**Prospectus**
Dated: September 18, 2018
*Please read Section 32 of the Companies Act, 2013*
**Fixed Price Issue**

# KRITIKA WIRES LIMITED

Corporate Identity Number: - U27102WB2004PLC098699

Our Company was originally incorporated as "Kritika Wires Private Limited" on May 31, 2004 vide Registration Certificate No. 098699 (CIN U27102WB2004PTC098699) under the provisions of the Companies Act, 1956 with the Registrar of Companies, West Bengal. Subsequently, our Company was converted into a Public Limited Company pursuant to Shareholders Resolution passed at the Extra Ordinary General Meeting of the Company held on April 05, 2018 and the name of our Company was changed from "Kritika Wires Private Limited" to "Kritika Wires Limited" vide a fresh Certificate of Incorporation dated May 03, 2018 having CIN U27102WB2004PLC098699 issued by the Registrar of Companies, Kolkata.

**Registered Office**: 1A, Bonfield Lane Mezanine Floor, Kolkata- 700001, West Bengal, India
**Tel No:** +91-33-40037817 | **E-mail:** compliance@kritikawires.com | **Website:** www.kritikawires.com
**CONTACT PERSON: MR. MAHESH KUMAR SHARMA (COMPANY SECRETARY & COMPLIANCE OFFICER)**
**PROMOTERS OF OUR COMPANY: MR. NARESH KUMAR AGARWAL, MR. HANUMAN PRASAD AGARWAL, ALLTIME SUPPLIERS PRIVATE LIMITED, R.A. COMPTECH INVESTMENT & CONSULTANT PRIVATE LIMITED, MOHTA AGENCIES PRIVATE LIMITED AND BALAJI ELECTRODES PRIVATE LIMITED**

## THE ISSUE

**INITIAL PUBLIC ISSUE OF 48,12,000 EQUITY SHARES OF FACE VALUE OF ₹10 EACH ("EQUITY SHARES") OF KRITIKA WIRES LIMITED ("COMPANY" OR "ISSUER") FOR CASH AT A PRICE OF ₹32 PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹22 PER EQUITY SHARE) ("ISSUE PRICE") AGGREGATING TO ₹ 1539.84 LAKHS ("ISSUE" ) OF WHICH 2,52,000 EQUITY SHARES OF FACE VALUE OF ₹10.00 EACH FOR A CASH PRICE OF ₹32 PER EQUITY SHARE, AGGREGATING TO ₹ 80.64 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER ("MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 45,60,000 EQUITY SHARES OF FACE VALUE OF ₹10.00 EACH AT AN ISSUE PRICE OF ₹ 32 PER EQUITY SHARE AGGREGATING TO ₹ 1459.20 LAKHS (IS HEREINAFTER REFERRED TO AS THE "NET ISSUE"). THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 27.11% AND 25.69%, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, PLEASE REFER TO SECTION TITLED "TERMS OF THE ISSUE" BEGINNING ON PAGE 292 OF THIS PROSPECTUS.**

**THE FACE VALUE OF THE EQUITY SHARES IS ₹10.00 EACH AND THE ISSUE PRICE IS ₹ 32. THE ISSUE PRICE IS 3.2 TIMES OF THE FACE VALUE.**

**THIS ISSUE IS BEING MADE IN TERMS OF CHAPTER XB OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009(THE "SEBI ICDR REGULATIONS"), AS AMENDED. THIS ISSUE IS A FIXED PRICE ISSUE AND ALLOCATION IN THE NET ISSUE TO THE PUBLIC WILL BE MADE IN TERMS OF REGULATION 43(4) OF THE SEBI (ICDR) REGULATIONS, 2009, AS AMENDED. FOR FURTHER DETAILS, PLEASE REFER TO SECTION TITLED "ISSUE RELATED INFORMATION" BEGINNING ON PAGE 292 OF THIS PROSPECTUS.**

In terms of the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015, all potential investors shall participate in the Issue only through an Application Supported by Blocked Amount ("ASBA") process providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to **"Issue Procedure"** on page 301 of this Prospectus. A copy will be delivered for registration to the Registrar of Companies as required under Section 26 of the Companies Act, 2013.

## ELIGIBLE INVESTORS

For details in relation to Eligible Investors, please refer to section titled **"Issue Procedure"** beginning on page 301 of this Prospectus.

## RISK IN RELATION TO THE FIRST ISSUE

This being the first public issue of the Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares of the Company is ₹10.00 per equity share and the Issue Price is 3.2 times of the face value. The Issue Price (will be determined and justified by our Company in consultation with the Lead Manager as stated under the paragraph **'Basis for Issue Price'** on page 93 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 and/or sustained trading in the Equity Shares of our Company or regarding the price at which the Equity Shares will be traded after listing.

## GENERAL RISKS

Investments in equity and equity related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the "Risk Factors" carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of this Prospectus. **Specific attention of the investors is invited to the section titled 'Risk Factors'** beginning on page 16 of this Prospectus.

## ISSUER'S ABSOLUTE RESPONSIBILITY

Our Company have made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus contains all information with regard to our Company and this Issue, which is material in the context of this Issue, 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.

## LISTING

The Equity Shares offered through this Prospectus are proposed to be listed on the SME Platform of National Stock Exchange of India Limited ("NSE") ("NSE EMERGE"). Our Company has received an In-principle approval letter dated August 16, 2018 from NSE for using its name in this offer document for listing of our shares on the SME Platform of NSE. For the purpose of this Issue, the Designated Stock Exchange will be the National Stock Exchange of India Limited.

| LEAD MANAGER TO THE ISSUE | REGISTRAR TO THE ISSUE |
|---|---|
| Hem Securities Ltd | LINKIntime |
| **HEM SECURITIES LIMITED**<br>904, A Wing, Naman Midtown, Senapati Bapat Marg,<br>Elphinstone Road, Lower Parel, Mumbai-400013, Maharashtra, India<br>**Tel. No.:** +91- 22- 4906 0000<br>**Fax No.:** +91- 22- 2262 5991<br>**Website:** www.hemsecurities.com<br>**Email:** ib@hemsecurities.com<br>**Investor Grievance Email:** redressal@hemsecurities.com<br>**Contact Person :** Mr. Anil Bhargava<br>**SEBI Regn. No.** INM000010981 | **LINK INTIME INDIA PRIVATE LIMITED**<br>C-101, 1st Floor, 247 Park, LBS Marg,<br>Vikhroli (West), Mumbai- 400083, Maharshtra, India<br>**Tel No.:** +91-22-49186200<br>**Fax No.:** +91-22-49186195<br>**Email:** kritika.ipo@linkintime.co.in<br>**Investor Grievance Email:** kritika.ipo@linkintime.co.in<br>**Website:** www.linkintime.co.in<br>**Contact Person:** Ms. Shanti Gopalkrishnan<br>**SEBI Regn. No.:** INR000004058 |

## ISSUE PROGRAMME

| | |
|---|---|
| **ISSUE OPENS ON:** Wednesday, September 26, 2018 | **ISSUE CLOSE ON:** Monday, October 01, 2018 |

**TABLE OF CONTENTS**


| SECTION | CONTENTS | PAGE NO. |
|---|---|---|
| I | **GENERAL** | |
| | DEFINITIONS AND ABBREVIATIONS | 1 |
| | CERTAIN CONVENTIONS, USE OF FINANCIAL INFORMATION AND MARKET DATA AND CURRENCY OF FINANCIAL PRESENTATION | 12 |
| | FORWARD LOOKING STATEMENTS | 14 |
| II | **RISK FACTORS** | 16 |
| III | **INTRODUCTION** | |
| | SUMMARY OF OUR INDUSTRY | 37 |
| | SUMMARY OF OUR BUSINESS | 39 |
| | SUMMARY OF OUR FINANCIALS | 44 |
| | THE ISSUE | 48 |
| | GENERAL INFORMATION | 49 |
| | CAPITAL STRUCTURE | 57 |
| | OBJECTS OF THE ISSUE | 87 |
| | BASIC TERMS OF ISSUE | 92 |
| | BASIS FOR ISSUEPRICE | 93 |
| | STATEMENT OF TAX BENEFITS | 96 |
| IV | **ABOUT THE COMPANY** | |
| | INDUSTRY OVERVIEW | 98 |
| | OUR BUSINESS | 107 |
| | KEY REGULATIONS AND POLICIES | 135 |
| | HISTORY AND CERTAIN CORPORATE MATTERS | 145 |
| | OUR MANAGEMENT | 149 |
| | OUR PROMOTERAND PROMOTER GROUP | 165 |
| | OUR GROUP COMPANY | 179 |
| | DIVIDEND POLICY | 187 |
| V | **FINANCIAL INFORMATION OF THE COMPANY** | |
| | RESTATED FINANCIAL STATEMENTS | 188 |
| | STATEMENT OF FINANCIAL INDEBTEDNESS | 244 |
| | MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS | 248 |
| VI | **LEGAL AND OTHER INFORMATION** | |
| | OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS | 262 |
| | GOVERNMENT AND OTHER APPROVALS | 271 |
| | OTHER REGULATORY AND STATUTORY DISCLOSURES | 277 |
| VII | **ISSUE RELATED INFORMATION** | |
| | TERMS OF THE ISSUE | 292 |
| | ISSUE STRUCTURE | 298 |
| | ISSUE PROCEDURE | 301 |
| | RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES | 342 |
| VIII | **MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATIONOF OUR COMPANY** | 343 |
| IX | **OTHER INFORMATION** | |
| | MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION | 375 |
| | DECLARATION | 376 |

## SECTION I – GENERAL

## DEFINITIONS AND ABBREVIATIONS

*This Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline or policy shall be to such legislation, act, regulation, rule, guideline or policy, as amended, supplemented or re-enacted from time to time.*

*The words and expressions used in this Prospectus but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made there under.*

*Notwithstanding the foregoing, terms used in of the sections **"Statement of Tax Benefits"**, **"Financial Information of the Company"** and **"Main Provisions of Articles of Association"** on pages 96, 188and 343 respectively, shall have the meaning ascribed to such terms in such sections.*

**General Terms**

| Terms | Description |
|---|---|
| "KWL" "the Company", "our Company" and Kritika Wires Limited | Kritika Wires Limited, a Company incorporated in India under the Companies Act,1956 having its Registered office at 1A, Bonfield Lane Mezanine Floor Kolkata – 700001, West Bengal, India |
| "we", "us" and "our" | Unless the context otherwise indicates or implies, refers to our Company |
| "you", "your" or "yours" | Prospective investors in this Issue |

**Company related terms**

| Term | Description |
|---|---|
| AOA / Articles / Articles of Association | Articles of Association of Kritika Wires Limited, as amended from time to time. |
| Associate Companies | A body corporate in which our company has a significant influence, but which is not a subsidiary of our company and includes a joint venture company. |
| Auditors/ Statutory Auditors | The Auditors of Kritika Wires Limited being M/s S. K. Bhartia & Associates Chartered Accountants, Kolkata |
| Audit Committee | The Committee of the Board of Directors constituted as the Company's Audit Committee in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 |
| Banker to the Company | State Bank of India |
| Board of Directors / the Board / our Board | The Board of Directors of Kritika Wires Limited, including all duly constituted Committees thereof. For further details of our Directors, please refer to section titled ***"Our Management"***beginning on page 149of this Prospectus. |
| CIN | Corporate Identification Number. |
| Chief Financial Officer | The Chief Financial Officer of our Company being Mr. Anand Kumar Sharma |
| Companies Act / Act | The Companies Act, 2013 and amendments thereto. The Companies Act, 1956, to the extent of such of the provisions that are in force. |
| Company Secretary and Compliance Officer | The Company Secretary and Compliance Officer of our Company being Mr. Mahesh Kumar Sharma |
| CSR Committee | The Corporate Social Responsibility committee of our Board constituted in accordance with the Companies Act, 2013 |
| Depositories Act | The Depositories Act, 1996, as amended from time to time. |
| Depositories | National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). |
| DIN | Directors Identification Number. |
| Director(s) / our Directors | The Director(s) of our Company, unless otherwise specified. |

| | |
|---|---|
| Equity Shares | Equity Shares of the Company of Face Value of Rs. 10/- each unless otherwise specified in the context thereof. |
| Equity Shareholders/Shareholders | Persons/ Entities holding Equity Shares of our Company. |
| GIR Number | General Index Registry Number. |
| Group Companies/ Group Company | The word "group companies", wherever they occur, shall include such companies as covered under the applicable accounting standards and also other companies as considered material by the board of the company as disclosed in *"Our Group Companies"* promoted by the Promoter on page 179of this Prospectus. |
| HUF | Hindu Undivided Family. |
| IBC | The Insolvency and Bankruptcy Code, 2016 |
| IFRS | International Financial Reporting Standards |
| Independent Director | An Independent Director as defined under Section 2(47) of the Companies Act, 2013 and the Listing Regulations. |
| Indian GAAP | Generally Accepted Accounting Principles in India |
| ISIN | International Securities Identification Number. In this case being INE00Z501011 |
| IT Act | The Income Tax Act,1961 as amended till date |
| JV/ Joint Venture | A commercial enterprise undertaken jointly by two or more parties which otherwise retain their distinct identities. |
| Key Management Personnel/ KMP | Key Management Personnel of our Company in terms of the SEBI Regulations and the Companies Act, 2013. For details, see section entitled *"Our Management"* on page 149of this Prospectus. |
| Materiality Policy | The policy on identification of group companies, material creditors and material litigation, adopted by our Board on May 07, 2018, in accordance with the requirements of the SEBI (ICDR) Regulations. |
| MOA / Memorandum / Memorandum of Association | Memorandum of Association of Kritika Wires Limited as amended from time to time. |
| Nomination and RemunerationCommittee | The Nomination and Remuneration committee of our Board constituted in accordance the Companies Act, 2013 and the Listing Regulations |
| Non- Executive Director | A Director not being an Executive Director. |
| NRIs / Non-Resident Indians | A person resident outside India, as defined under FEMA Regulation and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000. |
| Peer Review Auditor | Independent Auditor having a valid Peer Review certificate in our case being M/s Mansaka Ravi & Associates, Chartered Accountants, Jaipur |
| 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. |
| Promoters | Shall mean promoters of our Company i.e. Mr. Naresh Kumar Agarwal, Mr. Hanuman Prasad Agarwal, Alltime Suppliers Pvt Ltd, R.A. Comptech Investment & Consultant Pvt Ltd, Mohta Agencies Pvt Ltd and Balaji Electrodes Private Limited. For further details, please refer to section titled*"Our Promoters & Promoter Group"*beginning on page 165of this Prospectus. |
| Promoter Group | Includes such Persons and entities constituting our promoter group covered under Regulation 2(1) (zb) of the SEBI (ICDR) Regulations as enlisted in the section titled *"Our Promoter and Promoter Group"* beginning on page 165 of this Prospectus. |
| RBI Act | The Reserve Bank of India Act, 1934 as amended from time to time. |
| Registered Office of our Company | 1A, Bonfield Lane Mezanine Floor Kolkata West Bengal 700001, India. |
| Reserve Bank of India/RBI | Reserve Bank of India constituted under the RBI Act. |
| Restated Financial Information | The restated financial statements of our Company, which comprises of the restated statement of Assets and Liabilities, the restated statement of profit and Loss account and restated cash flow information for the period ended March 31, 2018, 2017, 2016, 2015& 2014, together with the annexure and notes thereto as disclosed in chapter |

| | |
|---|---|
| | titled *"Financial Information of the Company"* beginning on page 188 of this Prospectus |
| RoC/ Registrar of Companies | Registrar of Companies, Kolkata, West Bengal |
| SEBI | Securities and Exchange Board of India constituted under the SEBI Act, 1992. |
| SEBI Act | Securities and Exchange Board of India Act, 1992, as amended from time to time. |
| SEBI (ICDR) Regulations /ICDR Regulation/ Regulation | SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 issued by SEBI on August 26, 2009, as amended, including instructions and clarifications issued by SEBI from time to time. |
| SEBI Takeover Regulations or SEBI (SAST) Regulations | Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time. |
| SEBI (Venture Capital) Regulations | Securities Exchange Board of India (Venture Capital) Regulations, 1996 as amended from time to time. |
| SEBI Insider Trading Regulations | The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time. |
| SEBI Listing Regulations, 2015/SEBI Listing Regulations/Listing Regulations/SEBI (LODR) | The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time. |
| SICA | Sick Industrial Companies (Special Provisions) Act, 1985. |
| Stakeholder's Relationship Committee | Stakeholder's relationship committee of our Company constituted in accordance with Regulation 20 of the SEBI (LODR) Regulations and Companies Act, 2013 |
| Stock Exchange | Unless the context requires otherwise, refers to, National Stock Exchange of India |
| Sub- Account | Sub- accounts registered with SEBI under the Securities and Exchange Board of India (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals. |
| Subscriber to MOA | Initial Subscribers to MOA & AOA being Mr. Anil Kumar Mittal and Mr. Sanjeev Binani |
| Unit I of our Company | Sankrail Industrial Park, DAG No. 462,463 Khatian No. 297, Jangalpur,Mouza-Bhagwatipur, Howrah,West Bengal |
| Unit II of our Company | Sankrail Industrial Park, DAG No. 469,470,472, 483,484,485,486,487,488 Khatian No.1188,891,147,520/1,1326,448 Jangalpur, Mauza- Bhagwatipur, Howrah, West Bengal |

**Issue Related Terms**

| Terms | Description |
|---|---|
| Allotment/Allot/Allotted | Unless the context otherwise requires, means the allotment of Equity Shares, pursuant to the Issue to the successful applicants. |
| Acknowledgement Slip | The slip or document issued by the Designated Intermediary to an applicant as proof of registration of the Application. |
| Allotment Advice | Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchanges |
| Allottee (s) | A successful applicant to whom the Equity Shares are allotted. |
| Applicant/ Investor | Any prospective investor who makes an application pursuant to the terms of the Prospectus and the Application form. |
| Application Amount | The amount at which the Applicant makes an application for the Equity Shares of our Company in terms of Prospectus. |
| Application Form | The form, whether physical or electronic, used by an Applicant to make an application, which will be considered as the application for Allotment for purposes of this Prospectus. |
| Application Supported by Block Amount (ASBA) | An application, whether physical or electronic, used by all applicants to make an application authorizing a SCSB to block the application amount in the ASBA Account maintained with the SCSB. |

| | |
|---|---|
| | Pursuant to SEBI Circular dated November 10, 2015 and bearing Reference No. CIR/CFD/POLICYCELL/11/2015 which shall be applicable for all public issues opening on or after January 01, 2016, all the investors shall apply through ASBA process only. |
| ASBA Account | Account maintained by the ASBA Investor with an SCSB which will be blocked by such SCSB to the extent of the Application Amount of the ASBA Investor. |
| ASBA Application Location (s)/ Specified Cities | Cities as specified in the SEBI Circular No. CIR/CFD/DIL/1/2011 dated April 29, 2011, namely, Ahmedabad, Bangalore, Baroda (Vadodara), Chennai, Delhi, Hyderabad, Jaipur, Kolkata, Mumbai, Pune, Rajkot and Surat |
| Banker to the Issue | Banks which are clearing members and registered with SEBI as Bankers to an Issue and with whom the Public Issue Account will be opened, in this case being Indusind Bank Limited. |
| Banker to the Issue Agreement | Agreement dated September 14, 2018 entered into amongst the Company, Lead Manager, the Registrar and the Banker of the Issue. |
| Basis of Allotment | The basis on which the Equity Shares will be Allotted to successful applicants under the issue and which is described in the chapter titled ***"Issue Procedure"*** beginning on page 301 of the Prospectus. |
| Broker Centers | Broker centres notified by the Stock Exchanges, where the investors can submit the Application Forms to a Registered Broker. The details of such Broker Centers, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchange. |
| Business Day | Monday to Friday (except public holidays). |
| CAN or Confirmation of Allocation Note | The Note or advice or intimation sent to each successful Applicant indicating the Equity which will be allotted, after approval of Basis of Allotment by the designated Stock Exchange. |
| Client Id | Client Identification Number maintained with one of the Depositories in relation to demat account |
| Collecting Depository Participants or CDPs | A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI |
| Controlling Branches of the SCSBs | Such branches of the SCSBs which coordinate with the LM, the Registrar to the Issue and the Stock Exchange. |
| Demographic Details | The demographic details of the applicants such as their Address, PAN, name of the applicants father/husband, investor status, Occupation and Bank Account details. |
| Depository / Depositories | A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as amended from time to time, being NSDL and CDSL. |
| Designated Date | On the Designated Date, the amounts blocked by SCSBs are transferred from the ASBA Accounts to the Public Issue Account and/ or unblocked in terms of the Prospectus |
| Designated SCSB Branches | Such branches of the SCSBs which shall collect the ASBA Application Form from the Applicant and a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes. Recognized-Intermediaries or at such other website as may be prescribed by SEBI from time to time |
| Designated CDP Locations | Such locations of the CDPs where Applicant can submit the Application Forms to Collecting Depository Participants.<br>The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange i.e. www.nseindia.com |
| Designated RTA Locations | Such locations of the RTAs where Applicant 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 i.e. www.nseindia.com |
| Designated Intermediaries/Collecting Agent | An SCSB's with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Stock Broker registered with recognized Stock Exchange, a Depositary Participant, a registrar to an issue and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for this activity) |

| | |
|---|---|
| Designated Market Maker | Hem Finlease Private Limited |
| Designated Stock Exchange | National Stock Exchange of India (SME Exchange) ("NSE EMERGE") |
| DP | Depository Participant |
| DP ID | Depository Participant's Identity Number |
| Draft Prospectus | Draft prospectus dated May 28, 2018 issued in accordance with Section 32 of the Companies Act, 2013. |
| Eligible NRI | A Non Resident Indian in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom this Prospectus will constitute an invitation to subscribe for the Equity Shares. |
| Equity Shares | Equity Shares of our Company of face value ₹10 each |
| Electronic Transfer of Funds | Refunds through ECS, NACH, NEFT, Direct Credit or RTGS as applicable. |
| Eligible QFIs | QFIs from such jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to purchase the Equity shares issued thereby and who have opened demat accounts with SEBI registered qualified depositary participants. |
| FII/ Foreign Institutional Investors | Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India. |
| First/ Sole Applicant | The Applicant whose name appears first in the Application Form or Revision Form. |
| Foreign Venture Capital Investors | Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000. |
| FPI / Foreign Portfolio Investor | A Foreign Portfolio Investor who has been registered pursuant to the of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended |
| General Information Document (GID) | The General Information Document for investing in public issues prepared and issued in accordance with the circulars (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 notified by the SEBI. |
| HSL | Hem Securities Limited. |
| Issue Agreement | The Agreement dated May 16, 2018 between our Company and LM |
| IPO | Initial Public Offering. |
| Issue/Public Issue/Issue size/Initial Public Issue/Initial Public Offer/Initial Public Offering/ IPO | The Public Issue 48,12,000 Equity shares of ₹10/- each at issue price of ₹ 32/-per Equity share aggregating to ₹1539.84 Lacs |
| Issue Closing Date | The date after which the Lead Manager, Syndicate Member, Designated Branches of SCSBs and Registered Brokers will not accept any Application for this Issue, which shall be notified in a English national newspaper, Hindi national newspaper and a regional newspaper each with wide circulation as required under the SEBI (ICDR) Regulations. In this case being Monday, October01, 2018 |
| Issue Opening Date | The date on which the Lead Manager, Syndicate Member, Designated Branches of SCSBs and Registered Brokers shall start accepting Application for this Issue, which shall be the date notified in an English national newspaper, Hindi national newspaper and a regional newspaper each with wide circulation as required under the SEBI (ICDR) Regulations. In this case being Wednesday, September 26, 2018 |
| Issue Period | The period between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants can submit their Applications. |
| Issue Price | The Price at which the Equity Shares are being issued by our Company under this Prospectus being ₹32/- per equity share. |
| Issue Proceeds | Proceeds to be raised by our Company through this Issue, for further details please refer chapter titled ***"Objects of the Issue"*** beginning on page 87 of the Prospectus |

| | |
|---|---|
| Listing Agreement | The Equity Listing Agreement to be signed between our Company and National Stock Exchange of India Limited (NSE) |
| LM/Lead Manager | Lead Manager to the Issue, in this case being Hem Securities Limited (HSL). |
| Lot Size | 4000 Equity Shares |
| Market Maker | Member Brokers of NSE who are specifically registered as Market Makers with the NSE Emerge Platform. In our case, Hem Finlease Private Limited is the sole Market Marker |
| Market Making Agreement | The Market Making Agreement dated September 13, 2018between our Company, Lead Manager and Market Maker, Hem Finlease Private Limited |
| Market Maker Reservation Portion | The reserved portion of 2,52,000 Equity Shares of ₹10 each at an Issue price of ₹32/- each aggregating to ₹80.64Lakhs to be subscribed by Market Maker in this issue. |
| Mutual Funds | A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time |
| Net Issue | The Issue (excluding the Market Maker Reservation Portion) of 45,60,000 equity Shares of ₹10 each at a price of ₹32/-per Equity Share (the "Issue Price"), including a share premium of ₹22/-per equity share aggregating to ₹ 1459.20 (In lacs). |
| Net Proceeds | The Issue Proceeds received from the fresh Issue excluding Issue related expenses. For further information on the use of Issue Proceeds and Issue expenses, please refer to the section titled ***"Objects of the Issue"*** beginning on page 87 of this Prospectus. |
| Non-Institutional Investors | Investors other than Retail Individual Investors, NRIs and QIBs who apply for the Equity Shares of a value of more than ₹2,00,000/- |
| Other Investor | Investors other than Retail Individual Investors. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for. |
| Overseas Corporate Body/ OCB | Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Issue. |
| Prospectus | The prospectus, filed with the RoC in accordance with the provisions of Section 32 of the Companies Act, 2013, containing, *inter alia*, the Issue Price will be determined before filing the Prospectus with RoC |
| Public Issue Account | Account opened with the Bankers to the Issue to receive monies from the SCSBs from the bank account of the Applicant, on the Designated Date. |
| Qualified Institutional Buyers/ QIBs | A Mutual Fund, Venture Capital Fund and Foreign Venture Capital Investor registered with the SEBI, a foreign institutional investor and sub-account (other than a sub-account which is a foreign corporate or foreign individual), registered with SEBI; a public financial institution as defined in Section 2(72) of the Companies Act, 2013; a scheduled commercial bank; a multilateral and bilateral development financial institution; a state industrial development corporation; an insurance company registered with the Insurance Regulatory and Development Authority; a provident fund with minimum corpus of ₹ 25.00 Crore; a pension fund with minimum corpus of ₹25.00 Crore; National Investment Fund set up by resolution No. F. No. 2/3/2005 – DDII dated November 23, 2005 of the Government of India published in the Gazette of India, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India and systemically important non-banking financial companies. |
| Registrar/ Registrar to the Issue/ RTA/ RTI | Registrar to the Issue being Link Intime India Private Limited |
| Registrar Agreement | The agreement dated May 16, 2018 entered into between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue. |
| Registered Broker | Individuals or companies registered with SEBI as "Trading Members"(except Syndicate/Sub-Syndicate Members) who hold valid membership of either BSE or NSE having right to trade in stocks listed on Stock Exchanges, through which investors can |

| | |
|---|---|
| | buy or sell securities listed on stock exchanges, a list of which is availableon http://www.nseindia.com/membership/content/cat_of_mem.htm |
| Regulations | SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009 as amended from time to time. |
| Reserved Category/ Categories | Categories of persons eligible for making application under reservation portion. |
| Reservation Portion | The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI (ICDR) Regulations, 2009. |
| 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. |
| Revision Form | The form used by the Applicants to modify the quantity of Equity Shares or the Application Amount in any of their Application Forms or any previous Revision Form(s). |
| Registrar and Share Transfer Agents or RTAs | Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 DATED November 10, 2015 issued by SEBI. |
| SEBI SAST / SEBI (SAST) Regulations | SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended |
| SEBI Listing Regulations | Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 |
| Self Certified Syndicate Bank(s) / SCSB(s) | Banks which are registered with SEBI under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994 and offer services of ASBA, including blocking of bank account, a list of which is availablehttp://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes |
| SME Exchange | SME Platform of the NSE i.e. NSE EMERGE |
| SEBI(PFUTP) Regulations/PFUTP Regulations | SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003 |
| Transaction Registration Slip/ TRS | The slip or document issued by the 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 | The LM who has underwritten this Issue pursuant to the provisions of the SEBI (ICDR) Regulations and the Securities and Exchange Board of India (Underwriters) Regulations, 1993, as amended from time to time. |
| Underwriting Agreement | The Agreement dated September 13, 2018 entered between the Underwriters, Hem Securities Limitedand our Company. |
| U.S. Securities Act | U.S. Securities Act of 1933, as amended |
| Venture Capital Fund | Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India. |
| Working Day | Any day, other than Saturdays or Sundays, on which commercial banks in India are open for business, provided however, for the purpose of the time period between the Issue Opening Date and listing of the Equity Shares on the Stock Exchanges, "Working Days" shall mean all trading days excluding Sundays and bank holidays in India in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016. |

**Technical and Industry Related Terms**

| Term | Description |
|---|---|
| AAC | All Aluminium Conductor |
| AAAC | All Aluminium Alloy Conductor |
| AACSR | Aluminium Alloy Conductor steel-reinforced |
| ACSR | Aluminum conductor steel-reinforced |
| AC | Alternating Current |
| AB | Aerial Bunched |
| AEs | Advanced Economies |

| | |
|---|---|
| BIS | Bureau of Indian Standards |
| BTG | Boilers, Turbines And Generators |
| BIS | Bureau of Indian Standards |
| CAGR | Compound Annual Growth Rate |
| CSP | Chloro - Sulphoneted Polyethelene |
| DC | Direct Current |
| CE | Conformité Européene |
| CPRI | Central Power Research Institute |
| EMDEs | Emerging Market and Developing Economies |
| EEPC | Engineering Export Promotion Council |
| EPR | Ethylene Propelene Rubber |
| ERDA | Electrical Research and Development Association |
| FR | Fire Retardant |
| FRLS | Fire Retardant Low Smoke |
| GDP | Gross Domestic Product |
| GI Strip | Galvanised Iron Strip |
| GI Wire | Galvanised Iron Wire |
| GMS | Grams |
| GVA | Gross Value Added |
| GW | GigaWatt |
| HR | Heat Resistant |
| Hrs | Hours |
| HT | High Tension |
| HDPE | High Density Poly Ethelyne |
| ICT | Information, Communications And Technology |
| IDTL | Industrial Development & Testing Laboratory |
| ISO | International Organization for Standardization |
| IEC | Import Export Code |
| IEEMA | Indian Electrical & Electronics Manufacturers' Association |
| KG | Kilo-gram |
| KV | Kilo-volts |
| KVA | Kilovolt-ampere |
| LDPE | Low-Density Polyethylene |
| LSI | Large-Scale Integration |
| LT AB | LT Aerial Bunch |
| LV | Low Voltage |
| MCA | Ministry of Corporate Affairs |
| MSME | Micro, Small and Medium Enterprises |
| MT | Metric Ton |
| Mm | Millimeter |
| MV | Medium Voltage |
| Nos | Numbers |
| NABL | National Accreditation Board for Testing and Calibration Laboratories |
| NSIC | National Small Industries Corporation |
| NTH | National Test House |
| PC | Prestressed Concrete |
| PVC | Polyvinyl Chloride |
| PE | Polyethylene |
| RCC | Rajasthan Chamber of Commerce & Industry |
| SSI | Small Scale Integration |
| SWG | Standard Wire Gauge |
| SWOT | Strengths, Weakness, Opportunities and Threats |
| VIR | Vulcanized India Rubber |

| | |
|---|---|
| XLPE | Cross linked poly Ethylene |

**ABBREVIATIONS**

| Abbreviation | Full Form |
|---|---|
| ₹/ Rs./ Rupees/ INR | Indian Rupees |
| A/c | Account |
| ACS | Associate Company Secretary |
| AGM | Annual General Meeting |
| AOA | Articles of Association |
| Approx | Approximately |
| Arbitration Act | Arbitration and Conciliation Act, 1996 |
| AS | Accounting Standards as issued by the Institute of Chartered Accountants of India |
| ASBA | Applications Supported by Blocked Amount |
| AY | Assessment Year |
| B. Com | Bachelor of Commerce |
| BG/LC | Bank Guarantee / Letter of Credit |
| BIFR | Board for Industrial and Financial Reconstruction |
| BSE | BSE Limited (formerly known as Bombay Stock Exchange Limited) |
| CAGR | Compounded Annual Growth Rate |
| CDSL | Central Depository Services (India) Limited |
| CFO | Chief Financial Officer |
| CSO | Central Statistics Office |
| CMRI | Central Mining Research Institute |
| CIN | Company Identification Number |
| CIT | Commissioner of Income Tax |
| C.P.C. | Code of Civil Procedure, 1908 |
| CS & CO | Company Secretary & Compliance Officer |
| CSR | Corporate Social Responsibility |
| CST | Central Sales Tax |
| DIN | Director Identification Number |
| DP | Depository Participant |
| DIPP | Department of Industrial Policy and Promotion, Ministry of Commerce, Government of India |
| ECS | Electronic Clearing System |
| ESI Act | Employees State Insurance Act, 1948 |
| EOGM | Extraordinary General Meeting |
| EMDEs | Emerging Market and Developing Economies |
| EXIM/ EXIM Policy | Export – Import Policy |
| 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 |
| FIPB | Foreign Investment Promotion Board |
| FY / Fiscal / Financial Year | Period of twelve months ended March 31 of that particular year, unless otherwise stated |
| GDP | Gross Domestic Product |
| GoI/Government | Government of India |
| HUF | Hindu Undivided Family |

| | |
|---|---|
| I.T. Act | Income-tax Act, 1961, as amended from time to time |
| ICSI | Institute of Company Secretaries Of India |
| ICAI | The Institute of Chartered Accountants of India |
| ICWAI | The Institute of Cost Accountants of India |
| IFRS | International Financial Reporting Standards |
| IPO | Initial Public Offering |
| ISIN | International Securities Identification Number |
| KMP | Key Managerial Personnel |
| Merchant Banker | Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 |
| MoF | Ministry of Finance, Government of India |
| MOU | Memorandum of Understanding |
| NA | Not Applicable |
| NAV | Net Asset Value |
| NACH | National Automated Clearing House |
| Networth | The aggregate of paid up Share Capital and Share Premium account and Reserves and Surplus(Excluding revaluation reserves) as reduced by aggregate of Miscellaneous Expenditure(to the extent not written off) and debit balance of Profit & Loss Account |
| N.I. Act | Negotiable Instruments Act, 1881 |
| NRE Account | Non Resident External Account |
| NRIs | Non Resident Indians |
| NRO Account | Non Resident Ordinary Account |
| NSE | National Stock Exchange of India |
| NSDL | National Securities Depository Limited |
| OCB | Overseas Corporate Bodies |
| OECD | Organisation for Economic Co-operation |
| p.a. | per annum |
| P/E Ratio | Price/Earnings Ratio |
| PAC | Persons Acting in Concert |
| PAN | Permanent Account Number |
| PAT | Profit After Tax |
| PLR | Prime Lending Rate |
| RBI | The Reserve Bank of India |
| ROE | Return on Equity |
| RONW | Return on Net Worth |
| Rs. or ₹ | 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 |
| Sec./ S. | Section |
| Securities Act | U.S. Securities Act of 1933, as amended |
| SME | Small and Medium Enterprises |
| STT | Securities Transaction Tax |
| TAN | Tax Deduction Account Number |
| TIN | Taxpayers Identification Number |
| US/United States | United States of America |
| USD/ US$/ $ | United States Dollar, the official currency of the Unites States of America |
| VCF / Venture Capital Fund | Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India. |
| WDV | Written Down Value |
| WTD | Whole Time Director |

| | |
|---|---|
| w.e.f. | With effect from |

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

Notwithstanding the foregoing, terms in "***Main Provisions of the Articles of Association", "Statement of Tax Benefits"***, ***"Industry Overview", "Key Industry Regulations and Policies"***, ***"Financial Information of the Company"***, **"*Outstanding Litigation and Material Developments"*** and ***"Issue Procedure"***, will have the meaning ascribed to such terms in these respective sections.

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

**Certain Conventions**

All references in the Prospectus to "India" are to the Republic of India.

In this Prospectus, the terms "we", "us", "our", the "Company", "our Company", "Kritika Wires Limited", and "KWL", and, unless the context otherwise indicates or implies, refers to Kritika Wires Limited. In this Draft Prospectus, unless the context otherwise requires, all references to one gender also refers to another gender and the word "Lac / Lakh" means "one hundred thousand", the word "million (mn)" means "Ten Lac / Lakh", the word "Crore" means "ten million" and the word "billion (bn)" means "one hundred crore". In this Prospectus, any discrepancies in any table between total and the sum of the amounts listed are due to rounding-off.

**Use of Financial Data**

Unless stated otherwise, throughout this Prospectus, all figures have been expressed in Rupees and Lakh. Unless stated otherwise, the financial data in the Prospectus is derived from our financial statements prepared and restated for the financial years ended31st March 2018, 2017, 2016, 2015 and 2014 in accordance with Indian GAAP, the Companies Act and SEBI (ICDR) Regulations, 2009 included under Section titled ***"Financial Information of the Company"*** beginning on page 188of this Prospectus. Our Company does not have any Subsidiary Company. Accordingly, financial information relating to us is presented on Standalone basis only. Our fiscal year commences on April 1 of every year and ends on March 31st of every next year.

There are significant differences between Indian GAAP, the International Financial Reporting Standards ("IFRS") and the Generally Accepted Accounting Principles in the United States of America ("**U.S. GAAP**"). Accordingly, the degree to which the Indian GAAP financial statements included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practice and Indian GAAP. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Prospectus should accordingly be limited. We have not attempted to explain those differences or quantify their impact on the financial data included herein, and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

Any percentage amounts, as set forth in ***"Risk Factors"***, ***"Our Business"***, ***"Management's Discussion and Analysis of Financial Condition and Results of Operations"*** and elsewhere in the Prospectus unless otherwise indicated, have been calculated on the basis of the Company's restated financial statements prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Review Auditor, set out in section titled ***"Financial Information of the Company"*** beginning on page 188of this Prospectus.

For additional definitions used in this Prospectus, see the section ***"Definitions and Abbreviations"*** on page 1 of this Prospectus. In the section titled ***"Main Provisions of Articles of Association"***, on page 343of the Prospectus defined terms have the meaning given to such terms in the Articles of Association of our Company.

**Use of Industry & Market Data**

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

Although, we believe industry and market data used in the Prospectus is reliable, it has not been independently verified by us or the LM or any of their affiliates or advisors. Similarly, internal Company reports and data, while believed by us to be reliable, have not been verified by any independent source. There are no standard data gathering methodologies in the industry in which we conduct our business and methodologies and assumptions may vary widely among different market and industry sources.

In accordance with the SEBI (ICDR) Regulations, the section titled ***"Basis for Issue Price"*** on page 93of the Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the LM, have independently verified such information.

**Currency of Financial Presentation**

All references to "Rupees" or "INR" or "₹" are to Indian Rupees, the official currency of the Republic of India. Except where specified, including in the section titled ***"Industry Overview"*** throughout the Prospectus all figures have been expressed in Lakhs.

Any percentage amounts, as set forth in ***"Risk Factors"***, ***"Our Business","Management's Discussion and Analysis of Financial Conditions and Results of Operation"*** on pages 16,107and 248in the Prospectus, unless otherwise indicated, have been calculated based on our restated respectively financial statement prepared in accordance with Indian GAAP.

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

## FORWARD LOOKING STATEMENTS

This Prospectus includes certain "forward-looking statements". We have included statements in the Prospectus which contain words or phrases such as "will", "aim", "is likely to result", "believe", "expect", "will continue", "anticipate", "estimate", "intend", "plan", "contemplate", "seek to", "future", "objective", "goal", "project", "should", "will pursue" and similar expressions or variations of such expressions, that are "forward-looking statements". Also, statements which describe our strategies, objectives, plans or goals are also forward looking statements.

All forward looking statements 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. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

1. Factors affecting Steel Wire Industry;
2. Occurrence of Environmental Problems & Uninsured Losses;
3. Company's ability to successfully implement its growth strategy and expansion plans, and to successfully launch new Products;
4. Disruption in our Manufacturing operations
5. Disruption in supply or increase in prices of Raw Materials;
6. Failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
7. Changes in political and social conditions in India or in countries that we may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or price.
8. General economic and business conditions in the markets in which we operate and in the local, regional and national economies;
9. Effect of lack of infrastructure facilities on our business;
10. Intensified competition in industries/sector in which we operate;
11. Company's ability to successfully implement its growth strategy and expansion plans;
12. Changes in laws and regulations relating to the industries/sector in which we operate;
13. Materialization of the security risks faced by our business;
14. Fluctuations in operating costs;
15. Conflicts of interest with affiliated companies, the promoter group and other related parties;
16. Our ability to effectively manage a variety of business, legal, regulatory, economic, social and political risks associated with our operations;
17. Our relationships with our workforce and the trade unions, as well as changes in the laws and regulations applicable to our business;
18. Failures of our information technology systems and violations of our information technology systems by third parties;
19. Any adverse outcome in the legal proceedings in which we are involved;
20. Our ability to expand our geographical area of operation;

For further discussion of factors that could cause our actual results to differ, see the Section titled ***"Risk Factors"; "Our Business" and"Management's DiscussionandAnalysisofFinancialCondition andResultsofOperations"*** beginning on page 16,107and 248respectively of the Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

There can be no assurance to investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements to be a guarantee of our future performance.

Neither our Company, our Directors, our Officers, Lead Manager and Underwriter nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company 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 permission by the Stock Exchange for the Equity Shares allotted pursuant to this Issue.

## SECTION II: RISK FACTORS

*An investment in Equity Shares involves a high degree of risk. You should carefully consider all the information in this Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. To obtain a better understanding, you should read this section together with* ***"Our Business"*** *and* ***"Management's Discussion and Analysis of Financial Condition and Results of Operations"*** *on pages 107 and 248respectively, as well as the other financial and statistical information contained in this Prospectus. The risks and uncertainties described in this section are not the only risks that we may face. Additional risks and uncertainties not known to us or that we currently believe to be immaterial may also have an adverse effect on our business, results of operations, financial condition and prospects.*

*If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our cash flows, business, financial condition and results of operations could suffer, the price of our Equity Shares could decline, and you may lose all or part of your investment. The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risks where the impact is not quantifiable and hence the same has not been disclosed in such risk factors. Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. Before making an investment decision, investors must rely on their own examination of the Issue and us.*

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

*In this Prospectus, any discrepancies in any table between total and the sums of the amount listed are due to rounding off. Any percentage amounts, as set forth in* ***"Risk Factors"*** *on page 16 and* ***"Management Discussion and Analysis of Financial Condition and Results of Operations"*** *on page 248 respectively of this Prospectus unless otherwise indicated, has been calculated on the basis of the amount disclosed in the* ***"Financial Information of the Company"*** *prepared in accordance with the Indian Accounting Standards.*

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

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

### INTERNAL RISK FACTORS

1. ***Our Company, Promoters and Group Companies are involved in certain legal proceedings and potential litigations. Any adverse decision in such proceedings may render us/them liable to liabilities/penalties/prosecutions and may adversely affect our business and results of operations.***

Our Company, Promoters and Group Companies are currently involved in certain legal proceedings. These legal proceedings are pending at different levels of adjudication before various courts, tribunals, arbitration panels and facilitation councils and government departments. The summary of outstanding litigation in relation to taxationmatters,civil matters, economic offence and actions by regulatory/ statutory authorities against our Company, Promoters and Group Companies have been set out below.

*Litigationsinvolving our Company:-*

| Nature of Litigation | Number of Cases Outstanding | Amount Involved (in Lacs) |
|---|---|---|
| ***By the Company*** | | |
| Taxation Liabilities (Indirect Tax – VAT/CST Cases) | 3 | 159.86 |
| Other Pending Litigation | 5 | 230.98 |

*Litigations involving Promoter:-*

| Nature of Litigation | Number of Cases Outstanding | Amount Involved (in Lacs) |
|---|---|---|
| ***Against the Promoter*** | | |
| Taxation Liabilities (Direct Tax) | 3 | Unascertainable |
| ***Bythe Promoter*** | | |
| Taxation Liabilities (Direct Tax) | 2 | 6.94 |
| Taxation Liabilities (Indirect Tax) | 1 | 21.19 |

*Litigations involving our Group Companies:-*

| Nature of Litigation | Number of Cases Outstanding | Amount Involved (in Lacs) |
|---|---|---|
| ***Against the Group Companies*** | | |
| Taxation Liabilities (Direct Tax) | 1 | Unascertainable |
| ***By the Group Companies*** | | |
| Taxation Liabilities (Direct Tax) | 2 | 3.19 |
| Other Pending Litigation | 4 | 61.18 |

**Amount mentioned to the extent quantifiable. The amount may be subject to additional interest/other charges being levied by the concerned authorities which are unascertainable as on date of this prospectus*

For further details, see ***"Outstanding Litigation and Material Developments"*** beginning on page 262of this Prospectus.

Any adverse decisions in the aforesaid proceedings may have a material effect on our business, future financial performance and results of operations. If the courts or tribunals rule against our Company, our Promoters and Group Companies, we may face monetary and/or reputational losses and may have to make provisions in our financial statements, which could increase our expenses and our liabilities.

***2. Our Company operates under several statutory and regulatory approvals in respect of our operations. Failure to obtain or maintain licenses, registrations, permits and approvals may affect our business and results of operations.***

We are governed by various laws and regulations for our business and operations. We are required, and will continue to be required, to obtain and hold relevant licenses, approvals and permits for doing our business. The approvals, licenses, registrations and permits obtained by us may contain conditions, some of which could be onerous. While we believe that we have obtained the requisite number of approvals, licenses, registrations and permits from the relevant authorities, however we are yet to apply to concerned authorities to make addition in the factory licence obtained by us for Unit II, for additional land acquired in the year 2016, forming pat of Unit II, bearing Dag No 487, 488Sankrail Industrial Park, Jangalpur, Mauza- Bhagwatipur, Howrah, West Bengal, under Factories Act, 1948. Furthermore, for the factory Unit I, our Company does not possess the Factory license under the Factories Act, 1948 and Consent to operate under Water (Prevention and Control of Pollution) Act, 1974 and Air (Prevention and Control of Pollution) Act, 1981, for its operations.

The land at factory Unit I atSankrail Industrial Park, DAG No. 462,463Khatian No. 297, Jangalpur, Mouza- Bhagwatipur, Howrah, West Bengal and factory Unit II at Sankrail Industrial Park, DAG No. 469,470,472, 483,484,485,486,487,488 Khatian No.1188,891,147,520/1,1326,448 Jangalpur, Mauza- Bhagwatipur, Howrah, West Bengal was Sali (agriculture) land at the time of acquisition and was required to be converted to industrial land for setting up of Industries. Our Company had applied for the conversion of all the lands comprising Unit I and Unit II except the land parcels bought in the year 2016, i.e. Dag No 487, 488 vide application for conversion received at the authority's office on September 24, 2004 and October 17, 2006 respectively, however the same has not yet been converted.

We cannot assure you that the approvals, licenses, registrations and permits required will be issued to us and those already issued will not be suspended or revoked in the event of non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. Any denial, suspension or revocation of the approvals, licenses, registrations and permits that has

been or may be issued to us may affect our business and results of operations. Additionally, we will need to apply for renewal of certain approvals, licenses, registrations and permits, which expire or need to update pursuant to conversion of company from private to public Company.
These laws and regulations governing us are increasingly becoming stringent and may in the future create substantial compliance or liabilities and costs. While we endeavour to comply with applicable regulatory requirements, it is possible that such compliance measures may restrict our business and operations, result in increased cost and onerous compliance measures, and an inability to comply with such regulatory requirements may attract penalty. For further details regarding the material approvals, licenses, registrations and permits, which have not been obtained by our Company or are, pending renewal, see ***"Government and Other Approvals"*** on page 271of this Prospectus.

***3. Any shortfall in the supply of our raw material or an increase in raw material costs or other input costs may adversely impact the pricing and supply of our products and have an adverse effect on our business.***

Steel Rods used for manufacturing steel wire and Zinc bars used for galvanizing the steel wires are the main raw material used in our manufacturing process. These raw materials are subject to supply disruptions and are very volatile due to price fluctuations resulting from, domestic and foreign trade policies, shifts in supply and demand, competition and other factors beyond our control. Prices of Steel are connected with commodity markets globally and steel index which is quoted in U.S. Dollars. Any adverse movement in the price of the raw material will impact our cost of production which we may not be able to pass on to the customer which may affect our profitability adversely. Further we usually do not enter into long term supply contracts with any of our raw material suppliers. The absence of long term contracts at fixed prices exposes us to volatility in the prices of raw materials that we require. Our suppliers may be unable to provide us with a sufficient quantity of raw material at a suitable price for us to meet the demand for our products. Additionally there is a risk that one or more of these existing suppliers could discontinue their operations, which could adversely impact our ability to source raw materials at a suitable price and meet our order requirements. Identifying a suitable supplier or any delay, interruption or increased cost in the supply of raw materials pertaining to our products arising from a lack of long-term contracts could have an adverse effect on our ability to meet customer demand for our products and result in lower revenue from operations both in the short and long term.

Further our Company has outstanding dues of trade payables for the Fiscal Years ended 2017-18, 2016-17, 2015-16, 2014-15 and2013-14 for Rs. 3751.52Lakhs, Rs 3530.15 Lakhs, Rs. 4891.02 Lakhs, Rs. 2265.42 Lakhs andRs. 3743.33 Lakhs respectively. For the financial year ended on March31, 2018, our company has material dues exceeding 5% of total trade payables, outstanding to 5 creditors, which constitute of 85.68% of total trade payables of our Company as on March 31, 2018. Any delay in payment to our creditors may impact our long standing relations with our suppliers and may result in stoppage of timely or at all delivery of raw material. Any such disruption would impact the production and overall financial position of our Company.

***4. Our company has not complied with some statutory provisions of the Companies Act. Such non-compliance may attract penalties and prosecution against our Company and its Directors which could impact the financial position and operations of our company to that extent. Moreoverfew of our share transfer deeds are not traceable.***

Our Company has not complied with certain statutory provisions under the Companies Act 1956 /2013, for instance Our Company failed to appoint a full time Company Secretary as required under section 203 of Companies Act, 2013, for the period June 09, 2014 to July 03, 2016. However thereafter Mr. Mahesh Kumar Sharma was appointed as Company Secretary w.e.f July 04, 2016 to till date.

There are some instances where forms are belatedly filed in RoC with requisite additional fees. Our Company had taken loan from HDFC Bank for an amount of Rs. 34.98 Lacs on March 29, 2016. In terms of the Companies Act 2013, our Company was required to make the requisite form filing with the RoC within 30 days from the date of creation of the charge. However, our Company has now made the requisite form filing with the RoC on April 26, 2018 after a delay of around 758 days from the date of creation of charge. Although we have not received any show cause notice for the time lapse, but the matter may be taken before the Regional Director, for condonation of delay by our Company. If any fine is imposed by adjudicating authorities due to the delay of form filing, it will impact the financial position of company.

Our Corporate promoter, R A Comptech Investment & Consultant Private Limited has extended corporate guarantee towards loan facilities taken by our Company. Although our Corporate Promoter made non-compliance of section 185 in the past, a special resolution dated May 08, 2018 for advancing guarantee has been passed pursuant to notification dated May 07, 2018 and the same is now in compliance with the provisions of Companies Act, 2013.

Further, there are certain discrepancies noticed in some of our corporate records relating to forms filed with the Registrar of Companies. For instance, Mr. Naresh Kumar Agarwal was appointed as Additional Director in the Board Meeting dated September 30, 2008 and was regularized in the Annual General Meeting dated, September 30, 2009 however the form 32 for the same was not filed. Our Statutory Auditors, M/s S.K. Bhartia & Associates were appointed for a period of 5 years in the Annual General Meeting dated September 30, 2015, but the form ADT – 1 for the same was inadvertently filed as appointed for 1 year only, however our Company has now effectively filed the form GNL-2 along with the clarification letter for the clerical error, which is yet to be approved from the appropriate authority. Any action taken by any regulatory authorities in future for non-compliance with provisions of company law could impact the operations and financial position of the Company to that extent. Our Company has made some clerical mistakes in documents and forms filed in registrar of Companies, for instance, in Annual Returns filed by our Company in past years, some errors are inadvertently made by our Company in disclosure in respect of share transfers. Additionally, our Company has not complied with some Accounting Standards in the past such as AS-15 and AS-18. However, now the Company has made necessary compliance in the restated financial statements. Also, few of the Share Transfer deeds for transfers made during the FY 2009-10 and 2010-11 are not traceable.

Although no show cause notice have been issued against our Company till date in respect of above, in the event of any cognizance being taken by the concerned authorities in respect of above, actions may be taken against our Company and its directors, in which event the financials of our Company and our directors may be affected.

***5. We do not own the registered office from which we operate. Any withdrawal to use of the premises would have a material adverse effect on our business and results of operations***

We do not own the registered office from which we operate. We have obtainedNo Objection Certificate dated June 10, 2008 from Naresh Kumar Agarwal HUF and Hanuman Prasad Agarwal HUF, being the HUF of the promoters to use the premisewithout any consideration. In case of withdrawal of such NOCor change in the terms and conditions of use that are unfavourable to our Company, we may suffer disruption in our operations or may need to procure new premise which may adversely affect our financials and operations including additional time and cost of relocation. For further details regarding our registered office, please refer to the section titled ***"Our Business"*** on page 107 of this Prospectus.

Further, our Company, our Corporate Promoter, Mohta Agencies Private Limited and our Group Companies namely, Aditi Commodities Private Limited and Classic Electrodes (India) Limited share the common registered office. There is no formal agreement between our Company and such Companies for occupying the office space. Any dispute in future may affect our business relation and results of operation.

***6. In the past our company had submitted for settlement commission U/s 127B of Customs Act, 1962 for non fulfilment of export obligation and has received final adjudication orders in respect of same along with with certain penalty and fines being imposed on the company and its directors by the Settlement Commission and Joint Director General of Foreign Trade. There is no export obligations pending on the company on the date of the prospectus.***

Our company had in the year 2013-2015 availed the benefit of non payment of custom duty without fulfilling the Export obligation against the import of "Hot rolled alloy steel wires rods in colls". The company had received a show cause notice on November 11,2015 in lieu of which the company surrendered to settlement commission of Customs u/s 127B of the Act. Other than the applicable duty along with interest, the Settlement commission has also imposed a fine of Rs. 12,00,000/- on the company, Rs 25,000/- each on the directors,Mr. Naresh Kumar Agarwal, Mr. Sanjeev Binani and Rs 1,20,000 on Mr. Hanuman Prasad Agarwal, for alleged violation of law. The Company had paid the fine imposed by Settlement Commission of Customs vide Demand Draft dated February 23, 2017Further, based on order of the settlement commission, Joint Director of Foreign Trade in a separate proceedings vide its Adjudication Order dated February 27, 2018 has imposed penalty of Rs. 20,00,000/- against the company. The Joint Director of Foreign Trade has held that the company had diverted the imported goods into the local market with consuming the same and also sold the imported goods in convention of the Foreign Trade policy..Further it has filed an appeal dated June 06, 2018 before Additional Director General of Foreign Trade, against the adjudication order dated February 27, 2018 for the penalty of Rs 20,00,000/-. imposed by Joint Director of Foreign Trade.

***7. All our manufacturing facilities are located at Sankrail Industrial Park, Kolkata, West Bengal. Any delay in production at, or shutdown of, or any interruption for a significant period of time, in these facilities may in turn adversely affect our business, financial conditions and results of operations"***

We manufacture our products from our manufacturing facilities which are located at Sankrail Industrial Park, Kolkata, West Bengal. Our success depends on our ability to successfully manufacture and deliver our products to meet our customer demand. Our manufacturing facility is susceptible to damage or interruption or operating risk. Therefore any localized social unrest, terrorists attack, acts of war, earthquake, other natural disaster or breakdown of services or industrial accidents could have material adverse effect on our business and financial condition. Further our manufacturing facility is also subject to operating risk arising from compliance with the directives of relevant government authorities. Therefore any such disruptions will significantly affect the operations of our company which in turn would have a material adverse effect on its business, financial conditions and results ofoperations
.

***8. Substantial portion of our revenues are dependent upon our few clients. The loss of any one or more of our major clients would have a material effect on our business operations and profitability.***

Our sales are ultimately to various corporate and government entities. For the financial year ended March31, 2018, our top ten clients accounted for approximately 54.89% of our revenues from operations. The loss of any of the significant clients would have a material effect on our financial results. We cannot assure you that we can maintain the historical levels of business from these clients/distributors or that we will be able to replace these clients/distributors in case we lose any of them. Furthermore, major events affecting our clients, such as bankruptcy, change of management, mergers and acquisitions could impact our business. If any of our major clients becomes bankrupt or insolvent, we may lose some or all of our business from that client and our receivable from that client would increase and may have to be written off, impacting our income and financial condition.

***9. Our insurance coverage may not be adequate to protect us against all potential losses to which we may be subject and this may have a material effect on our business and financial condition.***

While we maintain insurance coverage, in amounts which we believe are commercially appropriate, including (i) Standard fire and special perils insurance policies, (ii) Burglary Insurance Policy, (iv) Marine Export Insurance Open Policy, (v) Marine Cargo-Open Policy (vi) Relevant vehicle policies (v) Keyman Insurance Policy, we may not have sufficient insurance coverage to cover all possible economic losses, including when the loss suffered is not easily quantifiable. Even if we have made a claim under an existing insurance policy, we may not be able to successfully assert our claim for any liability or loss under such insurance policy.

We h ave not insured our risks pertaining to Machinery Breakdown, Cash in transit and our liabilities that may generate under Employees Compensation Act 1923. The absence of such policies may affect our production facilities to halt, may hinder our operations. Additionally, there may be various other risks and losses for which we are not insured either because such risks are uninsurable or not insurable on commercially acceptable terms. The occurrence of an event for which we are not adequately or sufficiently insured could have an effect on our business, results of operations, financial condition and cash flows.

For further details of our Insurance Policies, please refer section titled ***"Our Business"*** beginning on page 107 of this Prospectus.

***10. Changes in technology or change in customer preference may render our current technologies obsolete or require us to make substantial capital investments or may impact our business, financial condition or results of operations."***

At present we are in the business of manufacturing galvanized steel wires and wire products. Modernization and technology upgradation is essential to deliver the products on time. We believe that we already have updated technology installed in our manufacturing facilities. However, any further upgradation in the technology may render our current technology obsolete and require us to upgrade the existing technology or implement new technology. Further implementing new technology may require us to incur huge capital expenditure which could affect our cash flows and result of operations.

In many applications, steel competes with other materials that may be used as substitutes, such as aluminum, composites, glass, plastic and wood. Any change in customer preference due to competitive pricing or due to Government regulatory initiatives mandating the use of such materials in lieu of steel, whether for environmental or other reasons, as well as the development of other new substitutes for steel products, could significantly reduce market prices and demand for steel wire and wire products and thereby have an adverse effect on our business, financial condition and results of operations.

***11. Our Company's manufacturing activities are labour intensive and depend on availability of labour. In case of unavailability of such labour, our business operations could be affected.Our business operations may be materially & adversely affected by strikes, work stoppages or increased wage demands by our employees.***

Our manufacturing operations are labour intensive and depends on our ability to retain labour, but we cannot guarantee that we may be able to continue with the same on favourable terms or at all. The Labours of our Manufacturing units are associated with two trade unions namely Casual Shramik Union for Manufacturing Unit I and Howrah Metal and Engineering Workers' Union for Manufacturing Unit II. The unions are specifically related to workers for protection of rights of workers under various labour laws applicable to our manufacturing facilities. Although we have not experienced any major disruptions to our business operations due to disputes or other problem with our work force in the past, there can be no assurance that we will not experience such disruptions in the future. Such disruptions may adversely affect our business and results of operations and may also divert the management's attention and result in increased costs. India has stringent labour legislation that protects the interests of workers, including legislation that sets forth detailed procedures for the establishment of unions, dispute resolution and employee removal and legislation that imposes certain financial obligations on employers upon retrenchment. We are also subject to laws and regulations governing relationships with employees/workers, in such areas as minimum wage and maximum working hours, overtime, working conditions, hiring and terminating of employees and work permits. Shortage of skilled personnel or work stoppages caused by disagreements with employees can have an adverse effect on our business and results of operations.

***12. Any delay or default in payment from our customers could result in the reduction of our profits and affect our cash flows.***

Our operations involve extending credit, ranging typically from 90 to 120 days, to our customers in respect of our products. Consequently, we face the risk of the uncertainty regarding the receipt of these outstanding amounts. Accordingly, we had and may continue to have high levels of outstanding receivables. For the Fiscal Years ended 2017-18, 2016-17, 2015-16 & 2014-15& 2013-14 our trade receivables were Rs. 7225.21 Lakhs, Rs 5438.81Lakhs, Rs. 6261.98 Lakhs and Rs. 4562.06 Lakhs and Rs. 4575.88 Lakhs a respectively, which constituted 28.28%, 26.48%, 29.01%, 24.98%and 30.80% respectively of our revenues from operations for the same periods respectively as per restated financial statements. As on March31, 2018, the top ten debtors of our Company,amounting to Rs 3812.53 Lakhs constitute 58.66% of total trade receivables as on that date. For the financial year ended on March31, 2018, our trade receivables outstanding for over six months wereRs 912.41 lakhs which is 12.63% of our total trade receivables for the same period, consequently, we face the risk of the uncertainty regarding the receipt of these outstanding amounts.

***13. One of our Corporate Promoter, All Time Suppliers Private Limited is categorized as High risk financial institution.***

Our Corporate Promoter, All Time Suppliers Private Limited, received Show Cause Notice from Reserve Bank of India dated March 13, 2018 for non-compliance of provisions of Prevention of Money laundering Act, 2002 and Prevention of Money Laundering (Maintenance of Records) Rules, 2005 and the directions and guidelines issued by the RBI under Rule 9 (14) of the PML Rules. The Company was categorized as High Risk Financial Institution because of non-registration of its principal officer with FIU as required under Prevention of Money Laundering Act." Our Company pursuant to receipt of notice for such non-compliance had appointed Mr. Hanuman Prasad Agarwal as principle officer vide application dated April 23, 2018. Any further proceedings pursuant to such application fines could adversely affect the overall operations of the said company and financial conditions and also divert the attention of the management and promoter towards the corporate promoter which could have an adverse affect on our operations and financials

***14. We have experienced negative cash flows in the past. Any such negative cash flows in the future could affect our business, results of operations and prospects.***

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

(Amt ₹in Lacs)

| Particulars | For the financial year ended March 31, | | | | |
|---|---|---|---|---|---|
| | 2018 | 2017 | 2016 | 2015 | 2014 |
| Cash flow from Operating Activities | 534.49 | 1126.30 | 456.83 | 571.04 | 35.26 |
| Cash flow from Investing Activities | (423.04) | (745.76) | (156.20) | (359.85) | (970.55) |

| | | | | | |
|---|---|---|---|---|---|
| Cash flow from Financing Activities | (127.94) | (322.65) | (295.90) | (222.55) | 926.02 |

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 affect our business and financial operations. For further please refer chapter titled ***"Financial Information of the company"*** beginning on page 188 of this Prospectus.

***15. Our Group Company has incurred losses in past and any operating losses in the future could affect the results of operations and financial conditions of our group companies.***

The details of profit and loss of our Group Company in past years are as follows:-

| **Name of the Group Company** | **Profit/ (Loss) for the year ended (Amt ₹ in Lacs)** | | |
|---|---|---|---|
| | **31st March 2018** | **31st March 2017** | **31st March 2016** |
| **Classic Electrodes (India) Limited** | | | |
| Profit before Tax | 178.75 | 93.88 | 143.35 |
| Less: Tax Expenses | (193.56) | (103.54) | (49.70) |
| Profit after Tax | (14.81) | (9.66) | 93.65 |

Any losses could affect the overall operations and financial conditions of the Group. For more information, regarding the Company, please refer chapter titled ***"Our Group Companies"***beginning on page 179 of this Prospectus.

***16. Inventories and trade receivables form a major part of our current assets and net worth. Failure to manage our inventory and trade receivables could have an adverse effect on our net sales, profitability, cash flow and liquidity.***

We are in the business of manufacturing and galvanizing of steel wires. Our Company's business is working capital intensive and hence, inventories and trade receivables form a major part of our current assets and net worth. The results of operations of our business are dependent on our ability to effectively manage our inventory (raw materials and finished goods) and trade receivables.

To effectively manage our inventory, we must be able to accurately estimate customer demand / potential orders and supply requirements and purchase new inventory accordingly. However, if our management misjudges expected customer demand / potential orders, it could cause either a shortage of products or an accumulation of excess inventory. Further, if we fail to convert the inventory we purchase by manufacturing our products, we may be required to write-down our inventory or pay our suppliers without new purchases, or create additional vendor financing, all of which could have an adverse impact on our income and cash flows.

To effectively manage our trade receivables, we must be able to accurately evaluate the credit worthiness of our customers and dealers and ensure that suitable terms and conditions are given to them in order to ensure our continued relationship with them. However, if our management fails to accurately evaluate the credit worthiness of our customers, it may lead to bad debts, delays in recoveries and / or write-offs which could lead to a liquidity crunch, thereby adversely affecting our business and results of operations. A liquidity crunch may also result in case of increased working capital borrowings and, consequently, higher finance cost which will adversely impact our profitability.

***17. Our operations may be adversely affected in case of industrial accidents at our production facility.***

Usage of heavy machinery, handling of materials by labour during production process or otherwise, lifting of materials by humans, cranes, heating processes of the furnace etc. may result in accidents, which could cause injury to our labour, employees, other persons on the site and could also damage our properties thereby affecting our operations.
Therefore, although we take steps to ensure safety, accidents, including human fatalities, may occur and there can be no assurance that our safety measures and the precautions undertaken will be completely effective or sufficient. Further, if we fail to maintain adequate insurance cover in relation to the foregoing, a claim filed by us with our insurer is rejected, a loss occurs, which does not fall under the insurance cover maintained by us, or our claim is subject to any deductible or delay in settlement, amongst other things, our exposure will increase. Any accident at our area of operations could also harm our reputation. Such accidents may have an impact on our business.

***18. We have significant power requirements for continuous running of our factories. Any disruption to our operations on account of interruption in power supply or any irregular or significant hike in power tariffs may have an effect on our business, results of operations and financial condition.***

Our factories and registered office have significant electricity requirements and any interruption in power supply to our factories and offices may disrupt our operations. Our business and financial results may be affected by any disruption of operations. We depend on third parties for all of our power requirements. Further, we have limited options in relation to maintenance of power back-ups such as diesel generator sets and any increase in diesel prices will increase our operating expenses which may impact our business margins.

Since we have significant power consumption, any unexpected or significant increase in its tariff can increase the operating cost of factories and offices. There are limited number of electricity providers in area from where we operate due to which in case of a price hike we may not be able to find a cost-effective substitute, which may negatively affect our business, financial condition and results of operations.

***19. Our operations are subject to high working capital requirements. Our inability to maintain an optimal level of working capital required for our business may impact our operations adversely***

Our business requires significant amount of working capital and major portion of our working capital is utilized towards debtors, inventories and cash and cash equivalents. We have been sanctioned working capital loan of ₹6650 lakhs (including non-fund based limits of ₹2700 lakhs) from State Bank of India and Karnataka Bank in terms of consortium finance. Our growing scale and expansion, if any, may result in increase in the quantum of current assets. Our inability to maintain sufficient cash flow, credit facility and other sourcing of funding, in a timely manner, or at all, to meet the requirement of working capital or pay out debts, could adversely affect our financial condition and result of our operations. Further, we have high outstanding amount due from our debtors which may result in a high risk in case of non-payment by these debtors. In case of any such defaults from our debtors, may affect our business operations and financials.

***20. Our Business is dependent on our Continuing relationship with our Customers, with whom we have not entered into long term arrangements. Further we have been procuring business from Government entities, being various electricity boards in India, which are undertaken through bidding process and failure to procure such tenders on a continuous basis could adversely impact our revenues and profitability.***

We procure business by subscribing and fulfilling of tenders invited by Electricity Boards and other companies and by selling our products to private companies. In case of sales to Government Companies or Electricity Boards, our company bids in the prospective tenders where bidders are scrutinized for technical and financial qualifications. Quality and reliability of the products, competitive bids at which the tenders are subscribed, ability to perform the tenders within time, etc. are some of the major criteria upon which the government companies award the tender. Our Company has long standing business relationships with certain customers and has been supplying to such customers, for several years. We have a strong client base in India and Bangladesh. We have been receiving regular business from B&T Cables Limited, BRB Cable Industries ltd, Bajaj Electricals Ltd, Cabcon India Ltd, Gupta Power Infrastructure Ltd, Larsen & Toubro Limited, Lumino Industries Ltd, Sterlite Power Transmission Ltd, Tata Projects Limited, Apar Industries Limited, Sterlite & Wilson Ltd. etc and from several State Electricity Boards and distribution company like Kerala State Elec. Board ( Distribution Central), West Bengal State Electricity Distribution Co. Ltd, U.P.Power Transmission Corporation Limited, CESC Limited, Madhyanchal Vindyut Vitran Nigam LTD, Teestavalley Power Transmission Ltd.-Bihar, Paschimanchal Vidyut, Vitran Nigam Ltd, Dakshin Gujarat Vij Co. Ltd., Punjab State Power Corporation Ltd., etc. However, we have not entered into any contracts with any of our customers and we cater to them on an order-by-order basis.

As a result, our customers can terminate their relationships with us without any notice, which could materially and adversely impact our business. There is no assurance that we will be able to obtain continuous business, get awarded with tenders every time or at all. The loss of interruption of work, by a significant customer or a number of significant customers or the inability to procure tender contracts on a regular basis or at all may have an adverse effect on our revenues, cash flows and operations.

***21. The Logo used by our Company is currently not registered under Trade Marks Act, 1999. Failure to protect our intellectual property rights may adversely affect our competitive business position, financial condition and profitability.***

Presently, our Company is using logo and the same is not registered in the name of our Company under Trade Marks Act, 1999. Therefore as on date we do not enjoy the statutory provisions that are accorded to a registered trademark. Further, we may not be able to detect any unauthorized use or infringement or take appropriate and timely steps to enforce or protect our intellectual property, nor can we provide any assurance that any unauthorized use or infringement will not cause damage to our business prospects. Thus, we cannot guarantee that the application for registration of our trademark made in future will be allowed. In case we are unable to obtain the registration for the said trademark in our name which is important to retain our brand image, our business revenues and profitability may be impacted.

***22. Our contingent liabilities as stated in our Restated Financial Statements could affect our financial condition.***

Our Contingent liabilities as on March 31, 2018 are ₹2235.09 Lacs. If this contingent liability materializes, fully or partly, the financial condition of our Company could be affected. The details of Contingent Liabilities as on March 31, 2018 are as follows:-

(Rs in Lakhs)

| **Particulars** | **31.03.2018** |
|---|---|
| **Contingent Liabilities** | |
| (a) Claims against the company not acknowledged as debt; | 15.98 |
| (b) Guarantees and LC excluding financial guarantees; | 2115.68 |
| (c) Other money for which the company is contingently liable | 103.43 |
| **Total** | **2235.09** |

For more information, regarding our contingent liabilities, please refer ***"Note 30"*** in chapter titled ***"Financial Information of the Company"*** beginning on page 241 of this Prospectus.

***23. Our Promoters/Directors have provided personal guarantees for loan facilities obtained by our Company, and any failure or default by our Company to repay such loans in accordance with the terms and conditions of the financing documents could trigger repayment obligations on them, which may impact their ability to effectively service their obligations as our Promoters/Directors and thereby, impact our business and operations.***

Mr. Naresh Kumar Agarwal, Promoter, Chairman and Whole Time Director, Mr. Hanuman Prasad Agarwal, Promoter and Managing Director, Mr. Sanjeev Binani, Non-Executive Director have extended personal guarantee towards loan facilities taken by our Company. Further our Corporate promoter, R A Comptech Investment & Consultant Private Limited have extended corporate guarantee towards loan facilities taken by our Company. Any default or failure by us to repay the loans in a timely manner, or at all could trigger repayment obligations of our guarantors in respect of such loans, which in turn, could have an impact on their ability to effectively service their obligations as Promoters/Directors of our Company, thereby having an effect on our business, results of operation and financial condition. Furthermore, in the event that these individuals or companies withdraw or terminate their guarantees, our lenders for such facilities may ask for alternate guarantees, repayment of amounts outstanding under such facilities, or even terminate such facilities. We may not be successful in procuring guarantees satisfactory to the lenders, and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could affect our financial condition and cash flows. For further details, please refer to chapter titled ***"Statement of Financial Indebtedness"*** beginning on page 244 of this Prospectus.

***24. Our Company has taken unsecured loans that may be recalled by the lenders at any time.***

Our Company have availed unsecured loans which may be called by their lenders at any time. As on March 31, 2018 the unsecured loan amounting Rs 925.03 Lacs were due to lenders. In the event that lender seeks a repayment of any such loan, our Company would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all. Also there is no formal agreement with any of our lenders. As a result, any such demand may affect our business, cash flows, financial condition and results of operations. For further details on financing arrangements

entered into by our Company, please refer chapter titled ***"Statement of Financial Indebtedness"*** beginning on page 244of Prospectus.

***25. We are dependent on our Promoters, our senior management and other key personnel, and the loss of, or our inability to attract or retain, such persons could affect our business, results of operations, financial condition and cash flows.***

Our performance depends largely on the efforts and abilities of our senior management and other key personnel, including our Promoters Mr. Naresh Kumar Agarwal and Mr. Hanuman Prasad Agarwal. Our Promoters have rich experience in this line of business and have over the years built relations with suppliers, third party service providers, customers, regulators and other persons who are connected with us and have been actively involved in the day to day operations and management, further we believe that the inputs and experience of our senior management, in particular, and other key personnel are valuable for the development of our business and operations and the strategic directions taken by our Company. For details in relation to the experience of our key management personnel, see ***"Our Management"*** on page 149of this Prospectus. We cannot assure you that these individuals or any other member of our senior management team will not leave us or join a competitor or that we will be able to retain such personnel or find adequate replacements in a timely manner, or at all. We may require a long period of time to hire and train replacement personnel when qualified personnel terminate their employment with our Company. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting employees that our business requires. The loss of the services of such persons may have an effect on our business, results of operations, financial condition and cash flows.

***26. Our Company is subject to risk resulting from foreign exchange rate fluctuations, which could adversely affect our results of operations.***

Our company has both export and import transactions which result in foreign exchange rate fluctuations. The Total Exports of our Company, for the Financial Year 2018, 2017, 2016, 2015, and 2014 approximately ₹1850.46 lakhs, ₹1693.01 lakhs, ₹1521.79 lakhs, ₹854.86 lakhs, and ₹1089.30 lakhs respectively. Further the imports account for the Financial Year 2018, 2017, 2016, 2015 and 2014 are approximately ₹1322.40 lakhs ₹1622.52 lakhs, ₹3687.20 lakhs, ₹1870.41 lakhs and ₹225.95 lakhs respectively. Any change in currency exchange rates influence our Company's results of operations. In addition, depreciation of the Indian Rupee against the other foreign currencies may adversely affect our results of operations by increasing the cost of financing. Any adverse fluctuations in the value of the Indian Rupee against the relevant foreign currencies could affect our result of operation and financials.

***27. Our Group Company namely Gunnayak Commercial Private Limited has not takenregistration from Reserve Bank of India (RBI) as Non-Banking Finance Company (NBFC).***

The total revenue of our Group Company namely Gunnayak Commercial Private Limited comprises of interest income, earned from its financing activities. Although the MOA of the Company does not define it as NBFC, but because of the interest income earned, it by the virtue of definition of NBFC is required to obtain registration from RBI as NBFC Company. However, the said Group Company has not undertaken such registration from RBI. Thus, our Group Company may be subject to regulatory actions by the RBI including the levy of fines or penalties for not taking registration as an NBFC. Any such penalty/fines could adversely affect the overall operations of the group and financial conditions and also divert the attention of the management and promoter towards the group company which could have an adverse affect on our operations and financials. For more information, please refer chapter titled ***"Our Group Companies"*** beginning on page 179 of this Prospectus.

***28. Excessive dependence on the State Bank of India and Karnataka Bank in respect of Consortium Finance obtained by the Company for its working capital requirement.***

Our major fund based and non fund based financial assistance has been sanctioned by way of Consortium Finance obtained from State Bank of India, being the lead banker and Karnataka Bank. The Company is dependent on such facility for its Working Capital requirement (Fund Based and Non-Fund Based Limits) and any default under such arrangement with such lender may create problem for operation of the Company, which may affect the financial stability of the Company. At the same time this may result into difficulty in arranging for funds for re-payment and may also adversely affect the financial position of the Company.

***29. The loss, shutdown or slowdown of operations at any of our facilities or the under-utilization of any such facilities may have a material effect on our results of operations and financial condition.***

Our business and results of operations are dependent on our ability to effectively plan our manufacturing processes and on our ability to optimally utilize our manufacturing capacities for the various industrial components we manufacture. Any disruption to our manufacturing process or the operation of our production facilities may result from various factors beyond our control, including, among others, the following:

- Utility supply disturbances, particularly power supply;
- Forced close down or suspension of our manufacturing facilities due to factors such as breakdown or failure of equipment, performance below expected levels of output or efficiency, facility obsolescence or disrepair, labour disputes such as strikes and work stoppages, natural disasters and industrial accidents;
- Other production or distribution problems, including limitations to production capacity due to regulatory requirements, changes in the types of components produced or physical limitations that could impact continuous supply.

If we fail to take adequate steps to mitigate the potential impact of these events, or to effectively respond to these events if they occur, our business, results of operations and financial condition could be materially affected. Further, we depend upon our suppliers and vendors to provide the necessary equipment and machinery that we need for our continuing operations and maintenance of our facilities, plant and machinery. We cannot assure you that we will be able to continue to obtain equipment on commercially acceptable terms, or at all, or that our vendors will continue to enter into or honor the contracts for their services. Our inability to continue to obtain equipment and enter into contracts with our vendors in a timely manner, or at all, could affect our business and results of operations.

***30. Our Company is dependent on third party transportation providers for the delivery of raw materials/ finished products and any disruption in their operations or a decrease in the quality of their services could affect our Company's reputation and results of operations***

Our Company uses third party transportation providers for delivery of our raw materials and finished products. Though our business has not experienced any disruptions due to transportation strikes in the past, any future transportation strikes may have an adverse effect on our business. These transportation facilities may not be adequate to support our existing and future operations. In addition raw materials/ finished products may be lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. There may also be delay in delivery of products which may also affect our business and results of operation negatively. An increase in the freight costs or unavailability of freight for transportation of our raw materials may have an adverse effect on our business and results of operations.

Further, disruptions of transportation services due to weather-related problems, strikes, lock-outs, inadequacies in the road infrastructure and port facilities, or other events could impair ability to procure raw materials on time. Any such disruptions could materially and adversely affect our business, financial condition and results of operations.

***31. We are subjected to penalties and liquidated damages in case of defaults in the contracts entered into with Government entities. Further we may be liable to terminate such contracts in case of breach of certain terms and conditions.***

We are subjected to penalties or liquidated damages in case of contracts entered into with the Government entities or companies who have sub contracted the turnkey project assignments. Any failures to adhere to a contractually agreed schedule for reasons other than the agreed Force Majure events could result in us being required to pay liquidated damages. Any delay in adhering to a specified delivery schedule or breaching other terms of contract may adversely affect our profitability, working capital requirements, and cash flows and may also lead to termination of contracts in some instances. Further such instances may also affect our ability and chances to be awarded with such tenders in future.

***32. Our lenders have charge over our immovable and movable properties in respect of finance availed by us.***

We have secured our lenders by creating a charge over our movable and immovable properties in respect of loans / facilities availed by us. We have been extended Working Capital loan (Fund Based and Non- Fund Based Limits) from State Bank of Limited in consortium with Karnataka Bank Limited against hypothecation of our Company’s property. In addition, additional charge is created towards Bill Discounting Limit of Rs 1000 Lakhs, sanctioned by Karnataka Bank

Limited. Further we have been extended Vehicle loan from HDFC Bank against hypothecation of car. The total amounts outstanding and payable by us as secured loans were ₹3569.00 Lakhs as on March 31, 2018.

For further information on the financing and loan agreements along with the total amounts outstanding and the details of the repayment schedule, please refer to chapter ***"Statement of Financial Indebtedness"*** beginning on page 244 of this Prospectus.

***33. Relevant copies of educational qualifications of some of our Director are not traceable.***

Relevant copies of the educational qualifications of Mr. Hanuman Prasad Agarwal, Mr. Naresh Kumar Agarwal, Mr. Sanjeev Binani, Mr. Rajesh Kumar Choudhary and Mrs. Radhika Vyas are not traceable. In accordance with the disclosure requirements brief profiles of the Directors are enclosed in the section titled *"**Our Management**"* on page 149.of this Prospectus. However we have relied on affidavits provided by the Director.

***34. Negative publicity with respect to our products or the industry in which we operate could adversely affect our business, financial condition and results of operations.***

Our business is dependent on the trust our customers have in the quality of our products. Any negative publicity regarding us, our products and industry generally could adversely affect our reputation and our results of operations. Challenges to the conflict-free status of Mild Steel Wires used in our industry and sold by us may result in a negative change in consumer attitudes and could result in negative publicity, having a material adverse effect on our business, financial condition and results of operations.

***35. The Present Production capacity installed at our manufacturing unit is not fully utilized***

The installed capacity at our manufacturing unit is not fully utilized. The underutilization of the available capacity can affect our capacity to fully absorb fixed cost and thus may impact our manufacturing efficiency. The underutilization of installed capacity in future may affect profitability due to increase in per unit fixed cost of production. For further details of installed capacity and utilization, please refer to chapter titled "**Our Business**" beginning on page 107 of the Prospectus.

***36. Information relating to our production capacities and the historical capacity utilization of our production facilities included in this Prospectus is based on certain assumptions and has been subjected to rounding off, and future production and capacity utilization may vary.***

Information relating to our production capacities and the historical capacity utilization of our production facilities included in this Prospectus is based on various assumptions and estimates of our management, including proposed operations, assumptions relating to availability and quality of raw materials, assumptions relating to operational efficiencies, as well as assumptions in relation to the average density of products manufactured by us. Actual production levels and utilization rates may differ significantly from the estimated production capacities or historical estimated capacity utilization information of our facilities. Undue reliance should therefore not be placed on our production capacity or historical estimated capacity utilization information for our existing facilities included in this Prospectus. For further information, see the section titled ***"Our Business"*** on page 107 of this Prospectus.

***37. Our business operations may be materially & adversely affected by strikes, work stoppages or increased wage demands by our employees or those of our suppliers.***

The Labours of our Manufacturing units are associated with two trade unions namely Casual Shramik Union for Manufacturing Unit I and Howrah Metal and Engineering Workers' Union for Manufacturing Unit II. The unions are specifically related to workers for protection of rights of workers under various labour laws applicable to our manufacturing facilities. Although we have not experienced any major disruptions to our business operations due to disputes or other problem with our work force in the past, there can be no assurance that we will not experience such disruptions in the future. Such disruptions may adversely affect our business and results of operations and may also divert the management's attention and result in increased costs. India has stringent labour legislation that protects the interests of workers, including legislation that sets forth detailed procedures for the establishment of unions, dispute resolution and employee removal and legislation that imposes certain financial obligations on employers upon retrenchment.. We are also subject to laws and regulations governing relationships with employees/workers, in such areas as minimum wage and maximum working hours, overtime, working conditions, hiring and terminating of employees and work permits.Shortage

of skilled personnel or work stoppages caused by disagreements with employees can have an adverse effect on our business and results of operations.

***38. We sell our products in highly competitive markets and our inability to compete effectively may lead to lower market share or reduced operating margins, and adversely affect our results of operations.***

India is our primary market and we face competition in our business from local as well as nationwide manufacturers of mild steel wires. The products that we sell are of industrial nature, i.e. there are a large number of players manufacturing same or similar products. Thus, competition in these markets is based primarily on demand and price. As a result, to remain competitive in our market, we must continuously strive to reduce our procurement, transportation and distribution costs, improve our operating efficiencies and secure our materials requirements. If we fail to do so, other manufacturers and suppliers of similar products may be able to sell their products at prices lower than our prices, which would have an adverse effect on our market share and results of operations.

We primarily export in Bangladesh market which is equally competitive and we compete with various international manufacturers based on quality, durability and pricing of our products. Further, we cannot assure you that our current or potential competitors will not offer products comparable or superior to our products. Failure to match our product quality and consistency accordingly might have an adverse effect on our operations and financial results.

***39. Our Promoters, together with our Promoter Group will continue to retain majority shareholding in our Company after the Issue, which will enable them to influence the outcome of matters submitted to shareholders for approval.***

The majority of our issued and outstanding Equity Shares are currently beneficially owned by the Promoters and the Promoter Group. Upon completion of the Issue, the Promoters and Promoter Group will own 1,29,40,000 Equity Shares, or 72.89% of our post-Issue Equity Share capital, assuming full subscription of the Issue. Accordingly, the Promoters and the Promoter Group will continue to exercise significant influence over our business policies and affairs and all matters requiring shareholders approval, including the composition of the Board of Directors, the adoption of amendments to our constitutional documents, lending, investments and capital expenditures. This concentration of ownership also may delay, defer or even prevent a change in control of our Company and may make some transactions more difficult or impossible without the support of these stockholders. Our Promoters and the members of our 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.

***40. Compliance with, and changes in, safety, health and environmental laws and regulations may adversely affect our business, prospects, financial condition and results of operations."***

Due to the nature of our business, we expect to be or continue to be subject to extensive and increasingly stringent environmental, health and safety laws and regulations and various labour, workplace and related laws and regulations. We are also subject to environmental laws and regulations, which govern the discharge, emission, storage, handling and disposal of a variety of substances that may be used in or result from the operations of our business. The scope and extent of new environmental regulations, including their effect on our operations, cannot be predicted and hence the costs and management time required to comply with these requirements could be significant. Any non-compliance to such laws and regulations may affect our business, prospects, financial condition and results of operations.

***41. We are subject to certain restrictive covenants in debt facilities provided to us by our lenders.***

We have entered into agreements for availing debt facilities from lenders. Certain covenants in these agreements require us to obtain approval/permission from our lenders in certain conditions. In the event of default or the breach of certain covenants, our lender has the option to make the entire outstanding amount payable immediately. There can be no assurance that we will be able to comply with these financial or other covenants or that we will be able to obtain consents necessary to take the actions that we believe are required to operate and grow our business.

For further details in this regard, please refer to chapter titled **"*Statement of Financial Indebtedness*"** beginning on page 244of this Prospectus.

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

Employee misconduct, errors, frauds, theft and embezzlement could expose us to business risks or losses, including regulatory sanctions, penalties and serious harm to our reputation. Such employee misconduct includes, 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.

***43. Our Company has in the past entered into related party transactions and may continue to do so in the future.***

We have entered into and may in the course of our business continue to enter into transactions specified in the Restated Financial Information contained in this Prospectus with related parties that include our Promoters, Directors, Promoter Group Members and Group Companies. For further details in relation to our related party transactions, see ***"Related Party Transactions"***on page 234of this Prospectus. While we believe that all such transactions have been conducted on an arm's length basis and in the ordinary course of business, there can be no assurance that we could not have achieved more favourable terms had such transactions not been entered into with related parties. Furthermore, it is likely that we may enter into related party transactions in the future. The Companies Act, 2013 has brought into effect significant changes to the Indian company law framework, including specific compliance requirements such as obtaining prior approval from audit committee, the board of directors and shareholders for certain related party transactions. There can be no assurance that such transactions, individually or in the aggregate, will not have a material effect on our financial condition and results of operations.

***44. In addition to normal remuneration, other benefits and reimbursement of expenses some of our Directors are interested in our Company to the extent of their shareholding and dividend entitlement in our Company.***

Some of our Directors are interested in our Company to the extent of their shareholding and dividend entitlement in our Company, in addition to normal remuneration or benefits or reimbursement of expenses taken by the Directors of the Company. We cannot assure you that our Directors 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 affecting our business and results of operations and prospects.

***45. Any Penalty or demand raise by tax authorities in future will affect the financial position of the Company.***

Our Company is mainly engaged in business of manufacturing of mild steel wires and galvanizing of the same, which presently attracts tax liability such as Income Tax, GST and used to attract in the past other taxes like Excise Duty, Sales Tax, Service Tax, and other applicable provision of the Acts. However the Company has been depositing the return under above applicable acts from time to time, but any demand or penalty by concerned authority in future for any previous year and current year will affect the financial position of the Company. For detail, Please refer ***"Outstanding Litigation and Material Development"*** beginning on page 259 of Prospectus. Any such penalty and prosecution arising in future may lead to financial loss to our Company.

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

As on March 31, 2018, we hold investments in Mutual Funds aggregating to Rs. 177.00 lakhs and investment in property aggregating to Rs. 131.30 Lakhs as per Restated Financial Statements. Presently there is no decline in the value of

investments. Furthermore, we have not made any provision for the decline in value of these investments in the restated financial statements for the year ended March 31, 2014. Hence as and when these investments are liquidated, we may book losses based on the actual value we can recover for these investments and if lower than the cost, the same could adversely affect our results of operations.

***47. Obsolescence, destruction, theft, breakdowns of our major plants or machineries or failures to repair or maintain the same may affect our business, cash flows, financial condition and results of operations.***

Obsolescence, destruction, theft or breakdowns of our major plants or machineries may significantly increase our machineries purchase cost and the depreciation of our plants and machineries, as well as change the way our management estimates the useful life of our plants and machineries. In such cases, we may not be able to acquire new plants or machineries or repair the damaged plants or machineries in time or at all, particularly where our plants or machineries are not readily available from the market or require services from original machinery manufacturers. Some of our major machineries or parts may be costly to replace or repair. We may experience significant price increases due to supply shortages, inflation, transportation difficulties or unavailability. Such obsolescence, destruction, theft, breakdowns, repair or maintenance failures or price increases may not be adequately covered by the insurance policies availed by our Company and may have an effect our business, cash flows, financial condition and results of operations

For further details of our Plant and Machineries, please refer to chapter titled ***"Our Business"*** beginning on page 107of the Prospectus.

***48. Our Company has allotted Equity Shares during the preceding one year from the date of the Prospectus which may be lower than the Issue Price.***

Our Company has made the following allotment of fresh Equity Shares to the members of our Company during past 12 months prior to the date of filing of prospectus,

- Bonus Issue of 64,70,000 Equity Shares in the ratio of 1:1 to our existing Equity Shareholders vide Shareholders Special Resolution passed in Extra Ordinary General Meeting of the Company held on March 06, 2018 by capitalization of free reserves.

The Equity Shares allotted to the investors pursuant to this issue may be priced significantly higher due to various factors, including better performance by the Company, better economic conditions and passage of time.

For details, please refer to section titled ***"Capital Structure"*** on page 57 of this Prospectus. The Issue Price is not indicative of the price that will prevail in the open market following listing of the Equity Shares.

***49. The average cost of acquisition of Equity Shares by our Promoters could be lower than the Issue Price.***

Our Promoters' average cost of acquisition of Equity Shares in our Company may be lower than the Issue Price as may be decided by the Company, in consultation with the Lead Managers. For further details regarding average cost of acquisition of Equity Shares by our Promoters in our Company and build-up of Equity Shares by our Promoters in our Company, please refer to the chapters ***"Risk Factors - Prominent Notes"*** and ***"Capital Structure"*** beginning on pages 34 and 57respectively of this Prospectus.

***50. We have not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds may delay the implementation schedule.***

The proposed fund requirement for our Working Capital requirements, as detailed in the section titled "Objects of the Issue" is to be funded from the proceeds of this IPO. We have not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds may delay the implementation schedule. We therefore, cannot assure that we would be able to execute our future plans/strategy within the given timeframe. For details, please refer to the Chapter titled ***"Objects of the Issue"***beginning on page 86 of this Prospectus.

***51. There is no monitoring agency appointed by Our Company to monitor the utilization of the Issue proceeds.***

As per SEBI (ICDR) Regulations, 2009, as amended, appointment of monitoring agency is required only for Issue size above ₹10,000.00 Lacs. Hence, we have not appointed any monitoring agency to monitor the utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the stock exchange and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

***52. Our inability to effectively manage our growth or to successfully implement our business plan and growth strategy could have an effect on our business, results of operations and financial condition.***

The success of our business will depend greatly on our ability to effectively implement our business and growth strategy. Our growth strategy involves focusing on Optimal Utilization of Resources and to developed relationships with customer and suppliers. For further details, see the section titled ***"Our Business – Our Strategies"*** on page 107Our success in implementing our growth strategies may be affected by:

- Our ability to identify new markets to expand;
- Our ability to maintain the quality of our products;
- Changes in the Indian regulatory environment in field of steel wire industry

There can be no assurance that we will be able to execute our strategy on time and within our estimated budget, or that our expansion and development plans will increase our profitability. Any of these factors could impact our results of operations. We cannot assure you that we will not face any time or cost overruns in respect of implementation of our strategies in the future. Further, we expect our growth strategy to place significant demands on our management, financial and other resources and require us to continue developing and improving our operational, financial and other internal controls. Our inability to manage our business and implement our growth strategy could have a effect on our business, financial condition and profitability.

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

We have not independently verified data from the Industry and related data contained in this Prospectus and although we believe the sources mentioned in the report 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 regards to other countries. Therefore, discussions of matters relating to India, its economy or the industries in which we operate that is included herein 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, inaccurate or unreliable. Due to incorrect 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.

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

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Additionally, under some of our loan agreements, we are not permitted to declare any dividends, if there is a default under such loan agreements or unless our Company has paid all the dues to the lender up to the date on which the dividend is declared or paid or has made satisfactory provisions thereof. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our dividend history, see ***"Dividend Policy"*** on page 187 of this Prospectus.

***55. Any future issuance of Equity Shares may dilute the shareholding of the Investor or any sale of Equity Shares by our Promoter or other significant shareholder(s) may adversely affect the trading price of the Equity Shares***

Any future issuance of Equity Shares by our Company could dilute the shareholding of the investor. Any such future issuance of our Equity Shares or sales of our Equity Shares by any of our significant shareholders may adversely affect the trading price of our Equity Shares and could impact our ability to raise capital through an offering of our securities. While the entire Post-Issue paid-up share capital, held by our Promoters or other shareholders will be locked-in for a period of 1 (one) year and minimum promoter contribution subject to a minimum of 20% of our post-Issue paid-up capital will be locked-in for a period of 3 (three) years from the date of allotment of Equity Shares in the Issue, upon listing of our Equity Shares on the Stock Exchanges. For further information relating to such Equity Shares that will be locked-in, please refer to the section titled **"*Capital Structure"*** beginning on page 57 of the Prospectus. Any future issuance or sale of the equity shares of our company by our Promoter or by other significant shareholder(s) or any perception or belief that such sales of Equity Shares might occur may significantly affect the trading price of our Equity Shares.

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

The Issue Price of our Equity Shares shall be determined by Fixed Price method. The price of the equity shares will be based on many factor and may not be indicative of the market price of our Equity Shares after the Issue. For further information please refer the section titled ***"Basis for Issue Price"***beginning on page 93of the Prospectus. The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue Price.

**EXTERNAL RISK FACTORS**

***57. Our business is dependent on the Indian economy.***

The performance and growth of our business are necessarily dependent on economic conditions prevalent in India, which may be materially and adversely affected by centre or state political instability or regional conflicts, a general rise in interest rates, inflation, and economic slowdown elsewhere in the world or otherwise. There have been periods of slowdown in the economic growth of India. India's economic growth is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports (oil and oil products), global economic uncertainty and liquidity crisis, volatility in exchange currency rates and annual rainfall which affects agricultural production. Any continued or future slowdown in the Indian economy or a further increase in inflation could have a material adverse effect on the price of our raw materials and demand for our products and, as a result, on our business and financial results. The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly in emerging market in Asian countries. Financial turmoil in Asia, Europe, the U.S. and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. A loss in investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability, including the financial crisis and fluctuations in the stock markets in China and further deterioration of credit conditions in the U.S. or European markets, could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our business and financial results.

***58. Regional hostilities, terrorist attacks, communal disturbances, civil unrest and other acts of violence or war involving India and other countries may result in a loss of investor confidence and adversely affect the financial markets and our business.***

Terrorist attacks, civil unrest 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. In addition, the Asian region has from time to time experienced instances of civil unrest and hostilities among neighboring countries. Hostilities and tensions may occur in the future and on a wider scale. Military activity or terrorist attacks in India, may result in investor concern about stability in the region, which may adversely affect the price of our Equity Shares. Events of this nature in the future, as well as social and civil unrest within other countries in the world, could influence the Indian economy and could have an adverse effect on the market for securities of Indian companies, including our Equity Shares.

***59. Changing laws, rules and regulations and legal uncertainties in India, including adverse application of tax laws and regulations, may adversely affect our business and financial performance.***

Our business and financial performance could be adversely affected by changes in law or interpretations of existing, or the promulgation of new, laws, rules and regulations in India applicable to us and our business. For further details please refer to the chapter **"*Government and Other Approvals*"** on page 271for details of the laws currently applicable to us. There can be no assurance that the central or the state governments in India may not implement new regulations and policies which will require us to obtain approvals and licenses from the central or the state governments in India and other regulatory bodies or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the implementation of the new regulations may have a material adverse effect on all our business, financial condition and results of operations. In addition, we may have to incur capital expenditures to comply with the requirements of any new regulations, which may also materially harm our results of operations. For instance, the Government has implementeda comprehensive national goods and services tax ("**GST**") regime that hadcombinedvarious indirect taxes and levies being imposed by the Central and state Governments into a unified rate structure. During the first FY of implementation i.e. FY 2017-18 and till now due to availability of limited information in the public domain concerning the GST, we are unable to provide any assurance as to the tax regime following implementation of the GST. The implementation of this new structure may be affected by any disagreement between certain state Governments, which could create uncertainty. Any such future amendments may affect our overall tax efficiency, and may result in additional taxes becoming payable.

***60. 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.

***61. Natural calamities could have a negative impact on the Indian economy and cause Our Company's business to suffer.***

India has experienced natural calamities such as earthquakes, tsunami, floods etc. In recent years, the extent and severity of these natural disasters determine their impact on the Indian economy. Prolonged spells of abnormal rainfall or other natural calamities could have a negative impact on the Indian economy, which could adversely affect our business, prospects, financial condition and results of operations as well as the price of the Equity Shares.

***62. Government regulation of foreign ownership of Indian securities may have an adverse effect on the price of the Equity Shares.***

Foreign ownership of Indian securities is subject to government regulation. Under foreign exchange regulations currently in effect in India, transfer of shares between non residents and residents are freely permitted(subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or fall under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the rupees proceeds from the sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection/ tax clearance certificate from the Income Tax authorities. There can be no assurance that any approval required from the RBI or any other government agency can be obtained.

***63. If certain labour laws become applicable to us, our profitability may be adversely affected.***

India has stringent labour legislations that protect the interests of workers, including legislation that sets forth detailed procedures for dispute resolution and employee removal and legislation that imposes certain financial obligations on

employers upon retrenchment. Any change or modification in the existing labour laws may affect our flexibility in formulating labour related policies.

***64. Our performance is linked to the stability of policies and the political situation in India.***

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

Any political instability in India may adversely affect the Indian securities markets in general, which could also adversely affect thetrading price of our Equity Shares. Any political instability could delay the reform of the Indian economy and could have a material adverse effect on the market for our Equity Shares. There can be no assurance to the investors that these liberalization policies will continue under the newly elected government. Protests against privatization could slow down the pace of liberalization and deregulation. The rate of economic liberalization could change, and specific laws and policies affecting companies in the industrial equipment manufacturing sectors, foreign investment, currency exchange rates and other matters affecting investment in our securities could change as well. A significant change in India's economic liberalization and deregulation policies could disrupt business and economic conditions in India and thereby affect our business.

**Prominent Notes:**

1. Public Issue of 48,12,000 Equity Shares of Face Value of ₹ 10/- each of Kritika Wires Limited ("KWL" or "Our Company" or "The Issuer") for Cash at a Price of ₹32/- Per Equity Share (Including a Share Premium of ₹22 per Equity Share) ("Issue Price") aggregating to ₹1539.84 Lacs, of which 2,52,000 Equity Shares of Face Value of ₹10/- each at a price of ₹32 each aggregating to ₹80.64 Lacs will be reserved for subscription by Market Maker ("Market Maker Reservation Portion") and Net Issue to Public of 45,60,000 Equity Shares of Face Value of Rs. 10/- each at a price of ₹32 /- each aggregating to ₹1459.20 Lacs (hereinafter referred to as the "Net Issue") The Issue and the Net Issue will constitute 27.11% and 25.69% respectively of the Post Issue paid up Equity Share Capital of Our Company.

2. This Issue is being made for at least 25 % of the post- issue paid-up Equity Share capital of our Company, pursuant to Rule 19(2) (b) (i) of the Securities Contracts (Regulation) Rules, 1957 as amended. This Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time. As per Regulation 43(4) of the SEBI (ICDR) Regulations, as amended, since our is a fixed price issue 'the allocation' is the net issue to the public category shall be made as follows:
   a. Minimum fifty percent to retail individual investors; and
   b. Remaining to
      (i) Individual applicants other than retail individual investors; and
      (ii) Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for
   c. The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

   *If the retail individual investor category is entitled to more than fifty per cent on proportionate basis, accordingly the retail individual investors shall be allocated that higher percentage.*

3. The Net worth of our Company based on Restated Financial Statements as on March 31, 2018, March 31, 2017 and March 31, 2016 was Rs.3900.76, Rs 3407.08 and Rs 2940.44 respectively. For more information, see the section titled ***"Financial Information of the Company"***beginning on page 188of this Prospectus.

4. The NAV / Book Value per Equity Share of our Company, based on Restated Financial Statements as on March 31, 2018, March 31, 2017and March 31, 2016 was Rs. 30.14, Rs 52.66 and Rs 48.44 per equity share respectively. For

more information, see the section titled ***"Financial Information of the Company"*** beginning on page 188of this Prospectus.

5. The average cost of acquisition of Equity Shares by our Promoters is set out below:

| Sr. No. | Name of the Promoters | No. of Shares held | Average cost of Acquisition (in ₹) |
|---|---|---|---|
| 1. | Mr. Naresh Kumar Agarwal | 8,40,000 | 2.07 |
| 2. | Mr. Hanuman Prasad Agarwal | 12,20,000 | 0.00 |
| 3. | Balaji Electrodes Private Limited | 5,20,000 | 1.00 |
| 4. | Alltime Suppliers Private Limited | 9,40,000 | 22.02 |
| 5. | R.A. Comptech Investment & Consultant Private Limited | 9,70,000 | 1.00 |
| 6. | Mohta Agencies Private Limited | 7,60,000 | 1.00 |

*For Further details, please refer to **"Capital Structure"** on page 57 of this Prospectus.*

6. The details of transactions of our Company with related parties, nature of transactions and the cumulative value of transactions please refer to section titled ***"Financial Information of the Company- Note 29- Statement of Related Parties Transactions"***onpage 234 of Prospectus.

7. No Group companies have any business or other interest in our Company, except as stated in section titled ***"Financial Information of the Company –Note 29 - Statement of Related Parties Transactions, as Restated"***, ***"Capital Structure", "Our Group Companies"***on pages 234, 57 and 179 respectively and to the extent of any Equity Shares held by them and to the extent of the benefits arising out of such shareholding.

8. Our Company was originally incorporated as "Kritika Wires Private Limited" on May 31, 2004 vide Registration Certificate No. 098699 (CIN U27102WB2004PTC098699) under the provisions of the Companies Act, 1956 with the Registrar of Companies, West Bengal. Subsequently, our Company was converted into a Public Limited Company pursuant to Shareholders Resolution passed at the Extra Ordinary General Meeting of the Company held on April 05, 2018 and the name of our Company was changed from "Kritika Wires Private Limited" to "Kritika Wires Limited" vide a fresh Certificate of Incorporation dated May 03, 2018 having CIN U27102WB2004PLC098699 issued by the Registrar of Companies, Kolkata.

9. None of our Promoters, Promoter Group, Directors and their relatives have entered into any financing arrangement or financed the purchase of the Equity Shares of our Company by any other person during the period of six months immediately preceding the date of filing of Prospectus.

10. Our Company, Promoters, Directors, Promoter Group have not been prohibited from accessing the Capital Market under any order or direction passed by SEBI nor they have been declared as willful defaulters by RBI / Government authorities. Further, no violations of securities laws have been committed by them in the past or pending against them.

11. Investors are advised to see the paragraph titled ***"Basis for Issue Price"*** beginning on page 93 of this Prospectus.

12. The Lead Manager and our Company shall update this Prospectus and keep the investors / public informed of any material changes till listing of the Equity Shares offered in terms of this Prospectus and commencement of trading.

13. Investors are free to contact the Lead Manager i.e. Hem Securities Limited for any clarification, complaint or information pertaining to the Issue. 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.

14. In the event of over-subscription, allotment shall be made as set out in paragraph titled ***"Basis of Allotment"***beginning on page 336 of this Prospectus and shall be made in consultation with the Designated Stock Exchange i.e. NSE. The Registrar to the Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner as set out therein.

15. The Directors / Promoters of our Company have no interest in our Company except to the extent of remuneration and reimbursement of expenses (if applicable) and to the extent of any Equity Shares of our Company 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 chapter titled ***"Our Management"*** beginning at page 149 and chapter titled ***"Our Promoter & Promoter Group"*** beginning at page 165 and chapter titled ***"Financial Information of the Company"*** beginning at page 188 of this Prospectus.

16. No loans and advances have been made to any person(s) / companies in which Directors are interested except as stated in the Auditors Report. For details, please see ***"Financial Information of the Company"***beginning on page 188of this Prospectus.

17. Trading in the Equity Shares for all investors shall be in dematerialized form only.

18. No part of the Issue proceeds will be paid as consideration to Promoters, Promoter Group, Directors, Key Managerial Personnel or Group Companies.
19. For information on the changes of the objects clause of the Memorandum of Association of our Company, please refer to the chapter titled ***"History and Certain Corporate Matters"*** beginning on page 145 of this Prospectus.

## SECTION III – INTRODUCTION

## SUMMARY OF OUR INDUSTRY

**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.

The U.S. tax policy changes are expected to stimulate activity, with the short-term impact in the United States mostly driven by the investment response to the corporate income tax cuts. The effect on U.S. growth is estimated to be positive through 2020, cumulating to 1.2 percent through that year, with a range of uncertainty around this central scenario. Due to the temporary nature of some of its provisions, the tax policy package is projected to lower growth for a few years from 2022 onwards. The effects of the package on output in the United States and its trading partners contribute about half of the cumulative revision to global growth over 2018–19.

Risks to the global growth forecast appear broadly balanced in the near term, but remain skewed to the downside over the medium term. On the upside, the cyclical rebound could prove stronger in the near term as the pickup in activity and easier financial conditions reinforce each other. On the downside, rich asset valuations and very compressed term premiums raise the possibility of a financial market correction, which could dampen growth and confidence. A possible trigger is a faster-than-expected increase in advanced economy core inflation and interest rates as demand accelerates. If global sentiment remains strong and inflation muted, then financial conditions could remain loose into the medium term, leading to a buildup of financial vulnerabilities in advanced and emerging market economies alike. Inward-looking policies, geopolitical tensions, and political uncertainty in some countries also pose downside risks.

The current cyclical upswing provides an ideal opportunity for reforms. Shared priorities across all economies include implementing structural reforms to boost potential output and making growth more inclusive. In an environment of financial market optimism, ensuring financial resilience is imperative. Weak inflation suggests that slack remains in many advanced economies and monetary policy should continue to remain accommodative. However, the improved growth momentum means that fiscal policy should increasingly be designed with an eye on medium-term goals—ensuring fiscal sustainability and bolstering potential output. Multilateral cooperation remains vital for securing the global recovery.

[Source: https://www.imf.org/en/Publications/WEO/Issues/2018/01/11/world-economic-outlook-update-january-2018]

**Indian Economy Overview**

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

**GDP GROWTH IN 2017-18**

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

[Source: http://mofapp.nic.in:8080/economicsurvey/pdf/001-027_Chapter_01_Economic_Survey_2017-18.pdf]

**Global Steel Wire Industry**

Global steel export volumes have remained relatively flat in the last two years following strong growth in 2014. In 2016, global exports are estimated to have declined slightly to 314 mmt6 , down from the 317 mmt level seen in 2015 and roughly equivalent to the 2014 level. Many economies registered declines in exports last year: China by 3.1% to 107.5 mmt, Japan by 0.7% to 40.5 mmt, the EU by 11.5% to 29.1 mmt, and Korea by 1.8% to 30.5 mmt. This was partially offset by growth in the CIS region, where Russian steel exports climbed by 5.1% to 31.1 mmt and Ukrainian exports increased by 2.9% to 18.2 mmt. Figure 3 presents the evolution of steel export shares across major steel economies.

In the context of weak domestic demand and overcapacity, trade measures have increased in the last few years (OECD, 2017b), which may explain part of the recent declines in global steel export volumes. Indeed, the world's export ratio (steel exports as a per cent of production) has started to decline since peaking in late 2015 (Figure 4). In the US, steel imports have been declining over the last two years, and fell by nearly 15.9% to 29.9 mmt in 2016. In the EU, on the other hand, steel imports have increased rapidly over the last two years, and the region has recently become the world's biggest import market for steel. EU steel imports increased by 9.7% in 2016 to 41 mmt. Korean steel imports also increased in 2016, to a level of 23.2 mmt, putting it slightly behind the US as the third largest import market. Japanese steel imports have settled at a level of nearly 6 mmt per annum over the last two years.

*[Source: https://www.worldsteel.org/en/dam/.../Platts_Mumbai_worldsteel_2017_11_09.pdf]*

**Indian Steel Wire Industry**

Over the past two decades, the Indian steel industry has developed capabilities of producing a wide range of sophisticated steel at par with global best practices addressing diverse needs of the end user industries. However, India still needs to make a special effort to domestically produce steel for high end applications, electrical steel (CRGO), special steel and alloys for Power equipment, Aerospace, Defense and Nuclear applications.
However, the Indian steel sector is disadvantaged due to limited availability of essential raw material such as high grade Manganese ore & Chromite, coking coal, steel grade limestone, refractory raw material, Nickel, Ferrous Scrap etc. Due to shortage of domestic coking coal, both in terms of quantity and quality, pig iron producers/ BF operators in India have to significantly depend on import of coking coal.

