares otherwise than for Cash**

Except as stated in the chapter titled “*Capital Structure*” beginning on page no. 53 of this Prospectus, we have not issued any Equity Shares for consideration other than for cash.

##### **Commission and Brokerage Paid on Previous Issues of our Equity Shares**

Since this is an Initial Public Offer of the Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since inception of the Company.

##### **Capital Issues in the last three (3) years by Listed Group Companies / Subsidiaries / Associates**

None of our Group Companies / Associates is listed on any Stock Exchange and hence there is no Capital Issue. Further, we do not have any subsidiary as on date of this Prospectus.

## PERFORMANCE VIS-À-VIS OBJECTS

### Issuer Company

Our Company has not made any public issue (including any rights issue to the public) since its incorporation.

### Listed Group Companies / Subsidiaries / Associate Companies

None of our Group Companies / Associates are listed on any Stock Exchange and have not made any rights and public issues in the past ten (10) years. Further, we do not have any subsidiary as on date of this Prospectus.

## OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY THE COMPANY

The Company has no outstanding debentures or bonds and redeemable preference shares and other instruments as on the date of Prospectus.

### Stock Market Data for our Equity Shares

This being an initial public offer of the Company, the Equity Shares of the Company are not listed on any stock exchange.

## DISPOSAL OF INVESTOR GRIEVANCES

### Mechanism for Redressal of Investor Grievances

The Company and the Selling Shareholders have appointed Bigshare Services Private Limited as the Registrar to the Offer, to handle the investor grievances in co-ordination with the Compliance Officer of the Company. All grievances relating to the present Offer may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and name of bank and branch. The Company would monitor the work of the Registrar to ensure that the investor grievances are settled expeditiously and satisfactorily.

The Registrar to the Offer will handle investor's grievances pertaining to the Offer. A fortnightly status report of the complaints received and redressed by them would be forwarded to the Company. The Company would also be co-ordinating with the Registrar to the Offer in attending to the grievances to the investor.

All grievances relating to the ASBA process may be addressed to the SCSBs, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant. We estimate that the average time required by us or the Registrar to the Offer or the SCSBs for the redressal of routine investor grievances will be seven business days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

Our Board by a resolution on February 20, 2018 constituted a Stakeholders Relationship Committee.

The composition of the Stakeholders Relationship Committee is as follows:

Name of the Member	Nature of Directorship	Designation in Committee
Mr. Ashok Malaviya	Non Executive Independent Director	Chairman
Mr. Hiren Goradia	Non Executive Independent Director	Member
Mr. Parag Jhaveri	Managing Director	Member

For further details, please see the chapter titled "Our Management" beginning on page no. 130 of this Prospectus.

The Company has also appointed Ms. Nekata Jain as the Company Secretary and Compliance Officer for this Offer and she may be contacted at the Registered Office of our Company.

**Name:** Ms. Nekata Jain

**Address:** Office No. 101/102, Peninsula Heights, C. D. Barfiwala Marg, Juhu Lane, Andheri (West), Mumbai - 400058.

**Tel No:** +91 – 22 – 6251 0100

**Email:** [info@yashoindustries.com](mailto:info@yashoindustries.com)

Investors can contact the Compliance Officer or the Registrar to the Offer or the Lead Manager in case of any pre-Offer or post-Offer related problems, such as non-receipt of letters of Allotment, credit of Allotted Equity Shares in the respective beneficiary accounts and refund orders.

#### **Status of Investor Complaints**

We confirm that we have not received any investor complaint during the three years preceding the date of this Prospectus and hence there are no pending investor complaints as on the date of this Prospectus.

#### **Disposal of Investor Grievances by Listed Companies under the same Management as the Company**

No company under the same management as the Company has made any public issue (including any rights issues to the public) during the last three years and hence there are no pending investor grievances.

#### **Change in Auditors**

Our Company has changed the Statutory Auditors, appointing M/s. V J Shah & Co., Chartered Accountants in place of M/s. G. V. Radia & Associates, Chartered Accountants vide Resolution passed in the EGM dated December 20, 2017.

#### **Capitalisation of Reserves or Profits**

Except as stated in the chapter titled “*Capital Structure*” beginning on page no. 53 of this Prospectus, our Company has not capitalised our reserves or profits during the last five years.

#### **Revaluation of Assets**

We have not revalued our assets in the last 5 years.

## SECTION IX – OFFER RELATED INFORMATION

### TERMS OF THE OFFER

*g offered and transferred pursuant to this Issue are subject to the provisions of the Companies Act, SEBI (ICDR) Regulations, 2009, our Memorandum and Articles of Association, the terms of this Prospectus, the Application Form, the Revision Form, the Confirmation of Allocation Note and other terms and conditions as may be incorporated in the allotment advices and other documents/certificates that may be executed in respect of this Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, RoC and/or other authorities, as in force on the date of the Issue and to the extent applicable, or such other conditions as may be prescribed by SEBI, RBI, the Government of India, the Stock Exchanges, the RoC and/or any other authorities while granting its approval for the Issue.*

#### Authority for the Offer

This Offer of Equity Shares has been authorized by the Board of Directors of our Company at their meeting held on February 19, 2018 and was approved by the Shareholders of the Company by passing a Special Resolution at the Extra-Ordinary General Meeting held with a shorter notice on February 20, 2018 in accordance with the provisions of Section 62 (1)(C) of the Companies Act, 2013.

The Offer for Sale has been authorised by the Selling Shareholders by their consent letter dated February 19, 2018. The No. of Equity Shares offered by each Selling Shareholders is as follows:

Sr. No.	Name of the Selling Shareholders	No. of Equity Shares Offered
1	Jigna Jhaveri jointly with Nilesh Jhaveri	4,85,000
2	Nilesh Vinod Jhaveri (HUF)	4,40,000
3	Nilesh Jhaveri jointly with Jigna Jhaveri	3,35,000
4	Vinod Harilal Jhaveri (HUF)	3,00,000
5	Parag Vinod Jhaveri (HUF)	2,30,000
6	Yayesh Vinod Jhaveri (HUF)	2,10,000
	<b>Total</b>	<b>20,00,000</b>

The Selling Shareholders have severally confirmed that the Equity Shares proposed to be offered and sold in the Issue are eligible in term of SEBI (ICDR) Regulations and that they have not been prohibited from dealings in securities market and the Equity Shares offered and sold are free from any lien, encumbrance or third party rights. The Selling Shareholders have also severally confirmed that they are the legal and beneficial owners of the Equity Shares being offered by them under the Offer for Sale.

#### Offer for Sale

The Issue comprises of a Fresh Issue and an Offer for Sale by the Selling Shareholders. The fees and expenses relating to the Issue shall be shared in the proportion mutually agreed between the Company and the respective Selling Shareholders in accordance with applicable law. However, for ease of operations, expenses of the Selling Shareholders may, at the outset, be borne by our Company on behalf of the Selling Shareholders, and the Selling Shareholders agree that they will reimburse our Company all such expenses.

#### Ranking of Equity Shares

The Equity Shares being issued and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, our Memorandum and Articles of Association and shall rank pari-passu in all respects including dividend with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment.

For further details, please see the section titled "Main Provisions of the Articles of Association", beginning on page no. 273 of this Prospectus.

### **Mode of Payment of Dividend**

The declaration and payment of dividend will be as per the provisions of Companies Act, 2013, the Memorandum and Articles of Association, and recommended by the Board of Directors and the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. In respect of the Offer for Sale, all dividends, if any, declared by our Company after the date of Allotment, will be payable to the Bidders who have been issued and allotted Equity Shares in such Offer for the entire year. For further details, please refer the chapter titled "*Dividend Policy*" and "*Main Provisions of Article of Association*" beginning on page nos. 150 and 273 of this Prospectus.

### **Face Value and Offer Price**

The Equity Shares having a face value of ₹ 10 each are being offered in terms of this Prospectus at the price of ₹ 100 per Equity Share. The Offer Price is decided by our Company and the Selling Shareholders, in consultation with the Lead Manager and is justified under the section titled "*Basis of Offer Price*" beginning on page no. 79 of this Prospectus. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

### **Compliance with the disclosure and accounting norms**

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations. Our Company shall also comply with all disclosure and accounting norms as specified by SEBI from time to time.

### **Rights of the Equity Shareholders**

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the equity shareholders shall have the following rights:

- ✓ Right to receive dividend, if declared;
- ✓ Right to attend general meetings and exercise voting rights, unless prohibited by law;
- ✓ Right to vote on a poll either in person or by proxy;
- ✓ Right to receive offer for rights shares and be allotted bonus shares, if announced;
- ✓ Right to receive surplus on liquidation;
- ✓ Right of free transferability; and
- ✓ Such other rights, as may be available to a shareholder of a listed Public Limited Company under the Companies Act, the Listing Regulations and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provision of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien and / or consolidation / splitting, etc., please refer the section titled "*Main Provisions of Articles of Association*" beginning on page no. 273 of this Prospectus.

### **Minimum Application Value; Market Lot and Trading Lot**

In terms of Section 29 of Companies Act, 2013, the Equity Shares shall be allotted only in dematerialised form. As per the SEBI Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar and Share Transfer Agent to the Offer:

- 1) Tripartite agreement dated March 07, 2018 between our Company, NSDL and the Registrar and Share Transfer Agent to the Offer.
- 2) Tripartite agreement March 07, 2018 between our Company, CDSL and the Registrar and Share Transfer Agent to the Offer.

Trading of the Equity Shares will happen in the minimum contract size of 1,200 Equity Shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012 and the same may be modified by BSE from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Offer will be done in multiples of 1,200 Equity Share subject to a minimum allotment of 1,200 Equity Shares to the successful Applicants.

### **Minimum Number of Allottees**

The minimum number of allottees in this Offer shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Offer and the monies collected shall be refunded within 6 Working days of closure of Offer.

### **Joint Holders**

Where two or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

### **Nomination Facility to Investor**

In accordance with Section 72 (1) & 72 (2) of the Companies Act, 2013, the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 (3) of the Companies Act, 2013, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in accordance to Section 72 (4) of the Companies Act, 2013, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Articles of Association of the Company, any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

- ✓ to register himself or herself as the holder of the Equity Shares; or
- ✓ to make such transfer of the Equity Shares, as the deceased holder could have made

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with. In case the allotment of Equity Shares is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

### **Withdrawal of the Offer**

Our Company and the Selling Shareholders, in consultation with the Lead Manager, reserves the right not to proceed with the Offer at any time after the Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre- Offer advertisements were published, within two days of the Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The Lead Manager, through the Registrar to the Offer, shall notify the SCSBs to unblock the bank accounts of the ASBA Applicants within one day of receipt of such notification. Our Company shall also promptly inform the Stock Exchange on which the Equity Shares were proposed to be listed.

If our Company and/or the Selling Shareholders withdraws the Offer after the Offer Closing Date and thereafter determines that it will proceed with an Offer of the Equity Shares, our Company shall file a fresh Draft Offer Document. Notwithstanding the foregoing, the Offer is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment.



## OFFER PROGRAMME

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

Event	Indicative Date
Offer Opening Date	March 19, 2018
Offer Closing Date	March 21, 2018
Finalisation of Basis of Allotment with the Designated Stock Exchange	On and before March 26, 2018
Initiation of Refunds	On and before March 27, 2018
Credit of Equity Shares to demat accounts of Allottees	On and before March 28, 2018
Commencement of trading of the Equity Shares on the Stock Exchange	On and before April 02, 2018

The above timetable is indicative and does not constitute any obligation on our Company, the Selling Shareholders or the Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 6 Working Days of the Offer Closing Date, the timetable may change due to various factors, such as extension of the Offer Period by our Company, or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Bids and any revision to the same shall be accepted only between 10.00 a.m. and 5.00 p.m. (IST) during the Issue Period. On the Issue Closing Date, the Bids and any revision to the same shall be accepted between 10.00 a.m. and 4.00 p.m. (IST) or such extended time as permitted by the Stock Exchanges, in case of Bids by Retail Individual Bidders after taking into account the total number of bids received up to the closure of timings and reported by the Book Running Lead Manager to the Stock Exchanges. It is clarified that Bids not uploaded on the electronic system would be rejected. Bids will be accepted only on Working Days. Neither our Company nor the Lead Manager is liable for any failure in uploading the Bids due to faults in any software/hardware system or otherwise.

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

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

### Minimum Subscription

The requirement for 90% minimum subscription in terms of Regulation 14 of the ICDR Regulations is not applicable to the Offer. In terms of Regulation 106P(1) of the ICDR Regulations, the Offer is not restricted to any minimum subscription level and is 100% underwritten. Further, pursuant to Regulation 106R of the ICDR Regulations, our Company shall ensure that the number of prospective allottees to whom Equity Shares will be allotted shall not be less than 50.

However, we shall ensure that the minimum subscription to be received shall be subject to allotment of minimum number of specified securities as prescribed in sub-clause (b) of clause (2) of rule 19 of Securities Contracts (Regulation) Rules, 1957 and also that the minimum number of allottees as prescribed in regulation 106R of the SEBI (ICDR) Regulations, 2009, as amended.

If we do not receive the subscription of 100% of the Offer through this offer document including devolvment of Underwriters within sixty days from the date of closure of the Offer, we shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after we become liable to pay the amount, we shall pay interest prescribed under the applicable provisions of the Companies Act, 2013.

### Arrangements for Disposal of Odd Lots

The trading of the Equity Shares will happen in the minimum contract size of 1,200 shares. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME platform of BSE.

**Restrictions, if any, on transfer and transmission of shares or debentures and on their consolidation or splitting**

For a detailed description in respect of restrictions, if any, on transfer and transmission of shares and on their consolidation / splitting, please refer the section titled “*Main Provisions of the Articles of Association*” beginning on page no. 273 of this Prospectus.

**New Financial Instruments**

Our Company is not issuing any new financial instruments through this Offer.

**Option to receive Equity Shares in Dematerialized Form**

As per Section 29(1) of the Companies Act, 2013, allotment of Equity Shares will be made only in dematerialized form.

As per SEBI’s circular RMB (compendium) series circular no. 2 (1999-2000) dated February 16, 2000, it has been decided by the SEBI that trading in securities of companies making an initial public offer shall be in Dematerialised form only. The Equity Shares on Allotment will be traded only on the dematerialized segment of the SME Platform of BSE.

**Migration to Main Board**

In accordance with the BSE Circular dated November 26, 2012, our Company will have to be mandatorily listed and traded on the SME Platform of the BSE for a minimum period of two years from the date of listing and only after that it can migrate to the Main Board of the BSE as per the guidelines specified by SEBI and as per the procedures laid down under Chapter XB of the SEBI (ICDR) Regulations.

As per the provisions of the Chapter XB of the SEBI (ICDR) Regulation, 2009, our Company may migrate to the main board of BSE from the SME Exchange on a later date subject to the following:

- If the Paid up Capital of the company is likely to increase above ₹ 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), we shall have to apply to BSE for listing our shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.
- If the Paid up Capital of the company is more than ₹ 10 crores but below ₹ 25 crores, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

**Market Making**

The shares offered through this Offer are proposed to be listed on the SME Platform of BSE (SME Exchange), wherein the Lead Manager to this Offer shall ensure compulsory Market Making through the registered Market Maker of the SME Exchange for a minimum period of three years from the date of listing on the SME Platform of BSE.

For further details of the agreement entered into between our Company, the Lead Manager and the Market Maker, please refer the chapter titled “*General Information - Details of the Market Making Arrangement for this Offer*” beginning on page no. 46 of this Prospectus.

**Jurisdiction**

Exclusive jurisdiction for the purpose of this Offer is with the competent courts / authorities in Mumbai. The Equity Shares have not been and will not be registered under the Securities Act or any state securities laws in the United States, and may not be offered or sold within the United States, except pursuant to an exemption from or in a transaction not subject to, registration requirements of the Securities Act. Accordingly, the Equity Shares are only being

offered or sold outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

## OFFER STRUCTURE

This Offer is being made in terms of Regulation 106 (M) (2) of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time, whereby, an issuer whose post issue face value capital is more than ten crores rupees and upto twenty five crores rupees, may issue/ offer shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the SME Platform of BSE). For further details regarding the salient features and terms of such this Offer, please refer the chapters titled "*Terms of the Offer*" and "*Offer Procedure*" beginning on page nos. 219 and 227 respectively, of this Prospectus.

### Offer Structure:

*Initial Public Offer of 28,99,200 Equity Shares of ₹ 10 each (the "Equity Shares") for cash at a price of ₹ 100 per Equity Share (including a Share premium of ₹ 90 per Equity Share) aggregating to ₹ 2,899.20 lakhs ("the Offer") by Yasho Industries Limited ("YIL" or the "Company").*

*The Offer comprises a Net Offer to Public of 27,50,400 Equity Shares of ₹ 10 each ("the Net Offer"), and a reservation of 1,48,800 Equity Shares of ₹ 10 each for subscription by the designated Market Maker ("the Market Maker Reservation Portion"). The Offer and the Net Offer will constitute 26.60 % and 25.23%, respectively of the post Offer paid up equity share capital of the company. The Offer is being made through the Fixed Price Process:*

Particulars of the Offer	Net Offer to Public	Market Maker Reservation Portion
Number of Equity Shares available for allocation	27,50,400 Equity Shares	1,48,800 Equity Shares
Percentage of Offer Size available for allocation	94.87% of the Offer Size	5.13% of the Offer Size
Basis of Allotment	Proportionate subject to minimum allotment of 1,200 Equity Shares and further allotment in multiples of 1,200 Equity Shares each. For further details please refer to the " <i>Basis of Allotment</i> " on page no. 264 of this Prospectus.	Firm Allotment
Minimum Application Size	<p><i>For QIB and NII:</i></p> <p>Such number of Equity Shares in multiples of 1,200 Equity Shares such that the Application Value exceeds ₹ 2,00,000</p> <p><i>For Retail Individuals:</i></p> <p>1,200 Equity Shares</p>	1,48,800 Equity Shares
Maximum Application Size	<p><i>For QIB and NII:</i></p> <p>Such number of Equity Shares in multiples of 1,200 Equity Shares such that the Application Size does not exceed 27,50,400 Equity Shares.</p> <p><i>For Retail Individuals:</i></p> <p>Such number of Equity Shares in multiples of 1,200 Equity Shares such that the Application Value does not exceed ₹ 2,00,000</p>	1,48,800 Equity Shares
Mode of Allotment	Dematerialized Form	Dematerialized Form
Trading Lot	1,200 Equity Shares	1,200 Equity Shares, However the Market Maker may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2009.
Terms of Payment	The entire Application Amount will be payable at the time of submission of the Application Form 2.	
Application Lot Size	1,200 Equity Shares and in multiples of 1,200 Equity Shares thereafter	

- 1) 50% of the Equity Share offered are reserved for allocation to Applicants below or equal to ₹2.00 lakhs and the balance for higher amount Applications.
- 2) In case of joint Applications, the Application Form should contain only the name of the First Applicant whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Applicant would be required in the Application Form and such First Applicant would be deemed to have signed on behalf of the joint holders.
- 3) Applicants will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders name, the Lead Manager, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares in this Offer.
- 4) SCSBs applying in the Offer must apply through an ASBA Account maintained with any other SCSB.