[Source: http://steel.gov.in/sites/default/files/draft-national-steel-policy-2017.pdf]

The Steel Wire Industry in India is quite competitive in its production costs compared to other developed and developing countries. This cost competitiveness needs to be maintained by adoption of new and clean technologies, which lower specific energy consumption and which generate much lesser pollutants. We need to automate processes and focus on product quality and packaging to produce wires internationally acceptable.

Raw materials mainly wire rods account for a major part of the cost of wires. In the past there were very few suppliers but with the growth in the steel industry a number of mid-sized companies have started producing Mild Steel Wire Rods. This has increased the availability and resulted in better commercial terms for the wire industry. Most value added wires use high carbon wire rods as an input. These are now available in the country from Five Major Suppliers (JSPL, JSW, RINL, TISCO, USHA MARTIN) with imports as an alternative whenever they are commercially viable. A number of new wire rod mills (VISA STEEL, ELECTROSTEEL CASTING) are at an advanced stage of commissioning. This will make all grades of wire rods abundantly available.

The steel wire industry in India is at a juncture where very soon raw materials will be available at internationally competitive rates, consumption is poised to jump, new export markets are waiting to be tapped, and skilled manpower is readily available. Therefore, there will be a bright future ahead for the Steel Wire Industry.

[Source: https://swmai.org//Steel_Wire_Industry.htm]

## SUMMARY OF OUR BUSINESS

The following information should be read together with, the more detailed financial and other information included in the Prospectus, including the information contained in ***"Risk Factors","Management's Discussion and Analysis of Financial condition and results of Operations"*** and ***"Financial Information of the company"*** on page 16, 248 and 188 respectively.

Our Company, was originally incorporated as Kritika Wires Private Limited on May 31, 2004 under the provisions of Companies Act, 1956. Our Company has been in the business of manufacturing high quality galvanized steel wires and wire products and have been meeting the requirement of various clients in the government and private sectors like power, infrastructure, railway and many more industries. The products manufactured by our Company are used for transmission and distribution of Electricity, manufacturing of concrete slippers, poles, bridges and other infrastructure facilities.Our manufacturing facilities are situated at the following two units located at Dhulagarh Industrial Park, Kolkata, West Bengal:

- Unit I - Sankrail Industrial Park, Dag No. 462,463, Khatian No. 297, Jangalpur, Mouza- Bhagwatipur, Howrah, West Bengal.
- Unit II - Sankrail Industrial Park, Dag No. 469,470,472,483,484,485, 486, 487,488 Khatian No.1188,891,147,520/1, 1326, 448 Jangalpur, Mauza- Bhagwatipur, Howrah, West Bengal

Our plants are equipped with latest machinery and equipments, In-house testing facilities and qualified engineers, which help us in maintaining quality standards as well as an efficient delivery record with appropriate warranty. All raw-materialsand consumables are tested at various stages in manufacturing process as per stipulated standards to ensure good qualityproducts which are test certified.Our products are type tested & approved by various NABL Accredited laboratories like: IDTL, NSIC & NTH Corporation and are supplied as per the Indian Market Specification.

Our Company is an ISO 9001: 2008 certified manufacturer and supplier of different types of galvanized and non-galvanized wires. The products are ISI marked which helps in harmonious development of standardization and quality of product. Our products are rigorously tested, in terms of surface finish, tensile strength, torsion, breaking load, zinc coating, dip and adhesion test. Apart from the product testing the Company believes IN-PROCESS testing to meet the prescribed quality standards, and we also provide the test as per customer requirement.

Mr. Anil Kumar Mittal and Mr. Sanjeev Kumar Binani, were the initial subscribers to the Memorandum of Association of our Company. Presently Mr. Naresh Agarwal, Mr. Hanuman Prasad Agarwal, R A Comptech Investment & Consultant Private Limited, Balaji Electrodes Private Limited, Alltime Suppliers Private Limited and Mohta Agencies Private Limited are Promoters of the Company.

For the period ended on March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 our total revenue stood at 25789.32 Lakhs, 20705.52 Lakhs, 21730.19 Lakhs, 18339.74 Lakhs &14911.27 Lakhs respectively. Further, our PAT for the period ended on March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 were 493.68 Lakhs, 266.65 Lakhs, 104.85 Lakhs, 42.98 lakhs &101.19 Lakhs respectively. We have been able to increase our revenue from the financial year 2014 to 2018 at an annual growth rate of 14.68%.

Our Products Portfolio:

1. Mild Steel Wire
2. Galvanized Strand Earth Wire
3. G.I. Stay Wire
4. Galvanized Steel Wire Strand
5. A.C.S.R. Core Wire
6. A.C.S.R. Core Wire Strand
7. HCGS Core Wire
8. Cotton Bailing Wire
9. Spring Steel Wire
10. Indented P.C. Wire
11. Barbed Wire
12. Umbrella Rib Wire

13. Rolling Shutter Wire

We are approved vendor of one of the biggest electricity utility company "POWERGRID" and also of the below mentioned state owned electricity boards :-

- West Bengal State Electricity Distribution Company Ltd.
- West Bengal State Electricity Transmission Company Ltd.
- Kerala State Electricity Board
- Odhisha Power Transmission Corporation Ltd.
- Transmission corporation of Andhra Pradesh
- Bihar State Power Transmission Company Ltd.
- UP Power Transmission Corporation Ltd.
- Punjab State Power Corporation Ltd.
- South Bihar Power Distribution Company Ltd.
- North Bihar Power Distribution Company Ltd.
- Purvanchal Vidyut Vitran Nigam Limited
- Paschimanchal Vidyut Vitran Nigam Limited
- Madhyanchal Vidyut Vitran Nigam Limited
- Dhashimanchal Vidyut Vitran Nigam Limited
- Madhya Pradesh Madhya Kshetra Vidyut Vitran Company Ltd.
- Jodhpur Vidyut Vitran Nigam Limited
- Gujrat Energy Transmission Corporation
- Central Electricity Supply Utility (Odisha)
- Jharkhand Urja Vikas Nigam Limited
- Jharkhand Bijli Vitran Nigam Limited
- Tamil Nadu Generation and Distribution Corporation
- Tamil Nadu Transmission Corporation
- Dhakshin Haryana Bijli Vitan Nigam
- Madhya Gujarat Vij Company Ltd.
- Uttar Gujarat Vij Company Ltd.
- Paschim Gujarat Vij Company Ltd.
- Dakshin Gujarat Vij Company Ltd.

**OUR BUSINESS STRENGTH: -**

**1. Government Contractor**

We are qualified to participate in the tender for supply of various types of wires required by Government Projects due to our quality products and experience in the industry as well as our ability to meet the requisite criteria. Our revenue from manufacturing operations is generally derived from subscribing and fulfilling -the tenders invited by electricity companies operated PAN India. We are approved vendors of most of the state owned electricity boards in India. We believe our specialization in maintaining the quality, standards and alltime support to such companies attests to our credibility and allows us to be in a better position for future projects, thereby improving our competitive position.

**2. Quality Assurance.**

Delivering Quality products is one of our prime beliefs. We dedicate resources for quality assurance to ensure that quality norms are continually met. We have an in house laboratory for testing of the product at each step of manufacturing process to ensure that our quality standards are met throughout the process. Further all our products are type tested and ISI Marked and matches upto the customer requirements. The final product manufactured has to undergo a quality check before it is finally packed and dispatched. We also have quality control checks before any consignment of Raw material is accepted since it has a direct impact on the quality of Finished Product. Further Our Company has latest machineries and equipments to deliver cost effective, better and standard products to achieve better product quality and technical reliability.

**3. Recognized and Established Client Base**

Rendering quality products and prompt services, we have earned a huge clientele base all across India. The clientele list includes well-reputed clients in electricity boards across India and private sectors like power, construction, and general engineering and domestic segments etc. that reflects the genuineness of the products offered by us. Our long-standing relationship with our major customers has been one of the most significant factors contributing to our growth. Our commitments to quality and customer service practices have been strong contributing factors to our robust customer relations. Even though we do not have any long-term supply agreements with them, we have continually received repeat business from many of our customers. This indicates their level of confidence in our ability to deliver our products and services. Because of the trust of our customers we have been able to attain orders from a diverse range of client base.

**4. Wide range of Products and Timely Delivery**

Our diverse range of products is made available in assorted sizes and specifications for catering to the specific needs of our clients. We supply wires across various industries to various organizations of diverse sectors such as- Power Distribution Companies, Construction, General engineering industries, Infrastructure works, corporate engaged in turnkey business, cable & conductor manufacturing, umbrella manufacturers etc.in India. We believe that maintaining a diverse portfolio in our business provides us with an opportunity to cater to diverse needs of different customer segment. We understand the importance of timely delivery. Customers get a clear indication of delivery & lead time, every time. Owing to our timeliness and consistency in product quality as well as industry expertise, our Company has been awarded repetitive orders by certain customers. This has helped us nurture long-term relationships with our customers.

**5. Leveraging the expertise of our Senior Management Team.**

The experience of our Managing Director, Mr. Hanuman Prasad Agarwal of 30 years and Whole Time Directors, Mr. Naresh Kumar Agarwal of 35 Years, play an instrumental role in the growth and success of our Company. Their experience in such industry is instrumental in determining the vision and growth strategies for our Company. Further our Whole Time Director, Mr. Ankush Agarwal, a B.Tech engineer has recently joined business.. His young age, being updated with recent developments, dynamic approach and strategic outlook toward business gives our business additional edge towards success. We have a team of well equipped employees for engineering, manufacturing, marketing, customer service etc catering to the needs of the customers and providing high yield. It is also expected to help us in addressing and mitigating various risks inherent in our business, including significant competition and the global economic crisis.

**OUR BUSINESS STRATEGIES**

**1. Augment our working capital base in order to better utilize our installed capacities**

Our business of manufacturing wires is working capital intensive. We need to maintain sufficient inventory for the production process and also maintain a balance between debtors & creditors cycle. Since, we are not fully utilising our installed capacities, our growth depends on our ability to increase our utilization over the next few years and also adding new capacity subsequently. This expansion needs access to a larger amount of liquid funds and sufficient working capital. The same are proposed to be funded from the IPO proceeds and from Banking Facilities. For further details of the proposed working capital requirements of the company, kindly refer to the Chapter titled ***"Objects of the Issue"*** beginning on page no 87 of this Prospectus.

**2. Broaden our marketing base**

We currently cater to various clients from various industries in India. We have developed a long standing relationship with our clients which include companies like, B&T Cables Limited, BRB Cable Industries ltd, Bajaj Electricals Ltd, Cabcon India Ltd, Gupta Power Infrastructure Ltd, Larsen & Toubro Limited, Lumino Industries Ltd, Sterlite Power Transmission Ltd, Tata Projects Limited, Apar Industries Limited, Sterlite & Wilson Ltd etc. and many more, from several State Electricity Boards and distribution company like Kerala State Elec. Board( Distribution Central), West Bengal State Electricity Distribution Co. Ltd, U.P.Power Transmission Corporation Limited, CESC Limited, Madhyanchal Vidhyut Vitran Nigam Limited, Teestavalley Power Transmission Ltd.-Bihar, Paschimanchal Vidyut, Vitran Nigam Ltd, Dakshin Gujarat Vij Co. Ltd., Punjab State Power Corporation Ltd etc. However, our growth depends on our ability to maintain our relationship with these clients in addition to adding more clientele to our list. Though there is no dearth of orders as on date, still we have scope to expand our reach to un-explored both domestic and international

markets. Empanelment with various Government organizations is a continuous process as we intend to be part of many more government projects as we believe that this will give us a good reputation and steady flow of orders, keeping in tune with the infrastructural development and electrification work in the country.

**3. Improve our manufacturing facilities by delivering cost effective products**

Our Company continuously works on developing plans to take various steps in order to ensure adherence to timely fulfillment and also to achieve greater cost efficiency as timely fulfillment of the orders is a prerequisite in our industry. These steps include identifying quality raw material, smooth labour relations, use of an efficient production system and ability to meet large and varied orders due to our capacity and linkages with raw material suppliers and well equipped plant and machinery. Our Company constantly endeavors to implement an efficient procurement policy for inputs required for production as well as invest in upgradation of technology so as to ensure cost efficiency in procurement which in turn results in cost effective production.

**4. Focus on consistently meeting quality standards**

Our Company intends to focus on adhering to the quality standards of the products and services. This is necessary so as to make sure that we get repeat orders from our customers. Quality of the product and services is very important for the company from both customer point of view and regulatory point of view. Providing the desired and quality products help us in enhancing our reputation and maintaining long term relationships with customers.

**5. Optimal Utilization of Resources and Incentives**

Our Company constantly endeavors to improve our production process, skill up-gradation of workers, modernization of machineries to optimize the utilization of resources. We regularly analyze our existing raw material procurement and manufacturing processes to identify the areas of bottlenecks and correct the same. All such efforts and initiatives helps the Company in improving its efficiency and productivity. Over the years we have developed cordial relationship with our suppliers as well as clients. This has helped us being well recognized in specialized steel wire. We intend to invest in developing and enhancing our reputation, through building efforts, communication and promotional initiatives. This is a continuous exercise which would result in an increase of sales and profitability.

**OUR LOCATION**

| | |
|---|---|
| **Registered Office** | 1A, Bonfield Lane Mezanine Floor, Kolkata- 700001, West Bengal, India |
| **Factory Unit I** | Sankrail Industrial Park, DAG No. 462,463, Khatian No. 297, Jangalpur, Mouza- Bhagwatipur, Howrah, West Bengal |
| **Factory Unit II** | Sankrail Industrial Park, DAG No. 469, 470, 472, 483, 484, 485, 486, 487, 488 Khatian No.1188, 891, 147, 520/1,1326,448 Jangalpur, Mauza- Bhagwatipur, Howrah, West Bengal |

**Revenue from Operations from our different products**

The following table sets forth our revenue from operations from our different products for the periods indicated below:

| Sr No | Product | Revenue from operations (in lakhs) | | | | | |
|---|---|---|---|---|---|---|---|
| | | March 31, 2018 | | March 31, 2017 | | March 31, 2016 | |
| | | Amount | % of Total | Amount | % of Total | Amount | % of Total |
| 1 | G.I / Core Wire, Mild Steel wire, ACSR Core Wire,HCGS Core Wire. | 13,413.57 | 52.51 | 12,793.74 | 62.64 | 11,280.94 | 52.33 |
| 2 | H.T Wire, Indented PC Wire | 7,388.12 | 28.92 | 2,421.15 | 11.85 | 4,396.00 | 20.39 |
| 3 | G.I /H.T Stay Wire,Galvanized Steel Earth Wire,ACSR Core Wire Stand,Galvanized Steel Wire Stand, | 4,191.18 | 16.41 | 4,845.83 | 23.73 | 5,696.90 | 26.43 |
| 4 | Barbed Wire | 532.09 | 2.08 | 364.08 | 1.78 | 184.21 | 0.85 |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| 5 | Scrap | 19.05 | 0.07 | | | | |
| | **Total** | **25,544.01** | **100.00** | **20,424.80** | **100.00** | **21,558.06** | **100.00** |

**Our Top Customers for the period ended March 31, 2018 are as follows:**

| Name of the Clients | Amount (₹ in Lacs) | As % of total turnover |
|---|---|---|
| Gupta Power Infrastructure Ltd.- (TN) | 2822.13 | 11.05% |
| Bmw Industries Ltd | 2241.26 | 8.77% |
| Cabcon India Limited. | 2193.27 | 8.59% |
| Lumino Industries Limited | 1251.33 | 4.90% |
| Larsen & Toubro (Direct) | 1234.80 | 4.83% |
| Anvil Cables Pvt. Ltd. | 1184.96 | 4.64% |
| BRB Cable Industries Ltd. | 943.87 | 3.69% |
| B AND T Cables Ltd. | 874.83 | 3.42% |
| Laser Power & Infra Pvt Ltd | 639.09 | 2.50% |
| Sesa International Ltd. | 637.92 | 2.50% |
| **Total** | **14023.47** | **54.89%** |

## SUMMARY OF OUR FINANCIALS
## ANNEXURE – I
## RESTATED STATEMENT OF ASSETS AND LIABILITIES

**(Amount in lakhs)**

| Particulars | For the Year ended | | | | | |
|---|---|---|---|---|---|---|
| | Note | 31/0/2018 | 31/03/2017 | 31/03/2016 | 31/03/2015 | 31/01/2014 |
| **I. EQUITY AND LIABILITIES** | | | | | | |
| | | | | | | |
| **Shareholder's Funds** | | | | | | |
| Share Capital | 1 | 1294.00 | 647.00 | 607.00 | 607.00 | 607.00 |
| Reserves and Surplus (excluding Revaluation Reserves, if any) | 2 | 2606.76 | 2760.08 | 2333.44 | 2228.58 | 2186.52 |
| Money received against share warrants | | | 0.00 | 0.00 | 0.00 | 0.00 |
| | | | | | | |
| **Non Current Liabilities** | | | | | | |
| Long-term Borrowings | 3 | 925.03 | 643.08 | 980.90 | 986.17 | 1039.26 |
| Deferred tax liabilities (Net) | 4 | 0.04 | 15.27 | 44.40 | 68.75 | 107.61 |
| Other Long Term Liabilities | | | | | | |
| Long-term Provisions | 5 | 26.26 | 19.28 | 10.83 | 7.33 | 3.79 |
| | | | | | | |
| **Current Liabilities** | | | | | | |
| Short-term Borrowings | 6 | 3569.00 | 3310.20 | 2272.17 | 2907.30 | 1573.23 |
| Trade Payables | 7 | 3751.52 | 3530.15 | 4891.02 | 2265.42 | 3743.33 |
| Other Current Liabilities | 8 | 1278.88 | 368.43 | 432.01 | 357.55 | 499.87 |
| Short-term Provisions | 9 | 28.94 | 15.01 | 1.15 | 0.64 | 1.90 |
| **Total** | | **13480.44** | **11308.51** | **11572.92** | **9428.75** | **9762.51** |
| | | | | | | |
| **II. ASSETS** | | | | | | |
| **Non Current Assets** | | | | | | |
| Property, Plant & Equipments | 10 | 1902.86 | 1559.01 | 1654.98 | 1789.02 | 2139.33 |
| Intangible Assets | | | | | | |
| Capital Work-In-Progress | 11 | 38.90 | 434.66 | 6.57 | 40.23 | 0.00 |
| | | | | | | |
| Non Current Investments | 12 | 308.30 | 208.30 | 72.47 | 72.47 | 72.47 |
| Deferred Tax Assets (Net) | 4 | | | | | |
| Long-term Loans and Advances | 13 | 15.06 | 26.04 | 48.21 | 96.19 | 112.52 |
| Other Non Current Assets | | | | | | |
| **Current Assets** | | | | | | |
| Current Investments | | | | | | |
| Inventories | 14 | 2720.75 | 2081.50 | 2281.71 | 1674.30 | 1861.94 |
| Trade Receivables | 15 | 7225.21 | 5438.81 | 6261.98 | 4562.06 | 4575.88 |
| Cash and Cash Equivalents | 16 | 783.95 | 687.21 | 603.06 | 558.77 | 265.90 |
| Short-term Loans and Advances | 17 | 485.41 | 872.99 | 643.93 | 635.70 | 734.47 |
| Other Current Assets | | | | | | |
| **Total** | | **13480.44** | **11308.51** | **11572.92** | **9428.75** | **9762.51** |

**Note-:** The above statement should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure IV, II and III

## ANNEXURE – II
## RESTATED STATEMENT OF PROFIT AND LOSS

**(Amount in lakhs)**

| | Particulars | For the Year ended | | | | | |
|---|---|---|---|---|---|---|---|
| | | Note | 31/03/2018 | 31/03/2017 | 31/03/2016 | 31/03/2015 | 31/01/2014 |
| **I** | Revenue from Operations | **18** | 25547.58 | 20538.80 | 21587.24 | 18259.53 | 14854.57 |
| **II** | Other Incomes | **19** | 241.73 | 166.72 | 142.95 | 80.21 | 56.69 |
| **III** | **Total Income (I+II)** | | **25789.32** | **20705.52** | **21730.19** | **18339.74** | **14911.27** |
| | **Expenses:** | | | | | | |
| | Cost of Materials Consumed | **20** | 18236.63 | 13049.22 | 14591.01 | 12466.30 | 10065.30 |
| | Purchase of stock in trade | **21** | 3195.85 | 4874.89 | 3988.37 | 3983.62 | 3537.53 |
| | Direct Expenses | **22** | 1660.97 | 1495.65 | 1382.42 | 773.72 | 814.27 |
| | Changes in Inventories of finished goods, Stock-in-Trade and work-in-progress | **23** | 147.19 | (348.16) | 256.97 | (94.09) | (407.81) |
| | Employee Benefits Expenses | **24** | 248.47 | 113.78 | 77.01 | 52.32 | 40.01 |
| | Finance Costs | **25** | 807.34 | 640.72 | 641.81 | 556.13 | 334.61 |
| | Administartive and Other Expenses | **26** | 409.89 | 184.83 | 290.63 | 169.46 | 110.10 |
| | Depreciation And Amortization Expense | **27** | 296.16 | 281.33 | 305.38 | 365.17 | 255.10 |
| | **Total Expenses (IV)** | | **25002.50** | **20292.25** | **21533.60** | **18272.62** | **14749.12** |
| **V** | Profit/(loss) before exceptional items and tax (I-IV) | | **786.82** | **413.27** | **196.59** | **67.12** | **162.15** |
| **VI** | Exceptional Items | **28** | 45.66 | 50.64 | 0.00 | 0.00 | 0.00 |
| **VII** | **Profit/(loss) before tax (V-VI)** | | **741.16** | **362.63** | **196.59** | **67.12** | **162.15** |
| **VIII** | **Tax Expense** | | | | | | |
| | - Current Tax | | 260.15 | 117.25 | 69.76 | 40.75 | 33.35 |
| | - Deferred Tax Liability / (Asset) | | (15.23) | (29.13) | (24.35) | (38.86) | 60.15 |
| | MAT Credit Entitlement | | 0.00 | 7.70 | 45.97 | 21.86 | (33.27) |
| | Interest on IT (Earlier Years | | 2.56 | 0.15 | 0.36 | 0.39 | 0.73 |
| | Short/(Excess) Tax adjustment of prior years | | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| **IX** | **Restated profit/(loss) after tax for the period from continuing operations (VII-VIII)** | | **493.68** | **266.65** | **104.85** | **42.98** | **101.19** |
| **X** | Profit/ (Loss) from Discontinuing operation | | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| **XI** | Tax expenses of discontinuing operations | | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| **XII** | Profit/(loss) from Discontinued operations (after tax) (X-XI) | | | | | | |
| **XIII** | **Restated profit/(loss) for the period** | | **493.68** | **266.65** | **104.85** | **42.98** | **101.19** |

**Note:** The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, and cash flows appearing in Annexure IV, I and III.

## ANNEXURE – III
## RESTATED CASH FLOW STATEMENT

**(Amount in lakhs)**

| Particulars | For the Year ended | | | | |
|---|---|---|---|---|---|
| | 31/03/2018 | 31/03/2017 | 31/03/2016 | 31/03/2015 | 31/01/2014 |
| **CASH FLOW FROM OPERATING ACTIVITIES** | | | | | |
| Net Profit before tax | 741.16 | 362.63 | 196.59 | 67.12 | 162.15 |
| Adjustment for : | | | | | |
| Less: Interest on Fixed Deposit | (23.46) | (12.19) | (19.02) | (5.93) | (1.59) |
| Less: Profit/Loss on Sale of Fixed Assets | 0.00 | (3.12) | 0.00 | 0.00 | 0.00 |
| Add: Depreciation | 296.16 | 281.33 | 305.38 | 365.17 | 255.10 |
| Add: Provision for Interest Expenses | (0.07) | 0.15 | 0.00 | 0.00 | 0.00 |
| Add: Provision of Gratuity | 8.34 | 9.42 | 4.07 | 3.74 | 2.33 |
| Add: Interest on Borrowed Fund & Finance Charges | 409.89 | 184.83 | 290.63 | 169.46 | 110.10 |
| **Operating profit before working capital changes** | **1432.02** | **823.06** | **777.65** | **599.56** | **528.09** |
| Adjustement for : | | | | | |
| (Increase)/Decrease in Inventories | (639.25) | 200.22 | (607.41) | 187.64 | (1155.31) |
| (Increase)/Decrease in Trade Receivables | -1786.40 | 823.17 | (1699.92) | 13.82 | (1311.02) |
| (Increase)/Decrease in Short Term loans and advances | 387.58 | (229.06) | (8.23) | 98.77 | (534.17) |
| (Increase)/Decrease in Other Current Assets | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Increase/(Decrease) in Short Term Borrowings | 258.80 | 1038.03 | (635.14) | 1334.08 | (221.26) |
| Increase/(Decrease) in Trade Payables | 221.37 | (1360.87) | 2625.60 | (1477.91) | 2668.64 |
| Increase/(Decrease) in Other Current Liabilities | 910.45 | (63.58) | 74.46 | (142.32) | 101.02 |
| Increase/(Decrease) in Short Term Provisions | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | **(647.45)** | **407.90** | **(250.64)** | **14.08** | **(452.10)** |
| **Cash generated from / (used in) Operations** | **784.57** | **1230.97** | **527.01** | **613.64** | **75.99** |
| Income Tax Paid/(refund) | 250.08 | 104.67 | 70.17 | 42.60 | 40.73 |
| **Net cash generated from/(used in) operating activities - (A)** | **534.49** | **1126.30** | **456.83** | **571.04** | **35.26** |
| **CASH FLOW FROM INVESTING ACTIVITIES** | | | | | |
| Purchase of Fixed Assets | (640.02) | (191.05) | (171.34) | (15.78) | (774.78) |
| Increase in Capital Work-in-Progress | 395.76 | (428.08) | 33.66 | (40.23) | 0.00 |
| Sale of Fixed Assets | 0.00 | 8.81 | 0.00 | 0.00 | 0.00 |
| (Increase)/Decrease in Fixed Deposits/Margin Money | (113.23) | (26.26) | (39.56) | (304.23) | (163.18) |
| (Increase)/Decrease in Non-Current Investments | (100.00) | (135.83) | 0.00 | 0.00 | 0.00 |
| Interest Income on Fixed Deposit | 23.46 | 12.19 | 19.02 | 5.93 | 1.59 |
| (Increase)/Decrease in Long Term Loans and Advances | 10.98 | 14.47 | 2.02 | (5.54) | (34.19) |
| **Net cash (used in) Investing Activities - (B)** | **(423.04)** | **(745.76)** | **(156.20)** | **(359.85)** | **(970.55)** |
| **CASH FLOW FROM FINANCING ACTIVITIES** | | | | | |
| Repayment of Long Term Borrowings | 281.95 | (337.82) | (5.27) | (53.09) | 41.11 |

| | | | | | |
|---|---|---|---|---|---|
| Interest & Finance Charges | (409.89) | (184.83) | (290.63) | (169.46) | (110.10) |
| Capital Subsidy Received during the year | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Proceeds from issue of Share Capital | 0.00 | 200.00 | 0.00 | 0.00 | 995.00 |
| **Net cash(used in) / from financing activities - (C)** | **(127.94)** | **(322.65)** | **(295.90)** | **(222.55)** | **926.02** |
| Net Increase/(decrease) in Cash & Cash Equivalents (A+B+C) | (16.48) | 57.89 | 4.73 | (11.36) | (9.28) |
| Cash and cash equivalents at the beginning of the year | 78.78 | 20.89 | 16.16 | 27.51 | 36.80 |
| **Cash and cash equivalents at the end of the year** | **62.29** | **78.78** | **20.89** | **16.16** | **27.51** |
| Cash and cash equivalents at the end of year comprises : | | | | | |
| 1. Components of cash and cash equivalents: | | | | | |
| **Particulars** | **3/31/2018** | **3/31/2017** | **3/31/2016** | **3/31/2015** | **3/31/2014** |
| Cash on hand | 60.67 | 77.15 | 20.17 | 15.25 | 23.36 |
| Balances with scheduled banks: | | | | | |
| In current accounts | 1.62 | 1.63 | 0.72 | 0.91 | 4.15 |
| **Total Cash and cash equivalents** | **62.29** | **78.78** | **20.89** | **16.16** | **27.52** |

**Notes:-**

1. The Cash Flow Statement has been prepared under indirect method as set out in Accounting Standard -3 on Cash Flow Statement, specified under the Companies Act, 1956 (which are deemed to be applicable as Section 133 of the Companies Act, 2013 ("the Act") read with Rule 7 of Companies (Accounts) Rules, 2014).
2. Figures in Brackets or suffixed with "-" represents outflow.
3. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses as appearing in Annexure IV, I and II.

## THE ISSUE

| **PRESENT ISSUE IN TERMS OF THIS PROSPECTUS** | |
|---|---|
| **Issue[(1)]:**<br>**Present Issue of Equity Shares by our Company[(2)]** | 48,12,000 Equity Shares of ₹10/- each for cash at a price of ₹32/-per share aggregating to ₹1539.84Lakhs. |
| ***Of which:*** | |
| **Issue Reserved for the Market Makers** | 2,52,000 Equity Shares of ₹10/- each for cash at a price of ₹32/-per share aggregating to ₹80.64 Lakhs. |
| **Net Issue to the Public[(3)]** | 45,60,000 Equity Shares of ₹10/- each for cash at a price of ₹32/- per share aggregating to ₹1459.20 Lakhs. |
| | 22,80,000 Equity Shares of ₹10/- each for cash at a price of ₹32/-per share (including a premium of ₹22/- perEquity Share) will be available for allocation for allotment to Retail Individual Investors of up to ₹2.00 Lacs. |
| | 22,80,000Equity Shares of ₹10/- each for cash at a price of ₹32/-per share (including a premium of ₹22/- perEquity Share) will be available for allocation for allotment to Other Investors above ₹2.00 Lacs. |
| **Pre and Post – Issue Equity Shares** | |
| **Equity Shares outstanding prior to the Issue** | 1,29,40,000 Equity Shares of face value of ₹10 each |
| **Equity Shares outstanding after the Issue** | 1,77,52,000 Equity Shares of face value of ₹10 each |
| **Use of Net Proceeds by our Company** | Please see the chapter titled ***"Objects of the Issue"*** on page 87of this Prospectus |

[(1)]This Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time. For further details please refer to ***"Issue Structure"*** on page 298of this Prospectus.

[(2)]The present Issue has been authorized pursuant to a resolution of our Board dated May 07, 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 on May 11, 2018.

[(3)]As per Regulation 43(4) of the SEBI (ICDR) Regulations, as amended, the present issue is a fixed price issue 'the allocation' is the net offer to the public category shall be made as follows:

a) Minimum fifty percent to retail individual investors; and

b) Remaining to
   (i) Individual applicants other than retail individual investors; and
   (ii) Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for

c) The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

*If the retail individual investor category is entitled to more than fifty per cent on proportionate basis, accordingly the retail individual investors shall be allocated that higher percentage.*

For further details please refer to the chapter titled ***"Issue Structure"*** beginning on page 298 of this Prospectus.

## GENERAL INFORMATION

Our Company was originally incorporated as "Kritika Wires Private Limited" on May 31, 2004vide Registration no. 098699 (CIN: U27102WB2004PTC098699) under the provisions of the Companies Act, 1956 with the Registrar of Companies, West Bengal.Presently Registered office of our Company is situated at 1A, Bonfield Lane Mezanine Floor, Kolkata,West Bengal, India, 700001.For further details please refer to chapter titled ***"History and Certain Corporate Matters"*** beginning on page 145of thisProspectus.

Further, pursuant to Special Resolution passed by the shareholders at the Extra Ordinary General Meeting held on April05, 2018, our company was converted into a Public Limited Company and consequently the name of our Company was changed form "Kritika Wires Private Limited" to "Kritika Wires Limited" vide a fresh Certificate of Incorporation datedMay 03, 2018 having CIN U27102WB2004PLC098699issued by the Registrar of Companies, Kolkata.

Mr. Anil Kumar Mittal and Mr. Sanjeev Binaniwere the initial subscribers to the Memorandum of Association of our Company. Presently Mr. Naresh Kumar Agarwal, Mr. Hanuman Prasad Agarwal, Alltime Suppliers Private Limited, RA Comptech Investment & Consultant Private Limited, Balaji Electrodes Private Limited and Mohta Agencies Private Limited are the promoters of our Company. As on date of this Prospectus, our Company has Fifteen (15) shareholders.

For further details please refer to chapter titled ***"History and Certain Corporate Matters"*** beginning on page 145 of thisProspectus.

### Registered Office of our Company

**Kritika Wires Limited**
1A, Bonfield Lane Mezanine Floor,
Kolkata- 700001, West Bengal, India
Tel. No. +91 33 40037817
E-mail: compliance@kritikawires.com
Website: www.kritikawires.com
Corporate Identification Number: U27102WB2004PLC098699

For details relating to changes to the address of our Registered Office, please see ***"History and Certain Corporate Matters - Changes to the address of the Registered Office of our Company"*** on page 145 of thisProspectus.

### Factories Address

**Kritika Wires Limited**

**Unit –I:**
Sankrail Industrial Park,DAG No. 462,463
Khatian No. 297,Jangalpur, Mouza- Bhagwatipur,
Howrah,West Bengal

**Unit –II:**
Sankrail Industrial Park, DAG No. 469,470,472,483,484,485,486,487,488
Khatian No.1188,891,147,520/1,1326,448
Jangalpur, Mauza- Bhagwatipur, Howrah, West Bengal

### Address of Registrar of Companies

**Registrar of Companies, Kolkata, West Bengal**
Nizam Palace, 2nd MSO Building
2nd Floor, 234/4, A.J.C.B. Road
Kolkata- 700020, India
Phone: 033-2287 7390
Fax: 033-22903795
Email: roc.kolkata@mca.gov.in

Website: http://www.mca.gov.in

## Board of Directors of our Company

The Board of Directors of our Company consists of:

| Name | Designation | Address | DIN |
|---|---|---|---|
| Mr. Naresh Kumar Agarwal | Chairman and Whole Time Director | CF-307, Salt Lake City Sector - I Bidhannagar, Kolkata -700064 , West Bengal, India | 01020334 |
| Mr. Hanuman Prasad Agarwal | Managing Director | CF-307, Salt Lake City Sector - I Bidhannagar, Kolkata- 700064 , West Bengal, India | 00654218 |
| Mr.Ankush Agarwal | Whole Time Director | 362, Sainik Vihar Pitam Pura, Saraswati Vihar North West Delhi -110034, India | 08071021 |
| Mr. Sanjeev Binani | Non Executive Director | 19 Jadulal Mullick Road, Kolkata- 700006, West Bengal, India | 01149866 |
| Mr. Rajesh Kumar Choudhary | Independent Director | 32, Ezra Street, South Block, 7th Floor, Room No.705 Kolkata-700001, West Bengal, India | 00675074 |
| Mrs. Radhika Vyas | Independent Director | Parvati Vihar, P/2 302, 52/6, Vip Road, Rajarhat Gopalpur(M), Desh Bandhu, Kolkata-700059, West Bengal, India | 08139930 |

For further details of the Directors of our Company, please refer to the chapter titled ***"Our Management"*** on page 149of this Prospectus.

## Company Secretary and Compliance Officer

**Mr. Mahesh Kumar Sharma**
1A, Bonfield Lane Mezanine Floor, Kolkata,
West Bengal -700001, India
Tel. No. +91 33 40037817
E-mail: compliance@kritikawires.com
Website: www.kritikawires.com

## Chief Financial Officer

**Mr. Anand Kumar Sharma**
1A, Bonfield Lane Mezanine Floor, Kolkata,
West Bengal -700001, India
Tel. No. +91 33 40037817
E-mail: accounts@kritikawires.com
Website: www.kritikawires.com

Investors may contact our Company Secretary and Compliance Officer and/ or the Registrar to the Issue and/ or the Lead Manager, in case of any pre-Issue or post-Issue related problems such as non-receipt of Intimation for Allotment, credit of allotted Equity Shares in the respective beneficiary account.

All grievances may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted. The applicant should give full details such as name of the sole or first applicant, ASBA Form number, applicant DP ID, Client ID, PAN, date of the ASBA Form, address of the applicant, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the ASBA Form was submitted by the applicant.

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

**For all Issue related queries, and for redressal of complaints, applicant may also write to the Lead Manager. All complaints, queries or comments received by Stock Exchange shall be forwarded to the Lead Manager, who shall respond to the same.**
**Details of Key Intermediaries pertaining to this Issue and our Company:**

## LEAD MANAGER OF THE ISSUE

**HEM SECURITIES LIMITED**
A 904, Naman Midtown- A-Wing, 9th Floor, Senapati Bapat Marg,
Elphinstone Road, Lower Parel, Mumbai-400013
Maharashtra, India
**Tel No.:**+91-22-49060000
**Fax No.:**+91-22-22625991
**Email:** ib@hemsecurities.com
**Investor Grievance Email:** redressal@hemsecurities.com
**Website:** www.hemsecurities.com
**Contact Person:** Mr. Anil Bhargava
**SEBI Regn. No.:** INM000010981

## LEGAL ADVISOR TO THE ISSUE

**VEDANTA LAW CHAMBERS**
1st Floor, SSK House, B-62
Sahkar Marg, Lal Kothi
Jaipur – 302015 Rajasthan, India
Tel No.: +91- 141 -4014091
Fax No.: +91- 141-2740911
Email: vedantalawchambers@gmail.com
Website:www.vedantalawchambers.com
Contact Person: Advocate Nivedita Ravindra Sarda

## REGISTRAR TO THE ISSUE

**LINK INTIME INDIA PRIVATE LIMITED**
C-101, 1st Floor, 247 Park, LBS Marg,
Vikhroli (West), Mumbai- 400083, Maharshtra, India
Tel. No.: +91 22 49186200
Fax No.: +91 22 49186195
Website: www.linkintime.co.in;
Email: kritika.ipo@linkintime.co.in
Investor Grievance Email: kritika.ipo@linkintime.co.in
Contact Person: Ms. Shanti Gopalkrishnan
SEBI Regn. No. INR000004058

## BANKER TO THE COMPANY

**STATE BANK OF INDIA**
Camac Street Branch, Shantiniketan Building
Kolkata, West Bengal-700017
Tel. No.: +91 33 22820197
Fax No.: +91 33 2282443
Email: b5271@sbi.co.in
Contact Person: Mr. Asis Kumar Marandi

## STATUTORY AUDITORS OF THE COMPANY

**M/s S.K.BHARTIA& ASSOCIATES**

**CHARTERED ACCOUNTANTS**
Address: 39, Strand Road,4th Floor, Room No. 75
Kolkata,West Bengal-WB -700001
Tel. No.:- +91 9831111320
Fax No.: +91 33 22310364
Email: bhartiask@gmail.com
Firm Registration No.: 322565E
Contact Person: Mr. S.K. Bhartia

## PEER REVIEW AUDITORS OF THE COMPANY*

**M/s MANSAKA RAVI & ASSOCIATES**
**CHARTERED ACCOUNTANTS**
34, Fourth Floor, Triniti mall, Swage Farm,
New Sanganer Road, Sodala
Jaipur-302019, Rajasthan, India
Tel. No.:0141-4911031,+91-9829753254
Email: ravi@ravimansaka.com
Firm Registration No. 015023C
Contact Person: Mr. Ravi Mansaka

***M/s MANSAKA RAVI & ASSOCIATES, Chartered Accountants** are appointed as peer review auditors of our Company in compliance with section IX of part A of Schedule VIII of SEBI (ICDR) Regulations and holds a valid peer reviewed certificate dated December 23, 2015 issued by the Institute of Chartered Accountants of India.

## BANKER TO THE ISSUE

**INDUSIND BANK LIMITED**
Address: Indusind Bank, PNA House, 4th Floop,
Plot No 57 & 57/1, Road No 17, Near SRL, MIDC,
Andheri East, Mumbai – 400093
**Tel No:** 022-61069405/44/45;
**Fax No.:** 022-6106-9315
**Email:**sunil.fadtari@indusind.com
**Website:**www.indusind.com
**Contact Person:**Mr. Sunil Fadtari
**SEBI Registration No:** INBI00000002

### STATEMENT OF INTER SE ALLOCATION OF RESPONSIBILITIES

Since Hem Securities Limited is the sole Lead Manager to this Issue, a statement of inter se allocation of responsibilities among Lead Managers is not required.

### SELF CERTIFIED SYNDICATE BANKS ("SCSBS")

The list of Designated Branches that have been notified by SEBI to act as SCSB for the ASBA process is provided on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes. For more information on the Designated Branches collecting ASBA Forms, see the above mentioned SEBI link.

### REGISTERED BROKERS

The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of the NSE at www.nseindia.com, as updated from time to time.

### REGISTRAR TO THE ISSUE AND SHARE TRANSFER AGENTS

The list of the RTAs eligible to accept application forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the websites of Stock Exchange at www.nseindia.com, 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 websites of Stock Exchange at www.nseindia.com, 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) and updated from time to time

**BROKERS TO THE ISSUE**

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

**CREDIT RATING**

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

**IPO GRADING**

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

**DEBENTURE TRUSTEES**

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

**TRUSTEES**

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

**MONITORING AGENCY**

As per Regulation 16(1) of the SEBI (ICDR) Regulations, 2009 as amended, the requirement of Monitoring Agency is not mandatory if the Issue size is below ₹10000.00 Lacs.

**APPRAISING ENTITY**

No appraising entity has been appointed in respect of any objects of this Issue.

**EXPERT'S OPINION**

Except for the reports in the section ***"Financial Information of the Company"*** and ***"Statement of Tax Benefits"*** on page 188 and 96respectively of this Prospectus from the Statutory Auditor and Peer Review Auditors, our Company has not obtained any expert opinions. We have received written consent from the Statutory Auditor and Peer Review Auditors for inclusion of their name. However, the term "expert" shall not be construed to mean an "expert"" as defined under the U.S. Securities Act 1933.

**WITHDRAWAL OF THE ISSUE**

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

If our Company withdraws the Issue anytime after the Issue Opening Date but before the allotment of Equity Shares, a public notice within 2 (two) working days of the Issue Closing Date, providing reasons for not proceeding with the Issue shall be issued by our Company . The notice of withdrawal will be issued in the same newspapers where the pre- Issue advertisements have appeared and the Stock Exchange will also be informed promptly. The LM, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within 1 (one) working Day from the day of receipt of such instruction.

If our Company withdraws the Issue after the Issue Closing Date and subsequently decides to proceed with an Issue of the Equity Shares, our Company will have to file a fresh Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares issued through the Prospectus, which our Company will apply for only after Allotment; and (ii) the final RoC approval of the Prospectus.

**UNDERWRITING**

The Company and the Lead Manager to the Issue hereby confirm that the Issue is 100% Underwritten by the Underwriter Hem Securities Limited

Pursuant to the terms of the Underwriting Agreement dated September 13, 2018, entered into by Company, Underwriter, the obligations of the Underwriter are subject to certain conditions specified therein. The Details of the Underwriting commitments are as under:

| Details of the Underwriter | No. of shares underwritten | Amount Underwritten (₹ in Lakhs) | % of Total Issue Size Underwritten |
|---|---|---|---|
| **Hem Securities Limited**<br>203, Jaipur Tower, M.I. Road, Jaipur, Rajasthan, India.<br>Tel: 91-0141-4051000<br>Fax – 91-141-5101757<br>Web: www.hemsecurities.com<br>Email: underwriter@hemsecurities.com<br>Contact Person: Mr. Anil Bhargava<br>SEBI Regn. No. INM000010981 | 48,12,000 Equity Shares of ₹10/- being issued at ₹32/- each | 1539.84 | 100% |

**Includes 2,52,000 Equity Shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker Hem Finlease Private Limitedin its OWN account in order to claim compliance with the requirements of Regulation 106 V (4) of the SEBI (ICDR) Regulations, 2009, as amended.*

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

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

**DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS ISSUE**

Our Company and the Lead Manager has entered into Market Making Agreement dated September 13, 2018with the following Market Maker, to fulfill the obligations of Market Making for this issue:

| | |
|---|---|
| **Name** | Hem Finlease Private Limited |
| **Correspondence Address:** | 203, Jaipur Tower, M.I. Road, Jaipur 302 001, Rajasthan, India |
| **Tel No.:** | + 91 - 141 – 4051000, 5108133 |
| **Fax No.** | + 91 - 141 – 5101757 |
| **E-mail:** | hem@hemsecurities.com |
| **Website:** | www.hemsecurites.com |
| **Contact Person:** | Mr. Anil Bhargava |

| | |
|---|---|
| **SEBI Registration No.:** | INZ000167734 |
| **Market Maker Registration No.** | 11100 |

The Market Maker shall fulfill 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 NSE and SEBI regarding this matter from time to time.

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

1) The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).

2) The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of the SME Platform of NSE and SEBI from time to time.

3) The minimum depth of the quote shall be ₹1,00,000/-. However, the investors with holdings of value less than₹1,00,000/- shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.

4) The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on the SME Platform of NSE (in this case currently the minimum trading lot size is 4000 equity shares; however the same may be changed by the SME Platform of NSE from time to time).

5) After a period of three (3) months from the market making period, the Market Maker would be exempted to provide quote if the Shares of Market Maker in our company reaches to 25% of Issue Size. Any Equity Shares allotted to Market Maker under this Issue over and above 25% of Issue Size would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of Market Maker in our Company reduces to 24% of Issue Size, the Market Maker will resume providing 2 way quotes.

6) There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, NSE may intimate the same to SEBI after due verification.

7) Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.

8) There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.

9) On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction.

10) The Market maker may also be present in the opening call auction, but there is no obligation on him to do so.

11) There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while *force-majeure* will be applicable for non controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final

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

    In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another

Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 106 V of the SEBI (ICDR) Regulations, 2009, as amended. Further our Company and the Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particulars point of time. The Market Making Agreement is available for inspection at our office from 11.00 a.m. to 5.00 p.m. on working days.

13) **Risk containment measures and monitoring for Market Makers**: SME portal of NSE "NSE Emerge" will have all margins, which are applicable on the NSE main board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.

14) **Punitive Action in case of default by Market Makers:** NSE's 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.

15) **Price Band and Spreads:** The price band shall be 20% and the market maker spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.

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

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

17) 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

Set forth below are the details of the Equity ShareCapitalofour Company as on thedate ofthis Prospectus.

(₹in Lacs, except share data)

| Sr. No. | Particulars | Aggregate Value at Face Value | Aggregate Value at Issue Price |
|---|---|---|---|
| A | **Authorized Share Capital**<br>1,85,00,000 Equity Shares having Face Value of ₹10/- each | 1850.00 | - |
| B | **Issued, Subscribed & Paid-up Share Capital prior to the Issue**<br>1,29,40,000 Equity Shares having Face Value of ₹10/- each | 1294.00 | - |
| C | **Present Issue in terms of this Prospectus***<br>48,12,000 Equity Shares having Face Value of ₹10/-each at a Premium of ₹22/-per share | 481.20 | 1539.84 |
| | **Which Comprises** | | |
| I. | **Reservation for Market Maker portion**<br>2,52,000 Equity Shares of ₹10/- each at a premium of ₹22/-per Equity Share | 25.20 | 80.64 |
| II. | **Net Issue to the Public**<br>45,60,000 Equity Shares of ₹10/- each at a premium of ₹22/-per Equity Share | 456.00 | 1459.20 |
| | **of which** | | |
| | 22,80,000 Equity Shares of ₹10/- each at a premium of ₹[●] per Equity Share will be available for allocation for allotment to Retail Individual Investors of up to ₹2.00 Lacs | 228.00 | 729.60 |
| | 22,80,000Equity Shares of ₹10/- each at a premium of ₹[●] per Equity Share will be available for allocation for allotment to Other Investors of above ₹2.00 Lacs | 228.00 | 729.60 |
| D | **Paid up Equity capital after the Issue**<br>1,77,52,000 Equity Shares having Face Value of ₹10/- each | 1775.20 | - |
| E | **Securities Premium Account**<br>Before the Issue<br>After the Issue | 1451.00<br>2509.64 | |

**The present Issue of 48,12,000 Equity Shares in terms of Prospectus has been authorized pursuant to a resolution of our Board of Directors dated May 07, 2018 and by special resolution passed under Section 62(1) (c ) of the Companies Act, 2013 at the Extra Ordinary General Meeting of the members held on May 11, 2018.*

**Classes of Shares**

Our Company has only one class of share capital i.e. Equity Shares of face value of Rs. 10/- each only. All the issued Equity Shares are fully paid-up. Our Company has no outstanding convertible instruments as on the date of this Prospectus.

**Details of Changes in Authorized Share Capital of our Company:**

| Date of Meeting | AGM/EGM | Changes in Authorized Share Capital |
|---|---|---|
| Upon Incorporation | -- | Authorized share capital of the Company was ₹25.00 Lakhs divided into 2,50,000 Equity Shares of ₹10/- each. |
| January 24, 2006 | EGM | Increase in authorized share capital of the Company from ₹25.00 Lakhs divided into 2,50,000 Equity Shares of ₹10/- each to ₹200.00 Lakhs divided into 20,00,000 Equity Shares of ₹10/- each. |
| January29, 2007 | EGM | Increase in authorized share capital of the Company from ₹200.00 Lakhs divided into 20,00,000 Equity Shares of ₹10/- each to ₹250.00 Lakhs divided into 25,00,000 Equity Shares of ₹10/- each. |
| March15, 2010 | EGM | Increase in authorized share capital of the Company from ₹250.00 Lakhs divided into 25,00,000 Equity Shares of ₹10/- each to ₹500.00 Lakhs |

| | | |
|---|---|---|
| | | divided into 50,00,000 Equity Shares of ₹10/- each. |
| January 10, 2013 | EGM | Increase in authorized share capital of the Company from ₹500.00 Lakhs divided into 50,00,000 Equity Shares of ₹10/- each to ₹800.00 Lakhs divided into 80,00,000 Equity Shares of ₹10/- each. |
| March06, 2018 | EGM | Increase in authorized share capital of the Company from ₹800.00 Lakhs divided into 80,00,000 Equity Shares of ₹10/- each to ₹1850.00 Lakhs divided into 1,85,00,000 Equity Shares of ₹10/- each. |

**Notes to Capital Structure**

**1. Equity Share Capital History of our Company:**

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

| Date of Allotment of Equity Shares | No. of Equity Shares allotted | Face Value (₹) | Issue Price (₹) | Nature of Consideration | Nature of Allotment | Cumulative No. of Equity Shares | Cumulative Paid Up Capital (₹) | Cumulative Securities Premium (₹) |
|---|---|---|---|---|---|---|---|---|
| On Incorporation | 10,000 | 10 | 10 | Cash | Subscription to MOA[(i)] | 10,000 | 1,00,000 | - |
| March 31, 2005 | 70,000 | 10 | 10 | Cash | Further Allotment[(ii)] | 80,000 | 8,00,000 | - |
| March 31, 2006 | 19,20,000 | 10 | 10 | Cash | Further Allotment[(iii)] | 20,00,000 | 2,00,00,000 | - |
| March 31, 2007 | 1,40,000 | 10 | 50 | Cash | Further Allotment[(iv)] | 21,40,000 | 2,14,00,000 | 56,00,000 |
| March 31, 2008 | 40,000 | 10 | 50 | Cash | Further Allotment[(v)] | 21,80,000 | 2,18,00,000 | 72,00,000 |
| March 31, 2009 | 2,55,000 | 10 | 100 | Cash | Further Allotment [(vi)] | 24,35,000 | 2,43,50,000 | 3,01,50,000 |
| March 31, 2010 | 6,30,000 | 10 | 100 | Cash | Further Allotment[(vii)] | 30,65,000 | 3,06,50,000 | 8,68,50,000 |
| March 01, 2012 | 2,80,000 | 10 | 100 | Cash | Further Allotment[(viii)] | 33,45,000 | 3,34,50,000 | 11,20,50,000 |
| March 30, 2013 | 2,37,500 | 10 | 40 | Cash | Further Allotment[(ix)] | 35,82,500 | 3,58,25,000 | 11,91,75,000 |
| March 22, 2014 | 24,87,500 | 10 | 40 | Cash | Further Allotment[(x)] | 60,70,000 | 6,07,00,000 | 19,38,00,000 |
| January 13, 2017 | 4,00,000 | 10 | 50 | Cash | Preferential Allotment[(xi)] | 64,70,000 | 6,47,00,000 | 20,98,00,000 |
| March 06, 2018 | 64,70,000 | 10 | -- | -- | Bonus issue in the ratio 1:1[(xii)] | 1,29,40,000 | 12,94,00,000 | 14,51,00,000 |

All the above mentioned shares are fully paid up since the date of allotment.

Notes:

***(i) Initial Subscribers to the Memorandum of Association subscribed 10,000 Equity Shares of Face Value of Rs. 10/- each fully paid at par,details of which are given below:***

| S. No. | Name of Subscribers | Number of Shares Subscribed |
|---|---|---|
| 1. | Mr. Anil Kumar Mittal | 5,000 |
| 2. | Mr. Sanjeev Kumar Binani | 5,000 |
| | **Total** | **10,000** |

*(ii)* ***Further allotment of 70,000 Equity Shares of Face Value of Rs. 10/- each fully paid:***

| S. No. | Name of Allottees | Number of Shares Subscribed |
|---|---|---|
| 1. | Mrs. Sarita Modi | 30,000 |
| 2. | Mr. Suresh Kumar Agarwal | 15,000 |
| 3. | Mr. Vishnu Khaitan | 15,000 |
| 4. | All Time Suppliers Private Limited | 10,000 |
| | **Total** | **70,000** |

*(iii)* ***Further allotment of 19,20,000 Equity Shares of Face Value of Rs. 10/- each fully paid:***

| S. No. | Name of Allottees | Number of Shares Subscribed |
|---|---|---|
| 1. | All Time Suppliers Private Limited | 60,000 |
| 2. | Mr. Vijay Kumar Lohia | 20,000 |
| 3. | Mrs. Bina Agarwal | 30,000 |
| 4. | Dharamraj Fincon Private Limited | 50,000 |
| 5. | Dowell Fiscal Services Private Limited | 50,000 |
| 6. | Enfield Management Services Private Limited | 1,00,000 |
| 7. | Escorts Tradelinks Private Limited | 50,000 |
| 8. | Fixodeal Finance Private Limited | 60,000 |
| 9. | Goodworth Investments Private Limited | 6,70,000 |
| 10. | Mr. Mahesh Kumar Purohit | 25,000 |
| 11. | Mr. Netram Agarwal | 25,000 |
| 12. | Pratiksha Commercial Private Limited | 2,50,000 |
| 13. | Priya Nivesh Private Limited | 80,000 |
| 14. | Rival Commerce Private Limited | 50,000 |
| 15. | Sunflag Vinyog Private Limited | 60,000 |
| 16. | Thermic Steel Company Private Limited | 50,000 |
| 17. | Widescope Trading Company Private Limited | 90,000 |
| 18. | Parichiti Software Private limited | 1,00,000 |
| 19. | Triple Rank Consultants Private Limited | 1,00,000 |
| | Total | **19,20,000** |

*(iv)* ***Further allotment of 1,40,000 Equity Shares of Face Value of Rs. 10/- each fully paid:***

| S. No. | Name of Allottees | Number of Shares Subscribed |
|---|---|---|
| 1. | Dharamraj Fincon Private Limited | 10,000 |
| 2. | Dowell Fiscal Services Private Limited | 20,000 |
| 3. | Enfield Management Services Private Limited | 4,000 |
| 4. | Goodworth Investments Private Limited | 40,000 |
| 5. | Pratiksha Commercial Private Limited | 6,000 |
| 6. | Priya Nivesh Private Limited | 10,000 |
| 7. | Chokhani Smokless Coke Private limited | 14,000 |
| 8. | Pee Dee Finvest Private Limited | 20,000 |
| 9. | Veronia Tie Up Private limited | 16,000 |
| | Total | **1,40,000** |

*(v) Further allotment of 40,000 Equity Shares of Face Value of Rs. 10/- each fully paid:*

| S. No. | Name of Allottees | Number of Shares Subscribed |
|---|---|---|
| 1. | Widescope Trading Company Private Limited | 40,000 |
| | Total | **40,000** |

*(vi)* ***Further allotment of 2,55,000 Equity Shares of Face Value of Rs. 10/- each fully paid:***

| S. No. | Name of Allottees | Number of Shares Subscribed |
|---|---|---|

| | | |
|---|---|---|
| 1. | Arihant Corporate Consultancy Private Limited | 20,000 |
| 2. | Mr. Suresh Kumar Sharma | 5,000 |
| 3. | Mrs. Seema Sharma | 5,000 |
| 4. | Ziwani Barter Private Limited | 20,000 |
| 5. | Mubarak Lubricants Private Limited | 20,000 |
| 6. | Badal Commotrade Private limited | 20,000 |
| 7. | Sthirlakshmi Merchantile Private limited | 10,000 |
| 8. | Mideast Vyapaar Private Limited | 25,000 |
| 9. | Unayan Trade and Commerce Private Limited | 20,000 |
| 10. | Velmon Tie Up Private Limited | 20,000 |
| 11. | Dipnarayan Management Private limited | 25,000 |
| 12. | Mr. Neeraj Neotia | 5,000 |
| 13. | Mrs. Shradha Kaya | 5,000 |
| 14. | Waltz Merchantile Private Limited | 35,000 |
| 15. | Garima Suppliers Private Limited | 20,000 |
| | **Total** | **2,55,000** |

***(vii) Further allotment of 6,30,000 Equity Shares of Face Value of Rs. 10/- each fully paid:***

| S. No. | Name of Allottees | Number of Shares Subscribed |
|---|---|---|
| 1. | Arihant Corporate Consultancy Private Limited | 25,000 |
| 2. | Mubarak Lubricants Private Limited | 20,000 |
| 3. | Wamail Suppliers Private Limited | 20,000 |
| 4. | Hectar Software Private Limited | 20,000 |
| 5. | Pee Dee Viniyog Private Limited | 15,000 |
| 6. | Nandan Karan Barets Limited | 25,000 |
| 7. | Shagun Tie Up Private Limited | 25,000 |
| 8. | Mahavir Fincon Private Limited | 35,000 |
| 9. | Colelong Dealers Private Limited | 25,000 |
| 10. | Graffco Sales Private Limited | 35,000 |
| 11. | Singh Finvest Private limited | 35,000 |
| 12. | Puspak Service Private Limited | 30,000 |
| 13. | Navi Plast Suppliers Private Limited | 35,000 |
| 14. | Prabhu Dhan Travels Private Limited | 35,000 |
| 15. | Blue Belt Traders Private Limited | 20,000 |
| 16. | Subtle Advisory Private Limited | 20,000 |
| 17. | Rose Capital Limited | 30,000 |
| 18. | Devraj Merchantile Private Limited | 25,000 |
| 19. | Dewdrops Merchantile Private Limited | 20,000 |
| 20. | Neelam Finvest Private Limited | 20,000 |
| 21. | Contship Commodities Private Limited | 25,000 |
| 22. | Bharat Finance and Industries Limited | 30,000 |
| 23. | Westport Export Private Limited | 30,000 |
| 24. | Subhshree Vyapaar Private Limited | 30,000 |
| | **Total** | **6,30,000** |

***(viii) Further allotment of 2,80,000 Equity Shares of Face Value of Rs. 10/- each fully paid:***

| S. No. | Name of Allottees | Number of Shares Subscribed |
|---|---|---|
| 1. | Bluebird Dealers Private Limited | 2,80,000 |
| | **Total** | **2,80,000** |

***(ix) Further allotment of 2,37,500 Equity Shares of Face Value of Rs. 10/- each fully paid:***

| S. No. | Name of Allottees | Number of Shares Subscribed |
|---|---|---|

| | | |
|---|---|---|
| 1. | Panchshul Merchants Private Limited | 2,37,500 |
| | **Total** | **2,37,500** |

***(x) Further allotment of 24,87,500 Equity Shares of Face Value of Rs. 10/- each fully paid:***

| S. No. | Name of Subscribers | Number of Shares Subscribed |
|---|---|---|
| 1. | Panchshul Merchants Private Limited | 7,62,500 |
| 2. | Gunnayak Commercial Private Limited | 17,25,000 |
| | **Total** | **24,87,500** |

***(xi) Preferential Allotment of 4,00,000 Equity Shares of Face Value of Rs. 10/- each fully paid:***

| S. No. | Name of Allottees | Number of Shares Subscribed |
|---|---|---|
| 1. | All Time Suppliers Private Limited | 4,00,000 |
| | **Total** | **4,00,000** |

***(xii) Bonus issue of 64,70,000 Equity Shares of Face Value of Rs. 10/- each fully paid in the ratio 1:1 i.e.1 Bonus Equity Share for every 1 Equity Shares held:***

| S. No. | Name of Allottees | Number of Shares Subscribed |
|---|---|---|
| 1. | Mr. Anil Kumar Mittal | 5,000 |
| 2. | Mr. Sanjeev Kumar Binani | 5,000 |
| 3. | All Time Suppliers Private Limited | 4,70,000 |
| 4. | Mrs. Santosh Agarwal | 1,60,000 |
| 5. | Naresh Kumar Agarwal (HUF) | 40,000 |
| 6. | Mr. Naresh Kumar Agarwal | 4,20,000 |
| 7. | Balaji Electrodes Private Limited | 2,60,000 |
| 8. | Aditi Commodities Private Limited | 20,000 |
| 9. | R.A. Comptech Investment & Consultant Private Limited | 4,85,000 |
| 10. | Mohta Agencies Private Limited | 3,80,000 |
| 11. | Bluebird Dealers Private Limited | 2,80,000 |
| 12. | Panchshul Merchants Private Limited | 10,00,000 |
| 13. | Gunnayak Commercial Private limited | 17,25,000 |
| 14. | Mr. Hanuman Prasad Agarwal | 6,10,000 |
| 15. | Mr. Sushil Kumar Agarwal | 6,10,000 |
| | **Total** | **64,70,000** |

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

**2. Details of Allotment made in the last two years preceding the date of the Prospectus:**

Except as mentioned in point 1 (a) (xi) & (xii) above, we have not issued any Equity Share in the last two years preceding the date of the Prospectus

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

| Date of Allotment | Number of Equity Shares | Face Value (₹) | Issue Price (₹) | Reasons for Allotment | Benefits Accrued to our Company | Name of Allottees | No. of Shares Allotted |
|---|---|---|---|---|---|---|---|
| March 06, 2018 | 64,70,000 | 10 | Nil | Bonus in the ratio of 1:1 i.e. 1 Equity | Capitalization of Reserves & Surplus | Mr. Anil Kumar Mittal | 5,000 |
| | | | | | | Mr. Sanjeev Kumar Binani | 5,000 |
| | | | | | | All Time Suppliers Private Limited | 4,70,000 |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| | | | | Share for every 1 Equity Share held | | Mrs. Santosh Agarwal | 1,60,000 |
| | | | | | | Naresh Kumar Agarwal (HUF) | 40,000 |
| | | | | | | Mr. Naresh Kumar Agarwal | 4,20,000 |
| | | | | | | Balaji Electrodes Private Limited | 2,60,000 |
| | | | | | | Aditi Commodities Private Limited | 20,000 |
| | | | | | | R.A. Comptech Investment & Consultant Private Limited | 4,85,000 |
| | | | | | | Mohta Agencies Private Limited | 3,80,000 |
| | | | | | | Bluebird Dealers Private Limited | 2,80,000 |
| | | | | | | Panchshul Merchants Private Limited | 10,00,000 |
| | | | | | | Gunnayak Commercial Private limited | 17,25,000 |
| | | | | | | Mr. Hanuman Prasad Agarwal | 6,10,000 |
| | | | | | | Mr. Sushil Kumar Agarwal | 6,10,000 |
| | | | | | | **TOTAL** | **64,70,000** |

**3.** No Equity Shares have been allotted pursuant to any scheme approved under section 230-233 of the Companies Act, 2013 or under the corresponding provisions of the Companies Act, 1956.

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

**5.** Except as mentioned below, no Equity shares have been issued which may be at price below the Issue price within last one year from the date of the Prospectus.

| Date of Allotment | Allottees | No. of Equity Shares allotted | Face Value (in₹) | Issue Price (in₹) | Reason for Allotment | Category of Allottees |
|---|---|---|---|---|---|---|
| March 06, 2018 | Mr. Anil Kumar Mittal | 5,000 | 10 | -- | Bonus in the ratio of 1:1 i.e. 1 Equity Shares for every 1 Equity Share held | Promoter Group |
| | Mr. Sanjeev Kumar Binani | 5,000 | | | | Promoter Group |
| | All Time Suppliers Private Limited | 4,70,000 | | | | Promoter |
| | Mrs. Santosh Agarwal | 1,60,000 | | | | Promoter Group |
| | Naresh Kumar Agarwal (HUF) | 40,000 | | | | Promoter Group |
| | Mr. Naresh Kumar Agarwal | 4,20,000 | | | | Promoter |
| | Balaji Electrodes Private Limited | 2,60,000 | | | | Promoter |
| | Aditi Commodities Private Limited | 20,000 | | | | Promoter Group |
| | R.A. Comptech Investment & Consultant Private Limited | 4,85,000 | | | | Promoter |
| | Mohta Agencies Private Limited | 3,80,000 | | | | Promoter |
| | Bluebird Dealers Private Limited | 2,80,000 | | | | Promoter Group |
| | Panchshul Merchants Private Limited | 10,00,000 | | | | Promoter Group |
| | Gunnayak Commercial | 17,25,000 | | | | Promoter Group |

| | | | | | | |
|---|---|---|---|---|---|---|
| | Private limited | | | | | |
| | Mr. Hanuman Prasad Agarwal | 6,10,000 | | | | Promoter |
| | Mr. Sushil Kumar Agarwal | 6,10,000 | | | | Promoter Group |
| **Total** | | **64,70,000** | | | | |

**6. Capital Buildup in respect of Shareholding of our Promoters**

As on the date of this Prospectus, our Promoters Mr. Naresh Kumar Agarwal, Mr. Hanuman Prasad Agarwal, Balaji Electrodes Private Limited, Alltime Suppliers Private Limited, RA Comptech Investment & Consultant Private Limited and Mohta Agencies Private Limitedhold 8,40,000; 12,20,000; 5,20,000; 9,40,000; 9,70,000 and 7,60,000 Equity Shares respectively of our Company. None of the Equity Shares held by our Promoters are subject to any pledge.

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

| Date of Allotment and made fully paid up/ Transfer | No. of Equity Shares* | Face Value Per Share (₹) | Issue/ Acquisition/Transfer Price (₹)* | Nature of Transactions | Pre-Issue Shareholding % | Post-Issue Shareholding % | Lock-in Period | Source of Funds |
|---|---|---|---|---|---|---|---|---|
| **(A) Mr. Naresh Kumar Agarwal** | | | | | | | | |
| September 30, 2009 | 8,70,000 | 10 | 2 | Acquisition of Shares by way of Transfer[(i)] | 6.72 | 4.90 | 3 Years | Own Fund |
| November 07, 2017 | (4,50,000) | 10 | - | Transfer by way of gift[(ii)] | (3.48) | (2.53) | 3 Years | Own Fund |
| March 06, 2018 | 4,20,000 | 10 | - | Bonus | 3.25 | 2.36 | 3 Years | - |
| **Total (A)** | **8,40,000** | | | | **6.49** | **4.73** | | |
| **(B) Mr. Hanuman Prasad Agarwal** | | | | | | | | |
| November 07, 2017 | 6,10,000 | 10 | - | Acquisition of Shares by way of gift[(iii)] | 4.71 | 3.43 | 1 Year | Own Fund |
| March 06, 2018 | 6,10,000 | 10 | - | Bonus | 4.71 | 3.43 | 1 Year | - |
| **Total (B)** | **12,20,000** | | | | **9.42** | **6.87** | | |
| **(C) Balaji Electrodes Private Limited** | | | | | | | | |
| May 20, 2010 | 60,000 | 10 | 2 | Acquisition of Shares by way of Transfer[(iv)] | 0.46 | 0.34 | 1 Year | Own Fund |
| May 31, 2010 | 1,40,000 | 10 | 2 | Acquisition of Shares by way of Transfer[(v)] | 1.08 | 0.79 | 3 Years | Own Fund |
| | 60,000 | | | | 0.46 | 0.34 | 1 Year | |
| March 06, 2018 | 2,60,000 | 10 | - | Bonus | 2.01 | 1.46 | 1 Year | - |
| **Total (C)** | **5,20,000** | | | | **4.01** | **2.93** | | |
| **(D) Alltime Suppliers Private Limited** | | | | | | | | |
| March 31, 2005 | 10,000 | 10 | 10 | Allotment | 0.08 | 0.05 | 3 Years | Own Fund |
| March 31, 2006 | 60,000 | 10 | 10 | Allotment | 0.46 | 0.34 | 3 Years | Own Fund |
| January 13, 2017 | 4,00,000 | 10 | 50 | Allotment | 3.09 | 2.25 | 3 Years | Own Fund |
| March 06, 2018 | 4,70,000 | 10 | - | Bonus | 3.63 | 2.65 | 3 Years | - |
| **Total (D)** | **9,40,000** | | | | **7.26** | **5.30** | | |
| **(E) R.A. Comptech Investment & Consultant Private Limited** | | | | | | | | |
| September 30, | 2,60,000 | 10 | 2 | Acquisition | 2.00 | 1.46 | 3 Years | Own Fund |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| 2009 | | | | of Shares by way of Transfer[vi] | | | | |
| May 20, 2010 | 70,000 | 10 | 2 | Acquisition of Shares by way of Transfer[vii] | 0.31 | 0.22 | 3 Years | Own Fund |
| May 31, 2010 | 1,55,000 | 10 | 2 | Acquisition of Shares by way of Transfer[viii] | 1.43 | 1.04 | 3 Years | Own Fund |
| March 06, 2018 | 4,85,000 | 10 | - | Bonus | 3.75 | 2.73 | 3 Years | - |
| **Total (E)** | **9,70,000** | | | | **7.50** | **5.46** | | |
| **(F) Mohta Agencies Private Limited** | | | | | | | | |
| May 20, 2010 | 1,05,000 | 10 | 2 | Acquisition of Shares by way of Transfer[ix] | 0.81 | 0.60 | 3 Years | Own Fund |
| May 31, 2010 | 2,75,000 | 10 | 2 | Acquisition of Shares by way of Transfer[x] | 2.13 | 1.55 | 3 Years | Own Fund |
| March 06, 2018 | 3,80,000 | 10 | - | Bonus | 2.94 | 2.14 | 3 Years | - |
| **Total (F)** | **7,60,000** | | | | **5.87** | **4.28** | | |

**(i) Details of Acquisition of 8,70,000 Equity Shares by Mr. Naresh Kumar Agarwal dated September 30, 2009**

| Sr. No. | Date of Transfer | Name of Transferor | No. of Share Transfer | Name of Transferee |
|---|---|---|---|---|
| 1. | September 30, 2009 | Dowell Fiscal Services Private Limited | 70,000 | Mr. Naresh Kumar Agarwal |
| 2. | | Dharamraj Finco Private limited | 60,000 | |
| 3. | | Enfield Management Services Private Limited | 1,04,000 | |
| 4. | | Fixodeal Finance Private Limited | 60,000 | |
| 5. | | Pratiksha Commercial Private limited | 2,56,000 | |
| 6. | | Priya Nivesh Private Limited | 90,000 | |
| 7. | | Sunflag Viniyog Private Limited | 60,000 | |
| 8. | | The Thermic Steel Company limited | 50,000 | |
| 9. | | Parichit Software Private Limited | 1,00,000 | |
| 10. | | Pee Dee Finvest Private Limited | 20,000 | |
| | | **Total** | **8,70,000** | |

**(ii) Details of Transfer of 4,50,000 Equity Shares by Mr. Naresh Kumar Agarwal dated November 07, 2017.**

| Sr. No. | Date of Transfer | Name of Transferor | No. of Share Transfer | Name of Transferee |
|---|---|---|---|---|
| 1. | November 07, 2017 | Mr. Naresh Kumar Agarwal | 4,50,000 | Mr. Sushil Kumar Agarwal Agarwal |
| | | **Total** | **4,50,000** | |

**(iii) Details of Acquisition of 6,10,000 Equity Shares by Mr. Hanuman Prasad Agarwal dated November 07, 2017.**

| Sr. No. | Date of Transfer | Name of Transferor | No. of Share Transfer | Name of Transferee |
|---|---|---|---|---|
| 1. | November 07, 2017 | Mrs. Sulochana Garg | 6,10,000 | Mr. Hanuman Prasad Agarwal |
| | | **Total** | **6,10,000** | |

**(iv) Details of Acquisition of 60,000 Equity Shares by Balaji Electrodes Private Limited dated May20, 2010**

| Sr. No. | Date of Transfer | Name of Transferor | No. of Share Transfer | Name of Transferee |
|---|---|---|---|---|
| 1. | May 20, 2010 | Unayan Trade & Commerce Private Limited | 20,000 | Balaji Electrodes Private Limited |
| 2. | | Velmon Tieup Private Limited | 20,000 | |
| 3. | | Arihant Corporate Consultancy Private Limited | 20,000 | |
| | | **Total** | **60,000** | |

**(v) Details of Acquisition of 2,00,000 Equity Shares by Balaji Electrodes Private Limited dated May 31, 2010**

| Sr. No. | Date of Transfer | Name of Transferor | No. of Share Transfer | Name of Transferee |
|---|---|---|---|---|
| 1. | May 31, 2010 | Mahavir Vincon Private Limited | 35,000 | Balaji Electrodes Private Limited |
| 2. | | Singh Finvest Private Limited | 35,000 | |
| 3. | | Pushpak Service Private Limited | 30,000 | |
| 4. | | Navi Plast Suppliers Private Limited | 35,000 | |
| 5. | | Prabhu Dhant Travels Private Limited | 35,000 | |
| 6. | | Rose Capital Limited | 30,000 | |
| | | **Total** | **2,00,000** | |

**(vi) Details of Acquisition of 2,60,000 Equity Shares by R.A. Comptech Investment & Consultant Private Limited dated September 30, 2009**

| Sr. No. | Date of Transfer | Name of Transferor | No. of Share Transfer | Name of Transferee |
|---|---|---|---|---|
| 1. | September 30, 2009 | Widescope Trading Company Private Limited | 1,30,000 | R.A. Comptech Investment & Consultant Private Limited |
| 2. | | Triple Rank Consultants Private Limited | 1,00,000 | |
| 3. | | Chokhani Smokless Coke Private Limited | 14,000 | |
| 4. | | Veronia Tieup Private Limited | 16,000 | |
| | | **Total** | **2,60,000** | |

**(vii) Details of Acquisition of 70,000 Equity Shares by R.A. Comptech Investment & Consultant Private Limited dated May20, 2010**

| Sr. No. | Date of Transfer | Name of Transferor | No. of Share Transfer | Name of Transferee |
|---|---|---|---|---|
| 1. | May 20, 2010 | Ziwani Barter Private Limited | 20,000 | R.A. Comptech Investment & Consultant Private Limited |
| 2. | | Mubarak Lubricants private Limited | 20,000 | |

| | | | | |
|---|---|---|---|---|
| 3. | | Badal Commotrade Private Limited | 20,000 | |
| 4. | | Sthrilakshmi Merchantiles Private Limited | 10,000 | |
| | | **Total** | **70,000** | |

**(viii) Details of Acquisition of 1,55,000Equity Shares by R.A. Comptech Investment & Consultant Private Limited dated May31, 2010**

| Sr. No. | Date of Transfer | Name of Transferor | No. of Share Transfer | Name of Transferee |
|---|---|---|---|---|
| 1. | May 31, 2010 | Mubarak Lubricants private Limited | 20,000 | R.A. Comptech Investment & Consultant Private Limited |
| 2. | | Nandan Karens Baren Limited | 25,000 | |
| 3. | | Bluebelt Traders Private Limited | 20,000 | |
| 4. | | Subtle Advisory Private Limited | 20,000 | |
| 5. | | Dewdrops Merchantile Private Limited | 20,000 | |
| 6. | | Neelam Finvest private Limited | 20,000 | |
| 7. | | Westport Export Private Limited | 30,000 | |
| | | **Total** | **1,55,000** | |

**(ix) Details of Acquisition of 1,05,000Equity Shares by Mohta Agencies Private Limited dated May20, 2010**

| Sr. No. | Date of Transfer | Name of Transferor | No. of Share Transfer | Name of Transferee |
|---|---|---|---|---|
| 1. | May 20, 2010 | Mideast Vyapaar Private Limited | 25,000 | Mohta Agencies Private Limited |
| 2. | | Dipnarayan Management Private Limited | 25,000 | |
| 3. | | Waltz Merchantile Private Limited | 35,000 | |
| 4. | | Garima Suppliers Private Limited | 20,000 | |
| | | **Total** | **1,05,000** | |

**(x) Details of Acquisition of 2,75,000 Equity Shares by Mohta Agencies Private Limited dated May31, 2010**

| Sr. No. | Date of Transfer | Name of Transferor | No. of Share Transfer | Name of Transferee |
|---|---|---|---|---|
| 1. | May 31, 2010 | Wamail Suppliers Private Limited | 20,000 | Mohta Agencies Private Limited |
| 2. | | Hector Software Private Limited | 20,000 | |
| 3. | | Pee Dee Viniyog Private Limited | 15,000 | |
| 4. | | Shagun Tieup Private Limited | 25,000 | |
| 5. | | Colelong Dealers Private Limited | 25,000 | |
| 6. | | Graffco Sales Private Limited | 35,000 | |
| 7. | | Devraj Merchantile Private Limited | 25,000 | |
| 8. | | Arihant Corporate Consultancy Private Limited | 25,000 | |
| 9. | | Contship Commodities Private Limited | 25,000 | |
| 10. | | Bharat Finance and Industries Private Limited | 30,000 | |

| | | | | |
|---|---|---|---|---|
| 11. | | Subhshree Vyapaar Private Limited | 30,000 | |
| | | **Total** | **2,75,000** | |

**7. The average cost of acquisition of or subscription of shares by our Promoters is set forth in the table below:**

| Sr. No. | Name of the Promoters | No. of Shares held | Average cost of Acquisition (in ₹) |
|---|---|---|---|
| 1. | Mr. Naresh Kumar Agarwal | 8,40,000 | 2.07 |
| 2. | Mr. Hanuman Prasad Agarwal | 12,20,000 | 0.00 |
| 3. | Balaji Electrodes Private Limited | 5,20,000 | 1.00 |
| 4. | Alltime Suppliers Private Limited | 9,40,000 | 22.02 |
| 5. | R.A. Comptech Investment & Consultant Private Limited | 9,70,000 | 1.00 |
| 6. | Mohta Agencies Private Limited | 7,60,000 | 1.00 |

**8. Shareholding of Promoters and Promoters Group**

Following are the details of pre and post Issue shareholding of persons belonging to the category "Promoter and Promoter Group":

| Sr. No | Names | Pre IPO | | Post IPO | |
|---|---|---|---|---|---|
| | | Shares Held | % Shares Held | Shares Held | % Shares Held |
| | **Promoters** | | | | |
| 1. | Mr. Naresh Kumar Agarwal | 8,40,000 | 6.49 | 8,40,000 | 4.73 |
| 2. | Mr. Hanuman Prasad Agarwal | 12,20,000 | 9.43 | 12,20,000 | 6.87 |
| 3. | Balaji Electrodes Private Limited | 5,20,000 | 4.02 | 5,20,000 | 2.93 |
| 4. | Alltime Suppliers Private Limited | 9,40,000 | 7.26 | 9,40,000 | 5.30 |
| 5. | R.A. Comptech Investment & Consultant Private Limited | 9,70,000 | 7.50 | 9,70,000 | 5.46 |
| 6. | Mohta Agencies Private Limited | 7,60,000 | 5.87 | 7,60,000 | 4.28 |
| | **Sub Total (A)** | **52,50,000** | **40.57** | **52,50,000** | **29.57** |
| | **Promoter Group** | | | | |
| 1. | Mr. Anil Kumar Mittal | 10,000 | 0.08 | 10,000 | 0.06 |
| 2. | Mr. Sanjeev Binani | 10,000 | 0.08 | 10,000 | 0.06 |
| 3. | Naresh Kumar Agarwal (HUF) | 80,000 | 0.62 | 80,000 | 0.45 |
| 4. | Mrs. Santosh Agarwal | 3,20,000 | 2.47 | 3,20,000 | 1.80 |
| 5. | Aditi Commodities Private Limited | 40,000 | 0.31 | 40,000 | 0.23 |
| 6. | Bluebird Dealers Private Limited | 5,60,000 | 4.33 | 5,60,000 | 3.15 |
| 7. | Panchshul Merchants Private Limited | 20,00,000 | 15.46 | 20,00,000 | 11.27 |
| 8. | Gunnayak Commercial Private Limited | 34,50,000 | 26.66 | 34,50,000 | 19.43 |
| 9. | Mr. Sushil Kumar Agarwal | 12,20,000 | 9.43 | 12,20,000 | 6.87 |
| | **Sub Total (B)** | **76,90,000** | **59.43** | **76,90,000** | **43.32** |
| | **GRAND TOTAL (A+B)** | **1,29,40,000** | **100.00** | **1,29,40,000** | **72.89** |

**9.** Except as provided below, there are no Equity Shares acquired/ purchased/ sold by the Promoter and Promoter Group, Directors and their immediate relatives within six months immediately preceding the date of filing of this Prospectus:

| Date of Transaction | Number of Equity Shares Allotted/ Acquired/Sold | Face Value (Rs. ) | Issue Price/ Acquired Price (Rs.)* | Nature | Nature of Consideration | Name of the Allottees/ Transferor/transferee | Category |
|---|---|---|---|---|---|---|---|
| November 07, 2017 | 6,10,000 | 10 | NIL | Acquisition of shares by way of transfer by way of gift | - | Mr. Hanuman Prasad Agarwal | Promoter |
| | 6,10,000 | 10 | | Acquisition | - | Mr. Sushil Kumar | Promoter |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| | | | NIL | of shares by way of transfer by way of gift | | Agarwal | Group |
| | (7,70,000) | 10 | NIL | Transfer by way of gift | - | Mrs. Sulochana Garg | Promoter Group |
| | (4,50,000) | 10 | NIL | Transfer by way of gift | - | Mr. Naresh Kumar Agarwal | Promoter |
| March 06, 2018 | 5,000 | 10 | NIL | Allotted by way of Bonus | - | Mr. Anil Kumar Mittal | Promoter Group |
| | 5,000 | | | | | Mr. Sanjeev Kumar Binani | Promoter Group |
| | 4,70,000 | | | | | All Time Suppliers Private Limited | Promoter |
| | 1,60,000 | | | | | Mrs. Santosh Agarwal | Promoter Group |
| | 40,000 | | | | | Naresh Kumar Agarwal (HUF) | Promoter Group |
| | 4,20,000 | | | | | Mr. Naresh Kumar Agarwal | Promoter |
| | 2,60,000 | | | | | Balaji Electrodes Private Limited | Promoter |
| | 20,000 | | | | | Aditi Commodities Private Limited | Promoter Group |
| | 4,85,000 | | | | | R.A. Comptech Investment & Consultant Private Limited | Promoter |
| | 3,80,000 | | | | | Mohta Agencies Private Limited | Promoter |
| | 2,80,000 | | | | | Bluebird Dealers Private Limited | Promoter Group |
| | 10,00,000 | | | | | Panchshul Merchants Private Limited | Promoter Group |
| | 17,25,000 | | | | | Gunnayak Commercial Private limited | Promoter Group |
| | 6,10,000 | | | | | Mr. Hanuman Prasad Agarwal | Promoter |
| | 6,10,000 | | | | | Mr. Sushil Kumar Agarwal | Promoter Group |

**The maximum and minimum price at which the aforesaid transaction was made is Nil per Equity Share respectively*

**10.** Details of Promoters' Contribution Locked-in for Three Years

| Date of Allotment/ Acquisition | Date when made Fully paid up | No. of shares Allotted/Acquired | Face Value | Issue Price/ Acquisition Price | Nature of Allotment | % Pre-Issue paid up capital (in shares) | % Post issue paid up capital (in shares) | Lock-In Period |
|---|---|---|---|---|---|---|---|---|
| **Mr. Naresh Kumar Agarwal** | | | | | | | | |
| September 30, 2009 | September 30, 2009 | 4,20,000 | 10 | 2 | Acquisition of shares by way of Transfer | 3.25 | 2.36 | 3 Years |
| March 06, 2018 | March 06, 2018 | 4,20,000 | 10 | - | Bonus | 3.25 | 2.36 | 3 Years |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| **Total** | | **8,40,000** | | | | **6.49** | **4.73** | |
| **Balaji Electrodes Private Limited** | | | | | | | | |
| May 31, 2010 | May 31, 2010 | 1,40,000 | 10 | 2 | Acquisition of shares by way of Transfer | 1.08 | 0.79 | 3 Years |
| **Total** | | **1,40,000** | | | | **1.08** | **0.79** | |
| **Alltime Suppliers Private Limited** | | | | | | | | |
| March 31, 2005 | March 31, 2005 | 10,000 | 10 | 10 | Allotment | 0.08 | 0.05 | 3 Years |
| March 31, 2006 | March 31, 2006 | 60,000 | 10 | 10 | Allotment | 0.46 | 0.34 | 3 Years |
| January 13, 2017 | January 13, 2017 | 4,00,000 | 10 | 50 | Allotment | 3.09 | 2.25 | 3 Years |
| March 06, 2018 | March 06, 2018 | 4,70,000 | 10 | - | Bonus | 3.63 | 2.65 | 3 Years |
| **Total** | | **9,40,000** | | | | **7.26** | **5.30** | |
| **R.A. Comptech Investment & Consultant Private Limited** | | | | | | | | |
| September 30, 2009 | September 30, 2009 | 2,60,000 | 10 | 2 | Acquisition of shares by way of Transfer | 2.00 | 1.46 | 3 Years |
| May 20, 2010 | May 20, 2010 | 70,000 | 10 | 2 | Acquisition of shares by way of Transfer | 0.31 | 0.22 | 3 Years |
| May 31, 2010 | May 31, 2010 | 1,55,000 | 10 | 2 | Acquisition of shares by way of Transfer | 1.43 | 1.04 | 3 Years |
| March 06, 2018 | March 06, 2018 | 4,85,000 | 10 | - | Bonus | 3.75 | 2.73 | 3 Years |
| **Total** | | **9,70,000** | | | | **7.50** | **5.46** | |
| **Mohta Agencies Private Limited** | | | | | | | | |
| May 20, 2010 | May 20, 2010 | 1,05,000 | 10 | 2 | Acquisition of shares by way of Transfer | 0.81 | 0.60 | 3 Years |
| May 31, 2010 | May 31, 2010 | 2,75,000 | 10 | 2 | Acquisition of shares by way of Transfer | 2.13 | 1.55 | 3 Years |
| March 06, 2018 | March 06, 2018 | 3,80,000 | 10 | - | Bonus | 2.94 | 2.14 | 3 Years |
| | | **7,60,000** | | | | **5.87** | **4.28** | |
| **Grand Total** | | **36,50,000** | | | | **28.21** | **20.56** | |

The minimum Promoter's contribution has been brought in to the extent of not less than the specified minimum lot and from persons defined as "promoter" under the SEBI ICDR Regulations. All Equity Shares, which are being locked in are not ineligible for computation of Minimum Promoters Contribution as per Regulation 33 of the SEBI ICDR Regulations and are being locked in for 3 years as per Regulation 36(a) of the SEBI ICDR Regulations i.e. for a period of three years from the date of allotment of Equity Shares in this issue.

No Equity Shares proposed to be locked-in as Minimum Promoters Contribution have been issued out of revaluation reserve or for consideration other than cash and revaluation of assets or capitalization of intangible assets, involved in such transactions.

The entire pre-issue shareholding of the Promoters, other than the Minimum Promoters contribution which is locked in for three years, shall be locked in for a period of one year from the date of allotment in this Issue.

Our Promoters, Mr. Naresh Kumar Agarwal, Balaji Electrodes Private Limited, Alltime Suppliers Private Limited, R.A. Comptech Investment & Consultant Private Limited and Mohta Agencies Private Limited have, by a written undertaking, consented to have 8,40,000; 1,40,000; 9,40,000; 9,70,000 and 7,60,000 equity shares held by them respectively to be locked in as Minimum Promoters Contribution for a period of three years from the date of allotment in this Issue and will not be disposed / sold / transferred by the promoters during the period starting from the date of filing the Prospectus with SME Platform of NSE till the date of commencement of lock-in period as stated in the Prospectus. The Equity Shares under the Promoters contribution will constitute 20.56% of our post-issue paid up share capital.

Our Promoters have also consented that the Promoters contribution under Regulation 32 of the SEBI ICDR Regulations will not be less than 20% of the post issue paid up capital of our Company.

**Eligibility of Share for "Minimum Promoters Contribution in terms of clauses of Regulation 33 (1) of SEBI (ICDR) Regulations, 2009**

| Reg. No. | Promoters' Minimum Contribution Conditions | Eligibility Status of Equity Shares forming part of Promoter's Contribution |
|---|---|---|
| 33(1) (a) (i) | Specified securities acquired during the preceding three years, if they are acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets is involved in such transaction | The Minimum Promoter's contribution does not consist of such Equity Shares which have been acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets. **Hence Eligible** |
| 33 (1) (a) (ii) | Specified securities acquired during the preceding three years, resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the issuer or from bonus issue against Equity Shares which are ineligible for minimum promoters' contribution | The minimum Promoter's contribution does not consist of such Equity Shares. **Hence Eligible** |
| 33 (1) (b) | Specified securities acquired by promoters during the preceding one year at a price lower than the price at which specified securities are being offered to public in the initial public offer | The minimum Promoter's contribution does not consist of such Equity Shares. **Hence Eligible.** |
| 33 (1) (c) | Specified securities allotted to promoters during the preceding one year at a price less than the issue price, against funds brought in by them during that period, in case of an issuer formed by conversion of one or more partnership firms, where the partners of the erstwhile partnership firms are the promoters of the issuer and there is no change in the management: Provided that specified securities, allotted to promoters against capital existing in such firms for a period of more than one year on a continuous basis, shall be eligible | The minimum Promoter's contribution does not consist of such Equity Shares. **Hence Eligible.** |
| 33 (1) (d) | Specified securities pledged with any creditor. | Our Promoters have not Pledged any shares with any creditors. Accordingly, the minimum Promoter's contribution does not consist of such Equity Shares. **Hence Eligible.** |

**Details of Promoters' Contribution Locked-in for One Year**

In terms of Regulation 36(b) and 37 of the SEBI ICDR Regulations, in addition to the Minimum Promoters contribution which is locked in for three years, as specified above, the entire pre-issue equity share capital constituting 92,90,000 Equity Shares shall be locked in for a period of one year from the date of allotment of Equity Shares in this Issue.
The Equity Shares which are subject to lock-in shall carry inscription **'non-transferable'** along with the duration of specified non-transferable period mentioned in the face of the security certificate. The shares which are in dematerialized form, if any, shall be locked-in by the respective depositories. The details of lock-in of the Equity Shares shall also be provided to the Designated Stock Exchange before the listing of the Equity Shares.

**Other requirements in respect of lock-in:**

a) In terms of Regulation 39 of the SEBI ICDR Regulations, the locked in Equity Shares held by the Promoters, as specified above, can be pledged with any scheduled commercial bank or public financial institution as collateral security for loan granted by such bank or institution provided that the pledge of Equity Shares is one of the terms of the sanction of the loan. Provided that securities locked in as minimum promoter contribution may be pledged only if, in addition to fulfilling the above requirements, the loan has been granted by such bank or institution, for the purpose of financing one or more of the objects of the Issue.

b) In terms of Regulation 40 of the SEBI ICDR Regulations, the Equity Shares held by persons other than the Promoters prior to the Issue may be transferred to any other person holding the Equity Shares which are locked in as per Regulation 36 or 37 of the SEBI ICDR Regulations, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.

c) Further in terms of Regulation 40 of the SEBI ICDR Regulations, the Equity Shares held by the Promoters may be transferred to and amongst the Promoter Group or to new promoters or persons in control of the Issuer subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.

## 12. Shareholding Pattern of the Company

The table below represents the shareholding pattern of our Company in accordance with Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as on the date of this Prospectus:

**I - Our Shareholding Pattern:-**

| Category | Category of shareholder | No. of share holders | No. of fully paid up equity shares held | No. of Partly paid-up equity shares held | No. of shares underlying Depository Receipts | Total nos. shares held | Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2) | Number of Voting Rights held in each class of securities* | | | | No. of Shares Underlying Outstanding convertible securities (including Warrants) | Shareholding , as a % assuming full conversion of convertible securities ( as a percentage of diluted share capital) As a % of (A+B+C2) | Number of Locked in shares | | Number of Shares pledged or otherwise encumbered | | Number of equity shares held in dematerialized form |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | No of Voting Rights | | | Total as a % of (A+B+C) | | | No. (a) | As a % of total Shares held (b) | No. (a) | As a % of total Shares held (b) | |
| | | | | | | | | Class Equity Shares of Rs.10/- each^ | Class eg: y | Total | | | | | | | | |
| I | II | III | IV | V | VI | VII = IV+V+VI | VIII | IX | | | | X | XI=VII+X | XII | | XIII | | XIV |
| (A) | Promoter & Promoter Group | 15 | 1,29,40,000 | - | - | 1,29,40,000 | 100.00 | 1,29,40,000 | - | 1,29,40,000 | 100.00 | - | 100.00 | - | | - | | 1,29,40,000 |
| (B) | Public | - | - | - | - | - | - | - | - | - | - | - | - | - | | - | | - |
| (C) | Non Promoter- Non Public | - | - | - | - | - | - | - | - | - | - | - | - | - | | - | | - |
| (C1) | Shares underlying DRs | - | - | - | - | - | - | - | - | - | - | - | - | - | | - | | - |
| (C2) | Shares | - | - | - | - | - | - | - | - | - | - | - | - | - | | - | | - |

| | | | | | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | held by Emp. Trusts | | | | | | | | | | | | | | | |
| | **Total** | **15** | **1,29,40,000** | **-** | **-** | **1,29,40,000** | **100.00** | **1,29,40,000** | **-** | **1,29,40,000** | **100.00** | **-** | **100.00** | **-** | **-** | 1,29,40,000 |

**As on date of this prospectus 1 Equity share holds 1 vote.*
*^ We have only one class of Equity Shares of face value of Rs. 10/- each.*
*We haveentered into tripartite agreement with CDSL & NSDL.*
*Our Company will file the shareholding pattern in the form prescribed under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, one day prior to the listing of the Equity shares. The shareholding pattern will be uploaded on the Website of the NSE Emerge before commencement of trading of such Equity Shares.*

**II – Shareholdingpattern ofthe Promoter and Promoter Group**

| **S.No.** | **Category & Name of the Shareholders** | **PAN** | **No. of shareholders** | **No. of fully paid up equity shares held** | **Partly paid-up equity shares held** | **Nos. of shares underlying Depository Receipts** | **Total nos. shares held** | **Shareholding (calculated as per SCRR, 1957) As a % of (A+B+C2)** | **Number of Voting Rights held in each class of securities*** | | | | **No. of Shares Underlying Outstanding convertible securities (including Warrants)** | **Shareholding , as a % assuming full conversion of convertible securities ( as a percentage of diluted share capital) as a % of A+B+C2** | **Number of Locked in shares** | | **Number of Shares pledged or otherwise** | | **Number of equity shares held in dematerialized form** |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | | **No of Voting Rights** | | | **Total as a % of Total Voting rights** | | | **No. (a)** | **As a % of total Shares held (b)** | **No. (a)** | **As a % of total shares held (b)** | |
| | | | | | | | | | **Class Equity Shares of Rs.10/- each** | **Class Y** | **Total** | | | | | | | | |
| | **I** | **II** | **III** | **IV** | **V** | **VI** | **VII=IV+V+VI** | **VIII** | **IX** | | | | **X** | **XI = VII+X** | **XII** | | **XIII** | | **XIV** |
| (1) | Indian | - | | | | | | | | | | | | | | | | | |
| (a) | Individuals/ | - | 7 | 37,00,000 | - | - | 37,00,000 | 28.60 | 37,00,000 | - | 37,00,000 | 28.60 | - | 28.60 | - | | - | | 37,00,000 |

| | | | | | | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | Hindu undivided Family | | | | | | | | | | | | | | | | |
| | Mr. Anil Kumar Mittal | AAFPM1457Q | 1 | 10,000 | - | - | 10,000 | 0.08 | 10,000 | - | 10,000 | 0.08 | - | 0.08 | - | - | 10,000 |
| | Mr. Sanjeev Binani | AEDPB1936R | 1 | 10,000 | - | - | 10,000 | 0.08 | 10,000 | - | 10,000 | 0.08 | - | 0.08 | - | - | 10,000 |
| | Mrs. Santosh Agarwal | ADAPA3710E | 1 | 3,20,000 | - | - | 3,20,000 | 2.47 | 3,20,000 | - | 3,20,000 | 2.47 | - | 2.47 | - | - | 3,20,000 |
| | Naresh Kumar Agarwal (HUF) | AABHN4429D | 1 | 80,000 | - | - | 80,000 | 0.62 | 80,000 | - | 80,000 | 0.62 | - | 0.62 | - | - | 80,000 |
| | Naresh Kumar Agarwal | ACWPA9873H | 1 | 8,40,000 | - | - | 8,40,000 | 6.49 | 8,40,000 | - | 8,40,000 | 6.49 | - | 6.49 | - | - | 8,40,000 |
| | Hanuman Prasad Agarwal | ACYPA0193Q | 1 | 12,20,000 | - | - | 12,20,000 | 9.43 | 12,20,000 | - | 12,20,000 | 9.43 | - | 9.43 | - | - | 12,20,000 |
| | Mr. Sushil Kumar Agarwal | ACXPA5573D | 1 | 12,20,000 | - | - | 12,20,000 | 9.43 | 12,20,000 | - | 12,20,000 | 9.43 | - | 9.43 | - | - | 12,20,000 |
| (b) | Central Government/ State Government(s) | - | 0 | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (c) | Financial Instituti | - | 0 | - | - | - | - | - | - | - | - | - | - | - | - | - | - |

| | | | | | | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | ons/ Banks | | | | | | | | | | | | | | | | |
| (d) | Any Other | - | 0 | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | Body Corporate | - | 8 | 92,40,000 | - | - | 92,40,000 | 71.40 | 92,40,000 | - | 92,40,000 | 71.40 | - | 71.40 | - | - | 92,40,000 |
| | Alltime Suppliers P Ltd | AACCA3615Q | 1 | 9,40,000 | - | - | 9,40,000 | 7.26 | 9,40,000 | - | 9,40,000 | 7.26 | - | 7.26 | - | - | 9,40,000 |
| | Balaji Electrodes P Ltd | AABCB0854B | 1 | 5,20,000 | - | - | 5,20,000 | 4.02 | 5,20,000 | - | 5,20,000 | 4.02 | - | 4.02 | - | - | 5,20,000 |
| | Aditi Commodities P Ltd | AACCA2504L | 1 | 40,000 | - | - | 40,000 | 0.31 | 40,000 | - | 40,000 | 0.31 | - | 0.31 | - | - | 40,000 |
| | R.A. Compte ch Investment & Consultant Private Limited | AABCR2810F | 1 | 9,70,000 | - | - | 9,70,000 | 7.50 | 9,70,000 | - | 9,70,000 | 7.50 | - | 7.50 | - | - | 9,70,000 |
| | Mohta Agencies Private Limited | AABCM8889K | 1 | 7,60,000 | - | - | 7,60,000 | 5.87 | 7,60,000 | | 7,60,000 | 5.87 | - | 5.87 | - | - | 7,60,000 |
| | Bluebird Dealers P Ltd | AACCB7843H | 1 | 5,60,000 | - | - | 5,60,000 | 4.33 | 5,60,000 | - | 5,60,000 | 4.33 | - | 4.33 | - | - | 5,60,000 |
| | Panchsh | AAFCP6889G | 1 | 20,00,000 | - | - | 20,00,000 | 15.46 | 20,00,000 | - | 20,00,000 | 15.46 | - | 15.46 | - | - | 20,00,000 |

| | | | | | | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | ul Merchants P Ltd | | | | | | | | | | | | | | | | |
| | Gunnayak Commercial P Ltd | AADCG7727N | 1 | 34,50,000 | - | - | 34,50,000 | 26.66 | 34,50,000 | - | 34,50,000 | 26.66 | - | 26.66 | - | - | 34,50,000 |
| | **Sub-Total (A)(1)** | **-** | **15** | **1,29,40,000** | **-** | **-** | **1,29,40,000** | **100.00** | **1,29,40,000** | **-** | **1,29,40,000** | **100.00** | **-** | **100.00** | **-** | **-** | **1,29,40,000** |
| (2) | Foreign | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (a) | Individuals (Non-Resident Individuals/ Foreign Individuals) | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (b) | Government | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (c) | Institutions | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (d) | Foreign Portfolio Investor | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (f) | Any Other (specify) | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | **Sub-** | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |

| | | | | | | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | **Total (A)(2)** | | | | | | | | | | | | | | | | |
| | **Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+ (A)(2)** | **-** | **15** | **1,29,40,000** | **-** | **-** | **1,29,40,000** | **100.00** | **1,29,40,000** | **-** | **1,29,40,000** | **100.00** | **-** | **100.00** | **-** | **-** | **1,29,40,000** |

**As on date of this prospectus 1 Equity share holds 1 vote.*

**III- Shareholding pattern ofthePublic shareholder**

| **S.No.** | **Category & Name of the Shareholders** | **PAN** | **No. of shareholders** | **No. of fully paid up equity shares held** | **Partly paid-up equity shares held** | **Nos. of shares underlying Depository Receipts** | **Total nos. shares held** | **Shareholding % ( calculated as per SCRR, 1957) As a % of (A+B+C2)** | **Number of Voting Rights held in each class of securities** | | | | **No. of Shares Underlying Outstanding convertible securities (including Warrants)** | **Total Shareholding , as a % assuming full conversion of convertible securities ( as a percentage of diluted share capital)** | **Number of Locked in shares** | | **Number of Shares pledged or otherwise encumbered** | | **Number of equity shares held in dematerialized form** |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | | **No of Voting Rights** | | | **Total as a % of Total Voting rights** | | | **No. (a)** | **As a % of total 77hare s held (b)** | **No. (not applicable) (a)** | **As a % of total share s held (not applicable)( b)** | |
| | | | | | | | | | **Class Equity Shares of Rs.10** | **Class Y** | **Total** | | | | | | | | |
| | **I** | **II** | **III** | **IV** | **V** | **VI** | **VII=IV+V+ VI** | **VIII** | **IX** | | | | **X** | **XI= VII+ X** | **XII** | | **XIII** | | **XIV** |
| **(1)** | **Institutions** | | | | | | | | | | | | | | | | | | |
| (a) | Mutual Funds | - | 0 | - | - | - | - | - | - | - | - | - | - | - | - | | - | | - |

| | | | | | | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| (b) | Venture Capital Funds | - | 0 | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (c) | Alternate Investment Funds | - | 0 | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (d) | Foreign Venture Capital Investors | - | 0 | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (e) | Foreign Portfolio Investors | - | 0 | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (f) | Financial Institutions/ Banks | - | 0 | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (g) | Insurance Companies | - | 0 | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (h) | Provident Funds/ Pension Funds | - | 0 | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (i) | Any Other (specify) | - | 0 | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | **Sub-Total (B)(1)** | - | **0** | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| **(2)** | **Central Government/ State Government(s)/ President of India** | - | 0 | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | **Sub-Total (B)(2)** | - | **0** | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| **(3)** | **Non-institutions** | | | | | | | | | | | | | | | | |
| (a) | Individuals | | | | | | | | | | | | | | | | |
| | i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs. | - | **0** | - | - | - | - | - | - | - | - | - | - | - | - | - | - |

| | | | | | | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs. | | **0** | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (b) | NBFCs registered with RBI | - | 0 | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (c) | Employee Trusts | - | 0 | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (d) | Overseas Depositories (holding DRs) (balancing figure) | - | 0 | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (e) | Any Other Body Corporate | - | 0 | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | **Sub-Total (B)(3)** | - | 0 | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | **Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)** | - | 0 | - | - | - | - | - | - | - | - | - | - | - | - | - | - |

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

| S.No. | Category & Name of the Shareholders | PAN | No. of shareholders | No. of fully paid up equity | Partly paid-up equity | Nos. of shares underlying Depository Receipts | Total nos. shares held | Shareholding (calculated as per SCRR, 1957) | Number of Voting Rights held in each class of securities | | No. of Shares Underlying Outstanding convertibl | Total Shareholding , as a % assuming full conversion of | Number of Locked in shares | | Number of Shares pledged or otherwise encumbered | | Number of equity shares held in Share dematerialized form (Not |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | | No of Voting Rights | Total as a | | | No. | As a % of | No. (not applicabl | As a % of | |

| | | | | share s held | share s held | | | As a % of (A+B+C2) | Class Equity Shares of Rs.10/- each | Class Y | Total | % of Total Voting rights | e securities (including Warrants) | convertible securities ( as a percentage of diluted share capital) | | total Share s held | e) | total share s held (not applicable) | applicable) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | **I** | **II** | **III** | **IV** | **V** | **VI** | **VII=IV+V+VI** | **VIII** | **IX** | | | | **X** | **XI= VII+ X** | **XII** | | **XIII** | | **XIV** |
| (1) | Custodian/ DR Holder | | | | | | | | | | | | | | | | | | |
| (a) | Name of DR Holder (if available) | - | 0 | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | **Sub Total (c ) (1)** | - | **0** | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (2) | Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014) | - | 0 | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | **Sub Total (C ) (2)** | - | **0** | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | **Total Non-Promoter Non-Public** | - | **0** | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |

| | | | | | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | **shareholding (C )= (C )(1)+ (C ) (2)** | | | | | | | | | | | | | | | |

**13. The Top Ten Shareholders of our Company and their Shareholding is set forth below:-**

As on date of this Prospectus, our Company has 15 (Fifteen) shareholders.

i. Particulars of the top ten shareholders as on the date of filing of this Prospectus are as follows:

| S.No. | Names | Shares Held (Face Value of Rs. 10 each) | % Pre Issue paid up Capital (In Shares) |
|---|---|---|---|
| 1. | Gunnayak Commercial Private Limited | 34,50,000 | 26.66 |
| 2. | Panchshul Merchants Private Limited | 20,00,000 | 15.46 |
| 3. | Mr. Sushil Kumar Agarwal | 12,20,000 | 9.43 |
| 4. | Mr. Hanuman Prasad Agarwal | 12,20,000 | 9.43 |
| 5. | R.A. Comptech Investment & Consultant Private Limited | 9,70,000 | 7.50 |
| 6. | Alltime Suppliers Private Limited | 9,40,000 | 7.26 |
| 7. | Mr. Naresh Kumar Agarwal | 8,40,000 | 6.49 |
| 8. | Mohta Agencies Private Limited | 7,60,000 | 5.87 |
| 9. | Bluebird Dealers Private Limited | 5,60,000 | 4.33 |
| 10. | Balaji Electrodes Private Limited | 5,20,000 | 4.02 |
| | **Total** | **1,24,80,000** | **96.45** |

**As on the date of this Prospectus, our Company has 15 (Fifteen) shareholders.*

ii. Particulars of the top ten shareholders ten days prior to the date of filing of this Prospectus are as follows:

| S.No. | Names | Shares Held (Face Value of Rs. 10 each) | % Pre Issue paid up Capital (In Shares) |
|---|---|---|---|
| 1. | Gunnayak Commercial Private Limited | 34,50,000 | 26.66 |
| 2. | Panchshul Merchants Private Limited | 20,00,000 | 15.46 |
| 3. | Mr. Sushil Kumar Agarwal | 12,20,000 | 9.43 |
| 4. | Mr. Hanuman Prasad Agarwal | 12,20,000 | 9.43 |
| 5. | R.A. Comptech Investment & Consultant Private Limited | 9,70,000 | 7.50 |
| 6. | Alltime Suppliers Private Limited | 9,40,000 | 7.26 |
| 7. | Mr. Naresh Kumar Agarwal | 8,40,000 | 6.49 |
| 8. | Mohta Agencies Private Limited | 7,60,000 | 5.87 |
| 9. | Bluebird Dealers Private Limited | 5,60,000 | 4.33 |
| 10. | Balaji Electrodes Private Limited | 5,20,000 | 4.02 |
| | **Total** | **1,24,80,000** | **96.45** |

***Our Company had 15 (Fifteen) shareholders as on ten days prior to the date of filing this Prospectus.*

**iii. Particulars of the top ten shareholders two years prior to the date of filing of this Prospectus are as follows:**

| S.No. | Names | Shares Held (Face Value of Rs. 10 each) | % Pre Issue paid up Capital (In Shares) |
|---|---|---|---|
| 1. | Gunnayak Commercial Private Limited | 17,25,000 | 13.33 |
| 2. | Panchshul Merchants Private Limited | 10,00,000 | 7.73 |
| 3. | Mr. Naresh Kumar Agarwal | 8,70,000 | 6.72 |
| 4. | Mrs. Sulochana Garg | 7,70,000 | 5.95 |
| 5. | R.A. Comptech Investment & Consultant Private Limited | 4,85,000 | 3.75 |
| 6. | Mohta Agencies Private Limited | 3,80,000 | 2.94 |
| 7. | Bluebird Dealers Private Limited | 2,80,000 | 2.16 |
| 8. | Balaji Electrodes Private Limited | 2,60,000 | 2.00 |
| 9. | Mrs. Santosh Agarwal | 1,60,000 | 1.24 |
| 10. | Alltime Suppliers Private Limited | 70,000 | 0.54 |
| | **Total** | **60,00,000** | **98.84** |

**Details of shares held on August 31, 2016 and percentage held has been calculated based on the paid up capital of our company as on August 31, 2016.*

**14.** We have no public shareholder in our Company as on date of prospectus.

**15.** Except as provided below no subscription to or sale or purchase of the securities of our Company was made within three years preceding the date of filing of this Prospectus by our Promoters or Directors or Promoter Group which in aggregate equals to or is greater than 1% of the pre-Issue share capital of our Company.

| Date of Allotment | Name of Shareholders | No. of Equity Shares allotted | % of Pre-Issue Capital | Subscribed/Acquired/ Transfer | Category of Allottees (Promoter/Promoter Group/Director) |
|---|---|---|---|---|---|
| January 13, 2017 | Alltime Suppliers Private Limited | 4,00,000 | 3.09 | Allotment | Promoter |
| November 07, 2017 | Mrs. Sulochana Garg | (7,70,000) | (5.95) | Transfer by way of gift | Promoter Group |
| | Mr. Hanuman Prasad Agarwal | 6,10,000 | 4.71 | Acquisition by way of gift | Promoter and Director |
| | Mr. Sushil Kumar Agarwal | 6,10,000 | 4.71 | Acquisition by way of gift | Promoter Group |
| | Mr. Naresh Kumar Agarwal | (4,50,000) | (3.48) | Transfer by way of gift | Promoter and Director |
| March 06, 2018 | Mr. Anil Kumar Mittal | 5,000 | 0.04 | Bonus Issue | Promoter Group |
| | Mr. Sanjeev Kumar Binani | 5,000 | 0.04 | | Promoter Group |
| | All Time Suppliers Private Limited | 4,70,000 | 3.63 | | Promoter |
| | Mrs. Santosh Agarwal | 1,60,000 | 1.24 | | Promoter Group |
| | Naresh Kumar Agarwal (HUF) | 40,000 | 0.31 | | Promoter Group |
| | Mr. Naresh Kumar Agarwal | 4,20,000 | 3.24 | | Promoter and Director |
| | Balaji Electrodes Private Limited | 2,60,000 | 2.01 | | Promoter |
| | Aditi Commodities Private Limited | 20,000 | 0.15 | | Promoter Group |
| | R.A. Comptech Investment & Consultant Private Limited | 4,85,000 | 3.75 | | Promoter |
| | Mohta Agencies Private Limited | 3,80,000 | 2.94 | | Promoter |
| | Bluebird Dealers Private Limited | 2,80,000 | 2.16 | | Promoter Group |
| | Panchshul Merchants Private Limited | 10,00,000 | 7.73 | | Promoter Group |
| | Gunnayak Commercial Private limited | 17,25,000 | 13.33 | | Promoter Group |
| | Mr. Hanuman Prasad Agarwal | 6,10,000 | 4.71 | | Promoter and Director |
| | Mr. Sushil Kumar | 6,10,000 | 4.71 | | Promoter Group |

| | | | | | |
|---|---|---|---|---|---|
| | Agarwal | | | | |

None of our Directors or Key Managerial Personnel holds any Equity Shares other than as set out below as on date of Prospectus:

| S. No. | Name | Designation | No. of Equity Shares held |
|---|---|---|---|
| 1. | Mr. Hanuman Prasad Agarwal | Managing Director | 12,20,000 |
| 2. | Mr. Naresh Kumar Agarwal | Chairman &Whole-time Director | 8,40,000 |
| 3. | Mr. Sanjeev Binani | Non-Executive Director | 10,000 |

**16.** None of our Promoters, Promoter Group, our Directors and their relatives has entered into any financing arrangement or financed the purchase of the Equity Shares of our Company by any other person during the period of six months immediately preceding the date of filing of the Prospectus.

**17.** Neither, we nor our Promoters, Directors and the LM to this Issue have entered into any buyback and / or standby arrangements and / or similar arrangements for the purchase of our Equity Shares from any person.

**18.** As on the date of filing of this Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments which would entitle Promoters or any shareholders or any other person any option to acquire our Equity Shares after this Initial Public Offer

**19.** As on the date of this Prospectus, the entire Issued Share, Subscribed and Paid-up Share Capital of our Company is fully paid up.

**20.** Our Company has not raised any bridge loan against the proceeds of the Issue.

**21.** Since the entire issue price in respect of the issue is payable on application, all the successful applicants will be allotted fully paid up equity shares

**22.** As on the date of this Prospectus, none of the shares held by our Promoters / Promoters Group are subject to any pledge.

**23.** The Lead Manager i.e. Hem Securities Limited and their associates do not hold any Equity Shares in our Company as on the date of filing of Prospectus.

**24.** We here by confirm that there will be no further issue of capital whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of the Prospectus until the Equity Shares offered have been listed or application money unblocked on account of failure of Issue.

**25.** Our Company does not presently intend or propose to alter its capital structure for a period of six months from the date of opening of the Issue, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether preferential or otherwise. This is except if we enter into acquisition or joint ventures or make investments, in which case we may consider raising additional capital to fund such activity or use Equity Shares as a currency for acquisition or participation in such joint ventures or investments.

**26.** None of our Equity Shares have been issued out of revaluation reserve created out of revaluation of assets.

**27.** An over-subscription to the extent of 10% of the Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 10% of the Issue, as a result of which, the post-issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoter and subject to 3 year lock- in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.

**28.** Allocation to all categories shall be made on a proportionate basis subject to valid applications received at or above the Issue 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 in consultation with the LM and Designated Stock Exchange i.e. NSE. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.

**29.** In case of over-subscription in all categories the allocation in the issue shall be as per the requirements of Regulation 43 (4) of SEBI (ICDR) Regulations, 2009 and its amendments from time to time.

**30.** The unsubscribed portion in any reserved category (if any) may be added to any other reserved category.

**31.** The unsubscribed portion if any, after such inter se adjustments among the reserved categories shall be added back to the net offer to the public portion.

**32.** At any given point of time there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.

**33.** Our Company shall comply with such disclosure and accounting norms as may be specified by NSE, SEBI and other regulatory authorities from time to time.

**34.** As on the date of this Prospectus, we do not have any Employees Stock Option Scheme / Employees Stock Purchase Scheme and we do not intend to allot any shares to our employees under Employee Stock Option Scheme/ Employee Stock Purchase Plan from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.

**35.** There are no Equity Shares against which depository receipts have been issued.

**36.** Other than the Equity Shares, there is no other class of securities issued by our Company.

**37.** We have 15 (Fifteen) shareholders as on the date of filing of the Prospectus.

**38.** There are no safety net arrangements for this public issue.

**39.** As per RBI regulations, OCBs are not allowed to participate in this issue.

**40.** Our Promoters and Promoter Group will not participate in this Issue.

**41.** This Issue is being made through Fixed Price method.

**42.** Our Company has not made any public issue or rights issue of any kind or class of securities since its incorporation.

**43.** In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended, (the SCRR) the Issue is being made for at least 25% of the post-issue paid-up Equity Share capital of our Company. Further, this Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time.

**44.** No person connected with the Issue shall offer any incentive, whether direct or indirect, in the nature of discount, commission, and allowance, or otherwise, whether in cash, kind, services or otherwise, to any Applicant.

**45.** We shall ensure that transactions in Equity Shares by the Promoters and members of the Promoter Group, if any, between the date of registering the Prospectus with the RoC and the Issue Closing Date are reported to the Stock Exchanges within 24 hours of such transactions being completed.

**46.** For the details of transactions by our Company with our Promoter Group, Group Companiesduring for the financial yearsended on March 31, 2018, 2017, 2016, 2015 and 2014, please refer to paragraph titled

***"Related PartiesTransactions as Restated"*** in the chapter titled ***"Financial Information of the Company"***onpage 188of the Prospectus. None of our Directors or Key Managerial Personnel holds Equity Shares inour Company, except as stated in the chapter titled ***"Our Management"***beginning on page 149of the Prospectus.

## OBJECTS OF THE ISSUE

The Issue includes a fresh Issue of 48,12,000 Equity Shares of our Company at an Issue Price of ₹32/- per Equity Share. We intend to utilize the proceeds of the Issue to meet the following objects:-

1. To Meet Working Capital requirements.

2. To Meet General Corporate Expenses

3. To Meet Issue Expenses

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

Our Company is engaged in manufacturing high quality galvanized steel wires and wire products and have been meeting the requirement of various clients in the government and private sectors like power, infrastructure, defense, railway and many more industries. The products manufactured by our Company are used for transmission and distribution of Electricity, manufacturing of concrete slippers, poles, bridges and other infrastructure facilities.The main objects clause of our Memorandum enables our Company to undertake its existing activities and these activities which have been carried out until now by our Company are valid in terms of the objects clause of our Memorandum of Association.

*(Collectively referred as the "objects")*

**Requirement of Funds**:-

The following table summarizes the requirement of funds:

| Sr.No | Particulars | Amt (₹ in Lacs) |
|---|---|---|
| 1. | To meet Working Capital requirements | 1238.64 |
| 2. | To meet General Corporate Expenses | 200.00 |
| 3. | To meet Issue Expenses | 101.20 |
| | **Gross Issue Proceeds** | **1539.84** |
| | **Less: Issue Expenses** | **101.20** |
| | **Net Issue Proceeds** | **1438.64** |

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

**Utilization of Net Issue Proceeds:** The Net Issue Proceeds will be utilized for following purpose:

| Sr.No | Particulars | Amt (₹ in Lacs) |
|---|---|---|
| 1. | To meet Working capital Requirements | **1238.64** |
| 2. | To meet General Corporate Expenses | 200.00 |
| | **Total** | **1438.64** |

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

| Particulars | Amt (₹ in Lacs) |
|---|---|
| Net Issue Proceeds | 1438.64 |
| **Total** | **1438.64** |

***Since the entire fund requirement are to be funded from the proceeds of the Issue, there is no requirement to make firm arrangements of finance under Regulation 4(2) (g) of the SEBI ICDR Regulations through***

***verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the proposed Issue.***

The fund requirement and deployment is based on internal management estimates and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in the light of changes in external circumstances or costs or other financial conditions and other external factors.

In case of any increase in the actual utilization of funds earmarked for the Objects, such additional funds for a particular activity will be met by way of means available to our Company, including from internal accruals. If the actual utilization towards any of the Objects is lower than the proposed deployment such balance will be used for future growth opportunities including funding existing objects, if required. In case of delays in raising funds from the Issue, our Company may deploy certain amounts towards any of the above mentioned Objects through a combination of Internal Accruals or Unsecured Loans (Bridge Financing) and in such case the Funds raised shall be utilized towards repayment of such Unsecured Loans or recouping of Internal Accruals. However, we confirm that no bridge financing has been availed as on date, which is subject to being repaid from the Issue Proceeds.

We further confirm that no part proceed of the Issue shall be utilised for repayment of any Part of unsecured loan outstanding as on date of Prospectus.

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

For further details on the risks involved in our business plans and executing our business strategies, please see the section titled ***"Risk Factors"*** beginning on page 16 of the Prospectus.

**Details of Use of Issue Proceeds**:

**d) To meet Working Capital Requirement**

Our business is working capital intensive. We are required to provide sufficient credit period to our customers. The Company will meet the requirement to the extent of ₹ 1238.64from the Net Proceeds of the Issue and balance from borrowings at an appropriate time as per the requirement.

Details of Estimation of Working Capital requirement are as follows:

(₹ in Lacs)

| Sr. No. | Particulars | Actual (Restated) | Actual (Audited) | Estimated |
|---|---|---|---|---|
| | | 31-March-17 | 31-March-18 | 31-March-19 |
| I | **Current Assets** | | | |
| | Inventories | 2081.50 | 2720.75 | 3039.00 |
| | Trade receivables | 5507.00 | 7225.21 | 8640.00 |
| | Cash and cash equivalents | 687.21 | 783.95 | 1240.00 |
| | Short Term Loans and Advances | 872.99 | 485.41 | 837.00 |
| | **Total(A)** | **9028.55** | 11215.32 | 13756.00 |
| II | **Current Liabilities** | | | |
| | Trade payables | 3530.15 | 3751.52 | 4040.00 |
| | Other Current Liabilities | 368.43 | 1278.88 | 1357.00 |
| | Short Term Provisions | 15.01 | 28.94 | 45.00 |

| Sr. No. | Particulars | Actual (Restated) | Actual (Audited) | Estimated |
|---|---|---|---|---|
| | | 31-March-17 | 31-March-18 | 31-March-19 |
| | **Total (B)** | 3981.78 | 5059.34 | 5442.00 |
| III | **Total Working Capital Gap (A-B)** | **5166.91** | 6155.98 | 8314.00 |
| IV | Funding Pattern | | | |
| | Short term borrowing & Internal Accruals | **5166.91** | 6155.98 | 7075.36 |
| | **IPO Proceeds** | | | **1238.64** |

**Justification:**

| S. No. | Particulars |
|---|---|
| **Debtors** | We expect Debtors Holding days to be at approximately90Days for FY 2018-19 based on increased sales and better credit Management policies ensuring timely recovery of dues. |
| **Creditors** | We expect Creditors payments days to be approximately30days due to reduction in credit period. |

**e) General Corporate Purposes**

Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. We intend to deploy the balance Fresh Issue proceeds aggregating to ₹200.00towards the general corporate purposes to drive our business growth. In accordance with the policies set up by our Board, we have flexibility in applying the remaining Net Proceeds, for general corporate purpose including but not restricted to, meeting operating expenses, initial development costs for projects other than the identified projects, and the strengthening of our business development and marketing capabilities, meeting exigencies, which the Company in the ordinary course of business may not foresee or any other purposes as approved by our Board of Directors, subject to compliance with the necessary provisions of the Companies Act.

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

**f) Public Issue Expenses:-**

The estimated Issue related expenses include Issue Management Fee, Underwriting and Selling Commissions, Printing and Distribution Expenses, Legal Fee, Advertisement Expenses, Registrar's Fees, Depository Fee and Listing Fee. The total expenses for this Issue are estimated to be approximately ₹101.20*which is 6.57% of the Issue Size. All the Issue related expenses shall be met out by the company and the same will be distributed among the company as per the applicable laws.

*All the Issue related expenses are estimated and the break-up of the same is as follows:

| Activity | (₹ in Lacs)* |
|---|---|
| Payment to Merchant Banker including underwriting and selling commissions, brokerages, payment to other intermediaries such as Legal Advisors, Registrars, etc* | 93.20 |
| Printing and Stationery and postage expenses | 2.50 |
| Advertising and Marketing expenses | 2.50 |
| Statutory expenses | 3.00 |
| **Total Estimated Issue Expenses** | **101.20** |

**Included Commission/processing fees for SCSB, Brokerage and selling commission for Registered Brokers, RTA's and CDPs*

**Proposed Schedule of Implementation:**

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

(₹ In Lakhs)

| Sr. No. | Particulars | Amount to be deployed and utilized in F.Y. 18-19 |
|---|---|---|
| 1. | To meet Working Capital Requirement | 1238.64 |
| 2. | To meet General Corporate Expenses | 200.00 |
| | **Total** | **1438.64** |

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

Our Statutory Auditors M/s S.K. Bhartia &Associates, Chartered Accountants vide their certificate dated May 28, 2018 have confirmed that as on date of certificate the following funds have been deployed for the proposed object of the Issue:

| Particulars | Amt (₹ in Lakh) |
|---|---|
| Issue Expenses | 7.50 |
| **Total** | **7.50** |

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

Our Statutory Auditors M/s S.K. Bhartia & Associates, Chartered Accountants vide their certificate dated May 28, 2018 have confirmed that as on date of certificate the following funds have been deployed for the proposed object of the Issue:

| Particulars | Amt (₹ in Lakh) |
|---|---|
| Internal Accruals | 7.50 |
| **Total** | **7.50** |

**Appraisal**

None of the Objects have been appraised by any bank or financial institution or any other independent third party organization. The funding requirements of our Company and the deployment of the proceeds of the Issue are currently based on available quotations and management estimates. The funding requirements of our Company are dependent on a number of factors which may not be in the control of our management, including variations in interest rate structures, changes in our financial condition and current commercial conditions and are subject to change in light of changes in external circumstances or in our financial condition,business or strategy.

**Shortfall of Funds**

Any shortfall in meeting the fund requirements will be met by way of internal accruals and or unsecured Loans.

**Bridge Financing Facilities**

As on the date of the Prospectus, we have not raised any bridge loans which are proposed to be repaid from the Net Proceeds.

**Monitoring Utilization of Funds**

The Audit committee & the Board of Directors of our Company will monitor the utilization of funds raised through this public issue. Pursuant to Regulation 32 of SEBI Listing Regulation 2015, our Company shall on half-yearly basis disclose to the Audit Committee the Applications of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in the Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full. The statement of funds utilized will be certified by the Statutory Auditors of our Company.

**Interim Use of Proceeds**

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

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

**Variation in Objects**

In accordance with Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the Issue without our Company being authorized to do so by the Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act and shall be published in accordance with the Companies Act and the rules there under. As per the current provisions of the Companies Act, our Promoters or controlling Shareholders would be required to provide an exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

**Other confirmations**

There is no material existing or anticipated transactions with our Promoter, our Directors, our Company's key Managerial personnel and Group Companies, in relation to the utilization of the Net Proceeds. No part of the proceeds of the Issue will be paid by us to the Promoters and Promoter Group, Group Companies, the Directors, associates or Key Management Personnel, except in the normal course of business and in compliance with applicable law.

## BASIC TERMS OF ISSUE

**Authority for the Present Issue**

This Issue in terms of this Prospectus has been authorized by the Board of Directors pursuant to a resolution dated May 07, 2018 and by the shareholders pursuant to a special resolution passed in an Extra Ordinary General Meeting held on May 11, 2018 under section 62 (1) (c) of the Companies Act, 2013.

**Terms of the Issue**

The Equity Shares, being issued, shall be subject to the provisions of the Companies Act, ICDR Regulations, SCRA, SCRR, the Memorandum and Articles of Association, the terms and conditions of the Prospectus, Prospectus, Application form, Confirmation of Allocation Note ("CAN"),the guidelines for listing of securities issued by the Government of India and the Depositories Act, Stock Exchange, RBI, RoC and/or other authorities as in force on the date of the Issue and to the extent applicable.

In addition, the Equity Shares shall also be subject to such other conditions as may be incorporated in the Share Certificates, as per the SEBI (ICDR) Regulations, 2009, notifications and other regulations for the issue of capital and listing of securities laid down from time to time by the Government of India and/or other authorities and other documents that may be executed in respect of the Equity Shares.

| | |
|---|---|
| **Face Value** | Each Equity Share shall have the face value of ₹10.00 each. |
| **Issue Price** | Each Equity Share is being issued at a price of ₹32.00each and is 3.2 times of Face Value. |
| **Market Lot and Trading Lot** | The Market lot and Trading lot for the Equity Share is 4000 and the multiple of 4000; subject to a minimum allotment of 4000 Equity Shares to the successful Applicant. |
| **Terms of Payment** | 100% of the issue price of ₹32.00per share shall be payable on Application. For more details please refer ***"Terms of the Issue"*** beginning to page 292of the Prospectus. |
| **Ranking of the Equity Shares** | The Equity Shares being issued pursuant to this issue shall be subject to the provisions of Companies Act, Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including dividends with the existing Equity Shares of the Company. The Allottees in receipt of Allotment of Equity Shares under this Issue will be entitled to dividends and other corporate benefits, if any, declared by the Company after the date of Allotment. For further details, please see ***"Main Provisions of the Articles of Association"*** on page 343 of the Prospectus. |

**Minimum Subscription**

In accordance with Regulation [106P] (1) of SEBI ICDR Regulations, this Issue is 100% underwritten. Also, in accordance with explanation to Regulation [106P] (1) of SEBI ICDR Regulations the underwriting shall not be restricted up to the minimum subscription level.

If our Company does not receive subscription of 100% of the Issue including devolvement of Underwriters within 60 (Sixty) days from the date of closure of the Issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond the prescribed time, our Company shall pay interest prescribed in the Companies Act, the SEBI (ICDR) Regulations and other applicable Laws, if any.

Further, In accordance with Regulation [106R] of SEBI ICDR Regulations, No allotment shall be made pursuant to the Issue, if the number of prospective allottees is less than 50 (fifty).

For further details, please refer to section titled ***"Terms of the Issue"***beginning on page 292 of the Prospectus.

## BASIS FOR ISSUE PRICE

*Investors should read the following summary with the section titled **"Risk Factors",** the details about our Company under the section titled **"Our Business"** and its financial statements under the section titled **"Financial Information of the Company"** beginning on page 107 and 188 respectively of the Prospectus. The trading price of the Equity Shares of our Company could decline due to these risks and the investor may lose all or part of his investment.*

The Issue Price has been determined by the Company in consultation with the LM on the basis of the key business strengths of our Company. The face value of the Equity Shares is₹10.00 each and the Issue Price is ₹32.00 per share which is3.2times of the face value.

### QUALITATIVE FACTORS

- Government Contractor
- Quality Assurance and State of Art Infrastructure.
- We have a key customer base with reputed Customers
- Wide range of Products
- Leveraging the expertise of our Promoters

For a detailed discussion on the qualitative factors which form the basis for computing the price, please refer to sections titled ***"Our Business"*** beginning on page 107of the Prospectus.

### QUANTITATIVE FACTORS

The information presented below relating to our Company is based on the Restated Financial Statements. For details, please refer section titled ***"Financial Information of the Company"***on page 188of this Prospectus.

**1. Basic & Diluted Earnings per share (EPS):**

| Sr. No | Period | Basic & Diluted (₹) | Weights |
|---|---|---|---|
| **1.** | FY 2015-16 | 0.86 | 1 |
| **2.** | FY 2016-17 | 2.11 | 2 |
| **3.** | FY 2017-18 | 3.82 | 3 |
| | **Weighted Average** | **2.76** | **6** |

*Notes:*

i. *The figures disclosed above are based on the Restated Financial Statements of the Company.*
ii. *The face value of each Equity Share is ₹10.00.*
iii. *Earnings per Share has been calculated in accordance with Accounting Standard 20 – "Earnings per Share"issued by the Institute of Chartered Accountants of India.*
iv. *The above statement should be read with Significant Accounting Policies and the Notes to the Restated Financial Statements as appearing in Annexure IV.*

**2. Price Earning (P/E) Ratio in relation to the Issue Price of Rs.** 32.00**per share:**

| Sr. No | Particulars | P/E |
|---|---|---|
| 1 | P/E ratio based on the Basic & Diluted EPS, as restated for FY 2016-17 | 8.38 |
| 2 | P/E ratio based on the Weighted Average EPS, as restated for FY 2016-17 | 11.61 |

**Peer Group P/ E***

| Sr. No | Particulars | P/E |
|---|---|---|
| 1 | Highest | 33.57 |
| 2 | Lowest | 3.62 |
| | **Industry Composite** | 14.07 |

**Source:** *Ace Equity dated September 14, 2018*

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

| Sr. No | Period | RONW (%) | Weights |
|---|---|---|---|
| 1 | FY 2015-16 | 3.57 | 1 |
| 2 | FY 2016-17 | 7.83 | 2 |
| 3 | FY 2017-18 | 12.66 | 3 |
| | **Weighted Average** | **9.53** | **6** |

*Restated Profit after tax/Net Worth

**4. Minimum Return on Net Worth after Issue to maintain Pre- Issue EPS**

(a) Based on Basic and Diluted EPS, as restated of FY 2017-18of₹3.82at the Issue Price of ₹32.00 per share:

- 12.46% on the restated financial statements.

(b) Based on Weighted Average Basic and Diluted EPS, as adjustedof₹2.76at the Issue Price of₹32.00 per share:

- 8.99% on the restated financial statements.

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

| Sr. No. | As at | NAV (₹) |
|---|---|---|
| 1. | March 31, 2016 | 48.44 |
| 2. | March 31, 2017 | 52.66 |
| 3. | March 31, 2018 | 30.14 |
| 4. | NAV after Issue | 30.65 |
| | **Issue Price** | 32.00 |

**6. Comparison of Accounting Ratios with Industry Peers[1]**

| Sr. No. | Name of Company | Face Value (₹) | EPS (₹)[3] | PE[4] | RoNW (%) | NAV per Share (₹) |
|---|---|---|---|---|---|---|
| 1. | Ram Ratna Wires Ltd. | 5 | 12.35 | 13.37 | 19.09 | 75.88 |
| 2. | Geekay Wires Ltd. | 10 | 0.98 | 33.57 | 6.49 | 22.23 |
| 3. | Kritika Wires Limited[2] | 10 | 3.82 | 8.38 | 12.66 | 30.14 |

[1] *Source: Ace Equity dated September 14, 2018*
[2] *Based on March 31, 2018 restated financial statements*
[3] *Basic & Diluted Earnings per share (EPS), as adjusted*
[4] *Price Earning (P/E) Ratio in relation to the Issue Price of* ₹32.00 *per* share.
*Considering the nature of business of the company the peers are not strictly comparable, however same have been included for broad comparison.*

**7.** The face value of our shares is ₹10.00 per share and the Issue Price is of ₹32per share which is 3.2times of the face value.

**8.** Our Company in consultation with the Lead Manager believes that the Issue Price of ₹32per share for the Public Issue 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 Auditors' Report in the offer Document to have more informed view about the investment.

Investors should read the above mentioned information along with section titled ***"Our Business"***, ***"Risk Factors"*** and ***"Financial Information of the Company"*** beginning on page 107, 16 and 188 respectively including important profitability and return ratios, as set out in ***"Note 29"***to the Financial Information of the Company on page 234of the Prospectus to have a more informed view.

## STATEMENT OF TAX BENEFITS

**To,**
**The Board of Directors,**
**KRITIKA WIRES LIMITED**
1A, Bonfield Lane Mezanine Floor,
Kolkata- 700001, West Bengal, India

**Dear Sir,**

**Sub: Statement of Possible Tax Benefits ('The Statement') available to Kritika Wires Limited ("The Company") and its shareholders prepared in accordance with the requirement in SCHEDULE VIII-CLAUSE (VII) (L) of Securities and Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations 2009, as amended ("The Regulation")**

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

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

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

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

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

**FOR S.K. BHARTIA & ASSOCIATES**
**Chartered Accountants**
**FRN 322565E**

**CA S.K. Bhartia**
**Partner**
**M. No. 056742**
**Place: Kolkata**
**Date: May 11, 2018**

## ANNEXURE TO THE STATEMENT OF POSSIBLE TAX BENEFITS

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

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

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

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

Note:

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.

2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.

3. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

## SECTION IV – ABOUT THE COMPANY
## INDUSTRY OVERVIEW

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

**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.

The U.S. tax policy changes are expected to stimulate activity, with the short-term impact in the United States mostly driven by the investment response to the corporate income tax cuts. The effect on U.S. growth is estimated to be positive through 2020, cumulating to 1.2 percent through that year, with a range of uncertainty around this central scenario. Due to the temporary nature of some of its provisions, the tax policy package is projected to lower growth for a few years from 2022 onwards. The effects of the package on output in the United States and its trading partners contribute about half of the cumulative revision to global growth over 2018–19.
Risks to the global growth forecast appear broadly balanced in the near term, but remain skewed to the downside over the medium term. On the upside, the cyclical rebound could prove stronger in the near term as the pickup in activity and easier financial conditions reinforce each other. On the downside, rich asset valuations and very compressed term premiums raise the possibility of a financial market correction, which could dampen growth and confidence. A possible trigger is a faster-than-expected increase in advanced economy core inflation and interest rates as demand accelerates. If global sentiment remains strong and inflation muted, then financial conditions could remain loose into the medium term, leading to a buildup of financial vulnerabilities in advanced and emerging market economies alike. Inward-looking policies, geopolitical tensions, and political uncertainty in some countries also pose downside risks.

The current cyclical upswing provides an ideal opportunity for reforms. Shared priorities across all economies include implementing structural reforms to boost potential output and making growth more inclusive. In an environment of financial market optimism, ensuring financial resilience is imperative. Weak inflation suggests that slack remains in many advanced economies and monetary policy should continue to remain accommodative. However, the improved growth momentum means that fiscal policy should increasingly be designed with an eye on medium-term goals—ensuring fiscal sustainability and bolstering potential output. Multilateral cooperation remains vital for securing the global recovery.

**Global Growth Forecast to Rise Further in 2018 and 2019**

Global growth for 2017 is now estimated at 3.7 percent, 0.1 percentage point higher than projected in the fall. Upside growth surprises were particularly pronounced in Europe and Asia but broad based, with outturns for both the advanced and the emerging market and developing economy groups exceeding the fall forecasts by 0.1 percentage point.

The stronger momentum experienced in 2017 is expected to carry into 2018 and 2019, with global growth revised up to 3.9 percent for both years (0.2 percentage point higher relative to the fall forecasts).

For the two-year forecast horizon, the upward revisions to the global outlook result mainly from advanced economies, where growth is now expected to exceed 2 percent in 2018 and 2019. This forecast reflects the expectation that favorable global financial conditions and strong sentiment will help maintain the recent acceleration in demand, especially in investment, with a noticeable impact on growth in economies with large

exports. In addition, the U.S. tax reform and associated fiscal stimulus are expected to temporarily raise U.S. growth, with favorable demand spillovers for U.S. trading partners— especially Canada and Mexico—during this period. The expected global macroeconomic effects account for around one-half of the cumulative upward revision to the global growth forecast for 2018 and 2019, with a range of uncertainty around this baseline projection.

The growth forecast for the United States has been revised up given stronger than expected activity in 2017, higher projected external demand, and the expected macroeconomic impact of the tax reform, in particular the reduction in corporate tax rates and the temporary allowance for full expensing of investment. The forecast assumes that the decline in tax revenues will not be offset by spending cuts in the near term. The tax reform is therefore anticipated to stimulate near-term activity in the United States. As a by-product, stronger domestic demand is projected to increase imports and widen the current account deficit. Overall, the policy changes are projected to add to growth through 2020, so that U.S. real GDP is 1.2 percent higher by 2020 than in a projection without the tax policy changes. The U.S. growth forecast has been raised from 2.3 percent to 2.7 percent in 2018, and from 1.9 percent to 2.5 percent in 2019. In light of the increased fiscal deficit, which will require fiscal adjustment down the road, and the temporary nature of some provisions, growth is expected to be lower than in previous forecasts for a few years from 2022 onward, offsetting some of the earlier growth gains. The inflation response to higher domestic demand is expected to be muted given the low sensitivity of core price pressures to changes in slack in recent years and a somewhat faster projected pace of U.S. Federal Reserve policy rate hikes than in the fall, with a modest decompression of term premiums and no sizable U.S. dollar appreciation. According to the U.S. Congressional Joint Committee on Taxation, the tax code overhaul is projected to reduce the average tax rate on upper income U.S. households relative to those in the middle and lower segments, especially over the medium term (when some provisions benefiting lower- and middle-income taxpayers expire).

The aggregate growth forecast for the emerging markets and developing economies for 2018 and 2019 is unchanged, with marked differences in the outlook across regions.

[Source: https://www.imf.org/en/Publications/WEO/Issues/2018/01/11/world-economic-outlook-update-january-2018]

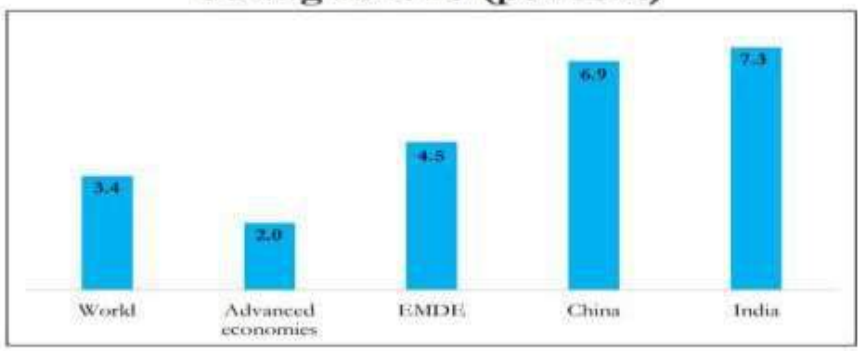
**Indian Economy Overview**

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

**GDP GROWTH IN 2017-18**

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

**Figure 1 : Average growth of GDP during 2014-17 (per cent)**



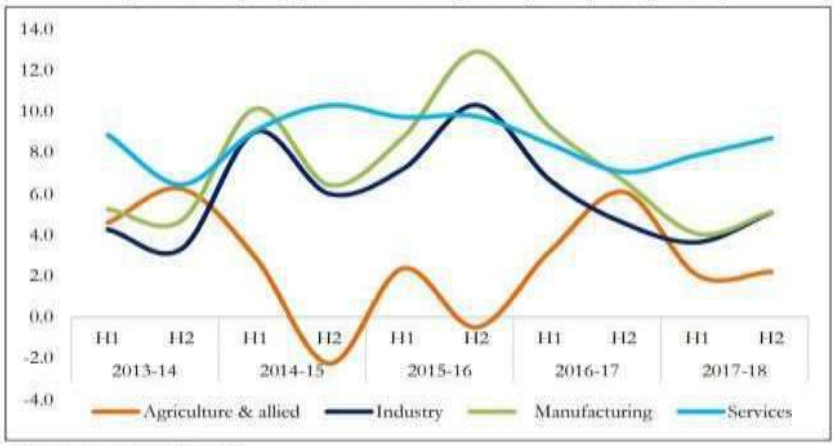

***Source:*** **Based on IMF's World Economic Outlook Database (October 2017)**

**GVA growth of major sectors**

As expected, the agriculture sector registered significantly higher growth in 2016-17 than the previous two years on the back of normal monsoon. As per the fourth advance estimates of food grains production, it was estimated that the output of food grains would be of the order of 275.7 million tonnes in 2016-17, with both cereals and pulses achieving record levels of production. Most other crops and non-crop agriculture sector also showed significant growth. 'Public administration, defence & other services' sector also registered double-digit growth in 2016-17 that largely owed to higher payouts in salaries and arrears on account of implementation of the recommendations of the Seventh Pay Commission. However, growth of industry sector declined by over 3 percentage points in the last financial year.

GVA growth in H1 of 2017-18 was 5.8 per cent, with the two quarters depicting different picture. The declining trend seen in the previous few quarters in GVA growth was arrested in Q1 of 2017-18, which registered the same rate of growth as in Q4 of 2016-17. There was a reversal of this declining trend in Q2 of 2017-18 with GVA growth of 6.1 per cent, an improvement of 0.5 percentage points vis-à-vis Q1. This was basically led by the industry sector. The growth of manufacturing sector, in particular, showed an improvement from 1.2 per cent in Q1 to 7.0 per cent in Q2 of 2017-18. The implicit growth of GVA for H2 of 2017-18 is estimated to be 6.4 per cent. The implicit growth in H2 of all three major sectors of the economy viz. agriculture & allied, industries, and services sectors being 2.2 per cent, 5.1 per cent and 8.7 per cent respectively is better than H1 of 2017-18 (Figure 3). The growth of manufacturing sector is expected to improve from 4.0 per cent in H1 to 5.1 per cent in H2 of 2017-18. 'Trade, transport, hotels, storage, communications and services relating to broadcasting', which is a part of services sector is the only sector that is likely to register a decline in growth in H2 vis-à-vis H1 of 2017-18.

Figure 3 : Half-yearly growth in GVA at (2011-12) basic prices (per cent)




*Source:* Based on data from CSO

*Note:* H2 of 2017-18 is calculated based on 1st AE and quaterly estimates upto Q2 of 2017-18.

**Per-capita Income**

The real per capita income (measured in terms of per capita net national income at constant (2011-12) prices is one of the important indicators representing the welfare of people of a country. It is expected to increase from Rs. 77,803 in 2015-16 to Rs. 86,660 in 2017-18, growing at an annual average rate of 5.5 per cent. In nominal terms it increased by an average of 9.0 per cent per annum from Rs. 94,130 in 2015-16 to Rs. 111,782 in 2017-18.

Table 2 : Quarter wise real GVA and GDP growth (per cent)

| Sector | 2016-17 | | | | 2017-18 | |
|---|---|---|---|---|---|---|
| | Q1 | Q2 | Q3 | Q4 | Q1 | Q2 |
| **GVA at basic prices** | **7.6** | **6.8** | **6.7** | **5.6** | **5.6** | **6.1** |
| Agriculture & allied | 2.5 | 4.1 | 6.9 | 5.2 | 2.3 | 1.7 |
| Industry | 7.4 | 5.9 | 6.2 | 3.1 | 1.6 | 5.8 |
| *of which*, Manufacturing | 10.7 | 7.7 | 8.2 | 5.3 | 1.2 | 7.0 |
| Services | 9.0 | 7.8 | 6.9 | 7.2 | 8.7 | 7.1 |
| **GDP at market prices** | **7.9** | **7.5** | **7.0** | **6.1** | **5.7** | **6.3** |

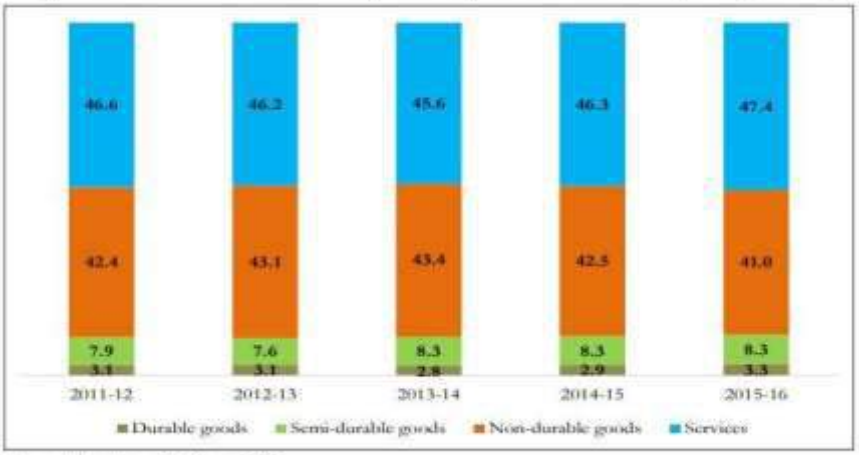
*Source:* Based on data from CSO

**Final Consumption Expenditure**

In the 6 years between 2011-12 and 2016- 17, the share of PFCE averaged 57.5 per cent in total GDP and its growth averaged 6.8 per cent. PFCE has been the single most important driver of GDP growth and particularly so in 2016-17, when it contributed nearly two-thirds to GDP growth. Added to this, the contribution of GFCE was 29 per cent. As per the 1st AE of 2017-18, the contribution of PFCE and GFCE to GDP growth is estimated to be 54.3 per cent and 14.4 per cent respectively. While PFCE contribution reverted to the average levels achieved in 2011-12 to 2015-16, the contribution of GFCE continues to be higher than that average.

Further disaggregation of PFCE (details of which are available only upto 2015-16) reveals that the share of non-durable goods (bulk of which is food products) declined somewhat between 2011- 12 and 2015-16 (after 2013-14) (Figure 5). This reduction is on expected lines, as with an increase in income levels, the share of food products and in particular food grains tends to decline (For analysis based on Engel's elasticities, see Box 1.1). There was a faster reduction in this share in terms of constant prices, which is associated with lower value of deflator (implying higher price rise) for some of food products viz. fish & seafood, fruits, etc. as compared to other commodity groups during this period.

Figure 5 : Share in Private Consumption Expenditure at current prices (per cent)




*Source:* Based on data from CSO

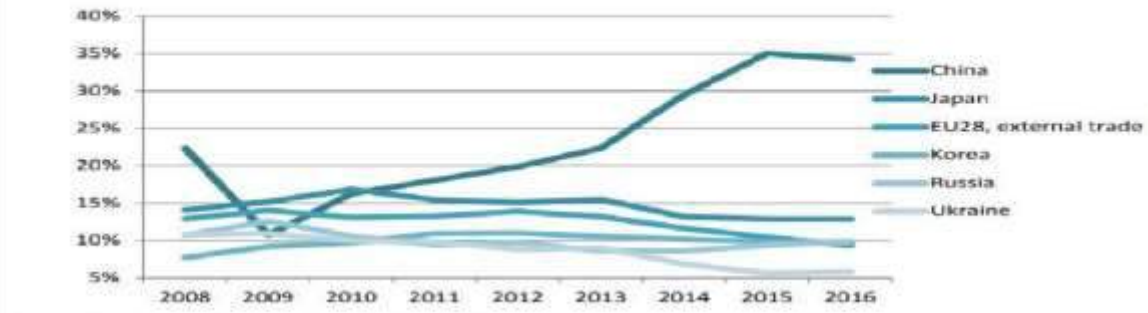
[Source: http://mofapp.nic.in:8080/economicsurvey/pdf/001-027_Chapter_01_Economic_Survey_2017-18.pdf]

**Global Steel Wire Industry**

Global steel export volumes have remained relatively flat in the last two years following strong growth in 2014. In 2016, global exports are estimated to have declined slightly to 314 mmt6 , down from the 317 mmt level seen in 2015 and roughly equivalent to the 2014 level. Many economies registered declines in exports last year: China by 3.1% to 107.5 mmt, Japan by 0.7% to 40.5 mmt, the EU by 11.5% to 29.1 mmt, and Korea by 1.8% to 30.5 mmt. This was partially offset by growth in the CIS region, where Russian steel exports climbed by 5.1% to 31.1 mmt and Ukrainian exports increased by 2.9% to 18.2 mmt. Figure 3 presents the evolution of steel export shares across major steel economies.

In the context of weak domestic demand and overcapacity, trade measures have increased in the last few years (OECD, 2017b), which may explain part of the recent declines in global steel export volumes. Indeed, the world's export ratio (steel exports as a per cent of production) has started to decline since peaking in late 2015 (Figure 4). In the US, steel imports have been declining over the last two years, and fell by nearly 15.9% to 29.9 mmt in 2016. In the EU, on the other hand, steel imports have increased rapidly over the last two years, and the region has recently become the world's biggest import market for steel. EU steel imports increased by 9.7% in 2016 to 41 mmt. Korean steel imports also increased in 2016, to a level of 23.2 mmt, putting it slightly behind the US as the third largest import market. Japanese steel imports have settled at a level of nearly 6 mmt per annum over the last two years.

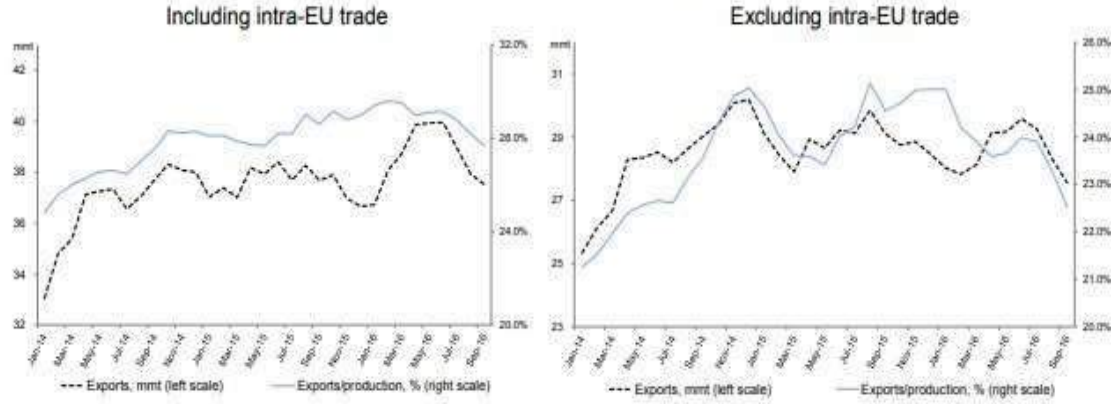
**Figure 3. Shares of world steel exports by major exporter, %, 2008-16**




Source: OECD calculations based on data from ISSB.

**Figure 4. World exports of steel: monthly volume (mmt) and export ratio**

(3-month moving averages)




*Source*: OECD calculations based on data from ISSB.

*[Source: https://www.worldsteel.org/en/dam/.../Platts_Mumbai_worldsteel_2017_11_09.pdf]*

**Table 2. Steel export and import developments in 2016 (annualised to latest month available in 2016**

Largest steel exporting and importing economies in 2015, thousands of metric tonnes

| Exporter | 2015 | 2016 | Change (2016/2015) | Change (2016/2015) % |
|---|---|---|---|---|
| China | 110,928 | 107,531 | -3,397 | -3.1 |
| Japan | 40,720 | 40,452 | -269 | -0.7 |
| EU, external trade | 32,892 | 29,109 | -3,782 | -11.5 |
| Korea | 31,077 | 30,504 | -573 | -1.8 |
| Russia | 29,605 | 31,104 | 1,499 | 5.1 |
| Ukraine | 17,705 | 18,213 | 508 | 2.9 |

| Importer | 2015 | 2016 | Change (2016/2015) | Change (2016/2015) % |
|---|---|---|---|---|
| EU, external trade | 37,382 | 40,991 | 3,609 | 9.7 |
| United States | 35,564 | 29,918 | -5,646 | -15.9 |
| Korea | 21,546 | 23,168 | 1,622 | 7.5 |
| Turkey | 18,415 | 15,344 | -3,071 | -16.7 |
| Vietnam | 15,568 | n/a | n/a | n/a |
| Thailand | 14,603 | 17,569 | 2,966 | 20.3 |

*Note*: The definition of steel used in this table is HS 7206 to 7302, 7304-7306, and 7307.21-7307.99 excluding some forgings (7326.19), points and switches/crossings (7302.30 and 7302.90), some forged cold finished sections (7216.69 and 7216.99), some cold formed sections (7216.61 and 7216.91), welded shapes and sections (7301.20) and steel castings (7325.99).

*Source*: OECD calculations based on data from ISSB.

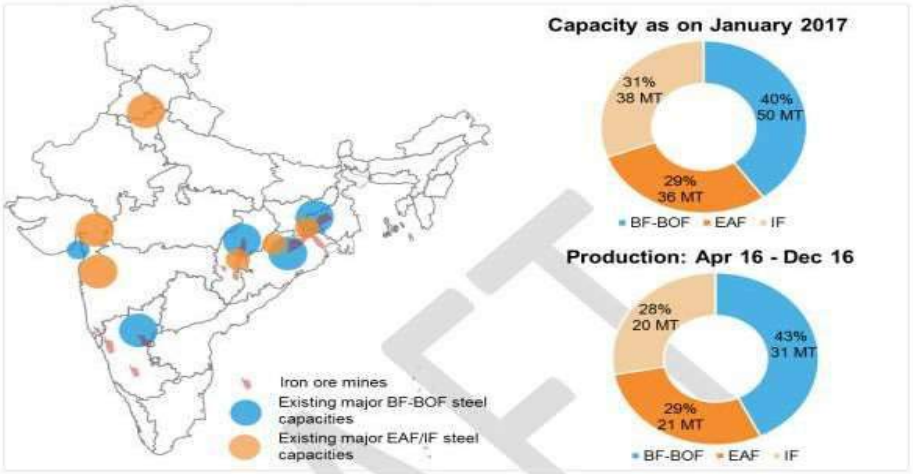
*Source: https://www.worldsteel.org/en/dam/.../Platts_Mumbai_worldsteel_2017_11_09.pdf*

**Indian Steel Wire Industry**

Over the past two decades, the Indian steel industry has developed capabilities of producing a wide range of sophisticated steel at par with global best practices addressing diverse needs of the end user industries. However, India still needs to make a special effort to domestically produce steel for high end applications, electrical steel (CRGO), special steel and alloys for Power equipment, Aerospace, Defense and Nuclear applications.

However, the Indian steel sector is disadvantaged due to limited availability of essential raw material such as high grade Manganese ore & Chromite, coking coal, steel grade limestone, refractory raw material, Nickel, Ferrous Scrap etc. Due to shortage of domestic coking coal, both in terms of quantity and quality, pig iron producers/ BF operators in India have to significantly depend on import of coking coal.

**Figure 1: Current steel footprint in India**




Source: Ministry of Steel, JPC

[Source: http://steel.gov.in/sites/default/files/draft-national-steel-policy-2017.pdf]

Steel Wire Manufacturers Association of India (SWMAI) is the National Body of Steel Wire and Wire Rope Manufacturers in India. Established in 1968 and registered under the Companies Act in 1970, the Association has in its membership steel wire drawing units and wire rope manufacturing units, producing bulk quantity of steel wires and wire ropes in India.

Established in India in 1920s, the Steel Wire Industry has progressed remarkably and has successfully developed and manufactured various types of high carbon, alloy steel and special steel wires in addition to mild steel wires. The industry has become versatile enough to meet the requirements of numerous consuming sectors. This sophistication has been possible due to continuous and well-planned R & D efforts on part of the manufacturers with patronage of SWMAI. The result has been that the industry is in a position to manufacture and supply steel wires, both in the domestic and the international markets, in accordance with Indian (BIS) and international (ASTM, DIN, JIS, BSS) standards.

It is seen that this industry is growing about 5-6% during last two years. The demand of wires is expected to increase in leaps and bounds in the years to come. Out of the total steel consumed in India wire constitutes only 5%. However, if pace of development picks up the domestic consumption of wires will increase by 2%-3% to 7%-8% of the steel consumption.

In our Country, if we closely look at the wire demand, almost 88% of it is for wires in plain carbon steel grades, 5% would be for Stainless Steel grades and the balance would be for Alloy Steel Wires.
On further analysis, out of the plain carbon wires almost 75% to 80% of the demand is for black/uncoated wires and the balance 20% to 25% is for wires coated with other base metals e.g. Zinc (Galvanized), Copper, Bronze, and other coating materials.

The Steel Wire Industry in India is quite competitive in its production costs compared to other developed and developing countries. This cost competitiveness needs to be maintained by adoption of new and clean technologies, which lower specific energy consumption and which generate much lesser pollutants. We need to automate processes and focus on product quality and packaging to produce wires internationally acceptable.

Raw materials mainly wire rods account for a major part of the cost of wires. In the past there were very few suppliers but with the growth in the steel industry a number of mid-sized companies have started producing Mild Steel Wire Rods. This has increased the availability and resulted in better commercial terms for the wire industry. Most value added wires use high carbon wire rods as an input. These are now available in the country from Five Major Suppliers (JSPL, JSW, RINL, TISCO, USHA MARTIN) with imports as an alternative whenever they are commercially viable. A number of new wire rod mills (VISA STEEL, ELECTROSTEEL CASTING) are at an advanced stage of commissioning. This will make all grades of wire rods abundantly available.

The steel wire industry in India is at a juncture where very soon raw materials will be available at internationally competitive rates, consumption is poised to jump, new export markets are waiting to be tapped, and skilled manpower is readily available. Therefore, there will be a bright future ahead for the Steel Wire Industry.

[Source: https://swmai.org//Steel_Wire_Industry.htm]

## OUR BUSINESS

*Some of the information contained in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section "Forward-Looking Statements" for a discussion of the risks and uncertainties related to those statements and also the section "Risk Factors" for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward looking statements. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal are to the Twelve-month period ended March 31 of that year. In this section, a reference to the "KWL", "Company" or "we", "us" or "our" means Kritika Wires Limited.*

*All financial information included herein is based on our* ***"Financial information of the Company"****included on page 188 of this Prospectus.*

**OVERVIEW**

Our Company, was originally incorporated as Kritika Wires Private Limited on May 31, 2004 under the provisions of Companies Act, 1956. Our Company has been in the business of manufacturing high quality galvanized steel wires and wire products and have been meeting the requirement of various clients in the government and private sectors like power, infrastructure, railway and many more industries. The products manufactured by our Company are used for transmission and distribution of Electricity, manufacturing of concrete slippers, poles, bridges and other infrastructure facilities.

In the year 2005, we started commercial production of wire drawing of high carbon, low carbon and alloy steel. Buyont by the response from the market the company in course of further expansion in the year 2010 started various types of wire processing and manufacturing like galvanizing, stranding and barbed - steel wires. Thus the company has entered in diversified range of products on the basis of demand and supply in the market. With the government's thrust on electrification and infrastructural developments, the company has also continuously increased the production capacity. We operate from our registered office located at 1A Bonfield Lane, Mezanine Floor, Kolkata, West Bengal 700001 India.Our manufacturing facilities are situated at the following two units located at Dhulagarh Industrial Park, Kolkata, West Bengal:

- Unit I - Sankrail Industrial Park, Dag No. 462,463, Khatian No. 297, Jangalpur, Mouza- Bhagwatipur, Howrah, West Bengal.
- Unit II - Sankrail Industrial Park, Dag No. 469,470,472,483,484,485, 486, 487,488 Khatian No.1188,891,147,520/1, 1326, 448 Jangalpur, Mauza- Bhagwatipur, Howrah, West Bengal

Our plants are equipped with latest machinery and equipments, In-house testing facilities and qualified engineers, which help us in maintaining quality standards as well as an efficient delivery record with appropriate warranty. All raw-materialsand consumables are tested at various stages in manufacturing process as per stipulated standards to ensure good qualityproducts which are test certified.Our products are type tested & approved by various NABL Accredited laboratories like: IDTL, NSIC & NTH Corporation and are supplied as per the Indian Market Specification.Depending on the demand and market requirements, our Company also does trading in iron and steel structural products like MS Angle, Channel, Joist etc The same is usually procured from vendors on order basis and is directly dispatched to the customers

Our Company is an ISO 9001: 2015 and ISO 14001 : 2015certified manufacturer and supplier of different types of galvanized and non-galvanized wires. The products are ISI marked which helps in harmonious development of standardization and quality of product. Our products are rigorously tested, in terms of surface finish, tensile strength, torsion, breaking load, zinc coating, dip and adhesion test. Apart from the product testing the Company believes IN-PROCESS testing to meet the prescribed quality standards, and we also provide the test as per customer requirement.

Mr. Anil Kumar Mittal and Mr. Sanjeev Kumar Binani, were the initial subscribers to the Memorandum of Association of our Company. Presently Mr. Naresh Agarwal, Mr. Hanuman Prasad Agarwal, R A Comptech Investment & Consultant Private Limited, Balaji Electrodes Private Limited, Alltime Suppliers Private Limited and Mohta Agencies Private Limited are Promoters of the Company.

We are approved vendor of one of the biggest electricity utility company "POWERGRID" and also of the below mentioned state owned electricity boards :-

- West Bengal State Electricity Distribution Company Ltd.
- West Bengal State Electricity Transmission Company Ltd.
- Kerala State Electricity Board
- Odhisha Power Transmission Corporation Ltd.
- Transmission corporation of Andhra Pradesh
- Bihar State Power Transmission Company Ltd.
- UP Power Transmission Corporation Ltd.
- Punjab State Power Corporation Ltd.
- South Bihar Power Distribution Company Ltd.
- North Bihar Power Distribution Company Ltd.
- Purvanchal Vidyut Vitran Nigam Limited
- Paschimanchal Vidyut Vitran Nigam Limited
- Madhyanchal Vidyut Vitran Nigam Limited
- Dhashimanchal Vidyut Vitran Nigam Limited
- Madhya Pradesh Madhya Kshetra Vidyut Vitran Company Ltd.
- Jodhpur Vidyut Vitran Nigam Limited
- Gujrat Energy Transmission Corporation
- Central Electricity Supply Utility (Odisha)
- Jharkhand Urja Vikas Nigam Limited
- Jharkhand Bijli Vitran Nigam Limited
- Tamil Nadu Generation and Distribution Corporation
- Tamil Nadu Transmission Corporation
- Dhakshin Haryana Bijli Vitan Nigam
- Madhya Gujarat Vij Company Ltd.
- Uttar Gujarat Vij Company Ltd.
- Paschim Gujarat Vij Company Ltd.
- Dakshin Gujarat Vij Company Ltd.

Our products are also widely being used by electrical contractors, corporate engaged in turnkey business of creating infrastructure for power transmission & distribution, cable & conductor manufacturing, general engineering purpose, textile industry, Housing and Infrastructure development industry and railways etc. Other than the state owned electricity boards, some of our clientele include the following:

For the period ended on March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 our total revenue stood at 25789.32 Lakhs, 20705.52 Lakhs, 21730.19 Lakhs, 18339.74 Lakhs& 14911.27 Lakhs respectively. Further, our PAT for the period ended on March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 were 493.68 Lakhs,266.65 Lakhs, 104.85Lakhs, 42.98 lakhs &101.19 Lakhs respectively. We have been able to increase our revenue from the financial year 2014 to 2018 at an annual growth rate of 14.68 % .

**AWARDS, CERTIFICATIONS & RECOGNITION RECEIVED BY OUR COMPANY**

The high quality and consistency of our products has won the confidence of our customer. Some of the prominent certifications received by our Company are:

| Sr. No. | Nature of Registration/License | Registration/ License No. | Issuing Authority | Date of Issue | Date of Expiry |
|---|---|---|---|---|---|
| 1. | ISO 9001 : 2015 | 18DQDJ80 | ROHS Certification Pvt. Ltd. | August 21, 2018 | August 20, 2021 |
| 2. | ISO 14001 : 2015 | 18DEDL91 | ROHS Certification Pvt. Ltd. | September 07, 2018 | September 06, 2021 |

Furthermore we are member of Federation of Small and Medium Industries, Indian Electrical & Electronics Manufacturers Association (IEEMA)

Some of the certifications received by our Company are the following:-

| Year | Award and Recognition |
|---|---|
| 2018 | Certificate of Participation in ELECRAMA 2018 |
| 2016 | Certificate of participation in ENERGIZE EMPOWER EAST, the largest energy convention in eastern India |

**OUR BUSINESS STRENGTH: -**

**1. Government Contractor**

We are qualified to participate in the tender for supply of various types of wires required by Government Projects due to our quality products and experience in the industry as well as our ability to meet the requisite criteria. Our revenue from manufacturing operations is generally derived from subscribing and fulfilling -the tenders invited by electricity companies operated PAN India. We are approved vendors of most of the state owned electricity boards in India. We believe our specialization in maintaining the quality, standards and alltime support to such companies attests to our credibility and allows us to be in a better position for future projects, thereby improving our competitive position.

**2. Quality Assurance and State of Art Infrastructure.**

Delivering Quality products is one of our prime beliefs. We dedicate resources for quality assurance to ensure that quality norms are continually met. We have an in house laboratory for testing of the product at each step of manufacturing process to ensure that our quality standards are met throughout the process. Further all our products are type tested and ISI Marked and matches upto the customer requirements. The final product manufactured has to undergo a quality check before it is finally packed and dispatched. We also have quality control checks before any consignment of Raw material is accepted since it has a direct impact on the quality of Finished Product. Further Our Company has state of art infrastructure with modern and latest machineries and equipments to deliver cost effective, better and standard products to achieve better product quality and technical reliability.

**3. Recognized and Established Client Base**

Rendering quality products and prompt services, we have earned a huge clientele base all across India. The clientele list includes well-reputed clients in electricity boards across India and private sectors like power, construction, and general engineering and domestic segments etc. that reflects the genuineness of the products offered by us. Our long-standing relationship with our major customers has been one of the most significant factors contributing to our growth. Our commitments to quality and customer service practices have been strong contributing factors to our robust customer relations. Even though we do not have any long-term supply agreements with them, we have continually received repeat business from many of our customers. This indicates their level of confidence in our ability to deliver our products and services. Because of the trust of our customers we have been able to attain orders from a diverse range of client base.

**4. Wide range of Products and Timely Delivery**

Our diverse range of products is made available in assorted sizes and specifications for catering to the specific needs of our clients. We supply wires across various industries to various organizations of diverse sectors such as- Power Distribution Companies, Construction, General engineering industries, Infrastructure works, corporate engaged in turnkey business, cable & conductor manufacturing, umbrella manufacturers etc.in India. We believe that maintaining a diverse portfolio in our business provides us with an opportunity to cater to diverse needs of different customer segment. We understand the importance of timely delivery. Customers get a clear indication of delivery & lead time, every time. Owing to our timeliness and consistency in product quality as well as industry expertise, our Company has been awarded repetitive orders by certain customers. This has helped us nurture long-term relationships with our customers.

**5. Leveraging the expertise of our Senior Management Team.**

The experience of our Managing Director, Mr. Hanuman Prasad Agarwal of 30 years and Whole Time Directors, Mr. Naresh Kumar Agarwal of 35 Years, play an instrumental role in the growth and success of our Company. Their experience in such industry is instrumental in determining the vision and growth strategies for our Company. Further our Whole Time Director, Mr. Ankush Agarwal, a B.Tech engineer has recently joined business.. His young age, being updated with recent developments, dynamic approach and strategic outlook toward business gives our business additional edge towards success. We have a team of well equipped employees for engineering, manufacturing, marketing, customer service etc catering to the needs of the customers and providing high yield. It is also expected to help us in addressing and mitigating various risks inherent in our business, including significant competition and the global economic crisis.

**OUR BUSINESS STRATEGIES**

**1. Augment our working capital base in order to better utilize our installed capacities**

Our business of manufacturing wires is working capital intensive. We need to maintain sufficient inventory for the production process and also maintain a balance between debtors & creditors cycle. Since, we are not fully utilising our installed capacities, our growth depends on our ability to increase our utilization over the next few years and also adding new capacity subsequently. This expansion needs access to a larger amount of liquid funds and sufficient working capital. The same are proposed to be funded from the IPO proceeds and from Banking Facilities. For further details of the proposed working capital requirements of the company, kindly refer to the Chapter titled ***"Objects of the Issue"*** beginning on page no 87 of this Prospectus.

**2. Broaden our marketing base**

We currently cater to various clients from various industries in India. We have developed a long standing relationship with our clients which include companies like, B&T Cables Limited, BRB Cable Industries ltd, Bajaj Electricals Ltd, Cabcon India Ltd, Gupta Power Infrastructure Ltd, Larsen & Toubro Limited, Lumino Industries Ltd, Sterlite Power Transmission Ltd, Tata Projects Limited, Apar Industries Limited, Sterlite & Wilson Ltd etc. and many more, from several State Electricity Boards and distribution company like Kerala State Elec. Board( Distribution Central), West Bengal State Electricity Distribution Co. Ltd, U.P.Power Transmission Corporation Limited, CESC Limited, Madhyanchal Vidhyut Vitran Nigam Limited, Teestavalley Power Transmission Ltd.-Bihar, Paschimanchal Vidyut, Vitran Nigam Ltd, Dakshin Gujarat Vij Co. Ltd., Punjab State Power Corporation Ltd etc. However, our growth depends on our ability to maintain our relationship with these clients in addition to adding more clientele to our list. Though there is no dearth of orders as on date, still we have scope to expand our reach to un-explored both domestic and international markets. Empanelment with various Government organizations is a continuous process as we intend to be part of many more government projects as we believe that this will give us a good reputation and steady flow of orders, keeping in tune with the infrastructural development and electrification work in the country.

**3. Improve our manufacturing facilities by delivering cost effective products**

Our Company continuously works on developing plans to take various steps in order to ensure adherence to timely fulfillment and also to achieve greater cost efficiency as timely fulfillment of the orders is a prerequisite

in our industry. These steps include identifying quality raw material, smooth labour relations, use of an efficient production system and ability to meet large and varied orders due to our capacity and linkages with raw material suppliers and well equipped plant and machinery. Our Company constantly endeavors to implement an efficient procurement policy for inputs required for production as well as invest in upgradation of technology so as to ensure cost efficiency in procurement which in turn results in cost effective production.

**4. Focus on consistently meeting quality standards**

Our Company intends to focus on adhering to the quality standards of the products and services. This is necessary so as to make sure that we get repeat orders from our customers. Quality of the product and services is very important for the company from both customer point of view and regulatory point of view. Providing the desired and quality products help us in enhancing our reputation and maintaining long term relationships with customers.

**5. Optimal Utilization of Resources and Incentives**

Our Company constantly endeavors to improve our production process, skill up-gradation of workers, modernization of machineries to optimize the utilization of resources. We regularly analyze our existing raw material procurement and manufacturing processes to identify the areas of bottlenecks and correct the same. All such efforts and initiatives helps the Company in improving its efficiency and productivity. Over the years we have developed cordial relationship with our suppliers as well as clients. This has helped us being well recognized in specialized steel wire. We intend to invest in developing and enhancing our reputation, through building efforts, communication and promotional initiatives. This is a continuous exercise which would result in an increase of sales and profitability.

**OUR LOCATION**

| | |
|---|---|
| **Registered Office** | 1A, Bonfield Lane Mezanine Floor, Kolkata- 700001, West Bengal, India |
| **Factory Unit I** | Sankrail Industrial Park, DAG No. 462,463, Khatian No. 297, Jangalpur, Mouza- Bhagwatipur, Howrah, West Bengal |
| **Factory Unit II** | Sankrail Industrial Park, DAG No. 469, 470, 472, 483, 484, 485, 486,487,488 Khatian No.1188, 891, 147, 520/1,1326,448 Jangalpur, Mauza- Bhagwatipur, Howrah, West Bengal |

**OUR MANUFACTURING FACILITIES**

WIRE DRAWING MACHINE

WIRE DRAWING MACHINE

7 PLY STRANDING MACHINE

HOT DIP GALVANIZING

**OUR PRODUCT PORTFOLIO**

Steel wires are widely used in many applications such as in manufacturing of industrial and domestic products, in manufacturing cables, conductors, crane, tower crane, surface and underground mining, excavation, logging of any type of terrain, tramway, elevator, oil and gas, drilling, marine and electrical constructions, poles, umbrella, big projects etc. The selection of the type of wire must be considered based on the strength, fatigue and abrasion resistance, crushing resistance, resistance to metal loss and deformation, resistance to rotation and the operating conditions.

The type of wire used affects the performances. High carbon steel bright (uncoated) wire is the material most commonly used. To improve corrosion resistance, galvanized wire is used in those applications where high resistance to corrosion is required.

| Sr No | Name of Product | Description | Descripti |
|---|---|---|---|
| 1. | Mild Steel Wire | | We supply entire range of Mild Steel Wire. These products offered by us are precision engineered, designed and developed to meet several industrial establishments. These are extensively used as overhead ground wire or static wires. These wires have high tensile strength and longer service life.<br>**Purpose** – General Engineering purpose<br>**Sizes/Variations:**0.710mm to 5.00 mm<br>**Application:** Electricity Board distribution and general engineering purpose<br>**Ref Std:** IS 280: 2006 |
| : | | | |

| | | | |
|---|---|---|---|
| 2. | Galvanized Strand Earth Wire | | We supply entire range of galvanized strand for earthing of all tensile grades of wire. Earth wire is manufactured from medium carbon wire rod twisting 7 wires together, one at the core and 6 twisted around core wire. Earth wire is used for overhead transmission purpose. It is supplied in wooden drum.<br>**Purpose** – Earthing. Used in Power Industries<br>**Sizes/Variations:**7/3.15mm, 7/3.25mm, 7/3.66mm, 7/4.00 mm, 7/4.50mm<br>**Application:** Electricity Board for transmission purpose<br>**Ref Std:** IS 12776 : 2002/ As per POWERGRID Specifications |
| | | | |
| 3. | G.I. Stay Wire | | Stay Wires are galvanized steel wire strands. Generally they are made up of 6 wires stranded around 1 wire, twisting 7 wires together. A common use for stay wires is in the electricity industry, using the wire to stay power poles and tower structures. It can be supplied in coils/ drums as per requirement.<br>**Purpose:** Used for sustaining Power Poles and Tower structures<br>**Sizes/Variations:**7/1.60mm to 7/4.00mm<br>**Application:** Electricity Board distribution purpose<br>**Ref Std:** IS 2141 : 2000 |
| | | | |
| 4. | Galvanized Steel Wire Strand | | We supply wide renge of Galvanized steel wire strand of various tensile grades of wire. It is manufactured from mild steel, medium carbon steel wire rod depending on tensile grade by twisting 7 wires or 4 wires together to form 7 wire or 4 wire stranded wire respectively. It is mainly used for Stay wire, earth wire, guy wire etc.<br>**Purpose:** Used for holding power poles, tower structures, boiler, furnace and chimney. Used for earthing purpose in power industry<br>**Sizes/Variations:**7/3.15mm, 7/3.25mm, 7/3.65mm, 7/4.00 mm, 4/4.00mm (Grade 700-1150)<br>**Application:** Stay Wire0, Earth Wire<br>**Ref Std:** BS183: 1972<br>BS449: 1969 |
| | | | |
| 5. | A.C.S.R. Core Wire | | Aluminium conductor steel-reinforced Wire consists of solid steel core surrounded by strands of Aluminium. The core can be single wire or stranded depending on the size and the type of conductor. ACSR Core Wires gives the right amount of strength and ampacity for your overhead power transmission and distribution ventures.<br>**Purpose:** Used in Electrical Industry in manufacturing of cables and conductors<br>**Sizes/Variations:**1.57mm, 2.11mm, 2.30 mm, |

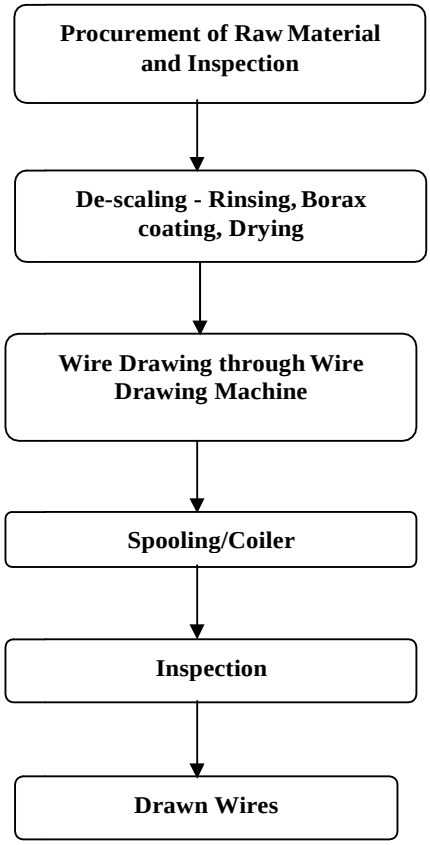
| | | | |
|---|---|---|---|
| | | | 2.54 mm, 2.59mm, 3.00mm, 3.18mm, 3.35mm,3.53mm, 4.09mm<br>**Application:** Core wire for aluminium conductor<br>**Ref Std:** IS 398(Part II) : 1996 & IS 398(Part V) : 1992 |
| | | | |
| 6. | A.C.S.R. Core Wire Strand | | Aluminium conductor steel-reinforced Wire consists of stranded steel core surrounded by strands of Aluminium. The core can be single wire or stranded depending on the size and the type of conductor. ACSR Core Wire Strand is best suited for transmission lines with long spans<br>**Purpose:** Used in Electrical Industry in manufacturing of cables and conductors<br>**Sizes/Variations:** 7/1.57mm, 7/2.11mm, 7/3.0mm, 7/3.18 mm, 7/3.35mm, 7/3.53mm<br>**Application:** Core wire for aluminium conductor<br>**Ref Std:** IS 398(Part V) : 1992 |
| | | | |
| 7. | HCGS Core Wire | | HCGS Core wire is used in making aluminum conductor by twisting aluminum wire round HCGS core wire. It is manufactured from medium carbon steel wire rod to give sufficient tensile strength with ductility to withstand the load of the conductor. Tensile strength.<br>**Purpose:** Used in electrical industry in manufacturing of cables & conductors.<br>**/Variations:**1.68mm, 2.38mm, 2.68mm, 3.37mm, 3.47mm, 4.77mm<br>**Application:** Core wire for aluminium conductor<br>**Ref Std:** ASTM B498 Class A Coating |
| | | | |
| 8. | Cotton Baling Wire | | Cotton Bailing Wire made of Galvanized Steel wire has multiple uses. This wire is used for packaging all types of expanding fibrous material cotton, synthetic fiber, wool etc. It has features like Durable, good abrasion resistant, good corrosion resistance, h gh toughness and high elongation. Economical, Fit for heavy task.<br>**Purpose:** Used for Binding, supporting, fixing and mending in Textile Industry.<br>**Sizes/Variations:**3.15mm to 3.66mm<br>**Application:** Cotton baling industry<br>**Ref Std:** As per customer specification |
| | | | |

| | | | |
|---|---|---|---|
| 9. | Spring Steel Wire | | Spring steel is used in the manufacture of products prominently used in automotive and industrial suspension applications like Roller Bearings, Braiding Hoses, Brushes, Chains, Conveyor Belts, Filters, Free Cutting Wires, Fasteners, Screws, Bolts, Needles, Spokes, Wire Mesh etc. These steels are generally medium-carbon steel or high-carbon steel with a very high yield strength. This allows objects made of spring steel to return to their original shape despite significant deflection or twisting.<br>**Purpose:** Used in Automotive and Industrial Applications<br>**Sizes/Variations:**2.00mm to 7.01mm<br>**Application:** Heavy duty springs and wire-netting<br>**Ref Std:** IS 4454(Part I) : 2001 |
| 10. | Indented P.C. Wire | | Indented PC Wires are the kind of high carbon and high tensile steel wire whose surface is indented. The shape of the indented surface can be round, ellipse, rhombus, etc. These wires are used for concrete structures. These are widely used in many fields, such as crane beams, cement poles, pre stressed concrete, pressure pipe, high-rise buildings and houses, etc. The advantages of Indented PC Wire are that: It improves the bond strength between pre-stressed steel wire and concrete, Reduces the frictional losses between pre-stressed wire and concrete and Increases the anchorage efficiency<br>**Purpose:** Used for Concrete Structures<br>**Sizes/Variations:**4.00mm<br>**Application:** Concrete pole for electricity distribution<br>**Ref Std:** IS 6003 : 2010 |
| 11. | Barbed Wire | | Barbed wire is made from soft quality G.I. wire with automatic twist machine. **Barbed wire** is a kind of fencing wire worked with prickly points or edges set at separations along the strings. These points are razor sharp. It is made to build an economical fence and is connected to the highest point of walls that encompass the sheltered estate. It's additionally a vital attribute in the defense. These wires are used to contain animals on farms. Prisons commonly run Barbed wire fencing. Protection is a key reason to have a barbed wire fence.<br>**Purpose:** Used for fencing<br>**Sizes/Variations:**2.00x2.00mm to 2.50mmx2.50mm(Grade A1 to A6)<br>**Application:** Fencing and anti climbing device in electricity transmission tower<br>**Ref Std:** IS 278 : 2009 |

| | | | |
|---|---|---|---|
| 12. | Umbrella Rib Wire | | Umbrella Rib Wire is manufactured from medium carbon quality steel. These wires find its applications in umbrella making units, wherein the umbrella structures are made from these wire upon which umbrella cloth is stiched. The product is highly customized and is made as per customer's specifications<br>**Purpose:** Used in manufacturing of Umbrella<br>**Sizes/Variations:**1.70mm to 2.10mm<br>**Application:** Umbrella flat and round wire<br>**Ref Std:** As per customer specification |
| 13. | Rolling Shutter Wire | | This wire as the name suggests goes in for making of the springs for manufacturing Rolling Shutter. Rolling shutter wires is made from high carbon, high tensile steel to give Ultimate Tensile Strength (UTS) and spring property. The products are highly durable and Corrosion resistant<br>**Purpose:** Used in Shutter manufacturing Industry<br>**Sizes/Variations:** 7 SWG (4.47mm) to 2 SWG (7.01mm)<br>**Application:** Rolling Shutter Spring<br>**Ref Std:** As per customer specification |

**OUR MANUFACTURING PROCESS**

**A) <u>PROCESS FLOW CHART FOR WIRE DRAWING</u>**



**Packing & Dispatch**

**General Wire Drawing:**

- **Procurement of Raw Material and Inspection**

The raw materials i.e. Steel wire rod is procured from various steel vendors. The wire rod used for manufacturing steel wire are usually made of high carbon steel. The wire rods are then subjected to in-house testing carried out at well-equipped laboratories to verify their chemical composition, size, breaking load etc. The selection of the steel wire rod based on the test certificate is made depending on the end use or the purpose for which the steel wire is made

- **De-Scaling**

The De-scaling process removes surface scales comprising of iron oxides and other impurities of wire rod and other impurities. De-scaling is done in line. The coils of wire rods are passed through sets of rollers fitted in different position in a de-scaling unit.

- **Borax Coating**

  Scale free coils of wire rod is first rinsed in water bath, where the coils of wire rods are automatically transported from one bath to another and held for pre-determined time in each bath. They arethen passed through borax bath maintaining bath strength of 20 – 30 % and bath temperature at 60-70$^{o}$C.

- **Drying**

  Finally coils of wire rod are dried by passing through heat chamber where hot air is blown on the surface of the coils.

- **Wire Drawing – Spooling/Coiler**

The process of wire drawing consists of pulling a metal wire through a small circular opening called a die. This process results in deformation with a reduction in its cross sectional area. The pulling force is dependent on the strength of the material and degree of reduction. The wire is inserted through the Die positioned in the Die Box of the first Wire Drawing Machine. The end of the wire inserted through the Die is fastened to a locking device attached to the drum. The drum is set into the rotational motion by the push bottom starter. The end of wire fastened to the block attached to the drum gets pulled & coiled around the Drum.Since the wire is getting pulled through the Die having higher inlet Diameter and lower outlet Diameter, the drawn wire Diameter gets reduced.The Benefits of wire drawing are improving the finished surface and removing scale fromthe rod, improving tensile strength in the finished material, providing more consistent round shape of the material.

Thereafter, the starting end of the drawn wire is released from the lock of the first drum, is passed through the overhead loop and continuous pulley on the Drum and brought down and inserted through the Die of the second Drum and drawn through the die for further reduction. Thus the wire is drawn through all the wire drawing drums of a set in continuous manner to get the required finished diameter of wire.

- **Final Testing, Inspection and Dispatch**

When one bundle of raw material finishes, the machine will be stopped and the end is welded to one end of another fresh bundle by the welding machine and the process continues. Even in case of accidental snapping of wire between any of the drums, the snapped ends are welded by the help of the welding machine for continuous processing.

Finally, the coil of wire is taken from finish drum by stripper or from spooling machine and is tested for diameter, breaking load, elongation, torsion, wrapping. Upon satisfactory quality report, the drawn wire is ready to dispatch or to galvanizing

**B) PROCESS FLOW CHART FOR HOT GALVANIZING**

**Input Steel Wire from Wire Drawing**

**Lead Bath FCE**

**Fume LessPickling**

**Flux**

**Zinc Tank**

**Take Up**

**Inspection**

**Packing & Dispatch**

**STEPS INVOLVED IN HOT GALVANIZING: -**

- **Input Steel Wire from Wire Drawing**

  Galvanizing is the process of Coating Zinc on Steel surface to protect the drawn steel from Corrosion Wear.

- **Lead Bath Annealing FCE**:

  A molten lead bath is maintained at a temperature of 700 degree Centigrade by heating in a FCE with Furnace Oil released from the pay offs passes smoothly through this molten lead bath. The lead bath contains above 40MT molten lead. During this process the wires get heated up to 700 degree Centigrade and gets soft which is required for the purpose the wire will be used. The lead bath is 7 Mtrs long, so that the time is enough for softening wire to the desired Mechanical and Metallurgical properties required by the customer.

- **Fume Less Pickling**

As the wire is heated to 700 degree Centigrade, a scale is formed on the surface of the wire which is required to be removed completely; otherwise zinc will not react with the steel. So it is very much necessary to remove the scale layer. For this, we have put an on-line fameless pickling system. Here wire is first cooled by spraying water and then passed through a solution of Hydrochloric Acid maintained at strength of 16 to 20%. The acid reacts with the scale and the wire gets completely cleaned during the course of its passage through the acid tanks. In the fumeless pickling process, we have one cooling tank, two acid tanks and one wash tank. When the wire comes out of these tanks the wire is absolutely clean and has got no scale on its surface.

- **Flux:**

In case of Hot Dip galvanizing as the wire has come out of acid it requires to be coated with some chemical so that air cannot attack the steel surface again. A hot solution maintained at $60^{o}$C and containing mixture of zinc chloride and ammonium chloride is used and the wire passes through this solution. A hot plate around $150^{o}$ C dries up the wire completely so that the dry wire enters the Zinc bath.

- **Zinc Tank:**

A tank containing about 30T Zinc is melted in a furnace and maintained at 450 – $460^{o}$C. The furnace is heated by Furnace Oil. Wire passes at a particular speed through this molten Zinc. During the passage the Wire (steel) reacts with molten Zinc and layers of alloy of Fe-Zinc and pure Zinc is formed on the surface of the wire. These layers protect the steel from corrosion. Excess Zinc is then wiped out from the surface and smooth wire comes out of zinc bath.

- **Take up:**

The wire is then quenched by dipping in cold water and taken on rotating take ups. The final product is in coils of specific weight as per order from customers

- **Final Testing**

In order to guarantee high quality required by customers, the galvanized coils of wire are tested in house laboratory for diameter, breaking load, elongation, torsion, wrapping, zinc coating weight, dip test, adhesion test, surface finish, D.C. resistance test. After conforming to quality standard the coils are ready to dispatch or go to stranding for stay wire and earth wire or barbing.

**C) PROCESS FLOW CHART FOR STRANDING**

**Input Steel Wire after Galvanizing**

**Spooling Machine**

**Bobbin**

**Stranding Machine**

**Take Up**

**Earth wire finish in wooden drum**

**Stay wire finish in iron**

**Cutting Machine**

**Inspection**

**Packing & Dispatch**

**STEPS INVOLVED IN STRANDING: -**

The Galvanized steel wires are further processed for manufacturing Stranded Wire.

- **Spooling**

One coil after galvanizing is put in to charka. Iron bobbin is put into spooling machine. Bobbin rotates in spooling machine and wire from coil in charkha is transferred to bobbin. In this way seven coils after galvanizing are transferred to bobbin for making 7 ply stranded wire.

- **Stranding**

For 7 ply stranded wire, out of seven bobbins with galvanized wire, six bobbins are put into six cradles of stranding machine tube and one bobbin is put on stand just in front of stranding machine tube. Six wires

from six bobbins and one wire from stand forming six outer wires and one core wire are twisted together to make 7 ply stranded wire. This stranded wire is finally transferred to iron drum for stay wire and to wooden drum for Earth wire. Earth wire is finished in wooden drum covered with HDPE sheet. After putting wooden lagging and binding wire, the wooden drum with earth wire is ready to dispatch.

- **Cutting**

Stay wire in iron drum is put into pay off. Take up of cutting machine rotates and the stay wire from iron drum is transferred to take up. The stay wire after cutting to required length is tied with wire and is taken out from take up. The stay wire is now ready for packing and dispatch.

**B) PROCESS FLOW CHART FOR BARBING**

**Input Steel Wire after Galvanizing**

**Barbed Wire Machine**

**Take Up**

**Inspection**

**Packing & Dispatch**

**STEPS INVOLVED IN BARBING: -**

The Galvanized steel wires are further processed for manufacturing barbed wire. In the process 4(Four) galvanized coils are put into 4 charkhas of barbed wire machine at a time. 2(Two) coils are making line wire and 2(Two) coils are making point wire. The take up rotates. 2 (Two) line wires move all along and 2(Two) point wires from two sides make the barbs on line wire after specified interval. Ultimately the barbed wire is wound on take up. The barbed wire is taken out from take up and is ready to dispatch.

**CAPACITY UTILISATION**

| Particulars | Existing | | | Proposed | | |
|---|---|---|---|---|---|---|
| | 2015-16 | 2016-17 | 2017-18 | 2018-19 | 2019-20 | 2020-21 |
| Total Installed Capacity (MT) | 46800 | 55800 | 66200 | 66200 | 66200 | 66200 |
| Actual Production (MT) | 31945 | 34398 | 41416 | 48000 | 50000 | 53000 |
| Capacity Utilization (in %) | 68% | 62% | 63% | 73% | 76% | 79% |

## 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. Whether in the workplace or outside it, every accident is preventable and every risk can be lowered. Management at all levels of the organization is responsible for creating the framework and implementing measures to promote awareness of safety and environmental issues. The implementation of our safety and environmental policy and the compliance with regulations is taken care at all levels of the organization. The safety goals and programs are developed as part of the medium-term planning process and regularly reviewed. Management evaluates the safety and environmental protection system and identifies any corrective measures to be taken. To help 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.

## PLANT &MACHINERY: -

Some of the major Plant and Machinery installed in our manufacturing units are as follows:

**Installed At Unit I**

| Sr. No. | Machinery | Make | Number | Year of Manufacturing | Total Life (yrs) | Remaining Life (yrs) |
|---|---|---|---|---|---|---|
| 1 | 5 Blocker Wire Drawing Machine | Nihar Engineering, Howrah | 3 | 2006 | 15 | 3 |
| 2 | 6 Blocker Wire Drawing Machine | Nihar Engineering, Howrah | 3 | 2006 | 15 | 3 |

**Installed At Unit II**

| Sr. No. | Machinery | Make | Number | Year of Manufacturing | Total Life | Remaining Life |
|---|---|---|---|---|---|---|
| 1 | Hot Dip Galvanizing Plant | ASSOMAC Machines Limited B.S. Road Industrial Area, Site no. – 1, Ghaziabad – 201 001, U.P. | 1 | 2010 | 25 | 17 |
| 2 | Hot Dip Galvanizing Plant | Gourika India pvt. Ltd. Kolkata | 1 | 2013 | 25 | 20 |
| 3 | Hot Dip Galvanizing Plant | Gourika India pvt. Ltd. Kolkata | 1 | 2014 | 25 | 21 |
| 4 | Hot Dip Galvanizing Plant | | 1 | 2017 | 25 | 24 |
| 5 | 8 Blocker Wire Drawing Machine | Gourika India pvt. Ltd. Kolkata | 1 | 2011 | 15 | 8 |
| 6 | 8 Blocker Wire Drawing Machine | Associated Machinery Corporation Limited, F – 64, Site no. – 1, Post Box no. – 40, Ghaziabad – 201 001, U.P. | 1+1 | 2011 | 15 | 8 |
| 7 | 8 Blocker Wire Drawing Machine | -Do- | 2 | 2011 | 15 | 8 |
| 8 | 7 Blocker Wire Drawing Machine | -Do- | 2 | 2011 | 15 | 8 |
| 9 | 10 Blocker Wire Drawing Machine | -Do- | 2 | 2011 | 15 | 8 |
| 10 | 11 Blocker Wire | -Do- | 1 | 2011 | 15 | 8 |

| | | | | | | |
|---|---|---|---|---|---|---|
| | Drawing Machine | | | | | |
| 11 | (2+1) Stranding Machine | -Do- | 1 | 2011 | 15 | 8 |
| 12 | (6+1) Stranding Machine | -Do- | 3 | 2012&2013 | 15&15 | 9&10 |
| 13 | S.R. Plant | -Do- | 1 | 2011 | 15 | 8 |
| 14 | Coil Cutting Machine | S.K. Engineering Concern, Howrah | 2 | 2011 | 15 | 8 |
| 15 | Barbed Wire Machine | Annapurna Engineering Howrah | 2+4 | 2011&2012 | 15 | 8 & 9 |
| 16 | 6+1 Stranding Machine | Associated Machinery Corporation Limited, F – 64, Site no. – 1, Post Box no. – 40, Ghaziabad – 201 001, U.P. | 4 | 2011 & 2015 | 15 | 8 & 12 |
| 17 | 2+1 Stranding Machine | Associated Machinery Corporation Limited, F – 64, Site no. – 1, Post Box no. – 40, Ghaziabad – 201 001, U.P. | 2 | 2011 | 15 | 8 |
| 18 | S.R. Plant | Associated Machinery Corporation Limited, F – 64, Site no. – 1, Post Box no. – 40, Ghaziabad – 201 001, U.P. | 1 | 2011 | 15 | 8 |
| 19 | Coil cutting machine | S.K. Engineering Concern, Howrah | 4 | 2011& 2014 | 15 | 8 & 11 |
| 20 | Rewinding machine | S.K. Engineering Concern, Howrah | 1 | 2012 | 15 | 9 |
| 21 | Effluent Treatment Plant | Salt & Chemical, Kolkata | 1 | 2011 | 25 | 8 |
| 22 | Weigh Bridge | Essae Digitronics Pvt. Ltd., bangalore | 1 | 2011 | 25 | 18 |
| 23 | Butt Welding Machine | Star Engineering Works, Howrah | 8 | 2013 | 25 | 20 |
| 24 | Pointing Machine | Associated Machinery Corporation Limited, F – 64, Site no. – 1, Post Box no. – 40, Ghaziabad – 201 001, U.P. | 8 | 2011 | 25 | 18 |
| 25 | E.O.T. Crane | Indef | 4 | 2006 & 2011 | 25 | 13 & 18 |
| 26 | Hoist | Indef | 7 | 2006 & 2011 | 25 | 13 & 18 |
| 27 | Compressor | Airmatic Equipment Company, Coimbatore | 3 | 2011 | 15 | 8 |
| 28 | Generator | JACKSON | 1 | 2017 | 15 | 14 |
| 29 | Die Polishing Machine | MICROTEK | 1 | 2011 | 15 | 8 |
| 30 | Needle Grinder | MICROTEK | 1 | 2011 | 15 | 8 |

Since all the machinery installed in our company are indigenous, therefore the spare parts of the machinery are locally available.

**COLLABORATIONS/TIE UPS/ JOINT VENTURES: -**

Except as disclosed in this Prospectus and normal course of business, we do not have any Collaboration/Tie Ups/ Joint Ventures as on date.

**EXPORT OBLIGATION:**

Our Company does not have any export obligation as on the date of this Prospectus.

**SALES AND MARKETING: -**

Our Company has actively participated in all various exhibitions organized by the State and Central Government along with those organized by the association like ELECRAMA 2018, ENERGIZE EMPOWER EAST. The exhibitions and fair gives us a platform to exhibit our products. Participation in seminars and fairs have given boost to our products and ultimately to the company as a whole. We have been focusing on supplying our products to government entities, which are undertaken through bidding process. Further our clientele base constitutes customers of diverse sectors encompassing various industries like Turnkey projects, Power Distribution and Transmission Companies, Infrastructure works etc both in public and private sector. Our products are also procured through sub contracting process by various companies, where in they buy the steel wires from our company, further needed in their manufacturing and development activities.

We sell our products primarily under sales contracts and purchase orders on various terms with our customers and are Obliged to deliver products according to a pre-agreed price and schedule during the term of the contract or purchase order. Our Pricing policies depend on changing credit policies, introducing trade discounts etc. We grant certain customers credit terms on the basis of the reputation of the customers and their previous credit record with our Company.

**Details of revenue from Manufacturing and Trading activities of the Company and Details of Export Sales**

| Particulars | Amount Rs in Lacs | | |
|---|---|---|---|
| | March 31, 2018 | March 31, 2017 | March 31, 2016 |
| Trading Sales | 3,263.98 | 4,667.31 | 3,796.04 |
| **Manufacturing Sales** | | | |
| Other than Export | 20,433.14 | 14,178.48 | 16,240.69 |
| Export Sale | 1,850.46 | 1,693.01 | 1,521.79 |
| Total | 25,547.58 | 20,538.80 | 21,558.51 |

**Details of Revenue Generated From Govt.Company & Non.Govt Company**

| | Particulars | Amount in Lacs | | |
|---|---|---|---|---|
| | | March 31, 2018 | March 31, 2017 | March 31, 2016 |
| 1 | Non-Govt Company | 24,856.99 | 18,743.58 | 20,185.91 |
| 2 | Govt Company | 690.59 | 1,795.22 | 1,372.15 |
| | **Total** | **25,547.58** | **20,538.80** | **21,558.06** |

**Revenue from Operations from our different products**

The following table sets forth our revenue from operations from our different products for the periods indicated below:

| Sr No | Product | Amount (in lakhs) | | |
|---|---|---|---|---|
| | | March 31, 2018 | March 31,2017 | March 31,2016 |
| 1 | Barbed Wire | 532.09 | 364.08 | 184.21 |
| 2 | G.I / Core Wire,Mild Steel wire,ACSR Core Wire,HCGS Core Wire. | 13,417.14 | 12,907.74 | 11,280.94 |
| 3 | G.I /H.T Stay Wire,Galvanized Steel Earth Wire,ACSR Core Wire Stand,Galvanized Steel Wire Stand, | 4,210.23 | 4,845.83 | 5,696.90 |
| 4 | H.T Wire,Intendent PC Wire | 7,388.12 | 2,421.15 | 4,396.00 |
| | **Total** | **25,547.58** | **20,538.80** | **21,558.06** |

**MARKETING STRATEGY: -**

We employ a very customer-driven approach to business development that is strongly oriented to the customer's specifications and satisfaction. We intend to focus on following marketing strategies:

1. Focus on existing markets.
2. To expandour existing distribution baseby reaching out to other geographical areas.
3. Supply of Quality Products.
4. Fulfillment of Ordered Quantity at scheduled delivery time.

**Our Top Customers for the period ended March 31, 2018 are as follows:**

| Name of the Clients | Amount (₹ in Lacs) | As % of total turnover |
|---|---|---|
| Gupta Power Infrastructure Ltd.- (TN) | 2822.13 | 11.05% |
| Bmw Industries Ltd | 2241.26 | 8.77% |
| Cabcon India Limited. | 2193.27 | 8.59% |
| Lumino Industries Limited | 1251.33 | 4.90% |
| Larsen & Toubro (Direct) | 1234.80 | 4.83% |
| Anvil Cables Pvt. Ltd. | 1184.96 | 4.64% |
| BRB Cable Industries Ltd. | 943.87 | 3.69% |
| B AND T Cables Ltd. | 874.83 | 3.42% |
| Laser Power & Infra Pvt Ltd | 639.09 | 2.50% |
| Sesa International Ltd. | 637.92 | 2.50% |
| **Total** | **14023.47** | **54.89%** |

**COMPETITION: -**

Our Industry is fragmented consisting of large established players and small niche players. Our Company is well placed, well informed and well trained to assist clients in overall delivery. We have a number of competitors offering products and services similar to us. We believe the principal elements of competition in our industry are price, durability and overall product quality, timely delivery and reliability and most importantly our pace in keeping up with the required regulations and changing technology in the industry. We believe that our cost effective and integrated facilities, our focus on customer satisfaction and our reliability combined with our quality consciousness provides us with competitive advantage in many of our products. While these factors are key parameters in the client's decisions matrix in purchasing goods; product range, product quality and product price is often the deciding factor in most deals.

Some of our major competitors are:-

- Nirmal Wires Private Limited
- R.K. Wires Private Limited
- Geekay Wires Limited
- Bedmutha Industries Limited
- Precision Wires India Limited
- Ram Ratna Wires Limited

**INFRASTRUCTURE &UTILITIES: -**

**Raw Materials: -**We manufacture high quality galvanized steel wire and other wire products. The basic raw materials required for manufacturing steel wires are mild steel wire rods, medium and high carbon steel wire rods. Zinc Ingot are used for galvanizing the steel wire. The raw materials are procured from primary manufacturers as well as secondary manufacturers viz. Adhunik Industries Limited, Jindal Steel & Power Ltd., Shakambhari Ispat & Power Ltd, Electrosteels Steel Ltd, Visa Steel Limited and Tata Steel Ltd, Hindusthan Zinc Limited, Gavrill Metal Private Limited etc.

Depending on the international price as compared to the domestic price and other terms and conditions like delivery schedule, quality, size, we also import raw materials –from foreign countries, especially North Korea. However, raw materials are imported only when the prices are lower as compared to the domestic market. Total imports constitute 5.96% of our total purchases for the period ended March 31, 2018.

**Our Top Suppliers for the period ended March 31, 2018are as follows:**

| Name of Supplier | Amount (₹ in Lacs) | As % of total Purchase |
|---|---|---|
| Electrosteel Steels Limited | 5076.45 | 22.89% |
| Jai Hanuman Industrial Corporation | 2946.67 | 13.29% |
| Sesa Minerals Ltd. | 1647.92 | 7.43% |
| Classic Electrodes (India) Ltd. | 1448.66 | 6.53% |
| AHW Steel Pvt Ltd (Formely AHW Steels Ltd) | 1148.20 | 5.18% |
| Gavrill Metal Pvt. Ltd. | 904.11 | 4.08% |
| BST Infratech Ltd. | 871.50 | 3.93% |
| Shivam India Limited - Steel Division | 821.66 | 3.71% |
| Shakambhari Ispat & Power Ltd | 725.56 | 3.27% |
| Young Poong Corporation Sukpo Zinc Refinery | 697.19 | 3.14% |
| Total | 16287.92 | 73.45% |

**Power:-**The requirement of power for our operations, like power for lighting and operating the machinery/equipment is sourced from West Bengal State Electricity Distribution Company Limited. The Company avails the total sanctioned load of approx 2000 KVA. To support its manufacturing activities the Company also uses DG Sets with capacity of 320 KVA.

**Water:-**West Bengal is a state where ground water is sufficiently available.Our current water consumption at our manufacturing unit is sourced from Private Water Suppliers and from Borewell. It is used for our manufacturing processes for rinsing and cooling stages in the pickling and drawing process. Our Company has water treatment plant, wherein the acidic waste water is treated and recycled for further usage.

**Utilities:** The plant of the company is well connected with National Highway 6. There is no problem about the transportation. Our offices are well equipped with computer systems, internet, connectivity, other communication equipment, security and other facilities, which are required for smooth functioning of the company.

**Human Resource: -**

As on March 31, 2018, we have employed total 285full-time employees, including senior management, at our location. We have employed a prudent mix of the experienced staff and youth which gives us the dual advantage.

| Sr No | Category | No. of Employees |
|---|---|---|
| 1 | Senior Management Personnel | 3 |
| 2 | Administrative & HR | 7 |
| 3 | Accounts & Secretarial | 7 |
| 4 | Purchase | 7 |
| 5 | Production & Quality | 31 |
| 6 | Sales & Marketing | 9 |
| 7 | Workers | 221 |
| | **Total** | **285** |

The Labours of our Manufacturing units are associated with two trade unions namely Casual Shramik Union for Manufacturing Unit I and Howrah Metal and Engineering Workers' Union for Manufacturing Unit II. The unions are specifically related to workers for protection of rights of workers under various labour laws applicable to our manufacturing facilities.

**INSURANCE: -**

The details of insurance policies presently taken by our Company are tabulated below:-

**A. For Registered office situated at Office No. 40,42 and 43 on the ground Mezzanine Floor of premises No. 1A Bonfield Lane, Kolkata-700001:**

| Sr. No. | Policy No. | Insurance Co. | Name of Insurance Policy | Assets/Location of Assets | Sum Insured (in Rs.) | Premium (in Rs.) | Maturity date |
|---|---|---|---|---|---|---|---|
| 1. | 400593892 | Life Insurance Corporation of India | Keyman Insurance | Mr. Hanuman Prasad Agarwal, Director | 200,00,000/- | 8,77,460 [half yearly] | February 15, 2034 |
| 2. | 400593891 | Life Insurance Corporation of India | Keyman Insurance | Mr. Naresh Kumar Agarwal, Director | 200,00,000/- | 9,08,645[ half yearly] | February15, 2034 |

**B. For Manufacturing Units**

| Sr No | Policy No. | Insurance Co. | Name of Insurance Policy | Assets/Location of Assets | Sum Insured (in Rs.) | Premium (in Rs.) | Expiry date |
|---|---|---|---|---|---|---|---|
| 1. | 000000000 9505280 | SBI General InsuranceCompany Limited | Burglary Insurance Policy | Plant & machinery | 350,000,000 | 6,001 | July 17, 2019 |
| 2. | 000000000 4730772-02 | SBI General InsuranceCompany Limited | Standard Fire and Special Perils Policy (material damage) | Building, plant, machinery & Stocks | 581,000,000 | 198,991 | July 17, 2019 |
| 3. | 000000000 7982624 | SBI General Insurance Company Limited | Burglary Insurance Policy | Plant & machinery | 2,500,000 | 2,500 | December 28, 2018 |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| 4. | 000000000 7982645 | SBI General Insurance Company Limited | Standard Fire & Special Perils Insurance (material damage) | Building, plant, machinery & Stocks | 22,500,000 | 10,963 | December 28, 2018 |
| 5. | MCO/1230 7332/61/02 /002151 | Bharti AXA General Insurance Company Ltd. | Marine Insurance | Loss or damage to raw materials, semi-finished goods/ works in progress and finished goods whilst stored at all storage facilities on floater basis and covering all goods in transit in India | 100,000,000 | 23,600 | February 23, 2019 |

**C. Vehicle insurance:**

| Sr No. | Policy No. | Insurance Co. | Name of Insurance Policy | Assets/Location of Assets | Sum Insured (in Rs.) | Premium (in Rs.) | Expiry date |
|---|---|---|---|---|---|---|---|
| 1 | 3001/116032 617/02/000 | ICICI Lombard General Insurance | Car Insurance | Range Rover Evoque Registration No. WB-02-AJ-4160 | 3351695 | 66996/- | April 24, 2019 |

In addition to above the goods in transit of the company being exported out of india under Export Pre-shipment credit limit sanctioned by its bankers are covered under 'ECIB (WTPC) policy' insurance through ECGC Limited at the rate of 6 paisa per thousand.

Further the company has also taken 'Standard Fire and Special Perils [Material Damage]' insurance for two flats having address Flat No. 9C and 5C both situated at Block 5, 9th Floor, FLOOR CASTLE, 74, Maulana Abdul Kalam Azad, Sarani, Phoolbagan, Kolkata through SBI General insurance having sum insured of Rs 93 lacs and Rs 90 lacs respectively. Though the flat 9C is company's investment and Flat 5C belong to its group company R A Comptech Investment and Consultant P Ltd, but since these flats comprise part of collateral security from banks namely State Bank of India and Karnataka Bank Ltd against cash credit limits sanctioned to the company by these bankers in consortium, the company has taken insurance of these flats.

**IMMOVABLE PROPERTY: -**

Details of our properties are as follows: -

| Sr No | Details of the Property | Actual Use | Owned/ Leased/ License | Licensor/ Lessor/ Vendor/Landlord | Consideration/ Lease Rental/ License Fees |
|---|---|---|---|---|---|
| **Registered Office** | | | | | |
| 1. | Office No. 41,42 and 43 on the ground Mezzanine Floor of premises No. 1ABonfield Lane. Kolkata-700001 | Registered office of the Company | Being used based on NOC from owners | Hanuman Prasad Agarwal HUF and Naresh Kumar Agarwal HUF<br><br>(owners of the premises) | No Objection Certificate dated June 10, 2008in favour of company executed by MrNaresh Kumar Agawal, Karta of Naresh Kumar Agarwal HUF and Mr. Hanuman Prasad Agarwal, Karta of Hanuman Prasad Agarwal |

| | | | | | |
|---|---|---|---|---|---|
| | | | | | HUF, being joint owners of the said property, to use the said premises for registered office of the company and the said NOC is valid till the same is cancelled by the executors in writing. |
| **Manufacturing Unit-I** | | | | | |
| 1. | All that piece and parcel Sali land measuring 18.50 dec out of 45 dec. old Dag No. 463 Sali Land 18.50 Dec under old Khatian No. 237, J.L.No- 7,Mousa Bhagabatipur. P.S- Sankrail, Dist. Howrah. | Manufacturing Unit-I | Owned | JalanNiketanPvt Ltd through its director Mr. Brij Mohan Jalan (Seller) | Purchased vide Sale Deed No. I-2237 DatedJuly 01, 2004 executed between the Seller and Kritika Wires Pvt Ltd for a total consideration of Rs. 20,000/- |
| 2. | All that piece and parcel Sali land measuring 31.50 dec old and new Dag No. 462 Sali land 17.50 out of 23 dec. Full area of the plot 46 dec . old and new Dag No. 463 Sali land 14.00 dec out of 22.50 dec. full area of the plot 45 dec under old Khatian No. 237, New L.R Khatian No. 297, J.L.No- 7,MouzaBhagabatipur P.S- Sankrail, Dist. Howrah. | Manufacturing Unit-I | Owned | (a) Rashmi Forma W/O Madan Mohan Forma. (b) Shashi Kala Forma W/o Vijay Kumar Forma (c) Priti Forma W/o Manish Kr. Forma (d) Raj Kumari Forma W/o Shree Ballabh Forma (Sellers) | Purchased vide Deed of sale No. I-2236, dated July 19, 2004 executed between the Sellers and Kritika Wires Pvt Ltd. for a total consideration of Rs. 2,30,000/- |
| **Manufacturing Unit II** | | | | | |
| 3. | Old Dag No. **484**Sali land 102 satak out of 186 satak. Full area of land 241 Satak under old Khatian No. **726** and New L.R Khatian No. 1402, 1682,81<br><br>Old Dag No. **485**Sali land 60 satak out of 67.38 satak. Full area of land 275 Satak under old Khatian No. 147.<br><br>Old Dag No. **483**Sali land 16 satak out of 66 satak. Full area of land 197 Satak under old | Manufacturing Unit- II | Owned | Jalan International Ltd, Jalan Hi- Mech Ltd, JalanNiketanPvt Ltd, Jalan Tubes Ltd, through its director Brij Mohan Jalan (Sellers) | Purchased through Deed of Sale No. I-3691 dated 06 December, 2005, executed between Sellers and Kritika Wires Pvt Ltd for a total consideration of Rs. 26,10,000/- |

| | | | | | |
|---|---|---|---|---|---|
| | Khatian No. 726 and New L.R Khatian No. 35.<br><br>Old Dag No. 485 Saliland 33satak out of 275 satak. Full area of land 241 Satak under old Khatian No. 147 and New L.R Khatian No. 1484<br><br>Old Dag No. **486**Sali land 31.50 satak out of 35 satak. Full area of land 70 Satak under old Khatian No. 180.<br><br>Old Dag No. 486 Sali land 17.50 satak out of 35 satak. Full area of land 70 Satak under old Khatian No. 486.<br><br>***All piece and parcel of Sali Land measuring 260 dec. situated at Mouza-Bhagabatipur J.L No-7 P.S Sankrail, Dist. Howrah*** | | | | |
| 4. | All piece of land measuring 4.75 dec. out of 40 dec. old & new dag No. **470**, under new L.R Khatian No. 520/1 in MouzaBhagabatipur, J.L No. 7, P.S-Sankrail, Dist-Howrah. | Manufacturing Unit-II | Owned | Wesmen Business Pvt. Ltd through its Director Mr. Mahesh Kr. Agarwal<br>(Seller) | Purchased vide Deed of Sale dated 07 June, 2006 executed between the Seller and Kritika Wires Pvt Ltd for total consideration of Rs. 92,500/- |
| 5. | **Item No. 1**<br>Sali land measuring 26.50 dec. out of 30 dec full area of the plot 212 dec.old &new Dag No. **469**. under old Khatian No. 1188, new L.R KhatianNo. 1316. In Mouza-Bhagatipur J.L No. 7, P.S Sankrail Dist. Howrah.<br><br>**Item No. 2**<br>Sali land measuring 2.33 decimals old& newDag No. **472**, Sali | Manufacturing Unit-II | Owned | Shio Shankar Yadav<br><br>(Seller) | Purchased vide deed of sale No. I- 2400 dated 24 March, 2006 executed between the Seller and Kritika Wires Pvt Ltd. for a total sale consideration of Rs. 23,73,000/- |

| | | | | | |
|---|---|---|---|---|---|
| | land 2.33 dec. out of 25 dec. Full area of the plot 50 dec. under old Khatian No. 891. In Mouza- Bhagatipur J.L No. 7, P.S Sankrail Dist. Howrah.<br><br>**Item No. 3**<br>SaliLand measuring 63 dec. out of 66 dec. full area of plot 275 dec.old& new dag No. 485, under old Khatian No. 1188, New L.R Khatian No. 947.<br>In Mouza- Bhagatipur J.L No. 7, P.S Sankrail Dist. Howrah.<br><br>**Item No. 4.**<br><br>Sali land measuring 48 dec. out of 55 dec. full area of plot 275 dec. old & new dag No. 485, under old khatian No. 147, In Mouza- Bhagatipur J.L No. 7, P.S Sankrail Dist. Howrah.<br><br>Total three Dagsof land measuring 139.83 dec. | | | | |
| 6. | Plot No. LR-487<br><br>Comprised in R.S and L.R Dag No. 487, Khatian No. LR-1326,J.L No. 7 Dist. Howrah, P.S- Sankrail, Gram Panchayat, Kandua, Mouza: Bhagabatipur.<br><br>Less than 33 satak out of 130 satak. | Manufacturing Unit-II | Owned | Rameshwara Trading Finance Co. Ltd<br><br>Represented through Mr. Lalit Kumar Khetawat<br>(Seller) | Purchased vide sale deed No. I-0503-04189/2016, dated 09 September, 2016 executed between the Seller andKritika Wires Pvt Ltd. for a total consideration of Rs. 35,00,000/- |
| 7. | Plot No. LR-488<br><br>Khatian No. LR-448, Dag No. 488, Dist. Howrah, P.S- Sankrail, Gram Panchayat, Kandua, Mouza: Bhagabatipur J.L No. 7.<br>Total Area 33/ 94 | Manufacturing Unit-II | Owned | Rameshwara Trading Finance Co. Ltd<br><br>Represented through Mr. Lalit Kumar Khetawat<br>(Seller) | Purchased vide sale deed No. I-0503-04187/2016, dated 09th September, 2016 executed between the Seller and Kritika Wires Pvt Ltd. for a total consideration of Rs. 35,00,000/- |

| | | | | | |
|---|---|---|---|---|---|
| | satak | | | | |
| 8. | Plot No. LR and R.S Dag 488, L.R Khatian 448 Dist. Howrah, P.S- Sankrail, Gram Panchayat, Kandua, Mouza: Bhagabatipur. Total Area 33/ 94 satak | Manufacturing Unit-II | Owned | Rameshwara Trading Finance Co. Ltd<br><br>Represented through Mr. Lalit Kumar Khetawat<br>(Seller) | Purchased vide sale deed No. I-0503-04188/2016, dated 09th September, 2016 executed between the SellerandKritika Wires Pvt Ltd. for a total consideration of Rs. 35,00,000/- |
| **Other Properties- Investments** | | | | | |
| 9. | Flat No. 9C situated at 9th Floor measuring 1427 square feet super built up area in the name of "**Floor Castle**" along with one covered parking space at premises No. 74 Moulana Abdul Kalam Azad Sarani, PS- Phoolbagan, Kolkata- 700054 | Investment | Owned | SangitaAgarwal W/o Hanuman Prasad Agarwal<br><br>(Seller) | Purchases vide Deed of Conveyance endorsement No. I-01510 of 2010 dated 19th, February, 2010 executed between the Seller and Kritika Wires Private Ltd. for a total consideration of Rs. 65,14,750/- |
| 10. | Retail shop No. 0104 in Block- 0B on 1st Floor, measuring 949 sq.ft Super build up area with one covered parking space No. 498 in the basement of block situated on part of land at 'Uniworld City- Downtown Retail' having plot No. AA-III BLK-2/3 (Part) & AA-III BLK- 2/4 (Part) & AA-III BLK-2/6 (Part) in action area-III, New Town, MouzaPatharghata, Gram Panchayat-Patharghata, Rajarhat, District-24 Parganas (N), Kolkata- 700160 within limits of New Town Development Authority | Investment | Owned | M/s Bengal Unitech Universal Infrastructure Pvt Ltd having PAN AAACU7148Q<br><br>(Seller) | Deed of Conveyance dated 04th August, 2016registered as Deed No. I-152308437/2016 executed between the Seller though its authorized signatory Mr. Sudip Chakraborty and Kritika Wires Pvt Ltd through director Mr. Naresh Kumar Agarwal for a total consideration of INR 45,18,305/- |

**Intellectual Property:-**
The Details of Logousedby the Company is:-

| Sr.No. | Brand Name/Logo/ Trademark | Nature of Trademark | Registration Details |
|---|---|---|---|
| 1. | Logo | | Not Registered |

## KEY INDUSTRY REGULATIONS AND POLICIES

*The following description is a summary of the relevant regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to our business. The information detailed in this chapter has been obtained from various legislations, including rules and regulations promulgated by the regulatory bodies that are available in the public domain. The regulations and policies set out below may not be exhaustive, and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional legal advice. The Company may be required to obtain licenses and approvals depending upon the prevailing laws and regulations as applicable. For details of such approvals, please see the section titled* ***"Government and other Approvals"*** *on page 271 of this Prospectus.*

**This chapter has been classified as under:**

A. Industrial Laws

B. Corporate and Commercial laws

C. Labour and employment Laws

D. Environmental laws

E. Tax Laws

F. Foreign Regulations

G. Intellectual Property Laws

### A. INDUSTRIAL LAWS

**The Bureau of Indian Standards Act, 2016**

A new Bureau of Indian standards (BIS) Act 2016,has replacedBureau of Indian standards (BIS) Act of 1986 and wasnotified on March 22, 2016, was brought into force with effect from October 12, 2017. The Act establishes BIS as the National Standards Body of India. The Act has enabling provisions for the Government to bring under compulsory certification regime any goods or article of any scheduled industry, process, system or service which it considers necessary in the public interest or for the protection of human, animal or plant health, safety of the environment, or prevention of unfair trade practices, or national security. Enabling provisions have also been made for making hallmarking of the precious metal articles mandatory. The new Act also allows multiple type of simplified conformity assessment schemes including self-declaration of conformity against a standard which will give simplified options to manufacturers to adhere to the standards and get certificate of conformity. The Act enables the Central Government to appoint any authority/agency, in addition to the BIS, to verify the conformity of products and services to a standard and issue certificate of conformity. Further, there is provision for repair or recall, including product liability of the products bearing Standard Mark but not conforming to the relevant Indian Standard.