### Lot Size

SEBI vide circular CIR/MRD/DSA/06/2012 dated February 21, 2012 (the “Circular”) standardized the lot size for Initial Public Offer proposing to list on SME exchange/platform and for the secondary market trading on such exchange/platform, as under:

Offer Price (in ₹)	Lot Size (No. of shares)
Upto 14	10000
More than 14 upto 18	8000
More than 18 upto 25	6000
More than 25 upto 35	4000
More than 35 upto 50	3000
More than 50 upto 70	2000
More than 70 upto 90	1600
More than 90 upto 120	1200
More than 120 upto 150	1000
More than 150 upto 180	800
More than 180 upto 250	600
More than 250 upto 350	400
More than 350 upto 500	300
More than 500 upto 600	240
More than 600 upto 750	200
More than 750 upto 1000	160
Above 1000	100

Further to the Circular, at the Initial Public Offer stage the Registrar to Offer in consultation with Lead Manager, our Company and BSE shall ensure to finalize the basis of allotment in minimum lots and in multiples of minimum lot size, as per the above given table. The secondary market trading lot size shall be the same, as shall be the IPO Lot Size at the application/allotment stage, facilitating secondary market trading.

## OFFER PROCEDURE

All Applicants should review the General Information Document for Investing in public issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI ("General Information Document"), included below under "**Part B – General Information Document**", which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI ICDR Regulations. The General Information Document has been updated to include reference to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014 and certain notified provisions of the Companies Act 2013, to the extent applicable to a public issue. The General Information Document would be made available with the Lead Manager and would also be made available on the websites of the Stock Exchanges and the Lead Manager before opening of Offer. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer.

Our Company, the Selling Shareholders and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and shall not be liable for any amendment, modification or change in the applicable law which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that their Applications are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in this Prospectus.

Please note that all the Applicants can participate in the Offer only through the ASBA process. All Applicants shall ensure that the ASBA Account has sufficient credit balance such that the full Application Amount can be blocked by the SCSB at the time of submitting the Application. Applicants applying through the ASBA process should carefully read the provisions applicable to such applications before making their application through the ASBA process. Please note that all Applicants are required to make payment of the full Application Amount along with the Application Form. In case of ASBA Applicants, an amount equivalent to the full Application Amount will be blocked by the SCSBs.

ASBA Applicants are required to submit ASBA Applications to the Selected Branches / Offices of the RTAs, DPs, Designated Bank Branches of SCSBs. The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <http://www.sebi.gov.in>. For details on designated branches of SCSB collecting the Application Form, please refer the above mentioned SEBI link. The list of Stock Brokers, Depository Participants ("DP"), Registrar to an Offer and Share Transfer Agent ("RTA") that have been notified by BSE Ltd to act as intermediaries for submitting Application Forms are provided on <http://www.bseindia.com>. For details on their designated branches for submitting Application Forms, please see the above mentioned BSE website.

Pursuant to the SEBI (Issue of Capital and Disclosure Requirements) (Fifth Amendment) Regulations, 2015, the ASBA process become mandatory for all investors w.e.f. January 1, 2016 and it allows the registrar, share transfer agents, depository participants and stock brokers to accept application forms.

## PART A

### FIXED PRICE OFFER PROCEDURE

The Offer is being made in compliance with the provisions of Reg. 106(M)(2) of Chapter XB of the SEBI (ICDR) Regulations, 2009 and through the Fixed Price Process wherein 50% of the Net Offer to Public is being offered to the Retail Individual Applicants and the balance shall be offered to Non Retail Category i.e. QIBs and Non-Institutional Applicants. However, if the aggregate demand from the Retail Individual Applicants is less than 50%, then the balance Equity Shares in that portion will be added to the non retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject to valid Applications being received from them at or above the Offer Price.

Subject to the valid Applications being received at or above the Offer Price, allocation to all categories in the Net Offer, shall be made on a proportionate basis, except for the Retail Portion where Allotment to each Retail Individual Applicants shall not be less than the minimum lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription, if any, in any category, would be allowed to be met with spillover from any other category or a combination of categories at the discretion of our Company in consultation with the Lead Manager and the Stock Exchange.

Investors should note that according to section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialised form. The Application Forms which do not have the details of the Applicant's depository account including DP ID, PAN and Beneficiary Account Number shall be treated as incomplete and rejected. In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic application system of the stock exchanges, do not match with the DP ID, Client ID and PAN available in the depository database, the application is liable to be rejected. Applicants will not have the option of getting allotment of the Equity Shares in physical form. The Equity Shares on allotment shall be traded only in the dematerialised segment of the Stock Exchanges.

## APPLICATION FORM

Copies of the Application Form and the abridged prospectus will be available at the offices of the Lead Manager, the Designated Intermediaries, and Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the websites of the BSE ([www.bseindia.com](http://www.bseindia.com)), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one day prior to the Offer Opening Date.

All Applicants shall mandatorily participate in the Offer only through the ASBA process. ASBA Applicants must provide bank account details and authorisation to block funds in the relevant space provided in the Application Form and the Application Forms that do not contain such details are liable to be rejected.

ASBA Applicants shall ensure that the Applications are made on Application Forms bearing the stamp of the Designated Intermediary, submitted at the Collection Centres only (except in case of electronic Application Forms) and the Application Forms not bearing such specified stamp are liable to be rejected.

The prescribed colour of the Application Form for various categories is as follows:

Category	Colour <sup>(1)</sup>
Resident Indians and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents and Eligible NRIs, FIIs, FVCIs, etc. applying on a repatriation basis	Blue

<sup>(1)</sup> excluding electronic Application Form

Designated Intermediaries shall submit Application Forms to SCSBs and shall not submit it to any non-SCSB bank.

## Who Can Apply?

1. Indian nationals resident in India, who are not minors (except through their Legal Guardians), in single or joint names (not more than three);
2. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: —Name of Sole or First Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;
3. Companies, Corporate Bodies and Societies registered under the applicable laws in India and authorised to invest in equity shares;
4. Mutual Funds registered with SEBI;
5. Eligible NRIs on a repatriation basis or on a non-repatriation basis subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Offer;
6. Indian financial institutions, scheduled commercial banks (excluding foreign banks), regional rural banks, co-operative banks (subject to RBI regulations and the SEBI Regulations and other laws, as applicable);
7. FIIs and sub-accounts registered with SEBI, other than a sub-account which is a foreign corporate or foreign individual under the QIB portion;
8. Sub-accounts of FIIs registered with SEBI, which are foreign corporates or foreign individuals only under the Non-Institutional Applications portion;



9. VCFs registered with SEBI;
10. FVCIs registered with SEBI;
11. Eligible QFIs;
12. Foreign Nationals and other non-residents (subject to eligibility norms specified in SEBI FPI Regulations, 2014 and other applicable provisions)
13. Multilateral and bilateral development financial institutions;
14. State Industrial Development Corporations;
15. Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to trusts/societies and who are authorised under their respective constitutions to hold and invest in equity shares;
16. Scientific and/or industrial research organizations authorized in India to invest in equity shares;
17. Insurance companies registered with Insurance Regulatory and Development Authority;
18. Provident Funds with a minimum corpus of ₹ 250 million and who are authorised under their constitution to hold and invest in equity shares;
19. Pension Funds with a minimum corpus of ₹ 250 million and who are authorised under their constitution to hold and invest in equity shares;
20. Limited liability partnerships;
21. National Investment Fund set up by resolution no. F.NO.2/3/2005-DDII dated November 23, 2005 of the GoI, published in the Gazette of India;
22. Nominated Investor and Market Maker
23. Insurance funds set up and managed by the army, navy or air force of the Union of India and by the Department of Posts, India
24. Any other person eligible to Apply in this Offer, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws.

***As per the existing policy of the Government of India, OCBs cannot participate in this Offer. Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law.***

**Applications not to be made by:**

1. Minors (except through their Legal Guardians)
2. Partnership firms or their nominations
3. Overseas Corporate Bodies

**Maximum and Minimum Application Size**

***a) For Retail Individual Applicants:***

The Application must be for a minimum of 1,200 Equity Shares and in multiples of 1,200 Equity Shares thereafter, so as to ensure that the Application Amount payable by the Applicant does not exceed ₹ 2,00,000. In case of revision of the Application, the Retail Individual Applicants have to ensure that the Application Amount does not exceed ₹ 2,00,000.

**b) For Other Applicants (Non-Institutional Applicants and QIBs):**

The Application must be for a minimum of such number of Equity Shares such that the Application Amount exceeds ₹ 2,00,000 and in multiples of 1,200 Equity Shares thereafter. Application cannot be submitted for more than the Offer Size. However, the maximum application size by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. **A QIB and a Non-Institutional Applicant cannot withdraw or lower the size of their Application at any stage and are required to pay the entire Application Amount upon submission of the Application.**

The identity of QIBs applying in the Net Offer shall not be made public during the Offer Period. In case of revision in Application, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

**Information for the Applicants**

- a) Our Company shall file the Prospectus with the RoC at least three working days before the Offer Opening Date.
- b) Our Company shall, after registering the Prospectus with the RoC, make a pre- Offer advertisement, in the form prescribed under the ICDR Regulations, in English and Hindi national newspapers and one regional newspaper with wide circulation. In the pre- Offer advertisement, our Company and the Lead Manager shall advertise the Offer Opening Date, the Offer Closing Date. This advertisement, subject to the provisions of the Companies Act, shall be in the format prescribed in Part A of Schedule XIII of the ICDR Regulations.
- c) Copies of the Application Form and the abridged prospectus will be available at the offices of the Lead Manager, the Designated Intermediaries, and Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the websites of the BSE ([www.bseindia.com](http://www.bseindia.com)), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one day prior to the Offer Opening Date.
- d) Applicants who are interested in subscribing to the Equity Shares should approach any of the Application Collecting Intermediaries or their authorized agent(s).
- e) Application should be submitted in the prescribed Application Form only. Application Forms submitted to the SCSBs should bear the stamp of the respective intermediary to whom the application form is submitted. Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and / or the Designated Branch.
- f) The Application Form can be submitted either in physical or electronic mode, to the Application Collecting Intermediaries. Further Application Collecting Intermediary may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account.

**The Applicants should note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic system of the Stock Exchanges does not match with the PAN, DP ID and Client ID available in the database of Depositories, the Application Form is liable to be rejected.**

**Availability of the Prospectus and the Application Forms:**

Copies of the Application Form and the abridged prospectus will be available at the offices of the Lead Manager, the Designated Intermediaries, and Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the websites of the BSE ([www.bseindia.com](http://www.bseindia.com)), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one day prior to the Offer Opening Date.

**Participation by associates and affiliates of the Lead Manager**

The Lead Manager shall not be allowed to subscribe to this Offer in any manner except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Lead Manager may subscribe to Equity Shares in the Offer in non Retail Portion, where the allocation is on a proportionate basis.

### **Applications by Mutual Funds**

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to reject the Application without assigning any reason thereof.

Applications made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Applications are made.

**In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.**

**No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.**

### **Applications by Eligible NRIs**

NRIs may obtain copies of Application Form from the offices of the Lead Manager and the Designated Intermediaries. Eligible NRI Applicants applying on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") ASBA Accounts, and eligible NRI Applicants applying on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non-Resident Ordinary ("NRO") accounts for the full Application Amount, at the time of the submission of the Application Form.

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents (white in colour).

Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non-Residents (blue in colour).

### **Applications by FPI and FIIs**

In terms of the SEBI FPI Regulations, any qualified foreign investor or FII who holds a valid certificate of registration from SEBI shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or a sub-account may participate in this Offer, in accordance with Schedule 2 of the FEMA Regulations, until the expiry of its registration with SEBI as an FII or a sub-account. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations. Further, a qualified foreign investor who had not obtained a certificate of registration as an FPI could only continue to buy, sell or otherwise deal in securities until January 6, 2015. Hence, such qualified foreign investors who have not registered as FPIS under the SEBI FPI Regulations shall not be eligible to participate in this Offer.

In case of Applications made by FPIs, a certified copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached to the Application Form, failing which our Company reserves the right to reject any application without assigning any reason. An FII or subaccount may, subject to payment of conversion fees under the SEBI FPI Regulations, participate in the Offer, until the expiry of its registration as a FII or sub-account, or until it obtains a certificate of registration as FPI, whichever is earlier. Further, in case of Applications made by SEBI-registered FIIs or sub-accounts, which are not registered as FPIs, a certified copy of the certificate of registration as an FII issued by SEBI is required to be attached to the Application Form, failing which our Company reserves the right to reject any Application without assigning any reason.

In terms of the SEBI FPI Regulations, the Offer of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10.00% of our post- Offer Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10.00% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24.00% of the paid-up Equity Share capital of our Company. The aggregate limit of 24.00% may be increased up to the sectorial cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the

Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included. The existing individual and aggregate investment limits an FII or sub account in our Company is 10.00% and 24.00% of the total paid-up Equity Share capital of our Company, respectively.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with know your client norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

FPIs who wish to participate in the Offer are advised to use the Application Form for Non-Residents (blue in color).

#### **Applications by SEBI registered VCFs, AIFs and FVCIs**

The SEBI FVCI Regulations and the SEBI AIF Regulations inter-alia prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIFs.

The holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

**Our Company, the Selling Shareholders or the Lead Manager will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency.**

**There is no reservation for Eligible NRIs, FPIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.**

#### **Applications by Limited Liability Partnerships**

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing this, our Company and the Selling Shareholders reserves the right to reject any Application without assigning any reason thereof.

#### **Applications by Insurance Companies**

In case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company and the Selling

Shareholders reserves the right to reject any Application without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended, are broadly set forth below:

- 1) equity shares of a company: the least of 10.00% of the investee company's subscribed capital (face value) or 10.00% of the respective fund in case of life insurer or 10.00% of investment assets in case of general insurer or reinsurer;
- 2) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- 3) the industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be.

Insurance companies participating in this Offer shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

#### **Applications by Provident Funds / Pension Funds**

In case of Applications made by provident funds/pension funds, subject to applicable laws, with minimum corpus of M 250.00 million, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application, without assigning any reason thereof.

#### **Applications by Banking Companies**

In case of Applications made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form, failing which our Company and the Selling Shareholders reserve the right to reject any Application without assigning any reason.

The investment limit for banking companies as per the Banking Regulation Act, 1949, as amended, is 30.00% of the paid up share capital of the investee company or 30.00% of the banks' own paid up share capital and reserves, whichever is less (except in certain specified exceptions, such as setting up or investing in a subsidiary, which requires RBI approval). Further, the RBI Master Circular of July 1, 2015 sets forth prudential norms required to be followed for classification, valuation and operation of investment portfolio of banking companies.

#### **Applications by SCSBs**

SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

#### **Applications under Power of Attorney**

In case of Applications made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FIIs, Mutual Funds, insurance companies and provident funds with a minimum corpus of ₹ 250 million (subject to applicable law) and pension funds with a minimum corpus of ₹ 250 million, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Application Form. Failing this, our Company and the Selling Shareholders reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reasons thereof. In addition to the above, certain additional documents are required to be submitted by the following entities:

- a) With respect to Applications by FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form.
- b) With respect to Applications by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged along with the Application Form.
- c) With respect to Applications made by provident funds with a minimum corpus of ₹ 250 million (subject to applicable law) and pension funds with a minimum corpus of ₹ 250 million, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form.
- d) With respect to Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form.
- e) Our Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application form, subject to such terms and conditions that our Company, the Selling Shareholders and the Lead Manager may deem fit.

**The above information is given for the benefit of the Applicants. Our Company, the Selling Shareholders and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and Applicants are advised to ensure that any single Application from them does not exceed the applicable investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Prospectus.**

#### **General Instructions**

##### **Do's:**

- 1) Check if you are eligible to apply as per the terms of this Prospectus and under applicable law, rules, regulations, guidelines and approvals;
- 2) Read all the instructions carefully and complete the Application Form in the prescribed form;
- 3) Ensure that the details about the PAN, DP ID and Client ID are correct and the Applicants depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only;
- 4) Ensure that your Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary;
- 5) If the first applicant is not the account holder, ensure that the Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Application Form;
- 6) Ensure that the signature of the First Applicant in case of joint Applications, is included in the Application Forms;
- 7) Ensure that the name(s) given in the Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Applications, the Application Form should contain only the name of the First Applicant whose name should also appear as the first holder of the beneficiary account held in joint names;
- 8) Ensure that you request for and receive a stamped acknowledgement of your Application;
- 9) Ensure that you have funds equal to the Application Amount in the ASBA Account maintained with the SCSB before submitting the Application Form under the ASBA process to the respective member of the SCSBs, the Registered Broker (at the Broker Centres), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);



- 10) Submit revised Applications to the same Designated Intermediary, through whom the original Application was placed and obtain a revised acknowledgment;
- 11) Except for Applications (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Applications by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Applicants should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
- 12) Ensure that the Demographic Details are updated, true and correct in all respects;
- 13) Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
- 14) Ensure that the category and the investor status is indicated;
- 15) Ensure that in case of Applications under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;
- 16) Ensure that Applications submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
- 17) Applicants should note that in case the DP ID, Client ID and the PAN mentioned in their Application Form and entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Applications are liable to be rejected. Where the Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Application Form;
- 18) Ensure that the Application Forms are delivered by the Applicants within the time prescribed as per the Application Form and the Prospectus;
- 19) Ensure that you have mentioned the correct ASBA Account number in the Application Form;
- 20) Ensure that you have correctly signed the authorisation/undertaking box in the Application Form, or have otherwise provided an authorisation to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form at the time of submission of the Application;
- 21) Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form; and
- 22) The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

**Don'ts:**

- 1) Do not apply for lower than the minimum Application size;
- 2) Do not apply at a Price different from the Price mentioned herein or in the Application Form;
- 3) Do not pay the Application Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
- 4) Do not send Application Forms by post; instead submit the same to the Designated Intermediary only;



- 5) Do not submit the Application Forms to any non-SCSB bank or our Company;
- 6) Do not apply on a Application Form that does not have the stamp of the relevant Designated Intermediary;
- 7) Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
- 8) Do not apply for a Application Amount exceeding ₹ 200,000 (for Applications by Retail Individual Applicants);
- 9) Do not fill up the Application Form such that the Equity Shares applied for exceeds the Offer size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Prospectus;
- 10) Do not submit the General Index Register number instead of the PAN;
- 11) Do not submit the Application without ensuring that funds equivalent to the entire Application Amount are blocked in the relevant ASBA Account;
- 12) Do not submit Applications on plain paper or on incomplete or illegible Application Forms or on Application Forms in a colour prescribed for another category of Applicant;
- 13) Do not submit a Application in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
- 14) Do not apply if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
- 15) Do not submit more than five Application Forms per ASBA Account;

The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

#### **Issuance of a Confirmation of Allocation Note (“CAN”) and Allotment in the Offer**

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Offer shall send to the SCSBs a list of their Applicants who have been allocated Equity Shares in the Offer.
2. The Registrar will then dispatch a CAN to their Applicants who have been allocated Equity Shares in the Offer. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Applicant.

#### **Payment instructions**

The entire Offer price of ₹ 50 per Equity Share is payable on Application. In case of allotment of lesser number of Equity Shares than the number applied, then the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Applicants.