### B. CORPORATE AND COMMERCIAL LAWS

**The Companies Act, 2013**

The Companies Act, 2013, has replaced the Companies Act, 1956 in a phased manner. The Act received the assent of President of India on August 29, 2013.
The Companies Act primarily regulates the formation, financing, functioning and restructuring of separate legal entity as companies. The Act provides regulatory and compliance mechanism regarding all relevant aspects including organizational, financial and managerial aspects of companies. The provisions of the Act state the eligibility, procedure and execution for various functions of the company, the relation and action of the management and that of the shareholders. The law laid down transparency, corporate governance and protection

of shareholders & creditors. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

**Competition Act, 2002**

The Competition Act, 2002 came into effect on June 01, 2011 and has been enacted to "prohibitanti competitive agreements, abuse of dominant positions by enterprises" and regulates "combinations" in India. The Competition Act also established the Competition Commission of India (the **"CCI"**) as the authority mandated to implement the Competition Act.The Act prohibits Combinations which are likely to cause an appreciable adverse effect on competition in a relevant market in India. The CCI may enquire into all combinations, even if taking place outside India, or between parties outside India, if such combination is likely to have an appreciable adverse effect on competition in India.

**Indian Contract Act, 1872**

Indian Contract Act codifies the way we enter into a contract, execute a contract, implementation of provisions of a contract and effects of breach of a contract. The Act consists of limiting factors subject to which contract may be entered into, executed and breach enforced as amended from time to time. It determines the circumstances in which promise made by the parties to a contract shall be legally binding on them.

**Standards of Weights and Measures Act, 1976**

This Legislation and the rules made there under apply to any packaged commodity that is sold or distributed. It provides for standardization of packages in specified quantities or numbers, in which the manufacturer, packer or distributor shall sell, distribute or deliver some specified commodity to avoid undue proliferation of weights, measures or number in which such commodities may be packed. The Act regulates interstate trade and commerce in weights and measures and commodities sold, distributed or supplied by weights or measures, pre-packed commodities sold or intended to be sold in the course of inter-state and commerce, inspection of weighing and measuring instruments during their use to prevent fraudulent practices. The act provides provisions for search, seizure and prosecution. Any person intending to pre-pack or import any commodity for sale, distribution or delivery has to make an application to the Director of Legal Metrology forregistration.

**The Legal Metrology Act 2009**

The Legal Metrology Act, 2009 (**"LMA")** provides for establishing uniform standards of weights and measures, regulate trade in weights, and other goods which are sold or distributed by weight, measure or number. Every manufacturer, repairer and seller shall have to obtain a license from the respective Controller. The Act allows Govt. approved test centers to verify weights and measures.

**The Consumer Protection Act, 1986**

The Consumer Protection Act provides better protection to the interests of consumers. This is enabled with the establishment of consumer councils and other authorities for the settlement of consumers' disputes and matters connected therewith. The Consumer Protection Act protects the consumers against any unfair/restrictive trade practice that has been adopted by any trader or service provider or if the goods purchased by him suffer from any defect or deficiency. In case of consumer disputes, the same can be referred to the redressal forums set up under the Act.

**Negotiable Instruments Act, 1881**

In India, any negotiable instruments such as cheques are governed by this Act, Section 138 of the Act, makes dishonor of cheques a criminal offence if the cheque is dishonored on the ground of insufficiency of funds in the account maintained by a person who draws the cheque which is punishable with imprisonment as well as fine.

**The Registration Act, 1908 ("Registration Act")**

The 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.

**Indian Stamp Act, 1899 (the "Stamp Act")**

Under the Indian Stamp Act, 1899 (the "Stamp Act") stamp duty is payable on instruments evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. Stamp duty must be paid on all instruments specified under the Stamp Act at the rates specified in the schedules to the Stamp Act. The applicable rates for stamp duty on instruments chargeable with duty vary from state to state. 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 and it also provides for impounding of instruments that are not sufficiently stamped or not stamped at all.

**The Sale of Goods Act, 1930(Sale of Goods)**

The law relating to the sale of goods is codified in the Sale of Goods Act, 1930. It defines sale and agreement to sell as a contract whereby the seller transfers or agrees to transfer the property in goods to the buyer for a price and provides that there may be a contract of sale between part owner and another and that the contract of sale may be absolute or conditional. According to the provisions of this Act, a contract of sale is made by an offer to buy or sell the goods for a price and the acceptance of such offer. The Act further provides that the contract may provide for the immediate delivery of the goods or immediate payment of the price or both or for the delivery or payment by installments or that the delivery or payment or both shall be postponed. Provisions are made in this Act for existing or future goods, perishable goods, ascertainment of price, conditions and warranties, effects of the contract, delivery to courier, duties of seller and buyer, buyer's right of examining the goods, liability of buyer for neglecting or refusing the delivery of goods, rights of unpaid seller, suits for breach of the contract, sale, etc.

**The Arbitration and Conciliation Act, 1996**

This act was enacted by Parliament in the Forty-seventh Year of the Republic of India to consolidate and amend the law relating to domestic arbitration, international commercial arbitration and enforcement of foreign arbitral awards as also to define the law relating to conciliation and for matters connected therewith or incidental thereto. The main objectives of the Act is to comprehensively cover international and commercial arbitration and conciliation as also domestic arbitration and conciliation, to make provision for an arbitral procedure which is fair, efficient and capable of meeting the needs of the specific arbitration, to provide that the arbitral tribunal gives reasons for its arbitral award, to ensure that the arbitral tribunal remains within the limits of its jurisdiction, to minimise the supervisory role of courts in the arbitral process, to permit n arbitral tribunal to use mediation, conciliation or other procedures during the arbitral proceedings to encourage settlement of disputes, to provide that every final arbitral award is enforced in the same manner as if it were a decree of the court, to provide that a settlement agreement reached by the parties as a result of conciliation proceedings will have the same status and effect as an arbitral award on agreed terms on the substance of the dispute rendered by an arbitral tribunal and to provide that, for purposes of enforcement of foreign awards, every arbitral award made in a country to which one of the two International Conventions relating to foreign arbitral awards to which India is a party applies, will be treated as a foreign award.

**The Insolvency and Bankruptcy Code, 2016**

The Insolvency and Bankruptcy Code, 2016 (the "code") cover Insolvency of individuals, unlimited liability partnerships, Limited Liability partnerships (LLPs) and companies. The Insolvency Regulator (The Insolvency and Bankruptcy Board of India) has been established to exercise regulatory oversight over (a) Insolvency Professionals, (b) Insolvency Professional Agencies and (c) Information Utilities

## C. LABOUR AND EMPLOYMENT LAWS

**The Micro, Small and Medium Enterprises Development Act, 2006 r/w Industries (Development and Regulation) Act, 1951**

The Act provides for facilitating the promotion and development and enhancing the competitiveness of micro, small and medium enterprises. The Central Government is empowered 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). The MSMED Act 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.

**Industrial (Development and Regulation) Act, 1951**

This Act has been liberalized under the New Industrial Policy dated July 24, 1991, and all industrial undertakings have been made exempt from licensing except for certain industries such as distillation and brewing of alcoholic drinks, cigars and cigarettes of tobacco and manufactured tobacco substitutes, all types of electronic aerospace and defense equipment, industrial explosives including detonating fuses, safety fuses, gun powder, nitrocellulose and matches and hazardous chemicals and those reserved for the small scale sector. An industrial undertaking, which is exempt from licensing, is required to file an Industrial Entrepreneurs Memorandum ("IEM") with the Secretariat for Industrial Assistance, Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and no further approvals are required.

**Factories Act, 1948**

The Factories Act, 1948 ("Factories Act") seeks to regulate labour employed in factories and makes provisions for the safety, health and welfare of the workers. The term 'factory', as defined under the Factories Act, means any premises which employs or has employed on any day in the previous 12 (twelve) months, 10 (ten) or more workers and in which any manufacturing process is carried on with the aid of power, or any premises wherein 20 (twenty) or more workmen are employed at any day during the preceding 12 (twelve) months and in which any manufacturing process is carried on without the aid of power. An occupier of a factory under the Factories Act, means the person who has ultimate control over the affairs of the factory. The occupier or manager of the factory is required to obtain a registration for the factory. The Factories Act also requires inter alia the maintenance of various registers dealing with safety, labour standards, holidays and extent of child labour including their conditions. Further, notice of accident or dangerous occurrence in the factory is to be provided to the inspector by the manager of the factory. State Government sets out rules in respect of the prior submission of plans, their approval for the registration of the establishment, and licensing of factories.

**Minimum Wages Act, 1948**

The State Governments may stipulate the minimum wages applicable to a particular industry. The minimum wages generally consist of a basic rate of wages, cash value of supplies of essential commodities at concession rates and a special allowance, the aggregate of which reflects the cost of living index as notified in the Official Gazette. Workers are to be paid for overtime at overtime rates stipulated by the appropriate State Government. Any contravention may result in imprisonment of upto six months or a fine of upto ₹500.

**Payment of Wages Act, 1936**

The Payment of Wages Act applies to the persons employed in the factories and to persons employed in industrial or other establishments where the monthly wages payable to such persons is less than Rs10,000/-. The

Act confers on the person(s) responsible for payment of wages certain obligations with respect to the maintenance of registers and the display in such factory/establishment, of the abstracts of this Act and Rules made there under.

**Employees' Compensation Act, 1923**

The Employee's Compensation Act, 1923 has been enacted with the objective to provide for the payment of compensation by certain classes of employers to their workmen or their survivors for industrial accidents and occupational diseases resulting in the death or disablement of such workmen. The Act makes every employer liable to pay compensation in accordance with the Act if a personal injury/disablement/loss of life is caused to a workman (including those employed through a contractor) by an accident arising out of and in the course of his employment. In case the employer fails to pay compensation due under the Act within one month from the date it falls due, the Commissioner may direct the employer to pay the compensation amount along with interest and may also impose a penalty.

**The Employees State Insurance Act, 1948**

All the establishments to which the Employees State Insurance (ESI) Act applies are required to be registered under the Act with the Employees State Insurance Corporation. The Act applies to those establishments where 20 or more persons are employed. The Act requires all the employees of the factories and establishments to which the Act applies to be insured in the manner provided under the Act. Further, employer and employees both are required to make contribution to the fund. The return of the contribution made is required to be filed with the ESI department.

**Payment of Gratuity Act, 1972**

Gratuity is a lump sum payment made by an employer as the retrial reward for his past service when his employment is terminated. The provisions of the Act are applicable on all the establishments in which ten or more employees were employed on any day of the preceding twelve months and as notified by the government from time to time. The Act provides that within 30 days of opening of the establishment, it has to notify the controlling authority in Form A thereafter whenever there is any change it the name, address or in the change in the nature of the business of the establishment a notice in Form B has to be filed with authority. An employee who has been in continuous service for a period of five years will eligible for gratuity upon his retirement, superannuation, death or disablement. The maximum amount of gratuity payable shall not exceed ₹3.50 Lakhs. Further, every employer has to obtain insurance for his liability towards gratuity payment to be made under payment of Gratuity Act 1972, with Life Insurance Corporation or any other approved insurance fund.

**Payment of Bonus Act, 1965**

The Payment of Bonus Act, 1965 is applicable to every establishment employing 20 or more employees. Under the said Act an employee in a factory who has worked for atleast 30 working days in a year is eligible to be paid bonus. The minimum bonus to be paid to each employee is 8.33% of the salary or wage or ₹100, whichever is higher, and must be paid irrespective of the existence of any allocable surplus. If the allocable surplus exceeds minimum bonus payable, then the employer must pay bonus proportionate to the salary or wage earned during that period, subject to a maximum of 20% of such salary or wage. Contravention of the Act by a company will be punishable by proceedings for imprisonment upto six months or a fine upto ₹1,000 or both against those individuals in charge at the time of contravention of the Payment of Bonus Act. It further requires for the maintenance of certain books and registers and submission of Annual Return in the prescribed form (FORM D) within 30 days of payment of the bonus to the Inspector.

**The Employees Provident Fund and Miscellaneous Provisions Act, 1952 ("Act") and the schemes formulated there under ("Schemes")**

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.

**Industrial Disputes Act, 1947**

The Industrial Disputes Act, 1947 ("Industrial Disputes Act") provides for mechanism and procedure to secure industrial peace and harmony by investigation and settlement of industrial disputes by negotiations. The Industrial Disputes Act extends to whole of India and applies to every industrial establishment carrying on any business, trade, manufacture or distribution of goods and services irrespective of the number of workmen employed therein. Every person employed in an establishment for hire or reward including contract labour, apprentices and part time employees to do any manual, clerical, skilled, unskilled, technical, operational or supervisory work, is covered by the Act. The Act also provides for (a) the provision for payment of compensation to the Workman on account of closure or layoff or retrenchment. (b) the procedure for prior permission of appropriate Government for laying off or retrenching the workers or closing down industrial establishments (c) restriction on unfair labour practices on part of an employer or a trade union or workers

**The Trade Unions Act 1926**

This Act was promulgated in the year 1926 which became effective from June 1, 1927 to provide for a law relating to registration of trade unions and for defining rights, objects, and duties of registered trade unions vis-à-vis regulation of registered trade unions in India. This law extends to whole of India.

**The Equal Remuneration Act, 1976 and Equal Remuneration Rules, 1976**

The Constitution of India provides for equal pay for equal work for both men and women. To give effect to this provision, the Equal Remuneration Act, 1976 was implemented. The Act provides for payment of equal wages for equal work of equal nature to male or female workers and for not making discrimination against female employees in the matters of transfers, training and promotion etc.

**The Maternity Benefit Act, 1961**

The purpose of Maternity Act 1961 is to regulate the employment of pregnant women and to ensure that they get paid leave for a specified period during and after their pregnancy. It provides inter-alia for payment of maternity benefits, medical bonus and enacts prohibition on dismissal, reduction of wages paid to pregnant women etc. It applies in the first instance, to every establishment being a factory, mine or plantation including any such establishment belonging to Government and to every establishment wherein persons are employed for the exhibition of equestrian, acrobatic and other performances.

**Apprentices Act, 1961**

The Apprentices Act was enacted in 1961 for imparting training to apprentices i.e. a person who is undergoing apprenticeship training in pursuance of a contract of apprenticeship. Every employer shall make suitable arrangements in his workshop for imparting a course of practical training to every apprentice engaged by him in accordance with the programme approved by the apprenticeship adviser. The central apprenticeship adviser or any other person not below the rank of an assistant apprenticeship adviser shall be given all reasonable facilities for access to each apprentice with a view to test his work and to ensure that the practical training is being imparted in accordance with the approved programme.

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

This statute prohibits employment of children below 14 years of age in certain occupations and processes and provides for regulation of employment of children in all other occupations and processes. Under this Act, the employment of child labour in the building and construction industry is prohibited.

**West Bengal Shops & Establishment Act, 1963 and Rules, 1964**

This Act governs the establishment of Shops in the State of West Bengal. No shop or establishment can operate without taking registration under this Act. It stipulates and impose obligation on the employer/ shop keeper to ensure the compliances of the facilities guaranteed in this Legislation to the employee such as Holidays, working hours, payment of wages, and notices for termination of service. This legislation ensures the proper working conditions and maintenance of records pertaining to an establishment or shops.

**West Bengal Fire Services Act, 1950 & West Bengal Fire Licence Rules, 2004**

This Act was enacted to provide maintenance of a fire brigade, for the licensing of warehouses and for certain other matters. This act mandates certain premises and establishment to ensure fire arrangements and take NOC from the Fire Department and provide penalty for not taking licence from the authority under Section 26.

**Kolkata Municipal Corporation Act, 1980**

This act was amended in order to consolidate the existing laws prevailant for managing municipal affairs of the Kolkatta. Every person, indented to engage in business, profession or trade is required to take license under the provisions of this Act. The Licence Department enacted under the Kolkata Municipal Corporation issues Certificate of Enlistment, by virtue of Chapter XIII containing Section 199(1) & 199(2) with provisos of KMC Act 1980. By virtue of the said section, Licence Department acts as the nodal department collecting fees/charges of co-lateral sections also.

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

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 provides for the protection of women at work place and prevention of sexual harassment at work place. The 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 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 Rs 50,000/- (Rupees Fifty Thousand Only).

**D. ENVIRONMENTAL LAWS**

**Environment Protection Act, 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.

**Water (Prevention and Control of Pollution) Act, 1974, as amended**

The **Water (Prevention and Control of Pollution) Act, 1974** prohibits the discharge of pollutants into water bodies beyond a given standard, and lays down penalties for non-compliance. The Water Act also provides that the consent of the State Pollution Control Board must be obtained prior to opening of any new outlets or discharges, which is likely to discharge sewage or effluent.

**The Water (Prevention and Control of Pollution) Cess Act, 1977**

Provides for the levy and collection of a cess on water consumed by persons carrying on certain industries and by local authorities, with a view to augment the resources of the Central Board and the State Boards for the prevention and control of water pollution constituted under the Water (Prevention and Control of Pollution) Act, 1974.

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

The **Air (Prevention and Control of Pollution) Act, 1981** requires that any individual or institution responsible for emitting smoke or gases by way of use as fuel or chemical reactions must apply in a prescribed form and obtain consent from the state pollution control board prior to commencing any activity. National Ambient Air Quality Standards (**NAAQS**) for major pollutants were notified by the Central Pollution Control Board in April 1994.

**The Noise Pollution (Regulation & Control) Rules 2000 ("Noise Regulation Rules")**

The Noise Regulation Rules regulate noise levels in industrial, commercial and residential zones. The Noise Regulation Rules also establish zones of silence of not less than 100 meters near schools, courts, hospitals, etc. The rules also assign regulatory authority for these standards to the local district courts. Penalty for non-compliance with the Noise Regulation Rules shall be under the provisions of the Environment (Protection) Act, 1986.

**Hazardous and Other Wastes (Management and Trans boundary Movement) Rules, 2016.**

In suppression of the Hazardous Wastes (Management, Handling and Trans boundary Movement) Rules, 2008 the Central Government has put in place Hazardous and Other Wastes (Management and Trans boundary Movement) Rules, 2016with effect from April 4, 2016. These rules require that the occupier and the operator of the facility, that treats hazardous wastes, must properly collect, treat, store or dispose the hazardous wastes without adverse effects on the environment. The legislation has been enacted in order to include "other wastes" as well which may be produced indigenously during manufacturing and waste that are imported or exported from India. Under the new rules, manufacturers are made responsible to ensure proper treatment of hazardous waste in a manner which shall protect health and the environment against the adverse effects which may result from such waste.

**E. TAX LAWS**

**Income Tax Act, 1961**

The Income Tax Act, 1961 deals with the taxation of individuals, corporate, partnership firms and others. As per the provisions of this Act the rates at which they are required to pay tax is calculated on the income declared by them or assessed by the authorities, after availing the deductions and concessions accorded under the Act. The maintenance of Books of Accounts and relevant supporting documents and registers are mandatory under the Act. Filing of returns of Income is compulsory for all assesses. The maintenance of Books of Accounts and relevant supporting documents and registers are mandatory under the Act.

**West Bengal State Tax on Professions, Trades, Callings and Employments Act, 1979.**

The Act came into force from 1st April 1979 and is levied on the person engaged in any profession, trade, calling or employment or any other category as mentioned in the schedule of the Act and the tax is levied as per Section 3 of the Act. Further, it imposes liability on the employer to deduct tax on the salary payable to the employee and pay to the credit of the government. The Act provide for registration, payment of tax and provisions for imposition of penalty in case of failure.
West Bengal State Tax on Professions, Trades, Callings and Employments Rules, 1979 deals with the procedural aspects of the Act and is applicable to the Company

**The CentralGoods and Services Tax Act, 2017**

The Act received accent of the President on April 12, 2017 and came into force from July 01, 2017. Goods and Service Tax (GST) is an indirect tax levied on the supply of goods and services. This law has replaced many indirect tax laws that previously existed in India such as Service Tax, Central Excise Act, Entry Tax, Octroi, Additional Customs Duty and other draconian indirect taxes.

**There are 3 taxes applicable under this system- CGST, SGST, IGST.**

**CGST:** is collected by the Central Government on an intra-state sale;
**SGST:** Collected by the State Government on an intra-state sale;
**IGST:** Collected by the Central Government for inter-state sale.

**Following laws which have been subsumed in GST Acts were applicable to the Company till 30th June 2017 and shall remain applicable here after as stated in the GST ACTS:**

**Central Excise Act, 1944 and Excise Regulations**

The Central Excise Act, 1944 sought to impose an excise duty on excisable goods which are produced or manufactured in India. Excise duty was levied on production of goods but the Liability of excise duty arose only on removal of goods from the place of storage, i.e., factory or warehouse.

**Central Sales Tax Act, 1956**

Central Sales Tax ("CST") was levied in accordance with the Central Sales Tax Act, 1956 on movable goods sold in the course of inter-state trade or commerce. CST was payable by a dealer (i.e. a person who carries on the business of buying, selling, supplying or distributing goods) on his sales turnover at the rate prescribed in the VAT statute of the State from where the movement of the goods originate.

**State laws governing Entry Tax**
Entry Tax provides for the levy and collection of tax on the entry of goods into the local areas of the state for consumption, use or sale therein and matters incidental thereto and connected therewith. It waslevied at such rate as may be specified by the State Government and different rates may be specified for different goods.
**Service Tax, (**the 'Finance Act, 1994'**)**

Service tax was charged on taxable services as defined in Chapter V of Finance Act, 1994, which requireda service provider of taxable services to collect service tax from a service recipient and pay such tax to the Government.
There are other indirect taxes which are now subsumed under GST and these are Additional Duties of Excise, Cess, Purchase Tax, Taxes on advertisements.

**Customs Act, 1962**

The provisions of the Customs Act, 1962 and rules made there under are applicable at the time of import of goods i.e. bringing into India from a place outside India or at the time of export of goods i.e. taken out of India to a place outside India. Any Company requiring to import or export any goods is first required to get it registered and obtain an IEC (Importer Exporter Code).

**F. FOREIGN REGULATIONS**

**The Foreign Trade (Development & Regulation) Act, 1992**

The Foreign Trade (Development & Regulation) Act, 1992 [herein after FTA], 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 FTA, 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 Policy. FTA read with the Indian Foreign Trade Policy inter-alia 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.

**Foreign Exchange Management Act, 1999 ("the FEMA") and Rules and Regulations thereunder**

Export of goods and services outside India is governed by the provisions of the Foreign Exchange Management Act, 1999 ("FEMA"), read with the applicable regulations. The Foreign Exchange Management (Export of goods and services) Regulations, 2000 have been superseded by the Foreign Exchange Management (Export of Goods and Services) Regulations, 2015 ("Export of Goods and Services Regulations 2015") issued by the RBI on January 12, 2016 [last amended on June 23, 2017]. The RBI has also issued a Master Circular on Export of Goods and Services. The export is governed by these Regulations which make various provisions such as declaration of exports, procedure of exports as well as exemptions.

**G. Intellectual Property Laws**

**The Trademarks Act, 1999 ("Trademarks Act")**

Under the 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. 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 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.

## HISTORY AND CERTAIN CORPORATE MATTERS

### Our History and Background

Our Company was originally incorporated as "Kritika Wires Private Limited" on May 31, 2004 vide Registration Certificate No.098699 (CIN: U27102WB2004PTC098699) under the provisions of the Companies Act, 1956 with the Registrar of Companies, West Bengal. Subsequently, our Company was converted into a Public Limited Company pursuant to Shareholders Resolution passed at the Extra Ordinary General Meeting of the Company held on April05, 2018 and the name of our Company was changed from "Kritika Wires Private Limited" to "Kritika Wires Limited" vide a fresh Certificate of Incorporation dated May 03, 2018 having CIN U27102WB2004PLC098699issued by the Registrar of Companies, Kolkata.

Mr. Anil Kumar Mittal and Mr. Sanjeev Binani were the initial subscribers to the Memorandum of Association of our Company.Mr. Naresh Kumar Agarwal, Mr. Hanuman Prasad Agarwal, Alltime Suppliers Private Limited, RA Comptech Investment & Consultant Private Limited, Mohta Agencies Private Limited and Balaji Electrodes Private Limited are the current promoters of our Company.

For information on our Company's profile, activities, products, market, growth, technology, managerial competence, standing with reference to prominent competitors, major suppliers, please refer the sections titled ***"Our Business"***, ***"Industry Overview"***, ***"Our Management"***, ***"Financial information of the Company"*** and ***"Management's Discussion and Analysis of Financial Condition and Results of Operations"*** on pages 107, 98, 149, 188 and 248 respectively of this Prospectus.

### Address of Registered Office:-

| | |
|---|---|
| **Registered Office** | 1A, Bonfield Lane Mezanine Floor,Kolkata- 700001, West Bengal, India |

### Changes in the Registered Office

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

| From | To | Effective Date | Reason for Change |
|---|---|---|---|
| 39, Strand road, 4th Floor Kolkata-700001, West Bengal, India | 75, N S Road, 1st Floor, Kolkata-700001, West Bengal, India | July 05, 2005 | To increase Operational Efficiency |
| 75 N S Road, 1st Floor, Kolkata-700001, West Bengal, India | 1A, Bonfield Lane Mezanine Floor, Kolkata- 700001, West Bengal, India | July 01, 2008 | To increase Operational Efficiency |

### Our Main Objects

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

1. To manufacture, process, fabricate, produce, acquire, own, treat, prepare, refine, explore and to purchase, sale, import, export or otherwise deal in wires of all kinds, sponge iron, pig iron, iron ore, wrought iron, ferro silicon, ferro manganese, silica manganese, ferro chrome, and other ferrous and non-ferrous metal, billets, ingots, steels, alloys, special mild, tor steel, steel converters, rolled steel makers, stainless steel, aluminum, shutting, bars, including twisted and bright bars, rod, flats, squares from scapes, billets, ingots including wire and wire ropes, and all kinds of wire products, nails, screws, bolts, nuts, tivets, expanded metals, hinges, plates, steels, utensils or all metals, strips, hoops, rounds, circles, angles, steel tubes and pipe fitting tools, implements etc. and other substances and metals, of every descriptions, grades and specifications.

**Changes in Memorandum of Association**

Except as stated below there has been no change in the Memorandum of Association of our Company since its Incorporation:

| Sr. No. | Particulars | Date of Meeting | Type of Meeting |
|---|---|---|---|
| 1. | Increase in the Authorized share Capital of the Company from ₹25.00 Lakhs divided into 2,50,000 Equity Shares of ₹10/- each to₹200.00 Lakhs divided into 20,00,000 Equity Shares of ₹10/- each. | January 24, 2006 | EGM |
| 2. | Increase in the authorized share capital of the company from ₹200.00 Lakhs divided into 20,00,000 Equity Shares of ₹10/- each to ₹250.00 Lakhs divided into 25,00,000 Equity Shares of ₹10/- each. | January 29, 2007 | EGM |
| 3. | Increase in the authorized share capital of the company from₹250.00 Lakhs divided into 25,00,000 Equity Shares of ₹10/- each to ₹500.00 Lakhs divided into 50,00,000 Equity Shares of ₹10/- each. | March 15, 2010 | EGM |
| 4. | Increase in the authorized share capital of the company from ₹500.00 Lakhs divided into 50,00,000 Equity Shares of ₹10/- each to ₹800.00 Lakhs divided into 80,00,000 Equity Shares of ₹10/- each. | January 10, 2013 | EGM |
| 5. | Increase in the authorized share capital of the company from ₹800.00 Lakhs divided into 80,00,000 Equity Shares of ₹10/- each to ₹1850.00 Lakhs divided into 1,85,00,000 Equity Shares of ₹10/- each. | March 06, 2018 | EGM |
| 6. | Conversion of our Company from Private Limited to Public Limited Company, vide a fresh Certificate of Incorporation dated May 03, 2018 having CIN U27102WB2004PLC098699 issued by the Registrar of Companies, Kolkata. | April 05, 2018 | EGM |
| 7. | To adopt New Set of Memorandum of Association containing regulation in conformity with the Companies Act, 2013. | April 05, 2018 | EGM |

**Adopting New Articles of Association of the Company**

Our Company has adopted a new set of Articles of Association of the Company, in the Extra-Ordinary General Meeting of the Company dated April 05, 2018.

**Key Events and Mile Stones**

| Year | Key Events / Milestone / Achievements |
|---|---|
| 2004 | Incorporation of the Company in the name of "Kritika Wires Private Limited" |
| 2005 | Started commercial production of Wire Drawing of mild or alloy steel in Factory Unit I |
| 2005 | Change in Registered office from 39, Strand road, 4th Floor Kolkata-700001, West Bengal, India to 75, N S Road, 1st Floor, Kolkata-700001, West Bengal, India |
| 2008 | Change in Registered office from 75, N S Road, 1st Floor, Kolkata-700001, West Bengal, India to 1A, Bonfield Lane Mezanine Floor, Kolkata- 700001, West Bengal, India |
| 2010 | Started further processing activities like galvanizing, stranding and barbing of steel wire along with wire drawing in Factory Unit II |
| 2015 | Company has received ISO 9001 : 2008 for manufacturing and supply of different types of galvanized and non-galvanized wires |
| 2016 | Expansion of Unit II pursuant to purchase of additional land bearing:Sankrail Industrial Park, DAG No. 487,488 Khatian No. 1326,448 Jangalpur, Mauza- Bhagwatipur, Howrah, West Bengaland setting up new plant and Machinery |
| 2016 | Crossed turnover of Rs 200 Crores |
| 2018 | Conversion of our Company from Private Limited to Public Limited Company |

**Other details about our Company**

For details of our Company's activities, products, growth, technology, marketing strategy, competition and our customers, please refer section titled ***"Our Business", "Management's Discussion and Analysis of Financial Conditions and Results of Operations" and "Basis for Issue Price"*** on pages 107, 248 and 93 respectively of this Prospectus. For details of our management and managerial competence and for details of shareholding of our

Promoters, please refer to sections titled ***"Our Management"*** and ***"Capital Structure"*** beginning on page 149 & 57 of the Prospectus respectively.

**Capital raising (Debt / Equity)**

For details in relation to our capital raising activities through equity, please refer to the chapter titled "***Capital Structure"*** beginning on page 57 of the Prospectus.

For a description of our Company's debt facilities, see "***Statement of Financial Indebtedness***" on page 244 of the Prospectus.

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

There have been no defaults or rescheduling of borrowings with any financial institutions/banks as on the date of the Prospectus. Furthermore, none of the Company's loans have been converted into equity in the past.

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

There has been no time / cost overrun in setting up projects by our Company.

**Revaluation of Assets**

Our Company has not revalued its assets since incorporation.

**Lock-out or strikes**

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

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

There has not been any change in the activities of Our Company during the last five years.

**Holding Company**

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

**Subsidiary of our Company**

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

**Injunction or restraining order**

There are no injunctions/restraining orders that have been passed against the Company.

**Number of Shareholders of our Company:**

Our Company has Fifteen (15) shareholders as on the date of this Prospectus. For further details on the shareholding pattern of our Company, please refer to the chapter titled ***"Capital Structure"***beginning on page 57of the Prospectus.

**Changes in the Management**

For details of change in Management, please see chapter titled "***Our Management***" on page 149 of the Prospectus.

**Shareholders Agreements**

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

**Collaboration Agreements**

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

**Material Agreement**

Our Company has not entered into any material agreement, other than the agreements entered into by it in normal course of its business.

**Exclusive Agreement**

As on date of this Prospectus, Our Company has not entered into an exclusive agreement.

**Other Agreements**

**Non Compete Agreement**

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

**Joint Venture Agreement**

Our Company has not entered into any Joint Venture Agreement as on the date of filing of this Prospectus.

**Strategic Partners**

Except as mentioned in this Prospectus, Our Company does not have any strategic partners as on the date of this Prospectus.

**Financial Partners**

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

**Corporate Profile of our Company**

For details on the description of our Company's activities, the growth of our Company, please see "***Our Business***", "***Management's Discussion and Analysis of Financial Conditions and Results of Operations***" and "***Basis of Issue Price***" on page 107, 248 and 93 respectively of this Prospectus.

## OUR MANAGEMENT

**Board of Directors:** As per the Articles of Association, our Company is required to have not less than 3 (Three) Directors and not more than 15 (Fifteen) Directors. Currently, our Company has six (6) Directors out of which 1 (One) is Non-Executive Director and 2 (two) are Independent Directors.

The following table sets forth the details regarding our Board of Directors of our Company as on the date of filing of this Prospectus:

| Sr. No. | Name, Father's, Age, Designation, Address, Experience, Occupation, Qualifications, Nationality & DIN | Date of Appointment | No. of Equity Shares held & % of Share holding (Pre Issue) | Other Directorships |
|---|---|---|---|---|
| 1. | **Mr. Naresh Kumar Agarwal**<br>**Father's Name**: Lt. Kapur Chand Agarwal<br>**Age:** 54 Years<br>**Designation:** Whole Time Director<br>**Address:** CF-307, Salt Lake City, Kolkata- 700064, West Bengal, India<br>**Experience:** 35 Years<br>**Occupation:** Business<br>**Qualifications:** B.Com<br>**Nationality:** Indian<br>**DIN:** 01020334 | Appointed on the Board as Director w.e.f. September 30, 2008.<br><br>Further Designated as Chairman and Whole Time Director w.e.f May 11, 2018 for a period of 5 years. | [8,40,000] Equity Shares; 6.49% of Pre-Issue Paid up capital | 1. HR Business Private Limited<br>2. Mohta Agencies Private Limited<br>3. Aditi Commodities Private Limited<br>4. R A Comptech Investment & Consultant Private Limited |
| 2. | **Mr. Hanuman Prasad Agarwal**<br>**Father's Name**: Lt. Kapur Chand Agarwal<br>**Age:** 49 Years<br>**Designation:** Managing Director<br>**Address:** CF-307, Salt Lake City, Kolkata- 700064, West Bengal, India<br>**Experience:** 30 Years<br>**Occupation:** Business<br>**Qualifications:**B.Com<br>**Nationality:** Indian<br>**DIN:** 00654218 | Appointed on the Board w.e.f. March 06, 2018<br><br>Further Designated as Managing Director w.e.f May 11, 2018 for a period of 5 years. | [12,20,000] Equity Shares; 9.42% of Pre-Issue Paid up capital | 1. Balaji Electrodes Private Limited<br>2. Alltime Suppliers Private Limited<br>3. Mohta Agencies Private Limited<br>4. Classic Electrodes (India) Limited |
| 3. | **Mr. Ankush Agarwal**<br>**Father's Name**: Mr. Sushil Kumar Agarwal<br>**Age:** 26 Years<br>**Designation:** Whole Time Director<br>**Address:** 362, Sainik Vihar Pitam Pura, Saraswati Vihar, North West Delhi-110034, India<br>**Experience:** 2 Years<br>**Occupation:** Business<br>**Qualifications:** B.E. (Mechanical)<br>**Nationality:** Indian<br>**DIN:** 08071021 | Appointed on the Board as Non Executive Director w.e.f March 06, 2018<br><br>Further Designated as Whole Time Director w.e.f May 11, 2018 for a period of 5 years. | NIL | NIL |

| Sr. No. | Name, Father's, Age, Designation, Address, Experience, Occupation, Qualifications, Nationality & DIN | Date of Appointment | No. of Equity Shares held & % of Share holding (Pre Issue) | Other Directorships |
|---|---|---|---|---|
| 4. | **Mr. Sanjeev Binani**<br>**Father's Name**: Mr. Gwal Das Binani<br>**Age:** 50 Years<br>**Designation:** Non Executive Director<br>**Address:** 19 Jadulal Mullick Road, Kolkata- 700006, West Bengal, India<br>**Experience:** 21 Years<br>**Occupation:** Business<br>**Qualifications:**B.Com<br>**Nationality:** Indian<br>**DIN:** 01149866 | Appointed on the Board as Director w.e.f May 31, 2004<br><br>Further Designated as Non Executive Director w.e.f May 07, 2018 | [10,000] Equity Shares; 0.08% of Pre-Issue Paid up capital | 1. Aditi Commodities Private Limited |
| 5. | **Mr. Rajesh Kumar Choudhary**<br>**Father's Name**: Mr. Dayanand Choudhary<br>**Age:** 45 Years<br>**Designation:** Independent Director<br>**Address:** 32, Ezra Street, South Block, 7th Floor, Room No.705 Kolkata-700001, West Bengal, India<br>**Experience:**22 Years<br>**Occupation:** Business<br>**Qualifications:**B.Com, LLB<br>**Nationality:** Indian<br>**DIN:** 00675074 | Appointed on the Board as Additional Independent Director w.e.f May 23, 2018<br><br>Further Regularized as Independent Director w.e.f AGM dated September 14, 2018 for a period of 5 years | NIL | DRD Credit and Investment Company Private Limited |
| 6. | **Mr. Radhika Vyas**<br>**Father's Name**: Mr. Kewal Chand Acharya<br>**Age:** 39 Years<br>**Designation:** Independent Director<br>**Address:** Parvati Vihar, P/2 302, 52/6, Vip Road, Rajarhat Gopalpur(M), Desh Bandhu, Kolkata-700059, West Bengal, India<br>**Experience:** 18 Years<br>**Occupation:** Business<br>**Qualifications:**B.Com<br>**Nationality:** Indian<br>**DIN:** 08139930 | Appointed on the Board as Additional Independent Director w.e.f May 23, 2018<br><br>Further Regularized as Independent Director w.e.f AGM dated September 14, 2018 for a period of 5 years | NIL | NIL |

**BRIEF PROFILE OF OUR DIRECTORS**

**1. Mr. Naresh Kumar Agarwal, Whole Time Director, Age: 54 Years**

Mr. Naresh Kumar Agarwal is the Chairman and Whole Time Director of our company. He is Bachelor of Commerce and has around 35 years of experience in the field of trading and manufacturing of welding electrodes and steel wire manufacturing. He joined his family business M/s Jai Hanuman Industrial Corporation in the year 1983 and gained experience in dealing in electrodes used for welding iron and steel products, the application of which is used in projects, industries, railways, etc. He was originally appointed on the Board on September 30, 2008 and further designated as Whole Time Director of the Company on May 11, 2018. He looks after overall manufacturing activities and purchase department of the company. He is a proven influencer & negotiator and has realistic approach of getting the desired results and keeping proper quality control checks. He also looks after compliance functions of the Company.

**2. Mr. Hanuman Prasad Agarwal, Managing Director, Age: 49 Years**

Mr. Hanuman Prasad Agarwal is the Managing Director of our company. He is Bachelor of Commerce. He has a vast work experience of 30 years in the field of welding electrodes and accessories manufacturing. He has been guiding the Company to achieve operational efficiencies and has good administrative power.
He is a visionary entrepreneur and his guidance will help the employees in achieving targets in a dynamic and complex business environment. Having authority on the product, the group has moved forward under his able guidance. He was originally appointed on the Board on March 06, 2018 and further designated as Managing Director of the Company w.e.f May 11, 2018. Presently he looks after marketing, accounts and overall management of the Company. His long standing relationship and networking with the vendors and customers in this industry since many years gives the Company a smooth operational platform.

**3. Mr. Ankush Agarwal, Whole Time Director, Age: 26 Years**

Mr. Ankush Agarwal is the next generation of the group and joined his family business, Kritika Wires limited in the year 2016. He was originally appointed on the Board on March 06, 2018. Thereafter he was re-designated on the Board as Whole Time Director of the Company on May 11, 2018.He holds Bachelor degree in Engineering from Savitribai Phule Pune University and has a total work experience of around 2 years. After completing engineering he started looking after manufacturing activities, his professional approach gave more insight to the manufacturing process of the Company. He also started gaining exposure in the field of administrative and Human Resource activities of the Company. His young and dynamic approach towards business gives the Company an additional edge.

**4. Mr. Sanjeev Binani, Non Executive Director, Age: 50 Years**

Mr. Sanjeev Binani is the Non Executive Director of our Company. He holds Bachelor Degree in Commerce andhas a total work experience of around 21 years. He started his career as a commission agent of steel wires, welding electrodes and welding accessories. Marketing and trading is his area of specialization. He is associated with Kritika Wires Limited, since its incorporation in the year 2004.He was involved in all the business activities and overall performance of the Company. Lately due to his operational occupancy he was redesignated as Non-Executive Director of the Company w.e.f. May 07, 2018.

**5. Mr. Rajesh Kumar Choudhary, Independent Director, Age: 45 Years**

Mr. Rajesh Kumar Choudhary is the Independent Director of our Company. He is a Practicing Tax Consultant and is having an experience of 22 years. Well conservant in the legal field and being in practice, he will be a proper guide to the Company is maintaining the disciplined and compliant environment of the Company. He was originally appointed on May 23, 2018 on the Board as Additional Independent Director and was thereafter regularized in the AGM dated September 14, 2018.

**6. Mrs. Radhika Vyas, Independent Director, Age: 39 Years**

Mrs. Radhika Vyas is the Independent Director of our Company. After completing her graduation from University of Calcutta in the year 1999, she started assisting her husband, who deals in iron and steel trading business. Thereafter, she started dealing in iron and steel market as a commission agent.She is having an experience of 18 years in the fied of marketing. With her experience in commercial activities, she can well play a successful role in her independent charge of the Company.She was originally appointed on May 23, 2018 on the Boardas Additional Independent Director and was thereafter regularized in the AGM dated September 14, 2018.

**Confirmations**

- None of our 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 NSE, during the term of their directorship in such company.
- None of our Directors is or was a director of any listed company which has been or was delisted from any stock exchange during the tenure of their directorship in such company.
- None of the above mentioned Directors are on the RBI list of willful defaulters as on the date of filling of this Prospectus.
- Further, our Company, our Promoters, persons forming part of our Promoter Group, Directors and person in control of our Company has/ have not been debarred from accessing the capital market by SEBI or any other Regulatory Authority.

**Nature of any family relationship between any of our Directors:**

| Sr No. | Name and designation of Director | Relationship with Other Directors |
|---|---|---|
| 1. | Mr. Naresh Kumar Agarwal,<br>Chairman and Whole Time Director | Brother of Mr. Hanuman Prasad Agarwal<br>Uncle of Mr. Ankush Agarwal |
| 2. | Mr. Hanuman Prasad Agarwal, Managing Director | Brother of Mr. Naresh Kumar Agarwal and<br>Uncle of Mr. Ankush Agarwal |
| 3. | Mr. Ankush Agarwal, Whole Time Director | Nephew of Mr. Naresh Kumar Agarwal and<br>Mr. Hanuman Prasad Agarwal |

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

We have not entered into any arrangement or understanding with our major shareholders, customers, suppliers or others, pursuant to which any of our Directors were selected as Directors or members of the senior management.

**Service Contracts:**

The Directors of our Company have not entered into any service contracts with our company which provides for benefits upon termination of their employment.

**Details of Borrowing Powers of Directors**

Our Company has passed a Special Resolution in the Extra Ordinary General Meeting of the members held on May 11, 2018, authorizing the Board of Directors of the Company under Section 180 (1) (c) of the Companies Act, 2013 to borrow from time to time all such money as they may deem necessary for the purpose of business of our Company notwithstanding that money borrowed by the Company together with the monies already borrowed by our Company may exceed the aggregate of the paid up share capital and free reserves provided that the total amount borrowed by the Board of Directors shall not exceed the sum of Rs. 500 Crores (Rupees Five Hundred Crores only).

**Compensation of our Managing Director and Whole Time Directors**

The compensation payable to our Managing Director and Whole-time Directors will be governed as per the terms of their appointment and shall be subject to the provisions of Sections 2(54), 2(94), 188, 196, 197, 198 and 203 and any other applicable provisions, if any of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made there under (including any statutory modification(s).

The following compensation has been approved for Managing Director and Whole Time Directors:

| Particulars | Mr. Naresh Kumar Agarwal | Mr. Hanuman Prasad Agarwal | Mr. Ankush Agarwal |
|---|---|---|---|
| Re-Appointment/Change in Designation | Appointed as Director on September 30, 2008. Re-designated as Whole Time Director w.e.f May 11, 2018. | Appointed as Director on March 06, 2018. Re-designated as Managing Director w.e.f May 11, 2018. | Appointed as Non Executive Director on March 06, 2018. Re-designated as Whole Time Director w.e.f May 11, 2018. |
| Designation | Whole-time Director | Managing Director | Whole-time Director |
| Term of Appointment | 5 years<br>Liable to Retire by Rotation | 5 years<br>Not liable to Retire by Rotation | 5 years<br>Liable to Retire by Rotation |
| Remuneration | Upto ₹6,00,000 p.a./- | Upto ₹30,00,000 p.a./- | Upto ₹20,40,000 p.a./- |
| Remuneration paid for Year 2017-18 | NIL | NIL | ₹14,00,000 |

** Mr. Ankush Agarwal was appointed as Whole Time Director on the Board w.e.f May 11, 2018, prior to that in the Financial Year 2017-18, he drew Salary in the capacity of employee of the Company.*

**Bonus or Profit Sharing Plan for our Directors**

We have no bonus or profit sharing plan for our Directors.

**Sitting Fee**

The Articles of Association of our Company provides that payment of sitting fees to Directors (other than Managing Director & Whole- time Directors), not exceeding ₹1.00 Lac to be fixed by directors from time to time for attending a meeting of the Board or a Committee thereof. Our Board of Directors has resolved in their meeting dated May 07, 2018 for payment of an amount of ₹1,000.00 as approved by the Board to all Non-executive Directors for attending each such meeting of the Board or Committee thereof.

**SHAREHOLDING OF OUR DIRECTORS IN OUR COMPANY**

| Sr. No. | Name of Director | No. of Shares held | Holding in % |
|---|---|---|---|
| 1. | Mr. Naresh Kumar Agarwal | 8,40,000 | 6.49 |
| 2. | Mr. Hanuman Prasad Agarwal | 12,20,000 | 9.43 |
| 3. | Mr. Sanjeev Binani | 10,000 | 0.08 |
| 4. | Mr. Ankush Agarwal | - | - |
| | **Total** | **20,70,000** | **16.00** |

*We do not have any subsidiary and associate company as defined under Section 2(87) & 2(6) of the Companies Act, 2013.*

Our Articles of Association do not require our Directors to hold any qualification Equity Shares in the Company.

**INTEREST OF DIRECTORS**

All the Directors may be deemed to be interested to the extent of fees payable to them for attending meetings of

the Board of Directors or a Committee thereof as well as to the extent of other remuneration and reimbursement ofexpenses payable to them under the Articles, and to the extent of remuneration paid to them for services rendered as an officer or employee of the Company and to the extent of reimbursement of expenses. For further details, please refer ***"Compensation of our Managing Director and Whole time Directors"*** above, beginning on page 153 of this Prospectus

Our Directors may also be regarded as interested to the extent of Equity Shares, if any held by them in our Company or held by their relatives and dividend payable thereon, if any. Further our Director are also interested to the extent of unsecured loans, if any, given by them to our Company or by their relatives or by the companies/ firms in which they are interested as directors/Members/Partners. All Directors may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by our Company with any Company in which they hold Directorships or any firm in which they are interested. For details of the related party transactions please refer section titled ***"Financial information of the Company- Note 29 - Related Party Transactions"*** beginning on page 234 of this Prospectus

Except as stated otherwise in this Prospectus, our Company has not entered into any Contract, Agreements or Arrangements during the preceding two years from the date of the Prospectus in which the Directors are interested directly or indirectly and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be entered into with them.

Further except as provided hereunder, our Directors are not interested in our Company in any manner:

| Sr. No. | Director | Interest |
|---|---|---|
| 1. | ➢ Mr. Naresh Kumar Agarwal<br>➢ Mr. Hanuman Prasad Agarwal | 1) Personal Guarantee of Mr. Naresh Kumar Agarwal, Mr. Hanuman Prasad Agarwal, Mr. Sanjeev Binani and Corporate Guarantee of our Corporate Promoter, RA Comptech Investment & Consultant Private Limited, for its property being mortgaged, against the total consortium finance of ₹66.50 Lakhs (including Fund Based Limits and Non-Fund Based Limits) made by pari passu charge created by State Bank of India (being the consortium leader) and Karnataka Bank Limited towards Working Capital Loan taken by our Company.<br>2) Personal Guarantee of Mr. Naresh Kumar Agarwal, Mr. Hanuman Prasad Agarwal, Mr. Sanjeev Binani and Corporate Guarantee of our Corporate Promoter, RA Comptech Investment & Consultant Private Limitedis granted towards Bill Discounting Facility with a limit of ₹1000 Lakhs |

For details of the personal Guarantee given by Directors and their relatives towards Financial facilities of the Company please refer to ***"Statement of Financial Indebtedness"*** and ***"Note 3"*** of Section ***"Financial information of the Company"*** on page 244 and 188 respectively of this Prospectus.

**Interest in the property of Our Company**

Except as mentioned hereunder, our Directors do not have any other interest in any property acquired/rented by our Company in a period of two years before filing of this Prospectus or proposed to be acquired by us as on date of this Prospectus:

| Sr. No. | Name of Director | Address of Property | Interest and nature of interest |
|---|---|---|---|
| 1. | Mr Naresh Kumar Agarwal | Registered office<br><br>1A, Bonfield Lane Mezanine | Our Company has obtained the approval vide No Objection Certificate dated June 10, 2008 to use the said property from its |

| | | | |
|---|---|---|---|
| 2. | Mr. Hanuman Prasad Agarwal | Floor, Kolkata- 700001, West Bengal, India | owners, being Naresh Kumar Agarwal HUF and Hanuman Prasad Agarwal HUF, wherein our Directors are the Karta (For further details of property please refer to Chapter titled ***"Our Business"*** beginning on page 107) |

**CHANGES IN BOARD OF DIRECTORS IN LAST 3 YEARS**

| Sr. No. | Name | Date & Nature of Change | Reasons for Change |
|---|---|---|---|
| 1. | Mr. Naresh Kumar Agarwal | Re-designated as Chairman & Whole Time Director w.e.f May 11, 2018 | To ensure better Corporate Governance |
| 2. | Mr. Hanuman Prasad Agarwal | Appointed as Executive Director w.e.f March 06, 2018 | To ensure better Corporate Governance |
| | | Re-designated as Managing Director w.e.f May 11, 2018 | |
| 3. | Mr. Ankush Agarwal | Appointed as Non-Executive Director w.e.f March 06, 2018 | To ensure better Corporate Governance |
| | | Re-designated as Whole Time Director w.e.f May 11, 2018 | |
| 4. | Mr. Sanjeev Binani | Re-desiganted as Non Executive Director w.e.f May 07, 2018 | To ensure better Corporate Governance |
| 5. | Mr. Rajesh Kumar Choudhary | Appointed as Additional Independent Director w.e.f. May 23, 2018 | To ensure better Corporate Governance |
| | | Regularised as Independent Director w.e.f Septemeber 14, 2018 | |
| 6. | Mrs. Radhika Vyas | Appointed as Additional Independent Director w.e.f. May 23, 2018 | To ensure better Corporate Governance |
| | | Regularised as Independent Director w.e.f Septemeber 14, 2018 | |

**COMPLIANCE WITH CORPORATE GOVERNANCE**

In addition to the applicable provisions of the Companies Act, 2013, provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (ICDR) Regulations, 2009 in respect of corporate governance will be applicable to our Company immediately upon the listing of our Company's Equity Shares on the SME Platform of NSE. The requirements pertaining to the Composition of the Board of Directors and the constitution of the committees such as the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committees have been complied with.

Our Board has been constituted in compliance with the Companies Act and the SEBI Listing Regulations and in accordance with the best practices in corporate governance. Our Board functions either as a full board or through various committees constituted to oversee specific operational areas. The executive management provides our Board detailed reports on its performance periodically.

Our Board of Directors consist of six (6) directors of which two (2) are Independent Directors (as defined under section 149(6) of Companies Act, 2013), which constitutes at least one-third of the total number of Directors, which is in compliance with the requirements of section 149(4) of Companies Act, 2013. Our Company has constituted the following committees:

**Audit Committee**

Our Company has constituted an Audit Committee ("Audit Committee"), vide Board Resolution dated May 24, 2018 as per the applicable provisions of the Section 177 of the Companies Act, 2013 and also to comply with Regulation 18 of SEBI Listing Regulations, 2015 applicable upon listing of the Company's Equity shares on SME platform of NSE ("NSE Emerge"), The constituted Audit Committee comprises following members:

| Name of the Director | Status in Committee | Nature of Directorship |
|---|---|---|
| Mr. Rajesh Kumar Choudhary | Chairman | Independent Director |
| Mrs. Radhika Vyas | Member | Independent Director |
| Mr. Hanuman Prasad Agarwal | Member | Managing Director |

The Company Secretary of our Company shall act as a Secretary to the Audit Committee. The Chairman of the Audit Committee shall attend the Annual General Meeting of our Company to answer shareholder queries. The scope and function of the Audit Committee and its terms of reference shall include the following:

**A. Tenure:** The Audit Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Audit Committee as approved by the Board.

**B. Meetings of the Committee:** The committee shall meet at least four times in a year and not more than 120 days shall elapse between any two meetings. The quorum for the meeting shall be either two members or one third of the members of the committee, whichever is higher but there shall be presence of minimum two Independent members at each meeting.

**C. Role and Powers:** The Role of Audit Committee together with its powers as Part C of Schedule II of SEBI Listing Regulation, 2015 and Companies Act, 2013 shall be as under:

1. Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

2. Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;

3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval;

5. Reviewing, with the management, the half yearly financial statements before submission to the board for approval, with particular reference to;
   - matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
   - changes, if any, in accounting policies and practices and reasons for the same;
   - major accounting entries involving estimates based on the exercise of judgment by management;
   - significant adjustments made in the financial statements arising out of audit findings;
   - compliance with listing and other legal requirements relating to financial statements;
   - disclosure of any related party transactions;
   - modified opinion(s) in the draft audit report;

6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;

7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

8. Approval or any subsequent modification of transactions of the listed entity with related parties;

9. Scrutiny of inter-corporate loans and investments;

10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;

11. Evaluation of internal financial controls and risk management systems;

12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

14. Discussion with internal auditors of any significant findings and follow up there on;

15. The Audit Committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the company.

16. Discussing with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

17. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

18. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

19. The Audit Committee shall have authority to investigate into any matter in relation to the items specified in section 177(4) of Companies Act 2013 or referred to it by the Board.

20. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

21. To review the functioning of the whistle blower mechanism;

22. Approving the appointment of the Chief Financial Officer (i.e. the whole time finance director or any other person heading the finance function) after assessing the qualifications, experience and background, etc., of the candidate; and;

23. Audit committee shall oversee the vigil mechanism.

24. Audit Committee will facilitate KMP/auditor(s) of the Company to be heard in its meetings.

25. Carrying out any other function as is mentioned in the terms of reference of the audit committee or containing into SEBI Listing Regulations 2015.

Further, the Audit Committee shall mandatorily review the following:

a) Management discussion and analysis of financial condition and results of operations;
b) Statement of significant related party transactions (as defined by the audit committee),submitted by management;
c) Management letters / letters of internal control weaknesses issued by the statutory auditors;
d) Internal audit reports relating to internal control weaknesses; and
e) The appointment, removal and terms of remuneration of the chief internal auditor
f) Statement of deviations:
   - Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
   - Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

**Stakeholders Relationship Committee**

Our Company has formed the Stakeholders Relationship Committee as per Regulation 20 of SEBI Listing Regulation, 2015 vide Resolution dated May 24, 2018. The constituted Stakeholders Relationship Committeecomprises the following:

| Name of the Director | Status in Committee | Nature of Directorship |
|---|---|---|
| Mr. Rajesh Kumar Choudhary | Chairman | Independent Director |
| Mrs. Radhika Vyas | Member | Independent Director |
| Mr. Hanuman Prasad Agarwal | Member | Managing Director |

The Company Secretary of our Company shall act as a Secretary to the Stakeholders Relationship CommitteeThe scope and function of the Stakeholders Relationship Committeeand its terms of reference shall include the following:

A. **Tenure:** The Stakeholders Relationship Committeeshall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Stakeholders Relationship Committee as approved by the Board.

B. **Meetings:** The Stakeholders Relationship Committee shall meet at least four times a year with maximum interval of four months between two meetings and shall report to the Board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company. The quorum shall be two members present.

C. **Terms of Reference:** Redressal of shareholders' and investors' complaints, including and in respect of:

- Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the space at back for recording transfers have been fully utilized.
- Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.;
- Review the process and mechanism of redressal of Shareholders' /Investor's grievance and suggest measures of improving the system of redressal of Shareholders' /Investors' grievances.
- Non-receipt of share certificate(s), non-receipt of declared dividends, non-receipt of interest/dividend warrants, non-receipt of annual report and any other grievance/complaints with Company or any officer of the Company arising out in discharge of his duties.
- Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them.
- Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Prohibition of insider Trading) Regulations, 2015 as amended from time to time.
- Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting, and
- Carrying out any other function contained in the equity listing agreements as and when amended from time to time.

**Nomination and Remuneration Committee**

Our Company has formed theNomination and Remuneration Committee as per Regulation 19 of SEBI Listing Regulation, 2015 vide Resolution dated May 24, 2018. The Nomination and Remuneration Committee comprise the following:

| Name of the Director | Status in Committee | Nature of Directorship |
|---|---|---|
| Mr. Rajesh Kumar Choudhary | Chairman | Independent Director |
| Mrs. Radhika Vyas | Member | Independent Director |
| Mr. Sanjeev Binani | Member | Non Executive Director |

The Company Secretary of our Company shall act as a Secretary to theNomination andRemuneration Committee. The scope and function of the Committee and its terms of reference shall include the following:

**A. Tenure:** The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

**B. Meetings:** The committee shall meet as and when the need arises for review of Managerial Remuneration. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher. The Chairperson of the nomination and remuneration committee may be present at the annual general meeting, to answer the shareholders' queries; however, it shall be up to the chairperson to decide who shall answer the queries.

**C. Role of Terms of Reference:**

- Identify persons who are qualified to become directors and may be appointed in senior management in accordance with the criteria laid down, recommend to the Board for their appointment and removal and shall carry out evaluation of every director's performance;
- Formulate the criteria for determining the qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration for directors, KMPs and other employees;
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- Devising a policy on diversity of board of directors;
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- Determine our Company's policy on specific remuneration package for the Managing Director / Executive Director including pension rights;
- Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors;
- Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.
- Decide the amount of Commission payable to the Whole time Directors;
- Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc; and
- To formulate and administer the Employee Stock Option Scheme.

**Corporate Social Responsibility Committee ("CSR Committee")**

The CSR Committee was re-constituted by a resolution of our Board dated August 31, 2018 in compliance with Section 135 of the Companies Act, 2013. The CSR Committee comprises the following:

| Name of the Director | Status in Committee | Nature of Directorship |
|---|---|---|
| Mr. Hanuman Prasad Agarwal | Chairman | Managing Director |
| Mr. Naresh Kumar Agarwal | Member | Whole Time Director |
| Mr. Rajesh Kumar Choudhary | Member | Independent Director |

The terms of reference of the CSR Committee include the following:

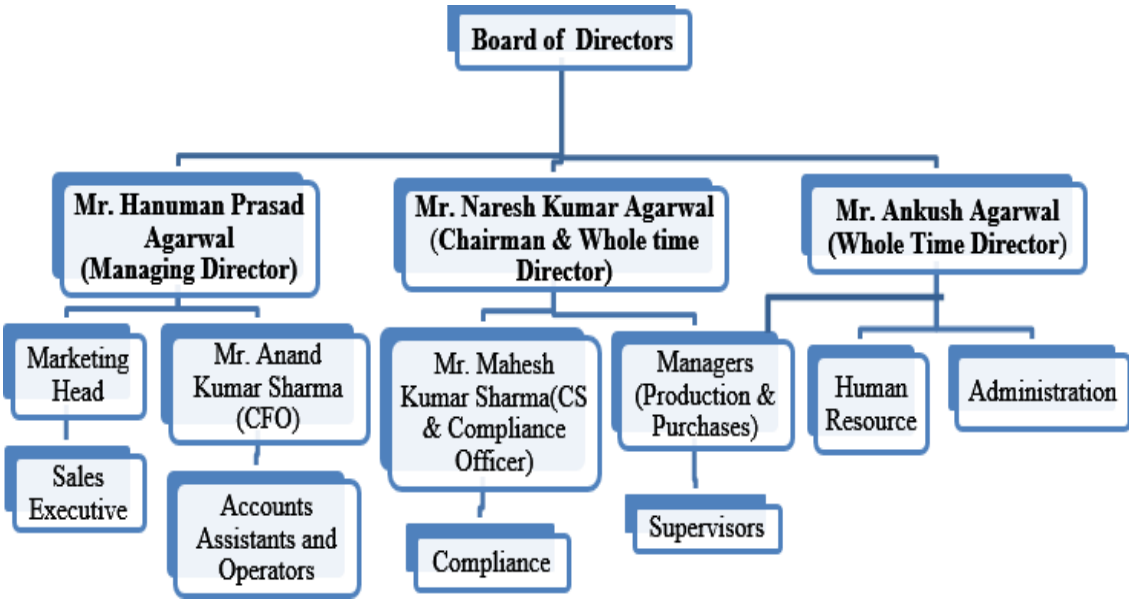
i. Formulate and recommend to our Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by our Company as specified in Schedule VII to the Companies Act, 2013;

ii. Recommend the amount of expenditure to be incurred on the activities referred to in clause (a) of sub-section (3) of Section 135 of the Companies Act, 2013; and

iii. Monitor the Corporate Social Responsibility Policy of our Company from time to time.

**MANAGEMENT ORGANISATION STRUCTURE**

The following chart depicts our Management Organization Structure: -




**COMPLIANCE WITH CORPORATE GOVERNANCE**

The requirements pertaining to the Composition of the Board of Directors as per section 149 of Companies Act, 2013 and the constitution of the committees such as the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committees as per Section 177 & 178 of companies Act, 2013 will be applicable to our company on listing on SME platform of NSE & shall be complied before listing.

**POLICY ON DISCLOSURES AND INTERNAL PROCEDURE FOR PREVENTION OF INSIDER TRADING**

The provisions of regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the SME platform of NSE. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of Equity Shares on stock exchanges. Further, Board of Directors at their meeting held on May 07, 2018 have approved and adopted the policy on insider trading in view of the proposed public Issue. Mr. Mahesh Kumar Sharma, Company Secretary & Compliance Officer will be responsible for setting forth policies, procedures, and monitoring to the rules for the preservation of price sensitive information and Code of Conduct under the overall supervision of the Board.

**POLICY FOR DETERMINATION OF MATERIALITY & MATERIALITY OF RELATED PARTY TRANSACTIONS AND ON DEALING WITH RELATED PARTY TRANSACTIONS**

The provisions of the SEBI (Listing Obligation and Disclosures) Regulations, 2015 will be applicable to our Company immediately upon the listing of Equity Shares of our Company on SME Platform of NSE. We shall comply with the requirements of the SEBI (Listing Obligation and Disclosures) Regulations, 2015 on listing of Equity Shares on the SME platform of NSE. The Board of Directors at their meeting held on May 07, 2018 have approved and adopted the policy for determination of materiality and determination of materiality of related party transactions and on dealing with related party transactions.

**Our Key Managerial Personnel**

Our Company is supported by a well-laid team having good exposure to various operational aspects of our line of business. A brief about the Key Managerial Personnel of our Company is given below:

| Name, Designation &Educational Qualification | Age (Year ) | Date of Joining as KMP | Compensation paid for the F.Y ended 2018 (in ₹Lacs) | Over all experience (in years) | Previous employment |
|---|---|---|---|---|---|
| **Name:** Mr. Naresh Kumar Agarwal **Designation:** Whole time Director **Qualification:** B.Com | 54 | Whole time Director w.e.f May 11, 2018 | Nil | 35 | Nil |
| **Name:** Mr. Hanuman Prasad Agarwal **Designation:** Managing Director **Qualification:** B.Com | 49 | Managing Director w.e.f May 11, 2018 | Nil | 30 | Nil |
| **Name:** Mr. Ankush Agarwal **Designation:** Whole time Director **Qualification:** B.E | 26 | Whole time Director w.e.f May 11, 2018 | 14.00* | 2 | Nil |
| **Name:** Mr. Mahesh Kumar Sharma **Designation:** Company Secretary & Compliance Officer **Qualification:** Company Secretary | 30 | Re-designated as KMP on May 07, 2018 | 2.75 | 3 | Classic Electrodes (India) Limited |
| **Name:** Mr. Anand Kumar Sharma **Designation:** Chief Financial Officer **Qualification:**ICWAI(Intermediate ) | 36 | Designated on May 07, 2018 | Nil | 11 | India Carbon Limited |

**drawn in the capacity of employee of the company*

**BRIEF PROFILE OF KEY MANAGERIAL PERSONNEL**

**1. Mr. Naresh Kumar Agarwal, Chairman and Whole Time Director, Age: 54 Years**

Mr. Naresh Kumar Agarwal is the Chairman and Whole Time Director of our company. He is Bachelor of Commerce and has around 35 years of experience in the field of trading and manufacturing off welding electrodes and steel wire manufacturing. He joined his family business M/s Jai Hanuman Industrial Corporation in the year 1983 and gained experience in dealing in electrodes used for welding iron and steel products, the application of which is used in projects, industries, railways, etc. He was originally appointed on the Board on September 30, 2008 and further designated as Whole Time Director of the Company on May 11, 2018. He looks after overall manufacturing activities and purchase department of the company. He is a proven influencer & negotiator and has realistic approach of getting the desired results and keeping proper quality control checks. He also looks after compliance functions of the Company.

**2. Mr. Hanuman Prasad Agarwal, Managing Director, Age: 49 Years**

Mr. Hanuman Prasad Agarwal is the Managing Director of our company. He is Bachelor of Commerce. He has a vast work experience of 30 years in the field of welding electrodes and accessories manufacturing. He has been guiding the Company to achieve operational efficiencies and has good administrative power.He is a visionary entrepreneur and his guidance will help the employees in achieving targets in a dynamic and complex business environment. Having authority on the product, the group has moved northward under his able guidance. He was originally appointed on the Board on March 06, 2018 and further designated as Managing Director of the Company w.e.f May 11, 2018. Presently he looks after marketing, accounts and overall management of the Company. His long standing relationship and networking with the vendors and customers in this industry since many years gives the Company a smooth operational platform.

**3. Mr. Ankush Agarwal, Whole Time Director, Age: 26 Years**

Mr. Ankush Agarwal is the next generation of the group and joined his family business, Kritika Wires limited in the year 2016. He was originally appointed on the Board on March 06, 2018. Thereafter he was re-designated on the Board as Whole Time Director of the Company on May 11, 2018.He holds Bachelor degree in Engineering from Savitribai Phule Pune University and has a total work experience of around 2 years. After completing engineering he started looking after manufacturing activities, his professional approach gave more insight to the manufacturing process. He also started gaining exposure in the field of administrative and Human Resource activities of the Company. His young and dynamic approach towards business gives the Company an additional edge.

**4. Mr. Mahesh Kumar Sharma, Company Secretary & Compliance Officer, Age: 30 Years**

Mr. Mahesh Kumar Sharma is Company Secretary and Compliance officer of our Company. He holds a Company Secretary degree from Institute of Company Secretaries of India. He looks after the secretarial matters of our Company. He was appointed on July 04, 2016 as was further re-designated as KMP on May 07, 2018. He has an overall experience of about 3 years.

**5. Mr. Anand Kumar Sharma, Chief Financial Officer, Age: 36 Years**

Mr. Anand Kumar Sharma is Chief Financial Officer of our Company. He has passed Intermediate Examination from Institute of Cost Accountants of India. He has an overall experience of around 11 years. He looks after the Accounts and Financial matters of our Company. He joined our Company in December 19, 2017, and was designated as Chief Financial Officer on May 07, 2018.

**RELATIONSHIP BETWEEN KEY MANAGERIAL PERSONNEL**

The Key Managerial Personnel of the Company are related to each other within the meaning of section 2 (77) of the Companies Act, 2013. Details of which are as follows:

| Sr No. | Name and designation of Director | Relationship with Other Directors |
|---|---|---|
| 1. | Mr. Naresh Kumar Agarwal,<br>Chairman and Whole Time Director | Brother of Mr. Hanuman Prasad Agarwal<br>Uncle of Mr. Ankush Agarwal |
| 2. | Mr. Hanuman Prasad Agarwal, Managing Director | Brother of Mr. Naresh Kumar Agarwal and<br>Uncle of Mr. Ankush Agarwal |
| 3. | Mr. Ankush Agarwal, Whole Time Director | Nephew of Mr. Naresh Kumar Agarwal and<br>Mr. Hanuman Prasad Agarwal |

**We confirm that:**

a. All the persons named as our Key Managerial Personnel above are the permanent employees of our Company.
b. There is no understanding with major shareholders, customers, suppliers or any others pursuant to which any of the above mentioned Key Managerial Personnel have been recruited.
c. None of our KMPs except Mr. Hanuman Prasad Agarwal, Mr. Naresh Kumar Agarwal and Mr. Ankush Agarwal, are also part of the Board of Directors.
d. In respect of all above mentioned Key Managerial Personnel there has been no contingent or deferred compensation accrued for the period ended March 31, 2017
e. Except for the terms set forth in the appointment Letters the Key Managerial Personnel have not entered into any other contractual arrangements or service contracts (including retirement and termination benefits) with the issuer.
f. Our Company does not have any bonus/profit sharing plan for anyof the Key Managerial Personnel.
g. None of the Key Managerial Personnel in our Company hold any shares of our Company as on the date of filing of this Prospectus except as under:

| Sr. No. | Director | Shareholding | In % |
|---|---|---|---|
| 1. | Mr. Naresh Kumar Agarwal | 8,40,000 | 6.49 |
| 2. | Mr. Hanuman Prasad Agarwal | 12,20,000 | 9.42 |

h. Presently, we do not have ESOP/ESPS scheme for our employees.
i. The turnover of KMPs is not high, compared to the Industry to which our Company belongs.

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

Except for any statutory payments made by our Company upon termination of services of its officer or employees, our Company has not paid any sum, any non-salary amount or benefit to any of its officers or to its employees including amounts towards super annuation, ex-gratia/rewards.

**Changes in the Key managerial Personnel in last three years:**

There have been no changes in the Key Managerial Personnel of our Company during the last three year except as stated below:

| Sr. No. | Name | Designation | Date of Appointment/ Cessation/Promotion/ Transfer | Reasons |
|---|---|---|---|---|
| 1. | Mr. Naresh Kumar Agarwal | Chairman &Whole Time Director | May 11, 2018 | Change in Designation |
| 2. | Mr. Hanuman Prasad Agarwal | Managing Director | May 11, 2018 | Change in Designation |
| 3. | Mr. Ankush Agarwal | Whole Time Director | May 11, 2018 | Change in Designation |
| 3. | Mr. Anand Kumar Sharma | Chief Financial Officer | May 07, 2018 | Appointment |
| 4. | Mr. Mahesh Kumar Sharma | Compliance Office and Company Secretary | July 04, 2016 | Appointment |
| | | | May 07, 2018 | Re-designation |

**INTEREST OF KEY MANAGERIAL PERSONNEL IN OUR COMPANY**

Apart from shares held in the Company, and to the extent of remuneration allowed and reimbursement of expenses incurred by them for or on behalf of the Company and to the extent of loans and advances made to or borrowed from the Company, none of our Key managerial personal are interested in our Company, other than as mentioned below:

| Sr. No. | KMP | Interest |
|---|---|---|
| 1. | ➢ Mr. Naresh Kumar Agarwal<br>➢ Mr. Hanuman Prasad Agarwal and | 1) Personal Guarantee of Mr. Naresh Kumar Agarwal, Mr. Hanuman Prasad Agarwal, Mr. Sanjeev Binani and Corporate Guarantee of our Corporate Promoter, RA Comptech Investment & Consultant Private Limited, for its property being mortgaged, against the total consortium finance of₹66.50 Lakhs (including Fund Based and Non-Fund Based Limits) made by pari passu charge created by State Bank of India (being the consortium leader) and Karnataka Bank Limited towards Working Capital Loan taken by our Company.<br>2) Personal Guarantee of Mr. Naresh Kumar Agarwal, Mr. Hanuman Prasad Agarwal, Mr. Sanjeev Binani and Corporate Guarantee of our Corporate Promoter, RA Comptech Investment & Consultant Private Limitedis granted towards Bill Discounting Facility with a limit of ₹1000 Lakhs |

Except as provided in this Prospectus, we have not entered into any contract, agreement or arrangement during

the preceding 2 (two) years from the date of this Prospectus in which the Key Managerial Personnel are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements or are proposed to be made to them.

For the details of unsecured loan taken from or given to our Directors/KMPs and for details of transaction entered by them in the past please refer to ***"Note 29 - Statement of Related Party Transaction"*** on page no 234 and Personal Guarantee towards Financial facilities of our Company please refer to ***"Statement of Financial Indebtedness"*** on page no 244 of the Prospectus.

**Interest in the Property of our Company**

| Sr. No. | Name of KMP | Address of Property | Interest and nature of interest |
|---|---|---|---|
| 1. | Mr Naresh Kumar Agarwal | Registered office<br><br>1A, Bonfield Lane Mezanine Floor, Kolkata- 700001, West Bengal, India | Our Company has obtained the approval vide No Objection Certificate dated June 10, 2008 to use the said property from its owners, being Naresh Kumar Agarwal HUF and Hanuman Prasad Agarwal HUF, wherein our KMPs are the Karta (For further details of property please refer to Chapter titled ***"Our Business"*** beginning on page 107) |
| 2. | Mr. Hanuman Prasad Agarwal | | |

Further as stated above and disclosed in the chapters titled ***"Our Management"*** and ***"Our Promoter and Promoter Group"*** on page 149 and page 165 respectively of this prospectus, our Directors do not have any interest in our Company.

**OTHER BENEFITS TO OUR KEY MANAGERIAL PERSONNEL**

Except as stated in this Prospectus, there are no other benefits payable to our Key Managerial Personnel.

**EMPLOYEES**

The details about our employees appear under the Paragraph titled ***"Human Resource"*** in Chapter Titled ***"Our Business"*** beginning on page 107 of this Prospectus.

## OUR PROMOTER & PROMOTER GROUP

**Our Promoters:**

Mr. Naresh Kumar Agarwal, Mr. Hanuman Prasad Agarwal, Alltime Suppliers Private Limited, RA Comptech Investment & Consultant Private Limited, Mohta Agencies Private Limited and Balaji Electrodes Private Limited are the promoters of our Company.

As on date of this Prospectus, our Promoters hold 40.57% Equity Shares of our Company. Our Promoters and Promoter Group will continue to hold the majority of our post-issue paid-up equity share capital of our Company.

*Brief profiles of our promoters are as follows:*

| **Mr. Naresh Kumar Agarwal: Chairman and Whole Time Director** | |
|---|---|
| **Qualification** | B. Com |
| **Age** | 54 Years |
| **Address** | CF-307, Salt Lake City, Kolkata-700064, West Bengal, India |
| **Experience** | 35 Years |
| **Occupation** | Business |
| **Driving License Number** | WB-0119960405173 |
| **Voter Identification Card Number** | DKN4436630 |
| **No. of Equity Shares held in KWL& [% of Shareholding (Pre Issue)]** | 8,40,000 Equity Shares aggregating to 6.49% of Pre Issue Paid up Capital |
| **Other Interests** | **Directorships in other Companies:**<br>• R A Comptech Investment & Consultant Private Limited<br>• Mohta Agencies Private Limited<br>• Aditi Commodities Private Limited<br>• HR Business Private Limited<br><br>**HUF's:-**Naresh Kumar Agarwal (HUF)<br><br>**Partnership Firm:-**Nil<br><br>**Proprietorship Firm:-** M/s Jai Hanuman Industrial Corporation |

| **Mr. Hanuman Prasad Agarwal:Managing Director** | |
|---|---|
| **Qualification** | B.Com |
| **Age** | 49 Years |
| **Address** | CF-307, Salt Lake City, Kolkata-700064, West Bengal, India |
| **Experience** | 30 Years |
| **Occupation** | Business |
| **Driving License Number** | WB-012010807132 |
| **Voter Identification Card Number** | DKN4436622 |

| | | |
|---|---|---|
| | **No. of Equity Shares held in KWL& [% of Shareholding (Pre Issue)]** | 12,20,000 Equity Shares aggregating to 9.43% of Pre Issue Paid up Capital |
| | **Other Interests** | **Directorships in other Companies:**<br>• Balaji Electrodes Private Limited<br>• Alltime Suppliers Private Limited<br>• Mohta Agencies Private Limited<br>• Classic Electrodes (India) Limited<br><br>**HUF's:**- Hanuman Prasad Agarwal (HUF)<br><br>**Partnership Firm:**-Nil<br><br>**Proprietorship Firm :**- Nil |

## OUR CORPORATE PROMOTERS

➢ **Alltime Suppliers Private Limited**

***Corporate Information:***

Alltime Suppliers Private Limited ("ASPL") was incorporated on March 04, 1994 under the Companies Act, 1956, with the ROC, Kolkata. The registered office of ASPL is situated at 1, Bonfield Lane, 2nd floor, Kolkata 700001, West Bengal, India

The CIN of Alltime Suppliers Private Limited is U51109WB1994PTC062078

In terms of its Memorandum of Association, the main objects of ASPL are:

1. To carry on the business as Buyers, Sellers, traders, merchants, indentors, brokers, agents, commission agents, assemblers, refiners, cultivators, miners, packers, stockists, distributors, advisors, hire purchasers of and all kinds of rubberized cloth food grains, dairy products, soap detergents, biscuits, surgical, diagnostics medical pulses, leather and finished leather goods, leather garments, leather products, all related items in leather, electric and electronics components and goods, iron and steel, aluminum, mineral and ferrous and non-ferrous, metals, stainless steel, jute and jute products, textile, cotton, synthetic fire, silk, yarn, wool and woolen goods, handicrafts and silk artificial synthetics, ready-made garments, design materials, process, printers in all textiles, wood and wood products timber, cosmetics, stationery tools and hardware plastics and plastic goods, sugar, tea, coffee, paper packaging materials, chemicals, cement, spices, grain, factory materials, house equipments, rubber and rubber products, coal and coal products and coaltar, fertilizers, agriculture fruit products, industrial products, computer data materials, software, paints, industrial and other gases, alcohol, liquor, edible and non- edible oils and fats, marine products, drugs, plants and machinery goods, engineering goods and equipments, office equipments, hospital equipments, railway accessories, medicine, sugar and sugarcane, automobiles parts, building construction and materials, fur and fur made items, toys, building plans, consumers products, consumer durables, dry flowers and plants, printing, transportation and all other kinds of goods and merchandise, commodities and articles of consumption of all kinds in India
2. To carry on Business as distributors, agents, traders, merchants, contractors, brokers and otherwise deal in merchandise and article of all kinds including clearing agents, freight contractors, forwarding agents, licensing agents, general brokers and to carry on any kind of commercial business.
3. To carry on the business as of all commodities, goods, services and to act as houses advisers, consultants for imports and exports indenting agents, sellers and purchasers of licenses, resale orders, permits and quotas entitlements.

ASPL is an unlisted Company and it has not made any public issue (including any right issue to the public) in the preceding three years. It is neither a sick company within the meaning of SICA nor has any winding up proceedings been initiated against ASPL.

There are no defaults in meeting any statutory/bank/institutional dues. No proceedings have been initiated for economic offences against the Company.

***Board of Directors:***

As on the date of this Prospectus, the Board of Directors of Alltime Suppliers Private Limited are:

| Sr No | Name of Director | Designation | DIN |
|---|---|---|---|
| 1 | Hanuman Prasad Agarwal | Director | 00654218 |
| 2 | Sunil Kumar Mittal | Director | 01123656 |

***Shareholding Pattern***

As of the date of this Prospectus, the authorized share capital of ASPL is ₹ 1,25,00,000 divided into 12, 50,000 equity shares of ₹ 10 each. The shareholding pattern of ASPL as of the date of this Prospectus is as follows:

| Name of Shareholder | Number of Equity Shares Held | Percentage of Issued Capital (%) |
|---|---|---|
| Mr. Hanuman Prasad Agarwal | 4,06,330 | 36.14 |
| Naresh Kumar Agarwal (HUF) | 58,070 | 5.16 |
| Mr. Sushil Kumar Agarwal | 3,57,950 | 31.84 |
| Mrs. Santosh Agarwal | 3,02,000 | 26.86 |
| **Total** | **11,24,350** | **100.00** |

***Financial Information***

The financial performance of ASPL for the last three audited financial years, preceding the date of this Prospectus, is as follows:

*( ₹in Lakhs except per share data)*

| Particulars | As on March 31, 2017 | As on March 31, 2016 | As on March 31, 2015 |
|---|---|---|---|
| Paid Up Equity Share Capital | 112.43 | 112.43 | 112.43 |
| Reserves and Surplus (excluding revaluation reserve) | 977.60 | 941.78 | 9,06.02 |
| Net worth | 1,090.03 | 1,054.21 | 1,018.45 |
| Income including other income and exceptional items | 110.35 | 105.50 | 100.03 |
| Profit/ (Loss) after tax | 35.82 | 35.76 | 29.76 |
| Earnings per share (face value of Rs. 10 each) | 3.19 | 3.18 | 2.65 |
| Net asset value per share (Rs) | 96.95 | 93.76 | 90.58 |

***Promoters of Alltime Suppliers Private Limited:***

Mr. Hanuman Prasad Agarwalis the promoter of Alltime Suppliers Private Limited.

***PAN and Bank Account Details***

| | |
|---|---|
| **Permanent Account Number** | AACCA3615Q |
| **Bank Account Details** | Bank of Baroda<br>A/c No - 00290200001086 |

***Changes in the management and control of ASPL:***

There has been no change in control or management of ASPL in the last three years immediately preceding the date of filing this Prospectus

***Change in Board of Directors in the last 3 years:***

There has been no change in Board of Directors of ASPL in the last three years immediately preceding the date of filing this Prospectus.

***Changes in registered office of our Corporate Promoter:***

The Registered office of the ASPL was changed from 75, NS Road, 1st Floor, Kolkata-700001, West Bengal, India to 1, Bonfield Lane, 2nd Floor, Kolkata-700001, West Bengal, India with effect from January 19, 2017

- **R A Comptech Investment & Consultant Private Limited**

***Corporate Information:***

RA Comptech Investment &Consultant Private Limited ("RCICPL") was incorporated on February 28, 1994 under the Companies Act, 1956, with the ROC, Kolkata. The registered office of RCICPL is situated at 1, Bonfield Lane, 2nd floor, Kolkata 700001, West Bengal, India

The CIN of RA Comptech Investment &Consultant Private Limited is U65993WB1994PTC062001. There is a clerical error in name of the Company being reflected on MCA portal as "R A Computech Investment & Consultant Private Limited". The Company has made an application with ROC Kolkata for correction of the same.

In terms of its Memorandum of Association, the main objects of RCICPL are:

- To carry on the investment business and to purchase, acquire hold and dispose of or otherwise invest in shares, debentures, stocks, bonds, obligations and securities, issued or guaranteed by any Company constituted or carrying on business in India or elsewhere and debentures, bonds, stocks, obligations and securities issued or guaranteed by any government, State dominion, sovereigns, ruler, commissioner, public body or authority, supreme municipal, local or otherwise whether in India or elsewhere.
- To carry on the business of rendering consultancy and advisory services in respect of primary and secondary stock market, port folio management, to collect and Public information and dates on corporate entitles for private circulation, rendering consultancy and advisory services and related aspects thereof, to act as financial consultant, to organize and provide syndicated financial arrangement whether in domestic or international markets and whether by way of loans or guarantee in export and yard credits and acceptance co-acceptance discounting of bills, to act as representatives in India for any person association, bank financial institution or a company established abroad whether incorporated or not engaged in all or any of the aforesaid business to advise on mobilize and manager of share funds both in India or abroad, to arrange placement of funds by non- resident Indians in connection with any public or private issue of securities in India, to collect information and date and submit reports on feasibility of new projects and/or improvements to and/or expansion of existing projects.
- To carry on the business of investors, guarantors and to finance lend or advance money or give loans to such person or firm or body corporate with the object or financing industrial enterprises either with or without interest or security of on any such terms as may be determined and to receive money on deposit or loan upon such terms and conditions as the company may approve. Provided that Company shall not do any banking business as defined in Banking Regulations Act, 1949

RCICPL is an unlisted Company and it has not made any public issue (including any right issue to the public) in the preceding three years. It is neither a sick company within the meaning of SICA nor has any winding up proceedings been initiated against RCICPL.

There are no defaults in meeting any statutory/bank/institutional dues. No proceedings have been initiated for economic offences against the Company.

***Board of Directors:***

As on the date of this Prospectus, the Board of Directors of R A Comptech Investment &Consultant Private Limited are:

| Sr No | Name of Director | Designation | DIN |
|---|---|---|---|
| 1 | Naresh Kumar Agarwal | Director | 01020334 |
| 2 | Sunil Kumar Mittal | Director | 01123656 |

***Shareholding Pattern***

As of the date of this Prospectus, the authorized share capital of RCICPL is ₹ 1,50,00,000 divided into 15,00,000 equity shares of ₹ 10 each. The shareholding pattern of RCICPL as of the date of this Prospectus is as follows:

| Name of Shareholder | Number of Equity Shares Held | Percentage of Issued Capital (%) |
|---|---|---|
| Mrs. Santosh Agarwal | 2,32,700 | 33.20 |
| Naresh Kumar Agarwal (HUF) | 28,100 | 4.01 |
| Mr. Sunil Kumar Mittal | 100 | 0.01 |
| Mr. Naresh Kumar Agarwal | 10,100 | 1.44 |
| Mrs. Bhado Devi Agarwal | 1,10,000 | 15.69 |
| Panchshul Merchants Private Limited | 3,20,000 | 45.65 |
| **Total** | **7,01,000** | **100.00** |

***Financial Information***

The financial performance of RCICPL for the last three audited financial years, preceding the date of this Prospectus, is as follows:

*(₹ in Lakhs except per share data)*

| Particulars | As on March 31, 2018 | As on March 31, 2017 | As on March 31, 2016 |
|---|---|---|---|
| Paid Up Equity Share Capital | 70.10 | 70.10 | 70.10 |
| Reserves and Surplus (excluding revaluation reserve) | 124.47 | 121.86 | 120.31 |
| Net worth | 194.57 | 191.96 | 190.41 |
| Income including other income and exceptional items | 3.40 | 3.31 | 3.38 |
| Profit/ (Loss) after tax | 2.61 | 1.54 | 1.84 |
| Earnings per share (face value of Rs. 10 each) | 0.37 | 0.22 | 0.26 |
| Net asset value per share (Rs) | 27.76 | 27.38 | 27.16 |

***Promoters of R A Comptech Investment & Consultant Private Limited:***

The promoters of R A Comptech Investment & Consultant Private Limited are Mr. Naresh Kumar Agarwal, Mr. Sunil Kumar Mittal, Naresh KumarAgarwal HUF and Panschul Merchants Private Limited.

R A Comptech Investment & Consultant Private Limited is an associate company of Panschul Merchants Private Limited, a company incorporated on October 06, 2010, under Companies Act, 1956. The Board of Directors of Panschul Merchants Private Limited consist of the following members:

| Sr No | Name of Director | Designation | DIN |
|---|---|---|---|
| 1 | Mr. Arun Dujari | Director | 06483258 |
| 2 | Mr. Lokesh Mundhra | Director | 07715010 |

***PAN and Bank Account Details***

| | |
|---|---|
| **Permanent Account Number** | AABCR2810F |
| **Bank Account Details** | Bank of Baroda<br>A/c No - 00290200001067 |

***Changes in the management and control of RCICPL:***

There has been no change in control or management of RCICPL in the last three years immediately preceding the date of filing this Prospectus

***Change in Board of Directors in the last 3 years:***

There has been no change in Board of Directors of RCICPL in the last three years immediately preceding the date of filing this Prospectus

***Changes in registered office of our Corporate Promoter:***

There has been no change in registered office of RCICPL in the last three years immediately preceding the date of filing this Prospectus

- **Mohta Agencies Private Limited**

***Corporate Information:***

Mohta Agencies Private Limited ("MAPL") was incorporated on October 17, 1995 under the Companies Act, 1956, with the ROC, Kolkata. The registered office of MAPL is situated at 1A, Bonfield Lane, Mezzanine floor, Kolkata 700001, West Bengal, India.

The CIN of Mohta Agencies Private Limited is U51494WB1995PTC074930

In terms of its Memorandum of Association, the main objects of MAPL are:

To carry on the business as traders, dealers, and dyers of various Industrial consumer goods. Yarns and fabrics of wool, cotton, jute, silk, rayon, nylon terelyne and other natural, synthetic and/or fibrous substances of materials from the waste realized from the above mentioned products either on its own account or on commission and to carry on the business as drappers and dealers of furnishing fabrics in all its branches, as customers readymade dress and mantle makers, silk mareets makers, and suppliers of clothing, lingerie and trimmings of every kind, furriers, general drappers haper-dashers, milliners, hosiers, glovers, lace makers feather address, felt makers dealers of yearns and material of all kinds,varieties and substances and also to deal in or process natural starch and other substances, either basic, intermediate or otherwise which may be useful, akin or otherwise connected with the above.

MAPL is an unlisted Company and it has not made any public issue (including any right issue to the public) in the preceding three years. It is neither a sick company within the meaning of SICA nor has any winding up proceedings been initiated against RCICPL.

There are no defaults in meeting any statutory/bank/institutional dues. No proceedings have been initiated for economic offences against the Company.

***Board of Directors:***

As on the date of this Prospectus, the Board of Directors of Mohta Agencies Private Limited are:

| Sr No | Name of Director | Designation | DIN |
|---|---|---|---|
| 1 | Mr. Hanuman Prasad Agarwal | Director | 00654218 |
| 2 | Mr. Naresh Kumar Agarwal | Director | 01020334 |

***Shareholding Pattern***

As of the date of this Prospectus, the authorized share capital of MAPL is ₹50,00,000 divided into 5,00,000 equity shares of ₹ 10 each. The shareholding pattern of MAPL as on the date of this Prospectus is as follows:

| Name of Shareholder | Number of Equity Shares Held | Percentage of Issued Capital (%) |
|---|---|---|
| Mr. Hanuman Prasad Agarwal | 510 | 0.11 |
| Mr. Naresh Kumar Agarwal | 510 | 0.11 |
| Mrs. Bhado Devi Agarwal | 1,000 | 0.22 |
| Hanuman Prasad Agarwal (HUF) | 2,55,000 | 55.80 |
| Mrs. Sulochana Garg | 2,00,000 | 43.76 |
| **Total** | **4,57,020** | **100.00** |

***Financial Information***

The financial performance of MAPL for the last three audited financial years, preceding the date of this Prospectus, is as follows:

*(₹ in Lakhs except per share data)*

| Particulars | As on March 31, 2018 | As on March 31, 2017 | As on March 31, 2016 |
|---|---|---|---|
| Paid Up Equity Share Capital | 45.70 | 45.70 | 45.70 |
| Reserves and Surplus (excluding revaluation reserve) | 99.76 | 85.10 | 74.02 |
| Net worth | 145.46 | 130.80 | 119.72 |
| Income including other income and exceptional items | 22.52 | 19.69 | 16.01 |
| Profit/ (Loss) after tax | 14.66 | 11.07 | 9.48 |
| Earnings per share (face value of Rs. 10 each) | 3.21 | 2.42 | 2.07 |
| Net asset value per share (Rs) | 31.83 | 28.62 | 26.19 |

***Promoters of MohtaAgencies Private Limited:***

The promoters of Mohta Agencies Private Limited are Mr. Naresh Kumar Agarwal and Mr. Hanuman Prasad Agarwal

| | |
|---|---|
| **Permanent Account Number** | AABCM8889K |
| **Bank Account Details** | DCB Bank Limited<br>A/c No –08920100002264 |

***Changes in the management and control of MAPL:***

There has been no change in control or management of MAPL in the last three years immediately preceding the date of filing this Prospectus

***Change in Board of Directors in the last 3 years:***

There has been no change in Board of Directors of MAPL in the last three years immediately preceding the date of filing this Prospectus

***Changes in registered office of our Corporate Promoter:***

There has been no change in registered office of MAPL in the last three years immediately preceding the date of filing this Prospectus

- **Balaji Electrodes Private Limited**

***Corporate Information:***
Balaji Electrodes Private Limited ("BEPL") was incorporated on February 27, 1997 under the Companies Act, 1956, with the ROC, Kolkata. The registered office of BEPL is situated at 75, Netaji Subhash Road, 1st Floor, Kolkata, West Bengal-700001, India.
The CIN of Balaji Electrodes Private Limited is U29270WB1997PTC083101.
In terms of its Memorandum of Association, the main objects of BEPL are:

1. (a) To carry on business of manufacturers, smelters, processors, refiners, dealers, importers, exporters, stockists, agents, distributers, suppliers and traders of all kinds of welding electrodes, welding wires, weldingcartridges and welding apparatus for manual, semi automatic and automatic welding including welding transformers, welding rectifiers, stud-welding guns and all part of accessories relating there-to-and to carry on also the business of welding and mechanical engineers and contractors.
   (b) To carry on the business of designers, manufactures, importers, exporters, buyers, sellers, stores, dealers, agents and distributers of all kind of electrodes and Welding rods, fluxes and accessories and articles required for use of Electrodes and Welding rods.
   (c) To undertake in all their respective branches, Government, Semi- government and private job for manufacturing, supply and construction by submitting tenders and to manufacture and supply against the same and also to get the goods to be so supplied manufactured by others or procured from other on such terms and conditions as may be agreed upon by the company and the manufactures or suppliers.
   (d)To carry on the business of agents, manufactures, representatives, distributors and dealers in commodities of all the description and as general order suppliers and traders of merchandise material and commodity.
   (e) To carry on business buyers, sellers, suppliers, traders merchants, importers, exporters, indentors, factors, manufacturers, producers, agents, buying & selling agents, brokers, commission agents, assemblers, packers, stockists, distributors, fabricators, rollers, re-rollers, hires, purchaser and dealers, of and in all kinds of metals ferrous and non-ferrous metals, ferro alloys, ferro silicon, grogs, mill scale tin, brass, ferro molybdenum, ferro tugston, ferro titanium, ferro niobium, ferro chorme, copper and all sorts of others metals, dealers in all kind and description of iron and steel, structural steel, stainless steel, carbon steel, alloy steel, mild steal, micro-alloy steel, tool steel and others special steel group and their products such as ingots, billers, blooms, sheets, strips, rounds, rods, bars, lops, squares, invert angles, valve, plates mining U-beam, elevator guide channels, llats, stabs, I-beams, H-beams, rails, joints, joist, channels, angels, rolls, steel, strips, plates plain and cooled twisted bars, Z-sections, shafling, structural pipes,tubes, wires etc., and all others varieties of profiles and products whether

forged, rolled, cast or drawn and all products intermediated and by-products consequent to or obtained in the process of manufacture of above articles and to carry on any other business.

2. To carry on the business as buyers, sellers, suppliers, traders, indentors, brokers, agents, commission agents, carriers or in any others capacity, assemblers, packers, stockists, distributors, to take & give agency, lessor, hire purchaser and dealers, sole selling agents of all types of goods, commodities, merchandise, food preparations.

3. To acquire, sell, transfer, subscribe for, hold and otherwise deal in any shares, bonds, stocks, obligations issued or guaranteed by any company or companies constituted and carrying on business in india or elsewhere and debentures and debenture-stock, bonds, obligations and securities issued and guaranteed by any government, public body or authority whether in india or elsewhere either out of its own funds or out of funds that it might borrow and to act as investors, guarantors either with or without interest or security provided by company shall not do any banking business as defined under the banking Regulation Act, 1949.

4. To acquire by purchase, lease, exchange, hire or otherwise develop or operate land, buildings, any estate or interest in and hereditaments of anytenure of description including agriculture land , mines, quarries, farms, gardens and any estate or interest therein and any right over or connected with land and buildings so situated and construct and develop or to turn the same to account as may seem expedient and in particular by preparing building sites, flats, houses, apartments, commercial complexes, by constructing, reconstructing, altering, improving, decorating, furnishing and maintaining offices, rooms, flats, houses, restaurants, markets, shops, workshops, mills, factories, warehouses, cold storages, wharves, godowns, hotels, hostels, gardens, swimming, pools, play- grounds, buildings, works, and conveniencesof all kind and selling, leasing, hiring, otherwise deal with or disposing of the same and to manage land, buildings and others proprieties, whether belonging to the company or not, and to collect rents and income, and to supply tenants, occupiers and others refreshments, attendance, light, waiting rooms, roading rooms, meeting rooms, electric and other conveniences commonly provided in flats, suits, and residential and business units and to act as architects, consultant, designers, developers, builders, contractors, estate agents, merchants, and dealers in building requisites and materials.

BEPL is an unlisted Company and it has not made any public issue (including any right issue to the public) in the preceding three years. It is neither a sick company within the meaning of SICA nor has any winding up proceedings been initiated against BEPL.

There are no defaults in meeting any statutory/bank/institutional dues. No proceedings have been initiated for economic offences against the Company.

***Board of Directors:***

As on the date of this Prospectus, the Board of Directors of Balaji Electrodes Private Limited are:

| Sr No | Name of Director | Designation | DIN |
|---|---|---|---|
| 1 | Hanuman Prasad Agarwal | Director | 00654218 |
| 2 | Sunil Kumar Mittal | Director | 01123656 |

***Shareholding Pattern***

As of the date of this Prospectus, the authorized share capital of BEPL is ₹ 2,00,00,000 divided into 20,00,000 equity shares of ₹ 10 each. The shareholding pattern of BEPL as of the date of this Prospectus is as follows:

| Name of Shareholder | Number of Equity Shares Held | Percentage of Issued Capital (%) |
|---|---|---|
| Mr. Naresh Kumar Agarwal | 10,100 | 0.62 |
| Mr. Hanuman Prasad Agarwal | 2,19,200 | 13.42 |
| Mrs. Santosh Agarwal | 2,30,300 | 14.11 |
| Mr. Sunil Kumar Mittal | 1,000 | 0.06 |
| Alltime Suppliers Private Limited | 3,72,000 | 22.79 |
| Panchshul Merchants Private Limited | 8,00,000 | 49.00 |
| **Total** | **16,32,600** | **100.00** |

***Financial Information***

The financial performance of BEPL for the last three audited financial years, preceding the date of this Prospectus, is as follows:

*(₹ in Lakhs except per share data)*

| Particulars | As on March 31, 2018 | As on March 31, 2017 | As on March 31, 2016 |
|---|---|---|---|
| Paid Up Equity Share Capital | 163.26 | 163.26 | 163.26 |
| Reserves and Surplus (excluding revaluation reserve) | 25.20 | 24.98 | 24.81 |
| Net worth | 188.46 | 188.24 | 188.07 |
| Income including other income and exceptional items | 0.90 | 0.88 | 0.93 |
| Profit/ (Loss) after tax | 0.21 | 0.17 | 0.17 |
| Earnings per share (face value of Rs. 10 each) | 0.013 | 0.011 | 0.010 |
| Net asset value per share (Rs) | 11.54 | 11.53 | 11.52 |

***Promoters of Balaji Electrodes Private Limited:***

The promoters of Balaji Electrodes Private Limited are Mr. Hanuman Prasad Agarwal and Mr. Sunil Kumar Mittal

***PAN and Bank Account Details***

| | |
|---|---|
| **Permanent Account Number** | AABCB0854B |
| **Bank Account Details** | Bank of Baroda<br>A/c No - 00290200001025 |

***Changes in the management and control of BEPL:***

There has been no change in control or management of BEPL in the last three years immediately preceding the date of filing this Prospectus

***Change in Board of Directors in the last 3 years:***

There has been no change in Board of Directors of BEPL in the last three years immediately preceding the date of filing this Prospectus.

***Changes in registered office of our Corporate Promoter:***

There has been no change in the registered office of BEPL in the last three years immediately preceding the date of filing this Prospectus.

**Confirmations/Declarations**

In relation to our individual Promoters, Mr. Naresh Kumar Agarwal and Mr. Hanuman Prasad Agarwal, our Company confirms that the Permanent Account Number, Aadhar Card Number, Bank Account No. and Passport Number have been submitted to NSE at the time of filing of this Prospectus.

In relation to our Corporate Promoters, Alltime Suppliers Private Limited, RA Comptech Investment &Consultant Private Limited, Mohta Agencies Private Limited and Balaji Electrodes Private Limited our Company confirms that the Permanent Account Number, Bank Account Number, Company Registration Number and the address of the Registrar of Companies where our Corporate Promoters are registered has been submitted to NSE at the time of filing of the Draft Prospectus.

**Undertaking/ Confirmations**

None of our Promoters or Promoter Group or Group Companies or person in control of our company has been:

(i) prohibited or debarred from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority or

(ii) refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.

None of our Promoters is or have ever been a promoter, director or person in control of any other company which is debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

Further, neither our Promoters, the relatives of our Promoters (as defined under the Companies Act) nor our Group Companies have been declared as a willful defaulter by the RBI or any other government authority and there are no violations of securities laws committed by them in the past and no proceedings for violation of securities laws are pending against them, except that one of our Corporate promoter, All Time Suppliers Private Limited, is categorized as a High Risk Financial Institution by RBI,because of non-registration of its principal officer with FIU as required under Prevention of Money Laundering Act. Although, our Company pursuant to receipt of notice for such non-compliance had appointed Mr. Hanuman Prasad Agarwal as principle officer vide application dated April 23, 2018.

None of our Promoters, Promoter Group or the Group Companies have become sick Companies under theInsolvency and Bankruptcy Code, 2016 and no application has been made in respect of any of them, to the Registrar of Companies for striking off their names. Further no winding up proceedings have been initiated against the Promoters or the Group Companies.

**Common Pursuits/ Conflict of Interest**

None of our Corporate Promoters are engaged in the similar line of business as on the date of this Prospectus

We cannot assure that our Promoters or Promoter Group will not promote any new entity in the similar line of business and will not favor the interests of the said entities over our interest or that the said Entity will not expand their businesses which may increase our chances of facing competition. This may adversely affect our business operations and financial condition of our Company. For further details, please see ***"Risk Factors"*** on page 16 of this Prospectus.
For details of our Promoter Group and Group Companies refer to Section titled ***"Our Promoters and Promoter Group"***&***"Our Group Companies"*** on page 165 and 179 of this Prospectus.

We shall adopt the necessary procedures and practices as permitted by law to address any conflicting situations, as and when they may arise.

**Interest of our Promoter**

The following is the interest of our Promoters in our Company:

***Interest in promotion of Our Company***

Our promoters, as stated herein before, are interested to the extent they have promoted our Company and to the extent of their shareholding in our Company and dividend payable thereon and to the extent of their relative's shareholding in our Company. Our Promoters Mr. Naresh Kumar Agarwal and Mr. Hanuman Prasad Agarwal are also the Directors of our Company and may also be deemed to be interested to the extent of their remuneration, as per the terms of their appointment and reimbursement of expenses payable to them.

Further our Corporate promoters, Alltime Suppliers Private Limited, RA Comptech Investment &Consultant Private Limited, Mohta Agencies Private Limited and Balaji Electrodes Private Limited are also interested to the extent of their shareholding and divend paid thereon, if any. Our promoters may also have an interest in our Company to the extent of related party transactions entered into with them. The interest and related party transactions are disclosed in ***"Financial Information of the Company"*** and ***"Our Management – Interest of Directors"*** and ***"Our Management – Interest of Key Managerial Personnel"*** on pages 188, 154 &163 of this

Prospectus, respectively and for details regarding the shareholding of our Promoters in our Company, please see ***"Capital Structure"*** on page 57of this Prospectus.

***Interest in the property of Our Company***

Except as mentioned hereunder our Promoters do not have any other interest in any property acquired/rented by our Company in a period of two years before filing of this Prospectus or proposed to be acquired by us as on date of filing Prospectus with RoC.

| Sr. No. | Name of Promoter | Address of Property | Interest and nature of interest |
|---|---|---|---|
| 1. | Mr Naresh Kumar Agarwal | Registered office<br><br>1A, Bonfield Lane Mezanine Floor, Kolkata- 700001, West Bengal, India | Our Company has obtained the approval vide No Objection Certificate dated June 10, 2008 to use the said property from its owners, being Naresh Kumar Agarwal HUF and Hanuman Prasad Agarwal HUF, wherein our KMPs are the Karta (For further details of property please refer to Chapter titled ***"Our Business"*** beginning on page 107) |
| 2. | Mr. Hanuman Prasad Agarwal | | |

For further details of property please refer to Chapter titled ***"Our Business"*** beginning on page 107

***In transactions for acquisition of land, construction of building and supply of machinery***

Except as stated in the Chapter titled ***"Financial Information of the Company - Note 29 - Related Party Transactions"*** and ***"Our Business"***beginning on page 234 and 107of this Prospectus, none of our promoter or promoter group entities are interested in any transactions for the acquisition of land, construction of building or supply of machinery.

***Other Interests in our Company***

For transactions in respect of loans and other monetary transactions entered in past please refer ***"Note 29"*** on ***"Related Party Transactions"*** on page no 234, forming part of ***"Financial Information of the Company"*** of the Prospectus.

Further except as provided hereunder, our promoters are not interested in our Company in any manner:

| Sr. No. | Promoter | Interest |
|---|---|---|
| 1. | ➢ Mr. Naresh Kumar Agarwal<br>➢ Mr. Hanuman Prasad Agarwal and<br>➢ RA Comptech Investment & Consultant Private Limited | 1) Personal Guarantee of Mr. Naresh Kumar Agarwal, Mr. Hanuman Prasad Agarwal, Mr. Sanjeev Binani and Corporate Guarantee of our Corporate Promoter, RA Comptech Investment & Consultant Private Limited, for its property being mortgaged, against the total consortium finance of ₹66.50 Lakhs (including Fund Based and Non-Fund based Limits) made by pari passu charge created by State Bank of India (being the consortium leader) and Karnataka Bank Limited towards Working Capital Loan taken by our Company.<br>2) Personal Guarantee of Mr. Naresh Kumar Agarwal, Mr. Hanuman Prasad Agarwal, Mr. Sanjeev Binani and Corporate Guarantee of our Corporate Promoter, RA Comptech Investment & Consultant Private Limitedis granted towards Bill Discounting Facility with a limit of ₹1000 Lakhs |

For more details of Personal Guarantee given by our promoter towards financial facilities of our Company please refer to ***"Statement of Financial Indebtedness"*** on page 244 respectively of this Prospectus

Except as stated otherwise in this Prospectus, our Company has not entered into any contract, agreements or arrangements during the preceding two years from the date of this Prospectus or proposes to enter into any such contract 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.

**Experience of Promoters in the line of business**

Our Promoters, Mr. Naresh Kumar Agarwal and Mr. Hanuman Prasad Agarwal are engaged in the business of manufacturing of wires and wire products for last 35 years and 30 years respectively. The company shall also endeavour to ensure that relevant professional help is sought as and when required in the future.

**Related Party Transactions**

For the transactions with our Promoters and Promoter Group Members/Entities, please refer to section titled ***"Note 29"***of***"Related Party Transactions"*** on page 234of this Prospectus.

**Nature of family relationship between our Promoters:**

The Promoters of the Company are related to each other within the meaning of section 2 (77) of the Companies Act, 2013. Details of which are as follows:

| Sr No | Name of the Promoter | Relationship with other Promoters |
|---|---|---|
| 1 | Mr. Naresh Kumar Agarwal | Brother of Mr. Hanuman Prasad Agarwal |
| 2 | Mr. Hanuman Prasad Agarwal | Brother of Mr. Naresh Kumar Agarwal |

**Payment or Benefits to our Promoter and Promoter Group during the last 2 years:**

For details of payments or benefits paid to our Promoter and promoter group, please refer to the paragraph "Compensation of our Managing Director" in the chapter titled ***"Our Management"***beginning on page 149, also refer ***"Note 29"*** on ***"Related Party Transactions"*** on page 234 forming part of "Financial Information of the Company" and Paragraph on "Interest of Promoter" in chapter titled ***"Our Promoter and Promoter Group"*** on page 165 of this Prospectus.

**Companies/Firms with which our Promoters have disassociated themselves in the last three years**

Except as disclosed below, our Promoters have not disassociated themselves from any of the Companies, Firms or other entitiesduring the last three years preceding the date of this Prospectus.

| Name of the Company | Reason for Disassociation |
|---|---|
| Ankita Air Products Private Limited | Resignation from Directorship by Mr. Naresh Kumar Agarwal, who was appointed as director on31.12.2004 but due to preoccupation he has resigned from this Company on 12.03.2018 |
| Jai Balaji Oxygen Private Limited | Resignation from Directorship by Mr. Hanuman Prasad Agarwal, who was appointed as director on25.09.2006 but due to preoccupation he has resigned from this Company on 12.03.2018 |

**Other ventures of our Promoters**

Save and except as disclosed in this section titled ***"Our Promoter & Promoter Group"*** and ***"Our Group Companies"*** beginning on page 165 and 179 respectively of this Prospectus, there are no ventures promoted by our Promoters in which they have any business interests/ other interests.

**Litigation details pertaining to our Promoters**

For details on litigations and disputes pending against the Promoters and defaults made by the Promoters, please refer to the section titled ***"Outstanding Litigations and Material Developments"*** beginning on page 262of this Prospectus.

**Related Party Transactions**

For the transactions with our Promoter Group entities please refer to section titled ***"Note 29 - Related Party Transactions"*** on page 234of this Prospectus.