SCSBs will transfer the amount as per the instruction received by the Registrar to the Public Offer Bank Account. The balance amount after transfer to the Public Offer Account shall be unblocked by the SCSBs.

The Applicants shall specify the bank account details in the Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal / rejection of the application or receipt of instructions from the Registrar to unblock the Application Amount. However, Not Retails Applicants shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Offer shall give instruction to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalisation of the Basis of Allotment in the Offer and consequent transfer of the Application Amount to the Public Offer Account, or until withdrawal / failure of the Offer or until rejection of the application, as the case may be.

Pursuant to the SEBI (Issue of Capital and Disclosure Requirements) (Fifth Amendment) Regulations, 2015, the ASBA process become mandatory for all investors w.e.f. January 1, 2016 and it allows the registrar, share transfer agents, depository participants and stock brokers to accept application forms.

### **Pre- Offer Advertisement**

Subject to Section 30 of the Companies Act, our Company shall, after registering the Prospectus with the RoC, publish a pre- Offer advertisement, in the form prescribed by the SEBI Regulations, in one English language national daily newspaper, one Hindi language national daily newspaper and one regional language daily newspaper, each with wide circulation. In the pre- Offer advertisement, we shall state the Offer Opening Date and the Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule XIII of the SEBI Regulations.

### **Signing of the Underwriting Agreement and the RoC Filing**

- a) Our Company, the Lead Manager and the Market Maker have entered into an Underwriting Agreement on February 22, 2017 and addendum dated March 07, 2018.
- b) For terms of the Underwriting Agreement please see chapter titled “*General Information*” beginning on page no 46 of this Prospectus.
- c) We will file a copy of the Prospectus with the RoC in terms of Section 26, 28 and all other provision applicable as per Companies Act.

### **Communications**

All future communications in connection with Applications made in this Offer should be addressed to the Registrar quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application Form, name and address of the SCSB / Designated Intermediary, where the Application was submitted and bank account number in which the amount equivalent to the Application Amount was blocked.

Applicants can contact the Compliance Officer or the Registrar in case of any pre- Offer or post- Offer related problems such as non-receipt of letters of Allotment, credit of allotted shares in the respective beneficiary accounts, refund orders etc. In case of ASBA Applications submitted to the Designated Branches of the SCSBs, the Applicants can contact the Designated Branches of the SCSBs.

### **Impersonation**

**Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:**

**“Any person who:**

- a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or**
- b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or**
- c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447”**

The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

### **Undertaking by our Company**

We undertake the following:

- 1) If our Company does not proceed with the Offer after the Offer Opening Date but before allotment, then the reason thereof shall be given as a public notice to be issued by our Company within two days of the Offer Closing Date. The public notice shall be issued in the same newspapers where the Pre- Offer advertisements were published. The stock exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;
- 2) If our Company withdraws the Offer after the Offer Closing Date, our Company shall be required to file a fresh offer document with the RoC/SEBI, in the event our Company subsequently decides to proceed with the Offer;
- 3) The complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;
- 4) All steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed are taken within six Working Days of the Offer Closing Date;
- 5) The funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar and Share Transfer Agent to the Offer by our Company;
- 6) Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI Regulations and applicable law for the delayed period;
- 7) The certificates of the securities/refund orders to Eligible NRIs shall be dispatched within specified time;
- 8) No further Offer of Equity Shares shall be made till the Equity Shares issued through the Prospectus are listed or until the Bid monies are refunded / unblocked in ASBA Account on account of non-listing, under-subscription etc;
- 9) Adequate arrangements shall be made to collect all Application Forms and

### **Undertakings by the Selling Shareholders**

Each Selling Shareholder severally undertakes that:

- 1) it shall deposit its Equity Shares offered in the Offer in an escrow account opened with the Registrar to the Offer at least one Working Day prior to the Bid/ Offer Opening Date;
- 2) it shall not have any recourse to the proceeds of the Offer for Sale until final listing and trading approvals have been received from the Stock Exchanges;
- 3) it shall take all steps and provide all assistance to our Company and the LeadManager, as may be required for the completion of the necessary formalities for listing and commencement of trading at all the stock exchanges where the Equity Shares are proposed to be listed within six Working Days from the Offer Closing Date of the Offer, failing which it shall forthwith repay without interest all monies received from Bidders to the extent of the Offered Shares. In case of delay, interest as per applicable law shall be paid by the Selling Shareholder;
- 4) it shall not offer, lend, pledge, charge, transfer or otherwise encumber, sell, dispose off any of the Equity Shares held by it except the Equity Shares being offered in the Offer for Sale until such time that the lock-in remains effective save and except as may be permitted under the SEBI Regulations;
- 5) it shall ensure that the Equity Shares being offered by it in the Offer, shall be transferred to the successful Bidders within the time specified under applicable law; and

it shall give appropriate instructions for dispatch of the refund orders or Allotment Advice to successful Bidders within the time specified under applicable law.

---

**Utilization of Offer Proceeds**

The Board of Directors of our Company certifies that:

- 1) All monies received out of the Offer shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act, 2013;
- 2) Details of all monies utilized out of the Fresh Issue shall be disclosed under an appropriate head in our balance sheet indicating the purpose for which such monies have been utilized under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised;
- 3) Details of all unutilized monies out of the Fresh Issue, if any shall be disclosed under the appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested and
- 4) Our Company shall comply with the requirements of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Fresh Issue.

Our Company shall not have recourse to the Fresh Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.

## PART B

### General Information Document for Investing in Public Issues

This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. Bidders/Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the issue. For taking an investment decision, the Bidders/Applicants should rely on their own examination of the Issuer and the Issue, and should carefully read the Red Herring Prospectus/Prospectus before investing in the Issue.

#### SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)

This document is applicable to the public issues undertaken through the Book-Building Process as well as to the Fixed Price Offers. The purpose of the “General Information Document for Investing in Public Issues” is to provide general guidance to potential Bidders/Applicants in IPOs and FPOs, and on the processes and procedures governing IPOs and FPOs, undertaken in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“SEBI ICDR Regulations, 2009”).

Bidders/Applicants should note that investment in equity and equity related securities involves risk and Bidder/Applicant should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/or for subscribing to securities in an Issue and the relevant information about the Issuer undertaking the Offer are set out in the Red Herring Prospectus (“RHP”) / Prospectus filed by the Issuer with the Registrar of Companies (“RoC”). Bidders/Applicants should carefully read the entire RHP / Prospectus and the Bid cum Application Form/Application Form and the Abridged Prospectus of the Issuer in which they are proposing to invest through the Offer. In case of any difference in interpretation or conflict and/or overlap between the disclosure included in this document and the RHP/Prospectus, the disclosures in the RHP/Prospectus shall prevail. The RHP/Prospectus of the Issuer is available on the websites of stock exchanges, on the website(s) of the BRLM(s) to the Offer and on the website of Securities and Exchange Board of India (“SEBI”) at [www.sebi.gov.in](http://www.sebi.gov.in).

For the definitions of capitalized terms and abbreviations used herein Bidders/Applicants may see “Glossary and Abbreviations”.

#### SECTION 2: BRIEF INTRODUCTION TO IPOs/FPOs

##### 2.1 Initial public offer (IPO)

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is *inter-alia* required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) of the SEBI ICDR Regulations, 2009. For details of compliance with the eligibility requirements by the Issuer, Bidders/Applicants may refer to the RHP/Prospectus.

##### 2.2 Further public offer (FPO)

An FPO means an offer of specified securities by a listed Issuer to the public for subscription and may include Offer for Sale of specified securities to the public by any existing holder of such securities in a listed Issuer.

For undertaking an FPO, the Issuer is *inter-alia* required to comply with the eligibility requirements in terms of Regulation 26/ Regulation 27 of the SEBI ICDR Regulations, 2009. For details of compliance with the eligibility requirements by the Issuer, Bidders/Applicants may refer to the RHP/Prospectus.

##### 2.3 Other Eligibility Requirements:

In addition to the eligibility requirements specified in paragraphs 2.1 and 2.2, an Issuer proposing to undertake an IPO or an FPO is required to comply with various other requirements as specified in the SEBI ICDR Regulations, 2009, the Companies Act, 2013, the Companies Act, 1956 (to the extent applicable), the Securities Contracts (Regulation) Rules, 1957 (the “SCRR”), industry-specific regulations, if any, and other applicable laws for the time being in force.

For details in relation to the above Bidders/Applicants may refer to the RHP/Prospectus.

## **2.4 Types of Public Issues – Fixed Price Issues and Book Built Issues**

In accordance with the provisions of the SEBI ICDR Regulations, 2009, an Issuer can either determine the Offer Price through the Book Building Process (“Book Built Issue”) or undertake a Fixed Price Offer (“Fixed Price Issue”). An Issuer may mention Floor Price or Price Band in the RHP (in case of a Book Built Issue) and a Price or Price Band in the Prospectus (in case of a fixed price Issue) and determine the price at a later date before registering the Prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The Issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre-offer advertisement was given at least five Working Days before the Bid/Offer Opening Date, in case of an IPO and at least one Working Day before the Bid/Offer Opening Date, in case of an FPO.

The Floor Price or the Offer price cannot be lesser than the face value of the securities.

Bidders/Applicants should refer to the RHP/Prospectus or Offer advertisements to check whether the Offer is a Book Built Issue or a Fixed Price Issue.

## **2.5 ISSUE PERIOD**

The Issue may be kept open for a minimum of three Working Days (for all category of Bidders/Applicants) and not more than ten Working Days. Bidders/Applicants are advised to refer to the Bid cum Application Form and Abridged Prospectus or RHP/Prospectus for details of the Bid/ Issue Period. Details of Bid/ Issue Period are also available on the website of the Stock Exchange(s).

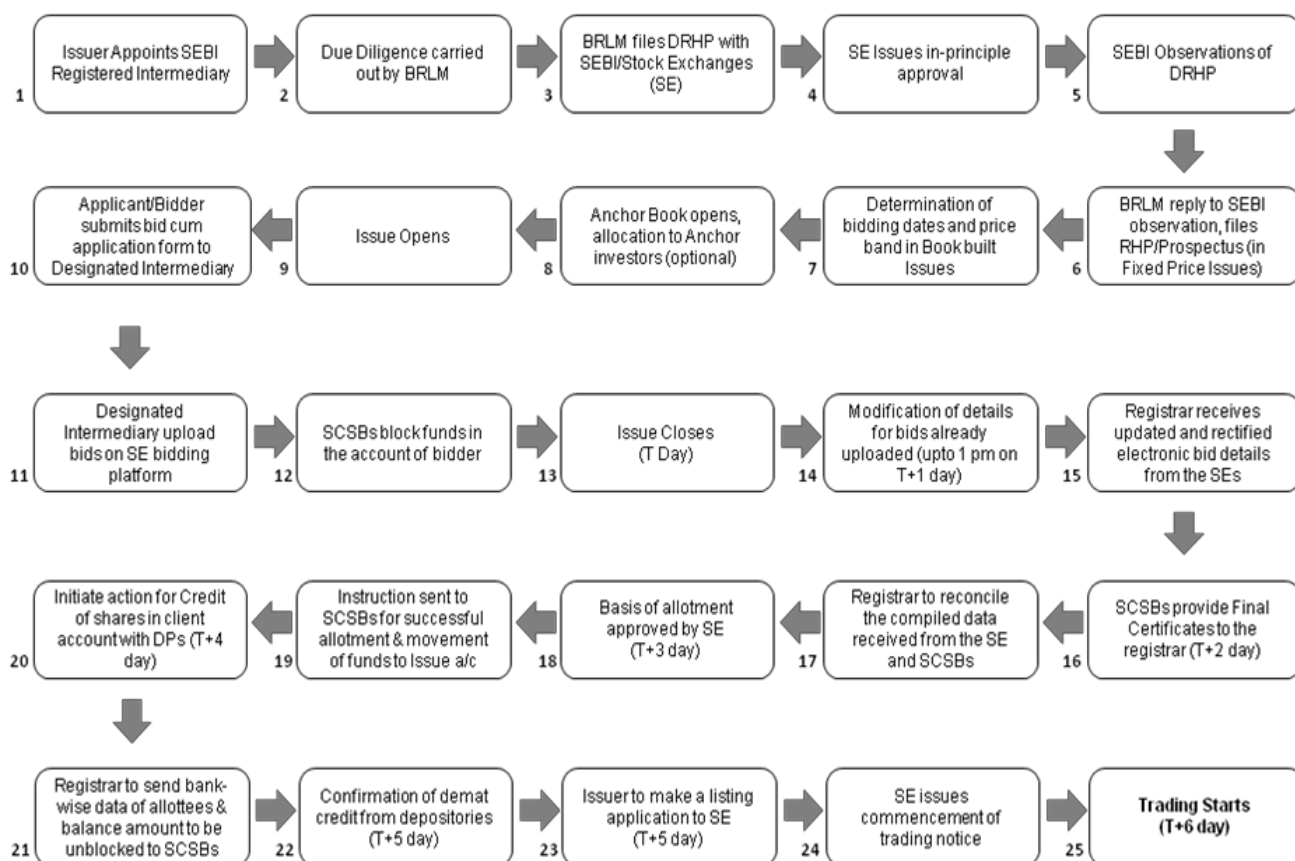
In case of a Book Built Issue, the Issuer may close the Bid/ Issue Period for QIBs one Working Day prior to the Bid/ Issue Closing Date if disclosures to that effect are made in the RHP. In case of revision of the Floor Price or Price Band in Book Built Issues the Bid/ Issue Period may be extended by at least three Working Days, subject to the total Bid/ Issue Period not exceeding 10 Working Days. For details of any revision of the Floor Price or Price Band, Bidders/Applicants may check the announcements made by the Issuer on the websites of the Stock Exchanges and the BRLM(s), and the advertisement in the newspaper(s) issued in this regard.

## **2.6 FLOWCHART OF TIMELINES**

A flow chart of process flow in Fixed Price and Book Built Issues is as follows. Bidders/Applicants may note that this is not applicable for Fast Track FPOs:

In case of Issue other than Book Built Issue (Fixed Price Issue) the process at the following of the below mentioned steps shall be read as:

- i. Step 7 : Determination of Issue Date and Price
- ii. Step 10: Applicant submits Bid cum Application Form with Designated Branch of SCSB.



### SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN ISSUE

***Each Bidder/Applicant should check whether it is eligible to apply under applicable law.*** Furthermore, certain categories of Bidders/Applicants, such as NRIs, FIIs, FPIs and FVCIs may not be allowed to Bid/Apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders/Applicants are requested to refer to the RHP/Prospectus for more details.

Subject to the above, an illustrative list of Bidders/Applicants is as follows:

- Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, in single or joint names (not more than three);
- Bids/Applications belonging to an account for the benefit of a minor (under guardianship);
- Hindu Undivided Families or HUFs, in the individual name of the *Karta*. The Bidder/Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: “Name of sole or first Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*”. Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals;
- Companies, corporate bodies and societies registered under applicable law in India and authorised to invest in equity shares;
- QIBs;
- NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable law;
- Indian Financial Institutions, regional rural banks, co-operative banks (subject to RBI regulations and the SEBI ICDR Regulations, 2009 and other laws, as applicable);



- FIIs and sub-accounts registered with SEBI, other than a sub-account which is a foreign corporate or foreign individual, bidding under the QIBs category;
- Sub-accounts of FIIs registered with SEBI, which are foreign corporates or foreign individuals Bidding only under the Non Institutional Investors (“NIIs”) category;
- FPIs other than Category III foreign portfolio investors, Bidding under the QIBs category;
- FPIs which are Category III foreign portfolio investors, Bidding under the NIIs category;
- Trusts/societies registered under the Societies Registration Act, 1860, or under any other law relating to trusts/societies and who are authorised under their respective constitutions to hold and invest in equity shares;
- Limited liability partnerships registered under the Limited Liability Partnership Act, 2008; and
- Any other person eligible to Bid/Apply in the Issue, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws.
- As per the existing regulations, OCBs are not allowed to participate in an Issue.

#### SECTION 4: APPLYING IN THE ISSUE

**Book Built Issue:** Bidders should only use the specified ASBA Form (or in case of Anchor Investors, the Anchor Investor Application Form) either bearing the stamp of a member of the Syndicate or any other Designated Intermediary, as available or downloaded from the websites of the Stock Exchanges. Bid cum Application Forms are available with the Book Running Lead Managers, the Designated Intermediaries at the Bidding Centres and at the registered office of the Issuer. Electronic Bid cum Application Forms will be available on the websites of the Stock Exchanges at least one day prior to the Bid/ Issue Opening Date. For further details, regarding availability of Bid cum Application Forms, Bidders may refer to the RHP/Prospectus.

**Fixed Price Issue:** Applicants should only use the specified cum Application Form bearing the stamp of an SCSB as available or downloaded from the websites of the Stock Exchanges. Application Forms are available with the Designated Branches of the SCSBs and at the Registered and Corporate Office of the Issuer. For further details, regarding availability of Application Forms, Applicants may refer to the Prospectus.

Bidders/Applicants should ensure that they apply in the appropriate category. The prescribed color of the Bid cum Application Form for various categories of Bidders/Applicants is as follows:

Category	Colour <sup>(1)</sup>
Resident Indians and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents and Eligible NRIs, FIIs, FVCIs, etc. applying on a repatriation basis	Blue

<sup>(1)</sup> excluding electronic Application Form

Securities issued in an IPO can only be in dematerialized form in accordance with Section 29 of the Companies Act, 2013. Bidders/Applicants will not have the option of getting the Allotment of specified securities in physical form. However, they may get the specified securities rematerialised subsequent to Allotment.

#### 4.1 INSTRUCTIONS FOR FILING THE BID CUM APPLICATION FORM/APPLICATION FORM

Bidders/Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the RHP/ Prospectus and the Bid cum Application Form/Application Form are liable to be rejected.

Instructions to fill each field of the Bid cum Application Form can be found on the reverse side of the Bid cum Application Form. Specific instructions for filling various fields of the Bid cum Application Form and sample are provided below.

A sample Bid cum Application Form is reproduced below:

<b>COMMON BID CUM APPLICATION FORM</b>	<b>XYZ LIMITED - INITIAL PUBLIC ISSUE - R</b>	<b>FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRI, APPLYING ON A NON-REPATRIATION BASIS</b>
Address : _____ Contact Details : _____ CIN No. _____		

LOGO TO, THE BOARD OF DIRECTORS XYZ LIMITED	<b>BOOK BUILT ISSUE</b> ISIN : _____	Bid cum Application Form No. _____
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SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/DP/RTA STAMP & CODE	<b>1. NAME &amp; CONTACT DETAILS OF SOLE / FIRST BIDDER</b> Mr. / Ms. _____ Address _____ Email _____ Tel. No (with STD code) / Mobile _____
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	ESCROW BANK/SCSB BRANCH STAMP & CODE	
BANK BRANCH SERIAL NO.	SCSB SERIAL NO.	

<b>3. BIDDER'S DEPOSITORY ACCOUNT DETAILS</b> <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID	<b>6. INVESTOR STATUS</b> <input type="checkbox"/> Individual(s) - IND <input type="checkbox"/> Hindu Undivided Family* - HUF <input type="checkbox"/> Bodies Corporate - CO <input type="checkbox"/> Banks & Financial Institutions - FI <input type="checkbox"/> Mutual Funds - MF <input type="checkbox"/> Non-Resident Indians - NRI (Non-Repatriation basis) <input type="checkbox"/> National Investment Fund - NIF <input type="checkbox"/> Insurance Funds - IF <input type="checkbox"/> Insurance Companies - IC <input type="checkbox"/> Venture Capital Funds - VCF <input type="checkbox"/> Alternative Investment Funds - AIF <input type="checkbox"/> Others (Please specify) - OTH																											
<b>4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")</b>																												
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th rowspan="2">Bid Options</th> <th rowspan="2">No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)</th> <th colspan="3">Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)</th> <th rowspan="2">"Cut-off" (Please tick)</th> </tr> <tr> <th>Bid Price</th> <th>Retail Discount</th> <th>Net Price</th> </tr> </thead> <tbody> <tr> <td>Option 1</td> <td>8   7   6   5   4   3   2   1</td> <td>3   2   1</td> <td>3   2   1</td> <td>3   2   1</td> <td><input type="checkbox"/></td> </tr> <tr> <td>(OR) Option 2</td> <td></td> <td></td> <td></td> <td></td> <td><input type="checkbox"/></td> </tr> <tr> <td>(OR) Option 3</td> <td></td> <td></td> <td></td> <td></td> <td><input type="checkbox"/></td> </tr> </tbody> </table>		Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)			"Cut-off" (Please tick)	Bid Price	Retail Discount	Net Price	Option 1	8   7   6   5   4   3   2   1	3   2   1	3   2   1	3   2   1	<input type="checkbox"/>	(OR) Option 2					<input type="checkbox"/>	(OR) Option 3					<input type="checkbox"/>
Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)			Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)				"Cut-off" (Please tick)																				
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Option 1	8   7   6   5   4   3   2   1	3   2   1	3   2   1	3   2   1	<input type="checkbox"/>																							
(OR) Option 2					<input type="checkbox"/>																							
(OR) Option 3					<input type="checkbox"/>																							

<b>7. PAYMENT DETAILS</b> Amount paid (₹ in figures) _____ (₹ in words) _____ ASBA Bank A/c No. _____ Bank Name & Branch _____	<b>PAYMENT OPTION : FULL PAYMENT</b> <input type="checkbox"/> <b>PART PAYMENT</b> <input type="checkbox"/>
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I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABBRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE "BIDDERS UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.

<b>8A. SIGNATURE OF SOLE/ FIRST BIDDER</b> _____ Date : _____	<b>8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S)</b> (AS PER BANK RECORDS) I/We authorize the SCSB to do all acts as are necessary to make the Application in the line 1) _____ 2) _____ 3) _____	<b>BROKER / SCSB / DP / RTA STAMP</b> (Acknowledging upload of Bid in Stock Exchange system) _____
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TEAR HERE

LOGO XYZ LIMITED INITIAL PUBLIC ISSUE - R	<b>Acknowledgement Slip for Broker/SCSB/ DP/RTA</b>	Bid cum Application Form No. _____
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DPID / CLID _____	PAN of Sole / First Bidder _____
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Amount paid (₹ in figures) _____ Bank & Branch _____ ASBA Bank A/c No. _____ Received from Mr./Ms. _____ Telephone / Mobile _____ Email _____	Stamp & Signature of SCSB Branch _____
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TEAR HERE

XYZ LIMITED - INITIAL PUBLIC ISSUE - R	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th></th> <th>Option 1</th> <th>Option 2</th> <th>Option 3</th> </tr> </thead> <tbody> <tr> <td>No. of Equity Shares</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Bid Price</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Amount Paid (₹)</td> <td></td> <td></td> <td></td> </tr> <tr> <td>ASBA Bank A/c No.</td> <td colspan="3"></td> </tr> <tr> <td>Bank &amp; Branch</td> <td colspan="3"></td> </tr> </tbody> </table>		Option 1	Option 2	Option 3	No. of Equity Shares				Bid Price				Amount Paid (₹)				ASBA Bank A/c No.				Bank & Branch				Stamp & Signature of Broker / SCSB / DP / RTA _____ Name of Sole / First Bidder _____ <b>Acknowledgement Slip for Bidder</b> Bid cum Application Form No. _____
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ASBA Bank A/c No.																										
Bank & Branch																										

#### 4.1.1 FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE / FIRST BIDDER / APPLICANT

- a) Bidders/Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.
- b) **Mandatory Fields:** Bidders/Applicants should note that the name and address fields are compulsory and e-mail and/or telephone number/mobile number fields are optional. Bidders/Applicants should note that the contact details mentioned in the Bid cum Application Form/Application Form may be used to dispatch communications (including letters notifying the unblocking of the bank accounts of Bidders/Applicants) in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Bid cum Application Form may be used by the Issuer, the Designated Intermediaries and the Registrar to the Issue only for correspondence(s) related to an Issue and for no other purposes.
- c) **Joint Bids/Applications:** In the case of Joint Bids/Applications, the Bids/Applications should be made in the name of the Bidder/Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidder/Applicant would be required in the Bid cum Application Form/Application Form and such first Bidder/Applicant would be deemed to have signed on behalf of the joint holders. All communications may be addressed to such Bidder/Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.
- d) **Impersonation:** Attention of the Bidders/Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

*“Any person who:*

- *makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- *makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- *otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,*

*shall be liable for action under Section 447.”*

The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

- e) **Nomination Facility to Bidder/Applicant:** Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of Allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders/Applicants should inform their respective DP.

#### 4.1.2 FIELD NUMBER 2: PAN NUMBER OF SOLE/FIRST BIDDER/APPLICANT

- a) PAN (of the sole/first Bidder/Applicant) provided in the Bid cum Application Form/Application Form should be exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held as per the Depositories' records.
- b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Bids/Applications on behalf of the Central or State Government, Bids/Applications by officials appointed by the courts and Bids/Applications by Bidders/Applicants residing in Sikkim (“PAN Exempted Bidders/Applicants”). Consequently, all Bidders/Applicants, other than the PAN Exempted Bidders/Applicants, are required to disclose their PAN in the Bid cum Application Form/Application Form, irrespective of the Bid/Application Amount. Bids/Applications by the Bidders/Applicants whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.

- c) The exemption for the PAN Exempted Bidders/Applicants is subject to (a) the Demographic Details received from the respective Depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.
- d) Bid cum Application Forms which provide the General Index Register Number instead of PAN may be rejected.
- e) Bids/Applications by Bidders whose demat accounts have been ‘suspended for credit’ are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as “Inactive demat accounts” and Demographic Details are not provided by depositories.

#### 4.1.3 FIELD NUMBER 3: BIDDERS/APPLICANTS DEPOSITORY ACCOUNT DETAILS

- a) Bidders/Applicants should ensure that DP ID and the Client ID are correctly filled in the Bid cum Application Form/Application Form. The DP ID and Client ID provided in the Bid cum Application Form/Application Form should match with the DP ID and Client ID available in the Depository database, **otherwise, the Bid cum Application Form/Application Form is liable to be rejected.**
- b) Bidders/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form/Application Form is active.
- c) Bidders/Applicants should note that on the basis of the DP ID and Client ID as provided in the Bid cum Application Form/Application Form, the Bidder/Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Bidder/Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for unblocking of ASBA Account or for other correspondence(s) related to an Issue.
- d) Bidders/Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders/Applicants’ sole risk.

#### 4.1.4 FIELD NUMBER 4: BID OPTIONS

- a) Price or Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) may be disclosed in the Prospectus/RHP by the Issuer. The Issuer is required to announce the Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) by way of an advertisement in at least one English, one Hindi and one regional newspaper, with wide circulation, at least five Working Days before Bid/ Issue Opening Date in case of an IPO, and at least one Working Day before Bid/ Issue Opening Date in case of an FPO.
- b) The Bidders may Bid at or above Floor Price or within the Price Band for IPOs/FPOs undertaken through the Book Building Process. In the case of Alternate Book Building Process for an FPO, the Bidders may Bid at Floor Price or any price above the Floor Price (For further details Bidders may refer to (Section 5.6 (e))
- c) **Cut-Off Price:** Retail Individual Investors or Employees or Retail Individual Shareholders can Bid at the Cut-off Price indicating their agreement to Bid for and purchase the Equity Shares at the Issue Price as determined at the end of the Book Building Process. Bidding at the Cut-off Price is prohibited for QIBs and NIIs and such Bids from QIBs and NIIs may be rejected.
- d) **Minimum Application Value and Bid Lot:** The Issuer, the Selling Shareholders in consultation with the BRLMs may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹ 10,000 to ₹ 15,000. The minimum Bid Lot is accordingly determined by an Issuer on basis of such minimum application value.
- e) **Allotment:** The Allotment of specified securities to each RII shall not be less than the minimum Bid Lot, subject to availability of shares in the RII category, and the remaining available shares, if any, shall be Allotted on a proportionate basis. For details of the Bid Lot, Bidders may refer to the RHP/Prospectus or the advertisement regarding the Price Band published by the Issuer.

#### 4.1.4.1 MAXIMUM AND MINIMUM BID SIZE

- a) The Bidder may Bid for the desired number of Equity Shares at a specific price. Bids by Retail Individual Investors, Employees and Retail Individual Shareholders must be for such number of shares so as to ensure that the Bid Amount less Discount (as applicable), payable by the Bidder does not exceed ₹ 2,00,000.
- b) In case the Bid Amount exceeds ₹ 2,00,000 due to revision of the Bid or any other reason, the Bid may be considered for allocation under the Non-Institutional Category (with it not being eligible for Discount), then such Bid may be rejected if it is at the Cut-off Price.
- c) For NRIs, a Bid Amount of up to ₹ 2,00,000 may be considered under the Retail Category for the purposes of allocation and a Bid Amount exceeding ₹ 2,00,000 may be considered under the Non-Institutional Category for the purposes of allocation.
- d) Bids by QIBs and NIIs must be for such minimum number of shares such that the Bid Amount exceeds ₹ 2,00,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the Bid cum Application Form and the RHP/Prospectus, or as advertised by the Issuer, as the case may be. Non-Institutional Investors and QIBs are not allowed to Bid at Cut off Price.
- e) RII may revise or withdraw their bids until Bid/ Issue Closing Date. QIBs and NII's cannot withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after Bidding and are required to pay the Bid Amount upon submission of the Bid.
- f) In case the Bid Amount reduces to ₹ 2,00,000 or less due to a revision of the Price Band, Bids by the Non-Institutional Investors who are eligible for allocation in the Retail Category would be considered for allocation under the Retail Category.
- g) For Anchor Investors, if applicable, the Bid Amount shall be least ₹ 10 crores. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors. Bids by various schemes of a Mutual Fund shall be aggregated to determine the Bid Amount. A Bid cannot be submitted for more than 60% of the QIB Category under the Anchor Investor Portion. Anchor Investors cannot withdraw their Bids or lower the size of their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after the Anchor Investor Bid/ Issue Period and are required to pay the Bid Amount at the time of submission of the Bid. In case the Anchor Investor Issue Price is lower than the Issue Price, the balance amount shall be payable as per the pay-in-date mentioned in the revised CAN. In case the Issue Price is lower than the Anchor Investor Issue Price, the amount in excess of the Issue Price paid by the Anchor Investors shall not be refunded to them.
- h) A Bid cannot be submitted for more than the Issue size.
- i) The maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under the applicable laws.
- j) The price and quantity options submitted by the Bidder in the Bid cum Application Form may be treated as optional bids from the Bidder and may not be cumulated. After determination of the Issue Price, the number of Equity Shares Bid for by a Bidder at or above the Issue Price may be considered for Allotment and the rest of the Bid(s), irrespective of the Bid Amount may automatically become invalid. This is not applicable in case of FPOs undertaken through Alternate Book Building Process (For details of Bidders may refer to (Section 5.6 (e))

#### 4.1.4.2 MULTIPLE BIDS

- a) Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of three Bids at different price levels in the Bid cum Application Form and such options are not considered as multiple Bids.

Submission of a second Bid cum Application Form to either the same or to another Designated Intermediary and duplicate copies of Bid cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.



- b) Bidders are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple Bids:
- 1) All Bids may be checked for common PAN as per the records of the Depository. For Bidders other than Mutual Funds and FII sub-accounts, Bids bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected.
  - 2) For Bids from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Bidders, the Bid cum Application Forms may be checked for common DP ID and Client ID. Such Bids which have the same DP ID and Client ID may be treated as multiple Bids and are liable to be rejected.
- c) The following Bids may not be treated as multiple Bids:
- 1) Bids by Reserved Categories Bidding in their respective Reservation Portion as well as bids made by them in the Issue portion in public category.
  - 2) Separate Bids by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Bids clearly indicate the scheme for which the Bid has been made.
  - 3) Bids by Mutual Funds, and sub-accounts of FIIs (or FIIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.
  - 4) Bids by Anchor Investors under the Anchor Investor Portion and the QIB Category.

#### **4.1.5 FIELD NUMBER 5: CATEGORY OF BIDDERS**

- a) The categories of Bidders identified as per the SEBI ICDR Regulations, 2009 for the purpose of Bidding, allocation and Allotment in the Issue are RIIs, NIIs and QIBs.
- b) Up to 60% of the QIB Category can be allocated by the Issuer, on a discretionary basis subject to the criteria of minimum and maximum number of Anchor Investors based on allocation size, to the Anchor Investors, in accordance with SEBI ICDR Regulations, 2009, with one-third of the Anchor Investor Portion reserved for domestic Mutual Funds subject to valid Bids being received at or above the Issue Price. For details regarding allocation to Anchor Investors, Bidders may refer to the RHP/Prospectus.
- c) An Issuer can make reservation for certain categories of Bidders/Applicants as permitted under the SEBI ICDR Regulations, 2009. For details of any reservations made in the Issue, Bidders/Applicants may refer to the RHP/Prospectus.
- d) The SEBI ICDR Regulations, 2009, specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Issue specific details in relation to allocation Bidder/Applicant may refer to the RHP/Prospectus.

#### **4.1.6 FIELD NUMBER 6: INVESTOR STATUS**

- a) Each Bidder/Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective Allotment to it in the Issue is in compliance with the investment restrictions under applicable law.
- b) Certain categories of Bidders/Applicants, such as NRIs, FPIs and FVCIs may not be allowed to Bid/Apply in the Issue or hold Equity Shares exceeding certain limits specified under applicable law. Bidders/Applicants are requested to refer to the RHP/Prospectus for more details.
- c) Bidders/Applicants should check whether they are eligible to apply on non -repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Bid cum Application Form and Non-Resident Bid cum Application Form.
- d) Bidders/Applicants should ensure that their investor status is updated in the Depository records.

#### **4.1.7 FIELD NUMBER 7: PAYMENT DETAILS**

- a) The full Bid Amount (net of any Discount, as applicable) shall be blocked based on the authorisation provided in the Bid cum Application Form. If the Discount is applicable in the Issue, the RIIs should indicate the full Bid Amount in the Bid cum Application Form and the funds shall be blocked for Bid Amount net of Discount. Only in cases where the RHP/Prospectus indicates that part payment may be made, such an option can be exercised by the Bidder. In case of Bidders specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less Discount offered, if any.
- b) Bidders who Bid at Cut-off Price shall deposit the Bid Amount based on the Cap Price.
- c) All Bidders (except Anchor Investors) can participate in the Issue only through the ASBA mechanism.
- d) Bid Amount cannot be paid in cash, through money order or through postal order.

##### **4.1.7.1 Instructions for Anchor Investors:**

- a) Anchor Investors may submit their Bids with a Book Running Lead Manager.
- b) Payments should be made either by RTGS, NEFT or cheque/ demand draft drawn on any bank (including a co-operative bank), which is situated at, and is a member of or sub-member of the bankers' clearing house located at the centre where the Anchor Investor Application Form is submitted. Cheques/bank drafts drawn on banks not participating in the clearing process may not be accepted and applications accompanied by such cheques or bank drafts are liable to be rejected.
- c) If the cheque or demand draft accompanying the Bid cum Application Form is not made favoring the Escrow Account, the Bid is liable to be rejected.
- d) The Escrow Collection Banks shall maintain the monies in the Escrow Account for and on behalf of the Anchor Investors until the Designated Date.
- e) Anchor Investors are advised to provide the number of the Anchor Investor Application Form and PAN on the reverse of the cheque or bank draft to avoid any possible misuse of instruments submitted.

##### **4.1.7.2 Payment instructions for Bidders (other than Anchor Investors)**

- a) Bidders may submit the Bid cum Application Form either
  - 1) in physical mode to the Designated Branch of an SCSB where the Bidders/Applicants have ASBA Account, or
  - 2) in electronic mode through the internet banking facility offered by an SCSB authorizing blocking of funds that are available in the ASBA account specified in the Bid cum Application Form, or
  - 3) in physical mode to any Designated Intermediary.
- b) Bidders must specify the Bank Account number in the Bid cum Application Form. The Bid cum Application Form submitted by Bidder and which is accompanied by cash, demand draft, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, may not be accepted.
- c) Bidders should ensure that the Bid cum Application Form is also signed by the ASBA Account holder(s) if the Bidder is not the ASBA Account holder;
- d) Bidders shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.
- e) From one ASBA Account, a maximum of five Bids cum Application Forms can be submitted.
- f) Bidders bidding through a member of the Syndicate should ensure that the Bid cum Application Form is submitted to a member of the Syndicate only at the Specified Locations. Bidders should also note that Bid cum Application Forms submitted to the Syndicate at the Specified Locations may not be accepted by the member of the Syndicate



if the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has not named at least one branch at that location for the members of the Syndicate to deposit Bid cum Application Forms (a list of such branches is available on the website of SEBI at <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries>).

- g) Bidders bidding through a Registered Broker, RTA or CDP should note that Bid cum Application Forms submitted to them may not be accepted, if the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has not named at least one branch at that location for the Registered Brokers, RTA or CDP, as the case may be, to deposit Bid cum Application Forms.
- h) Bidders bidding directly through the SCSBs should ensure that the Bid cum Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.
- i) Upon receipt of the Bid cum Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form.
- j) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and for application directly submitted to SCSB by investor, may enter each Bid option into the electronic bidding system as a separate Bid.
- k) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Bids on the Stock Exchange platform and such bids are liable to be rejected.
- l) Upon submission of a completed Bid cum Application Form each Bidder may be deemed to have agreed to block the entire Bid Amount and authorized the Designated Branch of the SCSB to block the Bid Amount specified in the Bid cum Application Form in the ASBA Account maintained with the SCSBs.
- m) The Bid Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Bid, as the case may be.
- n) SCSBs bidding in the Issue must apply through an Account maintained with any other SCSB; else their Bids are liable to be rejected.

#### **4.1.7.2.1 Unblocking of ASBA Account**

- a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Bid, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Bid, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, and (iv) details of rejected Bids, if any, along with reasons for rejection and details of withdrawn or unsuccessful Bids, if any, to enable the SCSBs to unblock the respective bank accounts.
- b) On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful Bidder to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.
- c) In the event of withdrawal or rejection of the Bid cum Application Form and for unsuccessful Bids, the Registrar to the Issue may give instructions to the SCSB to unblock the Bid Amount in the relevant ASBA Account within six Working Days of the Bid/ Issue Closing Date.