## OUR PROMOTER GROUP

In addition to the Promoters named above, the following natural persons are part of our Promoter Group:

### 1. Natural Persons who are part of the Promoter Group

As per Regulation 2(1)(zb) (ii) of the SEBI (ICDR) Regulations, 2009, the Natural persons who are part of the Promoter Group (due to their relationship with the Promoters) are as follows:

| Relationship with Promoter | Mr. Hanuman Prasad Agarwal | Mr. Naresh Kumar Agarwal |
|---|---|---|
| Father | Late Shri Kapurchand Agarwal | Late Shri Kapurchand Agarwal |
| Mother | Late Shri Vidhya Devi | Late Shri Vidhya Devi |
| Spouse | Mrs. Sangeeta Agarwal | Mrs. Santosh Agarwal |
| Brother | Late Shri Ramesh Kumar Agarwal | Late Shri Ramesh Kumar Agarwal |
| | Mr. Naresh Kumar Agarwal | Mr. Hanuman Prasad Agarwal |
| | Mr. SushilKumar Agarwal | Mr. SushilKumar Agarwal |
| Sister | Mrs. Sulochana Garg | Mrs. Sulochana Garg |
| | Mrs. SushilaGoyal | Mrs. SushilaGoyal |
| Son | Mr. Hrithik Agarwal | Mr. Nitesh Agarwal |
| Daughter | Ms. Khusboo Agarwal | Mrs. Nikita Agarwal |
| | Ms. Kritika Agarwal | Mrs. NamitaAgarwal |
| | | Ms. Pooja Agarwal |
| Spouse's Father | Late Shri Suresh Chand Mittal | Late Shri Murari Lal Bondia* |
| Spouse's Mother | Mrs. Asha Devi Mittal | Late Dakha Devi* |
| Spouse's Brother | Mr. Sunil Kumar | Mr.Babulal Bondia* |
| | | Mr. Jagdish PDBondia*, |
| | Mr. Anil KumarMittal | Mr. Suresh Bondia* |
| | | Mr.Sajjan Bondia* |
| Spouse's Sister | - | Mrs. Gayatri Devi Bondia*, |
| | | Mrs.Premlata Agarwal* |
| | | Mrs. Lalita Garg* |

**Late Shri Murari Lal Bondia, Late Dakha Devi, Mr. Babulal Bondia, Mr. Jagdish PD Bondia, Mr. Suresh Bondia, Mr. Sajjan Bondia, Mrs. Gayatri Devi Bondia, Mrs Premlata Agarwal, Mrs. Lalita Garg are immediate relatives of the promoter, but as such do not form part of the 'Promoter Group' of the Company. Our Promoter vide undertaking dated May 11, 2018, declare that these people are not engaged in business decision of our Company and do not hold any financial interest or have any financial transaction with Kritika Wires Limited.*

### 2. Corporate Entities or Firms forming part of the Promoter Group

As per Regulation 2(1)(zb)(iv) of the SEBI (ICDR) Regulations, 2009, the following entities would form part of our Promoter Group:

| S.No. | Nature of Relationship | Entity |
|---|---|---|
| 1 | Any Body corporate in which 10% or more of the share capital is held by the Promoter or an immediate relative of the Promoter or a firm or HUF in which the Promoter or any one or more of his immediate relatives is a | **Companies:**<br>1. Alltime Suppliers Private Limited<br>2. R A Comptech Investment & Consultant Private Limited<br>3. Mohta Agencies Private Limited |

| | | |
|---|---|---|
| | member | 4. Balaji Electrodes Private Limited<br>5. Aditi Commodities Private Limited<br>6. HR Business Private Limited<br>7. Classic Electrodes (India) Limited<br>8. Ankush Wires Private Limited<br>9. Jai Balaji Oxygen Private Limited<br>10. Palanhar Sales Private Limited<br>11. Sakambari Infra Realtors Private Ltd |
| 2 | Any company in which a company mentioned in (1) above, holds 10% or more, of the equity share capital | 1. Panchshul Merchants Private Limited<br>2. Gunnayak Commercial Private Limited<br>3. Ankita Air Products Private Limited |
| 3 | Any HUF or Trust or firm in which the aggregate share of the Promoter and his immediate relatives is equal to or more than 10% of the total | **Proprietorship: -** Jai Hanuman Industrial Corporation<br><br>**HUF:-**<br>1. Hanuman Prasad Agarwal (HUF)<br>2. Naresh Kumar Agarwal (HUF) |

In addition to above, in terms of Regulation 2(1) (zb) (iii) of SEBI (ICDR) Regulations, 2009, **Blue Bird Dealers Private Limited** and **Goyal Sons Zaveri Private Limited** is also included in our Promoter Group.

**3. OTHER PERSONS INCLUDED IN PROMOTER GROUP:**

In terms of Regulation 2(1) (zb) (v) of SEBI (ICDR) Regulations, 2009, Mr. Sanjeev Binani is also included in ourPromoter Group.

## OUR GROUP COMPANIES

As per the SEBI ICDR Regulations, for the purpose of identification of Group Companies, our Company has considered those companies as our Group Companies which is covered under the applicable accounting standard (AS-18) issued by the Institute of Chartered Accountants of India as per the Restated Financial Statementsof our Company in the preceding three financial years/period. Further, pursuant to a resolution of our Board datedMay 07, 2018 for the purpose of disclosure in relation to Group Companies in connection with the Issue, a company shall be considered material and disclosed as a Group Company if such company fulfils both the below mentioned conditions: -

(i) Such company forms part of the Promoter Group of our Company in terms of Regulation 2(1)(z)(b) of the SEBI Regulations; and

(ii) Our Company has entered into one or more transactions with such company in preceding audited fiscal year/period as the case may be exceeding 5% of total revenue of the company as per Restated Financial Statements.

In addition to Alltime Suppliers Private Limited, RA Comptech Investment & Consultant Private Limited, Mohta Agencies Private Limited and Balaji Electrodes Private Limited, the following Companies are identified as our Group Companies:-

1. Classic Electrodes (India) Limited
2. Panchshul Merchants Private Limited
3. Aditi Commodities Private Limited
4. HR Business Private Limited
5. Gunnayak Commercial Private Limited

The details of ourGroup Companies are provided below:-

**1. Classic Electrodes (India) Limited**

| | | | |
|---|---|---|---|
| **Brief Description of Business** | Engaged in business of manufacturing and trading of all kinds of welding electrodes, welding wires, welding cartridges and welding apparatus and other related products. | | |
| **Date of Incorporation** | September 30, 1997 | | |
| **CIN** | U70100WB1997PLC085600 | | |
| **PAN** | AABCC2636A | | |
| **Registered Office Address** | 1A, Bonfield Lane, Kolkata, West Bengal-700001, India | | |
| **Board of Directors*** | **Name** | | **DIN** |
| | Mr. Hanuman Prasad Agarwal | | 00654218 |
| | Mr. Sunil Kumar Mittal | | 01123656 |
| | Mr. Sushil Kumar Agarwal | | 01475718 |
| | Mr. Nitesh Agarwal | | 08075396 |
| | ***(Rs. in Lacs, rounded off except per share data)*** | | |
| **Audited Financial Information** | **For The Year Ended** | | |
| | **March 31, 2018** | **March 31, 2017** | **March 31, 2016** |
| **Paid Up Equity Share Capital** | 527.75 | 527.75 | 527.75 |
| **Reserves and Surplus** | 1133.96 | 1,148.76 | 1,158.42 |
| **Net worth** | 1661.71 | 1,676.51 | 1,686.17 |
| **Total Revenue (including other income)** | 9255.31 | 9,022.76 | 8,820.11 |
| **Profit/ (Loss) after tax** | (14.81) | (9.66) | 93.65 |
| **Earnings per share (face value of Rs. 10 each)** | (0.28) | (0.18) | 1.77 |
| **Net asset value per share (Rs)** | 31.49 | 31.76 | 31.95 |

**As on date of Prospectus*

There are no significant notes of the auditors in relation to the aforementioned financial statements for the last three financial years.

**Shareholding Pattern as on the date of this Prospectus is as follows:**

| S.No. | Name of the Equity Shareholder | No. of Shares held | %age of Shareholding |
|---|---|---|---|
| 1. | Mr. Sushil Kumar Agarwal | 2,75,000 | 5.21 |
| 2. | Mrs. Manju Agarwal | 1,10,000 | 2.08 |
| 3. | Mr. Santosh Agarwal | 2,07,000 | 3.92 |
| 4. | Mr. Naresh Kumar Agarwal | 14,500 | 0.27 |
| 5. | Sanjeev Binani HUF | 1,20,000 | 2.27 |
| 6. | Hanuman Prasad Agarwal HUF | 1,00,000 | 1.89 |
| 7. | Naresh Kumar Agarwal HUF | 1,75,000 | 3.32 |
| 8. | Mr. Hanuman Prasad Agarwal | 2,60,000 | 4.93 |
| 9. | Mr. Sunil Kumar Mittal | 5,000 | 0.09 |
| 10. | Alltime Suppliers Private Limited | 11,61,000 | 22.00 |
| 11. | Balaji Electrodes Private Limited | 3,60,000 | 6.82 |
| 12. | Mohta Agencies Private Limited | 2,40,000 | 4.55 |
| 13. | Bluebird Dealers Private Limited | 3,00,000 | 5.68 |
| 14. | Panchshul Merchants Private Limited | 8,80,000 | 16.7 |
| 15. | Gunnayak Commercial Private Limited | 8,00,000 | 15.16 |
| 16. | Mrs. Sangeeta Agarwal | 1,00,000 | 1.89 |
| 17. | Mrs. Manita Mittal | 95,000 | 1.80 |
| 18. | Sushil Kumar Agarwal HUF | 75,000 | 1.42 |
| | **Total** | **52,77,500** | **100** |

**Nature and extent of interest of our Promoter**

| S.No. | Name of the Equity Shareholder | No. of Shares held | %age of Shareholding |
|---|---|---|---|
| 1. | Mr. Naresh Kumar Agarwal | 14,500 | 0.27 |
| 2. | Mr. Hanuman Prasad Agarwal | 2,60,000 | 4.93 |
| 3. | Alltime Suppliers Private Limited | 11,61,000 | 22.00 |
| 4. | Balaji Electrodes Private Limited | 3,60,000 | 6.82 |
| 5. | Mohta Agencies Private Limited | 2,40,000 | 4.55 |
| | **Total** | **20,35,500** | **38.57** |

Further, our Promoter, Mr. Hanuman Prasad Agarwal holds directorship in Classic Electrodes (India) Limited.

**2. Panchshul Merchants Private Limited**

| | | | |
|---|---|---|---|
| **Brief Description of Business** | Engaged in Business as distributors, agents, traders, merchants, contractors, brokers and otherwise deal in merchandise and articles of all kinds including clearing agents, freight, contractors, forwarding agents, licensing agents, general brokers, and to carry any kind of commercial business. | | |
| **Date of Incorporation** | October 06, 2010 | | |
| **CIN** | U51909WB2010PTC153834 | | |
| **PAN** | AAFCP6889G | | |
| **Registered Office Address** | 15A, Kalakar Street, 2nd Floor, Kolkata, West Bengal-700007, India | | |
| **Board of Directors*** | **Name** | | **DIN** |
| | Mr. Arun Dujari | | 06483258 |
| | Mr. Lokesh Mundhra | | 07715010 |
| | ***(Rs. in Lacs, rounded off except per share data)*** | | |
| **Audited Financial Information** | **For The Year Ended** | | |
| | **March 31, 2018** | **March 31, 2017** | **March 31, 2016** |

| | | | |
|---|---|---|---|
| **Paid Up Equity Share Capital** | 35.85 | 35.85 | 35.85 |
| **Reserves and Surplus** | 869.94 | 864.14 | 860.58 |
| **Net worth** | 905.79 | 899.99 | 896.43 |
| **Total Revenue (including other income)** | 11.45 | 10.70 | 10.73 |
| **Profit/ (Loss) after tax** | 5.79 | 3.56 | 4.16 |
| **Earnings per share (face value of Rs. 10 each)** | 0.16 | 0.10 | 0.11 |
| **Net asset value per share (Rs)** | 252.67 | 251.05 | 250.40 |

**As on date of Prospectus*

There are no significant notes of the auditors in relation to the aforementioned financial statements for the last three Financial years.

**Shareholding Pattern as on the date of this Prospectus is as follows:**

| S.No. | Name of the Equity Shareholder | No. of Shares held | % of Shareholding |
|---|---|---|---|
| 1 | Mrs. Santosh Agarwal | 14,900 | 0.42 |
| 2 | Mr. Naresh Kumar Agarwal | 9,100 | 0.25 |
| 3 | Naresh Kumar Agarwal (HUF) | 36,000 | 1.00 |
| 4 | Mrs. Manju Agarwal | 28,000 | 0.78 |
| 5 | Mr. Sushil Kumar Agarwal | 32,000 | 0.89 |
| 6 | Mr. Hanuman Prasad Agarwal | 52,500 | 1.46 |
| 7 | Hanuman Prasad Agarwal (HUF) | 4,000 | 0.11 |
| 8 | Sanjeev Binani (HUF) | 8,400 | 0.23 |
| 9 | Palanhar Sales Private Limited | 34,00,000 | 94.84 |
| | **Total** | **35,84,900** | **100.00** |

**Nature and extent of interest of our Promoter**

| S.No. | Name of the Equity Shareholder | No. of Shares held | %age of Shareholding |
|---|---|---|---|
| 1. | Mr. Naresh Kumar Agarwal | 9,100 | 0.25 |
| 2. | Mr. Hanuman Prasad Agarwal | 52,500 | 1.46 |
| | **Total** | **61,600** | **1.71** |

**3. Aditi Commodities Private Limited**

Aditi Commodities Private Limited was originally incorporated as Aditi Electricals Private Limited under Companies Act 1956, vide Certificate of Incorporation dated December 12, 1995. Further the name of the Company was changed to Aditi Commodities Private Limited vide fresh certificate of incorporation dated January 09, 2004, issued consequent to change of name.

| | | | |
|---|---|---|---|
| **Brief Description of Business** | To carry on the business as importers, Exporter, manufacturers of and dealers in all kinds of Iron & Steel, Coke, Coal, Scrap and its allied materials. | | |
| **Date of Incorporation** | December 12, 1995 | | |
| **CIN** | U51909WB1995PTC075859 | | |
| **PAN** | AACCA2504L | | |
| **Registered Office Address** | 1, Bonfield Lane, Mazanine Floor, Kolkata, West Bengal-700001, India | | |
| **Board of Directors*** | **Name** | | **DIN** |
| | Mr. Naresh Kumar Agarwal | | 01020334 |
| | Mr. Sanjeev Binani | | 01149866 |
| | ***(Rs. in Lacs, rounded off except per share data)*** | | |
| **Audited Financial Information** | **For The Year Ended** | | |
| | **March 31, 2018** | **March 31, 2017** | **March 31, 2016** |

| | | | |
|---|---|---|---|
| **Paid Up Equity Share Capital** | 32.60 | 32.60 | 32.60 |
| **Reserves and Surplus** | 8.86 | 8.80 | 8.74 |
| **Net worth** | 41.46 | 41.40 | 41.34 |
| **Total Revenue (including other income)** | 0.66 | 0.66 | 0.66 |
| **Profit/ (Loss) after tax** | 0.06 | 0.05 | 0.12 |
| **Earnings per share (face value of Rs. 10 each)** | 0.02 | 0.02 | 0.04 |
| **Net asset value per share (Rs)** | 12.71 | 12.70 | 12.68 |

**As on date of Prospectus*

There are no significant notes of the auditors in relation to the aforementioned financial statements for the last three financial years.

**Shareholding Pattern as on the date of this Prospectus is as follows:**

| S.No. | Name of the Equity Shareholder | No. of Shares held | % of Shareholding |
|---|---|---|---|
| 1 | Mrs. Sulochana Garg | 1,77,700 | 54.51 |
| 2 | Sanjeev Kumar Binani (HUF) | 1,48,300 | 45.49 |
| | **Total** | **3,26,000** | **100.00** |

**Nature and extent of interest of our Promoter**

Our Promoter, Mr. Naresh Kumar Agarwal holds directorship in Aditi Commodities Private Limited.

**4. HR Business Private Limited**

| | |
|---|---|
| **Brief Description of Business** | The main object of the company is to carry on the business as manufacturers, buyers, sellers, exporters, importers, traders, merchants, indentors, packers, franchisees, processors, producers, assignees, stockists, distributors, consignees, agencies, consignors, agents, service and care agents, representatives, commission agents, marketing and multilevel marketing, network business through chain system and dealers of house equipments, household consumables, homecare prodcuts. Grocery, Stationery, Computer Stationery, Postal & Communication Equipments, Fast moving Consumer goods items, Computer Education, general trading of consumable goods and all kinds of automobiles and automobiles parts and motor parts, textile goods, toys, machinery items, foodgrains, cereals, poultry products, building materials and accessories, package foods, spices, fruits, vegetables, personal care products, body category items, dairy products, soap detergents. biscuits, pulses, cosmetics, tools and hardware, plastics and plastic goods, sugar, tea, coffee, paper, packaging materials, electrical goods, engineering goods, agricultural products, computer, software, paints, edible and non edible oils and fats, drugs, office equipment, hospital equipments, medicines, gems, jewellery, imitations, dry flowers, dry fruits, vegetables and metals and all other kinds of goads and merchandise, commodities and articles of consumption of all kinds in India and elsewhere. The Company has not carried any revenue from its main objects and it has earned consultancy income in last three years. |
| **Date of Incorporation** | August 12, 2005 |
| **CIN** | U36999WB2005PTC104731 |

| | | | |
|---|---|---|---|
| **PAN** | AABCH7079Q | | |
| **Registered Office Address** | 75, N S Road, 1st Floor, Kolkata, West Bengal-700001, India | | |
| **Board of Directors*** | **Name** | | **DIN** |
| | Mr. Naresh Kumar Agarwal | | 01020334 |
| | Mr. Sunil Kumar Mittal | | 01123656 |
| | ***(Rs. in Lacs, rounded off except per share data)*** | | |
| **Audited Financial Information** | **For The Year Ended** | | |
| | **March 31, 2018** | **March 31, 2017** | **March 31, 2016** |
| **Paid Up Equity Share Capital** | 2.00 | 2.00 | 2.00 |
| **Reserves and Surplus** | 0.53 | 0.48 | 0.40 |
| **Net worth** | 2.54 | 2.48 | 2.40 |
| **Total Revenue (including other income)** | 0.30 | 0.30 | 0.30 |
| **Profit/ (Loss) after tax** | 0.06 | 0.07 | 0.07 |
| **Earnings per share (face value of Rs. 10 each)** | 0.62 | 0.38 | 0.38 |
| **Net asset value per share (Rs)** | 12.69 | 12.38 | 12.00 |

**As on date of Prospectus*

There are no significant notes of the auditors in relation to the aforementioned financial statements for the last three financial years.

**Shareholding Pattern as on the date of this Prospectus is as follows:**

| S.No. | Name of the Equity Shareholder | No. of Shares held | %age of Shareholding |
|---|---|---|---|
| 1. | Mr. Sunil Kumar Mittal | 5,000 | 25.00 |
| 2. | Mr. Naresh Kumar Agarwal | 5,000 | 25.00 |
| 3. | Manro Finance & Traders Private Limited | 10,000 | 50.00 |
| | **Total** | **20,000** | **100.00** |

**Nature and extent of interest of our Promoter**

Our Promoter Mr. Naresh Kumar Agarwal holds 5,000 shares in HR Business Private Limited as on date of Prospectus.

Further, our Promoter, Mr. Naresh Kumar Agarwal holds directorship in HR Business Private Limited.

**5. Gunnayak Commercial Private Limited**

| | |
|---|---|
| **Brief Description of Business** | The main objects of the Company is to carry on the business of trading, barter, consignment sales, agency, buyer, seller, distributor, brokers, dealers in all kinds of goods, either manufactured, semi-manufactured or raw materials, fabrics, textiles, minerals and ores , iron and steel, coke and coal, yarns, ferrous and non-ferrous metals, decorative hand and machine-made readymade garments, carpets, all types of plastics and plastic goods and raw materials connected with the same, paper, electronic and electrical goods, all types of spare parts,synthetic materials, safety equipments, utensils, cosmetics, toys, provisions, edibles, stationery articles, furniture and fixtures, real estate etc. and to establish, purchase, take ( on lease rent or otherwise acquire and deal in and run shops, show rooms, distributing centers, show rooms or spaces, depots, offices at any place in India and abroad and also to carry on business as C&F agents, network marketing & marketing associates of household goods, computer, computer spare parts, |

| | | | |
|---|---|---|---|
| | computer stationary, commission agents, consumable durable items, industrial goods of all kinds and merchandise.The Company has not carried anyrevenue from its main objects and it has earned interest income in last three years. | | |
| **Date of Incorporation** | May 01, 2010 | | |
| **CIN** | U51101WB2010PTC146438 | | |
| **PAN** | AADCG7727N | | |
| **Registered Office Address** | LP.2/B/4,1st Floor, Fl- 4, Mkt Compx, 2/C Netaji Subhash Road, Howrah, West Bengal- 711204, India | | |
| **Board of Directors*** | **Name** | | **DIN** |
| | Mr. Arun Dujari | | 06483258 |
| | Mr. Kishan Kumar Soni | | 06709554 |
| | ***(Rs. in Lacs, rounded off except per share data)*** | | |
| **Audited Financial Information** | **For The Year Ended** | | |
| | **March 31, 2018** | **March 31, 2017** | **March 31, 2016** |
| **Paid Up Equity Share Capital** | 22.53 | 22.53 | 22.53 |
| **Reserves and Surplus** | 1114.76 | 1097.00 | 1080.73 |
| **Net worth** | 137.29 | 1119.53 | 1103.26 |
| **Total Revenue (including other income)** | 27.85 | 28.76 | 24.28 |
| **Profit/ (Loss) after tax** | 17.77 | 16.27 | 11.47 |
| **Earnings per share (face value of Rs. 10 each)** | 7.89 | 7.22 | 5.09 |
| **Net asset value per share (Rs)** | 495.44 | 496.82 | 489.60 |

**As on date of Prospectus*

There are no significant notes of the auditors in relation to the aforementioned financial statements for the last three financial years.

**Shareholding Pattern as on the date of this Prospectus is as follows:**

| S.No. | Name of the Equity Shareholder | No. of Shares held | %age of Shareholding |
|---|---|---|---|
| 1. | Mr. Sushil Kumar Agarwal | 5,000 | 2.22 |
| 2. | Mrs. Sangeeta Agarwal | 5,000 | 2.22 |
| 3. | Sakambari Infra Realtors Private Limited | 2,15,340 | 95.56 |
| | **Total** | **2,25,340** | **100.00** |

**Nature and extent of interest of our Promoter**

Our Promotersdo not hold shares in Gunnayak Commercial Private Limited as on date of Prospectus.

**Loss Making and Negative Net-worth Group Companies:-**
**Classic Electrodes (India) Limited**

Classic Electrodes (India) Limited has incurred loss in the preceding financial year 2016-17. For details, see***"Our Group Companies"*** beginningon page 179of this Prospectus.

**Defunct Group Companies:-**
None of our GroupCompanies remain defunct and no application has been made to the RoC for striking off the name of any of our Group Companies during the five years preceding the date of this Prospectus.

**Sick company and winding up:-**

None of our Group Companies fall under the definition of sick companies under the erstwhile SICA/ IBC and none of them are under winding up. Further, there are no pending proceedings under the Insolvency and Bankruptcy Code, 2016 in respect of any Group Company.

**Nature and Extent of Interest of Group Companies**

***a) In the promotion of our Company :***

Except for Alltime Suppliers Private Limited, RA Comptech Investment & Consultant Private Limited, Mohta Agencies Private Limited and Balaji Electrodes Private Limited, which is our Corporate Promoter, none of our Group Companies have any interest in the promotion of our Company. For details relating to shareholding or any other business interest of our Group Company please refer to chapter titled ***"Capital Structure"*** on page 57 and ***"Financial Information of the Company –Note 29 - Related party Transactions"*** on page 234 of this Prospectus.

***b) In the properties acquired or proposed to be acquired by our Company in the past two years before filing this Prospectus with stock exchange:***

None of our Group Companies are interested in the properties acquired by our Company in the two years preceding the filing of this Prospectus or proposed to be acquired by our Company.

***c) In transactions for acquisition of land, construction of building and supply of machinery***

None of our Group Companies is interested in any transactions for the acquisition of land, construction of building or supply of machinery.

**Common Pursuits amongst the Group Companies with our Company**

Except for as disclosed in this Prospectus, none of our Promoter/ Group Companies has any common pursuits. For details please refer to chapter titled ***"Our Promoters and Promoter Group"*** on page 165of this Prospectus.

As on date of this Prospectus, we cannot assure that our Promoters, Promoter Group or Group Companies will not promote any new activity /entity in the similar line of business.We shall adopt the necessary procedures and practices as permitted by law to address any conflicting situations, as and when they may arise.

**Undertaking / confirmations**

None of our Promoter Group or Group Companies or person in control of our Company has been

i. Prohibited from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority; or
ii. Refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.

None of our Promoters is or have ever been a Promoter, Director or person in control of any other Company which is debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

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

None of our Promoter Group or the Group Companies has become sick Companies under the IBC and no application has been made in respect of any of them, to the Registrar of Companies for striking off their names. Further no winding up proceedings have been initiated against the Group Companies.

**Common Pursuits/Conflict of Interest**

**Related business transaction within the Group and their significance on the financial performance of the company:**

For details relating to the business transactions within the Group Companies and their significance on the financial performance of the Company see the chapter titled ***"Financial Information of the Company – Note 29- Related Party Transactions"*** on page 234of this Prospectus.

**Sales / Purchase between our Company and Group Company:**

For details relating to sales or purchases between our Company and any of our Group Company exceeding 10% of the sales or purchases of our Company see the chapter titled ***"Financial Information of the Company– Note 29-Related Party Transactions"*** on page 234of this Prospectus.

**Business Interests amongst our Company and Group Companies**

Except as mentioned under Related Party Transactions, ***"Note 29 - Related Party Transactions"*** beginning on page 234under Chapter titled ***"Financial Information of the Company"*** there is no business interest among Group Company.

**Defunct /Struck-off Company**

None of Promoter, Promoter Group and our Group Company has remained defunct and no application has been made to Registrar of Companies for Striking off their name from the Register of Companies, during the five years preceding the date of filing this Prospectus.

**Litigation**

For details relating to the legal proceedings involving the Group Companies, see the section titled ***"Outstanding Litigation and Material Developments"***on page 262

## DIVIDEND POLICY

Under the Companies Act, our Company can pay dividends upon a recommendation by our Board of Directors and approval by the shareholders at the general meeting of our Company. The Articles of Association of our Company give our shareholders, the right to decrease, and not to increase, the amount of dividend recommended by the Board of Directors.

The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends. No dividend shall be payable for any financial except out of profits of our Company for that year or that of any previous financial year or years, which shall be arrived at after providing for depreciation in accordance with the provisions of Companies Act, 2013.

Our Company does not have any formal dividend policy for declaration of dividend in respect of the Equity Shares. The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and may depend on a number of factors, including the results of operations, earnings, Company's future expansion plans, capital requirements and surplus, general financial condition, contractual restrictions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

Our Company has not declared any dividend on the Equity Shares in the past five financial years. Our Company's corporate actions pertaining to payment of dividends in the past are not to be taken as being indicative of the payment of dividends by our Company in the future.

## SECTION V- FINANCIAL INFORMATION OF THE COMPANY
## RESTATED FINANCIAL STATEMENTS
## INDEPENDENT AUDITORS' REPORT

**(As required by Section 26 of Companies Act, 2013 read with Rule 4 of Companies (Prospectus and Allotment of Securities) Rules, 2014)**

**To,**

**The Board of Directors,**
**Kritika Wires Limited**
**1-A, Bonafield Lane, Ground Floor,**
**Kolkata – 700 001**

**Dear Sirs,**

(1) We have examined the attached Restated Financial Information of **Kritika Wires Limited** (the "Company") which comprise of the Restated Summary Statement of Assets and Liabilities as at 31st March, 2018, 31 March 2017, 31 March 2016, 31 March 2015 and 31 March 2014; the Restated Summary Statement of Profit and Loss and the Restated Summary Statement of Cash Flows for each of the years ended 31 March 2018, 31 March 2017, 31 March 2016, 31 March 2015 and 31 March 2014; the Summary Statement of Significant Accounting Policies, read together with the annexures and notes thereto and Other Restated Financial Information explained in paragraph 8 below, for the purpose of inclusion in the offer document prepared by the Company in connection with its proposed initial public offer (the "IPO") on Emerge Platform of National Stock Exchange.

(2) The Restated Financial Information has been approved by the Board of Directors of the Company and is prepared in terms of the requirements of:

(a) Section 26 of Part I of Chapter III of the Companies Act, 2013 ("the Act") read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended ("the Rules"); and

(b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time in pursuance of provisions of Securities and Exchange Board of India Act, 1992 ("ICDR Regulations").

(3) The preparation of the Restated Financial Information is the responsibility of the Management of the Company for the purpose set out in paragraph 12 below. The Management's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Management is also responsible for identifying and ensuring that the Company complies with the Act, the Rules and ICDR Regulations.

(4) We have examined such Restated Financial Information after taking into consideration:

(a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter in connection with the IPO; and

(b) The Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by the Institute of Chartered Accountants of India ('ICAI'), ("The Guidance Note").

(5) The Restated Financial Information has been compiled by the Management from the audited Financial Statements of the Company as at 31st March, 2018, 31 March 2017, 31 March 2016, 31 March 2015 and 31 March 2014 and for each of the years ended 31 March 2018, 31 March 2017, 31 March 2016, 31 March 2015 and 31 March 2014 prepared in accordance with accounting principles generally accepted in India at the relevant time and which have been approved by the Board of Directors on 31st August, 2018, 11th August, 2017, 31st July, 2016, 31st July, 2015 and 26th May, 2014 respectively.

(6) For the purpose of our examination, we have relied upon the Auditor's Report issued by **S.K. Bhartia & Associates**, **Chartered Accountants, Kolkata** on the financial statements of the Company as on 31

March, 2018, 31 March 2017, 31 March 2016, 31 March 2015 and 31 March 2014 and for each of the financial years ended 31 March 2018, 31 March 2017, 31 March 2016, 31 March 2015 and 31 March 2014. We have examined books of account underlying those audited financial statements and other records of the Company, to the extent considered necessary by us, for the presentation of the Restated Financial Information under the requirements of Schedule III of the Act.

(7) In accordance with the requirements of Section 26 of Part I of Chapter III of the Act, read with Rules 4 to 6 of the Rules, the ICDR Regulations and the Guidance Note read together with paragraph 6 above (including reliance placed on the report of the statutory auditor as referred to in paragraph 6 above), we report that:

(a) The **Restated Summary Statement of Assets and Liabilities** of the Company as at 31 March 2018, 31 March 2017, 31 March 2016, 31 March 2015 and 31 March 2014 examined by us as set out in **Annexure I** to the Restated Financial Information, have been arrived at after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in **Annexure IV** – Statement of Restatement Adjustments to Audited Financial Statements and Notes to Statement of Restatement Adjustments to Audited Financial Statements. As a result of these adjustments, the amounts reported in the statement mentioned above are not necessarily the same as those appearing in the audited Financial Statements of the Company as at and for each of the relevant financial years.

(b) The **Restated Summary Statement of Profit and Loss of the Company**, for each of the years ended 31 March 2018, 31 March 2017, 31 March 2016, 31 March 2015 and 31 March 2014 examined by us as set out in **Annexure II** to the Restated Financial Information, have been arrived at after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in **Annexure IV** – Statement of Restatement Adjustments to Audited Financial Statements and Notes to Statement of Restatement Adjustments to Audited Financial Statements. As a result of these adjustments, the amounts reported in the statement mentioned above are not necessarily the same as those appearing in the audited Financial Statements of the Company as at and for each of the relevant financial years.

(c) The Restated Summary Statement of Cash Flows of the Company for each of the years ended 31 March 2018, 31 March 2017, 31 March 2016, 31 March 2015 and 31 March 2014 examined by us as set out in **Annexure III** to the Restated Financial Information, have been arrived at after making adjustments and regroupings/reclassifications as in our opinion were appropriate and more fully described in **Annexure IV –** Statement of Restatement Adjustments to Audited Financial Statements and Notes to Statement of Restatement Adjustments to Audited Financial Statements. As a result of these adjustments, the amounts reported in the statement mentioned above are not necessarily the same as those appearing in the audited Financial Statements of the Company as at and for each of the relevant financial years.

(d) Based on the above and according to the information and explanations given to us, and also as per the reliance placed on the report of the statutory auditor as referred to in Para 6 above, we further report that:

As explained in Annexure IV to the Restated Financial Information, the Restated Financial Information has been prepared after incorporating adjustments for the changes in accounting policies and estimates retrospectively in respective financial years to reflect the same accounting treatment as per changed accounting policy for all the reporting periods;

As explained in Annexure IV to the Restated Financial Information, the Restated Financial Information has been made after incorporating adjustments for the material amounts in the respective financial years to which they relate;

The Restated Financial Information does not contain any extra-ordinary items that need to be disclosed separately other than those disclosed already and do not contain any qualification requiring adjustments.

(8) We have also examined the following Other Restated Financial Information of the Company set out in the **notes** prepared by the Management and approved by the Board of Directors for the year ended on 31 March 2018, 31 March 2017, 31 March 2016, 31 March 2015 and 31 March 2014:

| | | |
|---|---|---|
| a) | Restated Summary Statement of Share Capital | Note – 1 |
| b) | Restated Summary Statement of Reserves & Surpluses | Note – 2 |
| c) | Restated Summary Statement of Long Term Borrowings | Note – 3 |
| d) | Restated Summary Statement of Principal Terms of Secured Loans and Assets Charged as Security | Note – 3(a) |
| e) | Restated Summary Statement of Terms & Conditions of Unsecured Loans | Note- 3(b) |
| f) | Restated Summary Statement of Deferred Tax Assets & Liabilities | Note – 4 |
| g) | Restated Summary Statement of Other Long-term Provisions | Note – 5 |
| h) | RestatedSummary Statement of Short Term Borrowings | Note – 6 |
| i) | Restated Summary Statement of Trade Payables | Note – 7 |
| j) | Restated Summary Statement of Other Current Liabilities | Note – 8 |
| k) | Restated Summary Statement of Short Term Provisions | Note – 9 |
| l) | Restated Summary Statement of Property, Plant & Equipment | Note – 10 |
| m) | Restated Summary Statement of Capital Work-In-Progress | Note – 11 |
| n) | Restated Summary Statement of Non-Current Investments | Note – 12 |
| o) | Restated Summary Statement of Long-term Loans and Advances | Note – 13 |
| p) | Restated Summary Statement of Inventories | Note -14 |
| q) | Restated Summary Statement of Trade Receivables | Note – 15 |
| r) | Restated Summary Statement of Cash & Cash Equivalents | Note – 16 |
| s) | Restated Summary Statement of Short-term Loans & Advances | Note – 17 |
| t) | Restated Summary Statement of Revenue from Operations | Note – 18 |
| u) | Restated Summary Statement of Other Incomes | Note – 19 |
| v) | Restated Summary Statement of Material Consumed | Note – 20 |
| w) | Restated Summary Statement of Purchase of Stock-in-Trade | Note – 21 |
| x) | Restated Summary Statement of Direct Expenses/Manufacturing Expenses | Note – 22 |
| y) | Restated Summary Statement of Change in Inventories of Finished Goods, WIP and Stock-In-Trade | Note – 23 |
| z) | Restated Summary Statement of Employee Benefit Expenses | Note – 24 |
| aa) | Restated Summary Statement of Finance Costs | Note – 25 |
| ab) | Restated Summary Statement of Depreciation & Amortization Expenses | Note – 26 |
| ac) | Restated Summary Statement of Other Expenses | Note – 27 |
| ad) | Restated Summary Statement of Exceptional Items | Note – 28 |
| ae) | Restated Summary Statement of Related Party Transactions | Note – 29 |
| af) | Restated Summary Statement of Contingent Liabilities | Note – 30 |
| ag) | Restated Summary Statement of Mandatory Accounting Ratios | Note – 31 |
| ah) | Restated Summary Statement of Capitalization | Note – 32 |
| ai) | Restated Summary Statement of Tax Shelter | Note – 33 |

According to the information and explanations given to us, and also as per the reliance placed on the reports of the statutory auditor as referred to in Para 6 above, in our opinion, the Restated Financial Information including the above mentioned Other Restated Financial Information contained in Notes1 to 33, read with Restated Summary Statement of Significant Accounting Policies disclosed in Annexure IV, are prepared after making adjustments and regroupings as considered appropriate as disclosed in Annexure IV and have been prepared in accordance with Section 26 of Part I of Chapter III of the Act, read with Rules 4 to 6 of the Rules, ICDR Regulations and the Guidance Note.

(9) We have not audited or reviewed any Financial Statements of the Company as of any date or for any period subsequent to 31st March, 2018. Accordingly, we express no opinion on the Financial Position, Results of the Operations or Cash Flow of the Company as of any date or for any period subsequent to 31st March, 2018.

(10) This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us or by other firm of Chartered Accountants, nor should this report be construed as a new opinion on any of the Financial Statements referred to herein.

(11) We have no responsibility to update our report for events and circumstances occurring after the date of the report.

(12) Our report is intended solely for use of the Management for inclusion in the offer document to be filed with the National Stock Exchange where the equity shares are proposed to be listed and the relevant Registrar of Companies in India in connection with the IPO. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing.

**For Mansaka Ravi & Associates**
**Chartered Accountants**
**FRN: 015023C**

**CA Ravi Mansaka**
**Partner**
**M.N. 410816**

**Date: 15.09.2018**
**Place: Jaipur**

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

**(Amount in lakhs)**

| Particulars | For the Year ended | | | | | |
|---|---|---|---|---|---|---|
| | Note | 31/0/2018 | 31/03/2017 | 31/03/2016 | 31/03/2015 | 31/01/2014 |
| **I. EQUITY AND LIABILITIES** | | | | | | |
| | | | | | | |
| **Shareholder's Funds** | | | | | | |
| Share Capital | 1 | 1294.00 | 647.00 | 607.00 | 607.00 | 607.00 |
| Reserves and Surplus (excluding Revaluation Reserves, if any) | 2 | 2606.76 | 2760.08 | 2333.44 | 2228.58 | 2186.52 |
| Money received against share warrants | | | 0.00 | 0.00 | 0.00 | 0.00 |
| | | | | | | |
| **Non Current Liabilities** | | | | | | |
| Long-term Borrowings | 3 | 925.03 | 643.08 | 980.90 | 986.17 | 1039.26 |
| Deferred tax liabilities (Net) | 4 | 0.04 | 15.27 | 44.40 | 68.75 | 107.61 |
| Other Long Term Liabilities | | | | | | |
| Long-term Provisions | 5 | 26.26 | 19.28 | 10.83 | 7.33 | 3.79 |
| | | | | | | |
| **Current Liabilities** | | | | | | |
| Short-term Borrowings | 6 | 3569.00 | 3310.20 | 2272.17 | 2907.30 | 1573.23 |
| Trade Payables | 7 | 3751.52 | 3530.15 | 4891.02 | 2265.42 | 3743.33 |
| Other Current Liabilities | 8 | 1278.88 | 368.43 | 432.01 | 357.55 | 499.87 |
| Short-term Provisions | 9 | 28.94 | 15.01 | 1.15 | 0.64 | 1.90 |
| **Total** | | **13480.44** | **11308.51** | **11572.92** | **9428.75** | **9762.51** |
| | | | | | | |
| **II. ASSETS** | | | | | | |
| **Non Current Assets** | | | | | | |
| Property, Plant & Equipments | 10 | 1902.86 | 1559.01 | 1654.98 | 1789.02 | 2139.33 |
| Intangible Assets | | | | | | |
| Capital Work-In-Progress | 11 | 38.90 | 434.66 | 6.57 | 40.23 | 0.00 |
| | | | | | | |
| Non Current Investments | 12 | 308.30 | 208.30 | 72.47 | 72.47 | 72.47 |
| Deferred Tax Assets (Net) | 4 | | | | | |
| Long-term Loans and Advances | 13 | 15.06 | 26.04 | 48.21 | 96.19 | 112.52 |
| Other Non Current Assets | | | | | | |
| **Current Assets** | | | | | | |
| Current Investments | | | | | | |
| Inventories | 14 | 2720.75 | 2081.50 | 2281.71 | 1674.30 | 1861.94 |
| Trade Receivables | 15 | 7225.21 | 5438.81 | 6261.98 | 4562.06 | 4575.88 |
| Cash and Cash Equivalents | 16 | 783.95 | 687.21 | 603.06 | 558.77 | 265.90 |
| Short-term Loans and Advances | 17 | 485.41 | 872.99 | 643.93 | 635.70 | 734.47 |
| Other Current Assets | | | | | | |
| **Total** | | **13480.44** | **11308.51** | **11572.92** | **9428.75** | **9762.51** |

**Note-:** The above statement should be read with the significant accounting policies and notes to restated summary, profits and losses and cash flows appearing in Annexure IV, II and III

## ANNEXURE – II
## RESTATED STATEMENT OF PROFIT AND LOSS

**(Amount in lakhs)**

| | Particulars | For the Year ended | | | | | |
|---|---|---|---|---|---|---|---|
| | | Note | 31/03/2018 | 31/03/2017 | 31/03/2016 | 31/03/2015 | 31/01/2014 |
| I | Revenue from Operations | 18 | 25547.58 | 20538.80 | 21587.24 | 18259.53 | 14854.57 |
| II | Other Incomes | 19 | 241.73 | 166.72 | 142.95 | 80.21 | 56.69 |
| III | **Total Income (I+II)** | | **25789.32** | **20705.52** | **21730.19** | **18339.74** | **14911.27** |
| | **Expenses:** | | | | | | |
| | Cost of Materials Consumed | 20 | 18236.63 | 13049.22 | 14591.01 | 12466.30 | 10065.30 |
| | Purchase of stock in trade | 21 | 3195.85 | 4874.89 | 3988.37 | 3983.62 | 3537.53 |
| | Direct Expenses | 22 | 1660.97 | 1495.65 | 1382.42 | 773.72 | 814.27 |
| | Changes in Inventories of finished goods, Stock-in-Trade and work-in-progress | 23 | 147.19 | (348.16) | 256.97 | (94.09) | (407.81) |
| | Employee Benefits Expenses | 24 | 248.47 | 113.78 | 77.01 | 52.32 | 40.01 |
| | Finance Costs | 25 | 807.34 | 640.72 | 641.81 | 556.13 | 334.61 |
| | Administartive and Other Expenses | 26 | 409.89 | 184.83 | 290.63 | 169.46 | 110.10 |
| | Depreciation And Amortization Expense | 27 | 296.16 | 281.33 | 305.38 | 365.17 | 255.10 |
| | **Total Expenses (IV)** | | **25002.50** | **20292.25** | **21533.60** | **18272.62** | **14749.12** |
| V | Profit/(loss) before exceptional items and tax (I-IV) | | **786.82** | **413.27** | **196.59** | **67.12** | **162.15** |
| VI | Exceptional Items | 28 | 45.66 | 50.64 | 0.00 | 0.00 | 0.00 |
| VII | **Profit/(loss) before tax (V-VI)** | | **741.16** | **362.63** | **196.59** | **67.12** | **162.15** |
| VIII | **Tax Expense** | | | | | | |
| | - Current Tax | | 260.15 | 117.25 | 69.76 | 40.75 | 33.35 |
| | - Deferred Tax Liability / (Asset) | | (15.23) | (29.13) | (24.35) | (38.86) | 60.15 |
| | MAT Credit Entitlement | | 0.00 | 7.70 | 45.97 | 21.86 | (33.27) |
| | Interest on IT (Earlier Years | | 2.56 | 0.15 | 0.36 | 0.39 | 0.73 |
| | Short/(Excess) Tax adjustment of prior years | | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| IX | **Restated profit/(loss) after tax for the period from continuing operations (VII-VIII)** | | **493.68** | **266.65** | **104.85** | **42.98** | **101.19** |
| X | Profit/ (Loss) from Discontinuing operation | | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| XI | Tax expenses of discontinuing operations | | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| XII | Profit/(loss) from Discontinued operations (after tax) (X-XI) | | | | | | |
| XIII | **Restated profit/(loss) for the period** | | **493.68** | **266.65** | **104.85** | **42.98** | **101.19** |

**Note:** The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, and cash flows appearing in Annexure IV, I and III.

## ANNEXURE – III
## RESTATED CASH FLOW STATEMENT

**(Amount in lakhs)**

| Particulars | For the Year ended | | | | |
|---|---|---|---|---|---|
| | 31/03/2018 | 31/03/2017 | 31/03/2016 | 31/03/2015 | 31/01/2014 |
| **CASH FLOW FROM OPERATING ACTIVITIES** | | | | | |
| Net Profit before tax | 741.16 | 362.63 | 196.59 | 67.12 | 162.15 |
| Adjustment for : | | | | | |
| Less: Interest on Fixed Deposit | (23.46) | (12.19) | (19.02) | (5.93) | (1.59) |
| Less: Profit/Loss on Sale of Fixed Assets | 0.00 | (3.12) | 0.00 | 0.00 | 0.00 |
| Add: Depreciation | 296.16 | 281.33 | 305.38 | 365.17 | 255.10 |
| Add: Provision for Interest Expenses | (0.07) | 0.15 | 0.00 | 0.00 | 0.00 |
| Add: Provision of Gratuity | 8.34 | 9.42 | 4.07 | 3.74 | 2.33 |
| Add: Interest on Borrowed Fund & Finance Charges | 409.89 | 184.83 | 290.63 | 169.46 | 110.10 |
| **Operating profit before working capital changes** | **1432.02** | **823.06** | **777.65** | **599.56** | **528.09** |
| Adjustement for : | | | | | |
| (Increase)/Decrease in Inventories | (639.25) | 200.22 | (607.41) | 187.64 | (1155.31) |
| (Increase)/Decrease in Trade Receivables | -1786.40 | 823.17 | (1699.92) | 13.82 | (1311.02) |
| (Increase)/Decrease in Short Term loans and advances | 387.58 | (229.06) | (8.23) | 98.77 | (534.17) |
| (Increase)/Decrease in Other Current Assets | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Increase/(Decrease) in Short Term Borrowings | 258.80 | 1038.03 | (635.14) | 1334.08 | (221.26) |
| Increase/(Decrease) in Trade Payables | 221.37 | (1360.87) | 2625.60 | (1477.91) | 2668.64 |
| Increase/(Decrease) in Other Current Liabilities | 910.45 | (63.58) | 74.46 | (142.32) | 101.02 |
| Increase/(Decrease) in Short Term Provisions | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | **(647.45)** | **407.90** | **(250.64)** | **14.08** | **(452.10)** |
| **Cash generated from / (used in) Operations** | **784.57** | **1230.97** | **527.01** | **613.64** | **75.99** |
| Income Tax Paid/(refund) | 250.08 | 104.67 | 70.17 | 42.60 | 40.73 |
| **Net cash generated from/(used in) operating activities - (A)** | **534.49** | **1126.30** | **456.83** | **571.04** | **35.26** |
| **CASH FLOW FROM INVESTING ACTIVITIES** | | | | | |
| Purchase of Fixed Assets | (640.02) | (191.05) | (171.34) | (15.78) | (774.78) |
| Increase in Capital Work-in-Progress | 395.76 | (428.08) | 33.66 | (40.23) | 0.00 |
| Sale of Fixed Assets | 0.00 | 8.81 | 0.00 | 0.00 | 0.00 |
| (Increase)/Decrease in Fixed Deposits/Margin Money | (113.23) | (26.26) | (39.56) | (304.23) | (163.18) |
| (Increase)/Decrease in Non-Current Investments | (100.00) | (135.83) | 0.00 | 0.00 | 0.00 |
| Interest Income on Fixed Deposit | 23.46 | 12.19 | 19.02 | 5.93 | 1.59 |
| (Increase)/Decrease in Long Term Loans and Advances | 10.98 | 14.47 | 2.02 | (5.54) | (34.19) |
| **Net cash (used in) Investing Activities - (B)** | **(423.04)** | **(745.76)** | **(156.20)** | **(359.85)** | **(970.55)** |
| **CASH FLOW FROM FINANCING ACTIVITIES** | | | | | |

| | | | | | |
|---|---|---|---|---|---|
| Repayment of Long Term Borrowings | 281.95 | (337.82) | (5.27) | (53.09) | 41.11 |
| Interest & Finance Charges | (409.89) | (184.83) | (290.63) | (169.46) | (110.10) |
| Capital Subsidy Received during the year | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Proceeds from issue of Share Capital | 0.00 | 200.00 | 0.00 | 0.00 | 995.00 |
| **Net cash(used in) / from financing activities - (C)** | **(127.94)** | **(322.65)** | **(295.90)** | **(222.55)** | **926.02** |
| Net Increase/(decrease) in Cash & Cash Equivalents (A+B+C) | (16.48) | 57.89 | 4.73 | (11.36) | (9.28) |
| Cash and cash equivalents at the beginning of the year | 78.78 | 20.89 | 16.16 | 27.51 | 36.80 |
| **Cash and cash equivalents at the end of the year** | **62.29** | **78.78** | **20.89** | **16.16** | **27.51** |
| Cash and cash equivalents at the end of year comprises : | | | | | |
| 1. Components of cash and cash equivalents: | | | | | |
| **Particulars** | **3/31/2018** | **3/31/2017** | **3/31/2016** | **3/31/2015** | **3/31/2014** |
| Cash on hand | 60.67 | 77.15 | 20.17 | 15.25 | 23.36 |
| Balances with scheduled banks: | | | | | |
| In current accounts | 1.62 | 1.63 | 0.72 | 0.91 | 4.15 |
| **Total Cash and cash equivalents** | **62.29** | **78.78** | **20.89** | **16.16** | **27.52** |

**Notes:-**

1. The Cash Flow Statement has been prepared under indirect method as set out in Accounting Standard -3 on Cash Flow Statement, specified under the Companies Act, 1956 (which are deemed to be applicable as Section 133 of the Companies Act, 2013 ("the Act") read with Rule 7 of Companies (Accounts) Rules, 2014).
2. Figures in Brackets or suffixed with "-" represents outflow.
3. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses as appearing in Annexure IV, I and II.

## ANNEXURE IV

## RESTATED SUMMARY STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER NOTES

### A. Background

Kritika Wires Limited (Earlier known as Kritika Wires Private Limited) ("the Company") was incorporated on May 31, 2004 under the provisions of Companies Act, 1956. Company has been in the business of manufacturing high quality galvanized steel wires and wire products and have been meeting the requirement of various clients in the government and private sectors like power, infrastructure, defense, railway and many more industries. The products manufactured by Company are used for transmission and distribution of Electricity, manufacturing of concrete slippers, poles, bridges and other infrastructure facilities. Further, the Company is also engaged in the production of wire drawing of high carbon, low carbon and alloy steel and also doing various types of wire processing like galvanizing, stranding or barbing of steel wires to introduce more diversified range of products on the basis of demand and our production capacity

### B. Significant Accounting Policies

### (1) Basis of preparation

The Restated Summary Statement of Assets and Liabilities of the Company in Annexure I as at 31st March, 2018, 31 March 2017, 31 March 2016, 31 March 2015 and 31 March 2014 and the Restated Summary Statement of Profit and Loss in Annexure II and the Restated Summary Statement of Cash Flows in Annexure III for the years ended 31st March, 2018, 31 March 2017, 31 March 2016, 31 March 2015 and 31 March 2014 along with Notes-1 to 33 (collectively referred to as the "Restated Summary Financial Information") have been prepared specifically for the purpose of inclusion in the offer document to be filed by the Company with the Emerge Platform of National Stock Exchange ("NSE"), Registrar of Companies ("ROC"), as may be required in connection with the proposed SME Initial Public Offering ("IPO").

The Restated Summary Financial Information have been extracted by the management from audited financial statements of the Company for respective years ("Financial Statements"), after applying necessary adjustments. The Financial Statements comprise of the Balance Sheet as at year end, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

The Financial Statements were prepared and presented under the historical cost convention using the accrual system of accounting in accordance with the generally accepted accounting principles in India ("Indian GAAP") and the requirements of the Companies Act, 1956 (up to 31 March 2014), and notified Sections, Schedules and Rules of the Companies Act, 2013 (with effect from 01 April 2014) ("the Act"), including the Accounting Standards as prescribed by Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, to the extent applicable.

The accounting policies have been consistently applied by the Company to the years presented in the Restated Summary Financial Information. The Restated Summary Financial Information of the Company have been prepared to comply in all material respects with the requirements of Chapter III to the Act and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time.

Appropriate re-classifications/ adjustments have been made in the Restated Summary Financial Information wherever required, by re-classification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the presentation and recognition as per the Financial Statements of the Company and the requirement of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time.

The Restated Summary Financial Information are presented in Indian Rupees (in lakhs), unless otherwise stated. These Restated Summary Financial Information were reviewed by the Audit Committee on 27th August, 2018 and subsequently approved by the Board of Directors of the Company on 31st August, 2018.

**(2) Use of Estimates**

The preparation of these Restated Financial Information in conformity with Indian GAAP requires the Management to make judgments, estimates and assumptions that effect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting year. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in current and future periods.

**(3) Current and Non-Current Classification**

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

**Assets**

An asset is classified as current when it satisfies any of the following criteria:

a. it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
b. it is held primarily for the purpose of being traded;
c. it is expected to be realised within 12 months after the reporting date; or
d. it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

**Liabilities**

A liability is classified as current when it satisfies any of the following criteria:

a. it is expected to be settled in the Company's normal operating cycle;
b. it is held primarily for the purpose of being traded;
c. it is due to be settled within 12 months after the reporting date; or
d. the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current assets/ liabilities include the current portion of non-current assets/ liabilities respectively. All other assets/ liabilities are classified as non-current.

**Operating cycle**

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. The Company considers its operating cycle to be within one year.

**(4) Property, Plant and Equipment and Depreciation thereon**

**a) Property, Plant and Equipment**

Property, plant and equipment are carried at cost of acquisition or construction less accumulated depreciation and/ or accumulated impairment loss, if any. The cost of an item of Property, plant and equipment comprises its purchase price, including import duties and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use; any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditures related to an item of Property, plant and equipment are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

A Property, plant and equipment is eliminated from the Financial Statements on disposal or when no further benefit is expected from its use and disposal.

Losses arising from retirement or gains or losses arising from disposal of Property, plant and equipment which are carried at cost are recognized in the Statement of Profit and Loss.

Intangible assets are stated at acquisition cost, Net of accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortized on a straight line basis over their estimated useful lives in accordance with the provisions of Accounting Standard (AS) – 26 "Intangible Assets" issued by the Institute of Chartered Accountants of India.

**b) Depreciation**

Till the year ended 31 March 2014, depreciation on Property, plant and equipment other than leasehold improvements was provided for on a written down value method (WDV) at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956. Depreciation in respect of Property, plant and equipment acquired during the year whose actual cost does not exceed Rs. 5,000 has been provided at 100%.

After the applicability of Schedule II of the Companies Act, 2013, with effect from 01 April 2014, depreciation on Property, plant and equipment is provided for on a written down value method at the rates prescribed in Schedule II to the Companies Act, 2013.

Depreciation on Property, plant and equipment sold, discarded or demolished during the year, if any, is being provided pro-rata up to the date on which such Property, plant and equipment are sold, discarded or demolished.

Pursuant to the Act being effective from 01 April 2014, the Company has revised depreciation rates on certain Property, plant and equipment as per the useful life specified in Part 'C' of Schedule II to the Act. As a result of this change, the depreciation charge for the year ended 31 March 2015 is higher by an amount of **Rs. 0.92 Lakh** in respect of Property, plant and equipment whose useful life is already exhausted as on 01 April 2014 has been adjusted from retained earnings.

Cost of Property, plant and equipment not ready for use as at the Balance Sheet date are disclosed as capital work-in-progress.

**(5) Revenue Recognition**

**(a) Revenue from Sales**

Sales comprise invoice value of Goods net of VAT, Excise and GST and are recognized on transfer of risk and rewards associated with the property in goods to the buyer which is normally on delivery as per terms of sales.
Export transactions are recorded at prevailing exchange rates and Import transactions are recorded at exchange rates as specified by the Custom Authorities.
The difference between the specified rate and actual rate of settlement is dealt with Profit & Loss A/c.
Any income or expenses on account of exchange difference either on settlement or on translation is recognized in the P&L A/c.
All expenses and income to the extent considered payable and receivable respectively on proportionate basis for the interim period unless specifically stated to be otherwise are accounted for on Mercantile Basis, except Export Incentives which are being accounted for as and when received.

**(b) Interest Income**

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

**(c) Dividend Income**

Dividend income is recognized when right to receive the payment is established.

**(6) Investments**

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at 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.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

**(7) Foreign Currency Transactions**

Transaction denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of the transaction and any income or expenses on account of exchange difference either on settlement or on translation is recognized in the Statement of profit and Loss except in case where they relate to acquisition of fixed assets, are adjusted with the carrying cost of such assets.

**(8) Employee Benefits**

**(a) Short term employee benefits**

All employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, bonus and ex-gratia. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognized as an expense as the related service is rendered by employees.

**(b) Post-employment Benefits**

**(i) Defined Contribution Plans**

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts. The Employer makes specified monthly contributions towards employee provident fund to Government administered provident fund scheme which is a defined contribution plan. The Employer's contribution is recognized as an expense in the Restated Summary Statement of Profit and Loss during the period in which the employee renders the related service.

**(ii) Defined benefit plans**

The Company's gratuity scheme is a defined benefit plan. The present value of obligation under such defined benefit plan is determined based on actuarial valuation carried at the year end using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of the estimated future cash flows. The discount rate used for determining the present value of the obligation under defined benefit plans, is based on the market yields on Government securities as at the Balance Sheet date.

**(iii) Compensated absences**

The employees can carry-forward a portion of the unutilized accrued compensated absences and utilize it in future service periods or receive cash compensation on termination of employment. Since the compensated absences do not fall due wholly within twelve months after the end of the period in which the employees render the related service and are also not expected to be utilized wholly within twelve months after the end of such period, the benefit is classified as a long-term employee benefit. The Company records an obligation for such compensated absences in the period in which the employee renders the services that increase this entitlement. The obligation is measured on the basis of independent actuarial valuation using the projected unit credit method.

**(iv) Termination benefits**

Termination benefits are recognized as an expense when, as a result of a past event, the Company has a present obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

**(9) Accounting for Taxes on Income**

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India. The tax rates and tax laws used to compute the amount that are enacted or substantively enacted, at the reporting date.

(i) Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

(ii) Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

The carrying amount of deferred tax assets are reviewed at each reporting date. The company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The Company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

**(10) Earnings Per Share:**

In determining the Earnings Per share, the company considers the net profit after tax which does not include any post tax effect of any extraordinary / exceptional item. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period.

The number of shares used in computing Diluted earnings per share comprises the weighted average number of shares considered for computing Basic Earnings per share and also the weighted number of equity shares that would have been issued on conversion of all potentially dilutive shares.

In the event of issue of bonus shares, or share split the number of equity shares outstanding is increased without an increase in the resources. The number of Equity shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest period reported.

**(11) Provisions, contingent liabilities and contingent assets**

A provision is created when there is a present obligation as a result of a past event and it is more likely than not that there will be an outflow of resources embodying economic benefits to settle such obligation and the amount of such obligation can be reliably estimated. Provisions are not discounted to its present value, and are determined based on the management's best estimate of the amount of obligation required at the year end. These are reviewed at each Balance Sheet date and adjusted to reflect current management estimates.

Contingent liabilities are disclosed in respect of possible obligations that have arisen from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of future events not wholly within the control of the Company. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

The Company does not recognise assets which are of contingent nature until there is virtual certainty of realisability of such assets. However, subsequently, if it becomes virtually certain that an inflow of economic benefits will arise, asset and related income is recognised in the Financial Statements of the period in which the change occurs.

**(12) Impairment of Assets**

The company assesses, at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the company estimates the asset's recoverable amount. An asset's (including goodwill) recoverable amount is the higher of an assets net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. After impairment, depreciation/ amortization is provided on the revised carrying amount of the asset over its remaining useful life.

**(13) Borrowing Costs**

Borrowing cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

**(14) SEGMENT REPORTING**

**Business Segment**

(a) The business segment has been considered as the primary segment.

(b) The Company's primary business segments are reflected based on principal business activities, the nature of service, the differing risks and returns, the organization structure and the internal financial reporting system.

(c) The Company's primary business comprises of manufacturing high quality galvanized steel wires, wire products and other related items and since it is the only reportable segment as envisaged in Accounting Standard 17 'Segment Reporting'. Accordingly, no separate disclosure for Segment reporting is required to be made in the financial statements of the Company.

**(i) Geographical Segment**

The Company operates in one Geographical Segment namely "within India" and hence no separate information for geographic segment wise disclosure is required.

**C. CHANGES IN ACCOUNTING POLICIES IN THE YEARS COVERED IN THE RESTATED FINANCIALS**

There is change in significant accounting policies adopted by the Company, the details of which are as under:

The Company has not been following the provisions of Accounting Standard – 15 "Employee Benefits" issued by the Institute of Chartered Accountants of India for provision for Gratuity and accordingly, the provision of

gratuity has not been accounted for by the management in audited books of account for the FY 2013-14, 2014-15, 2015-16 and 2016-17. However, from FY 2017-18, company has complied with the provisions of AS-15 in audited financial statements.

In restated financials statements, the Company has complied with the provisions of Accounting Standard – 15 "Employee Benefits".

**D. CHANGE IN ACCOUNTING ESTIMATES**

**a. Useful lives/depreciation rates**

Till the year ended 31 March 2014, depreciation rates prescribed under Schedule XIV were treated as minimum rates and the Company was not allowed to charge depreciation at lower rates even if such lower rates were justified by the estimated useful life of the asset. Schedule II Part C to the 2013 Act prescribes useful lives for property, plant and equipment which, in many cases, are different from the useful lives prescribed under the erstwhile Schedule XIV. However, Schedule II allows companies to use higher/ lower useful lives and residual values if such useful lives and residual values can be technically supported and justification for difference is disclosed in the financial statements.

Considering the applicability of Schedule II, the management has re-estimated useful lives and residual values of all its property, plant and equipment. The management believes that depreciation rates currently used fairly reflect its estimate of the useful lives and residual values of property, plant and equipment, though these rates in certain cases are different from lives prescribed under Schedule II there is no material impact of the same.

In Restated financials the Company has calculated the depreciation based on the rates given in Schedule XIV of the Companies Act, 1956 till 31.03.2014 and after 31.03.2014 based on the rates given in Schedule II of the Companies Act, 2013. In respect of assets whose useful life had already exhausted as on 1 April 2015, has been adjusted in Reserves and Surplus in accordance with requirements of Para 7 of Part C of Schedule II of the Act. Such assets which do not have useful life as on 01.04.2014 were having WDV Rs. 0.92 Lakhs.

**b. Component accounting:**

During the previous year i.e., with effect from 1 April 2014, the Company has adopted component accounting as required under Schedule II to the Companies Act, 2013. The Company was previously not identifying components of property, plant and equipment separately for depreciation purposes; rather, a single useful life/ depreciation rate was used to depreciate each item of property, plant and equipment.

Due to application of Schedule II to the 2013 Act, the Company has changed the manner of depreciation for its property, plant and equipment. Now, the Company identifies and determines cost of each component/part of the asset separately, if the component/part has a cost which is significant to the total cost of the asset having useful life that is materially different from that of the remaining asset. These components are depreciated over their useful lives, the remaining asset is depreciated over the life of the principal asset. However, it does not have any impact on the Restated Summary Statement of Profit and Loss for the year ended 31 March 2015. The aforesaid policy has been consistently applied by the Company 1st April, 2015 onwards.

**E. <u>NOTES ON THE RESTATED FINANCIALS</u>**

**(1)** The financial statements including financial information have been prepared after making such regroupings and adjustments, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial statements/information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years**.**

**(2)** The Company does not have information as to which of its supplier are Micro small and Medium Enterprise registered under The Micro small and Medium Enterprise Development Act 2006.Consequently the liability, if any, of interest which would be payable under The Micro small and Medium Enterprise Development Act 2006, cannot be ascertained. However, the Company has not received any claims in respect of such interest and as such, no provision has been made in the books of accounts.

**(3) Employee benefits (Accounting Standard – 15 "Employee Benefits")**

The Company has adopted the Accounting Standard 15 (revised 2005) on Employee Benefits as per an actuarial valuation carried out by an independent actuary in restated financials. The disclosures as envisaged under the standard are as under-:

Disclosure in respect of Gratuity: **(Rs.in Lakhs)**

| **Particulars** | **2017-18** | **2016-17** | **2015-16** | **2014-15** | **2013-14** |
|---|---|---|---|---|---|
| **1.The amounts recognised in the Balance Sheet are as follows:** | | | | | |
| Present value of obligations Recognized at the Beginning | 21.33 | 11.9 | 7.83 | 4.1 | 1.76 |
| Employer Expense During the Year | 8.34 | 9.42 | 4.07 | 3.74 | 2.33 |
| **Net Liability Closing** | 29.67 | 21.33 | 11.9 | 7.83 | 4.1 |
| **2.The amounts recognised in the Profit & Loss A/c are as follows:** | | | | | |
| Current Service Cost | 9.64 | 7.15 | 3.83 | 2.79 | 1.76 |
| Interest on Defined Benefit Obligation | 1.55 | 0.93 | 0.6 | 0.37 | 0.14 |
| Net Actuarial Losses/(Gains) Recognized in Year | -2.85 | 1.34 | -0.35 | 0.57 | 0.43 |
| Past Service Cost | | | | | |
| Total, Included in "Salaries& Allowances" | **8.34** | **9.42** | **4.07** | **3.74** | **2.33** |
| **3.Changes in the present value of defined benefit obligation:** | | | | | |
| Defined benefit obligation as at the beginning of the year | 21.33 | 11.9 | 7.83 | 4.1 | 1.76 |
| Service cost | 9.64 | 7.15 | 3.83 | 2.79 | 1.76 |
| Interest cost | 1.55 | 0.93 | 0.6 | 0.37 | 0.14 |
| Actuarial Losses/(Gains) | -2.85 | 1.34 | -0.35 | 0.57 | 0.43 |
| Past Service Cost | | | | | |
| **Defined benefit obligation as at the end of the year** | **29.67** | **21.33** | **11.9** | **7.83** | **4.1** |
| **Benefit Description** | | | | | |
| Benefit type: | Gratuity Valuation as per Act | | | | |
| Retirement Age: | 58 years | | | | |

| | | | | | |
|---|---|---|---|---|---|
| Vesting Period: | 5 years | | | | |
| | | | | | |
| **The principal actuarial assumptions for the above are:** | | | | | |
| Future Salary Rise: | 5.00%P.A | | | | |
| Withdrawal Rate: | Upto 40 Year 4.2 & Above 40 Year Nil | | | | |
| Discount rate per annum: | 7.70%P.A | 7.30%P.A | 7.80%P.A | 7.60%P.A | 9%P.A |
| Salary for Calculation of Gratuity | Last drawn basic salary plus dearness allowance (where applicable) | | | | |
| Benefit of Normal Retirement | 15/26 x Salary x Number of years of completed service | | | | |
| Maximum Limit | Rs. 20,00,000 | | | | |

**(4) Segment Reporting (AS 17)**

The Company is required to disclose the information required by Accounting Standard- 17. No separate segments have, however, been reported as the company does not have more than one business Segment within the meaning of Accounting standard -17, which differ from each other in risk and reward.

**(5) Provisions, Contingent Liabilities and Contingent Assets (AS 29)**

Contingent liabilities and commitments (to the extent not provided for). There are no contingent liabilities as on March 31, 2018 except as mentioned in Note - 30, for any of the years covered by the statements.

**(6) Related Party Disclosure (AS 18)**

Related party transactions are reported as per AS-18 of Companies (Accounting Standards) Rules, 2006, as amended, in the Note - 29 of the enclosed financial statements.

**(7) Accounting for Taxes on Income (AS 22)**

Deferred Tax liability/Asset in view of Accounting Standard – 22: "Accounting for Taxes on Income" as at the end of the year is reported as under:

| **Particulars** | **As At** | | | | |
|---|---|---|---|---|---|
| **Deferred Tax Liability** | **31/03/2018** | **31/03/2017** | **31/03/2016** | **31/03/2015** | **31/03/2014** |
| Net WDV as Per Companies Act | 1708.06 | 1364.21 | 1571.47 | 1705.50 | 2055.82 |
| Net WDV as per Income Tax Act | 1678.27 | 1296.69 | 1431.28 | 1475.18 | 1686.95 |
| Timing Difference Due to Depreciation | 29.78 | 67.52 | 140.19 | 230.32 | 368.87 |
| **Deferred Tax Liability (A)** | 9.85 | 22.32 | 48.52 | 71.17 | 125.38 |
| Incremental Due to Depreciation | -12.48 | -26.19 | -22.65 | -54.21 | 61.63 |
| Gratuity Provisions Accumulated | 29.67 | 21.33 | 11.90 | 7.83 | 4.10 |
| Unabsorbed Depreciation | 0.00 | 0.00 | 0.00 | 0.00 | 48.19 |
| **Deferred Tax Assets (B)** | 9.81 | 7.05 | 4.12 | 2.42 | 17.77 |
| Incremental Due to Gratuity Provisions/Losses/Depreciation | 2.76 | 2.93 | 1.70 | -15.35 | 1.48 |

| | | | | | |
|---|---|---|---|---|---|
| Cumulative Balance of Deferred Tax Liability/(Deferred Tax Assets) (A-B) | 0.04 | 15.27 | 44.40 | 68.75 | 107.61 |
| **Opening Deferred Tax Liability** | 15.27 | 44.40 | 68.75 | 107.61 | 47.46 |
| **Debited/(Credit) to Restated Statement of Profit and Loss Account** | -15.23 | -29.13 | -24.35 | -38.86 | 60.15 |

**(8) Earnings Per Share (AS 20):**

Earnings per Share have been calculated is already reported in the Note – 31 of the enclosed financial statements.

**(9) Realizations:**

In the opinion of the Board and to the best of its knowledge and belief, the value on realization of current assets, loans and advances will, in the ordinary course of business, not be less than the amounts at which they are stated in the Balance sheet.

**(10) Contractual liabilities**

All other contractual liabilities connected with business operations of the Company have been appropriately provided for.

**(11) Amounts in the financial statements**

Amounts in the financial statements are rounded off to nearest Rupees in lakhs. Figures in brackets indicate negative values.

**(12) MATERIAL ADJUSTMENTS [AS PER SEBI (ICDR) REGULATIONS, 2009]**

Appropriate adjustments have been made in the restated financial statements, whenever required, by reclassification of the corresponding items of assets, liabilities and cash flow statement, in order to ensure consistency and compliance with requirement of Company Act 1956, and as replaced by Company Act 2013 after 01st April 2014 and Accounting Standards.

The Summary of results of restatements made in the audited financial statements of the Company for the respective years and their impact on the profit / (loss) and assets and liabilities of the Company is as under.

**Statement of adjustments in the Financial Statements**

The reconciliation of Profit after tax as per audited results and the Profit after tax as per Restated Accounts is presented below in Table-1. This summarizes the results of restatements made in the audited accounts for the respective years and its impact on the profit & loss of the company.

| Particulars | 31/03/2018 | 31/03/2017 | 31/03/2016 | 31/03/2015 | 31/03/2014 |
|---|---|---|---|---|---|
| **Net Profit After Tax as per audited accounts but before adjustments for restated accounts:** | 507.99 | 231.84 | 275.04 | 145.75 | 84.22 |
| Decrease/(Increase) in Loss sale of Fixed Assets | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Decrease/(Increase) in Profit on Sale of Land | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Decrease/(Increase) in Depreciation as per Companies Act | (52.84) | (52.71) | (73.63) | (99.88) | (0.63) |

| | | | | | |
|---|---|---|---|---|---|
| Decrease/(Increase) in DTL | 19.90 | 22.96 | 6.82 | 54.20 | (20.27) |
| Decrease/(Increase) in Expenses due to Accounting of Late Delivery Charges | 0.00 | 81.95 | (47.43) | (33.38) | (1.14) |
| Decrease/(Increase) in Expenses due to adj in Provision for Income-tax | 0.00 | (0.06) | (6.00) | 1.65 | 8.84 |
| Decrease/(Increase) in Expenses due to Gratuity Expenses | 21.33 | (9.42) | (4.07) | (3.74) | (2.33) |
| Decrease/(Increase) in Income-tax/FBT Previous Year Figures | 0.00 | 0.09 | 0.00 | 0.17 | 0.00 |
| Decrease/(Increase) in Expenses due to Prior Period Items | 0.00 | 0.00 | 0.00 | 0.00 | (0.60) |
| Decrease/(Increase) in Expenses due to Change in Interest on IT | (2.56) | (0.15) | (0.36) | (0.39) | (0.73) |
| Decrease/(Increase) in Expenses due to Preliminary Exp | 0.00 | 0.00 | 0.45 | 0.45 | 0.55 |
| Decrease/(Increase) in provision of Interest Expenses | 0.06 | (0.14) | 0.00 | 0.00 | 0.00 |
| Decrease/(Increase) in Interest Expenses recognized | (0.19) | 0.00 | 0.00 | 0.00 | 0.00 |
| Decrease/(Increase) in Profits due MAT Credit Accounting Adj | 0.00 | (7.70) | (45.97) | (21.86) | 33.27 |
| **Net Increase/ (Decrease)** | **(14.31)** | **34.80** | **(170.19)** | **(102.77)** | **16.97** |
| **Profits after Tax as per Restated Accounts** | **493.68** | **266.65** | **104.85** | **42.98** | **101.19** |

**a) Adjustment on account of provision for Gratuity:**

The Company did not provide gratuity based on the requirement of AS -15 (Revised) till 2016-17, therefore during the restatement, provision for gratuity have been done as per the actuarial valuation and accordingly short/excess provisions in respective year were adjusted to comply with the requirement of AS-15 (Revised).

**b) Adjustment on account of Accounting of MAT Credit Entitlement**

The Company did not account for the MAT Credit Entitlement in the audited financials in terms of Guidance Note on Accounting of MAT Credit issued by ICAI. Therefore, during the restatement, the company has complied with the provisions of said Guidance Note. The same has been rectified and accordingly effect thereof has been stated in Table 1 (Statement of Profit and Loss after Tax).

**c) Accounting of Depreciation**

During the process of restatement of Accounts, Company has rectified the Depreciation provision which was wrong on account of arithmetical errors and wrong rate of depreciation adopted, and non-compliance with the requirement of schedule II of the Companies Act, 2013 w.e.f. 1.4.2014 onwards. Further, the same has also impact on profit and loss on sale of fixed asset items during the restatement period. The same has been rectified and accordingly effect thereof has been stated in Table 1 (Statement of Profit and Loss after Tax).

**d) Accounting of excess Depreciation prior to 31.03.2013:**

During the period of restatement, the Company has identified short depreciation charged amounting to Rs. 11.36 Lakhs on fixed assets upto 31.03.2013 and accordingly, Rs. 11.36 Lakhs has been added to Opening balance of Retained earnings on account of such excess depreciation charged in earlier years, etc. and adjusted the carrying amount of Fixed Assets as on 01.04.2013.

**e) Adjustment on account of Provision of Deferred Tax:**

Due to changes in Depreciation and Provision for Gratuity, Disallowances, etc, the Company has recalculated the deferred tax liability and deferred tax assets at the rate of normal Tax rate applicable at the end of relevant year. Further, opening balance of retained earnings as on 01.04.2013, has also been adjusted on account of corresponding adjustment required on account of short deprecation charged prior to 31.03.2013 as stated in clause (c) above and on account of other reasons aroused in earlier period.

**f) Adjustment in Provision of Income Tax, Income-tax Earlier Year**

During the period of restatement, the Company has adjusted the figures of provision of income tax on account of short or excess provision made by reconciling the same with corresponding income-tax returns and respective assessment order, if any and accordingly, figures of provision of tax and income tax – earlier year are restated and effect thereof has been stated in Table 1 (Statement of Profit and Loss after Tax).

**g) Prior Period Adjustments**

During the period of restatement, the Company has identified some prior period items and adjusted the same in the respective year. The effect thereof has been stated in Table 1 (Statement of Profit and Loss after Tax).

**j) Provision of Interest Expenses and other adjustments**

During the period of restatement, the Company has identified that it was not making provisions in respect of interest expenses as per repayment schedules of the respective loan. The interest was accounted for as and when

it was paid only. The same has been rectified and accordingly effect thereof has been stated in Table 1 (Statement of Profit and Loss after Tax).

**j) Accounting of Preliminary Expenses**

During the period of restatement, the Company has rectified the accounting of preliminary expenses and accordingly, effect thereof has been stated in Table 1 (Statement of Profit and Loss after Tax).

**For Mansaka Ravi & Associates**
**Chartered Accountants**
**FRN 015023C**
**PRC No. 008582**

**Ravi Mansaka, FCA**
**Partner**
**Membership No. 410816**
**Date: 15.09.2018**
**Place: Jaipur**

## NOTE-1
## STATEMENT OF SHARE CAPITAL

**(Amount in lakhs)**

| Particulars | As At | | | | |
|---|---|---|---|---|---|
| | 31/03/2018 | 31/03/2017 | 31/03/2016 | 31/03/2015 | 31/01/2014 |
| | | | | | |
| Number of Equity Share of Rs. 10 each | 185.00 | 80.00 | 80.00 | 80.00 | 80.00 |
| **Total Authorised Equity Capital** | 1850.00 | 800.00 | 800.00 | 800.00 | 800.00 |
| Number of Preference Share of Rs. 10 each | | | | | |
| **Total Authorised Preference Capital** | | | | | |
| **Total Authorised Share Capital** | **1850.00** | **800.00** | **800.00** | **800.00** | **800.00** |
| | | | | | |
| **(b) Issued, Subscribed & Paid-up Capital** | | | | | |
| Equity Share Capital | 1294.00 | 647.00 | 607.00 | 607.00 | 607.00 |
| Preference Share Capital | | | | | |
| Total | **1294.00** | 647.00 | 607.00 | 607.00 | 607.00 |
| | | | | | |
| **(c) Reconciliation of Number of Shares outstanding at the beginning and at the end of the reporting period** | | | | | |
| Opening number of equity shares outstanding | 64.70 | 60.70 | 60.70 | 60.70 | 35.83 |
| Add: Equity Shares issued during the year | 0.00 | 4.00 | 0.00 | 0.00 | 24.88 |
| Add: Bonus Shares issued during the year | 64.70 | 0.00 | 0.00 | 0.00 | 0.00 |
| Closing Number of Equity Shares Outstanding | 129.40 | 64.70 | 60.70 | 60.70 | 60.70 |

(d) The rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital

(i) The Company has one class of Equity shares having a par value of Rs. 10 per share. Each Share holder is eligible for one vote per share held.

(ii) All Equity Shareholders are eligible to receive dividends in proportion to their shareholdings.

(iii) The dividends proposed by the Board of Directors are subject to the approval of the Shareholders in the ensuing Annual General Meeting.

(iv) In the event of liquidation, the Equity Shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion to their share holding.

(e) Shareholders holding more than 5% of shares of the Company

| Name of Shareholder | 31/01/2018 | 31/03/2017 | 31/03/2016 | 31/03/2015 | 31/01/2014 |
|---|---|---|---|---|---|
| Mohta Agencies Pvt Ltd | 7.60 | 3.80 | 3.80 | 3.80 | 3.80 |
| All Time Suppliers Pvt Ltd | 9.40 | 4.70 | 0.00 | 0.00 | 0.00 |
| R.A. Comptech Investment & Consultant (P) Ltd | 9.70 | 4.85 | 4.85 | 4.85 | 4.85 |
| Sulochana Garg | 0.00 | 7.70 | 7.70 | 7.70 | 7.70 |
| Naresh Kumar Agarwal | 8.40 | 8.70 | 8.70 | 8.70 | 8.70 |
| Panchshul Merchants Pvt Ltd | 20.00 | 10.00 | 10.00 | 10.00 | 10.00 |

| | | | | | |
|---|---|---|---|---|---|
| Gunnayak Commercial Pvt Ltd | 34.50 | 17.25 | 17.25 | 17.25 | 17.25 |
| Balaji Electrodes Pvt Ltd | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| BlueBird Dealers Pvt Ltd | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Hanuman Prasad Agarwal | 12.20 | 0.00 | 0.00 | 0.00 | 0.00 |
| Sushil Kumar Agarwal | 12.20 | 0.00 | 0.00 | 0.00 | 0.00 |

(f) As the company is not a subsidiary of any Company, its shares are not held by any holding or ultimate holding company.

(g) There are no shares reserved for issue under options and contracts or commitments for the sale of shares or disinvestment.
(h) There are no shares which were alloted (i) pursuant to contracts without payment being received in cash.
(i) Details of shares allotted as fully paid up by way of bonus shares are as under:
No. of Equity Share of Rs. 10 each issued as bonus shares – NIL
Total Face Value of Bonus shares issued during any year of restated reporting period.
(j) There are no securities which are convertible into equity/prefernce shares.
(k) There are no calls which are unpaid.

**Notes:-**

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure IV, I, II and III.

**NOTE-2**
**STATEMENT OF RESERVES & SURPLUS**

**(Amount in lakhs)**

| **Particulars** | **As At** | | | | |
|---|---|---|---|---|---|
| | **31/03/2018** | **31/03/2017** | **31/03/2016** | **31/03/2015** | **31/01/2014** |
| **(a) Securities Premium Reserve** | | | | | |
| Balances at the beginning of the reporting period | 2098.00 | 1938.00 | 1938.00 | 1938.00 | 1191.75 |
| Changes in accounting policy or prior period errors | | | | | |
| Restated balance at the beginning of the reporting period | 2098.00 | 1938.00 | 1938.00 | 1938.00 | 1191.75 |
| Securities Premium received during the year | 0.00 | 160.00 | 0.00 | 0.00 | 746.25 |
| Any other Change (to be specified) | 647.00 | | | | |
| **Balance at the end of the reporting period** | **1451.00** | **2098.00** | **1938.00** | **1938.00** | **1938.00** |
| **(b) Retained Earnings** | | | | | |
| Balances at the beginning of the reporting period | 662.08 | 395.44 | 290.58 | 248.52 | 147.34 |
| Changes in accounting policy or prior period errors | | | | | |
| Restated balance at the beginning of the reporting period | 662.08 | 395.44 | 290.58 | 248.52 | 147.34 |
| Profit/(Loss) during the year as per profit and loss account | 493.68 | 266.65 | 104.85 | 42.98 | 101.19 |
| Less: Additional Depreciation on account change in Depreciation rates as per companies Act 2013 | 0.00 | 0.00 | 0.00 | 0.92 | 0.00 |

| | | | | | |
|---|---|---|---|---|---|
| Balance at the end of the reporting period | 1155.76 | 662.08 | 395.44 | 290.58 | 248.52 |
| **TOTAL OF RESERVES & SURPLUSES** | **2606.76** | **2760.08** | **2333.44** | **2228.58** | **2186.52** |

**Notes:-**

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. Company is does not having any Revaluation Reserve.
3. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure IV, I, II and III.

## NOTE - 3
## STATEMENT OF LONG TERM BORROWINGS

**(Amount in Lakhs)**

| Particulars | As At | | | | |
|---|---|---|---|---|---|
| | **31/01/2018** | **31/03/2017** | **31/03/2016** | **31/03/2015** | **31/03/2014** |
| **Secured Loans** | | | | | |
| (a) Bonds or debentures; | | | | | |
| (b) Term Loans | | | | | |
| (i) from Banks; | 0.00 | 12.66 | 24.20 | 0.00 | 120.00 |
| (ii) from other parties | | | | | |
| (c) Loans and advances from Related Parties; | | | | | |
| (d) Other Loans and advances | | | | | |
| **Unsecured Loans** | | | | | |
| (a) Term Loans | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| (b) Other Loans | | | | | |
| (i) From Related Parties | 121.08 | 242.28 | 518.97 | 650.44 | 577.02 |
| (ii) From Other Body Corporates | 803.95 | 388.14 | 437.73 | 335.73 | 342.24 |
| **Total** | **925.03** | **643.08** | **980.90** | **986.17** | **1039.26** |

**Notes:**

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary, statements of assets and liabilities, profits and losses and cash flows appearing in Annexure IV, I, II and III.
3. List of persons/entities classified as 'Related Parties' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.
4. The terms and conditions and other information in respect of Secured Loans as on 31.01.2018 are given in Note -3(A) & in respect of unsecured loans are given in Note- 3(B)

## NOTE - 3(A)
## STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS AND ASSETS CHARGED AS SECURITY

**(Amount in Lakhs)**

| Name of Lender | Purpose | Loan/Agreement A/c No. | Sanctioned Amount | Rate of interest | Re-Payment Schedule | Mora-torium | Outstanding amount as on 31.03.2018 as per Restated Accounts |
|---|---|---|---|---|---|---|---|
| HDFC | Auto Premium Loan | 38780712 | 34.98 | 9.35% | EMI | NIL | 12.66 |
| SBI | CC | 32724157588 | 2050.00 | 10.15% | on Demand | NIL | 230.07 |
| SBI | Demand Loan | 35793292761 | | 9.05% | on Demand | NIL | 1400.19 |
| KBL | Overdraft Facility | 1477000100106201 | 1900.00 | 10.00% | on Demand | NIL | 527.44 |
| KBL | Demand Loan | 1477001000079001 | | 9.50% | on Demand | NIL | 1411.30 |
| **Total** | | | | | | | **3581.66** |

*SBI = State Bank of India **KBL= Karnataka Bank Ltd.

**Notes:**

1. Primary & Collateral Securities

| Loan From and Type | Primary Security | Collateral Security |
|---|---|---|
| **HDFC Vehicle Loan** | Motor Vehicle | Motor Vehicle |
| **SBI Cash Credit & Demand Loan** | Pari Passu hypothecation 1st Charge with other working capital lenders (KBL) stock, receivables, book debts and all other current and fixed assets of the company both present and future. | 1. Registered Mortgage, Pari passu First Charge on Land, building and structure there upon as constituted by Registered deed viz. 050108898 of 2017 dated 18.09.2017 (total area 4.55 acres) i.e. Factory Land & Building bearing Survey No. J. L. No. 7 situated at Sankrail, Kanduah, G.P. -711302 owned by Company |
| | | 2. Registered Mortgage, Pari passu First Charge on Land, building and structure there upon as constituted by Registered deed viz. 050108899 of 2017 dated 18.09.2017 (total area 99 decimal) i.e. Factory Land & Building bearing Survey No. J. L. No. 7, L.R. Khatian No. 448 & 1326 situated at Mouza, Bhagabatipur Ranihati, Kanduah, G.P. -711313 Rural |
| | | 3. Hypothecation of all present and future plant and machinery in the name of Company |
| | | 4. Equitable Mortgage - Exclusive Charge of Residential Flat No. 9C, Block No. 5, located at 9th Floor of a (Basement+GR+11) storied building named "Floors Castle" measuring about 1427 Sq.Ft. super builtup area together with one covered parking space on the ground floor. Address - 74, Moulana Abdul Kalam Azad Sarani, PS Phoolbagan under KMC Ward No. 33, Kolkata-700054 |
| | | 5. Equitable Mortage - Exclusive Charge of Residential Flat No. 5C, Block No. 5, located at 5th Floor of a (Basement+GR+11) |

| | | |
|---|---|---|
| | | storied building named "Floors Castle" measuring about 1427 Sq.Ft. super builtup area together with one covered parking space on the ground floor. Address - 74, Moulana Abdul Kalam Azad Sarani, PS Phoolbagan under KMC Ward No. 33, Kolkata-700054, in the name of R A Comptech & Investments Consultant Pvt Ltd |
| | | 6. Lien Exclusive Charge on SBI Mutual Fund of Rs. 75 Lakhs vide Folio No. 15729604 in the name of Company |
| | | 7. Pari Passu 1st Charge on Two SBI Mutual Fund of Rs. 50 Lakhs each in the name of Company |
| | | 8. Lien Exclusive Charge on Two STDR bearing A/c No. 36076424685 & 36076573568 of face value Rs 25 Lakh in the name of Company |

| | | |
|---|---|---|
| **KBL Overdraft & Demand Loan** | On Pari Passu basis with SBI, hypothecation charge on Stock and Book Debts/Receivables of Company | Pari passu 1st Charge on following properties: |
| | | 1. Registered Mortgage (with SBI) of factory land & building situated at Sankrail Industrial Park, NH-6, Mouza Bhagabtipur, R.S. Khaitiyan No. 237, RS. Dag No. 463, J L No.7, Vill & PO, Kandua, Jangalpur, Howrah -711302 Land Measuring 30.25 Kottah, owned by Company-Unit-I (M.V. Rs. 2.23 Crore) |
| | | 2. Registered Mortgage (with SBI) of factory land & building situated at Sankrail Industrial Park, NH-6, Mouza Bhagabtipur, R.S. Khaitiyan No. 1316, 1188, 947, 726, 147, 180, 486, 520/1, R.S. Dag No. 469, 472, 485, 483, 484, 470, J L No.7, Vill & PO, Kandua, Jangalpur, Howrah -711302 Land Measuring 244.77 Kottah, owned by Company-Unit-II (M.V. Rs. 15.86 Crore) |
| | | 3. Entire Other Fixed Assets of the Company |
| | | 4. Pledge of Fixed Deposits - ACC/239468 |

2. The KBL loans are further guaranteed by the directors of the Company and Mr. Hanuman Prasad Agarwal.
3. The SBI loans are further guaranteed by the directors of the Company and Mr. Hanuman Prasad Agarwal and Corporate Guarantee of R.A. Comptech Investment & Consultant Pvt Ltd.
4. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
5. The above statement should be read with the significant accounting policies and notes to restated summary, statements of assets and liabilities, profits and losses and cash flows appearing in Annexure IV, I, II and III.

## NOTE 3(B)
## STATEMENT OF TERMS & CONDITIONS OF UNSECURED LOANS

A) Details of Unsecured Loans outstanding as at the end of each Reporting period from Directors/Promoters/Group Companies and others

Unsecured Loans from Directors/Promoters/Group Companies and other Companies are repayable on demand and as per rate of interest as mentioned below:-

**(Amount in Lakhs)**

| Name of Lender | Purpose | Rate of interest | Re-Payment Terms | As on 31.03.2018 | As on 31.03.2017 | As on 31.03.2016 | As on 31.03.2015 | As on 31.03.2014 |
|---|---|---|---|---|---|---|---|---|
| **(A)From Related parties** | | | | | | | | |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Alltime Suppliers P Limited | Business | 12% | On Demand | 20.96 | 18.92 | 319.78 | 448.05 | 511.59 |
| Gunnayak Commercial Pvt. Ltd. | Business | 12% | On Demand | 0.00 | 109.47 | 104.74 | 107.55 | |
| Mohta Agencies (P) Ltd. | Business | 12% | On Demand | 100.12 | 74.11 | 60.00 | 60.00 | 54.15 |
| Panchshul Merchants Pvt. Ltd. | Business | 12% | On Demand | 0.00 | 26.98 | 21.96 | 22.35 | |
| R.A.Comptech Investment & Consultant Pvt. Ltd. | Business | 12% | On Demand | 0.00 | 12.80 | 12.49 | 12.49 | 11.28 |
| **Total (A)** | | | | **121.08** | **242.28** | **518.97** | **650.44** | **577.02** |
| **(B) Loan From Others** | | | | | | | | |
| Alishan Enclave Pvt Ltd | Business | 12% | On Demand | | | | | |
| Apollo Dealcom Pvt. Ltd. | Business | 12% | On Demand | 30.00 | 30.00 | 30.00 | 33.83 | 30.54 |
| Balaji Electrodes Pvt Ltd | Business | 12% | On Demand | 8.31 | 7.50 | 7.71 | 7.71 | 8.77 |
| Dharamraj Fincom Pvt Ltd | Business | 12% | On Demand | | | | | |
| Elpro Viniyog Pvt Ltd | Business | 12% | On Demand | | | | | |
| Emerald Viniyog Pvt Ltd | Business | 12% | On Demand | | | | | |
| Everest Merchant Pvt Ltd | Business | 12% | On Demand | 5.00 | 25.00 | 25.00 | 28.17 | 25.43 |
| Greenview Developers Pvt Ltd | Business | 12% | On Demand | | | | | |
| Hari Awas Pvt. Ltd. | Business | 12% | On Demand | | 30.00 | 30.00 | | |
| Imperial Retails Pvt Ltd | Business | 12% | On Demand | | 25.00 | 25.00 | 27.70 | 25.00 |
| Jas Ganga Promoters Pvt Ltd | Business | 12% | On Demand | | | | | |
| Jwala | Busines | 12% | On | | | | | |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Dealcom Pvt Ltd | s | | Demand | | | | | |
| Kanha Vincom Pvt Ltd | Business | 12% | On Demand | | | | | |
| Kejriwal Vyapar Pvt. Ltd. | Business | 12% | On Demand | | 40.00 | 40.00 | 40.00 | |
| Kiran Fabrication Pvt Ltd | Business | 12% | On Demand | | | | | |
| Manro Finance & Traders Pvt Ltd | Business | 12% | On Demand | | | 100.02 | 0.02 | 1.70 |
| May Fair Sales Promotion | Business | 12% | On Demand | 85.00 | 85.00 | | | |
| Mideast Vyapaar Pvt Ltd | Business | 12% | On Demand | | | | | |
| Number Nine Towers Pvt. Ltd. | Business | 12% | On Demand | | | | | 25.00 |
| Pee Dee Viniyog Pvt. Ltd. | Business | 12% | On Demand | | | | | 15.00 |
| Prashant Sales Promotion Pvt. Ltd. | Business | 12% | On Demand | 25.00 | 25.00 | 25.00 | 27.70 | 25.00 |
| Prabhu Fiscal Pvt Ltd | Business | 12% | On Demand | | | | | |
| Priya Enclave Pvt. Ltd. | Business | 12% | On Demand | | | | | |
| Pushkara Comm Sales Pvt Ltd. | Business | 12% | On Demand | | | | | |
| Regency Vincom Pvt. Ltd. | Business | 12% | On Demand | 5.00 | 5.00 | 5.00 | 5.54 | 5.00 |
| Rimjhim Construction Pvt. Ltd. | Business | 12% | On Demand | | | | | 25.00 |
| Riya Oil Industries Pvt Ltd | Business | 12% | On Demand | 45.00 | 45.00 | 45.00 | 50.36 | 45.45 |
| Sagar International Ltd | Business | 12% | On Demand | | | 10.00 | 11.28 | 10.18 |
| Shreyash Aluminium & Alloys Pvt. | Business | 12% | On Demand | 0.64 | 50.64 | | | |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Ltd. | | | | | | | | |
| Simplex Dealcom Pvt. Ltd. | Business | 12% | On Demand | 10.00 | 10.00 | 10.00 | 11.08 | 10.00 |
| Singhvahini Vinimay Pvt Ltd | Business | 12% | On Demand | | | | | |
| SM Jute Pvt Ltd | Business | 12% | On Demand | | | | | |
| Sublakshmi Commodeal Pvt. Ltd. | Business | 12% | On Demand | | | | | |
| Sunflage Viniyog Pvt. Ltd. | Business | 12% | On Demand | | | | | 30.00 |
| Sunlight Trade Link Pvt Ltd | Business | 12% | On Demand | | | 10.00 | 11.28 | 10.18 |
| Swagatam Dealcom Pvt. Ltd. | Business | 12% | On Demand | 10.00 | 10.00 | 10.00 | 11.08 | 10.00 |
| Trishakti Electronics & Industries Ltd | Business | 12% | On Demand | | | 30.00 | 33.24 | 30.00 |
| Emearld Viniyog Pvt. Ltd. | Business | 12% | On Demand | 5.00 | | | | |
| Dharmraj Fincon Pvt. Ltd. | Business | 12% | On Demand | 20.00 | | | | |
| Dipnaryan Management Pvt. Ltd. | Business | 12% | On Demand | 20.00 | | | | |
| Elpro Viniyog Pvt. Ltd. | Business | 12% | On Demand | 5.00 | | | | |
| Kanha Vincom Pvt. Ltd. | Business | 12% | On Demand | 187.00 | | | | |
| Kohinoor Tradecom Pvt. Ltd. | Business | 12% | On Demand | 92.00 | | | | |
| S M Jute Pvt. Ltd. | Business | 12% | On Demand | 25.00 | | | | |
| Yashman Traders & Merchandise Pvt. Ltd. | Business | 12% | On Demand | 28.00 | | | | |
| Pushkar Commosales Pvt. Ltd. | Business | 12% | On Demand | 198.00 | | | | |
| Thukari Tie-Up Pvt. Ltd. | Business | 12% | On Demand | | | | | |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Vedant Vintrade Pvt. Ltd. | Business | 12% | On Demand | | | | | |
| Versatile Commotrade Pvt Ltd | Business | 12% | On Demand | | | | | |
| Viable Finance & Housing Pvt. Ltd. | Business | 12% | On Demand | | | 35.00 | 36.74 | 10.00 |
| **Total (B)** | | | | **803.95** | **388.14** | **437.73** | **335.73** | **342.24** |
| **Grand Total (A+B)** | | | | **925.03** | **630.42** | **956.71** | **986.17** | **919.26** |

**Notes:**
1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary, statements of assets and liabilities, profits and losses and cash flows appearing in Annexure IV, I, II and III.

## NOTE – 4
## STATEMENT OF DEFERRED TAX (ASSETS) / LIABILITIES

**(Amount in Lakhs)**

| **Particulars** | **For the Year ended** | | | | |
|---|---|---|---|---|---|
| | **31/03/2018** | **31/03/2017** | **31/03/2016** | **31/03/2015** | **31/03/2014** |
| **Opening Balance (A)** | | | | | |
| Opening Balance of Deferred Tax (Asset) / Liability | 15.27 | 44.40 | 68.75 | 107.61 | 47.46 |
| **Current Year Provision (B)** | | | | | |
| (DTA) / DTL on Depreciation | (12.48) | (26.19) | (22.65) | (54.21) | 61.63 |
| (DTA) / DTL on Provision for Gratuity/Carry Forward Losses | 2.76 | 2.93 | 1.70 | (15.35) | 1.48 |
| **Closing Balance of Deferred Tax (Asset) / Liability (A+B)** | **0.04** | **15.27** | **44.40** | **68.75** | **107.61** |

**Notes:**
1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statement of profit and loss account and cash flows statement as appearing in Annexure IV, I, II and III.

## NOTE-5
## STATEMENT OF OTHER LONG TERM PROVISIONS

**(Amount in Lakhs)**

| Particulars | As at | | | | |
|---|---|---|---|---|---|
| | 31/03/2018 | 31/03/2017 | 31/03/2016 | 31/03/2015 | 31/03/2014 |
| | | | | | |
| Provision For Gratuity | 26.26 | 19.28 | 10.83 | 7.33 | 3.79 |
| Provision for Leave Encashment | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | | | | | |
| **Total** | **26.26** | **19.28** | **10.83** | **7.33** | **3.79** |

**Notes:**

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure IV, I, II and III.

## NOTE-6
## STATEMENT OF SHORT TERM BORROWINGS

**(Amount in Lakhs)**

| Particulars | As at | | | | |
|---|---|---|---|---|---|
| | 31/03/2018 | 31/03/2017 | 31/03/2016 | 31/03/2015 | 31/03/2014 |
| **Secured** | | | | | |
| (a) Loans Repayable on Demand | | | | | |
| (i) from Banks; | 3569.00 | 3310.20 | 2272.17 | 2907.30 | 1573.23 |
| (ii) from other parties | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| (b) Loans and advances from Related Parties; | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| (c) Deposits | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| (d) Others Loans and advances | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| **Unsecured** | | | | | |
| (a) Loans Repayable on Demand | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| (i) from Banks; | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| (ii) from other parties | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| (b) Loans and advances from Related Parties; | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| (c) Deposits | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| (d) Others Loans and advances | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| **Total** | **3569.00** | **3310.20** | **2272.17** | **2907.30** | **1573.23** |

**Notes:**

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary, statements of assets and liabilities, profits and losses and cash flows appearing in Annexure IV, I, II and III.
3. List of persons/entities classified as 'Promoters' and 'Promoter Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.
4. The terms and conditions and other information in respect of Secured Loans as on 31.03.2018 are given in Note 3(A) & 3(B)

## NOTE-7
## STATEMENT OF TRADE PAYABLES

**(Amount in Lakhs)**

| Particulars | As at | | | | |
|---|---|---|---|---|---|
| | 31/03/2018 | 31/03/2017 | 31/03/2016 | 31/03/2015 | 31/03/2014 |
| **Trade Payables** | | | | | |
| Due to Micro, Small and Medium Enterprises | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Due to Others | 3751.52 | 3530.15 | 4891.02 | 2265.42 | 3743.33 |
| | | | | | |
| **Total** | **3751.52** | **3530.15** | **4891.02** | **2265.42** | **3743.33** |

**Notes:**

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure IV, I, II and III.
3. Amount due to entities covered under Micro, Small and Medium Enterprises as defined in the Micro, Small, Medium Enterprises Development Act, 2006, have been identified on the basis of information available with the Company. There was no amount due to any such entities which needs to be disclosed separately.

## NOTE-8
## STATEMENT OF OTHER CURRENT LIABILITIES

| PARTICULARS | As At | | | | |
|---|---|---|---|---|---|
| | 31/03/2018 | 31/03/2017 | 31/03/2016 | 31/03/2015 | 31/03/2014 |
| Current Maturity of Long Term Borrowings | 12.66 | 11.54 | 10.78 | 120.00 | 160.00 |
| Advance from Customers | 599.79 | 32.15 | 18.79 | 49.55 | 65.13 |
| Shree Ganesh Ji Maharaj | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Interest Accrued and Due on Borrowings | 0.00 | 0.00 | 0.00 | 1.83 | 3.80 |
| Statutory Dues Payable | 177.67 | 19.71 | 17.44 | 28.59 | 7.27 |
| Other Current Liabilities | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| For Capital Goods | 2.99 | 5.97 | 4.42 | 3.02 | 168.99 |
| For Other Goods | 27.84 | 71.27 | 39.82 | 28.64 | 15.31 |
| For Other Expenses | 457.93 | 227.80 | 340.76 | 125.91 | 79.38 |
| **Total** | **1278.88** | **368.43** | **432.01** | **357.55** | **499.87** |

**Notes:**

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure IV, I, II and III.

## NOTE-9
## STATEMENT OF SHORT TERM PROVISIONS

| PARTICULARS | As At | | | | |
|---|---|---|---|---|---|
| | 31/03/2018 | 31/03/2017 | 31/03/2016 | 31/03/2015 | 31/03/2014 |
| | | | | | |
| Provision for Gratuity | 3.41 | 2.04 | 1.07 | 0.51 | 0.31 |
| Provision for Leave Encashment | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Provision for Taxation | 25.45 | 12.82 | 0.08 | 0.13 | 1.60 |
| Provision for Interest Expenses | 0.08 | 0.15 | 0.00 | 0.00 | 0.00 |
| **Total** | **28.94** | **15.01** | **1.15** | **0.64** | **1.90** |

**Notes:**
1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure IV, I, II and III.

## NOTE-10
## STATEMENT OF PROPERTY, PLANT & EQUIPMENT

**(Amount in Lakhs)**

| 2013-14 | Gross Carrying Amount | | | | Depreciation | | | | Net Carrying Amount |
|---|---|---|---|---|---|---|---|---|---|
| Particulars | As on 01.04.2013 | Additions During the Year | Deletion / Disposal During the Year | As on 31.03.2014 | Accumulated Depreciation as on 01.04.2013 | Depreciation During the Year | Deduction During the Year | Accumulated Depreciation as on 31.03.2014 | As on 31.03.2014 |
| a) Land | 83.51 | 0.00 | | 83.51 | 0.00 | 0.00 | | 0.00 | 83.51 |
| b) Factory Building | 710.24 | 0.00 | | 710.24 | 152.18 | 55.81 | | 207.99 | 502.25 |
| c) Office Building | 53.63 | 0.00 | | 53.63 | 2.90 | 2.54 | | 5.44 | 48.19 |
| d) Plant and Machinery | 884.53 | 796.10 | | 1680.63 | 257.24 | 157.91 | | 415.15 | 1265.48 |
| e) Office Equipments | 7.07 | 0.00 | | 7.07 | 2.28 | 0.67 | | 2.94 | 4.12 |
| f) Computers and Printers | 8.62 | 0.70 | | 9.31 | 5.96 | 1.18 | | 7.14 | 2.17 |
| g) Electrical Equipments | 358.13 | 14.73 | | 372.86 | 112.23 | 34.80 | | 147.03 | 225.83 |
| h) Furniture and Fixtures | 8.81 | 0.75 | | 9.55 | 5.08 | 0.78 | | 5.86 | 3.69 |
| i) Motor Vehicles | 14.35 | 0.00 | | 14.35 | 9.09 | 1.36 | | 10.45 | 3.90 |
| j) Two Wheelers | 0.67 | 0.00 | | 0.67 | 0.43 | 0.06 | | 0.49 | 0.18 |
| **Total** | **2129.55** | **812.27** | **0.00** | **2941.82** | **547.39** | **255.10** | **0.00** | **802.49** | **2139.33** |

| 2014-15 | Gross Carrying Amount | | | | Depreciation | | | | | Net Carrying Amount |
|---|---|---|---|---|---|---|---|---|---|---|
| **Particulars** | **As on 01.04.2014** | **Additions During the Year** | **Deletion / Disposal During the Year** | **As on 31.03.2015** | **Accumulated Depreciation as on 01.04.2014** | **Depreciation During the Year** | **Deduction During the Year** | **Transitional Adjustment** | **Accumulated Depreciation as on 31.03.2015** | **As on 31.03.2015** |
| a) Land | 83.51 | 0.00 | | 83.51 | 0.00 | 0.00 | | 0.00 | 0.00 | 83.51 |
| b) Factory Building | 710.24 | 15.35 | | 725.59 | 207.99 | 47.93 | | 0.00 | 255.91 | 469.68 |
| c) Office Building | 53.63 | 0.00 | | 53.63 | 5.44 | 2.35 | | 0.00 | 7.79 | 45.85 |
| d) Plant and Machinery | 1680.63 | 0.00 | | 1680.63 | 415.15 | 236.03 | | 0.00 | 651.18 | 1029.45 |
| e) Office Equipments | 7.07 | 0.00 | | 7.07 | 2.94 | 2.33 | | 0.74 | 6.01 | 1.06 |
| f) Computers and Printers | 9.31 | 0.00 | | 9.31 | 7.14 | 1.30 | | 0.18 | 8.63 | 0.68 |
| g) Electrical Equipments | 372.86 | 0.43 | | 373.28 | 147.03 | 72.52 | | 0.00 | 219.55 | 153.74 |
| h) Furniture and Fixtures | 9.55 | 0.00 | | 9.55 | 5.86 | 1.21 | | 0.00 | 7.07 | 2.48 |
| i) Motor Vehicles | 14.35 | 0.00 | | 14.35 | 10.45 | 1.46 | | 0.00 | 11.91 | 2.44 |
| j) Two Wheelers | 0.67 | 0.00 | | 0.67 | 0.49 | 0.05 | | 0.00 | 0.54 | 0.13 |
| **Total** | **2941.82** | **15.78** | **0.00** | **2957.60** | **802.49** | **365.17** | **0.00** | **0.92** | **1168.59** | **1789.02** |

| 2015-16 | Gross Carrying Amount | | | | Depreciation | | | | Net Carrying Amount |
|---|---|---|---|---|---|---|---|---|---|
| **Particulars** | **As on 01.04.2015** | **Additions During the Year** | **Deletion / Disposal During the Year** | **As on 31.03.2016** | **Accumulated Depreciation as on 01.04.2015** | **Depreciation During the Year** | **Deduction During the Year** | **Accumulated Depreciation as on 31.03.2016** | **As on 31.03.2016** |
| a) Land | 83.51 | 0.00 | | 83.51 | 0.00 | 0.00 | | 0.00 | 83.51 |
| b) Factory Building | 725.59 | 0.00 | | 725.59 | 255.91 | 44.37 | | 300.29 | 425.30 |
| c) Office Building | 53.63 | 1.48 | | 55.12 | 7.79 | 2.27 | | 10.06 | 45.06 |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| d) Plant and Machinery | 1680.63 | 164.97 | | 1845.60 | 651.18 | 206.77 | | 857.95 | 987.64 |
| e) Office Equipments | 7.07 | 3.05 | | 10.12 | 6.01 | 1.14 | | 7.15 | 2.97 |
| f) Computers and Printers | 9.31 | 1.84 | | 11.15 | 8.63 | 1.13 | | 9.77 | 1.39 |
| g) Electrical Equipments | 373.28 | 0.00 | | 373.28 | 219.55 | 47.93 | | 267.48 | 105.81 |
| h) Furniture and Fixtures | 9.55 | 0.00 | | 9.55 | 7.07 | 0.80 | | 7.87 | 1.68 |
| i) Motor Vehicles | 14.35 | 0.00 | | 14.35 | 11.91 | 0.91 | | 12.82 | 1.53 |
| j) Two Wheelers | 0.67 | 0.00 | | 0.67 | 0.54 | 0.03 | | 0.57 | 0.10 |
| **Total** | **2957.60** | **171.34** | **0.00** | **3128.94** | **1168.59** | **305.38** | **0.00** | **1473.96** | **1654.98** |

| **2016-17** | **Gross Carrying Amount** | | | | **Depreciation** | | | | **Net Carrying Amount** |
|---|---|---|---|---|---|---|---|---|---|
| **Particulars** | **As on 01.04.2016** | **Additions During the Year** | **Delition / Disposal During the Year** | **As on 31.03.2017** | **Accumulated Depreciation as on 01.04.2016** | **Depreciation During the Year** | **Deduction During the Year** | **Accumulated Depreciation as on 31.03.2017** | **As on 31.03.2017** |
| a) Land | 83.51 | 111.29 | | 194.80 | 0.00 | 0.00 | | 0.00 | 194.80 |
| b) Factory Building | 725.59 | 0.00 | | 725.59 | 300.29 | 40.18 | | 340.47 | 385.12 |
| c) Office Building | 55.12 | 0.00 | | 55.12 | 10.06 | 2.19 | | 12.25 | 42.87 |
| d) Plant and Machinery | 1845.60 | 16.09 | | 1861.69 | 857.95 | 185.55 | | 1043.51 | 818.18 |
| e) Office Equipments | 10.12 | 4.21 | | 14.33 | 7.15 | 2.14 | | 9.29 | 5.04 |
| f) Computers and Printers | 11.15 | 2.35 | | 13.51 | 9.77 | 1.70 | | 11.46 | 2.04 |
| g) Electrical Equipments | 373.28 | 3.72 | 19.39 | 357.62 | 267.48 | 31.94 | 13.69 | 285.73 | 71.89 |
| h) Furniture and Fixtures | 9.55 | 0.00 | | 9.55 | 7.87 | 0.52 | | 8.40 | 1.15 |
| i) Motor Vehicles | 14.35 | 53.38 | | 67.73 | 12.82 | 17.07 | | 29.89 | 37.84 |
| j) Two Wheelers | 0.67 | 0.00 | | 0.67 | 0.57 | 0.03 | | 0.60 | 0.07 |
| **Total** | **3128.94** | **191.05** | **19.39** | **3300.61** | **1473.96** | **281.33** | **13.69** | **1741.60** | **1559.01** |

| **2017-18** | **Gross Carrying Amount** | | | | **Depreciation** | | | | **Net Carrying Amount** |
|---|---|---|---|---|---|---|---|---|---|
| **Particulars** | **As on 01.04.20** | **Additions** | **Deliti on /** | **As on 31.03.20** | **Accumulated** | **Depreciation** | **Deduction** | **Accumulated** | **As on 31.03.2018** |

| | 17 | During the Year | Disposal During the Year | 18 | Depreciation as on 01.04.2017 | During the Year | During the Year | Depreciation as on 31.03.2018 | |
|---|---|---|---|---|---|---|---|---|---|
| a) Land | 194.80 | 0.00 | | 194.80 | 0.00 | 0.00 | | 0.00 | 194.80 |
| b) Factory Building | 725.59 | 208.20 | | 933.79 | 340.47 | 50.75 | | 391.22 | 542.57 |
| c) Office Building | 55.12 | 0.00 | | 55.12 | 12.25 | 2.09 | | 14.34 | 40.78 |
| d) Plant and Machinery | 1861.69 | 404.10 | | 2265.79 | 1043.51 | 204.56 | | 1248.07 | 1017.72 |
| e) Office Equipments | 14.33 | 4.72 | | 19.05 | 9.29 | 2.69 | | 11.98 | 7.07 |
| f) Computers and Printers | 13.51 | 0.96 | | 14.47 | 11.46 | 1.12 | | 12.58 | 1.88 |
| g) Electrical Equipments | 357.62 | 13.33 | | 370.95 | 285.73 | 22.68 | | 308.41 | 62.54 |
| h) Furniture and Fixtures | 9.55 | 8.71 | | 18.26 | 8.40 | 0.49 | | 8.89 | 9.37 |
| i) Motor Vehicles | 67.73 | 0.00 | | 67.73 | 29.89 | 11.77 | | 41.66 | 26.07 |
| j) Two Wheelers | 0.67 | 0.00 | | 0.67 | 0.60 | 0.02 | | 0.62 | 0.05 |
| **Total** | **3300.61** | **640.02** | **0.00** | **3940.62** | **1741.60** | **296.16** | **0.00** | **2037.76** | **1902.86** |

**Notes:**
1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure IV, I, II and III.

**NOTE-11**
**STATEMENT OF CAPITAL WORK-IN-PROGRESS**

| PARTICULARS | As At | | | | |
|---|---|---|---|---|---|
| | 31/03/2018 | 31/03/2017 | 31/03/2016 | 31/03/2015 | 31/03/2014 |
| **Opening Carrying Amount** | 434.66 | 6.57 | 40.23 | 0.00 | 37.49 |
| **Add: Additions During the Year** | 216.54 | 428.08 | 0.00 | 40.23 | 757.76 |
| **Less: Deletion/Adjustments During the Year** | 612.30 | | 33.66 | | 795.25 |
| **Closing Carrying Amount** | **38.90** | **434.66** | **6.57** | **40.23** | **0.00** |

**Notes:**
1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure IV, I, II and III.

## NOTE-12
## STATEMENT OF NON-CURRENT INVESTMENTS

| PARTICULARS | As At | | | | |
|---|---|---|---|---|---|
| | 31/03/2018 | 31/03/2017 | 31/03/2016 | 31/03/2015 | 31/03/2014 |
| ***Investment in Mutual Funds and Bonds*** | | | | | |
| Baroda Pioneer ELSS 96 | 2.00 | 2.00 | 2.00 | 2.00 | 2.00 |
| SBI Mutual Fund Series XVI | 75.00 | 75.00 | 0.00 | 0.00 | 0.00 |
| SBI Mutual Fund Series XXIII | 100.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Flat at Koltaka (Flat No. 9C, Floor Castle, Premise No. 74, Moulana Abdul Kalam Azad Sarani, PS-Phoolbagan, Kolkata-700054) | 70.47 | 70.47 | 70.47 | 70.47 | 70.47 |
| Retail Shop No. 1104, Block 0B, 1st Floor, Uniworld City-Downtown Retail, Patharghata Rajarhat, District-24, Parganas, Kolkata-700160 | 60.83 | 60.83 | 0.00 | 0.00 | 0.00 |
| **Total** | **308.30** | **208.30** | **72.47** | **72.47** | **72.47** |

| | | | | | | |
|---|---|---|---|---|---|---|
| Agreegate Amount of Quoted Investments | 177.00 | 77.00 | 2.00 | 2.00 | 2.00 | 2.00 |
| Makret Value of Quoted Investments | 188.48 | 81.09 | 2.15 | 2.64 | 1.96 | 1.77 |
| Aggreegate Amount of Unquoted Investments (At Cost) | 131.30 | 131.30 | 70.47 | 70.47 | 70.47 | 70.47 |

**Note-:**

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure IV, I, II and III.
3. Investment in Mutual Funds amounting to Rs. 175 Lakhs as on 31.03.2018 has been kept as security against loan taken from SBI as mentioned in Note - 3(A)
4. Investments are valued at Cost in terms of Accounting Standard - 13 issued by ICAI.

## NOTE-13
## STATEMENT OF LONG TERM LOANS & ADVANCES

| PARTICULARS | As At | | | | |
|---|---|---|---|---|---|
| | 31/03/2018 | 31/03/2017 | 31/03/2016 | 31/03/2015 | 31/03/2014 |
| **Secured, considered good;** | | | | | |
| Security Deposits | 13.36 | 24.33 | 38.80 | 41.52 | 35.98 |
| Other Security Deposits | 1.70 | 1.70 | 1.70 | 1.00 | 1.00 |
| MAT Credit Entitlement | 0.00 | 0.00 | 7.70 | 53.67 | 75.53 |
| **Total** | **15.06** | **26.04** | **48.21** | **96.19** | **112.52** |

**Note-:**

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure IV, I, II and III

## NOTE-14
## STATEMENT OF INVENTORIES

| PARTICULARS | As At | | | | |
|---|---|---|---|---|---|
| | 31/03/2018 | 31/03/2017 | 31/03/2016 | 31/03/2015 | 31/03/2014 |
| Raw Material (At cost) | 1394.46 | 912.70 | 923.83 | 346.37 | 847.11 |
| Goods (Raw Material) in Transit | 0.00 | 0.00 | 503.20 | 0.00 | 0.00 |
| Work in Progress | 231.82 | 527.94 | 450.53 | 252.18 | 258.74 |
| Finished Goods (Cost or MP, Whichever is Lower) | 684.70 | 539.65 | 267.72 | 721.11 | 618.45 |
| Scrap (At Realisable Value) | 11.06 | 7.17 | 8.34 | 10.27 | 12.28 |
| Stores n Spares | 398.72 | 94.04 | 128.09 | 344.37 | 125.36 |
| | | | | | |
| **Total** | **2720.75** | **2081.50** | **2281.71** | **1674.30** | **1861.94** |

**Note-:**

1. Mode of Valuation: Inventories being finished goods are valued at lower of average cost or market value.
2. As per Management Explanation, Invenotry has been physically verified by the management of the Company at the end of respective year.
3. Inventory is valued in terms of Accounting Standard - 2 in which market value of the inventories are determined and certified by the management.
4. As confirmed by the Management, there are no Stores and Spares having self life of more than 12 months, therefore, they are not capitalised in terms of Accounting Standard - 10 "Property, Plant & Equipment"
5. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
6. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure IV, I, II and III.

## NOTE – 15
## STATEMENT OF TRADE RECEIVABLES

| PARTICULARS | As At | | | | |
|---|---|---|---|---|---|
| | 31/03/2018 | 31/03/2017 | 31/03/2016 | 31/03/2015 | 31/03/2014 |
| **Outstanding for a period exceeding 6 Months** | | | | | |
| **Secured, Considered Good** | | | | | |
| Debts due by Directors, Officer, jointly or severally with any other person or debts due by firms or private companies in which director is a partner or director or member | | - | - | - | - |
| Others | 912.41 | 1005.17 | 754.64 | 567.30 | 428.82 |
| **Unsecured, considered Good** | | | | | |
| Debts due by Directors, Officer, jointly or severally with any other person or debts due by firms or private companies in which director is a partner or director or member | | | | | |
| Others | | - | - | - | - |
| **Outstanding for a period not exceeding 6 Months** | | | | | |
| **Secured, Considered Good** | | | | | |
| Debts due by Directors, Officer, jointly or severally with any other person or debts due by firms or private companies in which director is a partner or director or member | 0.00 | 15.35 | 6.81 | 23.14 | 10.72 |
| Others | 6312.80 | 4418.29 | 5500.53 | 3971.63 | 4136.34 |
| **Unsecured, considered Good** | | | | | |
| Debts due by Directors, Officer, jointly or severally with any other person or debts due by firms or private companies in which director is a partner or director or member | | | | | |
| Others | | | | | |
| **Total** | **7225.21** | **5438.81** | **6261.98** | **4562.06** | **4575.88** |

**Note:**

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure IV, I, II and III.

## NOTE – 16
## STATEMENT OF CASH & CASH EQUIVALENTS

**(Amount in lakhs)**

| Particulars | As At | | | | |
|---|---|---|---|---|---|
| | 31/03/2018 | 31/03/2017 | 31/03/2016 | 31/03/2015 | 31/01/2014 |
| | | | | | |
| **(a) Balances with Banks** | | | | | |
| In Current Accounts | 1.62 | 1.63 | 0.72 | 0.91 | 4.15 |
| FDRs, Margin Money/Security against Borrowings, Bank Guarantees | 721.66 | 608.43 | 582.17 | 542.61 | 238.38 |
| **(b) Cheques, drafts on hand** | | | | | |
| **(c) Cash on Hand** | 60.67 | 77.15 | 20.17 | 15.25 | 23.36 |
| **(d) Others** | | | | | |
| **Total** | **783.95** | **687.21** | **603.06** | **558.77** | **265.90** |

**Disclosure of Specified Bank Notes**

**During the year, the company had Specified Bank Notes (SBN) or Other Denomination Notes as defined in the MCA notification G.S.R. 308(E) dated March 30, 2017 on details of SBN held and transacted during the period from 8 November 2016 to 30 December 2016, the denomination wise SBNs and other notes as per the notification is given below:**

| Particulars | SBNs | Other denomination notes | Total |
|---|---|---|---|
| **Closing cash in hand as on 08.11.2016** | **80.00** | **7.19** | **87.19** |
| (+) Permitted receipts | 0.00 | 9.59 | 9.59 |
| (-) Permitted payments | 0.00 | 9.58 | 9.58 |
| (+)Non permitted receipts | 0.00 | 0.00 | 0.00 |
| (+) Amount withdrawn from Bank | 0.00 | 0.00 | 0.00 |
| (-) Amount deposited in Banks | 80.00 | 0.00 | 80.00 |
| **Closing cash in hand as on 30.12.2016** | **0.00** | **7.20** | **7.20** |

It is further stated that the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated 8th November, 2016.

**Notes:-**

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure IV, I, II and III.

## NOTE-17
## STATEMENT OF SHORT TERM LOANS & ADVANCES

**(Amount in lakhs)**

| Particulars | As At | | | | |
|---|---|---|---|---|---|
| | 31/03/2018 | 31/03/2017 | 31/03/2016 | 31/03/2015 | 31/01/2014 |
| | | | | | |
| **Unsecured and Considered Good:** | | | | | |
| Advance to Suppliers | | | | | |
| to related parties | 0.00 | 100.00 | 0.00 | 0.00 | 0.00 |
| to others | 72.12 | 257.33 | 168.17 | 191.96 | 258.39 |
| Advance for Capital Goods | 12.00 | 62.15 | 74.24 | 19.91 | 0.17 |
| Other Advances | 19.28 | 59.77 | 61.15 | 49.13 | 56.03 |
| Prepaid Expenses | 3.00 | 1.30 | 1.95 | 10.96 | 1.30 |

| | | | | | |
|---|---|---|---|---|---|
| Earnest Money Deposits | 109.33 | 120.14 | 115.41 | 99.22 | 102.77 |
| Balances with Govt Authorities | 269.67 | 272.30 | 223.00 | 264.50 | 315.81 |
| **Total** | **485.41** | **872.99** | **643.93** | **635.70** | **734.47** |

**Notes:-**
1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure IV, I, II and III.

## NOTE – 18
## STATEMENT OF REVENUE FROM OPERATIONS

**(Amount in lakhs)**

| Particulars | For the year ended | | | | |
|---|---|---|---|---|---|
| | **31/03/2018** | **31/03/2017** | **31/03/2016** | **31/03/2015** | **31/01/2014** |
| Sale of Products (Wires) | 20972.48 | 15964.44 | 18442.15 | 14827.76 | 11377.49 |
| Less: Excise Duty | (542.91) | -1899.96 | -2201.91 | -1634.40 | -1349.05 |
| **Net Revenue from Sale of Products** | **20429.57** | **14064.48** | **16240.24** | **13193.36** | **10028.44** |
| Trading Sales | 3263.98 | 4667.31 | 3796.04 | 4207.37 | 3724.33 |
| Export Sale | 1850.46 | 1693.01 | 1521.79 | 854.86 | 1089.30 |
| Sale of Services (Conversion Charges) | 3.57 | 114.00 | 29.17 | 3.95 | 12.50 |
| **Total** | **25547.58** | **20538.80** | **21587.24** | **18259.53** | **14854.57** |

**Notes:**
1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure IV, I, II and III.

## NOTE – 19
## STATEMENT OF OTHER INCOME

**(Amount in lakhs)**

| Particulars | For the year ended | | | | |
|---|---|---|---|---|---|
| | **31/03/2018** | **31/03/2017** | **31/03/2016** | **31/03/2015** | **31/01/2014** |
| **Recurring Incomes** | | | | | |
| Dividend Income | 0.27 | 0.21 | 0.39 | 0.00 | 0.17 |
| Rent Received | 1.80 | 1.80 | 1.20 | 1.20 | 1.20 |
| Interest on FDR | 23.46 | 12.19 | 19.02 | 5.93 | 1.59 |
| Interest on Margin Money | 17.81 | 31.28 | 34.41 | 22.30 | 13.73 |
| Interest on IT Refund | 0.00 | 1.75 | 0.00 | 0.39 | 0.00 |
| Interest From Debtors | 86.26 | 57.89 | 48.54 | 20.26 | 33.58 |
| Custom Duty Incentive | 36.43 | 26.32 | 25.15 | 4.16 | 3.60 |
| | | | | | |
| **Non-Recurring Incomes** | | | | | |
| Other charges/ Rebate and Discount | 7.69 | 2.70 | 0.00 | 1.43 | 2.59 |
| Focus License | 0.39 | 7.23 | 14.10 | 13.19 | 0.00 |
| Rate Difference | 15.94 | 2.37 | (1.67) | 0.00 | 0.00 |

| | | | | | |
|---|---|---|---|---|---|
| Exchange Fluctuation | 50.17 | 19.85 | 1.00 | 11.33 | 0.24 |
| Drum Cost | 1.51 | 3.15 | 0.80 | 0.00 | 0.00 |
| | | | | | |
| **Total** | **241.73** | **166.72** | **142.95** | **80.21** | **56.69** |

**Notes:**
1. The classification of other income as recurring/not-recurring, related/not-related to business activity is based on the current operations and business activity of the Company as determined by the management.
2. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
3. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure IV, I, II and III.

## NOTE – 20
## STATEMENT OF MATERIAL CONSUMED

**(Amount in lakhs)**

| **Particulars** | **For the year ended** | | | | |
|---|---|---|---|---|---|
| | **31/03/2018** | **31/03/2017** | **31/03/2016** | **31/03/2015** | **31/03/2014** |
| Opening Stock | 912.70 | 923.83 | 346.37 | 847.11 | 152.58 |
| Purchase of Stock | 18363.63 | 12654.41 | 14439.70 | 11767.09 | 10663.34 |
| Add: Freight Inwards | 338.06 | 274.20 | 230.06 | 70.83 | 96.08 |
| Add: Custom Duty | 1.77 | 100.30 | 439.70 | 107.30 | 0.07 |
| Add: Clearing and Forwarding Expenses | 14.94 | 9.18 | 58.99 | 20.34 | 0.35 |
| **Sub Total** | **19631.09** | **13961.92** | **15514.83** | **12812.67** | **10912.41** |
| Less: Closing stock | 1394.46 | 912.70 | 923.83 | 346.37 | 847.11 |
| **Total** | **18236.63** | **13049.22** | **14591.01** | **12466.30** | **10065.30** |

**Notes:**
1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure IV, I, II and III.

## NOTE – 21
## STATEMENT OF PURCHASE OF STOCK-IN-TRADE

**(Amount in Lakhs)**

| **Particulars** | **For the year ended** | | | | |
|---|---|---|---|---|---|
| | **31/03/2018** | **31/03/2017** | **31/03/2016** | **31/03/2015** | **31/03/2014** |
| Purchase of Stock-in-Trade | 3195.85 | 4874.89 | 3988.37 | 3983.62 | 3537.53 |
| **Total** | **3195.85** | **4874.89** | **3988.37** | **3983.62** | **3537.53** |

**Notes:**
1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure IV, I, II and III.

## NOTE – 22
## STATEMENT OF DIRECT EXPENSES / MANUFACTURING EXPENSES

**(Amount in Lakhs)**

| **Particulars** | **For the year ended** | | | | |
|---|---|---|---|---|---|
| | **31/03/2018** | **31/03/2017** | **31/03/2016** | **31/03/2015** | **31/03/2014** |
| Consumable Stores | 310.00 | 490.26 | 548.77 | 142.42 | 281.12 |

| | | | | | |
|---|---|---|---|---|---|
| Consumed | | | | | |
| Repairs & Maintenance | 217.97 | 126.63 | 93.04 | 60.95 | 68.02 |
| Factory Expenses | 0.99 | 1.33 | 1.49 | 0.75 | 2.17 |
| Factory Wages | 347.21 | 185.89 | 91.46 | 59.78 | 34.55 |
| Factory Insurance | 2.80 | 2.70 | 4.02 | 2.06 | 1.93 |
| Power and Fuel | 677.72 | 573.69 | 536.90 | 454.03 | 368.05 |
| Laboratory Testing Charges | 5.63 | 10.04 | 5.11 | 3.73 | 3.31 |
| Quality Discount and Rebate | 0.88 | 0.00 | 23.11 | 4.87 | 27.51 |
| Conversion Charges | 90.87 | 98.23 | 73.01 | 39.94 | 23.07 |
| Security Charges | 6.89 | 6.87 | 5.53 | 5.19 | 4.55 |
| **Total** | **1660.97** | **1495.65** | **1382.42** | **773.72** | **814.27** |

**Notes:**
1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure IV, I, II and III.

## NOTE - 23
## STATEMENT OF CHANGE IN INVENTORIES OF FINISHED GOODS, WIP AND STOCK IN TRADE

**(Amount in Lakhs)**

| **Particulars** | **For the year ended** | | | | |
|---|---|---|---|---|---|
| | **31/03/2018** | **31/03/2017** | **31/03/2016** | **31/03/2015** | **31/03/2014** |
| ***Finished Goods*** | | | | | |
| Opening Stock | 546.82 | 276.07 | 731.38 | 630.73 | 301.43 |
| Closing Stock | 695.76 | 546.82 | 276.07 | 731.38 | 630.73 |
| ***Work in Progress*** | | | | | |
| Opening Stock | 527.94 | 450.53 | 252.18 | 258.74 | 180.23 |
| Closing Stock | 231.82 | 527.94 | 450.53 | 252.18 | 258.74 |
| ***Stock-in Trade*** | | | | | |
| Opening Stock | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Closing Stock | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| **Increase/decrease in Inventory** | **147.19** | **(348.16)** | **256.97** | **(94.09)** | **(407.81)** |

**Notes:**
1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure IV, I, II and III.

## NOTE - 24
## STATEMENT OF EMPLOYEE BENEFIT EXPENSES

**(Amount in Lakhs)**

| **Particulars** | **For the year ended** | | | | |
|---|---|---|---|---|---|
| | **31/03/2018** | **31/03/2017** | **31/03/2016** | **31/03/2015** | **31/03/2014** |
| Salaries and Wages | 180.57 | 67.83 | 43.47 | 31.46 | 27.03 |
| Directors' Remuneration | 9.60 | 6.00 | 6.00 | 3.60 | 2.40 |
| Contribution to PF and Other Funds | 43.73 | 27.67 | 18.62 | 13.51 | 8.25 |

| | | | | | |
|---|---|---|---|---|---|
| Gratuity | 8.34 | 9.42 | 4.07 | 3.74 | 2.33 |
| Leave Encashment | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Staff Welfare Expenses | 6.21 | 2.85 | 4.85 | 0.00 | 0.00 |
| **Total** | **248.47** | **113.78** | **77.01** | **52.32** | **40.01** |

**Notes:**
1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure IV, I, II and III.

## NOTE - 25
## STATEMENT OF FINANCE COSTS

**(Amount in Lakhs)**

| **Particulars** | **For the year ended** | | | | |
|---|---|---|---|---|---|
| | **31/03/2018** | **31/03/2017** | **31/03/2016** | **31/03/2015** | **31/03/2014** |
| Interest Expenses | | | | | |
| on Term Loan | 1.70 | 2.68 | 7.02 | 29.92 | 51.43 |
| on Cash Credit | 296.13 | 263.26 | 299.65 | 238.97 | 141.64 |
| on Packing Credit | 3.99 | 0.74 | 2.26 | 0.66 | 0.00 |
| on Unsecured Loan | 85.05 | 93.78 | 109.45 | 119.52 | 72.82 |
| Bank Commission and Charges | 107.90 | 22.05 | 43.42 | 37.88 | 26.55 |
| Other Borrowing Costs | 312.57 | 258.20 | 180.01 | 129.19 | 42.16 |
| **Total** | **807.34** | **640.72** | **641.81** | **556.13** | **334.61** |

**Notes:**
1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure IV, I, II and III.

## NOTE - 26
## STATEMENT OF DEPRECIATION AND AMORTIZATION EXPENSES

**(Amount in Lakhs)**

| **Particulars** | **For the year ended** | | | | |
|---|---|---|---|---|---|
| | **31/03/2018** | **31/03/2017** | **31/03/2016** | **31/03/2015** | **31/03/2014** |
| Depreciation on Tangible Assets | 296.16 | 281.33 | 305.38 | 365.17 | 255.10 |
| Amortization on Intangible Assets | 0 | 0 | 0 | 0 | 0 |
| **Total** | **296.16** | **281.33** | **305.38** | **365.17** | **255.10** |

**Notes:**
1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure IV, I, II and III.

## NOTE - 27
## STATEMENT OF OTHER EXPENSE

**(Amount in Lakhs)**

| Particulars | For the year ended | | | | |
|---|---|---|---|---|---|
| | 31/03/2018 | 31/03/2017 | 31/03/2016 | 31/03/2015 | 31/03/2014 |
| Office Electricity Charges | 0.65 | 0.65 | 0.92 | 0.93 | 1.00 |
| Legal and Consultancy Charges | 13.14 | 9.60 | 8.00 | 4.16 | 3.25 |
| Car Expenses | 7.39 | 4.88 | 3.82 | 5.19 | 6.71 |
| Travelling and Conveyance | 20.01 | 15.38 | 15.51 | 10.89 | 9.18 |
| Maintenance Charges | 8.18 | 5.18 | 4.40 | 0.00 | 0.00 |
| Brokerage and Commission | 20.78 | 8.14 | 6.58 | 7.79 | 16.44 |
| Repair and Maintenance | 9.36 | 1.96 | 8.82 | 1.62 | 4.02 |
| Telephone and Communication Expenses | 3.87 | 3.58 | 2.30 | 2.60 | 1.96 |
| Late Delivery Charges | 9.27 | 25.02 | 60.44 | 34.35 | 1.14 |
| Return & ROC Filling Fees | 8.05 | 0.03 | 0.02 | 0.23 | 0.16 |
| Printing and Stationery | 5.82 | 3.46 | 3.13 | 2.60 | 2.68 |
| Rent Rates and taxes | 38.77 | 43.87 | 44.41 | 20.24 | 26.91 |
| General Expenses | 3.21 | 2.19 | 1.34 | 5.75 | 6.50 |
| Advertisement | 12.30 | 9.92 | 0.46 | 0.00 | 0.17 |
| Subscription and Membership Fees | 2.28 | 6.08 | 2.95 | 1.59 | 0.86 |
| Computer Expenses | 1.46 | 0.88 | 1.76 | 0.36 | 0.43 |
| Accounting Charges | 0.00 | 0.48 | 0.48 | 0.36 | 0.36 |
| Audit fees | 1.10 | 0.92 | 0.81 | 0.66 | 0.45 |
| Carriage Outward (Net of Receipts) | 220.15 | 41.42 | 115.30 | 69.89 | 27.52 |
| Interest on Tax & Duties | 0.27 | 0.57 | 9.19 | 0.26 | 0.36 |
| Sales Promotion | 4.50 | 0.00 | 0.00 | 0.00 | 0.00 |
| Pollution Control Exp W/o | 0.65 | 0.65 | 0.00 | 0.00 | 0.00 |
| Demat Charges | 0.01 | 0.00 | 0.00 | 0.00 | 0.00 |
| Keyman Insurance Policy | 18.66 | 0.00 | 0.00 | 0.00 | 0.00 |
| **Total** | **409.89** | **184.83** | **290.63** | **169.46** | **110.10** |

**Notes:**
1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure IV, I, II and III.

## NOTE - 28
## STATEMENT OF EXCEPTIONAL ITEMS

**(Amount in Lakhs)**

| Particulars | For the year ended | | | | |
|---|---|---|---|---|---|
| | 31/03/2018 | 31/03/2017 | 31/03/2016 | 31/03/2015 | 31/03/2014 |
| Bad Debts Written Off | 45.66 | 39.81 | 0.00 | 0.00 | 0.00 |
| Penalty on Custom Duty | 0.00 | 13.95 | 0.00 | 0.00 | 0.00 |
| (Profit)/Loss on Sale of Fixed Assets | 0.00 | (3.12) | 0.00 | 0.00 | 0.00 |
| (Profit) on Sale of Land | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| **Total** | **45.66** | **50.64** | **0.00** | **0.00** | **0.00** |

**Notes:**
1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure IV, I, II and III.

## NOTE – 29
## STATEMENT OF RELATED PARTY TRANSACTION

a) Names of the related parties with whom transaction were carried out during the years and description of relationship:

| | |
|---|---|
| 1. Company/entity owned or significantly influenced by directors/ KMP/individuals owning interest in voting power that gives them significant influence over the enterprise or their relatives. | Mohta Agencies (P) Ltd<br>RA Comptech Investment & Consultant Pvt Ltd<br>Balaji Electrodes Pvt Ltd<br>All Time Suppliers Pvt Ltd<br>Classic Electrodes (India) Ltd.<br>Jai Hanuman Industrial Corporation<br>Aditi Commodities Pvt Ltd<br>HR Business Pvt Ltd<br>Ankush Wires Pvt Ltd<br>Hanuman Prasad Agarwal (HUF)<br>Narendra Kumar Agrawal (HUF)<br>Sunil Kumar Mittal (HUF)<br>Sushil Kumar Agarwal (HUF)<br>Panchshul Merchants Pvt Ltd<br>Gunnayak Commercial Pvt Ltd |
| 2. Key Management Personnels/Directors | Sanjeev Kumar Binani(Director)<br>Narendra Kumar Agarwal(Director)<br>Mahesh Kumar Sharma(Company Secretary) |
| 3. Relative of Key Management Personnels: Sangita Agarwal | Santosh Agarwal<br>Kritika Agarwal<br>Namita Agarwal<br>Pooja Agarwal<br>Ankush Agarwal |

Hanuman Prasad Agarwal
Manita Mittal
Manju Agarwal
Sunil Kumar Mittal
Sushil Kumar Agarwal
Ankita Agrawal
Akhil Garg
Nitesh Agarwal
Khushboo Agarwal
Ayush Agarwal
Sulochana Garg
Sunil Mittal

| Sr. No. | Nature of Transaction | As at | | | | |
|---|---|---|---|---|---|---|
| **1** | **Mohta Agencies (P) Ltd** | **2017-18** | **2016-17** | **2015-16** | **2014-15** | **2013-14** |
| | **Opening (Cr Balances)** | 73.95 | 60.00 | 60.00 | 54.15 | 0.00 |
| | Interest on loan | 10.02 | 7.89 | 7.22 | 6.50 | 2.39 |
| | Advances Given | | 1.27 | 1.59 | 2.13 | 0.08 |
| | Advances Received Back | 0.16 | 1.12 | 1.59 | 2.13 | 0.08 |
| | Loan Taken | 18.47 | 7.00 | | | 52.50 |
| | Payments/Adj | 2.48 | 0.79 | 7.22 | 0.65 | 0.74 |
| | **Closing Balance** | 100.12 | 73.95 | 60.00 | 60.00 | 54.15 |
| **2** | **RA Comptech Investment & Consultant Pvt Ltd** | **2017-18** | **2016-17** | **2015-16** | **2014-15** | **2013-14** |
| | **Opening (Cr Balances)** | 12.80 | 12.49 | 12.49 | 11.28 | 0.00 |
| | Interest on loan | 1.54 | 1.45 | 1.50 | 1.35 | 1.97 |
| | Advances Given | 0.23 | 0.28 | 0.25 | | 0.45 |
| | Advances Received Back | 0.23 | 0.28 | 0.25 | | 0.45 |
| | Loan Taken | | | | | 35.00 |
| | Payments/Adj | 14.34 | 1.15 | 1.50 | 0.14 | 25.70 |
| | **Closing Balance** | 0.00 | 12.80 | 12.49 | 12.49 | 11.28 |
| **3** | **Balaji Electrodes Pvt Ltd** | **2017-18** | **2016-17** | **2015-16** | **2014-15** | **2013-14** |
| | **Opening (Cr Balances)** | 7.50 | 7.71 | 7.71 | 8.77 | 0.00 |
| | Interest on loan | 0.90 | 0.88 | 0.93 | 1.04 | 1.97 |
| | Advances Given | | | | | 0.11 |
| | Advances Received Back | | | | | 0.11 |
| | Loan Taken | | | | | 35.00 |
| | Loan Repaid/Adj | 0.09 | 1.09 | 0.93 | 2.10 | 28.20 |
| | **Closing Balance** | 8.31 | 7.50 | 7.71 | 7.71 | 8.77 |
| **4** | **All Time Suppliers Pvt Ltd** | **2017-18** | **2016-17** | **2015-16** | **2014-15** | **2013-14** |
| | **Opening (Cr Balances)** | 18.92 | 319.78 | 448.05 | 511.59 | 444.11 |

| | | | | | | |
|---|---|---|---|---|---|---|
| | Interest on loan | 2.27 | 24.61 | 24.14 | 56.07 | 54.42 |
| | Advances Given | | 14.67 | 10.15 | 9.00 | 7.83 |
| | Advances Received Back | | 14.67 | 10.15 | 9.00 | 7.83 |
| | Loan Received | | 22.00 | 447.00 | 253.00 | 614.00 |
| | Loan Repaid/Adj | 0.23 | 347.47 | 599.41 | 372.61 | 600.94 |
| | **Closing Balance** | 20.96 | 18.92 | 319.78 | 448.05 | 511.59 |
| **5** | **Classic Electrodes (India) Ltd.** | **2017-18** | **2016-17** | **2015-16** | **2014-15** | **2013-14** |
| | **Opening (Cr Balances)** | (115.35) | 326.84 | (23.19) | 0.00 | (172.70) |
| | Purchases | 1583.85 | 479.05 | 634.18 | 591.03 | 1396.80 |
| | Sales/ Conversion charges | 164.25 | 21.97 | 367.43 | 617.39 | 1226.83 |
| | Purchase of Fixed Asset | | | 0.42 | | |
| | Loan/Advances Given | 3.25 | 32.55 | 72.91 | 278.42 | 11.84 |
| | Repayment Received | 3.25 | 32.55 | 72.96 | 278.37 | 11.84 |
| | Sale of land | | | | | |
| | Received against Sale of land | | | | | |
| | Payments/ debits against Purchases | 1543.87 | 912.70 | 330.13 | 606.80 | 1396.80 |
| | Receipts/ credits against Sales | 239.61 | 13.43 | 412.93 | 610.02 | 1399.53 |
| | **Closing Balance** | 0.00 | (115.35) | 326.84 | (23.19) | 0.00 |
| **6** | **Jai Hanuman Industrial Corporation** | **2017-18** | **2016-17** | **2015-16** | **2014-15** | **2013-14** |
| | **Opening (Cr Balances)** | 600.83 | 1065.97 | 329.94 | 940.94 | 0.00 |
| | Purchases | 3374.86 | 2558.20 | 2463.26 | 2271.24 | 2657.35 |
| | Sales | | | | | 10.72 |
| | Loan/Advances Given | | 26.31 | 16.30 | 14.99 | 0.72 |
| | Repayment Received | | 26.31 | 16.47 | 14.82 | 0.72 |
| | Payments/ debits | 2824.36 | 3033.91 | 1741.45 | 3045.57 | 1849.54 |
| | Receipts/ credits | 87.02 | 10.57 | 14.04 | 163.50 | 143.86 |
| | **Closing Balance** | 1238.36 | 600.83 | 1065.97 | 329.94 | 940.94 |
| | | | | | | |
| **7** | **Sangita Agarwal** | **2017-18** | **2016-17** | **2015-16** | **2014-15** | **2013-14** |
| | **Opening (Cr Balances)** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Rent | | | | | |
| | Remuneration/Salary | 9.00 | | | | |
| | Advances Given | | 2.00 | 1.00 | 1.20 | 1.36 |
| | Advances Received Back | | 2.00 | 1.00 | 1.20 | 1.36 |
| | Payments made | 9.65 | | | | |
| | **Closing Balance** | (0.65) | 0.00 | 0.00 | 0.00 | 0.00 |
| | | | | | | |
| **8** | **Santosh Agarwal** | **2017-18** | **2016-17** | **2015-16** | **2014-15** | **2013-14** |
| | **Opening (Cr Balances)** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Advances Given | | 0.55 | 0.95 | 0.99 | 1.17 |
| | Advances Received Back | | 0.55 | 0.95 | 0.99 | 1.17 |

| | | | | | | |
|---|---|---|---|---|---|---|
| | **Closing Balance** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | | | | | | |
| **9** | **Kritika Agarwal** | **2017-18** | **2016-17** | **2015-16** | **2014-15** | **2013-14** |
| | **Opening (Cr Balances)** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Advances Given | | | 1.15 | 1.06 | 1.23 |
| | Advances Received Back | | | 1.15 | 1.06 | 1.23 |
| | **Closing Balance** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | | | | | | |
| **10** | **Namita Agarwal** | **2017-18** | **2016-17** | **2015-16** | **2014-15** | **2013-14** |
| | **Opening (Cr Balances)** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Advances Given | | 0.60 | 0.91 | 0.95 | 2.03 |
| | Advances Received Back | | 0.60 | 0.91 | 0.95 | 2.03 |
| | **Closing Balance** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | | | | | | |
| **11** | **Pooja Agarwal** | **2017-18** | **2016-17** | **2015-16** | **2014-15** | **2013-14** |
| | **Opening (Cr Balances)** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Advances Given | | | 1.02 | 0.97 | 1.23 |
| | Advances Received Back | | | 1.02 | 0.97 | 1.23 |
| | **Closing Balance** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | | | | | | |
| **12** | **Aditi Commodities Pvt Ltd** | **2017-18** | **2016-17** | **2015-16** | **2014-15** | **2013-14** |
| | **Opening (Cr Balances)** | 0.00 | 0.00 | (0.20) | 0.00 | 0.00 |
| | Advances Given | 0.04 | 0.04 | 0.21 | 0.03 | 0.02 |
| | Advances Received Back | 0.04 | 0.04 | 0.01 | 0.23 | 0.02 |
| | **Closing Balance** | 0.00 | 0.00 | 0.00 | (0.20) | 0.00 |
| | | | | | | |
| **13** | **HR Business Pvt Ltd** | **2017-18** | **2016-17** | **2015-16** | **2014-15** | **2013-14** |
| | **Opening (Cr Balances)** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Advances Given | 0.03 | 0.03 | 0.03 | 0.02 | 0.04 |
| | Advances Received Back | 0.03 | 0.03 | 0.03 | 0.02 | 0.04 |
| | **Closing Balance** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | | | | | | |
| **14** | **Ankush Wires Pvt Ltd** | **2017-18** | **2016-17** | **2015-16** | **2014-15** | **2013-14** |
| | **Opening (Cr Balances)** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Purchase of Fixed Asset | | | | | 0.62 |
| | Sale of Fixed Assets | | | | | |
| | Payment Made | | | | | 0.62 |
| | Payment Received | | | | | |
| | **Closing Balance** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | | | | | | |
| **15** | **Ankush Agarwal** | **2017-18** | **2016-17** | **2015-16** | **2014-15** | **2013-14** |
| | Opening (Cr Balances) | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Salary/Remuneration | 14.00 | 7.20 | | | |
| | Payment Made | 15.95 | 7.20 | | | |
| | Advances Given | | 0.71 | 1.18 | 1.20 | 1.30 |

| | | | | | | |
|---|---|---|---|---|---|---|
| | Advances Received Back | | 0.71 | 1.18 | 1.20 | 1.30 |
| | **Closing Balance** | (1.95) | 0.00 | 0.00 | 0.00 | 0.00 |
| | | | | | | |
| **16** | **Hanuman Prasad Agarwal** | **2017-18** | **2016-17** | **2015-16** | **2014-15** | **2013-14** |
| | **Opening (Cr Balances)** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Advances Given | 0.08 | | 0.80 | 0.87 | 0.50 |
| | Advances Received Back | 0.08 | | 0.80 | 0.87 | 0.50 |
| | **Closing Balance** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | | | | | | |
| **17** | **Hanuman Prasad Agarwal (HUF)** | **2017-18** | **2016-17** | **2015-16** | **2014-15** | **2013-14** |
| | **Opening (Cr Balances)** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Advances Given | | 0.75 | 0.87 | 0.90 | 0.60 |
| | Advances Received Back | | 0.75 | 0.87 | 0.90 | 0.60 |
| | **Closing Balance** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | | | | | | |
| **18** | **Narendra Kumar Agarwal** | **2017-18** | **2016-17** | **2015-16** | **2014-15** | **2013-14** |
| | **Opening (Cr Balances)** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Advances Given | | | | 2.00 | 4.50 |
| | Advances Received Back | | | | 2.00 | 4.50 |
| | **Closing Balance** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | | | | | | |
| **19** | **Narendra Kumar Agrawal (HUF)** | **2017-18** | **2016-17** | **2015-16** | **2014-15** | **2013-14** |
| | **Opening (Cr Balances)** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Advances Given | 3.50 | 0.25 | 0.85 | 0.91 | 1.08 |
| | Advances Received Back | 3.50 | 0.25 | 0.85 | 0.91 | 1.08 |
| | **Closing Balance** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | | | | | | |
| **20** | **Manita Mittal** | **2017-18** | **2016-17** | **2015-16** | **2014-15** | **2013-14** |
| | **Opening (Cr Balances)** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Salary/Remuneration | 4.80 | | | | |
| | Payment Made | 4.80 | | | | |
| | Advances Given | | 0.92 | 1.28 | 0.40 | 1.00 |
| | Advances Received Back | | 0.92 | 1.28 | 0.40 | 1.00 |
| | **Closing Balance** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | | | | | | |
| **21** | **Manju Agarwal** | **2017-18** | **2016-17** | **2015-16** | **2014-15** | **2013-14** |
| | **Opening (Cr Balances)** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Advances Given | | | 1.11 | 1.15 | 1.28 |
| | Advances Received Back | | | 1.11 | 1.15 | 1.28 |
| | **Closing Balance** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |

| | | | | | | |
|---|---|---|---|---|---|---|
| **22** | **Sunil Kumar Mittal** | **2017-18** | **2016-17** | **2015-16** | **2014-15** | **2013-14** |
| | **Opening (Cr Balances)** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Advances Given | | | 0.80 | 2.63 | 0.94 |
| | Advances Received Back | | | 0.80 | 2.63 | 0.94 |
| | **Closing Balance** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | | | | | | |
| **23** | **Sunil Kumar Mittal (HUF)** | **2017-18** | **2016-17** | **2015-16** | **2014-15** | **2013-14** |
| | **Opening (Cr Balances)** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Advances Given | | 0.28 | 0.80 | 0.84 | 1.00 |
| | Advances Received Back | | 0.28 | 0.80 | 0.84 | 1.00 |
| | **Closing Balance** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | | | | | | |
| **24** | **Sushil Kumar Agarwal** | **2017-18** | **2016-17** | **2015-16** | **2014-15** | **2013-14** |
| | **Opening (Cr Balances)** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Advances Given | | | 1.20 | 1.20 | 1.12 |
| | Advances Received Back | | | 1.20 | 1.20 | 1.12 |
| | Testing Machine Purchased | | | | | |
| | Payments/ Debits | | | | | |
| | **Closing Balance** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | | | | | | |
| **25** | **Sushil Kumar Agarwal (HUF)** | **2017-18** | **2016-17** | **2015-16** | **2014-15** | **2013-14** |
| | **Opening (Cr Balances)** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Advances Given | 0.18 | 1.17 | 1.10 | 1.17 | 1.33 |
| | Advances Received Back | 0.18 | 1.17 | 1.10 | 1.17 | 1.33 |
| | **Closing Balance** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | | | | | | |
| **26** | **Sanjeev Kumar Binani** | **2017-18** | **2016-17** | **2015-16** | **2014-15** | **2013-14** |
| | **Opening (Cr Balances)** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Remuneration | 9.60 | 6.00 | 6.00 | 3.60 | 2.40 |
| | Payments/ debits | 9.95 | 6.00 | 6.00 | 3.60 | 2.40 |
| | Advances Given | | | | 8.67 | |
| | Advances Received Back | | | | 8.67 | |
| | **Closing Balance** | (0.35) | 0.00 | 0.00 | 0.00 | 0.00 |
| | | | | | | |
| **27** | **Ankita Agrawal** | **2017-18** | **2016-17** | **2015-16** | **2014-15** | **2013-14** |
| | **Opening (Cr Balances)** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Advances Given | | | | | 0.60 |
| | Advances Received Back | | | | | 0.60 |
| | **Closing Balance** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | | | | | | |

| 28 | Akhil Garg | 2017-18 | 2016-17 | 2015-16 | 2014-15 | 2013-14 |
|---|---|---|---|---|---|---|
| | **Opening (Cr Balances)** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Advances Given | | 0.16 | 0.62 | 0.15 | 0.04 |
| | Advances Received Back | | 0.16 | 0.62 | 0.15 | 0.04 |
| | **Closing Balance** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | | | | | | |
| **29** | **Nitesh Agarwal** | **2017-18** | **2016-17** | **2015-16** | **2014-15** | **2013-14** |
| | **Opening (Cr Balances)** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Advances Given | | | 1.16 | 1.21 | 1.35 |
| | Advances Received Back | | | 1.16 | 1.21 | 1.35 |
| | **Closing Balance** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | | | | | | |
| **30** | **Khushboo Agarwal** | **2017-18** | **2016-17** | **2015-16** | **2014-15** | **2013-14** |
| | **Opening (Cr Balances)** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Salary/Remuneration | 7.20 | | | | |
| | Payment Made | 7.53 | | | | |
| | Advances Given | | | 1.15 | 1.20 | 1.35 |
| | Advances Received Back | | | 1.15 | 1.20 | 1.35 |
| | **Closing Balance** | (0.33) | 0.00 | 0.00 | 0.00 | 0.00 |
| | | | | | | |
| **31** | **Panchshul Merchants Pvt Ltd** | **2017-18** | **2016-17** | **2015-16** | **2014-15** | **2013-14** |
| | **Opening (Cr Balances)** | 26.98 | 21.96 | 22.35 | 0.00 | 0.00 |
| | Interest on loan | 3.82 | 2.66 | 2.73 | 1.49 | |
| | Loan Taken | 10.50 | 8.00 | 8.23 | 21.00 | |
| | Loan Repaid | 41.30 | 5.64 | 11.35 | 0.15 | |
| | **Closing Balance** | 0.00 | 26.98 | 21.96 | 22.35 | 0.00 |
| | | | | | | |
| **32** | **Gunnayak Commercial Pvt Ltd** | **2017-18** | **2016-17** | **2015-16** | **2014-15** | **2013-14** |
| | **Opening (Cr Balances)** | 109.47 | 104.74 | 107.55 | 0.00 | 0.00 |
| | Interest on loan | 13.07 | 12.47 | 12.49 | 8.38 | |
| | Loan Taken | | | 4.35 | 100.00 | |
| | Loan Repaid | 122.54 | 7.74 | 19.64 | 0.84 | |
| | **Closing Balance** | 0.00 | 109.47 | 104.74 | 107.55 | 0.00 |
| | | | | | | |
| **33** | **Ayush Agarwal** | **2017-18** | **2016-17** | **2015-16** | **2014-15** | **2013-14** |
| | **Opening (Cr Balances)** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Advances Given | 2.40 | 1.16 | 1.25 | 1.30 | |
| | Advances Received Back | 2.40 | 1.16 | 1.25 | 1.30 | |
| | **Closing Balance** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | | | | | | |
| **34** | **Sulochana Garg** | **2017-18** | **2016-17** | **2015-16** | **2014-15** | **2013-14** |
| | **Opening (Cr Balances)** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Advances Given | | | 0.05 | 0.03 | |
| | Advances Received Back | | | 0.05 | 0.03 | |

| | | | | | | |
|---|---|---|---|---|---|---|
| | **Closing Balance** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | | | | | | |
| **35** | **Sunil Mittal** | **2017-18** | **2016-17** | **2015-16** | **2014-15** | **2013-14** |
| | **Opening (Cr Balances)** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Advances Given | | 3.69 | 1.48 | 0.00 | |
| | Advances Received Back | | 3.69 | 1.48 | 0.00 | |
| | **Closing Balance** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | | | | | | |
| **36.** | **Mahesh Kumar Sharma** | **2017-18** | **2016-17** | **2015-16** | **2014-15** | **2013-14** |
| | **Opening (Cr Balances)** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Remuneration | 2.75 | 0.00 | 0.00 | 0.00 | |
| | Amount paid | 2.75 | 0.00 | 0.00 | 0.00 | |
| | **Closing Balance** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |

**Notes:**

1. List of persons/entities classified as 'Relatives or Promoters' and 'Promoter Group Companies' has been determined by the Management and relied upon by the Auditors. As per management, this list is in consonence with the provisions of Accounting Standard - 18 issued by ICAI. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

2. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

3. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

## NOTE – 30
## RESTATED STATEMENT OF CONTINGENT LIABILITIES AND COMMITMENTS

**(Amount in Lakhs)**

| **Particulars** | **As at** | | | | |
|---|---|---|---|---|---|
| | **31/03/2018** | **31/03/2017** | **31/03/2016** | **31/03/2015** | **31/03/2014** |
| **Contingent Liabilities** | | | | | |
| (a) Claims against the company not acknowledged as debt; | 15.98 | 12.00 | 0.00 | 0 | 0.00 |
| (b) Guarantees and LC excluding financial guarantees; | 2115.68 | 1814.66 | 1525.78 | 1164.51 | 629.96 |
| (c) Other money for which the company is contingently liable | 103.43 | 15.97 | 15.97 | 0 | 0.00 |
| **Commitments** | | | | | |
| (a) Estimated amount of contracts remaining to be executed on capital account and not provided for | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| (b) Uncalled liability on shares and other investments partly paid | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| (c) Other commitments | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| **Total** | **2235.09** | **1842.63** | **1541.75** | **1164.51** | **629.96** |

**Notes:**

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure IV, I, II and III.

## NOTE – 31
## STATEMENT OF MANDATORY ACCOUNTING RATIOS

**(Amount in Lakhs)**

| Particulars | As at | | | | |
|---|---|---|---|---|---|
| | 31/03/2018 | 31/03/2017 | 31/03/2016 | 31/03/2015 | 31/03/2014 |
| **Net Worth** | 3900.76 | 3407.08 | 2940.44 | 2835.58 | 2793.52 |
| Less: Revaluation reserves (if any) | 0 | 0.00 | 0.00 | 0.00 | 0.00 |
| **Net Worth (A)** | 3900.76 | 3407.08 | 2940.44 | 2835.58 | 2793.52 |
| Restated Profit After Tax | 493.68 | 266.65 | 104.85 | 42.98 | 101.19 |
| **Adjusted Profit after Tax available for equity share holders (B)** | 493.68 | 266.65 | 104.85 | 42.98 | 101.19 |
| Number of Equity Share Outstanding at the end of each Year (Period) | 129.40 | 64.70 | 60.70 | 60.70 | 60.70 |
| Weighted average no of Equity shares at the time of end of the year (D) | 129.40 | 126.25 | 121.40 | 121.40 | 97.21 |
| **Current Assets (E)** | 11215.32 | 9080.51 | 9790.68 | 7430.83 | 7438.19 |
| **Current Liabilities (F)** | 8628.35 | 7223.79 | 7596.35 | 5530.92 | 5818.33 |
| | | | | | |
| **Face Value per Share (in Rs.)** | **10.00** | **10.00** | **10.00** | **10.00** | **10.00** |
| Restated Basic and Diluted Earning Per Share (Rs.) (B/D) Refer Note 1 & 4 given below | **3.82** | **2.11** | **0.86** | **0.35** | **1.04** |
| Return on Net Worth (%) (B/A) | **12.66** | **7.83** | **3.57** | **1.52** | **3.62** |
| Net Asset Value Per Share (A/C) | **30.14** | **52.66** | **48.44** | **46.71** | **46.02** |
| Adjusted Net Asset Value per share based on Weighted average number of share (A/D) | **30.14** | **26.99** | **24.22** | **23.36** | **28.74** |
| Current Ratio (E/F) | **1.30** | **1.26** | **1.29** | **1.34** | **1.28** |

**Notes:-**

1) The ratios have been computed as below:

(a) Diluted earnings per share (Rs.) -: Net profit after tax as restated for calculating diluted EPS / Weighted average number of equity shares outstanding at the end of the period or year for diluted EPS

(b) Return on net worth (%) -: Net profit after tax (as restated) / Net worth at the end of the period or year

(c) Net assets value per share -: Net Worth at the end of the period or year / Total number of equity shares outstanding at the end of the period or year

2) Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period/year adjusted by the number of equity shares issued during period/year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period/year.

3) Net worth for ratios mentioned in note 1(c) and 1(d) is = Equity share capital + Reserves and surplus ( including, Securities Premium, General Reserve and surplus in statement of profit and loss).

4) The Company has issued bonus shares on 06.03.2018 i.e. after reporting period in the ratio of 1:1 to existing shareholders resulting into total issue of 6470000 shares. This has been considered while computing weighted average equity shares in terms of Accounting Standard - 20.

5) The figures disclosed above are based on the restated summary statements of the Group.
6) The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure IV, I, II and III.

## NOTE-32
## STATEMENT OF CAPITALISATION

**(Amount in Lakhs)**

| **Particulars** | **Pre-Issue** | **Post-Issue*** |
|---|---|---|
| | **31/03/2018** | |
| Debt | | |
| Short Term Debt | 3569.00 | 3569.00 |
| Long Term Debt | 925.03 | 925.03 |
| Total Debt | 4494.04 | 4494.04 |
| Shareholders' Fund (Equity) | | |
| Share Capital | 1294.00 | 1775.20 |
| Reserves & Surplus | 2606.76 | 3564.20 |
| Less: Miscellaneous Expenses not w/off | 0.00 | 0.00 |
| Total Shareholders' Fund (Equity) | 3900.76 | 5339.40 |
| Long Term Debt/Equity | 0.24 | 0.17 |
| Total Debt/Equity | 1.15 | 0.84 |

**Notes:**
1. Short term Debts represent which are expected to be paid/payable within 12 months.
2. Long term Debts represent debts other than Short term Debts as defined above.
3. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 31.03.2018.

## NOTE-33
## STATEMENT OF TAX SHELTER

**(Amount in Lakhs)**

| **Particulars** | **As at** | | | | |
|---|---|---|---|---|---|
| | **31/03/2018** | **31/03/2017** | **31/03/2016** | **31/03/2015** | **31/03/2014** |
| **Profit Before Tax as Restated** | 741.16 | 362.63 | 196.59 | 67.12 | 162.15 |
| **Notional Tax Rates** | 33.06% | 33.06% | 34.61% | 30.90% | 33.99% |
| **Tax at Notional Rate (A)** | 245.05 | 119.90 | 68.04 | 20.74 | 55.11 |
| **Tax on Capital Gains (B)** | | | | | |
| **Total Tax at Notional Rates (C)** | **245.05** | **119.90** | **68.04** | **20.74** | **55.11** |
| **Adjustments:** | | | | | |
| **Permanent Differences (D)** | | | | | |
| Expenses Disallowed | | 14.33 | | | 0.06 |
| Income Exempt From Tax | (0.27) | (0.21) | 0.39 | | (0.17) |
| Rent Income – Difference | (0.54) | (0.54) | (0.36) | (0.36) | (0.32) |
| Profit on Sale of Investments | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| **Total (D)** | **(0.81)** | **13.58** | **0.03** | **(0.36)** | **(0.42)** |
| **Temporary Differences (E)** | | | | | |
| Difference between Tax Depreciation and Book Depreciation | (37.73) | (75.79) | (90.13) | (137.62) | 162.55 |
| Gratuity | 8.34 | 9.42 | 4.07 | 3.74 | 2.33 |
| Profit Loss on Sale of Fixed Assets | 0.00 | (3.12) | 0.00 | 0.00 | 0.00 |
| Other Adjustments | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |

| | | | | | |
|---|---|---|---|---|---|
| Other Adjustments | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| **Total (E)** | **(29.39)** | **(69.48)** | **(86.07)** | **(133.89)** | **164.88** |
| **Net Adjustments (D+E)** | **(30.20)** | **(55.90)** | **(86.03)** | **(134.25)** | **164.46** |
| **Tax Liability/(Tax Saving) thereon** | **(9.98)** | **(18.48)** | **(29.77)** | **(41.48)** | **55.90** |
| **Current Tax Provision as per Restated Financials** | **235.06** | **101.41** | **38.26** | **(20.74)** | **111.01** |
| **Taxation on Extraordinary Items** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| **Tax on Profits before Extraordinary Items** | **235.06** | **101.41** | **38.26** | **(20.74)** | **111.01** |

**Notes:**

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure IV, I, II and III.

## STATEMENT OF FINANCIAL INDEBTEDNESS

**To,**

**The Board of Directors,**
**Kritika Wires Limited**
**1-A, Bonafield Lane, Ground Floor,**
**Kolkata – 700 001**

**Dear Sirs,**

Based on the independent examination of Books of Accounts, Audited Financial Statements and other documents of **Kritika Wires Limited (Formerly Known as Kritika Wires Private Limited)** and further explanations and information provided by the management of the Company, which we believe to be true and correct to the best of our information and belief, the sanction amount of financial indebtedness, principal terms of security for loan and other related details as on31st March, 2018 are mentioned below.

### A. SECURED LOANS

**CONSOLIDATED STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS AND ASSETS CHARGED AS SECURITY**

**FUND BASED LIMITS** **(Rs. in Lakhs.)**

| Name of Lender | Purpose | Loan/Agreement A/c No. | Sanctioned Amount | Rate of interest | Re-Payment Schedule | Mora-torium | Outstanding amount as per Restated Accounts as on 31.03.2018 |
|---|---|---|---|---|---|---|---|
| HDFC | Auto Premium Loan | 38780712 | 34.98 | 9.35% | EMI | NIL | 12.66 |
| SBI | CC | 32724-157588 | 2050.00 | 10.15% | on Demand | NIL | 230.07 |
| SBI | Demand Loan | 35793-292761 | | 9.05% | on Demand | NIL | 1400.19 |
| KBL | Overdraft Facility | 1477000100106201 | 1900.00 | 10.00% | on Demand | NIL | 527.44 |
| KBL | Demand Loan | 1477001000079001 | | 9.50% | on Demand | NIL | 1411.30 |
| TOTAL | | | | | | | 3581.66 |
| *SBI = State Bank of India **KBL= Karnataka Bank Ltd. | | | | | | | |

**NON-FUND BASED LIMITS**

**(Rs. In Lakhs)**

| Banker | Nature of Facility | Sanctioned Limit | Balance As on 31.03.2018 |
|---|---|---|---|
| SBI | Bank Guarantee | 550.00 | 264.64 |
| SBI | Letter of Credit | 850.00 | 974.92 |
| KBL | Bank Guarantee | 450.00 | 220.42 |
| KBL | Letter of Credit | 850.00 | 655.79 |
| | | **2700.00** | **2115.68** |

**Notes/Terms & Conditions:**

| **1. Primary &Colletral Securities** | | |
|---|---|---|
| **Loan From and Type** | **Primary Security** | **Colletral Security** |
| **HDFC Vehicle Loan** | Motor Vehicle | Motor Vehicle |
| **SBI Cash Credit & Demand Loan** | Paripassu hypothecation 1st Charge with other working capital lenders (KBL) stock, receivables, book debts and all other current and fixed assets of the company both present and future. | 1. Registered Mortgage, Paripassu First Charge on Land, building and structure there upon as constitued by Registered deed viz. 050108898 of 2017 dated 18.09.2017 (total area 4.55 acres) i.e. Factory Land & Building bearing Survey No. J. L. No. 7 situated at Sankrail, Kanduah, G.P. -711302 owned by Company |
| | | 2. Registered Mortgage, Paripassu First Charge on Land, building and structure there upon as constitued by Registered deed viz. 050108899 of 2017 dated 18.09.2017 (total area 99 decimal) i.e. Factory Land & Building bearing Survey No. J. L. No. 7, L.R. Khatian No. 448 & 1326 situated at Mouza, BhagabatipurRanihati, Kanduah, G.P. -711313 Rural |
| | | 3. Hypothecation of all presnet and future plant and machinery in the name of Company |
| | | 4. Equitable Mortage - Exclusive Charge of Residential Flat No. 9C, Block No. 5, located at 9th Floor of a (Basement+GR+11) storied building named "Floors Castle" measuring about 1427 Sq.Ft. super builtup area together with one covered parking space on the ground floor. Address - 74, Moulana Abdul Kalam Azad Sarani, PS Phoolbagan under KMC Ward No. 33, Kolkata-700054 |
| | | 5. Equitable Mortage - Exclusive Charge of Residential Flat No. 5C, Block No. 5, located at 5th Floor of a (Basement+GR+11) storied building named "Floors Castle" measuring about 1427 Sq.Ft. super builtup area together with one covered parking space on the ground floor. Address - 74, Moulana Abdul Kalam Azad Sarani, PS Phoolbagan under KMC Ward No. 33, Kolkata-700054, in the name of R A Comptech & Investments Consultants Pvt Ltd |
| | | 6. Lien Excluve Charge on SBI Mutual Fund of Rs. 75 Lakhs vide Filio No. 15729604 in the name of Company |
| | | 7. PariPassu 1st Charge on Two SBI Mutual Fund of Rs. 50 Lakhs each in the name of Company |
| | | 8. Lien Excluve Charge on Two STDR bearing A/c No. 36076424685 & 36076573568 of face value Rs 25 Lakh in the name of Company |
| | | |
| **KBL Overdraft & Demand Loan** | On paripassu basis with SBI, hypothecation charge on Stock and Book Debts/Receivabls of Company | Paripassu 1st Charge on following properties: |
| | | 1. Registered Mortgage (with SBI) of factory land & building situated at Sankrail Industrial Park, NH-6, MouzaBhagabtipur, R.S. Khaitiyan No. 237, RS. Dag No. 463, J L No.7, Vill& PO, Kandua, Jangalpur, Howrah -711302 Land Measuring 30.25 Kottah, owned by Company-Unit-I (M.V. Rs. 2.23 Crore) |
| | | 2. Registered Mortgage (with SBI) of factory land & building situated at Sankrail Industrial Park, NH-6, MouzaBhagabtipur, R.S. Khaitiyan No. 1316, 1188, 947, 726, 147, 180, 486, 520/1, R.S. Dag No. 469, 472, 485, 483, 484, 470, J L No.7, Vill& PO, Kandua, Jangalpur, Howrah -711302 Land Measuring 244.77 Kottah, owned by Company-Unit-II (M.V. Rs. 15.86 Crore) |
| | | 3. Entire Other Fixed Assets of the Company |

| | | |
|---|---|---|
| | | 4. Pledge of Fixed Deposits - ACC/239468 |
| 2. The KBL loans are further guaranteed by the directors of the Company and Mr. Hanuman Prasad Agarwal. | | |
| 3. The SBI loans are further guaranteed by the directors of the Company and Mr. Hanuman Prasad Agarwal and Corporate Guarantee of R.A. Comptech Investment & Consultants Pvt Ltd. | | |
| 4.The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company. | | |
| 5. The above statement should be read with the significant accounting policies and notes to restated summary, statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III. | | |

**Other Specific Terms & Conditions attached with Loans form SBI &KBL :**

1. Statement of Stocks/Receivables Hypothecated / pledged to the Bank are to be submitted regularly at monthly intervals as on the last day of every month before the 20th of the following month.
2. Drawings in the account will be regulated on the basis of Drawing Power computed as per the latest Stock Statement.
3. Company to maintain sole banking including foreign exchange business with SBI.
4. The dividend should be declared only after meeting the dues to the Bank.
5. Unsecured loans and advances availed from friends/directors/reatives shall not be repaid during the currency of the Bank's Exposure.
6. During the currency of Banks' Credit Facilities, the Company / Guarantors will not, without the Bank's Prior permission in writing:
    a. Effect any change in the Company's Capital Structure, drastic change in management setup;
    b. Implement any scheme of expansion/modernization/diversification/renovation / amalgamation / merger / reconstruction or acquire any fixed assets;
    c. Invest funds or place deposits in any other concern including in sister concerns / subsidiary / group companies, etc
    d. Undertake guarantee obligation on behalf of other concern;
7. Borrower to obtain prior permission of the Bank before raising any futher loans/availing any facilities against the assets offered as security for facilities of t he Bank.
8. The working capital facilities granted by the Bank and other Banks both secured and unsecured shall be within overall working capital requirements assessed by the Bank.
9. In the event of default in repayment to Bank or if cross defaults has occurred, the Bank will have the right to appoint its nominee on the Board of Directors of the Company to look after its interests.
10. Stock & all collateral Securities should be fully insured for all necessary risks with Bank Clause.

**B. UNSECURED LOANS**

A) Details of Unsecured Loans outstanding as at the end of the latest Reporting period :

| Name of Lender | Purpose | Rate of interest | Re-Payment Terms | As on 31.03.2018 |
|---|---|---|---|---|
| **(A)From Related parties** | | | | |
| Alltime Suppliers P Limited | Business | 12% | On Demand | 20.96 |
| Mohta Agencies (P) Ltd. | Business | 12% | On Demand | 100.12 |
| **Total (A)** | | | | **121.08** |
| | | | | |
| **(B) Loan From Others** | | | | |
| Apollo Dealcom Pvt. Ltd. | Business | 12% | On Demand | 30.00 |
| Balaji Electrodes Pvt Ltd | Business | 12% | On Demand | 8.31 |
| Everest Merchant Pvt Ltd | Business | 12% | On Demand | 5.00 |
| May Fair Sales Promotion | Business | 12% | On Demand | 85.00 |
| Prashant Sales Promotion Pvt. Ltd. | Business | 12% | On Demand | 25.00 |

| | | | | |
|---|---|---|---|---|
| Regency Vincom Pvt. Ltd. | Business | 12% | On Demand | 5.00 |
| Riya Oil Industries Pvt Ltd | Business | 12% | On Demand | 45.00 |
| Shreyash Aluminium & Alloys Pvt. Ltd. | Business | 12% | On Demand | 0.64 |
| Simplex Dealcom Pvt. Ltd. | Business | 12% | On Demand | 10.00 |
| Swagatam Dealcom Pvt. Ltd. | Business | 12% | On Demand | 10.00 |
| Emearld Viniyog Pvt. Ltd. | Business | 12% | On Demand | 5.00 |
| Dharmraj Fincon Pvt. Ltd. | Business | 12% | On Demand | 20.00 |
| Dipnaryan Management Pvt. Ltd. | Business | 12% | On Demand | 20.00 |
| Elpro Viniyog Pvt. Ltd. | Business | 12% | On Demand | 5.00 |
| Kanha Vincom Pvt. Ltd. | Business | 12% | On Demand | 187.00 |
| Kohinoor Tradecom Pvt. Ltd. | Business | 12% | On Demand | 92.00 |
| S M Jute Pvt. Ltd. | Business | 12% | On Demand | 25.00 |
| Yashman Traders & Merchandise Pvt. Ltd. | Business | 12% | On Demand | 28.00 |
| Pushkar Commosales Pvt. Ltd. | Business | 12% | On Demand | 198.00 |
| **Total (B)** | | | | **803.95** |
| **Grand Total (A+B)** | | | | **925.03** |

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary, statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

**For Mansaka Ravi & Associates.**

**Chartered Accountants**
**FRN: 015023C**
**PRC No: 008582**

**Ravi Mansaka, FCA**
**M. No. 410816**
**Date: 15.09.2018**
**Place: Jaipur**

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations together with our restated financial statements included in the Prospectus. You should also read the section titled ***"Risk Factors"*** beginning on page 16 and***"Forward Looking Statements"*** beginning on page 14, which discusses a number of factors, risks and contingencies that could affect our financial condition and results of operations.

The following discussion of our financial condition and results of operations should be read in conjunction with our restated financial statements for the fiscal years ended March 31, 2018, 2017, 2016, 2015 and 2014 including the schedules and notes thereto and the reports thereto, which appear in the section titled***"Financial Information of the Company"***on page no 188 of the Prospectus. The financial statements presented and discussed herein have been prepared to comply in all material respects with the notified accounting standards by Companies (Accounting Standards) Rules, 2006 (as amended), the relevant provisions of the Companies Act and SEBI (Issue of Capital and Disclosure Requirements) Regulations. Our fiscal year ends on March 31 of each year. Accordingly, all references to a particular fiscal year/financial year are to the twelve-month period ended on March 31 of that year. The forward-looking statements contained in this discussion and analysis is subject to a variety of factors that could cause actual results to differ materially from those contemplated by such statements.

**Overview**

Our Company, was originally incorporated as Kritika Wires Private Limited on May 31, 2004 under the provisions of Companies Act, 1956. Our Company has been in the business of manufacturing high quality galvanized steel wires and wire products and have been meeting the requirement of various clients in the government and private sectors like power, infrastructure, railway and many more industries. The products manufactured by our Company are used for transmission and distribution of Electricity, manufacturing of concrete slippers, poles, bridges and other infrastructure facilities.

In the year 2005, we started commercial production of wire drawing of high carbon, low carbon and alloy steel. Buyont by the response from the market the company in course of further expansion in the year 2010 started various types of wire processing and manufacturing like galvanizing, stranding and barbed - steel wires. Thus the company has entered in diversified range of products on the basis of demand and supply in the market. With the government's thrust on electrification and infrastructural developments, the company has also continuously increased the production capacity. We operate from our registered office located at 1A Bonfield Lane, Mezanine Floor, Kolkata, West Bengal 700001 India.Our manufacturing facilities are situated at the following two units located at Dhulagarh Industrial Park, Kolkata, West Bengal:

- Unit I - Sankrail Industrial Park, Dag No. 462,463, Khatian No. 297, Jangalpur, Mouza- Bhagwatipur, Howrah, West Bengal.
- Unit II - Sankrail Industrial Park, Dag No. 469,470,472,483,484,485, 486, 487,488 Khatian No.1188,891,147,520/1, 1326, 448 Jangalpur, Mauza- Bhagwatipur, Howrah, West Bengal

Our plants are equipped with latest machinery and equipments, In-house testing facilities and qualified engineers, which help us in maintaining quality standards as well as an efficient delivery record with appropriate warranty. All raw materialsand consumables are tested at various stages in manufacturing process as per stipulated standards to ensure good qualityproducts which are test certified.Our products are type tested & approved by various NABL Accredited laboratories like: IDTL, NSIC & NTH Corporation and are supplied as per the Indian Market Specification.Depending on the demand and market requirements, our Company also does trading in iron and steel structural products like MS Angle, Channel, Joist etc The same is usually procured from vendors on order basis and is directly dispatched to the customers.

Our Company is an ISO 9001: 2015 and ISO 14001 : 2015certified manufacturer and supplier of different types of galvanized and non-galvanized wires. The products are ISI marked which helps in harmonious development of standardization and quality of product. Our products are rigorously tested, in terms of surface finish, tensile strength, torsion, breaking load, zinc coating, dip and adhesion test. Apart from the product testing the Company believes IN-PROCESS testing to meet the prescribed quality standards, and we also provide the test as per customer requirement.

Mr. Anil Kumar Mittal and Mr. Sanjeev Kumar Binani, were the initial subscribers to the Memorandum of Association of our Company. Presently Mr. Naresh Agarwal, Mr. Hanuman Prasad Agarwal, R A Comptech Investment & Consultant Private Limited, Balaji Electrodes Private Limited, Alltime Suppliers Private Limited and Mohta Agencies Private Limited are Promoters of the Company.

We are approved vendor of one of the biggest electricity utility company "POWERGRID" and also of various state owned electricity boards. Our products are also widely being used by electrical contractors, corporate engaged in turnkey business of creating infrastructure for power transmission & distribution, cable & conductor manufacturing, general engineering purpose, textile industry, Housing and Infrastructure development industry and railways etc.

Our products are also widely being used amongst various Indian private clients which include:Bajaj Electricals Limited, Cabcon India Limited, Godrej & Boyce Mfg. Co. Ltd., KEI Industries Limited, Gupta Power Infrastructure Ltd, Apar Industries Ltd, Kalpataru Power Transmission Limited, Larsen & Toubro Limited, Voltas, Lumino Industries Limited, B and T Cables Limited, Tata Projects Limited, Ashoka Buildcon Limited, East India Udyoy Limited etc.

For the period ended on March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 our total revenue stood at 25789.32 Lakhs, 20705.52 Lakhs, 21730.19 Lakhs, 18339.74 Lakhs & 14911.27 Lakhs respectively. Further, our PAT for the period ended on March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 were 493.68 Lakhs, 266.65 Lakhs, 104.85 Lakhs, 42.98 lakhs & 101.19 Lakhs respectively. We have been able to increase our revenue from the financial year 2014 to 2018at an annual growth rate of 14.68 % .

**AWARDS, CERTIFICATIONS & RECOGNITION RECEIVED BY OUR COMPANY**

The high quality and consistency of our products has won the confidence of our customer. Some of the prominent certifications received by our Company are:

| Sr. No. | Nature of Registration/License | Registration/ License No. | Issuing Authority | Date of Issue | Date of Expiry |
|---|---|---|---|---|---|
| 1. | ISO 9001 : 2015 | 18DQDJ80 | ROHS Certification Pvt. Ltd. | August 21, 2018 | August 20, 2021 |
| 2. | ISO 14001 : 2015 | 18DEDL91 | ROHS Certification Pvt. Ltd. | September 07, 2018 | September 06, 2021 |

Furthermore we are member of Federation of Small and Medium Industries, Indian Electrical & Electronics Manufacturers Association (IEEMA)

Some of the certifications received by our Company are the following:-

| Year | Award and Recognition |
|---|---|
| 2018 | Certificate of Participation in ELECRAMA 2018 |
| 2016 | Certificate of participation in ENERGIZE EMPOWER EAST, the largest energy convention in eastern India |

Our Products Portfolio:

1. Mild Steel Wire
2. Galvanized Strand Earth Wire
3. G.I. Stay Wire
4. Galvanized Steel Wire Strand
5. A.C.S.R. Core Wire
6. A.C.S.R. Core Wire Strand
7. HCGS Core Wire
8. Cotton Bailing Wire
9. Spring Steel Wire
10. Indented P.C. Wire
11. Barbed Wire
12. Umbrella Rib Wire
13. Rolling Shutter Wire

**SIGNIFICANT DEVELOPMENT SUBSEQUENT TO THE LAST BALANCE SHEET DATE:-**

In the opinion of the Board of Directors of our Company, there have not arisen any circumstances since the date of the last financial statements disclosed in this Prospectus that materially or adversely affect the operations or profitability of the Company or the Value of its assets or its ability to pay its liability within next twelve months except below changes occurred after Balance Sheet date:-

1. We have appointed Mr. Hanuman Prasad Agarwal as Director of the Company in the Board Meeting dated March 06, 2018, Further he was redesignated as Managing Director w.e.f May 11, 2018.

2. We have appointed Mr. Ankush Agarwal as Director of the Company in the Board Meeting dated March 06, 2018, Further he was redesignated as Whole Time Director w.e.f May 11, 2018.

3. The Authorized capital of the company was increased from Rs 8,00,00,000/- divided into 80,00,000 Equity Shares of Rs 10/- each to 18,50,00,000/- divided into 1,85,00,000 Equity Shares of Rs 10/- vide shareholders resolution dated March 06, 2018.

4. Our company has allotted bonus issue of 64,70,000 equity shares of face value of Rs 10/- each in the ratio of 1:1 i.e one equity share for one equity share held on March 06, 2018.

5. Our Company was converted into a Public Limited Company pursuant to Shareholders Resolution passed at the Extra Ordinary General Meeting of the Company held on April 05, 2018 vide a fresh Certificate of incorporation dated May 03, 2018, issued by the Registrar of Companies, Kolkata.

6. We have appointed Mr. Naresh Kumar Agarwalas Chairman and Whole Time Director of the Company with effect from May 11, 2018.

7. We have redesignated Mr. Sanjeev Binanias Non-Executive Director of the Company with effect from May 07, 2018.

8. We have appointed Mr. Anand Kumar Sharma as Chief Financial Officer of the Company with effect from May 07, 2018.

9. Mr. Mahesh Kumar Sharma has been re-designated as Company Secretary and Compliance Officer of the Company with effect from May 07, 2018.

10. We have passed a special resolution in the meeting of shareholders dated May11, 2018 authorizing the Board of Directors to raise funds by making an Initial Public Offering

11. An additional charge of Rs 1000 lakhs is created on our Company towards Bill Discounting limits sanctioned by Karnataka Bank Limited

12. Our Company has formed the Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee vide Board Resolution dated May 24, 2018.

13. Our Company has formed the CSR Committee, vide Board Resolution dated Auguust 31, 2018.

14. Our Company has approved the accounts for Financial year ended 2018 at Annual General Meeting dated September 14, 2018.

15. Our Company has appointed Mr. Rajesh Kumar Choudhary and Mrs. Radhika Vyas as Additional Independent Director vide Board Meeting dated May 23, 2018. They were further regularized as Independent Directors at Annual General Meeting dated September 14, 2018

**FACTORS AFFECTING OUR FUTURE RESULTS OF OPERATIONS:-**

Our results of operations could potentially be affected by the following factors amongst others:

1. Factors affecting Steel Wire Industry;
2. Occurrence of Environmental Problems & Uninsured Losses;
3. Company's ability to successfully implement its growth strategy and expansion plans, and to successfully launch new Products;
4. Disruption in our Manufacturing operations
5. Disruption in supply or increase in prices of Raw Materials;
6. Failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
7. Changes in political and social conditions in India or in countries that we may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or price.
8. General economic and business conditions in the markets in which we operate and in the local, regional and national economies;
9. Effect of lack of infrastructure facilities on our business;
10. Intensified competition in industries/sector in which we operate;
11. Company's ability to successfully implement its growth strategy and expansion plans;
12. Changes in laws and regulations relating to the industries/sector in which we operate;
13. Materialization of the security risks faced by our business;
14. Fluctuations in operating costs;
15. Conflicts of interest with affiliated companies, the promoter group and other related parties;
16. Our ability to effectively manage a variety of business, legal, regulatory, economic, social and political risks associated with our operations;
17. Our relationships with our workforce and the trade unions, as well as changes in the laws and regulations applicable to our business;
18. Failures of our information technology systems and violations of our information technology systems by third parties;
19. Any adverse outcome in the legal proceedings in which we are involved;
20. Our ability to expand our geographical area of operation;

**Our Significant Accounting Policies:**

Our significant accounting policies are described in the section titled *"Financial Information of the Company"* on page 188of this Prospectus.

Change in accounting policies in previous 3 (three) years

Except as mentioned in chapter *"Financial Information of the Company"* on page 188there has been no change in accounting policies in last 3 (three) years.

**Summary of the Results of Operations**

The following table sets forth financial data from restated profit and loss account for the financial year ended March 31, 2018, 2017, 2016, 2015 and 2014 the components of which are also expressed as a percentage of total revenue for such period.

| **Particulars** | **31/03/2018** | **% of Total Income** | **31/03/2017** | **% of Total Income** | **31/03/2016** | **% of Total Income** | **31/03/2015** | **% of Total Income** | **31/03/2014** | **% of Total Income** |
|---|---|---|---|---|---|---|---|---|---|---|
| Revenue from Operations | 25547.58 | 99.06 | 20538.80 | 99.19 | 21587.24 | 99.34 | 18259.53 | 99.56 | 14854.57 | 99.62 |
| Other Incomes | 241.73 | 0.94 | 166.72 | 0.81 | 142.95 | 0.66 | 80.21 | 0.44 | 56.69 | 0.38 |
| **Total Revenue** | **25789.32** | **100.00** | **20705.52** | **100.00** | **21730.19** | **100.00** | **18339.74** | **100.00** | **14911.27** | **100.00** |
| Expenses: | | | | | | 0.00 | | 0.00 | | 0.00 |
| Purchase of stock in Trade | 3195.85 | 12.39 | 4874.89 | 23.54 | 3988.37 | 18.35 | 3983.62 | 21.72 | 3537.53 | 23.72 |
| Direct Expenses | 1660.97 | 6.44 | 1495.65 | 7.22 | 1382.42 | 6.36 | 773.72 | 4.22 | 814.27 | 5.46 |
| Cost of materials consumed | 18236.63 | 70.71 | 13049.22 | 63.02 | 14591.01 | 67.15 | 12466.30 | 67.97 | 10065.30 | 67.50 |
| Employee Benefits Expense | 248.47 | 0.96 | 113.78 | 0.55 | 77.01 | 0.35 | 52.32 | 0.29 | 40.01 | 0.27 |
| Administrative and other Expense | 409.89 | 1.59 | 184.83 | 0.89 | 290.63 | 1.34 | 169.46 | 0.92 | 110.10 | 0.74 |
| Finance Costs | 807.34 | 3.13 | 640.72 | 3.09 | 641.81 | 2.95 | 556.13 | 3.03 | 334.61 | 2.24 |
| Depreciation And Amortization Expense | 296.16 | 1.15 | 281.33 | 1.36 | 305.38 | 1.41 | 365.17 | 1.99 | 255.10 | 1.71 |
| Changes in inventory of Stock in Trade | 147.19 | 0.57 | (348.16) | (1.68) | 256.97 | 1.18 | (94.09) | (0.51) | (407.81) | (2.73) |
| **Total Expenses** | **25002.50** | **96.95** | **20292.25** | **98.00** | **21533.60** | **99.10** | **18272.62** | **99.63** | **14749.12** | **98.91** |
| Profit before exceptional and extraordinary items and tax (A-B) | 786.82 | 3.05 | 413.27 | 2.00 | 196.59 | 0.90 | 67.12 | 0.37 | 162.15 | 1.09 |
| Exceptional/Prior Period item | 45.66 | 0.18 | 50.64 | 0.24 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Profit before extraordinary items and tax | **741.16** | 2.87 | **362.63** | **1.75** | **196.59** | **0.90** | **67.12** | **0.37** | **162.15** | **1.09** |
| Extraordinary item | - | | - | - | - | - | - | - | - | - |
| Profit Before Tax | **741.16** | **2.87** | **362.63** | **1.75** | **196.59** | **0.90** | **67.12** | **0.37** | **162.15** | **1.09** |
| Provision for Tax | | | | | | | | | | |
| - Current Tax | 260.15 | 1.01 | 117.25 | 0.57 | 69.76 | 0.32 | 40.75 | 0.22 | 33.35 | 0.22 |
| - Deferred Tax Liability/(Asset) | (15.23) | (0.06) | (29.13) | (0.14) | (24.35) | (0.11) | (38.86) | (0.21) | 60.15 | 0.40 |
| MAT Credit Entitlement | 0.00 | 0.00 | 7.70 | 0.04 | 45.97 | 0.21 | 21.86 | 0.12 | (33.27) | (0.22) |
| Interest on IT (Earlier Years) | 2.56 | 0.01 | 0.15 | 0.00 | 0.36 | 0.00 | 0.39 | 0.00 | 0.73 | 0.00 |
| **Restated profit after tax for the period from continuing Operation** | **493.68** | **1.91** | **266.65** | **1.29** | **104.85** | **0.48** | **42,98** | **0.23** | **101.19** | **0.68** |

**Key Components of Company's Profit And Loss Statement**

**Revenue from Sale of Product:** Revenue from operations mainly consists of revenue from manufacturing and sale of galvanized steel wires and wire products.

**Other Income:** Other income primarily comprises of Interest Income, Rent Income and Dividend Income.

**Expenses:** Company's expenses consist of cost of Materials & Stores Consumed, employee benefits expense, Other Expenses, finance costs, depreciation and amortization expenses.

**Employee Benefits Expense:** Employee benefit expense includes Salaries, Wages and Bonus, Directors Remuneration, Staff Welfare Expense, Contribution to PF and Provision for Gratuity.

**Finance Costs:** Finance cost comprises interest on Indebtedness, Bank charges.

**Depreciation and Amortization Expense:**We recognize Depreciation and Amortization expense on Written down Value method (WDV) as per the provisions set forth in the Companies Act, 2013/ Companies Act, 1956, as applicable.

**Administrative and other Expenses:** Other expenses include jobwork expenses, rent, electricity, repairs, travelling and conveyance exp, insurance exp, legal and professional fees, general administration expenses, bad Debts written off and miscellaneous expenditure etc.

**COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2018 WITH FISCAL 2017**

***Total Income:***

During the year 2017-18 the total revenue of the company was₹25789.32 Lacs as against ₹20705.52 Lacs in the year 2016-17. There is an increase in the revenue from operations due to increase in sale of products and business volume.

***Other Income:***

Other income of the Company for the year 2017-18 was ₹241.73 Lacs in comparison with ₹166.72 Lacs for F.Y. 2016-17 representing an increase of 44.99% to the previous year.There is an increase in other income due to increase in interest income from Fixed deposits, Debtors, increase in custom duty incentive, Foreign exchange gain etc

***Total Expenses*:**

The total expenditure for the year 2017-18increased to₹25002.50 Lacs from ₹20292.25Lacs in year 2016-17, representing an increase of 23.21% to the previous year. There is anincrease in Total expenditure majorly due to increase in business volume which led to increase in Cost of Material Consumed, Employee Benefit expenses, Administrative and Other expenses and Finance Cost. Further the Depreciation and Amortization Expenses have increased along with changes in inventory of Finished goods, WIP and Stock in Trade.

***Cost of Materials & Stores Consumed:***

The Cost of Materials & Stores Consumed for the year 2017-18increased to ₹ 18236.63 Lacs from ₹ 13049.22 Lacs for the 2016-17, representing anincrease of 39.75 % to the previous year. There is an increase in Cost of material consumed pursuant to increase in business volume.

***Purchase of stock in trade:***

The Purchase of stock in tradefor the year 2017-18decreased to ₹ 3195.85 Lacs from ₹ 4874.89 Lacs for the 2016-17, representing adecrease of 34.44% to the previous year in usual course of business.

***Direct Expenses:***

The Direct Expensesfor the year 2017-18 increased to ₹ 1660.97 Lacs from ₹ 1495.65 Lacs for the 2016-17, representing an increase of 11.05% to the previous year due to increase in consumable stores consumed, repairs and maintenance expenses etc.

***Employee Benefits Expense:***

The Employee Benefit Expense for the year 2017-18 increased to ₹ 248.47 Lacs from ₹ 113.78 Lacs for the year 2016-17, representing an increase of 118.37% to the previous year due to increase in salaries, directors remuneration, contribution to PF and gratuity expenses..

***Finance Costs:***

Finance cost for the year 2017-18increased to ₹ 807.34 Lacs as against ₹ 640.72 Lacs of the year 2016-17 representing anincrease of 26.00% to the previous year. There is an increase in finance cost due to increase in interest expense on cash credit, packing credit, unsecured loan and other borrowing costs and Bank Commission and charges

***Depreciation and Amortization Expense:***

Depreciation for the year 2017-18 stood at ₹ 296.16 Lacs calculated as per companies Act. For the year 2016-17 the same was ₹ 281.33.

***Administrative and other Expenses:***

Other expenses include travelling and conveyance expense ,brokerage, rent,taxes, carriage outwards, electricity, repairs, insurance exp, legal and professional fees, general administration expenses, and other charges etc. These expenses increased to ₹ 409.89 Lacs for the year 2017-18 as against ₹ 184.83 Lacs of the year 2016-17. There is an increase in Administrative and other expenses due to increase in travelling and conveyance expenses, Brokerage and commission, repair and maintenance, advertisement expenses, insurance, carriage outward expenses etc.

***Profit/ (Loss) Before Tax***

The company's profit before tax for F.Y. 2017-18was ₹ 741.16 Lacs as against ₹ 362.63 Lacs in theyear 2016-17 representing an increase of 104.38% to the previous year due to increase in business volume.

***Profit/ (Loss) After Tax***

The company's profit after tax for F.Y. 2017-18was ₹ 493.68 Lacs as against ₹ 266.65 Lacs in the year 2016-17 representing an increase of 85.14% to the previous year due to increase in business volume.

**COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2017 WITH FISCAL 2016**

***Total Income:***

During the year 2016-17 the total revenue of the company was₹ 20705.52 Lacs as against ₹ 21730.19Lacs in the year 2015-16. There is a marginal decrease in total revenue in usual course of business

***Other Income:***

Other income of the Company for the year 2016-17 was ₹ 166.72 Lacs in comparison with ₹ 142.95 Lacs for F.Y. 2015-16 representing an increase of 16.63% to the previous yeardue to rate difference, rebate/discounts, interest income, foreign exchange gain etc.

***Total Expenses*:**

The total expenditure for the year 2016-17 decreased to ₹20292.25 Lacs from ₹ 21533.60Lacs in year 2015-16, representing an decrease of 5.76% to the previous year majorly due to decrease in Cost of Material Consumed, Administrative and Other expenses, Depreciation and Amortization Expenses and Changes in inventory of Stock in Trade.

***Cost of Materials & Stores Consumed:***

The Cost of Materials & Stores Consumed for the year 2016-17 decreased to ₹ 13049.22 Lacs from ₹ 14591.01 Lacs for the 2015-16, representing a decrease of 10.56% to the previous yearin the usual course of business

***Purchase of stock in trade:***

The Purchase of stock in tradefor the year 2016-17 increased to ₹ 4874.89 Lacs from ₹ 3988.37 Lacs for the 2015-16, representing an increase of 22.23% to the previous yearin the usual course of business

***Direct Expenses:***

The Direct Expensesfor the year 2016-17 increased to ₹ 1495.65 Lacs from ₹ 1382.42 Lacs for the 2015-16, representing an increase of 8.19% to the previous yeardue to increase in Repairs & Maintenance, Factory Wages, other conversion charges etc

***Employee Benefits Expense:***

The Employee Benefit Expense for the year 2016-17 increased to ₹ 113.78 Lacs from ₹ 77.01 Lacs for the year 2015-16, representing an increase of 47.75% to the previous yeardue to increase in salaries, Contribution to PF and Gratuity expenses.

***Finance Costs:***

Finance cost for the year 2016-17 decreased to ₹ 640.72 Lacs as against ₹ 641.81 Lacs of the year 2015-16. representing a decrease of 0.17% to the previous year.There is a decrease in Finance Cost due to decrease in interest expense of term loan, cash credit, packing credit and unsecured loan and decrease in Bank Commission and other charges.

***Depreciation and Amortization Expense:***

Depreciation for the year 2016-17 stood at ₹ 281.33 Lacs calculated as per companies Act. For the year 2015-16 the same was ₹ 305.38.There is a decrease in Depreciation and Amortization expense as the assets have been depreciated on Written down value method.

***Administrative and other Expenses:***

Other expenses include travelling and conveyance expense ,brokerage, rent,taxes, carriage outwards, electricity, repairs, insurance exp, legal and professional fees, general administration expenses, and other charges etc. These expenses decreased to ₹ 184.83 Lacs for the year 2016-17 as against ₹ 290.63 Lacs of the year 2015-16due to decrease in Late Delivery Charges, Carriage outwards, Interest on tax & duties etc.

***Profit/ (Loss) Before Tax***

The company's profit before tax for F.Y. 2016-17 was ₹ 362.63 Lacs as against ₹ 196.59 Lacs in the year 2015-16 representing an increase of 84.46% to the previous yeardue to increase in other income, change in inventory of finished goods, WIP and Stock in Trade and other reasons as narrated above.

***Profit/ (Loss) After Tax***

The company's profit after tax for F.Y. 2016-17 was ₹ 266.65 Lacs as against ₹ 104.85 Lacs in the year 2015-16 representing an increase of 154.30% to the previous year.There is an increase in Profit after tax in line with increase in Profit before tax. Further there is a decrease in MAT Credit Entitlement.

**COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2016 WITH FISCAL 2015**

***Total Income:***

During the year 2015-16 the total revenue of the company increased to ₹ 21730.19 Lacs as against ₹ 18339.74 Lacs in the year 2014-15, representing an increase of 18.49% of the total revenue. This increase was mainly due to increase in sale of Products.

***Other Income:***

Other income of the Company for the year 2015-16 increased to ₹ 142.95 Lacs as against ₹ 80.21 Lacs for F.Y. 2014-15. representing an increase of 78.23% of the total revenue. There is an increase in other income due to increase in interest income from Fixed deposits, debtors and on Margin money, increase in custom duty incentive etc

***Total Expenses*:**

The total expenditure for the year 2015-16 increased to ₹ 21533.60 Lacs from ₹ 18272.62 Lacs in year 2014-15, representing a increase of 17.85% to the previous yearmajorly due to increase in Direct expense, Cost of Material Consumed, Employee Benefit expenses, Administrative and Other expenses and Finance Cost.

***Cost of Material Consumed:***

The Cost of Material Consumed for the year 2015-16 increased to ₹ 11727.22 Lacs from ₹ 10977.11 Lacs, representing anincrease of 6.83% to the previous year in usual course of business.

***Purchase of stock in trade:***

The Purchase of stock in tradefor the year 2015-16 increased to ₹ 3988.37 Lacs from ₹ 3983.62 Lacs for the 2014-15, representing an increase of 0.12% to the previous year in usual course of business.

***Direct Expenses:***

The Direct Expensesfor the year 2015-16 increased to ₹ 1382.42 Lacs from ₹ 773.72 Lacs for the 2014-15representing an increase of 78.67% to the previous year. There is an increase in Direct expenses due to increase in consumable stores consumed, repairs and maintenance, factory wages, power and fuel expenses and other conversion charges..

***Employee Benefits Expense:***

The Employee Benefit Expense for the year 2015-16 increased to ₹ 77.01 Lacs from ₹ 52.32 Lacs in the previous year 2014-15. There is an increase in Employee Benefit expenses due to increase in salaries, directors remuneration, contribution to PF and gratuity expenses.

***Finance Costs:***

Finance cost for the year 2015-16 increased to ₹ 641.81 Lacs as against ₹ 556.13 Lacs of the year 2014-15. This increase in amount was due to increase in interest cost of the Company. There is an increase in finance cost due to increase in interest expense on cash credit, packing credit and other borrowing costs.

***Depreciation and Amortization Expense:***

Depreciation for the year 2015-16 stood at ₹ 305.38 Lacs calculated as per companies Act. For the year 2014-15 the same was ₹ 365.17 Lacs. There is a decrease in Depreciation and Amortization expense as the assets have been depreciated on Written down value method.

***Administrative and other Expenses:***

Other expenses include jobwork expenses, rent, electricity, repairs, travelling and conveyance exp, insurance exp, legal and professional fees, general administration expenses, bad Debts written off and miscellaneous expenditure etc. These expenses for the year 2015-16 increased to ₹ 290.63 Lacs as against ₹ 169.46 Lacs of the year 2014-15. There is an increase in Administrative and other expenses due to increase in travelling and conveyance expenses, Late delivery charges, rent, rates and taxes, carriage outward expenses etc.

***Profit/ (Loss) Before Tax***

The company's profit before tax for F.Y. 2015-16 increased to ₹ 196.59 Lacs from ₹ 67.12 Lacs in the year 2014-15 representing an increase of 192.89% compared to the previous yeardue to increase in revenue from operations, other income.

***Profit/ (Loss) After Tax***

The company's profit after tax for F.Y. 2015-16 increased to ₹ 104.85 Lacs from ₹ 42.98 Lacs in the year 2014-15 representing an increase of 143.95% compared to the previous year. There is an increase in the profit after tax in line with increase in Profit before Tax.

**COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2015 WITH FISCAL 2014**

***Total Income:***

During the year 2014-15 the total revenue of the company increased to ₹ 18339.74 Lacs as against ₹ 14911.27 Lacs in the year 2013-14, representing increase of 22.99% of the total revenue. This increase was mainly due to increase in sale of Products and business volume.

***Other Income:***

Other income of the Company for the year 2014-15 was ₹ 80.21 Lacs in comparison with ₹ 56.69 Lacs for F.Y. 2013-14.There is an increase in other income due to increase in interest income from Fixed deposits, increase in custom duty incentive, Foreign exchange gain etc

***Total Expenses*:**

The total expenditure for the year 2014-15 increased to ₹ 18272.62 Lacs from ₹ 14749.12 Lacs in year 2013-14, representing increase of 23.89% to the previous year. There is an increase in Total expenditure majorly due to increase in business volume which led to increase in Cost of Material Consumed, Employee Benefit expenses, Administrative and Other expenses and Finance Cost. Further the Depreciation and Amortization Expenses have increased along with changes in inventory of Finished goods, WIP and Stock in Trade.

***Cost of Material Consumed:***

The Cost of Material Consumed for the year 2014-15 increased to ₹ 12466.30 Lacs from ₹ 10065.30 Lacs, representing increase of 23.85% to the previous year. There is an increase in Cost of material consumed due to increase in import of raw materials and clearing and forwarding charges thereon. Further there has been increase in purchases of raw material pursuant to increase in business volume.

***Purchase of stock in trade:***

The Purchase of stock in tradefor the year 2014-15 increased to ₹3983.62 Lacs from ₹ 3537.53 Lacs for the 2013-14, representing an increase of 12.61% to the previous year due to increase in business volume.

***Direct Expenses:***

The Direct Expensesfor the year 2014-15 decreased to ₹ 773.72 Lacs from ₹ 814.27 Lacs for the 2013-14, representing a decrease of 4.98% to the previous year due to decrease in consumable stores consumed, repairs and maintenance expenses etc.

***Employee Benefits Expense:***

The Employee Benefit Expense for the year 2014-15 increased to ₹ 52.32 Lacs from ₹ 40.01 Lacs in the previous year 2013-14. There is an increase in Employee Benefit expenses due to increase in salaries, directors remuneration, contribution to PF and gratuity expenses.

***Finance Costs:***

Finance cost for the year 2014-15 increased to ₹ 556.13 Lacs as against ₹ 334.61 Lacs of the year 2013-14. There is an increase in finance cost due to increase in interest expense on cash credit, packing credit, unsecured loan and other borrowing costs and Bank Commission and charges.

***Depreciation and Amortization Expense:***

Depreciation for the year 2014-15 stood at ₹ 365.17 Lacs calculated as per companies Act. For the year 2013-14 the same was ₹ 255.10 Lacs. There is an increase in Depreciation and Amortization expense pursuant to change in method of depreciation upon incorporation of Companies Act 2013.

***Administrative and other Expenses:***

Other expenses include jobwork expenses, rent, electricity, repairs, travelling and conveyance exp, insurance exp, legal and professional fees, general administration expenses, bad Debts written off and miscellaneous expenditure etc. These expenses for the year 2014-15 increased to ₹ 169.46 Lacs as against ₹ 110.10 Lacs of the year 2013-14. There is an increase in Administrative and other expenses due to increase in Late delivery charges, carriage outward expenses etc.

***Profit/ (Loss) Before Tax***

The company's profit before tax for F.Y. 2014-15 was₹ 67.12 Lacs from₹ 162.15 Lacs in the year 2013-14. There is a decrease in Profit before tax despite of increase in turnover, substantially due to increase in expenses

***Profit/ (Loss) After Tax***

The company's profit after tax for F.Y. 2014-15 was₹ 42.98 Lacs from₹ 101.19 Lacs in the year 2013-14. There is a decrease in Profit after tax despite of increase in turnover, substantially due to increase in expenses

**Information required as per Item (2) (IX) (E) (5) of Part A of Schedule VIII to the SEBI Regulations:**

**An analysis of reasons for the changes in significant items of income and expenditure is given hereunder:**

***1. Unusual or infrequent events or transactions***

There has not been any unusual trend on account of our business activity. There are no Unusual or infrequent events or transactions in our Company. The transactions are as per usual business operations.

***2. Significant economic changes that materially affected or are likely to affect income from continuing operations.***

There are no other significant economic changes that may materially affect or likely to affect income from continuing operations.

***3. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.***

Apart from the risks as disclosed under Section ***"Risk Factors"*** beginning on page 16in the Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

***4. Future changes in relationship between costs and revenues***

Our Company's future costs and revenues will be determined by demand/supply situation in steel wire industry, government policies, and prices quoted by our suppliers for raw material.

***5. Total turnover of each major industry segment in which our Company operates***

The Company is in the business of manufacturing and galvanizing of mild steel wires and wire products. Relevant industry data, as available, has been included in the chapter titled ***"Industry Overview"*** beginning on page 98of this Prospectus.

***6. Increases in net sales or revenue and Introduction of new products or services or increased sales prices***

Increases in revenues are by and large linked to increases in volume of our business.

***7. Status of any publicly announced New Products or Business Segment***

Since our Company has not announced any new Product so not Applicable.

***8. Seasonality of business***

Our Company's business is not seasonal in nature.

***9. Dependence on few customers/ clients***

The percentage of contribution of our Company's Top Customers/Clients for the period ended March 31, 2018 is as follows:

| Name of the Clients | Amount (₹ in Lacs) | As % of total turnover |
|---|---|---|
| Gupta Power Infrastructure Ltd.- (TN) | 2822.13 | 11.05% |
| Bmw Industries Ltd | 2241.26 | 8.77% |
| Cabcon India Limited. | 2193.27 | 8.59% |

| | | |
|---|---|---|
| Lumino Industries Limited | 1251.33 | 4.90% |
| Larsen & Toubro (Direct) | 1234.80 | 4.83% |
| Anvil Cables Pvt. Ltd. | 1184.96 | 4.64% |
| BRB Cable Industries Ltd. | 943.87 | 3.69% |
| B AND T Cables Ltd. | 874.83 | 3.42% |
| Laser Power & Infra Pvt Ltd | 639.09 | 2.50% |
| Sesa International Ltd. | 637.92 | 2.50% |
| **Total** | **14023.47** | **54.89%** |

**The above value is inclusive of all applicable taxes and incidental expenses.*

**Our Major Suppliers of Raw material for the period ended March 31, 2018**

| Name of Supplier | Amount (₹ in Lacs) | As % of total Purchase |
|---|---|---|
| Electrosteel Steels Limited | 5076.45 | 22.89% |
| Jai Hanuman Industrial Corporation | 2946.67 | 13.29% |
| Sesa Minerals Ltd. | 1647.92 | 7.43% |
| Classic Electrodes (India) Ltd. | 1448.66 | 6.53% |
| AHW Steel Pvt Ltd (Formely AHW Steels Ltd) | 1148.20 | 5.18% |
| Gavrill Metal Pvt. Ltd. | 904.11 | 4.08% |
| BST Infratech Ltd. | 871.50 | 3.93% |
| Shivam India Limited - Steel Division | 821.66 | 3.71% |
| Shakambhari Ispat & Power Ltd | 725.56 | 3.27% |
| Young Poong Corporation Sukpo Zinc Refinery | 697.19 | 3.14% |
| Total | 16287.92 | 73.45% |

***10. Competitive conditions***

Competitive conditions are as described under the Chapters ***"Industry Overview"*** and ***"Our Business"*** beginning on pages 98 and 107 respectively of the Prospectus.

***11. Details of material developments after the date of last balance sheet i.e. March 31, 2018***

Except as mentioned in this Prospectus, no circumstances have arisen since the date of last financial statement until the date of filing the Prospectus, which materially and adversely affect or are likely to affect the operations or profitability of our Company, or value of its assets, or its ability to pay its liability within next twelve months. There is no subsequent development after the date of the Auditor's Report, which will have a material impact on the reserves, profits, earnings per share and book value of the Equity Shares of the Company.

## SECTION VI- LEGAL AND OTHER INFORMATION

## OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as described below, there are no outstanding litigations, suits, civil or criminal prosecutions, proceedings before any judicial, quasi- judicial, arbitral or administrative tribunals, including pending proceedings for violation of statutory regulations or alleging criminal or economic offences or tax liabilities or any other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under paragraph (i) of Part I of Schedule XIII of the Companies Act ) against our Company, Promoter, Group Companies and Directors as of the date of this Prospectus that would have a material adverse effect on our business. There are no defaults, non- payments or overdue of statutory liabilities, institutional/ bank dues and dues payable to holders of debentures or fixed deposits and arrears of cumulative preference shares that would have a material adverse effect on our business.*

*Further, Our Company has a policy for identification of Material Litigation in terms of the SEBI (ICDR) Regulations, 2009 as amended for disclosure of all pending litigation involving our Company, Directors, Promoters and Group Companies, other than criminal proceedings and statutory or regulatory actions, would be considered 'material' if the monetary amount of claim by or against the entity or person in any such pending proceeding is in excess of Rs. 1,00,000/- and where the amount is not quantifiable, such pending cases are material from the perspective of the company's business, operations, prospects or reputation.*

*The Company has policy for identification of material outstanding dues to creditors in terms of the SEBI (ICDR) Regulations, 2009 as amended for creditors where outstanding dues to any one of them exceeds 5% of consolidated trade payable as per the last audited financial statements of the issuer.*

**PART 1: CONTINGENT LIABLITIES OF THE COMPANY**

| **Particulars** | **31.03.2018** |
|---|---|
| **Contingent Liabilities** | |
| (a) Claims against the company not acknowledged as debt; | 15.97 |
| (b) Guarantees and LC excluding financial guarantees; | 2115.68 |
| (c) Other money for which the company is contingently liable | 103.43 |
| **Total** | **2235.09** |

**Part II- LITIGATION RELATING TO THE COMPANY**

**1. FILED AGAINST THE COMPANY**

**A. Litigation Involving Criminal Laws**

NIL

**B. Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**C. Litigation Involving Tax Liabilities**

**(i) Direct Tax**

NIL

**(ii) Indirect Tax**

NIL

**D. Other Pending Litigations:**

NIL

**2. CASES FILED BY OUR COMPANY.**

**A. Litigation Involving Criminal Laws**

NIL

**B. Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**C. Litigation involving Tax Liabilities**

**(i) Direct Tax Liabilities**

NIL

**(ii) Indirect Taxes Liabilities**

**a. <u>FOREIGN TRADE (DEVELOPMENT AND REGULATION) ACT, 1992 AND POLICY</u>**

The Company had received SCN No. F.No. DRI/KZU/CF/ENQ-01//3080-84 dated November 11th, 2015 from the Principle Additional Director General, Directorate of Revenue Intelligence, Kolkata Zonal Unit, Kolkata. It was alleged in the SCN that the company had failed to fulfil its export obligation by contravening the notification No. 96/2009-cus dated September 9th, 2009 with respect to import of "Hot Rolled Alloy Steel Wires Rods in Colls" without payment of Customs Duty and deliberately used the duty free raw material for purpose other than the manufacture of export goods.The aforesaid proceedings stands settled and penalties have been paid by the company. However, based on those proceedingsa separate proceeding was also initiated by the Joint Director General of Foreign Trade. The Joint Director General of Foreign Trade vide its Adjudication Order bearing No. 18/134/2016-17/CUS/ECA/KOL dated February 27th, 2018, imposed a penalty of Rs. 20,00,000/- on the Company while holding that the Company had diverted the imported goods into the local market without consuming the same and also sold the imported goods in contravention of the Foreign Trade Policy. Against the said Adjudication order, the company has filedan appeal u/s 15 of the Foreign Trade (Development and regulation) Act, 1992 before the Hon'ble Additional Director General of Foreign Trade"Appellate Authority". The Appeal was filedon August 24th, 2018vide file No. 02/29/162/00324/AM/19. The total liability in instant matter is Rs. 20, 00,000/-. The matter is pending adjudication.

**<u>WEST BENGAL VAT ACT, 2003 AND CENTRAL SALES TAX ACT, 1961</u>**

**b. <u>For Assessment Year 2014-15</u>**

The Company had preferred an Appeal being Appeal No. App/2017-2018/02/26/c/0442 u/s 84 of the West Bengal VAT Act, 2003 on August 8th, 2017 before the Senior Joint Commissioner, Commercial Taxes, Burrabazar Circle against the Notice of Demands issued pursuant to the Audit Report Case No. 2014-2015/ CIR/26/21 passed by Joint Commissioner, Commercial Taxes, Burrabazar Circle, Kolkata wherein, demand of Rs. 17, 346/- and 19,34,196/ -under WBVAT and CST Act, respectively. The Senior Joint Commissioner, Commercial Taxes, Burrabazar Circle, vide its order dated March 14, 2018 provide relief to the tune of Rs. 151383 to the Company and confirmed demand of Rs. 15,97,513/- which stands payable by the Company.The company has filed a revision Petition u/s 87 of the WBVAT Act, 2003before the Revenue Board for allowing relief towards the demand of Rs. 15,97,513/- as confirmed by Senior Joint Commissioner, Commercial Taxes, Burrabazar Circle, vide its order dated March 14, 2018. The revision petition has been filedvide acknowledgment No. 20184VA871000484 on 01.06.2018.Further, the company has also paid the demand dues for the purpose of filing the Appeal. The matter iscurrently pending adjudication.

**WEST BENGAL VAT ACT, 2003 AND CENTRAL SALES TAX ACT, 1961**

**c. For Assessment Year 2011-12**

The company has filed a Review Petition No. BB/NS/29/13-14 and BB/NS/29/C/13-14 before the Office of West Bengal Commercial Taxes Appellate and Revision Board on April 8th, 2015, against the ex-parte Appellate Order dated February 26th, 2015, passed by the Additional Commissioner of Commercial taxes for demand seeking payment of tax, interest and penalty of Rs. 62,70,475/- and Rs. 335,163/- under the provisions of WBVAT Act, 2003 and Central Sales Tax Act, 1961, respectively, for 4th Quarter of Assessment Period 2012-2013, rejecting the claims of excess ITC adjusted with CST u/s 8(1) of the CST Act, 1961. The total liability in the matter is of Rs.66,05,638/-. Proceeding in this matter is yet to commence.

**d. Assessment Year 2014-2015**

The Assistant Commissioner of Sankrail CGST Division, Howrah vide its Order in Original No. 101/AC/CGST & CE/ Sankril/2017-2018 dated February 19th, 2018 confirmed upheld the SCN issued by the Deputy Commissioner of Central Excise, Howrah and confirmed demand of Central Excise Duty of Rs. 9,03,726/- in terms of Section 11A(10) of the Central Excise Act, 1944 and also imposed applicable interest on Rs. 9,03,726/-in terms of Section 11AA of the Central Excise Act, 1944. The Deputy Commissioner of Central Excise, Howrah-IV Division, Kolkata-IIvide its Show Cause Notice cum Demand Notice No. C.No. V(3)40/CE/Adjn/HWH-IV/2016/675 dated February 21st, 2017, initiated proceedings against the Company for alleged contravention of Provision of Notification No. 108/95 dated August 28, 1995 as well as Rule 4,6,8, and 11 of the Central Excise Rules, 1944 r/w Section 11A(4) of the Central Excise Act, 1944. Under the said SCN the Dy. Commissioner of Central Excise alleged that the Company had fraudulently availed the benefits of the said exemption under Notification No. 108/95 dated August 28, 1995 and therefore made itself liable for payment of Rs. 39,71,615 towards the Central Excise Duty along with interest u/s 11AA and penalty u/s 11AC(1)(c) of the Act. The liability under the current matter is Rs. 9,03,726/- along with interest at the rate of 10 % or as determinable u/s 11AA of the Central Excise Act, 1944.The company is yet to challenge the said order in original before Commissioner Appeals.

**e. For Assessment Year 2015-16**

The Company has preferred an appeal no. 2015-16/CIR/26/VA/1 and 2015-16/CIR/26/CA/1 to Sr. Commissioner of Sales Tax under Section 84 of the WBVAT, 2003 and CST Act on 05.04.2018 against the order dated 16.02.2018, issued by Joint Commissioner Sales Tax, Burrabazar Circle raising a demand of INR 68,73,979/- and INR 16,02,351/- under WBVAT and CST Act, respectively. The Company had made certain amount of Sales of goods and thereafter claimed deduction of delivery charges under applicable West Bengal VAT Act, 2003 along with claim of sales u/s 8(1)(b) of the Central Sales Tax, 1956 for Assessment Period 2015-2016 of an amount of Rs. 97,53,908.47. However, such deductions and claims u/s 8(1)(b) of the CST Act was rejected by Ld. Joint Commissioner based on the independent audit report obtained by the department and also on account of lack of proper documentation. The last date of personal hearing before Ld. Senior Joint Commissioner was 26.04.2018. The total liability in the matter is approx. Rs.8,476,330/-. The matter was heard by the adjudicating authority and order has been reserved.The next date of hearing is scheduled on October 31, 2018

**D. Other Pending Litigations**

**a) Kritika Wires Pvt. Ltd. Vs. A2Z Infra Engineering Ltd, Commercial Suit No. 33 of 2017, pending adjudication before City Civil Court, Calcutta.**

The Company has filed a Commercial Suit No. 33 of 2017, before City Civil Court, Calcutta, on 04.12.2017 against A2Z Infra Engineering Ltd. for recovery of outstanding amount of INR 97,74,639/-,being Rs. 87,27,356 outstanding towards supply of goods along with interest of Rs. 10,47,283, which stands pending

towards supply of GI Wires S.I Stay Wires in the year 2014 to A2Z by the company. The matter is pending adjudication before the Ld. Judge 3rd Bench, City Civil Court, Calcutta. The next date of hearing is onJanuary 28, 2019.

**b) Kritika Wires Pvt Ltd. Vs. India Steel Corporation &Ors. Commercial Suit No. 28 of 2017,pending adjudication before the City Civil Court, Calcutta.**

The company has filed a Commercial Suit No. 28 of 2017, before the City Civil Court, Calcutta on September 13th, 2017, against India Steel Corporation, a partnership concern and its partnerfor recovery of outstanding amount of Rs. 89,38,045/- being Rs. 65,72,092/- outstanding towards supply of goods being G.I Wires along with interest of Rs. 23,65,953/-. The matter is pending for adjudication before Ld. Judge 3rd Bench, City Civil Court, Calcutta. TheNext date of hearing is January 28, 2019.

**c) MS. Kritka Wires Pvt Ltd. vs Rajiv Ranjan CN No. 14792/2014, Pending Adjudication before Ld. Chief Metropolitan Magistrate, Kolkata.**

The Company has filed Criminal Complaint on October 18th, 2012 before the Chief Metropolitan Magistrate, Kolkata against Mr. Rajiv Ranjan, Proprietor of M/s BR Pre-tech Industries on account of dishonour of Cheque of amount of Rs. 8,11,601.40/- u/s 138 of the Negotiable Instrument Act, 1881. The said amount was payable against outstanding towards supply of goods being HT wire 4.00 mm wires to the defendant. The matter is pending adjudication.

**d) MS. Kritka Wires Pvt Ltd. VsGyan Chand BohraComplaint Case No. 633 of 2012 (CN/14669/2014), Pending Adjudication before Metropolitan Magistrate, Kolkata.**

The Company has filed Criminal Complaint on September 13th, 2012, before the Chief Metropolitan Magistrate, Kolkata against Mr. Gyan Chand Bohra proprietor of Shri Balaji Prestress Industries on account of dishonour of Cheque of amount of Rs. 16,89,486/- u/s 138 of the Negotiable Instrument Act, 1881. The said amount was payable against supply supply of HT wire 4.00 mm wires to the defendant. The matter is pending adjudication.

**e) MS. Kritka Wires Pvt Ltd. vs ShriBalaji Presstress Industries, Complaint Case No. 633 of 2012, Pending Adjudication before Ld. Chief Metropolitan Magistrate, Kolkata.**

The Company has filed Criminal Complaint on NIL before the Chief Metropolitan Magistrate, Kolkata against Shri Balaji Prestress Industries, proprietorship concern and its partner Mr. Gyan Chand Bohra and Pallavi Bohra on account of dishonour of Cheque of amount of Rs. 18,83,999/- u/s 138 of the Negotiable Instrument Act, 1881. The said amount was payable against part payment towards supply of wires to the defendant. The matter is pending adjudication.

## Part III - LITIGATION RELATING TO THE DIRECTORS AND PROMOTERS OF OUR COMPANY

### 1. CASES FILED AGAINST OUR PROMOTERS AND DIRECTORS

### A. Litigation Involving Criminal Laws

NIL

**B. Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**C. Litigation involving Tax Liabilities**

**(i) Direct Tax Liabilities**

**Assessment Year 2011-2012**

**a. Hanuman Prasad Agarwal, Promoter. Notice issued u/s 148 of Income Tax Act, 1961.**
Mr. Hanuman Prasad Agarwal has received notice dated March, 21st, 2018 u/s 148 of the Income Tax, 1961by the Income Tax Office, ward 34(3), Kolkata for Assessment Year 2011-2012. Mr. Hanuman Prasad Agarwal is yet to file its reply pursuant to instant Notice. Hence, further proceedings are awaited.

**b. Naresh Kumar Agarwal, Whole Time Director. Notice issued u/s 148 of Income Tax Act, 1961.**
Mr. Naresh Kumar Agarwal has received notice dated March, 27th ,2018 u/s 148 of the Income Tax, 1961 by Assistant Commissioner of Income Tax, Circle-35, Kolkata for Assessment Year 2011-2012 by the . Mr. NareshKumar Agarwal is yet to file its reply pursuant to instant Notice. Hence, further proceedings are awaited.

**c. Assessment Year 2011-2012**

**Balaji Electrodes Pvt. Ltd.( Notice u/s 148 of the Income Tax Act, 1961)**
The Company has received a notice dated March 31st, 2018 u/s 148 of the Income Tax Act, 1961 by the Income Tax Officer, ward- 5(4) for A.Y 2011-2012. The Company is yet to file its reply pursuant to instant Notice. Hence, further proceedings are awaited.

**(ii) Indirect Taxes Liabilities**

NIL

**D. Other Pending Litigations**

NIL

**2. CASES FILED BY OUR PROMOTERS AND DIRECTORS**

**A. Litigation Involving Criminal Laws**

NIL

**B. Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**C. Litigation involving Tax Liabilities**

**i. Direct Tax Liabilities**

**a. Assessment Year 2014-15**

**All Time Suppliers Pvt. Ltd.**

The Company has filed an Appeal before the Ld. CIT (Appeals-2), Kolkata on January 21st, 2017 bearing Appeal No. (Acknowledgment No.) 598226631211017, against the Order dated December 12th, 2016, passed by the ACIT, wherein, a sum of Rs. 8,79,858/- was disallowed, being the Loss claimed by the assessee on share trading, holding the same to be bogus and demand of Rs. 3,42,270/- being tax payable of Rs. 3,31,244/- and interest of Rs. 11,026/- u/s 234D of the Income tax, 1961was made. The Ld. ACIT has also initiated penalty proceeding under Section 271(1)(c) of the Income tax, separately which are currently stayed on account of Appeal filed. The total liability in this matter is Rs. 3,42,270/-which has been paid on 30.01.2017. The matter is currently pending adjudication. The matter has not yet come up for the hearing.

**b. Assessment year 2015-16**

**All Time Suppliers Pvt. Ltd.**

The Company has filed as an Appeal on November 17th, 2017, bearing Appeal No **(**Acknowledgment No.307308321171117), before the Ld. CIT (Appeals-2), Kolkata, against the Order dated October 24th, 2017, passed by the Ld. ACIT, wherein, assessment order u/s 143(3) of the IT Act was passed determining the total income for the Assessment year 2015-2016 to be Rs. 53,87,825/- inter-alia making disallowance of a sum of Rs. 9,53,225/-, being the Loss claimed by the assessee on share trading, holding the same to be bogus and demand of Rs. 3,51,870/- being tax payable of Rs. 2,94,544/- along with interest of Rs. 23,887 u/s 244A & Rs. 3,435 u/s 234D was made. The Ld. ACIT also imposed penalty under Section 271(1)(c) of the Income tax and separate proceedings were initiated and the same has been challenged in the Appeal by the Company. The total tax liability in the instant matter is Rs. 3,51,870/-which has been paid on November 10, 2017. The matter is currently pending adjudication.

**ii. Indirect Taxes Liabilities**

**a. Assessment Year 2013-14**

**Jai Hanuman Industrial Corporation Vs. Additional commissioner of Commercial taxes, West Bengal Case No. (VAT) 42 of 2017-18, pending adjudication before Office of West Bengal Commercial Taxes Appellate and Revision Board.**

Mr. N.K Agarwal, proprietor M/s Jai Hanuman Industrial Corporation (hereinafter "dealer") preferred a Revision Petition Case No. (VAT) 42 of 2017-18, on April 6th, 2017, for 4th Quarter of Assessment Year 2013-2014, before the Office of West Bengal Commercial Taxes Appellate and Revision Board against the Order dated January 4th, 2017, passed by the Add. Comm. of Commercial Taxes, West Bengal wherein, a tax liability under VAT Act of Rs. 1,04,047/- including interest &total tax liability under CST Act of Rs. 20,14,917/- along with interest was raised. He withheld and upheld the order dated July 8th, 2016, passed by Ld. Sr. JCCT/ Burrabazar, wherein additional tax liability was raised and the claim was rejected of Rs. 4,20,01,215/- u/s 6(2) of the Central Sales Tax Act, 1956, being with sales completed before the movement of goods from outside the territory of West Bengal and CST can thus not be exempted. The matter was listed for personal hearing on May 7th, 2018. The total demand in this matter is Rs. 2,118,964/-. The matter is currently pending for adjudication. The next date of hearing isSeptember 25, 2018.

**D. Other Pending Litigations**

NIL

**Part IV- LITIGATION RELATING TO OUR GROUP COMPANIES OTHER THAN CORPORATE PROMOTER**

**1. CASES FILED AGAINST OUR GROUP COMPANIES**

**A. Litigation Involving Criminal Laws**

NIL

**B. Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**C. Litigation involving Tax Liabilities**

**(i) Direct Tax Liabilities**

**a. <u>Classic Electrodes (India) Ltd. (Notice u/s 148 of the Income Tax Act, 1961)</u>**
The Company has received a notice dated March 31st, 2018 u/s 148 of the Income Tax Act, 1961by the Assistant Commissioner of Income Tax, Circle 6(1), Kolkatafor A.Y 2011-2012.The Company is yet to file its reply pursuant to instant Notice. Hence, further proceedings are awaited.

**(ii) Indirect Taxes Liabilities**

NIL

**D. Other Pending Litigations**

NIL

**2. FILED BY THE GROUP COMPANIES**

**A. Litigation Involving Criminal Laws**

NIL

**B. Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**C. Litigation involving Tax Liabilities**

**(i) Direct Tax Liabilities**

**<u>Classic Electrodes (India) Ltd.</u>**

**a.** The Company has filed an Appeal on August 4, 2017 before the CIT (Appeals) against Assessment Order dated December 27th, 2016 passed u/s 143(3) and demand notice dated December 27th, 2016 issued u/s156 of the Income Tax Act, 1961 by the Assessing Officer DCIT, Circle-6(1) Kolkata, wherein, total demand of Rs. 1,82,83,400/- being Rs. 1,60,16,965/- towards Tax payable and Rs. 2,266,433/- towards interest was raised against the Company. The Assessing Officer had made an addition of a sum of Rs. 4,20,00,000/- towards the share subscription money received by the Company in the said assessment year by invoking the provision of Section 68 of the Income Tax Act, 1961. The Company has challenged the addition made. The matter is currently pending adjudication.

**b.** The Company has filed an Appeal on November 22nd, 2017 bearing Appeal No. (Acknowledgement No. 134829941040817) before the CIT (Appeals),challenging the penalty order dated June 30th, 2017 u/s 271(1)(c) of the Income Tax Act, 1961 and Notice of Demand dated June 30th, 2017 u/s 156 of the Income Tax Act, 1961 passed by the Assessing Officer for the Assessment Year 201-2015. The Assessing Officer initiated and completed penalty proceedings u/s 271(1)(c) in the matter of demand raised vide assessment order dated December 27th, 2016 u/s 143(3) of the Income Tax Act, 1961 against the Company. Penalty of Rs. 1,36,26,900/- was imposed on the company vide order dated June 30th, 2017 u/s 156 of the Income Tax Act, 1961. The matter has been stayed on account of the Appeal filed by the Company against Assessment order dated December 27th, 2016.

**(ii) Indirect Taxes Liabilities**

NIL

**D. Other Pending Litigations**

**a. Classic Electrodes India Ltd. Vs. Powertech Corporation &Ors. Commercial Suit No. 7 of 2017, pending before City Civil Court, Calcutta.**

The Company has filed a Commercial Suit No. 7 of 2017 in nature of Summary suit under Order 37 of CPC before City Civil Court, Calcutta, on April 13th, 2017, against Powertech Corporation &Ors. for recovery of admitted outstanding amount of Rs. 4,72,618/- along with Rs. 2,55,213/- towards interest @ 24% percent per annum and interalia other interests towards supply of goods being Electrodes and Mig Wires. The matter is pending adjudication. The next date of hearing in this matter is February 1, 2019 for service return and appearance.

**b. Classic Electrodes India Ltd. Vs. Manoj Kr. Anil Kr. Engineering Pvt. Ltd. &Ors. Commercial Suit No. 6 of 2017, pending before City Civil Court, Calcutta.**

The Company has filed a Commercial Suit No. 6 of 2017, under Order 7 Rule 14 and order 13 rule 1 of CPC before City Civil Court, Calcutta, on April 13th, 2017, against M/s Manoj Kr. Anil Kr. Engineering Pvt. Ltd. for recovery of outstanding amount of Rs. 6,33,367/- being Rs. 3,68,237/- towards supply of goods along with interest of Rs.2,65,130/-. The matter is pending adjudication. The next date of hearing in this matter is September 19th, 2018 for framing of issues.

**c. Classic Electrodes India Ltd. Vs. N.S Engineering Pvt. Ltd. &Ors. Commercial Suit No. 5 of 2017, pending before City Civil Court, Calcutta.**

The Company has filed a Commercial Suit No. 5 of 2017 before City Civil Court, Calcutta, 3-Ld. Judge 3rd Bench on April 13th, 2017, against N.S Engineering Pvt. Ltd and its directors for recovery of outstanding amount of Rs. 13,51,713/- being Rs. 7,85,880 towards supply of goods along with interest of Rs. 5,65,833/- . The matter is pending adjudication. The next date of hearing in this matter is September 20th, 2018.

**d. Classic Electrodes India Ltd. Vs. High Tech Sales Corporation &Anr. Commercial Suit No. 26 of 2014; before City Civil Court, Calcutta.**

The company has filed a Commercial Suit No. 26 of 2014before City Civil Court, Calcutta, on 06.11.2017 against High Tech Sales Corporation Ltd. and it's partner Mukesh Patel for recovery of outstanding amount of Rs. 4,93,248/- being Rs. 4,00,201/- towards supply of goods along with interest of Rs. 93,047.00/- @ 18% per annum. The matter is pending adjudication. Next Hearing is on Sptember 27th, 2018 for further evidence.

**e. Classic Electrodes India Ltd. Vs. Brahm Rishi Sales Corporation &Anr. Commercial Suit No. 10 of 2018; before City Civil Court, Calcutta.**

The company has filed a summary suit under order 37 of the CPC, 1908 being Commercial Suit No. 10 of 2018 before City Civil Court, Calcutta, on 18.05.2018againstBrahm Rishi Sales Corporation, a partnership firm being represented byits partners for recovery of outstanding amount of Rs. 2,01,000/- being Rs. 1,07,912/- towards supply of goodsi.e M S Electrodes and Mig Wires along with interest of Rs. 93,088/- @ 24% per annum from the date of default i.eNovember, 2014.The matter is currently pending adjudication. The next date of hearing in this matter is October 9th, 2018.

**f. Classic Electrodes India Ltd. Vs. Bhavik Engineers and marketers &Anr. Commercial Suit No. 11 of 2018; before City Civil Court, Calcutta.**

The company has filed a summary suit under order 37 of the CPC, 1908 being Commercial Suit No. 11 of 2018before City Civil Court, Calcutta, on 18.05.2018 against Bhavik Engineers and marketers, a proprietorship concern of Mr. Bhavik K. Mehta for recovery of outstanding amount of Rs. 27,21,125/- being Rs. 18,89,6704/- towards supply of goodsi.e M S Electrodes and Mig Wires along with interest of Rs. 8,31,455/- @ 24% per annum from the date of default i.e August 2016.The matter iscurrently pending adjudication. The next date of hearing in this matter is October 10th, 2018.

## PART V: AMOUNTS OWED TO SMALL SCALE UNDERTAKINGS AND OTHER CREDITORS

The Board of Directors of our Company considers dues exceeding, 5% of our Company's total Trade Payables per Restated Audited financial statements,to small scale undertakings and other creditors as material dues for our Company. As on March 31, 2018, there are 5 creditors to each of whom our Company owes amounts exceeding 5% of our Company's Trade Payables and the aggregate outstanding dues to them being approximately Rs. 3214.47 lakhs. Further, our Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure, if any, in relation to amount unpaid as at the year end together with interest payable as required under the said Act have not been furnished. Therefore, as on March 31, 2018, our Company owes amounts aggregating to Rs. 3751.52 lakhs approximately towards 18 creditors for Trade Payables as per Restated Financial Statements, which may or may not include small scale undertakings. There are no disputes with such entities in relation to payments to be made to them. The details pertaining to amounts due towards such creditors are available on the website of our Company.

## PART VI: MATERIAL DEVELOPMENTS OCCURING AFTER LAST BALANCE SHEET DATE

Except as disclosed in Chapter titled ***"Management's Discussion & Analysis of Financial Conditions & Results of Operations"*** beginning on page 248 there have been no material developments that have occurred after the LastBalance Sheet Date.

## GOVERNMENT AND OTHER APPROVALS

*We have received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for our present business (as applicable on date of this Prospectus) and except as mentioned below, no further material approvals are required for carrying on our present business.*

*In view of the approvals listed below, we can undertake this Issue and our current/proposed business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the Issue or to continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Prospectus.*

*The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to carry out its activities.*

*The Company has got following licenses/registrations/approvals/consents/permissions from the Government and various other Government agencies required for its present business.*

### APPROVALS FOR THE ISSUE

a. Our Board of Directors have, pursuant to a resolution passed at its meeting held on May07, 2018 authorized the Issue, subject to the approval of the shareholders of our Company under Section 62(1) ( c) of the Companies Act, 2013 and such other authorities as may be necessary.

b. The Issue of Equity Shares has been authorized by a special resolution adopted pursuant to Section 62(1) (c) of the Companies Act, 2013 at the Extra Ordinary General Meeting of shareholders held on May 11, 2018

c. Our Company has obtained approval from SME platform of NSE by way of a letter dated August 16, 2018 to use the name of the Stock Exchange in its offer document for listing of Equity Shares on the Stock Exchange.

d. NSDL/CDSL: ISIN: INE00Z501011

### APPROVALS/LICENSES/PERMISSIONS PROCURED TO CONDUCT OUR BUSINESS

**A. Incorporation documents:**

| S.No | Nature of Registration/ License | Registration/License No. | Applicable Laws | Issuing Authority | Date of issue | Date of Expiry |
|---|---|---|---|---|---|---|
| 1. | Certificate of Incorporation | U27102WB2004PTC098699 | Companies Act, 1956 | Registrar of Companies, West Bengal | May 31, 2004 | Valid till cancelled |
| 2. | Fresh Certificate of Incorporation consequent upon conversion from Kritika Wires Private Limited to Kritika Wires Limited. | U27102WB2004PLC098699 | Companies Act, 2013 | Registrar of Companies, West Bengal | May 03, 2018 | Valid till cancelled |

**B. Corporate/ General Authorizations relating to Income tax, Service tax and Value Added Tax and other tax related registrations:**

| Sr.No. | Nature of Registration/ License | Registration/License No. | Applicable Laws | Issuing Authority | Date of issue | Date of Expiry |
|---|---|---|---|---|---|---|
| 1. | Permanent Account Number | AACCK5615N | Income Tax Act 1961 | Commissioner of Income Tax | September 16, 2010 | Valid till cancelled |
| 2. | TAN (Tax Deduction Account Number) | CALK04365E | Income Tax Act 1961 | Commissioner of Income Tax | -* | Valid till cancelled |
| 3. | Goods & Service Tax** | 19AACCK5615N1Z5 | Government of India | Government of India and Government of West Bengal | September 20, 2017 | Valid till cancelled |
| 4. | Importer/ Exporter Code Number | 0205010717 | Foreign Trade (Development &Regulation) Act, 1992 | Director General of Foreign Trade | July 28, 2005 | Valid till cancelled |
| 5. | Central Sales Tax Registration as a dealer | 19261331226 | Section 7(2) of Central Sales Tax Act,1956 Rules | Deputy Commissioner Commercial taxes | July 18, 2005 | Valid till cancelled |

**As confirmed by Company, they do not have a copy of TAN allotment letter as the same has been lost or misplaced in the office premises.*
***As per the GST Certificate, the same GSTIN is applicable on Both the Units of the Company.*

**C. Industrial and Labour Approvals and approvals taken for Registered office situated atOffice No. 40,42 and 43 on the ground Mezzanine Floor of premises No. 1A Bonfield Lane, Kolkata-700001:**

| S.No | Nature of Registration/ License | Registration/License No. | Applicable Laws | Issuing Authority | Date of issue | Date of Expiry |
|---|---|---|---|---|---|---|
| 1. | Registration of commercial Establishment for its registered office. | Kol/BB/P-II/46189 | West Bengal Shops & Establishments Act, 1963 | Registering Authority, Shops & Establishment, Gov. of W.B | February 02, 2010 Last renewed on February 18, 2016 | February 17, 2019 |
| 2. | Certificate of Enlistment /Trade license (Registered office address) | C.E No. 002131044956 | Kolkata Municipal Corporation Act, 1980 | License Department, Kolkata Municipal Department | May 03, 2018 | March 31, 2019 |

**D. Business Related Certifications and approvals:**

***a. For manufacturing <u>Unit-I</u> situated at Sankrail Industrial Park, DAG No. 462,463 Khatian No. 297, Jangalpur, Mouza- Bhagwatipur, Howrah, WestBengal. (Orange Category Unit)***

| Sr. No | Nature of Registration/ License | Registration/License No. | Applicable Laws | Issuing Authority | Date of issue | Date of Expiry |
|---|---|---|---|---|---|---|

| | | | | | | |
|---|---|---|---|---|---|---|
| 1. | Consent to Establish | Memo No. 1033/801 | Sec 25 & 26 of Water (Prevention and control of Pollution) Act, 1974 &Sec 21 of Air (Prevention and control of Pollution) Act, 1981 | Member Secretary, West Bengal Pollution Control Board | July 22, 2005 | Valid till cancelled |
| 2. | Registration under Employees' Provident Funds (EPF) | WB/49114 | EPF & M.P Act, 1952 | Ass. P.F Commissioner, Sub regional Office, Howrah | -* | Valid till cancelled |
| 3. | Employee State Insurance | 41410317820010699 | Employees' State Insurance Act, 1948 | Joint Director Employee State Insurance Corporation | -* | Valid till cancelled |
| 4. | Certificate of Registration Profession Tax. | 191007012621 | West Bengal State Tax O n Professions, Trades, Callings And Employments Act, 1979 R/w Rule 3/6A | Prescribed authority W.B South Unit-I, Howrah | March 30, 2018 Valid with effect from April, 2017 | Valid till cancelled |
| 5. | Certificate of Enrolment under Profession Tax for payment of Professional Tax | 192099724023 | Section 5(2) of the West Bengal State Tax O n Professions, Trades, Callings And Employments Act, 1979 R/w Rule 4/6A | Prescribed authority W.B South Unit-I, Howrah | March 30, 2018 | Valid till cancelled |
| 6. | Central Excise Registration | AACCK5615NXM001 | Under Rule 9 of the Central Excise Rules, 2002 | Computer generated copy provided** | October 28, 2005 | Valid till cancelled |
| 7. | Value Added Tax For dealing in Electrical goods and M.S Wires W.e.f. October 25,2005 | TIN: 19261331032 | Section 24(1)(b) of W.B VAT Act, 2003 | Joint Commissioner, Commercial Taxes, West Bengal | July 18, 2005 | Valid till cancelled |
| 8. | Service Tax Registration For Transport of Goods by Road and Business Auxiliary services | AACCK5615NSD001 | Chapter V of Finance Act, 1994 read with Service Tax Rules 1994 | Assistant Commissioner Central Excise, West Division , Howrah, Kolkata | November 29, 2006 | Valid till cancelled |

**Though the Unit 1 of the Company is registered with office of ESI and Provident Fund Commissioner and is filing regular returns under the respective laws of ESI and PF, the copy of registration letter issued by the respective departments is not traceable in the office premises of the company.*

***Computer generated copies do not carry signature of issuing authority.*

***b. For Manufacturing Unit-II situated atSankrail Industrial Park, DAG No. 469,470,472, 483,484,485,486,487,488 Khatian No.1188,891,147,520/1,1326,448 Jangalpur, Mauza- Bhagwatipur, Howrah, West Bengal.***

| Sr No | Nature of Registration / License | Registration/License No. | Applicable Laws | Issuing Authority | Date of issue | Date of Expiry |
|---|---|---|---|---|---|---|
| 1. | Factory License (License for setting up and operating Factory) | Licence No. 18199 Reg No. 50-HW/X/10 | Factories Act, 1948 | Chief Inspector of Factories West Bengal | December 01, 2010 Last Renewed on January 13, 2016 | December 31, 2018 |
| 2. | Consent to establish from environmental point of view for KanduaSankrail, Howrah-711302 | Memo No. NOC. 008/8-PCB/how/33 (OL)2009 | Environmental Protection Act, 1986 and allied laws | Member Secretary, W.B Pollution control Board | June 29, 2009 | One time approval |
| 3. | Consent to operate for Unit situated at Village Bhagvatipur, Chaturbhujkati, PS Sankrail, Howrah-711313 | CO100712 | Sec 25 & 26 of Water (Prevention and control of Pollution) Act, 1974 &Sec 21 of Air (Prevention and control of Pollution) Act, 1981 | Environmental Engineer, Howrah Regional Office W.B Pollution Control Board | April 01, 2016 | March 31, 2019 |
| 4. | Hazardous waste Authorization for its unit at NH-6, Chaturbhujkati, PS Sankrail, Howrah-711313 | Memo No. 184/2S (HW)-3204/2016 | Hazardous & other wastes (Management &Transboundary Movement) Rules, 2016 | Chief Engineer Waste Management Cell on behalf of Member Secretary WBPCB | November 11, 2016 | July 31, 2021 |
| 5. | Fire NOC for storage of Furnace Oil and HSD at Sankrail Industrial Park, Sankrail, Howrah | How/K/789/12 No. 175536 | West Bengal Fire Service Act, 1950 | Collector, Fire License | June 01, 2018 | May 31, 2019 |
| 6. | Registration under | WB/49114-A | EPF & M.P Act, 1952 | Ass. P.F Commissioner, | November 21, 2011 | Valid till |

| | | | | | | |
|---|---|---|---|---|---|---|
| | Employees' Provident Funds (EPF) | | | Sub regional Office, Howrah | | cancell ed |
| 7. | Registration under Employee's state Insurance Corporation | Sub Code-4141031782001069 9 | Employees' State Insurance Act, 1948 | Joint Director Employee State Insurance Corporation | January 20, 2011 | Valid till cancell ed |
| 8. | Certificate of Registration under Profession Tax. | 191002058364 | West Bengal State Tax On Pro fessions, Trades, Callings And Employments Act, 1979 R/w Rule 3/6A | Prescribed authority W.B South Unit-I, Howrah | May 14, 2015<br><br>Valid with effect from November, 2011 | Valid till cancell ed |
| 9. | Central Excise Registration | AACCK5615NEM 002 | Under Rule 9 of the Central Excise Rules, 2002 | Asst. Commissioner, Central Excise, Howrah West Division CBEC, Ministry of Finance | October 04, 2010 | Valid till cancell ed |
| 10. | Service Tax Registration (Taxable Services: Transport of goods by Road) | AACCK5615NSD0 02 | Finance Act, 1994 | Superintendant of Central Excise, Howrah West Division 4, Kolkata | March 16, 2011 | Valid till cancell ed |

**E. Intellectual Property:-**

The Details of Logo used by the Company is:-

| Sr.No. | Brand Name/Logo/ Trademark | Nature of Trademark | Registration Details |
|---|---|---|---|
| 1. | Logo | KRITIKA WIRED DIFFERENTLY | Not Registered |

The details of Domain Name registered in the name of the Company is:

| Sr. No. | Domain Name and ID | Sponsoring Registrar and IANA ID | Registrar Name and Address | Creation date | Registrati on Expiry Date |
|---|---|---|---|---|---|
| 1 | Domain Name: KRITIKAWIRES.COM Domain ID: 1665706272_DOMAIN_COM-VRSN | Registrar: whois.PublicDom ainRegistry.com | Registrant Name: Mr. Arun Dujari Registrant Address: 1A Bonfield Lane, Kolkata | July 07, 2011 | July 07, 2019 |

## F. QUALITY CERTIFICATIONS AND OTHER TECHNICAL APPROVAL(S).

| Sr. No. | Nature of Registration/License | Registration/License No. | Issuing Authority | Date of Issue | Date of Expiry |
|---|---|---|---|---|---|
| | | | | | |
| 1. | ISO 9001 : 2015 | 18DQDJ80 | ROHS Certification Pvt. Ltd. | August 21, 2018 | August 20, 2021 |
| 2. | ISO 14001 : 2015 | 18DEDL91 | ROHS Certification Pvt. Ltd. | September 07, 2018 | September 06, 2021 |
| **Mark Licenses** | | | | | |
| **Sr. No.** | **Nature of Registration/License** | **Registration/License No.** | **Issuing Authority** | **Status** | **Date of Expiry** |
| 1. | License for use of Standard Mark for Hot Dip Galvanized Stay Strand No. of Wire and Construction - 1 x 7(6-1) Wire Size: 2.00 mm, Grade: 4 1)Hot Dip Galvanized Stay Strand No. of Wire and Construction - 1 x 7(6-1), Heavy coating Wire Size: 2.50 mm, Grade: 4. 2)Hot Dip Galvanized Stay Strand No. of Wire and Construction - 1 x 7(6-1), Heavy coating Wire Size: 3.15 mm, Grade: 4. 3)Hot Dip Galvanized Stay Strand No. of Wire and Construction - 1 x 7(6-1), Heavy coating Wire Size: 4.00 mm, Grade: 4. | License No. 5641366; IS 2141 : 2000 | Bureau Established under Bureau of India Standards | Operative | October 25, 2018 |

## G. MARKS LICENSES APPROVALS APPLIED FOR RENEWAL .

| Sr. No. | Nature of Registration/License | Registration/License No. | Issuing Authority |
|---|---|---|---|
| 1. | License for use of Standard Mark for Mild Steel Wire for General Engineering purposes | License No. 5557074; IS 280:2006 | Bureau Established under Bureau of India Standards |
| 2. | License for use of Standard Mark for 4.00 mm Nominal Diameter | License No. 5591175; IS 6003 : 1983 | Bureau Established under Bureau of India Standards |
| 3. | License for use of Standard Mark for Steel Core Wire(Galvanized) 2.54mm to 3.53mm | License No. 5550666; IS 398 : PART 5 : 1992 | Bureau Established under Bureau of India Standards |
| 4. | License for use of Standard Mark for Aluminium conductors for overhead transmission purposes | License No. 5551163; IS 398 : PART 2 : 1996 | Bureau Established under Bureau of India Standards |
| 5. | License for use of Standard Mark for Galvanized Steel Barbed Wire For Fencing for the following varieties: i) Type-A, Size Designation- 1 ii) Type-A, Size Designation- 3 | License No. 5579690; IS 278 : 2009 | Bureau Established under Bureau of India Standards |

## OTHER REGULATORY AND STATUTORY DISCLOSURES

**Authority for theIssue**

The Board of Directors, pursuant to a resolution passed at their meeting held on May 07, 2018,authorized the Issue, subject to the approval of the shareholders of our Company under Section 62(1) (c) of the Companies Act, 2013, and such other authorities as may be necessary. The shareholders of our Company have, pursuant to a special resolution passed under Section 62 (1) (c) of the Companies Act, 2013 at an Extra Ordinary General Meeting held on May 11, 2018 authorized the Issue.

Our Company has obtained in-principle approval from the SME Platform of NSE for using its name in the Prospectus/Prospectus pursuant to an approval letter dated August 16, 2018 NSE is the Designated Stock Exchange.

**Prohibition by SEBI or other Governmental Authorities**

We confirm that there is no prohibition on our Company, our Promoter, our Promoters Group, our Directors, our Group Companies or the natural person(s) in control of our Company from accessing or operating in the Capital Markets or restrained from buying, selling or dealing in securities under any order or direction passed by the Board (SEBI) or any other authorities.

The listing of any securities of our Company has never been refused by any of the Stock Exchanges in India.

Neither of our Promoter, Promoter Group, Directors or the person(s) in control of our Company, has ever been part of Promoter, Promoter Group, Directors or the person(s) in control of any other Company which is debarred from accessing the capital market under any order or directions made by the Board (SEBI) or any other regulatory or governmental authority.

**Association with Securities Market**

None of our Directors are associated with the securities market and there has been no action taken by the SEBI against the Directors or any other entity with which our Directors are associated as promoters or directors.

**Prohibition by RBI**

Neither our Company, our Promoter, our Directors, Group Companies, relatives (as per Companies Act, 2013) of Promoter or the person(s) in control of our Company have been identified as a will full defaulter by the RBI or other governmental authority and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them exceptone of our Corporate promoter, All Time Suppliers Private Limited, is categorized as a High Risk Financial Institution by RBI,because of non-registration of its principal officer with FIU as required under Prevention of Money Laundering Act. Although, our Company pursuant to receipt of notice for such non-compliance had appointed Mr. Hanuman Prasad Agarwal as principle officer vide application dated April 23, 2018 and as per details provided in the chapter***"Outstanding Litigations and Material Development"***beginning on page 262of the Prospectus.

**Eligibility for the Issue**

Our Company is eligible in terms of Regulations 4(2) of SEBI ICDR Regulations for this Issue.

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations; and this Issue is an "Initial Public Offer" in terms of the SEBI (ICDR) Regulations.

Our Company is eligible for the Issue in accordance with Regulation 106(M) (2) and other provisions of Chapter XBof the SEBI (ICDR) Regulations, as we are an Issuer whose post issue paid up capital is more than ₹10 Crore and upto ₹25 Crore and we may hence issue Equity Shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the "*SME Platform of NSE*").

We confirm that:

1. In accordance with Regulation 106(P) of the SEBI (ICDR) Regulations, this issue will be 100% underwritten and that the LM to the Issue shall underwrite minimum 15% of the Total Issue Size. For further details pertaining to said underwriting please refer to section titled ***"General Information – Underwriting"***beginning on page 49of this Prospectus.

2. In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue shall be greater than or equal to fifty (50), otherwise, the entire application money will be unblocked forthwith. If such money is not repaid within eight (8) Working Days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight (8) Working Days, be liable to repay such application money, with an interest at the rate as prescribed under the Companies Act 2013.

3. In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, we have not filed any of this Offer Document with SEBI nor has SEBI issued any observations on our Offer Document. Also, we shall ensure that our Lead Manager submits a copy of the Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.

4. In accordance with Regulation 106(V) of the SEBI (ICDR) Regulations, we hereby confirm that we have entered into an agreement with the Lead Manager and will enter into agreement with Market Maker to ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of Equity Shares on the SME Platform of NSE. For further details of the arrangement of market making please refer to section titled ***"General Information – Details of the Market Making Arrangements for this Issue"*** beginning on page 49 of this Prospectus.

We further confirm that we shall be complying with all the other requirements as laid down for such an issue 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.

As per Regulation 106(M)(3) of SEBI (ICDR) Regulations, the provisions of Regulations 6(1), 6(2), 6(3), Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and sub-regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to us in this Issue.

5. Our Company shall mandatorily facilitate trading in demat securities for which we will enter into with the Central Depositary Services Limited (CDSL) and National Securities Depository Limited for establishing connectivity.

6. Our Company has a website i.e. www.kritikawires.com

7. There has been no change in the promoter/s of the Company in the preceding one year from date of filing application to NSE for listing on SME segment.

We confirm that we comply with all the below requirements / conditions so as to be eligible to be listed on the SME Platform of the NSE (NSE EMERGE):-

1. Our Company was originally incorporated as “Kritika Wires Private Limited” on May 31, 2004 vide Registration Certificate No. 098699 under the provisions of the Companies Act, 1956 with the Registrar of Companies, West Bengal. Subsequently, our Company was converted into a Public Limited Company pursuant to Shareholders Resolution passed at the Extra Ordinary General Meeting of the Company held on April 05, 2018 and the name of our Company was changed from “Kritika Wires Private Limited” to “Kritika Wires Limited” vide a fresh Certificate of Incorporation dated May 03, 2018 having CIN U27102WB2004PLC098699 issued by the Registrar of Companies, Kolkata.

2. The Post Issue paid up capital of the Company will be 1,77,52,000 equity shares of ₹ 10/- each aggregating to ₹ 17,75,20,000 ( Rupees Seventeen Crores Seventy Five lakh Twenty Thousand), which is less than ₹ 25 crores

3. The company confirms that it has track record of more than 3 years.

4. The company confirms that it has positive cash accruals (earnings before depreciation and tax) from operations for at least 2financial years preceding the application and its net-worth as on March 31, 2018 is positive.

5. There is no winding up petition against our Company that has been admitted by the Court or a liquidator has not been appointed of competent Jurisdiction against the Company.

6. Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).

7. No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the company.

8. Our Company confirms that there is no material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of promoters, Group Companies, companies promoted by the promoters of the company.

**Compliance with Part A of Schedule VIII of the SEBI (ICDR) Regulations**

Our Company is in compliance with the provisions specified in Part A of the SEBI (ICDR) Regulations. No exemption from eligibility norms has been sought under Regulation 109 of the SEBI (ICDR) Regulations, with respect to the Issue. Further, our Company has not been formed by the conversion of a partnership firm into a company.

**DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MERCHANT BANKER, HEM SECURITIES LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE OFFER DOCUMENT, THE LEAD MERCHANT BANKER, HEM SECURITIES LIMITED IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKER HAS FURNISHED TO STOCK EXCHANGE/SEBI A DUE DILIGENCE CERTIFICATE DATED MAY 28, 2018 WHICH READS AS FOLLOWS:**

**WE, THE UNDER NOTED LEAD MANAGER TO THE ABOVE MENTIONED FORTHCOMING ISSUE 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 DRAFT PROSPECTUS PERTAINING TO THE SAID ISSUE**

2. **ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:**

   A. **THE DRAFT PROSPECTUS FILED WITH THE STOCK EXCHANGEIS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;**

   B. **ALL THE LEGAL REQUIREMENTS RELATING TO THE ISSUE 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 DRAFT PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 2013, APPLICABLE PROVISIONS OF THE COMPANIES ACT, 1956, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.**

3. **WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRAFT PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.**

4. **WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFILL THEIR UNDERWRITING COMMITMENTS. – NOTED FOR COMPLIANCE**

5. **WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTER HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT PROSPECTUS. – NOTED FOR COMPLIANCE**

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 DRAFT 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 ISSUE. WE UNDERTAKE THAT AUDITORS' 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 ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. – NOT APPLICABLE**

8. **WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.**

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 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE DRAFT PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION – NOTED FOR COMPLIANCE**

10. **WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE DRAFT PROSPECTUS THAT THEINVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICALMODE. - NOT APPLICABLE AS IN TERMS OF THE PROVISIONS OF SECTION 29 OF THECOMPANIES ACT, 2013 A PUBLIC OFFER SHALL BE IN DEMATERIALIZED FORM 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 DRAFT PROSPECTUS:**

    A. **AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND**

    B. **AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.**

13. **WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 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 OR THE ISSUER, 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 DRAFT PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.**

16. **WE ENCLOSE STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKER BELOW (WHO ARE RESPONSIBLE FOR PRICING THIS ISSUE)', AS PER FORMAT SPECIFIED BY SEBI THROUGH CIRCULAR NO. CIR/CFD/DIL/7/2015 DATED OCTOBER 30, 2015.**

17. **WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS-TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS REPORTED IN ACCORDANCE WITH ACCOUNTING STANDARD-18 IN THE FINANCIAL INFORMATION OF THE COMPANY INCLUDED IN THE DRAFT PROSPECTUS.**

**ADDITIONAL CONFIRMATIONS/ CERTIFICATION 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 DRAFT PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.**

2. **WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN DRAFT PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES OFFERED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN. – NOTED FOR COMPLIANCE**

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 ISSUER – NOTED FOR COMPLIANCE.**

5. **WE CERTIFY THAT AS PER THE REQUIREMENTS OF FIRST PROVISO 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 DRAFT PROSPECTUS. - NOT APPLICABLE**

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. – NOTED FOR COMPLIANCE**

***Note:***

*The filing of this Prospectus does not, however, absolve our company from any liabilities under section 34, section 35, Section 36 and Section 38 (1) of the Companies Act, 2013 or from the requirement of obtaining such statutory and / or other clearances as may be required for the purpose of the proposed Issue. SEBI further reserves the right to take up at any point of time, with the LM any irregularities or lapses in the Prospectus.*

*All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the Registrar of Companies, Kolkata in terms of sections 26, 32 and 33 of the Companies Act, 2013.*

**Statement on Price Information of Past Issues handled by Hem Securities Limited:**

| Sr. No. | Issue name | Issue size (Rs in Cr.) | Issue Price (Rs.) | Listing date | Opening Price on listing date | +/-% change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing |
|---|---|---|---|---|---|---|---|---|
| 1. | Share India Securities Limited | 26.37 | 41.00 | October 05, 2017 | 44.75 | 49.27% [6.30%] | 112.32% [6.97%] | 158.54% [5.36%] |
| 2. | RKEC Projects Limited | 28.70 | 45.00 | October 09, 2017 | 54.00 | 202.22% [3.15%] | 281.78% [6.36%] | 195.56% [3.91%] |
| 3. | D.P. Abhushan Limited | 16.61 | 28.00 | October 23, 2017 | 33.60 | 92.86% [1.55%] | 162.50% [7.67%] | 150% [3.93%] |
| 4. | ANI Integrated Services Limited | 25.656 | 100.00 | November 20, 2017 | 120.00 | 67.00% [1.41%] | 21% [0.77%] | 12% [2.12%] |
| 5. | Dynamic Cables Limited | 23.376 | 40.00 | December 14, 2017 | 48.00 | 63.13% [4.80%] | 25% [1.77%] | 0% [7.36%] |
| 6. | Vasa Retail and Overseas Limited | 4.8 | 30.00 | February 06, 2018 | 36.00 | 104.33% [-2.43] | 70% [-2.06%] | 40% [8.47%] |
| 7. | Hindcon Chemicals Limited | 7.728 | 28.00 | March 09, 2018 | 33.60 | -6.61% [1.49%] | -8.93% [5.29%] | -28.57% [12.22%] |
| 8. | Tara Chand Logistic Solutions Limited | 20.46 | 55.00 | March 23, 2018 | 49.00 | -12.73% [-5.87%] | -16.67% [7.43%] | - |
| 9. | Dhruv Consultancy Services Limited | 23.1984 | 54.00 | May 10, 2018 | 53.40 | -0.19% [0.67%] | -12.58% [6.77%] | - |
| 10. | Sonam Clock Limited | 10.1088 | 36.00 | June 14, 2018 | 37.00 | 2.50% [1.18%] | 2.50% [5.20%] | - |

*Source: Price Information* www.bseindia.com.& www.nseindia.com *, Issue Information from respective Prospectus.*

**Summary statement of Disclosure:**

| Financial Year | Total no. of IPOs | Total amount of funds | No. of IPOs trading at discount- 30th calendar days | No. of IPOs trading at Premium- 30th calendar days | No. of IPOs trading at discount- 180th calendar days | No. of IPOs trading at Premium- 180th calendar |
|---|---|---|---|---|---|---|

| | | raised (Rs. Cr.) | from listing | | | from listing | | | from listing | | | days from listing | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | 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 % |
| 2013-14 | 3[1] | 10.66 | - | - | 1 | 1 | 1 | - | - | - | - | 2 | - | 1 |
| 2014-15 | 7[2] | 38.25 | - | - | - | 2 | - | 5 | - | - | - | 3 | - | 4 |
| 2015-16 | 8[3] | 34.20 | - | - | 1 | 2 | 2 | 3 | - | - | - | 3 | 1 | 4 |
| 2016-17 | 12[4] | 99.90 | - | - | 2 | 3 | 3 | 4 | - | - | 3 | 3 | 2 | 4 |
| 2017-18 | 16[5] | 234.21 | - | 1 | 4 | 6 | 2 | 3 | - | 1 | 3 | 5 | 3 | 3 |
| 2018-19 | 2[6] | 33.3072 | - | - | 2 | - | - | - | - | - | - | - | - | - |

*(1) The scrips of Samruddhi Realty Limited, Captain Polyplast Limited and Tentiwal Wire Products Limited were listed on April 12, 2013, December 11, 2013 and December 31, 2013 respectively.*

*(2)The scrips of R&B Denims Limited , Bansal Roofing Products Limited, Atishay Infotech Limited, Dhabriya Polywood Limited, Vibrant Global Capital Limited, ADCC Infocad Limited and Captain Pipes Limited were listed on April 22, 2014, July 14, 2014, October 16, 2014, October 17, 2014, October 21, 2014, October 22, 2014, and December 11, 2014 respectively.*

*(3)The scrips of O.P. Chains Limited, Junction Fabrics and Apparels Limited, Loyal Equipments Limited, Emkay Taps & Cutting Tools Limited, Universal Autofoundry Limited, Bella Casa Fashion and Retail Limited, Vishal Bearings Limited and Cawasji Behramji Catering Services Limited were listed on April 22, 2015, July 10, 2015, July 16, 2015, August 13, 2015, September 4, 2015, October 15, 2015, October 15, 2015 and October 19, 2015 respectively.*

*(4) The scrips of Raghav Ramming Mass Limited, Advance Syntex Limited, Madhya Bharat Agro Products Limited, Aurangabad Distillery Limited, Pansari Developers Limited, Dhanuka Realty Limited, Globe International Carriers Limited, Art Nirman Limited, Krishana Phoschem Limited, Global Education Limited, RMC Switchgears Limited and Laxmi Cotspin Limited were listed on April 13, 2016, July 12, 2016, September 16, 2016, October 17, 2016, October 18th, 2016, October 18th, 2016, October 19th, 2016, October 19th, 2016, February 27, 2017, March 02, 2017, March 14, 2017 and March 31, 2017 respectively.*

*(5) The Scrips of Dev Information Technology Limited, Vadivarhe Speciality Chemicals Limited, Globe Textiles (India) Limited, Accord Synergy Limited, Captain Technocast Limited, Shanti Overseas (India) Limited, Surevin BPO Services Limited, Pashupati Cotspin Limited, Share India Securities Limited, RKEC Projects Limited, D. P. Abhushan Limited, ANI Integrated Services Limited , Dynamic Cables Limited , Vasa Retail and Overseas Limited, Hindcon Chemicals Limited and Tara Chand Logistic Solutions Limited was listed on April 17, 2017, June 02, 2017, June 23, 2017, July 06, 2017 August 01, 2017, August 03, 2017, August 09, 2017,September 08, 2017, October 05, 2017, October 09, 2017, October 23, 2017, November 20, 2017, December 14, 2017, February 06, 2018, March 09, 2018 and March 23, 2018 respectively. Further, the Scrips of Tara Chand Logistic Solutions Limited has not completed 180th days from the date of its listing.*

*(6) The scrip of Dhruv Consultancy Services Limited and Sonam Clock Limited was listed on May 10, 2018 on June 14, 2018 respectively.*

Note:

a) Based on date of listing.
b) BSE SENSEX and CNX NIFTY has been considered as the benchmark index.
c) Prices on BSE/NSE are considered for all of the above calculations.

d) In case 30th /90th /180th day is not a trading day, closing price on BSE/NSE of the next trading day has been considered.
e) In case 30th /90th /180th day, scrips are not traded then last trading price has been considered.
f) N.A. – Period not completed.
g) As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect max. 10 issues (initial public offerings managed by the Book Running Lead Manager. Hence, disclosures pertaining to recent 10 issues handled by Book Running Lead Manager are provided.

**Track Record of past issues handled by Hem Securities Limited**

For details regarding track record of LM to the Issue as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the LM at: www.hemsecurities.com

**Disclaimer from our Company and the Lead Manager**

Our Company, its Directors 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.

The LM accept no responsibility, save to the limited extent as provided in the agreement entered between the LM (Hem securities Limited) and our Company on May 16, 2018and the Underwriting Agreement dated September 13, 2018 entered into between the Underwriters and our Company and the Market Making Agreement dated September 13, 2018 entered into among the Market Maker and our Company.

All information shall be made available by our Company and the Lead Manager to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at collection centres or elsewhere.

The Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, Group Companies, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoter Group, Group Companies, and our affiliates or associates, for which they have received and may in future receive compensation.

**Note**

Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the Issue.

**Disclaimer in Respect of Jurisdiction**

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are majors, HUFs, companies, corporate bodies and societies registered under applicable laws in India and authorized to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, cooperative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with a

minimum corpus of ₹ 2,500.00 Lakhs and pension funds with a minimum corpus of ₹2,500.00 Lakhs, and permitted non-residents including FIIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India provided that they are eligible under all applicable laws and regulations to hold Equity Shares of our Company. This Prospectus does not, however, constitute an offer to sell or an invitation to subscribe for Equity Shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to jurisdiction of the competent court(s) in Jaipur, Rajasthan, India only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

**Disclaimer Clause of the SME Platform of NSE**

As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter August 16, 2018permission to the Issuer to use the Exchange's name in this Offer Document as one of the stock exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its Promoter, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

**Disclaimer Clause under Rule 144A of the U.S. Securities Act**

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.
Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

**Filing**

The Prospectus is being filed with National Stock Exchange of India Limited, Exchange Plaza, Plot No. C/1, G Block, Bandra - Kurla Complex, Bandra (East), Mumbai-400051, Maharashtra

A copy of the Prospectus shall not be filed with the SEBI, nor will SEBI issue any observation on the Prospectus in term of Regulation 106(M) (3) of the SEBI (ICDR) Regulations. However, a copy of the Prospectus shall be filed with SEBI at SEBI Eastern Regional office, 3rd Floor, L & T Chambers, 16 Camac Street, Kolkata - 700017 for their record purpose only.

A copy of the Prospectus, along with the documents required to be filed under Section 32 of the Companies Act, 2013 would be delivered for registration to the Registrar of Companies, Nizam Palace, 2nd MSO Building, 2nd Floor, 234/4, A.J.C.B. Road, Kolkata-700020

**Listing**

The Equity Shares of our Company are proposed to be listed on NSE EMERGE. Our Company has obtained in-principle approval from NSE by way of its letter dated August 16, 2018 for listing of equity shares on NSE EMERGE.

NSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue. If the permission to deal in and for an official quotation of the Equity Shares on the SME Platform is not granted by NSE, our Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of this Prospectus. If such money is not repaid within the prescribed time then our Company becomes liable to repay it, then our Company and every officer in default shall, shall be liable to repay such application money, with interest, as prescribed under the applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the SME Platform of NSE mentioned above are taken within Six (6) Working Days of the Issue Closing Date. If Equity Shares are not Allotted pursuant to the Offer within Six (6) Working Days from the Issue Closing Date or within such timeline as prescribed by the SEBI, our Company shall repay with interest all monies received from applicants, failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period subject to applicable law.

**Impersonation**

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

Any person who-

a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

Shall be liable to action under section 447 of the Companies, Act 2013

**Consents**

Consents in writing of (a) Our Directors, Our Promoters, Our Company Secretary & Compliance Officer, Chief Financial Officer, Our Statutory Auditor, Our Peer Review Auditor, Our Banker to the Company; (b) Lead Manager, Registrar to the Issue, Banker to the Issue, Legal Advisor to the Issue, Underwriter to the Issue and Market Maker to the Issue to act in their respective capacities have been be obtained as required as required under section 26 of the Companies Act, 2013 and shall be filed along with a copy of the Prospectus with the RoC, as required under

Sections 32 of the Companies Act, 2013 and such consents will not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC.

In accordance with the Companies Act and the SEBI (ICDR) Regulations, M/s S. K. Bhartia & Associates, Chartered Accountants, Statutory Auditor andM/s Mansaka Ravi & Associates, Chartered Accountants,Peer Review Auditors of the Company has agreed to provide their written consent to the inclusion of their respective reports on Statement of Possible Tax Benefits relating to the possible tax benefits and Restated Financial Statements as included in this Draft Prospectus/Prospectus in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of this Draft Prospectus.

**Experts Opinion**

Except for the reports in the section ***"Financial information of the Company"*** and ***"Statement of Tax Benefits"*** on page 188 and page 96 of this Draft Prospectus from the Statutory & Peer Review Auditors, our Company has not obtained any expert opinions. However, the term "expert" shall not be construed to mean an "expert"" as defined under the U.S. Securities Act 1933.

**Expenses of the Issue**

The total expenses of the Issue are estimated to be approximately Rs. 101.20 Lakhs, which is 6.57%of the Issue size. The estimated Issue related expenses include Issue Management Fee, underwriting and management fees SCSB's commission/ Selling commission, fees, printing and distribution expenses, legal fees, statutory advertisement expenses, registrar and depository fees and listing fees. All expenses with respect to the Issue would be paid by our company.

The Estimated Issue expenses are as under:-

| S.No | Particulars | Amount (₹ in Lacs) | Percentage of Total Estimated Issue Expenditure (%) | Percentage of Issue Size (%) |
|---|---|---|---|---|
| 1. | Payment to Merchant Banker including, underwriting and selling commissions, brokerages, payment to other intermediaries such as Legal Advisors, Bankers etc and other out of pocket expenses* | 93.20 | 92.09 | 6.05 |
| 2. | Printing and Stationery and postage expenses, Advertising and Marketing expenses | 2.50 | 2.47 | 0.16 |
| 3. | Advertising and Marketing expenses | 2.50 | 2.47 | 0.16 |
| 4. | Regulatory fees and expenses | 3.00 | 2.96 | 0.19 |
| | **Total estimated Issue Expenses** | 101.20 | 100.00 | 6.57 |

**Included Commission/ processing fees for SCSB, Brokerage and selling commission for Registered Brokers, RTA's and CDPs*

**Fees, Brokerage and Selling Commission payable to the LM**

The total fees payable to the Lead Manager will be as per the (i) Agreement dated May 16, 2018with the Lead Manager Hem Securities Limited, (ii) the Underwriting Agreement dated September 13, 2018 with Underwriter Hem Securities Limited and (iii) the Market Making Agreement dated September 13, 2018 with Market Maker Hem Finlease Private Limited, a copy of which is available for inspection at our Registered Office from 10.00 am to 5.00 pm on Working Days from the date of the Prospectus until the Issue Closing Date.

**Fees Payable to the Registrar to the Issue**

The fees payable to the Registrar to the Issue for processing of applications, data entry, printing of CAN, tape and printing of bulk mailing register will be as per the agreement between our Company and the Registrar to the Issue dated May 16, 2018 a copy of which is available for inspection at our Company's Registered Office.

The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty, and communication expenses. Adequate funds will be provided to the Registrar to the Issue to enable it to send allotment advice by registered post/speed post.

**Particulars regarding Public or Rights Issues during the last five (5) years**

Our Company has not made any previous public or rights issue in India or Abroad the five (5) years preceding the date of this Prospectus.

**Previous issues of Equity Shares otherwise than for cash**

For detailed description please refer to section titled ***"Capital Structure"***beginning on page 57 of this Prospectus.

**Underwriting Commission, brokerage and selling commission on Previous Issues**

Since this is the initial public offering of our Company's Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing for or procuring or agreeing to procure subscription for any of the Equity Shares since our incorporation.

**Particulars in regard to our Company and other listed group-companies / subsidiaries/ associates under the same management within the meaning of Section 370(1B) of the Companies Act, 1956 / Section 186 of the Companies Act, 2013 which made any capital issue during the last three years:**

Neither our Company nor any other companies under the same management within the meaning of Section 370(1B) of the Companies Act, 1956 has made/Section 186 of the Companies Act, 2013, had made any public issue or rights issue during the last three years.

**Performance vis-a-vis objects – Public/right issue of our Company and /or listed Group Companies/ subsidiaries and associates of our Company**

Except as stated in the chapter titled***"Capital Structure"*** beginning on page 57 of this Prospectus our Company has not undertaken any previous public or rights issue. None of the Group Companies or associates of our Company are listed on any stock exchange.

**Performance vis-a-vis objects - Last Issue of Group/Associate Companies**

All of our Group / Associate body corporate are unlisted and have not made a public issue of shares.

**Outstanding Debentures or Bond Issues or Redeemable Preference Shares**

Our Company does not have any outstanding debentures or bonds or Preference Redeemable Shares as on the date of filing this Prospectus.

**Outstanding Convertible Instruments**

Our Company does not have any outstanding convertible instruments as on the date of filing this Prospectus.

**Option to Subscribe**

Equity Shares being offered through the Prospectus can be applied for in dematerialized form only.

**Stock Market Data of the Equity Shares**

This being an initial public offering of the Equity Shares of our Company, the Equity Shares are not listed on any Stock Exchanges.

**Mechanism for Redressal of Investor Grievances**

The agreement between the Registrar to the Issue and our Company provides for retention of records with the Registrar to the Issue for a period of at least three (3) years from the last date of dispatch of the letters of allotment and demat credit to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

We hereby confirm that there is no investor complaints received during the three years preceding the filing of Prospectus. Since there is no investor complaints received, none are pending as on the date of filing of this Prospectus.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, with a copy to the Compliance Officer and with a copy to the relevant Designated Intermediary with whom the Application Form was submitted and.

The Applicant should give full details such as name of the sole/ first Applicant, Application Form number, Applicant DP ID, Client ID, PAN, date of the Application Form, address of the Applicant, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Application Form was submitted by the Applicant. Further, the investor shall also enclose the Acknowledgement Slip from the Designated Intermediaries in addition to the documents or information mentioned herein above.

**Disposal of Investor Grievances by our Company**

Our Company estimates that the average time required by our Company or the Registrar to the Issue for the redressal of routine investor grievances shall be fifteen (15) Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

**Our Company has appointed Mr. Mahesh Kumar Sharma, Company Secretary, as the Compliance Officer to redress complaints, if any, of the investors participating in the Issue. Contact details for our Company Secretary and Compliance Officer are as follows:**

**Mr. Mahesh Kumar Sharma**
1A, Bonfield Lane Mezanine Floor, Kolkata,
West Bengal -700001 , India
Tel. No. +91 33 40037817
E-mail: compliance@kritikawires.com
Website:www.kritikawires.com

Investors can contact the Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account etc.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web based complaints redress system "**SCORES**". This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website www.scores.gov.in

**Status of Investor Complaints**

We confirm that we have not received any investor compliant 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 Our Company**

We do not have any listed company under the same management.

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

There have been no changes in our Company's auditors in the last three (3) years.

**Capitalization of Reserves or Profits**

Except as disclosed under section titled ***"Capital Structure"***beginning on page 57of this Prospectus, our Company has not capitalized its reserves or profits at any time during the last five (5) years.

**Revaluation of Assets**

Our Company has not revalued its assets in five (5) years preceding the date of this Prospectus.

**Tax Implications**

Investors who are allotted Equity Shares in the Issue will be subject to capital gains tax on any resale of the Equity Shares at applicable rates, depending on the duration for which the investors have held the Equity Shares prior to such resale and whether the Equity Shares are sold on the Stock Exchanges. For details, please refer the section titled ***"Statement of Tax Benefits"*** beginning on page 96of this Prospectus.

**Purchase of Property**

Other than as disclosed in Section ***"Our Business"*** on page 107of the Prospectus, there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of the Prospectus, other than property, in respect of which:-

The contract for the purchase or acquisition was entered into in the ordinary course of business, or the contract was entered into in contemplation of the Issue, or that the Issue was contemplated in consequence of the contract; or the amount of the purchase money is not material.

Except as stated elsewhere in the Prospectus, our Company has not purchased any property in which the Promoter and/or Directors have any direct or indirect interest in any payment made there under.

**Servicing Behavior**

Except as stated in this Prospectus, there has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

**Payment or benefit to officers of Our Company**

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company or superannuation**.**

**Except as disclosed in chapter titled "Our Management" beginning on page 149and *"Note 29 –Statement Related Party Transactions"* beginning on page 234of the Prospectus, none of the beneficiaries of loans and advances and sundry debtors are related to the Directors of our Company.**

## SECTION VII – ISSUE RELATED INFORMATION

## TERMS OF THE ISSUE

*The Equity Shares being offered are subject to the provisions of the Companies Act, 2013, SCRR, 1957, SEBI (ICDR) Regulations, 2009, our Memorandum and Articles of Association, the terms of the Prospectus, Prospectus, Application Form, the Revision Form, the Confirmation of Allocation Note, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other terms and conditions as may be incorporated in the allotment advices and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to 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, the FIPB, the ROC and/or other authorities, as in force on the date of the Issue and to the extent applicable.*

*Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November, 10th 2015, all the investors applying in this Issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment i.e. just writing their bank account numbers and authorising the banks to make payment in case of allotment by signing the application forms.*

**Authority for the Issue**

The present Public Issue of 48,12,000Equity Shares which has been authorized by a resolution of the Board of Directors of our Company at their meeting held on May 07, 2018and was approved by the Shareholders of the Company by passing Special Resolution at the Extra Ordinary General Meeting held on May 11, 2018in accordance with the provisions of Section 62 (1) (c) of the Companies Act, 2013.

**Ranking of Equity Shares**

The Equity Shares being issued shall be subject to the provisions of the Companies Act, 2013 and our Memorandum and Articles of Association and shall rank pari-passu in all respects with the existing Equity Shares of our Company including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment.

For further details, please refer to ***"Main Provisions of Articles of Association of the Company"***on page 343 of the Prospectus.

**Mode of Payment of Dividend**

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association, the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 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. We shall pay dividends in cash and as per provisions of the Companies Act. For further details, please refer to ***"Dividend Policy"***on page 187of the Prospectus.

**Face Value and Issue Price**

The Equity Shares having a Face Value of ₹ 10.00 each are being offered in terms of the Prospectus at the price of Rs. 32/- per equity Share (including premium of Rs. 22/-per share). The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the section titled***"Basis for Issue Price"***on page 93 of the 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 comply with all disclosure and accounting norms as specified by SEBI from time to time.

**Rights of the Equity Shareholders**

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports & Notices to members
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive offer for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation; subject to any statutory or preferential claims being satisfied;
- Right of free transferability of the Equity Shares; and
- Such other rights, as may be available to a shareholder of a listed Public Limited Company under the Companies Act, terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provision of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/ or consolidation/ splitting, etc., please refer to Section titled ***"Main Provisions of Articles of Association of the Company"***beginning on page 343of the Prospectus.

**Minimum Application Value, Market Lot and Trading Lot**

As per regulations made under Section 29(1) of the Companies Act, 2013 the Equity Shares to be allotted must be in Dematerialized form i.e. not in the form of physical certificates but be fungible and be represented by the statement issued through electronic mode. Hence, the Equity Shares being offered can be applied for in the dematerialized form only. In this context, two agreements will be signed among our Company, the respective Depositories and Registrar to the Issue.

- Tripartite Agreement dated July 10, 2018between NSDL, our Company and Registrar to the Issue; and
- Tripartite Agreement dated July 10, 2018between CDSL, our Company and Registrar to the Issue; and

The trading of the Equity Shares will happen in the minimum contract size of 4000 Equity Shares and the same may be modified by the SME platform of NSE from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Issue will be done in multiples of 4000 Equity Shares and is subject to a minimum allotment of4000 Equity Shares to the successful applicantsin terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

*Further, in accordance with Regulation 106(Q) of the SEBI (ICDR) Regulations the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.*

**Minimum Number of Allottees**

The minimum number of allottees in the Issue shall be 50 shareholders In case the number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the amounts in the ASBA Account shall be unblocked forthwith.

**Joint Holders**

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

**Nomination Facility to Investor**

In accordance with Section 72 of the Companies Act, 2013 the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013 be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company and where the shares are held in dematerialized form such request can be made to the Depository Participant where the beneficial owner is maintaining his/her demat account.

In accordance with Section 72 of the Companies Act, 2013 any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

- To register himself or herself as the holder of the Equity Shares; or
- To make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares in the Issue is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

**Period of Operation of Subscription List of Public Issue**

| | |
|---|---|
| **ISSUE OPENS ON** | Wednesday, September 26, 2018 |
| **ISSUE CLOSES ON** | Monday, October01, 2018 |

**Minimum Subscription**

In accordance with Regulation 106 P (1) of the SEBI (ICDR) Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the offer through the Prospectus and shall not be restricted to the minimum subscription level.

As per section 39 of the Companies Act 2013, if the "**stated minimum amount**" has not been subscribed and the sum payable on Application is not received within a period of 30 days from the date of issue of Prospectus, the application money has to be returned within such period as may be prescribed.

If the issuer does not receive the subscription of 100% of the Issue through this offer document including devolvement of Underwriters within 60 (sixty) days from the date of closure of the issue, the issuer shall forthwith

refund the entire subscription amount received. If there is a delay beyond 8 (eight) days after the issuer becomes liable to pay the amount, the issuer shall pay interest prescribed under Section 39 read with Rule 11 of Companies(Prospectus and Allotment of Securities) Rules, 2014 of the Companies Act, 2013 and other applicable laws, if any.

In accordance with Regulation [106R] of SEBI ICDR Regulations, The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the amounts in the ASBA Account shall be unblocked forthwith.

Further, in accordance with Regulation 106( R) of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will allotted will not be less than 50 (Fifty)

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.

Further, in accordance with Regulation 106 Q of the SEBI (ICDR) Regulations the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

**Arrangements for disposal of odd lots**

The trading of the Equity Shares will happen in the minimum contract size of 4000 Equity shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on SME Platform of NSE.

**Application by Eligible NRIs, FPIs or VCFs registered with SEBI**

It is to be understood that there is no reservation for Eligible NRIs, FPIs or VCF registered with SEBI. Such Eligible NRIs, FPIs or VCF registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

**As per the extant policy of the Government of India, OCBs cannot participate in this Issue.**

NRIs, FPIs/FIIs and foreign venture capital investors registered with SEBI are permitted to purchase shares of an Indian company in a public offer without the prior approval of the RBI, so long as the price of the equity shares to be issued is not less than the price at which the equity shares are issued to residents. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment ("FDI") Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

**Restrictions on transfer and transmission of shares or debentures and on their consolidation or splitting**

Except for lock-in of the Pre- Issue Equity Shares and Promoter minimum contribution in the Issue as detailed in the section titled***"Capital Structure"*** beginning on page 57 of the Prospectus, and except as provided in the Articles of Association of our Company, there are no restrictions on transfers of Equity Shares. There are no restrictions on transfer and transmission of shares/ debentures and on their consolidation/ splitting except as provided in the Articles of Association. For further details please refer sub-heading***"Main Provisions of the Articles of Association"***on page 343of the Prospectus.

*The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Managers do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform to inform the investors of any amendments or modifications 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 number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.*

**Option to receive Equity Shares in Dematerialized Form**

As per section 29(1) of the new Companies Act 2013 and in accordance with SEBI (ICDR) Regulations, every company making public offer shall issue securities in dematerialized form only. The investors have an option either to receive the security certificate or to hold the securities with depository. However, 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 dematerialized form only. The Equity Shares on Allotment will be traded only on the dematerialized segment of the SME Exchange.

**Migration to Main Board**

In accordance with the NSE Circular dated March 10, 2014, our Company will have to be mandatorily listed and traded on the SME Platform of the NSE 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 NSE as per the guidelines specified by SEBI and as per the procedures laid down under Chapter XB of the SEBI (ICDR) Regulations. Our Company may migrate to the Main Board of NSE from the SME Exchange on a later date subject to thefollowing:

- 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 ballotwherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two timesthe number of votes cast by shareholders other than promoter shareholders against the proposal and for which theCompany has obtained in-principal approval from the main board), we shall have to apply to NSE for listing our shares onits Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the MainBoard

OR

- If the Paid up Capital of the company is more than Rs. 10 Crore but below Rs. 25 Crore, Our Company may still apply formigration to the Main Board if the same has been approved by a special resolution through postal ballot wherein the votescast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number ofvotes cast by shareholders other than promoter shareholders against the proposal.

**Market Making**

The shares offered through this Issue are proposed to be listed on the SME platform of NSE, wherein the Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Makers of the SME Exchange for a minimum period of 3 (three) years from the date of listing on the SME platform of NSE. For further details of the agreement entered into between the Company, the Lead Manager and the Market Maker please refer to

section titled *"General Information - Details of the Market Making Arrangements for this Issue"* on page 49 of the Prospectus.

In accordance with the SEBI Circular No. CIR/MRD/DSA/31/2012 dated November 27, 2012, it has been decided to make applicable limits on the upper side for the Market Makers during market making process taking into consideration the Issue size in the following manner:

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

Further, the Market Maker shall give (2) Two way quotes till it reaches the upper limit threshold; thereafter it has the option to give only sell quotes. Two (2) way quotes shall be resumed the moment inventory reaches the prescribed re-entry threshold.

In view of the Market Maker obligation, there shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts its inventory through market making process on the platform of the exchange, the concerned stock exchange may intimate the same to SEBI after due verification.

**New Financial Instruments**

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company.

**Pre-Issue Advertisement**

Subject to Section 30 of the Companies Act, 2013 our Company shall, after registering the Prospectus with the ROC publish a pre-Issue advertisement, in the form prescribed by the SEBI (ICDR) Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation where the Registered Office of our Company is situated.

**Jurisdiction**

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Kolkata, West Bengal, India. The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and may not be 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.

## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 106(M)(2) of Chapter XB of SEBI (ICDR) Regulations, 2009, as amended from time to time, whereby, an issuer whose post issue paid up face value capital is more than Ten Crore rupees and upto twenty five crore rupees, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the SME Platform of NSE). For further details regarding the salient features and terms of such an issue please refer chapter titled ***"Terms of the Issue"*** and ***"Issue Procedure"*** on page 292 and 301of the Prospectus.

The Issue comprise of a Public Issue of 48,12,000 Equity Shares of Face Value of ₹10/- each fully paid (The "Equity Shares") for cash at a price of ₹32/- per Equity Shares (including a premium of ₹22/- per equity share) aggregating to ₹1539.84 Lacs( "the issue") by our Company of which 2,52,000 Equity Shares of ₹10 each will be reserved for subscription by Market Maker Reservations Portion and a Net Issue to public of 45,60,000 Equity Shares of ₹10 each is hereinafter referred to as the net issue. The Issue and the Net Issue will constitute 27.11% and 25.69% respectively of the post issue paid up Equity Share Capital of the Company.

The Issue is being made by way of Fixed Price Issue Process

| Particulars of the Issue | Net Issue to Public* | Market Maker Reservation Portion |
|---|---|---|
| Number of Equity Shares available for allocation | 45,60,000 Equity Shares | 2,52,000 Equity Shares |
| Percentage of Issue Size available for allocation | 94.76% of the Issue Size | 5.24% of the Issue Size |
| Basis of Allotment | Proportionate subject to minimum allotment of 4000 Equity Shares and further allotment in multiples of4000 Equity Shares each. For further details please refer to ***"Issue Procedure - Basis of Allotment"*** on page 336 of this Prospectus. | Firm Allotment |
| Mode of Application | All the applications shall make the application (Online or Physical) through ASBA Process Only | Through ASBA Process Only |
| Mode of Allotment | Compulsorily in dematerialized form. | Compulsorily in dematerialized form. |
| Minimum Application Size | **For Other than Retail Individual Investors:**<br><br>Such number of Equity Shares in multiples of 4000 Equity Shares at an Issue price of ₹35/- each, such that the Application Value exceeds ₹2,00,000/-<br><br>**For Retail Individuals Investors:**<br><br>4000Equity Shares at an Issue price of ₹32/- each | 2,52,000 Equity Shares |
| Maximum Application Size | **For Other than Retails Individual Investors:**<br>The maximum application size is the Net Issue to public subject to limits the investor has to adhere under the relevant laws and regulations applicable.<br><br>**For Retail Individuals Investors:** | 2,52,000 Equity Shares |

| | | |
|---|---|---|
| | Such number of Equity Shares in multiples of 4000 Equity Shares such that the Application Value does not exceed ₹2,00,000/- | |
| Trading Lot | 4000 Equity Shares | 4000 Equity Shares, However the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2009. |
| Application lot Size | 4000Equity Shares thereafter Equity Shares and in multiples of 4000 | |
| Terms of Payment | Full Application Amount shall be blocked by the SCSBs in the bank account of the ASBA Applicant that is specified in the Application Form at the time of submission of the Application Form. | |

This Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time. For further details please refer to ***"Issue Structure"*** on page 298 of the Prospectus.

*As per Regulation 43(4) of the SEBI (ICDR) Regulations, as amended, as present issue is a fixed price issue 'the allocation' in the net offer to the public category shall be made as follows:

a) Minimum fifty percent to retail individual investors; and
b) Remaining to
   (i) Investors other than retail Individual Investors; and
   (ii) Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;
c) The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

***If the retail individual investor category is entitled to more than fifty percent on proportionate basis, accordingly the retail individual investors shall be allocated that higher percentage.***

**Withdrawal of the Issue**

The Company, in consultation with the Lead Manager, reserves the right not to proceed with the Issue at any time before the Issue Opening Date, without assigning any reason thereof.

In case, the Company wishes to withdraw the Issue after Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (one each in English and Hindi) and one in regional newspaper.

The Lead Manager, through the Registrar to the Issue, will instruct the SCSBs, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly.

If the Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, the Company will file a fresh Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) the final ROC approval to the Prospectus after it is filed with the ROC.

**Issue Programme**

| | |
|---|---|
| **ISSUE OPENING DATE** | Wednesday, September 26, 2018 |
| **ISSUE CLOSING DATE** | Monday, October 01, 2018 |

Applications and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centers mentioned in the Application Form.

Standardization of cut-off time for uploading of applications on the issue closing date:
a) A standard cut-off time of 3.00 p.m. for acceptance of applications.
b) A standard cut-off time of 4.00 p.m. for uploading of applications received from other than retail individual applicants.
c) A standard cut-off time of 5.00 p.m. for uploading of applications received from only retail individual applicants, which may be extended up to such time as deemed fit by NSE after taking into account the total number of applications received up to the closure of timings and reported by LM to NSE within half an hour of such closure.

It is clarified that Bids not uploaded in the book, would be rejected. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid form, for a particular bidder, the details as per physical application form of that Bidder may be taken as the final data for the purpose of allotment.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

## ISSUE PROCEDURE

*All Applicants should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI ("General Information Document") included below under section "PART B – General Information Document", which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act 2013 (to the extent notified), the Companies Act, 1956 (to the extent not repealed by the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI ICDR Regulations as amended. The General Information Document has been updated to include reference to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, SEBI Listing Regulations 2015 and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document is also available on the websites of the Stock Exchanges and the Lead Manager. Please refer to the relevant portions of the General Information Document which are applicable to this Issue.*

*Pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements)(Fifth Amendment)Regulations, 2015, there have been certain changes in the issue procedure for initial public offerings including making ASBA Process mandatory for all investors, allowing registrar, share transfer agents, collecting depository participants and stock brokers to accept application forms. Further, SEBI, by its circular No. (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, reduced the time taken for listing after the closure of an issue to six working days.*

***Please note that the information stated/ covered in this section may not be complete and/or accurate and as such would be subject to modification/change.*** *Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Applicants are advised to make their independent investigations and ensure that their Applications do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Prospectus and the Prospectus.*

*This section applies to all the Applicants, please note that all the Applicants are required to make payment of the full Application Amount along with the Application Form.*

***Our Company and the LM are not liable for any amendments, modifications or change in applicable laws or regulations, which may occur after the date of this Prospectus.***

## PART A

### Fixed Price Issue Procedure

The Issue is being made under Regulation 106(M) (2) of Chapter XB of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended via Fixed Price Process.

Applicants are required to submit their Applications to the Designated Intermediaries. In case of QIB Applicants, our Company in consultation with the Lead Manager may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing.

In case of Non-Institutional Applicants and Retail Individual Applicants, our Company would have a right to reject the Applications only on technical grounds.

Investors should note that according to section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialized form. Applicants will not have the option of being Allotted Equity Shares in physical form. Further the Equity shares on allotment shall be trade only in the dematerialized segment of the Stock Exchange, as mandated by SEBI.

**Application Form**

Pursuant to SEBI Circular dated November 10, 2015 and bearing Reference No. CIR/CFD/POLICYCELL/11/2015 which shall be applicable for all public issues opening on or after January 01, 2016, all the investors can apply through ASBA Mode. The prescribed colour of the Application Form for various categories applying in this issue is as follows:

| Category | Colour |
|---|---|
| Indian Public / eligible NRI's applying on a non-repatriation basis (ASBA) | White |
| Non-Residents including eligible NRI's, FPI's, FIIs, FVCIs, etc. applying on a repatriation basis (ASBA) | Blue |

Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Prospectus. The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number.

Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Prospectus. An Investor, intending to subscribe to this Issue, shall submit a completed application form to any of the following Intermediaries (Collectively called ***"Designated Intermediaries")***

| Sr. No. | Designated Intermediaries |
|---|---|
| 1. | An SCSB, with whom the bank account to be blocked, is maintained |
| 2. | A syndicate member (or sub-syndicate member) |
| 3. | A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker') |
| 4. | A depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity) |
| 5. | A registrar to an issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity) |

*The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.*

The upload of the details in the electronic bidding system of stock exchange will be done by:

| | |
|---|---|
| **For Applications submitted by Investors to SCSB:** | After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified. |
| **For applications submitted by investors to intermediaries other than SCSBs:** | After accepting the application form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue. |

Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorizing blocking funds that are available in the bank account specified in the Application Form used by ASBA Applicants.

**Availability of Prospectus and Application Forms**

The Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, (Lead Manager to the Issue as mentioned in the Application Form. The application forms may also be downloaded from the website of NSE i.e. www.nseindia.com.

**Who can apply?**

In addition to the category of Applicants as set forth under "General Information Document for Investing in Public Issues-Category of Investors Eligible to participate in an Issue", the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines, including:

- FPIs and sub-accounts registered with SEBI other than Category III foreign portfolio investor;
- Category III foreign portfolio investors, which are foreign corporate or foreign individuals only under the NonInstitutional Investors category;
- Scientific and / or industrial research organizations authorized in India to invest in the Equity Shares.
- Any other persons eligible to apply in this Issue under the laws, rules, regulations, guidelines and policies applicable to them.

**Applications not to be made by:**

1. Minors (except through their Guardians)
2. Partnership firms or their nominations
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

**MAXIMUM AND MINIMUM APPLICATION SIZE**

1. **For Retail Individual Applicants**

   The Application must be for a minimum of 4000 Equity Shares and in multiples of 4000Equity Shares thereafter, so as to ensure that the Application Price payable by the Applicant does not exceed Rs. 2,00,000. In case of revision of Applications, the Retail Individual Applicants have to ensure that the Application Price does not exceed Rs. 2,00,000.

2. **For Other than Retail Individual Applicants (Non-Institutional Applicants and QIBs):**

   The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds Rs. 2,00,000 and in multiples of 4000 Equity Shares thereafter. An Application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

   In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than Rs. 2,00,000 for being considered for allocation in the Non-Institutional Portion.

**Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Prospectus.**

**The above information is given for the benefit of the Applicants. The Company and the LMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.**

**Participation by Associates /Affiliates of LM and the Syndicate Members**

The LM, Market Maker and the Underwriter, if any shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting and market making obligations. However, associates/affiliates of the LM and Syndicate Members, if any may subscribe for Equity Shares in the Issue, either in the QIB Category or in the Non- Institutional Category as may be applicable to the Applicants, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

**Option to Subscribe in the Issue**

a. As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.

b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.

c. A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

**Information for the Applicants:**

1. Our Company and the Lead Managers shall declare the Issue Opening Date and Issue Closing Date in the Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in prescribed format.

2. Our Company will file the Prospectus with the RoC at least 3 (three) days before the Issue Opening Date.

3. Copies of the Application Form along with Abridge Prospectus and copies of the Prospectus will be available with the, the Lead Managers, the Registrar to the Issue, and at the Registered Office of our Company. Electronic Application Forms will also be available on the websites of the Stock Exchange.

4. Any applicant who would like to obtain the Prospectus and/ or the Application Form can obtain the same from our Registered Office.

5. Applicants who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.

6. Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective DesignatedIntermediaries. Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.

7. The Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account.

8. Applicants applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs) , the relevant SCSB , shall block an amount in the ASBA Account equal to the Application Amount specified in the Application Form, before entering the ASBA application into the electronic system.

9. Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Applicants, or in the case of application in joint names, the first Applicant (the first name under which the beneficiary account is held), should

mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Application Form without PAN is liable to be rejected. The demat accounts of Applicants for whom PAN details have not been verified, excluding persons resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Applicants.

10. The Applicants may note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Application Form is liable to be rejected.

**Application by Indian Public including eligible NRIs applying on Non-Repatriation Basis**

Application must be made only in the names of individuals, Limited Companies or Statutory Corporations/institutions and not in the names of Minors, Foreign Nationals, Non Residents Indian (except for those applying on non-repatriation), trusts, (unless the Trust is registered under the Societies Registration Act, 1860 or any other applicable Trust laws and is authorized under its constitution to hold shares and debentures in a Company), Hindu Undivided Families, Partnership firms or their nominees. In case of HUFs, application shall be made by the Karta of the HUF. An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public. Eligible NRIs applying on a non-repatriation basis should authorize their SCSB to block their NRE/FCNR accounts as well as NRO accounts.

**Applications by eligible NRIs/ FPI's on Repatriation Basis**

Application Forms have been made available for eligible NRIs at our registered office.

Eligible NRIs applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment under reserved category. The Eligible NRIs who intend to get the amount blocked in the Non Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians and shall not use the forms meant for reserved category.

Under FEMA, general permission is granted to companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRIs subject to the terms and conditions stipulated therein. Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 (thirty) days from the date of issue of shares of allotment to NRIs on repatriation basis.

Allotment of Equity shares to Non-Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in Equity shares will be allowed to be repatriated along with the income thereon subject to the permission of the RBI and subject to the Indian Tax Laws and regulations and any other applicable laws.

**As Per The Current Regulations, The Following Restrictions Are Applicable For Investments By FPIs.**

1. A foreign portfolio investor shall invest only in the following securities, namely- (a) Securities in the primary and secondary markets including shares, debentures and warrants of companies, listed or to be listed on a recognized stock exchange in India; (b) Units of schemes floated by a domestic mutual funds, whether listed on a recognized stock exchange or not; (c) Units of Schemes floated by a collective investment scheme; (d) Derivatives traded on a recognized Stock Exchange; (e) Treasury bills and dated government securities; (f) Commercial papers issued by an Indian Company; (g) Rupee denominated credit enhanced bonds; (h) Security receipts issued by asset reconstruction companies; (i) Perpetual debt instruments and debt capital instruments, as specified by the Reserve Bank of India from time to time; (j) Listed and unlisted non-convertible debentures/bonds issued by an Indian company in the infrastructure sector, where 'infrastructure' is defined in terms of the extant External Commercial Borrowings (ECB)

guidelines; (k) Non-Convertible debentures or bonds issued by Non – Banking Financial Companies categorized as 'Infrastructure Finance Companies' (IFC) by the Reserve Bank of India; (i) Rupee denominated bonds or units issued by infrastructure debt funds; (m) Indian depository receipts; and (n) Such other instruments specified by the Board from time to time.

2. Where a foreign institutional investor or a sub account, prior to commencement of SEBI (Foreign Portfolio Investors) Regulations, 2014, hold equity shares in a company whose shares are not listed on any recognized stock exchange, and continues to hold such shares after Initial Public Offering and listing thereof, such shares shall be subject to lock-in for the same period, if any, as is applicable to shares held by a foreign direct investor placed in similar position, under the policy of the Government of India relating to foreign direct investment from the time being in force.

3. In respect of investments in the secondary market, the following additional conditions shall apply:
    a) A foreign portfolio investor shall transact in the securities in India only on the basis of taking and giving delivery of securities purchased or sold;

    b) Nothing contained in clause (a) shall apply to:

        - Any transactions in derivatives on a recognized stock exchange;
        - Short selling transactions in accordance with the framework specified by the Board;
        - Any transaction in securities pursuant to an agreement entered into with the merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
        - Any other transaction specified by the Board.

    c) No transaction on the stock exchange shall be carried forward;
    d) The transaction of business in securities by a foreign portfolio investor shall be only through stock brokers registered by the Board; provided nothing contained in this clause shall apply to;

    i. transactions in Government securities and such other securities falling under the purview of the Reserve Bank of India which shall be carried out in the manner specified by the Reserve Bank of India;
    ii. Sale of securities in response to a letter of offer sent by an acquirer in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    iii. Sale of securities in response to an offer made by any promoter or acquirer in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
    iv. Sale of securities, in accordance with the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998;
    v. divestment of securities in response to an offer by Indian Companies in accordance with Operative Guidelines of Disinvestment of shares of Indian Companies in the overseas market through issue of American Depository Receipts or Global Depository Receipts as notified by the Government of India and directions issued by Reserve Bank of India from time to time;
    vi. Any bid for, or acquisition of, securities in response to an offer for disinvestment of shares made by the Central Government or any State Government;
    vii. Any transaction in securities pursuant to an agreement entered into with merchant banker in the process of market making portion of the issue in accordance with Chapter XB of the Securities and Exchange Board of India ( Issue of Capital and Disclosure Requirements) Regulations, 2009;
    viii. Any other transaction specified by Board.

    e) A foreign portfolio investor shall hold, deliver or cause to be delivered securities only in dematerialized form: Provided that any shares held in non-dematerialized form, before the commencement of these regulation, can be held in non-dematerialized form, if such shares cannot be dematerialized.

4. Unless otherwise approved by the Board, securities shall be registered in the name of the foreign portfolio investor as a beneficial owner for the purposes of the Depositories Act, 1996.

5. The purchase of Equity Shares of each company by a single foreign portfolio investor or an investor group shall be below ten percent of the total issued capital of the company.

6. The investment by the foreign portfolio investor shall also be subject to such other conditions and restrictions as may be specified by the Government of India from time to time.

7. In cases where the Government of India enters into agreements or treaties with other sovereign Governments and where such agreements or treaties specifically recognize certain entities to be distinct and separate, the Board may, during the validity of such agreements or treaties, recognize them as such, subject to conditions as may be specified by it.

8. A foreign portfolio investor may lend or borrow securities in accordance with the framework specified by the Board in this regard.

No foreign portfolio investor may issue, subscribe to or otherwise deal in offshore derivative instruments, directly or indirectly, unless the following conditions are satisfied:

a) Such offshore derivative instruments are issued only to persons who are regulated by an appropriate foreign regulatory authority

b) Such offshore derivatives instruments are issued after compliance with 'know your client' norms:

Provided that those unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated shall not issue, subscribe or otherwise deal, in offshore derivatives instruments directly or indirectly.

Provided further that no Category III foreign portfolio investor shall issue, subscribe to or otherwise deal in offshore derivatives instruments directly or indirectly.

A foreign portfolio investor shall ensure that further issue or transfer of any offshore derivative instruments issued by or on behalf of it is made only to persons who are regulated by an appropriate foreign regulatory authority.

Foreign portfolio investors shall fully disclose to the Board any information concerning the terms of and parties to off-shore derivative instruments such as participatory notes, equity linked notes or any other such instruments, by whatever names they are called, entered into by it relating to any securities listed or proposed to be listed in any stock exchange in India, as and when and in such form as the Board may specify.

Any offshore derivative instruments issued under the Securities and Exchange Board of India of India (Foreign Institutional Investors) Regulations, 1995 before commencement of SEBI (Foreign Portfolio Investors) Regulation, 2014 shall be deemed to have been issued under the corresponding provision of SEBI (Foreign Portfolio Investors) Regulation, 2014.

The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below 10 per cent of the total issued capital of the company.

An FII or its subaccount which holds a valid certificate of registration shall, subject to the payment of conversion fees, be eligible to continue to buy, sell or otherwise deal in securities till the expiry of its registration as a foreign institutional investor or sub-account, or until he obtains a certificate of registration as foreign portfolio investor, whichever is earlier.

Qualified foreign investor may continue to buy, sell or otherwise deal in securities subject to the provision of SEBI (Foreign Portfolio Investors) Regulation, 2014, for a period of one year from the date of commencement of aforesaid regulations, or until it obtains a certificate of registration as foreign portfolio investor, whichever is earlier.

**Application by Mutual Funds**

As per the current regulations, the following restrictions are applicable for investments by Mutual fund:

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any Company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any Company's paid up share capital carrying voting rights.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

The Application made by Asset Management Companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

**Applications by Limited Liability Partnerships**

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the LLP Act, 2008 must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof.

**Applications by Insurance Companies**

In case of applications made by insurance companies registered with IRDA, certified copy of certificate of registration issued by IRDA must be attached to the Application Form Failing this, our Company in consultation with the LM, reserves the right to reject any application, without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment Scheme) (5th Amendment) Regulations, 2010, as amended (the "IRDA Investment Regulations"), are broadly set forth below:

(a) Equity shares of a company: The lesser of 10% of the investee company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;

(b) The entire group of the investee company: at least 10% of the respective fund in case of a life insurer or 10% of investment assets in case of general insurer or reinsurer (25% in case of Unit Linked Insurance Plans); and

(c) The industry sector in which the investee company operates: 10% of the insurer's total investment exposure to the industry sector (25% in case of Unit Linked Insurance Plans).

**Applications under Power of Attorney**

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FIIs, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of Rs. 2,500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2,500 Lakhs, a certified copy of the power of attorney or the relevant Resolution or authority, as the case may be, along with a certified copy of the

memorandum of association and articles of association and/or bye laws must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

With respect to the applications by VCFs, FVCIs and FPIs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may belong with a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

In the case of Applications made pursuant to a power of attorney by Mutual Funds, a certified copy of the power of attorney or the relevant resolutions or authority, as the case may be, along with the certified copy of their SEBI registration certificate must be submitted along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefore.

In the case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by the IRDA must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefore.

In the case of Applications made by to the power of attorney by FIIs, a certified copy of the power of attorney the relevant resolution or authority, as the case may be along with the certified copy of SEBI registration certificate must be lodged with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In the case of Applications made by provident funds, subject to applicable law, with minimum corpus of Rs. 2500 Lacs and pension funds with minimum corpus of Rs. 2500 Lacs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

**Application by Provident Funds/Pension Funds**

In case of Applications made by provident funds with minimum corpus of Rs. 2,500 lakhs (subject to applicable law) and pension funds with minimum corpus of Rs. 2,500 lakhs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

The above information is given for the benefit of the Applicants. Our Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of filing of this Prospectus. Applicants are advised to make their independent investigations and ensure that the maximum number of Equity Shares applied for or maximum investment limits do not exceed the applicable limits under laws or regulations or as specified in this Prospectus.

**Method and Process of Applications**

1. The Designated Intermediaries shall accept applications from the Applicants during the Issue Period.

2. The Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Issue Period may be extended, if required, by an additional three Working Days, subject to the total Issue Period not exceeding 10 Working Days.

3. During the Issue Period, Applicants who are interested in subscribing to the Equity Shares should approach the Designated Intermediaries to register their applications.

4. The Applicant cannot apply on another Application Form after applications on one Application Form have been submitted to the Designated Intermediaries. Submission of a second Application form to either the same or to another Designated Intermediaries will be treated as multiple applications and is liable to rejected either before entering the application into the electronic collecting system or at any point prior to the allocation or Allotment of Equity Shares in this Issue.

5. Designated Intermediaries accepting the application forms shall be responsible for uploading the application along with other relevant details in application forms on the electronic bidding system of stock exchange and submitting the form to SCSBs for blocking of funds (except in case of SCSBs, where blocking of funds will be done by respective SCSBs only). All applications shall be stamped and thereby acknowledged by the Designated Intermediaries at the time of receipt.

6. The Designated Intermediaries will enter each application option into the electronic collecting system as a separate application and generate a TRS and give the same to the applicant.

7. Upon receipt of the Application Form, submitted whether in physical or electronic mode, the Designated Intermediaries shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, prior to uploading such applications with the Stock Exchange.

8. If sufficient funds are not available in the ASBA Account, the Designated Intermediaries shall reject such applications and shall not upload such applications with the Stock Exchange.

9. If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each application option into the electronic collecting system as a separate application and generate a TRS for each price and demand option. The TRS shall be furnished to the Applicant on request.

10. The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdraw/ failure of the Issue or until withdrawal/ rejection of the Application Form, as the case may be. Once the Basis of Allotment if finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Applicants to the Public Issue Account. In case of withdrawal/ failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

**Terms of payment**

The entire Issue price of Rs. 32.00 per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Applicants.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The applicants should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Applicants.

**Payment mechanism**

The applicants shall specify the bank account number in their Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the

Application or receipt of instructions from the Registrar to unblock the Application Amount. However Non Retail Applicants shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Application by the ASBA Applicant, as the case may be.

*Please note that pursuant to SEBI circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 investors in the public issue can only invest through ASBA Mode.*

**Electronic Registration of Applications**

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.

2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Issue Closing Date.

3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,
   (i) the applications accepted by them,
   (ii) the applications uploaded by them
   (iii) the applications accepted but not uploaded by them or
   (iv) with respect to applications by Applicants, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Application form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and Uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.

4. Neither the Lead Managers nor our Company nor the Registrar to the Issue, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to,
   (i) The applications accepted by any Designated Intermediaries
   (ii) The applications uploaded by any Designated Intermediariesor
   (iii) The applications accepted but not uploaded by any Designated Intermediaries

5. The Stock Exchange will offer an electronic facility for registering applications for the Issue. This facility will available at the terminals of Designated Intermediariesand their authorized agents during the Issue Period. The Designated Branches or agents of Designated Intermediariescan also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Lead Manager on a regular basis.

6. With respect to applications by Applicants, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Application Forms to Designated Branches of the SCSBs for blocking of funds:

| S. No. | Details* |
|---|---|
| 1. | Symbol |
| 2. | Intermediary Code |
| 3. | Location Code |
| 4. | Application No. |

| | |
|---|---|
| 5. | Category |
| 6. | PAN |
| 7. | DP ID |
| 8. | Client ID |
| 9. | Quantity |
| 10. | Amount |

**Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields*

7. With respect to applications by Applicants, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Applicants into in the on-line system:
   - Name of the Applicant;
   - IPO Name:
   - Application Form Number;
   - Investor Category;
   - PAN (of First Applicant, if more than one Applicant);
   - DP ID of the demat account of the Applicant;
   - Client Identification Number of the demat account of the Applicant;
   - Number of Equity Shares Applied for;
   - Bank Account details;
   - Locations of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
   - Bank account number.

8. In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Application Form number which shall be system generated.

9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.

10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.

11. In case of Non Retail Applicants and Retail Individual Applicants, applications would not be rejected except on the technical grounds as mentioned in the Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.

12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

13. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Issue Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.

14. The SCSBs shall be given one day after the Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.

15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

**Allocation of Equity shares**

1) The Issue is being made through the Fixed Price Process wherein 2,52,000 Equity Shares shall be reserved for Market Maker and 22,80,000 Equity shares will be allocated on a proportionate basis to Retail Individual Applicants, subject to valid applications being received from Retail Individual Applicants at the Issue Price. The balance of the Net Issue will be available for allocation on proportionate basis to Non Retail Applicants.

2) Under- subscription if any, in any category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company in consultation with the Lead Managers and the Stock Exchange.

3) Allocation to Non-Residents, including Eligible NRIs, Eligible QFIs, FIIs and FVCIs registered with SEBI, applying on repatriation basis will be subject to applicable law, rules, regulations, guidelines and approvals.

4) In terms of SEBI Regulations, Non Retail Applicants shall not be allowed to either withdraw or lower the size of their applications at any stage.

5) Allotment status details shall be available on the website of the Registrar to the Issue.

**Signing of Underwriting Agreement and Filing of Prospectus with ROC**

a) Our company has entered into an Underwriting Agreement dated September 13, 2018.

b) A copy of Prospectus will be filled with the ROC in terms of Section 26 of Companies Act, 2013.

**Pre-Issue Advertisement**

Subject to Section 30 of the Companies Act 2013, our Company shall, after registering the Prospectus with the ROC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in (i) English National Newspaper; (ii) Hindi National Newspaper and (iii) Regional Newspaper each with wide circulation.

**Issuance of Allotment Advice**

1) Upon approval of the Basis of Allotment by the Designated Stock Exchange.

2) The Lead Managers or the Registrar to the Issue will dispatch an Allotment Advice to their Applicants who have been allocated Equity Shares in the Issue.

The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Applicant.

**General Instructions**

**Do's:**

- Check if you are eligible to apply;
- Read all the instructions carefully and complete the applicable Application Form;

- Ensure that the details about the Depository Participant and the beneficiary account are correct as Allotment of Equity Shares will be in the dematerialized form only;
- Each of the Applicants should mention their Permanent Account Number (PAN) allotted under the Income Tax Act, 1961;
- Ensure that the Demographic Details are updated, true and correct in all respects;
- Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant.
- Ensure that you have funds equal to the Application Amount in the ASBA account maintained with the SCSB before submitting the Application Form under the ASBA process to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centres),the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations); Instruct your respective Banks to not release the funds blocked in the ASBA Account under the ASBA process;
- Ensure that the Application Form is signed by the account holder in case the applicant is not the account holder. Ensure that you have mentioned the correct bank account number in the Application Form;
- Ensure that the Application Forms are delivered by the applicants within the time prescribed as per the Application Form and the Prospectus;
- Ensure that you have requested for and receive a TRS;
- Ensure that you request for and receive a stamped acknowledgement of the Application Form for all your application options;
- All Investors submit their applications through the ASBA process only;
- Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Bid cum Application Form; and
- The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

**Don'ts:**

- Do not apply for lower than the minimum Application size;
- Do not apply for a price different from the price mentioned herein or in the Application Form;
- Do not apply on another Application Form after you have submitted an application to the SCSBs, Registered Brokers of Stock Exchange, RTA and DPs registered with SEBI;
- Do not pay the Application Price in cash, by money order or by postal order or by stock invest;
- Do not send Application Forms by post, instead submit the Designated Intermediary only;
- Do not submit the Application Forms to any non-SCSB bank or our Company;
- Do not apply on an Application Form that does not have the stamp of the relevant Designated Intermediary;
- Do not submit the application without ensuring that funds equivalent to the entire application Amount are blocked in the relevant ASBA Account;
- Do not apply for an Application Amount exceeding Rs. 2,00,000 (for applications by Retail Individual Applicants);
- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue Size and/or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground;
- Do not submit incorrect details of the DP ID, beneficiary account number and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
- Do not submit applications on plain paper or incomplete or illegible Application Forms in a color prescribed for another category of Applicant; and
- Do not make Applications if you are not competent to contract under the Indian Contract Act, 1872, as amended.
- Do not make more than five applications from one bank account.

**Instructions for Completing the Application Form**

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are

liable to be rejected. Application Forms should bear the stamp of the Designated Intermediaries. ASBA Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No.CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Application forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e. www.bseindia.com and NSE i.e. www.nseindia.com.With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No.CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Application forms in Public Issue with effect front January 01, 2016. The List of ETA and DPs centres for collecting the application shall be disclosed is available on the websites of BSE i.e. www.bseindia.comand NSE i.e. www.nseindia.com

**Applicant's Depository Account and Bank Details**

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the application form is mandatory and applications that do not contain such details are liable to be rejected.

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain front the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Applicants including mailing of the Allotment Advice. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

**Submission of Application Form**

All Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

**Communications**

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

**Disposal of Application and Application Moneys and Interest in Case of Delay**

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at SME Platform of NSE where the Equity Shares are proposed to be listed arc taken within 6 (Six) working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 6 (Six) days of the Issue Closing Date;
2. The Company will provide adequate funds required for dispatch of Allotment Advice to the Registrar to the Issue.

**Right to Reject Applications**

In case of QIB Applicants, the Company in consultation with the LM may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

**Impersonation**

*Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below*:

"Any person who—

(a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
(b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
(c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."

**Undertakings by Our Company**

We undertake as follows:

1) That the complaints received in respect of the Issue shall be attended to by us expeditiously and satisfactorily;
2) That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 6 (six) Working days of Issue Closing Date.
3) That if the Company do not proceed with the Issue, the reason thereof shall be given as a public notice to be issued by our Company within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers where the pre-Issue advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
4) That the our Promoters' contribution in full has already been brought in;
5) That no further issue of Equity Shares shall be made till the Equity Shares offered through the Prospectus are listed or until the Application monies are unblocked on account of non-listing, under subscription etc. and
6) That if the Company withdraws the Issue after the Issue Closing Date, our Company shall be required to file a fresh offer document with the ROC/ SEBI, in the event our Company subsequently decides to proceed with the Issuer;

**Utilization of Issue Proceeds**

The Board of Directors of our Company certifies that:

1) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;
2) Details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the issue proceeds remains unutilized, under an appropriate head in our balance sheet of our company indicating the purpose for which such monies have been utilized;
3) Details of all unutilized monies out of the Issue, if any shall be disclosed under the appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested and
4) Our Company shall comply with the requirements of SEBI Listing Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.
5) Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
6) The Lead Manager undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactorily.

**Equity Shares in Dematerialized Form with NSDL or CDSL**

To enable all shareholders of our Company to have their shareholding in electronic form, the Company has signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

a) Agreement dated July 10, 2018 between NSDL, the Company and the Registrar to the Issue;
b) Agreement dated July 10, 2018 between CDSL, the Company and the Registrar to the Issue;

The Company's equity shares bear an ISIN No. INE00Z501011

## PART B

## GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES

This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, 2013 (to the extent notified and in effect), the Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon the notification of the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Issue. For taking an investment decision, the Applicants should rely on their own examination of the Issuer and the Issue, and should carefully read the 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 inter-alia through the Fixed Price Issues. The purpose of the "General Information Document for Investing in Public Issues" is to provide general guidance to potential Applicants in IPOs, on the processes and procedures governing IPOs, undertaken in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**SEBI ICDR Regulations, 2009"**) as amended.

Applicants should note that investment in equity and equity related securities involves risk and Applicant should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/or for subscribing to securities in an Issue and the relevant information about the Issuer undertaking the Issue; are set out in the Prospectus filed by the Issuer with the Registrar of Companies **("RoC").** Applicants should carefully read the entire Prospectus and the Application Form and the Abridged Prospectus of the Issuer in which they are proposing to invest through the Issue. In case of any difference in interpretation or conflict and/or overlap between the disclosure included in this document and the Prospectus, the disclosures in the Prospectus shall prevail. The Prospectus of the Issuer is available on the websites of stock exchanges, on the website(s) of the **LM(s)** to the Issue and on the website of Securities and Exchange Board of India **("SEBI")** at www.sebi.gov.in.

For the definitions of capitalized terms and abbreviations used herein Applicants may refer to the section "Glossary and Abbreviations".

### Section 2: Brief Introduction to IPOs on SME Exchange

#### 2.1 Initial public offer (IPO)

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, 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 if applicable. For details of compliance with the eligibility requirements by the Issuer Applicants may refer to the Prospectus.

The Issuer may also undertake IPO under Chapter XB of SEBI (ICDR) regulations, wherein as per,

- Regulation 106M (1): An issuer whose post-issue face value capital does not exceed ten crore rupees shall issue its specified securities in accordance with provisions of this Chapter.
- Regulation 106M (2): An issuer whose post-issue face value capital is more than ten crore rupees and upto twenty five crore rupees, may also issue its specified securities in accordance with provisions of this Chapter.

The present Issue being made under Regulation 106M (2) of Chapter XB of SEBI (ICDR) Regulation.

## 2.2 Other Eligibility Requirements

In addition to the eligibility requirements specified in paragraphs 2.1 an Issuer proposing to undertake an IPO is required to comply with various other requirements as specified in the SEBI ICDR Regulations, 2009, the Companies Act, 1956 and the Companies Act, 2013 as may be applicable ("the Companies Act), the Securities Contracts (Regulation) Rules, 1957 (the "SCRR"), industry-specific regulations, if any, and other applicable laws for the time being in force.

Following are the eligibility requirements for making an SME IPO under Regulation 106M (2) of Chapter XB of SEBI (ICDR) Regulation:

a) In accordance with Regulation 106(P) of SEBI (ICDR) Regulation, Issue has to be 100% underwritten and the LM has to underwrite at least 15% of the total issue size.

b) In accordance with regulation 106(R) of SEBI (ICDR) Regulation, total number of proposed allottees in the Issue shall be greater than or equal to fifty, otherwise the entire application money will be blocked forthwith. If such money is not repaid within eight days from the date the company becomes liable to repay it, than the Company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed under Section 40 of the Companies Act, 2013.

c) In accordance with Regulation 106(O) the SEBI (ICDR) Regulation, Company is not required to file any Offer Document with SEBI nor has SEBI issued any observations on the Offer Document. The Lead Manager shall submit 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) Regulation, the LM has to ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares offered in the Issue.

e) Our Company was originally incorporated as "Kritika Wires Private Limited" on May 31, 2004 vide registration no. 098699 (CIN: U27102WB2004PTC098699) under the provisions of the Companies Act, 1956 with the Registrar of Companies, West Bengal. Presently Registered office of our Company is situated at 1A, Bonfield Lane Mezanine Floor, Kolkata-700001, West Bengal, India . For further details please refer to chapter titled ***"History and Certain Corporate Matters"*** beginning on page 145of thisProspectus.

f) Subsequently, our Company was converted into a Public Limited Company pursuant to Special Resolution passed at the Extra Ordinary General Meeting of the Company held on April 05, 2018and the name of our Company was changed from "Kritika Wires Private Limited" to "Kritika Wires Limited" vide a fresh Certificate of Incorporation dated May 03, 2018 having CIN U27102WB2004PLC098699issued by the Registrar of Companies, Kolkata.

g) The post issue paid up capital of the company will be 177,52,000equity shares of face value of Rs. 10/- aggregating to Rs.17.75Crore which is less than Rs. 25 Crore.

h) The company confirms that it has track record of more than 3 years.

i) The company confirms that it has positive cash accruals (earnings before depreciation and tax) from operations for at least 2 financial years preceding the application and its net-worth as on March 31, 2018 is positive.

j) The issuer shall mandatorily facilitate trading in demat securities.

k) The issuer should not been referred to Board for Industrial and Financial Reconstruction.

l) No petition for winding up is admitted by a court of competent jurisdiction against the Issuer.

m) No material regulatory or disciplinary action should have been taken by any stock exchange or regulatory authority in the past three years against the Issuer.

n) The company should have a website.

o) There has been no change in the promoter(s) of the company in the 1 year preceding the date of filing application to NSE for listing on SME segment.

Issuer shall also comply with all the other requirements as laid down for such an Issue under Chapter X-B of SEBI (ICDR) Regulations and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

As per Regulation 106 (M) (3) of SEBI (ICDR) Regulation, 2009 the provisions of regulations 6(1), 6(2), 6(3) , Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Sub regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to this Issue.

Thus the Company is eligible for the Issue in accordance with Regulation 106M(2) and other provision of Chapter XB of SEBI (ICDR) Regulations as the post –issue face value capital does not exceed Rs. 2,500 Lakh. Company also complies with the eligibility conditions laid by the SME Platform of NSE for listing of our Equity Shares.

**2.3 Types of Public Issues – Fixed Price Issues and Book Built Issues**

In accordance with the provisions of the SEBI ICDR Regulations, 2009, an Issuer can either determine the Issue Price through the Book Building Process **("Book Built Issue")** or undertake a Fixed Price Issue **("Fixed Price Issue").** An Issuer may mention Floor Price or Price Band in the RHP (in case of a Book Built Issue) and a Price or Price Band in this Daft Prospectus (in case of a fixed price Issue) and determine the price at a later date before registering the Prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The Issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre-issue advertisement was given at least five Working Days before the Bid/Issue Opening Date, in case of an IPO and at least one Working Day before the Bid/Issue Opening Date, in case of an FPO.

The Floor Price or the Issue price cannot be lesser than the face value of the securities.

Applicants should refer to the Prospectus or Issue advertisements to check whether the Issue is a Book Built Issue or a Fixed Price Issue.

**2.4 Issue Period**

The Issue may be kept open for a minimum of three Working Days (for all category of Applicants) and not more than ten Working Days. Applicants are advised to refer to the Application Form and Abridged Prospectus or Prospectus for details of the Issue Period. Details of Issue Period are also available on the website of Stock Exchange.

**2.5 Migration To Main Board**

SME Issuer may migrate to the Main Board of Stock Exchange from the SME Exchange at a later date subject to the following:

a) If the Paid up Capital of the Company is likely to increase above Rs. 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the 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

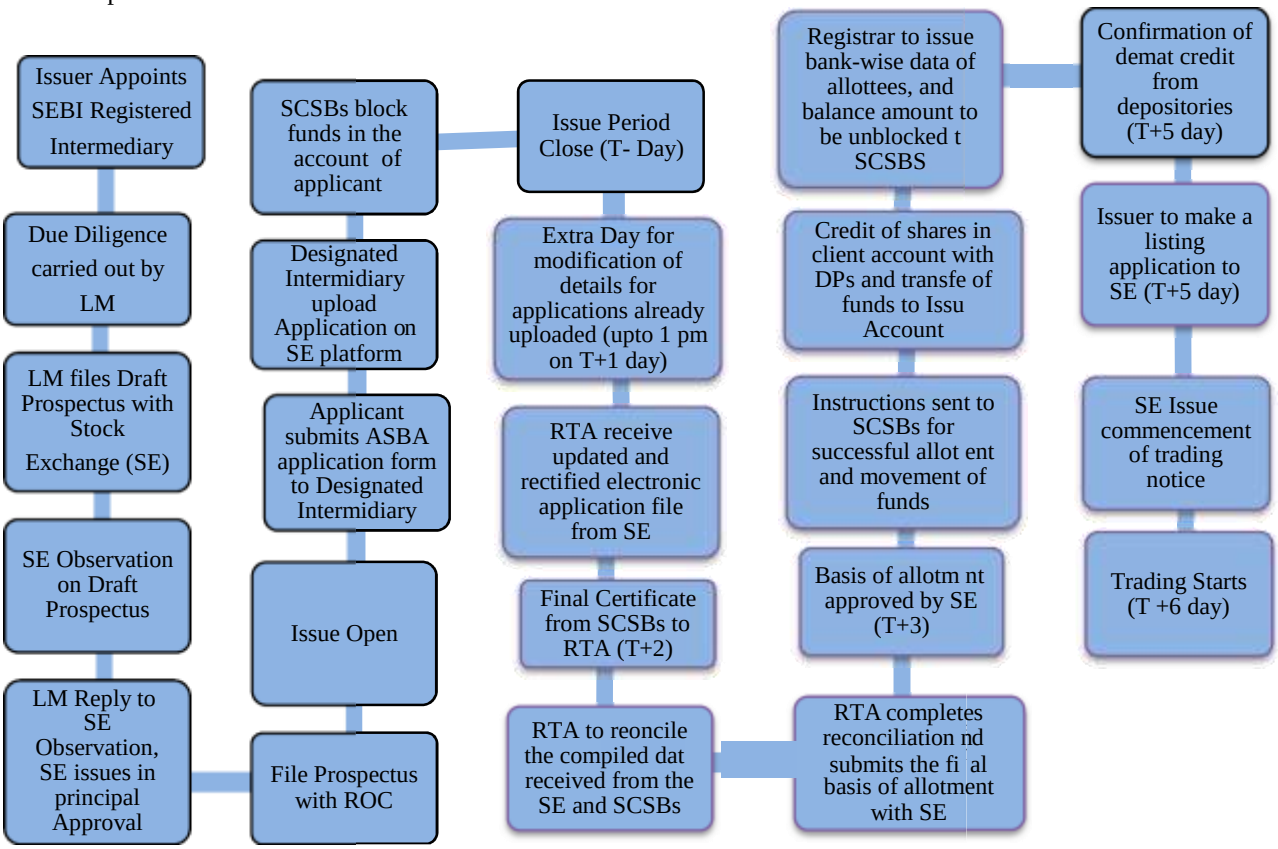
board), The Company shall apply to SE for listing of its shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board.

OR

b) If the Paid up Capital of the company is more than 10 crores but below Rs. 25 crores, the Company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

### 2.6 Flowchart Of Timelines

A flow chart of process flow in Fixed Price Issues is as follows:




## Section 3: Category of Investors Eligible to Participate in an Issue

**Each Applicant should check whether it is eligible to apply under applicable law.** Furthermore, certain categories of Bidders/Applicants, such as NRIs, FII's, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.

Subject to the above, an illustrative list of Applicants is as follows:

- Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, in single or joint names (not more than three) or in the names of minors as natural / legal guardian;
- Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder/Applicant should specify that the Application is being made in the name of the HUF in the Application Form a follows: "Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Applications by HUFs may be considered at par with those from individuals;

- Companies, corporate bodies and societies registered under applicable law in India and authorized to invest in equity shares under their respective constitutional and charter documents;
- Mutual Funds registered with SEBI;
- Eligible NRIs on a repatriation basis or on a non-repatriation basis subject to applicable law; NRIs other than Eligible NRIs are not eligible to participate in this Issue.
- Indian Financial Institutions, scheduled commercial banks regional rural banks, co-operative banks (subject to RBI regulations and the SEBI ICDR Regulations, 2009 and other laws, as applicable);
- FPIs other than Category III foreign portfolio investors, VCFs and FVCIs registered with SEBI.
- Limited liability partnerships registered in India and authorized to invest in equity shares.
- State Industrial Development Corporations.
- Trusts/societies registered under the Societies Registration Act, 1860, as amended or under any other law relating to trusts/societies and who are authorized under their respective constitutions to hold and invest in equity shares;
- Scientific and/ or Industrial Research Organizations authorized to invest in equity shares.
- Insurance Companies registered with IRDA;
- Provident Funds and Pension Funds with minimum corpus of Rs. 2500 Lakhs and who are authorized under their constitution to hold and invest in equity shares;
- Multilateral and Bilateral Development Financial Institutions;
- National Investment Fund set up by resolution no F.No.2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- Insurance funds set up and managed by army, navy, air force of the Union of India or by Department of Posts, India;
- Any other person eligible to apply to this Issue, under the laws, rules, regulations, guidelines, and policies applicable to them and under Indian Laws.

As per the existing regulations, OCBs are not allowed to participate in an Issue.

## Section 4: Applying in the Issue

**Fixed Price Issue:** Applicants should only use the specified cum Application Form either bearing the stamp of Designated Intermediaries as available or downloaded from the websites of the Stock Exchanges. Application Forms are available with the registered office of the Issuer, and office of the RTA and at the office of the LM. For further details regarding availability of Application Forms, Applicants may refer to the Prospectus.

Applicants should ensure that they apply in the appropriate category. The prescribed color of the Application Form for various categories of Applicants is as follows:

| Category | Color of the Application |
|---|---|
| Resident Indian, Eligible NRIs applying on a non -repatriation basis | White |
| NRIs, FVCIs, FIIs, their Sub-Accounts (other than Sub-Accounts which are foreign corporate(s) or foreign individuals bidding under the QIB), FPIs on a repatriation basis | Blue |

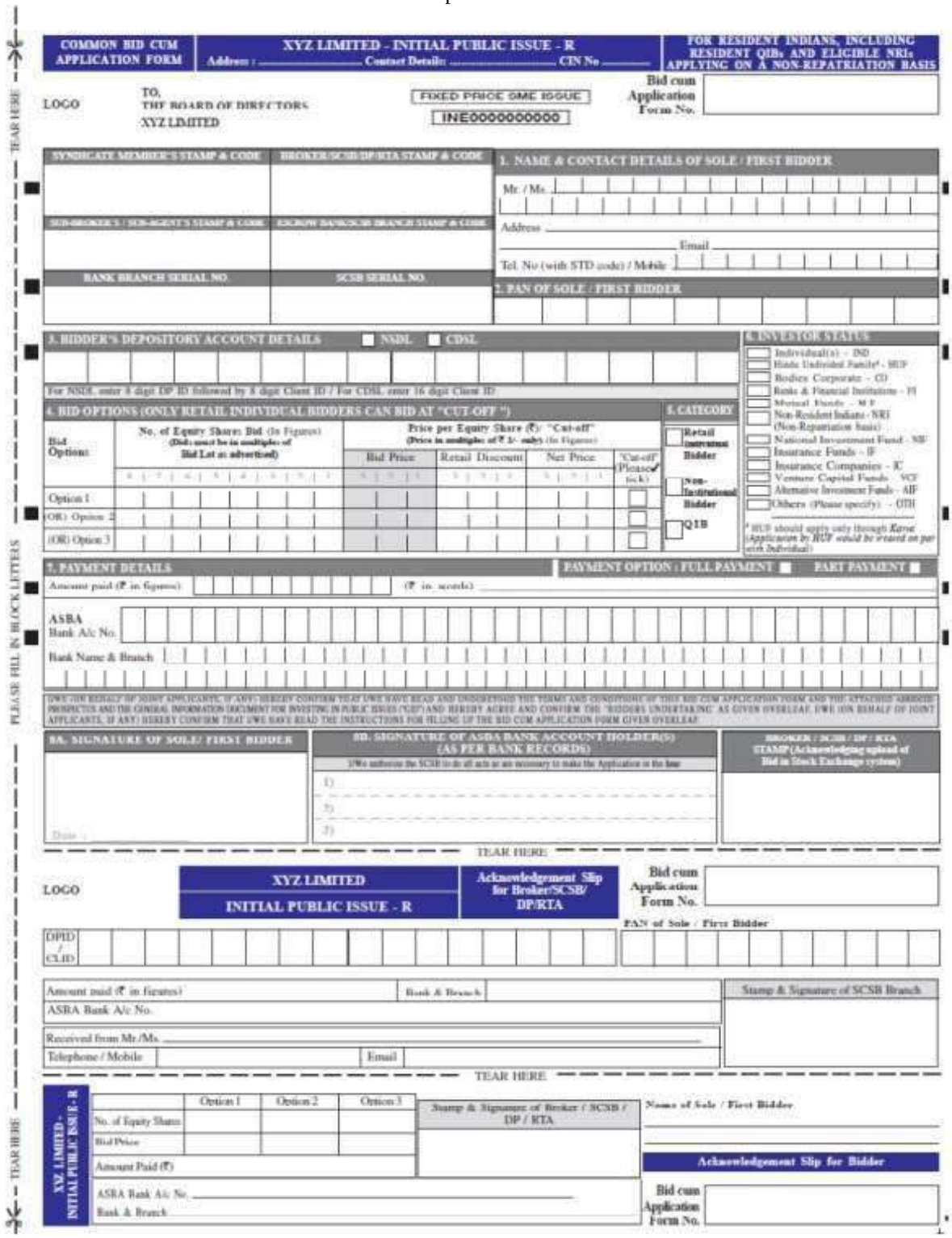
Securities Issued in an IPO can only be in dematerialized form in compliance with Section 29 of the Companies Act, 2013. Applicants will not have the option of getting the allotment of specified securities in physical form. However, they may get the specified securities rematerialized subsequent to allotment.

### 4.1 Instructions For Filing Application Form/ Application Form (Fixed Price Issue)

Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the Prospectus and Application Form are liable to be rejected.

Instructions to fill each field of the Application Form can be found on the reverse side of the Application Form. Specific instructions for filling various fields of the Resident Application Form and Non-Resident Application Form and samples are provided below.

The samples of the Application Form for resident Applicants and the Application Form for non-resident Applicants are reproduced below:



COMMON BID CUM APPLICATION FORM

XYZ LIMITED – INITIAL PUBLIC ISSUE – R

Address : ..... Contact Details: ..... CIN No .....

FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

FIXED PRICE SME ISSUE

INE0000000000

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE

BROKER/SCSB/DP/RTA STAMP & CODE

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER

Mr. / Ms.

Address

Email

Tel. No (with STD code) / Mobile

BANK BRANCH SERIAL NO.

SCSB SERIAL NO.

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

6. INVESTOR STATUS

- ☐ Individual(s) - IND
- ☐ Hindu Undivided Family* - HUF
- ☐ Bodies Corporate - CO
- ☐ Banks & Financial Institutions - FI
- ☐ Mutual Funds - MF
- ☐ Non-Resident Indians - NRI (Non-Repatriation basis)
- ☐ National Investment Fund - NIF
- ☐ Insurance Funds - IF
- ☐ Insurance Companies - IC
- ☐ Venture Capital Funds - VCF
- ☐ Alternative Investment Funds - AIF
- ☐ Others (Please specify) - OTH

* HUF should apply only through *Karta* (Application by HUF would be treated on par with Individual)

4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")

| 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) Bid Price | Retail Discount | Net Price | "Cut-off" (Please ✓ tick) |
|---|---|---|---|---|---|
| Option 1 | | | | | ☐ |
| (OR) Option 2 | | | | | ☐ |
| (OR) Option 3 | | | | | ☐ |

5. CATEGORY

- ☐ Retail Individual Bidder
- ☐ Non-Institutional Bidder
- ☐ QIB

7. PAYMENT DETAILS

PAYMENT OPTION : FULL PAYMENT ☐ PART PAYMENT ☐

Amount paid (₹ in figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

I/WE (FOR JOINT APPLICANTS, WE) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABRIDGED 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

8A. SIGNATURE OF SOLE/ FIRST BIDDER

Date :

8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)

I/We authorise the SCSB to do all acts as are necessary to make the Application in the Issue

1)

2)

3)

BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)

TEAR HERE

LOGO

XYZ LIMITED
INITIAL PUBLIC ISSUE – R

Acknowledgement Slip for Broker/SCSB/ DP/RTA

Bid cum Application Form No.

DPID / CLID

PAN of Sole / First Bidder

Amount paid (₹ in figures)

Bank & Branch

ASBA Bank A/c No.

Stamp & Signature of SCSB Branch

Received from Mr./Ms.

Telephone / Mobile

Email

TEAR HERE

XYZ LIMITED – INITIAL PUBLIC ISSUE – R

| | Option 1 | Option 2 | Option 3 |
|---|---|---|---|
| No. of Equity Shares | | | |
| Bid Price | | | |
| Amount Paid (₹) | | | |

Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Bidder

Acknowledgement Slip for Bidder

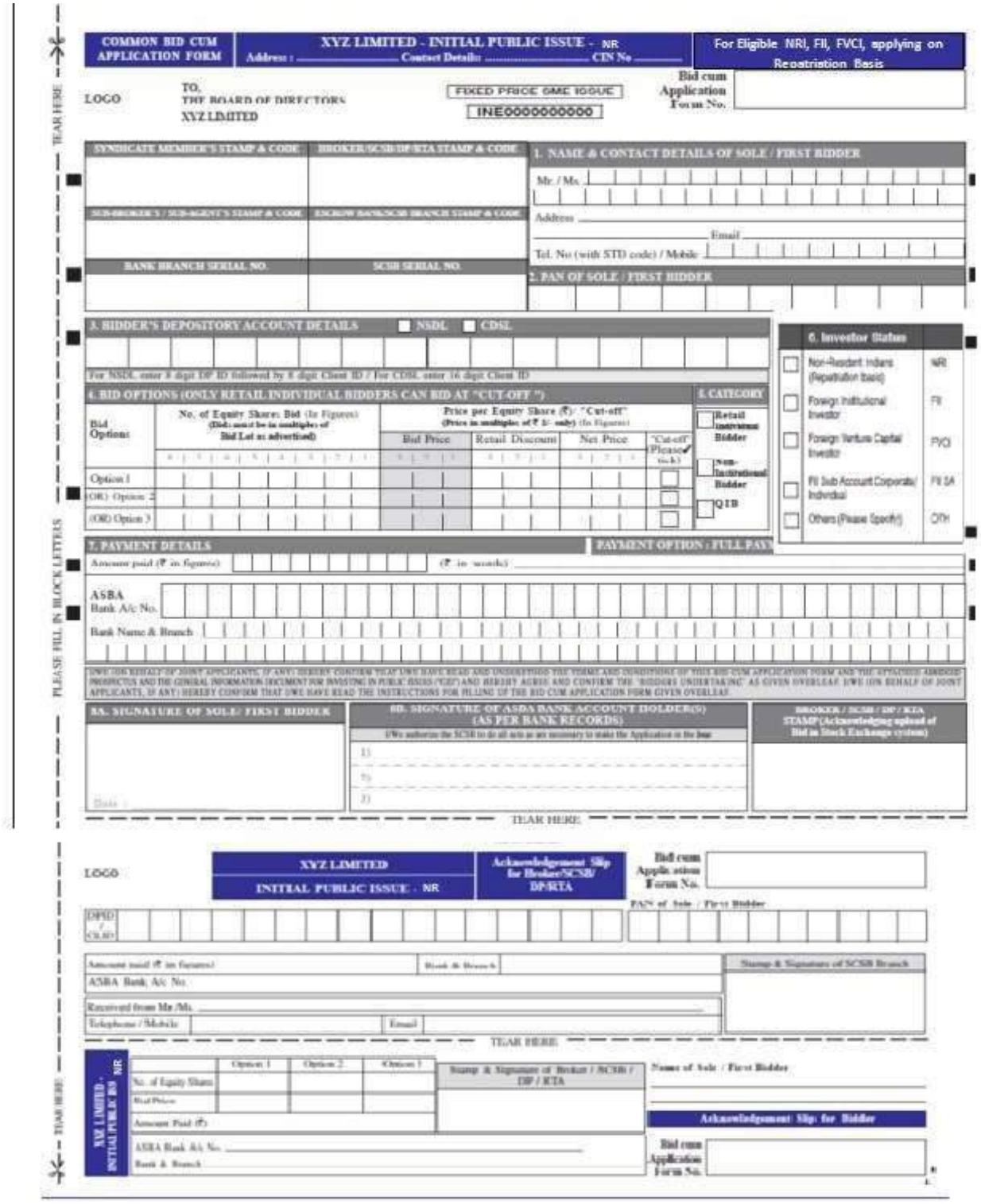
ASBA Bank A/c No.

Bank & Branch

Bid cum Application Form No.

PLEASE FILL IN BLOCK LETTERS

TEAR HERE




### 4.1.1 FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/FIRST APPLICANT

Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

a) **Mandatory Fields:** Applicants should note that the name and address fields are compulsory and e-mail and/or telephone number/mobile number fields are optional. Applicants should note that the contact details mentioned in the Application Form may be used to dispatch communications (including letters notifying the unblocking of the bank accounts of \Applicants) in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Application Form may be used by the Issuer,

b) The Designated Intermediaries and the Registrar to the Issue only for correspondence(s) related to an Issue and for no other purposes.

c) **Joint Applications**: In the case of Joint Applications, the Applications should be made in the name of the Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Applicant would be required in the Bid cum Application Form/Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders. All communications may be addressed to such Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

d) **Impersonation:** Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

**"Any person who:**

- **makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or**
- **makes or abets making of multiple applications to a company in different names or 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."**

e) **Nomination Facility to Applicant:** Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Applicants should inform their respective DP.

### 4.1.2 FIELD NUMBER 2: PAN NUMBER OF SOLE FIRST APPLICANT

a) PAN (of the sole/ first Applicant) provided in the Application Form should be exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held as per the Depositories' records.

b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Applications on behalf of the Central or State Government, Applications by officials appointed by the courts and Applications by Applicants residing in Sikkim ("PAN Exempted Applicants"). Consequently, all Applicants, other than the PAN Exempted Applicants, are required to disclose their PAN in the Application Form, irrespective of the Application Amount. An Application Form without PAN, except in case of Exempted Applicants, is liable to be rejected. Applications by the Applicants whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.

c) The exemption for the PAN Exempted Applicants is subject to (a) the Demographic Details received from the respective Depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.

d) Application Forms which provide the General Index Register Number instead of PAN may be rejected.

e) Applications by Applicants whose demat accounts have been 'suspended for credit' are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as "Inactive demat accounts" and demographic details are not provided by depositories.

### 4.1.3 FIELD NUMBER 3: APPLICANTS DEPOSITORY ACCOUNT DETAILS

**a)** Applicants should ensure that DP ID and the Client ID are correctly filled in the Application Form. The DP ID and Client ID provided in the Application Form should match with the DP ID and Client ID available in the Depository database, **otherwise, the Application Form is liable to be rejected.**

b) Applicants should ensure that the beneficiary account provided in the Application Form is active.

c) Applicants should note that on the basis of DP ID and Client ID as provided in the Application Form, the Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for unblocking of ASBA Account or for other correspondence(s) related to an Issue.

d) Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Applicants' sole risk.

### 4.1.4 FIELD NUMBER 4: APPLICATION DETAILS

a) The Issuer may mention Price as per Prospectus. However a Prospectus registered with RoC contains one price.

b) Minimum and Maximum Application Size

i. For Retails Individual Applicants

The Application must be for a minimum of 4000equity shares. As the application price payable by the retail individual applicants cannot exceed Rs. 200000 they can make Application for only minimum Application size i.e for 4000equity shares.

ii. 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 Rs. 200000 and in multiples of 4000 equity shares thereafter. An application cannot be submitted for more than the Issue Size. However, the maximum application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application. In case of revision of Applications, the Non Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than Rs. 200000 for being considered for allocation in the Non Institutional Portion. Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of equity shares that can be held by them under prescribed law or regulation or as specified in this Prospectus.

c) **Multiple Applications:** An applicant should submit only one Application Form. Submission of a second Application Form to either the same or to the Designated Intermediaries and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.

d) Applicants are requested to note the following procedures may be followed by the Registrar to the issue to detect multiple applications:

i. All applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds and PFI sub-accounts, applications bearing the same PAN may be treated as multiple applications by an Applicant and may be rejected.

ii. For applications from Mutual Funds and FPI sub-accounts, submitted under the same PAN, as well as Applications on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. In any such applications which have the same DP ID and Client ID, these may be treated as multiple applications and may be rejected.

e) The following applications may not be treated as multiple applications:

i. Application by Reserved Categories in their respective reservation portion as well as that made by them in the Net Issue portion in public category.

ii. Separate applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Application clearly indicates the scheme for which the application has been made.

iii. Application by Mutual Funds, and sub-accounts of FPIs (or FPIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs, and DP IDs.

**4.1.5 FIELD NUMBER 5: CATEGORY OF APPLICANTS**

a) The categories of Applicants identified as per the SEBI ICDR Regulations, 2009 as amended for the purpose of Application, allocation and allotment in the Issue are RIIs, Individual applicants other than RIIs, 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 as permitted under the SEBI ICDR Regulations, 2009 as amended. 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. For details pertaining to allocation and Issue specific details in relation to allocation Applicant may refer to the Prospectus.

**4.1.6 FIELD NUMBER 6: INVESTOR STATUS**

a) Each Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective allotment to it in the Issue is in compliance with the investment restrictions under applicable law.

b) Certain categories of Applicants, such as NRIs, FIIs, FPIs and FVCIs may not be allowed to Apply in the Issue or hold Equity Shares exceeding certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.

c) Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Application Form and Non-Resident Application Form.

d) Applicants should ensure that their investor status is updated in the Depository records.

**4.1.7 FIELD NUMBER 7: PAYMENT DETAILS**

a) All Applicants are required to use ASBA facility to block the full Amount (net of any Discount, as applicable) along-with the Application Form. If the Discount is applicable in the Issue, the RIIs should indicate the full Amount in the Application Form and the funds shall be blocked for Amount net of Discount. Only in cases where the Prospectus indicates that part payment may be made, such an option can be exercised by the Applicant.

b) All categories of investors can participate in the Issue only through ASBA mechanism.

c) Application Amount cannot be paid in cash, through money order or through postal order or through stock invest.

**4.1.7.1 Payment instructions for Applicants**

(a) Applicants may submit the Application Form either in physical mode or online mode to any Designated Intermediaries.

(b) Applicants should specify the Bank Account number in the Application Form. The Application Form submitted by an Applicant and which is accompanied by cash, demand 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) Applicant should ensure that the Application Form is also signed by the ASBA Account holder(s) if the Applicant is not the ASBA Account holder;

(d) Applicant shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.

(e) From one ASBA Account, a maximum of five Application Forms can be submitted.

(f) Applicants applying through a member of the Syndicate should ensure that the Application Form is submitted to a member of the Syndicate only at the Specified Locations. Applicants should also note that Application Forms submitted to the Syndicate at the Specified Locations may not be accepted by the member of the Syndicate if the SCSB where the ASBA Account, as specified in the Application Form, is maintained has not named at least one branch at that location for the members of the Syndicate to deposit Application Forms (a list of such branches is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries).

(g) Applicants applying through a Registered Broker, RTA or CDP should note that Application Forms submitted to them may not be accepted, if the SCSB where the ASBA Account, as specified in Application Form, is maintained has not named at least one branch at that location for the Registered Brokers, RTA or CDP, as the case may be, to deposit Application Forms.

(h) ASBA Applicant applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.

(i) Upon receipt of Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form.

(j) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Application Amount mentioned in the Application Form may upload the details on the Stock Exchange Platform.

(k) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Applications on the Stock Exchange platform and such Applications are liable to be rejected.

(l) Upon submission of a completed Application Form each Applicant may be deemed to have agreed to block the

entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount specified in the Application Form in the ASBA Account maintained with the SCSBs.

(m) The Application Amount may remain blocked in the aforesaid ASBA Account until finalization of the Basis of allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Application, as the case may be.

(n) SCSBs applying in the Issue must apply through an Account maintained with any other SCSB; else their Application is liable to be rejected.

**4.1.8 Unblocking of ASBA Account**

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, if any, 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/ non allotment / partial allotment ASBA Application, if any, along with reasons for rejection and details of withdrawn or unsuccessful Application, 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.

In the event of withdrawal or rejection of the Application Form and for unsuccessful Application, the Registrar to the Issue may give instructions to the SCSB to unblock the Application Amount in the relevant ASBA Account within 6 Working Days of the Issue Closing Date.

**4.1.8.1 Discount (if applicable)**

a) The Discount is stated in absolute rupee terms.
b) RII, Employees and Retail Individual Shareholders are only eligible for discount. For Discounts offered in the Issue, Applicants may refer to the Prospectus.
c) For the Applicants entitled to the applicable Discount in the Issue the Application Amount less Discount (if applicable) shall be blocked.

**4.1.8.2 Additional Instructions for NRIs**

The Non-Resident Indians who intend to block funds in their Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians (non-repatriation basis). In the case of Application by NRIs applying on a repatriation basis, blocking of funds in their NRO account shall not be accepted.

**4.1.9 FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS**

a) Only the First Applicant is required to sign the Application Form. Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.
b) If the ASBA Account is held by a person or persons other than the Applicant, then the Signature of the ASBA Account holder(s) is also required.
c) In relation to the Applications, signature has to be correctly affixed in the authorization/undertaking box in the Application Form, or an authorization has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form.

d) Applicants must note that Application Form without signature of Applicant and /or ASBA Account holder is liable to be rejected.

**4.1.10 ACKNOWLEDGEMENT AND FUTURE COMMUNICATION**

Applicants should ensure that they receive the acknowledgment duly signed and stamped by the Designated Intermediary, as applicable, for submission of the Application Form.

a) All communications in connection with Applications made in the Issue should be addressed as under:

i. In case of queries related to Allotment, non-receipt of Allotment Advice, credit of allotted equity shares, the Applicants should contact the Registrar to the Issue.

ii. In case of Applications submitted to the Designated Branches of the SCSBs or Registered Brokers or Registered RTA/DP, the Applicants should contact the relevant Designated Branch of the SCSBs or Registered Brokers or Registered RTA/DP, as the case maybe.

iii. Applicant may contact the Company Secretary and Compliance Officer or LM(s) in case of any other complaints in relation to the Issue.

b) The following details (as applicable) should be quoted while making any queries –

i. Full name of the sole or Applicant, Application Form number, Applicants' DP ID, Client ID, PAN, number of Equity Shares applied for, amount paid on application.

ii. name and address of the Designated Intermediary, where the Application was submitted; or

iii. In case of ASBA Applications, ASBA Account number in which the amount equivalent to the Application Amount was blocked.

For further details, Applicant may refer to the Prospectus and the Application Form.

**4.2 INSTRUCTIONS FOR FILING THE REVISION FORM**

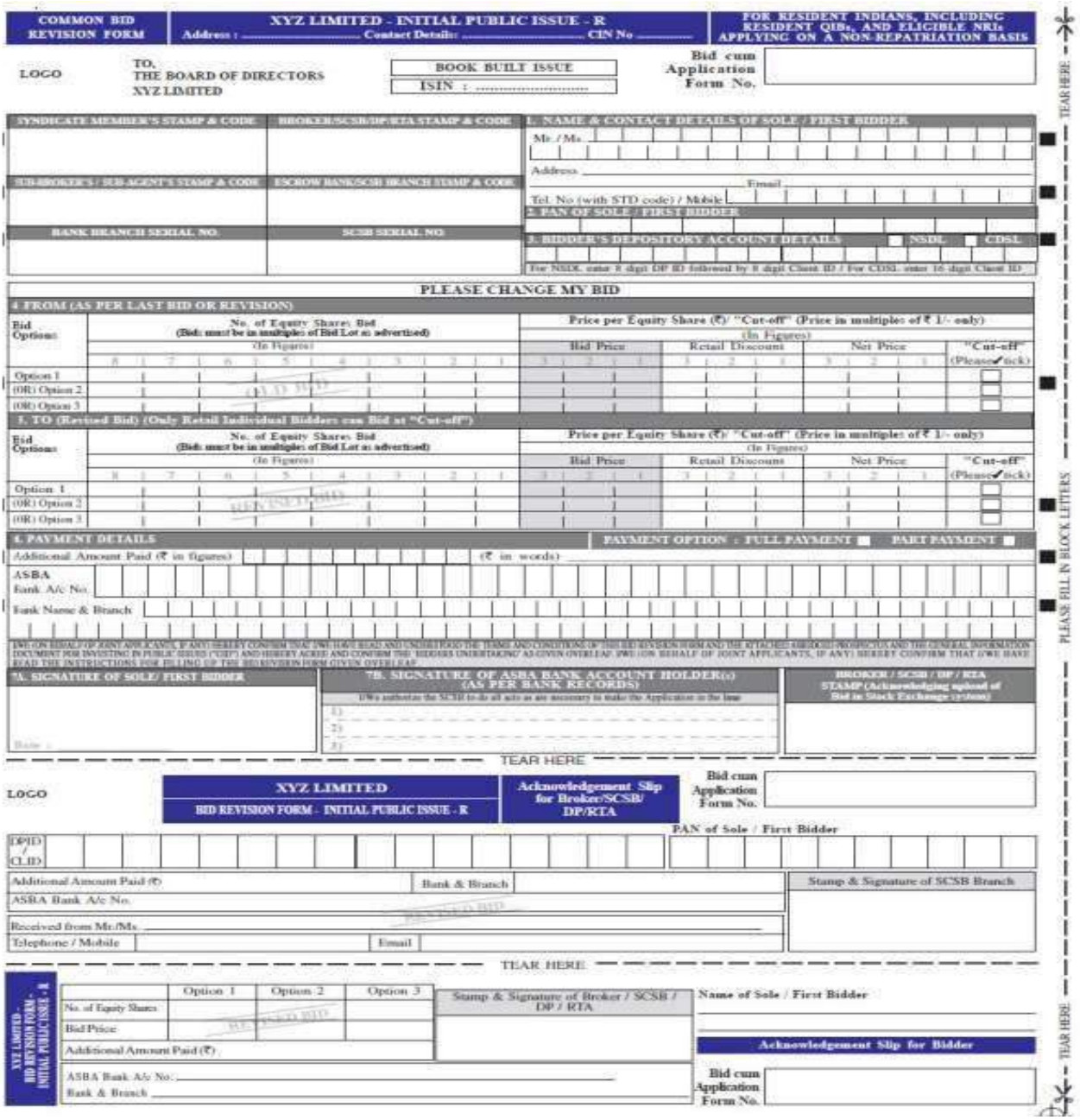
a) During the Issue Period, any Applicant (other than QIBs and NIIs, who can only revise their application upwards) who has registered his or her interest in the Equity Shares at a particular number of shares is free to revise number of shares applied using revision forms available separately.

b) RII may revise their applications till closure of the issue period or withdraw their applications until finalization of allotment.

c) Revisions can be made in both the desired number of Equity Shares and the Bid Amount by using the Revision Form.

d) The Applicant can make this revision any number of times during the Issue Period. However, for any revision(s) in the Application, the Applicants will have to use the services of the same Designated Intermediary through which such Applicant had placed the original Application.

A sample Revision form is reproduced below:


COMMON BID REVISION FORM

XYZ LIMITED - INITIAL PUBLIC ISSUE - R
Address : ..... Contact Details: ..... CIN No .....

FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs, AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

BOOK BUILT ISSUE
ISIN : .....

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE | BROKER/SCSB/DP/RTA STAMP & CODE
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE | ESCROW BANK/SCSB BRANCH STAMP & CODE
BANK BRANCH SERIAL NO. | SCSB SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER
Mr. / Ms.
Address ..... Email .....
Tel. No (with STD code) / Mobile
2. PAN OF SOLE / FIRST BIDDER
3. BIDDER'S DEPOSITORY ACCOUNT DETAILS NSDL CDSL
For NSDL: enter 8 digit DP ID followed by 8 digit Client ID / For CDSL: enter 16 digit Client ID

PLEASE CHANGE MY BID

4. FROM (AS PER LAST BID OR REVISION)

| 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) Bid Price | Retail Discount | Net Price | "Cut-off" (Please ✓ tick) |
|---|---|---|---|---|---|
| Option 1 | | | | | |
| (OR) Option 2 | | | | | |
| (OR) Option 3 | | | | | |

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) Bid Price | Retail Discount | Net Price | "Cut-off" (Please ✓ tick) |
|---|---|---|---|---|---|
| Option 1 | | | | | |
| (OR) Option 2 | | | | | |
| (OR) Option 3 | | | | | |

6. PAYMENT DETAILS — PAYMENT OPTION : FULL PAYMENT ☐ PART PAYMENT ☐
Additional Amount Paid (₹ in figures) (₹ in words)
ASBA Bank A/c No.
Bank Name & Branch

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 REVISION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THAT I/WE/ (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THIS BID REVISION FORM GIVEN OVERLEAF.

7A. SIGNATURE OF SOLE/ FIRST BIDDER
Date :

7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS)
I/We authorize the SCSB to do all acts as are necessary to make the Application in this form
1)
2)
3)

BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange (s) form)

TEAR HERE

LOGO

XYZ LIMITED
BID REVISION FORM - INITIAL PUBLIC ISSUE - R

Acknowledgement Slip for Broker/SCSB/DP/RTA

Bid cum Application Form No.

PAN of Sole / First Bidder

(DPID / CLID)

Additional Amount Paid (₹) | Bank & Branch
ASBA Bank A/c No.
Received from Mr./Ms.
Telephone / Mobile | Email

Stamp & Signature of SCSB Branch

TEAR HERE

XYZ LIMITED - BID REVISION FORM - INITIAL PUBLIC ISSUE - R

| | 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

Name of Sole / First Bidder

Acknowledgement Slip for Bidder

Bid cum Application Form No.

TEAR HERE — PLEASE FILL IN BLOCK LETTERS — TEAR HERE

### 4.2.1 FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST APPLICANT, PAN OF SOLE/FIRST APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE APPLICANT

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

### 4.2.2 FIELD 4 & 5: BID OPTIONS REVISION 'FROM' AND 'TO'

a) Apart from mentioning the revised options in the Revision Form, the Applicant must also mention the details of the share applied for given in his or her Application Form or earlier Revision Form.
b) In case of revision of Applications by RIIs, Employees and Retail Individual Shareholders, such Applicants should ensure that the Application amount should not exceed Rs.200,000/- due to revision and the

application may be considered, subject to the eligibility, for allocation under the Non-Institutional Category.

**4.2.3FIELD 6: PAYMENT DETAILS**

Applicant may Issue instructions to block the revised amount in the ASBA Account, to the Designated Branch through whom such Applicant had placed the original Application to enable the relevant SCSB to block the additional Application Amount, if any.

**4.2.4 FIELDS 7: SIGNATURES AND ACKNOWLEDGEMENTS**

Applicants may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

**4.3 SUBMISSION OF REVISION FORM/APPLICATION FORM**

Applicants may submit completed application form / Revision Form in the following manner:-

| Mode of Application | Submission of Application Form |
|---|---|
| All Investor Applications | To the Designated Intermediaries |

The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively

**SECTION 5: ISSUE PROCEDURE IN FIXED PRICE ISSUE**

**5.1 Applicants may note that there is no Bid cum Application Form in a Fixed Price Issue.**

As the Issue Price is mentioned in the Fixed Price Issue therefore on filing of the Prospectus with the RoC, the Application so submitted is considered as the application form. Applicants may only use the specified Application Form for the purpose of making an Application in terms of the Prospectus which may be submitted through Designated Intermediary.

Applicants may submit an Application Form either in physical/ electronic form to Designated Intermediaries or the Designated Branches of the SCSBs authorizing blocking of funds that are available in the bank account specified in the Application Form only ("ASBA Account"). The Application Form is also made available on the websites of the Stock Exchanges at least one day prior to the Issue Opening Date.

In a fixed price Issue, allocation in the net offer to the public category is made as follows: minimum fifty per cent to Retail Individual Investors; and remaining to (i) individual investors other than Retail Individual Investors; and (ii) other Applicants including corporate bodies or institutions, irrespective of the number of specified securities applied for. The unsubscribed portion in either of the categories specified above may be allocated to the Applicants in the other category.

**5.2 GROUNDS FOR TECHNICAL REJECTIONS**

Applicants are advised to note that the Applications are liable to be rejected, inter-alia, on the following technical grounds:-

- Amount paid does not tally with the amount payable for the Equity shares applied for;
- In case of partnership firms, Application for Equity Shares made in the name of the individual partners and no firm as such shall be entitled to apply.
- Application by persons not competent to contract under the Indian Contract Act, 1872, including minors, insane person.

- PAN not mentioned in the Application Form.
- GIR number furnished instead of PAN.
- Applications for lower number of Equity Shares than the minimum specified for that category of investors;
- Applications at a price other than the Fixed Price of the Issue;
- Applications for number of Equity Shares which are not in multiples of 4000;
- Category not ticked;
- Multiple Applications as defined in this Prospectus as such, based on common PAN;
- In case of Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are not being submitted;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicants within the time prescribed as per the Application Form, Issue Opening Date advertisement and Prospectus as per the instructions in the Prospectus and Application Forms;
- In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US person other than in reliance on Regulation S or " qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Application not duly signed by the sole applicant;
- Application by any person outside India if not in compliance with applicable foreign and Indian Laws;
- Application that do not comply with the securities laws of their respective jurisdictions are liable to be rejected.
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Application by person not eligible to acquire equity shares of the company in terms of all applicable laws, rules, regulations, guidelines, and approvals.
- Application or revision thereof by QIB Applicants , Non Institutional Applicants where the Application Amount is in excess of Rs. 200000 received after 3.00 pm on the issue Closing date unless the extended time is permitted by NSE.
- Inadequate funds in the bank account to block the Application Amount specified in the Application Form/Application Form at the time of blocking such Application Amount in the bank account;
- Where no confirmation is received from SCSB for blocking of funds;
- Applications by Applicants not submitted through ASBA process;
- Applications not uploaded on the terminals of the Stock Exchanges; and
- Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Application Form.
- Details of ASBA Account not provided in the Application form
- From one ASBA Account, more than five applications are made by applicant.

For details of instructions in relation to the Application Form, Applicants may refer to the relevant section of GID.

**APPLICANT SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGE BY THE BROKERS DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE APPLICATION FORM IS LIABLE TO BE REJECTED.**

## SECTION 6: ISSUE PROCEDURE IN BOOK BUILT ISSUE

This being the Fixed Price Issue this section is not applicable for this Issue.

## SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

### 7.1 Basis of Allotment

Allotment will be made in consultation with SME Platform of NSE (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

a) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).
b) The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
c) For applications where the proportionate allotment works out to less than 4000Equity Shares the allotment will be made as follows:
   i. Each successful applicant shall be allotted 4000Equity Shares;
   ii. The successful applicants out of the total applicants for that category shall be determined by the drawal of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
d) If the proportionate allotment to an applicant works out to a number that is not a multiple of 4000Equity Shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of 4000Equity Shares subject to a minimum allotment of 4000 Equity Shares.
e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the lower nearest multiple of 4000 Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, upto 110% of the size of the offer specified under the Capital Structure mentioned in the Prospectus.
f) The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for Retail Individual applicants as described below:
   i. As per Regulation 43(4) of the SEBI (ICDR) Regulations, as the Retail Individual Investor category is entitled to more than fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.
   ii. Remaining to Individual applicants other than retail individual investors and Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;
   iii. The unsubscribed portion in either of the categories specified in (a) or (b) above may be available for allocation to the applicants in the other category, if so required.

'Retail Individual Investor' means an investor who applies for shares of value of not more than Rs. 2,00,000. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with SME Platform of NSE.

The Executive Director/ Managing Director of the SME Platform of NSE, Designated Stock Exchange in addition to Lead Merchant Banker and Registrar to the Public Offer shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2009.

### 7.2 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

a) **Designated Date:** On the Designated Date, the SCSBs shall transfer the funds represented by allocation of Equity Shares into the Public Issue Account with the Bankers to the Issue.

**b) Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. Applicants **are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue.**

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Applicants who have been Allotted Equity Shares in the Issue.

c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.

d) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) initiate corporate action for credit of shares to the successful Applicants Depository Account will be completed within 5 Working Days of the Issue Closing Date. The Issuer also ensures the credit of shares to the successful Applicant's depository account is completed within 5 Working Days of the Issue Closing Date.

## SECTION 8: INTEREST AND REFUNDS

### 8.1 COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within 6 Working Days of the Issue Closing Date. The Registrar to the Issue may give instructions for credit to Equity Shares the beneficiary account with DPs, and dispatch the Allotment Advice within 6 Working Days of the Issue Closing Date.

### 8.2 GROUNDS FOR UNBLOCKING OF FUNDS

#### 8.2.1 Non Receipt of Listing Permission

An Issuer makes an application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in Prospectus. The Designated Stock Exchange may be as disclosed in the Prospectus with which the Basis of Allotment may be finalized.

If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith initiate action to unblock the application amount from the Investors accounts. If such money is not repaid within the eight days after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of eight days, be liable to repay the money, with interest at such rate, as prescribed under Section 73 of Companies Act, and disclosed in the Prospectus.

#### 8.2.2 Minimum Subscription

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten.

As per Section 39 of Companies Act, 2013 if the "stated minimum amount" has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our company does not receive the 100% subscription of the offer through the Offer Document including devolvement of underwriters , if any, within sixty (60) days from the date of closure of the issue, our company shall forthwith unblocked the entire application amount received. If there is a delay beyond eighty days after our company becomes liable to pay the amount, our company and every officer in default will, on and from the expiry of this period be jointly and severally liable to repay the money, with interest or other penalty as prescribed under SEBI Regulations and the Companies Act, 2013.

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50 no allotment will be made pursuant to this Issue and the amounts in the ASBA Account shall be unblocked within 6 working days of closure of the issue.

Further in accordance with Regulation 106(Q) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than Rs.100000/- (Rupees One Lakh) per application.

The equity shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance without the applicable laws of such jurisdiction.

**8.2.3 MINIMUM NUMBER OF ALLOTTEES**

The Issuer may ensure that the number of prospective allottees to whom Equity Shares may be allotted may not be less than 50 failing which the entire application monies may be unblocked forthwith.

8.3 **Mode of Unblocking of Funds**

Within 6 Working Days of the Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Application and also for any excess amount blocked on Application.

**8.3.1Mode of making refunds for Applicants**

The Registrar to the Issue may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA applications or in the event of withdrawal or failure of the Issue.

**8.4 Interest In Case Of Delay in Allotment**

The Issuer may pay interest at the rate of 15% per annum if demat credits are not made to Applicants or instructions for unblocking of funds in the ASBA Account are not dispatched within the 6 Working days of the Issue Closing Date.
The Issuer may pay interest at 15% per annum for any delay beyond 6 working days from the Issue Closing Date, if Allotment is not made.

## 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 Issue to successful Applicants |
| Allottee | An Applicant to whom the Equity Shares are Allotted |
| Allotment Advice | Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchanges |
| 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)/ASBA | An application, whether physical or electronic, used by Applicants to make a Application authorizing an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB |

| Term | Description |
|---|---|
| ASBA Account | Account maintained with an SCSB which may be blocked by such SCSB to the extent of the Application Amount of the ASBA Applicant |
| ASBA Application | An Application made by an ASBA Applicant |
| Applicant | Prospective Applicants in the Issue who apply through ASBA |
| Basis of Allotment | The basis on which the Equity Shares may be Allotted to successful Applicants under the Issue |
| Bid | The date after which the SCSBs may not accept any application for the Issue, which may be 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 may refer to the Prospectus for the Issue Closing Date |
| Issue Closing Date | The date on which the SCSBs may start accepting application for the Issue, 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 may refer to the Prospectus for the Issue Opening Date |
| Issue Opening Date | The date on which the SCSBs may start accepting application for the Issue, 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 may refer to the Prospectus for the Issue Opening Date |
| Issue Period | Except in the case of Anchor Investors (if applicable), the period between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants (other than Anchor Investors) can submit their Application, inclusive of any revisions thereof. The Issuer may consider closing the Issue Period for QIBs one working day prior to the Issue Closing Date in accordance with the SEBI ICDR Regulations, 2009. Applicants may refer to the Prospectus for the Issue Period |
| Application Amount | The value indicated in the Application Form and payable by the Applicant upon submission of the Application (except for Anchor Investors), less discounts (if applicable). |
| Application Form | The form in terms of which the Applicant should make an offer to subscribe for or purchase the Equity Shares and which may be considered as the application for Allotment for the purposes of the Prospectus, whether applying through the ASBA or otherwise. |
| Applicant | Any prospective investor (including an ASBA Applicant) who makes a Application pursuant to the terms of the Prospectus and the Application Form. In case of issues undertaken through the fixed price process, all references to a Applicant should be construed to mean an Applicant |
| Book Built Process/ Book Building Process/ Book Building Method | The book building process as provided under SEBI ICDR Regulations, 2009, |
| Broker Centres | Broker Centres notified by the Stock Exchanges, where Applicants can submit the Application Form 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. |
| Lead Manager/ LM | The Lead Manager to the Issue as disclosed in the Prospectus and the Application Form of the Issuer. |
| Business Day | Monday to Friday (except public holidays) |
| CAN/Confirmation of Allotment Note | The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which may be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange |

| Term | Description |
|---|---|
| Client ID | Client Identification Number maintained with one of the Depositories in relation to demat account |
| Collecting Depository Participant or CDP | A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI |
| 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 Applicants including the 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 Application Forms used by the ASBA Applicants applying through the ASBA and a list of which is available on http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries. |
| Designated CDP Locations | Such locations of the CDPs where Applicant can submit the Application Forms to Collecting Depository Participants.<br><br>The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange i.e. www.nseindia.com |
| Designated RTA Locations | Such locations of the RTAs where Applicant can submit the Application Forms to RTAs.<br><br>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 i.e. www.nseindia.com |
| Designated Date | The date on or after which funds are transferred by the SCSBs to the Public Issue Account of the Issuer. |
| Designated Stock Exchange | The designated stock exchange as disclosed in the Prospectus of the Issuer |
| 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 Issue |
| Discount | Discount to the Issue Price that may be provided to Applicants in accordance with the SEBI ICDR Regulations, 2009. |
| Draft Prospectus | The Draft Prospectus filed with Stock Exchange in case of Fixed Price Issues and which may mention a price |
| 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 promoter. For further details Applicant may refer to the Prospectus |
| Equity Shares | Equity shares of the Issuer |
| FCNR Account | Foreign Currency Non-Resident Account |
| First Applicant | The Applicant whose name appears first in the 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 Issue is being made |
| FPIs | Foreign Portfolio Investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014 |

| Term | Description |
|---|---|
| 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 |
| Issue | Public Issue of Equity Shares of the Issuer including the Offer for Sale if applicable |
| Issuer/ Company | The Issuer proposing the initial public offering/further public offering as applicable |
| Issue Price | The final price, less discount (if applicable) at which the Equity Shares may be Allotted in terms of the Prospectus. The Issue Price may be decided by the Issuer in consultation with the Lead Manager(s) |
| Maximum RII Allottees | The maximum number of RIIs who can be allotted the minimum Application Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Application 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 |
| NECS | National Electronic Clearing Service |
| 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 Issue and in relation to whom the Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares |
| NRO Account | Non-Resident Ordinary Account |
| Net Issue | The Issue less reservation portion |
| Non-Institutional Investors or NIIs | All Applicants, including sub accounts of FIIs registered with SEBI which are foreign corporate or foreign individuals and FPIs which are Category III foreign portfolio investors, that are not QIBs or RIBs and who have Applied for Equity Shares for an amount of more than Rs. 200,000 (but not including NRIs other than Eligible NRIs) |
| Non-Institutional Category | The portion of the Issue being such number of Equity Shares available for allocation to NIIs on a proportionate basis and as disclosed in the Prospectus and the Application Form |
| Non-Resident | A person resident outside India, as defined under FEMA and includes Eligible NRIs, FIIs, FPIs and FVCIs |
| 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 |
| Offer for Sale | Public offer of such number of Equity Shares as disclosed in the Prospectus through an offer for sale by the Selling Shareholder |
| 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. |
| PAN | Permanent Account Number allotted under the Income Tax Act, 1961 |
| Pricing Date | The date on which the Issuer in consultation with the Book Running Lead Manager(s), finalize the Issue Price |
| Prospectus | The prospectus filed with the RoC in accordance with Section 32 of the Companies Act, 2013 read with section 26 of Companies Act 2013 after the Pricing Date, containing the Issue Price, the size of the Issue and certain other information |

| Term | Description |
|---|---|
| Public Issue Account | An account opened with the Banker to the Issue to receive monies from the ASBA Accounts on the Designated Date |
| QIB Category | The portion of the Issue 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 |
| RTA | Registrar to the Issue and Share Transfer Agent |
| Registered Broker | Stock Brokers registered with the Stock Exchanges having nationwide terminals, other than the members of the Syndicate |
| Registrar to the Issue/RTI | The Registrar to the Issue as disclosed in the Prospectus and Application Form |
| Reserved Category/ Categories | Categories of persons eligible for making application/bidding under reservation portion |
| Reservation Portion | The portion of the Issue reserved for category of eligible 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 Rs. 200,000. |
| Retail Individual Shareholders | Shareholders of a listed Issuer who applies or bids for a value of not more than Rs.200,000. |
| Retail Category | The portion of the Issue 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 Applicant in an issue to modify the quantity of Equity Shares indicates therein in any of their 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 http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html |
| Specified Locations | Refer to definition of Broker Centers |
| Stock Exchanges/ SE | The stock exchanges as disclosed in the Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Issue 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 the Bids in this Issue (excluding Application from ASBA Applicants) |
| Syndicate Member(s)/SM | The Syndicate Member(s) as disclosed in the Prospectus |
| Underwriters | The Lead Manager(s) |
| Underwriting Agreement | The agreement dated entered into between the Underwriters and our company. |
| Working Day | Any day, other than 2nd and 4th Saturday of the month, Sundays or public holidays, on which commercial banks in India are open for business, provided however, with reference to announcement Issue Period, "Working Days" shall mean all days, excluding Saturdays, Sundays and public holidays, which are working days for commercial banks in India. |

## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of Indiaand FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreigninvestment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in whichsuch investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the 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 governmentbodies responsible for granting foreign investment approvals are the RBI and the relevant ministry or ministries of the Government of India.

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, Governmentof India ("DIPP"), issued the consolidated FDI policy circular of 2017 ("FDI Policy 2017"), which with effectfrom August 28, 2017, consolidates and supersedes all previous press notes, press releases and clarifications on FDI policy issued by the DIPP that were in force and effect as on August 28, 2017.

Subject to certain conditions, the transfer of shares by way of sale between an Indian residentand a non-residentdoes not require the prior approval of the RBI or therelevant ministryor ministries of the Government of India,provided that (i) the activities of the investee company are under the automatic route under the FDI Policy 2017and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholdingis within the sectoral limits under the FDI Policy 2017; and (iii) the pricing is in accordance with the guidelinesprescribed by the SEBI and the RBI.

As per the existing policy of the Government of India, OCBs cannot participate in the Offer.

The Equity Shares have not been and will not be registered under the Securities Act, 1933 or any other applicable law of the United States and, unless so registered, 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 state securities laws. Accordingly, the Equity Shares are only beingoffered and sold (i) within the United States only to persons reasonably believed to be "qualifiedinstitutional buyers" (as defined in Rule 144A under the Securities Act and referred to in this Prospectus as "U.S. QIBs", for theavoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in thisProspectus as "QIBs") in transactions exempt from, or not subject to, the registration requirements of the Securities Act, and (ii) outside the United Statesin offshore transactionsin reliance onRegulation S under the Securities Actand the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable lawsof such jurisdiction.

The above information is given for the benefit of the Bidders. Our Company and the Lead Managers are not liable for any amendments or modification or changes in applicable laws.

## SECTION VIII - MAIN PROVISIONS OF ARTICLES OF ASSOCIATION OF OUR COMPANY

Pursuant to Schedule I of the Companies Act, and the SEBI ICDR Regulations, the Main provisions of the Articles of Association relating to voting rights, dividend, lien, forfeiture, restrictions on transfer and Transmission of equity shares or debentures, their consolidation or splitting are as provided below. Each provision below is numbered as per the corresponding article number in the articles of association and defined terms herein have the meaning given to them in the Articles of Association.

| ARTICLE NO. | INTERPRETATION | | HEADING |
|---|---|---|---|
| 1. | In these Articles unless there be something in the subject matter or context inconsistent therewith: | | |
| | i. | **"The Act"** means the Companies Act, 2013 and the applicable provisions of the Companies Act, 1956 and includes any statutory modification or re-enactment thereof for the time being in force. | **The Act** |
| | ii. | **"Articles"** means Articles of Association of the Company as originally framed or altered from time to time | **Articles** |
| | iii. | **"Beneficial Owner"** shall have the meaning assigned thereto by Section 2(1) (a) of the Depositories Act, 1996. | **Beneficial Owner** |
| | iv. | **"Board" or "Board of Director"** means the Collective body of the Board of Directors of the Company. | **Board or Board of Director** |
| | v. | **"Chairman"** means the Chairman of the Board of the Directors of the Company. | **Chairman** |
| | vi. | **"The Company"** means Kritika Wires Limited. | **The Company** |
| | vii. | **"Depositories Act, 1996"** shall mean Depositories Act, 1996 and include any Statutory modification or re-enactment thereof for the time being in force. | **Depositories Act, 1996** |
| | viii. | **"Depository"**shall have the meaning assigned thereto by Section 2 (1) (e) of the Depositories Act, 1996. | **Depository** |
| | ix. | **"Directors"** mean the Directors for the time being of the Company. | **Directors** |
| | x. | **"Dividend"** includes any interim dividend. | **Dividend** |
| | xi. | **"Document"** means a document as defined in Section 2 (36) of the Companies Act, 2013 | **Document** |
| | xii. | **''Equity Share Capital''**, with reference to any Company limited by shares, means all share capital which is not preference share capital. | **Equity Share Capital** |
| | xiii. | **"KMP"** means Key Managerial Personnel of the Company provided as per the relevant sections of the Act. | **KMP** |
| | xiv. | **"Managing Director"** means a Director who by virtue or an agreement with the Company or of a resolution passed by the Company in general meeting or by its Board of Directors or by virtue of its Memorandum or Articles of Association is entrusted with substantial powers of management and includes a director occupying the position of managing director, by whatever name called. | **Managing Director** |
| | xv. | **"Month"** means Calendar month. | **Month** |
| | xvi. | **"Office"** means the registered office for the time being of the Company. | **Office** |
| | xvii. | **"Paid-up share capital"** or "share capital paid-up" means such aggregate amount of money credited as paid-up as is equivalent to the amount received as paid up in respect of shares issued and also includes any amount credited as paid-up in respect of shares of the company, but does not include any other amount received in respect of such shares, by whatever name called. | **Paid-up share capital** |
| | xviii. | **"Postal Ballot"** means voting by post or through any electronic mode. | **Postal Ballot** |
| | xix. | **"Proxy"** includes attorney duly constituted under the power of attorney to | **Proxy** |

| | | | |
|---|---|---|---|
| | | vote for a member at a General Meeting of the Company on poll. | |
| | xx. | **"Public Holiday"** means a Public Holiday within the meaning of the Negotiable Instruments Act, 1881 (XXVI of 1881); provided that no day declared by the Central Government to be such a holiday shall be deemed to be such a holiday in relation to any meeting unless the declaration was notified before the issue of the notice convening such meeting. | **Public Holiday** |
| | xxi. | **"Registrar"** means the Registrar of Companies of the state in which the Registered Office of the Company is for the time being situated and includes an Additional Registrar a Joint Registrar, a Deputy Registrar or an Assistant Registrar having the duty of registering companies and discharging various functions under this Act. | **Registrar** |
| | xxii. | **"Rules"** means the applicable rules as prescribed under the relevant sections of the Act for time being in force. | **Rules** |
| | xxiii. | **"SEBI"** means Securities & Exchange Board of India established under Section 3 of the Securities & Exchange Board of India Act, 1992. | **SEBI** |
| | xxiv. | **"Securities"** means the securities as defined in clause (h) of Section 2 of the Securities Contracts (Regulation) Act, 1956 (42 of 1956) | **Securities** |
| | xxv. | **"Share"** means share in the Share Capital of the Company and includes stock except where a distinction between stock and share is expressed or implied. | **Share** |
| | xxvi. | **"Seal"** means the common seal of the Company. | **Seal** |
| | xxvii. | **''Preference Share Capital''**, with reference to any Company limited by shares,means that part of the issued share capital of the Company which carries or would carry a preferential right with respect to—<br>*(a)* payment of dividend, either as a fixed amount or an amount calculated at a fixed rate, which may either be free of or subject to income-tax; and<br>*(b)* repayment, in the case of a winding up or repayment of capital, of the amount of the share capital paid-up or deemed to have been paid-up, whether or not, there is a preferential right to the payment of any fixed premium or premium on any fixed scale, specified in the memorandum or articles of the Company; | **Preference Share Capital** |
| | Words imparting the plural number also include, where the context requires or admits, the singular number, and vice versa.<br>Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Company.<br><br>'In writing' and 'written' includes printing, lithography and other modes of representing or reproducing words in a visible form. | | |
| 2. | The Authorized Share Capital of the Company shall be such amount and be divided into such shares as may from time to time be provided in Clause V of the Memorandum of Association with power to increase or reduce the capital and divide the shares in the capital of the Company (including Preferential Share Capital, if any)and to attach thereto respectively any preferential, qualified or special rights, privileges or conditions as may be determined in accordance with these presents and to modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be permitted by the said Act. | | **Share Capital** |
| 3. | Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit. Further provided that the option or right to | | |

| | | |
|---|---|---|
| | call of shares shall not be given to any person except with the sanction of the Company in general meeting. | |
| 4. | Subject to provisions of Section 54 of the Act read with Companies (Share Capital and Debentures) Rules, 2014, the Company may issue Sweat Equity Shares on such terms and in such manner as the Board may determine. | **Issue of Sweat Equity Shares** |
| 5. | The Company shall have powers to issue any debentures, debenture-stock or other securities at Par, discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending the General Meetings (but not voting on any business to be conducted), appointment of Directors on Board and otherwise Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the company in the General Meeting by a Special Resolution. | **Issue of Debentures** |
| 6. | 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 fifteen days (15) of the application for registration of transfer of transmission or within such other period as the conditions of issue shall be provided,—<br>a. one certificate for all his shares without payment of any charges; or<br>b. several certificates, each for one or more of his shares, upon payment of Rupees twenty for each certificate after the first.<br><br>ii. The Company agrees to issue certificate within fifteen days of the date of lodgement of transfer, sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies or to issue within fifteen days of such lodgement for transfer, Pucca Transfer Receipts in denominations corresponding to the market units of trading autographically signed by a responsible official of the Company and bearing an endorsement that the transfer has been duly approved by the Directors or that no such approval is necessary;<br><br>iii. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.<br><br>iv. 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. | **Issue of Share Certificates** |
| 7. | If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty Rupees for each certificate. | |
| 8. | Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder. | |

| | | |
|---|---|---|
| 9. | The provisions of these Articles relating to issue of Certificates shall mutatis mutandis apply to any other securities including Debentures (except where the Act otherwise requires) of the Company. | |
| 10. | 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.<br>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.<br>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. | **Power to pay Commission In connection with the Securities issued** |
| 11. | 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.<br>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. | **Variations of Shareholder's rights** |
| 12 | The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith. | |
| 13. | Subject to the provisions of section 55 and 62, any preference shares may with the sanction of ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the Company before the issue of the shares may, by special resolution, determine. | **Issue of Preference Shares** |
| 14. | (1) Where at any time Company having Share Capital proposes to increase its subscribed capital by the issue of further Shares, such shares shall be offered:<br>(a) to persons who, at the date of the offer, are holders of equity shares of the company in proportion, as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the conditions specified in the relevant provisions of Section 62 of the Act.<br>(b) to employees under a scheme of employees' stock option, subject to special resolution passed by company and subject to such other conditions as may be prescribed under the relevant rules of Section 62.<br>(c) to any persons, if it is authorized by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed under the relevant rules of Section 62.<br>(2) The notice shall be dispatched through registered post or speed post or through electronic mode to all the existing shareholders at least three days before the opening of the issue. | **Further Issue of shares** |

| | | |
|---|---|---|
| | (3) Nothing in this Article shall apply to the increase of the subscribed capital of company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the company to convert such debentures or loans into shares in the company:<br>Provided that the terms of issue of such debentures or loan containing such an option have been approved, before the issue of such debentures or the raising of loan, by a special resolution passed by the company in general meeting. | |
| 15. | i. The Company shall have a first and paramount lien—<br>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<br>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:<br>c. Every fully paid shares shall be free from all lien and that in the case of partly paid shares the Issuer's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares<br>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.<br><br>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. | **Lien** |
| 16. | The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:<br><br>Provided that no sale shall be made—<br>a. unless a sum in respect of which the lien exists is presently payable; or<br>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. | |
| 17. | iv. To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.<br>v. The purchaser shall be registered as the holder of the shares comprised in any such transfer.<br>vi. 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. | |
| 18. | 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.<br>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. | |
| 19. | Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint-tenants with benefits of survivorship subject to the following and other provisions contained in these Articles:-<br>a) The Company shall at its discretion, be entitled to decline to register more than three persons as the joint-holders of any share.<br>b) The joint-holders of any shares shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.<br>c) On the death of any such joint-holders, the survivor or survivors | **Joint Holdings** |

| | | |
|---|---|---|
| | shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.<br>d) Any one of such joint-holders may give effectual receipts of any dividends or other moneys payable in respect of such share.<br>e) Only the person whose name stands first in the Register of Members as one of the joint-holders of any share shall be entitled to delivery of the certificate, if any, relating to such share or to receive documents from the Company and any documents served on or sent to such person shall be deemed served on all the joint-holders.<br>f)<br>(i) Any one of the two or more joint-holders may vote at General Meeting either personally or by attorney or by proxy in respect of such shares as if they were solely entitled hereto and if more than one such joint-holders be present at any meeting personally or by proxy or by attorney then one of such joint holders so present whose name stand first in the Register in respect of such shares shall alone be entitled to vote in respect thereof but the other or others of the joint-holders shall be entitled to vote in preference to a joint-holder present by attorney or by proxy although the name of such joint-holder present by attorney or by proxy stands first in Register in respect of such shares.<br>(ii) Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this Clause be deemed as Joint-Holders.<br>g) The provisions of these Articles relating to joint-holding of shares shall mutatis mutandis apply to any other securities including Debentures of the company registered in Joint-names. | |
| 20. | 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:<br>Provided that no call shall exceed one fourth of the nominal value of the shares or be payable at less than one month from the date fixed for the payment of the last preceding call.<br>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.<br>iii. A call may be revoked or postponed at the discretion of the Board. | **Calls on shares** |
| 21. | A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by installments. | |
| 22. | The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof. | |
| 23. | 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.<br>ii. The Board shall be at liberty to waive payment of any such interest wholly or in part. | |
| 24. | 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.<br>ii. In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture<br>iii. or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified. | |
| 25 | The Board—<br>i. 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<br>ii. 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. | |
| 26. | Any uncalled amount paid in advance shall not in any manner entitle the member so advancing the amount, to any dividend or participation in profit or voting right on such amount remaining to be called, until such amount has been duly called-up.<br><br>Provided however that any amount paid to the extent called – up, shall be entitled to proportionate dividend and voting right. | |
| 27. | The Board may at its discretion, extend the time fixed for the payment of any call in respect of any one or more members as the Board may deem appropriate in any circumstances. | |
| 28. | The provisions of these Articles relating to call on shares shall mutatis mutandis apply to any other securities including debentures of the company. | |
| 29. | i. The shares or other interest of any member in the Company shall be a movable property, transferable in the manner provided by the Articles.<br>ii. Each share in the Company shall be distinguished by its appropriate number.<br>iii. A Certificate under the Common Seal of the Company, specifying any shares held by any member shall be prima facie evidence of the title of the member of such shares. | **Transfer of shares** |
| 30. | i. The instrument of transfer of any share in the Company shall be executed by or on behalf of both the transferor and transferee.<br>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. | |
| 31. | The Board may, subject to the right of appeal conferred by section 58 of Companies Act, 2013 and Section 22A of the Securities Contracts (Regulation) Act, 1956,decline to register, by giving notice of intimation of such refusal to the transferor and transferee within timelines as specified under the Act-<br><br>i. the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or | |

| | | |
|---|---|---|
| | ii. any transfer of shares on which the Company has a lien.<br><br>iii. Provided however that the Company will not decline to register or acknowledge any transfer of shares on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever. | |
| 32. | The Board shall decline to recognise any instrument of transfer unless—<br><br>i. the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;<br>ii. the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and the instrument of transfer is in respect of only one class of shares.<br>Provided that, transfer of shares in whatever lot shall not be refused.<br>iii. The Company agrees that when proper documents are lodged for transfer and there are no material defects in the documents except minor difference in signature of the transferor(s),<br>iv. Then the Company will promptly send to the first transferor an intimation of the aforesaid defect in the documents, and inform the transferor that objection, if any, of the transferor supported by valid proof, is not lodged with the Company within fifteen days of receipt of the Company's letter , then the securities will be transferred;<br>v. If the objection from the transferor with supporting documents is not received within the stipulated period, the Company shall transfer the securities provided the Company does not suspect fraud or forgery in the matter. | |
| 33. | The Company agrees that in respect of transfer of shares where the Company has not affected transfer of shares within 1 month or where the Company has failed to communicate to the transferee any valid objection to the transfer within the stipulated time period of 1 month, the Company shall compensate the aggrieved party for the opportunity losses caused during the period of the delay | |
| 34. | On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:<br><br>Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year | |
| 35. | The provisions of these Articles relating to transfer of Shares shall mutatis mutandis apply to any other securities including debentures of the company. | |
| 36. | The Company shall keep a book to be called the "Register of Transfers" and therein shall be fairly and distinctly entered the particulars of every transfer or transmission of any shares. | **Register of Transfers** |
| 37. | The provisions of thisArticle shall apply notwithstanding anything to the contrary contained in any other Article of these Articles.<br>a. The Company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form pursuant to the Depository Act, 1996.<br>a. Option for Investors:<br>**b.**<br><br>Every holder of or subscriber to securities of the Company shall have the option to receive security certificates or to hold the securities with a Depository. Such a person who is the beneficial owner of the Securities can at any time opt out of a | **Dematerialisation of Securities** |

Depository, if permitted, by the law, in respect of any security in the manner provided by the Depositories Act, 1996 and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required Certificates for the Securities.

If a person opts to hold its Security with a Depository, the Company shall intimate such depository the details of allotment of the Security

c. Securities in Depository to be in fungible form:-

- All Securities of the Company held by the Depository shall be dematerialised and be in fungible form.
- Nothing contained in Sections 88, 89, 112 & 186 of the Companies Act, 2013 shall apply to a Depository in respect of the Securities of the Company held by it on behalf of the beneficial owners.

d. Rights of Depositories & Beneficial Owners:-
Notwithstanding anything to the contrary contained in the Act a Depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of Security of the Company on behalf of the beneficial owner.

e. Save as otherwise provided in (d) above, the depository as the registered owner of the Securities shall not have any voting rights or any other rights in respect of the Securities held by it.

f. Every person holding Securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of Securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his Securities which are held by a depository.

ii. Notwithstanding anything contained in the Act to the contrary, where Securities of the Company are held in a depository, the records of the beneficial ownership may be served by such depository to the Company by means of electronic mode or by delivery of floppies or discs.

iii. Nothing contained in Section 56 of the Companies Act, 2013 shall apply to a transfer of Securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.

iv. Notwithstanding anything contained in the Act, where Securities are dealt with by a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.

v. Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for Securities issued by the Company shall apply to Securities held with a Depository.

vi. The Company shall cause to be kept at its Registered Office or at such other place as may be decided, Register and Index of Members in accordance with Section 88 and other applicable provisions of the

| | | |
|---|---|---|
| | Companies Act 2013 and the Depositories Act, 1996 with the details of Shares held in physical and dematerialised forms in any media as may be permitted by law including in any form of electronic media.<br><br>vii. The Register and Index of beneficial owners maintained by a depository under Section 11 of the Depositories Act, 1996, shall be deemed to be the Register and Index of Members for the purpose of this Act. The Company shall have the power to keep in any state or country outside India, a Register of Members for the residents in that state or Country. | |
| 38. | 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 recognised by the Company as having any title to his interest in the shares.<br>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. | **Transmission of Shares** |
| 39. | 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—<br>a. to be registered himself as holder of the share; or<br>b. to make such transfer of the share as the deceased or insolvent member could have made.<br><br>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. | |
| 40. | 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.<br>ii. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.<br>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. | |
| 41. | 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:<br><br>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. | |
| 42. | The provisions of these Articles relating to transmission of shares shall mutatis mutandis apply to any other securities including debentures of the Company.<br><br>No fee shall be charged for requisition of transfer, transmission, probate, succession certificate and letter of admiration, Certificate of Death or marriage, | |

| | | |
|---|---|---|
| | power of attorney or similar other documents. | |
| 43. | If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued. | **Forfeiture of Shares** |
| 44. | The notice aforesaid shall—<br>i. 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<br>ii. state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited. | |
| 45. | If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect. | |
| 46. | i. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.<br>ii. At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit. | |
| 47. | 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.<br>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. | |
| 48. | 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;<br>ii. The Company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute transfer of the shares in favour of the person to whom the share is sold or disposed off;<br>iii. The transferee shall thereupon be registered as the holder of the share; and<br>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. | |
| 49. | The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share. | |
| 50. | Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares the validity of the sale shall not be impeached by any person. | |
| 51. | Upon any sale, re-allotment or other disposal under the provisions of the preceding articles, the certificate(s), if any, originally issued in respect of the relative shares | |

| | | |
|---|---|---|
| | shall (unless the same shall on demand by the company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto. | |
| 52. | The Board may, subject to the provision of the Act, accept a surrender of any share from or by any member desirous of surrendering them on such terms as they think fit. | |
| 53. | The Provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified. | |
| 54. | The provisions of these articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company. | |
| 55. | Neither a judgment in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction there under nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member to the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from proceeding to enforce forfeiture of such shares as hereinafter provided. | **Initial payment not to preclude forfeiture** |
| 56. | The Company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution. | |
| 57. | Subject to the provisions of section 61, the Company may, by ordinary resolution,—<br><br>i. consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;<br>ii. convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;<br>iii. sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;<br>iv. 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. | **Alteration of capital** |
| 58. | Where shares are converted into stock,—<br><br>i. 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:<br><br>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.<br><br>ii. 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. | **Conversion of Shares into Stock** |

| | | |
|---|---|---|
| | iii. Such of the articles of the Company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively. | |
| 59. | The Company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—<br><br>i. its share capital;<br>ii. any capital redemption reserve account; or<br>iii. Any share premium account. | **Reduction of Capital** |
| 60. | The Company may issue share warrants subject to, and in accordance with, the provisions of the Act, and accordingly the Board may in its discretion, with respect to any share which is fully paid-up, on application in writing signed by the person registered as holder of the share, and authenticated by such evidence (if any) of the share and the amount of the stamp duty on the warrant and such fee as the Board may from time to time require, issue of a share warrant.<br><br>The bearer of a share warrant may at any time, deposit the warrant in the office of the Company and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for calling a meeting of the Company, and of attending and voting and exercising the other privileges of a member at any meeting held after the expiry of two days from the time of deposit, as if his name were inserted in the register of members as the holder of the shares including in the deposited warrants.<br><br>Not more than one person shall be recognized as depositor of the share warrant.<br><br>The Company shall, on two days written notice, return the deposited share warrants to the depositor.<br><br>Subject herein otherwise expressly provided, no person shall, as bearer of a share warrant, sign a requisition for calling a member of the Company or attend or vote or exercise any other privilege of a member at a meeting of the Company, or be entitled to receive any notice from the Company.<br><br>The bearer of share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the register of members as the holders of shares included in the warrant, and he shall be a member of the Company.<br><br>The Board may from time to time, make rules as to the terms on which (if it shall think fit) a new share warrant of coupon may be issued by way of renewal in case of defacement, loss or destruction. | **Share Warrants** |
| 61. | i. The Company in general meeting may, upon the recommendation of the Board, resolve—<br>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, or otherwise available for distribution; and<br>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 | **Capitalisation of profits** |

| | | |
|---|---|---|
| | the same proportions.<br><br>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—<br><br>d. paying up any amounts for the time being unpaid on any shares held by such members respectively;<br>e. paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid-up bonus shares, to and amongst such members in the proportions aforesaid;<br>f. partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b);<br>g. 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;<br>h. The Board shall give effect to the resolution passed by the Company in pursuance of this -regulation.<br><br>iii. Allotment or Distribution of Bonus Shares shall not be made to those Members who furnish to the Company in written intimation waiving their entitlement to receive such allotment or distribution of shares credited as fully paid up pursuant to this Article 61 as the case may be, and accordingly the corresponding amount shall not be capitalized. | |
| 62. | i. Whenever such a resolution as aforesaid shall have been passed, the Board shall—<br>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<br>b) generally to do all acts and things required to give effect thereto.<br><br>ii. The Board shall have power—<br>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 infractions; and<br>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;<br><br>iii. Any agreement made under such authority shall be effective and binding on such members. | |
| 63. | 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. | **Buy-back of shares** |
| 64. | All General Meetings other than annual general meeting shall be called extra-ordinary general meetings. | **General Meeting** |
| 65. | i. The Board may, whenever it thinks fit, call an extraordinary general | |

| | | |
|---|---|---|
| | meeting.<br><br>ii. The General meeting including Annual general meeting shall be convened by giving notice of clear 21 days in advance as per section 101 of Companies Act 2013. The directors if they think fit may convene a General Meeting including Annual General Meeting of the company by giving a notice thereof being not less than three days if consent is given in writing or by electronic mode by not less than ninety-five per cent. of the members entitled to vote at such meeting.<br><br>iii. If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the Company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board. | |
| 66. | 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.<br>ii.<br>i. Unless the number of members as on date of meeting are not more than one thousand, five members personally present shall be the quorum for a general meeting of the Company.<br>ii. In any other case, the quorum shall be decided as under:<br><br>a) fifteen members personally present if the number of members as on the date of meeting is more than one thousand but up to five thousand;<br>b) thirty members personally present if the number of members as on the date of the meeting exceeds five thousand; | **Proceedings at general meetings** |
| 67. | The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the Company. | |
| 68. | If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting. | |
| 69. | If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting. | |
| 70. | The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll. | |
| 71. | A declaration by the Chairman in pursuance of Section 107 of the Companies Act, 2013 that on a show of hands, a resolution has or has not been carried, either unanimously or by a particular majority, and an entry to that effect in the books containing the minutes of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes cast in favour of or against such resolution. | |
| 72. | i. Before or on the declaration of the result of the voting on any resolution of a show of hands, a poll may be ordered to be taken by the Chairman of the meeting of his own motion and shall be ordered to be taken by him on a demand made in that behalf by any member or members present in person or by proxy and holding shares in the Company which confer a power to vote on the resolution not being less than one-tenth of the total voting power in respect of the resolution or on which an aggregate sum of not less than five Lac rupees has been paid up. | **Demand for poll** |

| | | |
|---|---|---|
| | ii. The demand for a poll may be withdrawn at any time by the person or persons who made the demand. | |
| 73. | i. A poll demanded on a question of adjournment shall be taken forthwith.<br>ii. A poll demanded on any other question (not being a question relating to the election of a Chairman which is provided for in Section 104 of the Act) shall be taken at such time not being later than 48 (forty eight) hours from the time when the demand was made, as the Chairman may direct. | **Time of taking poll** |
| 74. | 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.<br>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.<br>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.<br>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. | **Adjournment of meeting** |
| 75. | Subject to any rights or restrictions for the time being attached to any class or classes of shares,—<br>i. on a show of hands, every member present in person shall have one vote; and<br>ii. 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. | **Voting rights** |
| 76. | A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once. | |
| 77. | 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.<br>ii. For this purpose, seniority shall be determined by the order in which the names stand in the register of members. | |
| 78. | A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy. | |
| 79. | Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the transmission clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours before the time of holding the meeting or adjourned meeting as the case may be at which he proposes to vote, he shall satisfy the Directors of his right to such shares unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof. | |
| 80. | Any business other than that upon which a poll has been demanded may be preceded with, pending the taking of the poll. | |
| 81. | No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid. | |
| 82. | 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.<br>ii. Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive. | |
| 83 | No member shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been | |

| | | |
|---|---|---|
| | paid, or in regard to which the Company has exercised any right of lien. | |
| 84. | In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the polls is demanded shall be entitled to a casting vote in addition to his own vote or votes to which he may be entitled as a member. | **Casting Vote** |
| 85. | A body corporate (whether a Company within the meaning of the Act or not) if it is a member or creditor (including a holder of debentures) of the Company may in accordance with the provisions of Section 113 of the Companies Act, 2013 authorise such person by a resolution of its Board of Directors as it thinks fit, to act as its representative at any meeting of the Company or of any class of members of the Company or at any meeting of creditors of the Company. | **Representation of Body Corporate** |
| 86. | The Company shall comply with provisions of Section 111 of the Companies Act, 2013, relating to circulation of member's resolution. | **Circulation of member's resolution** |
| 87. | The Company shall comply with provisions of Section 115 of the Act relating to resolution requiring special notice. | **Resolution requiring special notice** |
| 88. | The provisions of Section 116 of Companies Act, 2013 shall apply to resolutions passed at an adjourned meeting of the Company, or of the holders of any class of shares in the Company and of the Board of Directors of the Company and the resolutions shall be deemed for all purposes as having been passed on the date on which in fact they were passed and shall not be deemed to have been passed on any earlier date. | **Resolutions passed at adjourned meeting** |
| 89. | The Company shall comply with the provisions of Section 117 and 179 of the Companies Act, 2013 relating to registration of certain resolutions and agreements. | **Registration of resolutions and agreements** |
| 90. | i. The Company shall cause minutes of all proceedings of general meetings, and of all proceedings of every meeting of its Board of Directors or of every Committee of the Board to be kept by making within thirty days of the conclusion of every such meeting concerned, entries thereof in books kept for the purpose with their pages consecutively numbered.<br>ii. Each page of every such book shall be initialled or signed and the last page of the record of proceedings of each meeting in such books shall be dated and signed :<br>A. in the case of minutes of proceedings of the Board or of a Committee thereof by the Chairman of the said meeting or the Chairman of the next succeeding meeting.<br>B. in the case of minutes of proceedings of the general meeting by Chairman of the said meeting within the aforesaid period, of thirty days or in the event of the death or inability of that Chairman within that period, by a Director duly authorised by the Board for the purpose.<br>C. In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.<br>D. The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.<br>E. All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of the meeting.<br>F. In the case of a meeting of the Board of Directors or of a | **Minutes of proceedings of general meeting and of Board and other meetings** |

| | | |
|---|---|---|
| | Committee of the Board, the minutes shall also contain:<br>a. the names of the Directors present at the meetings, and<br>b. in the case of each resolution passed at the meeting, the names of the Directors, if any dissenting from or not concurring in the resolution.<br><br>iii. Nothing contained in Clauses (a) to (d) hereof shall be deemed to require the inclusion in any such minutes of any matter which in the opinion of the Chairman of the meeting:<br>a. is or could reasonably be regarded, as defamatory of any person<br>b. is irrelevant or immaterial to the proceedings; or<br>c. in detrimental to the interests of the Company.<br><br>iv. The Chairman shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in this clause. | |
| 91. | The minutes of meetings kept in accordance with the provisions of Section 118 of the Companies Act, 2013 shall be evidence of the proceedings recorded therein. | **Minutes to be considered to be evidence** |
| 92. | No document purporting to be a report of the proceedings of any general meeting of the Company shall be circulated or advertised at the expenses of the Company unless it includes the matters required by Section 118 of the Act to be contained in the Minutes of the proceedings of such meeting. | **Publication of reports of proceeding of general meetings** |
| 93. | The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid. | **Proxy** |
| 94. | An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105. | |
| 95. | 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:<br><br>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. | |
| 96. | The first Directors of the Company shall be:<br>1. Mr. Anil Kumar Mittal<br>2. Mr. Sanjeev Kumar Binani | **Board of Directors** |
| 97. | The Directors need not hold any "Qualification Share(s)". | |
| 98. | Appointment of Senior Executive as a Whole Time DirectorSubject to the provisions of the Act and within the overall limit prescribed under these Articles for the number of Directors on the Board, the Board may appoint any persons as a Whole Time Director of the Company for such a period and upon such terms and | |

| | | |
|---|---|---|
| | conditions as the Board may decide. The Senior Executive so appointed shall be governed by the following provisions:<br><br>He may be liable to retire by rotation as provided in the Act but shall be eligible for re-appointment. His re-appointment as a Director shall not constitute a break in his appointment as Whole Time Director. He shall be reckoned as Director for the purpose of determining and fixing the number of Directors to retire by rotation. He shall cease to be a Director of the Company on the happening of any event specified in Section 164 of the Act. Subject to what is stated herein above, he shall carry out and perform all such duties and responsibilities as may, from time to time, be conferred upon or entrusted to him by Managing Director(s) and / or the Board, shall exercise such powers and authorities subject to such restrictions and conditions and / or stipulations as the Managing Director(s) and /or the Board may, from time to time determine.<br><br>Nothing contained in this Article shall be deemed to restrict or prevent the right of the Board to revoke, withdraw, alter, vary or modify all or any such powers, authorities, duties and responsibilities conferred upon or vested in or entrusted to such whole time directors. | |
| 99. | i. The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.<br>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—<br>a. in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or<br>b. in connection with the business of the company. | |
| 100. | The Board may pay all expenses incurred in getting up and registering the company | |
| 101. | The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may thinks fit respecting the keeping of any such register. | |
| 102. | 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. | |
| 103. | 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. | |
| 104. | 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.<br>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. | |
| 105. | Not less than two-thirds of the total number of Directors of the Company, excluding the Independent directors if any appointed by the Board, shall be persons whose period of office is liable to determination by retirement of Directors by rotation and save as otherwise expressly provided in the Act and these Articles be appointed by the Company in General Meeting. | **Retirement and Rotation of Directors** |
| 106. | The remaining Directors shall be appointed in accordance with the provisions of the Act | |

| | | |
|---|---|---|
| 107. | At the Annual General Meeting in each year one-third of the Directors for the time being as are liable to retire by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office. | |
| 108. | Subject to the provisions of the Act and these Articles the Directors to retire by rotation under the foregoing Article at every Annual General Meeting shall be those who have been longest in the office since their last appointment, but as between persons who became Directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot. Subject to the provision of the Act, a retiring Director shall retain office until the dissolution of the meeting at which his reappointment is decided or successor is appointed. | |
| 109. | Subject to the provisions of the Act and these Articles, the retiring Director shall be eligible for reappointment. | |
| 110. | Subject to the provision of the Act and these Articles, the Company, at the Annual General Meeting at which a Director retires in the manner aforesaid may fill up the vacated office by electing the retiring Director or some other person thereto. | |
| 111. | Notwithstanding anything to the contrary contained in these Articles, so long as any moneys remain owing by the Company to any of the Finance Corporation or Credit Corporation or to any other Finance Company or Body out of any loans granted by them to the Company or Body (hereinafter in this Article referred to as "the Corporation") continue to hold debentures or shares in the Company as a result of underwriting or by direct subscription or private placement, or so long as any liability of the Company arising out of any guarantee furnished by the Corporation on behalf of the Company remains outstanding, the Corporation shall have a right to appoint from time to time, any person or persons as a Director or Directors wholetime or non-wholetime (which Director or Directors is/are hereinafter referred to as "Nominee Director/s") on the Board of the Company and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their places. | **Nominee Director** |
| 112. | The terms and conditions of appointment of a Nominee Director/s shall be governed by the agreement that may be entered into or agreed with mutual consent with such Corporation. At the option of the Corporation such Nominee Director/s shall not be required to hold any share qualification in the Company. Also at the option of the Corporation such Nominee Director/s shall not be liable to retirement by rotation of Directors. | |
| 113. | The Nominee Directors so appointed shall hold the said office only so long as any money only so long as any moneys remain owing by the Company to the Corporation or so long as the Corporation holds Shares or Debentures in the Company as a result of direct subscription or private placement or the liability of the Company arising out of any Guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said power shall ipso facto vacate such office immediately, if the moneys owing by the Company to the Corporation is paid off or on the Corporation ceasing to hold debentures/shares in the Company or on the satisfaction of the liability of the Company arising out of any Guarantee furnished by the Corporation. | |
| 114. | The Nominee Directors appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board Meetings and/or the Meetings of the Committee of which the Nominee Director/s is/are members as also the minutes of such meetings. The Corporation shall also be entitled to receive all such notices and minutes. The Company shall pay to the Nominee Director/s sitting fees and expenses to which the other Directors of the Company are entitled, but if any other fees, commission monies or remuneration in any form is payable to the Directors of the Company, the fees, commission, monies and remuneration in relation to such Nominee Directors shall accrue to the Corporation and same shall accordingly be | |

| | | |
|---|---|---|
| | paid by the Company directly to the Corporation. Any expenses that may be incurred by the Corporation or by such Nominee Directors in connection with their appointment or Directorship shall also be paid or reimbursed by the Company to the Corporation or as the case may be to such Nominee Directors.<br><br>Provided that if any such Nominee Directors is an Officer of the Corporation / IDBI, the sitting fees in relation to such Nominee Directors shall also accrue to the Corporation/ IDBI as the case may be and the same shall accordingly be paid by the Company directly to the Corporation. | |
| 115. | Provided also that in the event of the Nominee Directors being appointed as Wholetime Directors such Nominee Directors shall exercise such powers and duties as may be approved by the Lenders. Such Nominee Director/s shall be entitled to receive such remuneration, fees, commission and moneys as may be approved by the Lenders. | |
| 116. | The Company may (subject to the provisions of Act and other applicable provisions and these Articles) remove any Director before the expiry of his period of office after giving him a reasonable opportunity of being heard. | **Removal of Directors** |
| 117. | Special notice as provided in the Act shall be given of any resolution to remove a Director under this Article or to appoint some other person in place of a Director so removed at the meeting at which he is removed. | |
| 118. | On receipt of the notice of a resolution to remove a Director under this Article, the Company shall forthwith send a copy thereof to the Director concerned and the Director (whether or not he is a member of the Company) shall be entitled to be heard on the resolution at the meeting. | |
| 119. | Where notice is given of a resolution to remove a Director under this Article and the Director concerned makes with respect thereto representations in writing to the Company and requests its notification to members of the Company, the Company shall, if the time permits it to do so-,<br>(a) in any notice of the resolution given to members of the Company state the fact of the representations having been made, and<br>(b) send a copy of the representations to every member of the Company to whom the notice of the meeting is sent ( whether before or after the receipt of representation by the Company) and if a copy of the representation is not sent as aforesaid due to insufficient time or for the company's default, the director may without prejudice to his right to be heard orally require that the representation shall be read out at the meeting:<br><br>Provided that copy of the representation need not be sent out and the representation need not be read out at the meeting if, on the application either of the company or of any other person who claims to be aggrieved, the Tribunal is satisfied that the rights conferred by this sub-section are being abused to secure needless publicity for defamatory matter; and the Tribunal may order the company's costs on the application to be paid in whole or in party by the director notwithstanding that he is not a party to it. | |
| 120. | A vacancy created by the removal of a director under this article, if he had been appointed by the company in general meeting or by the Board, be filled by the appointment of another director in his place at the meeting at which he is removed, provided special notice of the intended appointment has been given as prescribed in the Act. | |
| 121. | A director so appointed shall hold office till the date up to which his predecessor would have held office if he had not been removed. | |
| 122. | If the vacancy is not filled under clause (5) above , it may be filled as a casual vacancy in accordance with the provisions of this Act: | |

| | | |
|---|---|---|
| | Provided that the director who was removed from office shall not be reappointed as a director by the Board of Directors | |
| 123. | Nothing in this section shall be taken-<br>a) as depriving a person removed under this section of any compensation or damages payable to him in respect of the termination of his appointment as director as per the terms of contact or terms of his appointment as director, or of any other appointment terminating with that as director; or<br>b) as derogating from any power to remove a director under other provisions of this Act. | |
| 124. | Subject to provisions of the Act, the Directors including Managing or whole time Directors shall be entitled to and shall be paid such remuneration as may be fixed by the Board of Directors from time to time in recognition of the services rendered by them for the company.<br><br>In addition to the remuneration payable to the Directors as above, they may be paid all travelling, hotel and other expenses incurred by them.<br>a. In attending and returning from meetings of the Board of Directors and committee thereof, all General Meetings of the company and any of their adjourned sittings, or<br>b. In connection with the business of the Company. | **Remuneration and sitting fees to Directors including Managing and whole time Directors** |
| 125. | Each Director shall be entitled to be paid out of the funds of the Company by way of sitting fees for his services not exceeding the sum of Rs. 1,00,000/-( Rupees One Lac) as may be fixed by Directors from time to time for every meeting of the Board of Directors and/ or committee thereof attended by him in addition to any remuneration paid to them. If any Director being willing is appointed to an executive office either whole time or part time or be called upon to perform extra services or to make any special exertions for the purpose of the Company then subject to Section 196, 197 & 198, read with Schedule V of the Act, the Board may remunerate such Directors either by a fixed sum or by a percentage of profit or otherwise and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled to. | |
| 126. | i. Without derogating from the powers vested in the Board of Directors under these Articles, the Board shall exercise the following powers on behalf of the Company and they shall do so only by means of resolutions passed at meetings of the Board.<br><br>a. The power to make calls on shareholders in respect of money unpaid on their shares;<br>b. The Power to authorize buy-back of securities under Section 68 of the Act.<br>c. Power to issue securities, including debenture, whether in or outside India<br>d. The power to borrow moneys<br>e. The power to invest the funds of the Company,<br>f. Power to Grant loans or give guarantee or provide security in respect of loans<br>g. Power to approve financial statements and the Board's Report<br>h. Power to diversify the business of the Company<br>i. Power to approve amalgamation, merger or reconstruction<br>j. Power to take over a Company or acquire a controlling or substantial stake in another Company | **Powers and duties of Directors:**<br><br>**Certain powers to be excercised by the Board only at meeting** |

| | | |
|---|---|---|
| | k. Powers to make political contributions;<br>l. Powers to appoint or remove key managerial personnel (KMP);<br>m. Powers to take note of appointment(s) or removal(s) of one level below the Key Management Personnel;<br>n. Powers to appoint internal auditors and secretarial auditor;<br>o. Powers to take note of the disclosure of director's interest and shareholding;<br>p. Powers to buy, sell investments held by the Company (other than trade investments), constituting five percent or more of the paid up share capital and free reserves of the investee Company;<br>q. Powers to invite or accept or renew public deposits and related matters;<br>r. Powers to review or change the terms and conditions of public deposit;<br>s. Powers to approve quarterly, half yearly and annual financial statements or financial results as the case may be.<br><br>Provided that the Board may by resolution passed at the meeting, delegate to any Committee of Directors, the Managing Director, the Manager or any other principal officer of the Company or in the case of a branch office of the Company, a principal officer of the branch office, the powers specified in sub-clauses (d), (e) and (f) to the extent specified in clauses (ii), (iii) and (iv) respectively on such condition as the Board may prescribe.<br><br>ii. Every resolution delegating the power referred to in sub-clause (d) of clause (i) shall specify the total amount outstanding at any one time up to which moneys may be borrowed by the delegate.<br><br>iii. Every resolution delegating the power referred to in sub-clause (e) of clause (i) shall specify the total amount up to which the funds of the Company may be invested and the nature of the investments which may be made by the delegate.<br><br>iv. Every resolution delegating the power referred to in sub-clause (f) of clause (i) shall specify the total amount up to which loans may be made by the delegates, the purposes for which the loans may be made and the maximum amount up to which loans may be made for each such purpose in individual cases.<br><br>v. Nothing in this Article shall be deemed to affect the right of the Company in general meeting to impose restrictions and conditions on the exercise by the Board of any of the powers referred to in this Article. | |
| 127. | i. The Board of Directors of the Company shall not except with the consent of the Company in general meeting :<br>a) sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or where the Company owns more than one undertaking of the whole or substantially the whole of any such undertaking;<br>b) remit, or give time for the repayment of any debt, due by a Director;<br>c) invest, otherwise than in trust securities, the amount of compensation received by it as a result of any merger or amalgamation;<br>d) borrow moneys, where the money to be borrowed, together with | **Restriction on powers of Board** |

| | | |
|---|---|---|
| | the moneys already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose; or<br>e) contribute to *bona fide* charitable and other funds, aggregate of which ill in any financial year, exceed five percent of its average net profits during the three financial years, immediately proceedings.<br><br>ii. Nothing contained in sub-clause (a) above shall affect:<br><br>a) the title of a buyer or other person who buys or takes a lease of any such undertaking as is referred to in that sub-clause in good faith and after exercising due care and caution, or<br>b) the selling or leasing of any property of the Company where the ordinary business of the Company consists of, or comprises such selling or leasing.<br><br>iii. Any resolution passed by the Company permitting any transaction such as is referred to in sub-clause (i) (a) above, may attach such conditions to the permission as may be specified in the resolution, including conditions regarding the use, disposal or investment of the sale proceeds which may result from the transaction. Provided that this clause shall not be deemed to authorise the Company to effect any reduction in its capital except in accordance with the provisions contained in that behalf in the Act.<br><br>iv. No debt incurred by the Company in excess of the limit imposed by sub-clause (d) of clause (i) above, shall be valid or effectual, unless the lender proves that he advanced the loan in good faith and without knowledge that the limit imposed by that clause had been exceeded. | |
| 128. | Due regard and compliance shall be observed in regard to matters dealt with by or in the Explanation contained in Section 180 of the Companies Act, 2013 and in regard to the limitations on the power of the Company contained in Section 182 of the Companies Act, 2013. | |
| 129. | Subject to the provisions of the Act, the management of the business of the Company shall be vested in the Directors and the Directors may exercise all such powers and do all such acts and things as the Company is by the Memorandum of Association or otherwise authorised to exercise and do and not hereby or by the statue or otherwise directed or required to be exercised or done by the Company in General Meeting, but subject nevertheless to the provisions of the Act and other Act and of the Memorandum of Association and these Articles and to any regulations, not being inconsistent with the Memorandum of Association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. | **General powers of the Company vested in Directors** |
| 130. | Without prejudice to the general powers conferred by Article above and the other powers conferred by these presents and so as not in any way to limit any or all of those powers and subject to the provisions of the Act and these Articles, it is hereby expressly declared that the Directors shall have the following powers: | **Specific powers given to Directors** |

| | | | |
|---|---|---|---|
| | i. | to pay and charge to the capital account of the Company and interest lawfully payable thereon under the provisions of Sections 76 corresponding to Section 40 of the Companies Act, 2013; | |
| | ii. | to purchase or otherwise acquire any lands, buildings, machinery, premises, hereditaments, property effects, assets, rights, credits, royalties, bounties and goodwill of any person, firm or Company carrying on the business which this Company is authorised to carry on, at or for such price or consideration and generally on such terms and conditions as they may think fit; and in any such purchase or acquisition to accept such title as the Board may believe or may be advised to be reasonable satisfactory; | |
| | iii. | to purchase, or take on lease for any term or terms of years, or otherwise acquire any mills or factories or any land or lands, with or without buildings and outhouses thereon, situate in any part of India, at such price or rent and under and subject to such terms and conditions as the Directors may think fit; and in any such purchase, lease or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory; | |
| | iv. | to pay for any property, rights or privileges acquired by or services rendered to the Company, either wholly or partially, in cash or in shares, bonds, debentures, debenture stock or other securities of the Company, and any such shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures, debenture stock or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged; | |
| | v. | To erect, construct, enlarge, improve, alter, maintain, pull down rebuilt or reconstruct any buildings, factories, offices, workshops or other structures, necessary or convenient for the purposes of the Company and to acquire lands for the purposes of the Company; | |
| | vi. | To let, mortgage, charge, sell or otherwise dispose of subject to the provisions of Section 180 of the Companies Act, 2013 any property of the Company either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as they think fit and to accept payment or satisfaction for the same in cash or otherwise, as they may think fit; | |
| | vii. | To insure and keep insured against loss or damage by fire or otherwise, for such period and to such extent as they may think proper, all or any part of the building, machinery, goods, stores, produce and other moveable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power; | |
| | viii. | Subject to Section 179 of the Companies Act, 2013 to open accounts with any bank or bankers or with any Company, firm, or individual and to pay money into and draw money from any account from time to time as the Directors may think fit; | |

| | | | |
|---|---|---|---|
| | ix. | To secure the fulfilment of any contracts or engagements entered into by the Company by mortgage or charge of all or any of the properties of the Company and its unpaid capital for the time being or in such other manner as they may think fit; | |
| | x. | To attach to any shares to be issued as the consideration for any contract with or property acquired by the Company, or in payment for services rendered to the Company, such conditions, subject to the provisions of the Act, as to the transfer thereof as they may think fit; | |
| | xi. | To accept from any member on such terms and conditions as shall be agreed, a surrender of his shares or stock or any part thereof subject to the provisions of the Act; | |
| | xii. | To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Company any property belonging to the Company or in which it is interested or for other purposes and to execute and do all such deeds and things as may be requisite in relation to any such trusts and to provide for the remuneration of such trustee or trustees; | |
| | xiii. | To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its Officers or otherwise concerning the affairs of the Company and also subject to the provisions of Section 180 of the Companies Act, 2013 to compound and allow time for payment or satisfaction of any debts due, or of any claims or demands by or against the Company; | |
| | xiv. | Subject to the provisions of Sections 180 of the Companies Act, 2013 to invest and deal with any of the moneys of the Company, not immediately required for the purpose thereof, upon such Shares, securities or investments (not being Shares in this Company) and in such manner as they may think fit, and from time to time to vary or realize such investments. | |
| | xv. | Subject to such sanction as may be necessary under the Act or these Articles, to give any Director, Officer, or other person employed by the Company, an interest in any particular business or transaction either by way of commission on the gross expenditure thereon or otherwise or a share in the general profits of the Company, and such interest, commission or share of profits shall be treated as part of the working expenses of the Company. | |
| | xvi. | To provide for the welfare of employees or ex-employees of the Company and their wives, widows, families, dependants or connections of such persons by building or contributing to the building of houses, dwelling, or chawls or by grants of money, pensions, allowances, gratuities, bonus or payments by creating and from time to time subscribing or contributing to provident and other funds, institutions, or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendances and other assistance as the Directors shall think fit; | |
| | xvii. | To establish and maintain or procure the establishment and maintenance | |

| | | |
|---|---|---|
| | of any contributory or non contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments, to any persons who are or were at any time in the employment or services of the Company, or of any Company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary Company, or who are or were at anytime Directors or officers of the Company or of any such other Company as aforesaid, and the wives, widows, families and dependants of any such persons and, also to establish and subsidize and subscribe to any institution, association, clubs or funds collected to be for the benefit of or to advance the interests and well being of the Company or of any such other Company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other Company as aforesaid;<br><br>xviii. To decide and allocate the expenditure on capital and revenue account either for the year or period or spread over the years.<br><br>xix. To appoint and at their discretion to remove or suspend such Managers, Secretaries, Officers, Clerks, Agents and servants for permanent, temporary or special service as they may from time to time think fit, and to determine their powers and duties, and fix their salaries or emoluments and require security in such instances and to such amounts as they may think fit, and from time to time to provide for the management and transactions of the affairs of the Company in any special locality in India in such manner as they may think fit. The provisions contained in the clause following shall be without prejudice to the general powers conferred by this clause.<br><br>xx. At any time and from time to time by power of attorney to appoint any person or persons to be the Attorney or Attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these presents) and for such period and subject to such conditions as the Directors may from time to time think fit and any such appointment (if the Directors may think fit) be made in favour of any Company or the members, directors, nominees or managers of any Company or firm or otherwise in favour of any fluctuating body or person whether nominated, directly or indirectly by the Directors and such power of attorney may contain any such powers for the protection or convenience of persons dealing with such Attorneys as the Directors may think fit; and may contain powers enabling any such delegates or Attorneys as aforesaid to sub-delegate all or any of the powers, authorities, and discretion for the time being vested in them.<br><br>xxi. To enter into all such negotiations, contracts and rescind and/or vary all such contracts and to execute and do all such acts, deeds, and things in the name of on behalf of the Company as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company; | |
| 131. | a) Subject to the provisions of the Act and of these Articles the Board shall have power to appoint from time to time one or more Directors | **MANAGING DIRECTORS** |

| | | |
|---|---|---|
| | as Managing Director or Managing Directors and/or Whole-time Directors of the Company for a fixed term not exceeding five years at a time and upon .such terms and conditions as the Board thinks fit, and the Board may by resolution vest in such Managing Director(s)/Whole-time Director(s), such of the power hereby vested in the Board generally as it thinks fit, and such powers may be made exercisable for such period or periods, and upon such condition and subject to such restriction as it may determine, the remuneration of such Directors may be by way of monthly remuneration and/or fee for each meeting and/or participation in profits, or by any or all of those modes, or of any other mode not expressly prohibited by the Act.<br><br>b) Subject to the approval of shareholders in their meeting, the managing director of the Company may be appointed and continue to hold the office of the chairman and Managing Director or Chief Executive officer of the Company at the same time.<br><br>c) Subject to the provisions of Sections 197 & 198 of the Act, the appointment and payment of remuneration to the above Director shall be subject to approval of the members in general meeting and of the Central Government. | **Power to appoint Managing or Whole-time Directors** |
| 132. | a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.<br>b) A Director may, and the manager or secretary on the requisition of a Director shall, at any time, summon a meeting of the Board. | **Proceedings of the Board** |
| 133. | The quorum for meetings of Board/Committees shall be as provided in the Act or under the rules. | |
| 134. | a) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.<br>b) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote. | |
| 135. | 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. | |
| 136. | The participation of Directors in a meeting of the Board/ Committees may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law. | |
| 137. | a) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.<br>b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be Chairperson of the meeting. | |
| 138. | a) 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.<br>b) 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. | **Delegation of Powers of Board to Committee** |
| 139. | a) A committee may elect a Chairperson of its meetings.<br>b) If no such Chairperson is elected, or if at any meeting the Chairperson is | |

| | | |
|---|---|---|
| | not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting. | |
| 140. | a) A committee may meet and adjourn as it thinks fit.<br>b) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote. | |
| 141. | 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 D irector or such person had been duly appointed and was qualified to be a director. | |
| 142. | 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 | |
| 143. | Subject to the provisions of the Act,—<br>a) A chief executive officer, manager, Company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may thinks fit; and any chief executive officer, manager, Company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;<br>b) A director may be appointed as chief executive officer, manager, Company secretary or chief financial officer. | **Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer** |
| 144. | A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officers, manager, Company Secretary or chief Financial Officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief Financial Officer. | |
| 145. | a) The Board shall provide for the safe custody of the seal.<br>b) 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. | **The Seal** |
| 146. | The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board. | |
| 147. | 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. | |
| 148. | a) The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising 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. | **Dividends and Reserve** |

| | | |
|---|---|---|
| | b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve. | |
| 149 | a) 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.<br>b) 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.<br>c) 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. | |
| 150. | 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. | |
| 151. | a) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.<br>b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. | |
| 152. | 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. | |
| 153. | 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. | |
| 154. | No dividend shall bear interest against the Company.<br><br>Provided however that no amount outstanding as unclaimed dividends shall be forfeited unless the claim becomes barred by law and that such forfeiture, when effected, will be annulled in appropriate cases; | |
| 155. | Where a dividend has been declared by a company but has not been paid or claimed within thirty days from the date of the declaration, the company shall, within seven days from the date of expiry of the thirty days, transfer the total amount of dividend which remains unpaid or unclaimed to a special account to be opened by the company in that behalf in any scheduled bank to be called the Unpaid Dividend Account as per provisions of section 124 and any other pertinent provisions in rules made thereof.<br><br>The company shall transfer any money transferred to the unpaid dividend account of a company that remains unpaid or unclaimed for a period of seven years from the date of such transfer, to the Fund known as Investor Education and Protection Fund established under section 125 of the Act. | |
| 156. | The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares. | |
| 157. | Payment in any way whatsoever shall be made at the risk of the person entitled to | |

| | | |
|---|---|---|
| | the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made. | |
| 158. | a) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of members not being directors.<br>b) No member (not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Board or by the Company in general meeting. | **Accounts** |
| 159. | Minutes Books of General Meetings<br><br>a) The books containing the minutes of the proceedings of any general meeting of the Company shall;<br>i. be kept at the registered office of the Company, and<br>ii. be open, during the business hours to the inspection of any member without charge subject such reasonable restrictions as the Company may, in general meeting impose so however that not less than two hours in each day are allowed for inspection.<br><br>Provided however that any person willing to inspect the minutes books of General Meetings shall intimate to the Company his willingness atleast 15 days in advance.<br><br>b) Any member shall be entitled to be furnished, within seven days after he has made a request in that behalf of the Company, with a copy of any minutes referred to in Clause (a) above, on payment of Rs. 10/- (Ten Rupees only) for each page or part thereof | **Inspection of Statutory Documents of the Company** |
| 160. | Register of charges:<br><br>a) The Company shall keep at its registered office a Register of charges and enter therein all charges and floating charges specifically affecting any property or assets of the Company or any of its undertakings giving in each case the details as prescribed under the provisions of the Act.<br>b) The register of charges and instrument of charges, as per clause (i) above, shall be open for inspection during business hours—<br>a. by any member or creditor without any payment of fees; or<br>b. by any other person on payment of such fees as may be prescribed,<br><br>Provided however, that any person willing to inspect the register of charges shall intimate to the Company at least 15 days in advance, expressing his willingness to inspect the register of charges, on the desired date. | |
| 161. | a) The first Auditor of the Company shall be appointed by the Board of Directors within 30 days from the date of registration of the Company and the Auditors so appointed shall hold office until the conclusion of the first Annual General Meeting.<br>b) Appointment of Auditors shall be governed by provisions of Companies Act 2013 and rules made there under.<br>c) The remuneration of the Auditor shall be fixed by the Company in the Annual General Meeting or in such manner as the Company in the Annual General Meeting may determine. In case of an Auditor | **Audit** |

| | | |
|---|---|---|
| | appointed by the Board his remuneration shall be fixed by the Board.<br>d) The Board of Director may fill any casual vacancy in the office of the auditor and where any such vacancy continues, the remaining auditor, if any may act, but where such vacancy is caused by the resignation of the auditors and vacancy shall be filled up by the Company in General Meeting. | |
| 162. | Subject to the provisions of Chapter XX of the Act and rules made there under—<br>a) 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.<br>b) 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.<br>c) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or others securities whereon there is any liability. | **Winding up** |
| 163. | Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal Subject to the provisions of Chapter XX of the Act and rules made there under— | **Indemnity** |
| 164. | (a) Every Director, Manager, Secretary, Trustee, Member or Debenture holder, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in or about the business of the company shall, if so required by the Board before entering upon their duties sign a declaration pledging themselves to observe a strict secrecy respecting all transactions of the Company with its customers and the state of accounts with individuals and in matters which may come to their knowledge in the discharge of their duties except when required to do so by the Board or by any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these presents.<br><br>(b) No member shall be entitled to visit or inspect any works of the Company, without the permission of the Directors or to require discovery of or any information respecting any details of the Company's trading or business or any matter which is or may be in the nature of a trade secret, mystery of trade, secret or patented process or any other matter, which may relate to the conduct of the business of the Company and which in the opinion of the directors, it would be inexpedient in the interests of the Company to disclose. | **Secrecy** |

## SECTION IX – OTHER INFORMATION
## MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by the Company or entered into more than two years before the date of the Prospectus) which are or may be deemed material have been entered or to be entered into by the Company which are or may be deemed material will be attached to the copy of the Prospectus, delivered to the Registrar of Companies, for registration. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered and Corporate Office between 10 a.m. and 5 p.m. on all Working Days from the date of this Prospectus until the Issue Closing Date.

### Material Contracts

1. Issue Agreementdated May 16, 2018 between our Company and Hem Securities Limited as Lead Manager to the Issue.
2. Agreement dated May 16, 2018 executed between our Company and the Registrar to the Issue (Link Intime India Private Limited)
3. Banker to the Issue Agreement dated September 14, 2018among our Company, Lead Manager, Banker to the Issue and the Registrar to the Issue.
4. Market Making Agreement dated September 13, 2018between our Company, Lead Manager and Market Maker.
5. Underwriting Agreement dated September 13, 2018between our Company, Lead Manager and Underwriter.
6. Tripartite Agreement dated July10, 2018among CDSL, the Company and the Registrar to the Issue.
7. Tripartite Agreement dated July10, 2018among NDSL, the Company and the Registrar to the Issue.

### Material Documents

1. Certified copies of the Memorandum and Articles of Association of the Company as amended.
2. Certificate of Incorporation dated May 31, 2004issued by the Registrar of Companies, West Bengal.
3. Fresh Certificate of Incorporation dated May 03, 2018issued by the Registrar of Companies, Kolkata consequent upon Conversion of the Company to Public Company.
4. Copy of the Board Resolution dated May07, 2018 authorizing the Issue and other related matters.
5. Copy of Shareholder's Resolution dated May11, 2018 authorizing the Issue and other related matters.
6. Copies of Audited Financial Statements of our Company for the years ended March 31, 2018, 2017, 2016, 2015& 2014.
7. Peer Review Auditors Report dated September 15, 2018 on Restated Financial Statements of our Company for the years ended March 31, 2018, 2017, 2016, 2015& 2014.
8. Copy of the Statement of Tax Benefits dated May 11, 2018from the Statutory Auditor.
9. Consents of the Lead Manager, Underwriter, Market Maker, Legal Advisor to the Issue, Registrar to the Issue, Banker to the Issue, Statutory Auditor of the Company, Peer Review Auditor, Promoters of our Company, Directors of our Company, Company Secretary and Compliance Officer, Chief Financial Officer, Bankers to our Company, as referred to, in their respective capacities.
10. Copy of Certificate from the Peer Review Auditors of our Company, Mansaka Ravi& Associates,Chartered Accountants dated September 15, 2018 regarding the Eligibility of the Issue.
11. Board Resolution dated May 28, 2018 for approval of Prospectus and Board Resolution dated September 18, 2018 for approval of Prospectus
12. Due Diligence Certificate from Lead Manager dated May 28, 2018 filed.
13. Approval from NSE vide letter dated August 16, 2018 to use the name of NSE in the Prospectus for listing of Equity Shares on the SME Platform of the NSE.

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, the person/persons mentioned herein below, as Directors or otherwise, as mentioned, certify that all relevant provisions of the Companies Act, 2013, the Companies Act, 1956, to the extent applicable, the guidelines issued by the Government of India and the regulations and guidelines issued by Securities and Exchange Board of India established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with while issuing the Prospectus. No statement made in the Prospectus is contrary to the provisions of the Companies Act, 2013, the Companies Act, 1956, to the extent applicable and the Securities and Exchange Board of India Act, 1992, each as amended from time to time or the rules made there under or regulations and guidelines issued, as the case may be. We further certify that all the statements made in the Prospectus are true and correct.

**SIGNED BY THE DIRECTORS OF OUR COMPANY**

**Mr. Hanuman Prasad Agarwal**
*Managing Director*
Hanuman Prasad Agarwal *DIN:00654218*

**Mr. Naresh Kumar Agarwal**
Naresh Kumar Agarwal
*Whole Time Director*
*DIN: 01020334*

**Mr. Ankush Agarwal**
Ankush Agarwal
*Whole Time Director*
*DIN: 08071021*

**Mr. Sanjeev Binani**
Sanjeev Binani
*Non Executive Director*
*DIN: 01149866*

**Mr. Rajesh Kumar Choudhary**
Rajesh Kr. Choudhary
*Independent Director*
*DIN: 00675074*

Radhika Vyas
**Mrs. Radhika Vyas**
*Independent Director*
*DIN: 08139930*

**SIGNED BY THE COMPANY SECRETARY AND CHIEF FINANCIAL OFFICER OF THE COMPANY:**

**Mr. Mahesh Kumar Sharma**
Mahesh Kr. Sharma
*Company Secretary and Compliance Officer*

**Mr. Anand Kumar Sharma**
Anand Kr Sharma
*Chief Financial Officer*

**Place: Kolkata**

**Date: September 18,2018**