#### **4.1.7.3 Discount (if applicable)**

- a) The Discount is stated in absolute rupee terms.
- b) Bidders applying under RII category, Retail Individual Shareholder and employees are only eligible for discount. For Discounts offered in the Issue, Bidders may refer to the RHP/Prospectus.

- c) The Bidders entitled to the applicable Discount in the Offer may block an amount i.e. the Bid Amount less Discount (if applicable).

Bidder may note that in case the net amount blocked (post Discount) is more than two lakh Rupees, the Bidding system automatically considers such applications for allocation under Non-Institutional Category. These applications are neither eligible for Discount nor fall under RII category.

#### **4.1.8 FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS**

- a) Only the First Bidder/ Applicant is required to sign the Bid cum Application Form/Application Form. Bidders/ Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.
- b) If the ASBA Account is held by a person or persons other than the Bidder/Applicant., then the Signature of the ASBA Account holder(s) is also required.
- c) The signature has to be correctly affixed in the authorisation/undertaking box in the Bid cum Application Form/Application Form, or an authorisation has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form/Application Form.
- d) Bidders/Applicants must note that Bid cum Application Form/Application Form without signature of Bidder/Applicant and/or ASBA Account holder is liable to be rejected.

#### **4.1.9 ACKNOWLEDGEMENT AND FUTURE COMMUNICATION**

- a) Bidders should ensure that they receive the Acknowledgement Slip duly signed and stamped by the Designated Intermediary, as applicable, for submission of the Bid cum Application Form.
- b) All communications in connection with Bids/Applications made in the Issue should be addressed as under:
  - 1) In case of queries related to Allotment, non-receipt of Allotment Advice, credit of Allotted Equity Shares, refund orders, the Bidders/Applicants should contact the Registrar to the Issue.
  - 2) In case of Bids submitted to the Designated Branches of the SCSBs, the Bidders/Applicants should contact the relevant Designated Branch of the SCSB.
  - 3) In case of queries relating to uploading of Bids by a Syndicate Member, the Bidders/Applicants should contact the relevant Syndicate Member.
  - 4) In case of queries relating to uploading of Bids by a Registered Broker, the Bidders/Applicants should contact the relevant Registered Broker
  - 5) In case of Bids submitted to the RTA, the Bidders/Applicants should contact the relevant RTA.
  - 6) In case of Bids submitted to the DP, the Bidders/Applicants should contact the relevant DP.
  - 7) Bidder/Applicant may contact our Company Secretary and Compliance Officer or BRLM(s) in case of any other complaints in relation to the Issue.
- c) The following details (as applicable) should be quoted while making any queries –
  - 1) full name of the sole or First Bidder/Applicant, Bid cum Application Form number, Applicants'/Bidders' DP ID, Client ID, PAN, number of Equity Shares applied for, amount paid on application;
  - 2) name and address of the Designated Intermediary, where the Bid was submitted; or
  - 3) In case of Bids other than from Anchor Investors, ASBA Account number in which the amount equivalent to the Bid Amount was blocked.

- d) In case of Anchor Investor bids cheque or draft number and the name of the issuing bank thereof.

For further details, Bidder/Applicant may refer to the RHP/Prospectus and the Bid cum Application Form.

#### **4.2 INSTRUCTIONS FOR FILING THE REVISION FORM**

- a) During the Bid/ Issue Period, any Bidder/Applicant (other than QIBs and NIIs, who can only revise their bid upwards) who has registered his or her interest in the Equity Shares at a particular price level is free to revise his or her Bid within the Price Band using the Revision Form, which is a part of the Bid cum Application Form.
- b) RII may revise their bids or withdraw their Bids till the Bid/ Issue Close Date.
- c) Revisions can be made in both the desired number of Equity Shares and the Bid Amount by using the Revision Form.
- d) The Bidder/Applicant can make this revision any number of times during the Bid/ Issue Period. However, for any revision(s) in the Bid, the Bidders/Applicants will have to use the services of the same Designated Intermediary through which such Bidder/Applicant had placed the original Bid. Bidders/Applicants are advised to retain copies of the blank Revision Form and the Bid(s) must be made only in such Revision Form or copies thereof.

A sample revision form is reproduced below:

<b>COMMON BID REVISION FORM</b>	<b>XYZ LIMITED - INITIAL PUBLIC ISSUE - R</b> Address : ..... Contact Details: ..... CIN No .....	<b>FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs, AND ELIGIBLE NRI APPLYING ON A NON-REPATRIATION BASIS</b>
LOGO	TO, THE BOARD OF DIRECTORS XYZ LIMITED	<div style="border: 1px solid black; padding: 2px; display: inline-block;">BOOK BUILT ISSUE</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">ISIN : .....</div>
		Bid cum Application Form No. <span style="border: 1px solid black; display: inline-block; width: 100px; height: 20px;"></span>

<b>SYNDICATE MEMBER'S STAMP &amp; CODE</b>	<b>BROKER/SCSB/DP/RTA STAMP &amp; CODE</b>	<b>1. NAME &amp; CONTACT DETAILS OF SOLE / FIRST BIDDER</b> Mr. / Ms. <span style="border: 1px solid black; display: inline-block; width: 100px; height: 15px;"></span> Address <span style="border: 1px solid black; display: inline-block; width: 150px; height: 15px;"></span> Email <span style="border: 1px solid black; display: inline-block; width: 150px; height: 15px;"></span> Tel. No (with STD code) / Mobile <span style="border: 1px solid black; display: inline-block; width: 150px; height: 15px;"></span>
<b>SUB-BROKER'S / SUB-AGENT'S STAMP &amp; CODE</b>	<b>ESCROW BANK/SCSB BRANCH STAMP &amp; CODE</b>	<b>2. PAN OF SOLE / FIRST BIDDER</b> <span style="border: 1px solid black; display: inline-block; width: 150px; height: 15px;"></span>
<b>BANK BRANCH SERIAL NO.</b>	<b>SCSB SERIAL NO.</b>	<b>3. BIDDER'S DEPOSITORY ACCOUNT DETAILS</b> <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL <small>For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID</small>

PLEASE CHANGE MY BID												
Bid Options:	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures)								Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)			
	8	7	6	5	4	3	2	1	Bid Price	Retail Discount	Net Price	"Cut-off" (Please tick)
	3	2	1	3	2	1	3	2	1	3	2	1
Option 1												<input type="checkbox"/>
(OR) Option 2												<input type="checkbox"/>
(OR) Option 3												<input type="checkbox"/>

5. TO (Revised Bid) (Only Retail Individual Bidders can Bid at "Cut-off")												
Bid Options:	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures)								Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)			
	8	7	6	5	4	3	2	1	Bid Price	Retail Discount	Net Price	"Cut-off" (Please tick)
	3	2	1	3	2	1	3	2	1	3	2	1
Option 1												<input type="checkbox"/>
(OR) Option 2												<input type="checkbox"/>
(OR) Option 3												<input type="checkbox"/>

6. PAYMENT DETAILS												
Additional Amount Paid (₹ in figures) <span style="border: 1px solid black; display: inline-block; width: 100px; height: 15px;"></span>										PAYMENT OPTION : FULL PAYMENT <input type="checkbox"/> PART PAYMENT <input type="checkbox"/>		
ASBA Bank A/c No. <span style="border: 1px solid black; display: inline-block; width: 150px; height: 15px;"></span>												
Bank Name & Branch <span style="border: 1px solid black; display: inline-block; width: 150px; height: 15px;"></span>												

<b>7A. SIGNATURE OF SOLE / FIRST BIDDER</b> <div style="border: 1px solid black; height: 40px; width: 100%;"></div> Date : <span style="border: 1px solid black; display: inline-block; width: 100px; height: 15px;"></span>	<b>7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS)</b> I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue 1) <span style="border: 1px solid black; display: inline-block; width: 150px; height: 15px;"></span> 2) <span style="border: 1px solid black; display: inline-block; width: 150px; height: 15px;"></span> 3) <span style="border: 1px solid black; display: inline-block; width: 150px; height: 15px;"></span>	<b>BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)</b> <div style="border: 1px solid black; height: 40px; width: 100%;"></div>
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LOGO	<b>XYZ LIMITED</b> BID REVISION FORM - INITIAL PUBLIC ISSUE - R	<b>Acknowledgement Slip for Broker/SCSB/ DP/RTA</b>	Bid cum Application Form No. <span style="border: 1px solid black; display: inline-block; width: 100px; height: 20px;"></span>
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DPID / CLID	<span style="border: 1px solid black; display: inline-block; width: 150px; height: 15px;"></span>	PAN of Sole / First Bidder <span style="border: 1px solid black; display: inline-block; width: 100px; height: 15px;"></span>
Additional Amount Paid (₹)	Bank & Branch	Stamp & Signature of SCSB Branch
ASBA Bank A/c No.		
Received from Mr./Ms.		
Telephone / Mobile		

TEAR HERE																											
<b>XYZ LIMITED - BID REVISION FORM - INITIAL PUBLIC ISSUE - R</b>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th></th> <th>Option 1</th> <th>Option 2</th> <th>Option 3</th> </tr> <tr> <td>No. of Equity Shares</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Bid Price</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Additional Amount Paid (₹)</td> <td></td> <td></td> <td></td> </tr> <tr> <td>ASBA Bank A/c No.</td> <td colspan="3"></td> </tr> <tr> <td>Bank &amp; Branch</td> <td colspan="3"></td> </tr> </table>		Option 1	Option 2	Option 3	No. of Equity Shares				Bid Price				Additional Amount Paid (₹)				ASBA Bank A/c No.				Bank & Branch				Stamp & Signature of Broker / SCSB / DP / RTA <div style="border: 1px solid black; height: 40px; width: 100%;"></div>	Name of Sole / First Bidder <span style="border: 1px solid black; display: inline-block; width: 150px; height: 15px;"></span> <div style="border: 1px solid black; padding: 5px; text-align: center; margin-top: 10px;"><b>Acknowledgement Slip for Bidder</b></div> Bid cum Application Form No. <span style="border: 1px solid black; display: inline-block; width: 100px; height: 20px;"></span>
	Option 1	Option 2	Option 3																								
No. of Equity Shares																											
Bid Price																											
Additional Amount Paid (₹)																											
ASBA Bank A/c No.																											
Bank & Branch																											

Instructions to fill each field of the Revision Form can be found on the reverse side of the Revision Form. Other than instructions already highlighted at paragraph 4.1 above, point wise instructions regarding filling up various fields of the Revision Form are provided below:

#### **4.2.1 FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER/APPLICANT, PAN OF SOLE/FIRST BIDDER/APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER/APPLICANT**

Bidders/Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3. 4.2.2

#### **FIELD 4 & 5: BID OPTIONS REVISION 'FROM' AND 'TO'**

- a) Apart from mentioning the revised options in the Revision Form, the Bidder/Applicant must also mention the details of all the bid options given in his or her Bid cum Application Form or earlier Revision Form. For example, if a Bidder/Applicant has Bid for three options in the Bid cum Application Form and such Bidder/Applicant is changing only one of the options in the Revision Form, the Bidder/Applicant must still fill the details of the other two options that are not being revised, in the Revision Form. The members of the Syndicate, the Registered Brokers and the Designated Branches of the SCSBs may not accept incomplete or inaccurate Revision Forms.
- b) In case of revision, Bid options should be provided by Bidders/Applicants in the same order as provided in the Bid cum Application Form.
- c) In case of revision of Bids by RIIs, Employees and Retail Individual Shareholders, such Bidders/Applicants should ensure that the Bid Amount, subsequent to revision, does not exceed ₹ 200,000. In case the Bid Amount exceeds ₹ 200,000 due to revision of the Bid or for any other reason, the Bid may be considered, subject to eligibility, for allocation under the Non-Institutional Category, not being eligible for Discount (if applicable) and such Bid may be rejected if it is at the Cut-off Price. The Cut-off Price option is given only to the RIIs, Employees and Retail Individual Shareholders indicating their agreement to Bid for and purchase the Equity Shares at the Issue Price as determined at the end of the Book Building Process.
- d) In case the total amount (i.e., original Bid Amount plus additional payment) exceeds ₹ 200,000, the Bid will be considered for allocation under the Non-Institutional Category in terms of the RHP/Prospectus. If, however, the RII does not either revise the Bid or make additional payment and the Issue Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the RII and the RII is deemed to have approved such revised Bid at Cut-off Price.
- e) In case of a downward revision in the Price Band, RIIs and Bids by Employees under the Reservation Portion, who have bid at the Cut-off Price could either revise their Bid or the excess amount paid at the time of Bidding may be unblocked in case of Bidders.

#### **4.2.3 FIELD 6: PAYMENT DETAILS**

- a) All Bidders/Applicants are required to make payment of the full Bid Amount (less Discount, if applicable) along with the Bid Revision Form. In case of Bidders/Applicants specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less discount offered, if any.
- b) Bidder/Applicant may Issue instructions to block the revised amount based on cap of the revised Price Band (adjusted for the Discount (if applicable) in the ASBA Account, to the same Designated Intermediary through whom such Bidder/Applicant had placed the original Bid to enable the relevant SCSB to block the additional Bid Amount, if any.
- c) In case the total amount (i.e., original Bid Amount less discount (if applicable) plus additional payment) exceeds ₹ 200,000, the Bid may be considered for allocation under the Non-Institutional Category in terms of the RHP/Prospectus. If, however, the Bidder/Applicant does not either revise the Bid or make additional payment and the Issue Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for may be adjusted downwards for the purpose of Allotment, such that additional amount is required blocked and the Bidder/Applicant is deemed to have approved such revised Bid at the Cut-off Price.
- d) In case of a downward revision in the Price Band, RIIs, Employees and Retail Individual Shareholders, who have bid at the Cut-off Price, could either revise their Bid or the excess amount paid at the time of Bidding may be unblocked.



#### 4.2.4 FIELDS 7 : SIGNATURES AND ACKNOWLEDGEMENTS

Bidders/Applicants may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

#### 4.3 INSTRUCTIONS FOR FILING APPLICATION FORM IN ISSUES MADE OTHER THAN THROUGH THE BOOK BUILDING PROCESS (FIXED PRICE ISSUE)

##### 4.3.1 FIELDS 1, 2, 3 NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER/APPLICANT, PAN OF SOLE/FIRST BIDDER/APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER/APPLICANT

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

##### 4.3.2 FIELD 4: PRICE, APPLICATION QUANTITY & AMOUNT

- a) The Issuer may mention Price or Price Band in the draft Prospectus. However a prospectus registered with RoC contains one price or coupon rate (as applicable).
- b) **Minimum Application Value and Bid Lot:** The Issuer, the Selling Shareholders in consultation with the Lead Manager to the Issue (LM) may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹ 10,000 to ₹ 15,000. The minimum Lot size is accordingly determined by an Issuer on basis of such minimum application value.
- c) Applications by RIIs, Employees and Retail Individual Shareholders, must be for such number of shares so as to ensure that the application amount payable does not exceed ₹ 200,000.
- d) Applications by other investors must be for such minimum number of shares such that the application amount exceeds M 200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the application form and the Prospectus, or as advertised by the Issuer, as the case may be.
- e) An application cannot be submitted for more than the Issue size.
- f) The maximum application by any Applicant should not exceed the investment limits prescribed for them under the applicable laws.
- g) **Multiple Applications:** An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or other SCSB and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.
- h) Applicants are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple applications:
  - 1) All applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds and FII sub-accounts, Bids bearing the same PAN may be treated as multiple applications by a Bidder/Applicant and may be rejected.
  - 2) For applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. In any such applications which have the same DP ID and Client ID, these may be treated as multiple applications and may be rejected.
- i) The following applications may not be treated as multiple Bids:
  - 1) Applications by Reserved Categories in their respective reservation portion as well as that made by them in the Issue portion in public category.
  - 2) Separate applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Applications clearly indicate the scheme for which the Bid has been made.

- 3) Applications by Mutual Funds, and sub-accounts of FIIs (or FIIs and its subaccounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

#### **4.3.3 FIELD NUMBER 5 : CATEGORY OF APPLICANTS**

- a) The categories of applicants identified as per the SEBI ICDR Regulations, 2009 for the purpose of Bidding, allocation and Allotment in the Issue are RIIs, individual applicants other than RII's and other investors (including corporate bodies or institutions, irrespective of the number of specified securities applied for).
- b) An Issuer can make reservation for certain categories of Applicants permitted under the SEBI ICDR Regulations, 2009. For details of any reservations made in the Issue, applicants may refer to the Prospectus.
- c) The SEBI ICDR Regulations, 2009 specify the allocation or Allotment that may be made to various categories of applicants in an Issue depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Issue specific details in relation to allocation applicant may refer to the Prospectus.

#### **4.3.4 FIELD NUMBER 6: INVESTOR STATUS**

Applicants should refer to instructions contained in paragraphs 4.1.6.

#### **4.3.5 FIELD 7: PAYMENT DETAILS**

- a) All Applicants (other than Anchor Investors) are required to make use ASBA for applying in the Issue
- b) Application Amount cannot be paid in cash, through money order, cheque or through postal order or through stock invest.

##### **4.3.5.1 Payment instructions for Applicants**

- a) Applicants may submit the Application Form in physical mode to the Designated Intermediaries.
- b) Applicants must specify the Bank Account number in the Application Form. The Application Form submitted by an Applicant and which is accompanied by cash, demand draft, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, will not be accepted.
- c) Applicants should ensure that the Application Form is also signed by the ASBA Account holder(s) if the Applicant is not the ASBA Account holder;
- d) Applicants shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.
- e) From one ASBA Account, a maximum of five Bids cum Application Forms can be submitted.
- f) Applicants bidding directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.
- g) Upon receipt of the Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form.
- h) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Application Amount mentioned in the Application Form and may upload the details on the Stock Exchange Platform.
- i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Applications on the Stock Exchange platform and such Applications are liable to be rejected.
- j) Upon submission of a completed Application Form each Applicant may be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount specified in the Application Form in the ASBA Account maintained with the SCSBs.



- k) The Application Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Application, as the case may be.
- l) SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB; else their Applications are liable to be rejected.

#### **4.3.5.2 Unblocking of ASBA Account**

- a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Application, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Application, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, and (iv) details of rejected Applications, if any, along with reasons for rejection and details of withdrawn or unsuccessful Applications, if any, to enable the SCSBs to unblock the respective bank accounts.
- b) On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful Application to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.
- c) In the event of withdrawal or rejection of the Application Form and for unsuccessful Applications, the Registrar to the Issue may give instructions to the SCSB to unblock the Application Amount in the relevant ASBA Account within six Working Days of the Issue Closing Date.

#### **4.3.5.3 Discount (if applicable)**

- a) The Discount is stated in absolute rupee terms.
- b) RIIs, Employees and Retail Individual Shareholders are only eligible for discount. For Discounts offered in the Issue, applicants may refer to the Prospectus.
- c) The Applicants entitled to the applicable Discount in the Issue may make payment for an amount i.e. the Application Amount less Discount (if applicable).

#### **4.3.6 FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS & ACKNOWLEDGEMENT AND FUTURE COMMUNICATION**

Applicants should refer to instructions contained in paragraphs 4.1.8 & 4.1.9.

#### **4.4 SUBMISSION OF BID CUM APPLICATION FORM/REVISION FORM/APPLICATION FORM**

##### **4.4.1 Bidders/Applicants may submit completed Bid cum application form/Revision Form in the following manner:-**

<b>Mode of Application</b>	<b>Submission of Bid cum Application Form</b>
Anchor Investors Application Form	<ul style="list-style-type: none"> <li>To the Book Running Lead Managers at the Specified Locations mentioned in the Bid cum Application Form</li> </ul>
All Applications (other than Anchor Investors)	<ul style="list-style-type: none"> <li>To members of the Syndicate in the Specified Locations or Registered Brokers at the Broker Centres or the RTA at the Designated RTA Location or the DP at the Designated DP Location</li> <li>To the Designated Branches of the SCSBs where the ASBA Account is maintained</li> </ul>

- a) Bidders/Applicants should submit the Revision Form to the same Designated Intermediary through which such Bidder/Applicant had placed the original Bid.

- b) Upon submission of the Bid cum Application Form, the Bidder/Applicant will be deemed to have authorized the Issuer to make the necessary changes in the RHP and the Bid cum Application Form as would be required for filing Prospectus with the RoC and as would be required by the RoC after such filing, without prior or subsequent notice of such changes to the relevant Bidder/Applicant.
- c) Upon determination of the Issue Price and filing of the Prospectus with the RoC, the Bid cum Application Form will be considered as the application form.

## **SECTION 5: ISSUE PROCEDURE IN BOOK BUILT ISSUE**

Book Building, in the context of the Issue, refers to the process of collection of Bids within the Price Band or above the Floor Price and determining the Issue Price based on the Bids received as detailed in Schedule XI of SEBI ICDR Regulations, 2009. The Issue Price is finalised after the Bid/ Issue Closing Date. Valid Bids received at or above the Issue Price are considered for allocation in the Issue, subject to applicable regulations and other terms and conditions.

### **5.1 SUBMISSION OF BIDS**

- a) During the Bid/ Issue Period, Bidders/Applicants may approach any of the Designated Intermediaries to register their Bids. Anchor Investors who are interested in subscribing for the Equity Shares should approach the Book Running Lead Manager, to register their Bid.
- b) In case of Bidders/Applicants (excluding NIIs and QIBs) Bidding at Cut-off Price, the Bidders/Applicants may instruct the SCSBs to block Bid Amount based on the Cap Price less Discount (if applicable).
- c) For Details of the timing on acceptance and upload of Bids in the Stock Exchanges Platform Bidders/Applicants are requested to refer to the RHP.

### **5.2 ELECTRONIC REGISTRATION OF BIDS**

- a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the issue.
- b) On the Bid/ Issue Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges.
- c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 1:00 pm on the day following the Bid/ Issue Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/ Issue Period after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing.

### **5.3 BUILD UP OF THE BOOK**

- a) Bids received from various Bidders/Applicants through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchanges' on a regular basis. The book gets built up at various price levels. This information may be available with the BRLMs at the end of the Bid/ Issue Period.
- b) Based on the aggregate demand and price for Bids registered on the Stock Exchanges Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchanges may be made available at the Bidding centres during the Bid/ Issue Period.

### **5.4 WITHDRAWAL OF BIDS**

- a) RIIs can withdraw their Bids until Bid/ Issue Closing Date. In case a RII wishes to withdraw the Bid during the Bid/ Issue Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.
- b) The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

## 5.5 REJECTION & RESPONSIBILITY FOR UPLOAD OF BIDS

- a) The Designated Intermediaries are individually responsible for the acts, mistakes or errors or omission in relation to:
  - 1) the Bids accepted by the Designated Intermediaries,
  - 2) the Bids uploaded by the Designated Intermediaries, and
  - 3) the Bid cum application forms accepted but not uploaded by the Designated Intermediaries.
- b) The BRLMs and their affiliate Syndicate Members, as the case may be, may reject Bids if all the information required is not provided and the Bid cum Application Form is incomplete in any respect.
- c) The SCSBs shall have no right to reject Bids, except in case of unavailability of adequate funds in the ASBA account or on technical grounds.
- d) In case of QIB Bidders, only the (i) SCSBs (for Bids other than the Bids by Anchor Investors); and (ii) BRLMs and their affiliate Syndicate Members (only in the Specified Locations) have the right to reject bids. However, such rejection shall be made at the time of receiving the Bid and only after assigning a reason for such rejection in writing.
- e) All bids by QIBs, NIIs & RIIs Bids can be rejected on technical grounds listed herein.

### 5.5.1 GROUNDS FOR TECHNICAL REJECTIONS

Bid cum Application Forms/Application Form can be rejected on the below mentioned technical grounds either at the time of their submission to any of the Designated Intermediaries, or at the time of finalisation of the Basis of Allotment. Bidders/Applicants are advised to note that the Bids/Applications are liable to be rejected, inter-alia, on the following grounds, which have been detailed at various places in this GID:-

- a) Bid/Application by persons not competent to contract under the Indian Contract Act, 1872, as amended, (other than minors having valid Depository Account as per Demographic Details provided by Depositories);
- b) Bids/Applications by OCBs; and
- c) In case of partnership firms, Bid/Application for Equity Shares made in the name of the firm. However, a limited liability partnership can apply in its own name;
- d) In case of Bids/Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents not being submitted along with the Bid cum application form/Application Form;
- e) Bids/Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- f) Bids/Applications by persons in the United States excluding persons who are a U.S. QIB (as defined in this Prospectus);
- g) Bids/Applications by any person outside India if not in compliance with applicable foreign and Indian laws;
- h) PAN not mentioned in the Bid cum Application Form/Application Form, except for Bids/Applications by or on behalf of the Central or State Government and officials appointed by the court and by the investors residing in the State of Sikkim, provided such claims have been verified by the Depository Participant;
- i) In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;
- j) Bids/Applications for lower number of Equity Shares than the minimum specified for that category of investors;
- k) Bids/Applications at a price less than the Floor Price and Bids/Applications at a price more than the Cap Price;

- l) Bids/Applications at Cut-off Price by NIIs and QIBs;
- m) The amounts mentioned in the Bid cum Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;
- n) Bids/Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- o) Submission of more than five Bid cum Application Forms/Application Form as through a single ASBA Account;
- p) Bids/Applications for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the RHP;
- q) Multiple Bids/Applications as defined in this GID and the RHP/Prospectus;
- r) Bid cum Application Forms/Application Forms are not delivered by the Bidders/Applicants within the time prescribed as per the Bid cum Application Forms/Application Form, Bid/ Issue Opening Date advertisement and as per the instructions in the RHP/ Prospectus and the Bid cum Application Forms;
- s) Inadequate funds in the bank account to block the Bid/Application Amount specified in the Bid cum Application Form/Application Form at the time of blocking such Bid/Application Amount in the bank account;
- t) In case of Anchor Investors, Bids/Applications where sufficient funds are not available in Escrow Accounts as per final certificate from the Escrow Collection Banks;
- u) Where no confirmation is received from SCSB for blocking of funds;
- v) Bids/Applications by Bidders (other than Anchor Investors) not submitted through ASBA process;
- w) Bids/Applications submitted to a BRLM at locations other than the Specified Cities and Bid cum Application Forms/Application Forms, under the ASBA process, submitted to the Escrow Collecting Banks (assuming that such bank is not a SCSB where the ASBA Account is maintained), to the issuer or the Registrar to the Issue;
- x) Bids/Applications not uploaded on the terminals of the Stock Exchanges; and
- y) Bids/Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form.

## 5.6 BASIS OF ALLOCATION

- a) The SEBI ICDR Regulations, 2009 specify the allocation or Allotment that may be made to various categories of Bidders/Applicants in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP/Prospectus. For details in relation to allocation, the Bidder/Applicant may refer to the RHP/Prospectus.
- b) Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLMs and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations, 2009. Unsubscribed portion in QIB Category is not available for subscription to other categories.
- c) In case of under subscription in the Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders/Applicants may refer to the RHP/ Prospectus.
- d) Illustration of the Book Building and Price Discovery Process Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes Bidding by Anchor Investors.

Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹ 20 to ₹ 24 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table

below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

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

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Issue the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹ 22.00 in the above example. The Issuer and the Selling Shareholders, in consultation with the BRLMs, may finalise the Issue Price at or below such Cut-Off Price, i.e., at or below ₹ 22.00. All Bids at or above this Issue Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

#### e) Alternate Method of Book Building

In case of FPOs, Issuers may opt for an alternate method of Book Building in which only the Floor Price is specified for the purposes of Bidding (“**Alternate Book Building Process**”).

The Issuer may specify the Floor Price in the RHP/ Prospectus or advertise the Floor Price at least one Working Day prior to the Bid/ Issue Opening Date. QIBs may Bid at a price higher than the Floor Price and the Allotment to the QIBs is made on a price priority basis. The Bidder with the highest Bid Amount is allotted the number of Equity Shares Bid for and then the second highest Bidder is Allotted Equity Shares and this process continues until all the Equity Shares have been allotted. RIIs, NIIs and Employees are Allotted Equity Shares at the Floor Price and Allotment to these categories of Bidders is made proportionately. If the number of Equity Shares Bid for at a price is more than available quantity then the Allotment may be done on a proportionate basis. Further, the Issuer may place a cap either in terms of number of specified securities or percentage of issued capital of the Issuer that may be Allotted to a single Bidder, decide whether a Bidder be allowed to revise the bid upwards or downwards in terms of price and/or quantity and also decide whether a Bidder be allowed single or multiple bids.

### SECTION 6: ISSUE PROCEDURE IN FIXED PRICE ISSUE

**Applicants may note that there is no Bid cum Application Form in a Fixed Price Issue.** As the Issue Price is mentioned in the Fixed Price Offer therefore on filing of the Prospectus with the RoC, the Application so submitted is considered as the Application Form.

Applicants may only use the specified Application Form for the purpose of making an Application in terms of the Prospectus which may be submitted through the Designated Intermediary.

Applicants may submit an Application Form either in physical form to the any of the Designated Intermediaries or in the electronic form to the SCSB or the Designated Branches of the SCSBs authorising blocking of funds that are available in the bank account specified in the Application Form only (“ASBA Account”). The Application Form is also made available on the websites of the Stock Exchanges at least one day prior to the Bid/ Issue Opening Date.

In a fixed price Issue, allocation in the net Issue to the public category is made as follows: minimum fifty per cent to Retail Individual Investors; and remaining to (i) individual investors other than Retail Individual Investors; and (ii) other Applicants including corporate bodies or institutions, irrespective of the number of specified securities applied for. The unsubscribed portion in either of the categories specified above may be allocated to the Applicants in the other category.

For details of instructions in relation to the Application Form, Bidders/Applicants may refer to the relevant section of the GID.

### SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The Allotment of Equity Shares to Bidders/Applicants other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to RHP/Prospectus. No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be Allotted on a

proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Issue (excluding any Issue for Sale of specified securities). However, in case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

### 7.1 ALLOTMENT TO RIIs

Bids received from the RIIs at or above the Issue Price may be grouped together to determine the total demand under this category. If the aggregate demand in this category is less than or equal to the Retail Category at or above the Issue Price, full Allotment may be made to the RIIs to the extent of the valid Bids. If the aggregate demand in this category is greater than the allocation to in the Retail Category at or above the Issue Price, then the maximum number of RIIs who can be Allotted the minimum Bid Lot will be computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot (**“Maximum RII Allottees”**). The Allotment to the RIIs will then be made in the following manner:

- a) In the event the number of RIIs who have submitted valid Bids in the Issue is equal to or less than Maximum RII Allottees, (i) all such RIIs shall be Allotted the minimum Bid Lot; and (ii) the balance available Equity Shares, if any, remaining in the Retail Category shall be Allotted on a proportionate basis to the RIIs who have received Allotment as per (i) above for the balance demand of the Equity Shares Bid by them (i.e. who have Bid for more than the minimum Bid Lot).
- b) In the event the number of RIIs who have submitted valid Bids in the Issue is more than Maximum RII Allottees, the RIIs (in that category) who will then be Allotted minimum Bid Lot shall be determined on the basis of draw of lots.

### 7.2 ALLOTMENT TO NIIs

Bids received from NIIs at or above the Issue Price may be grouped together to determine the total demand under this category. The Allotment to all successful NIIs may be made at or above the Issue Price. If the aggregate demand in this category is less than or equal to the Non-Institutional Category at or above the Issue Price, full Allotment may be made to NIIs to the extent of their demand. In case the aggregate demand in this category is greater than the Non-Institutional Category at or above the Issue Price, Allotment may be made on a proportionate basis up to a minimum of the Non-Institutional Category.

### 7.3 ALLOTMENT TO QIBs

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI ICDR Regulations, 2009 or RHP/Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner:

- a) In the first instance allocation to Mutual Funds for up to 5% of the QIB Category may be determined as follows: (i) In the event that Bids by Mutual Fund exceeds 5% of the QIB Category, allocation to Mutual Funds may be done on a proportionate basis for up to 5% of the QIB Category; (ii) In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Category then all Mutual Funds may get full Allotment to the extent of valid Bids received above the Issue Price; and (iii) Equity Shares remaining unsubscribed, if any and not allocated to Mutual Funds may be available for Allotment to all QIBs as set out at paragraph 7.4(b) below;
- b) In the second instance, Allotment to all QIBs may be determined as follows: (i) In the event of oversubscription in the QIB Category, all QIBs who have submitted Bids above the Issue Price may be Allotted Equity Shares on a proportionate basis for up to 95% of the QIB Category; (ii) Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis along with other QIBs; and (iii) Under-subscription below 5% of the QIB Category, if any, from Mutual Funds, may be included for allocation to the remaining QIBs on a proportionate basis.

### 7.4 ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)

- a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Issue Price will be at the discretion of the issuer in consultation with the Investor Selling Shareholder and the BRLMs, subject to compliance with the following requirements:



- 1) not more than 60% of the QIB Category will be allocated to Anchor Investors;
- 2) one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and
- 3) allocation to Anchor Investors shall be on a discretionary basis and subject to:
  - a maximum number of two Anchor Investors for allocation up to ₹ 10 crores;
  - a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 10 crores and up to ₹ 250 crores subject to minimum Allotment of ₹ 5 crores per such Anchor Investor; and
  - a minimum number of five Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 250 crores, and an additional 10 Anchor Investors for every additional ₹ 250 crores or part thereof, subject to minimum Allotment of ₹ 5 crores per such Anchor Investor.
- b) A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the issuer in consultation with the BRLMs, selected Anchor Investors will be sent a CAN and if required, a revised CAN.
- c) **In the event that the Issue Price is higher than the Anchor Investor Issue Price:** Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Issue Price and the Anchor Investor Issue Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors.
- d) **In the event the Issue Price is lower than the Anchor Investor Issue Price:** Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

#### **7.5 BASIS OF ALLOTMENT FOR QIBs (OTHER THAN ANCHOR INVESTORS), NIIs AND RESERVED CATEGORY IN CASE OF OVER-SUBSCRIBED ISSUE**

In the event of the Issue being over-subscribed, the Issuer may finalise the Basis of Allotment in consultation with the Designated Stock Exchange in accordance with the SEBI ICDR Regulations, 2009.

The allocation may be made in marketable lots, on a proportionate basis as explained below:

- a) Bidders may be categorized according to the number of Equity Shares applied for;
- b) The total number of Equity Shares to be Allotted to each category as a whole may be arrived at on a proportionate basis, which is the total number of Equity Shares applied for in that category (number of Bidders in the category multiplied by the number of Equity Shares applied for) multiplied by the inverse of the over-subscription ratio;
- c) The number of Equity Shares to be Allotted to the successful Bidders may be arrived at on a proportionate basis, which is total number of Equity Shares applied for by each Bidder in that category multiplied by the inverse of the over-subscription ratio;
- d) In all Bids where the proportionate Allotment is less than the minimum Bid Lot decided per Bidder, the Allotment may be made as follows: the successful Bidders out of the total Bidders for a category may be determined by a draw of lots in a manner such that the total number of Equity Shares Allotted in that category is equal to the number of Equity Shares calculated in accordance with (b) above; and each successful Bidder may be Allotted a minimum of such Equity Shares equal to the minimum Bid Lot finalised by the Issuer;
- e) If the proportionate Allotment to a Bidder is a number that is more than the minimum Bid lot but is not a multiple of one (which is the marketable lot), the decimal may be rounded off to the higher whole number if that decimal is



0.5 or higher. If that number is lower than 0.5 it may be rounded off to the lower whole number. Allotment to all Bidders in such categories may be arrived at after such rounding off; and

- f) If the Equity Shares allocated on a proportionate basis to any category are more than the Equity Shares Allotted to the Bidders in that category, the remaining Equity Shares available for Allotment may be first adjusted against any other category, where the Allotted Equity Shares are not sufficient for proportionate Allotment to the successful Bidders in that category. The balance Equity Shares, if any, remaining after such adjustment may be added to the category comprising Bidders applying for minimum number of Equity Shares.

## **7.6 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES**

- a) Designated Date: On the Designated Date, the Escrow Collection Banks shall transfer the funds represented by allocation of Equity Shares to Anchor Investors from the Escrow Account, as per the terms of the Escrow Agreement, into the Public Issue Account with the Bankers to the Issue. The balance amount after transfer to the Public Issue Account shall be transferred to the Refund Account. Payments of refund to the Bidders applying in the Anchor Investor Portion shall be made from the Refund Account as per the terms of the Escrow Agreement and the RHP/Prospectus. On the Designated Date, the Registrar to the Issue shall instruct the SCSBs to transfer funds represented by allocation of Equity Shares from ASBA Accounts into the Public Issue Account.
- b) Issuance of Allotment Advice: Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. Bidders/Applicants are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue.

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Bidders/Applicants who have been Allotted Equity Shares in the Issue.

- c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.
- d) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) credit of shares to the successful Bidders/Applicants Depository Account will be completed within six Working Days of the Bid/ Issue Closing Date. The Issuer also ensures the credit of shares to the successful Applicant's depository account is completed within two Working Days from the date of Allotment.

## **SECTION 8: INTEREST AND REFUNDS**

### **8.1 COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING**

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within six Working Days of the Bid/ Issue Closing Date. The Registrar to the Issue may give instructions for credit to Equity Shares the beneficiary account with CDPs, and dispatch the Allotment Advice within six Working Days of the Bid/ Issue Closing Date.

### **8.2 GROUNDS FOR REFUND**

#### **8.2.1 NON RECEIPT OF LISTING PERMISSION**

An Issuer makes an application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in RHP/Prospectus. The Designated Stock Exchange may be as disclosed in the RHP/Prospectus with which the Basis of Allotment may be finalised.

If the Issuer fails to make application to the Stock Exchange(s) or obtain permission for listing of the Equity Shares, in accordance with the provisions of Section 40 of the Companies Act, 2013, the Issuer shall be punishable with a fine which shall not be less than ₹ 5 lakhs but which may extend to ₹ 50 lakhs and every officer of the Issuer who is in default shall be punishable with imprisonment for a term which may extend to one year or with fine which shall not be less than ₹ 50,000 but which may extend to ₹ 3 lakhs, or with both.

If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith take steps to refund, without interest, all moneys received from Bidders/Applicants.

If such money is not refunded to the Bidders within the prescribed time after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of such period, be liable to repay the money, with interest at such rate, as disclosed in the RHP/Prospectus.

### **8.2.2 NON RECEIPT OF MINIMUM SUBSCRIPTION**

If the Issuer does not receive a minimum subscription of 90% of the Net Issue (excluding any offer for sale of specified securities), including devolvement to the Underwriters, the Issuer may forthwith, take steps to unblock the entire subscription amount received within six Working Days of the Bid/ Issue Closing Date and repay, without interest, all moneys received from Anchor Investors. In case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable. In case of under-subscription in the Issue, the Equity Shares in the Fresh Issue will be issued prior to the sale of Equity Shares in the Offer for Sale.

If there is a delay beyond the prescribed time after the Issuer becomes liable to pay or unblock the amount received from Bidders, then the Issuer and every director of the Issuer who is an officer in default may on and from expiry of 15 Days, be jointly and severally liable to repay the money, with interest at the rate of 15% per annum in accordance with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended.

### **8.2.3 MINIMUM NUMBER OF ALLOTTEES**

The Issuer may ensure that the number of prospective Allottees to whom Equity Shares may be Allotted may not be less than 1,000 failing which the entire application monies may be refunded forthwith.

### **8.2.4 IN CASE OF ISSUES MADE UNDER COMPULSORY BOOK BUILDING**

In case an Issuer not eligible under Regulation 26(1) of the SEBI ICDR Regulations, 2009 comes for an Issue under Regulation 26(2) of SEBI (ICDR) Regulations, 2009 but fails to Allot at least 75% of the Net Issue to QIBs, in such case full subscription money is to be refunded.

## **8.3 MODE OF REFUND**

- a) **In case of Bids/Applications (other than Anchor Investors):** Within six Working Days of the Bid/ Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Bid/Application and also for any excess amount blocked on Bidding/Application.
- b) **In case of Anchor Investors:** Within six Working Days of the Bid/ Issue Closing Date, the Registrar to the Issue may dispatch the refund orders for all amounts payable to unsuccessful Anchor Investors.
- c) In case of Anchor Investors, the Registrar to the Issue may obtain from the depositories, the Bidders/Applicants' bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Anchor Investors in their Anchor Investor Application Forms for refunds. Accordingly, Anchor Investors are advised to immediately update their details as appearing on the records of their depositories. Failure to do so may result in delays in dispatch of refund orders or refunds through electronic transfer of funds, as applicable, and any such delay may be at the Anchor Investors' sole risk and neither the Issuer, the Registrar to the Issue, the Escrow Collection Banks, or the Syndicate, may be liable to compensate the Anchor Investors for any losses caused to them due to any such delay, or liable to pay any interest for such delay. Please note that refunds shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank.

### **8.3.1 Electronic mode of making refunds for Anchor Investors**

The payment of refund, if any, may be done through various electronic modes as mentioned below:

- a) **NEFT** - Payment of refund may be undertaken through NEFT wherever the branch of the Anchor Investors' bank is NEFT enabled and has been assigned the Indian Financial System Code ("IFSC"), which can be linked to the MICR of that particular branch. The IFSC Code may be obtained from the website of RBI as at a date prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Anchor Investors have registered their

nine digit MICR number and their bank account number while opening and operating the demat account, the same may be duly mapped with the IFSC Code of that particular bank branch and the payment of refund may be made to the Anchor Investors through this method. In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this section;

- b) **Direct Credit** - Anchor Investors having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account;
- c) **RTGS** - Anchor Investors having a bank account at any of the centers notified by SEBI where clearing houses are managed by the RBI, may have the option to receive refunds, if any, through RTGS; and

Please note that refunds through the abovementioned modes shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank.

For details of levy of charges, if any, for any of the above methods, Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centers, etc. Anchor Investors may refer to RHP/Prospectus.

#### 8.4 INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer may pay interest at the rate of 15% per annum where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner and/or demat credits are not made to Bidders/Applicants or instructions for unblocking of funds in the ASBA Account are not dispatched within the 6 working days of the Bid/ Issue Closing Date.

The Issuer may pay interest at 15% per annum for any delay beyond 15 days from the Bid/ Issue Closing Date, if Allotment is not made.

#### SECTION 9: GLOSSARY AND ABBREVIATIONS

*Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document may have the meaning as provided below. References to any legislation, act or regulation may be to such legislation, act or regulation as amended from time to time.*

Term	Description
Allotment/Allot/Allotted	The allotment of Equity Shares pursuant to the Offer to successful Bidders/Applicants
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders/Applicants who have been Allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchanges
Allottee	An Bidder/Applicant to whom the Equity Shares are Allotted
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Invest or Portion in accordance with the requirements specified in SEBI ICDR Regulations, 2009 and the Red Herring Prospectus/ Prospectus.
Anchor Investor Application Form	The form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and Prospectus
Anchor Investor Portion	Up to 60% of the QIB Category which may be allocated by the Issuer in consultation with the BRLMs, to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion is reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to Anchor Investors
Application Form	The form in terms of which the Applicant should make an application for Allotment in case of issues other than Book Built Issues, includes Fixed Price Issue
Application Supported by Blocked Amount/ASBA	An application, whether physical or electronic, used by Bidders/Applicants, other than Anchor Investors, to make a Bid and authorising an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB to the extent of the Bid Amount of the Bidder/Applicant
Banker(s) to the Offer / Escrow Collection Bank(s) / Collecting	The banks which are clearing members and registered with SEBI as Banker to the Offer with whom the Escrow Account(s) for Anchor Investors may be opened, and

Term	Description
Banker	as disclosed in the RHP/Prospectus and Bid cum Application Form of the Issuer
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Bidders/Applicants under the Offer
Bid	An indication to make an offer during the Bid/Offer Period by a prospective Bidder pursuant to submission of Bid cum Application Form or during the Anchor Investor Bid/Offer Period by the Anchor Investors, to subscribe for or purchase the Equity Shares of the Issuer at a price within the Price Band, including all revisions and modifications there to. In case of issues undertaken through the fixed price process, all references to a Bid should be construed to mean an Application
Bid Amount	The highest value of the optional Bids indicated in the Bid cum Application Form and payable by the Bidder/Applicant up on submission of the Bid(except for Anchor Investors), less discounts (if applicable). In case of issues undertaken through the fixed price process, all references to the Bid Amount should be construed to mean the Application Amount
Bid/Offer Closing Date	Except in the case of Anchor Investors (if applicable), the date after which the Designated Intermediaries may not accept any Bids for the Offer, which may be notified in an English national daily, a Hindi national daily and a regional language news paper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants/Bidders may refer to the RHP/Prospectus for the Bid/Offer Closing Date
Bid/Offer Opening Date	The date on which the Designated Intermediaries may start accepting Bids for the Offer, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants/Bidders may refer to the RHP/Prospectus for the Bid/Offer Opening Date
Bid/Offer Period	Except in the case of Anchor Investors(if applicable),the period between the Bid/Offer Opening Date and the Bid/Offer Closing Date inclusive of both days and during which prospective Bidders/Applicants (other than Anchor Investors) can submit their Bids, inclusive of any revisions thereof. The Issuer may consider closing the Bid/Offer Period for QIBs one working day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations, 2009. Applicants/Bidders may refer to the RHP/Prospectus for the Bid/Offer Period
Bid cum Application Form	An application form, whether physical or electronic, used by Bidders, other than Anchor Investors, to make a Bid and which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Bidder/Applicant	Any prospective investor who makes a Bid pursuant to the terms of the RHP/Prospectus and the Bid cum Application Form. In case of issues undertaken through the fixed price process, all references to a Bidder/Applicant should be construed to mean an Bidder/Applicant
Book Built Process / Book Building Process / Book Building Method	The book building process as provided under SEBI ICDR Regulations, 2009, in terms of which the Offer is being made
Broker Centres	Broker centres notified by the Stock Exchanges, where Bidders/Applicants can submit the Bid cum Application Forms to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchanges.
BRLM(s) / Book Running Lead Manager(s) / Lead Manager / LM	The Book Running Lead Manager to the Offer as disclosed in the RHP/Prospectus and the Bid cum Application Form of the Issuer. In case of issues undertaken through the fixed price process, all references to the Book Running Lead Manager should be construed to mean the Lead Manager or LM
Business Day	Monday to Saturday (except 2nd & 4th Saturday of a month and public holidays)
CAN / Confirmation of Allotment Note	The note or advice or intimation sent to each successful Bidder/Applicant indicating the Equity Shares which may be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange
Cap Price	The higher end of the Price Band, above which the Offer Price and the Anchor Investor Offer Price may not be finalised and above which no Bids may be accepted
Client ID	Client Identification Number maintained with one of the Depositories in

Term	Description
	relation to demat account
Collecting Depository Participant or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Cut-off Price	Offer Price, finalised by the Issuer and the Selling Shareholders in consultation with the Book Running Lead Manager(s), which can be any price within the Price Band. Only RIIs, Retail Individual Shareholders and employees are entitled to Bid at the Cut-off Price. No other category of Bidders/Applicants are entitled to Bid at the Cut-off Price
DP	Depository Participant
DP ID	Depository Participant's Identification Number
Depositories	National Securities Depository Limited and Central Depository Services (India) Limited
Demographic Details	Details of the Bidders/Applicants including the Bidder/Applicant's address, name of the Applicant's father/husband, investor status, occupation and bank account details
Designated Branches	Such branches of the SCSBs which may collect the Bid cum Application Forms used by Bidders/Applicants (exc Anchor Investor) and a list of which is available on <a href="http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html">http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html</a>
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the Bid cum Application Forms to Collecting Depository Participants.  The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the respective websites of the Stock Exchanges ( <a href="http://www.bseindia.com">www.bseindia.com</a> and <a href="http://www.nseindia.com">www.nseindia.com</a> )
Designated Date	The date on which funds are transferred by the Escrow Collection Bank(s) from the Escrow Account and the amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account or the Refund Account, as appropriate, after the Prospectus is filed with the RoC, following which the board of directors may Allot Equity Shares to successful Bidders/Applicants in the Fresh Issue may give delivery instructions for the transfer of the Equity Shares constituting the Offer for Sale
Designated Intermediaries / Collecting Agent	Syndicate Members, Sub-Syndicate/Agents, SCSBs, Registered Brokers, Brokers, the CDPs and RTAs, who are authorized to collect Bid cum Application Forms from the Bidders, in relation to the Offer
Designated RTA Locations	Such locations of the RTAs where Bidders can submit the Bid cum Application Forms to RTAs.  The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Bid cum Application Forms are available on the respective websites of the Stock Exchanges ( <a href="http://www.bseindia.com">www.bseindia.com</a> and <a href="http://www.nseindia.com">www.nseindia.com</a> )
Designated Stock Exchange	The designated stock exchange as disclosed in the RHP/Prospectus of the Issuer
Discount	Discount to the Offer Price that may be provided to Bidders/Applicants in accordance with the SEBI ICDR Regulations, 2009.
Draft Prospectus	The draft prospectus filed with SEBI in case of Fixed Price Issues and which may mention a price or a Price Band
Employees	Employees of an Issuer as defined under SEBI ICDR Regulations, 2009 and including, in case of a new company, persons in the permanent and full time employment of the promoting companies excluding the promoters and immediate relatives of the promoters. For further details, Bidder/Applicant may refer to the RHP/Prospectus
Equity Shares	Equity Shares of the Issuer
Escrow Account	Account opened with the Escrow Collection Bank(s) and in whose favour the Anchor Investors may issue cheques or demand drafts or transfer money



Term	Description
	through NEFT or RTGS in respect of the Bid Amount when submitting a Bid
Escrow Agreement	Agreement to be entered into among the Issuer, the Selling Shareholders, the Registrar to the Offer, the Book Running Lead Manager(s), the Syndicate Member(s), the Escrow Collection Bank(s) and the Refund Bank(s) for collection of the Bid Amounts from Anchor Investors and where applicable, remitting refunds of the amounts collected to the Anchor Investors on the terms and conditions thereof
Escrow Collection Bank(s)	Refer to definition of Banker(s) to the Offer
FCNR Account	Foreign Currency Non-Resident Account
First Bidder/Applicant	The Bidder/Applicant whose name appears first in the Bid cum Application Form or Revision Form
FII(s)	Foreign Institutional Investors as defined under the SEBI (Foreign Institutional Investors) Regulations, 1995 and registered with SEBI under applicable laws in India
Fixed Price Issue / Fixed Price Process / Fixed Price Method	The Fixed Price process as provided under SEBI ICDR Regulations, 2009, in terms of which the Offer is being made
Floor Price	The lower end of the Price Band, at or above which the Offer Price and the Anchor Investor Offer Price may be finalised and below which no Bids may be accepted, subject to any revision thereto
FPIs	Foreign Portfolio Investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
FPO	Further public offering
Foreign Venture Capital Investors or FVCIs	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations, 2000
IPO	Initial public offering
Issuer/Company	The Issuer proposing the initial public offering/further public offering as applicable
Maximum RII Allottees	The maximum number of RIIs who can be Allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot.
MICR	Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996
Mutual Funds Portion	5% of the QIB Category (excluding the Anchor Investor Portion) available for allocation to Mutual Funds only, being such number of equity shares as disclosed in the RHP/Prospectus and Bid cum Application Form
NEFT	National Electronic Fund Transfer
NRE Account	Non-Resident External Account
NRI	NRIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the RHP/Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares
NRO Account	Non-Resident Ordinary Account
Net Offer	The Offer less reservation portion
Non-Institutional Investors or NIIs	All Bidders/Applicants, including sub accounts of FIIs registered with SEBI which are foreign corporates or foreign individuals and FPIs which are Category III foreign portfolio investors, that are not QIBs or RIBs and who have Bid for Equity Shares for an amount of more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Category	The portion of the Offer being such number of Equity Shares available for allocation to NIIs on a proportionate basis and as disclosed in the RHP/Prospectus and the Bid cum Application Form
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FPIs and FVCIs registered with SEBI
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA

Term	Description
Offer	Public issue of Equity Shares of the Issuer including the Offer for Sale if applicable
Offer for Sale	Public offer of such number of Equity Shares as disclosed in the RHP/Prospectus through an offer for sale by the Selling Shareholders
Other Investors	Investors other than Retail Individual Investors in a Fixed Price Issue. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for
Offer Price	The final price, less discount (if applicable) at which the Equity Shares may be Allotted to Bidders other than Anchor Investors, in terms of the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price The Offer Price may be decided by the Issuer and the Selling Shareholders in consultation with the Book Running Lead Manager(s)
PAN	Permanent Account Number allotted under the Income Tax Act, 1961
Price Band	Price Band with a minimum price, being the Floor Price and the maximum price, being the Cap Price and includes revisions thereof. The Price Band and the minimum Bid lot size for the Offer may be decided by the Issuer and the Selling Shareholders in consultation with the Book Running Lead Manager(s) and advertised, at least five working days in case of an IPO and one working day in case of FPO, prior to the Bid/Offer Opening Date, in English national daily, Hindi national daily and regional language at the place where the registered office of the Issuer is situated, newspaper each with wide circulation
Pricing Date	The date on which the Issuer and the Selling Shareholders in consultation with the Book Running Lead Manager(s), finalise the Offer Price
Prospectus	The prospectus to be filed with the RoC in accordance with Section 26 & 28 of the Companies Act, 2013 after the Pricing Date, containing the Offer Price, the size of the Offer and certain other information
Public Issue Account	An account opened with the Banker to the Offer to receive monies from the Escrow Account and from the ASBA Accounts on the Designated Date
QIB Category	The portion of the Offer being such number of Equity Shares to be Allotted to QIBs on a proportionate basis
Qualified Institutional Buyers or QIBs	As defined under SEBI ICDR Regulations, 2009
RTGS	Real Time Gross Settlement
Red Herring Prospectus / RHP	The red herring prospectus issued in accordance with Section 32 of the Companies Act, 2013, which does not have complete particulars of the price at which the Equity Shares are offered and the size of the Offer. The RHP may be filed with the RoC at least three working days before the Bid/Offer Opening Date and may become a Prospectus upon filing with the RoC after the Pricing Date. In case of issues undertaken through the fixed price process, all references to the RHP should be construed to mean the Prospectus
Refund Account(s)	The account opened with Refund Bank(s), from which refunds to Anchor Investors, if any, of the whole or part of the Bid Amount may be made
Refund Bank(s)	Refund bank(s) as disclosed in the RHP/Prospectus and Bid cum Application Form of the Issuer
Refunds through electronic transfer of funds	Refunds through Direct Credit, NEFT, RTGS or ASBA, as applicable
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Registered Broker	Stock Brokers registered with the Stock Exchanges having nationwide terminals, other than the members of the Syndicate
Registrar to the Offer/RTO	The Registrar to the Offer as disclosed in the RHP/Prospectus and Bid cum Application Form
Reserved Category / Categories	Categories of persons eligible for making application/Bidding under reservation portion
Reservation Portion	The portion of the Offer reserved for such category of eligible Bidders/Applicants as provided under the SEBI ICDR Regulations, 2009
Retail Individual Investors/RIIs	Investors who applies or bids for a value of not more than ₹ 200,000 (including



Term	Description
	HUFs applying through their karta and eligible NRIs and does not include NRIs other than Eligible NRIs.
Retail Individual Shareholders	Shareholders of a listed Issuer who applies or bids for a value of not more than ₹ 200,000.
Retail Category	The portion of the Offer being such number of Equity Shares available for allocation to RIIs which shall not be less than the minimum Bid Lot, subject to availability in RII category and the remaining shares to be Allotted on proportionate basis.
Revision Form	The form used by the Bidders, including ASBA Bidders, in an issue through Book Building Process to modify the quantity of Equity Shares and/or bid price indicated therein in any of their Bid cum Application Forms or any previous Revision Form(s)
RoC	The Registrar of Companies
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992
SEBI ICDR Regulations, 2009	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
Self Certified Syndicate Bank(s) or SCSB(s)	A bank registered with SEBI, which offers the facility of ASBA and a list of which is available on <a href="http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html">http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html</a>
Specified Locations	Bidding centres where the Syndicate shall accept Bid cum Application Forms, a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in">http://www.sebi.gov.in</a> and updated from time to time
Stock Exchanges / SE	The stock exchanges as disclosed in the RHP/Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Offer are proposed to be listed
Syndicate	The Book Running Lead Manager(s) and the Syndicate Member
Syndicate Agreement	The agreement to be entered into among the Issuer, and the Syndicate in relation to collection of Bid cum Application Forms by Syndicate Members
Syndicate Member(s) / SM	The Syndicate Member(s) as disclosed in the RHP/Prospectus
Underwriters	The Book Running Lead Manager(s) and the Syndicate Member(s)
Underwriting Agreement	The agreement amongst the Issuer, and the Underwriters to be entered into on or after the Pricing Date
Working Day	Any day, other than 2nd and 4th Saturday of the month, Sundays or public holidays, on which commercial banks in Mumbai are open for business, provided however, with reference to (a) announcement of Price Band; and (b) Bid/Offer Period, “Working Days” shall mean all days, excluding Saturdays, Sundays and public holidays, which are working days for commercial banks in India.

## RESTRICTION ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are FIPB and the RBI.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“DIPP”), issued consolidated FDI Policy, which with effect from August 28, 2017 consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect as on August 28, 2017. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, the Consolidation FDI Policy will be valid until the DIPP issues an updated circular.

The transfer of shares by an Indian resident to a Non-Resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the Consolidated FDI Policy and transfer does not attract the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI/RBI.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue.

**The Equity Shares offered in the Issue have not been and will not be registered under the Securities Act, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold (i) within the United States to persons reasonably believed to be “qualified institutional investors” (as defined in Rule 144A under the Securities Act) pursuant to Rule 144A under the Securities Act or other applicable exemption under the Securities Act and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and the applicable laws of the jurisdictions where such offers and sales occur.**

**The above information is given for the benefit of the Applicants. Our Company, the Selling Shareholders and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them**

## **SECTION X – MAIN PROVISIONS OF ARTICLE OF ASSOCIATION**

*Capitalised terms used in this section have the meaning that has been given to such terms in the Articles of Association of our Company. Pursuant to Table F in Schedule I of the Companies Act, 2013 and the SEBI Regulations, the main provisions of the Articles of Association of our Company are detailed below:*

*These Articles of Association were adopted in substitution for and to the entire exclusion of the earlier Articles of Association at the Extra-ordinary General Meeting of the Company held on February 12, 2018*

### ***Public Company***

3. The company is a Public Company within the meaning of section 2(71) of the Companies Act, 2013.

### ***Share capital and variation of rights***

4. (i) The Authorized Share Capital of the Company shall be as laid down in Memorandum of Association of the Company.
- (ii) Subject to the provisions of the Companies Act 2013 and the applicable Rules made thereunder, the Company / Board shall have power to issue / allot shares, whether on preferential basis or otherwise, from time to time and the shares shall be under the control of the Directors who may allot or otherwise dispose off the same to such persons, on such terms and conditions and at such times as the Directors think fit.
5. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided:—
- (a) One certificate for all his shares without payment of any charges; or
- (b) Several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.
- (ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
- (iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
6. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.
- (ii) The company may issue new share certificates pursuant to consolidation or sub division of share certificate(s) upon written request received from shareholder together with production and surrender of respective original share certificate(s). Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.
- (iii) The provisions of Articles (5) and (6) shall mutatis mutandis apply to debentures of the company.
7. Except as required by law, no person shall be recognized by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

8. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.
- (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.
- (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
9. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48 and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
- (ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
10. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.
11. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

#### ***Lien***

12. (i) The Company shall have a first and paramount lien—
- (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
- (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

(ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

(iii) The fully paid shares shall be free from all lien and that in the case of partly paid shares the Company's lien shall be restricted to monies called or payable at a fixed time in respect of such shares.

13. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made—

- (a) unless a sum in respect of which the lien exists is presently payable; or
- (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
14. (i) To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof.
- (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

15. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

#### ***Calls on shares***

16. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

(iii) A call may be revoked or postponed at the discretion of the Board.

(iv) The option or right to make call on shares shall not be given to any person except with the sanction of the Company in General Meetings. That is, it may delegate power to make calls on shares subject to approval of the shareholders in a general meeting of the company.

17. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.

18. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

19. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. Per annum or at such lower rate, if any, as the Board may determine.

(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

20. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

21. The Board—

(a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance but shall not confer a right to dividend or to participate in profits.

#### ***Transfer of shares***

22. (i) The Company shall use a Common form of transfer. The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.
- (ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
23. The Board may, subject to the right of appeal conferred by section 58 decline to register—
- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
- (b) any transfer of shares on which the company has a lien.
24. The Board may decline to recognize any instrument of transfer unless—
- (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
- (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- (c) the instrument of transfer is in respect of only one class of shares.
25. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

26. Subject to the provisions of Section 59 of Companies Act, 2013, the Board may decline to register any transfer of Shares on such grounds as it think fit in the benefit of the company (notwithstanding that the proposed transferee be already a Member), but in such case it shall, within two (2) months from the date the instrument of transfer was lodged with the Company, send to the transferee and the transferor notice of the refusal to register such transfer giving reasons for such refusal. Provided that registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever.

### *Transmission of Shares*

27. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the company as having any title to his interest in the shares.
- (ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
28. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—
- (a) to be registered himself as holder of the share; or
- (b) to make such transfer of the share as the deceased or insolvent member could have made.
- (ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
29. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

30. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

### *Forfeiture of Shares*

31. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.
32. The notice aforesaid shall—
- (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
  - (b) State that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
33. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
34. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
- (ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
35. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.
- (ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
36. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.
- (ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of.
- (iii) The transferee shall thereupon be registered as the holder of the share; and



(iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

37. The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

#### *Alteration of Capital*

38. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution. The Authorised Share Capital shall be as per the clause V (a) of Memorandum of Association of the company.

39. Subject to the provisions of section 61, the company may, by ordinary resolution,—

- (a) increase its authorized share capital by such amount as it thinks expedient.
- (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (c) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
- (d) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
- (e) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

40. Where shares are converted into stock,—

- (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

- (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

- (c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.

41. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—

- (a) its share capital;
- (b) any capital redemption reserve account; or
- (c) any share premium account.

#### *Capitalisation of profits*

42. (i) The company in general meeting may, upon the recommendation of the Board resolve—

- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, Securities Premium Accounts or otherwise available for distribution; and
  - (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—
- A. paying up any amounts for the time being unpaid on any shares held by such members respectively;
  - B. paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
  - C. partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
  - D. A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
  - E. The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

43. (i) whenever such a resolution as aforesaid shall have been passed, the Board shall—

- a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and
  - b) Generally do all acts and things required to give effect thereto.
- (ii) The Board shall have power—
- a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
  - b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;
- (iii) Any agreement made under such authority shall be effective and binding on such members.

#### *Dematerialisation of Securities*

44. (i) **For the purpose of this Article:-**

"Beneficial Owner": Beneficial Owner shall have the meaning assigned thereto in section 2(1)(a) of the Depositories Act, 1996.

"Depositories Act": Depositories Act shall mean the Depositories Act, 1996 and includes any statutory modification or re-enactment thereof for the time being in force.

"Depository": Depository shall mean a Depository as defined in section 2(1)(e) of the Depositories Act, 1996.

"Member": Member shall mean a duly registered holder from time to time of the security of the company and includes every person whose name is entered as beneficial owner in the records of the Depository.

"Security": Security shall mean such security as may be specified by SEBI.

(ii) **"Dematerialisation of Securities"**: Notwithstanding anything on the contrary contained in this Article, the company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form and further to rematerialise the securities held on depository pursuant to the Depositories Act, 1996 or any amendment thereof.

(iii) **"Option to hold securities in physical form or with depository"**: Every person holding securities of the company through allotment or otherwise shall have the option to receive and hold the same in the dematerialised form with a depository.

(iv) **"Beneficial Owner may opt out of a Depository"**: Every person holding securities of the company with a depository, being the beneficial owner thereof, may at any time opt out of the depository in the manner provided under the provisions of the Depositories Act and the Rules, if any, prescribed there under and on fulfilment of the conditions prescribed by the company from time to time, company shall issue the relevant security certificates to the beneficial owner thereof.

(v) **"Securities in Depositories to be in fungible form"**: All securities held by a depository shall be dematerialised and shall be in fungible form. Nothing contained in Sections 153, 153A, 153B, 187B, 187C and 372A of the Companies Act, shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.

(vi) **"Rights of depository and beneficial owners"**: A depository shall be deemed to be the registered owner for the purposes of affecting the transfer of ownership of securities on behalf of the beneficial owners and shall not have any voting rights or any other rights in respect of the securities held by it.

(vii) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of securities shall be entitled to all rights and benefits and be subject to all the liabilities in respect of his/her securities, which are held by a depository.

(viii) **"Transfer of securities"**: Transfer of security held in a depository will be governed by the provisions of the Depository Act, 1996. Nothing contained in Section 56 of the Companies Act, 2013 or these Articles shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.

(ix) **"Register and Index of beneficial owners"**: The Register and Index of beneficial owners maintained by a depository under the Depositories Act, 1996 shall be deemed to be the Register and Index of Members and Security holders for the purpose of these Articles.

(x) **"Other matters"**: Notwithstanding anything contained in these Articles, the provision of Depositories Act, 1996 relating to dematerialisation of securities including any modification(s) or re-enactment thereof and Rules/Regulations made there under shall prevail accordingly.

(xi) Notwithstanding anything contained in the Act or the Articles, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the company by means of electronic mode or by delivery of floppies or disks.

#### ***Nomination***

45. Notwithstanding anything contained in Articles, every holder of shares(s) or debenture(s) of the Company may, at any time, nominate, in the prescribed manner, a person to whom these share(s) shall vest in the event of his death and the provisions of Section 109A and Section 109B of the Companies Act, 1956 shall apply in respect of such nomination.

The provisions of this Article shall apply mutatis mutandis to a depository of money with the Company as per the provisions of the Act.

#### ***Buy-Back of Shares***

46. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

### ***General Meetings***

47. All general meetings other than Annual General Meeting shall be called extraordinary general meeting.
48. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.
- (ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

### ***Proceedings at General Meetings***

49. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
50. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
51. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
52. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

### ***Adjournment of Meeting***

53. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

### ***Voting Rights***

54. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—
- (a) on a show of hands, every member present in person shall have one vote; and
- (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
55. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
56. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
- (ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

57. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
58. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
59. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
60. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
- (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

### ***Proxy***

61. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
62. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
63. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

### ***Board of Directors***

64. The minimum number of Directors shall be 3 and maximum number of directors shall be 15.

The First Directors of the Company are:

- I. SHRI. VINOD HARILAL JHAVERI**  
**II. SHRI. YASHWANT HARILAL JHAVERI**  
**III. SHRI. NARENDRA GAJANAN WAGLE**

65. (i) Subject to the provisions of the Act, the Company may pay any remuneration, as determined by the Board of Directors / General Meeting to all or any of its Directors for the services rendered by them / him in day to day management of the affairs of the company or any other type of services, whether professional in nature or not, for any of the purposes of the company, either by a fixed sum on monthly or annual basis and / or perquisites and / or a percentage of the profits or otherwise as may be determined by the Board or the members in General Meeting.

The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

- (ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—
- (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
- (b) in connection with the business of the company.

66. The Board may pay all expenses incurred in getting up and registering the company.
67. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
68. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
69. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
70. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.
- (ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

#### ***Proceedings of the Board***

71. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- (ii) Subject to the Articles herein, a director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
- (iii) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
- (iv) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
72. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
73. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
- (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.
74. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.
75. (i) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
76. A committee may elect a Chairperson of its meetings.
77. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
78. (i) A committee may meet and adjourn as it thinks fit.

(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

79. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
80. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

***Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer***

81. Subject to the provisions of the Act,—

(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

82. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

***Managing Director***

83. The business of the Company may be carried on by the Managing Director(s) who may be appointed by the Board of Directors / members in their General Meeting, from time to time who shall fix the terms, qualifications, remuneration, duties, authorities and powers. The Board may from time to time and subject to the provisions of the Act delegate to the Managing Director(s) such of their powers and duties and subject to such limitations and conditions as they may deem fit. The Board may from time to time, revoke, withdraw, alter or vary all or any of the powers conferred on him or dismiss him from office and appoint another in his place.
84. Subject to the provisions of section 179 and 180 of the Companies Act, 2013, the Managing Director of the Company, if any, shall be empowered to carry on the day to day business affairs of the Company. He shall have the general control, management and superintendence of the business of the Company with power to appoint and to dismiss employees and to enter into contracts on behalf of the Company in the ordinary course of business and to do and perform all other acts, deeds and things which in the ordinary course of business may be considered necessary/proper or in the interest of the Company.

***The Seal***

85. (i) The Board shall provide for the safe custody of the seal.

(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

***Dividends and Reserve***

86. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.



87. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
88. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit.
- (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
89. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.
- (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
- (iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
90. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
91. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
- (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent
92. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
93. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
94. No dividend shall bear interest against the company.
95. No unclaimed Dividend shall be forfeited before the claim becomes barred by law, and unclaimed Dividends shall be dealt with in accordance with the applicable provisions of the Act

#### *Accounts*

96. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.
- (ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

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### ***Winding Up***

97. If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.
98. For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
99. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

### **Indemnity**

100. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

## SECTION XI – OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following contracts which have been entered or are to be entered into by the Company (not being contracts entered into in the ordinary course of business carried on by the Company or contracts entered into more than two years before the date of this Prospectus) which are or may be deemed material have been attached to the copy of the Prospectus delivered to the RoC for registration. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office between 10 a.m. and 5 p.m. on all Working Days from Application/Offer Opening Date until the Application/Offer Closing Date.

#### **A. Material Contracts**

1. Memorandum of Understanding dated February 22, 2018 between our Company, the Selling Shareholder and the Lead Manager and addendum dated March 07, 2018.
2. Memorandum of Understanding dated February 21, 2018 between our Company, the Selling Shareholders and the Registrar to the Offer.
3. Escrow Agreement March 01, 2018 between our Company, the Selling Shareholders, the Lead Manager, Banker to the Offer and the Registrar to the Offer.
4. Market Making Agreement dated February 22, 2018 between our Company, the Lead Manager and the Market Maker and addendum dated March 08, 2018.
5. Underwriting Agreement dated February 22, 2018 between our Company, the Selling Shareholder, the Lead Manager and the Market Maker and addendum dated March 07, 2018.
6. Share Escrow Agreement dated February 28, 2018 between the Selling Shareholders, our Company, the Lead Manager and the Escrow Agent.
7. Tripartite agreement between the NSDL, our Company and the Registrar dated March 07, 2018.
8. Tripartite agreement between the CDSL, our Company and the Registrar dated March 07, 2018.

#### **B. Material Documents**

1. Certified true copies of the Memorandum and Articles of Association of our Company, as amended from time to time.
2. Copy of Certificates of Incorporation of Yasho Industries Limited.
3. Resolution of the Board of Directors meeting dated February 19, 2018 authorizing the Offer.
4. Shareholders' resolution passed at the Extra-Ordinary General Meeting dated February 20, 2018 authorizing the Offer.
5. Peer Review Auditor's report for Restated Financials dated March 09, 2018 included in this Prospectus.
6. The Statement of Tax Benefits dated March 09, 2018 from our Statutory Auditor.
7. Consent of our Directors, Chief Financial Officer, Company Secretary and Compliance Officer, the Selling Shareholders, Statutory Auditor, Peer Review Auditor, Banker to the Company, Banker(s) to the Issue, Lead Manager, Legal Advisor to the Offer, Registrar to the Offer, Share Escrow Agent, Market Maker and Underwriters as referred to in their specific capacities.
8. Due Diligence Certificate(s) dated March 10, 2018 of the Lead Manager to be submitted to SEBI along with the filing of the Prospectus.

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9. Approval from BSE vide letter dated March 09, 2018 to use the name of BSE in this Offer Document for listing of Equity Shares on the SME Platform of the BSE.

Any of the contracts or documents mentioned in this Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

## DECLARATION

We, hereby declare 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 regulations or guidelines issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in the Prospectus 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, each as amended or rules made there under or guidelines / regulations issued, as the case may be. We further certify that all the disclosures and statements made in the Prospectus are true and correct.

### SIGNED BY THE DIRECTORS OF OUR COMPANY:

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**Mr. Parag Jhaveri**  
*Chairman & Managing Director*

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**Mr. Vinod Jhaveri**  
*Whole Time Director*

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**Mr. Yayesh Jhaveri**  
*Whole Time Director*

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**Mrs. Mila Desai**  
*Non-Executive Independent Director*

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**Mr. Hiren Goradia**  
*Non-Executive Independent Director*

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**Mr. Ashok Malaviya**  
*Non-Executive Independent Director*

### SIGNED BY THE CHIEF FINANCIAL OFFICER:

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**Mr. Vinod Jhaveri**  
*Chief Financial Officer*

### SIGNED BY THE COMPANY SECRETARY AND COMPLIANCE OFFICER:

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**Ms. Nekata Jain**  
*Company Secretary and Compliance Officer*

Date:

Place:

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## DECLARATION

The undersigned Selling Shareholder hereby certifies that all statements and undertakings made in this Prospectus about or in relation to them and the Equity Shares being offered by us in the Issue are true and correct, provided however, that the undersigned Selling Shareholder assumed no responsibility for any of the Statements or undertakings made by the Company or any other Selling Shareholders or any expert or any other person(s) in this Prospectus.

### SIGNED BY THE SELLING SHAREHOLDER:

For and on behalf of **Nilesh Vinod Jhaveri (HUF)**  
**Mr. Nilesh Jhaveri, Karta**

\_\_\_\_\_  
Date:

Place:

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## DECLARATION

The undersigned Selling Shareholder hereby certifies that all statements and undertakings made in this Prospectus about or in relation to them and the Equity Shares being offered by us in the Issue are true and correct, provided however, that the undersigned Selling Shareholder assumed no responsibility for any of the Statements or undertakings made by the Company or any other Selling Shareholders or any expert or any other person(s) in this Prospectus.

### SIGNED BY THE SELLING SHAREHOLDER:

For and on behalf of **Vinod Harilal Jhaveri (HUF)**  
**Mr. Vinod Jhaveri, Karta**

\_\_\_\_\_

Date:

Place:



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## DECLARATION

The undersigned Selling Shareholder hereby certifies that all statements and undertakings made in this Prospectus about or in relation to them and the Equity Shares being offered by us in the Issue are true and correct, provided however, that the undersigned Selling Shareholder assumed no responsibility for any of the Statements or undertakings made by the Company or any other Selling Shareholders or any expert or any other person(s) in this Prospectus.

### SIGNED BY THE SELLING SHAREHOLDER:

For and on behalf of **Parag Vinod Jhaveri (HUF)**  
**Mr. Parag Jhaveri, Karta**

\_\_\_\_\_

Date:

Place:

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## DECLARATION

The undersigned Selling Shareholder hereby certifies that all statements and undertakings made in this Prospectus about or in relation to them and the Equity Shares being offered by us in the Issue are true and correct, provided however, that the undersigned Selling Shareholder assumed no responsibility for any of the Statements or undertakings made by the Company or any other Selling Shareholders or any expert or any other person(s) in this Prospectus.

### SIGNED BY THE SELLING SHAREHOLDER:

For and on behalf of **Yayesh Vinod Jhaveri (HUF)**  
**Mr. Yayesh Jhaveri, Karta**

\_\_\_\_\_

Date:

Place:

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### **DECLARATION**

The undersigned Selling Shareholder hereby certifies that all statements and undertakings made in this Prospectus about or in relation to them and the Equity Shares being offered by us in the Issue are true and correct, provided however, that the undersigned Selling Shareholder assumed no responsibility for any of the Statements or undertakings made by the Company or any other Selling Shareholders or any expert or any other person(s) in this Prospectus.

#### **SIGNED BY THE SELLING SHAREHOLDER:**

\_\_\_\_\_ **Mrs. Jigna Jhaveri**

Date:

Place:

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### **DECLARATION**

The undersigned Selling Shareholder hereby certifies that all statements and undertakings made in this Prospectus about or in relation to them and the Equity Shares being offered by us in the Issue are true and correct, provided however, that the undersigned Selling Shareholder assumed no responsibility for any of the Statements or undertakings made by the Company or any other Selling Shareholders or any expert or any other person(s) in this Prospectus.

#### **SIGNED BY THE SELLING SHAREHOLDER:**

\_\_\_\_\_ **Mr. Nilesh Jhaveri**

Date:

Place: