Prospectus
Dated: December 19, 2019
Please read section 26 of the Companies Act, 2013
Fixed Price Issue

VAXTEX COTFAB LIMITED

Our Company was incorporated as "Foolproof Vyapaar Private Limited" at Kolkata, West Bengal as a Private company under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated December 26, 2005 bearing Corporate Identification Number U51109GJ2005PTC076930 issued by Registrar of Companies, Kolkata, West Bengal. Consequent the name of the company was changed from "Foolproof Vyapaar Private Limited" to "Vaxtex Cotfab Private Limited" as approved by shareholders of our company pursuant to a special resolution dated December 18, 2015 and Certificate of Incorporation was issued by Registrar of Companies Ahmedabad, Gujarat dated December 30, 2015. Consequent upon the conversion of our Company to public limited company and as approved by the shareholders of our company pursuant to a special resolution dated March 05, 2018, the name of our Company was changed to "Vaxtex Cotfab Limited" and fresh certificate of incorporation dated March 21, 2018 was issued by the Registrar of Companies, Ahmedabad, Gujarat. The Corporate Identification Number of our Company is U51109GJ2005PLC076930 .For details of change in name and address of our Registered Office, see "History and Certain Corporate Matters" on page 128 of this Prospectus.

Registered Office: Survey No. 230, Opp. Mariya Park, B/h. Ranipur Village, Saijpur - Gopal, Narol, Ahmedabad – 382405, Gujarat, India.
CIN: U51109GJ2005PLC076930, **Tel.:** 9724496973/9727123004**;**
Company Secretary And Compliance Officer: Mr. Tej Bharatbhai Hanj
Website: Www.Vaxtexcotfabltd.Com, **E-Mail:** : Info@Vaxtexcotfabltd.Com

PROMOTERS OF THE COMPANY : MR. KHUSHANT GUPTA, MR. MITHLESHKUMAR M. AGRAWAL, QMIN PHARMA PRIVATE LIMITED AND MIRACLE STORES PRIVATE LIMITED

THE ISSUE

INITIAL PUBLIC ISSUE OF 15,96,000 EQUITY SHARES OF FACE VALUE OF RS.10 EACH OF VAXTEX COTFAB LIMITED (THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF RS. 24/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF RS. 14/- PER EQUITY SHARE (THE "ISSUE PRICE") AGGREGATING TO RS.383.04 LAKHS ("THE ISSUE"), OF WHICH 84,000 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH FOR CASH AT A PRICE OF RS. 24/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF 14/- PER EQUITY SHARE AGGREGATING TO RS. 20.16 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. NET ISSUE OF UPTO 15,12,000 EQUITY SHARES OF FACE VALUE OF 10 EACH AT A PRICE OF RS. 24/- PER EQUITY SHARE AGGREGATING TO RS. 362.88 LAKHS IS HEREIN AFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.50% AND 25.10% RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, SEE "*TERMS OF THE ISSUE*" BEGINNING ON PAGE 229 OF THIS PROSPECTUS.

THIS ISSUE IS BEING IN TERMS OF CHAPTER IX OF THE SEBI (ICDR) REGULATIONS, 2018 AS AMENDED FROM TIME TO TIME.

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all the potential investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI (Unified Payment Interface) as a payment mechanism with Application Supported by Blocked Amount for making application. For details in this regards, specific attention are invited to the chapter titled "Issue Procedure" beginning on page 238 of this Prospectus. A copy of Prospectus will be delivered for registration to the Registrar of Companies as required under Section 26 of the Companies Act, 2013.

THE FACE VALUE OF THE EQUITY SHARES IS RS. 10 EACH AND THE ISSUE PRICE IS 2.4 TIMES OF THE FACE VALUE.

THIS ISSUE IS BEING MADE IN TERMS OF CHAPTER IX OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 (THE "SEBI ICDR REGULATIONS"), AS AMENDED. IN TERMS OF RULE 19(2)(B)(I) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957, AS AMENDED (THE "SCRR"), THIS ISSUE IS BEING MADE FOR AT LEAST 25% OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. THIS ISSUE IS A FIXED PRICE ISSUE AND ALLOCATION IN THE NET ISSUE TO THE PUBLIC WILL BE MADE IN TERMS OF REGULATION 253(2) OF THE SEBI (ICDR) REGULATIONS, 2018, AS AMENDED. FOR FURTHER DETAILS, PLEASE REFER TO SECTION TITLED "ISSUE PROCEDURE" BEGINNING ON PAGE NO. 238 OF THIS PROSPECTUS.

RISKS IN RELATION TO THE FIRST ISSUE

This being the first Public Issue of our Company, there has been no formal market for the securities of our Company. The face value of the shares is Rs.10.00 per Equity Shares and the Issue price is 2.4times of the face value. The Issue Price (as determined by our Company in consultation with the Lead Manager to Issue) as stated in the chapter titled on "*Basis for Issue Price*" beginning on page 79 of the Prospectus should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the equity shares 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 offering. 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 neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Prospectus. Specific attention of the investors is invited to the section titled "*Risk Factors*" beginning on page 17 of this Prospectus.

ISSUER'S ABSOLUTE RESPONSIBILITY

The Issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this 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 Emerge Platform of National Stock Exchange of India Limited (" NSE EMERGE"). In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time, our Company has received an approval letter dated September 13, 2019 from National Stock Exchange of India Limited for using its name in this offer document for listing of our shares on the NSE EMERGE. 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
CAPITALSQUARE™ Teaming together to create value	Bigshare™
CAPITALSQUARE ADVISORS PRIVATE LIMITED 208, 2nd Floor, AARPEE Center, MIDC Road No 11, CTS 70,Andheri (E),Mumbai 400093 Maharashtra. India **Tel:** +91-22-66849999 **Fax:** +91-22-66849998 **Website:** www.capitalsquare.com **Email / Investor Grievance Id:** mbd@capitalsquare.in **Contact Person:** Mr. Tanmoy Banerjee/Mr. Saket Jain **SEBI Registration No:** INM000012219	**BIG SHARE SERVICE PRIVATE LIMITED** **Address**: 1ST Floor, Bharti Tin Work Building, Opp Vasant Oasis, Makwana Road, Marol, Andheri (E) Mumbai: 400059 **Tel No**: +91 020-62638200 **Fax No**: +91 022-62638299 **Website**:www.bigshareonline.com **Email Id**: ipo@bigshareonline.com **Investor Grievance Id:** investor@bigshareonline.com **Contact Person**: Mr. Swapnil Kate **SEBI REGN NO**: INR000001385

ISSUE PROGRAMME

ISSUE OPENS ON: Friday, December 27, 2019	ISSUE CLOSES ON: Friday, January 03, 2020

SECTION I - DEFINATION AND ABBREVIATIONS 1
SECTION II - SUMMARY OF OFFER DOCUMENT 11
SECTION III - RISK FACTORS 17
SECTION IV – INTRODUCTION 45
THE ISSUE 45
SUMMARY OF FINANCIAL INFORMATION 46
SECTION V - GENERAL INFORMATION 52
SECTION VI - CAPITAL STRUCTURE 60
SECTION VII - PARTICULAR OF THE ISSUE 72
OBJECT OF THE ISSUE 72
BASIS FOR THE ISSUE PRICE 80
TAX BENEFITS 83
SECTION VIII - ABOUT THE ISSUER 86
OUR INDUSTRY 86
OUR BUSINESS 100
KEY INDUSTRY REGULATIONS AND POLICIES 116
OUR HISTORY AND CERTAIN OTHER CORPORATE MATTERS 129
SHAREHOLDERS' AGREEMENTS AND OTHER AGREEMENTS 134
OUR MANAGEMENT 135
OUR PROMOTER AND PROMOTER GROUP 147
DIVIDEND POLICY 155
SECTION IX - FINANCIAL STATEMENTS 156
RESTATED FINANCIAL INFORMATIONS 156
OTHER FINANCIAL INFORMATION 187
CAPITALIZATION STATEMENT 188
MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION 190
AND RESULTS OF OPERATION 190
FINANCIAL INDEBTEDNESS 199
SECTION X - LEGAL AND OTHER INFORMATIONS 201
OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS 201
GOVERNMENT AND OTHER APPROVALS 208
SECTION XI- INFORMATION OF OUR GROUP ENTITIES 211
SECTION XII - OTHER REGULATORY AND STATUTORY DISCLOSURE 214
SECTION XIII - ISSUE INFORMATIONS 228
TERMS OF THE ISSUE 228
ISSUE STRUCTURE 234
ISSUE PROCEDURE 237
RESTRICTION ON FOREIGN OWNERSHIP OF INDIAN SECURITIES 256
MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION 257
SECTION XIV - MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION 340
SECTION XV - DECLARATION 341

SECTION I - DEFINATION AND ABBREVIATIONS

Unless the context otherwise indicates or implies, the following terms shall have the meanings provided below in this Prospectus, references to any statute, regulation, rule, guidelines, circular, notification or clarification or policies will include any amendments or re-enactments thereto, from time to time.

Notwithstanding the foregoing, terms in "Main Provisions of the Articles of Association", "Statement of Tax Benefits", "Industry Overview", "Basis for Issue Price", "Key Regulations and Policies in India", "Financial Information", "Outstanding Litigation and Other Material Developments". Will have the meaning ascribed to such terms in these respective sections.

In case of any inconsistency between the definitions given below and the definitions contained in the Conventional or General Information Document (as defined below), the definitions given below shall prevail. 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 1956 (as superseded and substituted by notified provisions of the Companies Act, 2013), the SEBI Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act and the rules and regulations made thereunder.

CONVENTIONAL OR GENERAL TERMS

Term	Description
"VCL", "Our Company", "the Company" or "the Issuer"	Vaxtex Cotfab Limited, a public limited company incorporated in India under the Companies Act, 1956 with its registered office situated at Survey No. 230, Opp. Mariya Park, B/h. Ranipur Village, Saijpur - Gopal, Narol, Ahmedabad -382405, Gujarat, India.
"We", "the", "our" or "us"	Unless the context otherwise indicates or implies, refers to our Company together with its Subsidiaries
UPI	Unified Payments Interface

ISSUE RELATED TERMS

Term	Description
AoA / Articles of Association /Articles	The Articles of Association of our Company, as amended
Audit Committee	The Audit Committee of our Board
Auditors/Joint Auditors	The Statutory Auditors of our Company, being SSRV and Associates**,** Chartered Accountants.
Banker(s) to our Company	ICICI is Banker to our company, as disclosed in the section titled **"*General Information*"** beginning on page 52 of this Prospectus.
Board/ Board of Directors	The Board of Directors of our Company, or a duly constituted committee thereof
CIN	Corporate Identification Number.
Chief Financial Officer/ CFO	The Chief Financial Officer of our Company being Mr. Pratapsingh B. Zala.
Companies Act/Act	Companies Act, 1956 and/ or the Companies Act, 2013, as amended from time to time.
Corporate Office	The corporate office of our Company located at the same address as our Registered Office
CSR Committee	The Corporate Social Responsibility committee of our Board
Director(s)	Director(s) of Vaxtex Cotfab Limited unless otherwise specified
Depositories Act	The Depositories Act, 1996, as amended from time to time
Equity Shares	The Equity Shares of our Company of face value of ₹ 10.00 each
Equity Shareholders	Persons/ Entities holding Equity Shares of Our Company.

Equity Listing Agreement/ Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our company and the Emerge Platform of NSE.
Our Group Entities	Companies which are covered under the applicable accounting standards and such other companies as considered material by our Board, as identified in ***"Our Group Entities"*** on page no 210 of this Prospectus.
Indian GAAP	Generally Accepted Accounting Principles in India
KMP/ Key Management Personnel	Key Management Personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI (ICDR) Regulations, 2018 and Section 2(51) of the Companies Act, 2013 and as described in ***"Our Management - Key Management Personnel"*** on page 134 of this Prospectus.
Materiality Policy	The policy adopted by our Board in its meeting dated April 02, 2019for determining (i) Our Group Entities; (ii) outstanding material litigation involving our Company, Subsidiaries, Directors, Promoters and Our Group Entities; and (iii) outstanding dues to creditors in respect of our Company, in terms of the SEBI ICDR Regulations for the purposes of disclosure in the offer documents. For further details, see ***"Our Group Entities"*** and ***"Outstanding Litigation and Material Developments"*** on page no 210 and 200 of this Prospectus respectively
MoA / Memorandum of Association	The Memorandum of Association of our Company, as amended
NCDs	Non-Convertible Debentures
Nomination and Remuneration Committee	The Nomination and Remuneration committee of our Board
Peer Review Auditor	Peer Review Auditor of Our Company being SSRV and Associates, Chartered Accountant.
Promoters	The Promoters of our Company are: 1. Mr. Khushant Gupta. 2. Mr. Mithleshkumar M. Agrawal, 3. M/s Qmin Pharma Private Limited, and 4. M/s Miracle Stores Private Limited For details, see ***"Our Promoters and Promoter Group"*** beginning on page 146of this Prospectus.
Promoter Group	Persons and entities constituting the Promoter group of our Company, pursuant to Regulation 2(pp) of the SEBI ICDR Regulations and as disclosed in ***"Our Promoters and Promoter Group"*** on page 146 of this Prospectus.
Registered Office	The registered office of our Company situated at Survey No. 230, Opp. Mariya Park, B/h. Ranipur Village, Saijpur - Gopal, Narol, Ahmedabad -382405, Gujarat, India.
Registrar of Companies / RoC	Registrar of Companies, Ahmedabad. For further details, see ***"General Information"*** on page 52 of this Prospectus.
Restated Financial Statements	The Restated Financial Statements of our Company which comprises the restated balance sheet, the restated profit and loss and the restated cash flow statement as at June 30, 2019; March 31 , 2019; March 31, 2018 and March 31, 2017 together with the annexures and the notes thereto, which have been prepared in accordance with Section 132 of the Companies Act, 2013.
Shareholders	The Holders of the Equity Shares of our Company from time to time
Stakeholders Relationship Committee	The Stakeholders Relationship Committee of our Board
Subsidiaries	The Subsidiaries of our Company as disclosed in ***"Our History and Certain Other Corporate Matters – Our Subsidiaries"*** on page 128 of this Prospectus.
Specified Security	Specified Security means Equity Shares.

ISSUER RELATED TERMS

Term	Description
Abridged Prospectus	Abridged Prospectus to be issued under Regulation 255 of SEBI ICDR Regulations and appended to the Application Form
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to the Applicant as proof of registration of the Application.
Allot/ Allotment/ Allotted of Equity Shares	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the transfer of the respective portion of the Issued Shares by Company pursuant to the Issue of the Equity Shares to the successful Applicants.
Allocation/ Allotment of Equity Shares	The transfer of the Equity Shares pursuant to the Issue to the successful Applicants.
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.
Applicant/ASBA Applicant	Any prospective investor who makes an application pursuant to the terms of the Prospectus and the Application Form. Pursuant to SEBI (Issue of Capital and Disclosure Requirements) (Fifth Amendment) Regulations, 2015, with effect from January 01, 2016 all applicants participating in this Issue are required to mandatorily use the ASBA facility to submit their Applications.
Application	An indication to make an offer during the Issue Period by an Applicant, pursuant to submission of Application Form, to subscribe for or purchase our Equity Shares at the Issue Price including all revisions and modifications thereto, to the extent permissible under the SEBI (ICDR) Regulations, 2018
Application Amount	The number of Equity Shares applied for and as indicated in the Application Form multiplied by the price per Equity Share payable by the Applicants on submission of the Application Form
Application Supported by Blocked Amount/ASBA or UPI	An application, whether physical or electronic, used by ASBA Applicants, to make a application authorizing a SCSB to block the application amount in the ASBA Account including the bank account linked with UPI ID
ASBA Account	Account maintained by ASBA Applicants/ Investors with a SCSB which will be blocked by such SCSB to the extent of the Application Amount of the ASBA Applicants/ Investor.
ASBA Application Location (s)/ Specified Cities	Such Branches of the SCSBs which shall collect the Application Forms used by the Applicants applying through the ASBA process and a list of which is available on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35
Banker to the Issue	Bank which are clearing members and registered with SEBI as banker to an issue and with whom the Public Issue Account will be opened, in this case being ICICI Bank.
Basis of Allotment	The basis on which the Equity Shares will be Allotted as described in the section titled **"*Issue Procedure*"** - Basis of Allotment beginning on page 238 of this Prospectus.
Broker Centres	Broker centres notified by the Stock Exchanges, where the Applicants can submit the Application Forms to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers, are available on the website of 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 Shares 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 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

Term	Description
	terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Controlling Branches of SCSBs	Such branches of the SCSBs which co-ordinate Applications under this Issue made by the Applicants with the Lead Manager, the Registrar to the Issue and the Stock Exchanges, a list of which is provided on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35
Demographic Details	The demographic details of the Applicants such as their Address, PAN, Occupation and Bank Account details.
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
Depository/ Depositories	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996 as amended from time to time, being NSDL and CDSL.
Depository Participant/DP	A depository participant as defined under the Depositories Act, 1966.
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Application Form from the ASBA Applicant and a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 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. 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. nseemerge.com
Designated RTA Locations	Such locations of the RTAs where Applicant can submit the Application Forms to RTAs. 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 https://www. nseemerge.com/
Designated Date	The date on which funds are transferred from the Escrow Account and the amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account or the Refund Account, as appropriate, in terms of the Prospectus, following which the Board may Allot Equity Shares to successful Applicants in the Issue.
Draft Prospectus " DP"	The Draft Prospectus issued in accordance with section 26 of the Companies Act, 2013 and filed with Emerge Platform of NSE under SEBI (ICDR) Regulations, 2018.
Designated Market Maker	NNM Securities Private Limited
Designated Stock Exchange	Emerge Platform of NSE.
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Application Form from the ASBA Applicant and a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 or at such other website as may be prescribed by SEBI from time to time
Eligible NRI(s)	NRI(s) from such jurisdiction outside India where it is not unlawful to make an Issue or invitation under the Issue and in relation to whom this Prospectus constitutes an invitation to subscribe for the Equity Shares Issued herein on the basis of the terms thereof.
Escrow Account	Account opened with the Escrow Collection Bank(s) and in whose favour the Anchor Investors will transfer money through direct credit/NEFT/RTGS in respect of the Application Amount when submitting the Application.
Escrow Agreement	Agreement dated November 13, 2019, entered into among our Company, the Registrar to the Issue, the Lead Manager, Escrow Collection Bank(s), Public Issue Bank and

Term	Description
	Refund Bank, among others, for collection of the Application Amounts from Anchor Investors and transfer of funds from the Public Issue Account and where applicable remitting refunds, if any, to the Anchor Investors, on the terms and conditions thereof
First Applicant	Applicant whose name shall be mentioned in the Application Form or the Revision Form and in case of joint applications, whose name shall also appear as the first holder of the beneficiary account held in joint names
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.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of Fugitive Economic Offenders Act, 2018.
General Information Document	The General Information Document for investing in public issue prepared and issued in accordance with 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 and (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 01, 2018 notified by the SEBI
Issue Agreement	The agreement dated May 04, 2019 entered into among our Company and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue
Issue Closing Date	The date January 03, 2020 on which Issue Closes for Subscription
Issue Opening Date	The date December 27, 2019 on which Issue Opens for Subscription
Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which prospective applicants can submit their applications, including any revisions thereof in accordance with the SEBI ICDR Regulations.
Issue Price	The price at which the Equity Shares are being issued by our Company under this Prospectus being ₹ 24/- per Equity Share of face value of ₹ 10/- each fully paid.
Issue Proceeds	The proceeds of the Issue as stipulated by the Company. For further information about use of the Issue Proceeds please refer to section titled ***"Objects of the Issue"*** beginning on page 72 of this Prospectus.
Issue/ Public Issue/ IssueSize/ Initial Public Issue/IPO	Public issue of 15,96,000 Equity Shares of face value of ₹ 10/- each of our Company for cash at a price of ₹ 24/- per Equity Share (including a share premium of ₹ 14/- per Equity Share) aggregating to ₹ 383.04 Lakhs by our Company, in term of this Prospectus.
LM / Lead Manager	Lead Manager to the Issue, in this case being CapitalSquare Advisors Pvt. Ltd.
Listing Agreement	The Listing Agreement to be signed between our Company and National Stock Exchange of India Limited.
Lot Size	6,000 Equity Shares and in multiple thereof.
Market Maker	Member Brokers of NSE who are specifically registered as Market Maker with the Emerge Platform of NSE. In our case, NNM Securities Private Limited, Market Maker to the Issue
Market Making Agreement	The Market Making Agreement dated December 04, 2019 between our Company and NNM Securities Private Limited.
Market Maker Reservation Portion	The reserved portion of up to 84,000 Equity Shares of ₹10/- each at an Issue Price of ₹ 24/- each to be subscribed by Market Maker.
Mutual Fund(s)	Mutual fund (s) registered with SEBI pursuant to the SEBI (Mutual Funds) Regulations, 1996, as amended.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of up to 15,12,000 equity shares of face value ₹10.00 each of Vaxtex Cotfab Limited for cash at a price of ₹ 24/- per Equity Share (the "Issue Price"), including a share premium of ₹ 14/- per equity share aggregating up to ₹ 362.88 Lakhs.
Net Proceeds	The Issue Proceeds, less the Issue related expenses, received by the Company.
Non Institutional Investors or NIIs	All Applicants, including sub-accounts of FIIs registered with SEBI which are foreign corporate or foreign individuals, that are not QIBs or Retail Individual Investors and

Term	Description
	who have applied for Equity Shares for an amount of more than ₹ 2 Lakhs (but not including NRIs other than Eligible NRIs)
Non-Resident	A person resident outside India, as defined under FEMA Regulations.
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.
Other Investors	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.
Payment through electronic means	Payment through NECS, NEFT, or Direct Credit, as applicable.
Prospectus	The Prospectus, to be filed with the RoC in accordance with the provisions of Section 26 of the Companies Act, 2013 and SEBI(ICDR) Regulations, 2018
Person/ Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust, or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Public Issue Account	The Bank Account opened with the Banker(s) to this Issue ICICI Bank.under Section 40 of the Companies Act, 2013 to receive monies from the SCSBs from the bank accounts of the ASBA Applicants on the Designated Date.
Qualified Institutional Buyers or QIBs	A qualified institutional buyer as defined under Regulation 2(1) (ss) of the SEBI ICDR Regulations.
Refund Account(s)	Account(s) opened with the Refund Bank from which refunds, if any, of the whole or part of the Application Amount shall be made to Anchor Investors
Refund Bank(s)	The Escrow Collection Bank with whom the Refund Account(s) will be opened, in this case being ICICI Bank.
Registered Brokers	Stock brokers registered with the stock exchanges having nationwide terminals, other than the Members of the Syndicate.
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
Registrar / Registrar to this Issue /RTI	Registrar to the Issue being Bigshare Services Private Limited.
Registrar Agreement	The agreement dated May 23, 2019entered into between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar pertaining to the Issue.
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares in any of their Application Forms or any previous Revision Form(s).
Reserved Category / Categories	Categories of persons eligible for making application under reservation portion.
Retail Individual Investors / RIIs	Individual Applicants or minors applying through their natural guardians, (including HUFs in the name of Karta and Eligible NRIs) who have applied for an amount less than or equal to ₹ 2 Lakhs in this Issue.
SEBI ICDR Regulations or SEBI (ICDR) Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time
Self-Certified Syndicate Bank(s) or SCSB(s)	Banks registered with SEBI, Issuing services in relation to ASBA, a list of which is available on the website of SEBI at

Term	Description
	https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35
Specified Locations	Collection centers where the SCSBs shall accept application form, a list of which is available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.
SME Exchange	The Emerge Platform of NSE.
SME Platform	The Emerge Platform of NSE i.e. NSE EMERGE for listing equity shares Issued under Chapter X of the SEBI (ICDR) Regulation, 2018 which was approved by SEBI as an SME Exchange on September 27, 2011.
Underwriters	CapitalSquare Advisors Private Limited and NNM Securities Private Limited
Underwriting Agreement	The agreement dated December 04, 2019 entered into between the Underwriter and our Company.
Working Days	In accordance with Regulation 2(1)(mmm) of SEBI ICDR Regulations, working days means, all days on which commercial banks in the Mumbai are open for business. 1. However, in respect of announcement of price band and application/ issue period, working day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in the city as notified in the Prospectus are open for business. 2. In respect to the time period between the application/Issue closing date and the listing of the specified securities on the stock exchanges, working day shall mean all trading days of the stock exchanges, excluding Sundays and bank holidays in accordance with circular issued by SEBI.

INDUSTRY RELATED TERMS

Term	Description
ASEAN	Association of Southeast Asian Nations
CBR	Continuous Bleaching Range
CCEA	Cabinet Committee on Economic Affairs
CSO	Central Statistics Office
DGFT	The Directorate General of Foreign Trade
GPCB	Gujarat Pollution Control Board
IBEF	India Brand Equity Foundation
IWDP	Integrated Wool Development Programme
IIP	Index of Industrial Production
IMF	International Monetary Fund
KW	Kilowatt
MW	Megawatt
MEIS	Merchandise Exports from India Scheme
Mtrs.	Meters
MoU	Memorandum of Understanding
NTP	National Textile Policy
SCBTS	Scheme for Capacity Building in Textile Sector
SEZ	Special Economic Zone
SITP	Scheme for Integrated Textile Parks
Sq. Mtrs.	Square meters
Stenter Machine	A machine used to stretch the fabric width wise and to recover the uniform width.

TMC	Technology Mission on Cotton
TPA	Tonnes Per Annum
TUFS	Technology Upgradation Fund Scheme

ABBREVIATIONS

Term	Description
A/c	Account
AGM	Annual General Meeting
AIF	Alternative Investment Funds
ASBA	Application Supported by Blocked Account
AY	Assessment Year.
CAGR	Compounded Annual Growth Rate (as a %): (End Year/Base Year) ^ (1/No. of years between Base year and End year) – 1 [^ denotes 'raised to'].
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CIN	Corporate Identification Number.
Client ID	Client identification number of the Applicants beneficiary account
Companies Act	Companies Act, 1956 and/or the Companies Act, 2013, as applicable
CRISIL	CRISIL Limited
Depositories Act	The Depositories Act, 1996
EBITDA	Earnings Before Interest, Tax, Depreciation and Amortization
EGM	Extraordinary General Meeting
ED	Executive Director
EPS	Earnings per share
ESI Act	Employees' State Insurance Act, 1948
Euro	Euro, the official single currency of the participating member states of the European Economic and Monetary Union of the Treaty establishing the European Community
Factories Act	Factories Act, 1948
FCNR Account	Foreign Currency Non Resident (Bank) account established in accordance with the FEMA
FDI	Foreign Direct Investment
Financial Year/Fiscal	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year
FPIs	A foreign portfolio investor who has been registered pursuant to the SEBI FPI Regulations
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI
GAAR	General Anti-Avoidance Rules
GDP	Gross Domestic Product
GoI / Government	Government of India
GST	Goods and Service Tax
HUF(s)	Hindu Undivided Family(ies)
IAS Rules	The Companies (Indian Accounting Standards) Rules, 2015
ICAI	Institute of Chartered Accountants of India
ICDS	Income Computation and Disclosures Standards

IFRS	International Financial Reporting Standards
IFSC	Indian Financial System Code
Income Tax Act	Income Tax Act, 1961
Ind AS	The Indian Accounting Standards referred to in the Companies (Indian Accounting Standard) Rules, 2015
Indian GAAP	Generally Accepted Accounting Principles in India
INR or Rupee or ₹ or Rs.	Indian Rupee, the official currency of the Republic of India
IPO	Initial Public Offering
MCA	Ministry of Corporate Affairs, GoI
MoU	Memorandum of Understanding
Notified Sections	The sections of the Companies Act, 2013 that have been notified by the MCA and are currently in Effect
NAV	Net Asset Value
NCDs	Non-Convertible Debentures
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
NPCI	National Payments Corporation of India
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
p.a.	Per annum
PAN	Permanent Account Number
PAT	Profit After Tax
P/E Ratio	Price/Earnings Ratio
Payment of Bonus Act	Payment of Bonus Act, 1965
Payment of Gratuity Act	Payment of Gratuity Act, 1972
RBI	Reserve Bank of India
ROE	Return on Equity.
RoNW	Return on Net Worth
Rs./ Rupees/ INR/₹	Rupees, the official currency of Republic of India.
RTGS	Real Time Gross Settlement
SEBI	Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI (LODR) Regulations, 2015/ SEBI Listing Regulation	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 notified on September 2, 2015
STT	Securities Transaction Tax
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
TDS	Tax Deducted at source
TIN	Taxpayer Identification Number

Trademarks Act	Trademarks Act, 1999
U.S. GAAP	Generally Accepted Accounting Principles in the United State of America
USD/ US	Dollar United States Dollar, the official currency of the United States of America
USA/ U.S./ United States	United States of America, its territories and possessions, any state of the United States of America and the District of Columbia
VAT	Value Added Tax
VCFs	Venture Capital Funds as defined in and registered with SEBI under the SEBI VCF Regulations or the SEBI AIF Regulations, as the case may be
Wilful Defaulter(s)	Wilful Defaulter as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations

SECTION II - SUMMARY OF OFFER DOCUMENT

(A) Primary business of the Issuer and the industry in which it operates

Summary of Primary Business of the Company

We are engaged in the business of Textile processing of fabric and trading. Our Company is engaged in the Processing (dyeing and finishing) of grey fabrics for shirting, suiting, and other accessories and also on outsourcing basis for other fabric / garment companies. We have an installed capacity of 12,00,000 mtrs / month for processing of various fabrics from natural and man -made fibres specializing in 100% cotton, Giza & Supima cotton blended fabrics, polyester viscose and polyester cotton. Our Company procures Grey fabrics and process it into Finish Fabric as per the client's requirement.

Summary of Industry of the company

India's textiles sector is one of the oldest industry in Indian economy dating back several centuries. India's overall textile exports during FY 2017-18 stood at US$ 39.2 billion in FY18 and is expected to increase to US$ 82.00 billion by 2021 from US$ 31.65 billion in FY19*.

KEY FACTS

- The fundamental strength of the textile industry in India is its strong production base of wide range of fibre/yarns from natural fibres like cotton, jute, silk and wool to synthetic/man-made fibres like polyester, viscose, nylon and acrylic.
- India's textiles industry contributed seven percent of the industry output (in value terms) of India in 2017-18.
- It contributed two percent to the GDP of India and employs more than 45million people in 2017-18.
- The sector contributed 15 percent to the export earnings of India in 2017-18.

(B) Names of the promoters

Promoters of the company are –

1. Mr. Khushant Gupta
2. Mr. Mithleshkumar M. Agrawal
3. M/s Qmin Pharma Private Limited
4. M/s Miracle Stores Private Limited

(C) Size of the issue

Issue Size	15,96,000 Equity Share of Rs. 24/- each

1. The issue has been authorized by the Board of Directors of our Company pursuant to a resolution passed at its meeting held on April 02, 2019.

2. Our shareholders have authorized the Issue by a special resolution adopted under Section 62(1)(c) of the Companies Act 2013, passed at the extraordinary general meeting of our Company held on April 26, 2019.

(D) Objects of the issue

The Net Proceeds are proposed to be used in accordance with the details provided in the following table:

Sr. No	Particulars	Amount In Lakh (₹)
1	To acquire the Machinery;	59.40
2	To meet Working Capital Requirements;	250.00
3	General corporate purpose and	43.60
4	To Meet the Issue Expenses	30.04
Total		**383.04**

(E) Aggregate pre-issue shareholding of the promoter and promoter group, as a percentage of the paid-up share capital of the issuer;

Category	Pre-Issue	
	No of Shares held	% of Share holding
Promoter (A)	43,60,950	98.50%
Promoter Group (B)	66,550	1.50
Total (A) + (B)	**44,27,500**	**100.00%**

(F) Following details as per the Restated Standalone Financial Statements for past 3 years and stub period in tabular format:

(₹ in Lakhs)

	Particular	As at June 30, 2019	March 31,		
			2019	2018	2017
a	Share capital	442.75	40.25	40.25	40.25
b	Net Worth	504.74	472.84	412.64	395.55
c	Revenue (Total Income)	454.46	2,201.80	1,846.63	446.06
d	Profit after tax	31.90	60.20	17.09	1.85
e	Earnings per share				
	Basic & Diluted	0.72	14.96	4.24	0.46
f	Net Asset Value per equity share	11.40	117.47	99.88	98.27
g	Total borrowings	857.27	290.70	20.91	-

(G) Qualifications of the Auditors

The Restated Financial Statements do not contain any qualification requiring adjustments by the Auditors.

(H) Summary table of outstanding litigations and a cross-reference to the section titled 'Outstanding Litigations and Material Developments'.

Sr. No.	Nature of proceedings	Number of outstanding cases	Amount involved (Rs. in Lakhs)
Cases filed against our Company			
Civil Liabilities			
1.	Civil Liabilities	1	25.43
Tax Liabilities			
2.	Income Tax Demands	3	182.66
3.	TDS	1	1.51
4.	GST	1	Uncertain
Total			**209.6**

For further details of the outstanding litigation proceedings, see ***"Outstanding Litigation and Material Developments"*** beginning on page 200 of this Prospectus.

(I) Risk Factors

Please see ***"Risk Factors"*** beginning on page 17 of this Prospectus.

(J) Summary table of contingent liabilities and a cross-reference to contingent liabilities of the issuer as disclosed in Restated Standalone Financial Statements.

- Statement Of Contingent Liabilities, As Restated

(₹ in Lakhs)

Particulars	For the period June 30,	As at March 31		
	2019	2019	2018	2017
Contingent Liabilities				
Income Tax Litigation	127.67	127.67	127.67	127.67
Total	**127.67**	**127.67**	**127.67**	**127.67**

For details, see ***"Financial Statements"*** on page 155 of this Prospectus.

(K) Summary of related party transactions.

As per Accounting Standard 18 on related party disclosure issue by the Institute of Chartered Accountants of India, the Company's related parties are disclosed below:

(i) Holding Company

2019
Miracle Stores Private Limited
Qmin Pharma Private Limited

(ii) Directors

For the period 30th June,	For the year ended March 31,		
2019	2019	2018	2017

Mr Khushant Gupta	Mithleshkumar M Agrawal	Mr.Khushant Gupta	Mr. Sanjay Kumar P Agrawal
Mr Mithlesh Agrwal	Mr. Yashwantkumar Rajendrakumar Chatwani	Mr. Mithleshkumar M Agrawal	Mr.Anup Kumar Somani
Mr Jaimin Gupta	Mr.Sanjay Kumar P Agrawal	Mr.Vikramkumar Tulsidas Jain	Mr.Paresh Madhusudan Joshi
Mr Tej Bharatkumar Hanj	Mr.Khushant Gupta		Mr.Khushant Gupta
Mr Dhavalbhai Pravinbhai Patel			
Mr Poonam Pravinbhai Panchal			
Mr Pratapsingh Bhoorsingh Zala			

(iii) Relatives of Directors/ KMP

30th June 2019	**2019**	**2018**
Hemlatta Gupta	Bhavesh Agrawal	Bhavesh Agrawal
Vishnudutt Gupta	Chandaben Agrawal	Chandaben Agrawal
Keyur Gupta	Gangashaya Gupta	Gangashaya Gupta
Shashi Agrawal	Hema Gupta	Hema Gupta
Bhavesh Agrawal	Keyur Gupta	Keyur Gupta
Pooja Agrawal	Mulchand Ramjilal Agrawal	Mulchand Ramjilal Agrawal
Kanchanben Panchal	Narabada Agrawal	Narabada Agrawal
Pravinbhai Panchal	Pooja Agrawal	Pooja Agrawal
Bhruvesh Panchal	Shashiben Mithleshkumar Agrawal	Shashiben Mithleshkumar Agrawal
Kokila Ben Patel	Sumitra Agrawal	Sumitra Agrawal
Pravinbhai Patel	Tarak Agrawal	Tarak Agrawal
	Vishnu Gupta	Vishnu Gupta

(iv) Associates / Enterprises over which directors and / or their relatives has significant influence

Hillary Fashion Cotfab Ltd
Vaxtex Cotfab (Partnership Firm)
Stitched Textiles Opc Pvt Ltd

(v) Particulars of Transactions with Related Parties

Director/ Key Management Personnel & Relatives

(₹in lakhs)

Particulars	For the period 30 June,	For the year ended March 31,		
	2019	2019	2018	2017
1) Finance				
Loan Taken	151.71	100.05	-	-
Repayment of Loan taken	344.52	204.54	-	-
Revenue				
Sales	7.61	6.53	-	-
Purchases	33.48	82.48	-	-
2) Expenses				
Interest Paid	-	-	-	-
Remuneration	1.5	13.92	-	-
Salary to KMP	0.88	-	-	-
3) issue of Bonus share				
Miracle Stores Private Limited	19,72,250.00	-	-	-
Qmin Pharma Private Limited	19,72,250.00	-	-	-
Bharti Gupta	40,250.00	-	-	-
Kresha Gupta	10,250.00	-	-	-
Khushant Gupta	10,000.00	-	-	-
Mithlesh Gupta	10,000.00	-	-	-
Sanjay Agrawal	10,000.00	-	-	-

For details, see ***"Financial Statements"*** on page 155 of this Prospectus

(L) Financing arrangements

There have been no financing arrangements whereby our Promoters, members of the Promoter Group, our Directors and their relatives have financed the purchase by any other person of securities of our Company during a period of six months immediately preceding the date of this Prospectus.

(M) Weighted average price at which specified security was acquired by each of the promoters in the last one year.

During the period of 12 months preceding the date of this Prospectus, 39,64,500 Equity Shares of Face value of ₹10 each was allotted to promoters as bonus issue, the details of which are given below:

Name of the Promoter	No. of Equity Shares acquired
Qmin Pharma Private Limited	19,72,250
Miracle Stores Private Limited	19,72,250
Khushant Gupta	10,000
Mithleshkumar M Agrawal	10,000

Thus, weighted average price is considered as nil.

(N) Average cost of acquisition of shares for promoters.

Name of Promoters	Number of Shares	Cost of Acquisition

Qmin Pharma Private Limited	21,69,475	0.09
Miracle Stores Private Limited	21,69,475	0.09
Mr. Khushant Gupta	11,000	0.91
Mr. Mithleshkumar M Agrawal	11,000	0.91

(O) Details of pre-Issue Placement

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

(P) Issue of Equity Shares for consideration other than cash in the last one year

Except Bonus Issue as mentioned below, Our Company has not issued any Equity Shares for consideration other than cash in the one year preceding the date of this Prospectus.

Date of Allotment	Names of the Allottees	Number of Equity Shares	Face Value (in ₹)	Issue Price per Equity Share (in₹)	Reasons for Allotment
April 26, 2019	Qmin Pharma Private Limited	19,72,250	10.00	-	Bonus Issue in the ratio of 10:1 by capitalization of reserves pursuant to the shareholders resolution dated April 26, 2019
	Miracle Stores Private Limited	19,72,250	10.00	-	
	Bharti Gupta	40,250	10.00	-	
	Kresha Gupta	10,250	10.00	-	
	Sanjay Kumar P Agrawal	10,000	10.00	-	
	Mithleshkumar Agrawal	10,000	10.00	-	
	Khushant Gupta	10,000	10.00	-	

(Q) Split / Consolidation of Equity Shares in the last one year

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

SECTION III - RISK FACTORS

*Investment in our Equity Shares involves a high degree of risk and Bidders should not invest any funds in the issue unless Bidders can afford to take the risk of losing all or a part of your investment. The risks and uncertainties described below together with the other information contained in this Prospectus should be carefully considered before making an investment decision in our Equity Shares. The risks described below are not the only ones relevant to the country or the industry in which we operate or our Company or our Equity Shares. Additional risks and uncertainties, not presently known to us or that we currently deem immaterial may arise and may become material in the future and may also impair our business operations and financial condition. Further, some events may have a material impact from a qualitative perspective rather than a quantitative perspective and may be material collectively rather than individually. To have a complete understanding of our Company, you should read this section in conjunction with the sections entitled "**Our Business**" and "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" on pages* 99 *and* 189*, respectively, as well as the other financial and statistical information contained in this Prospectus. If any of the risks described below, or other risks that are not currently known or are now deemed immaterial, actually occur, our business, prospects, financial condition and results of operations could suffer materially, the trading price of our Equity Shares could decline, and you may lose all or part of your investment.*

*Prior to making an investment decision, Bidders should carefully consider all of the information contained in this Prospectus (including "**Financial Statement**" on page* 155 *and must rely on their own examination of our Company and the terms of the issue including the merits and the risks involved. You should also consult your tax, financial and legal advisors about the consequences particular to you arising out to you of an investment in this issue. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implication of any of the risks mentioned herein. We have described the risks and uncertainties that our management believe are material but the risks set out in this Prospectus may not be exhaustive and additional risks and uncertainties not presently known to us, or which we currently deem to be immaterial, may arise or may become material in the future. In making an investment decision, Bidders must rely on their own examination of us and the terms of the issue including the merits and the risks involved.*

-

Materiality

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

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

INTERNAL RISK FACTORS

1. ***There are outstanding legal proceedings involving our Company which may adversely affect our business, financial condition and results of operations.***

   There are outstanding legal proceedings involving our Company. These proceedings are pending at different levels of adjudication before various courts, enquiry officers and appellate forums. Such proceedings could divert management time and attention and consume financial resources in their defence. Further, an adverse judgment in some of these proceedings could have an adverse impact on our business, financial condition and results of operations. A summary of the outstanding proceedings against our Company as disclosed in this Prospectus, to the extent quantifiable, have been set out below:

Sr. No.	Nature of proceedings	Number of outstanding cases	Amount involved (Rs. in Lakhs)
Cases filed against our Company			
Civil Liabilities			
1.	Civil Liabilities	1	25.43
Tax Liabilities			
2.	Income Tax Demands	3	182.66
3.	TDS	1	1.51
4.	GST	1	Uncertain
Total			**209.6**

Decisions in such proceedings adverse to our interests may affect our reputation and standing and may have a material adverse effect on our business, results of operations and financial condition.

2. ***There are outstanding legal proceedings involving our Company which may adversely affect our business, financial condition and results of operations.***

There are outstanding legal proceedings involving our Company. These proceedings are pending at different levels of adjudication before various courts, enquiry officers and appellate forums. Such proceedings could divert management time and attention and consume financial resources in their defence. Further, a case is showing on Watchout Investors Search for a default in payment of Employees Provident Fund (EPFO). Our Company has accepted that there is delay in payment of statutory dues to EPFO/ESIC. This delay or default of payment may lead to penalty by the concerned authority. Our company may be penalized by the concerned authority for the same.

3. ***One of our group Company namely Hillary Fashion Cotfab Limited (HFCL) is in Corporate Insolvency Resolution Process (CIRP) under Insolvency Bankruptcy Code, 2016.***

One of our group Company namely Hillary Fashion Cotfab Limited (HFCL) is presently undergoing Corporate Insolvency resolution Process (CIRP) under Insolvency Bankruptcy Code, 2016. It may have adverse effect on our company/promoters/promoters group/directors/management

Our company had entered into substantial transaction with HFCL in the past. During the last three financial years transaction aggregating to Rs 693.00 Lakhs and Rs. 2497.00 Lakhs were done respectively during FY 2016-17, 2017-18 and 2018-19 and from April 2019 to June 2019 it is 4.20 lakhs between both the companies. The nature of transactions include purchase of fixed assets, Job work, purchase of fabric, goods and other materials. Part of the purchase consideration amount is still unpaid by our company. There may be demand from Resolution Professional appointed for CIRP for the outstanding amount, which may effects the cash flow and financial position of the company adversely.

During the CIRP, the Resolution Professionals may examine all the related party transactions entered into by HFCL. During the process, if he finds some undervalued transactions, preferential transactions or extortionate credit transactions, defrauding transaction, etc with our company and/or promoters/promoters group/key management then the transactions can be declared as void and reverse/restore the effect of such transactions. The terms of the transactions can be modified and there may be financial and other liabilities on the company/promoters/directors/management.

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

We require a number of approvals, licenses, registrations and permits for our business which have not been obtained by us like factory license under Factories Act, 1948, registration under the payment of gratuity Act,

1972 and registration under Contract Labour (Regulation and Abolition) Act, 1970. Employee Sate Insurance registration was obtained in year 2018. Any action taken by the authorities may subject to penalties or suffer a disruption in our business activities, any of which could adversely affect our results of operations. Further, some of our permits, licenses and approvals are subject to several conditions and we cannot provide any assurance that we will be able to continuously meet such conditions or be able to prove compliance with such conditions to the statutory authorities, which may lead to the cancellation, revocation or suspension of the relevant permits, licenses or approvals. Any failure by us to apply in time, to renew, maintain or obtain the required permits, licenses or approvals, or the cancellation, suspension or revocation of any of the permits, licenses or approvals may result in the interruption of our operations and may have a material adverse effect on the business. If we fail to comply with all applicable regulations or if the regulations governing our business or their implementation change, we may incur increased costs, be subject to penalties or suffer a disruption in our business activities, any of which could adversely affect our results of operations. Our registration under Goods and Service Tax reflects only the details of the registered office which is also our manufacturing unit. However, the other premises from where the Company operates have not been included in the same. Furthermore, the government approvals and licenses are subject to various conditions. If we fail to comply, or a regulator claims that our Company has not complied with these conditions, our business, financial position and operations would be materially adversely affected.

For further details, please refer chapters titled "*Key Industry Regulations and Policies*" and "*Government and Other Statutory Approvals*" on page nos. 115 and 207 respectively of this Prospectus.

5. Our Effluent Treatment Plant (ETP) depends on approval from GPCB, Narol Association for Water Pollution and the Disposal is as per the General Standards notified from time to time.

Our Company has Effluent Treatment Plant for bringing down the levels of effluents discharged during the process of manufacture to the acceptable levels. The company has also received approval from GPCB and the Disposal is as per the General Standards notified from time to time. ETP plant is constantly running and has adequate measure and enough man power to dispense the waste water. Non-receipt of approval for renewal of license from GPCB in future would adversely affect our Company's operations, thereby having a material adverse effect on our business, results of operations and financial condition.

Further for ETP, we also need to depend on Narol Association for treatment of waste water. It is not under our control. If due to any reason, ETP system of Narol Association is closed any day, we need to close our factory and our operation may be affected.

6. *Our process involves the use of hazardous industrial chemicals which entails significant risks and could also result in enhanced compliance obligations*

Though the grey fabric is basic raw material we require and chemicals for processing of finished fabrics. During the time of processing of fabrics, we need to use various hazardous industrial chemicals such as Caustic Flakes, Soda Ash, Hydro, Sodium sulphite etc. While our Company believes that it has necessary controls and processes in place, any failure of such systems, mishandling of hazardous chemicals or any adverse incident related to the use of these chemicals or otherwise during the time of process may cause industrial accidents, fire, loss of human life, damage to our and third-party property and, or, environmental damage. If any industrial accident, loss of human life or environmental damage were to occur we could be subject to significant penalties, other actionable claims and, in some instances, criminal prosecution. Any such event would in addition to adversely affecting our reputation also temporarily reduce our manufacturing capacity which could adversely affect our business, results of operations and reputation.

7. *Our operations* requires the workers to work under potentially dangerous circumstances. *Our operations require us to use Boiler* to produce steam. *These activities can be extremely dangerous and any accident could cause serious injury to people or property and in certain circumstances, even may be fatal and this may adversely affect our production schedules, costs, sales and ability to meet customer demand.*

Our operations requires our workers to work under potentially dangerous working conditions. Our operations require us to use Boiler to produce steam. Steam is used for processing, dyeing, drying, printing, heating the equipment and maintaining the temperature of system. While our Company believes that it has necessary controls and processes in place, any failure of such systems, mishandling or any adverse incident related to the use of Boiler may cause industrial accidents, fire, loss of human life, damage to our and third-party property and, or, environmental damage. If any industrial accident, loss of human life or environmental damage were to occur we could be subject to significant penalties, other actionable claims and, in some instances, criminal prosecution. Any such event would in addition to adversely affecting our reputation also temporarily stop the production, which could adversely affect our business, results of operations and reputation.

8. ***Our Company undertakes job work activities which exposes us to loss in case of Rejection of finished Material.***

We engage in job work activities on behalf of our principal employer. The material we process and supply undergo under stringent quality checks. We have in the past faced rejection of material on several occasions which exposes us to risk of additional losses. We may not be able to deliver the requisite quality of goods and may face rejections in future as well, which in turn would affect our revenue, financials and cash flows of the Company.

9. ***Any failure in our quality control processes may have an adverse effect on our business, results of operations and financial condition. We may face product liability claims and legal proceedings if the quality of our products does not meet our customers' expectations.***

Our products may contain quality issues or undetected errors or defects, especially when first introduced or when new products are developed, resulting from the design or manufacture of the product or raw materials used in the product. We have implemented quality control processes and regularly conduct inspections of raw materials sourced from suppliers and finished products manufactured by job workers on the basis of our internal quality standards. However, we cannot assure you that our job workers will always adhere to such standards and that our quality control processes will not fail or the quality tests and inspections conducted by us are accurate at all times. Any shortcoming in the raw materials procured by us or in the production of our products due to failure of our quality assurance procedures, negligence, and human error or otherwise, may damage our products and result in deficient products. We have, from time to time, exchanged products sold to our customers due to quality defects, or otherwise, in accordance with our exchange and returns policy. In the event the quality of our products is not in accordance with our standards or our products are defective, our customers may return our products, we may be required to recall or exchange such products at additional cost to us and our reputation may be impacted, which in turn may adversely affect our business, results of operations and financial condition.

10. ***We do not own the Factory premises/registered office from which we operate. Any dispute in relation to use of the premises would have a material adverse effect on our business and results of operations.***

The factory/registered office of our Company is located at Survey No. 230, Opp. Mariya Park, B/H. Ranipur Village, Saijpur Gopal, Narol, Ahmedabad, Gujarat-382405. The said property is not owned by us and has been taken on short term rent. For further details regarding the terms and conditions of these properties refer "Property" on section titled "***Our Business***" on page 99 of this Prospectus. Any failure to renew the said agreement could force us to relocate to new premises. It may involve substantial time and cost for relocation of the plant. In addition, we may not be able to identify satisfactory new premises or may have to incur substantial additional costs towards those premises. Any of the aforesaid could have a material adverse effect on our business, results of operation and financial condition.

Further, we are paying only rent ₹ 2,58,000/- p.m, including pollution permission charges and ETP. Any increase of rent would have a material adverse effect on our business and results of operations.

11. ***Any penalty or action taken by any regulatory authorities in future for non-compliance with provisions of corporate and other law could impact the financial position of our Company to that extent.***

Our Company may have not complied with certain accounting standards and Section 4A of The Payment of Gratuity Act, 1972, in the past. Although no show cause notice in respect of the same has been received by our Company till date. Any penalty imposed for such non-compliance could affect our financial conditions to that extent. In relation to gratuity we have not received any notice/communication from the relevant authority, for the previous defaults till date. However, now our Company is complying with all the accounting standards and has given effects in the Restated Financial Statements for such non compliances.

12. ***Substantial portion of our revenues has been 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 customers include various distributors that market our products, direct sellers, wholesalers, fabric traders and also large corporate houses. For the Eleven month period ended June 30, 2019, our top ten clients accounted for approximately 55.33% of our gross revenue from operations. The loss of any significant client 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.

13. ***Our top suppliers contributes major portion of our total raw material purchases. Any disruption in supplies from them may adversely affect our production process.***

Our top 10 suppliers contributes around 76% of our total Raw material purchases for period ended June 30, 2019. We do not have any formal agreement with our raw material suppliers. Though we maintain good relations with them, there can be no assurance that we shall be able to continue such relations with any or all of them. Any disruption in supplies from these parties may require us to find additional suppliers. There can be no assurance that we shall be able to find additional suppliers in time or transact business with them on favourable terms and conditions or the quality of products supplied by these suppliers will be at par with those of our existing suppliers. Since such suppliers are not contractually bound to deal with us exclusively, we may face the risk of losing their services to our competitors. Any disruption in supplies from our suppliers due to inexistence of contracts may adversely affect our production process, trading activity and consequently our results of operations.

14. ***Raw materials constitute a significant percentage of the Company's total expenses. Particularly, any increase in Grey Fabric prices and any decrease in the supply of Grey Fabric would materially adversely affect the Company's business.***

Raw materials constitute a significant percentage of the total expenses of the Company. Raw materials costs accounted for 87.26% and 62.50 % of total expenses for period ended June 30, 2019 and 31st March, 2019 respectively. The primary raw material used by the Company is Grey Fabric. Though the grey fabric is basic raw material we require other dyes and chemicals for manufacturing finished fabrics. We are therefore, entirely dependent on external suppliers for the raw materials which constitutes a majority of the total cost of raw materials for our processing operations. The prices of Grey Fabric depend largely on the market prices of the various yarns and cotton, which are the raw material for manufacture of grey fabric. However, any adverse fluctuations in the price which we may not be able to pass on to our customers could have a material adverse effect on our total cost of production. Further, any material shortage or interruption in the supply or decrease in quality of these raw materials could also adversely impact our business operations.

15. ***For the 11 months period ended February 28, 2019' the net profit of our company was Rs 82.23 Lacs, but for the year ended March 31,2019 it was to Rs 60.20 Lacs.***

Net profit of our company has reduced substantially in FY 2018-19, as compared to the net profit during 11 months ended February 2019, due to loss in the month of March 2019. The net profit of our company was Rs 82.23 Lacs for the 11 months period ended February 28, 2019; which was reduced to Rs 60.20 Lacs for the FY ended March 31,2019. There was heavy loss in the month of March 2019 due to the clearance of old stock at cost price or less than the cost price. Accordingly, the value of the inventory was also reduced as on March 31, 2019. Some of the goods were returned by the buyers due to defect in the goods/fabric. We had also sold

excess chemical and other material, however, the same was returned back and we had to discard the same. Similar events can happen in any part of the year and it may adversely affect our business and financial operations.

16. ***Substantial Non-Operational Loans & Advances have been provided to the parties by our company.***

We have provided substantial Loans & Advances, which are not directly related to the core business operations of the company. We will not have recourse to any security to recover the same. We may not be able to recover the outstanding amounts under the loans and advances. Further, we may also provide similar loans and advances in future as well. There is no assurance that we would be able to recover them fully and it may adversely affect our financial condition.

17. ***The capacity of our manufacturing facility is not fully utilized and could impair our ability to fully absorb fixed costs.***

The capacity of our manufacturing at factory has not been fully utilized over the previous years, and there is no assurance that there will be an increase in the capacity utilization in the future. If we are unable to fully utilize our capacity in the future this could affect our cost and profitability and thereby adversely affect the financial condition of our Company.

18. ***We generate our entire sales from our operations in certain geographical regions especially Gujarat and any adverse developments affecting our operations in these regions could have an adverse impact on our revenue and results of operations.***

As on date of the Prospectus, our Company is executing orders majorly in Gujarat. Such geographical concentration of our business in this region heightens our exposure to adverse developments related to competition, as well as economic and demographic changes in this region which may adversely affect our business prospects, financial conditions and results of operations. We may not be able to leverage our experience in this region to expand our operations in other parts of India and overseas markets, should we decide to further expand our operations.

Factors such as competition, culture, regulatory regimes, business practices and customs, industry needs, transportation, in other markets where we may expand our operations may differ from those in this region, and our experience in such region may not be applicable to other markets. In addition, as we enter new markets and geographical areas, we are likely to compete not only with national players, but also local players who might have an established local presence, are more familiar with local regulations, business practices and industry needs, have stronger relationships with local contractors, farmers, relevant government authorities, and who have access to existing waste sources or are in a stronger financial position than us, all of which may give them a competitive advantage over us. Our inability to expand at other locations may adversely affect our business prospects, financial conditions and results of operations. While our management believes that the Company has requisite expertise and vision to grow and mark its presence in other markets going forward, investors should consider our business and prospects in light of the risks, losses and challenges that we face as an early-stage company and should not rely on our results of operations for any prior periods as an indication of our future performance.

19. ***We do not have any long-term agreement or contract for supply of Grey Fabric and Dyes, Chemicals, coal, or any other raw material used in our manufacturing unit or other service providers due to which we may face disruptions in supply from our current suppliers or service providers and are also exposed to price and supply fluctuations for our raw materials.***

We are, to a major extent, dependent on external suppliers for our raw materials requirements and we do not have any long-term supply agreements or commitments in relation to the same or for any other raw materials used in our manufacturing process and typically transact on an invoice basis for each order. There can be no assurance that there will not be a significant disruption in the supply of raw materials or finished products from current sources or, in the event of a disruption, that we would be able to locate alternative suppliers of materials or third party manufacturers of comparable quality on terms acceptable to us, or at all. Identifying a suitable supplier involves a process that requires us to become satisfied with their quality control, responsiveness and service, financial stability and labour and other ethical practices. Consequently, we are also exposed to price fluctuations in dyes, chemicals, coal or other raw materials, and these fluctuations may adversely affect our

ability to obtain orders and/or to execute them in a timely manner, which would have a material adverse effect on our business, results of operations and financial condition.

In case of non-availability of raw materials on favourable terms, we may have to procure the same at the terms and conditions prevalent at that point. This will result in reducing our revenues by a considerable amount due to shortage of raw material or due to inability to procure the same. Further, unfavourable terms of raw materials may also force us to reduce the scale of our operations resulting in a down-sizing of our overall business. We may have to put on hold any expansion plans and our future growth will be severely stunted. Any delay, interruption or increased cost in the supply of dyes, chemicals, coal or other raw material 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.

20. ***Our Company has not entered into any long-term contracts with most of its customers and we typically operate on the basis of orders. Inability to maintain regular order flow would adversely impact our revenues and profitability***

Our Company has had long standing business relationships with certain customers and has been supplying our products to such customers for several years. However, we have not entered into any contracts with these 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 and, without consequence, which could materially and adversely impact our business. Consequently, our revenue may be subject to variability because of fluctuations in demand for our products. Our Company's customers have no obligation to place order with us and may either cancel, reduce or delay orders. The orders placed by our Company's customers are dependent on factors such as the customer satisfaction with the level of service that our Company provides, fluctuation in demand for our Company's products and customer's inventory management.

Although we place a strong emphasis on quality, timely delivery of our products and after sales service such as feedback on the trends in their market, personal interaction by the top management with the customers, etc., in the absence of contracts, any sudden change in the buying pattern of buyers could adversely affect the business and the profitability of our Company.

21. ***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.***

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 material and finished goods) and trade receivables.

To effectively manage our inventory, we must be able to accurately estimate customer demand and supply requirements and purchase new inventory accordingly. However, if our management misjudges expected customer demand, it could cause either a shortage of products or an accumulation of excess inventory. Further, if we fail to sell the inventory we manufacture or purchase, 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 increased working capital borrowings and, consequently, higher finance cost which will adversely impact our profitability.

22. ***Our operations are subject to high working capital requirements. Our inability to maintain sufficient cash flow, credit facilities and other sources of funding, in a timely manner, or at all, to meet requirement of working capital or pay out debts, could adversely affect our operations.***

Our business requires significant amount of working capital. Major Portion of our working capital is utilized towards debtors and inventory. We have been sanctioned working capital of Rs 250.00 lakhs from the bankers.

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 Debtors which may result in a high risk in case of non-payment by these Debtors. In the event we are not able to recover our dues from our Debtors, we may not be able to maintain our Sales level and thus adversely affecting our financial health. If this situation persists, we may not be able to pay our lenders / creditors and we may be forced to go for Corporate Debt Restructuring (CDR) which may result in adversely affecting our operations and future prospects.

23. ***Our Company does not enter into any binding agreement with its Contract Labours.***

As on current date, in addition to our full-time employees, we engage contract labour for our manufacturing process. Our operations and performance are labour intensive and depends on our ability to identify, attract and retain both skilled and unskilled labour. In case such labour is unavailable or we are unable to identify and retain such labourers our business could be adversely affected. We have not entered into any agreement for hiring contract labourers and thus availability of appropriately skilled labour cannot be guaranteed. Any failure to hire the appropriate labour may impact the operations and impair our client relations.

24. We have significant power requirements for continuous running of our factories and as the connection is attached to the property, certain things are beyond the control of our promoters and directors. 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, godown and offices have significant electricity requirements and any interruption in power supply to our factories, godown 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 and currently source the same from Torrent Power. Since we have significant power consumption, any unexpected or significant increase in its tariff can increase the operating cost of factories, godown and offices and production cost which we may not be able to pass on to our customers. 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.

25. We rely significantly on our Dealers or Distributors and Agents network in open market for sale of our products.

We sell our products in open market through our network of Commission Agents/Distributors. Furthermore, our business growth depends on our ability to attract additional dealerships/distributorships to our network. While, we believe that we have good relations with our agents / distributors but there is no assurance that our current agents / distributors will continue to do business with us or that we can continue to attract additional dealers / distributors to our network. If we do not succeed in maintaining the stability of our dealership / distributorship network, our market share may decline materially affecting our results of operations and financial condition.

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

We use third party transportation providers for the supply of most of our raw materials and for delivery of our products to our customers. Transportation strikes could have an adverse effect on our receipt of raw materials and our ability to deliver our products to our customers. Non-availability of ships, barges, trucks and railway cars could also adversely affect our receipt of raw materials and the delivery of our products.

In addition, transportation costs in India have been steadily increasing over the past several years. While usually the end consumer bears the freight cost, we may not always be able to pass on these costs to our customers. Continuing increases in transportation costs or unavailability of transportation services for our products may have an adverse effect on our business, financial condition, results of operations and prospects.

In addition, India's physical infrastructure is less developed than that of many developed nations, and problems with its port, rail and road networks, electricity grid, communication systems or any other public facility could disrupt our normal business activity, including our supply of raw materials and the delivery of our products to customers by third-party transportation providers. Any deterioration of India's physical infrastructure would harm the national economy, disrupt the transportation of goods and supplies, and add costs to doing business in India. These problems could interrupt our business operations, which could have a material adverse effect on our results of operations and financial condition.

27. ***Changes in technology may render our current technologies obsolete or require us to make substantial capital investments.***

Modernization and technology up-gradation is essential to provide better quality product. Although we strive to keep our technology in line with the latest standards, we may be required to implement new technology or upgrade the existing employed by us. Further, the costs in upgrading our technology could be significant which could substantially affect our finances and operations. Our failure or inability to incorporate any change in technology might place our competitors at an advantage in terms of costs, efficiency and timely delivery of the final products.

28. ***Our Promoters, Directors have provided personal guarantees for a significant portion of our borrowings and collaterals to secure certain of our loans.***

All our Promoters and Directors have extended personal guarantees in favour of Abhyudaya Co-Operative Bank Ltd in relation to the borrowing facilities availed by our Company. In the event any such guarantees are revoked, our lenders may require us to furnish alternate guarantees, demand repayment of the amounts outstanding under the respective facilities or even terminate such facilities. There can be no assurance that our Company will be able to arrange any alternative guarantees in a timely manner or at all. If our lenders exercise their rights under the relevant debt financing agreements for want of such additional guarantees, our operations and use of assets may be significantly hampered, and our ability to avail further borrowings may be curtailed. Further, if we are required to repay the amounts outstanding under the aforesaid borrowing facilities, our business, results of operations and profitability may be adversely impacted. For further details, see ***"Financial Indebtedness"*** on pages 198 of this Prospectus.'

29. ***Our lenders have charge over our movable in respect of finance availed by us.***

We have secured our lenders by creating a charge over our movable in respect of facilities availed by us from banks and financial institutions. The total amounts outstanding and payable by us as secured loans were Rs. 750.00 Lakhs as on the date of Prospectus. In the event we default in repayment of the facilities availed by us and any interest thereof, our properties may be forfeited by lenders, which in turn could have significant adverse effect on business, financial condition or results of operations. For further information on the Financial Indebtedness please refer to page 198 of this Prospectus.

30. ***Conflicts of interest may arise out of common business undertaken by our Directors, our Promoters and Group Entities.***

Our Group Entity, Stitched Textiles (OPC) Private Limited is carrying out business similar to that of our Company. Our Chief Executive Officer (CEO) is also Promoter and Director of this Company. As a result, conflicts of interests may arise in allocating business opportunities in our Company. In case of conflict, our CEO may favour this Company in which our CEO has interests. There can be no assurance that our CEO, our Group Entities will not compete with our existing business or any future business that we may undertake or that their interests will not conflict with ours. Any such present and future conflicts could have a material adverse effect on our reputation, business, results of operations and financial condition.

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

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

(Rs. in lakhs)

Particulars	As at June 30, 2019	As at March 31,		
		2019	2018	2017
Net Cash Flow from/(used in) Operating Activities	**(365.11)**	**171.70**	**150.86**	**(340.94)**
Net Cash Flow from/(used in) Investing Activities	**(189.86)**	**(456.67)**	**(144.05)**	**318.50**
Net Cash Flow from/(used in) Financing Activities	**538.72**	**302.16**	**24.91**	**-00.0**

For details, please refer "*Management's Discussion and Analysis of Financial Conditions and Results of Operations of our Company"* on page no. 189 of this Prospectus.

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

32. ***There have been some instances of non-filling/delays/ incorrect filling in current year with certain statutory authorities by our group company Hillary Fashion Cotfab Limited. If the Authorities imposed monetary penalties on us or take certain punitive actions against our group Company in relation to the same. As a result of this operations could be adversely affected.***

In the current year there is instance of non-filling or delays in filing statutory forms with ROC and Income Tax Department. Such non-compliance may in future render us liable to statutory penalties which may have adverse effect on the reputation and result of operations of our Company.

33. ***There is a violation of Companies (Acceptance of Deposits) Amendment Rules, 2019 by our group company Hillary Fashion Cotfab Limited. Any penalty or action taken by any regulatory authorities against our group companies for such violation could impact the financial position of our Company to that extent.***

There is a violation of Companies (Acceptance of Deposits) Amendment Rules, 2019 by our group company Hillary Fashion Cotfab Limited. Such violation may in future render us liable to statutory penalties which may have adverse effect on the reputation and result of operations of our Company.

34. ***Our Group Company has incurred losse in the previous financial year.***

Sustained financial loss by our Group Company may not be perceived positively by external parties such as customers, bankers, suppliers etc. which may effect our credibility and business operations. Our Group Company Hillary Fashion Cotfab Limited has incurred loss in previous year.

Particulars	For the year ended March 31		
	2019	2018	2017
Share Capital	228.83	228.83	228.83
Reserves and Surplus (excluding Revaluation Reserve and Less Miscellaneous Expenses, if any)	(23.82)	(23.82)	20.25
Net worth	**205.01**	**205.01**	**249.08**
Income including other income	-	4225.87	1910.21
Profit/ (Loss) after tax	(220.03)	(44.07)	4.88
Earnings per share (face value of 10 each)	(9.62)	(1.93)	0.21
Net asset value per share (₹)	8.96	8.96	10.89

35. Our success depends heavily upon our Director and Senior Management for their continuing services, strategic guidance and financial support.

Our success depends heavily upon the continuing services of Mr. Mithlesh Agrawal, Mr. Khushant Gupta and Mr. Jaimin Gupta, who are the natural person in control of our Company. Mr Khushant Gupta currently serves as our Managing Director and plays a key role in obtaining our current market position. Mr Mithlesh Agrawal also plays a pivotal role in the production and marketing areas, respectively. Our Sales & Marketing team is headed by our CEO Mr. Jaimin Gupta. Our reputation of timely delivery and quality of products has helped us retain our clients. Our CEO Mr. Jaimin gupta is actively involved in maintaining our existing customers

We believe that our relation with our Promoters, Directors and CEO, who have rich experience in business, developing markets, managing customers and handling overall businesses, has enabled us to experience growth and profitability. We receive benefit from our relationship with our Promoters, Directors and our success depends upon the continuing services of our Promoters and Directors who have been responsible for the growth of our business and are closely involved in the overall strategy, direction and management of our business.

Further, we also depend significantly on our Key Managerial Persons for executing their day to day activities. If our Promoters / Directors or any member of the senior management team is unable or unwilling to continue in his present position, our business, financial condition, results of operations and prospects may be materially and adversely affected.

36. Our Company if not able to manage our growth or to successfully implement our business plan 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 develop relationships with customer and suppliers and we may not be able to execute our strategies in the future. For further details, see the section titled "***Our Business – Our Strategies***" on page no. 99 of this Prospectus. Our success in implementing our growth strategies may be affected by:

i. Our ability to identify new markets to expand;
ii. Our ability to maintain the quality of our products;
iii. Changes in the Indian regulatory environment in field of Textiles

Any of these factors could impact our results of operations. If our Company is not able to execute our strategy on time and within our estimated budget, or that our expansion and development plans fail to generate the required results, it may adversely impact our profitability. Further, our growth strategies could place significant demand on our management team and other resources and would require us to continuously develop and improve our operational, financial and other controls, none of which can be assured. Any failure on our part to scale up our infrastructure and management could cause disruptions to our business and could be detrimental to our long term business outlook. Further, we operate in a highly dynamic industry, and on account of changes in market conditions, industry dynamics, technological improvements or changes in trends and fashions and any other relevant factors, our growth strategy and plans may undergo changes or modifications, and such changes or modifications may be substantial, and may even include limiting or foregoing growth opportunities if the situation so demands. Our inability to implement our business strategies and sustain our growth may impair our financial growth and thus result in an adverse impact on our Company's share price.

37. The operations of our Company are subject to manufacturing risk and may be disrupted by failure in the facilities. These liabilities and costs could have a material adverse effect on our business, results of operations and financial condition.

Due to the nature of the business we are required to be compliant with requisite safety requirements and standards. Our manufacturing facilities are subject to operating risk arising from compliance with the directives of relevant government authorities. The operations of our Company are also subject to operating risks, such as breakdown or failure of equipment, power supply or processes, performance below expected levels of output or efficiency, earthquakes and other natural disasters and industrial accidents, fire or explosion, including hazards that may cause injury and loss of life, severe damage to and destruction of property and equipment and environmental damage. Such operating risks may result in non-compliance with government regulations,

property damage and personal injury which may result in the imposition of civil and criminal penalties, which may adversely affect public perception about our operations and the perception of our suppliers, clients and employees.

38. Orders placed by customers may be delayed, modified, cancelled or not fully paid for by our customers, which may have an adverse effect on our business, financial condition and results of operations

We may encounter problems in executing the orders in relation to our products, or executing it on a timely basis. Moreover, factors beyond our control or the control of our customers, including delays or failure to obtain necessary permits, authorizations, permissions and other types of difficulties or obstructions, may result in the postponement of the delivery of products or cause its cancellation. Further, the order could be rejected or sometime we need to do some modification as per requirement of the customers. Accordingly, it is difficult to predict with certainty if, when, and to what extent we may be able to deliver the orders placed. Failure to deliver products on time could lead to customers delaying or refusing to pay the amount, in part or full, which may adversely affect our business In addition, even where a delivery proceeds as scheduled, it is possible that the contracting parties may default or otherwise fail to pay amounts owed. While we have not yet experienced any material delay, reduction in scope, cancellation, execution difficulty, delay or default in payment with regard to the orders placed with us, or any material disputes with customers in respect of any of the foregoing, any such adverse event in the future could materially harm our cash flow position and income. Many of our orders involve providing services that are critical to the operations of our customers business. Any failure or defect in services could result in a claim against us for substantial damages, regardless of our responsibility for such a failure or defect. Although our Company is attempting to limit its contractual liability for all the damages, including consequential damages, while rendering the services, our Company cannot be assured that the limitations on liability it provides for, in the service contracts will be enforceable in all cases. Any delay, modification, cancellation of order by our large customers may have material adverse effect on our financial condition and results of operations.

39. Any changes in regulations or applicable government incentives would adversely affect the Company's operations and growth prospects.

The GoI has provided several incentives to the textile sector, from which our Company may benefit, including the TUFS interest and capital subsidies. These incentives could be modified or removed at any time, or new regulations could be introduced applicable to our Company's business, which could adversely affect our Company's operations and financial results. Our Company is also subject to various regulations and textile policies, primarily in India. Our Company's business and prospects could be adversely affected by changes in any of these regulations and policies, including the introduction of new laws, policies or regulations or changes in the interpretation or application of existing laws, policies and regulations. There can be no assurance that our Company will succeed in obtaining all requisite regulatory approvals in the future for its operations or that compliance issues will not be raised in respect of its operations, either of which would have a material adverse effect on the Company's operations and financial results.

40. We do not have own trademark.

Our Company does not have own trademark. Thus, we do not enjoy the statutory protections accorded to a registered logo/trademark as on date. There can be no assurance that we will be able to register the logo in future or that, third parties will not infringe our intellectual property, causing damage to our business prospects, reputation and goodwill. We may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect our intellectual property. For further details, please see the chapter titled "Government and Other Statutory Approvals" beginning on page 207 of this Prospectus.

41. We do not hold any intellectual property protection in relation to our manufacturing processes

The composition of cotton, yarn and fabric and the general manner in which they are produced are well-known and well-established. As a result, our research and development efforts are primarily directed towards developing new and more efficient production processes that are typically applicable to the current range of products we manufacture. Like many of our competitors, we possess extensive technical knowledge about our products. Our know-how is a significant independent asset, which may not be adequately protected by intellectual property

rights such as patent registration. We employ a high level of automation in our production processes, which result in high productivity and quality.

We also rely in part on mutual trust for protection of our trade secrets and confidential information relating to our manufacturing processes. It is our policy to take precautions to protect our trade secrets and confidential information against breach of trust by our employees, consultants, customers and suppliers and we have written confidentiality agreements with our employees. However, it is possible that unauthorized disclosure of our trade secrets or confidential information may occur. We cannot assure you that we will be successful in the protection of our trade secrets and confidential information.

Our manufacturing processes may not be eligible for intellectual property protection and others may be able to use the same or similar automation in production processes, thereby undermining any competitive advantage we may have derived from such processes and adversely affecting our financial condition and results of operations.

42. Compliance with, and changes in, safety, health and environmental laws and related laws and regulations impose additional costs and may adversely affect our results of operations and our financial condition

We are subject to a broad range of safety, health and environmental laws and related laws and regulations in the jurisdictions in which we operate, and may also be required by our clients to meet certain additional criteria with respect to safety, environment, health and labour. Such safety, health and environmental laws and regulations impose controls *inter alia* on the disposal and storage of raw materials, noise emissions, air and water discharges, on the storage, handling, discharge and disposal of chemicals, employee exposure to hazardous substances and other aspects of our operations and products. While we believe we are currently in compliance in all material respects with all applicable safety, health and environmental laws and regulations, the discharge of our or such third parties' raw materials that are chemical in nature or of other hazardous substances or other pollutants into the air, soil or water may nevertheless cause us to be liable to the Government of India or other governments where we operate or to third parties. The scope and extent of any new environmental, health and safety regulations, including their effect on our operations and cash flows, cannot be predicted with certainty. The cost and management time required to comply with these requirements could be significant. The measures we implement in order to comply with these new laws and regulations may not be deemed sufficient by Government authorities and our compliance cost may significantly exceed our estimates. Penalties imposed by regulatory authorities on us or on third parties upon whom we depend on may also disrupt our business and operations. In addition, we may be required to incur costs to remedy the damage caused by such discharges, pay fines or other penalties or close down the production facilities for non-compliance. We cannot assure you that we will not become involved in future litigation or other proceedings or be held responsible in any such future litigation or proceedings relating to safety, health and environmental matters in the future.

Further, we are subject to various regulations and textile policies, primarily in India. Our business, operations and growth prospects could be materially adversely affected by changes in any of these regulations and policies, including the introduction of new laws, policies or regulations or changes in the interpretation or application of existing laws, policies and regulations. There can be no assurance that we will succeed in obtaining all requisite regulatory approvals in the future for our operations or that compliance issues will not be raised in respect of our operations, either of which would have a material adverse effect on our business, financial condition and results of operations.

43. Our employee and labour expense is a significant component of our operating costs. An increase in employee expense could reduce our profitability.

Our operations are highly dependent on skilled and semi-skilled labour. Over the years, our employee and labour expense has been a significant component of our operating costs. In Fiscals 2019, 2018, 2017 and for stub period June 30 2019, our employee and labour expense was ₹ 190.03 lakhs, ₹ 132.21Lakhs, ₹12.06 Lakhs and ₹ 45.87 Lakhs respectively, constituting 7.16%,2.91% ,7.67 % and 9.01%, respectively, of our revenue from operations for such periods. Due to economic growth in the past and the increase in competition for skilled and semi-skilled employees in India, wages in India, in recent years, have been increasing. Further, our plans to expand in order to increase growth will also result in expansion of our work force and may therefore necessitate increased levels

of employee compensation. In addition, we may also need to increase our compensation levels to remain competitive in attracting and retaining the quality and number of skilled and semi-skilled employees that our business requires. Finally, our employees' salaries are linked to minimum wage laws in India, and any increase in the minimum wage in any state in which we operate could increase our operating costs. In addition, a shortage in the labour pool or general inflationary pressures will also increase our labour costs. A significant long-term increase in our employee benefit expense could reduce our profitability, which could, among other things, affect our growth, business and financial results.

44. Our Company has allotted Equity Shares during the preceding one year from the date of the Prospectus which is lower than the Issue Price.

Our Company has allotted the following Equity Share as bonus shares during the preceding one year from the date of the Prospectus which is lower than the Issue Price:

Date of Allotment	**Names of the Allottees**	**Number of Equity Shares**	**Face Value (in ₹)**	**Issue Price per Equity Share (in₹)**	**Reasons for Allotment**
April 26, 2019	Qmin Pharma Private Limited	19,72,250	10.00	-	Bonus Issue in the ratio of 10:1 by capitalization of reserves pursuant to the shareholders resolution dated April 26, 2019
	Miracle Stores Private Limited	19,72,250	10.00	-	
	Bharti Gupta	40,250	10.00	-	
	Kresha Gupta	10,250	10.00	-	
	Sanjay Kumar P Agrawal	10,000	10.00	-	
	Mithleshkumar Agrawal	10,000	10.00	-	
	Khushant Gupta	10,000	10.00	-	

45. Our Company has availed unsecured loan which are repayable on demand. Any demand from the lenders for repayment of such unsecured loan may affect our cash flow and financial condition.

Our Company, as per the restated financial statement, has availed total sum of ₹96.43 lakhs and ₹ 40.70 lakhs as unsecured loan as on June 30, 2019 and March 31, 2019, which may be recalled at any time. Sudden recall may disrupt our operations and also may force us to opt for funding at higher interest rates, resulting in higher financial burden. Further, we will not be able to raise funds at short notice and thus result in shortage of working capital fund. For further details, please refer the chapter "*Financial Information*" on page no. 155 of this Prospectus. Any demand for the repayment of such unsecured loan, may adversely affect our cash flow and financial condition.

46. We constantly face a credit risk which may in turn affect our complete buying cycle adversely.

As a textile manufacturing and trading Company, our primary competence is the ability to manufacture, finish and market our textile products for various consumer segments, and hence exploit the benefits of variety, economies of scale and credit shortage in the textile trade. Our requirement of working capital is high mainly due to our ability to procure and store sufficient amounts of raw materials and finished goods, thus relieving our units with disruptions and work stoppages. Once the production process is complete, we are required to give sufficient credit period to our customers in order to maintain our customer relations and competitiveness. Our Debtors turnover period is an average approximately 80 days while our Creditors turnover period ranges in approximately 55 days leading to a considerable working capital gap.

Our aforementioned buying cycle is heavily dependent on timely payments being received from our customers. If there is a default in payment from any of our customers or there is any unforeseeable delay is payment, our

working capital cycle will be adversely affected. This may lead to our inability to maintain our inventories and thus lack the competitive advantage against various other manufacturers leading to an adverse effect on our business operations and profitability.

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

Our Company has employed 38employees all of whom are on our payrolls. The above includes employees in the Top and middle management (including Executive Directors), and also employees who are part of manufacturing unit and office staff. Our operations and performance are labour intensive and depends on our ability to identify, attract and retain both skilled and unskilled labour. In case such labour is unavailable or we are unable to identify and retain such labourers, our business could be adversely affected.

Further, there are instances where we need to hire additional contract labour, either for specialized jobs or during periods of high customer orders. We have not entered into any agreement for hiring additional labourers and thus availability of appropriately skilled labour cannot be guaranteed. Any failure to hire the appropriate labour may impact the operations and impair our client relations.

48. We have high financial indebtedness which could adversely affect our financial condition and results of operations and further we may not be able to meet our obligations under the debt financing agreements.

In the event that we fail to meet our debt servicing obligations under our financing documents, the relevant lenders could declare us to be in default, accelerate the maturity of our obligations or takeover our project or even sell our Company's movable and immovable assets. We cannot assure investors that in the event of any such acceleration we will have sufficient resources to repay these borrowings. Failure to meet obligations under debt financing agreements may have an adverse effect on our cash flows, business and results of operations. Our ability to meet our debt service obligations and to repay our outstanding borrowings will depend primarily upon the cash flows generated by our business. We cannot assure you that we will generate sufficient cash to enable us to service existing or proposed borrowings. Incurring significant indebtedness may limit our flexibility in planning for or reacting to changes in our business & industry and limit our ability to borrow additional funds. Further, our level of indebtedness has important consequences to us, such as:

- increasing our vulnerability to general adverse economic, industry and competitive conditions;
- limiting our flexibility in planning for, or reacting to, changes in our business and the industry;
- affecting our credit rating;
- limiting our ability to borrow more money both now and in the future; and
- increasing our interest expenditure and adversely affecting our profitability

For further details please refer the chapter "*Financial Indebtedness*" on page no. 198of this Prospectus.

49. Our Company depends on timely identification of evolving fashion trends and creating new designs. Any lag on the part of our Company in this regard may adversely affect our business operations.

The key success factor in the textiles business is in creating appealing designs and colour combinations to create buyer appeal. In order to be in line with this success factor, we maintain a team of in house designers who design and develop the products as per customer's needs. This team works on the development of designs by analysing the needs of clients by parameters like latest dyeing combinations, new printing techniques & patterns and most importantly the feedback gained from the sales of the similar products that were designed earlier. Our inability to tap the changing fashion can lead to rejection and obsolesce of our textiles thus damaging goodwill, business operations and financial conditions. It is very important for the designing team and also the Company's management to have a good understanding of the trends prevailing in that particular country.

50. Our funding requirements and deployment of the issue proceeds are based on management estimates and actual cost may vary compared with the estimated amount.

Our funding requirement and deployment of the proceeds of the issue are based on management estimates and our current business plan. The fund requirements and intended use of proceeds have not been appraised by banks or financial institutions and are based on our estimates. In view of the highly competitive nature of the industry in which we operate, we may have to revise our management estimates from time to time and, consequently, our

funding requirements may also change as a result of various factors which may not be within the control of our management. This may entail rescheduling, revising or cancelling the planned expenditure and fund requirement and increasing or decreasing the working capital limits maintained from time to time at the discretion of our board. In addition, schedule of implementation as described herein are based on management's current expectations and our subject to change due to various factors some of which may not be in our control. The deployment of the funds towards the objects of the issue is entirely at the discretion of the Board of Directors and is not subject to monitoring by external independent agency. However, the deployment of funds is subject to monitoring by our Audit Committee.

51. ***One of the Key Management Personnel is associated with the Company for less than one year.***

One of the Key Management Personnel i.e. Company Secretary & Compliance Officer is associated with the Company for a period of less than one year. For details of Key Management Personnel and their appointment, please refer to chapter "Our Management" beginning on page 134 of this Prospectus.

52. Reliance has been placed on declarations and affidavits furnished by certain of our Directors/ Promoters and KMPs for details of their profiles included in this Prospectus.

Mr. Mithilesh Agarwal, our Director/ Promoter and our KMP Mr. Pratapsingh B. Zala have been unable to trace copies of certain documents pertaining to their educational qualifications. Our Company has obtained confirmations from the relevant Directors and Promoters, that they have made their best efforts to procure the relevant supporting documents for these disclosures being made in this Prospectus and in spite of such efforts, certain documents were not traceable. Accordingly, reliance has been placed on declarations, undertakings and affidavits furnished by these Directors and Promoters to disclose details of their educational qualifications in this Prospectus and we have not been able to independently verify these details. Therefore, we cannot assure you that all information relating to the educational qualifications of certain of our Directors and Promoters included in "Management" and "Promoter and Promoter Group" beginning on pages 134 and146, respectively, are complete, true and accurate.

53. Our business is dependent on our operating facilities. The loss or shutdown of our facilities could have a material adverse effect on our business, financial condition and results of operations

Our facilities at Ahmedabad are subject to operating risks, such as shutdowns due to the breakdown or failure of equipment, power supply or processes, performance below expected levels of output or efficiency, adequate utilisation rates, obsolescence of equipment, labour disputes, strikes, lockouts, industrial accidents, disruption by extremist groups, or any other reason, and the need to comply with the directives and regulations of the Government of India ("**GoI**") and relevant state government authorities. We are heavily reliant on workers at our unit, including those workers who are hired on a contract basis and are not on a fixed payroll. Our inability to continue to procure such services or any disputes with this group of labour would severely affect our operations and may cause a under-utilisation of our capacities or a total shut down.

Our operations involve a significant degree of integration, and our results of operations are dependent on the successful operation of each facility. Although we take precautions to minimize the risk of any significant operational problems at our facilities, our business, financial condition, results of operations and prospects may be adversely affected by any disruption of operations at our facilities.

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

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

Further, our Company is required to renew these insurance policies from time to time and in the event, we fail to renew the insurance policies within the time period prescribed in the respective insurance policies or not obtain at all, our Company may face significant uninsured losses. If our Company suffers a large uninsured loss or if an

insured loss suffered, significantly exceeds our insurance coverage, our business, financial condition and results of operations may be adversely affected.

55. We face competition in our business from organized and unorganized players, which may adversely affect our business operation and financial condition.

The State of Gujarat and especially Ahmedabad is one of the main place for the Textile Industry and this has resulted in huge competitive pressures. We may have to confront pressures in respect of pricing; product quality etc. from the clients and such pressures may put strain on our profit margins which may consequently affect the financial position of our Company. Competition emerges not only from the organized sector but also from the unorganized sector and from both small and big players. We are also in direct competition with the leading textile manufacturing units in India as well as the local units. Our Competitiveness is also measured by the technology we adopt as the textile industry is rapidly growing in India and in International Markets. Some of our clients might export their final products which in turn compel us to meet international standards also. Our inability to compete with this intense competition; local, national and international will have material adverse impact on our Company's financial position.

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

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

Furthermore, it is likely that we may enter into related party transactions in the future. We cannot assure you that such transactions, individually or in the aggregate, will always be in the best interests of our minority shareholders and will not have an adverse effect on our business, results of operations, cash flows and financial condition. For details, please refer "*Financial Statements – Related Party Transactions*" on page no. 186of this Prospectus.

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

There can be no assurance that we will be able to comply with these financial or other covenants or that we will be able to obtain the consents necessary to take the actions we believe are necessary to operate and grow our business. Our level of existing debt and any new debt that we incur in the future has important consequences. Any failure to comply with these requirements or other conditions or covenants under our financing agreements that is not waived by our lenders or is not otherwise cured by us, may require us to repay the borrowing in whole or part and may include other related costs. Our Company may be forced to sell some or all of its assets or limit our operations. This may adversely affect our ability to conduct our business and impair our future growth plans. For further information, see the chapter titled '*Financial Indebtedness'* on page 198 of the Prospectus.

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

We have not experienced any major disruptions to our business operations due to disputes or other problems 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. Although our employees are not currently unionized, there can be no assurance that they will not unionize in the future. If our employees unionize, it may become difficult for us to maintain flexible labour policies, and we may face the threat of labour unrest, work stoppages and diversion of our management's attention due to union intervention, which may have a material adverse impact on our business, results of operations and financial condition. We are also subject to laws and regulations governing relationships with

employees, 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 could have an adverse effect on our business and results of operations.

59. There are certain delays relating to forms filed with the Registrar of Companies in terms of Companies Act, 1956/2013. Any penalty or action taken by any regulatory authorizes in future for such delays could impact the financial position of our Company to that extent.

Name of the Form	Financial Year	Additional Fees paid (₹)
AOC-4	2015-2016	Rs. 6000
AOC-4	2016-2017	Rs. 5000
MGT-7	2015-2016	Rs. 6000
MGT-7	2016-2017	Rs. 5000

Any penalty or action taken by regulatory authority in future for delay could impact the financial position of our Company to that extent.

60. *Some of our corporate records are not traceable.*

Certain corporate records and regulatory filings made by us, including those in relation to: (i) certain share transfer forms, in relation transactions entered by our Promoters in the financial year 2009-2010; and (ii) certain ROC Forms. Some of filed ROC forms, such as incorporation forms, Annual Return, copy of resolution are also not traceable. Accordingly, have relied on other documents, including our statutory registers of members and share transfer, annual reports and audited financial statements for such matters. However, we have not been able to retrieve the aforementioned documents, and we cannot assure you that the abovementioned form filings and resolutions will be available in the future. Such non-compliance may in future render us liable to statutory penalties which may have adverse effect on the reputation and result of operations of our Company.

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

Our contingent liabilities as indicated in our Restated Financial Statements and also certified by our statutory auditors were as follows:

Particulars	For the period 30th June,	As at March 31		
	2019	2019	2018	2017
Contingent Liabilities				
Income Tax Litigation	127.67	127.67	127.67	127.67
TOTAL	**127.67**	**127.67**	**127.67**	**127.67**

We believe these claims will be dismissed, But in the event that any of our contingent liabilities materialize, our business, financial condition and results of operations may be adversely affected. Furthermore, there can be no assurance that we will not incur similar or increased levels of contingent liabilities in the current fiscal year or in the future. For further information, please refer *"Annexure XXIV - Contingent Liability"* on page no. 185of this Prospectus.

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

Modernisation and technology up gradation is essential to reduce costs and increase the output. Changes in technology may render our current technologies obsolete or require us to make substantial capital investments. However, our existing manufacturing units have machineries with latest technology and we strive to keep our

technology, equipment's and machinery in line with the latest technological standards. But in future we may be required to implement new technology or upgrade the machineries and other equipment's employed by us. Further, the costs in upgrading our technology and modernizing the plant and machineries may be significant which could substantially affect our finances and operations.

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

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

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

64. Our Corporate Promoters, have incurred losses in recent financial years.

Our Corporate Promoters, have incurred losses during the preceding Financial Years. For further details of the, see "*Our Promoter and Promoter Group*", beginning on page 140. There can be no assurance that the Group Companies will not incur losses in the future or that there will not be an adverse effect on our Company's reputation or business as a result of such losses.

65. The Promoter and Director holds Equity Shares in our Company and are therefore interested in our Company's performance in addition to their remuneration and reimbursement of expenses.

Mr. Kushant Gupta, our Promoter and Managing Director and Mr. Mithlesh kumar Agrawal, our Promoter and Non-Executive Directorare interested in our Company to the extent of their shareholding in our Company, in addition to any regular remuneration, sitting fees, benefits or reimbursement of expenses as may be payable to them. We cannot assure you that our Promoter or Director will exercise their rights as shareholders to the benefit and best interest of our Company. Our Promoters and Promoter Group will continue to influence decisions requiring voting of shareholders. For details on the interest of our Promoter and Director of our Company, other than reimbursement of expenses incurred or normal remuneration or benefits, see "*Our Management – Interest of our Directors*" and *"Promoter, Promoter Group and Group Companies''* - Interest of our Promoters" on pages 134 and 146, respectively.

66. ***The average cost of acquisition of Equity Shares by our Promoters is lower than the issue price.***

Our Promoters average cost of acquisition of Equity Shares in our Company is lower than the issue price. 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 chapter title "*Capital Structure"* beginning on page 60 of this Prospectus.

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

Our Promoter and Promoter Group may beneficially own approximately 73.50 % of our post-Issue equity share capital. As a result, the Promoter Group may have the ability to control our business including matters relating to any sale of all or substantially all of our assets, the timing and distribution of dividends and the election or termination of appointment of our officers and directors. This control could delay, defer or prevent a change in

control of the Company, impede a merger, consolidation, takeover or other business combination involving the Company, or discourage a potential acquirer from making a tender Issue or otherwise attempting to obtain control of the Company even if it is in the Company's best interest. In addition, for so long as the Promoter Group continues to exercise significant control over the Company, they may influence the material policies of the Company in a manner that could conflict with the interests of our other shareholders. The Promoter Group may have interests that are adverse to the interests of our other shareholders and may take positions with which our other shareholders do not agree.

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

Employee misconduct, errors or frauds could expose us to business risks or losses, including regulatory sanctions, penalties and serious harm to our reputation. Such employee misconduct includes breach in security requirements, misappropriation of funds, hiding unauthorized activities, failure to observe our stringent operational standards and processes, and improper use of confidential information. It is not always possible to detect or deter such misconduct, and the precautions we take to prevent and detect such misconduct may not be effective. In addition, losses caused on account of employee misconduct or misappropriation of petty cash expenses and advances may not be recoverable, which we may result in write-off of such amounts and thereby adversely affecting our results of operations. Our employees may also commit errors that could subject us to claims and proceedings for alleged negligence, as well as regulatory actions in which case, our reputation, business prospects, results of operations and financial condition could be adversely affected.

69. Any disproportionate increase in labour costs including increase in wage/salary demand, labour unrest or labour claims arising from accidents may adversely affect our business operations and financial conditions.

Our increasing business operations may require our employee strength to increase in future. In the past our Company has not experienced any labour unrest, but there is no assurance that it will not experience the same at any time in the future. Also, there is a possibility that the labour costs increase disproportionately due to increase in wage/salary demand. In this event, if our Company is unable to pass on the increased costs to our customers, our business operations and financial conditions may be adversely affected.

70. *Our company is yet to file necessary documents with the regulatory / statutory authorities and agencies for the notation of the change of name after conversion into a limited company.*

Our Company was converted from Private Limited Company to a Public Limited Company vide Certification of Incorporation dated March 21, 2018. The licenses and registrations obtained by our company are still in the previous name. All such approvals/ licenses /registrations are required to be revised. Our Company is in the process of getting such licenses / registration renewed / revised from the concerned regulatory / statutory authorities and agencies. Our business operations may be impacted till we receive the aforesaid registration. For further details please refer to the section titled "Government Approvals and Licensing Arrangements" on page 207 of this Prospectus.

71. Certain agreements, Transfer Deeds may be inadequately stamped or may not have been registered as a result of which our operations may be adversely affected.

Few of our agreements, transfer deeds may not be stamped adequately or registered. The effect of inadequate stamping is that the document is not admissible as evidence in legal proceedings and parties to that agreement may not be able to legally enforce the same, except after paying a penalty for inadequate stamping. The effect of non-registration, in certain cases, is to make the document inadmissible in legal proceedings. Any potential dispute due to non-compliance of local laws relating to stamp duty and registration may adversely impact the operations of our Company.

72. *Negative publicity could adversely affect our revenue model and profitability of our Company.*

Our business is dependent on the trust our customers have reposed in the quality of our services. Any negative publicity our Company and service due to any other unforeseen events could affect our reputation and our results from operations. Further, our business may also be affected if there is any negative publicity associated with the

services which are being rendered by our Company which may indirectly result in erosion of our reputation and goodwill.

73. In the event there is any delay in the completion of the Issue, there would be a corresponding delay in the completion of the objects / schedule of implementation of this issue which would in turn affect our revenues and results of operations.

The funds that we receive would be utilized for the Objects of the Fresh Issue as has been stated in the Chapter "*Objects of the Issue*" on page no. 72of the Prospectus. The proposed schedule of implementation of the objects of the Issue is based on our management's estimates. If the schedule of implementation is delayed for any other reason whatsoever, including any delay in the completion of the Issue, we may have to revise our business, development and working capital plans resulting in unprecedented financial mismatch and this may adversely affect our revenues and results of operations.

74. *Statistical and industry data in this Prospectus may be inaccurate, incomplete or unreliable.*

We have not independently verified data obtained from industry publications and other sources referred to in this Prospectus. This Prospectus includes information that is derived from the website of IBEF and other relevant sources. Neither we, nor the LMs, nor any other person connected with the issue has verified the information in the website of IBEF and other sources. This information does not guarantee the accuracy, adequacy or completeness of the information and disclaims responsibility for any errors or omissions in the Information or for the results obtained from the use of the Information. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions vary widely among different industry sources. Further, such assumptions may change based on various factors. We cannot assure you that information from website of IBEF are correct or will not change and, accordingly, our position in the market may differ from that presented in this Prospectus. Further, the IBEF Report is not a recommendation to invest or disinvest in our Company. Prospective investors are advised not to unduly rely on the information of IBEF or extracts thereof as included in this Prospectus, when making their investment decisions.

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

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

RISK FACTORS RELATED TO EQUITY SHARES

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

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

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

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

i. Volatility in the Indian and other Global Securities Markets;
ii. The performance of the Indian and Global Economy;
iii. Risks relating to our business and industry, including those discussed in this Prospectus;
iv. Strategic actions by us or our competitors;
v. Investor perception of the investment opportunity associated with the Equity Shares and our future performance;
vi. Adverse media reports about us, our shareholders or our Group Companies;
vii. Future sales of the Equity Shares;
viii. Variations in our quarterly results of operations;
ix. Differences between our actual financial and operating results and those expected by investors and analysts;
x. Our future expansion plans;
xi. Perceptions about our future performance or the performance of textile sector companies;
xii. Performance of our competitors in the Textile industry and the perception in the market about investments in the Textile sector;
xiii. Significant developments in the regulation of the Textile industry in our key locations;
xiv. Changes in the estimates of our performance or recommendations by financial analysts;
xv. Significant developments in India's economic liberalisation and deregulation policies; and
xvi. Significant developments in India's fiscal and environmental regulations. There has been significant volatility in the Indian stock markets in the recent past, and our Equity Share

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

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

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

79. Our Equity Shares are quoted in Indian Rupees in India, and therefore investors may be subject to potential losses arising out of exchange rate risk on the Indian Rupee and risks associated with the conversion of Indian Rupee proceeds into foreign currency.

On listing, our Equity Shares will be quoted in Indian Rupees on the Stock Exchange. Any dividends in respect of our Equity Shares will also be paid in Indian Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time that it takes to undertake such conversion may reduce the net dividend to foreign investors. In addition, any adverse

movement in currency exchange rates during a delay in repatriating outside India the proceeds from a sale of Equity Shares, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares may reduce the proceeds received by Equity Shareholders. For example, the exchange rate between the Rupee and the U.S. dollar has fluctuated substantially in recent years and may continue to fluctuate substantially in the future, which may have an adverse effect on the trading price of our Equity Shares and returns on our Equity Shares, independent of our operating results.

80. Our Company may be subject to Indian taxes on the sale of the Equity Shares.

Under current Indian tax laws, capital gains arising from the sale of Equity Shares in an Indian company are generally taxable in India. However, any gain realized on the sale of listed equity shares on or before March 31, 2018 on a stock exchange held for more than 12 months will not be subject to long term capital gains tax in India if Securities Transaction Tax ("STT") is paid on the sale transaction and additionally, as stipulated by the Finance Act, 2017, STT had been paid at the time of acquisition of such equity shares on or after October 1, 2004, except in the case of such acquisitions of equity shares which are not subject to STT, as notified by the Central Government under notification no. 43/2017/F. No. 370142/09/2017- TPL on June 5, 2017. However, the Finance Act, 2018, has now levied taxes on such long-term capital gains exceeding ₹ 100,000 arising from sale of Equity Shares on or after April 1, 2018, while continuing to exempt the unrealized capital gains earned up to January 31, 2018 on such Equity Shares subject to specific conditions. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Further, any gain realised on the sale of listed Equity Shares held for a period of 12 months or less will be subject to short-term capital gains tax in India. Capital gains arising from the sale of the Equity Shares will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on again upon the sale of the Equity Shares. Additionally, in view of the individual nature of the tax consequences and the changing tax laws, each prospective investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in this issue.

Further, the Government has announced the interim union budget for Fiscal 2020 and the Finance Act, 2019 has been granted Presidential assent on February 21, 2019 and published in the Gazette on the same date. It includes amendments to the Indian Stamp Act, 1899 that stipulate the buyer to be responsible for payment of stamp duty, in case of sale of securities through stock exchanges, and the transferor/issuer in case the transaction is undertaken through a depository or otherwise than through a stock exchange. Accordingly, the Finance Act proposes that the sale, transfer and issue of securities through exchanges, depositories or otherwise be charged with stamp duty. The Finance Act, 2019 has also clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of securities other than debentures, on a delivery basis is specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount. The proposed amendments to the Indian Stamp Act, 1899 pursuant to the Finance Act, 2019shall be effective from a date yet to be notified by the Government in the Gazette.

As such, there is no certainty on the impact that the Finance Act, 2019 may have on our business and operations or on the industry in which we operate. Further, the budget which has been currently proposed for Fiscal 2020, is merely an interim budget. The full union budget is likely to be announced post the general elections, scheduled this year, pursuant to which the Government may introduce additional tax proposals. We cannot predict whether any tax laws or regulations impacting our products will be enacted, what the nature and impact of the specific terms of any such laws or regulations will be or whether, if at all, any laws or regulations would have a material adverse effect on our business, financial condition, results of operations and cash flows.

EXTERNAL RISK FACTORS

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

A majority of the provisions and rules under the Companies Act, 2013 have recently been notified and have come into effect from the date of their respective notification, resulting in the corresponding provisions of the Companies Act, 1956 ceasing to have effect. The Companies Act, 2013 has brought into effect significant changes to the Indian company law framework, such as in the provisions related to issue of capital, disclosures

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

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

The Companies Act, 2013 introduced certain additional requirements which do not have corresponding equivalents under the Companies Act, 1956. Accordingly, we may face challenges in interpreting and complying with such provisions due to limited jurisprudence on them. In the event, our interpretation of such provisions of the Companies Act, 2013 differs from, or contradicts with, any judicial pronouncements or clarifications issued by the Government in the future, we may face regulatory actions or we may be required to undertake remedial steps. Additionally, some of the provisions of the Companies Act, 2013 overlap with other existing laws and regulations (such as the corporate governance norms and insider trading regulations). We may face difficulties in complying with any such overlapping requirements. Further, we cannot currently determine the impact of provisions of the Companies Act, 2013, which are yet to come in force. Any increase in our compliance requirements or in our compliance costs may have an adverse effect on our business and results of operations.

82. Our business and the price of the Equity Shares may be adversely affected by the implementation of GAAR.

The Government of India has also proposed provisions relating to GAAR which came into effect from April 1, 2017.The GAAR provisions intend to catch arrangements declared as "impermissible avoidance arrangements", which is any arrangement the main purpose or one of the main purposes of which is to obtain a tax benefit and which satisfy atleast one of the following tests:

(i) creates rights, or obligations, which are not ordinarily created between persons dealing at arm's length; (ii) results in misuse, or abuse, of the provisions of the tax laws;
(iii) lacks commercial substance or is deemed to lack commercial substance, in whole or in part; or
(iv) is entered into, or carried out, by means, or in a manner, which are not ordinarily employed for bona fide purposes.

The onus to prove that the transaction is not an "impermissible avoidance agreement" is on the assessee, i.e., an arrangement shall be presumed, unless it is proved to the contrary by the assessee, to have been entered into, or carried out, for the main purpose of obtaining a tax benefit, if the main purpose of a step in, or a part of, the arrangement is to obtain a tax benefit, notwithstanding the fact that the main purpose of the whole arrangement is not to obtain a tax benefit. If GAAR provisions are invoked, then the tax authorities will have wide powers, including denial of tax benefit or a benefit under a tax treaty which may have an adverse tax impact on us.

83. Public companies in India, including our Company, are required to compute income tax under the ICDS. The transition to ICDS in India is very recent and we may be negatively affected by such transition.

The Ministry of Finance had issued a notification dated March 31, 2015 notifying ICDS which creates a new framework for the computation of taxable income. However, the Central Board of Direct Taxes ("**CBDT**"), Ministry of Finance of India, according to its press release dated July 6, 2016, had deferred the applicability of the ICDS with fiscal 2017 being the first assessment year. ICDS deviates in several respects from concepts that are followed under general accounting standards, including Indian GAAP and IND AS. It is often seen that ICDS based calculations of taxable income can differ from Indian GAAP or IND AS-based concepts and they can have

the effect of requiring taxable income to be recognized earlier, increasing overall levels of taxation or both. There can be no assurance that the adoption of ICDS will not adversely affect our business, results of operation and financial conditions.

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

Our Company is subject to various regulations and policies. For details see section titled "*Key Industry Regulations and Policies*" beginning on page no. 115 of this Prospectus. Our business and prospects could be materially adversely affected by changes in any of these regulations and policies, including the introduction of new laws, policies or regulations or changes in the interpretation or application of existing laws, policies and regulations. There can be no assurance that our Company will succeed in obtaining all requisite regulatory approvals in the future for our operations or that compliance issues will not be raised in respect of our operations, either of which could have a material adverse effect on our business, financial condition and results of operations.

85. QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid.

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Retail Individual Investors can revise their Bids during the Bid/Issue Period and withdraw their Bids until Bid/Issue Closing Date. While our Company is required to complete Allotment pursuant to the Issue within six Working Days from the Bid/Issue Closing Date, events affecting the Bidders' decision to invest in the Equity Shares, including material adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operation or financial condition may arise between the date of submission of the Bid and Allotment. Our Company may complete the Allotment of the Equity Shares even if such events occur, and such events limit the Bidders' ability to sell the Equity Shares Allotted pursuant to the Issue or cause the trading price of the Equity Shares to decline on listing.

86. Inflation in India could have an adverse effect on our profitability and if significant, on our financial condition.

In the recent past, India has experienced fluctuating wholesale price inflation as compared to historical levels due to the global economic downturn. The annual rate of inflation was at 5.77% (provisional) for the month of June 2018 (over June 2017) as compared to 4.43% (provisional) for the previous month and 0.90% during the corresponding month of 2017. *(Source: Index Numbers of Wholesale Price in India, Review for the monthof June 2018, published on July 16, 2018 by Government of India, Ministry of Commerce and Industry).* Continued high rates of inflation may increase our expenses related to salaries or wages payable to our employees, prices of raw materials or any other expenses that we incur. We cannot assure you that we will be able to pass on any additional expenses to our patients or that our revenue will increase proportionately corresponding to such inflation. Accordingly, high rates of inflation in India could have an adverse effect on our profitability and, if significant, on our financial condition.

87. It may not be possible for investors outside India to enforce any judgment obtained outside India against our Company or our management or any of our associates or affiliates in India, except by way of a suit in India.

Our Company is incorporated under the laws of India. Our Company's assets are primarily located in India and all of our Directors and Key Managerial Personnel are residents of India. As a result, it may not be possible for investors to effect service of process upon our Company or such persons in jurisdictions outside India, or to enforce against them judgments obtained in courts outside India. Recognition and enforcement of foreign judgements are provided for under Section 13 of the Civil Procedure Code ("**CPC**") on a statutory basis. Section 13 of the CPC provides that foreign judgements shall be conclusive regarding any matter directly adjudicated upon, except (i) where the judgement has not been pronounced by a court of competent jurisdiction; (ii) the judgement has not been given on the merits of the case; (iii) where it appears on the face of the proceedings that the judgement is founded on an incorrect view of international law or a refusal to recognise the law of India in

cases to which such law is applicable; (iv) where the proceedings in which the judgement was obtained were opposed to natural justice; (v) where the judgement has been obtained by fraud; or (vi) where the judgement sustains a claim founded on a breach of any law then in force in India. Under the CPC, a court in India shall, upon the production of any document purporting to be a certified copy of a foreign judgement, presume that the judgement was pronounced by a court of competent jurisdiction, unless the contrary appears on record. However, under the CPC, such presumption may be displaced by proving that the court did not have jurisdiction. India has reciprocal recognition and enforcement of judgments in civil and commercial matters with only a limited number of jurisdictions, including the United Kingdom, Singapore and Hong Kong. In order to be enforceable, a judgment from a jurisdiction with reciprocity must meet certain requirements of the Indian Code of Civil Procedure, 1908 (the "**Civil Code**"). The Civil Code only permits the enforcement and execution of monetary decrees in the reciprocating jurisdiction, not being in the nature of any amounts payable in respect of taxes, other charges, fines or penalties. Judgments or decrees from jurisdictions which do not have reciprocal recognition with India cannot be enforced by proceedings in execution in India. Therefore, a final judgment for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be enforceable in India. Even if an investor obtained a judgment in such a jurisdiction against us, our officers or directors, it may be required to institute a new proceeding in India and obtain a decree from an Indian court. However, the party in whose favor such final judgment is rendered may bring a fresh suit in a competent court in India based on a final judgment that has been obtained in a non-reciprocating territory within three years of obtaining such final judgment.

The United States and India do not currently have a treaty providing for reciprocal recognition and enforcement of judgements, other than arbitration awards, in civil and commercial matters. Therefore, a final judgement for the payment of money rendered by any federal or state court in the United States on civil liability, whether or not predicated solely on the federal securities laws of the United States, would not be enforceable in India. However, the party in whose favour such final judgement is rendered may bring a new suit in a competent court in India based on a final judgement that has been obtained in the United States. The suit must be brought in India within three years from the date of the judgement in the same manner as any other suit filed to enforce a civil liability in India. It is unlikely that a court in India would award damages on the same basis as a foreign court if an action was brought in India. Furthermore, it is unlikely that an Indian court would enforce a foreign judgement if that court were of the view that the amount of damages awarded was excessive or inconsistent with public policy or Indian practice. It is uncertain as to whether an Indian court would enforce foreign judgements that would contravene or violate Indian law. However, a party seeking to enforce a foreign judgement in India is required to obtain approval from the RBI under FEMA to execute such a judgement or to repatriate any amount recovered.

88. Significant differences exist between Indian GAAP and other accounting principles, such as U.S. GAAP and IFRS, which may be material to the financial statements prepared and presented in accordance with SEBI ICDR Regulations contained in this Prospectus.

As stated in the reports of the Auditor included in this Prospectus under chapter "Financial Statements as restated" beginning on page 155, the financial statements included in this Prospectus are based on financial information that is based on the audited financial statements that are prepared and presented in conformity with Indian GAAP and restated in accordance with the SEBI ICDR Regulations, and no attempt has been made to reconcile any of the information given in this Prospectus to any other principles or to base it on any other standards. Indian GAAP differs from accounting principles and auditing standards with which prospective investors may be familiar in other countries, such as U.S. GAAP and IFRS. Significant differences exist between Indian GAAP and U.S. GAAP and IFRS, which may be material to the financial information prepared and presented in accordance with Indian GAAP contained in this Prospectus. Accordingly, the degree to which the financial information included in this Prospectus will provide meaningful information is dependent on familiarity with Indian GAAP, the Companies Act, the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian GAAP on the financial disclosures presented in this Prospectus should accordingly be limited.

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

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes, including the instances mentioned below, may adversely affect our business, results of operations, financial condition and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy. The GoI has proposed a comprehensive national goods and services tax ("GST") regime that will combine taxes and levies by the Central and State Governments into a unified rate structure which is proposed to be effective from July 01, 2017. While the GoI and other state governments have announced that all committed incentives will be protected following the implementation of the GST, given the limited availability of information in the public domain concerning the GST, we are unable to provide any assurance as to this or any other aspect of the tax regime following implementation of the GST. The implementation of this rationalized tax structure may be affected by any disagreement between certain state governments, which may create uncertainty. Any such future increases or amendments may affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable.

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

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

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

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

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

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

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

92. 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.

93. ***Any further downgrading of our debt ratings or of India's sovereign debt rating may adversely affect our business.***

Any downgrading of our credit ratings may increase interest rates on our outstanding debt, increase interest rates for refinancing our outstanding debt, which would increase our financing costs, and materially and adversely affect our ability to raise new capital on a competitive basis, which may adversely affect our profitability and future growth. In addition, any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely affect our ability to raise additional financing and the interest rates and other commercial terms at which such financing is available. This may materially and adversely affect our capital expenditure plans, business and future financial performance and our ability to fund our growth in future.

94. ***The ability of Indian companies to raise foreign capital may be constrained by Indian law.***

As an Indian company, we are subject to exchange controls that regulate borrowing in foreign currencies, including those specified under FEMA. Such regulatory restrictions limit our financing sources for our projects under development and hence could constrain our ability to obtain financing on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that the required approvals will be granted to us without onerous conditions, or at all. Limitations on foreign debt may adversely affect our business growth, results of operations and financial condition.

95. ***Rights of shareholders under Indian laws may be more limited than under the laws of other jurisdictions.***

Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights including in relation to class actions, under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as shareholder in an Indian company than as shareholder of a corporation in another jurisdiction.

SECTION IV – INTRODUCTION

THE ISSUE

The Following table summarize details of the issue

Issue	15,96,000 Equity Shares, of ₹ 10.00 each fully paid-up of our Company for cash at a price of ₹ 24.00 per Equity Share aggregating to ₹ 383.04 Lakhs.
Of which	
Market Maker Reservation Portion:	84,000 Equity Shares of ₹ 10.00 each fully paid-up of our Company for cash at a price of ₹ 24.00 per Equity Share aggregating to₹ 20.16 Lakhs.
Net Issue	15,12,000Equity Shares of ₹ 10.00 each fully paid-up of our Company for cash at a price of ₹ 24.00 per Equity Share aggregating to ₹ 362.88 Lakhs.
Of which	
Allocation to Retail Individual Investors for up to ₹2.00 Lakhs	7,56,000 Equity Shares of face value of ₹ 10.00 each at a premium of ₹ 14.00 per Equity Share will be available for allocation for allotment to Retail Individual Investors of up to ₹ 2.00 Lakhs
Allocation to other investors for above ₹2.00 Lakhs	7,56,000 Equity Shares of face value of ₹ 10.00 each at a premium of ₹ 14/- per Equity Share will be available for allocation for allotment to Other Investors of above ₹ 2.00 Lakhs
Pre and post Issue Equity Shares	
Equity Shares outstanding prior to the Issue	₹442.75 Lakhs divided into 44,27,500 Equity Shares of ₹ 10.00 each
Equity Shares outstanding after the Issue	₹602.35 Lakhs divided into 60,23,500 Equity Shares of ₹ 10.00 each
Utilisation of Net Proceeds	See ***"Objects of the Issue"*** beginning on page 72 of this Prospectus for information about the use of the proceeds from the Fresh Issue.

(1) The present Issue is being made by our Company in terms of Regulation 229 (1) of the SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post-Issue paid-up equity share capital of our Company are being offered to the public for subscription

(2) This Issue is being made in terms of Section IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. The Issue is being made through the Fixed Price method and hence, as per Regulation 253, sub regulation (2) of SEBI (ICDR) Regulations 2018, the allocation in the net issue to public category shall be made as follow:

(a) Minimum 50% to the Retail individual investors; and

(b) remaining to:

i. individual applicants other than retail individual investors; and

ii. other investors including corporate bodies or institutions; irrespective of the number of specified securities applied for;

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

Explanation: *For the purpose of Regulation 253, sub Regulation (2), if the retail individual investor category is entitled to more than fifty percent of the issue size on proportionate basis, the retail individual investors shall be allocated that higher percentage.*

For further details, kindly refer the chapter titled ***"Terms of the Issue"*** *beginning on page 229 of this Prospectus.*

Vaxtex

SUMMARY OF FINANCIAL INFORMATION

Annexure I
STATEMENT OF ASSETS AND LIABILITIES, AS RESTATED

(Rs in lakhs)

Sr. No.	Particulars	As at June 30, 2019	As at March 31		
		2019	2019	2018	2017
	EQUITY AND LIABILITIES				
1)	**Shareholders Funds**				
	a. Share Capital	442.75	40.25	40.25	40.25
	b. Reserves & Surplus	63.68	432.59	372.39	355.30
		506.44	**472.84**	**412.64**	**395.55**
2)	**Share Application Money Pending Allotment**				-
3)	**Non Current Liabilities**				
	a. Long Term Borrowings	857.27	290.70	20.91	-
	b. Deferred Tax Liabilities	10.07	9.55	6.06	-
	c. Long Term Provisions	-00	-00	-00	-
		867.33	**300.25**	**26.96**	-
4)	**Current Liabilities**				
	a. Short Term Borrowings	38.87	38.02	4.25	-00
	b. Trade Payables	510.23	501.99	490.30	61.48
	c. Other Current Liabilities	1.25	3.27	74.73	10.77
	b. Short Term Provisions	48.94	33.92	9.89	0.96
		599.28	**577**	**579**	**73.21**
	T O T A L	**1,973.05**	**1,350.28**	**1,018.76**	**470.00**
	ASSETS				
1)	**Non Current Assets**				
	a. Fixed Assets (Net Block)				
	i. Tangible Assets	244.88	202.57	181.39	37.34
	ii. Intangible Assets	-00	-00	-00	-00
	Gross Block	244.88	202.57	181.39	37.34

	Less: Depreciation	25.13	22.25	11.61	1.17
	Net Block	**219.75**	**180.32**	**169.78**	**36.17**
	iii. Capital Work in Progress			-00	-00
	b. Non Current Investment	7.50	-00	-00	-00
	c. Long Term Loans & Advances**	585.10	445.03	5.00	5.00
	d. Other Non-Current Assets	-00	-00	-00	-00
2)	**Current Assets**				
	a. Inventories	230.87	62.15	128.96	40.22
	b. Trade Receivables	482.04	470.17	308.23	168.53
	c. Cash and Cash Equivalents	36.77	53.01	35.82	4.11
	d. Short Term Loans & Advances	401.39	139.60	370.97	215.98
	e. Other Current Assets	9.63	-00	-00	-00
	T O T A L	**1,973.05**	**1,350.29**	**1,018.76**	**470.00**

Note: The above statement should be read with the restated statement of profit and loss, cash flow statement, significant accounting policies and notes to restated summary statements as appearing in Annexures II, III and IV respectively.

Vaxtex

STATEMENT OF PROFIT AND LOSS, AS RESTATED

Annexure II

(Rs in lakhs)

Particulars	As at June 30,	For the year ended March 31,		
	2019	2019	2018	2017
INCOME				
Revenue from Operations	454.11	2197.27	1846.63	442.70
Other Income	0.35	4.53	0.00	3.36
Total Income (A)	**454.46**	**2,201.80**	**1,846.63**	**446.06**
EXPENDITURE				
Purchases	396.24	1373.54	1425.45	443.02
Changes in Inventory	-168.71	66.81	-88.75	-29.84
Employee benefit expenses	45.87	190.03	132.21	12.06
Finance costs	28.64	1.45	0.25	0.02
Depreciation	3.21	10.64	10.44	1.17
Other Expenses	103.11	471.61	339.98	15.79
Total Expenses (B)	**408.37**	**2,114.08**	**1,819.58**	**442.22**
Profit before extraordinary items and tax (C)	**43.81**	**87.72**	**27.05**	**3.84**
Prior period items (Net)	-00	-00	-00	-00
Profit before exceptional, extraordinary items and tax (A-B)	46.09	87.72	27.05	3.84
Exceptional items	-	-	-	-
Profit before extraordinary items and tax	46.09	87.72	27.05	3.84
Extraordinary items	-00	-00	-00	-00
Profit before tax (D)	**46.09**	**87.72**	**27.05**	**3.84**
Tax expense :				
(i) Current tax	11.99	24.03	5.15	0.75
(ii) MAT credit	-	-	-	-
(iii) Deferred tax	0.52	3.49	4.81	1.25
Total Tax Expense (E)	**12.51**	**27.52**	**9.96**	**2.00**
Profit for the year (D-E)	**33.58**	**60.20**	**17.09**	**1.85**

Note: The above statement should be read with the restated of assets & liabilities, cash flow statement, significant Accounting policies and notes to restated summary statements as appearing in Annexures I, III and IV respectively.

Vaxtex

CASH FLOW STATEMENT, AS RESTATED

Annexure III

(Rs in lakhs)

Particulars	As at June 30,	For the year ended March 31,		
	2019	2019	2018	2017
Cash flow from operating activities:				
Net Profit before tax as per Profit And Loss account	**43.81**	**87.73**	**27.05**	**3.84**
Adjusted for:				
Preliminary Expenses w/off		-00.0	-00.0	-00.0
Depreciation & Amortisation	3.21	10.64	10.44	1.17
Interest & Financial Charges	28.29	(3.10)	0.25	-00.0
Operating Profit Before Working Capital Changes	**75.31**	**95.27**	**37.74**	**5.01**
Adjusted for (Increase)/ Decrease in:				
Trade Receivables	(11.85)	(161.96)	(139.70)	(147.11)
Inventories	8.23	11.69	428.81	36.40
Short Term Loans and Advances	(258.70)	231.34	(154.99)	(215.85)
Other Current Assets	-168.71	66.81	(88.75)	(29.84)
Trade Payables	13.65	24.03	8.93	0.43
Short Term Provisions	(2.02)	(71.46)	63.96	10.77
Other Current Liabilities	(9.63)	-00.0	-00.0	-00.0
Long Term Provisions	-00.0	-00.0	-00.0	-00.0
Cash Generated From Operations Before Extra-Ordinary Items	-00.0	-00.0	-00.0	-00.0
Direct Tax Paid	**(353.72)**	**195.73**	**156.01**	**(340.19)**
Net Cash Flow from/(used in) Operating Activities: (A)	(11.39)	(24.03)	5.15	0.75
	(365.11)	**171.70**	**150.86**	**(340.94)**
Cash Flow From Investing Activities:	-	-		
Net Additions of Fixed Assets	(42.65)	(21.18)	(144.05)	(37.34)
Long Term Loans & Advances**	0.35	4.53		
Increase / (Decrease) in Non-Current Investment	(140.05)	(440.03)	-00.0	355.84
Net Cash Flow from/(used in) Investing Activities: (B)	(7.50)	-00.0	-00.0	-00.0
	(189.86)	**(456.67)**	**(144.05)**	**318.50**
Cash Flow from Financing Activities:				
Issue of Share Capital	-	-		
Increase / (Decrease) in Long Term Borrowing	566.57	269.79	20.91	-00.0
Increase / (Decrease) in Short Term Borrowing	0.80	33.80	4.25	-00.0
Interest & Financial Charges	(28.64)	(1.43)	(0.25)	-00.0

Long Term Loans & Advances**	-00.0	-00.0	-00.0	-00.0
Net Cash Flow from/(used in) Financing Activities (C)	**538.72**	**302.16**	**24.91**	**-00.0**
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	**(16.24)**	**17.19**	**31.71**	**(22.44)**
Cash & Cash Equivalents As At Beginning of the Year	**53.01**	**35.82**	**4.11**	**26.55**
Cash & Cash Equivalents As At End of the Year	**36.77**	**53.01**	**35.82**	**4.11**
	36.77	**53.01**	**35.82**	**4.11**
Cash & Cash Equivalents comprises of :				
Cash in Hand	35.29	19.29	7.76	3.86
Bank Balance	1.49	33.72	**28.06**	**0.26**
Closing Balance of Cash & Cash Equivalents	**36.77**	**53.01**	**35.82**	**4.11**

Reconciliation of Cash & Cash Equivalents –

(Rs in lakhs)

Particulars	**For the period ended June 30, 2019**	**For the year ended March 31,**		
		2019	**2018**	**2017**
Cash & Cash Equivalents as per Cash flow Statement	**36.77**	**53.01**	**35.82**	**4.11**
Earmarked for Margin Money Deposit	-	-	-	-
Cash & Cash Equivalents as per Statement of Assets & Liabilities	**36.77**	**53.01**	**35.82**	**4.11**

1 The Cash Flow Statement has been prepared under the 'Indirect Method' as set out in Accounting Standard - 3 on Cash Flow Statements 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 represents outflow.

3 The above statement should be read with the restated statement of assets and liabilities, statement of profit & loss, significant accounting policies and notes to restated summary statements as appearing in Annexures I, II and IV respectively.

SECTION V - GENERAL INFORMATION

Our Company was incorporated as "Foolproof Vyapaar Private Limited" at Kolkata, West Bengal as a Private company under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated December 26, 2005 bearing Corporate Identification Number U51109WB2005PTC106869 issued by Registrar of Companies, Kolkata, West Bengal. Consequent the name of the company was changed from "Foolproof Vyapaar Private Limited" to "Vaxtex Cotfab Private Limited" as approved by shareholders of our company pursuant to a special resolution dated December 18, 2015 and Certificate of Incorporation was issued by Registrar of Companies Ahmedabad, Gujarat dated December 30, 2015. Consequent upon the conversion of our Company to public limited company and as approved by the shareholders of our company pursuant to a special resolution dated March 05, 2018, the name of our Company was changed to "Vaxtex Cotfab Limited" and fresh certificate of incorporation dated March 21, 2018 was issued by the Registrar of Companies, Ahmedabad, Gujarat. The Corporate Identification Number of our Company is U51109GJ2005PLC076930

For details of changes in name and registered offices of our Company, please refer to the section titled ***"History and Certain Corporate matters"*** beginning on page 128 of this Prospectus.

Our Company and Issue Related Information	
Registered Office	**Vaxtex Cotfab Limited** Survey No. 230, Opp. Mariya Park, B/h. Ranipur Village, Saijpur - Gopal, Narol, Ahmedabad – 382405, Gujarat, India. **Telephone:** 9724496973/9727123004 **Fax:**NA **Email id:**vaxtexcotfab@gmail.com **Website:**www.vaxtexcotfab.com
Date of Incorporation	December 26, 2005
Registration Number	076930
Corporate Identification Number	U51109GJ2005PLC076930
Company Category	Company limited by shares
Company Sub Category	Non-govt company
Address of the Registrar of Companies	**Registrar of Companies** : RoC Bhavan, Opp Rupal Park Society Behind Ankur Bus Stop, Ahmedabad, Gujarat-380013, India
Designated Stock Exchange	NSE EMERGE, Exchange Plaza, C-1, Block G, Bandra Kurla Complex,Bandra (E), Mumbai-400051, Maharashtra, India
Issue Programme	**Issue Opens on:** December 27, 2019, Friday **Issue Closes on:** January 03, 2020, Friday
Company Secretary and Compliance Officer	**Mr.Tej Bharatbhai Hanj** **Vaxtex Cotfab Limited** Survey No. 230, Opp. Mariya Park, B/h. Ranipur Village, Saijpur - Gopal, Narol, Ahmedabad – 382405, Gujarat, India. **Telephone:** 9724496973/9727123004 **Fax:**NA **Email id:**vaxtexcotfab@gmail.com **Website:** www.vaxtexcotfab.com
Chief Financial Officer	**Mr. Pratapsingh B. Zala** **Vaxtex Cotfab Limited** Survey No. 230, Opp. Mariya Park, B/h. Ranipur Village, Saijpur - Gopal, Narol, Ahmedabad – 382405, Gujarat, India. **Telephone:** 9724496973/9727123004 **Fax:**NA **Email id:** vaxtexcotfab@gmail.com **Website:** www.vaxtexcotfab.com

Board of Directors

Our Company's Board comprises of the following Directors:

Name	DIN	Age	Designation	Residential Address
Mr. Khushant Gupta	07958719	21 years	Managing Director	7, Gururamdas society, Nr Amber cinema, bapunagar, Ahmedabad – 380024, Gujarat, India.
Mr. Mithleshkumar M. Agrawal	03468643	56 years	Non-Executive Director	H-13, Vishwambhar Appt, Near Ambar Cinema, bapunagar, Ahmedabad – 380024, Gujarat, India.
Mr. Dhavalbhai Pravinbhai Patel	07770039	27 years	Independent Director	C-16,Bhavani Society Nr. Mithikui, Dholka, Ahmedabad -382225, Gujarat, India
Ms. Poonam Pravinbhai Panchal	08158195	26 years	Independent Director	H-3 Triveni Park Society, Mahadevnagar Tekra, Vastral Road, Daskroi, Ahmedabad-382418, Gujarat, India

For further details of the Board of Directors, please refer to the section titled "***Our Management***" beginning on page 134 of this Prospectus.

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 letters of allotment, credit of allotted Equity Shares in the respective beneficiary account or refund orders, etc.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the Bidder, number of Equity Shares applied for, the Bid amount paid on submission of the Bid cum Application Form and the bank branch or collection Centre where the application was submitted.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to the relevant SCSB or the member of the Syndicate if the Bid was submitted to a member of the Syndicate at any of the Specified Locations, or the Registered Broker if the Bid was submitted to a Registered Broker at any of the Brokers Centers, as the case maybe, quoting the full name of the sole or first Bidder, Bid cum Application Form number, address of the Bidder, Bidder‘s DP ID, Client ID, PAN, number of Equity Shares applied for, date of Bid-cum-Application Form, name and address of the member of the Syndicate or the Designated Branch or the Registered Broker or address of the RTA or address of the DP, as the case may be, where the Bid was submitted, and the ASBA Account number in which the amount equivalent to the Bid Amount was blocked. All grievances relating to Bids submitted through the Registered Broker and/or a Stock Broker may be addressed to the Stock Exchange with a copy to the Registrar.

Details of Key Intermediaries pertaining to this Issue and Our Company:

Lead Manager to the Issue	**Legal Advisor to the Issue**
CapitalSquare Advisors Private Limited **Add**: 208, 2nd Floor, AARPEE Centre, MIDC Road No:11, Andheri (E), Mumbai – 400093, Maharashtra, India **Tel. No**.: 022-66849999 **Fax No** :022-66849998 **Email**: mbd@capitalsquare.in **Website**: www.capitalsquare.com **SEBI Registration No.:** INM000012219 **Contact Person**: Mr. Tanmoy Banerjee/Mr. Saket Jain	**M. V. Kini, Law Firm** **Add**:Kini House, 6/39 Jangpura-B, New Delhi - 110014, India **Tel:** +91-11-24371038/ 39/ 40/ +91 9899016169 **Fax No:** +91-11-24379484 **Email:** raj@mvkini.com **Website:** www.mvkini.com **Contact Person:** Ms. Raj Rani Bhalla
Registrar to the Issue	**Advisor to the Issue**
Big Share Service Private Limited **Add:** 1st Floor, Bharti Tin Work Building, Opp Vasant Oasis, Makwana Road, Marol, Andheri (E) Mumbai- 400059 **Tel No:** +91 020-62638200; **Fax No:** +91 022-62638299 **Website:** www.bigshareonline.com **Email Id:** ipo@bigshareonline.com **Investor Grievance Id:** investor@bigshareonline.com **Contact Person:** Mr. Srinivas Dornala **SEBI Registration No:** INR000001385	**M/s Sheel & Associates** **Add:** 709, Hemkoot Complex, Opp. Nehru Bridge, Ashram Road, Ahmedabad- 380009, Gujarat, India. **Tel No:** 079- 26580906 **Fax No:** NA **Email:** cssheelmandowara@gmail.com **Contact Person:** Ms. Sheel Satyanarayan Mandowara **Membership No.:** A-57262 **COP:** 21713 **UID:** S2019GJ659900
Statutory & Peer Review Auditors to the Company	**Banker to the Company**
SSRV & Associates **Address:** Gala No.215, Gundecha Industrial Estate., Akurli Road, Near Growels Mall, Kandivali East Mumbai - 400 101. **Tel:** 022-67337013/14/15/24/25 **Fax No**. – N/A **Email** – ssrvandassociates@gmail.com **Website:** www.ssrv.in **Contact Person:** Mr Vishnu Kant Kabra **Firm Registration:** 135901W **Membership Number:**403437	ICICI Bank Ltd **Address**: ICICI Bank Tower, Near Chakli Circle, Old Padra Road, Vadodara-390007 Website: www.icicibank.com
Bankers to the Issue / Public Issue Bank / Refund Banker	
ICICI Bank Limited **Tel:** 022-66818911/23/24 **Fax No**. 022-22611138 **Email:** kmr.saurabh@icicibank,com **Website:** www.icicibank.com **Contact Person:** Mr. Saurabh Kumar	

^ *To be appointed before the issue opening date.*

SSRV & Associates,Chartered Accountant is a peer review auditor of our Company in compliance with section 11 of part A of schedule VI of SEBI (ICDR) Regulation, 2018 and hold a valid peer review certificate No. 010246 dated August 11,2017 issued by the "Peer Review Board" of the ICAI.

Statement of *inter se* allocation of Responsibilities for the Issue

CapitalSquare Advisors Private Limited is the sole Lead Manager to the Issue and all the responsibilities relating to co-ordination and other activities in relation to the Issue shall be performed by them and hence a statement of inter-se allocation of responsibilities is not required.

Self-Certified Syndicate Banks (SCSBs)

The lists of banks that have been notified by SEBI to act as SCSB for the Applications Supported by Blocked Amount (ASBA) Process are provided on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35. For details on Designated Branches of SCSBs collecting the ASBA Bid Form, please refer to the above-mentioned SEBI link.

Broker Centres/ Designated CDP Locations/ Designated RTA Locations

In accordance with SEBI Circular No. CIR/CFD/14/2012 dated October 4, 2012 and CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, Applicants can submit Application Forms with the Registered Brokers at the Broker Centres, CDPs at the Designated CDP Locations or the RTAs at the Designated RTA Locations, respective lists of which, including details such as address and telephone number, are available at the websites of the Stock Exchange at www.nseemerge.com. The list of branches of the SCSBs at the Broker Centres, named by the respective SCSBs to receive deposits of the Application Forms from the Registered Brokers will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

Credit Rating

As the Issue is of Equity Shares, credit rating is not required.

Trustees

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

Debenture Trustees

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

IPO Grading

Since the Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 there is no requirement of appointing an IPO Grading agency.

Monitoring Agency

As per regulation 262(1) of the SEBI (ICDR) Regulations, 2018, the requirement of Monitoring Agency is not mandatory if the Issue size is below ₹ 10,000 Lakhs. Since the Issue size is only of ₹ 383.04 Lakhs, our Company has not appointed any monitoring agency for this Issue. However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue.

Appraising Entity

None of the objects of the issue for which the Net Proceeds will be utilised have been appraised by any agency.

Expert Opinion

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

Our Company has received written consent dated May 27, 2019, from the Statutory Auditor namely, SSRV and Associates**.** Chartered Accountants, Statutory Auditors, to include their name as required under Section 26(5) of the Companies Act, 2013 in this Prospectus and as an "Expert" as defined under Section 2(38) of the Companies Act, 2013, in respect of the reports of the Statutory Auditors on the Restated Financial Statements, dated May 27,2019, and the statement of tax benefits dated May 27, 2019, included in this Prospectus and such consent has not been withdrawn as on the date of this Prospectus. However, the term "Expert" shall not be construed to mean an "expert" as defined under the Securities Act.

Filing of Offer Document

The Prospectus has not been filed with SEBI, nor has SEBI issued any observation on the Offer Document in terms of Regulation 246 of SEBI (ICDR), Regulation, 2018. However, pursuant to sub regulation (5) of regulation 246, the copy of Prospectus shall also be furnished to the board in a soft copy. Pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Prospectus will be filed online through SEBI Intermediary Portal at www.sebi.gov.in A copy of the Prospectus along with the documents required to be filed under Section 26 of the Companies Act, 2013 will be delivered to the Registrar of Company, Gujarat, situated at RoC Bhavan, Opp Rupal Park Society, Behind Ankur Bus Stop, Ahmedabad-380013, Gujarat, India.

Fixed Price Issue Procedure

The Issue is being made in compliance with the provisions of Chapter IX of the SEBI ICDR Regulations, and through the Fixed Price Process wherein 50% of the Net Issue to Public is being offered to the Retail Individual Applicants and the balance is being offered to Other Investors including QIBs and Non-Institutional Applicants.

However, in case of under-subscription in either category, unsubscribed portion shall be allocated to investors in other category subject to valid Applications being received from them at the Issue Price. Subject to the valid Applications being received at the Issue Price, allotment to all categories in the Net Issue, shall be made on a proportionate basis, except for the Retail Individual Investors Category where Allotment to each Retail Individual Applicants shall not be less than the minimum lot, subject to availability of Equity Shares in Retail Individual Investors Category, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription, if any, in any category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the Lead Manager and the Stock Exchange.

Investors should note that the Equity Shares will be allotted to all successful applicants only in dematerialised form. It is mandatory to furnish the details of Applicant's depository account along with Application Form. The Application Forms which do not have the details of the Applicants' depository account, including the DP ID Numbers and the beneficiary account number shall be treated as incomplete and rejected. Application Forms which do not have the details of the Applicants' PAN, (other than Applications made on behalf of the Central and the State Governments, residents of the state of Sikkim and official appointed by the courts) shall be treated as incomplete and are liable to be rejected. Applicants will not have the option of being Allotted Equity Shares in physical form. The Equity Shares on Allotment shall be traded only in the dematerialised segment of the Stock Exchanges.

Issue Programme

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

Event	**Indicative Day/Date**
Issue Opening Date	Friday, December 27, 2019
Issue Closing Date	Friday, January 03, 2020
Finalization of Basis of Allotment with the Designated Stock Exchange	Wednesday, January 08, 2020
Unblocking of Funds	Thursday, On or before January 09, 2020
Credit of Equity Shares to demat accounts of Allottees	Friday, On or before January 10, 2020
Commencement of trading of the Equity Shares on the Stock Exchange	Monday, On or before January 13, 2020

Underwriting

Our Company and Lead Manager to the Issue hereby confirm that the Issue is 100% Underwritten by the Underwriters NNM Securities Private Limited and Capital Square Advisors Private Limited. The underwriting agreement is dated December 04, 2019 pursuant to the terms of the underwriting agreement; obligations of the underwriter are subject to certain conditions specified therein. The underwriters has indicated their intention to underwrite following number of specified securities being offered through this Issue.

Name, Address, Telephone, Fax No., and Email of the Underwriters	Indicated number of Equity Shares to be Underwritten*	Amount Underwritten	% of the total Offer size Underwritten
CapitalSquare Advisors Private Limited 208, 2nd Floor, AARPEE Centre, MIDC Road No:11, Andheri (E), Mumbai – 400093, Maharashtra, India **Tel. No.:** 022-6684999 **Fax No:** 022-66849998 **Email:** mbd@capitalsquare.com **Website:** www.capitalsquare.com **SEBI Registration No:**INM000012219	2,26,800	54,43,200	15
NNM Securities Private Limited B 6/7, Shri Siddhivinayak Plaza, 2nd Floor, Plot No. B-31, Oshiwara Opp. Citi Mall,B/H Maruti Showroom, Andheri Linking Road, Andheri (W), Mumbai – 400053, Maharashtra **Tel. No.:** 022-40790020 **Email:** support@nnmsecurities.com **Website:** www.nnmsecurities.com **SEBI Registration No:**INZ000234235	12,85,200	3,08,44,800	85
Total	**15,96,000**	**3,62,88,000**	**100**

**Includes 84,000 Equity Shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker in order to claim with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, 2018, as amended.*

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

Withdrawal of the Issue

Our Company in consultation with the Lead Managers, reserves the right not to proceed with the Issue at any time after the Issue Opening Date but before the Board meeting for Allotment. In such an event our Company would issue a public notice in the newspapers, in which the pre-issue advertisements were published, within two days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Lead Manager, through the Registrar to the Issue, shall notify the SCSBs and Sponsor Banks, as applicable, to unblock the bank accounts of the ASBA Applicants within one day of receipt of such notification. Our Company and the Selling Shareholder shall also promptly inform the Stock Exchange on which the Equity Shares were proposed to be listed. Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment. If our Company and the Selling Shareholder withdraws the Issue at any stage including after the Issue Closing Date and thereafter determines that it will proceed with an IPO, our Company shall be required to file a fresh Prospectus.

Details of Market Making Arrangement for the Offer

Our Company has entered into Market Making Agreement dated December 04, 2019 with the following Market Maker to fulfil the obligations of Market Making for this Issue:

Name	NNM Securities Private Limited
Address	B 6/7, Shri Siddhivinayak Plaza, 2nd Floor, Plot No. B-31, Oshiwara Opp. Citi Mall,B/H Maruti Showroom, Andheri Linking Road, Andheri (W), Mumbai – 400053, Maharashtra
Telephone	022-40790020
E-mail	support@nnmsecurities.com
Contact Person	Mr. Nikunj Mittal
SEBI Registration No.	INZ000234235

The Market Maker shall fulfil the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, 2018 and the circulars offered 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:

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 issued by the Market Maker(s).

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 and the same shall be updated in the Prospectus.

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 Emerge Platform of NSE and SEBI from time to time.

The minimum depth of the quote shall be ₹1,00,000. However, the investors with holdings of value less than ₹1,00,000 shall be allowed to Issue their holding to the Market Maker(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.

The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on the Emerge Platform of NSE(in this case currently the minimum trading lot size is 6000 equity shares; however, the same may be changed by the Emerge Platform of NSE from time to time).

The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. The spread (difference between the sell and the buy quote) shall not be more than 10% or as specified 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).

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 two (2) way quotes.

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.

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

There would not be more than five (5) 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.

On the first day of the listing, there will be pre 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.

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.

The Market Maker(s) shall have the right to terminate said arrangement by giving a three (3) months' notice or on mutually acceptable terms to the Lead Manager, who shall then be responsible to appoint a replacement Market Maker(s). In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261(1) of the SEBI (ICDR) Regulations, 2018. 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 (5) 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 registered office from 11.00 a.m. to 5.00 p.m. on Working Days.

Risk containment measures and monitoring for Market Makers:

Emerge Platform of NSEwill 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.

Price Band and Spreads:

SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for issue size up to ₹250 Crores, the applicable price bands for the first day shall be:

In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.

In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the issue price.

Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The following spread will be applicable on the Emerge Platform of NSE.

Market Price Slab	Proposed spread (in % to sale price)
Up to ₹50	9
₹ 50 to ₹ 75	8
₹ 75 to ₹ 100	6
Above ₹ 100	5

Punitive Action in case of default by Market Makers:

Emerge Platform of NSE 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 (Issuing 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.

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 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 Crore to ₹50 Crore	20%	19%
₹50 Crore to ₹80 Crore	15%	14%
Above ₹80 Crore	12%	11%

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

SECTION VI - CAPITAL STRUCTURE

Our share capital structure before the Issue and after giving effect to the Issue, as at the date of this Prospectus, is set forth below:

(₹ in Lakh, except share data)

No.	Particulars	Aggregate Nominal Value	Aggregate Value at Issue Price (1)
A.	**Authorized Share Capital***		
	62,50,000 Equity Shares of face value of ₹ 10/- each	625.00	
B.	**Issued, Subscribed & Paid-up Share Capital prior to the Issue**		
	44,27,500 Equity Shares of face value of ₹10/- each	442.75	
C.	**Present Issue in terms of this Prospectus**		
	Issue of 15,96,000 Equity Shares of face value of ₹10/- each for cash at a price of ₹ 24/- per Equity Share	159.60	383.04
	Which comprises of:		
	Reservation for Market Maker portion		
	84,000 Equity Shares of face value of ₹ 10 each at a premium of ₹ 14/- per Equity Share reserved as Market Maker Portion	8.40	20.16
	Net Issue to the Public		
	Upto 15,12,000 Equity Shares of face value of ₹10 each at a premium of ₹ 14/- per Equity Share	151.20	362.88
	Of which:		
	Upto 7,56,000 Equity Shares of face value of ₹10 each at a premium of ₹ 14/- per Equity Share will be available for allocation for allotment to Retail Individual Investors of up to ₹2.00 lakh	75.60	181.44
	Upto 7,56,000 Equity Shares of face value of ₹10/- each at a premium of ₹14/- per Equity Share will be available for allocation for allotment to Other Investors of above ₹2.00 Lakh	75.60	141.44
D.	**Paid up Equity capital after the Issue**		
	6023500 Equity Shares of face value of ₹ 10/- each	602.35	-
E.	**Securities Premium Account**		
	Before the Issue	52.12	
	After the Issue	435.16	

(1) This Issue has been authorized by the Board of Directors pursuant to a board resolution dated April 02, 2019and by the shareholders of our Company pursuant to a special resolution dated April 26, 2019 passed at the EGM of the Company under Section 62 (1)(c) of the Companies Act, 2013.

*For details of the change in authorized capital of our Company, see ***"History and Certain Corporate Matters- Amendments to our Memorandum of Association"*** on Page 128 of this Prospectus.

Class of Shares

Our Company has only one class of share capital i.e. Equity Shares of ₹ 10/- each only. All Equity Shares issued are fully paid up. Our Company does not have any outstanding convertible instruments as on the date of the Prospectus.

Vaxtex

Notes to Capital Structure

1. Details of changes in Authorized Share Capital of our Company since incorporation

Sr. No.	Date of Shareholders approval	EGM/ AGM/ Postal Ballot	Authorized Capital (In ₹)	Particulars of Change
1.	On Incorporation	-	3,00,000/-	-
2.	March 31, 2006	EOGM	41,00,000/-	The authorized share capital of the Company increased from ₹ 3,00,000/- divided into 30,000 equity shares of ₹ 10/- each to ₹ 41,00,000/- divided into 4,10,000 equity shares of ₹10/- each.
3.	April 26, 2019	EOGM	6,25,00,000/-	The authorized share capital of the Company increased from ₹ 41,00,000/- divided into 4,10,000 equity shares of ₹ 10/- each to ₹ 6,25,00,000/- divided into 62,50,000 equity shares of ₹10/- each.

2. Equity Share Capital history of our Company

The following is the history of the Share Capital of our Company:

Date of Allotment	Number of Equity Shares	Face Value per Equity Share (₹)	Issue Price per Equity Share (₹)	Nature of Consideration (Cash/ Other than Cash)	Nature of Allotment	Cumulative Number of Equity Shares	Cumulative Share Capital (₹)	Cumulative Share Premium (₹)
On Incorporation	10,000	10	10	Cash	Subscription to MOA	10,000	100000	0
March 31, 2006	3,92,500	10	100	Cash	Further Allotment	4,02,500	40,25,000	3,53,25,000
April 26, 2019	40,25,000	10	NIL	Other than cash	Bonus Issue	44,27,500	44,2,75,000	3,53,25,000

Notes:

1) Initial Subscribers to the MOA subscribed to 10,000 (Ten Thousand only) Equity Shares of face value of ₹ 10/- each as per the details given below:

S. No.	Name of the Subscriber to MOA	Number of Shares Allotted
1.	Sukanta Kumar Sahu	5,000
2.	Sanjeev Kumar Singh	5,000
Total		**10,000**

2) Further Allotment of 3,92,500 Equity Shares of face value of ₹ 10/- each at a premium of ₹ 90/-fully paid as per the details given below:

S. No.	Name of Allottees	No of Shares Allotted
1.	Accent Vyapaar (P) Ltd.	47,500
2.	Anticlock Vyapaar (P) Ltd.	1,10,000
3.	Delmar Leasing & Finance (P) Ltd.	18,000
4.	Dolphin Barter (P) Ltd	21,000
5.	Expert Vyapaar Pvt Ltd.	46,000

6.	Image Tie-up Pvt Ltd.	35,000
7.	JaiMata Taxo Traders Pvt Ltd.	5,000
8.	Maxi Finance Pvt Ltd.	30,000
9.	Mountain Vanijya Pvt Ltd.	30,000
10.	Spandan Vinimay Pvt Ltd	25,000
11.	Suruchi Distributors Pvt Ltd.	25,000
Total		**3,92,500**

3) Bonus Issue of 40,25,000 Equity Shares of face value of ₹ 10.00 each in the ratio of 10 equity shares for every 1 equity shares held as per the details given below:

S. No.	Name of the Allottees	Number of Shares Allotted
1.	Qmin Pharma Private Limited	19,72,250
2.	Miracle Stores Private Limited	19,72,250
3.	Bharti Gupta	40,250
4.	Kresha Gupta	10,250
5.	Sanjay Kumar P Agrawal	10,000
6.	Mithleshkumar Agrawal	10,000
7.	Khushant Gupta	10,000
Total		**40,25,000**

3. Issue of Equity Shares for Consideration other than cash

Except as disclosed below, our Company has not issued any equity shares for consideration other than cash:

Date of Allotment	Names of the Allottees	Number of Equity Shares	Face Value (in ₹)	Issue Price per Equity Share (in₹)	Reasons for Allotment
April 26, 2019	Qmin Pharma Private Limited	19,72,250	10.00	-	Bonus Issue in the ratio of 10:1 by capitalization of reserves pursuant to the shareholders resolution dated April 26, 2019
	Miracle Stores Private Limited	19,72,250	10.00	-	
	Bharti Gupta	40,250	10.00	-	
	Kresha Gupta	10,250	10.00	-	
	Sanjay Kumar P Agrawal	10,000	10.00	-	
	Mithleshkumar Agrawal	10,000	10.00	-	
	Khushant Gupta	10,000	10.00	-	

4. No Equity Shares have been allotted pursuant to any scheme approved under Section 391-394 of the Companies Act, 1956 or section 230-234 of the Companies Act, 2013.

5. Our Company has not issued equity shares under one or more employee stock option schemes, particulars of equity shares issued under the employee stock option schemes may be aggregated quarter-wise, indicating the aggregate number of equity shares issued and the price range within which equity shares have been issued in each quarter.

6. Build-up of our Promoters' Shareholding, Promoters' Contribution and Lock-in

a) Build-up of Promoters' shareholding in our Company

As on the date of this Prospectus, Our Promoters (i) Khushant Gupta holds 11,000 Equity Shares, which constitutes 0.25% of the issued, subscribed and paid-up Equity Share capital of our Company, (ii) Mithlesh Kumar M Agrawal holds 11,000 Equity Shares, which constitutes 0.25 % of the issued, subscribed and paid-up Equity Share capital of our Company, (iii) Qmin Pharma Private Limited holds 21,69,475 Equity Shares, which constitutes 49.00% of the issued, subscribed and paid-up Equity Share capital of our Company and (iv) Miracle Stores Private Limited holds 21,69,475Equity Shares, which constitutes 49.00% of the issued, subscribed and paid-up Equity Share capital 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 equity shareholding of our Promoters, since the incorporation of our Company.

Date of Allotment/ Acquisition/ Sale	**Number of Equity Shares**	**Face Value (₹)**	**Issue/ Acquisition/ Sale Price per Equity Share(₹)**	**Nature of Consideration (Cash/ Other than Cash)**	**Nature of Transaction**	**% of Pre-Issue Equity Share Capital**	**% of Post-Issue Equity Share Capital**	**Source of Funds**
Qmin Pharma Private Limited								
March 31,2010	1,97,225	10	10	Cash	Transfer	4.45%	3.27%	Owned Fund
April 26,2019	19,72,250	10	NIL	Other than cash	Bonus Issue	44.55%	32.74%	-
Total	**21,69,475**					**49.00**	**36.02%**	

Date of Allotment/ Acquisition/ Sale	**Number of Equity Shares**	**Face Value (₹)**	**Issue/ Acquisition/ Sale Price per Equity Share(`)**	**Nature of Consideration (Cash/ Other than Cash)**	**Nature of Transaction**	**% of Pre-Issue Equity Share Capital**	**% of Post-Issue Equity Share Capital**	**Source of Funds**
Miracle Stores Pvt Ltd.								
March 31,2010	1,97,225	10	10	Cash	Transfer	4.45%	3.27%	Owned Fund
April 26,2019	19,72,250	10	NIL	Other than cash	Bonus Issue	44.55%	32.74%	-
Total	**21,69,475**					**49.00**	**36.02%**	

Date of Allotment/ Acquisition/ Sale	**Number of Equity Shares**	**Face Value (₹)**	**Issue/ Acquisition/ Sale Price per Equity Share(₹)**	**Nature of Consideration (Cash/ Other than Cash)**	**Nature of Transaction**	**% of Pre-Issue Equity Share Capital**	**% of Post-Issue Equity Share Capital**	**Source of Funds**
Mr. Khushant Gupta								
November 23, 2017	1,000	10	10	Cash	Transfer	0.02%	0.02%	Owned Fund
April 26,2019	10,000	10	NIL	Other than Cash	Bonus Issue	0.23%	0.17%	-
Total	**11,000**					**0.25%**	**0.19%**	

Date of Allotment/ Acquisition/ Sale	Number of Equity Shares	Face Value (₹)	Issue/ Acquisition/ Sale Price per Equity Share(₹)	Nature of Consideration (Cash/ Other than Cash)	Nature of Transaction	% of Pre-Issue Equity Share Capital	% of Post-Issue Equity Share Capital	Source of Funds
Mr. Mithleshkumar M Agrawal								
November 23, 2017	1,000	10	10	Cash	Transfer	0.02%	0.02%	Owned Fund
April 26,2019	10,000	10	NIL	Other than Cash	Bonus Issue	0.23%	0.17%	-
Total	**11,000**					**0.25%**	**0.19%**	

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

Pursuant to Regulation 236 and 238 of the SEBI (ICDR) Regulations, 2018, an aggregate of at least 20% of the post-Issue Equity Share capital of our Company held by our Promoters shall be locked-in for a period of three (3) years from the date of Allotment.

All Equity Shares held by our Promoters are eligible for Promoters' contribution, pursuant to Regulation 237 of the SEBI (ICDR) Regulations, 2018.

All the Equity Shares of our Company held by our Promoters shall be held in dematerialized form prior to filing of the Prospectus with the RoC.

Our Promoters have consented to the inclusion of such number of the Equity Shares held by them, in aggregate, as may constitute 20% of the Post-Issue capital of our Company as Promoters' contribution and the Equity Shares proposed to form part of Promoters' contribution subject to lock-in shall not be disposed of/ sold/ transferred by our Promoters during the period starting from the date of filing this Prospectus with the Stock Exchange until the date of commencement of the lock-in period.

Accordingly, Equity Shares aggregating to 20% of the Post-Issue capital of our Company, held by our Promoters shall be locked-in for a period of three (3) years from the date of Allotment in the Issue as follows:

Details of Promoter's Contribution						
Date of Allotment and Made Fully Paid-up / Acquisition	**Nature of Consideration (Cash/Other than Cash)**	**Number of Equity Shares Allotted/ Acquired/ Transferred**	**Face Value (Rs.)**	**Issue/ Acquisition Price (Rs.)**	**% of Post-Issue Share Capital**	**Period of Lock-in**
Qmin Pharma Private Limited						
April 26, 2019	Other than Cash	12,06,000	10	NIL	20.02%	3 Years
Grand Total		**12,06,000**			**20.02%**	

The Promoters' contribution has been brought in to the extent of not less than the specified minimum lot and from the persons defined as 'promoters' under the SEBI (ICDR) Regulations.

The Equity Shares that are being locked-in are not ineligible for computation of Promoters' contribution under Regulation 237 of the SEBI (ICDR) Regulations. In this respect, we confirm the following:

i) that the minimum promoter's contribution does not consist of Equity Shares 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;

ii) that the minimum promoter's contribution does not consist of Equity Shares acquired during the preceding three years, resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the Company or from bonus issue against Equity Shares which are ineligible for minimum promoters' contribution;

iii) that the minimum promoter's contribution does not consist of Equity Shares acquired during the one (1) year immediately preceding the date of this Prospectus at a price lower than the price at which the Equity Shares are being Issued to the public in the Issue;

iv) that the Equity Shares held by our Promoters which are offered for minimum Promoters' contribution are not subject to any pledge or any other form of encumbrance whatsoever; and all the Equity Shares of our Company held by the Promoters are in the process of being dematerialized and shall be held in dematerialized form prior to the filing of the Prospectus.

v) All the Equity Shares of our Company held by the Promoters have been dematerialized.

c) Details of Equity Shares Locked-in for one (1) year

In terms of Regulation 238(b) and 239 of the SEBI (ICDR) Regulations, 2018 other than the Equity Shares issued to the Promoters for the Minimum Promoter's Contribution, which will be locked-in as minimum Promoters' contribution for three (3) years, all the Pre-Issue Equity Shares shall be subject to lock-in for a period of one (1) year from the date of Allotment.

The Equity Shares which are subject to lock-in shall carry inscription 'non-transferable' along with the duration of specified non-transferrable 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.

d) Other requirements in respect of lock-in

In terms of Regulation 242 of the SEBI (ICDR) Regulations, 2018 locked-in Equity Shares for one (1) year held by our Promoters may be pledged only with scheduled commercial banks or public financial institutions as collateral security for loans granted by such banks or public financial institutions, provided that such pledge of the Equity Shares is one of the terms of the sanction of the loan. Equity Shares locked-in as Promoters' contribution can be pledged only if in addition to fulfilling the aforementioned requirements, such loans have been granted by such banks or financial institutions for the purpose of financing one or more of the objects of the Issue.

In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018 the Equity Shares held by persons other than our Promoters prior to the Issue may be transferred to any other person holding Equity Shares which are locked-in, subject to the continuation of the lock-in in the hands of transferees for the remaining period and compliance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("Takeover Regulations") and such transferee shall not be eligible to transfer them until the lock-in period stipulated in the SEBI (ICDR) Regulations has expired.

Further, in terms of Regulation 243 of SEBI (ICDR) Regulations, 2018 the Equity Shares held by our Promoters may be transferred to and among the Promoters Group or to new promoters or persons in control of our Company, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the Takeover Regulations and such transferee shall not be eligible to transfer them until the lock-in period stipulated in the SEBI (ICDR) Regulations has expired.

e) We further confirm that our Promoters Contribution of 20% of the Post-Issue Equity Share capital does not include any contribution from Alternative Investment Fund.

7. Shareholding of our Promoters & Promoter Group

The table below presents the shareholding of our Promoters and Promoter Group, who hold Equity Shares as on the date of filing of this Prospectus:

Particulars	Pre-Issue		Post-Issue	
	Number of Shares	Percentage (%) holding	Number of Shares	Percentage (%) holding
Promoters (A)				
Qmin Pharma Private Limited	21,69,475	49.00%	21,69,475	36.01%
Miracle Stores Private Limited	21,69,475	49.00%	21,69,475	36.01%
Mr. Khushant Gupta	11,000	0.25%	11,000	0.19%
Mr. Mithleshkumar M Agrawal	11,000	0.25%	11,000	0.19%
Total (A)	**43,60,950**	**98.50%**	**43,60,950**	**72.40%**
Promoter Group (B)				
Ms. Bharti Gupta	44,275	1.00%	44,275	0.73%
Ms. Kresha Gupta	11,275	0.25%	11,275	0.19%
Mr Sanjay Agarwal	11,000	0.25%	11,000	0.18%
Total (B)	**66,550**	**1.50**	**66,550**	**1.10%**
Total (A+B)	**44,27,500**	**100.00%**	**44,27,500**	**73.50%**

8. The average cost of acquisition of or subscription to Equity Shares by our promoters is set forth in the table below:

Name of Promoters	Number of Shares	Cost of Acquisition
Qmin Pharma Private Limited	21,69,475	0.09
Miracle Stores Private Limited	21,69,475	0.09
Mr. Khushant Gupta	11,000	0.91
Mr. Mithleshkumar M Agrawal	11,000	0.91

9. Acquisition and sale/transfer of Equity Shares by our Promoters in last one (1) year

Except as stated in Build-up of our Promoters' Shareholding, There has been no acquisition, sale or transfer of Equity Shares by our Promoters in the last one (1) year preceding the date of filing of this Prospectus.

10. Shareholding Pattern of our Company

The table below presents the current shareholding pattern of our Company as per Regulation 31 of the SEBI Listing Regulations as on the date of this Prospectus:

Vaxtex

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)	Number of equity shares held in dematerialized form (XIV)
								No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. As a (a) % of total Shares held (b)	
								Class eg: X	Class eg: Y	Total							
(A)	Promoter & Promoter Group	7	44,27,500	N.A	N.A	44,27,500	100.00	44,27,500	-	44,27,500	100.00	-	100.00		-	-	-
(B)	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C)	Non Promoter-Non Public	-															-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-
	Total	**7**	**44,27,500**	**-**	**-**	**44,27,500**	**100.00**	**44,27,500**	**-**	**44,27,500**	**100.00**	**-**	**100.00**	**-**	**-**	**-**	**-**

- We shall enter into tripartite agreement with both depositories.
- In terms of SEBI circular bearing no. Cir/ISD/3/2011 dated June 17, 2011 and SEBI circular bearings no. SEBI/Cir/ISD/05/2011 dated September 30, 2011, we do hereby confirm that as on date, the Equity Shares held by the Promoters and Promoter Group are in dematerialized.
- Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the Listing Regulation, one day prior to the listing of the Equity shares. The Shareholding pattern will be uploaded on the website of NSE before commencement of trading of such Equity Shares.

11. Except as set out below, none of the directors of our Company are holding any Equity Shares in our Company:

Particulars	**Number of Equity Shares**	**Percentage holding (%)**
Mithleshkumar Agrawal	11,000	0.25%
Khushant Gupta	11,000	0.25%
Total	**22,000**	**0.50%**

12. None of the shareholding of the Promoters & Promoter Group is subject to lock-in as on date of this Prospectus.

13. None of the persons belonging to the category Public are holding more than 1% of the total number of shares as on the date of this Prospectus.

14. Except Khushant Gupta, Managing Director of the company holds 11,000 equity shares in the company, None of the Key Managerial Personnel holds Equity Shares in our Company as on the date of this Prospectus

15. Top Ten Shareholders of our Company

a. List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date of the Prospectus:

Sl. No.	**Name of the Shareholder**	**Number of Equity Shares**	**% of paid up capital**
1.	Qmin Pharma Private Limited	21,69,475	49.00%
2.	Miracle Stores Private Limited	21,69,475	49.00%
3.	Ms. Bharti Gupta	44,275	1.00%
Total		**43,83,225**	**99.00%**

b. List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date ten days prior to the date of the Prospectus:

Sl. No.	**Name of the Shareholder**	**Number of Equity Shares**	**% of paid up capital**
1.	Qmin Pharma Private Limited	21,69,475	49.00%
2.	Miracle Stores Private Limited	21,69,475	49.00%
3.	Ms. Bharti Gupta	44,275	1.00%
Total		**43,83,225**	**99.00%**

c. List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date one year prior to the date of the Prospectus:

Sl. No.	Name of the Shareholder	Number of Equity Shares	% of paid up capital
1.	Qmin Pharma Private Limited	1,97,225	49.00%
2.	Miracle Stores Private Limited	1,97,225	49.00%
3.	Ms. Bharti Gupta	4,025	1.00%
Total		**3,98,475**	**99.00%**

d. List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date two year prior to the date of the Prospectus:

Sl. No.	Name of the Shareholder	Number of Equity Shares	% of paid up capital
1.	Qmin Pharma Private Limited	1,97,225	49.00%
2.	Miracle Stores Private Limited	1,97,225	49.00%
3.	Surendra Singh Shekhawat	4,025	1.00%
4.	Vikaram Kumar Tulsidas	4,025	1.00%
Total		**4,02,500**	**100.00%**

16. Till date Company has not introduced any employee's stock option schemes/ employees stock purchase schemes.

17. None of our Promoters, Promoter Group, our Directors and their relatives has entered into any financing arrangements or financed the purchase of the Equity shares of our Company by any other person during the period of six (6) months immediately preceding the date of filing of the Prospectus.

18. We hereby confirm that there will be no further issue of capital whether by the way of issue of bonus shares, preferential allotment, right 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 the Issue.

19. Our Company, our Promoters, our Directors and the Lead Manager have not entered into any buy-back or standby arrangements for the purchase of the Equity Shares of our Company.

20. None of the Promoters, Promoter Group, the Directors and their relatives have purchased or sold any Equity Shares during the period of six (6) months immediately preceding the date of filing of this Prospectus with the Stock Exchange.

21. Our Company undertakes that there shall be only one (1) denomination for the Equity Shares of our Company, unless otherwise permitted by law. Our Company shall comply with such disclosure and accounting norms as specified by SEBI from time to time.

22. There are no outstanding warrants, options or rights to convert debentures, loans or other instruments into Equity Shares as on the date of this Prospectus.

23. The Equity Shares are fully paid up and there are no partly paid-up Equity Shares as on the date of filing of this Prospectus.

24. Our Company shall comply with such disclosures and accounting norms as may be specified by SEBI and other regulatory authorities from time to time.

25. The Equity Shares issued pursuant to this Issue shall be fully paid-up.

26. Our Company has not made any public issue of any kind or class of securities of our Company within the immediately preceding two (2) years prior to filing this Prospectus.

27. As on date of this Prospectus, our Company has Seven (7) shareholders.

28. Our Company, Directors, Promoters or members of our Promoter Group shall not make any payments, direct or indirect, discounts, commissions, allowances or otherwise under this Issue except as disclosed in this Prospectus.

29. Our Company does not have any proposal or intention to alter the equity capital structure by way of split/ consolidation of the denomination of the Equity Shares, or the issue of securities on a preferential basis or issue of bonus or rights or further public issue of securities or qualified institutions placement within a period of six (6) months from the date of opening of the Issue. However, if business needs of our Company so require, our Company may alter the capital structure by way of split / consolidation of the denomination of the Equity Shares / issue of Equity Shares on a preferential basis or issue of bonus or rights or public or preferential issue of Equity Shares or any other securities during the period of six (6) months from the date of opening of the Issue or from the date the application moneys are refunded on account of failure of the Issue, after seeking and obtaining all the approvals which may be required.

30. Our Company has not revalued its assets during the last five (5) financial years.

31. 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 Promoters and subject to three (3) years lock-in shall be suitably increased; so as to ensure that 20% of the Post-Issue Paid-up Capital is locked in.

32. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.

33. In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 268 of SEBI (ICDR) Regulations, 2018.

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

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

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

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

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

39. In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended, the Issue is being made for at least 25% of the Post-Issue Paid-up Equity Share capital of our Company. Further,

this Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time.

40. Our Promoters and members of our Promoter Group will not participate in this Issue.

41. The Lead Manager and its associates do not hold any Equity Shares in our Company as on the date of filing this Prospectus.

SECTION VII - PARTICULAR OF THE ISSUE

OBJECT OF THE ISSUE

Requirement of Funds:

Our Company proposes to utilize the net proceeds towards the following objects:

I. To acquire the Machinery;
II. To meet Working Capital Requirements;
III. General corporate purpose and
IV. To Meet the Issue Expenses

Our Company proposes to utilize the net proceeds from the Issue towards funding the above objects and achieve the benefits of listing of the equity shares on the NSE EMERGE. We believe that the listing of Equity shares will enhance our brand name and provide liquidity to the existing shareholders. Listing will also provide a public market for the Equity Shares in India.

The main objects clause as set out in the Memorandum of Association enables our Company to undertake its existing activities and the activities for which funds are being raised by our Company through the Issue.

Utilization of Net Proceeds:

The details of the proceeds of the Issue are summarized below:

Sr. No	Particulars	Amount In Lakh
1.	Gross Proceeds	383.04
2.	(Less) Issue related expenses to be borne by the Company	30.04
	Net Proceeds	**353.00**

Fund Requirements

The Net Proceeds are proposed to be utilized towards the following objects:

Sr. No	Particulars	Amount In Lakh
1	To acquire the Machinery;	59.40
2	To meet Working Capital Requirements;	250.00
3	General corporate purpose and	43.60
4	To Meet the Issue Expenses	30.04
Total		**383.04**

Means of Finance: The above-mentioned fund requirement will be met from the proceeds of the Issue. We intend to fund the shortfall, if any, from internal accruals and/ or debt. Set forth below are the means of finance for the above-mentioned fund requirement:

(₹. In

lakhs)

Sl. No.	Particulars	Amount
1.	To acquire the Machinery;	59.40
2.	To meet Working Capital Requirements;	250.00
3.	General corporate purpose and	43.60
4.	To Meet the Issue Expenses	30.04
	Total	**383.04**

The fund requirements for the Objects are based on internal management estimates and quotations received from vendors and have not been appraised by any bank or financial institution.

Since the entire fund requirements are to be funded from the proceeds of the Issue. Accordingly, there is no requirement to make firm arrangements of finance under Regulation 230(1)(e) of the SEBI (ICDR,) Regulations 2018 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 requirements are based on internal management estimates and have not been appraised by any bank or financial institution or any other independent agency. 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.

Given the dynamic nature of our business, we may have to revise our funding requirements and deployment on account of a variety of factors such as our financial condition, business and strategy and external factors such as market conditions, competitive environment and interest or exchange rate fluctuations, 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 our management. If the actual utilisation towards any of the Objects is lower than the proposed deployment such balance will be used for general corporate purposes to the extent that the total amount to be utilized towards general corporate purposes will not exceed 25% of the proceeds from the Issue in accordance with Regulation 230(2) of the SEBI (ICDR), Regulations 2018. In case of a shortfall in raising requisite capital from the Net Proceeds or an increase in the total estimated costs of the Objects of the Issue, we may explore a range of options including utilising our internal accruals and seeking additional debt from existing and future lenders. We believe that such alternate arrangements would be available to fund any such shortfalls. Further, in case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Issue.

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 no. 17 of this Prospectus.

Details of the Utilization of the proceeds

1. To acquire the Machinery

Our Company has decided to purchase machinery in order to increase the current capacity utilisation at our manufacturing facility. A part of the IPO proceeds shall be utilized for purchasing machinery which will increase our capacity to manufacture. With this capacity increasing of our unit, we shall be able to further demonstrate the efficacy of our technology and our ability to scale upwards. This increase in manufacturing ability not only will add to our revenue streams, but it will also improve our profit margins by utilizing economies of scale.

The break-up of quotation of machinery to be purchased are as follows:

(₹. In lakhs)

Particulars	**Quantity**	**Amount ₹**
Jigar Dyeing Machine	6	24.00
Rotary Printing Machine	1	35.40
Total	**7**	**59.40**

** Above amount included GST.*

(1) On the basis of Quotation received from Wynad Estate and Industrial Limited dated May 18, 2019.

(2) On the basis of Quotation received from Aryavan Enterprises Limited dated May 18, 2019.

2. To meet Working Capital Requirements

Our business is working capital intensive. Our working capital requirements are being financed from banks and also internal accruals and other sources like reserves of the company.

Net Working Capital as on March 31, 2019 is Rs.147.73 Lakhs (as per the restated financial statements)

The details of our Company working capital requirement are based on restated financial statement as at March 2019, 2018 estimated & projected for FY 2020 & 2021 respectively are as under:

Particulars	**17-18**	**2018-19**	**2019-20**	**2020-21**
	Audited	Audited	Projected	Projected
Current Assets	(Rs.in Lakhs)			
Inventory	128.96	62.15	550.00	650.00
Trade receivables	308.23	470.17	870.00	1080.00
Cash and cash equivalents	35.82	53.01	21.81	26.81
Short-term loans and advances/ Other Current Assets	370.97	139.60	142.00	155.00
Gross Working Capital (1)	**843.98**	**724.93**	**1583.81**	**1911.81**
Current Liabilities				
Trade Payables	490.30	501.99	480.00	410.00
Other Current Liabilities	74.73	3.27	0	0
Short-Term Provisions	9.89	33.92	27.00	33.00
Short Term Borrowing	4.25	38.02	-	-
Total Current Liabilities (2)	**579.17**	**577.20**	**507.00**	**643.00**
Working Capital (1-2)	**264.81**	**147.73**	**1076.81**	**1268.81**
Source of Working Capital				
Fund Based Borrowings	0.00	0.00	750.00	750.00
Company's Funds	**389.48**	**492.79**	**461.98**	**711.98**

Sourced from				
Reserves	372.39	432.59	61.98	211.98
Current Years Profits	17.09	60.20	150.00	250.00
IPO Proceeds	0.00	0.00	250.00	250.00

The total working capital requirements for the Year ended March 2020 and March 2021 are expected to be Rs.1076.81 lakhs and Rs 1268.81 respectively. The incremental working capital requirement for the year ending March 31, 2020 will be Rs.929.08 lakhs, which will be met through the net proceeds of IPO to the extent of Rs.250 Lakhs and the balance portion will be met through fund-based borrowings and internal accruals.

The Company's turnover and operations have been increasing for last 3 years by way of increase in number of installation of production capacity and manufacturing of self-fabrics to an increase in the Working Capital requirement of business to achieve estimated and projected turnover.

Our Company has been sanctioned working capital facilities from Banks and financial institutions amounting to Rs.750 lakhs i.e. Cash Credit of Rs 500 lacs and Working Capital of Rs 250 Lac. .

Assumption for working capital requirements

(In No. of Days)

Particulars	**Holding level as on 31 March 2017-2018 (Audited)**	**Holding level as on 31 March 2018-2019 (Audited)**	**Holding level as on 31 March 2019-2020 (Projected)**
Current Assets			
Trade Receivables	61	81	98
Inventories	27	36	54
Current Liabilities			
Trade Payables	96	65	40

Justification for "Holding Period" levels:

The justifications for the holding levels mentioned in the table above are provided below:

Assets- Current Assets	
Trade Receivables	In textile industry, general payment terms are 90-120 days of credit period. The company was not having enough working capital, so we were focusing mainly on the job work. After the increase in working capital, the company would be able to offer better credit terms to its customers to increase the business. Debtor holding period was low at 61 days in F.Y. 2017-2018 as we were mostly doing job work, which was estimated to increase to 81 days as on 31.3.2019. This period will slowly grow to 98 days in the FY 2019-20.
Inventories	Our inventories primarily consist of colors, chemicals, coals and grey fabrics. The inventory holding level as on 31.3.2018 was @27 days. The level was estimated to increase to 36 days as on 31.3.2019 and further projected to increase to 54 days as on 31.3.2020. The inventory level is projected to increase considerably, as the company is slowly increasing sale of own products in the market. Earlier, the company was focusing mainly on the job work.

Assets- Current Assets	
Liabilities- Current Liabilities	
Trade Payables	Average creditors period is 96 days as on 31.3.2018 and the same is estimated to reduce to 65 days as on 31.3.2019 and further to 40 days as on 31.3.2020. When the company will have enough working capital, it would start making faster payment to its suppliers and can avail better purchase terms.

Basis of Estimation

The incremental working capital requirements are based on historical Company data and estimation of the future requirements in FY 2019-20 considering the growth in activities of our Company and in line with norms generally accepted by banker(s).

3. General Corporate Purpose

Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. We intend to deploy the balance Net proceeds aggregating to Rs Rs 43.60 towards the general corporate purposes to drive our business growth. In accordance with the policies set up by our Board, we have flexibility in applying the remaining Net Proceeds, for general corporate purpose including but not restricted to, meeting operating expenses, initial development costs for projects other than the identified projects, and the strengthening of our business development and marketing capabilities, meeting exigencies, which the Company in the ordinary course of business may not foresee or any other purposes as approved by our Board of Directors, subject to compliance with the necessary provisions of the Companies Act.

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 this Prospectus, shall not exceed 25% of the amount raised by our Company through this Issue.

4. To Meet the 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 Rs.30.04 Lakhs which is 7.83 % of the Issue Size. All the Issue related expenses shall be met out of the proceeds of the Issue and the break-up of the same is as follows:

(Rs. In Lakh)

Activity	**Expenses**	**Percentage of Issue Size**
Fees payable to Merchant Banker, Registrar Fees, Legal Fees & Misc. Expenditure	21.54	5.62%
Printing and Stationery Expenses	1.00	0.26%
Advertising and Marketing Expenses, Brokerage & Selling Commission	3.50	0.91%
Statutory Expenses	4.00	1.04%
Total Estimated Issue Expenses	**30.04**	**7.83%**

Proposed schedule of implementation and deployment of the Net Proceeds

The Net Proceeds are currently expected to be deployed in accordance with the schedule as stated below:

Sl. No.	Particulars	Amount to be funded from the Net Proceeds	Estimated Utilisation of the Net Proceeds (Financial year 2020)
1.	To acquire the Machinery;	59.40	59.40
2.	To meet Working Capital Requirements;	250.00	250.00
3.	General corporate purpose and	43.60	43.60
4.	To Meet the Issue Expenses	30.04	30.04
	Total	**383.04**	**383.04**

Funds Deployed and Sources of Funds Deployed:

Our Statutory Auditors, SSRV and Associates**.**Chartered Accountants, vide their certificate dated December 17, 2019 have confirmed that as on December 17, 2019, the following funds have been deployed for the proposed object of the Issue:

Sr. No.	Particulars	Amount (Rs. in Lakh)
	Issue Expenses	
1	Payment to Lead Manager Other Intermediary (Excluding GST)	4.50
2	Legal Expenses	1.00
3	Travelling Expenses	1.50
	Total	**7.00**

Sources of Financing for the Funds Deployed:

Particulars	Amount (Rs. in Lakh)
Internal Accruals	7.00
Total	**7.00**

Appraisal

None of the Objects have been appraised by any bank or financial institution or any other independent third party organization and the fund requirements for the Objects are based on the internal 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 secured/unsecured Loans.

Bridge Financing Facilities

Our Company has not raised any bridge loans from any banks or financial institution as on the date of this Prospectus, which are proposed to be repaid from the Net Proceeds. However, depending upon business requirements, our Company may consider raising bridge financing facilities including by way of any other short-term instrument like non-convertible debentures, commercial papers, etc., pending receipt of the Net Proceeds.

Monitoring of Utilization of Funds

There is no requirement for a monitoring agency as the size of the Issue is less than Rs 10,000 Lakh. Our Board and Audit Committee shall monitor the utilization of the Net Proceeds. Our Company will disclose the utilization of the Net Proceeds, including interim use, under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. Our Company will also indicate investments, if any, of the unutilized Net Proceeds in the balance sheet of our Company for the relevant Financial Years subsequent to receipt of listing and trading approvals from the Stock Exchange.

Pursuant to the Listing Regulations, our Company shall on a half yearly basis disclose to the Audit Committee, the uses and applications of the Net Proceeds. On an annual basis, our Company shall prepare a statement of funds utilised for purposes other than those stated in this Prospectus and place it before the Audit Committee. Such disclosure shall be made only until such time that all the Net Proceeds have been utilised in full. The statement will be certified by the statutory auditors of our Company.

Further, in accordance with the Listing Regulations, our Company shall furnish to the Stock Exchange, a statement indicating (i) material deviations, if any, in the utilisation of the Net Proceeds from the Objects as stated above; and (ii) details of category wise variations in the utilisation of the Net Proceeds from the Objects as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results after placing the same before the Audit Committee. In the event of any deviation in the use of Net Proceeds from the Objects, as stated above, our Company shall intimate the same to the Stock Exchange without delay.

Interim Use of Net Proceeds

The Net Proceeds of the Issue pending utilisation for the purposes stated in this section shall be deposited only in scheduled commercial banks included in the Second Schedule of Reserve Bank of India Act, 1934. In accordance with Section 27 of the Companies Act, 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

Variation in Objects

In accordance with Section 13(8) and 27 of the Companies Act, 2013 and applicable rules, 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 Net Proceeds will be paid by our Company as consideration to our 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**.**

BASIS FOR THE ISSUE PRICE

The Issue Price has been determined by our Company in consultation with the Lead Manager on the basis of the key business strengths. The face value of the Equity Shares is ₹ 10 and Issue Price is ₹ 24 per Equity Shares and is 2.4 times of the face value. Investors should read the following basis with the sections titled "Risk Factors" and "Financial Information" and the chapter titled "Our Business" beginning on page nos. 17, 155 and 99 respectively, of this Prospectus to get a more informed view before making any investment decisions. The trading price of the Equity Shares of Our Company could decline due to these risk factors and you may lose all or part of your investments.

Qualitative Factors

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

- Management expertise
- Cordial Relationship between management and labour
- Established Marketing Setup and Diversified Customer Base
- Long standing relationship with clients & suppliers
- Strong Technological Capabilities
- Consistency in Quality and Service Standards
- Scalable Business Model
- Cost effective production and timely fulfilment of orders
- Strategic Location of Manufacturing and Utility Units

For further details, refer to heading "Our Competitive Strengths**"** under chapter titled ***"Our Business"*** on page ***99*** of this Prospectus.

QUANTITATIVE FACTORS

The information presented below relating to the Company is based on the Restated Financial Information for the stub period June 30, 2019 and Financial Years 2019, 2018, and 2017 prepared in accordance with AS. Some of the quantitative factors, which form the basis or computing the price, are as follows:

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

Basic and Diluted Earnings per Share ("EPS") as per Restated Financial Information:

Period	Restated	
	Basic (₹)	Weights
FY 2016-17	0.46	1
FY 2017-18	4.24	2
FY 2018-19	14.96	3
Weighted Average	**8.97**	
June 30, 2019*	**0.72**	

Basic and Diluted Earnings per Share ("EPS") as adjusted as per Restated Financial Information:

Period	Restated	
	Basic (₹)	Weights
FY 2016-17	0.04	1
FY 2017-18	0.29	2
FY 2018-19	1.36	3
Weighted Average	**0.78**	
June 30, 2019*	**0.72**	

Note: The Company has made Bonus Issue on April 26, 2019. The Company has Issued Bonus shares in the ratio of 10:1 (i.e. Ten equity shares of Rs.10 each for one fully paid up equity shares of Rs.10 each) to shareholders. The EPS (Post Bonus Issue) is also calculated by considering total number of shares after the bonus issue

**Not Annualised*

Notes:

i. *The figures disclosed above are based on the restated financial statements of the Company.*
ii. *Earnings per Share has been calculated in accordance with **Accounting Standard 20 – "Earnings per Share"** issued by the Institute of Chartered Accountants of India.*
iii. *The above statement should be read with Significant Accounting Policies and the Notes to the Restated Financial Statements.*

2. Price to Earnings (P/E) ratio in relation to Issue Price of ₹ 24 per Equity Share of face value of ₹10.00 each fully paid up

Particulars	P/E Ratio
P/E ratio based on Basic/Diluted EPS for FY 2018-19	**1.60**
P/E ratio based on Basic/Diluted Weighted Average EPS	**2.68**
P/E ratio based on Basic/Diluted Adjusted EPS FY 2018-19	**17.65**
P/E ratio based on Basic/Diluted Weighted Average Adjusted EPS	**30.77**

3. Return on Net Worth (RoNW)

Period	Restated	
	RoNW (%)	Weights
FY 2016-17	0.47%	1
FY 2017-18	4.14 %	2
FY 2018-19	12.73%	3
Weighted Average	**7.82**	
June 30, 2019*	**6.63**	

**Not Annualised*

4. Minimum Return on Total Net Worth after Issue needed to maintain Pre-Issue Basic and Diluted EPS of ₹14.96 for the Financial Year 2018-19 (Based on Restated Financial) – 137.36%

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

Sl. No.	As at	NAV (₹)
1.	FY 2016-17	98.27
2.	FY 2017-18	99.88
3.	FY 2018-19	117.62
4.	For the period ended June 30,2019	11.44
	NAV after Issue	14.76
	Issue Price	24.00

Net asset value per share (in ₹) = Net worth as at the end of the period/year /Number of equity shares outstanding at the end of the period / year

6. Comparison of accounting ratios of the issuer with the peer group

Name of Company	Face Value (₹)	Issue Price/Current Market Price (₹)	EPS (Basic)# (₹)	P/E Ratio#	RoNW (%) #	NAV (₹)#
Vaxtex Cotfab Limited (Restated Financial March 31, 2019)	10	24	14.96	1.60	12.73%	117.47
Peer Company						
Kavita Fabrics Limited	10	7.45	-	-	-0.04	10.27
SKS Textiles Limited	10	39.25	7.15	5.49	579	123.15
Jakharia Fabric Limited	10	180.00	9.16	19.65	7.85	108.42

(Source: www.nseindia.com, www. bseindia.com, Annual report/ Financial Result as on March 31, 2019)

The Company in consultation with the Lead Manager and after considering various valuation fundamentals including Book Value and other relevant factors believes that the issue price of ₹ 24.00 per share for the Public Issue is justified in view of the above parameters. The investors may also want to pursue the "Risk Factors" beginning on page no.17 of this Prospectus and Financials of the company as set out in the "Financial Statements" beginning on page no. 155 of this Prospectus to have more informed view about the investment proposition. The Face Value of the Equity Shares is ₹. 10.00 per share and the Issue Price is 2.4 times of the face value i.e. ₹ 24.00 per share.

TAX BENEFITS

Statement of Possible Tax Benefits

To,

The Board of Directors
Vaxtex Cotfab Limited,
Survey No.230,
Opp. Mariya Park,
B/h. Ranipur Village,
Saijpur – Gopal Narol,
Ahmedabad-382405,
Gujarat

Dear Sir(s),

Sub: Statement of possible Special tax benefit ('the Statement') available to Vaxtex Cotfab Limited and its shareholders prepared in accordance with the requirements under Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the 'Regulations')

We hereby confirm that the enclosed annexure, prepared by Vaxtex Cotfab Limited ('the Company") states the possible special tax benefits available to the Company and the shareholders of the Company under the Income – tax Act, 1961 ('Act'), the Wealth Tax Act, 1957 and the Gift Tax Act, 1958, 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 the business imperatives, the company may or may not choose to fulfill.

The amendments in Finance Act 2016 have been incorporated to the extent relevant in the enclosed annexure.

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, these benefits are not exhaustive and the preparation of the contents stated 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 hence is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.

Our views are based on the existing provisions of the Act and its interpretations, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. Any such change, which could also be retroactive, 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.

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

- the Company or its shareholders will continue to obtain these benefits in future; or
- the conditions prescribed for availing the benefits, where applicable have been/would be met.

Vaxtex

The enclosed annexure is intended solely for your information and for inclusion in the Draft Prospectus and Prospectus or any other issue related material in connection with the proposed issue of equity shares and is not to be used, referred to or distributed for any other purpose without our prior written consent.

Yours faithfully,

For SSRV AND ASSOCIATES
Chartered Accountants
Firm Registration No.: -135901W

Vishnukant Kabra
Partner
Membership No. 403437

Place: Mumbai
Date: 17/12/2019
Encl: Annexure

Annexure to the statement of possible Tax Benefits

Outlined below are the possible special tax benefits available to the Company and its shareholders under the Income Tax Act, 1961 ('the Act')

- Special Tax Benefits available to the Company & its Subsidiaries under the Act:

There are no special Tax benefits available to the Company & its subsidiaries under the Act.

- Special Tax Benefits available to the shareholders of the Company under the Act:

There are no special Tax Benefits available to the shareholders of the Company.

Notes:

The above Statement of Possible Special Tax Benefits sets out the possible tax benefits available to the Company and its shareholders under the current tax laws presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws.

SECTION VIII - ABOUT THE ISSUER

OUR INDUSTRY

The information in this section includes extracts from publicly available information, data and statistics and has been derived from various government publications and other industry sources. Neither we nor any other person connected with this Issue have verified this information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications 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 ECONOMIC OULOOK

After strong growth in 2017 and early 2018, global economic activity slowed notably in the second half of last year, reflecting a confluence of factors affecting major economies. China's growth declined following a combination of needed regulatory tightening to rein in shadow banking and an increase in trade tensions with the United States. The euro area economy lost more momentum than expected as consumer and business confidence weakened and car production in Germany was disrupted by the introduction of new emission standards; investment dropped in Italy as sovereign spreads widened; and external demand, especially from emerging Asia, softened. Elsewhere, natural disasters hurt activity in Japan. Trade tensions increasingly took a toll on business confidence and, so, financial market sentiment worsened, with financial conditions tightening for vulnerable emerging markets in the spring of 2018 and then in advanced economies later in the year, weighing on global demand. Conditions have eased in 2019 as the US Federal Reserve signaled a more accommodative monetary policy stance and markets became more optimistic about a US–China trade deal, but they remain slightly more restrictive than in the fall.

Following a broad-based upswing in cyclical growth that lasted nearly two years, the global economic expansion decelerated in the second half of 2018. Activity softened amid an increase in trade tensions and tariff hikes between the United States and China, a decline in business confidence, a tightening of financial conditions, and higher policy uncertainty across many economies. Against this global backdrop, a combination of country- and sector-specific factors further reduced momentum. After peaking at close to 4 percent in 2017, global growth remained strong, at 3.8 percent in the first half of 2018, but dropped to 3.2 percent in the second half of the year.

(Source: IMF)

OVERVIEW OF INDIAN ECONOMY

Introduction

India has emerged as the fastest growing major economy in the world and is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and partnerships.

Market Size

India's GDP is estimated to have increased 7.2 per cent in 2017-18 and 7 per cent in 2018-19. India has retained its position as the third largest startup base in the world with over 4,750 technology start-ups.

India's labour force is expected to touch 160-170 million by 2020, based on rate of population growth, increased labour force participation, and higher education enrolment, among other factors, according to a study by ASSOCHAM and Thought Arbitrage Research Institute.

India's foreign exchange reserves were US$ 405.64 billion in the week up to March 15, 2019, according to data from the RBI.

Recent Development

With the improvement in the economic scenario, there have been various investments in various sectors of the economy. The M&A activity in India reached record US$ 129.4 billion in 2018 while private equity (PE) and venture capital (VC) investments reached US$ 20.5 billion. Some of the important recent developments in Indian economy are as follows:

- During 2018-19 (up to February 2019), merchandise exports from India have increased 8.85 per cent year-on-year to US$ 298.47 billion, while services exports have grown 8.54 per cent year-on-year to US$ 185.51 billion.
- Nikkei India Manufacturing Purchasing Managers' Index (PMI) reached a 14-month high in February 2019 and stood at 54.3.
- Net direct tax collection for 2018-19 had crossed Rs 10 trillion (US$ 144.57 billion) by March 16, 2019, while goods and services tax (GST) collection stood at Rs 10.70 trillion (US$ 154.69 billion) as of February 2019.
- Proceeds through Initial Public Offers (IPO) in India reached US$ 5.5 billion in 2018 and US$ 0.9 billion in Q1 2018-19.
- India's Foreign Direct Investment (FDI) equity inflows reached US$ 409.15 billion between April 2000 and December 2018, with maximum contribution from services, computer software and hardware, telecommunications, construction, trading and automobiles.
- India's Index of Industrial Production (IIP) rose 4.4 per cent year-on-year in 2018-19 (up to January 2019).
- Consumer Price Index (CPI) inflation stood at 2.57 per cent in February 2019.
- Net employment generation in the country reached a 17-month high in January 2019.

Government Initiative

The interim Union Budget for 2019-20 was announced by Mr Piyush Goyal, Union Minister for Finance, Corporate Affairs, Railways and Coal, Government of India, in Parliament on February 01, 2019. It focuses on supporting the needy farmers, economically less privileged, workers in the unorganised sector and salaried employees, while continuing the Government of India's push towards better physical and social infrastructure.

Total expenditure for 2019-20 is budgeted at Rs 2,784,200 crore (US$ 391.53 billion), an increase of 13.30 per cent from 2018-19 (revised estimates).

Numerous foreign companies are setting up their facilities in India on account of various government initiatives like Make in India and Digital India. Mr. Narendra Modi, Prime Minister of India, has launched the Make in India initiative with an aim to boost the manufacturing sector of Indian economy, to increase the purchasing power of an average Indian consumer, which would further boost demand, and hence spur development, in addition to benefiting investors. The Government of India, under the Make in India initiative, is trying to give boost to the contribution made by the manufacturing sector and aims to take it up to 25 per cent of the GDP from the current 17 per cent. Besides, the Government has also come up with Digital India initiative, which focuses on three core components: creation of digital infrastructure, delivering services digitally and to increase the digital literacy.

Some of the recent initiatives and developments undertaken by the government are listed below:

- In February 2019, the Government of India approved the National Policy on Software Products – 2019, to develop the country as a software hub.
- The National Mineral Policy 2019, National Electronics Policy 2019 and Faster Adoption and Manufacturing of (Hybrid) and Electric Vehicles (FAME II) have also been approved by the Government of India in 2019.

- Village electrification in India was completed in April 2018. Universal household electrification is expected to be achieved by March 2019 end.
- The Government of India released the maiden Agriculture Export Policy, 2018 which seeks to double agricultural exports from the country to US$ 60 billion by 2022.
- Around 1.29 million houses have been constructed up to December 24, 2018, under Government of India's housing scheme named Pradhan Mantri Awas Yojana (Urban).
- Prime Minister's Employment Generation Programme (PMEGP) will be continued with an outlay of Rs 5,500 crore (US$ 755.36 million) for three years from 2017-18 to 2019-20, according to the Cabinet Committee on Economic Affairs (CCEA).

Road Ahead

India's gross domestic product (GDP) is expected to reach US$ 6 trillion by FY27 and achieve upper-middle income status on the back of digitisation, globalisation, favourable demographics, and reforms.

India's revenue receipts are estimated to touch Rs 28-30 trillion (US$ 385-412 billion) by 2019, owing to Government of India's measures to strengthen infrastructure and reforms like demonetisation and Goods and Services Tax (GST).

India is also focusing on renewable sources to generate energy. It is planning to achieve 40 per cent of its energy from non-fossil sources by 2030 which is currently 30 per cent and also have plans to increase its renewable energy capacity from to 175 GW by 2022.

India is expected to be the third largest consumer economy as its consumption may triple to US$ 4 trillion by 2025, owing to shift in consumer behaviour and expenditure pattern, according to a Boston Consulting Group (BCG) report; and is estimated to surpass USA to become the second largest economy in terms of purchasing power parity (PPP) by the year 2040, according to a report by PricewaterhouseCoopers.

Exchange Rate Used: INR 1 = US$ 0.0145 as on March 29, 2019

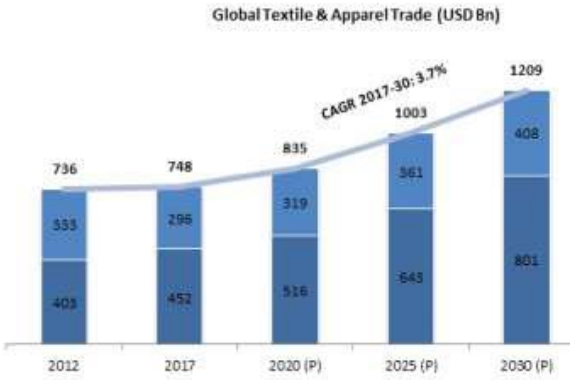
(Source: https://www.ibef.org/economy/indian-economy-overview)

GLOBAL TEXTILE & APPAREL INDUSTRY OVERVIEW

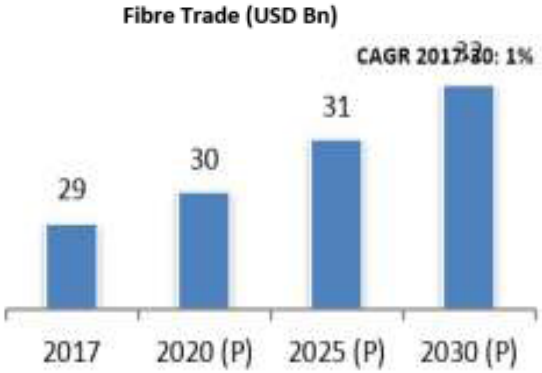
The Global Textile & Apparel industry is continuously evolving and has witnessed multiple shifts in consumption and production hubs. Driven by the availability of cheap labour, the industry has witnessed transitions in geographical shifts over the time. The origin of the industry dates back to 18th century starting with the Industrial Revolution in Britain, then shifting towards the United States due to the technological advancement and then moving from developed countries to developing countries primarily to the emerging economies of South Asia and South East Asia, owing to availability of cheap labour and raw material.

Global Textile & Apparel Trade:

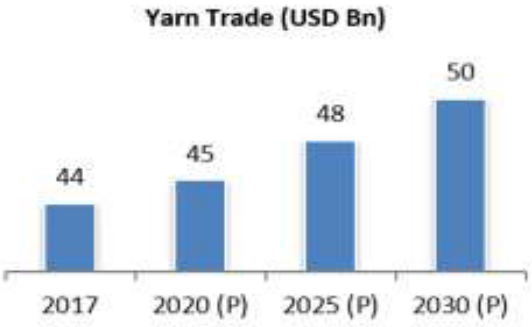
The Textile and Apparel trade in 2017 was worth USD748 Bn which is envisaged to grow at a CAGR of 3.7% to reach USD 1209 Bn by 2030. During this period, Apparel trade is expected to grow at a CAGR of 4.5% and Textiles at a CAGR of 2.5%



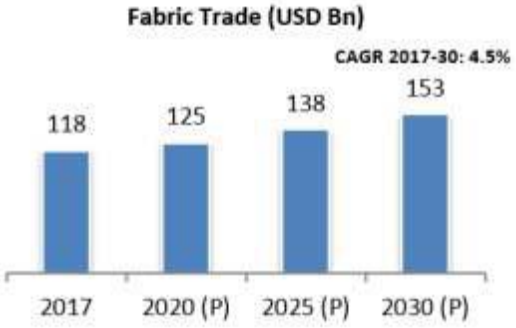
The global fibre trade, which is currently estimated to be worth USD 29 Bn, is expected to grow at a CAGR of 0.8% to reach USD 32 Bn by 2030.



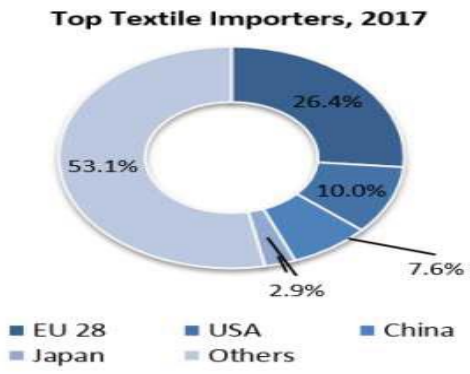
The global yarn trade which is currently estimated to be worth USD 44 Bn is expected to grow at a CAGR of 1% to reach USD 50 Bn by 2030.

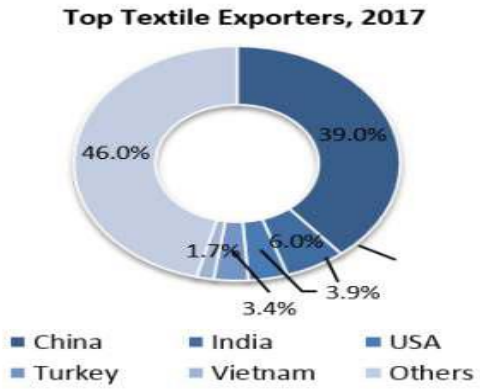


The global fabric trade which is currently estimated to be worth USD 118 Bn is expected to grow at a CAGR of 2% to reach USD 153 Bn by 2030.

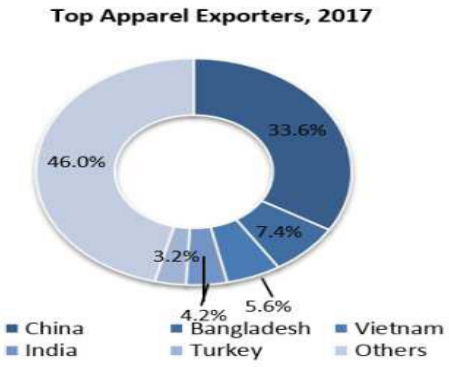


In global T&A trade Apparel is one of the fastest growing segments. The apparel trade was worth USD 452 Bn in 2017, and is expected to grow at a CAGR of 4.5 % to reach USD 801 Bn by 2030. Demand for Apparel is declining in developed markets of EU and US. Developing economies are witnessing huge Apparel demands. Countries such as India, China, Russia and Brazil are becoming consuming markets. However, India and China have strong Textile manufacturing base, thus, emerging as both sourcing and consuming nations





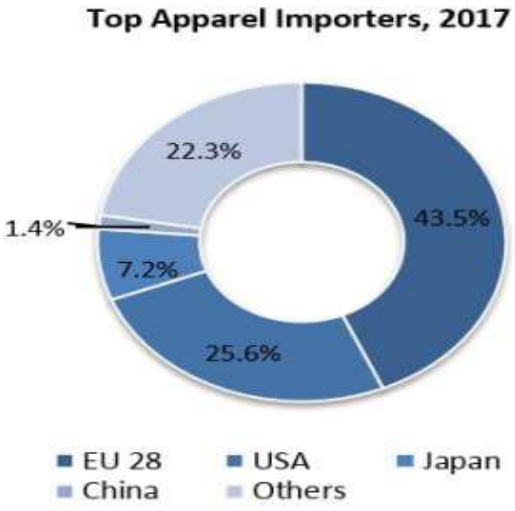
India is the second largest Textile exporter, accounting
5.4% of Global Textile trade. However, due to its increasingly strong Textile value chain, it is positioned
to grow at higher rate and capture 8% to 10% of global
trade by 2030.



According to World Bank, the growth in South Asia is forecasted to accelerate to 6.9% in 2018, when compared to the lower growth rate of advanced economies of 2.3% in 2018.

In the last 4-5 years Bangladesh and Vietnam have taken benefit of China's slowdown thus, gaining share in global Apparel exports. However, India is the only country other than China in the region, with entire Textile value chain capability. Thus, it is strategically positioned to gain maximum share of order migration from China.

In recent years, Sub- Saharan African countries, in particular, Ethiopia and Kenya have also emerged as attractive sourcing destinations for Apparel. With an aim of making Ethiopia a leading Textile and Apparel manufacturing hub in Africa by 2025, the government is aiming to build fully vertical value chain to attract the leading players from across the industry. It also enjoys duty free access to the markets of US through AGOA (the African Growth and Opportunity Act) and EU through LDC status.

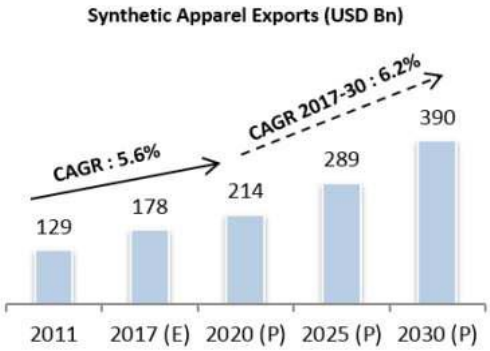


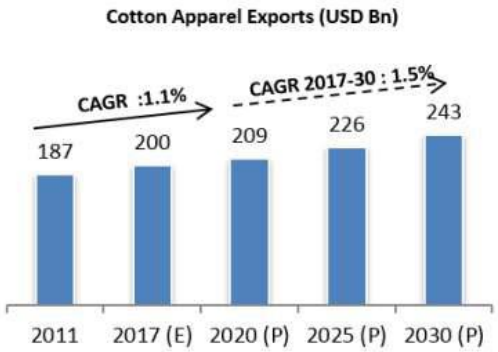
Evolving Global Industry Structure:

Currently, China holds the largest share in Textile & Apparel Global trade. It has vertically integrated supply chain from production of fibre to weaving of fabric and garmenting. It has capability to manufacture all categories of products and conducive eco-system to provide complete service offering to brands and retailers. However, with rising labour cost it is losing its sheen in the global market and is facing a stiff competition from other developing nations such as Vietnam, Bangladesh, India etc. Increasing labour and energy cost has to some extent weakened the international competitive advantage of China. The global Apparel manufacturers are finding Bangladesh, Vietnam and India as competitive markets over China. Thus, it is expected that manufacturing will witness a gradual shift towards other South Asian nations including India.

Synthetic Apparel is growing at higher rate than cotton Apparel

The global synthetic Apparel trade is witnessing a growth at 5.1 times higher than the cotton Apparel trade. The growth of synthetic Apparel can be attributed to a number of factors such as low cost, easy supply of artificial fibre, durability and their resistance to shrinkage.
The diminishing capacity for cultivating cotton due to increased demand of land for food grains and other human needs is leading to the reduction in the cultivating capacity and thus impacting the supply of cotton and other natural fibre. Thus, synthetic Apparel has emerged as a substitute for cotton Apparel.

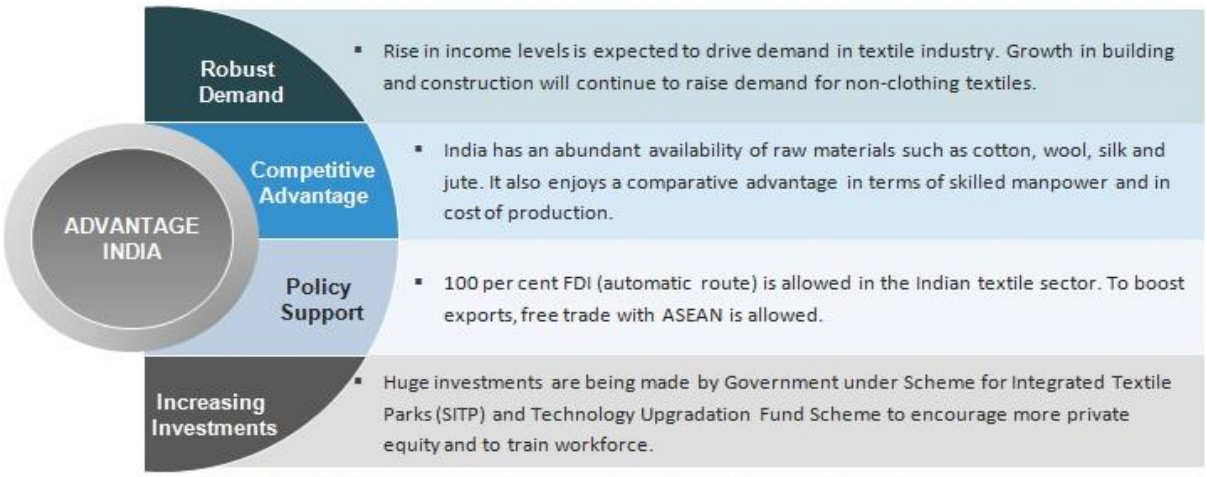




(Source: https://www.citiindia.com/wp-content/uploads/2019/01/TT_Dec-18.pdf)

OVERVIEW OF INDIAN TEXTILE INDUSTRY

Introduction



Note: SITP - Scheme for Integrated Textile Park, ASEAN - Association of Southeast Asian Nations

India's textiles sector is one of the oldest industries in Indian economy dating back several centuries. India's overall textile exports during FY 2017-18 stood at US$ 39.2 billion in FY18 and is expected to increase to US$ 82.00 billion by 2021 from US$ 31.65 billion in FY19*.

The Indian textiles industry is extremely varied, with the hand-spun and hand-woven textiles sectors at one end of the spectrum, while the capital intensive sophisticated mills sector at the other end of the spectrum. The decentralised power looms/ hosiery and knitting sector form the largest component of the textiles sector. The close linkage of the textile industry to agriculture (for raw materials such as cotton) and the ancient culture and traditions of the country in terms of textiles make the Indian textiles sector unique in comparison to the industries of other countries. The Indian textile industry has the capacity to produce a wide variety of products suitable to different market segments, both within India and across the world.

Market Size

The Indian textiles industry, currently estimated at around US$ 150 billion, is expected to reach US$ 250 billion by 2019. India's textiles industry contributed seven per cent of the industry output (in value terms) of India in 2017-18.It contributed two per cent to the GDP of India and employs more than 45 million people in 2017-18.The sector contributed 15 per cent to the export earnings of India in 2017-18.

The production of raw cotton in India is estimated to have reached 36.1 million bales in FY19^.

Investment

The textiles sector has witnessed a spurt in investment during the last five years. The industry (including dyed and printed) attracted Foreign Direct Investment (FDI) worth US$ 3.09 billion during April 2000 to December 2018.
Some of the major investments in the Indian textiles industry are as follows:

- In May 2018, textiles sector recorded investments worth Rs 27,000 crore (US$ 4.19 billion) since June 2017.
- The Government of India announced a Special Package to boost exports by US$ 31 billion, create one crore job opportunities and attract investments worth Rs 800.00 billion (US$ 11.93 billion) during 2018-2020. As of August 2018, it generated additional investments worth Rs 253.45 billion (US$ 3.78 billion) and exports worth Rs 57.28 billion (US$ 854.42 million).

*Note: * Till January 2019, ^ - during the cotton season October–September*
(Source: https://www.ibef.org/industry/textiles.aspx)

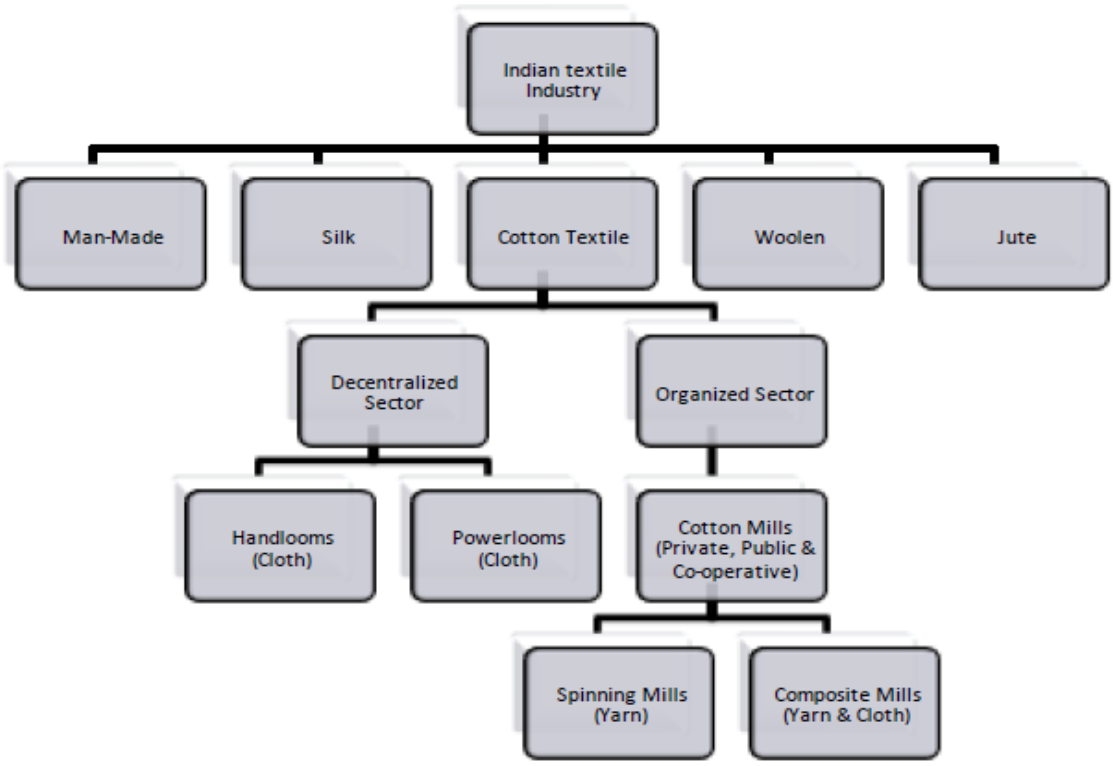
Evolution of the Indian Textile Sector

Pre 1990s	1901–2000	2000-2015	2016 onwards
The 1st cotton textile mill of Mumbai was established in 1854	Number of mills increased from 178 in 1901 to 417 in 1945	SITP was implemented to facilitate setting up of textile units with appropriate support infrastructure	Make in India campaign was launched to attract manufacturers and FDI.
The 1st cotton mill of Ahmedabad was found in 1861; it emerged as a rival centre to Mumbai	Out of 423 textile mills of the undivided India, India received 409 after partition and the remaining 14 went to Pakistan	After MFA cotton prices are aligned with global prices	Technology Mission for Technical Textile has been continued.
	In 1999, TUFS was set up to provide easy access to capital for technological up gradation	Technical textile industry will be a new growth avenue	Under Union Budget 2019-20, Government of India allocated around Rs. 5,831.48 crore (US$ 808.24 million) for the Ministry of Textiles.
	TMC was launched to address issues related to low productivity and infrastructure	Free trade agreement with ASEAN countries and proposed agreement with EU under discussion	3,544 operational textile mills which includes 2,184 Non-Small Scale Industry and 1,360 Small Scale Industry in the country in 2017-2018*.
	In 2000, NTP was announced for the overall development of the textile and apparel industry	Restructured TUFS was launched attracting a subsidy cap of US$ 420.65 Million	

KEY FACTS

- The fundamental strength of the textile industry in India is its strong production base of wide range of fibre/yarns from natural fibres like cotton, jute, silk and wool to synthetic/man-made fibres like polyester, viscose, nylon and acrylic.
- India's textiles industry contributed seven percent of the industry output (in value terms) of India in 2017-18.
- It contributed two percent to the GDP of India and employs more than 45million people in 2017-18.
- The sector contributed 15 percent to the export earnings of India in 2017-18.

Structure of Textile Industry in India



Policy Decisions & Important Achievements:

i. Handlooms Sector:

In order to promote handloom products amongst domestic customers and to enable handloom weavers to sell their products directly to the customers, one National Level Expo at Amritsar and two National Level - State Handloom Expo & Silk Fab were organized at Hyderabad & Pune in March,2019.

ii. Handicrafts Sector:

Special Marketing Events organized for the benefit of SC women artisans on the occasion of International Women's Day from 7th to 13th March 2019 at eleven locations covering the different regions of the country benefitting a total of 550 women artisans.

iii. Cotton:

All India arrivals of seed cotton (Kapas) during the month of March, 2019 were 31.04 lakh bales. Out of this, 33507 lakh bales of seed cotton have been procured by Cotton Corporation of India (CCI) under Minimum Support Price (MSP) operation.

iv. Powerloom Sector :

Under the Group Insurance Scheme for Powerloom Workers, 1,260 powerloom workers were

enrolled by various nodal agencies under the Scheme during March, 2019 with a total GOI share of premium ofRs.2,05,316.

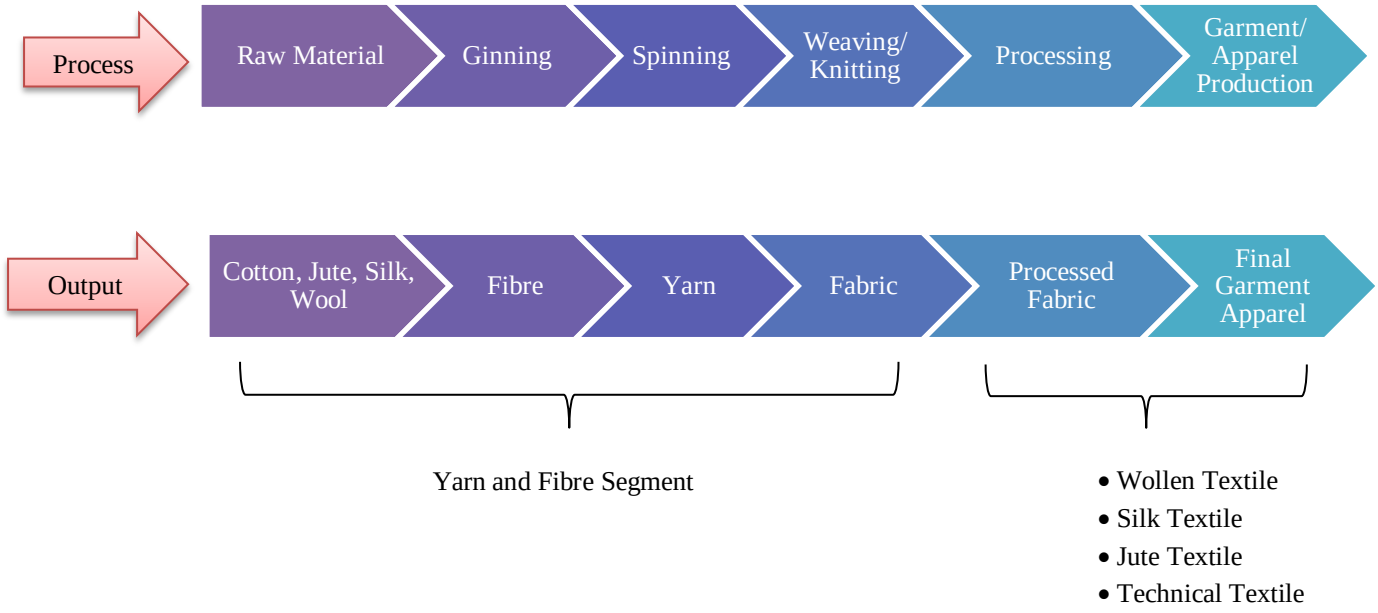
v. **Technology Upgradation:**

During the month of March 2019, 144 UIDs have been issued with a project cost of Rs.798.42 crore and subsidy requirement of Rs. 46.27 crore under the Amended Technology Upgradation Fund Scheme(A-TUFS).

Inter-Ministerial Steering Committee (IMSC) under Amended Technology Upgradation Scheme (ATUFS) chaired by Hon'ble Minister of Textiles in its meeting held on 27.2.2019 has reviewed the progress and also considered various administrative issues pertaining to implementation of the scheme.

(Source: http://texmin.nic.in/sites/default/files/MonthlySummaryTextiles-English-Mar2019.pdf)

Key Segments of the Textile Industry



Source: Textile Ministry, Make in India

Key Points on Indian Textile Industry

- The Indian Textile industry is one of the largest in the world with a large raw material base and manufacturing strength across the value chain
- India is the largest producer and the second largest exporter of cotton in the world. India is also the leading consumer of cotton.
- At 50% of world production, India is the largest producer of raw jute and jute goods in the world
- India is also the second largest producer of silk in the world
- The Mill sector, with 3,400 textile mills having installed capacity of more than 50 million spindles and 842,000 rotors is the second largest in the world
- With 45 million people employed directly, the textile sector is one of the largest sources of employment generation in the country
- The Textile sector in India is dominated by women workers, with 70% of the workforce being women.

(Source: http://www.makeinindia.com/sector/textiles-and-garments)

RAW MATERIAL SUPPORT

Cotton: Introduction

Cotton is one of the principal crops of the country and is the major raw material for domestic textile industry. It provides sustenance to millions of farmers as also the workers involved in cotton industry, right from processing to trading cotton. In the Raw Material consumption of textile industry in India, the ratio of the use of the cotton to man-made fibre and filament yarn is 60:40.

Production and Consumption

In India, Cotton is cultivated in three diverse agro-ecological zones, northern zone comprising the states of Punjab, Haryana and Rajasthan, Central Zone comprising the states of Madhya Pradesh, Gujarat, Maharashtra and Orissa and Southern Zone comprising the states of Telangana, Andhra Pradesh, Karnataka and Tamil Nadu. Cotton is also cultivated in small areas of non-traditional states such as Uttar Pradesh, West Bengal and Tripura. India has brought about a quantitative and qualitative transformation in the production of cotton since Independence. Production of Cotton in India has improved significantly during the past decades. India is the 2nd largest exporter of cotton in the world. India is also leading consumer of cotton. The details of production and consumption of cotton during last 5 years is given below:

(In lakh bales of 170 Kg each)

Year	Production	Consumption
2012-13	370	283.16
2013-14	398	299.55
2014-15	386	309.44
2015-16	332	315.28
2016-17(P)	345	306.36
2017-18(E)*	377	334.00

P-Provisional
E*- Estimated

Import/Export

Presently, cotton is a freely exportable commodity from India. India Exports cotton mainly to Bangladesh, China, Vietnam, Pakistan, Indonesia, Taiwan, Thailand etc. Even though China was the largest importer of Indian Fibre till 2013-14, it became the 2nd largest importer from 2014-15 onwards with Bangladesh becoming the largest importer of Indian Cotton. Although, India is major a producer and exporter of cotton, a small quantity of long fibre variety of cotton, is imported. The following table gives the import and Export figures for the Last 5 Years:

(In lakh bales of 170 Kg each)

Year	Import	Export
2012-13	14.59	101.43
2013-14	11.51	116.96
2014-15	14.39	57.72
2015-16	22.79	69.07
2016-17(P)	30.94	58.21
2017-18(E)*	17.00	67.00

P-Provisional
E*- Estimated
(Source: Ministry of Textile, Annual Report 2017-18)

Recent Schemes provided to the Sector

Integrated Scheme for Development of Silk Industry:

- Allocation of Rs.2161.68 crore is expected to increase the silk production from the level of 30348 MTs during 2016-17 to 38500 MTs by the end of 2019-20.

Scheme for Integrated Textile Park (SITP):

The scheme has been extended and notified for the period from 2017 to 2020.

- Total 65 textile parks.
- 20 new textile parks have been sanctioned in the last four years from 2014-18.
- These 20 parks will be facilitating investment up to Rs.6834 crores and generating employment for approximately 65,000 people.
- A total of 21 parks have been completed till date, out of which, 5 parks have been completed in the last four years (2014-18).

Integrated Processing Development Scheme (IPDS):

The scheme has been extended and notified for the period from 2017 to 2020.

Six projects have been approved during the last 4 years, providing relief to about 1400 SME units and promoting 'zero effect' in textile processing.

Technology Upgradation Fund Scheme (TUFS)

Amended TUFS (ATUFS) launched for the period of 2016-2022

- Outlay Rs 17,822 crore including committed liabilities of previous schemes
- Guidelines modified on 02.08.2018 to make I-TUFS an end to end solution

Amended Technology Upgradation Fund Scheme (ATUFS)

- 6,468 UIDs issued under ATUFS.
- Projected investment- Rs. 24,338.75 crores.
- Projected Subsidy value Rs.1,795.50 crores.
- Total subsidy released Rs. 8,156 crores.

North East Region Textile Promotion Scheme (NERTPS)

This scheme promotes textiles industry in the North Eastern Region by providing infrastructure, capacity building and marketing support to all segments of textile industry. The scheme has an outlay of Rs. 500 crores during 2017-18 to 2019-20.

(Source: http://pib.nic.in/newsite/PrintRelease.aspx?relid=186673)

Government Initiatives

The Indian government has come up with a number of export promotion policies for the textiles sector. It has also allowed 100 per cent FDI in the Indian textiles sector under the automatic route.
Initiatives taken by Government of India are:

- The Directorate General of Foreign Trade (DGFT) has revised rates for incentives under the Merchandise Exports from India Scheme (MEIS) for two subsectors of Textiles Industry - Readymade garments and Made ups - from 2 per cent to 4 per cent.
- As of August 2018, the Government of India has increased the basic custom duty to 20 per cent from 10 per cent on 501 textile products, to boost Make in India and indigenous production.
- The Government of India announced a Special Package to boost exports by US$ 31 billion, create one crore job opportunity and attract investments worth Rs 80,000 crore (US$ 11.93 billion) during 2018-2020. As of August 2018 it generated additional investments worth Rs 25,345 crore (US$ 3.78 billion) and exports worth Rs 57.28 billion (US$ 854.42 million).
- The Government of India has taken several measures including Amended Technology Up- gradation Fund Scheme (A-TUFS), scheme is estimated to create employment for 35 lakh people and enable investments worth Rs 95,000 crore (US$ 14.17 billion) by 2022.
- Integrated Wool Development Programme (IWDP) approved by Government of India to provide support to the wool sector starting from wool rearer to end consumer which aims to enhance the quality and increase the production during 2017-18 and 2019-20.
- The Cabinet Committee on Economic Affairs (CCEA), Government of India has approved a new skill development scheme named 'Scheme for Capacity Building in Textile Sector (SCBTS)' with an outlay of Rs 1,300 crore (US$ 202.9 million) from 2017-18 to 2019-20.

Road Ahead

The future for the Indian textile industry looks promising, buoyed by both strong domestic consumption as well as export demand. With consumerism and disposable income on the rise, the retail sector has experienced a rapid growth in the past decade with the entry of several international players like Marks & Spencer, Guess and Next into the Indian market.

High economic growth has resulted in higher disposable income. This has led to rise in demand for products creating a huge domestic market.

Exchange Rate Used: INR 1 = US$ 0.0139 as of Q3 FY19.

*Note: * Till January 2019, ^ - during the cotton season October–September*
(Source: https://www.ibef.org/industry/textiles.aspx)

OUR BUSINESS

Overview

Our Company was incorporated as "Foolproof Vyapaar Private Limited" at Kolkata, West Bengal on - December 26, 2005 by Mr. Sukanta Kumar Sahu and Mr. Sanjeev Kumar Singh with the main object of trading. Present management took over the company during 2009 and consequently, registered office of the Company was also shifted to Gujarat. There was not much activity in our company till 2014-15.

Our company started business of trading in the fabric during FY 2015-16. During initial period, our company used to deal only in cotton fabrics. Subsequently, we started dealing into other types of fabrics as well but at very small scale. We used to purchase fabrics from grey fabric manufacturers and large wholesalers.

In 2016-17, we started procuring the fabrics directly from the manufacturers at competitive prices and started direct supply. Our major customers were garments manufacturers and very small fabric traders, who used to buy in small quantities.

While, in the trading activity, we used to deal mainly in the following products:

100% Cotton fabric,
Poly cotton fabrics
Poplin fabrics
Satin fabrics
Oxford fabrics
Suiting fabrics.

After gaining the knowledge and experience in trading of fabrics, we entered into processing of fabrics in 2017-18. During the month of June 2017, we took factory on rent with existing plant & machinery for processing of fabrics. The plant is located in approx. 50,000 sq.ft. area List of the existing plant & machinery, which was taken on rent, are mentioned below:

Yamuna 8 chamber Stunter	1
Dyeing Jiggar machine	9
Batching Trolly	10
Laboratory Equipment	2
Oil boiler	2 ton capacity

Presently, we are mainly doing job work for various clients, where-in, the client provides us their grey fabric and we process the same and give finished fabrics to the client. The client pays us fee for the same. Simultaneously, we are also processing own fabric in small quantity and selling it in the market. Once, demand for our own fabric picks-up, we would focus more on sale of own fabrics and reduce the proportion of job work.

In order to increase our capacity and produce value added products, we have purchased and installed following machinery:

NO.	Particulars	Qty.	Amount
	Textile dying, printing and processing unit		
1	Designing Machine	1	5,80,000
2	Zero Zero Machine, 80 inch	1	14,50,000
3	Calendar Machine, 80 inch, 5 bowls	1	14,50,000
4	Peach Machine	1	1,40,000

5	Vet Brushing Machine	1	7,50,000
6	Rotary Printing Machine, Width 72 inch, 8 colour	1	40,00,000
7	Jigger Machine- 80 inch, 1000 kg-4 Nos., 750 kg-4 Nos., 500 kg- 15 Nos., 300 kg-3 Nos	-	90,00,000
8	Folding Machine	1	1,40,000
9	Roll Packing Machine	1	1,20,000
10	Shrink Pack Machine, Make: Fabtech	1	2,40,000
11	Rolling, Inspection and packing machine	1	3,80,000
12	Grey Inspection	1	1,40,000
13	Open Lift, Cap: 2 Ton	1	1,50,000
14	Softener	1	1,80,000
15	Water Bore, With 7.5 hp and 3.5 hp motor	1	1,00,000
16	Bathing trolley, Dabba trolley, Open trolley	Lot	8,00,000
17	Flooring MS plate	Lot	4,50,000
18	Chemical tanks	4	1,50,000
19	Jet Dying machine cap 400 kg	1	8,00,000
20	Air Compressor	3	1,50,000
21	R O plant with standard accessories	1	75,000
22	Stitching Machine and Weigh scale	2	20,000
23	Electrical Installation including panels, lighting panels, capacitors, switches, starters, cabling etc.	Unit	1,50,000
24	Piping for oil, air, water, steam including walve, motor, pump	Unit	2,00,000
25	Water Treatment plant including Equalisation tanks, Tanks, filter press, Flash mixer, Great Motor, Pump etc	Unit	2,00,000
26	Laboratory equipments including, Beaker dyeing machine, Washing machine etc.	1	1,00,000

Our Revenue Break-up is as follows (Rs in Lacs)

Particulars	2016-17	2017-18	2018-19	Apr 2019 – June 2019 (3 Months)
Trading Revenue	432.27	-	-	-
Revenue from Job Work	-	1545.49	1829.12	339.25
Revenue from Sale of Processed Fabric	-	301.14	368.15	114.86

We are engaged in the business of Textile processing of fabric and trading. Our Company is engaged in the Processing (dyeing and finishing) of grey fabrics for shirting, suiting, and other accessories and also on outsourcing basis for other fabric / garment companies. We have an installed capacity of 12,00,000 mtrs / month for processing of various fabrics from natural and man -made fibres specializing in 100% cotton, Giza & Supima cotton blended fabrics, polyester viscose and polyester cotton. Our Company procures Grey fabrics and process it into Finish Fabric as per the client's requirement.

Earlier, prior to 2017, our company was involved in trading business of fabric. We were used to buy ready fabrics and sell into market. In the year 2017, our Company procured machines with latest technology for processing of fabrics and also consequently increased our installed capacity.

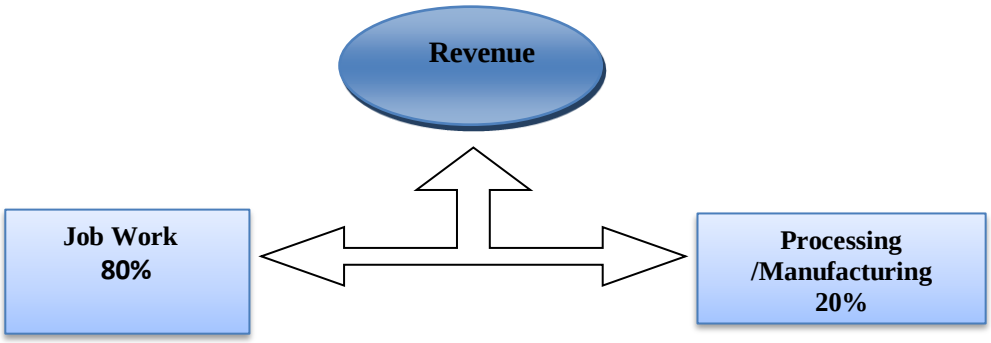
We process various fabrics like 100% Cotton – Lycra and Non-Lycra, Blended Cotton Suiting – Chief Value Cotton, Polyester Cotton, 100% Cotton Yarn Dyed, Polyester Viscose, Terry Rayon Suiting and Mock Linen. Our Company also undertakes corporate orders for Finished Fabrics for corporate brands. At our processing unit we do the process of Dyeing and finishing of fabrics which is termed as finished fabric and is ready to use for processing. Further finished fabrics are folded, checked and packed as per client's requirement. Than the packed fabrics are directly sent to our Storage unit or are delivered to client's go down.

Our processing unit is located at Narol, Ahmedabad in Gujarat and majority of the manufactured goods are dispatched from this unit itself. We also have a Packing and Storage unit at nearby place to our unit, Narol, in Gujarat and we dispatch the Stocked goods and certain outsourced processed goods from this unit.

We have a dedicated in-house Testing and Quality Control Team which undertakes rigorous testing and quality management. We have dedicated semi-automatic and manual testing machines. Our Testing and QC team coupled with our testing equipment's ensure the quality of raw material dispensed in the production process and also the finished goods delivered to our customers. This helps in improving our procurement process thus reducing wastages, returns and other related costs.

In the past three (3) years our revenues have increased from ₹ 442.70 lakhs in F. Y. 2016-2017 to ₹ 1846.63 lakhs in F. Y. 2017-18 and further to ₹ 2197.27 lakhs in F. Y. 2018 -19, showing an increase of 317% and 18.99%. Our Net Profit after tax for the above mentioned periods are ₹ 1.85 lakhs, ₹ 17.09 lakhs and ₹ 60.20 lakhs, respectively, showing an increase of 824.80% and 252.25%.

The following diagram depicts the breakup of revenue, percentage-wise on the basis of job work and Manufacturing activities of our Company.



Revenue Break Up of Job Work and Manufacturing Activity

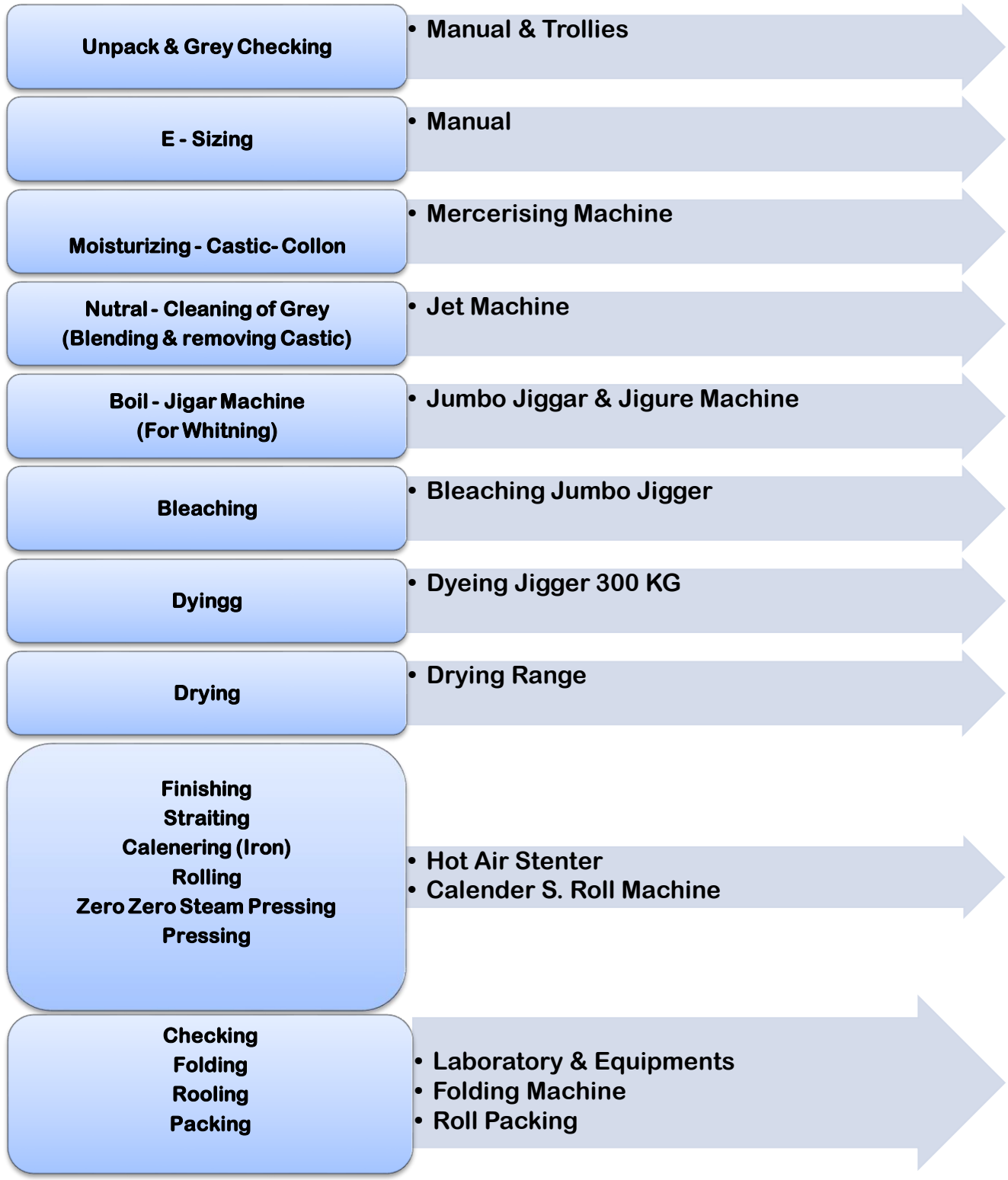
(₹In Lacs)

Particulars	2018-19	June 30, 2019
Revenue from Job Work	1757.82	363.29
Revenue for Processing of Fabric	439.45	90.82

Note: In the year 2017, our Company started processing of fabrics.

Vaxtex

Manufacturing process



Steps Involved in Our Manufacturing Process

Our Clients deliver their grey fabrics to our manufacturing unit. We get both natural and man-made composition fabrics such as cotton, polyester, nylon, viscose etc. These raw materials are received in roll packing of certain size and sent through transport.

Grey unfolding

The objective of Grey unfolding process is to convert the Grey roll packages into beam in trolley having desired length and containing requisite number of ends. Uniform tension checking is maintained on individual beams during unfolding. Using the unfolding machine, through hundreds of grey rolls are set regularly as design. A simplified view of the unfolding process is shown below:

We receive grey in roll pack form, usually rolls of 100-300 meters. Thereafter grey is unfolded here into laury and checked during the process. If there is any problem in grey it is stopped there only.

Desizing

The Desizing process is done on the grey fabrics where beam of certain meters in passed through a closed machine where all chemicals are input for removing dust and rust from the grey fabrics. This process removes all the dust from grey fabrics which can be further processed for bleaching. .

Bleaching

De-sized and scoured fabric still contains colouring matters which include natural pigments or added colours for yarn identification. Fabric is subjected to bleaching to remove colouring matters by treating fabric with bleaching agents i.e. chlorine bleach, hydrogen peroxide etc. This process is carried out on Jiggers or CBR machine. After bleaching fabric is dried and given optical whitener treatment if white fabric is the end product or subjected to drying and dyeing and/or printing.

Mercerizing.

After the bleaching process, Fabric is further transferred to mercerising machine where fabric is passed through Caustic lye (chemical) this process converts hard molecules of cotton into soft and flexible cotton so that it can accept dyes which is next process for dyeing of fabrics. This machine is mainly for making fabric flexible enough to do further process.

Heat Setting

Polyester and manmade fabrics are subjected to heat setting (or thermo setting) to impart dimensional stability and to achieve desired width prior to dyeing and printing.

Ready For Dyeing

Ready for dyeing is a process done on jigger machine which is similar to bleaching machine. This Process is done to mercerised fabrics into white colour fabric. Mercerized fabric is quoted with white colour dyes and chemical for make the fabric ready for dyeing.

Jigger Dyeing

After the ready for dyeing process fabrics are loaded to jigger dyeing machine. These machines are similar to bleaching machines and fabric according to capacity of machine is load. This is the main process of our unit where Dyeing process of fabric is done. Fabric loaded in machine is processed for certain period with some chemicals and dyes which further produce dyes fabrics.

Drying range.

Drying range is used to dry fabrics which are received from jigger dyeing machines. This machine uses steam to dry the fabrics. As per the process requirement dyed fabrics are to be dried immediately to maintain the quality.

Stunter

After the drying process, the fabric received is ready for finishing. Stunter is a machine where fabrics are process very high temperature with certain chemicals. This process sets the elongation and width of fabrics. As we have 8-chamber stunter, our machine is highly capable of providing best quality for suiting fabrics.

Double zero.

This machine is used to set the final width of fabric. This is the final process of our unit and fabric's flexibility is lowered here to provide strength to the fabric. After thus process the final fabric received is than sent for checking and packing.

All the above processes are basic for manufacturing finished fabrics; other special machines are used only as per client's requirement for providing certain type of quality.

RAW MATERIALS

The main raw materials used in the manufacture of finished fabrics are –

Grey fabrics

All our Grey fabrics are sourced from various grey manufacturers and traders locally as well as in other parts of India. Our factory is located at an industrial area and we have an established infrastructure and thus the supply of raw material is done with sufficient ease.

Dyes, Chemicals and Coal.

Though the grey fabric is basic raw material we require other dyes and chemicals for processing of finished fabrics. Dyes and chemicals are sourced from local manufacturers and coal is sourced from traders or importers. Dyes and chemicals are sourced according the fabric quality requirement of client and coal is used for the purpose of steam generation and oil boiling.

Raw Material requirements of the various divisions are given below:

Product	Production capacity		Raw material required		
	Unit	Quantity	Raw material type	Unit	Quantity
Desizing process	Metre	12,00,000	Grey fabric, chemicals and steam	Metre and Kg	As per order
Mercerizing	Metre	12,00,000	Desized grey fabric and Caustic Lye	Metre and Tonne	10 tonne/30,000 metre
RFD	Metre	12,00,000	Mercerized Fabric and Chemicals and steam	Metre and Kg	As per order
Dyeing	Metre	12,00,000	Rfd fabric and dyes and steam	Metre and Kg	As per order
Printing	Metre	6,00,000	Dyed fabric and printing dyes and chemicals and steam	Metre and Kg	As per order

Stunter	Metre	12,00,000	Printed fabric and chemicals and hot oil through oil boiler	Metre and Kg	As per order
Zero	Metre	12,00,000	Semi-finished fabric and steam	Metre	As per order

PRODUCTS

We are engaged in the business of Processing and trading of Finished Cotton / Cotton Blended Fabrics. Our Company is equipped with state of the art machinery to produce fabrics with the core capability to convert a wide range of Grey Fabrics into finished fabrics and various other Cotton and Cotton Blended Fabrics consisting of 100% Cotton fabric, Chief Value Cotton, Polyester Cotton, 100% Cotton Yarn Dyed, Polyester Viscose and Terry Rayon Suiting.

Our products have wide scale applications not limited to processing of ready-made garments. Besides being used for making trousers and suiting garments, our processed fabrics are used for making various clothing and non-clothing items like Jackets, Waist-Coats, Shoes, Caps and Bags to name a few.

Break-up for sales of Shirting, Trousers and Suiting Garments –

a. 75% is suiting fabric
b. 25% is shirting fabric

The Grey Fabric which is processed by us is sent to processing units for dyeing, bleaching, etc. thus converting into finished fabrics. Further, our Company also sells Grey Fabric directly to various processing units.

The finished products which is processed and sold by us involve certain processes involving sizing and dyeing of the yarn and / or grey fabric. These activities are outsourced to various third parties and the same is done on invoice basis thus reducing our dependence on such third parties. Our processing and outsourced processes are customised according to the specifications mandated by these customers.

PRODUCT PORTFOLIO

Cotton Fabrics: Cotton fabrics come with more than 100 types was variation is coz of yarn, weaving and processing. We process From 20 count to 80 count of fabrics, From 100 gsm to 550 gsm of fabrics. Cotton fabrics are usually most running fabrics in the market. Cotton fabrics can be processed in many different ways as ore the requirement of the buyer. Various types of cotton fabrics as per yarn count and weave:

1. 30*30 Satin lycra
2. 40*20 satin
3. 40*40 poplin
4. 30*20 slub
5. Dobby fabrics
6. Oxford fabrics
7. Matty fabrics
8. 132*72 20*20 poplin

Polyester Fabrics: Polyester fabrics are made from polyester yarns which are manmade yarns and then processed in our factory with different parameters.

Viscos Fabrics: Viscos fabrics are also manmade yarns.

Polyester Cotton Fabrics: These fabrics are made from mixture of cotton and Polly yarns.

INSTALLED CAPACITY

Installed capacity as of June 30, 2019 and capacities after our ongoing capacity expansions

Division	Units	Capacities as on June 2019	Capacities Utilised as on June 2019	2018-19	Capacities Utilised as on March 2019
Grey checking	1	12,00,000 metre	8,50,000 metre	12,00,000 metre	7,00,000 metre
Dyeing	43	12,00,000 metre	8,50,000 metre	12,00,000 metre	7,00,000 metre
Printing	1	5,00,000 metre	5,00,000 metre	5,00,000 metre	N.A
Mercerizing	1	12,00,000 metre	8,50,000 metre	12,00,000 metre	8,00,000 metre
Finishing	4	14,00,000 metre	8,50,000 metre	14,00,000 metre	9,50,000 metre
Packing	2	15,00,000 metre	8,50,000 metre	15,00,000 metre	10,00,000 metre
Peach finishing	1	6,00,000 metre	2,00,000 metre	6,00,000 metre	4,00,000 metre
Corduroy brushing	1	3,00,000 metre	75,000 metre	3,00,000 metre	2,00,000 metre

OUR MAJOR CUSTOMERS

Name of the Customers	Amount (Rs)
Shiv Mahal Textile Pvt. Ltd.	59,50,995.00
Pooja Fashion	43,85,581.00
Shri RKM Textiles	9,78,998.00
Om Textiles	13,00,493.00
ayshri Weavetech Pvt.ltd.	31,96,547.00
Saanch Creation Pvt.Ltd	25,97,849.00
Shree Bharkha (India) Ltd.	12,51,358.00
Airtex (India) Pvt. Ltd.	25,02,537.00
Paras Trading Company	18,16,959.00
Chhaganlal Chhogalal Textle Mills	11,47,246.00

UTILITIES

Power

Our registered office has adequate power supply position from the public / state supply utilities. The following is the sanctioned power:

Location	**Sanction Load**
Registered Office	500 kw

The company's present power requirement is being sourced through own Captive Power Plant and power sanctioned by Torrent Power Ltd.

Water

The water is required in for process and for human consumption. The Company has adequate number of own bore-wells to meet the water requirement.

As of now the company has two bores which are used on constantly basis to procure water and if any case excess water is required, water tanks are easily located to our premises.

Effluent Treatment Plant

Our Company has Effluent Treatment Plant for bringing down the levels of effluents discharged during the process of manufacture to the acceptable levels. The company has also received approval from GPCB and the Disposal is as per the General Standards notified from time to time. ETP plant is constantly running and has adequate measure and enough man power to dispense the waste water.

Steam

Steam is generated from steam boiler where water is directed from boiler and coal is used as fuel to generate steam. Our Company has 5 ton steam boiler which is sufficient to provide steam as per production capacity of 5 lac meters/ month.

MARKETING SETUP

Over the years, we have established a strong customer base and an unyielding marketing setup. Our success lies in the strength of our relationship with our customers. Our Sales & Marketing team is headed by our CEO Mr. Jaimin Gupta. Our reputation of timely delivery and quality of products has helped us retain our clients. Our CEO Mr. Jaimin Gupta is actively involved in maintaining our existing customers.

As we are giving quality assured products we have good number of retained customers. Our Company has also taken participation in trade fairs and is actively looking for participation in trade fairs to improve the visibility of our company as a major textile fabric manufacturer. We have planned to diversify business into exports also and for that company will be expanding its trade fair participation in future,

We will be looking forward for orders from major international brands through agents and trade fairs. As after listing our corporate reputation will increase which will help us in procuring corporate orders from big international and domestic brands.

OUR STRENGHTS

Management Expertise

One of our Promoter, Mr. Mithilesh Agrawal is engaged in the textiles business for the more than 10 years, and has a proven background and rich experience in the textile industry. For further details of our Promoters' experience and background, please refer the chapter titled "Our Promoter and Promoter Group" on page no. 146

of this Prospectus. With the combined business acumen and innovative approach, our Promoters have over the years, expanded our scale of operations. Our Company is managed by a team of experienced and professional personnel. The team comprises of personnel having technical, operational and business development experience. We believe that our management team's experience and their understanding of the textiles business will enable us to continue to take advantage of both current and future market opportunities. It is also expected to help us in addressing and mitigating various risks inherent to our business, including significant competition, reliance on independent agents, and fluctuations in textiles prices.

Established Marketing Setup and Diversified Customer Base

Our Company was incorporated in the year 2005 and presently we are engaged in the manufacturing fabrics and trading of finished fabric.

We have an efficient sales & marketing team. The marketing team consists of well experienced and qualified people to develop maintain and increase relations with our customers. Our marketing team also plays an important role in the development of new products based on their study and feedback on latest industrial needs. We maintain our customer relations by meeting them personally and suggesting them value added propositions.

Strategic Location of Manufacturing and Utility Units

Our Company has 1 (one) manufacturing unit in the State of Gujarat.

Manufacturing unit is strategically located with the following benefits:

- The manufacturing unit located in, Narol, Ahmedabad is in proximity to the city of Ahmedabad and is approximately 20 km from the Ahmedabad International Airport. It is within a radius of 15 km from the National Highway.

- Raw materials are sourced locally and are easily available and / or deliverable from the manufacturers located in Gujarat to our Unit as majority of our suppliers has nationwide reach. Thus, procurement of raw materials is less time consuming and comparatively cheaper due to savings on time and freight.

- Skilled and semi-skilled workers are easily available in Narol, Ahmedabad district, Gujarat in view of the large number of existing and upcoming Textile industries / sectors in these areas.

- Government has created various infrastructural facilities conducive for growth of all manufacturing companies.

Cordial Relationship between management and labour

We enjoy cordial relations with our employees and there has been no union of employees. Further, there have been no strikes, lock-out or any labour protest in our organization since inception.

Strong Technological Capabilities

We use latest technology and machinery procured from major suppliers/distributors in India. We have installed latest machineries like Dyeing Jigger, 8-chamber stunter, Mercariser, Double zero, etc. which are capable of Dyeing fabrics in different Styles and Finishing in different Styles, designs and patterns.. Even the folding and packing processes are carried on latest machines which guarantee quality check and precision. These modern machineries also help us in maintaining high quality standards and thus retain various national and multi-national customers. The latest technology enables radical design and innovation in creating new looks and new trends. Technology has helped us in rolling out new combination of designs and prints.

Consistency in Quality and Service Standards

We follow stringent quality standards in our manufacturing unit to ensure that our products meet required customer standards. These standards ensure the quality consistency of the manufactured product by ensuring that we employ well trained staff, have sufficient premises and equipment for manufacturing.

We have an in-house testing and quality control mechanism having automatic / semi-automatic and mechanical checking machines, operated by skilled operators, under proper quality control and strict supervision. We have Rolling cum checking machines at both our manufacturing and packing & storing units.

Scalable Business Model

Our business model is order driven, and comprises of optimum utilization of our manufacturing, processing and trading facilities, maximum capacity utilization, developing linkages with quality raw material suppliers and achieving consequent economies of scale. We believe that this business model has proved successful and scalable for us in the last few financial years. We can scale upward as per the requirement generated by our Company. The business scale generation is basically due to the potential development possibilities of new markets both international and domestic, by adopting aggressive marketing of the product, innovation in the product range and by maintaining the consistent quality of the product.

Product mix and Market mix

Our Company deals in a range of products like Shirting fabrics, Suiting Fabrics, Trouser fabrics, jacketing fabrics and Other Accessories etc. Our extensive product portfolio of 100% Cotton – Lycra and Non-Lycra, Giza, Supima, Blended Cotton Suiting – Chief Value Cotton, Polyester Cotton, 100% Cotton Yarn Dyed, Polyester Viscose, Terry Rayon Suiting and Mock Linen has given us immense opportunity to expand and explore new markets. These products have wide scale applications not only in the ready-made garment industry but also in various fashion accessories and footwear.

Cost effective production and timely fulfilment of orders

Timely fulfilment of the orders is a prerequisite in our industry. Our Company has taken various steps in order to ensure adherence to timely fulfilment and also to achieve greater cost efficiency at our existing Narol, unit. These steps include identifying quality Dyes, Chemicals and grey cloth suppliers (which forms a bulk of our raw material cost), 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.

Our Company has also enjoyed good relations with our suppliers of Dyes, Chemicals and grey cloth which is the primary raw material for our products and as a consequence has had the benefit of timely supplies of the raw materials which has been one of the major reasons why we have been able to achieve timely fulfilment of orders of our customers. Our Company constantly endeavours to implement an efficient procurement policy for inputs required for production so as to ensure cost efficiency in procurement which in turn results in cost effective production.

Our SWOT can be briefly summarized below:

Strengths	Weaknesses
• Experienced Promoters. Running Project. • Superior Product Quality for shirting/suiting collection. 100 % Fine Cotton. • Sound Financial Background • Strategic Locational advantage	• Underutilisation of Capacity • More Reliability on job work activities • Dependency on suppliers for product availability
Opportunities	**Threats**
• Large demand • Capability to expand into value added Products • Government incentive/subsidy for growth of textile sector	• Competition • No entry barriers in our industry which puts us to the threat of competition from new entrants • Raw material price fluctuation • Water scarcity • Electric Power cut • Pollution restrictions

OUR STRATEGIES

Our strategic objective is to improve and consolidate our position as a Textile manufacturing Unit with a continuous growth philosophy. The diagram below represents our continuous growth philosophy being implemented on a day-to-day basis.

Our continuous growth philosophy is being driven with the strategic levers of operational excellence, strengthening existing services, customer satisfaction, ecosystem development, innovation and marketing.



Increasing Operational efficiency

We continue to invest in increasing our operational efficiency throughout the organization. We are addressing the increase in operational output through continuous process improvement, QC / QA activities, customer service, consistent quality and technology development. Alignment of our people to 'process improvement' through change management and upgrading of skills as required for customer satisfaction is a continuous activity. Awareness of this quality commitment is wide spread among all the employees.

Expand Our Geographical network

Our historically developed distribution in domestic market has been critical to our growth. We intend to continue developing and nurturing existing market, and create new distribution channels in under and non-penetrated geographies. We aim to further develop our domestic sales networks in those territories where there are lower transportation costs and those which have a significant demand of our products, where we can sell at price-points that can effectively offset higher transportation costs. Such expansion plans are intended to be effected by in-house examination of the market potential of various territories and our available distribution network in such geographies.

Enhance our Designing and Creativity

Our Company has always been driven by the quest to develop a new trend and constantly strives to develop better products which appeal to our constantly growing customer base. Also our company provides mix and match fabric to attract our customers and dealers. Our Company's forte lies in its ability to translate its vision into realities using, technology and personnel who successfully supervise each new venture undertaken.

Optimal Utilization of Resources

Our Company constantly endeavours to improve our service process, and will increase manufacturing process to optimize the utilization of resources. We have invested significant resources, and intend to further invest in our activities to develop customized systems and processes to ensure effective management control. We regularly analyse our existing policies to be carried out for operations of our Company which enable us to identify the areas of bottlenecks and correct the same. This helps us in improving efficiency and putting resources to optimal use.

To build-up a professional organization

As an organization, we believe in transparency and commitment in our work and with our customers. We have an experienced team for taking care of our day to day operations. We also consult with external agencies on a case to case basis on technical and financial aspects of our business. We will consistently put efforts among its group of experienced employees to transform them into an outstanding team of empowered professionals which helps in further accelerating the wheels of development of the Organization.

DETAILS OF OUR BUSINESS

LOCATION

Registered Office

Our Registered Office and factory is located at. Survey No. 230, Opp. Mariya Park, B/h. Ranipur Village, Saijpur - Gopal, Narol, Ahmedabad – 382405, Gujarat, India.

EXISTING PROCESSING FACILITY

Our manufacturing facility includes machinery for Dyeing and finishing for production of finished fabrics, Laboratory testing of different qualities. Steam and oil boiler, RO plant and Quality Control / Inspection. We have invested in the latest technology and upgraded our machinery in the year 2017 which has aided us in manufacturing better quality textiles and also adapt to latest trends more swiftly.

Vaxtex

Plant and Machinery

The existing Plant and Machinery at our Manufacturing Unit are:

NO.	Particulars	Qty.	Amount
	Textile dying, printing and processing unit		
27	Designing Machine	1	5,80,000
28	Zero Zero Machine, 80 inch	1	14,50,000
29	Calendar Machine, 80 inch, 5 bowls	1	14,50,000
30	Peach Machine	1	1,40,000
31	Vet Brushing Machine	1	7,50,000
32	Rotary Printing Machine, Width 72 inch, 8 colour	1	40,00,000
33	Jigger Machine- 80 inch, 1000 kg-4 Nos., 750 kg-4 Nos., 500 kg- 15 Nos., 300 kg-3 Nos	-	90,00,000
34	Folding Machine	1	1,40,000
35	Roll Packing Machine	1	1,20,000
36	Shrink Pack Machine, Make: Fabtech	1	2,40,000
37	Rolling, Inspection and packing machine	1	3,80,000
38	Grey Inspection	1	1,40,000
39	Open Lift, Cap: 2 Ton	1	1,50,000
40	Softener	1	1,80,000
41	Water Bore, With 7.5 hp and 3.5 hp motor	1	1,00,000
42	Bathing trolley, Dabba trolley, Open trolley	Lot	8,00,000
43	Flooring MS plate	Lot	4,50,000
44	Chemical tanks	4	1,50,000
45	Jet Dying machine cap 400 kg	1	8,00,000
46	Air Compressor	3	1,50,000
47	R O plant with standard accessories	1	75,000
48	Stitching Machine and Weigh scale	2	20,000
49	Electrical Installation including panels, lighting panels, capacitors, switches, starters, cabling etc.	Unit	1,50,000
50	Piping for oil, air, water, steam including walve, motor, pump	Unit	2,00,000
51	Water Treatment plant including Equalisation tanks, Tanks, filter press, Flash mixer, Great Motor, Pump etc	Unit	2,00,000
52	Laboratory equipments including, Beaker dyeing machine, Washing machine etc.	1	1,00,000
53	New boiler-19-20		14,68,670
54	Bore at new factory		70,000
55	Shed at newfactory (labour charges)		77,634
56	New R o plant		3,40,000
57	M.s.pipe for new factory		90,822

58	m.s.pipe & channal for new factory		83,355
59	m.s.angle,beam,channal for new factory		17,023
60	m.s.angle for new factory		96,000
61	m.s. channal for new factory		88,787
62	m.s. t mt bar binding wire etc		63,877
63	m.s. plat for nre factory		1,17,920
64	cement bag for new factory		40,400
65	cement bag for new factory		79,800
66	cement bag for new factory		1,33,000
67	cement bag for new factory		27,800
68	cement bag for new factory		1,59,000
69	alluminium roll		18,095
70	m.s. pipe		40,687
71	bricks at new factory		20,280
72	bricks at new factory		14,230
73	alluminium roll		12,623
74	bricks at new factory		5,900
75	profile sheet		4,66,057
76	cement bag for new factory		1,63,200
77	cement bag for new factory		16,875
78	cement bag for new factory		2,05,851
79	m.s.pipe		1,36,607
80	profile sheet		2,16,626

COMPETITION

Textiles being a global industry, we face competition from various domestic and international manufacturers and traders and the industry is highly competitive and fragmented. Competition emerges from small as well as big players in the textile industry. The organized players in the industry compete with each other by providing high quality-time bound products and value added services. We have a number of competitors offering products similar to us. We believe the principal elements of competition in textile industry are price, fabric quality, and

adaptability to trends, timely delivery and reliability. We compete against our competitors by establishing ourselves as a knowledge-based processing unit with industry expertise in various fabrics which enables us to provide our clients with innovative designs suitable to current fashion and market requirements.

COLLABORATIONS

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

MANPOWER

The manufacturing process requires an appropriate mix of skilled, semi-skilled and un-skilled labour, which is readily available in Gujarat. The detailed break-up of our employees is as under:

Managing Director	1
CEO	1
CFO	1
CS	1
Engineer	4
Factor Manager	4
Production Manager	5
Supervisor	4
Accountant	4
Store Manager	2
Purchase Manager	2
Operation Manager and Assistant	3
Others	6
Total	**38**

Government Support

Technology Up-gradation Fund Scheme (TUFS)

The Technology Up-gradation Fund Scheme (TUFS) was introduced in 1999 to catalyse capital investments for technology up gradation and modernisation of the textile industry by providing specified interest re-imbursement and capital subsidy for investment in up gradation of machinery. We can avail this benefit during the time of procurement or up gradation of new machinery.

KEY INDUSTRY REGULATIONS AND POLICIES

Except as otherwise specified in this Prospectus, the Companies Act, 1956 / the Companies Act, 2013, we are subject to several central and state legislations which regulate substantive and procedural aspects of our business. Additionally, our operations require sanctions from the concerned authorities, under the relevant Central and State legislations and local bye–laws. The following is an overview of some of the important laws, policies and regulations which are pertinent to our business as a player in business of processing and manufacturing of cotton suiting and shirting fabric.Taxation statutes such as the I.T. Act, and applicable Labour laws, contractual laws, intellectual property laws as the case may be, apply to us as they do to any other Indian company. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. The regulations set out below may not be exhaustive and are only intended to provide general information to Investors and is neither designed nor intended to be a substitute for professional legal advice.

APPROVALS

For the purpose of the business undertaken by our Company, its required to comply with various laws, statutes, rules, regulations, executive orders, etc. that may be applicable from time to time. The details of such approvals have more particularly been described for your reference in the chapter titled "Government and Other Statutory Approvals" beginning on page number 207 of this Prospectus.

APPLICABLE LAWS AND REGULATIONS

BUSINESS/TRADE RELATED LAWS/REGULATIONS

Amended Technology Up-Gradation Fund Scheme (ATUFS), 2016

Ministry of Textiles, Government of India has notified Amended Technology Upgradation Fund Scheme by way of a notification dated January 13, 2016. In order to promote ease of doing business, promote make in India and increase the employment, government will be providing credit linked Capital Investment Subsidy (CIS) under the ATUFS. The scheme would facilitate augmenting of investment, productivity, quality, employment and exports. It will also increase investment in textile industry (using benchmarked technology). Entities registered as Companies which have acknowledgment of Industrial Entrepreneur Memorandum (IEM) with DIPP except MSMEs units which will be as per ministry of MSME or units registered with the concerned Directorates of the State Government showing clearly the activity for which the unit is registered, will only be eligible to get benefits under the scheme. Only benchmarked machinery as specified will be eligible for the subsidy under the scheme. The maximum subsidy for overall investment by an individual entity under ATUFS will be restricted to Rs.30 Crore.

National Textile Policy – 2000 ("*NTxP – 2000*")

The objectives of NTxp-2000 Policy inter-alia are to facilitate the textile industry to attain and sustain a pre-eminent global standing in the manufacture and export of clothing, equip the textile industry to withstand pressures of import penetration and maintain a dominant presence in the domestic market, liberalize controls and regulations so that the different segments of the textile industry are enabled to perform in a greater competitive environment, enable the textile industry to build world class state-of-the-art manufacturing capabilities in conformity with environmental standards, and for this purpose to encourage both Foreign Direct Investment as well as research and development in the textile sector, develop a strong multi-fiber base with thrust of product upgradation and diversification, sustain and strengthen the traditional knowledge, skills and capabilities of our weavers and craftspeople, enrich human resource skills and capabilities, with special emphasis on those working in the decentralized sectors of the textile industry and for this purpose to revitalize the Institutional structure.

Textile Committee Act, 1963 (the "Textile Committee Act") read with Textiles Committee (Cess) Rules,1975 (the (the "Textile Committee Rules")

The Textile Committee Act provides for the establishment of a Committee to be known as the Textiles Committee. The functions of the committee are to ensure by such measures, as it thinks fit, standard qualities of

textiles both for internal marketing and export purposes and the manufacture and use of standard type of textile machinery. The committee may undertake, assist and encourage, scientific, technological and economic research in textile industry and textile machinery; promote export of textiles and textile machinery; establish or adopt or recognize standard specifications for textiles and packing materials used in the packing of textiles or textile machinery, export and for internal consumption and affix suitable marks on such standardized varieties of textiles and packing materials.

As per Section 5A of the Textile Committee Act, there shall be levied and collected a cess a duty of excise on all textiles and on all textile's, machinery manufactured in India not exceeding one percent. The Textile Committee Rules provides that every manufacturer shall furnish to the Textile Committee in duplicate, a return in Form A or in Form B, as the case may be, for each month duly signed by him or any other person authorized by him in this behalf. Also, any amount of cess paid in excess of the cess payable shall, on an application made by the manufacturer to the Textile Committee within a period of one year from the date of such payment, be refunded to him.

Textile (Development and Regulation) Order, 2001 ("Textile Order)

The Textile Order was brought into force by the Central Government under section 3 of the Essential Commodities Act, 1995 and repealed the Textile (Development and Regulation) Order, 1993. Under the Textile Order every manufacturer of Textiles, Textile machinery and every person dealing with textiles shall keep books of accounts, data and other records relating to his business in the matter of production, processing, import, export, supply, distribution, sale, consumption, etc. and shall furnish such returns or information in respect of their business as and when directed by the Textile Commissioner.
The Textile Order further provides that no person shall make any markings on any textiles resembling the brand name or trade name of any other person who has applied for or obtained a registration to that effect under the Trade and Merchandize Marks Act, 1958, except under and limited to the extent of specific authorization by the holder of or application for such brand or trade name.

Cotton Control Order, 1986 ("Cotton Order")

The Cotton Order may specify the maximum quantity of cotton which a manufacturer may have in his possession at any time. The Textile Commissioner may with a view to securing compliance with this Order require any manufacturer to give any information with respect to quantities and varieties of cotton held in his possession, inspect or cause to be inspected any book or other document belonging to the manufacturer; enter and search or authorise any person to enter and search any premises and seize or authorise any person to seize any article in respect of which he has reason to believe that a contravention of this order has been committed and any other article in the premises which he has reason to believe has been or is intended to be used in connection with such contravention.

Export Promotion Capital Goods (EPCG) Scheme

EPCG allows import of capital goods including spares for pre-production, production and post production at zero duty subject to an export obligation of 6 times of duty saved on capital goods imported under EPCG scheme, to be fulfilled in 6 years reckoned from Authorization issue date. EPCG scheme covers manufacturer exporters with or without supporting manufacturer(s)/ vendor(s), merchant exporters tied to supporting manufacturer(s) and service providers. The Scheme also covers a service provider who is designated / certified as a Common Service Provider (CSP).

EPCG authorization holder can export either directly or through third party (s). Export proceeds are to be realized in freely convertible currency except for deemed exports. Import of capital goods imported under the EPCG scheme shall be subject to Actual User condition till export obligation is completed. Export Obligation under EPCG scheme is required to be fulfilled by export of goods manufactured/services rendered by the applicant. EPCG Authorization holder may also source capital goods from a domestic manufacturer. Such domestic manufacturer shall be eligible for deemed export benefit under Foreign Trade Policy. EPCG Authorization holders can opt for Technological Upgradation of existing capital goods imported under EPCG Authorization. Import of second hand capital goods are not permitted under the EPCG scheme.

Factories Act, 1948 (the Factories Act)

The Factories Act defines a 'factory' to be any premises including the precincts thereof, on which on any day in the previous 12 months, 10 or more workers are or were working and in which a manufacturing process is being carried on or is ordinarily carried on with the aid of power; or where at least 20 workers are or were working on any day in the preceding 12 months and on which a manufacturing process is being carried on or is ordinarily carried on without the aid of power. State governments prescribe rules with respect to the prior submission of plans, their approval for the establishment of factories and the registration and licensing of factories.

The Factories Act provides that the 'occupier' of a factory (defined as the person who has ultimate control over the affairs of the factory and in the case of a company, any one of the directors) shall ensure the health, safety and welfare of all workers while they are at work in the factory, especially in respect of safety and proper maintenance of the factory such that it does not pose health risks, the safe use, handling, storage and transport of factory articles and substances, provision of adequate instruction, training and supervision to ensure workers' health and safety, cleanliness and safe working conditions

Legal Metrology Act, 2009 ("L.M. Act")

The Legal Metrology Act, 2009 ("L.M. Act") governs the standards/units/denominations used for weights and measures as well as for goods which are sold or distributed by weight, measure or number. It also states that any transaction/contract relating to goods/class of goods shall be as per the weight/measurement/numbers prescribed by the L.M. Act. Moreover, the L.M. Act prohibits any person from quoting any price, issuing a price list, cash memo or other document, in relation to goods or things, otherwise than in accordance with the provisions of the L.M. Act. The specifications with respect to the exact denomination of the weight of goods to be considered in transactions are contained in the Rules made by each State.

Legal Metrology (General) Rules, 2011 (the "Rules")

The Legal Metrology (General) Rules, 2011 came into effect from April 1, 2011. It specifies the standards of weight and measures on goods and measuring instruments as per the weight/measures/numbers prescribed under the L.M. Act. Under the Rules every manufacturer and dealer who intend to import any weight or measure shall apply to director, through the Controller of State in which he carries on such business, for registration in form as per Tenth Schedule

Legal Metrology (Packaged Commodities) Rules, 2011 (Packaged Commodity Rules)

The Act also provides for Packaged Commodity Rules, which may be followed for due compliance, if the respective State does not provide for Rules in this regard. The L.M. Rules regulate pre-packaged commodities in India and inter –alia mandate certain labelling requirements prior to sale of such commodities.

LAWS RELATING TO SPECIFIC STATE WHERE ESTABLISHMENT IS SITUATED

Gujarat Textile Policy, 2015

Earlier, Gujarat Textile Policy, 2012 was operational till 3rd September 2018 and has proved to be a very successful scheme in terms of investment and employment generation. Sectors like Ginning, Spinning and Technical Textiles saw tremendous growth during Gujarat Textile Policy 2012 With the object of continuing leadership position in textile sector, State Government of Gujarat issued Gujarat Textile Policy, 2015. The State Government wants to strengthen entire value chain for overall growth of textile sector in the State of Gujarat. Eligible entities will be provided various incentives under the different schemes of the policy. Major schemes under the policy are as follows:

- Financial assistance by way of credit linked Interest Subsidy for eligible activities;
- Power Tariff Subsidy;
- Assistance for Energy and Water Conservation and Environment Compliances Financial assistance to skill development centres for textile industry;
- Financial assistance for technology acquisition for value chain; and
- Support for establishing Textile Park.

Gujarat Factories Rules, 1963 (the "Factories Rules")

The Factories Rules were notified by State of Gujarat within the framework of Factories Act, 1948 which is a social legislation that has been enacted for occupational safety, health, and welfare of workers at work place. As per the Factories Rules an application for obtaining prior permission for the site on which the factory is to be situated and for the construction or extension of a factory shall be made to the Chief Inspector of Factories which shall grant the license with terms and conditions after being satisfied that there is no objection to the same.

The Gujarat State Tax on Professions, Traders, Callings and Employments Act, 1976 (the "Act")

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner.

Gujarat Fire Prevention and Life Safety Measures Act, 2013 ("the act") and the Gujarat Fire Prevention and Life Safety Measures Rules, 2014 ("the rules")

The Gujarat Fire Prevention and Life Safety Measure Act, 2013 and the Gujarat Fire Prevention and Life Safety Measures Rules, 2009 provide for more effective provisions for the fire prevention and life safety measures in various types of buildings in different areas in the State of Gujarat. Further, the owner or the occupier shall always maintain the fire prevention and life safety measures in good repair and efficient condition, in accordance with the provisions of the Act or the Rules. The inspecting officer with the previous approval of the Regional Fire Officer or the Chief Fire Officer shall declare the building or premises unfit from fire safety point of view and direct the local body/authority or any other authority concerned to disconnect the electricity and water supply to the building or the premise.

Gujarat Stamp Act, 1958 (the "Stamp Act")

The purpose of Stamp Act was to streamline and simplify transactions of immovable properties and securities by the State government. The Stamp Act provides for the imposition of stamp duty at the specified rates on instruments listed in Schedule I of the Stamp Act. Stamp duty is payable on all instruments/ documents evidencing a transfer or creation or extinguishment of any right, title or interest in immoveable property. However, under the Constitution of India, the states are also empowered to prescribe or alter the stamp duty payable on such documents executed within the state.

GENERAL CORPORATE COMPLIANCE

The Companies Act 1956 and the Companies Act, 2013

The consolidation and amendment in the law relating to the Companies Act, 1956 made way to the enactment of the Companies Act, 2013. The Companies Act 1956 is still applicable to the extent not repealed and the Companies Act, 2013 is applicable to the extent notified. The Act deals with incorporation of companies and the procedure for incorporation and post incorporation. The conversion of private company into public company and vice versa is also laid down under the Companies Act, 2013. The procedure relating to winding up, voluntary winding up, appointment of liquidator also forms part of the Act. The provision of this Act shall apply to all the Companies incorporated either under this Act or under any other previous law. It shall also apply to companies, companies engaged in generation or supply of electricity and any other company governed by any special act for the time being in force. A Company can be formed by seven or more persons in case of Public Company and by two or more persons in case of Private Company. A Company can even be formed by one person i.e., a One

Person Company. The provisions relating to forming and allied procedures of One Person Company are mentioned in the act.

Further, Schedule V (read with sections 196 and 197), Part I lays down the conditions to be fulfilled for the appointment of a managing or whole-time director or manager. It provides the list of Acts under which if a person is prosecuted, he cannot be appointed as the director or Managing Director or Manager of a Company. The provisions relating to remuneration of the directors payable by the companies is under Part II of the said schedule.

The Micro, Small and Medium Enterprises Development Act, 2006

In order to promote and enhance the competitiveness of Micro, Small and Medium Enterprise (MSME) the Micro, Small and Medium Enterprises Development Act, 2006 is enacted. A National Board shall be appointed and established by the Central Government for MSME enterprise with its head office at Delhi in the case of the enterprises engaged in the manufacture or production of goods pertaining to any industry mentioned in first schedule to Industries (Development and Regulation) Act, 1951 as "micro enterprise", where the investment in plant and machinery does not exceed twenty-five lakh rupees; "Small enterprise", where the investment in plant and machinery is more than twenty-five lakh rupees but does not exceed five crore rupees; or a medium enterprise, where the investment in plant and machinery is more than five crore but does not exceed ten crore rupees and in the case of the enterprise engaged in the services, "Micro – enterprise" , where the investment in equipment does not exceed ten lakh rupees, "Small Enterprise" where the investment in equipment is more than ten lakh rupees but does not exceed two crore rupees, or "Medium Enterprise" where the investment in equipment is more than two crore rupees but does not exceed five crore rupees.

Indian Contract Act, 1872("Contract Act")

The Contract Act codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. A person is free to contract on any terms he chooses. The Contract Act consists of limiting factors subject to which contract may be entered into, executed and the breach enforced. It provides a framework of rules and regulations that govern formation and performance of contract. The contracting parties themselves decide the rights and duties of parties and terms of agreement.

Transfer of Property Act, 1882 ("TP Act")

The transfer of property, including immovable property, between living persons, as opposed to the transfer property by operation of law, is governed by the TP Act. The TP Act establishes the general principles relating to the transfer of property, including among other things, identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property. Transfer of property is subject to stamping and registration under the specific statutes enacted for the purposes which have been dealt with hereinafter.

The 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.

The Indian Boilers Act, 1923 ("Boiler Act")

Under the provisions of the Boilers Act, an owner of a boiler is required to get the boiler registered and certified for its use. The Boilers Act also provide for penalties for illegal use of boilers.

EMPLOYMENT AND LABOUR LAWS

Employees' Provident Funds and Miscellaneous Provisions Act, 1952 ("the EPF Act") and the Employees Provident Fund Scheme, 1952

The EPF Act is applicable to an establishment employing more than 20 employees and as notified by the government from time to time. All the establishments under the EPF Act are required to be registered with the appropriate Provident Fund Commissioner. Also, in accordance with the provisions of the EPF Act, the employers are required to contribute to the employees' provident fund the prescribed percentage of the basic wages, dearness allowances and remaining allowance (if any) payable to the employees. The employee shall also be required to make the equal contribution to the fund. The Central Government under Section 5 of the EPF Act (as mentioned above) frames Employees Provident Scheme, 1952.

Employees Deposit Linked Insurance Scheme, 1976

The scheme shall be administered by the Central Board constituted under section 5A of the EPF Act. The provisions relating to recovery of damages for default in payment of contribution with the percentage of damages are laid down under Section 8A of the Act. The employer falling under the scheme shall send to the Commissioner within fifteen days of the close of each month a return in the prescribed form. The register and other records shall be produced by every employer to Commissioner or other officer so authorized shall be produced for inspection from time to time. The amount received as the employer's contribution and also Central Government's contribution to the insurance fund shall be credited to an account called as "Deposit-Linked Insurance Fund Account."

The Employees' Pension Scheme, 1995

Family pension in relation to this Act means the regular monthly amount payable to a person belonging to the family of the member of the Family Pension Fund in the event of his death during the period of reckonable service. The scheme shall apply to all the employees who become a member of the EPF or PF of the factories provided that the age of the employee should not be more than 59 years in order to be eligible for membership under this Act. Every employee who is member of EPF or PF has an option of the joining the scheme. The employer shall prepare a Family Pension Fund contribution card in respect of the all the employees who are members of the fund.

Employees' State Insurance Act, 1948 (the "ESI Act")

It is an Act to provide for certain benefits to employees in case of sickness, maternity and 'employment injury' and to make provision for certain other matters in relation thereto. It shall apply to all factories (including factories belonging to the Government) other than seasonal factories. The ESI Act requires all the employees of the establishments to which this Act applies to be insured in the manner provided there under. 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 Employee State Insurance department.

Payment of Bonus Act, 1965

The Payment of Bonus Act, 1965 imposes statutory liability upon the employers of every establishment in which 20 or more persons are employed on any day during an accounting year to pay bonus to their employees. It further provides for payment of minimum and maximum bonus and linking the payment of bonus with the production and productivity.

Payment of Gratuity Act, 1972

The Act shall apply to every factory, mine plantation, port and railway company; to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a State, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; such other establishments or class of establishments, in which ten or more employees are employed, on any day of the preceding twelve months, as the Central Government, may by notification, specify in this behalf. A shop or establishment to which this act has become applicable shall be continued to be governed by this act irrespective of the number of persons falling below ten at any day. The gratuity shall be payable to an employee on termination of his employment after he has rendered continuous service of not less than five years on

superannuation or his retirement or resignation or death or disablement due to accident or disease. The five year period shall be relaxed in case of termination of service due to death or disablement.

Minimum Wages Act, 1948 ("MWA")

MWA came into force with an objective to provide for the fixation of a minimum wage payable by the employer to the employee. Under the MWA, every employer is mandated to pay the minimum wages to all employees engaged to do any work skilled, unskilled, manual or clerical (including out-workers) in any employment listed in the schedule to the MWA, in respect of which minimum rates of wages have been fixed or revised under the MWA.

Maternity Benefit Act, 1961

The Maternity Benefit Act, 1961 provides for leave and right to payment of maternity benefits to women employees in case of confinement or miscarriage etc. The Act is applicable to every establishment which is a factory, mine or plantation including any such establishment belonging to government and to every establishment of equestrian, acrobatic and other performances, to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a state, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; provided that the state government may, with the approval of the Central Government, after giving at least two months' notice shall apply any of the provisions of this act to establishments or class of establishments, industrial, commercial, agricultural or otherwise.

Equal Remuneration Act, 1976

The Equal Remuneration Act 1976 provides for payment of equal remuneration to men and women workers and for prevention discrimination, on the ground of sex, against female employees in the matters of employment and for matters connected therewith. The Act was enacted with the aim of state to provide Equal Pay and Equal Work as envisaged under Article 39 of the Constitution.

Child Labour Prohibition and Regulation Act, 1986(the "Child Labour Act")

The Child Labour Act 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. Employment of Child Labour in our industry is prohibited as per Part B (Processes) of the Schedule.

Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979

This Act has been enacted with an aim to regulate the employment of inter-state migrant workmen and to provide for their conditions of service. It is applicable to every establishment employing five or more inter-state migrant workmen or having employed in the past twelve months and to every contractor who employs or who employed five or more inter-state migrant workmen in the past twelve months. Every Principal Employer of the establishment employing inter-state migrant workmen has to make an application for the registration of the establishment in the prescribed manner and time. Also, a contractor employing inter-state migrant workmen has to obtain a license for the same from the licensing officer appointed for the purpose by the Central or the state Government. The license is valid only for a specified period and requires to be renewed at its expiry. The Act levies some duties on the principal employer and the contractor. The contractor has to provide for adequate wages, medical facilities and other benefits while it is the responsibility of the principal employer to provide for the displacement allowance and journey allowance to the workmen.

Contract Labour (Regulation and Abolition) Act, 1970 ("CLRA")

CLRA has been enacted to regulate the employment of contract labour in certain establishments, the regulation of their conditions and terms of service and to provide for its abolition in certain circumstances. The CLRA applies to every establishment in which 20 or more workmen are employed or were employed on any day of the preceding 12 months as contract labour. The CLRA vests the responsibility on the principal employer of an establishment to which the Act applies to make an application to the registered officer in the prescribed manner for registration of the establishment. In the absence of registration, a contract labour cannot be employed in the establishment. Likewise, every contractor to whom the CLRA applies is required to obtain a license and not to undertake or execute any work through contract labour except under and in accordance with the license issued.

To ensure the welfare and health of the contract labour, the CLRA imposes certain obligations on the contractor in relation to establishment of canteens, rest rooms, drinking water, washing facilities, first aid, other facilities and payment of wages. However, in the event the contractor fails to provide these amenities, the principal employer is under an obligation to provide these facilities within a prescribed time period. Penalties, including both fines and imprisonment, may be levied for contravention of the provisions of the CLRA.

Trade Union Act, 1926

The Trade Union Act, 1926 provides that any dispute between employers and workmen or between workmen and workmen, or between employers and employers which is connected with the employment, or non-employment, or the terms of employment or the conditions of labour, of any person shall be treated as trade dispute. For every trade dispute a trade union has to be formed. For the purpose of Trade Union Act, 1926, Trade Union means combination, whether temporary or permanent, formed primarily for the purpose of regulating the relations between workmen and employers or between workmen and workmen, or between employers and employers, or for imposing restrictive condition on the conduct of any trade or business etc.

The Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013

In order to curb the rise in sexual harassment of women at workplace, this act was enacted for prevention and redressal of complaints and for matters connected therewith or incidental thereto. The terms sexual harassment and workplace are both defined in the act. Every employer should also constitute an "Internal Complaints Committee" and every officer and member of the company shall hold office for a period of not exceeding three years from the date of nomination. Any aggrieved woman can make a complaint in writing to the Internal Committee in relation to sexual harassment of female at workplace. Every employer has a duty to provide a safe working environment at workplace which shall include safety from the persons coming into contact at the workplace, organising awareness programs and workshops, display of rules relating to the sexual harassment at any conspicuous part of the workplace, provide necessary facilities to the internal or local committee for dealing with the complaint, such other procedural requirements to assess the complaints.

Industrial Disputes Act, 1947 ("ID Act") and Industrial Dispute (Central) Rules, 1957

The ID Act and the Rules made thereunder provide for the investigation and settlement of industrial disputes. Workmen under the ID Act have been provided with several benefits and are protected under various labour legislations, whilst those persons who have been classified as managerial employees and earning salary beyond prescribed amount may not generally be afforded statutory benefits or protection, except in certain cases. Employees may also be subject to the terms of their employment contracts with their employer, which contracts are regulated by the provisions of the Indian Contract Act, 1872. The ID Act also sets out certain requirements in relation to the termination of the services of the workman. The ID Act includes detailed procedure prescribed for resolution of disputes with labour, removal and certain financial obligations up on retrenchment. The Industrial Dispute (Central) Rules, 1957 specify procedural guidelines for lock-outs, closures, lay-offs and retrenchment.

ENVIRONMENTAL LAWS

National Environmental Policy, 2006

The dominant theme of this policy is that while conservation of environmental resources is necessary to secure livelihoods and well-being of all, the most secure basis for conservation is to ensure that people dependent on particular resources obtain better livelihoods from the fact of conservation, than from degradation of the resource.

Environment (Protection) Act, 1986 as amended ("EPA") and Environment (Protection) Rules, 1986 ("the rule")

EPA provides for the prevention, control and abatement of pollution and quality of the environment and preventing and abating environmental pollution, the standards for emission or discharge of environmental pollutants from the industries, operations or processes as specified in Schedule I and shall not exceed the relevant parameters and standards specified in Schedule VI in the rules. Pollution control boards have been constituted in all states in India to exercise the powers and perform the functions provided for under these statutes for the

purpose of preventing and controlling pollution. Companies are required to obtain consents of the relevant state pollution control boards for emissions and discharge of effluents into the environment.

Noise Pollution (Regulation & Control) Rules 2000 ("Noise Regulation Rules")

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 Wastes (Management, Handling and Transboundary Movement) Rules, 2008 as amended ("Hazardous Wastes Rules")

The Hazardous Wastes Rules impose an obligation on every occupier of an establishment generating hazardous waste to recycle or reprocess or reuse such wastes in a registered recycler or to dispose of such hazardous wastes in an authorized disposal facility. Every person engaged, inter alia, in the generation, processing, treatment, package, storage and destruction of hazardous waste is required to obtain an authorization from the relevant state pollution control board for collecting, recycling, reprocessing, disposing, storing and treating the hazardous wastes.

Water (Prevention and Control of Pollution) Act, 1974 (the "Water Act")

The Water Act was enacted in 1974 in order to provide for the prevention and control of water pollution by factories and manufacturing industries and for maintaining or restoring the wholesomeness of water. In respect to an Industrial Undertaking it applies to the (i) Occupier (the owner and management of the undertaking) (ii) Outlet (iii) Pollution and (iv)Trade effluents. The Act requires that approvals be obtained from the corresponding Pollution Control Boards in the state.

Water (Prevention and Control of Pollution) Cess Act, 1971

The Water (Prevention and Control of Pollution) Cess Act, 1971 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.

Air (Prevention and Control of Pollution) Act, 1981, as amended (the "Air Act")

With a view to ensuring that the standards for emission of air pollutants are complied with, the State Government shall, in consultation with the State Board, give such instructions as may be deemed necessary to the concerned authority and such authority shall, notwithstanding anything contained in that Act or the rules made thereunder be bound to comply with such instructions.

Guidelines for in-use Generator sets (Noise and Emissions)

Central Pollution Control Board (CPCB) has prescribed guidelines for emission and noise pollution of gensets up to 1000 KVA. The said guidelines are effective from January 15, 2008 for system procedure for compliance with noise limits.

TAX RELATED LEGISLATIONS

Income Tax Act, 1961 ("IT Act")

IT Act is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of the IT Act or Rules made thereunder depending upon its Residential Status and Type of Income involved. The IT Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every Company assessable to income tax under the IT Act is required to comply with the

provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like. Every such Company is also required to file its returns by September 30 of each assessment year.

Value Added Tax ("VAT")

VAT is a system of multi-point Levy on each of the purchases in the supply chain with the facility of set-off input taxon sales whereby tax is paid at the stage of purchase of goods by a trader and on purchase of raw materials by a manufacturer. VAT is based on the value addition of goods, and the related VAT Liability of the dealer is calculated by deducting input tax credit for tax collected on the sales during a particular period. VAT is a consumption tax applicable to all commercial activities involving the production and distribution of goods and the provisions of services, and each state that has introduced VAT has its own VAT Act, under which, persons Liable to pay VAT must register and obtain a registration number from Sales Tax Officer of the respective State.

Note: The VAT Act now has been replaced by the Goods and Service Tax (GST) Act, 2017

Central Sales Tax Act, 1956 ("CST")

The main object of this Act is to formulate principles for determining (a) when a sale or purchase takes place in the course of trade or commerce (b) when a sale or purchase takes place outside a State (c) when a sale or purchase takes place in the course of imports into or export from India, to provide for levy, collection and distribution of taxes on sales of goods in the course of trade or commerce, to declare certain goods to be of special importance trade or commerce and specify the restrictions and conditions to which State Laws imposing taxes on sale or purchase of such goods of special importance (called as declared goods) shall be subject. CST Act imposes the tax on interstate sales and states the principles and restrictions as per the powers conferred by Constitution.

Note: The CST Act now has been replaced by the Goods and Service Tax (GST) Act, 2017**Service Tax**

Chapter V of the Finance Act, 1994 as amended, provides for the levy of a service tax in respect of 'taxable services', as specified in entry 39 defined therein. The service provider of taxable services is required to collect service tax from the recipient of such services and pay such tax to the Government. Every person who is liable to pay this service tax must register himself with the appropriate authorities. According to Rule 6 of the Service Tax Rules, every assesse is required to pay service tax in TR 6 challan by the 5^{th} / 6^{th} of the month immediately following the month to which it relates. Further, under Rule 7 (1) of Service Tax Rules, the Company is required to file a half yearly return in Form ST 3 by the 25th of the month immediately following the half year to which the return relates.

Note: The Service Tax now has been replaced by the Goods and Service Tax (GST) Act, 2017

The Central Excise Act, 1944

The Central Excise Act, 1944 ("Central Excise Act") consolidates and amends the law relating to Central Duties of Excise on goods manufactured or produced in India. Excisable goods under the Act means goods specified in the Schedule to the Central Excise Tariff Act, 1985 as being subject to duty of excise. Factory means any premises, including the precincts thereof, wherein or in any part of which excisable goods are manufactured, or wherein or in any part of which any manufacturing process connected with the production of these goods being carried on or is ordinarily carried out. Under the Act a duty of excise is levied on all excisable goods, which are produced or manufactured in India as and at the rates, set forth in the First Schedule to the Central Excise Tariff Act, 1985.

Note: The Central Excise Act now has been repealed and is replaced by the Goods and Service Tax (GST) Act, 2017

Central Goods and Services Tax Act, 2017 (the "GST Act")

The GST Act levies indirect tax throughout India to replace many taxes levied by the Central and State Governments. The GST Act was applicable from July 1, 2017 and combined the Central Excise Duty, Commercial Tax, Value Added Tax (VAT), Food Tax, Central Sales Tax (CST), Introit, Octroi, Entertainment Tax, Entry Tax, Purchase Tax, Luxury Tax, Advertisement Tax, Service Tax, Customs Duty, Surcharges. GST is levied on all transactions such as sale, transfer, purchase, barter, lease, or import of goods and/or services.

India has adopted a dual GST model, meaning that taxation is administered by both the Union and State Governments. Transactions made within a single state is levied with Central GST (CGST) by the Central Government and State GST(SGST) by the government of that state. For inter-state transactions and imported goods or services, an Integrated GST (IGST) is levied by the Central Government. GST is a consumption-based tax; therefore, taxes are paid to the state where the goods or services are consumed and not the state in which they were produced.

INTELLECTUAL PROPERTY LEGISLATIONS

In general, the Intellectual Property Rights includes but is not limited to the following enactments:

- Indian Copyright Act, 1957;
- The Trade Marks Act, 1999;
- The Designs Act, 2000; and
- The Patents Act, 1970.

The Acts applicable to our Company will be:

The Indian Copyright Act, 1957

Copyright is a right given by the law to creators of literary, dramatic, musical and artistic works and producers of cinematograph films and sound recordings. In fact, it is a bundle of rights including, inter alia, rights of reproduction, communication to the public, adaptation and translation of the work. There could be slight variations in the composition of the rights depending on the work.

Trade Marks Act, 1999 ("TM Act")

The Trade Marks Act, 1999 provides for the application and registration of trademarks in India for granting exclusive rights to marks such as a brand, label and heading and obtaining relief in case of infringement for commercial purposes as a trade description. The TM Act prohibits any registration of deceptively similar trademarks or chemical compounds among others. It also provides for penalties for infringement, falsifying and falsely applying for trademarks.

Patents Act, 1970 ("Patent Act")

The Patents Act, 1970 (Patents Act) governs the patent regime in India. Being a signatory to the Agreement on Trade Related Aspects of Intellectual Property Rights, India is required to recognise product patents as well as process patents. In addition to broad requirement that an invention satisfy the requirements of novelty, utility and non-obviousness in order for it to avail patent protection, the Patents Act further provides that patent protection may not be granted to certain specified types of inventions and materials even if they satisfy the above criteria. The Patents Act prohibits any person resident in India from applying for patent for an invention outside India without making an application for the invention in India. The term of a patent granted under the Patents Act is for a period of twenty years from the date of filing of the application for the patent.

Design Act, 2000 ("Designs Act")

The objective of Designs Act is to promote and protect the design element of industrial production. It is also intended to promote innovative activity in the field of industries. The Controller General of Patents, Designs and Trade Marks appointed under the Trademarks Act shall be the Controller of Designs for the purposes of the Designs Act. When a design is registered, the proprietor of the design has copyright in the design during ten years from the date of registration.

ANTI-TRUST LAWS

Competition Act, 2002

An Act to prevent practices having adverse effect on competition, to promote and sustain competition in markets, to protect interest of consumer and to ensure freedom of trade in India. The Act deals with prohibition of anti-competitive agreements. No enterprise or group shall abuse its dominant position in various circumstances as mentioned under the Act.

The prima facie duty of the commission is to eliminate practices having adverse effect on competition, promote and sustain competition, protect interest of consumer and ensure freedom of trade. The commission shall issue notice to show cause to the parties to combination calling upon them to respond within 30 days in case it is of the opinion that there has been an appreciable adverse effect on competition in India. In case a person fails to comply with the directions of the Commission and Director General he shall be punishable with a fine which may exceed to Rs. 1 lakh for each day during such failure subject to maximum of Rupees One Crore.

GENERAL LAWS

Apart from the above list of laws – which is inclusive in nature and not exhaustive - general laws like the Negotiable Instrument Act 1881, The Information Technology Act, 2000, Sale of Goods Act 1930, Workmen Compensation Act, 1923, Industrial Employment (Standing Orders) Act, 1946, Payment of Wages Act, 1936, Employment Exchanges (Compulsory Notification Of Vacancies) Act, 1959, Consumer Protection Act 1986.

OTHER LAWS:

Foreign Trade (Development and Regulation) Act, 1992

The Development and Regulation of foreign trade by facilitating imports and exports from and to India. The Import-Export Code number and licence to import or export includes a customs clearance permit and any other permission issued or granted under this act. The Export and Import policy, provision for development and regulation of foreign trade shall be made by the Central Government by publishing an order. The Central Government may also appoint Director General of Foreign Trade ("DGFT") for the purpose of Export-Import Policy formulation.

If any person makes any contravention to any law or commits economic offence **or** imports/exports in a manner prejudicial to the trade relations of India or to the interest of other person engaged in imports or exports then there shall be no Import Export Code number granted by Director-General to such person and if in case granted shall stand cancelled or suspended. Provision of search and seizure of Code of Criminal Procedure, 1973 shall apply to every search and seizure made under this Act. In case of appeals in a case the order made by the appellate authority shall be considered to be final. The powers of the civil court under Code of Civil Procedure, 1908 shall vest in him.

The EXIM Policy is a set of guidelines and instructions established by the DGFT in matters related to the export and import of goods in India. This policy is regulated under the said act. DGFT is the main governing body in matters related to the EXIM Policy. The Act shall provide development and regulation of foreign trade by facilitating imports into, and augmenting exports from India. Trade Policy is prepared and announced by the Central Government (Ministry of Commerce).

Foreign Exchange Management Act, 1999 ("FEMA")

Foreign investment in India is primarily governed by the provisions of FEMA and the rules and regulations promulgated there under. FEMA aims at amending the law relating to foreign exchange with facilitation of external trade and payments for promoting orderly developments and maintenance of foreign exchange market in India. It applies to all branches, offices and agencies outside India owned or controlled by a person resident in India and also to any contravention there under committed outside India by any person to whom this Act applies. Every exporter of goods is required to a) furnish to the Reserve Bank or to such other authority a declaration in such form and in such manner as may be specified, containing true and correct material particulars, including the amount representing the full export value or, if the full export value of the goods is not ascertainable at the time of export, the value which the exporter, having regard to the prevailing market conditions, expects to receive on the sale of the goods in a market outside India; b) furnish to the Reserve Bank such other information as may be required by the Reserve Bank for the purpose of ensuring the realization of the export proceeds by such exporter. The Reserve Bank may, for the purpose of ensuring that the full export value of the goods or such reduced value of the goods as the Reserve Bank determines, having regard to the prevailing market conditions, is received without any delay, direct any exporter to comply with such requirements as it deems fit. Every exporter of services shall furnish to the Reserve Bank or to such other authorities a declaration in such form and in such manner as may be specified, containing the true and correct material particulars in relation to payment for such services.

FEMA Regulations

As laid down by the FEMA Regulations, no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the automatic route within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIPB and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 ("FEMA Regulations") to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India. Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India.

The Foreign Direct Investment

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment **("FDI")** through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India **("DIPP"),** has issued consolidated FDI Policy Circular of 2017**("FDI Policy 2017")**, which with effect from 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. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2017 will be valid until the DIPP issues an updated circular.

The Reserve Bank of India **("RBI")** also issues Master Directions Foreign Investment in India and updates at the same from time to time. Presently, FDI in India is being governed by Master Directions on Foreign Investment No. RBI/FED/2017-18/60 FED Master Direction No. 11/2017-18 dated January 4, 2018, as updated from time to time by RBI. In terms of the Master Directions, an Indian company may issue fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Directions. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including the filing of Form FC-GPR.

OUR HISTORY AND CERTAIN OTHER CORPORATE MATTERS

1. HISTORY AND BACKGROUND

a. History and background

Our Company was incorporated as "Foolproof Vyapaar Private Limited" at Kolkata, West Bengal as a Private company under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated December 26, 2005 bearing Corporate Identification Number U51109WB2005PTC106869 issued by Registrar of Companies, Kolkata, West Bengal. Consequent the name of the company was changed from "Foolproof Vyapaar Private Limited" to "Vaxtex Cotfab Private Limited" as approved by shareholders of our company pursuant to a special resolution dated December 18, 2015 and Certificate of Incorporation was issued by Registrar of Companies Ahmedabad, Gujarat dated December 30, 2015. Consequent upon the conversion of our Company to public limited company and as approved by the shareholders of our company pursuant to a special resolution dated March 05, 2018, the name of our Company was changed to "Vaxtex Cotfab Limited" and fresh certificate of incorporation dated March 21, 2018 was issued by the Registrar of Companies, Ahmedabad, Gujarat. The Corporate Identification Number of our Company is U51109GJ2005PLC076930

Our Company was incorporated as "Foolproof Vyapaar Private Limited" at Kolkata, West Bengal on - December 26, 2005 by Mr. Sukanta Kumar Sahu and Mr. Sanjeev Kumar Singh with the main object of trading. Present management took over the company during 2009 and consequently, registered office of the Company was also shifted to Gujarat. There was not much activity in our company till 2014-15. As on date, old management or erstwhile promoter was not associated with the Company.

Our company started business of trading in the fabric during FY 2015-16. During initial period, our company used to deal only in cotton fabrics. Subsequently, we started dealing into other types of fabrics as well but at very small scale. We used to purchase fabrics from grey fabric manufacturers and large wholesalers.

In 2016-17, we started procuring the fabrics directly from the manufacturers at competitive prices and started direct supply. Our major customers were garments manufacturers and very small fabric traders, who used to buy in small quantities.

While, in the trading activity, we used to deal mainly in the following products:

100% Cotton fabric,
Poly cotton fabrics
Poplin fabrics
Satin fabrics
Oxford fabrics
Suiting fabrics.

We are engaged in the business of Textile processing of fabric and trading. Our Company is engaged in the Processing (dyeing and finishing) of grey fabrics for shirting, suiting, and other accessories and also on outsourcing basis for other fabric / garment companies. We have an installed capacity of 12,00,000 mtrs / month for processing of various fabrics from natural and man -made fibres specializing in 100% cotton, Giza & Supima cotton blended fabrics, polyester viscose and polyester cotton. Our Company procures Grey fabrics and process it into Finish Fabric as per the client's requirement. Wherever applicable please refer to chapter titled ***"Business"***, ***"Industry Overview"*** and ***"Management's Discussion and Analysis of Financial Condition and Results of Operations"*** beginning on page 99, 85 and 189 respectively of this Prospectus.

Changes in registered office of our Company since incorporation

Date of Change	From	To	Reasons for Change
August 29, 2013	60 S K Deb Road, patipukur, Kolkata-700048, West Bengal, India.	307 Shital Varsha Arcade, Opp. Girish Cold Drings, C.G. Road, Ahmedabad-380026,Gujarat, India	Business Purpose
February 15, 2018	307 Shital Varsha Arcade, Opp. Girish Cold Drings, C.G. Road, Ahmedabad-380026,Gujarat, India	Survey No. 230, Opp. Mariya Park, B/h. Ranipur Village, Saijpur - Gopal, Narol, Ahmedabad-382405, Gujarat, India	Administrative Purpose

b. Major events and milestones of our company

The following table sets forth the key events and milestones in the history of our Company, since incorporation:

Year	Key Milestones
2005	Our Company was incorporated as Foolproof Vyapaar Private Limited
2017	Setting up of Manufacturing unit at Narol
2018	Company was converted into Public Limited Company

Time and Cost Overrun in setting-up of projects including the proposed project

Our Company has not experienced any time or cost overrun in relation to setting up of projects.

Key awards, accreditations or recognition

Till date, we have not received any key awards, recognition.

Defaults or rescheduling of borrowings with financial institutions/ banks, conversion of loans into equity along with reasons thereof

There have been no defaults or rescheduling of borrowings with financial institutions/banks in respect of our current borrowings.

Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets etc., if any, in the last ten years.

There has been no material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets etc., if any, in the last ten years prior to the date of filing of this Prospectus.

2. MAIN OBJECTS AS SET OUT IN THE MEMORANDUM OF ASSOCIATION OF THE ISSUER AND DATES ON WHICH THE MEMORANDUM OF ASSOCIATION OF THE ISSUER HAS BEEN AMENDED.

Main Objects under the Memorandum of Association

To carry on the business as weavers or otherwise manufacturers, buyers, sellers, importers, exporters and dealers of silk, art silk, synthetic, woolen and cotton fabrics and other fibrous products including dressing and furnishing materials, uniforms, readymade garments, carpets and carpet backing, blankets padding knitted goods, woven bags, hosiery gloves, yarn and sewing thread and, To carry on the business of packing, grading, crimping, twisting, texturing, bleaching dyeing, printing, mercerizing or otherwise processing yarn, cloth, carpets, blankets and other textile goods, whether made from cotton, jute, wool, silk, art silk, synthetic and other fibers or blends thereof.

Amendments to our Memorandum of Association

Date of Resolution/ Change	Particulars of change
March 31, 2006	Increase in Authorised Share Capital from ₹ 3.00 lakhs to ₹ 41.00 lakhs
July 14, 2012	Change in Registered office from West Bengal to Gujarat
September 30,2015	Change in Object Clause
December 18, 2015	Change in name of the company from "Foolproof Vyapaar Private Limited" to "Vaxtex Cotfab Private Limited"
March 05, 2018	Conversion of Company from Private limited to Public Limited i.e from "Vaxtex Cotfab Private Limited" to "Vaxtex Cotfab Limited"
April 26, 2019	Increase in Authorised Share Capital from ₹ 41.00 lakhs to ₹ 6.25 Crores

DETAILS OF SUBSIDIARIES, HOLDING COMPANIES AND ASSOCIATE COMPANIES

Our Company does not have any Subsidiary and nor it has any Holding Company/ies.

However, Our Corporate Promoters viz. Qmin Pharma Private Limited and Miracle Stores Private Limited holds 49.00% Equity shares in our Company as on the date of this Prospectus.

1. Qmin Pharma Private Limited

Nature of Business

The Main objects of the company is to carry on business either itself or/and for others as manufacturers, representatives, dealers, factors, agents, stockiest, suppliers, consultant, exporter, importer, trader, whole sellers, retailers, packers, distributors to market, assemble distribute/redistribute, pack, repack, store all kind of types, nature and description of medicines or medicinal products, pharmaceutical, medicines, common, drugs, liquid and other intermediate products and applications prescribed under any branch of medicine including homeopathy, herbal, ayurved, unani, naturopathy, osteopathy for oral, intra muscular, parental and external application under any therapy for whatever purposes such as prevention, cure prophylactic and nourishments.

Capital Structure

Particulars	No. of Equity shares
Authorised Capital	10,000 Equity Shares of Rs. 10.00 each
Issued, Subscribed and Paid-up Capital	10,000 Equity Shares of Rs. 10.00 each

Shareholding pattern

Shareholding pattern as on date is as follows;

Sr. No.	Name of Shareholders	No. of shares held	% of Shareholding
1.	Mithleshkumar M Agrawal	2600	26.00%
2.	Khushant Gupta	4,900	49.00%
3.	Bharti Gupta	2500	25.00%
TOTAL		**10,000**	**100.00%**

Shareholding of our Company as on the date of the Prospectus:

Name of Shareholders	No. of shares	% of Shareholding
Qmin Pharma Private Limited	21,69,475	49.00%
Miracle Stores Private Limited	21,69,475	49.00%
Ms. Bharti Gupta	44,275	1.00%
Ms. Kresha Gupta	11,275	0.25%
Mr. Sanjay Kumar P Agrawal	11,000	0.25%
Mr. Mithleshkumar Agrawal	11,000	0.25%
Mr. Khushant Gupta	11,000	0.25%
Total	**44,27,500**	**100.00%**

2. Miracle Stores Private Limited

Nature of Business

The Main objects of the company is to sell, purchase, import, export, deal in and setup, run and franchise chain of retail stores dealing in furniture and furniture accessories, home and office accessories, gift including vases, frames, candle, decorative, pieces, wallpapers, art and pictures, clock, pots, desk accessories, mirror, glasses, license, hardware, lights and lights fixtures, art facts and handicraft items made of all material silver and artificial jewellery, home textile and home furnishings bath products, ready-made garments.

Capital Structure

Particulars	No. of Equity shares
Authorised Capital	50,000 Equity Shares of Rs. 10.00 each
Issued, Subscribed and Paid-up Capital	10,000 Equity Shares of Rs. 10.00 each

Shareholding pattern

Shareholding pattern as on date is as follows;

Sr. No.	Name of Shareholders	No. of shares held	% of Shareholding
1.	Mithleshkumar M Agrawal	2600	26.00%
2.	Khushant Gupta	4,900	49.00%
3.	Bharti Gupta	2500	25.00%
TOTAL		**10,000**	**100.00%**

Shareholding of our Company as on the date of the Prospectus:

Name of Shareholders	No. of shares	% of Shareholding
Qmin Pharma Private Limited	21,69,475	49.00%
Miracle Stores Private Limited	21,69,475	49.00%
Ms. Bharti Gupta	44,275	1.00%
Ms. Kresha Gupta	11,275	0.25%

Mr. Sanjay Kumar P Agrawal	11,000	0.25%
Mr. Mithleshkumar Agrawal	11,000	0.25%
Mr. Khushant Gupta	11,000	0.25%
Total	**44,27,500**	**100.00%**

Other Details Regarding our Company

For information on our activities, services, growth, technology, marketing strategy, capacity built-up, our standing with reference to our prominent competitors and customers, please refer to sections titled "***Our Business****", "**Our Industry**" and "**Management's Discussion and Analysis of Financial Conditions and Results of Operations***" beginning on pages 99, 85 and 189 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 pages 134 and 60 respectively of this Prospectus

Raising of capital in form of equity or debt

Except as set out in the section titled "***Capital Structure****"* beginning on page 60 of this Prospectus, our Company has not raised capital in the form of Equity Shares. Further, our Company has not undertaken any public offering of debt instruments since its incorporation.

Details regarding the changes in the activities of the Issuer during the last five years which may have had a material effect on the profits/loss, including discontinuance of lines of business, loss of agencies or markets and similar factors.

There has been no change in the activities of our Company during the period of 5 (five) years prior to the date of filing of this Prospectus which may have had a material effect on the profits or loss of our Company or affected our business including discontinuance of lines of business, loss of agencies or markets and similar factors.

Injunction or restraining order

Our Company is not operating under any injunction or restraining order.

Shareholders of our Company

As on the date of this Prospectus, our Company has Seven (07) shareholders. For further details in relation to the current shareholding pattern, please refer to section titled "***Capital Structure***" beginning on page 60 of this Prospectus.

Strikes or Labour Unrest

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

Shareholders Agreements

Our Company has not entered into any shareholder's agreement as on the date of this Prospectus.

Material Agreements

Our Company has not entered into any material agreement, other than the agreements entered by it in ordinary course of its business.

Strategic Partners

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.

SHAREHOLDERS' AGREEMENTS AND OTHER AGREEMENTS

Our Company has not entered into any shareholder's agreement as on the date of this Prospectus.

OUR MANAGEMENT

Board of Directors

Under the Articles of Association, our Company is authorized to have a minimum of three directors and a maximum of up to 15 Directors. As on the date of this Prospectus, our Company has Four Directors.

The following table sets forth details regarding our Board as on the date of this Prospectus:

Sl. No.	Name, Designation, Address, Occupation, Nationality, Term & DIN	Age (in years)	Other Directorships as on the date of this Prospectus
1.	Name: Mr. Khushant Gupta DIN: 07958719 Date of Appointment: April 26, 2019 Occupation: Business Designation: Managing Director Address: 7, Gururamdas Society, Nr Amber Cinema, Bapunagar, Ahmedabad – 380024, Gujarat, India Nationality: Indian Term: 5 years	21	1. Miracle Stores Private Limited 2. Qmin Pharma Private Limited
2.	Name: Mr. Mithleshkumar M Agrawal DIN: 03468643 Date of Appointment: February 15, 2018 Occupation: Business Designation: Non-Executive Director Address:H-13, Vishwambhar Appt, Near Ambar Cinema, Bapunagar, Ahmedabad-380024, Gujarat, India Nationality: Indian Term: Retire By Rotation	56	Nil

Sl. No.	Name, Designation, Address, Occupation, Nationality, Term & DIN	Age (in years)	Other Directorships as on the date of this Prospectus
3.	Name : Mr. Dhavalbhai Pravinbhai Patel DIN: 07770039 Date of Appointment: April 02, 2019 Occupation: Professional Designation: Independent Director Address: C-16,Bhavani Society Nr. Mithikui, Dholka, Ahmedabad -382225, Gujarat, India Nationality: Indian Term: 5 years	27	1. Asya Infosoft Limited 2. Ideal Systems Limited
4.	Name : Ms. Poonam Pravinbhai Panchal DIN:08158195 Date of Appointment: April 02, 2019 Occupation: Professional Designation: Independent Director Address: H-3 Triveni Park Society, Mahadevnagar Tekra, Vastral Road, Daskroi, Ahmedabad-382418, Gujarat, India Nationality: Indian Term: 5 years	26	Nil

For further details on their qualification, experience etc., please see their respective biographies under the heading 'Brief Biographies' below.

Family Relationships between the Directors

None of directors are related to each other as per section 2(77) of the Companies Act, 2013:

Brief Biographies of the Directors

Mr. Khushant Gupta, aged 21 years, is the Managing Director and Promoter of our company. He has an experience of two years in the field of Textile Industry. He has completed his graduation from Gujarat University in the year 2018. He has been appointed as the Managing Director of the company w.e.f April 26, 2019.

Mr. Mithlesh Kumar M Agrawal, aged 56 years, is a Non-Executive Director and promoter of our company. He passed secondary examination from Rajasthan Board. He looks after the administration part of the Company.

He has more than 10 years of experience in textile industry. He is associated with our company since February 15, 2018

Mr. Dhaval Pravinbhai Patel, aged about 27 years, is appointed as the Independent Director of our company. He is an associate member of Institute of Company Secretaries of India. He has more than 4(four) year of experience in secretarial field. He is associated with our company since April 02, 2019.

Ms. Poonam Pravinbhai Panchal, aged about 26 years, is appointed as the Independent Director of our company. She is an associate member of Institute of Company Secretaries of India. She has more than 2(Two) year of experience in secretarial field. She is associated with our company since April 02, 2019

Arrangements with major Shareholders, Customers, Suppliers or Others

There are no arrangements or understanding between major shareholders, customers, suppliers or others pursuant to which any of the Directors were selected as a Director or member of a senior management as on the date of this Prospectus.

Service Contracts

Our Company has not executed any service contracts with its directors providing for benefits upon termination of their employment.

Common directorships of the Directors in companies whose shares are/were suspended from trading on the Stock Exchange(s) and/ or the Stock Exchange(s) for a period beginning from five (5) years prior to the date of this Prospectus

None of the Directors are/ were directors of any company whose shares were suspended from trading by Stock Exchange(s) or under any order or directions issued by the stock exchange(s)/ SEBI/ other regulatory authority in the last five (5) years.

Common directorships of the Directors in listed companies that have been/were delisted from stock exchanges in India

None of the Directors are/ were directors of any entity whose shares were delisted from any Stock Exchange(s).

Further, none of the directors are/ were directors of any entity which has been debarred from accessing the capital markets under any order or directions issued by the Stock Exchange(s), SEBI or any other Regulatory Authority.

Borrowing Powers of the Board

The Articles, subject to the provisions of Section 180(1)(c) of the Act authorize the Board to raise, borrow or secure the payment of any sum or sums of money for the purposes of our Company. The shareholders have, pursuant to a special resolution passed at the Extra-ordinary General Meeting held on March 05, 2018, in accordance with Section 180(1)(c) of the Act authorized the Board to borrow monies from time to time, such sums of money even though the money so borrowed together with money already borrowed exceeds the aggregate of the paid-up capital and free reserves of the Company provided, however, that the total borrowing (apart from the temporary loans taken from the company's bankers) shall not exceed Rs. 50.00 crore.

Remuneration to Managing Director

The remuneration payable to our Managing will be governed as per the terms of their appointment and shall be subject to the provisions of Section 2 (54), 2(94), 196, 197, 198 and 203 and any other applicable provisions of the Act read with Schedule V to the Act and the rules made there under (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, 1956, for the time being in force)

The details of remuneration paid and perquisites given to Managing Director for services rendered by him to the Company during the FY 2019-20:

Mr. Khushant Gupta

Particulars	**Remuneration**
Basic Salary	12,00,000/- P.A
Term	5 Years
Perquisites	N.A
Remuneration paid for FY 2018-19	N.A

Payment or benefit to Non-Executive Directors of our Company

Apart from the remuneration of our Managing as provided under the heading 'Remuneration to Managing Directors' above, our Non-Executive Directors & Independent Directors are entitled to be paid a sitting fee up to the limits prescribed by the Act and the Rules made there under and actual travel, boarding and lodging expenses for attending the Board or Committee meetings. They may also be paid commissions and any other amounts as may be decided by the Company in accordance with the provisions of the Articles, the Act and any other applicable Indian laws and regulations.

Shareholding of Directors in our Company

The details of the shareholding of our Directors as on the date of this Prospectus are as follows.

Sl. No.	**Name of the Shareholder**	**No. of Equity Shares**	**Percentage of Pre-Issue Capital (%)**	**Percentage of Post-Issue Capital (%)**
1	Mr. Khushant Gupta	11,000	0.25%	0.18
2.	Mr. Mithleshkumar M Agrawal	11,000	0.25%	0.18
	Total	**22,000**	**0.50%**	**0.36%**

Interests of our Directors

Our Directors may be deemed to be interested to the extent of fees payable to them for attending meetings of the Board or a committee thereof as well as to the extent of remuneration paid to them or services rendered as a Director of our Company and reimbursement of expenses payable to them. For further details, please refer to sub-sections 'Remuneration to Managing & 'Payment or benefit to Non-Executive Directors of our Company' above.

Our Directors and Promoters, have extended personal guarantees in favour of Abhyudaya Co-Operative Bank Limited in relation to the borrowing facilities availed by our Company. In the event any such guarantees are revoked, our lenders may require us to furnish alternate guarantees, demand repayment of the amounts outstanding under the respective facilities or even terminate such facilities.

None of our Directors have any interest in any property acquired by our Company within two (2) years of the date of this Prospectus or proposed to be acquired by it or in any transaction in acquisition of land or any construction of building.

Further, except as disclosed under sub-section '**Shareholding of Directors in our Company'** above, none of our Directors hold any Equity Shares or any other form of securities in our Company. Our Directors may also be interested to the extent of Equity Shares, if any, held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors or trustees or held by their relatives or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Issue.

Our directors may also be regarded as interested in the Equity Shares, if any, held by them or that may be subscribed by and allotted to the companies, firms, and trusts, if any, in which they are interested as directors, members, promoters, and /or trustees pursuant to this Issue.

Our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares.

Except as disclosed in this ***Prospectus***, no sum has been paid or agreed to be paid to any of our Directors or to any firm or company in which Director is a partner or member, in cash or shares or otherwise by any person either to induce such Director to become, or to qualify as, a director, or otherwise for services rendered by such Director or by such firm or company in connection with the promotion or formation of our Company.

Changes in our Company's Board of Directors during the last three (3) years

Name	Date of Event	Nature of Event
Mr. Sanjay Kumar P Agrawal	25/03/2017	Appointment as Director
Mr.Anup Kumar Somani	25/03/2017	Resignation as Director
Mr.Paresh Madhusudan Joshi	25/03/2017	Resignation as Director
Mr.Khushant Gupta	16/10/2017	Appointment as Director
Mr. Mithleshkumar M Agrawal	15/02/2018	Appointment as Director
Mr.Vikramkumar Tulsidas Jain	15/02/2018	Resignation as Director
Mr. Yashwantkumar Rajendrakumar Chatwani	01/03/2019	Appointment as Director
Mr.Yashwantkumar Rajendrakumar Chatwani	15/03/2019	Resignation as Director
Mr.Sanjay Kumar P Agrawal	15/03/2019	Appointment as Director
Mr. Dhaval Pravinbhai Patel	02/04/2019	Appointment as Independent Director
Ms. Poonam Pravinbhai Panchal	02/04/2019	Appointment as Independent Director
Mr. Sanjay Kumar P Agrawal	02/04/2019	Resignation as Director
Mr. Khushant Gupta	26/04/2019	Appointment as Managing Director
Mr. Manish Chaturvedi	28/09/2019	Appointed as Director
Mr. Manish Chaturvedi	29/09/2019	Resignation as Director

COMPLIANCE WITH CORPORATE GOVERNANCE

Our Company is not required to constitute a corporate social responsibility committee in terms of the provisions of Section 135 of the Act.

Our Company has constituted the following committees:

1. Audit Committee

Our Company has formed the Audit Committee vide resolution passed in the meeting of Board of Directors held on April 02, 2019as per the applicable provisions of the Section 177 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) and also to comply with Regulation 18 of SEBI Listing Regulations (applicable upon listing of Company's Equity Shares). The constituted Audit Committee comprises following members.

Name of the Director	Nature of Directorship	Status in Committee
Mr. Dhaval Pravinbhai Patel	Independent Director	Chairman
Ms. Poonam Pravinbhai Panchal	Independent Director	Member
Mr. Mithleshkumar M Agrawal	Non-Executive Director	Member

The Company Secretary of our Company shall act as a Secretary of the Audit Committee. The Chairman of the Audit Committee shall attend the Annual General Meeting of our Company to furnish clarifications to the shareholders in any matter relating to financial statements. 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 (4) times in a year and not more than one hundred twenty (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 Directors 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 Regulations and Act shall be as under:

(a) the recommendation for appointment, remuneration and terms of appointment of auditors of the Company;

(b) review and monitor the auditor's independence and performance, and effectiveness of audit process;

(c) examination and reviewing of the financial statement and the auditors' report thereon before submission to the board for approval, with particular reference to:
   i. matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of Section 134(3)(c) of the Act;
   ii. changes, if any, in accounting policies and practices and reasons for the same;
   iii. major accounting entries involving estimates based on the exercise of judgment by management
   iv. significant adjustments made in the financial statements arising out of audit findings
   v. compliance with listing and other legal requirements relating to financial statements

vi. disclosure of any related party transactions
vii. Qualifications in the draft audit report

(d) examination and reviewing, with the management, the quarterly financial statements before submission to the board for approval

(e) approval or any subsequent modification of transactions of the Company with related parties

(f) scrutiny of inter-corporate loans and investments

(g) valuation of undertakings or assets of the Company, wherever it is necessary;

(h) evaluation of internal financial controls and risk management systems;

(i) monitoring the end use of funds raised through public offers and related matters;

(j) oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

(k) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

(l) 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;

(m) discussion with internal auditors of any significant findings and follow up thereon;

(n) 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;

(o) 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;

(p) 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;

(q) approval of appointment of CFO (i.e., the Whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

(r) reviewing the Management discussion and analysis of financial condition and results of operations;

(s) reviewing the Management letters / letters of internal control weaknesses issued by the statutory auditors;

(t) reviewing the Internal audit reports relating to internal control weaknesses;

(u) reviewing the appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee;

(v) reviewing the functioning of the Whistle Blower mechanism;

(w) reviewing/ redressal of complaint/s under the Sexual Harassment of Women at Workplace (Prohibition, Prevention & Redressal) Act, 2013;

(x) establishment of a vigil mechanism for directors and employees to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy in such manner as may be prescribed, which shall also provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases:

(y) such other functions / activities as may be assigned / delegated from time to time by the Board of Directors of the Company and/or pursuant to the provisions of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) and SEBI Listing Regulations."

2. Stakeholders Relationship Committee

Our Company has formed the Stakeholders Relationship Committee as per Section 178 and other applicable provisions of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) and also to comply with Regulation 20 of SEBI Listing Regulations (applicable upon listing of Company's equity shares) vide board resolution dated April 02, 2019. The constituted Stakeholders Relationship Committee comprises the following members:

Name of the Director	Nature of Directorship	Status in Committee
Ms. Poonam Pravinbhai Panchal	Independent Director	Chairman
Mr. Dhaval Pravinbhai Patel	Independent Director	Member
Mr. Mithleshkumar M Agrawal	Non-Executive Director	Member

The Company Secretary of our Company shall act as a Secretary to the Stakeholders Relationship Committee. The scope and function of the Stakeholders Relationship Committee and its terms of reference shall include the following:

A. Tenure: The Stakeholders Relationship 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 Stakeholders Relationship Committee as approved by the Board.

B. Terms of Reference: The Stakeholders Relationship Committee shall oversee all matters pertaining to investors of our Company. The terms of reference of the Stakeholders Relationship Committee include the following:

- Considering and resolving the grievance of security holders of the Company including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends;
- Such other functions / activities as may be assigned / delegated from time to time by the Board of Directors of the Company and/or pursuant to the provisions of the Act read with SEBI Listing Regulations.

3. Nomination and Remuneration Committee

Our Company has formed the Nomination and Remuneration Committee as per Section 178 and other applicable provisions of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) and also to comply with Regulation 19 of SEBI Listing Regulations (applicable upon listing

of Company's Equity Shares) vide board resolution dated April 02, 2019. The Nomination and Remuneration Committee comprises the following members:

Name of the Director	Nature of Directorship	Status in Committee
Mr. Dhaval Pravinbhai Patel	Independent Director	Chairman
Ms. Poonam Pravinbhai Panchal	Independent Director	Member
Mr. Mithleshkumar M Agrawal	Non-Executive Director	Member

The Company Secretary of our Company shall act as a Secretary to the Nomination and Remuneration Committee. The scope and function of the Committee and its terms of reference shall include the following:

A. Tenure: The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

B. Meetings: The committee shall meet 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. Terms of Reference:

(a) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

(b) Formulation of criteria for evaluation of Independent Directors and the Board;

(c) Devising a policy on Board diversity;

(d) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal and shall carry out evaluation of every director's performance;

(e) Determining, reviewing and recommending to the Board, the remuneration of the Company's Managing/ Joint Managing / Deputy Managing / Whole time / Executive Director(s), including all elements of remuneration package;

(f) To ensure that the relationship of remuneration to perform is clear and meets appropriate performance benchmarks.

(g) Formulating, implementing, supervising and administering the terms and conditions of the Employee Stock Option Scheme, Employee Stock Purchase Scheme, whether present or prospective, pursuant to the applicable statutory/regulatory guidelines;

(h) Carrying out any other functions as authorized by the Board from time to time or as enforced by statutory/ regulatory authorities.

POLICY ON DISCLOSURES AND INTERNAL PROCEDURE FOR PREVENTION OF INSIDER TRADING:

The provisions of the Regulation 9(1) of SEBI (Prohibition of Insider Trading) Regulations, as amended, will be applicable to our Company immediately upon the listing of Equity Shares. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, as amended on listing of Equity Shares. Further, Board of Directors at their meeting held on April 02, 2019, has approved and adopted the policy on insider trading in view of the proposed public issue.

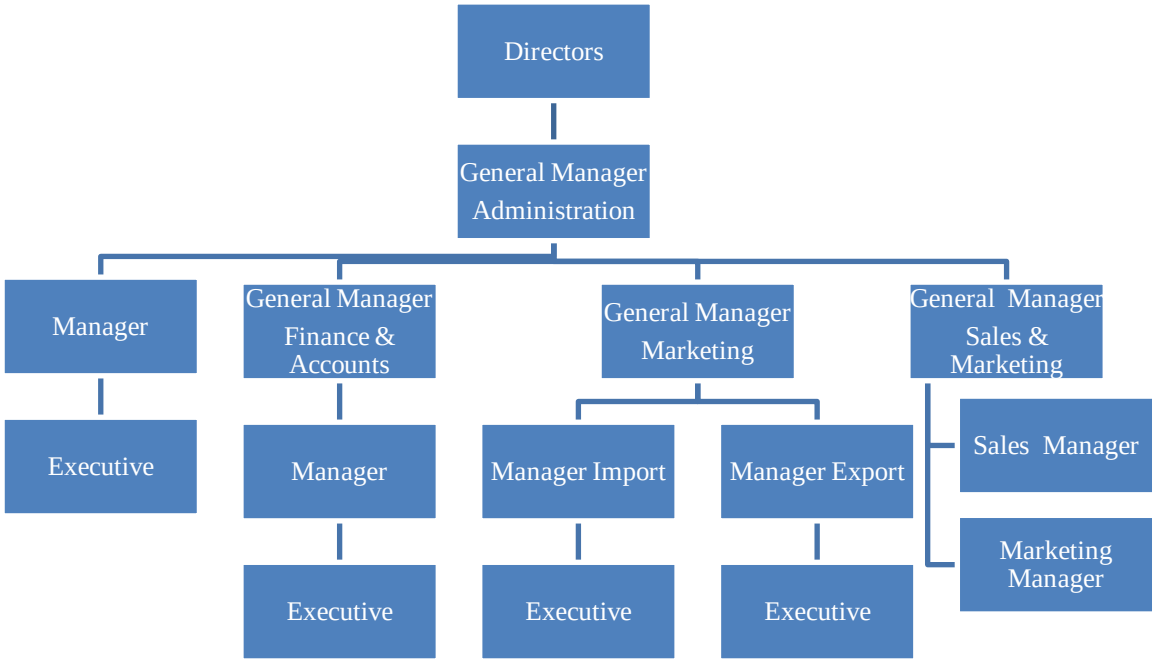
The Company Secretary and Compliance Officer of our Company will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the Board.

POLICY FOR DETERMINATION OF MATERIALITY &MATERIALITY OF RELATED PARTY TRANSACTIONS AND ON DEALING WITH RELATED PARTY TRANSACTIONS:

The provisions of the SEBI Listing Regulations will be applicable to our Company immediately upon the listing of Equity Shares of our Company. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, as amended, on listing of Equity Shares. The Board of Directors at their meeting held on April 02, 2019has approved and adopted the policy for determination of materiality and determination of materiality of related party transactions and on dealing with related party transactions.

Management Organizational Structure

The following chart depicts our Management Organization Structure:



Profiles of our Key Managerial Personnel

The details of the Key Managerial Personnel as on the date of this Prospectus are set out below. Except for certain statutory benefits, there are no other benefits accruing to the Key Managerial Personnel.

Mr. Khushant Gupta, aged 21 years, is the Managing Director and Promoter of our company. He has an experience of two years in the field of Textile Industry. He has completed his graduation from Gujarat University in the year 2018. He has been appointed as the Managing Director of the company w.e.f April 26, 2019.

Mr. Jaimin Kailash Gupta aged 24 years, is the Chief Executive officer of our company. He has an experience of Five years in the field of Textile Industry. He holds the degree of Bachelor of Commerce from Gujarat University. He looks after the sales and marketing of our company and is actively involved in maintaining our existing customers.

Mr. Pratapsingh B. Zala, aged 62 years, is the Chief Financial Officer of our company. He looks after financial matters. He has completed his graduation from Gujarat University in the year 1976. He started his career as an accountant in National Textile Corporation (Gujarat) Limited in the year 1976. He has a total experience of 43 years in the field of finance and has been associated with the company from 2017. He was appointed as the Chief Financial Officer of the company on April 02, 2019.

Mr. Tej Bharatbhai Hanj aged 26 years is the Company Secretary and Compliance Officer of our company. He holds the certificate of member of Institute of Company Secretary of India. He is expertise in secretarial matter. He is appointed as the Company Secretary of the Company on June 01, 2019

Status of Key Management Personnel in our Company

All our key managerial personnel are permanent employees of our Company. The term of office of our key managerial personnel is until the attainment of 60 years of age.

Shareholding of Key Management Personnel in our Company

Except Khushant Gupta, Managing Director of the company, who holds 11,000 Equity shares of the company as on the date of this Prospectus, None of the above Key Managerial Personnel holds any shares in our company.

Bonus or profit sharing plan of the Key Managerial Personnel

Our Company does not have a performance linked bonus or a profit sharing plans for the Key Management Personnel. However, our Company may pay incentive to its employees including the Key Managerial Personnel based on their performances per the Company's policies.

Interests of Key Management Personnel

The Key Management Personnel do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

Common Pursuits

Mr. Jaimin Kailash Gupta, Chief Executive officer of our company is also director of Stitched Textiles (OPC) Private Limited. This is carrying out business similar to that of our Company As a result, conflicts of interests may arise in allocating business opportunities amongst our Company, Chief Executive officer, and Group Entity.

Payment of Benefits to Officers of Our Company (*non-salary related*)

Except as disclosed in this Prospectus and any statutory payments made by our Company to its officers, our Company has not paid any sum, any non-salary related amount or benefit to any of its officers or to its employees including amounts towards superannuation, ex-gratia/ rewards.

Except statutory benefits upon termination of employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of such officer's employment in our Company or

superannuation. Contributions are made by our Company towards provident fund, gratuity fund and employee state insurance.

Except as stated under section titled '***Financial Information***' beginning on page 155 of this Prospectus, none of the beneficiaries of loans and advances or sundry debtors are related to our Company, our Directors or our Promoters.

Relationship amongst the Key Managerial Personnel of our Company

None of our Key Managerial Personnel are related to other Key Managerial Personnel.

Arrangement and Understanding with Major Shareholders/Customers/ Suppliers

None of the above Key Managerial Personnel have been selected pursuant to any arrangement/ understanding with major shareholders/customers/suppliers.

Details of Service Contracts of the Key Managerial Personnel

Except for the terms set forth in the appointment letters, the Key Managerial Personnel have not entered into any other contractual arrangements with our Company for provision of benefits or payments of any amount upon termination of employment.

Employee Stock Option or Employee Stock Purchase

Our Company has not granted any options or allotted any Equity Shares under the ESOP Scheme as on the date of this Prospectus.

Loans availed by Directors / Key Managerial Personnel of our Company

None of the Directors or Key Managerial Personnel have availed loan from our Company which is outstanding as on the date of this Prospectus.

Changes in Our Company's Key Managerial Personnel during the last three (3) years

Name	Date of Event	Nature of Event
Mr. Pratapsingh B. Zala	April 02, 2019	Appointment as Chief Financial Officer
Mr. Khushant Gupta	April 26, 2019	Appointment as Managing Director
Mr. Tej Bharatbhai Hanj	June 01, 2019	Appointment as a Company Secretary

OUR PROMOTER AND PROMOTER GROUP

Our Promoters

The Promoters of our Company are Mr. Khushant Gupta, Mr. Mithleshkumar M Agrawal, Qmin Pharma Private Limited and Miracle Stores Private Limited. As on the date of this Prospectus, our Promoters hold an aggregate of 43,60,950 Equity Shares, aggregating to 98.50% of the pre- issued, subscribed and paid-up Equity Share capital of our Company. For further details, see ***"Capital Structure"*** on page 60 of this Prospectus.

The brief profile of Promoters of our Company

1. Details of Individual Promoters

Mr. Khushant Gupta 	**Mr. Khushant Gupta,** aged about 21 years, is the Promoter and Managing Director of the company.He has an experience of two years in the field of Textile Industry. He has completed his graduation from Gujarat University in the year 2018. He has been appointed as the Managing Director of the company w.e.f April 26, 2019. For further details, please refer to section titled 'Our Management' beginning on page 134 of this Prospectus. Permanent Account Number: BYLPG9497F Aadhar No.: 3016 1366 3424 Voter's identification card No.: SDL1944537 Passport No.: T2825830 Driving License No.: GJ27 20140009056 Name of Bank: The Kalupur Commercial Co-Operative Bank Limited Bank Account Number: 04810101993 Position/posts held in the past : Director Directorship held: As mentioned under titled 'Our Management' Other Ventures: N.A
Mr. Mithleshkumar M Agrawal 	**Mr. Mithleshkumar M Agrawal**, aged 56 years, is the Promoter and Non-Executive Director of our company. He passed secondary examination from Rajasthan Board. He looks after the administration part of the Company. He has more than 10 years of experience in textile industry. He is associated with our company since February 15, 2018 Permanent Account Number: AVCPA6038M Aadhar No.:5989 5389 0883 Voter's identification card No.: SDL1573211 Passport No.: NA Driving License No.: NA

	Name of Bank: State Bank of India Bank Account Number: 20061841852 Position/posts held in the past: Director Directorship held: As mentioned under titled 'Our Management' Other Ventures: N.A

2. Details of Corporate Promoters

i. M/s Qmin Pharma Private Limited

Corporate Information

M/s Qmin Pharma Private Limited is the Corporate Promoter of our Company. The company was incorporated on December 18, 2009 under the Companies Act, 1956 with a certificate of incorporation issued by the Registrar of Companies, Ahmedabad. Its corporate identity number is U51397GJ2009PTC058937 and its registered office is located at 28, Sahajanand Palace, Near shrusti bunglows, Thaltej, Ahmedabad -380059, Gujarat, India. The Paid up share capital of the company is ₹. 1,00,000/-

The Main objects of the company is to carry on business either itself or/and for others as manufacturers, representatives, dealers, factors, agents, stockiest, suppliers, consultant, exporter, importer, trader, whole sellers, retailers, packers, distributors to market, assemble distribute/redistribute, pack, repack, store all kind of types, nature and description of medicines or medicinal products, pharmaceutical, medicines, common, drugs, liquid and other intermediate products and applications prescribed under any branch of medicine including homeopathy, herbal, ayurved, unani, naturopathy, osteopathy for oral, intra muscular, parental and external application under any therapy for whatever purposes such as prevention, cure prophylactic and nourishments.

As on the date of this Prospectus, Qmin Pharma Private Limited holds 49.00% of the pre-issue paid-up capital of our company.

Board of Directors:

The Board of Directors of Qmin Pharma Private Limited as on date of this Prospectus are:

1 Khushant Gupta
2 Mithleshkumar M Agrawal

Audited Financial Position

Standalone Financial position of Qmin Pharma Private Limited is as follows;

(₹ in Lakh)

Particulars	**For the year ended March 31**		
	2019	**2018**	**2017**
Share Capital	1.00	1.00	1.00
Reserves and Surplus (excluding Revaluation Reserve and Less Miscellaneous Expenses, if any)	(0.27)	(0.34)	(0.31)
Net worth	**0.73**	**0.66**	**0.69**

Income including other income	1.54	NIL	NIL
Profit/ (Loss) after tax	0.07	(0.04)	(0.03)
Earnings per share (face value of 10 each)	0.73	(0.35)	(0.25)
Net asset value per share (₹)	7.28	6.55	6.9

Consolidated Financial position of Qmin Pharma Private Limited is as follows;

(₹ in Lakh)

Particulars	**For the year ended March 31**		
	2019	**2017**	**2016**
Share Capital	1.00	1.00	1.00
Reserves and Surplus (excluding Revaluation Reserve and Less Miscellaneous Expenses, if any)	55.35	25.78	18.34
Net worth	**56.35**	**26.78**	**19.34**
Income including other income	1.54	NIL	NIL
Profit/ (Loss) after tax	0.08	(0.04)	(0.03)
Earnings per share (face value of 10 each)	0.79	(0.35)	(0.25)
Net asset value per share (₹)	563.49	267.77	193.44

Shareholding pattern

Shareholding pattern as on date is as follows;

Sr. No.	**Name of Shareholders**	**No. of shares held**	**% of Shareholding**
1.	Mithleshkumar M Agrawal	2600	26.00%
2.	Khushant Gupta	4,900	49.00%
3.	Bharti Gupta	2,500	25.00%
TOTAL		**10,000**	**100.00%**

ii. M/s Miracle Stores Private Limited

Corporate Information

M/s Miracle Stores Private Limited is the Corporate Promoter of our Company. The company was incorporated on August 09, 2004 under the Companies Act, 1956 with a certificate of incorporation issued by the Registrar of Companies, Ahmedabad. Its corporate identity number is U51393GJ2004PTC044579 and its registered office is located at 28, Sahajanand Palace, Near Shrusti bunglows, Thaltej Ahmedabad -380059, Gujarat, India. The Paid up share capital of the company is ₹. 1,00,000/-

The Main objects of the company is to sell, purchase, import, export, deal in and setup, run and franchise chain of retail stores dealing in furniture and furniture accessories, home and office accessories, gift including vases, frames, candle, decorative, pieces, wallpapers, art and pictures, clock, pots, desk accessories, mirror, glasses,

license, hardware, lights and lights fixtures, art facts and handicraft items made of all material silver and artificial jewellery, home textile and home furnishings bath products, ready-made garments.

As on the date of this Prospectus, Miracle Stores Private Limited holds 49.00% of the pre-issue paid-up capital of our company.

Board of Directors:

The Board of Directors of Miracle Stores Private Limited as on date of this Prospectus are:

1 Khushant Gupta
2 Mithleshkumar M Agrawal

Audited Financial Position

Standalone Financial position of Miracle Stores Private Limited is as follows;

(₹ in Lakh)

Particulars	**For the year ended March 31**		
	2019	**2018**	**2017**
Share Capital	1.00	1.00	1.00
Reserves and Surplus (excluding Revaluation Reserve and Less Miscellaneous Expenses, if any)	0.74	0.71	0.75
Net worth	**1.74**	**1.71**	**1.75**
Income including other income	0.30	NIL	NIL
Profit/ (Loss) after tax	0.02	(0.04)	(0.03)
Earnings per share (face value of 10 each)	0.29	(0.35)	(0.25)
Net asset value per share (₹)	17.43	17.14	17.49

Consolidated Financial position of Miracle Stores Private Limited is as follows;

(₹ in Lakh)

Particulars	**For the year ended March 31**		
	2019	**2018**	**2017**
Share Capital	1.00	1.00	1.00
Reserves and Surplus (excluding Revaluation Reserve and Less Miscellaneous Expenses, if any)	57.70	26.84	19.40
Net worth	**58.70**	**27.84**	**20.40**
Income including other income	0.30	NIL	NIL
Profit/ (Loss) after tax	0.03	(0.04)	(0.03)
Earnings per share (face value of 10 each)	0.29	(0.35)	(0.25)

Net asset value per share (₹)	587.02	278.36	204.03

Shareholding pattern

Shareholding pattern as on the date of Prospectus is as follows;

Sr. No.	Name of Shareholders	No. of shares held	% of Shareholding
1.	Mithleshkumar M Agrawal	2,600	26.00%
2.	Khushant Gupta	4,900	49.00%
3.	Bharti Gupta	2,500	25.00%
TOTAL		**10,000**	**100.00%**

We confirm that the Permanent Account Number, Bank Account Number and Passport Number of our Promoters have been submitted to the Stock Exchange at the time of filing of this Prospectus.

Further, our Promoter, Our Promoter Group and relatives of our Promoter have confirmed that they have not been identified as willful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by the RBI.

Neither our Promoters nor members of our Promoter Group or any persons in control have been debarred or restricted from accessing the capital markets for any reason, by SEBI or any other authorities. Our Promoters are not, nor has been a promoter, director or person in control of any company which is debarred or restricted from accessing the capital markets for any reason, by SEBI or any other authorities.

Change in management and control of the Company

There has been no change in the control or management of our Company during last five (5) years.

Interests of our Promoters

Interest in the promotion of the Company

As on the date of this Prospectus, our Promoters hold an aggregate of 43,60,950 Equity Shares, aggregating to 98.50% of the pre-Issue issued, subscribed and paid-up Equity Share capital of our Company.

Our Promoters are interested in our Company only to the extent of their respective Equity shareholding in our Company and any dividend distribution that may be made by our Company in the future. For details pertaining to our Promoters' shareholding, please refer to section titled '***Capital Structure***' beginning on page 60 of this Prospectus.

Interest in property, land, construction of building, supply of machinery

Our Promoter does not have any interest in any property acquired by our Company within three years preceding the date of filing this Prospectus or any property proposed to be acquired by our Company or in any transaction with respect to the acquisition of land, construction of building or supply of machinery or any other contract, agreement or arrangement entered into by our Company and no payments have been made or are proposed to be made in respect of these contracts, agreements or arrangements except as stated in "***Financial Statements***" on page 155 of this Prospectus.

Interest as Guarantor

All of our Promoters, have extended personal guarantees in favour of Abhyudaya Co-Operative Bank Limited in relation to the borrowing facilities availed by our Company. In the event any such guarantees are revoked, our lenders may require us to furnish alternate guarantees, demand repayment of the amounts outstanding under the respective facilities or even terminate such facilities.

Interest as a Director

Mr. Khushant gupta is the Managing Director of the Company and Mr. Mithleshkumar M Agrawal is the Non-Executive Director of the company and they may be deemed to be interested of their appointment and reimbursement of expenses payable to them. Similarly. For further details, please refer to section titled '***Our Management***' beginning on page 134 of this Prospectus.

Our Promoter is not interested as a member of a firm or company, and no sum has been paid or agreed to be paid to him or to such firm or company in cash or shares or otherwise by any person either to induce him to become, or to qualify him as a Director or for services rendered by our Promoter or by such firm or company in connection with the promotion or formation of our Company.

Payment of Amounts or Benefits to our Promoters or Promoter Group during the last two years

Except as stated in '***Financial Statement***' on page 155 of this Prospectus, no amount or benefit has been paid by our Company to our Promoters or the members of our Promoter Group since the incorporation of the Company

Our Promoter Group

In addition to our Promoters named hereinabove, the following natural persons are part of our Promoter Group in terms of Regulation 2(1)(pp) (ii) of SEBI (ICDR) Regulations, 2018:

Name of our Promoter	Name of The Relatives	Relationship with the Relative
Khushant Gupta	Vishnu Gupta	Father
	Hemlatta Gupta	Mother
	NA	Wife
	Keyur Gupta	Brother(S)
	NA	Sister(S)
	NA	Son(S)
	NA	Daughter(S)
	NA	Wife's Father
	NA	Wife's Mother
	NA	Wife's Brother(S)
	NA	Wife's Sister(S)
Mithleshkumar M Agrawal	Mulchand Ramjilal Agrawal	Father
	Narabada Agrawal	Mother
	Shashiben Mithleshkumar Agrawal	Wife
	NA	Brother(S)

Name of our Promoter	Name of The Relatives	Relationship with the Relative
	NA	Sister(S)
	Bhavesh Agrawal	Son(S)
	Pooja Agrawal	Daughter(S)
	Gangashaya Gupta	Wife's Father
	Chandaben Agrawal	Wife's Mother
	Tarak Agrawal Vishnu Gupta	Wife's Brother(S)
	Sumitra Agrawal	Wife's Sister(S)

Our Promoter Group as defined under Regulation 2(1)(pp)(iii) of the SEBI (ICDR) Regulations, 2018 includes following entities:

a) Individual Promoter group

Nature of Relationship	Mr. Khushant Gupta	Mr. Mithleshkumar M Agrawal
Any body corporate in which Promoter or Immediate relative or a firm/HUF in which core promoter or immediate relative is partner/proprietor holds individually or collectively 20% shareholding and more.	1. Qumin Pharma Private Limited 2. Miracle Stores Private Limited 3. Hillary Fashion Cotfab Limited	1. Qumin Pharma Private Limited 2. Miracle Stores Private Limited
Any body corporate in which a body corporate mentioned above holds 20% or more of the total shareholding.	Vaxtex Cotfab Limited	
Any HUF / Firm in which Core Promoter or Immediate relative holds individually or collectively 20% stake and more.	N.A	N.A

b) Corporate Promoter group

Relationship with Core Promoter	Qmin Pharma Private Limited	Miracle Stores Private Limtied
A subsidiary or holding company of that company	NIL	
Any company in which the Core Corporate Promoter holds 20% or more of the total shareholding or which holds 20% or more of the total shareholding of the Core Corporate Promoter	Vaxtex Cotfab Limited	
Any company in which a group of individuals or companies or combinations thereof who holds 20% or more of the equity capital in that company, also hold 20% or more of the equity capital of the issuer company	N.A	N.A

Companies with which the Promoters has disassociated in the last three years

None of our Promoters have disassociated themselves from any of the companies, firms or entities during the last three years preceding the date of this Prospectus.

Interest in the Intellectual Property of the Company

Our corporate name and logo has not been registered.

Experience of Promoters in the line of business

Our Promoter is well experienced in the Company's line of business. The Company shall also endeavor to ensure that relevant professional help is sought as and when required in the future.

Litigation details pertaining to our Promoters

For details on litigations and disputes pending against the Promoters and defaults made by our Promoters, please refer to section titled '***Outstanding Litigations and Material Developments***' beginning on page 200 of this Prospectus.

DIVIDEND POLICY

Under the companies Act, 2013, an Indian company pays dividends upon a recommendation of its Board of Directors and approved by majority of the shareholders. Under the Companies Act, 2013 dividends may be paid out of profits of a company in the year in which the dividend is declared or out of the undistributed profits or reserves of the previous years or out of both.

Our Company does not have a formal dividend policy. Any dividend to be declared shall be recommended by the Board of Directors depending upon the financial condition, results of operations, capital requirements and surplus, contractual obligations and restrictions the terms of the credit facilities and other financing arrangements of our company at the time a dividend is considered, and other relevant factors and approved by the Equity Shareholders at their discretion. Our company has not paid any dividend for the last three years.

Dividends are payable within 30 days of approval by the Equity Shareholders at the annual general meeting of our company and in case of interim dividend within 30 days of declaration by the Board of Directors. When dividend are declared, all the Equity Shareholders whose name appear in the register of members of our company as on the "record date" are entitled to be paid the dividend declared by our company. Any Equity shareholders who ceases to be an Equity Shareholder prior to the recorded date, or who becomes an Equity Shareholder after the record date, will not be entitled to the dividend declared by our company.

Vaxtex

SECTION IX - FINANCIAL STATEMENTS

RESTATED FINANCIAL INFORMATIONS

INDEPENDENT AUDITOR'S REPORT ON RESTATED FINANCIAL STATEMENTS OF VAXTEX COTFAB LIMITED

To,

The Board of Directors,
VAXTEX COTFAB LIMITED
Survey No. 230,
Opp. Mariya Park,
B/h. Ranipur Village,
Saijpur - Gopal, Narol,
Ahmedaba-382405, Gujarat.

Dear Sir/Ma'am,

1. We have examined the attached Restated Summary Statement along with the significant accounting policies and related notes of Vaxtex Cotfab Limited (the 'Company') as at and for the period ended June 30, 2019, and as at and for the financial years ended March 31, 2019, 2018, 2017 and 2016, annexed to this report and prepared by the Company for the purpose of inclusion in the Offer Document in connection with its proposed Initial Public Offer ("IPO") on the EMERGE Platform of NSE.

2. The said Restated Financial Statements and other Financial Information have been prepared in accordance with the requirements of:
   i. Section 26 of Part I of Chapter III to the Companies Act, 2013("the Act") read with Companies (Prospectus and Allotment of Securities) Rules 2014;
   ii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ("ICDR Regulations") issued by the Securities and Exchange Board of India ("SEBI") in pursuance to Section 11 of the Securities and Exchange Board of India Act, 1992 and related amendments / clarifications from time to time;
   iii. The terms of reference to our engagements with the Company requesting us to carry out the assignment, in connection with the Draft Red Herring Prospectus/ Red Herring Prospectus /Prospectus being issued by the Company for its proposed IPO of equity shares on SME Platform of NSE and
   iv. The Guidance Note on Reports in Company Prospectus (Revised) issued by the Institute of Chartered Accountants of India ("Guidance Note").

3. We have examined the accompanied 'Restated Statement of Profit and Loss' **(Annexure – II)** for the period ended June 30, 2019, and for the financial years ended on March 31, 2019, 2018, 2017 and 2016 and the 'Restated Statement of Assets and Liabilities' **(Annexure – I)** as on those dates, forming Part of the 'Financial Information' dealt with by this Report, detailed below. Both read together with the Significant Accounting Policies and Notes to Accounts **(Annexure – IV & V)** thereon, which are the responsibility of the Company's management. The information has been extracted from the financial statements for the period ended June 30, 2019, and the financial years ended on March 31, 2019, 2018, 2017 and 2016. The Financial Statements for the period ended June 30, 2019, and Financial Statements for the financial years ended March 31, 2019 have been audited by us. The Financial Statements for the financial year ended March 31, 2018, audited by M/s. Niranjan Jain & Co., Chartered Accountants, being the then Statutory Auditors of the Company, and the same has been re-audited by us and the Financial Statements for the financial years ended March 31, 2017 and 2016 were audited by M/s. Niranjan Jain & Co, Chartered Accountants being the then Statutory Auditors of the Company and approved by the Board of Directors and upon which we have placed our reliance while reporting.

4. In terms of Schedule VI (Part A) (11) (II) (i) of the SEBI (ICDR) Regulations, 2009 and other provisions relating to accounts of Vaxtex Cotfab Limited, we, M/s. SSRV AND ASSOCIATES, Chartered Accountants, have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the Peer Review Board of the ICAI.

5. Based on our examination, we further report that:

   a. The Restated Statement of Assets and Liabilities of the Company for the period ended June 30,2019, and for the financial years ended on March 31, 2019, 2018, 2017 and 2016 examined by us, as set out in **Annexure I** to this examination report, are after making adjustments and regrouping as in our opinion were appropriate and more fully described in the statement of significant accounting policies in **Annexure IV** and the Notes to Accounts in **Annexure V**.
   b. The Restated Statement of Profit and Loss of the Company for the period ended June 30, 2019, and for the financial years ended on March 31, 2019, 2018, 2017 and 2016 examined by us, as set out in **Annexure II** to this examination report are after making adjustments and regrouping as in our opinion were appropriate and more fully described in the statement of significant accounting policies in **Annexure IV** and the Statement of Adjustments to the audited financial statements in **Annexure V**.
   c. The Restated Statement of Cash Flows of the Company for the period ended June 30, 2019, and for the financial years ended on March 31, 2019, 2018, 2017 and 2016 examined by us, as set out in **Annexure III** to this examination report, are after making adjustments and regrouping as in our opinion were appropriate and more fully described in the statement of significant accounting policies in **Annexure IV** and the Notes to Accounts in **Annexure V**.
   d. The Restated Financial Statements have been made after incorporating adjustments for:

      i. The changes, if any, in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per the changed accounting policy for all the reporting period /years.
      ii. Prior period and other material amount in the respective financial years to which they relate.

      Which are stated in the Notes to Accounts as set out in **Annexure V**:

   e. Such Financial statements do not require any corrective adjustments on account of:

      i. Other remarks/comments in the Companies (Auditor's Report) Order, 2003 ("the Order"), as amended, issued by the Central Government of India in terms of sub - section (4A) of section 227 of the act, on financial statements of the company for the period ended June 30, 2019, and for the financial years ended on March 31, 2019, 2018, 2017 and 2016.
      ii. Extra-ordinary items that need to be disclosed separately in the accounts requiring adjustments.

6. At the request of the company, we have also examined the following financial information ("Other Financial Information") proposed to be included in the offer document prepared by the management and approved by the board of directors of the company and annexed to this report:

   i) Schedule of Share Capital (Annexure - VI)
   ii) Schedule of Reserves & Surplus (Annexure - VII)
   iii) Schedule of Long Term Borrowings (Annexure – VIII)
   iv) Schedule of Deferred Tax Liabilities (Annexure – IX)
   v) Schedule of Short Term Borrowings (Annexure – X)
   vi) Schedule of Trade Payables (Annexure – XI)
   vii) Schedule of Other Current Liabilities (Annexure – XII)
   viii) Schedule of Short Term Provisions (Annexure – XIII)
   ix) Schedule of Fixed Assets (Annexure - XIV)
   x) Schedule of Non-Current Investments (Annexure – XV)
   xi) Schedule of Long Term Loans & Advances (Annexure – XVI)
   xii) Schedule of Inventories (Annexure – XVII)
   xiii) Schedule of Trade Receivables (Annexure – XVIII)
   xiv) Schedule of Cash and Cash Equivalents (Annexure – XIX)
   xv) Schedule of Short Term Loans & Advances (Annexure – XX)
   xvi) Schedule of Revenue from Operations (Annexure – XXI)
   xvii) Schedule of Other Income (Annexure – XXII)

xviii) Schedule of Purchases (Annexure – XXIII)
xix) Schedule of Changes in Inventory (Annexure – XXIV)
xx) Schedule of employee benefit (Annexure – XXV)
xxi) Schedule of Financial cost (Annexure – XXVI)
xxii) Schedule of Other Expenses (Annexure – XXVII)
xxiii) Schedule of Related Party Transactions (Annexure –XXVIII)
xxiv) Schedule of Contingent Liability (Annexure – XXIX)
xxv) Schedule of Dividend Declared (Annexure –XXX)
xxvi) Statement of Tax Shelter (Annexure – XXXI)
xxvii) Statement of accounting Ratio (Annexure – XXXII)
xxviii)Statement of capitalisation (Annexure – XXXIII)

7. In our opinion, the Restated Financial Statements and the other Financial Information set forth in Annexure I to XXXIII read with the significant accounting policies and notes to the restated financial statements have been prepared in accordance with section 26 of Companies Act, 2013 and the SEBI Regulations and the Guidance Note on the reports in Company Prospectus (Revised) issued by the Institute of Chartered Accountants of India (ICAI).
   Consequently the financial information has been prepared after making such regroupings and adjustments as were, in our opinion, considered appropriate to comply with the same. As a result of these regrouping and adjustments, the amount reported in the financial information may not necessarily be the same as those appearing in the respective audited financial statements for the relevant years.

8. This report should not in any way construed as a re-issuance or re-drafting of any of the previous audit reports issued by the Statutory Auditors nor should this report be construed as a new opinion on any of the financial statement referred to therein.

9. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

10. This report is intended solely for your information and for inclusion in the Offer document in connection with the Company's proposed IPO of equity shares and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For SSRV & Associates
Chartered Accountants
Firm Registration No. 135901W

Vishnu Kant Kabra
Partner
Membership No:
Place: Mumbai
Date December 17, 2019

Vaxtex

Annexure I

STATEMENT OF ASSETS AND LIABILITIES, AS RESTATED

(Rs in lakhs)

Sr. No.	Particulars	As at June 30,	As at March 31		
		2019	**2019**	**2018**	**2017**
	EQUITY AND LIABILITIES				
1)	**Shareholders' Funds**				
	a. Share Capital	442.75	40.25	40.25	40.25
	b. Reserves & Surplus	63.68	432.59	372.39	355.30
		506.44	**472.84**	**412.64**	**395.55**
2)	**Share Application Money Pending Allotment**				-
3)	**Non Current Liabilities**				
	a. Long Term Borrowings	857.27	290.70	20.91	-00
	b. Deferred Tax Liabilities	10.07	9.55	6.06	1.25
	c. Long Term Provisions	-00	-00	-00	-00
		867.33	**300.25**	**26.96**	**1.25**
4)	**Current Liabilities**				
	a. Short Term Borrowings	38.87	38.02	4.25	-00
	b. Trade Payables	510.23	501.99	490.30	61.48
	c. Other Current Liabilities	1.25	3.27	74.73	10.77
	b. Short Term Provisions	48.94	33.92	9.89	0.96
		599.28	**577**	**579**	**73.21**
	T O T A L	**1,969.99**	**1,350.28**	**1,018.76**	**470.00**
	ASSETS				
1)	**Non Current Assets**				
	a. Fixed Assets (Net Block)				
	i. Tangible Assets	244.88	202.57	181.39	37.34
	ii. Intangible Assets	-00	-00	-00	-00
	Gross Block	244.88	202.57	181.39	37.34

	Less: Depreciation	25.13	22.25	11.61	1.17
	Net Block	**219.75**	**180.32**	**169.78**	**36.17**
	iii. Capital Work in Progress			-00	-00
	b. Non Current Investment	7.50	-00	-00	-00
	c. Long Term Loans & Advances**	585.10	445.03	5.00	5.00
	d. Other Non-Current Assets	-00	-00	-00	-00
2)	**Current Assets**				
	a. Inventories	230.87	62.15	128.96	40.22
	b. Trade Receivables	482.04	470.17	308.23	168.53
	c. Cash and Cash Equivalents	36.77	53.01	35.82	4.11
	d. Short Term Loans & Advances	398.33	139.60	370.97	215.98
	e. Other Current Assets	9.63	-00	-00	-00
	T O T A L	**1,969.99**	**1,350.29**	**1,018.76**	**470.00**

Vaxtex

Annexure II

STATEMENT OF PROFIT AND LOSS, AS RESTATED

(Rs in lakhs)

Particulars	As at June 30,	For the year ended March 31,		
	2019	**2019**	**2018**	**2017**
INCOME				
Revenue from Operations	454.11	2197.27	1846.63	442.70
Other Income	0.35	4.53	0.00	3.36
Total Income (A)	**454.46**	**2,201.80**	**1,846.63**	**446.06**
EXPENDITURE				
Purchases	396.24	1373.54	1425.45	443.02
Changes in Inventory	-168.71	66.81	-88.75	-29.84
Employee benefit expenses	45.87	190.03	132.21	12.06
Finance costs	28.64	1.45	0.25	0.02
Depreciation	3.21	10.64	10.44	1.17
Other Expenses	103.11	471.61	339.98	15.79
Total Expenses (B)	**408.37**	**2,114.08**	**1,819.58**	**442.22**
Profit before extraordinary items and tax (C)	**46.09**	**87.72**	**27.05**	**3.84**
Prior period items (Net)	-00	-00	-00	-00
Profit before exceptional, extraordinary items and tax (A-B)	46.09	87.72	27.05	3.84
Exceptional items	-	-	-	-
Profit before extraordinary items and tax	46.09	87.72	27.05	3.84
Extraordinary items	-00	-00	-00	-00
Profit before tax (D)	**46.09**	**87.72**	**27.05**	**3.84**
Tax expense :				
(i) Current tax	11.99	24.03	5.15	0.75
(ii) MAT credit	-	-	-	-
(iii) Deferred tax	0.52	3.49	4.81	1.25
Total Tax Expense (E)	**12.51**	**27.52**	**9.96**	**2.00**
Profit for the year (D-E)	**33.58**	**60.20**	**17.09**	**1.85**

Vaxtex

Annexure III

CASH FLOW STATEMENT, AS RESTATED

(Rs in lakhs)

Particulars	**As at June 30,**	**For the year ended March 31,**		
	2019	**2019**	**2018**	**2017**
Cash flow from operating activities:				
Net Profit before tax as per Profit And Loss account	**43.81**	**87.73**	**27.05**	**3.84**
Adjusted for:				
Preliminary Expenses w/off		-00.0	-00.0	-00.0
Depreciation & Amortisation	3.21	10.64	10.44	1.17
Interest & Financial Charges	28.29	(3.10)	0.25	-00.0
Operating Profit Before Working Capital Changes	**75.31**	**95.27**	**37.74**	**5.01**
Adjusted for (Increase)/ Decrease in:				
Trade Receivables	(11.85)	(161.96)	(139.70)	(147.11)
Inventories	8.23	11.69	428.81	36.40
Short Term Loans and Advances	(258.70)	231.34	(154.99)	(215.85)
Other Current Assets	-168.71	66.81	(88.75)	(29.84)
Trade Payables	13.65	24.03	8.93	0.43
Short Term Provisions	(2.02)	(71.46)	63.96	10.77
Other Current Liabilities	(9.63)	-00.0	-00.0	-00.0
Long Term Provisions	-00.0	-00.0	-00.0	-00.0
Cash Generated From Operations Before Extra-Ordinary Items	-00.0	-00.0	-00.0	-00.0
Direct Tax Paid	**(353.72)**	**195.73**	**156.01**	**(340.19)**
Net Cash Flow from/(used in) Operating Activities: (A)	(11.39)	(24.03)	5.15	0.75
	(365.11)	**171.70**	**150.86**	**(340.94)**
Cash Flow From Investing Activities:	-	-		
Net Additions of Fixed Assets	(42.65)	(21.18)	(144.05)	(37.34)
Long Term Loans & Advances**	0.35	4.53		
Increase / (Decrease) in Non-Current Investment	(140.05)	(440.03)	-00.0	355.84
Net Cash Flow from/(used in) Investing Activities: (B)	(7.50)	-00.0	-00.0	-00.0
	(189.86)	**(456.67)**	**(144.05)**	**318.50**
Cash Flow from Financing Activities:				
Issue of Share Capital	-	-		
Increase / (Decrease) in Long Term Borrowing	-00.0	-00.0	-00.0	-00.0
Increase / (Decrease) in Short Term Borrowing	566.57	269.79	20.91	-00.0
Interest & Financial Charges	0.80	33.80	4.25	-00.0
Long Term Loans & Advances**	(28.64)	(1.43)	(0.25)	-00.0

Net Cash Flow from/(used in) Financing Activities (C)	-00.0	-00.0	-00.0	-00.0
	538.72	**302.16**	**24.91**	**-00.0**
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)				
Cash & Cash Equivalents As At Beginning of the Year	**(16.24)**	**17.19**	**31.71**	**(22.44)**
Cash & Cash Equivalents As At End of the Year	**53.01**	**35.82**	**4.11**	**26.55**
	36.77	**53.01**	**35.82**	**4.11**
Cash & Cash Equivalents comprises of :				
Cash in Hand	35.29	19.29	7.76	3.86
Bank Balance	1.49	33.72	**28.06**	**0.26**
Closing Balance of Cash & Cash Equivalents	**36.77**	**53.01**	**35.82**	**4.11**

Reconciliation of Cash & Cash Equivalents –

(Rs in lakhs)

Particulars	**For the period ended June 30, 2019**	**For the year ended March 31,**		
		2019	**2018**	**2017**
Cash & Cash Equivalents as per Cash flow Statement	**53.01**	**35.82**	**4.11**	**26.55**
Earmarked for Margin Money Deposit	-	-	-	-
Cash & Cash Equivalents as per Statement of Assets & Liabilities	**53.01**	**35.82**	**4.11**	**26.55**

Annexure IV

SIGNIFICANT ACCOUNTING POLICIES

1. Corporate Information

The Company was incorporated as "Foolproof Vyapaar Private Limited" at Kolkata, West Bengal as a Private company under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated December 26, 2005 bearing Corporate Identification Number U51109WB2005PTC106869 issued by Registrar of Companies, Kolkata, West Bengal. Consequent the name of the company was changed from "Foolproof Vyapaar Private Limited" to "Vaxtex Cotfab Private Limited" as approved by shareholders of the company pursuant to a special resolution dated December 18, 2015 and Certificate of Incorporation was issued by Registrar of Companies Ahmedabad, Gujarat dated December 30, 2015. Consequent upon the conversion of the Company to public limited company and as approved by the shareholders of the company pursuant to a special resolution dated March 05, 2018, the name of the Company was changed to "Vaxtex Cotfab Limited" and fresh certificate of incorporation dated March 21, 2018 was issued by the Registrar of Companies, Ahmedabad, Gujarat. The Corporate Identification Number of the Company is U51109GJ2005PLC076930

2. Significant Accounting Policies

a. Basis of preparation

i) The financial statements are prepared under the historical cost convention following accrual basis of accounting and in accordance with the mandatory accounting standards issued by the Institute of Chartered Accountants of India.

ii) Accounting policies not specifically referred to otherwise are consistent and in consonance with generally accepted accounting principles.

b. **Fixed Assets**

Fixed Assets have been stated at cost of acquisition inclusive of expenses directly attributable to the acquisition of such assets. Elements of refundable duties and taxes on capital goods purchased have been reduced from the total cost of such assets.

c. Depreciation

Depreciation on fixed assets has been provided on pro-rata of time basis on Straight Line method at the rates prescribed in Schedule II to the Companies Act, 2013.

d. Investments

Investments are long term and carried at cost. Gains/Loss on sale or transfer of Investments will be recognized in Profit & Loss Account of relevant year.

e. Valuation of Inventories

Inventory has been valued at lower of cost or realizable value based upon average cost method except where the material is specifically identifiable. Cost considered for valuation of inventory is exclusive of VAT component and inclusive of other direct cost incurred for acquiring the respective material on reasonable estimate.

f. Material Events occurring after the balance sheet date

Material events occurring after the date of Balance Sheet have been taken cognizance of liabilities which are material and whose future outcome cannot be ascertained with reasonable certainty have been treated as contingent liability and are disclosed by way of notes to accounts.

g. Revenue Recognition & Purchase

A sale is recognized at the time of dispatching the goods to the customer excluding Goods & Service Tax collected. Purchases are recognized net of Goods & Service Tax.

h. Employee Benefits

i) All short term benefits which are either statutory or contractual or in ordinary course of service norms are recognized as an expenses in Profit & Loss Account.

ii) Post employment and other long term employee benefits like Employee Provident Fund, Employee State Insurance and leave Encashment are recognized as expenses in Profit & Loss Account for the year in which employee has render services, however in case of gratuity the liability have not been ascertained or valued and the same will be provided by the Company at the time of payment or at subsequent years

iii) The payment of gratuity act 1972 provides for payment of gratuity to employees employed in factories shop and other establishment who have put in a continuous service of 5 (five) years, in the event of their superannuation retirement, resignation, death or disablement due to accident or diseases. The rule of 'five year continuous service is however relaxed in case of death or disablement of employee. Gratuity is calculated at the rate of 15 (fifteen) days wages for every completed year of service with the employer. Presently an employer is obliged for gratuity pay out of for an employee. Company not comply with this proviso of The payment of gratuity act 1972

i. Preliminary & Share Issue Expense

Preliminary and Share Issue expenses are written off in the year in which such expenditure is incurred.

j. Prior Period Adjustments

Expenses and income pertaining to earlier / previous years are accounted as Prior Period Items.

k. Borrowing Costs

Borrowing costs directly attributable to the acquisition or construction of qualifying fixed assets are capitalized as part of cost of assets, up to the date, the asset is put to use. Other borrowing costs are charged to the Profit & Loss Account in the year in which they are incurred.

l. Provision for Current & Deferred Tax

The provision for current taxation is based on book profit, Short or excess provision made in current year is duly accounted for in next reporting financial year. Deferred tax resulting from "timing differences" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the Balance Sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is a virtual certainty that the asset will be realised in future.

m. Impairment of Assets

An assets is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Account in the year in which assets are identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been change in the estimate of recoverable amount.

Annexure V

NOTES TO ACCOUNTS

1. Managerial Remuneration
(M in lakhs)

Particulars	June 30th, 2019	For the year ended March 31,			
		2019	2018	2017	2016
Salaries and Allowances	1.50	13.92	3.56	5.00	3.00
T O T A L	**13.92**	**13.92**	**3.56**	**5.00**	**3.00**

2. Remuneration to Auditors
(M in lakhs)

Particulars	June 30th, 2019	For the year ended March 31,			
		2019	2018	2017	2016
Statutory Audit Fees	0.00	1	0.25	0.11	0.08

3. Deferred Tax
(Rs in lakhs)

Particulars	June 30th, 2019	For the year ended March 31,			
		2019	2018	2017	2016
Deferred tax liabilities/(assets) arising on account of timing difference in:					
Opening Balance	(9.55)	-6.05	-1.25	0	0
Depreciation	(0.52)	(3.50)	-4.93	-1.25	0
Gratuity Expenses		0	0.13	0	0
disallowance us 43b		0	0	0	0

Closing Balance	**(10.07)**	**(9.55)**	**-6.05**	**-1.25**	**0**

4. The company has not received any intimation from supplier regarding their status under micro, small and medium enterprises development Act, 2006 and hence disclosure, if any, in relation to amount unpaid as at the yearend together with interest payable as required under the said Act have not furnished.
5. The Management has confirmed that adequate provisions have been made for all the known and determined liabilities and the same is not in excess of the amounts reasonably required.
6. The Company has during the period ended June 30,2019 revised its accounting policy for Revenue Recognition wherein it has discontinued the inclusion of Branch transfers as part of revenue from Operations and similar effect on the purchases of the Company. The Company believes that this policy change will present more appropriate financial picture of the Company. Further, the above policy change does not affect the Net profit of the Company and hence is not material to that extent.
7. There is no Auditor's Qualification in any of the audited Financial Statements as at and for the periods ended June 30, 2019.

ADJUSTMENTS MADE IN RESTATED FINANCIAL STATEMENTS / REGROUPING NOTES

I. Adjustments having impact on profit

Profit & Loss A/c

(Rs in lakhs)

Particulars	**30th June,**	**For the year ended March 31,**			
	2019	**2019**	**2018**	**2017**	**2016**
Profit as per Audited Financials	33.58	60.20	17.09	1.85	0.78
Less : Gratuity Expenses	-00	-00	-00	-00	-00
Add / (Less) : Difference in Deferred tax rectified	-00	-00	-00	-00	-00
Profit as per Restated Financials	33.58	60.20	17.09	1.85	0.78

Reserves & Surplus affecting Equity (Profit & Loss Balance)

(Rs in lakhs)

Particulars	**30th June,**	**For the year ended March 31,**			
	2019	**2019**	**2018**	**2017**	**2016**
Balance as per Audited Financials	63.68	79.34	19.14	2.05	0.21
Difference in Depreciation	0	0	0	0	0
Difference in Deferred tax rectified for earlier year	-00	-00	-00	-00	-00
Difference in Deferred tax rectified for current year	-00	-00	-00	-00	-00

Less: Gratuity Provision For Current Years	0	0	0	0	0
Less: Gratuity Provision For Earlier Years	0	0	0	0	0
Balance as per Restated Financials	63.68	79.34	19.14	2.05	0.21

II. Adjustments not having impact on profit

Appropriate adjustments have been made in the restated summary statements, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the groupings as per the audited financial statements of the Company, prepared in accordance with Schedule III and the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018.

Vaxtex

Annexure VI

STATEMENT OF SHARE CAPITAL, AS RESTATED

(Rs in lakhs)

Reconciliation of number of shares outstanding:

Particulars	30th June,	As at March 31			
	2019	2019	2018	2017	2016
Equity Share Capital	-	-			
Authorised Share capital					
62,50,000/- Equity Shares of Rs. 10/- each.	625.00	41.00	41.00	41.00	41.00
T O T A L	**625.00**	**41.00**	**41.00**	**41.00**	**41.00**
Issued, Subscribed and Fully Paid Up Share Capital					
4,02,500 Equity Shares of Rs. 10/- each fully paid up	442.75	40.25	40.25	40.25	40.25
PY 4,02,500 Equity Shares of Rs. 10/- each fully paid up					
T O T A L	**442.75**	**40.25**	**40.25**	**40.25**	**40.25**

Terms and rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10/- per share. Each holder of equity shares is eligible to one vote per share. In the event of liquidation, the equity shares holders are eligible to receive remaining assets of the Company after distribution of all preferential amounts, in the proportion to their shareholding.

Details of shareholders holding more than 5% shares in the Company

Particulars	30th June,	As at March 31			
List Of Share holing	**2,019**	**2,019**	**2,018**	**2,017**	**2,016**
MIRACLE STORES PRIVATE LIMITED	2169475	197225	197225	197225	197225
QMIN PHARMA PRIVATE LIMITED	2169475	197225	197225	197225	197225
	4338950	394450	394450	394450	394450

Aggregate number of bonus shares issued during the period of five years immediately preceeding the reporting date:

Particulars	30th June,	As at March 31			
Financial Years	**2,019**	**2,019**	**2,018**	**2,017**	**2,016**
Fully paid up bonus shares (Rs 10/- each)	4025000	**Nil**	**Nil**	**Nil**	**Nil**

Annexure VII

STATEMENT OF RESERVES AND SURPLUS

(Rs in lakhs)

Particulars	30th June,	As at March 31			
	2019	**2019**	**2018**	**2017**	**2016**
Profit & Loss A/c					
Opening Balance	79.33	19.14	2.05	0.21	(0.57)
Add / (Less): Changes during the year					
Add: Profit After Tax	33.58	60.20	17.09	1.85	0.78
less: Defrred Tax adjustment of earlier years	-00	-00	-00	-00	-00
less: Adjustment For Depreciation	-00	-00	-00		-00
less: Issues of Bonus Share	(49.24)				
less: Grautity Provision for Eariler Years	-00	-00	-00	-00	-00
Add/Less : Adjusment for fixed Assets					
Total (a)	**63.68**	**79.34**	**19.14**	**2.05**	**0.21**
Share Premium Account					
Opening Balance	353.25	353.25	353.25	353.25	353.25
Add: Additions					
less: Bonus Shares Issued	(353.25)				
Total (b)	**-00**	**353.25**	**353.25**	**353.25**	**353.25**
General Reserve					

Opening Balance	-00	-00	-00	-00	-00
Add / (Less): Changes during the year					
Add : Amount transferred from Profit & Loss A/c					
Add : Amount transferred from Capital Redemption Reserve	-00	-00	-00		
Closing balance ©	-00	-00	-00	-00	-00
Capital Redemption Reserve					
Opening Balance	-00	-00	-00	-00	-00
Add : Amount transferred from Profit & Loss A/C					
Less : Amount transferred to General Reserve	-00	-00	-00		
Closing Balance (d)	-00	-00	-00	-00	-00
Total Reserves (a+b+c+d)	**63.68**	**432.59**	**372.39**	**355.30**	**353.46**

Annexure VIII

STATEMENT OF LONG TERM BORROWINGS, AS RESTATED

(Rs in lakhs)

Particulars	**30th June**	**As at March 31**			
	2019	**2019**	**2018**	**2017**	**2016**
(a) Debenture and Bonds	-	-	-	-	-
(b) Term Loan	-	-	-	-	-
(i) From Bank	761	250	-	-	-
(c) Deferred Payment Liability	-	-	-	-	-
(d) Deposits	-	-	-	-	-
(e) Loan and Advances From Related Parties	-	-	-	-	-
Directors	-	-	-	-	-
(f) Unsecured Loans (Bhakti K Gupta)	96.43	40.70	20.91	-	-

- **Total**	**857.27**	**290.70**	**20.91**		**-**

Note: For details of the terms of sanction, maturity and other details of outstanding loans please refer the chapter "Financial Indebtedness" on page no. 198 of this Prospectus.

Annexure IX

STATEMENT OF DEFERRED TAX LIABILITIES, AS RESTATED

(Rs in lakhs)

Deferred Tax Working	**30th June**	**As at March 31**			
Particulars	**2019**	**2019**	**2018**	**2017**	**2016**
Depreciation as per Books	3.21	11.60	10.44	1.17	-00.00
Depreciation as per Income Tax	7.35	22.91	26.41	5.20	-00.00
Diff of Dep - (DTL) / DTA (A)	(4.14)	(11.31)	(15.97)	(4.03)	-00.00
Gratuity Expenses debited in P & L	-00.00	-00.00	-00.00	-00.00	-00.00
Gratuity Expenses as per IT	-00.00	-00.00	-00.00	-00.00	-00.00
Diff of Expenses allowable in IT - (DTL) / DTA (B)	-00.00	-00.00	0.41	-00.00	-00.00
Provision or sums payable for tax, duty cess, payable & not paid (43B)					
opening balance	-00.00	-00.00	-00.00	-00.00	-00.00
addition	-00.00	-00.00	-00.00	-00.00	-00.00
deletion	-00.00	-00.00	-00.00	-00.00	-00.00
closing balance (C)	-00.00	-00.00	-00.00	-00.00	-00.00
Time Difference	(4.14)	(11.31)	(15.56)	(4.03)	-00.00
Tax Rate	26.00%	30.90%	30.90%	30.90%	30.90%
(DTL) / DTA on (a) & (b)	(1.08)	(3.50)	(4.81)	(1.25)	-00.00
Exess Provision in last year	0.55	-00.00	-00.00	-00.00	-00.00
Op. Bal. of Deferred Tax Account	(9.55)	(6.05)	(1.25)		
Cl. Bal. of Deferred Tax Account	(10.07)	(9.55)	(6.05)	(1.25)	-00.00

Annexure X

STATEMENT OF SHORT TERM BORROWINGS, AS RESTATED

(Rs in lakhs)

Particulars	**30th June**	**As at March 31**

	2019	2019	2018	2017	2016
Secured Loan					
Gujarat Mer. Co-Op. Bank Ltd	17.12	38.02	-00	-00	-00
Unsecured Loan					
Loans & Advances	21.75		4.25		
T O T A L	**38.87**	**38.02**	**4.25**	**-00**	**-00**

Note: For details of the terms of sanction, maturity and other details of outstanding loans please refer the chapter "Financial Indebtedness" on page no.198 of this Prospectus.

Annexure XI

STATEMENT OF TRADE PAYABLE, AS RESTATED

(Rs in lakhs)

Particulars	30th June	As at March 31			
	2019	2019	2018	2017	2016
Micro, Small, Medium Enterprises					
Others					
Trade payable	510.23	501.99	490.30	61.48	25.08
T O T A L	**510.23**	**501.99**	**490.30**	**61.48**	**25.08**

Annexure XII

STATEMENT OF OTHER CURRENT LIABILITIES, AS RESTATED

(Rs in lakhs)

Particulars	30th June	As at March 31			
	2019	2019	2018	2017	2016
Other Current Liability	1.25	3.27	74.73	10.77	-00
TOTAL	**1.25**	**3.27**	**74.73**	**10.77**	**-00**

Annexure XIII

STATEMENT OF SHORT TERM PROVISIONS, AS RESTATED

(Rs in lakhs)

Particulars	30th June	As at March 31			
	2019	2019	2018	2017	2016
Income tax	41.17	29.18	5.15	0.75	0.35
Provisions for Expenses	4.26	1.45	2.26	0.21	0.18
Statutory Dues	3.51	3.29	2.48	-00	-00
T O T A L	**48.94**	**33.92**	**9.89**	**0.96**	**0.53**

Annexure XIV

STATEMENT OF FIXED ASSETS, AS RESTATED

TANGIBLE ASSETS

(Rs in lakhs)

Particulars	30th June	As at March 31			
	2019	2019	2018	2017	2016
PLANT AND MACHINERY					
Gross Block	201.80	175.86	31.98	-	-
Addition during the year	42.65	60.18	143.88	31.98	-
Reductions during the year	-	34.24	-	-	-
Adjusted to General Reserves	-	-	-	-	-
Depreciation During the year	3.20	11.54	10.07	1	-
Accumulated Depreciation	25.03	21.83	11.19	1.11	-
Net Asset written off	-	-	-	-	-

Net Depreciation written off	-	0.90	-	-	-
Closing Balance	**219.42**	**179.98**	**164.68**	**30.87**	**-**
New Bore					
Gross Block	-	5.36	5.36	-	-
Addition during the year			-	5.36	-
Reductions during the year	-	**5.02**	-	-	-
Adjusted to General Reserves	-	-	-	-	-
Depreciation During the year	-	-	**0.34**	**0**	-
Accumulated Depreciation	-	0.34	0.39	0.05	-
Net Asset written off	-	-	-	-	-
Net Depreciation written off	-	**0.05**	-	-	-
Closing Balance	-	**(0.00)**	**4.97**	**5.30**	-
Computers					
Gross Block	0.17	0.17	-	-	
Addition during the year	-	-	**0.17**		
Reductions during the year	-	-	-		
Adjusted to General Reserves	-	-	-		
Depreciation During the year	**0.01**	**0.04**	**0.03**		
Accumulated Depreciation	0.08	0.07	0.03		
Net Asset written off	-	-	-		
Net Depreciation written off	-	-	-		
Closing Balance	**0.09**	**0.10**	**0.14**	-	-
Drinking Water Cooler					
Gross Block	0.26	-	-	-	
Addition during the year	-	**0.26**	-		
Reductions during the year	-	-	-		

Adjusted to General Reserves	-	-	-		
Depreciation During the year	**0.00**	**0.01**	-		
Accumulated Depreciation	0.01	0.01	-		
Net Asset written off	-	-	-		
Net Depreciation written off	-	-	-		
Closing Balance	**0.24**	**0.25**	-	-	-
Gross Block	**202.23**	**181.39**	**37.51**	-	-
Addition	**42.65**	**60.44**	**143.88**	**37.34**	-
Deletion	-	**39.26**	-	-	-
Total Depreciation For the Year	**3.21**	**10.64**	**10.44**	**1.17**	-
Total Accumulated Depreciation	**25.12**	**22.25**	**11.61**	**1.17**	-
Net Block	**219.75**	**180.32**	**169.78**	**36.17**	-

Annexure XV

STATEMENT OF OTHER NON-CURRENT ASSETS AS RESTATED

(Rs in lakhs)

Particulars	**30th , June**	**As at March 31**			
	2019	**2019**	**2018**	**2017**	**2016**
Other Investemnts**	**-00**	**-00**	**5.00**	**5.00**	**5.00**
Investemnts Abhyudaya Co-Op Bank	7.5	**-00**	**-00**	**-00**	**-00**
			(5.00)	**(5.00)**	**(5.00)**
Total	**7.50**	**-00**	**-00**	**-00**	**-00**

** As per the financial statement company had shown non-current Investment in 2016, 2017, and 2018 which is related to advance against good.

Annexure XVI

STATEMNENT OF LONG TERM LOANS AND ADVANCES AS RESTAED

(Rs in lakhs)

Particulars	30th June,	As at March 31			
	2019	2019	2018	2017	2016
Other Loans and Advances**	585.10	445.03	5.00	5.00	360.84
T O T A L	**585.10**	**445.03**	**5.00**	**5.00**	**360.84**

** As per the financial statement company had shown non-current Investment in 2016, 2017, and 2018 which is related to advance against good.

Annexure XVII

STATEMENT OF INVENTORIES, AS RESTATED

(Rs in lakhs)

Particulars	30th June	As at March 31			
	2019	2019	2018	2017	2016
Inventories	230.87	62.15	128.96	40.22	10.38
T O T A L	**230.87**	**62.15**	**128.96**	**40.22**	**10.38**

Annexure XVIII

STATEMENT OF TRADE RECEIVABLES, AS RESTATED

(Rs in lakhs)

Particulars	30th June		As at March 31		
	2019	2019	2018	2017	2016
Trade Receivables					
O/s less than six months	465.71	453.86	219.88	100.87	21.42
unsecured, Considered good	16.33	16.31	88.35	67.66	
-	0.00	0.00	0.00	0.00	0.00

O/s more than six months					
Others					
T O T A L	**482.04**	**470.17**	**308.23**	**168.53**	**21.42**

Annexure XIX

STATEMENT OF CASH & CASH EQUIVALENTS, AS RESTATED

(Rs in lakhs)

Particulars	**30th June**	**As at March 31**			
	2019	**2019**	**2018**	**2017**	**2016**
Cash on hand	35.29	19.29	7.76	3.86	8.12
Balance with Bank	-				
Bank Balance In Current Accounts	1.49	33.72	28.06	0.26	18.43
Total	1.49	33.72	28.06	0.26	18.43
T O T A L	**36.77**	**53.01**	**35.82**	**4.11**	**26.55**

Annexure XX

STATEMENT OF SHORT TERM LOANS AND ADVANCES AS RESTATED

(Rs in lakhs)

Particulars	**30th June,**	**As at March 31**			
	2019	**2019**	**2018**	**2017**	**2016**
Other Loans & Advances (Unsecured, considered good)					
Other Loans & Advances	261.13	32.70	251.93	215.62	0.00
Loans & Advances to Employees	0.00	0.00	0.00	0.00	0.00
Balances with statutory / Government Authorities	139.49	106.90	119.04	0.36	0.13

T O T A L	**401.39**	**139.60**	**370.97**	**215.98**	**0.13**

DETAILS OF OTHER CURRENT ASSETS AND ADVANCES AS RESTATED

Particulars	**30th June,**	**As at March 31**			
	2019	**2019**	**2018**	**2017**	**2016**
Other Loans & Advances (Unsecured, considered good)					
Other Loans & Advances	9.63	0.00	0.00	0.00	0.00
T O T A L	**9.63**	**0.00**	**0.00**	**0.00**	**0.00**

Annexure XXI

STATEMENT OF REVENUE FROM OPERATIONS, AS RESTATED

(Rs in lakhs)

Particulars	**30th June,**	**For the year ended March 31,**			
	2019	**2019**	**2018**	**2017**	**2016**
Trading Revenue	-00.00	-00.00	-00.00	432.27	62.57
Revenue from Job Work	339.25	1,829.12	1,545.49	-00.00	-00
Revenue from Sale of Processed Fabric	114.86	368.15	301.14	-00.00	-00
contract Income	-00.00	-00.00	-00.00	10.43	-00
T O T A L	**454.11**	**2,197.27**	**1,846.63**	**442.70**	**62.57**

Annexure XXII

STATEMENT OF OTHER INCOME AS RESTATED

(Rs in lakhs)

Particulars	**30th June,**	**For the year ended March 31,**			
	2019	**2019**	**2018**	**2017**	**2016**
Other income					
Interest on Overdues	-00	-00	-00	-00	-00

Interest Recd	-00	4.53	-00	3.36	2.85
Commission Income	0.35	-00	-00	-00	-00
Total	**0.35**	**4.53**	**-00**	**3.36**	**2.85**
Net Profit Before Tax as Restated	46.09	87.72	27.05	3.84	1.13
Other Income as % of Net Profit Before Tax	**0.75%**	**5.16%**	**0.00%**	**87.42%**	**253.23%**

Annexure XXIII

STATEMENT OF PURCHASES AS RESTATED

Particulars	**30 June,**	**For the year ended March 31,**			
	2019	**2019**	**2018**	**2017**	**2016**
Purchases					
Purchases	396.24	1,373.54	1,425.45	443.02	67.36
T O T A L	**396.24**	**1,373.54**	**1,425.45**	**443.02**	**67.36**

Annexure XXIV

STATEMENT OF CHANGES IN INVENTORIES AS RESTATED

Changes in inventories	**30 June,**	**For the year ended March 31,**			
Finished Goods	**2019**	**2019**	**2018**	**2017**	**2016**
Inventories at the beginning of the year	62.15	128.96	40.22	10.38	-00.00
Less : Inventories at the end of the year	230.87	62.15	128.96	40.22	10.38
Total	(168.71)	**66.81**	**(88.75)**	**(29.84)**	**(10.38)**

Annexure XXV

STATEMENT OF EMPLOYEE BENEFIT EXPENSES AS RESTATED

Particulars	**30 June,**	**For the year ended March 31,**			
Employee benefit expenses	**2019**	**2019**	**2018**	**2017**	**2016**
Salaries and wages	43.39	172.02	127.38	7.06	1.80
Bonus					
Directors Remuneration	1.50	13.93	3.56	5.00	3.00

Workmen SR. Compensation, staff welfare expenses and Placement Charges	0.98	4.08	1.26	-00.00	-00.00
T O T A L	**45.87**	**190.03**	**132.21**	**12.06**	**4.80**

Annexure XXVI

STATEMENT OF FINANCIAL COST AS RESTATED

Particulars	**30 June,**	**For the year ended March 31,**			
Financial Cost	**2019**	**2019**	**2018**	**2017**	**2016**
Interest on Term Loan (Secured Loans)					
Interest on Cash Credit & Other Facilities	21.86	-	0.05	-	-
Bank Charges & processing fee	6.78	1.45	0.20	0.02	0.01
T O T A L	**28.64**	**1.45**	**0.25**	**0.02**	**0.01**

Annexure XXVII

STATEMENT OF OTHER EXPENSES AS RESTATED

Particulars	**30 June,**	**For the year ended March 31,**			
Other Expenses	**2019**	**2019**	**2018**	**2017**	**2016**
Auditors Remuneration	0.16	1.00	0.25	0.11	0.08
Commission & Brokrage	3.06	12.17	-	0.52	0.56
Business Parmotion	1.87	0.73	-	-	-
Building repair expenses	-	0.14	0.30	-	-
Conveyance	0.05	0.18	0.14	-	-
Courier Expenses	0.23	0.66	0.11	-	-
Factory Expenses	4.03	2.09	0.86	-	-
Legal & Professional Charges	2.14	0.87	0.40	0.10	0.10
Misc. labour charges	1.15	2.39	1.60	-	-
mobile and internet exp	0.03	0.13	0.21	-	-
Office Exps.	0.40	0.16	0.25	0.70	0.36
Petrol & Convence Exps.	0.25	0.96	0.47	1.97	0.19
NSDL Fees	0.22	-	-	-	-
Tea and coffee expenses	0.54	1.44	2.02	0.95	-

New godown rent	2.60	7.58	2.38	-	-
Factory Rent	7.74	2.92	4.50	-	-
Pollution Charges	4.98	-	-	-	-
Electricity bill expenses	37.51	171.56	125.15	0.69	-
Freight Expenses	0.10	-	-	1.84	0.63
Labour Contract Work	30.88	236.78	156.02	-	-
Transportation charges	5.19	24.45	18.86	3.45	-
GST paid	-	0.04	2.31	-	-
Interest on IT	-	0.05	0.10	-	-
Insurance Exp.	-	0.75	-	-	-
Kasar Vatav	-	0.54	1.75	-	-
Local Cartting exp	-	0.08	0.96	-	-
municipality property tax	-	3.95	4.67	-	-
Bonus	-	-	5.72	0.53	-
Donation	-	-	0.31	-	-
Security service	-	-	10.64	-	-
Accounting fees	-	-	-	0.24	-
Site labour Wages	-	-	-	1.70	-
Income Tax paid	-	-	-	0.06	0.00
Machinery repairing expenses	-	-	-	0.57	-
Printing & Stationary Exps	-	-	-	0.62	-
Rent for Office, Room	-	-	-	1.75	0.60
T O T A L	**103.11**	**471.61**	**339.98**	**15.79**	**2.50**

Annexure XXVIII

STATEMENT OF RELATED PARTY TRANSACTIONS, AS RESTATED

As per Accounting Standard 18 on related party disclosure issue by the Institute of Chartered Accountants of India, the Company's related parties are disclosed below:

(vi) Holding Company

2019
MIRACLE STORES PRIVATE LIMITED
QMIN PHARMA PRIVATE LIMITED

(vii) Director /Key Managerial Personnel

	For the year ended March 31,			
30th 'June 2019	**2019**	**2018**	**2017**	**2016**
Mr Khushant Gupta	Mithleshkumar M Agrawal	Mr.Khushant Gupta	Mr. Sanjay Kumar P Agrawal	Mr. Anup Kumar Somani
Mr Mithlesh Agrwal	Mr. Yashwantkumar Rajendrakumar Chatwani	Mr. Mithleshkumar M Agrawal	Mr.Anup Kumar Somani	Mr. Paresh Madhusudan Joshi
Mr Jaimin Gupta	Mr.Sanjay Kumar P Agrawal	Mr.Vikramkumar Tulsidas Jain	Mr.Paresh Madhusudan Joshi	Mr. Manish Bhadviya
Mr Tej Bharatkumar Hanj	Mr.Khushant Gupta		Mr.Khushant Gupta	Mr. Sanjay Kumar P Agrawal
Mr Dhavalbhai Pravinbhai Patel				
Mr Poonam Pravinbhai Panchal				
Mr Pratapsingh Bhoorsingh Zala				

(viii) Associates / Enterprises over which directors and / or their relatives has significant influence

Hillary Fashion Cotfab Ltd
Vaxtex Cotfab (Partnership Firm)
Stitched Textiles Opc Pvt Ltd

(ix) Relatives of Dirctor /KMP

30th June 2019	2019	2018	2017	2016
Hemlatta Gupta	Bhavesh Agrawal	Bhavesh Agrawal	-	-
Vishnudutt Gupta	Chandaben Agrawal	Chandaben Agrawal	-	-
Keyur Gupta	Gangashaya Gupta	Gangashaya Gupta	-	-
Shashi Agrawal	Hema Gupta	Hema Gupta	-	-
Bhavesh Agrawal	Keyur Gupta	Keyur Gupta	-	-
Pooja Agrawal	Mulchand Ramjilal Agrawal	Mulchand Ramjilal Agrawal	-	-
Kanchanben Panchal	Narabada Agrawal	Narabada Agrawal	-	-
Pravinbhai Panchal	Pooja Agrawal	Pooja Agrawal	-	-
Bhruvesh Panchal	Shashiben Mithleshkumar Agrawal	Shashiben Mithleshkumar Agrawal	-	-
Kokila Ben Patel	Sumitra Agrawal	Sumitra Agrawal	-	-
Pravinbhai Patel	Tarak Agrawal	Tarak Agrawal	-	-
	Vishnu Gupta	Vishnu Gupta	-	-

(x) Particulars of Transactions with Related Parties

Director / Key Management Personnel & Relatives

(Rs in lakhs)

Particulars	30th 'June 2019	For the year ended March 31,			
	2019	2019	2018	2017	2016
1) Finance					
Loan Taken	151.71	100.05	-00	-00	-00
Repayment of Loan taken	344.52	204.54	-00	-00	-00
Revenue					
Sales	7.61	6.53	-00	-00	-00
Purchases	33.48	82.48	-00	-00	-00
2) Expenses					
Interest Paid	-00	-00	-00	-00	-00
Remuneration	1.5	13.92	-00	-00	-00
Salary to KMP	0.88	-00	-00	-00	-00
3) issue of Bonus share					

Miracle Stores Private Limited	19,72,250.00	-00	-00	-00	-00
Qmin Pharma Private Limited	19,72,250.00	-00	-00	-00	-00
Bharti Gupta	40,250.00	-00	-00	-00	-00
Kresha Gupta	10,250.00	-00	-00	-00	-00
Khushant Gupta	10,000.00	-00	-00	-00	-00
Mithlesh Gupta	10,000.00	-00	-00	-00	-00
Sanjay Agrawal	10,000.00	-00	-00	-00	-00

Annexure XXIX

STATEMENT OF CONTINGENT LIABILITIES, AS RESTATED

(Rs in lakhs)

Particulars	**June 30**	**As at March 31**			
	2019	**2019**	**2018**	**2017**	**2016**
Contingent Liabilities Income Tax Appeal Ward 10(1), Kolkata 2012 - 13	127.67	127.67	127.67	127.67	127.67
T O T A L	**127.67**	**127.67**	**127.67**	**127.67**	**127.67**

Annexure XXX

SCHEDULE OF DIVIDEND DECLARED, AS RESTATED

Particulars	**June 30th 2019**	**For the year ended March 31,**			
		2019	**2018**	**2017**	**2016**
On Equity Shares					
Fully Paid up Share Capital (₹ in lakhs)	442.75	40.25	40.25	40.25	40.25
Face Value (₹)	10	10	10	10	100
Paid up value per share (₹)	10	10	10	10	100
Rate of Dividend	-		-	-	-
Total Dividend	-		-	-	-
Corporate Dividend tax on above	-		-	-	-

Annexure XXXI

Vaxtex

STATEMENT OF TAX SHELTER, AS RESTATED

(Rs in lakhs)

Particulars	30th June	For the year ended March 31,			
	2019	2019	2018	2017	2016
Tax Rates					
Income Tax Rate (%)	26.00%	26.00%	30.90%	30.90%	30.90%
Minimum Alternate Tax Rate (%)	19.06%	19.06%	19.06%	19.06%	19.06%
Restated Income before tax as per books (A)	**46.09**	**87.72**	**27.05**	**3.84**	**1.13**
Incomes considered separately					
Interest Income	-00.00	4.53	-00.00	3.36	2.85
Rent Income	-00.00	-00.00	-00.00	-00.00	-00.00
Other Income	0.35	-00.00	-00.00	10.43	-00.00
Total Incomes considered separately (B)	**0.35**	**4.53**	**-00.00**	**13.79**	**2.85**
Restated Profit other than income considered separately (C)=(A-B)	**45.74**	**83.19**	**27.05**	**(9.95)**	**(1.73)**
Tax Adjustment					
Permanent Differences					
Gratuity Provision	-00.00	-00.00	-00.00	-00.00	-00.00
Interest on TDS	-00.00	0.05	-00.00	-00.00	-00.00
Income Tax Paid	-00.00	-00.00	-00.00	-00.00	-00.00
Donation	-00.00	-00.00	-00.00	-00.00	-00.00
addition under section 28 to 44DA			5.72	0.06	(0.00)
Total Permanent Differences (D)	**-00.00**	**0.05**	**5.72**	**0.06**	**(0.00)**
	45.74	**83.23**	**32.77**	**(9.89)**	**(1.73)**
Timing Differences					
Depreciation as per Income Tax	(3.21)	(31.80)	(26.41)	(5.20)	-00.00
Depreciation as per Books	7.35	12.23	10.44	1.17	-00.00
Bonus	-00.00	-00.00	-00.00	-00.00	-00.00
Total Timing Differences (E)	**4.14**	**(19.57)**	**(15.97)**	**(4.03)**	**-00.00**

Income From Business or Profession (F)=(C+D+E)	**49.88**	**63.67**	**16.80**	**(13.92)**	**(1.73)**
Income From House Property					
Rent Income	-00.00	-00.00	-00.00	-00.00	-00.00
Standard Deduction	-00.00	-00.00	-00.00	-00.00	-00.00
Taxable income from house property (G)	**-00.00**	**-00.00**	**-00.00**	**-00.00**	**-00.00**
Income From Other Sources					
Interest Income	-00.00	4.53	-00.00	3.36	2.85
Other Income	0.35	-00	-00	10.43	-00
Taxable income from Other Source (H)	**0.35**	**4.53**	**-00.00**	**13.79**	**2.85**
Total Taxable income (F+G+H)	**50.23**	**68.20**	**16.80**	**(0.12)**	**1.12**
Brought forward losses to be set off against			**(0.12)**		
Net Taxable Income	**50.23**	**68.20**	**16.68**	**(0.12)**	**1.12**
Tax on Total Income	**13.06**	**17.73**	**-00.00**	**-00.00**	**0.35**
MAT on Book Profit	**-00.00**	**-00.00**	**5.15**	**(1.88)**	**-00.00**
Tax paid as per normal or MAT	Normal	Normal	MAT	MAT	Normal
Total Tax as per Return	-00.00	-00.00	**5.15**	0.74	0.35

Notes:

1. The aforesaid Statement of tax Shelters has been prepared as per the 'Restated Profit and Loss Account.
2. Income tax return for the period ended March 31, 2020 is yet to be filed.

CHANGES IN ACCOUNTING POLICIES IN THE LAST THREE YEARS

There has been no change in the Accounting Policies in the last three (3) years except as mentioned under Annexure V of this Restated Report.

CHANGES IN ACCOUNTING PERIOD

There has been no change in the accounting period of the Company.

Annexure XXXII

OTHER FINANCIAL INFORMATION

STATEMENT OF ACCOUNTING RATIOS

(Rs in Lakhs)

Particulars	**June 2019**	**As at March 31**

	2019	2019	2018	2017	2016
Restated PAT as per P & L Account	31.90	60.20	17.09	1.85	0.78
Actual Number of Equity Shares outstanding at the end of the year	44,27,500	4,02,500	4,02,500	4,02,500	4,02,500
Equivalent Weighted Avg number of Equity Shares at the end of the year	44,27,500	4,02,500	4,02,500	4,02,500	4,02,500
Share Capital	442.75	40.25	40.25	40.25	40.25
Reserves & Surplus	63.69	432.59	372.39	355.30	353.46
Misc. Expenses not w/off	-00	-00	10.64	-00	-00
Net Worth	506.44	472.84	402.00	395.55	393.71
Earnings Per Share:					
Basic					
Basic & Diluted	0.72	14.96	4.24	0.46	0.19
Restated					
Adjusted Basic & Diluted	0.72	1.36	0.29	0.04	0.02
Return on Net Worth (%)	6.75%	12.73%	4.25%	0.47%	0.20%
Net Asset Value Per Share (Rs) - based on actual no. of equity shares at the end of the year	11.44	117.47	99.88	98.27	97.82
Nominal Value per Equity share (Rs.)	10.00	10.00	10.00	10.00	10.00

Notes to Accounting Ratios:

1) The Ratios have been computed as follows:
   a) Basic EPS (₹) = $\frac{\text{Net profit/ (loss) as restated, attributable to Equity Shareholders}}{\text{Weighted average number of Equity Shares outstanding during the year/period}}$
   b) Return on Net worth (%) = $\frac{\text{Net profit/loss after tax,as restated}}{\text{Net worth excluding preference share capital and revaluation reserve}}$
   c) NAV per Equity Share (₹) = $\frac{\text{Net worth excluding preference share capital and revaluation reserve}}{\text{Outstanding number of Equity shares outstanding during the year/ period}}$
2) Weighted average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the period adjusted by the number of Equity Shares issued during period 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.
3) The Calculation of Earnings Per Share (EPS) as disclosed in the Profit and Loss Account has been made in accordance with Accounting Standard (AS - 20) on Earnings Per Share issued by the Institute of Chartered Accountants of India.
4) As there is no dilutive capital in the company, Basic and Diluted EPS are similar.
5) The above Ratios have been computed on the basis of the Restated Financial Information for the respective period. The above statements should be read with the Notes to Restated Financial Statements.

STATEMENT OF CAPITALIZATION, AS RESTATED

(Rs in lakhs)

Particulars	**Pre Issue (as at 'June 30, 2019)**	**Post Issue**
Borrowings		
Short term debt (A)	38.87	38.87
Long Term Debt (B)	857.27	857.27
Total debts (C=A+B)	**896.14**	**896.14**
Shareholders' funds		
Equity share capital (D)	442.75	602.35
Reserve and surplus - as restated (E)	63.88	287.12
Total shareholders' funds (F=D+E)	**506.44**	**889.47**
Long term debt / shareholders funds	1.70	0.96
Total debt / shareholders funds	1.78	1.01

*Company issued bonus shares on April 26th, 2019 in the ratio of 10:1

Note

The above has been computed on the basis of Restated Financials of the Company

MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

The following discussion and analysis of our financial condition and results of operations are based on, and should be read in conjunction with the Restated Financial Statements, the notes and significant accounting policies thereto and the reports thereon in **"Financial Statements"** beginning on page 155 which have been prepared in accordance with Accounting Standard, the Companies Act and the SEBI ICDR Regulations.

Our financial statements, as included in this Prospectus were prepared in accordance with Accounting Standard and restated in accordance with the requirements of SEBI ICDR Regulations, for the period ended on June 30, 2019 and for the financial years ended March 31, 2019, 2018 and 2017were prepared in accordance with Indian GAAP. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial information included in this Prospectus, nor do we provide a reconciliation of our financial statements to those under U.S. GAAP or IFRS. Accordingly, the degree to which the financial information included in this Prospectus will provide meaningful information depends on the reader's level of familiarity with the Companies Act, Accounting Standard and the SEBI ICDR Regulations. Any reliance on the financial disclosure in this Prospectus, by persons not familiar with Indian accounting practices, should accordingly be limited

Our fiscal year ends on March 31 of each year. Accordingly, unless otherwise stated, all references to a particular Fiscal are to the 12-month period ended March 31 of that year.

This discussion reflects our management's current views with respect to future events and our financial performance. Factors that could cause or contribute to such differences include, but are not limited to, those discussed in the sections titled **"Risk Factors"** and **"Our Business"** beginning on page 17 and 99 respectively of this Prospectus.

Business Overview

We are engaged in the business of Textile processing of fabric and trading. Our Company is engaged in the Processing (dyeing and finishing) of grey fabrics for shirting, suiting, and other accessories and also on outsourcing basis for other fabric / garment companies. We have an installed capacity of 12,00,000 mtrs / month for processing of various fabrics from natural and man -made fibres specializing in 100% cotton, Giza & Supima cotton blended fabrics, polyester viscose and polyester cotton. Our Company procures Grey fabrics and process it into Finish Fabric as per the client's requirement.

Earlier, prior to 2017, our company was involved in trading business of fabric. We were used to buy ready fabrics and sell into market. In the year 2017, our Company procured machines with latest technology for processing of fabrics and also consequently increased our installed capacity.

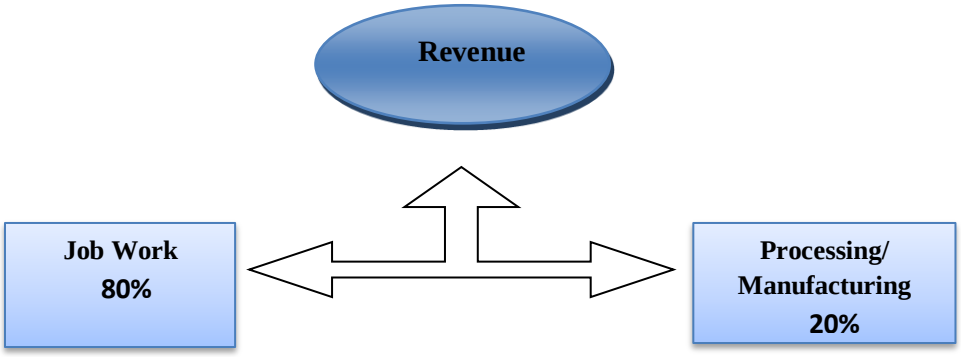
We process various fabrics like 100% Cotton – Lycra and Non-Lycra, Blended Cotton Suiting – Chief Value Cotton, Polyester Cotton, 100% Cotton Yarn Dyed, Polyester Viscose, Terry Rayon Suiting and Mock Linen. Our Company also undertakes corporate orders for Finished Fabrics for corporate brands. At our processing unit we do the process of Dyeing and finishing of fabrics which is termed as finished fabric and is ready to use for processing. Further finished fabrics are folded, checked and packed as per client's requirement. Than the packed fabrics are directly sent to our Storage unit or are delivered to client's go down.

Our processing unit is located at Narol, Ahmedabad in Gujarat and majority of the manufactured goods are dispatched from this unit itself. We also have a Packing and Storage unit at nearby place to our unit, Narol, in Gujarat and we dispatch the Stocked goods and certain outsourced processed goods from this unit.

We have a dedicated in-house Testing and Quality Control Team which undertakes rigorous testing and quality management. We have dedicated semi-automatic and manual testing machines. Our Testing and QC team coupled with our testing equipment's ensure the quality of raw material dispensed in the production process and also the finished goods delivered to our customers. This helps in improving our procurement process thus reducing wastages, returns and other related costs.

In the past three (3) years our revenues have increased from ₹ 442.70 lakhs in F. Y. 2016-2017 to ₹ 1846.63 lakhs in F. Y. 2017-18 and further to ₹ 2197.27 lakhs in F. Y. 2018 -19, showing an increase of 317% and 18.99%. Our Net Profit after tax for the above mentioned periods are ₹ 1.85 lakhs, ₹ 17.09 lakhs and ₹ 60.20 lakhs, respectively, showing an increase of 824.80% and 252.25%.

The following diagram depicts the breakup of revenue, percentage-wise on the basis of job work and Manufacturing activities of our Company.



Significant factors affecting our results of operations and financial condition

We believe that the following factors significantly affect our results of operations and financial condition during the periods under review and may continue to affect our results of operations and financial condition in the future as well

Revenue Generation

We earn majority of our revenue from sale of Finished fabrics which includes own fabric and fabric for Job work undertaken. Regular income is the only source to create a healthy working of our Company. Once a Job Work assignment is entered into, our revenues are fixed, while revenue from own products depend on the domestic and export demand. Our revenue growth is impacted by Job work orders received and also by the own fabric processed.

We have a robust marketing team allocated amongst different divisions each handled by well-trained Managers who are in turn headed by our promoters. For details, please refer to "Our Promoter and Promoter Group" and "Our Management" on page no. 146 and 134 respectively of this Prospectus.

Cost of Material Consumed

Yarn and grey cloth are the primary inputs required for processing our products. Our grey yarn and grey fabric requirements depend on the quality of our end products as per the requirements of our clients. Our Company has developed a healthy and long term relationship with the quality suppliers of both yarn and grey cloth from whom we source our current requirements. Our Company places back to back order for yarn and grey cloth based on sales order received thereby minimizing exposure to price volatility of raw material. Our endeavour is to efficiently utilize the input material and get maximum output.

Our ability to successfully implement its strategy and its growth and expansion plans

Our growth plans are considerable and would put significant demands on our management team and other resources. Any delay in implementation of our strategy and growth and expansion plans could impact our Company's roll out schedules and cause cost and time over runs.

Increasing competition in the industry

Our Company faces competition from local, national and international processing units. Our Company operates in competitive environment which may force us to reduce the prices of our processed fabrics and it may have an effect on our margins.

General economic and business conditions

As a Company with its complete operations in India, we are affected by general economic conditions in the country and in particular economic factors that affect textile industry in India. India's gross domestic product, or GDP, has been and will continue to be of importance in determining our operating results and future growth.

Results of our Operations

Particulars	As at June 30,		As at March 31,					
	2019	**% of Total Income**	**2019**	**% of Total Income**	**2018**	**% of Total Income**	**2017**	**% of Total Income**
INCOME								
Revenue from Operations	454.11	99.92%	2197.27	99.79	1846.63	100%	442.70	99.24%
Other Income	0.35	0.08%	4.53	0.21	0.00	0.00%	3.36	0.76%
Total Income (A)	**454.46**	100.00%	**2,201.80**	100.00%	**1,846.63**	100.00 %	**446.06**	100.00%
EXPENDITURE								
Purchases	396.24	87.19%	1373.54	62.38%	1425.45	77.19%	443.02	99.32%
Changes in inventories	-168.71	-37.12%	66.81	3.03%	-88.75	-4.80%	-29.84	-6.69%
Employee benefit expenses	45.87	10.09%	190.03	8.63%	132.21	7.16%	12.06	2.70%
Finance costs	28.64	6.30%	1.45	0.06%	0.25	0.01%	0.02	0.004%
Depreciation and amortization expense	3.21	0.71%	10.64	0.48%	10.44	0.57%	1.17	0.26%
Other Expenses	105.39	23.19%	471.61	21.42%	339.98	18.41%	15.79	3.54%
Total Expenses (B)	**410.65**	94.55%	**2114.08**	96.02%	**1819.58**	98.54%	**442.22**	99.14%
Profit Before Exceptional and Extraordinary items and tax	**43.81**	9.64%	**87.72**	3.98%	**27.05**	1.46%	**3.84**	0.86%
Profit Before Extraordinary items	**43.81**	9.64%	**87.72**	3.98%	**27.05**	1.46%	**3.84**	0.86%
Profit Before tax	**43.81**	9.64%	**87.72**	3.98%	**27.05**	1.46%	**3.84**	0.86%
Tax expense :								
(i) Current tax	11.39	2.50%	24.03	1.09%	5.15	0.28%	0.75	0.17%
(ii) Deferred tax Current Year	0.52	0.11%	3.49	0.16%	4.81	0.26%	1.25	0.28%
Total Tax Expense (E)	**11.91**	2.62%	**27.52**	1.25%	**9.96**	0.54%	**2.00**	0.45%

Net Profit / (Loss) after tax	**31.90**	7.02%	**60.20**	**2.73%**	**17.09**	**0.92%**	**1.85**	**0.41%**

Main Components of our Profit & Loss Account

Income

Our total income comprises of revenue from operations and other income.

Revenue from Operations

Our revenue from operations as a percentage of total income was 99.79%, 100% and 99.24%% for fiscal year 2019, 2018 and 2017.

Other Income

Our other income comprises of Interest income and Contract income. Other income as percentage of total income was 4.53% and 3.36% respectively for the fiscals 2019 and 2017.

Expenditure

Our total expenditure primarily consists of purchases, Change in Inventories, Employee Benefit Expenses, Finance Cost, Depreciation & Amortization Expenses and Other Expenses.

Purchases

This is primarily in relation to purchases of raw materials and finished goods which mainly include Yarn, Grey Cloth, Finished fabric, power and fuel, sizing charges, charges and the like which are normally incurred by a textile processing and trading company.

Employee Benefit Expenses

Employee Benefit Expenses include expenses in relation to employees' remuneration and benefits including salary, wages & bonuses, Contribution to provident and other funds and staff welfare expenses etc.

Finance Cost

Finance Cost majorly consists of Bank Interest and Bank Charges.

Depreciation and Amortization Expenses

Depreciation and Amortization Expenses primarily consist of depreciation on the Plant and Machinery, New Bore and Computers

Other Expenses

Other expenses primarily include mainly of Factory rent, freight Expenses, Labour Contract work, Site labour Charges, GST paid, Electricity bill expenses, miscellaneous labour charges, Petrol and Conveyance expenses, Transportation expenses etc.

Provision for Tax

The provision for current taxation is computed in accordance with relevant tax regulation. Deferred tax is recognized on timing differences between the accounting and the taxable income for the year and quantified using the tax rates and laws enacted or subsequently enacted as on balance sheet date. Deferred tax assets are recognized and carried forward to the extent that there is a virtual certainly that sufficient future taxable income will be available against which such deferred tax assets can be realized in future.

Review for the period ended on June 30, 2019

Income

Our total income for period ended on June 30**,** 2019 was ₹ 454.46 lakhs. In the current period, the revenue earned from operations is ₹ 454.11 lakhs or 99.92% of the total income. Other income for said period was recorded at ₹ 0.35 lakhs or 0.08% of total income.

Purchases

The purchases for the period ended on June 30**,** 2019 were ₹ 396.24 lakhs. As a proportion of our total income it was 87.19%

Changes in Inventories

Changes in inventories of raw materials, work-in-progress and finished goods for period ended on June 30, 2019 was ₹ -168.71 lakhs. As a proportion of our total income, it was -37.12%.

Employee Benefit Expenses

Our Employee Benefit Expenses for period ended on June 30**,** 2019 was ₹ 45.87 lakhs. As a proportion of our total income it was 10.09%.

Finance Cost

Finance cost for the period ended on June 30, 2019 stood at₹ 28.64 lakhs which was 6.30% of the total income.

Depreciation and Amortization Expenses

Our Depreciation and Amortization Expenses for period ended on June 30**,** 2019 was ₹ 3.21 lakhs. As a proportion of total income it was 0.71%.

Other Expenses

Our Other Expenses for period on ended June 30**,** 2019 was ₹ 105.39 lakhs. As a proportion of our total income it was 23.19%.

Profit before Tax

Profit / (Loss) before Tax for period ended on June 30, 2019 were ₹ 43.81 lakhs

Profit after Tax

Profit / (Loss) after Tax for ended on June 30**,** 2019 was ₹ 31.90 lakhs.

Fiscal 2019 compared with fiscal 2018

Income

Our total income for Fiscal 2019 was ₹ 2201.80 Lakhs, an increase in 19.23 % over the total income of ₹1846.63 Lakhs in Fiscal 2018. The EBITDA and PAT margin of the company in Fiscal 2019 was 3.98% and 2.73% as compared to 1.46% and 0.42% in Fiscal 2018. There is an increase in EBITDA was 650.30% in Fiscal 2019 over Fiscal 2018.

Revenue from Operations

Our revenue from operations increased by Rs 350.64 Lakhs in Fiscal 2019 an increase of 18.99 % over of the fiscal 2018. Key factors, facilitating the growth are as under:

a. Started Manufacturing/ Processing in Fabrics
b. Started Job Work related activities

Expenditure

Total Expenses

The total expenditure for the Fiscal 2019 and the Fiscal 2018 are ₹ 2114.08 Lakhs and ₹1819.58 Lakhs respectively which is 96.02% and 98.54% of total revenue. The expenses increased by 16.16%, whereas revenue increased by 18.99%.

Purchases

The Purchases in fiscal 2019 was ₹ 1373.54 lakhs an increase of 221.76% as compared to the previous year purchases of ₹ 1425.45 lakhs in fiscal 2018. The above increase was mainly due to increase in scale of operations.

Change in Inventories

The changes in inventories in fiscal 2019 was ₹ 66.81 lakhs which is 3.16% of total expenses, whereas in fiscal 2018 it was negative ₹ 88.75 lakhs which is negative 4.88% of total expenses. The change in inventories was 8.55% over the fiscal 2018.

Employee Benefit Expenses

Our employee benefit expense comprises of salaries, wages & bonus. Our Company has incurred ₹ 190.03 Lakhs as employee benefit expenses during the Fiscal 2019 as compared to ₹ 132.21 Lakhs during the Fiscal 2018. The increase is 43.73 % as compared to previous year. The increase is primarily due to increase in the number of employees and increase in the compensation paid.

Finance Cost

The finance cost for the fiscal 2019 was ₹1.45 lakhs an increase of 480.00% over fiscal 2018 which was 0.25 lakhs.

Depreciation and Amortization Expenses

There was 1.91% increase in Depreciation from ₹ 10.44 Lakhs in the Fiscal 2018 to ₹10.64 Lakhs in the Fiscal 2019. The increase is primarily due to additions in Plant and machinery, Electricals Installations & Equipments.

Other Expenses

Our Company has incurred ₹471.61 Lakhs during the Fiscal 2019 on Other Expenses as compared to ₹ 339.98Lakhs during Fiscal 2018. The increase of 38.71% is majorly due to Factory rent, freight Expenses, Labour Contract work, Site labour Charges, GST paid, Electricity bill expenses, miscellaneous labour charges, Petrol and Conveyance expenses, Transportation expenses etc.

Profit/ (Loss) After Tax

For the Fiscal 2019 the profit stood at ₹ 60.20 Lakhs as against the profit of ₹ 17.09 Lakhs for the Fiscal 2018. The increase in PAT by 252.25 % was majorly due to the factors mentioned above.

For the 11 months period ended February 28, 2019' the net profit of our company was Rs 82.23 Lacs, but for the year ended March 31,2019 it was reduced to Rs 60.20 Lacs.

Net profit of our company has reduced substantially in FY 2018-19, as compared to the net profit during 11 months ended February 2019, due to loss in the month of March 2019. The net profit of our company was Rs 82.23 Lacs for the 11 months period ended February 28, 2019; which was reduced to Rs 60.20 Lacs for the FY ended March 31,2019. There was heavy loss in the month of March 2019 due to the clearance of old stock at cost price or less than the cost price. Accordingly, the value of the inventory was also reduced as on March 31, 2019. Some of the goods were returned by the buyers due to defect in the goods/fabric. We had also sold excess chemical and other material, however, the same was returned back and we had to discard the same. Similar events can happen in any part of the year and it may adversely affect our business and financial operations

Fiscal 2018 compared with Fiscal 2017

Income

Our total income for Fiscal 2018 was ₹ 1846.63 Lakhs, an increase in 313.99% over the total income of ₹446.06 Lakhs in Fiscal 2017. The EBITDA and PAT margin of the company in Fiscal 2018 was 2.04% and 0.93% as compared to 1.13% and 0.41% in Fiscal 2017. There is an increase in EBITDA was 650.30% in Fiscal 2018 over Fiscal 2017.

Revenue from Operations

Our revenue from operations increased by Rs 1414.36 Lakhs in Fiscal 2018 an increase of 327.19% over of the fiscal 2017. Key factors, facilitating the growth are as under:

a. Started Manufacturing/ Processing in Fabrics
b. Started Job Work related activities

Expenditure

Total Expenses

The total expenditure for the Fiscal 2018 and the Fiscal 2017 are ₹ 1819.58 Lakhs and ₹442.22 Lakhs respectively which is 98.54% and 99.14% of total revenue. The expenses increased by 311.46%, whereas revenue increased by 313.99%.

Purchases

The Purchases in fiscal 2018 was ₹ 1425.45 lakhs an increase of 221.76% as compared to the previous year purchases of ₹ 443.02 lakhs in fiscal 2017. The above increase was mainly due to increase in scale of operations.

Change in Inventories

The changes in inventories in fiscal 2018 was negative ₹ 88.75 lakhs which is negative 4.81% of total expenses, whereas in fiscal 2017 it was negative ₹ 29.84 lakhs which is negative 6.69% of total expenses. The change in inventories was 197.42% over the fiscal 2017.

Employee Benefit Expenses

Our employee benefit expense comprises of salaries, wages & bonus. Our Company has incurred ₹ 132.21 Lakhs as employee benefit expenses during the Fiscal 2018 as compared to ₹ 12.06 Lakhs during the Fiscal 2017. The increase is 996.27 % as compared to previous year. The increase is primarily due to increase in the number of employees and increase in the compensation paid.

Finance Cost

The finance cost for the fiscal 2018 was ₹0.25 lakhs an increase of 1150.00% over fiscal 2017 which was 0.02 lakhs.

Depreciation and Amortization Expenses

There was 792.31% increase in Depreciation from ₹ 1.17 Lakhs in the Fiscal 2017 to ₹10.44 Lakhs in the Fiscal 2018. The increase is primarily due to additions in Plant and machinery, Electricals Installations & Equipments.

Other Expenses

Our Company has incurred ₹339.98 Lakhs during the Fiscal 2018 on Other Expenses as compared to ₹ 15.79Lakhs during Fiscal 2017. The increase of 2053.13% is majorly due to Factory rent, freight Expenses,

Labour Contract work, Site labour Charges, GST paid, Electricity bill expenses, miscellaneous labour charges, Petrol and Conveyance expenses, Transportation expenses etc.

Profit/ (Loss) After Tax

For the Fiscal 2018 the profit stood at ₹ 17.09 Lakhs as against the profit of ₹ 1.84 Lakhs for the Fiscal 2017. The increase in PAT by 828.80 % was majorly due to the factors mentioned above.

Quantitative and Qualitative Risks

1 Unusual or infrequent events or transactions

Except as described in the Prospectus, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

2 Significant economic changes that materially affected or are likely to affect income from continuing Operations

Other than as described in the Section titled *"Financial Information"* and chapter titled *"Management's Discussion and Analysis of Financial Conditions and Results of Operations",* beginning on pages 155 and 189 respectively of this Prospectus respectively, to our knowledge there are no significant economic changes that materially affected or are likely to affect income from continuing Operations.

3 Known trends or uncertainties that have had or are expected to have a material adverse impact on Revenue or income from continuing operations

Other than as described in the chapter titled *"Risk Factors"* and *"Management's Discussion and Analysis of Financial Conditions and Result of Operations",* beginning on pages 17 and 189 respectively of this Prospectus respectively to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our company from continuing operations.

4 Future relationship between Costs and Income

Other than as described in the chapter titled "*Risk Factors*" beginning on page 17 of this Prospectus, to our knowledge there are no factors, which will affect the future relationship between costs and income or which are expected to have a material adverse impact on our operations and finances.

5 Any significant dependence on a single or few suppliers or customers

Our customers include various distributors that market our products, direct sellers, wholesalers, fabric traders and also large corporate houses. For the eleven month period ended June 30, 2019, our top ten client's accounted for approximately 55.33% of our gross revenue from operations. The loss of any significant client 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.

6 Effect of Government Decision

The GoI has provided several incentives to the textile sector, from which our Company may benefit, including the TUFS interest and capital subsidies. These incentives could be modified or removed at any time, or new regulations could be introduced applicable to our Company's business, which could adversely affect our Company's operations and financial results. Our Company is also subject to various regulations and textile policies, primarily in India. Our Company's business and prospects could be adversely affected by changes in any of these regulations and policies, including the introduction of new laws, policies or regulations or changes in the interpretation or application of existing laws, policies and regulations. There can be no assurance that our Company will succeed in obtaining all requisite regulatory approvals in the future for its operations or that

compliance issues will not be raised in respect of its operations, either of which would have a material adverse effect on the Company's operations and financial results.

7 Competitive Conditions

Despite the fact that we are not affected by competition in the short-term, our results of operations could be affected by competition in the textile industry in India and in abroad in the future. We expect competition to intensify due to possible changes in government policy, existing competitors further expanding their operations and our entry into new markets where we may compete with well-established fabric processing companies. This we believe may impact our financial condition and operations.

8 Inflation

In the recent past, India has experienced fluctuating wholesale price inflation as compared to historical levels due to the global economic downturn. The annual rate of inflation was at 5.77% (provisional) for the month of June 2018 (over June 2017) as compared to 4.43% (provisional) for the previous month and 0.90% during the corresponding month of 2017. (Source: *Index Numbers of Wholesale Price in India, Review for the month of June 2018, published on July 16, 2018 by Government of India, Ministry of Commerce and Industry*). Continued high rates of inflation may increase our expenses related to salaries or wages payable to our employees, prices of raw materials or any other expenses that we incur. We cannot assure you that we will be able to pass on any additional expenses to our patients or that our revenue will increase proportionately corresponding to such inflation. Accordingly, high rates of inflation in India could have an adverse effect on our profitability and, if significant, on our financial condition.

FINANCIAL INDEBTEDNESS

Our Company utilizes various credit facilities from banks for conducting its business activity. Set forth is a brief summary of our Company's secured borrowings as on the date of Prospectus together with a brief description of certain significant terms of such financing arrangements.

SECURED BORROWINGS

Credit Facilities of Rs. 1400.00 lakhs from Abhyudaya Co-Operative Bank Limited.

Nature of Facility	Limits (Rs. in Lakhs)	Charges/ Rate of Interest	Outstanding as on June 30, 2019(Rs. In Lakhs)
Cash Credit	500.00	12.50% p.a. (Note: Rate of Interest is floating and is linked with banks PLR)	761.00
Working Capital Term Loan	250.00	12.50% p.a. (Note: Rate of Interest is floating and is linked with banks PLR)	

Abhyudaya Co-Operative Bank Limited has sanctioned Rs 50Lacs on temporary basis and it has been discontinued after December 08,2019.

SECURITY DETAILS

1. **Primary:**
   a Hypothecation of Stock of Raw material, Semi-Finished Goods, Finished Goods
   b Hypothecation of Book Debts arising out of Genuine trade transaction outstanding not more than 120 Days

2. **Collateral**:
   a Registered simple mortgage of Residential Property at 28. Aahajanand Palace, Nr. Shrusti Bunglows, Sindhu Bhavan Roa, Thaltej, Ahmedabad- 3800059.
   b Hypothecation of existing Plant nd Machineries installed at Survey No. 230, mariya Park, B/h Ranipur Village, Sajjpur- Gopal, Narol, Ahmedabad.

PERSONAL GUARANTEES

1. M/s. Miracle Stores Private Limited
2. M/s.Qmin Pharma Private Limited
3. Mr. Khushant Vishnubhai Gupta
4. Mr. Mitleshkumar Mulchand Agrawal
5. Mrs. Bharti Kailash Gupata

KEY RESTRICTIVE COVENANTS

1. The company will not lease or give on leave and license basis or create any type of interest on all the above mentioned immovable property including land mortgaged to the bank.

2. The Company shall not open any bank account in any other bank without obtaining written prior permission.

3. The company should not make any change in the constitution of the firm, liquidate unsecured loans, and reduce own/Quasi capital without written consent from the bank

UNSECURED LOAN FROM DIRECTORS

The Details of unsecured loan are as follows:

Name of the Related party	**Amount as on June 30, 2019(Amount Rs. In Lakhs)**
Bharti Gupta	96.43

SECTION X - LEGAL AND OTHER INFORMATIONS

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except, as stated in this section and mentioned elsewhere in this Prospectus there are no litigations including, but not limited to suits, criminal proceedings, civil proceedings, actions taken by regulatory or statutory authorities or legal proceedings, including those for economic offences, tax liabilities, show cause notice or legal notices pending against our Company, Directors, Promoters or against any other company or person/s whose outcomes could have a material adverse effect on the business, operations or financial position of the Company and there are no proceedings initiated for economic, civil 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 (a) of Part I of Schedule V of the Companies Act, 2013) other than unclaimed liabilities of our Company, and no disciplinary action has been taken by SEBI or any stock exchange against the Company, Directors or Promoters.

Except as disclosed below there are no i) litigation or legal actions, pending or taken, by any Ministry or department of the Government or a statutory authority against our Promoters during the last five years; (ii) direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action; (iii) pending proceedings initiated against our Company for economic offences; (iv) default and non-payment of statutory dues by our Company; (v) inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous companies law in the last five years against our Company and Subsidiaries including fines imposed or compounding of offences done in those five years; or (vi) material frauds committed against our Company in the last five years.

Except as stated below there are no Outstanding Material Dues (as defined below) to creditors; or (ii) outstanding dues to small scale undertakings and other creditors.

Our Board, in its meeting held on April 02, 2019, determined that outstanding dues to creditors in excess of Rs. 5 Lakhs as per last audited financial statements shall be considered as material dues ("Material Dues").

Pursuant to SEBI ICDR Regulations, all other pending litigations except criminal proceedings, statutory or regulatory actions and taxation matters involving our Company, Promoters and Directors, would be considered 'material' for the purposes of disclosure if the monetary amount of claim by or against the entity or person in any such pending matter exceeds 5% of the net profit after tax or 1% of net worth of the Company, whichever is higher as determined by our Board, in its meeting held on April 02,2019.
Accordingly, we have disclosed all outstanding litigations involving our Company, Promoters and Directors which are considered to be material. In case of pending civil litigation proceedings wherein the monetary amount involved is not quantifiable, such litigation has been considered 'material' only in the event that the outcome of such litigation has an adverse effect on the operations or performance of our Company.

Unless otherwise stated to the contrary, the information provided is as of the date of this Prospectus.

LITIGATIONS INVOLVING OUR COMPANY

LITIGATIONS AGAINST OUR COMPANY

Criminal Litigations

Nil

Civil Proceedings

Our Company had received a notice dated December 8, 2018 in Form 3 under Rule 5 of Insolvency and Bankruptcy Code, 2016 from Bhavin Industries (the "Creditor"). The Creditor had issued invoices for goods supplied on the basis of verbal instructions from October, 2017 to May, 2018, which goods were accepted by our Company. Further that, our Company had issued cheque no. 953435 dated 21.06.2018 for an amount of Rs.5,07,849, cheque no. 953433 dated 31.07.2018 for an amount of Rs. Rs.6,00,000 and cheque no. 953434 dated 31.07.2018 for an amount of Rs. Rs.6,00,000, in part payments of the outstanding dues, which cheques were dishonoured by the bank due to insufficient funds. The Creditor has demanded Rs. 25,43,643 with respect to unpaid operational debt along with interest @ 24% p.a from the last issued invoice i.e. June 13, 2018. Thereafter the Company sent a reply dated 21.12.2018, stating that the liability to pay an amount of Rs. 25,43,643

was fictitious. It was further stated that only an amount of Rs. 15,09,474 was due and payable to the Creditor and this amount was derived by taking into account all the transactions which included the purchased goods and the returned goods/debit notes etc. Also, it was stated by us that the Creditor had supplied goods of inferior quality, which was earlier also duly communicated to the Creditor at various instances. Later, the Company and the Creditor agreed on settlement to compromise on mutual terms, and to pay Rs. 3,00,000 (Rupees Three Lakh only) to the Creditor monthly between 20th to 25th of every month for the outstanding amount Rs. 25,43,643. After completion of the payment the Creditor will withdraw case against complaint No.: 121/9/NCLT/AHM/2019 filed in the NCLT.

The next date of hearing in the said matter is on January 21, 2020.

Taxation Matters

Direct Tax

A. Income Tax

As per website of Income Tax Department for outstanding tax demand, following defaults in payment of Income Tax by the Company are still outstanding:

Amount (In ₹)

Assessment Year	Section Code	Demand Identification Number	Date on which demand is raised	No of Defaults	Outstanding Demand (in ₹)
2008-09	220(2)	20192008370611063 81C	November 11, 2019	One	337
2012-13	144	20142012100133205 54C	March 22, 2015	One	1,82,59,380
Total					**1,82,59,717**

B. TDS

As per TDS Reconciliation Analysis and Correction Enabling System (TRACES), website of Income Tax for TDS, there are following defaults in payment of TDS by the Company:

Amount (In ₹)

Financial Year	Default Amount
2017-18	1,50,544.66
Total	**1,50,544.66**

C. GST

We have received a summons Notice No. 57 dated April 8, 2019 under Section 70 (1) of Central Goods and Services Tax Act, 2017 & Section 70 (1) of the Gujarat Goods and Services Tax Act, 2017 from State Tax Officer, Deputy Commissioner of State Tax, Enforcement Division-1, Ahmedabad, Gujarat to appear in before the officer to give evidence and produce documents.

The case is still pending.

Proceedings against Our Company for economic offences/securities laws/ or any other law

Nil

Penalties in Last Five Years

Nil

Pending Notices against our Company

Nil

Past Notices to our Company

Nil

Disciplinary Actions taken by SEBI or stock exchanges against Our Company

Nil

Defaults including non-payment or statutory dues to banks or financial institutions

Nil

Details of material frauds against the Company in last five years and action taken by the Companies

Nil

LITIGATIONS FILED BY OUR COMPANY

Criminal Litigations

Nil

Civil Proceedings

Nil

Other Matters Based on Materiality Policy of our Company

Nil

LITIGATIONS INVOLVING DIRECTOR/S OF OUR COMPANY

Criminal Litigations

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

Past Penalties imposed on our Directors

Nil

Proceedings initiated against our directors for Economic Offences/securities laws/ or any other law

Nil

Directors on list of wilful defaulters of RBI

Nil

Proceedings initiated against our Directors for Fugitive Economic Offence under Fugitive Economic Offender Act, 2018

Nil

LITIGATIONS FILED BY DIRECTOR/S OF OUR COMPANY

Criminal Litigations

Nil

Civil Proceedings

Nil

Other Matters Based on Materiality Policy of our Company

Nil

LITIGATIONS INVOLVING PROMOTER/S OF OUR COMPANY

LITIGATIONS AGAINST OUR PROMOTER/S

Criminal Litigations

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

Past Penalties imposed on our Promoters

Nil

Proceedings initiated against our Promoters for Economic Offences/securities laws/ or any other law

Nil

Litigation /Legal Action pending or taken by Any Ministry or any statutory authority against any Promoter in last five years

Nil

Penalties in Last Five Years

Nil

Litigation /defaults in respect of the companies/Firms/ventures/ with which our promoters was associated in the past

Nil

Adverse finding against Promoters for violation of Securities laws or any other laws

Nil

Proceedings initiated against our Promoters for Fugitive Economic Offence under Fugitive Economic Offender Act, 2018

Nil

LITIGATIONS FILED BY OUR PROMOTER/S

Criminal Litigations

Nil

Civil Proceedings

Nil

Other Matters Based on Materiality Policy of our Company

Nil

LITIGATIONS INVOLVING OUR GROUP COMPANY

LITIGATIONS AGAINST OUR GROUP COMPANY

Criminal Litigations

Nil

Civil Proceedings

Bank of Baroda Vs. Hillary Fashion Cotfab Limited

One of our Group Company, Hillary Fashion Cotfab Limited ("HFCL"), has been admitted for Corporate Insolvency Resolution Process under Section 7 of the Insolvency and Bankruptcy Code, 2016 (IBC, 2016) vide order dated October 23, 2019 in C.P. (LB) No. 526/7/NCLT/AHM/2018 passed by Hon'ble National Company Law Tribunal, Ahmedabad Bench ("NCLT").

HFCL had availed various loan facilities including cash credit and term loan from BoB in May, 2014 for an amount of Rs. 6,46,18,619.10 (Rupees Six Crores Forty Six Lakh Eighteen Thousand Six Hundred Nineteen and Paise Ten only). The account of HFCL was declared NPA by BoB on December 12, 2015. Thereafter, the said application under Section 7 of the IBC, 2016 was filed by BoB with NCLT.

Presently, Corporate Insolvency Resolution Process (CIRP) is being undertaken by Mr. Chandra Prakash Jain who is appointed by Hon'ble NCLT as Interim Resolution Professional having Reg No. IBBI/IPA-001/IP-P00147/2017-18/10311.

Taxation Matters

Nil

Past Penalties imposed on our Promoters

Nil

Proceedings initiated against our Promoters for Economic Offences/securities laws/ or any other law

Nil

Litigation /Legal Action pending or taken by Any Ministry or any statutory authority against any Promoter in last five years

Nil

Penalties in Last Five Years

Nil

Litigation /defaults in respect of the companies/Firms/ventures/ with which our promoters was associated in the past

Nil

Adverse finding against Promoters for violation of Securities laws or any other laws

Nil

Proceedings initiated against our Promoters for Fugitive Economic Offence under Fugitive Economic Offender Act, 2018

Nil

LITIGATIONS FILED BY OUR GROUP COMPANY

Criminal Litigations

Nil

Civil Proceedings

Nil

Other Matters Based on Materiality Policy of our Company

Nil

LITIGATIONS INVOLVING OUR SUBSIDIARY COMPANY

Our Company has no Subsidiary Company.

OTHER MATTERS

Nil

DETAILS OF ANY INQUIRY, INSPECTION OR INVESTIGATION INITIATED UNDER PRESENT OR PREVIOUS COMPANIES LAWS IN LAST FIVE YEARS AGAINST THE COMPANY OR ITS SUBSIDIARIES

Nil

OUTSTANDING LITIGATION AGAINST OTHER COMPANIES OR ANY OTHER PERSON WHOSE OUTCOME COULD HAVE AN ADVERSE EFFECT ON OUR COMPANY

Nil

MATERIAL DEVELOPMENTS SINCE THE LAST BALANCE SHEET

Except as mentioned under the chapter — "*Management Discussion and Analysis of Financial Condition and Result of Operation*" on page 189 of this Prospectus, there have been no material developments, since the date of the last audited balance sheet.

OUTSTANDING DUES TO SMALL SCALE UNDERTAKINGS OR ANY OTHER CREDITORS

As of September 30, 2019, our Company had 25 creditors, to whom a total amount of Rs. 363.41lakhs were outstanding. As per the requirements of SEBI Regulations, our Company, pursuant to a resolution of our Board dated April 02, 2019, considered creditors to whom the amount due exceeds Rs.5 lakhs as per our Company's restated financials for the purpose of identification of material creditors. Based on the above, the following are the material creditors of our Company.

Creditors	Amount (Rs in Lakhs)
Black Diamond Trade Link	5.66
Capital Square Advisers Private Limited	5.40
Chemz India	7.23
Gaytri Enterprise	21.57
Jayapal	5.00
Jay Chemicals	13.82
J & U Enterprise	11.73
Kailash G. Gupta	6.00
Kajal Trading Co.	9.69
Kolourtec Industries	5.35
Mahalaxmi Impex	16.09
Navkar Tex Chem	5.27
Partex Corporatin	10.42
Rajshree Enterprise	7.59
Ratan Worldlink Llp	11.21
Rudraksh Impex	8.19
Sara Chem	6.88
Sheel Chemicales	6.25
Shiv Krupa Transport	9.58
Siddharth Chem World	15.42
Stitched Textile Opc Pvt.Ltd. PUR	133.58
Sweta Enterprise	9.18
Sweta Industries	6.80
Unique International	6.25
Torrent Power Ltd.	19.25
Total	**363.41**

Further, none of our creditors have been identified as micro enterprises and small-scale undertakings by our Company based on available information. For complete details about outstanding dues to creditors of our Company, please see the website of our Company www.vaxtexcotfab.com.

Information provided on the website of our Company is not a part of this Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any other source of information, including our Company's website, www.vaxtexcotfab.com would be doing so at their own risk.

GOVERNMENT AND OTHER APPROVALS

Our Company has received the necessary consents, licenses, permissions, registrations and approvals from the Government/RBI, various Government agencies and other statutory and/ or regulatory authorities required for carrying on our present business activities and except as mentioned under this heading, no further material approvals are required for carrying on our present business activities. Our Company undertakes to obtain all material approvals and licenses and permissions required to operate our present business activities. Unless otherwise stated, these approvals or licenses are valid as of the date of this Prospectus and in case of licenses and approvals which have expired; we have either made an application for renewal or are in the process of making an application for renewal. For further details in connection with the applicable regulatory and legal framework, please refer to the chapter titled "Key Industry Regulations and Policies" on page 115 of this Prospectus.

The Company has its business located at:

- **Registered Office, Corporate Office and Factory** : Survey No. 230, Opp. Mariya Park, B/H. Ranipur Village, Saijpur Gopal, Narol, Ahmedabad, Gujarat- 382405, India

- **Additional Place of Business:** S. No. 180/4, Kritibhai No Ghaat, Shahwadi, Nr. Octroi Naka, narol, Ahmedabd

Further, except as mentioned herein below, our Company has not yet applied for any licenses for the proposed activities as contained in the chapter titled 'Objects of the Issue' beginning on page no. 72 of this Prospectus to the extent that such licenses/approvals may be required for the same.

The objects clause of the Memorandum of Association enables our Company to undertake its present business activities. The approvals required to be obtained by our Company include the following:

I. APPROVALS FOR THE ISSUE

Corporate Approvals

The following approvals have been obtained or will be obtained in connection with the Issue:

a. Our Board of Directors have pursuant to a resolution passed at its meeting held on April 02, 2019authorized 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 April 26, 2019.

In- principle approval from the Stock Exchange

We have received in-principle approvals from the stock exchange for the listing of our Equity Shares pursuant to letter dated September 13, 2019 bearing reference no. NSE/LIST/655.

Agreements with NSDL and CDSL

1. The Company has entered into an agreement dated July 03, 2019 with the Central Depository Services (India) Limited ("CDSL") and the Registrar and Transfer Agent, who in this case is Bigshare Services Private Limited for the dematerialization of its shares.
2. Similarly, the Company has also entered into an agreement dated June 24, 2019 with the National Securities Depository Limited ("NSDL") and the Registrar and Transfer Agent, who in this case is Bigshare Services Private Limited for the dematerialization of its shares.
3. The Company's International Securities Identification Number ("ISIN") is INE098201010.

Lenders Consent

We have received consent from Mrs Bharti Gupta (Hereinafter referred to as "**Lender**") dated May 29, 2019

II. APPROVALS OBTAINED BY OUR COMPANY

S. No.	NATURE OF LICENSE/APPROVAL	REGISTRATION/LICENSE NO.	ISSUING AUTHORITY	DATE OF GRANTING LICENSE/APPROVAL	VALIDITY
INCORPORATION AND RELATED APPROVALS					
1	Certificate of Incorporation in the name of "Foolproof Vyapaar Private Limited "	U51109WB2005PTC106869	Dy. Registrar of Companies, West Bengal	December 26, 2005	One Time registration
2	Fresh certificate of Incorporation in pursuant to change in name from "Foolproof Vyapaar Private Limited " to "Vaxtex Cotfab Private Limited"	U51109GJ2005PTC076930	Assistant Registrar of Companies, Ahmedabad, Gujarat	December 30, 2015	One Time registration
3	Certificate of Incorporation pursuant to change of name from "Vaxtex Cotfab Private Limited" to "Vaxtex Cotfab Limited"	U51109GJ2005PLC076930	Registrar of Companies, Ahmedabad, Gujarat	March 21, 2018	One Time registration
TAX RELATED APPROVALS					
4	Permanent Account Number ("PAN")	AAACF9925C	Income Tax Department	December 26, 2005	One Time registration
5	Tax Deduction Account Number ("TAN")	AHMV07274B	Income Tax Department	NA	One Time registration
6	Registration Certificate of Goods & Service Tax ("GST")	24AAACF9925C1ZV	Central Board of Excise and Customs	Date of Issue of Certificate: December 04, 2018	One Time registration
7	Professional Tax Registration Certificate (PTRC) under the Gujarat State Tax on Profession, Trades, Callings and Employment Act, 1982	PRC010348000062	Professional Tax Assessment Authority	NA	One Time registration
BUSINESS RELATED APPROVALS					
8	Udyog Aadhar Registration Certificate	GJ01B0148074	Ministry of Micro, Small and Medium Enterprises	December 26, 2005	One Time registration
LABOUR RELATED APPROVAL/REGISTRATIONS					
9	Registration under the Employees Provident Funds and Miscellaneous Provisions Act, 1952	GJVAT1721546000	Provident Fund Organization, Gujarat	April 24, 2018	One Time registration
10	Registration under Employees' State Insurance Act, 1948	37001119010000108	Regional Office, Employee State Insurance Corporation,	**Date of Issuance-** March 22, 2018 **Date of Effect-** March 03, 2018	One Time registration

S. No.	NATURE OF LICENSE/APPROVAL	REGISTRATION/LICENSE NO.	ISSUING AUTHORITY	DATE OF GRANTING LICENSE/APPROVAL	VALIDITY
ENVIORMENTAL RELATED APPROVAL/REGISTRATIONS					
11	Certificate of consent to operate an Industrial Plant under Section 25 of the Water (Prevention & Control of Pollution) Act, 1974, under Section 21 of the Air (Prevention & Control of Pollution) Act, 1981 and under Rule 3(B) & 5(4) of the Hazardous Waste (Management, Handling framed under Environmental (Protection) Act, 1986	AWH-72954	Environmental Engineer, Gujarat Pollution Control Board	Date of Issue: September 08, 2015	June 16, 2020
12	*Certificate of registration for use of boiler under the Indian Boilers Act, 1923	C.A032018-20190007316 Registry No. of Boiler: GT2512	Assistant Director of Boilers, Ahmedabad	December 08, 2019	June 07, 2020

*****These certificates were taken by Aggarwal Dyeing & Printing Works. However, the Company has taken permission from Aggarwal Dyeing & Printing Works to use the boiler under the said registration.

III. THE DETAILS OF DOMAIN NAME REGISTERED ON THE NAME OF THE COMPANY IS:

S. No.	Domain Name and ID	Registrar IANA ID	Creation Date	Registration Expiry Date
1.	Domain Name: VAXTEXCOTFAB.COM Domain ID: 2388597741_DOMAIN_COM-VRSN	146	May 8, 2019	May 8, 2020

IV. PENDING APPROVALS:

Nil

V. MATERIAL LICENSES / APPROVALS FOR WHICH THE COMPANY IS YET TO APPLY

Nil

SECTION XI- INFORMATION OF OUR GROUP ENTITIES

In accordance with the Regulation 2(t) of SEBI ICDR Regulations, 2018 and the AS 18, for the purpose of identification of group companies, our Company has considered companies as covered under the applicable Accounting standards (i.e. Accounting Standard 18 issued by the Institute of Chartered Accountants of India), or other companies as considered material by our Board.
Accordingly, Pursuant to resolution of our Board dated April 02, 2019, and in accordance with the SEBI ICDR Regulations, group companies of our Company shall include (i) companies (other than our corporate promoter(s) and Subsidiaries) with which there were related party transactions as per the Restated Financial Statement of our Company, as covered under applicable accounting standards; and (ii) such other companies as considered material by our Board. Our Board has approved that for the purpose of disclosure in connection with the Offer, a company shall be considered material and disclosed as a group company of our Company, if (i) such company forms part of the promoter group of our Company; and (ii) companies with whom transactions entered into exceed 10% or more of the total revenue of Company as per the Restated Financial Statement.

Further, based on the above, the following Company is identified as our Group Company:-

1. Stitched Textiles (OPC) Private Limited

The details of our Group Company is provided below:-

1. Stitched Textiles (OPC) Private Limited

Corporate Information

Stitched Textiles (OPC) Private Limited was incorporated on November 02, 2015 under the Companies Act, 2013.The Company has its registered office situated at 21, D-B-Block, Galaxy Towers, Opp. Century Nr. Judges Bunglow, Bodakdev Ahmedabad – 380054, Gujarat, India. The corporate identification number of the company is U17120GJ2015OPC084962.

Nature of Activity

Stitched Textiles (OPC) Private Limited is engaged in the business of wholesale of textile.

Board of Directors of Stitched Textiles (OPC) Private Limited

1. Tarachand Gangasahay Agrawal.
2. Jaimin Kailash Gupta

Shareholder of Stitched Textiles (OPC) Private Limited

1. Jaimin Kailash Gupta

Financial Information

(₹ in Lakh)

Particulars	**For the year ended March 31**		
	2019	2018	**2017**
Share Capital	1.00	1.00	1.00
Reserves and Surplus (excluding Revaluation Reserve and Less Miscellaneous Expenses, if any)	1.08	0.61	0.54
Net worth	**2.08**	1.61	**1.54**
Income including other income	303.96	79.25	94.49
Profit/ (Loss) after tax	0.47	0.07	0.07
Earnings per share (face value of 10 each)	4.69	0.76	0.71
Net asset value per share (₹)	20.83	16.14	15.37

There are no significant notes by the auditors in relation to the above mentioned financial statements

2. Vax Fashion Private Limited

Corporate Information
Vax Fashion Private Limited was incorporated on November 05, 2019 under the Companies Act, 2013. The Company has its registered office at Survey No.96, Plot -991/1-108Paiki, 991/1 Opp Suman Steel, Behrampura, Ahmedabad, Gujarat, India, 380022

Nature of Activity

1. To carry on the business as weavers or otherwise manufacturers, buyers, sellers, importers, exporters and dealers of silk, art silk, synthetic, woolen and cotton fabrics and other fibrous products including dressing and furnishing materials, uniforms, readymade garments, carpets and carpet backing, blankets padding knitted goods, woven bags, hosiery gloves, yarn and sewing thread and, to carry on the business of packing, grading, crimping, twisting, texturing, bleaching dyeing, printing, mercerizing or otherwise processing yarn, cloth, carpets, blankets and other textile goods, whether made from cotton, jute, wool, silk, art silk, synthetic and other fibers or blends thereof.
2. To carry on the business of manufacturers, representatives, consignors, consignees, exporters, importers, factors, agents, packers, distributors, stockists and suppliers of all classes, kinds, types and description of ready made garments for ladies, gents and children including shirts, bus-shirts, T-Shirts, Vests, Jeans, Trousers & Chinos, Jog Pants, Pullovers & Cardigans, Shorts, Hoodies & Sweatshirts, Coats & Jackets, Innerwear & Socks, ties, cravats, collars, scarves, scarfs, hats, caps, shawals, cardigans, boilders, suits, swim wears, bath robes, gowns, jackets, slacks, pyjamas, night dresses, underwears, socks, handkerchiefs, hand gloves, khamis, several made of whatever substances such as cotton silk, art silk, nylon, rayon, man made synthetics, wool, jute, canvass, plastic and other fabrics and mixtures of any of above.

Board of Directors of Vax Fashion Private Limited

1. Tarachand Gangasahay Agrawal.

2. Mithleshkumar Agrawal

Shareholder of Vax Fashion Private Limited

1. Tarachand Gangasahay Agrawal.

2. Mithleshkumar Agrawal

3. Hillary Fashion Cotfab Limited

Corporate Information
Hillary Fashion Cotfab Limited was incorporated on February 22, 2010 under the Companies Act, 2013. The Company has its registered office at 405,406 Addor Aspire Ambawadi Ahmedabad, Gujarat-380015, India .

Nature of Activity

To carry on the business of manufacturing, ginning, pressing,spinning, processing, balers, job workers, or undertake dyeing, bleaching, sanforishing, mercersing, printing or otherwise processing ready made garments, man-made fibres , cotton fibres, fabrics of cotton, silk, nylon, art silk, polyster, chiffon, acrylic, rayon,wool, fibrous products lables, hamp and other fibers and fabrics or textile products whether on handlooms or powerlooms or in textile mills. .

Financial Information

Particulars	**For the year ended March 31**		
	2019	**2018**	**2017**
Share Capital	228.83	228.83	228.83
Reserves and Surplus (excluding Revaluation Reserve and Less Miscellaneous Expenses, if any)	(23.82)	(23.82)	20.25
Net worth	**205.01**	**205.01**	**249.08**
Income including other income	-	4225.87	1910.21

Profit/ (Loss) after tax	(220.03)	(44.07)	4.88
Earnings per share (face value of 10 each)	(9.62)	(1.93)	0.21
Net asset value per share (₹)	8.96	8.96	10.89

4. **Vaxtex Cotfab**

Business Information

M/s. Vaxtex Cotfab is Partnership Firm formed on January 01, 2018 and has its registered office at S/230, Ranipur Patia, Opp. Cosy Hotel, Narol Sarkhej Road, Narol Ahmedabad-382405, Gujarat

The Permanent Account Number of M/s Vaxtex Cotfab is AAQFV0928E.

Nature of Business

It is presently involved in the business of Trading and Manufacturing of Textile and of Cloth processing, dyeing and printing.

Financial Information

Gross Total Income and Tax Deducted of M/s Vaxtex Cotfab for the Year 2019-20 is 3,410 and 1,064 respectively.

Litigations

As on the date of this Prospectus, there is no outstanding litigation involving our Group Company which will have a material impact on our Company.

Group Company which is a sick industrial company

Our Group Company have not become a sick company under the erstwhile Sick Industrial Companies (Special Provisions) Act, 1985.

Group Companies under winding up/insolvency proceedings

Our Group Company is not under winding up/insolvency proceedings.

Loss making Group Companies

Except Hillary Fashion Cotfab Limited none of our Group Companies have negative net worth as on the date of their respective last audited financial statements.

Defunct Group Companies

Our Group Company has not remained defunct and no application has been made to the RoC for striking off the name during the five years preceding the date of this Prospectus.

Common pursuits

Presently, Stitched Textiles (OPC) Private Limited is engaged in the similar line of business as of our Company. As on date of this Prospectus, we cannot assure that our Promoters, Promoter Group or Group Company will not promote any new activity /entity in the similar line of business and will not favor the interests of the said entities over our interest or that the said entities 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. We shall adopt the necessary procedures and practices as permitted by law to address any conflicting situations, as and when they may arise.

Business interests or other interests

Except as disclosed in Financial Information of the Company beginning on page 155, our Group Company does not have any business interest in our Company

SECTION XII - OTHER REGULATORY AND STATUTORY DISCLOSURE

Authority for the Issue

The Issue in terms of this Prospectus has been authorized pursuant to the resolution passed by the Board of Directors dated April 02, 2019and by the shareholders pursuant to the special resolution passed in Extra-Ordinary General Meeting dated April 26, 2019under Section 62(1)(c) of the Companies Act, 2013.

Our Company has obtained in-principle approval from the Emerge Platform of NSE (NSE EMERGE) for using its name in the Prospectus pursuant to an approval letter dated September 13, 2019**,** NSE is the Designated Stock Exchange.

In-principle Listing Approvals

Our Company has obtained in-principle approval from NSE EMERGE by way of its letter dated September 13, 2019 to use the name of NSE EMERGE in this Issue. Document for listing of equity shares on the NSE EMERGE. NSE EMERGE is the Designated Stock Exchange.

Prohibition by SEBI or other governmental authorities

We confirm that our Company, our Promoters, natural person in control of Promoter, Promoter Group, our Directors or the person(s) in control of our Company have not been prohibited from accessing the capital market for any reason or restrained from buying, selling or dealing in securities, under any order or directions by the SEBI or any other regulatory or government authorities.

There are no violations of securities laws committed by any of them in the past or pending against them, nor have any companies with which any of our Company, our Promoter, Directors, persons in control of our Company or any natural person behind the Promoter are or were associated as a promoter, director or person in control, been debarred or prohibited from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

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 director.

Further none of our Promoters or Directors has been declared as fugitive economic offender under Fugitive Economic Offenders Act, 2018.

Prohibition by RBI

Neither our Company, nor our Promoters, our Directors, relatives (as per Companies Act, 2013) of Promoter or the person(s) in control of our Company have been identified as a willful defaulter by the RBI or other governmental authority and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided under section titled "***Outstanding Litigations and Material Developments***" beginning on page 200 of this Prospectus.

Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018

Our Company is in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 ("SBO Rules"), to the extent applicable, as on the date of the Prospectus.

Eligibility for the Issue

Our Company is not ineligible in terms of Regulations 228 and 230(1) of SEBI (ICDR) Regulations, 2018 for this Issue.

Our Company is an "unlisted issuer" in terms of the SEBI (ICDR) Regulations, 2018; and this Issue is an "Initial Public Issue" in terms of the SEBI (ICDR) Regulations, 2018.

Our Company is eligible for the Issue in accordance with Regulation 229(1) of the SEBI (ICDR) Regulations, 2018 and other provisions of Chapter IX of the SEBI (ICDR) Regulations, 2018, as we are an Issuer whose post issue paid up capital is less than or equal to ₹10 Crores 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 "Emerge Platform of NSE).

We confirm that:

In accordance with Regulation 260 of the SEBI (ICDR) Regulations, 2018, this issue is 100% underwritten and shall not restrict to minimum subscription level. The Lead Manager to the Issue (LM) 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 52 of this Prospectus.

In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, 2018, we shall ensure that the total number of proposed allotees 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.

We file Prospectus with stock exchange. In accordance with Regulation 246 the SEBI (ICDR), 2018 Regulations 2018, the copy of Prospectus shall also be submitted to SEBI. However SEBI shall not issue any observations on our Prospectus.

In accordance with Regulation 261 of the SEBI (ICDR) Regulations, 2018, we hereby confirm that we shall enter into an agreement with the Lead Manager to the Issue and a Market Maker to ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of Equity Shares on Emerge 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 52 of this Prospectus. The post issue paid up capital of the Company shall not be more than ₹ 25 Crore. The post issue capital of our company shall be ₹6.02 Crore**.**

We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

NSE Eligibility Norms:

The Issuer should be a company incorporated under the Companies Act 1956

The Net worth (excluding revaluation reserves) of our Company is positive as per the latest audited financial results and we have a positive cash accruals (earnings before depreciation and tax) from operations for at least 2 financial years.

Our Company has track record of more than Three years.

We have positive cash accruals (earnings before depreciation and tax) from operations for at least 2 financial years as mentioned below:

(₹ in Lakhs)

Particulars	June 30, 2019	F.Y. 2018-19	F.Y. 2017-18	F.Y. 2016-17
Net Profit after Income Tax (as restated)	31.90	60.20	17.09	1.85

The Post issue paid up capital of the company will be 6023,500 shares of face value of Rs.10/- aggregating to Rs. 6.02 Crores which is less than Rs. 25 Crore.

Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).

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.

No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the applicant company.

There has been no change in the promoter/s of the Company in the preceding one year from date of filing application to Emerge Platform of NSE .e. NSE EMERGE.

The provisions of Regulations 25(4), 25(5), Regulation 25(2), Regulation 99, Regulation 4, Regulation 6(1), Regulation 103 and sub-regulation (2) of Regulation 47 of SEBI (ICDR) Regulations, 2018 shall not apply to us in this Issue.

Our Company shall mandatorily facilitate trading in demat securities and will enter into an agreement with both the depositories. The Company has entered into an agreement for registration with the Central Depositary Services Limited (CDSL) dated June 27, 2019 and National Securities Depository Limited dated June 24, 2019 for establishing connectivity.

Our Company has a website i.e. **www.vaxtexcotfab.com**

We confirm that we comply with all the above requirements / conditions so as to be eligible to be listed on the Emerge Platform of NSE i.e. NSE EMERGE.

Compliance with Part A of Schedule VI of the SEBI (ICDR) Regulations

Our Company is in compliance with the provisions specified in Part A of Schedule VI of the SEBI (ICDR) Regulations, 2018. No exemption from eligibility norms has been sought under Regulation 300 of the SEBI (ICDR) Regulations, 2018, with respect to the Issue.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF ISSUE DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI)/ STOCK EXCHANGE SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI/ STOCK EXCHANGE. SEBI/ STOCK EXCHANGE 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 ISSUE DOCUMENT. THE LEAD MANAGER TO THE ISSUE, CAPITAL SQUARE ADVISORS PRIVATE LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE ISSUE DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE ISSUE DOCUMENT, THE LEAD MANAGER TO THE ISSUE, CAPITAL SQUARE ADVISORS IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER TO THE ISSUE HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED DECEMBER 19, 2019 WHICH READS AS FOLLOWS:

WE, THE UNDER NOTED LEAD MANAGER TO THE ISSUE 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 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 PROSPECTUS FILED WITH THE BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;**

   B. **ALL MATERIAL 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 MATERIAL DISCLOSURES MADE IN THE PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED 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, 2018 AND OTHER APPLICABLE LEGAL REQUIREMENTS.**

3) **WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.**

4) **WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO 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 PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE PROSPECTUS.**

6) **WE CERTIFY THAT REGULATION 237 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE PROSPECTUS.**

7) **WE UNDERTAKE THAT SUB-REGULATION (2) OF REGULATION 236 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, 2018 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 SEBI. 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 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 EXCHANGE MENTIONED IN THE 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**

9) **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**

10) **WE CERTIFY THAT IN CASE OF RIGHT ISSUE DISCLOSURE HAS BEEN MADE IN THE PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT MODE- NOTED FOR COMPLIANCE**

11) **WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE 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.**

12) **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, 2018 WHILE MAKING THE ISSUE. - NOTED FOR COMPLIANCE**

13) **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.**

14) **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, 2018, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THIS PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.**

15) **WE ENCLOSE STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKERS (WHO ARE RESPONSIBLE FOR PRICING THIS ISSUE)', AS PER FORMAT SPECIFIED BY THE SEBI THROUGH CIRCULAR NO. CIR/CFD/DIL/7/2015 DATED OCTOBER 30, 2015. - NOT APPLICABLE AS THIS IS THE FIRST ISSUE**

16) **WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS**.

ADDITIONAL CONFIRMATIONS/ CERTIFICATION TO BE GIVEN BY LEAD MANAGER TO THE ISSUE IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH OFFER DOCUMENT REGARDING SME EXCHANGE

1) **WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE OFFER DOCUMENT HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.**

2) **WE CONFIRM THAT THE ABRIDGED PROSPECTUSS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.- NOTED FOR COMPLIANCE**

3) **WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN OFFER DOCUMENT 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.**

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 CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 261 AND 262 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, HAVE BEEN MADE- NOTED FOR COMPLIANCE**

6) **WE CONFIRM THAT THE ISSUER HAS REDRESSED AT LEAST NINETY FIVE PER CENT. OF THE COMPLAINTS RECEIVED FROM THE INVESTORS TILL THE END OF THE QUARTER IMMEDIATELY PRECEDING THE MONTH OF THE FILING OF THE OFFER DOCUMENT WITH THE REGISTRAR OF COMPANIES OR LETTER OF OFFER WITH THE SME EXCHANGE**

TABLE 1

DISCLOSURE OF PRICE INFORMATION OF PAST ISSUE HANDLED BY MERCHANT BANKER

Sr No.	Issue Name	Issue Size (₹ Cr.)	Issue Price (₹)	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	City Pulse Multiplex Limited	3.98	30	July 11, 2019	29.65	-4.22% (-5.78)	-78.07% (5.05%)	Nil

TABLE 2

SUMMARY STATEMENT OF DISCLOSURE

Financial Year	Total No. of IPOs	Total Amount of fund raised (₹ in Cr.)	No. of IPOs trading at discount-30th Calendar days from listing			No. of IPOs trading at premium-30 days from the listing			No. of IPOs trading at discount180 days from the listing			No. of IPOs trading at discount-180 days from the 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 %
2019-20	1	3.98	-	-	1	Nil	-	-	Nil	-	-	Nil	-	-

Source: All share price data is form WWW.bseindia.com and WWW.nseindia.com

The filing of the 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 Lead Manager to the Issue 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, Ahmedabad, in terms of sections 26, 32 and 33 of the Companies Act, 2013.

Disclaimer from our Company and the Lead Manager to the Issue

Our Company and the Lead Manager to the Issue accept no responsibility for statements made otherwise than those contained in the 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 Lead Manager to the Issue accepts no responsibility, save to the limited extent as provided in the Issue Agreement entered between the Lead Manager to the Issue and our Company on May 04**,** 2019 and the Underwriting Agreement dated December 04**,** 2019 entered into between the Underwriters and our Company and the Market Making Agreement dated December 04**,** 2019 entered into among the Market Maker and our Company.

All information shall be made available by our Company and the Lead Manager to the Issue 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 centers or elsewhere.

The Lead Manager to the Issue and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, 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 Entities, and our affiliates or associates, for which they have received and may in future receive compensation.

Caution

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 Issue, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the 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. The Prospectus does not, however, constitute an Issue to sell or an invitation to subscribe for Equity Shares Issued hereby in any jurisdiction other than India to any person to whom it is unlawful to make an Issue or invitation in such jurisdiction. Any person into whose possession the Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions.

Any dispute arising out of this Issue will be subject to jurisdiction of the competent court(s) only.

No action has been, or will be, taken to permit a public Issuing in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented hereby may not be Issued or sold, directly or indirectly, and the Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of the Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been 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 Emerge Platform of NSE i.e. NSE EMERGE

As required, a copy of this Issue Document has been submitted to SME Platform of NSE (NSE Emerge). (NSE) has given vide its letter NSE/LIST/655 dated September 13, 2019 permission to the Issuer to use the Exchange's name in this Issue Document on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized draft Issue 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 Emerge should not in any way be deemed or construed that the Issue Document has been cleared or approved by NSE Emerge; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Issue 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 Issued 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 Issued and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those Issues 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 Issued or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

Filing

This Prospectus is being filed with NSE EMERGE. In accordance with Regulation 246(5) the SEBI (ICDR), Regulations 2018, the soft copy of Prospectus shall also be submitted to SEBI. However SEBI shall not issue any observations on our Prospectus.

A copy of the Prospectus shall be filed with SEBI at the Securities and Exchange Board of India, Address**:** Unit No: 002, Ground Floor, SAKAR I, Near Gandhigram Railway Station, Opp. Nehru Bridge, Ashram Road, Ahmedabad, Gujarat-380009, India 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, Ahmedabad, RoC Bhavan, Opp Rupal Park Society Behind Ankur Bus Stop, Ahmedabad, Gujarat -380013, India.

Listing

The Equity Shares of our Company are proposed to be listed on NSE EMERGE. Our Company has obtained in-principle approval from NSE EMERGE by way of its letter dated September 13, 2019 for listing of equity shares on Emerge Platform of NSE i.e. NSE EMERGE.

NSE Emerge 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 the Prospectus. If such money is not repaid within eight (8) 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) days, be liable to repay such application money, with interest at the rate as prescribed under the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Emerge Platform of NSE mentioned above are taken within Six (6) Working Days of the Issue Closing Date.

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 to action under section 447 of the Companies, Act 2013

Consents

Consents in writing of Our Directors, Our Promoters, Our Company Secretary & Compliance Officer, Chief Financial Officer, Our Statutory Auditor, Key Managerial Personnel, Our Peer Review Auditor, Our Banker(s) to the Company; Lead Manager to the Issue, Registrar to the Issue, Banker(s) to the Issue, Legal Advisor to the Issue, Underwriter(s) to the Issue and Market Maker to the Issue to act in their respective capacities shall 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, 2018, SSRV and Associates. Chartered Accountants, Statutory Auditors of the Company have agreed to provide their written consent to the inclusion of their respective reports on "***Statement of Tax Benefits***" relating to the possible tax benefits and restated financial statements as included in the 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 the Prospectus.

Experts Opinion

Except for the reports in the section "***Financial Statement***" and "***Statement of Tax Benefits***" on page 155 and 82 of this Prospectus from the Peer Review Auditors and Statutory Auditor respectively, our Company has not obtained any expert opinions. For the sake of clarity, 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 Estimated Issue Expenses are as under: -

Activity	Expenses	Percentage of Issue Size
Fees payable to Merchant Banker, Registrar Fees, Legal Fees & Misc. Expenditure	21.54	5.62%
Printing and Stationery Expenses	1.00	0.26%
Advertising and Marketing Expenses, Brokerage & Selling Commission	3.50	0.91%
Statutory Expenses	4.00	1.04%
Total Estimated Issue Expenses	**30.04**	**7.83%**

Fees, Brokerage and Selling Commission payable to the Lead Manager to the Issue

The total fees payable to the Lead Manager to the Issue will be as per the (i) Issue Agreement dated May 04, 2019 with the Lead Manager to the Issue, Capital Square Advisors Private Limited, (ii) the Underwriting Agreement dated December 04**,** 2019 Underwriter Capital Square Advisors Private Limited and (iii) the Market Making Agreement dated December 04**,** 2019 with Market Maker NNM Securities Private Limited, a copy of which is available for inspection at our Registered Office from 10.00 am to 5.00 pm on all 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 refund orders, preparation of refund data on magnetic tape and printing of bulk mailing register will be as per the agreement between our Company and the Registrar to the Issue dated May 23**,** 2019a copy of which is available for inspection at our Company's Registered Office.

The Registrar to the Issue will be reimbursed for all out-of-pocket Expenses including cost of stationery, postage, stamp duty, and communication Expenses. Adequate funds will be provided to the Registrar to the Issue to enable it to make refunds in any of the modes described in the Prospectus or 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 the Prospectus.

Previous issues of Equity Shares otherwise than for cash

For detailed description please refer to section titled "***Capital Structure***" beginning on page 60 of this Prospectus.

Underwriting Commission, brokerage and selling commission on Previous Issues

Since this is the Initial Public Issue 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, have 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 under section titled "***Capital Structure***" beginning on page 60 of this Prospectus our Company has not undertaken any previous public or rights issue. None of the Group Companies/ Entities 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 are unlisted and have not made a public issue of shares in the last ten (10) years preceding the date of the Prospectus.

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 the Prospectus.

Outstanding Convertible Instruments

Our Company does not have any outstanding convertible instruments as on the date of filing the Prospectus.

Option to Subscribe

Equity Shares being issued through the Prospectus can be applied for in dematerialized form only.

Stock Market Data of the Equity Shares

This being a public Issue 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 amongst the Registrar to the Issue, our Company provides for retention of records with the Registrar to the Issue for a period of at least three (3) year from the last date of dispatch of the letters of allotment, or demat credit or where refunds are being made electronically, giving of unblocking instructions to the clearing system, to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, application number, number of Equity Shares applied for, amount paid on application, Depository Participant, and the bank branch or collection center where the application was submitted.

All grievances relating to the ASBA process may be addressed to the SCSBs, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the relevant Designated Branch or the collection center of the SCSBs where the Application Form was submitted by the ASBA Applicants.

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 hereinabove.

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.Tej Bharatbhai Hanj as the Company Secretary and 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. Tej Bharatbhai Hanj
Vaxtex Cotfab Limited
Survey No. 230, Opp. Mariya Park,
B/h. Ranipur Village, Saijpur - Gopal,
Narol, Ahmedabad – 382405, Gujarat, India.
Telephone: 9724496973/9727123004
Fax: NA
Email id:vaxtexcotfab@gmail.com
Website:www.vaxtexcotfab.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 the Prospectus and hence there are no pending investor complaints as on the date of the 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 the statutory auditors of our Company in the last three years except that SSRV and Associates were appointed as Auditors of our Company in place of Niranjan Jain & Co.

Capitalization of Reserves or Profits

Except as disclosed under section titled "***Capital Structure***" beginning on page 60 of 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 the 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 82 of this Prospectus.

Purchase of Property

Other than as disclosed under section titled "***Our Business***" beginning on page 99 of this 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 Behaviour

Except as stated in the 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 under sections titled "***Our Management***" and "***Related Party Transactions***" beginning on page 134 and 186 respectively of this Prospectus, none of the beneficiaries of loans and advances and sundry debtors are related to the Directors of our Company.

SECTION XIII - ISSUE INFORMATIONS

TERMS OF THE ISSUE

The Equity Shares being issued are subject to the provisions of the Companies Act 2013, SEBI (ICDR) Regulations 2018, SCRR, SEBI Listing Regulations, our Memorandum and Articles of Association, the terms of this Prospectus, the Abridged Prospectus, the Application Form, the Revision Form, the Confirmation of Allocation Note and other terms and conditions as may be incorporated in the allotment advices and other documents/certificates that may be executed in respect of this Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, notifications and regulations relating to the Issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, the FIPB, 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 CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all the investors applying to this Issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment.

Authority for the Issue

The present Issue of 15,96,000 Equity Shares has been authorized by a resolution of the Board of Directors of our Company at their meeting held on April 02, 2019 and was approved by the Shareholders of the Company by passing Special Resolution at the Extra Ordinary General Meeting held on April 26, 2019.

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 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 the Articles of Association***" beginning on page 258 of this 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 provisions of the SEBI Listing Regulations and any other rules, regulations or guidelines as may be issued by the Government of India in connection thereto 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 the chapter titled "***Dividend Policy***" beginning on 155 of this Prospectus.

Face Value and Issue Price

The Equity Shares having a Face Value of ₹10.00 each are being issued in terms of this Prospectus at the price of ₹ 24.00 per equity Share (including premium of ₹ 14.00 per equity share). The Issue Price is determined by our Company in consultation with the Lead Manager to the Issue and is justified under the section titled "***Basis for Issue Price***" on page 79 of this Prospectus. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

Compliance with SEBI (ICDR) Regulations 2018

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, 2018. 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:

1. Right to receive dividend, if declared;
2. Right to receive Annual Reports & notices to members;
3. Right to attend general meetings and exercise voting rights, unless prohibited by law;
4. Right to vote on a poll either in person or by proxy, in accordance with the provisions of the Companies Act;
5. Right to receive offer for rights shares and be allotted bonus shares, if announced;
6. Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
7. Right of free transferability of the Equity Shares; subject to applicable laws including any RBI Rules and Regulations; and
8. 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 Regulations and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, please refer to Section titled "***Main Provisions of Articles of Association***" beginning on page 258 of this Prospectus.

Minimum Application Value, Market Lot and Trading Lot

As per ICDR Regulations 2018 and Section 29(1) of the Companies Act, 2013 the Equity Shares to be allotted must be in Dematerialized form i.e. not in the form of physical certificates but be fungible and be represented by the statement issued through electronic mode. Hence, the Equity Shares being issued can be applied for in the dematerialized form only.

The trading of the Equity Shares will happen in the minimum contract size of 6,000 Equity Shares and the same may be modified by the Emerge Platform of NSE from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this offer document will be done in multiples of 6,000 Equity Share subject to a minimum allotment of 6,000 Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

Further, in accordance with Regulation 267(2) of the SEBI (ICDR) Regulations, 2018 the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

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 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, read with Companies (Share Capital and Debentures) Rules, 2014, the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole Applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares

by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Section 72 of the Companies Act, 2013 any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

- to register himself or herself as the holder of the Equity Shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 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 this Issue will be made only in dematerialized form, there is no need to make a separate nomination with our Company. 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.

ISSUE PROGRAMME

Event	Indicative /Date
ISSUE OPENING DATE	Friday, December 27, 2019
ISSUE CLOSING DATE	Friday, January 03, 2020

Minimum Subscription

In accordance with Regulation 260(1) of SEBI (ICDR) Regulations, 2018, this Issue is 100% underwritten. Also, in accordance with explanation to Regulation 260(1) of SEBI (ICDR) Regulations, 2018, the underwriting shall not be restricted to any minimum subscription level. This Issue is 100% underwritten and the details of the same have been disclosed under section titled "***General Information***" on page 52 of this Prospectus.

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 as prescribed, the issuer does not receive the minimum subscription of 90% of the offer through offer document (except in case of an offer for sales of specified securities) on the date of closure of the issue, or if the subscription level falls below 90% after the closure of the issue on account of cheque having been returned unpaid (in case of the right issue) or withdrawal of the applications or after technical rejections, or if the listing or trading permission is not obtained from for the securities so offered under the offer document, the issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond fifteen days after the issuer becomes liable to pay the amount, the issuer and every director of the issuer who are officers in default, shall pay interest at the rate of fifteen per cent. per annum.

Further, in accordance with Regulation 268(1) of SEBI (ICDR) Regulations, 2018, the minimum number of allottees in this Issue shall be fifty (50). In case the minimum number of prospective allottees is less than fifty (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 267(2) of the SEBI (ICDR) Regulations, 2018, the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

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.

Arrangements for disposal of odd lots

The trading of the Equity Shares will happen in the minimum contract size of 6,000 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 1 (one) lot, where value of such shareholding is less than the minimum contract size allowed for trading on Emerge Platform of NSE.

Application by Eligible NRIs, FPIs/FIIs or VCFs registered with SEBI

It is to be understood that there is no reservation for Eligible NRIs, FPIs/FIIs or VCF registered with SEBI. Such Eligible NRIs, FPIs/FIIs 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 Issue 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 60 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 258 of 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 Manager to the Issue s do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager to the Issue 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 Companies Act, 2013 and in accordance with SEBI (ICDR) Regulations, 2018, every company making public offer shall issue securities only in dematerialized form only. Hence, the Equity Shares being offered can be applied for in the 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. Applicants will not have an option of Allotment of the Equity Shares in physical form. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provisions of the Companies Act, 2013 and the Depositories Act.

Migration to Main Board

In accordance with the NSE EMERGE Circular dated November 26, 2012, our Company will have to be mandatorily listed and traded on the Emerge Platform of 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 IX of the SEBI (ICDR) Regulations, 2018.

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018, our Company may migrate to the main board of NSE from the SME Exchange on a later date subject to the following:

- If the Paid up Capital of our 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 our Company has obtained in-principal approval from the main board), we shall have to apply to NSE for listing our shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board

OR

- If the Paid-Up Capital of our Company is more than Rs.10.00 Crore and up to Rs. 25.00 Crore, our company may still apply for migration to the Main Board If our Company fulfils the eligibility criteria for listing laid down by the Main Board of NSE and 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 favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

Market Making

The Equity Shares offered through this Issue are proposed to be listed on the Emerge Platform of NSE, wherein the Lead Manager to the Issue 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

Emerge Platform of NSE. For further details of the agreement entered into between our Company, the Lead Manager to the Issue and the Market Maker please refer to section titled "***General Information*** - Details of the Market Making Arrangements for this Issue" beginning on page 52 of this 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 Issue size)**	**Re-entry threshold for buy quotes (including mandatory initial inventory of 5% of Issue size)**
Upto Rs. 20 Crore	25%	24%
Rs. 20 to Rs. 50 Crore	20%	19%
Rs.50 to Rs. 80 Crore	15%	14%
Above Rs.80 Crore	12%	11%

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 through this Issue.

Jurisdiction

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Mumbai, Maharashtra, 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 to, or for the account or benefit of "U.S. persons" (as defined in Regulation S), except pursuant to an exemption from or in a transaction not subject to, registration requirements of the U.S.

Securities Act and applicable U.S. state Securities laws. 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

The Public Issue of 15,96,000 Equity Shares of ₹ 10/- each for cash at a price of Rs. 24/- per Equity Share (including a share premium of ₹ 14/-per Equity Share) aggregating to Rs. 383.04 Lacs (the "**Issue**") by our Company of which 84,000 Equity Shares of Rs. 10/- each will be reserved for subscription by Market Makers to the Issue ("**Market Maker Reservation Portion**") the Issue less the Market Maker Reservation Portion i.e. 15,12,000 Equity Shares of Rs. 10 each is hereinafter referred to as the "**Net Issue**". This Issue and the Net Issue will constitute 26.50 % and 25.10 % respectively of the post Issue paid up Equity Share capital of the Company.

This Issue is made through the Fixed Price Issue.

Particulars	Net Issue to Public	Market Maker Reservation Portion
Number of Equity Shares	15,12,000 Equity Shares.	84,000 Equity Shares
Percentage of the Issue Size available for allocation	94.74 % of the Issue	5.26 %of the Issue
Basis of Allocation, if respective category is oversubscribed	Proportionate, subject to minimum allotment of 6,000 Equity Shares and further allotment in multiples of 6,000 Equity Shares each. For further details, refer page 229 of the Prospectus.	Firm Allotment
Mode of Application	All application shall make though ASBA Process or through UPI for Retail Investors	Through ASBA Process or through UPI
Mode of Allotment	Compulsorily in dematerialized form	
Minimum Application	**For Other than Retail Individual Investors:-** Such nos. of Equity Shares in multiples of 6,000 Equity Shares at an Issue Price of ₹ 24/- such that the application value exceeds Rs. 2 Lakh **For Retail Investors: -** 6,000 Equity Shares	84,000 Equity Shares
Maximum Application	**For Other than Retail Individual Investors:-** The maximum application is the Net Issue to the Public Equity subject to limit that that the application size does not exceeds the Issue. **For Retail Investors:-** Such nos. of Equity Shares in multiples of 6,000 Equity Shares at an Issue Price of ₹ 24/- such that the application value does not exceed Rs. 2 Lakhs	84,000 Equity Shares
Trading Lot	6,000 Equity Shares	6,000 Equity Shares. However, the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.
Application Lot Size	6,000 Equity Shares Thereafter Equity Shares and in multiples of 6,000 Equity Shares	

Terms of Payment	The entire Application Amount will be payable at the time of submission of the Application Form. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public offer may use either ASBA facility for making application or also can use UPI as a payment mechanism with ASBA for making application.

(1) This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 through the Fixed Price method and hence, as per of Regulation 253(2), of SEBI (ICDR) Regulations, 2018, the allocation of Net Issue to the public category shall be made as follows:

(a) Fifty per cent to retail individual investors; and

(b) remaining to:

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

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

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

***Note**: If the retail individual investor category is entitled to more than fifty per cent. of the issue size on a proportionate basis, the retail individual investors shall be allocated that higher percentage.*

In case of joint Applications, the Application Form should contain only the name of the First Applicant whose name should also appear as the first holder of the beneficiary account or UPI linked account number held in joint names. The signature of only such First Applicant would be required in the Application Form and such First Applicant would be deemed to have signed on behalf of the joint holders. Applicants will be required to confirm and will be deemed to have represented to our Company, the Lead Manager, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares in this Issue. SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB.

Withdrawal of the Issue

Our Company in consultation with the Lead Manager to the Issue, reserves the right not to proceed with this 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 to the Issue, 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/Issue of Equity Shares, the Company will file a fresh Draft Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, this 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	**Friday, December 27, 2019**
ISSUE CLOSING DATE	**Friday, January 03, 2020**

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, or in the case of ASBA Applicants, at the Designated Bank Branches except that on the Issue Closing Date applications will be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time).

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 and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 as amended and modified by the circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, and SEBI Circular bearing number (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and Circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, notified by SEBI ("General Information Document"). The General Information Document is available on the websites of the Stock Exchanges and the LM. Please refer to the relevant portions of the General Information Document which are applicable to this Issue.

Additionally, all applicants may refer to the General Information Document for information in relation to (i) channels of submission of application form; (b) payment instructions for applicants; (iii) instruction for filing the application form.

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 Issuing 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. These changes are applicable for all public issues which open on or after January 1, 2016 and SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, in relation to clarifications on streamlining the process of public issue of equity shares and convertibles.

Unified Payments Interface Phased implementation of Unified Payments Interface SEBI has issued a circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018 in relation to streamlining the process of public issue of inter alia, equity shares. Pursuant to the circular, Unified Payments Interface will be introduced in a phased manner as a payment mechanism in addition to ASBA for applications by Retail Individual Bidders through intermediaries. Phase I of this mechanism will be applicable from January 1, 2019.

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, UPI ID (in case of RIBs using the UPI Mechanism) and PAN, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the IPO subject to applicable laws.

Phased implementation of UPI for Bids by Retail Individual Bidders as per the UPI Circular

SEBI has issued a circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, updated pursuant to the SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 and SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 (collectively, the "**UPI Circular**") in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circular, UPI is introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIBs through intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circular has been introduced and implement the UPI payment mechanism in three phases in the following manner:

Phase I: This phase was become applicable from January 1, 2019 and was continued for a period of six months i.e. until June 30, 2019. Under this phase, a Retail Individual Bidder would also have the option to submit the Bid cum Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing would continue to be six Working Days.
All Designated Intermediaries in relation to the Issue should ensure compliance with the SEBI circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, as amended and modified by the SEBI circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 and SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, in relation to clarifications on streamlining the process of public issue of equity shares and convertibles as amended and modified by the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019.

With effect from July 1, 2019, with respect to Applications by RIIs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Applications with existing timeline of T+6 days will continue will continue for a period of three months or launch of five main board public issues, whichever is later (―UPI Phase II‖), Further pursuant to SEBI Circular SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 UPI Phase II was extended till March 31, 2020. Subsequently, the final reduced timeline will be made effective using the UPI Mechanism for applications by RIBs (―UPI Phase III‖), as may be prescribed by SEBI

Phase II: This phase commenced on completion of Phase I and will continue till March 31, 2020. Under this phase, submission of the Application Form by a Retail Individual Applicant through intermediaries to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public issue closure to listing would continue to be six Working Days during this phase.

Phase III: Subsequently, the time duration from public issue closure to listing would be reduced to be three Working Days.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism.

The Issuers are to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchange and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Applicants into the UPI mechanism. For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Lead Manager.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI payment. The issuers will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Bidders into the UPI mechanism.

This Issue may be amongst one of the few initial public issue in which the UPI Mechanism for application by RIB is being permitted, the Company, and the LM are not liable for any adverse occurrence's consequent to the implementation of the UPI Mechanism for application in this Issue.

Retail Individual Bidders making application using UPI shall use only his / her own bank account or only his / her own bank account linked UPI ID to make an application in the Issue. The SCSBs upon receipt of the Bid cum Application Form will upload the Bid details along with the UPI ID in the bidding platform of the Stock Exchanges. Applications made by the Retail Individual Bidders using third party bank account or using UPI IDs linked to the bank accounts of any third parties are liable for rejection. Bankers to the Issue shall provide the

investors UPI linked bank account details to RTA for purpose of reconciliation. Post uploading the Bid details in the bidding platform, the Stock Exchanges will validate the PAN and demat account details of Retail Individual Bidders with the Depositories.

Status of SCSBs on UPI

Applications through UPI in IPOs can be made only through the SCSBs / mobile applications (apps) whose name appears on the SEBI website – www.sebi.gov.in at the following path:

Home » Intermediaries/Market Infrastructure Institutions » Recognised Intermediaries » Self Certified Syndicate Banks eligible as Issuer Banks for UPI

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. Bidders 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 the Prospectus.

This section applies to all the Bidders, please note that all the Bidders 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.

Fixed Price Issue Procedure

The Issue is being made in compliance with the provisions of Chapter IX of the SEBI ICDR Regulations, and through the Fixed Price Process wherein 50% of the Net Issue to Public is being offered to the Retail Individual Applicants and the balance is being offered to Other Investors including QIBs and Non-Institutional Applicants. However, in case of under-subscription in either category, unsubscribed portion shall be allocated to investors in other category subject to valid Applications being received from them at the Issue Price.

Subject to the valid Applications being received at the Issue Price, allotment to all categories in the Net Issue, shall be made on a proportionate basis, except for the Retail Individual Investors Category where Allotment to each Retail Individual Applicants shall not be less than the minimum lot, subject to availability of Equity Shares in Retail Individual Investors Category, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription, if any, in any category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the Lead Manager and the Stock Exchange.

Investors should note that the Equity Shares will be allotted to all successful Applicants only in dematerialised form. It is mandatory to furnish the details of Applicant's depository account along with Application Form. The Application Forms which do not have the details of the Applicants' depository account, including the DP ID Numbers and the beneficiary account number shall be treated as incomplete and rejected. Application Forms which do not have the details of the Applicants' PAN, (other than Applications made on behalf of the Central and the State Governments, residents of the state of Sikkim and official appointed by the courts) shall be treated as incomplete and are liable to be rejected. Applicants will not have the option of being Allotted Equity Shares in physical form. The Equity Shares on Allotment shall be traded only in the dematerialised segment of the Stock Exchanges.

Application Form

Retail Individual Applicants can submit their Applications by submitting Application Forms, in physical form or in electronic mode, to the members of the Syndicate, the sub-Syndicate, the SCSBs, the Registered Brokers, Registrars to an Issue and Share Transfer Agents and Depository Participants.

Application Forms will be available with the Syndicate/sub-Syndicate members, SCSBs and at our Registered Office. In addition, the Application Forms will also be available for download on the website of the Company, Lead Manager and Stock Exchange, NSE EMERGE (www.nseemerge.com), at least one day prior to the Issue Opening Date.

All Applicants shall mandatorily participate in the Issue only through the ASBA process. ASBA Applicants must provide bank account details and authorisation to block funds in the relevant space provided in the Application Form or alternatively, the Retail Individual Applicants wishing to apply through UPI Channel, may provide the UPI ID and validate the blocking of the funds and the Application Forms that do not contain such details are liable to be rejected. For further details on the UPI Channel please refer SEBI circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018.

Applicants shall ensure that the Applications are made on Application Forms bearing the stamp of a member of the Syndicate or the Registered Broker or the SCSBs or Registrars to an Issue and Share Transfer Agents or Depository Participants, as the case may be, submitted at the Collection centres only (except in case of electronic Application Forms) and the Application Forms not bearing such specified stamp are liable to be rejected.

Pursuant to SEBI Circular dated 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. Alternatively investors can apply through UPI. The prescribed colour of the Application Form for various categories applying in this issue is as follows:

Category	**Colour**
Resident Indians and Eligible NRIs applying on a non-repatriation basis (ASBA)**	White*
Non-Residents and Eligible NRIs applying on a repatriation basis (ASBA)**	Blue*

** Excluding electronic Application Form.*

*** Application forms will also be available on the website of the NSE EMERGE (www.nseemerge.com). Same Application Form applies to all ASBA Applicants/ Retail Individual Applicants applying through UPI mechanism, irrespective of whether they are submitted to the SCSBs, to the Registered Brokers, to Registrars to an Issue and Share Transfer Agents, Depository Participants or to the Syndicate.*

Designated Intermediaries (other than SCSBs) after accepting application form submitted by RIIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Application Forms to respective SCSBs where the Applicants has a bank account and shall not submit it to any non-SCSB Bank.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).

Applicants shall only use the specified Application Form for the purpose of making an Application in terms of the Prospectus.

The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Applicants are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Offer, shall submit a completed application form to any of the following Intermediaries (Collectively called ―Designated Intermediaries")

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 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 offer and share transfer agent ('RTA')(whose name is mentioned on the website of the stock exchange as eligible for this activity)

Retails investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as "Intermediaries"), and intending to use UPI, shall also enter their UPI ID in the application form.

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as 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.
For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:	After accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.

Stock exchange shall validate the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded. Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants are deemed to have authorized our Company to make the necessary changes in the Prospectus, without prior or subsequent notice of such changes to the Applicants.

Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorizing blocking funds that are available in the bank account specified in the Application Form used by ASBA Applicants.

Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms/ Application Forms to the respective SCSB, where the Applicant has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

Availability of 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 and Registrar to the Issue, as mentioned in the Application Form. The application forms may also be downloaded from the website of NSE EMERGE i.e. www.nseemerge.com.

Who can apply?

Each Applicant should check whether it is eligible to apply under applicable law.

Furthermore, certain categories of Applicants, such as NRIs, 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 Application Form and GID 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);

Applications belonging to an account for the benefit of a minor (under guardianship);

- 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);
- Applications belonging to an account for the benefit of a minor (under guardianship);
- Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the Application is being made in the name of the HUF in the Application Form as follows: "Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Application by HUFs will be considered at par with Applications from individuals;
- Companies, corporate bodies and societies registered under applicable law in India and authorised to invest in equity shares;
- QIBs;
- NRIs on a repatriation basis or on a non-repatriation basis subject to applicable law;
- Qualified Foreign Investors subject to applicable law;
- Indian Financial Institutions, regional rural banks, co-operative banks (subject to RBI regulations and the SEBI ICDR Regulations and other laws, as applicable);
- Trusts/ societies registered under the Societies Registration Act, 1860, or under any other law relating to trusts/ societies and who are authorised under the irrespective constitutions to hold and invest in equity shares;
- Limited liability partnerships registered under the Limited Liability Partnership Act,2008;
- Insurance companies registered with IRDAI;
- Mutual Funds registered with SEBI;
- FPIs other than Category III Foreign Portfolio Investor;
- Category III Foreign Portfolio Investors, which are foreign corporates or foreign individuals only under the Other Investors Category;
- Scientific and/ or industrial research organisations authorised in India to invest in the Equity Shares;
- Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and polices applicable to them.

Applications should not to be made by:

- Minors (except through their Guardians)
- Partnership firms or their nominations
- Foreign Nationals (except NRIs)
- Overseas Corporate Bodies

The Equity Shares have not been and will not be registered under the U.S. Securities Act, 1933 (the "U.S. Securities Act") or the securities laws of any state of 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, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. 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 Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The information below is given for the benefit of the applicants. Our Company, and the Lead Manager do not accept responsibility for the completeness and accuracy of the information stated. Our Company, and the Lead Manager is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for does not exceed the limits prescribed under laws or regulations.

MAXIMUM AND MINIMUM APPLICATION SIZE

1. **For Retail Individual Applicants**:

The Application must be for a minimum of 6,000 Equity Shares and in multiples of 6,000 Equity Shares thereafter, so as to ensure that the Application Price payable by the Applicant does not exceed ₹ 2,00,000. In case of revision of Applications, the Retail Individual Applicants have to ensure that the Application Price does not exceed ₹ 2,00,000. As the application price payable by the Retail Individual Applicants cannot exceed ₹ 2,00,000, they can make Application only for minimum Application size i.e. for 6,000 Equity Shares.

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 ₹ 2,00,000 and in multiples of 6,000 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 ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

3. **Minimum Bid Lot:**

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.

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 Eligible NRIs

Only Applications accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRIs intending to make payment through freely convertible foreign exchange and Applying on a repatriation basis could make payments through the ASBA process only by blocking the funds for the amount payable on application in their NRE Account or FCNR Accounts, maintained with banks authorised by the RBI to deal in foreign exchange.

Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non-Residents, accompanied by a bank certificate confirming that the payment has been made by blocking the relevant funds in their NRE or FCNR account, as the case may be. Payment for Application by non-resident Applicants applying on a repatriation basis will not be accepted out of NRO accounts for the full Application amount, at the time of submission of the Application Form.

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents (white in colour). Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non-Residents (blue in colour).

Applications by HUF

Application by Hindu Undivided Families or HUFs should be in the individual name of the Karta. The Applicant should specify that the Application is being made in the name of the HUF in the Application Form as follows: "Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Application by HUFs will be considered at par with Applications by individuals.

Applications by FPIs

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) is not permitted to exceed 10% of our post- Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectoral cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to the RBI.

In case the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with 'know your client' norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority. In case of Applications made by FPIs, a verified true copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached along with the Application form, failing which our Company reserves the right to reject the Application without assigning any reasons thereof.

Applications by banking companies

In case of Applications made by banking companies registered with the RBI, certified copies of: (i) the certificate of registration issued by the RBI, and (ii) the approval of such banking company's investment committee are

required to be attached to the Application Form, failing which our Company reserves the right to reject any Application by a banking company without assigning any reason therefore.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "Banking Regulation Act"), and the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10% of the bank's own paid-up share capital and reserves, whichever is lower. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt/corporate debt restructuring/strategic debt restructuring, or to protect the bank's interest on loans/investments made to a company. The bank is required to submit a time bound action plan for disposal of such shares within a specified period to the RBI. A banking company would require a prior approval of the RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and (ii) investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016.

Applications by SCSBs

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for ASBA applications.

Applications by SEBI registered Venture Capital Funds, Alternative Investment Funds and Foreign Venture Capital Investors

The SEBI VCF Regulations and the SEBI FVCI Regulations, as amended, inter alia prescribe the investment restrictions on VCFs and FVCIs, respectively, registered with SEBI. Further, the SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs.

Accordingly, the holding in any company by any individual VCF or FVCI registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in public offerings.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/ 3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulations.
All Non-Resident Applicants including Eligible NRIs, FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and / or commission. There is no reservation for Eligible NRIs, FIIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.

Further, according to the SEBI Regulations, the shareholding of VCFs, category I or II AIFs and FVCIs held in a company prior to making an initial public offering would be exempt from lock-in requirements only if the shares have been held by them for at least one year prior to the time of filing the Prospectus with SEBI. However, such equity shares shall be locked in for a period of at least one year from the date of purchase by the VCF, category I or II AIF or FVCI, as the case may.

Applications by limited liability partnerships

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof.

Applications by Insurance Companies

In case of Applications made by Insurance Companies, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 (the "IRDAI Investment Regulations") are broadly set forth below:

a. Equity shares of a company: the lower of 10% of the outstanding Equity Shares (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: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
c. The industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under points (i), (ii) and (iii) above, as the case may be.

The above limit of 10.00% shall stand substituted as 15.00% of outstanding equity shares (face value) for insurance companies with investment assets of ₹2,500,000 million or more and 12.00% of outstanding equity shares (face value) for insurers with investment assets of ₹500,000.00 million or more but less than ₹2,500,000.00 million.

Insurance companies participating in this Issue, shall comply with all applicable regulations, guidelines and circulars issued by IRDA from time to time.

Applications by provident funds/ pension funds

In case of Applications made by provident funds/ pension funds, subject to applicable laws, with minimum corpus of ₹ 250 million, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application, without assigning any reason thereof.

Applications under Power of Attorney

In case of Applications made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Mutual Funds, Eligible FPIs, insurance companies Systemically Important Non-Banking Financial Companies, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹ 250 million and pension funds with a minimum corpus of ₹ 250 million (in each case, subject to applicable law and in accordance with their respective constitutional documents), 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, as applicable must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any such Application without assigning any reasons therefore.

Applications by Systemically Important Non-Banking Financial Companies

In case of Application by Systemically Important Non-Banking Financial Companies, certified copy of a) the certificate of registration issued by RBI, b) certified copy of its latest audited financial statement on a standalone basis and a net worth certificate from its statutory auditor and c) such other approval as may be required by Systemically Important Non- Banking Financial Companies are required to be attached to the Application Form. Failing this, our Company reserves the right to accept or reject any such Application without assigning any reasons therefore. Systemically Important Non- Banking Financial Companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and Applicants are

advised to ensure that any single Application from them does not exceed the applicable investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Prospectus.

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 three (3) 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 Designated Intermediaries. Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.

7 The Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account.

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 SCSBs 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.

Method and Process of Bids

1) The Designated Intermediaries shall accept applications from the Bids during the Issue Period.

2) Before submission of the application with the intermediary, the RII would be required to have / create a UPI ID, with a maximum length of 45 characters including the handle (Example: InvestorID@bankname).

3) RII will fill in the bid details in the application form along with his/ her bank account linked UPI ID and submit the application with any of the intermediary.

4) The intermediary upon receipt of form will upload the bid details along with UPI ID in the stock exchange bidding platform

5) Once the bid has been entered in the bidding platform, the exchange will undertake validation of the PAN and Demat Account details of RII with the depository

6) Depository will validate the aforesaid bid details on a real time basis and send response to stock exchange which would be shared by stock exchange with intermediary through its platform, for corrections, if any.

7) SMS from exchange to RII for bidding: Once the bid details are uploaded on the stock exchange platform, the stock exchange shall send an SMS to the RII regarding submission of his / her application, daily at the end of day basis, during bidding period. For the last day of bidding, the SMS may be sent out the next working day.

8) Post undertaking validation with depository, the stock exchange will, on a continuous basis, electronically share the bid details along with RIIs UPI ID, with the Sponsor Bank appointed by the issue.

9) The Sponsor Bank will initiate a mandate request on the RII i.e. request the RII to authorize blocking of funds equivalent to application amount and subsequent debit of funds in case of allotment

10) The request raised by the Sponsor Bank, would be electronically received by the RII as a SMS / intimation on his / her mobile no. / mobile app, associated with UPI ID linked bank account.

11) The RII would be able to view the amount to be blocked as per his / her bid in such intimation. The RII would also be able to view an attachment wherein the IPO bid details submitted by RII will be visible. After reviewing the details properly, RII would be required to proceed to authorize the mandate. Such mandate raised by sponsor bank would be a one-time mandate for each application in the IPO.

12) Upon successful validation of block request by the RII, as above, the said information would be electronically received by the RIIs' bank, where the funds, equivalent to application amount, would get blocked in RIIs account. Intimation regarding confirmation of such block of funds in RIIs account would also be received by the RII.

13) The information containing status of block request (e.g. – accepted / decline / pending) would also be shared with the Sponsor Bank, which in turn would be shared with stock exchange. The block request status would also be displayed on stock exchange platform for information of the intermediary.

14) The information received from Sponsor Bank, would be shared by stock exchange with RTA in the form of a file for the purpose of reconciliation.

15) RIIs would continue to have the option to modify or withdraw the bid till the closure of the bidding period. For each such modification of bid, RII will submit a revised bid and shall receive a mandate request from sponsor bank to be validated as per the process indicated above.

16) If sufficient funds are not available in the ASBA Account, the Designated Intermediaries shall reject such bids and shall not upload such bids with the Stock Exchange.

17) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the bid Amount mentioned in the Bid cum 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.

18) The bid Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdraw/ failure of the Issue or until withdrawal/ rejection of the bid cum 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 bidders 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.

Post issue closure – Finalization of basis of allotment of shares, debit of blocked amount, credit of shares and listing

Post closure of the offer, the stock exchange would share the bid details with RTA. Further, stock exchange would also provide RTA the final file received from Sponsor Bank, containing status of blocked funds or otherwise, along with the bank account details with respect to applications made using UPI ID

The RTA, based on information of bidding and blocking received from stock exchange, would undertake reconciliation of the bid data and block confirmation corresponding to the bids by all investor category applications (with and wi0thout the use of UPI) and prepare the basis of allotment.

Upon approval of basis of allotment, RTA will share the debit file with Sponsor bank (through Stock exchange) and SCSBs, as applicable, for credit of funds in the public issue account and unblocking of excess funds in the RIIs account. The Sponsor bank based on the mandate approved by the RII at the time of blocking of funds, will raise the debit / collect request from RIIs bank account, whereupon the funds will be transferred from RIIs account to public issue account and remaining funds, if any, will be unblocked without any manual intervention by RII or his / her bank.

Upon confirmation of receipt of funds in the public issue account, shares would be credited to the RII's account. RII will be notified for full/partial/no allotment. For partial allotment the remaining funds would be unblocked. For no allotment, mandate would be revoked and application amount would be unblocked for the RII.

Thereafter, Stock Exchanges will issue the listing and trading approval and trading will commence next working day

Terms of payment

The entire Issue price of ₹ 24/- 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.

Allocation of Equity shares

1. The Issue is being made through the Fixed Price Process wherein 84,000 Equity Shares shall be reserved for Market Maker and 15,12,000 Equity shares (Net Issue) 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.

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 PAN, DP ID and Client ID are correct and the Applicants depository account is active, as Allotment of Equity Shares will be in the dematerialized form only;
- Applicant shall use only his / her own bank account or only his / her own bank account linked UPI ID to make an application
- Ensure that the Demographic Details are updated, true and correct in all respects;
- Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant.
- Ensure that you have funds equal to the Application Amount in the ASBA account or UPI ID linked Bank Account maintained with the SCSB before submitting the Application Form under the ASBA process to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centers),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/UPI ID linked Bank Account under the ASBA process;
- Ensure that the Applications are submitted at the Collection centres only on forms bearing the stamp of the Syndicate or Registered Broker or RTAs or DPs or SCSB (except in case of electronic forms). Ensure that your Application is submitted either to a member of the Syndicate (in the Specified Locations), a Designated Branch of the SCSB where the Applicant has a bank account or a UPI ID linked Bank Account, or to a Registered Broker at the Broker Centres or to RTAs or DPs at collection centres and not to our Company.
- 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 ASBA Account number in the Application Form and in case of Retail Individual Applicants applying through UPI Channel, ensure that you have mentioned the correct UPI ID.
- Submit revised Applications to the same member of the Syndicate, SCSB or Non-Syndicate Registered Broker, or RTAs or DPs as applicable, through whom the original Application was placed and obtain a revised TRS;
- 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 ₹ 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 application from one bank account.
- Do not use third party bank account or third party UPI ID linked Bank Account for making the Application;

Other instructions for the Applicants

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 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.

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.

Impersonation:

Attention of the application is specifically drawn to the provisions of the 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.
d) The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount."

Investor Grievance

In case of any pre-Issue or post-Issue related problems regarding demat credit/refund orders/unblocking etc., the Investors can contact the Compliance Officer of our Company.

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.

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 made using a third party bank account or using third party UPI ID linked bank account;
- Applications at a price other than the Fixed Price of the Issue;
- Applications for number of Equity Shares which are not in multiples of 6,000;
- 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 this 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 ₹ 2,00,000 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, other Retail Individual Applicants, not submitted through ASBA process and Applications by Retail Individual Applicants not submitted through ASBA process or the UPI process;
- Failure of Retail Individual Applicants to validate the request of blocking of Application amount sent by the Sponsor Bank;
- Applications not uploaded on the terminals of the Stock Exchanges;
- 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;
- In case of Retail Individual Applicants applying through the UPI mechanism, details of UPI ID, not provided in the Application form; etc

Grounds for Refund

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 this prospectus. The designated stock exchange may be as disclosed in this prospectus with which the basis of allotment may be finalised.

If the Issuer fails to make an application to the Stock Exchange(s) and obtain permission for listing of the Equity shares, in accordance with the provisions of section 40 of the Companies Act, 2013, the issuer may be punishable with a fine which shall be not less than Rs. 5 lakhs but which may extend to Rs. 50 lakhs and every officer of the issuer wo is in default shall be punishable with imprisonment for a term which may extend to one year or with fine which shall not be less than Rs. 50,000 but which may extend to Rs. 3 lakhs, or with both.

If the permission 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 repay, without interest, all monies received from the applicants in pursuance of this Prospectus.

If such money is not repaid within 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 39 of the Companies Act, and as disclosed in this Prospectus.

Non-Fulfilment of the obligation by the Underwriters

The Issue is not restricted to any minimum subscription and is 100% underwritten. If the Issuer does not receive subscription of 100% of the Issue, including development to the Underwriters, as applicable, the issuer may forthwith, take steps to unblock the entire subscription amount received within six working days of the application/issue closing date. This is further subject to the compliance with Rule 19(2)(b) of the SCRR.

If there is a delay beyond the prescribed time after the issuer becomes liable to pay or unblock the amount received from applicants, then the issuer and every director of the issuer who is an officer in default may on and from expiry of prescribed time period under applicable laws, be jointly and severally liable to repay the money, with interest at the rate of 15% per annum in accordance with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended.

For details of instruction in relation to the Application Form, Applicants may refer to the relevant section of GID and UPI Circular.

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.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner.

The authorised employees of the Stock Exchange, along with the LM and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Completion of Formalities for Listing & Commencement of Trading

Our Company shall 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 (six) Working Days of the Issue Closing Date. The Registrar to the Issue may dispatch the Allotment Advice within 6 (six) Working Days of the Issue Closing Date.

Signing of Underwriting Agreement and Filing of Prospectus with ROC

a) The issue is 100% underwritten. Our company has entered into an Underwriting Agreement dated December 04, 2019 with Lead Manager. For Further information, please refer section "General Information" beginning from page no 52 of this Prospectus.
b) A copy of Prospectus will be filled with the RoC in terms of Section 26 of Companies Act, 2013.

Undertakings by Our Company

We undertakes 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 the funds required for making refunds/unblocking to unsuccessful applicants as per the mode(s) disclosed shall be made available to the registrar to the issue by the issuer.
4) That where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the specified period of closure of the issue giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund.
5) That the promoters' contribution in full, wherever required, shall be brought in advance before the Issue opens for public subscription and the balance, if any, shall be brought on a pro rata basis before the calls are made on public in accordance with applicable provisions in these regulations.
6) That no further issue of securities shall be made till the securities offered through the Prospectus are listed or till the application monies are refunded on account of non-listing, under subscription, etc., other than as disclosed in accordance with Regulation 19.
7) That adequate arrangements shall be made to collect all Applications Supported by Blocked Amount and to consider them similar to non-ASBA applications while finalizing the basis of allotment.
8) 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;
9) 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.
4) The utilisation of monies received under the Promoters' contribution shall be disclosed, and continue to be disclosed till the time any part of the Issue Proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised;
5) The details of all unutilised monies out of the funds received under the Promoters' contribution shall be disclosed under a separate head in the balance sheet of our Company indicating the form in which such unutilised monies have been invested.

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 will sign the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

Agreement dated June 24, 2019 between NSDL, the Company and the Registrar to the Issue;
Agreement dated June 27, 2019 between CDSL, the Company and the Registrar to the Issue;
The Company's equity shares bear an ISIN No INE098201010.

RESTRICTION ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Foreign investment is allowed up to100% under automatic route in our Company.

India's current Foreign Direct Investment ("FDI") Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, GOI ("DIPP") by circular of 2015, with effect from May 12, 2015 ("Circular of 2015"), consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP. The Government usually updates the consolidated circular on FDI Policy once every Year and therefore, Circular of 2015 will be valid until the DIPP issues an updated circular.

The transfer of shares by an Indian resident to a Non-Resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the Consolidated FDI Policy and transfer does not attract the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI/RBI. Further, in terms of the Consolidated FDI Policy, prior approval of the RBI shall not be required for transfer of shares between an Indian resident and person not resident in India if conditions specified in the Consolidated FDI Policy have been met. The transfer of shares of an Indian company by a person resident outside India to an Indian resident, where pricing guidelines specified by RBI under the foreign exchange regulations in India are not met, will not require approval of the RBI, provided that (i) the original and resultant investment is in line with Consolidated FDI policy and applicable foreign exchange regulations pertaining to inter alia sectoral caps and reporting requirements; (ii) the pricing is in compliance with applicable regulations or guidelines issued by SEBI.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue.

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, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them.

Vaxtex

MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

THE COMPANIES ACT, 2013
(COMPANY LIMITED BY SHARES)
ARTICLES OF ASSOCIATION
OF
VAXTEX COTFAB LIMITED

Article No.		Particulars	Headings
1		No regulations contained in Table "F" in the First Schedule to the Companies Act, 2013 shall apply to this Company, but the regulations for the management of the Company and for the observance by the members thereof and their representatives shall, subject to any exercise of the statutory powers by the Company with reference to the repeal or alteration of, or addition to its regulations by Special Resolution, as prescribed by the said Companies Act, 2013, be such as are contained in the said Articles.	Table "F" not to apply but Company to be governed by these Articles
INTERPRETATION			
2	(1)	The marginal notes hereto shall not affect the construction hereof. In the interpretation of these Articles the following expression shall have the following meanings, unless repugnant to the subject or context:	Interpretation
	(2)	"The Act" - The Companies Act 2013 or earlier Companies Acts (as may be in force) as the context may so require and includes the rules made thereunder and any statutory modification or re-enactment thereof for the time being in force.	The Act
	(3)	"Alter" or "Alteration" shall include the making of additions, omissions, deletion and substitutions.	Alter and Alteration
	(4)	"Annual General Meeting" - means a general meeting of the members held in accordance with the provisions of the Section 96 of the Companies Act, 2013.	Annual General Meeting
	(5)	"Articles" means the Articles of Association of a Company as originally framed or as altered from time to time or applied in pursuance of any previous Company law or of this Act.	Articles of Association
	(6)	"Auditors" - means and includes the persons appointed as such for the time being of the Company.	Auditors
	(7)	"Beneficial Owner" - shall mean beneficial owner as defined in clause (a) of sub section (1) of Section 2 of the Depositories Act, 1996.	Beneficial Owner

Article No.		Particulars	Headings
	(8)	"Board" or "Board of Directors" - means a meeting of the Directors or a Committee thereof duly called and constituted, or as the case may be, the Directors assembled at a Board or the requisite number of Directors entitled to pass a Circular Resolution in accordance with these Articles, or acting by Circular Resolution under the Articles.	Board of Directors
	(9)	"Bye-laws" - means the Bye-laws which may be made by the Board of Directors of the Company under these Articles and which may for the time being be in force.	Bye-laws
	(10)	"Capital" - means the capital for the time being raised for the purpose of the Company.	Capital
	(11)	"The Chairman" - means the Chairman of the Board of Directors for the time being of the Company.	Chairman
	(12)	"The Company" or "This Company" - means **VAXTEX COTFAB LIMITED.**	The Company or This Company
	(13)	"Debenture" - includes debenture stock, bonds or any other instrument of the Company evidencing a debt, whether constituting a charge on the assets of the Company or not. Provided that: (a) the instrument referred to in Chapter III-D of Reserved Bank of India Act, 1934; and (b) such other instrument, as may be prescribed by the central Government consultation with the Reserve bank of India, issued by the Company shall not be treated as debenture.	Debenture
	(14)	"Depositories Act, 1996" - shall include statutory modifications or re-enactment thereof.	Depositories Act
	(15)	"Depository" - shall mean a Depository as defined under clause (e) of sub-section (1) of Section 2 of the Depositories Act, 1996.	Depository
	(16)	"Directors" - means the Directors for the time being of the Company or as the case may be, the Directors assembled at a Board, or acting under a Circular Resolution under the Articles.	Directors
	(17)	"Dividend" - includes any interim dividend.	Dividend
	(18)	"Documents" - includes summons, notices, requisition, other legal process and registers, whether issued, sent or kept in pursuance of the Act or under any other law for the time being in force or otherwise, maintained on paper or in electronic form.	Documents

Article No.		Particulars	Headings
	(19)	"Executor" or "Administrator" - means a person who has obtained Probate or Letter of Administration, as the case may be, from a Competent Court.	Executor or Administrator
	(20)	"General Meeting" - means a general meeting of the members whether Annual or Extra Ordinary General meeting duly called and convened as per these Articles of Association and in accordance with the provisions of the Companies Act, 2013.	General Meeting
	(21)	"Group" - means a group of two or more individuals, associations, firms or bodies corporate, or any combination thereof, which exercises or is in a position to exercise, or has the subject of exercising, control over any individual, body corporate, firm or trust.	Group
	(22)	"In writing" or "written" – means and includes words printed, lithographed, represented or reproduced in any other modes in a visible form, including telex, telegram.	In Writing and Written
	(23)	"Key managerial personnel", in relation to a Company, means— (i) the Chief Executive Officer or the managing Director or the manager; (ii) the Company secretary; (iii) the whole-time Director; (iv) the Chief Financial Officer; and (v) such other officer as may be prescribed;	Key Managerial Personnel
	(24)	"Managing Director" means a Director who, by virtue of the articles of a Company or an agreement with the Company or a resolution passed in its general meeting, or by its Board of Directors, is entrusted with substantial powers of management of the affairs of the Company and includes a Director occupying the position of managing Director, by whatever name called.	Managing Director
	(25)	"Members" - means the duly registered holders, from time to time of the shares of the Company and includes the subscribers to the Memorandum of the Company and the beneficial owner(s) as defined in clause (a) of sub-section (1) of Section 2 of the Depositories Act, 1996.	Members
	(26)	"Memorandum" means the Memorandum of Association of a Company as originally framed or as altered from time to time in pursuance of any previous Company Law or of this Act.	Memorandum of Association
	(27)	"Month" - means a calendar month.	Month
	(28)	"Office" - means the registered office for the time being of the Company	Office
	(29)	"Ordinary Resolution" - shall have the meaning assigned to it by Section 114 of the Companies Act, 2013.	Ordinary Resolution

Article No.		Particulars	Headings
	(30)	"Paid-up" - includes capital credited as paid up.	Paid-up
	(31)	"Persons" – includes individuals, any Company or association or body of individuals whether incorporated or not.	Persons
	(32)	"Postal Ballot" means voting by post or through any electronic mode.	Postal Ballot
	(33)	"Promoter" means a person— (i) who has been named as such in a prospectus or is identified by the Company in the annual return referred to in section 92; or (ii) who has control over the affairs of the Company, directly or in directly whether as a shareholder, Director or otherwise; or (iii) in accordance with whose advice, directions or instructions the Board of Directors of the Company is accustomed to act: Provided that nothing in sub-clause (iii) shall apply to a person who is acting merely in a professional capacity	Promoter
	(34)	"Proxy" - means an instrument whereby any person is authorised to vote for a member at the general meeting on poll.	Proxy
	(35)	"The Register of Members" - means the register of members to be kept pursuant to Section 88 of the Companies Act, 2013.	The Register of Members
	(36)	"The Registrar" - means the Registrar of Companies.	The Registrar
	(37)	"Seal" - means the Common Seal for the time being of the Company.	Seal
	(38)	"SEBI" – means the Securities and Exchange Board of India.	SEBI
	(39)	"Secretary" - means and include a temporary or Assistant Secretary and any person or persons appointed by the Board [in accordance with the provisions of the Companies (Secretary's Qualifications) Rules 1975 or any other rules for the time being in force] to perform any of the duties of the Secretary.	Secretary
	(40)	"Shares" - means the shares or stocks into which the capital of the Company is divided and the interest corresponding with such shares or stocks except where a distinction between stocks and shares is expressed or implied.	Shares
	(41)	"Special Resolution"- shall have the meaning assigned thereto by Section 114 of the Companies Act, 2013.	Special Resolution

Article No.		Particulars	Headings
	(42)	"Tribunal" – means the National Company Law Tribunal constituted under Section 408 of the Companies Act, 2013.	Tribunal
	(43)	"Whole-time Director" includes a Director in the whole-time employment of the Company.	Whole-time Director
	(44)	"Year" - means the calendar year and "Financial Year" - shall have the meaning assigned thereto by Section 2(41) of the Companies Act, 2013.	Year
	(45)	Words importing the masculine gender also include the feminine gender.	Gender
	(46)	Words importing the singular number includes where the context admits or requires, the plural number and vice versa.	Singular Number
	(47)	Unless the context otherwise requires, words and-expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof for the time being in force.	Expressions in the Act to bear the same meaning in Articles
CAPITAL			
3	(1)	The Authorised Share Capital of the Company will be as that specified in Clause V of the Memorandum of Association from time to time in accordance with the regulations of the Company and the legislative provision for the time being in force in this behalf and power to divide the Share Capital into Equity Share Capital or Preference Share Capital and to attach thereto respectively, any preferential, qualified or special rights, privileges or conditions, and to vary, modify and abrogate the same in such manner as may be determined by or in accordance with these presents PROVIDED HOWEVER that where any Government has made an order under sub-section 4 of Section 62 of the Companies Act, 2013 directing that any debenture issued by the Company or loan taken by the Company or any part thereof shall be converted into shares of the Company and no appeal has been preferred to the Tribunal under sub-section (4) of Section 62 of the Companies Act,2013 or where such appeal has been dismissed, the memorandum of the Company shall, where such order has the effect of increasing the Authorised Share Capital, stand altered and the Authorised Share Capital of the Company shall stand increased by an amount equal to the amount of the value of the shares into which such debentures or loans or part thereof has been converted.	Authorised Share Capital
	(2)	The Board, or a Committee of the Board authorized for this purpose by the Board, may, subject to the provisions of law, issue, grant and allot to employees of the Company stock options, equity shares or other securities, cashless options, stock appreciation rights, phantom options or any variant options, shares, rights or securities under any scheme of Employees Stock Options and Shares or other Schemes. Without prejudice to the generality of the foregoing and in particular:	Issue of Employees Stock Options and Shares

Article No.		Particulars	Headings
		i) Employees shall for this purpose include Directors of the Company, whether whole-time or not and such other persons to whom such stock options, etc. can be issued under law but excluding such persons who cannot be issued stock options under applicable law; ii) The issue of securities may be under a cashless scheme of options; iii) Loans may be granted, directly or indirectly, or guarantee/security be provided to any person so granting such loan, to the proposed allottees of securities for acquiring the securities; iv) The Company may set up a Trust for the purpose of administration of any of such Schemes and to which such stock options, etc. maybe granted and in respect of which loans/guarantees/security maybe given. The Company may also issue such stock options, etc. to any other person in any manner subject to applicable law.	
	(3)	The holders of Preference Shares shall be entitled to be paid out of the profits which the Directors shall determine to distribute by way of dividend, a fixed cumulative preferential dividend at such rates as maybe fixed by the Company (free of Company's tax but subject to deduction of tax at source at the prescribed rate), on the amount credited as paid up thereon and to the right, on winding up, to be paid all arrears of preferential dividend, whether earned or declared or not, down to the commencement of winding up, and also to be repaid the amount of capital paid or credited as paid up on the Preference Shares held by them respectively in priority to any payment in respect of Equity Shares, but shall not be entitled to any other rights in the profits or assets of the Company. Subject as aforesaid and to the rights of the holders of any other shares entitled by the terms of issue top referential repayment over the Equity Shares, in the event of the winding up of the Company, the holders of the Equity Shares shall be entitled to be repaid the amounts of capital paid up or credited as paid up on such shares and all surplus assets thereafter shall belong to the holders of the Equity Shares in proportion to the amount paid up or credited as paid up on such Equity Shares respectively at the commencement of the winding up.	Preference Shares, Rights of Holders
	(4)	Subject to the provisions of Section 80 of the Companies Act, 1956 (as may be applicable) and Section 55 of the Companies Act, 2013 (as may be applicable) the following provisions shall apply in regards to redemption of Cumulative Preference Shares: (i) The Company may subject to the terms of issue at any time but in any event not later than twenty years from the issue of shares apply any profits or monies of the Company which may be lawfully applied for the purpose in the redemption of the	Redemption of Cumulative Preference Shares

Article No.		Particulars	Headings
		preference shares at par together with a sum equal to arrears of dividend thereon down to the date of redemption. (ii) In the case of any partial redemption, the Company shall for the purpose of ascertaining the particular shares to be redeemed, cause a drawing to be made at the office or at such other place as the Directors may decide, in the presence of a representative of the Auditors for the time being of the Company. (iii) Forthwith after every such drawing the Company shall give to the holders of the shares drawn for redemption notice in writing of the Company's intention to redeem the same fixing a time (not less than three months thereafter) and the place for the redemption and surrender of the shares to be redeemed. (iv) At the time and place so fixed each holder shall be bound to surrender to the Company the Certificate for his shares to be redeemed and the Company shall pay to him the amount payable in respect of such redemption and where any such Certificate comprises any shares which have not been drawn for redemption, the Company shall issue to the holder thereof a fresh Certificate thereof.	
	(5)	Subject to the provisions of the Articles, the Company shall be entitled to create and issue further Preference Shares ranking in all or any respects pari passu with the said Preference Shares, PROVIDED in the event ofits creating and/or issuing Preference Shares in future, ranking pari passu with the Preference Shares proposed to be issued, the Company would do so only with the consent of the holders of not less than three-fourths of the Preference Shares then outstanding.	
	(6)	The Redeemable Cumulative Preference Shares shall not confer on the holders thereof the right to vote either in person or by proxy at any general meeting of the Company save to the extent and in the manner provided by Section 47(2) of the Companies Act, 2013.	
	(7)	The rights, privileges and conditions for the time being attached to the Redeemable Cumulative Preference Shares may be varied, modified or abrogated in accordance with the provisions of these Articles and of the Act.	
	(8)	Subject to the applicable provisions of the Companies Act, 2013, the Company shall have the power to issue, offer and allot Equity Warrants on such terms and conditions as may be deemed fit by the Board of Directors.	Equity Warrants at disposal

Article No.		Particulars	Headings
4	(1)	The Company in general meeting may, by ordinary resolution from time to time, increase the capital by creation of new shares of such aggregate amount and to be divided into shares of such respective amounts as the resolution shall prescribe. The new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto, as the resolution shall prescribe, and in particular, such shares maybe issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at general meeting of the Company in conformity with Sections 47 and 55 of the Companies Act, 2013.	Increase of capital by the Company and how carried into effect
	(2)	Whenever the capital of the Company has been increased under the provisions of this Article the Company shall file with the Registrar notice of the increase of capital as required by Section 64 of the Companies Act, 2013 within thirty days of the passing of the resolution authorising the increase, or of the receipt of the order of the Government or consequent upon an order made by the Government under Section 62 of the Companies Act, 2013.	
5		Neither the original capital nor any increased capital shall be of more than two kinds, namely (i) Equity Share Capital and (ii) Preference Share Capital, as defined in Section 43 of the Companies Act, 2013.	Capital of two kinds only.
6		Except in so far as otherwise provided by the conditions of issue or by these Articles any capital raised by creation of new shares, shall be considered as part of the existing capital and shall be subject to the provisions herein contained with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.	New Capital same as existing capital
7		Subject to the provisions of Section 55 of the Companies Act, 2013, the Company shall have the power to issue Preference Shares which are or at the option of the Company are to be liable to the redeemed and the resolution authorising such issue shall prescribe the manner, terms and conditions of redemption.	Redeemable Preference Shares
8		On the issue of Redeemable Preference Shares under the provisions of Article 7 hereof and subject to the provisions of the Act, the following provisions shall take effect:	Provisions to apply on Issue of Redeemable Preference Shares
	(1)	No such shares shall be redeemed except out of profits of the Company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purposes of the redemption.	
	(2)	No such shares shall be redeemed unless they are fully paid.	
	(3)	The premium, if any, payable on redemption shall have been provided for out of the profits of the Company or out of the Company's Securities Premium Account, before the shares are redeemed.	

Article No.		Particulars	Headings
	(4)	Where such shares are proposed to be redeemed out of the profits of the Company, there shall out of such profits, be transferred to a reserve fund to be called 'The Capital Redemption Reserve Account', a sum equal to the nominal amount of the shares to be redeemed and the provisions of the Companies Act, 2013 relating to the reduction of the Share Capital of the Company shall, except as provided in Section 55 of the Companies Act, 2013, apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company.	
	(5)	Subject to the provisions of Section 55 of the Companies Act, 2013, the redemption of Preference Shares hereunder may be effected in accordance with the terms and conditions of their issue and in the absence of any specific terms and conditions in that behalf, in such manner as the Directors may think fit.	
9	(1)	The Company may from time to time by special resolution, subject to confirmation by the Court or the Tribunal (as may be applicable) and subject to the provisions of Sections 52, 55 and 66 of the Companies Act,2013 and other applicable provisions, if any, reduce its share capital in any manner and in particular may – (i) extinguish or reduce the liability on any of its shares in respect of the share capital not paid-up; or (ii) either with or without extinguishing or reducing the liability on any of its shares, - (iii) cancel any paid up share capital which is lost or is unrepresented by available assets; (iv) pay off any paid up share capital which is in excess of the wants of the Company.	Reduction of Capital
	(2)	Notwithstanding anything contained in these Articles, the Company may purchase its own shares or other securities, and the Board of Directors may, when and if thought fit, buy back such of the Company's own shares or securities as it may think necessary, subject to such limits, upon such terms and conditions and subject to such approvals, as may be permitted by law.	Buy Back of Shares
10		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.	Increase of Share Capital
11		Subject to the provisions of Section 61 of the Companies Act, 2013, the Company in general meeting may from time to time by an ordinary resolution alter its Memorandum to: (i) Consolidate and divide all or any of its capital into shares of larger amount than its existing shares; (ii) Sub-divide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum, so however, that in the subdivision the proportion between the amount paid and	Consolidation, division, subdivision and cancellation of shares

Article No.		Particulars	Headings
		the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; (iii) 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 and diminish the amount of its share capital by the amount of the shares so cancelled. A cancellation of shares in pursuance of this sub-clause shall not be deemed to be reduction of share capital within the meaning of the Act. Whenever the Company does any one or more of the things provided for in the foregoing sub-clauses (i),(ii) and (iii), the Company shall, within thirty days thereafter give notice thereof to the Registrar as required by Section 64 of the Companies Act, 2013 specifying, as the case may be, the shares consolidated, divided, sub-divided or cancelled.	
12		Whenever the share capital of the Company, by reason of the issue of Preference Shares or otherwise, is divided into different classes of shares, all or any of the rights and privileges attached to each class may, subject to the provisions of Section 48 of the Companies Act, 2013, be varied with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or by means of a special resolution passed at a separate general meeting of the holders of shares of that class, and all the provisions hereafter contained as to general meetings shall, mutatis mutandis, apply to every such meeting. This Article is not to derogate from any power the Company would have if this Article was omitted. Provided that if variation by one class of shareholders of the Company affects the rights of any other class of Shareholders of the Company, the consent of three-fourths of such other class of shareholders shall also be obtained and the provisions of this Article shall apply to such variation. The rights conferred upon the holders of the shares (including Preference Shares, if any) of any class issued with preferred or other rights or privileges shall unless otherwise expressly provided by the terms of the issue of shares of that class be deemed not to be modified, commuted, affected, abrogated, dealt with or varied by the creation or issue of further shares ranking pari passu therewith.	Modification of rights
SHARES, DEBENTURES, OTHER SECURITIES AND CERTIFICATES			
13		The Company shall cause to be kept and maintained a Register of Members, register of debenture-holders, and a register of any other security holders in accordance with all applicable provisions of the Companies Act, 2013 and the Depositories Act, 1996 with details of shares, debentures, or other securities held in material land dematerialized forms in any media as may be permitted by law including in any form of electronic media. The Company is authorised to, if so required by the Company, maintain a part of its register of members, register of debenture holders and / or register of any other security holders outside India (such part of the relevant register shall be called the **"Foreign Register"**) and such Foreign Register shall contain the names and particulars of the	Register and Index of Members

Article No.		Particulars	Headings
		members, debenture holders, other security holders or beneficial owners (as the case may be) residing outside India.	
14	(1)	Notwithstanding anything to the contrary contained in these Articles, the Company shall be entitled to dematerialise and rematerialise its existing shares, debentures and other securities and/or to offer its fresh shares, debentures and other securities in a dematerialized form pursuant to the Depositories Act, 1996 and the rules framed thereunder, if any, and the register and index of beneficial owners maintained by the relevant Depository under section 11 of the Depositories Act, 1996, shall be deemed to be the corresponding register and index maintained by the Company.	Dematerialisation
	(2)	Every person subscribing to securities offered by the Company shall have the option to receive security certificates or to hold the securities with a Depository. Such a person who is a beneficial owner of the securities can at any time opt out of a depository, if permitted by the law, in respect of any security in the manner provided by the Depositories Act, 1996, and the Company shall, in the manner and within the time prescribed issue to the beneficial owner the required Certificates of Securities. If a person opts to hold his security with a depository, the Company shall intimate such depository the details of allotment of the security, and on receipt of the information, the depository shall enter in the records the name of the allottee as the beneficial owner of the security.	Options for Investors
	(3)	All securities held by a depository shall be dematerialized and be in fungible form. Nothing contained in sections89 and 112 and such other applicable provisions of the Companies Act, 2013 shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.	Securities with Depositories to be in fungible form

Article No.		Particulars	Headings
	(4)	(i) Notwithstanding anything to the contrary contained in the Companies Act, 2013or these Articles, a Depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of securities on behalf of the beneficial owner. (ii) Save and otherwise provided in (i) 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. (iii) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the Depository shall be deemed to be a member of the Company. The beneficial owner of securities shall be entitled to all rights and benefits and be subject to all liabilities in respect of the securities held by a Depository on behalf of the beneficial owner.	Rights of Depositories and Beneficial Owners
	(5)	Notwithstanding anything contained in the Companies Act, 2013 or these Articles to the contrary, where securities are held with a Depository the records of the beneficial ownership may be served by such Depository on the Company by means of registered post or by speed post or by courier service or by leaving it at its Registered Office or by means of such electronic or other mode as may be prescribed.	Service of Documents
	(6)	Nothing contained in Section 56 of the Companies Act, 2013, or these Articles shall apply to transfer of securities issued by the Company, effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a Depository.	Transfer of Securities
	(7)	Notwithstanding anything contained in Section 56 of the Companies Act, 2013 or these Articles, where securities issued by the Company are dealt with by a Depository, the Company shall intimate the details thereof to the Depository immediately on allotment of such securities.	Allotment of Securities dealt with in a Depository
	(8)	Nothing contained in Section 56 of the Companies Act, 2013 or these Articles regarding the necessity of having distinctive numbers for securities issued by the Company, shall apply to securities held with a Depository.	Distinctive numbers of Securities held with a Depository
15		The Board of Directors shall observe the restrictions as to allotment of shares to the public contained in Section 39 of the Companies Act, 2013, as well as any other applicable provisions of the Act, and shall cause to be made the returns as to allotment provided for in Section 39 of the Companies Act, 2013 and/or as maybe prescribed under the Act.	Restriction on Allotment and Return of Allotment

Article No.		Particulars	Headings
16	(1)	Where at any time, it is proposed to increase the subscribed capital of the Company by issue of further shares, such further shares shall be offered; (i) to the persons who, at the date of the offer, are holders of the 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 following conditions namely: (a) Such offer shall be made by a notice specifying the number of shares offered and limiting a time not being less than fifteen days and not exceeding thirty days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined. Such 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; (b) The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person and the notice referred to in sub-clause(i) hereof shall contain a statement of this right, PROVIDED THAT the Directors may decline, without assigning any reason, to allot any shares to any person in whose favour any member may renounce the shares offered to him; (c) After the expiry of the time specified in the aforesaid notice, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of them in such manner which is not disadvantageous to the shareholders and the Company. (ii) to the employees under a scheme of employees' stock option, subject to special resolution passed by Company and subject to such conditions as may be prescribed	Further Issue of capital
	(2)	Notwithstanding anything contained in sub-clause (1) hereof, the further shares aforesaid may be offered to any persons, if a special resolution to that effect is passed by the Company in general meeting, whether or not those persons include the persons referred to in sub-clause (1)(i) hereof, either for cash or for a consideration other than cash in accordance with the provisions of Section 62 of the Companies Act, 2013 (and the rules made thereunder) and in accordance with applicable rules and regulations prescribed by SEBI in this regard from time to time. Further, the option or right to call of shares shall not be given to any person except with the sanction of the issuer in general meeting.	

Article No.		Particulars	Headings
	(3)	Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the debentures issued or the terms of any loans raised by the Company to convert such debentures or loans into shares in the Company. PROVIDED that the terms of issue of such debentures or terms of such loan containing such an option have been approved before the issue of such debentures or the raising of such loan by a special resolution passed by the Company in a general meeting.	
	(4)	Notwithstanding anything contained in sub-clause (3) above, where any debentures have been issued or loan has been obtained from any Government by the Company, and if that Government considers it necessary in the public interest so to do, it may, by order, direct that such debentures or loans or any part thereof shall be converted into shares in the Company on such terms and conditions as appear to the Government to be reasonable in the circumstances of the case even if terms of the issue of such debentures or the raising of such loans do not include a term for providing for an option for such conversion. Provided that where the terms and conditions of such conversion are not acceptable to the Company, it may, within sixty days from the date of communication of such order, appeal to the Tribunal which shall after hearing the Company and the Government pass such order as it deems fit.	
	(5)	In determining the terms and conditions of conversion under sub-clause (4), the Government shall have due regard to the financial position of the Company, the terms of issue of debentures or loans, as the case may be, the rate of interest payable on such debentures or loans and such other matters as it may consider necessary.	
	(6)	Where the Government has, by an order made under sub-clause (4), directed that any debenture or loan or any part thereof shall be converted into shares in the Company and where no appeal has been preferred to the Tribunal under sub-clause (4) or where such appeal has been dismissed, the Memorandum of the Company shall, where such order has the effect of increasing the authorised share capital of the Company, be altered and the authorised share capital of the Company shall stand increased by an amount equal to the amount of the value of shares which such debentures or loans or part thereof has been converted into.	
17		Subject to the provisions of these Articles and of the Act, the shares 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 subject to the sanction of the Company in a general meeting to give any person the option to call for or be allotted shares of any class of the Company either at a premium or at par or at a discount subject to the provisions of Sections 52, 53,54 and 58 of the Companies Act, 2013 and for such time and for such consideration as the Directors think fit.	Share under control of Directors

Article No.		Particulars	Headings
18	(1)	Where the Company issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount of the premium received on those shares shall be transferred to an account, to be called "THESECURITIES PREMIUM ACCOUNT" and the provisions of the Companies Act, 2013 relating to reduction of share capital of the Company shall, except as provided in this Article, apply as if the securities premium account were the paid-up share capital of the Company.	Application of premium received on shares
	(2)	Notwithstanding anything contained in clause (1) above but subject to the provisions of Section 52 of the Companies Act, 2013, the securities premium account may be applied by the Company- (i) towards the issue of unissued shares of the Company to the members of the Company as fully paid bonus; (ii) in writing off the preliminary expenses of the Company; (iii) in writing off the expenses of, or the commission paid or discount allowed on, any issue of shares or debentures of the Company; (iv) in providing for the premium payable on the redemption of any redeemable preference shares or of any debentures of the Company; or (v) for the purchase of its own shares or other securities under Section 68 of the Companies Act, 2013.	
19		In addition to and without derogating from the powers for that purpose conferred on the Board under Articles15 and 16, the Company in a General Meeting may, subject to the provisions of Section 62 of the Companies Act, 2013 and 108A of the Companies Act, 1956, determine that any shares (whether forming part of the original capital or of any increased capital of the Company) be offered to such persons (whether members or not) in such proportion and on such terms and conditions and either at a premium or at par or at a discount (subject to compliance with the provisions of Sections 52, 53 and 54 of the Companies Act, 2013) as such General Meeting shall determine and with full power to give any person whether a member or not the option to call for or be allotted shares of any class of the Company either at a premium or at par or at a discount (subject to compliance with the provisions of Sections 52, 53 and 54 of the Companies Act, 2013) such option being exercisable at such time and for such consideration as may be directed by such General Meeting may make any other provisions whatsoever for the issue, allotment or disposal of any such shares.	Power also to Company in General Meeting to issue shares
20		Except as provided in Section 54 of the Companies Act, 2013, the Company shall not issue shares at a discount. Any share issued by the Company at a discounted price shall be void.	Shares at a discount

Article No.		Particulars	Headings
21		If by the conditions of any allotment of any share, the whole or any part of the amount or issue price thereof shall be payable by installments, every such installment shall, when due, be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the shares or his legal representatives.	Installments on shares to be duly paid
22		Subject to the provisions of the Companies Act, 2013 and these Articles, the Board may allot and issue shares in the capital of the Company as payment of any property sold or transferred or for service rendered to the Company in the conduct of its business and any shares which may be so issued shall be deemed to be fully paid up shares.	The Board may issues hares as fully paid up
23		Any application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any share therein, shall be an acceptance of shares within the meaning of these Articles; and every person who thus or otherwise accepts any shares and whose name is on the Register shall, for the purpose of these Articles, be a member.	Acceptance of shares
24		The money (if any) which the Board of Directors shall, on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them, shall immediately on the inscription of the name of the allottee in the register of members as the name of the holder of such shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.	Deposit and Call etc. to be a debt payable
25		Every member, or his heirs, executors or administrators to the extent of his assets which come to their hands shall be liable to pay to the Company the portion of the capital represented by his share or shares which may, for the time being remain unpaid thereon in such amounts, at such time or times and in such manner as the Board of Directors shall from time to time require or fix for the payment thereof.	Liability of Members

Article No.		Particulars	Headings
26	(1)	Every member or allottee of shares shall be entitled, without payment, to receive one Certificate for all the shares of the same class registered in his name. Every Share Certificate shall specify the number and the distinctive number(s) of the shares in respect of which it was issued and the amount paid up thereon. Such certificate shall be issued only in pursuance of a Resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in case of issues against letters of acceptance or of renunciation or in case of issue of bonus shares. PROVIDED THAT if the letter of allotment is lost or destroyed the Board may impose such reasonable terms, if any, as it thinks fit, as to evidence and indemnity and the payment of out-of-pocket expenses incurred by the Company in investigating the evidence. The certificate of title to shares shall be issued under the Seal of the Company and shall be signed in conformity with the provisions of the Companies (Share Capital and Debenture) Rules, 2014 or any statutory modification or re-enactment thereof for the time being in force. Printing of blank forms to be used for issue of Share Certificates and maintenance of books and documents relating to issue of Share Certificates shall be in accordance with the provisions of aforesaid rules. Such certificates of title to shares shall be completed and kept ready for delivery within such time frame as may be prescribed in this regard after the allotment.	Share Certificates
	(2)	Any two or more joint allottees or holders of shares shall, for the purpose of this Article, be treated as a single member and the certificate of any share, which may be the subject to joint ownership, may be delivered to any one of such joint owners on behalf of all of them.	
27		No certificate of any share or shares shall be issued either in exchange for those which are sub-divided or consolidated or in replacement of those which are defaced, torn, or old, decrepit, worn out, or where the cages on the reverse for recording transfers have been duly utilised unless the certificate in lieu of which itis issued is surrendered to the Company. PROVIDED THAT no fee shall be charged for issue of new certificates in replacement of those which are old, decrepit or worn out or where the cages on the reverse for recording transfers have been fully utilised. PROVIDED FURTHER that in case of any Share Certificate being lost or destroyed the Company may issue a duplicate certificate in place of the Certificate so lost or destroyed on such terms as to evidence, out-of-pocket expenses in regard to investigation of such evidence and indemnity as the Board may determine.	Restriction on issue of share certificate.

Article No.		Particulars	Headings
28		Notwithstanding anything contained in Article 25, the Board of Directors may refuse applications for subdivision of Share Certificate into denominations of less than the marketable lot for the time being in force, except when such sub-division is required to be made to comply with a statutory order or an order of a competent court of law or to remedy a genuine mistake of fact or law. PROVIDED THAT the Directors may, at their discretion, in case of genuine needs, allow sub-division of share certificates in denomination of less than the marketable lots, and may, if necessary, require production of suitable documentary evidence therefore.	Sub-division of shares
29		If any share stands in the names of two or more persons the first named in the Register shall, as regards receipts of dividends or bonus or service of notice or any other matter connected with the Company, except voting at meetings and the transfer of the shares, be deemed the sole holder thereof but the joint holders of a share shall severally as well as jointly be liable for the payment of all installments and calls due in respect of such share, and for all incidents thereof according to the provisions of the Act.	The first named joint holders deemed sole holder
30		Except as ordered by a court / Tribunal of competent jurisdiction or as by law required, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share or whose name appears as the beneficial owner of shares in the records of the Depository, as the beneficial owner thereof and accordingly shall not be bound to recognise any benami trust, or equity or equitable, contingent r other claim to or interest in such share on the part of any other person whether or not it shall have express or implied notice thereof. The Board shall be entitled at their sole discretion to register any shares in the joint names of any two or more persons or the survivor or survivors of them.	Company not bound to recognise any interest in share other than of Registered Holder
31		Notwithstanding anything contained hereinabove, a Member has a right to nominate one or more persons as his/her nominee(s) to be entitled to the rights and privileges as may be permitted under the law of such a member in the event of death of the said member/s subject to the provisions of the Companies Act, 2013,and other applicable laws.	Nomination
32		When any declaration is filed with the Company under the provisions of Section 89 of the Companies Act,2013, (i) by any holder of shares who does not hold beneficial interest in such share specifying the particulars of the person holding beneficial interest in such shares, or (ii) by a person who holds or acquires a beneficial interest in any share of the Company specifying the nature of his interest, particulars of the person in whose name the shares stand registered in the books of the Company and such other particulars as may be prescribed, the Company, or (iii) by the person referred to in (i) and the beneficial owner referred to in (ii) where any change occurs in the beneficial interest of such shares, the Company shall make a note of such declaration in its concerned register and file, within 30 days from the date of receipt	Declarations in respect of beneficial interest in any share

Article No.		Particulars	Headings
		of the declaration by it, a return with the Registrar with regard to such declaration together with the prescribed fees for the same.	
33		Save as provided in Section 67 of the Companies Act, 2013, the Company shall not have the power to buy its own shares unless the consequent reduction of share capital is effected under the provisions of the Companies Act, 2013. The Company shall not give, whether directly or indirectly and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of, or in connection with, a purchase or subscription made or to be made, by any person of or for any share in the Company or in its holding Company.	No purchase or giving of loans to purchase Company's shares
UNDERWRITING AND BROKERAGE			
34		Subject to the provisions of Section 40 of the Companies Act, 2013, the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares or debentures or debenture stock in the Company, or procuring, or agreeing to procure subscriptions (whether absolute or conditional) for any shares, debentures or debenture-stock of the Company, but so that the commission shall not exceed in the case of shares five per cent of the price at which the shares are issued and in the case of debentures two and a half percent of the price at which the debentures are issued. Such commission shall be paid either out of the proceeds of the issue or the profit of the Company or both. Subject to the provisions of the Act, any commission payable as aforesaid may be satisfied by payment of cash or by allotment of fully or partly paid shares or debentures as the case may beor partly in one way and partly in the other.	Commission may be Paid
35		Where the Company has paid any sum by way of commission in respect of any shares or debentures such statement thereof shall be made in the Annual Return as required by Section 92 of the Companies Act, 2013.	Commission to be included in the Annual Return
36		The Company may pay a reasonable sum for brokerage.	Brokerage
INTEREST OUT OF CAPITAL			
37		Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings, or the provisions of any plant, which cannot be made profitable for a lengthy period, the Company may pay interest on so much of that share capital as is for the time being paid up, for the period, at the rate and subject to the conditions and restrictions provided by the Act, and may charge the same to Capital as part of the cost of construction of the work or building or the provisions of the plant.	Interest out of Capital
CALLS			

Article No.		Particulars	Headings
38		Subject to the provisions of Section 49 of the Companies Act, 2013, the Board of Directors may, from time to time, by a Resolution passed at a meeting (and not by a Circular Resolution), make such calls as it thinks fit upon the members in respect of all monies unpaid on the shares held by them (whether on account of the nominal value of the shares or by way of premium), and not by conditions of allotment thereof made payable at fixed time. Each member shall pay the amount of every call so made on him to the person or persons and at the time and place appointed by the Board of Directors. A call may be made payable by installments. A call may be postponed or revoked as the Board may determine.	Directors may make Calls
39		At least fourteen days' notice in writing of any call shall be given by the Company specifying the time or times and place of payment, and the person or persons to whom such call shall be paid.	Notice of Calls
40		A call shall be deemed to have been made at the time when the resolution authorising such call was passed at a meeting of the Board of Directors and may be made payable by the members whose names appear on the Register of Members on such date or at the discretion of the Directors on such subsequent date as shall be fixed by the Board of Directors.	Call to date from Resolution
41		The Board of Directors may, from time to time at its discretion, extend the time fixed for the payment of any call, and may extend such times as to all or any of the members who on account of residence at a distance or other cause, the Board of Directors may deem fairly entitled to such extension; but no member shall been titled to such extension as of right except as a matter of grace and favour.	Directors may extend Time
42		If by the terms of issue of any share or otherwise any amount is or becomes payable at any fixed time or by installments at fixed times (whether on account of the nominal amount of the shares or by way of premium)every such amount or installment shall be payable as if it were a call duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or installment accordingly. In case of non-payment all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call made and notified.	Amount payable at fixed time or by installments to be treated as calls
43		If the sum payable in respect of any call or installment be not paid on or before the day appointed for the payment thereof the holder for the time being or allottee of the share in respect of which the call shall made or the installment shall be due, shall pay interest on the same at such rates as may be fixed by the Board of Directors from the day appointed for the payment thereof to the time of actual payment but the Directors may, in their absolute discretion, waive payment of such interest wholly or in part.	When interest on call or installment payable

Article No.		Particulars	Headings
44		On the trial or hearing of any action or suit brought by the Company against any member or his legal representatives for the recovery of any monies claimed to be due to the Company for any call in respect of his shares, it shall be sufficient to prove that the name of the member in respect of whose shares the money is sought to be recovered is entered in the Register of Members as the holder or as one of the holders of the shares at or subsequent to the date at which the money sought to be recovered is alleged to have become due, on the shares in respect of which such money is sought to be recovered that the resolution making the call is duly recorded in the minute book and that notice of such call was duly given to the member or his legal representatives sued in pursuance of these Articles and it shall not be necessary to prove the appointment of Directors who made such call, nor that a quorum of Directors was present at the Board at which any call was made nor that the meeting at which any call was made was duly convened or constituted nor any other matter whatsoever and the proof of the matters aforesaid shall be conclusive evidence of the debt.	Evidence in actions by Company against shareholders
45		Neither a judgment nor a decree in favour of the Company for the calls or other monies due in respect of any shares nor the receipt by the Company of a portion of any money which shall, from time to time, be due to many member to the Company in respect of his share, 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 thereafter proceeding to enforce a forfeiture of such shares as hereinafter provided.	Partial payment not top reclude forfeiture
46		The Board of Directors may, if it thinks fit, agree to and receive from any member willing to advance the same, all or any part of the amount due upon the shares held by him beyond the sums actually called for and upon the monies so paid in advance or so much thereof from time to time as exceeds the amount of the calls then made upon shares in respect of which such advances are made, the Board of Directors may pay or allow interest, at such rate not exceeding, unless the Company in general meeting shall otherwise direct, nine per cent per annum as the member paying the sum in advance and the Board of Directors agree upon. The Board of Directors may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to such members three months' notice in writing. The member paying any such sum in advance shall not be entitled to dividend or to participate in the profits of the Company or to voting rights in respect of the monies so paid by him until the same would, but for such payment, become presently payable. Provided however and notwithstanding the aforesaid and subject to applicable law, the Company may pay dividends in proportion to the amount paid up on each share.	Payment in anticipation of calls may carry interest
LIEN			

Article No.		Particulars	Headings
47		The Company shall have a first and paramount lien upon all shares (other than fully paid up shares) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof, for all monies (whether presently payable or not), called or payable at a fixed time in respect of such shares and no equitable interests in any such share shall be created except upon the footings and condition that this Article is to have full legal effect. Any such lien shall extend to all dividends from time to time declared in respect of shares. 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 Article.	Company to have lien on shares
48		The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien for the purpose of enforcing the same. PROVIDED THAT no sale shall be made:- (i) unless a sum in respect of which the lien exists is presently payable; or (ii) until the expiration of fourteen days after the notice in writing demanding payment of such part of the amount in respect of which the lien exists as in 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. For the purpose of such sale the Board may cause to be issued a duplicate certificate in respect of such shares and may authorise out of their members to execute a transfer thereof on behalf of and in the name of such members.	As to enforcing lien by sale
49	(1)	To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.	Transfer of shares sold under lien
	(2)	The Purchaser shall be registered as the holder of the shares comprised in any such transfer.	
	(3)	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.	
50	(1)	The net proceeds of any such sale shall be received by the Company and applied in or towards such part of the amount in respect of which the lien exists as is presently payable; and	Application of proceeds of sale
	(2)	The residue, if any, shall be paid to the person entitled to the shares at the date of the sale (subject to a like lien for sums not presently payable as existed on the share before the sale).	
FORFEITURE OF SHARES			

Article No.		Particulars	Headings
51		If any member fails to pay any call or any installment of a call on or before the day appointed for the payment of the same or any such extension thereof as aforesaid, the Board of Directors may, at any time thereafter, during such time as the call for installment remains unpaid, give notice to him requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.	If money payable on share not paid notice to be given to member
52		For the purpose of the provisions of these presents relating to forfeiture of shares, the sum payable upon allotment in respect of a share shall be deemed to be a call payable upon such share on the day of allotment.	If call or installment not paid, notice maybe given
53		The notice shall name a day (not being less than fourteen days from the date of the notice) and a place or places on and at which such call or installment and such interest thereon at such rate and expenses as aforesaid are to be paid. The notice shall also state that, in the event of the non-payment at or before the time and at the place appointed, the shares in respect of which the call was made or installment is payable will be liable to be forfeited.	Form of notice
54		If the requirements of any such notice as aforesaid are not complied with, every or any share in respect of which such notice has been given, may at any time thereafter, before payment of all calls or installments, interest and expenses due in respect thereof, be forfeited by a Resolution of the Board of Directors to that effect. Such forfeiture shall include all dividends declared or any other monies payable in respect of the forfeited shares and not actually paid before the forfeiture.	If default of payment, shares to be forfeited
55		When any share shall have so forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof, shall forthwith be made in the Register of Member, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.	Notice of forfeiture to a member
56		Any share so forfeited, shall be deemed to be the property of the Company and may be sold, re-allotted or otherwise disposed of, either to the original holder or to any other person, upon such terms and in such manner as the Board of Directors shall think fit. The Board may decide to cancel such shares.	Forfeited share to be the property of the Company and may be sold etc.
57		Any member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company on demand all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture together with interest thereon from the time of the forfeiture until payment, at such rate not exceeding twelve per cent per annum as the Board of Directors may determine and the Board of Directors may enforce the payment of such monies or any part thereof, if it thinks fit, but shall not be under any obligation so to do.	Member still liable to pay money owing at the time of forfeiture and interest

Article No.		Particulars	Headings
58		The forfeiture of a share shall involve extinction at the time of the 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, except only such of those rights as by these Articles are expressly saved.	Effect of forfeiture
59		The Board of Directors may at any time before any share so forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture thereof upon such conditions as it thinks fit.	Power to annul Forfeiture
60	(1)	A duly verified declaration in writing that the declarant is a Director, the Managing Director or the Manager or Secretary of the Company, and that a share in the Company has been duly forfeited in accordance with these Articles, 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;	Validity of forfeiture
	(2)	The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;	
	(3)	The person to whom such share is sold, re-allotted or disposed off shall thereupon be registered as the holder of the shares;	
	(4)	Any such purchaser or allottee shall not (unless by express agreement) be liable to pay any calls, amounts ,installments, interest and expenses owing to the Company prior to such purchase or allotment nor shall be entitled (unless by express agreement) to any of the dividends, interest or bonuses accrued or which might have accrued upon the share before the time of completing such purchase or before such allotment;	
	(5)	Such purchaser or allottee 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, re-allotment or other disposal of the share.	
61		The provisions of these Articles 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.	Provision of these Articles as to forfeiture to apply in case of nonpayment of any sum
62		Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the Certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a new certificate or certificates in respect of the said shares to the persons entitled thereto.	Cancellation of share certificates in respect of forfeited shares

Article No.		Particulars	Headings
63		The Directors may, subject to the provisions of the Companies Act, 2013, accept a surrender of any share from or for any member desirous of surrendering on such terms as they think fit.	Surrender of shares
TRANSFER AND TRANSMISSION OF SHARES			
64		The Company shall keep a "Register of Transfers" and shall have recorded therein fairly and distinctly particulars of every transfer or transmission of any share and debenture held in material form.	Register of Transfers
65		In the case of transfer and transmission of shares or other marketable securities where the Company has not issued any certificates and where such shares or securities are being held in any electronic and fungible form in a Depository, the provisions of the Depositories Act, 1996 shall apply.	Transfer and Transmission of Shares and Securities held in electronic form
66		The instrument of transfer of any share shall be in the prescribed form and in accordance with the requirements of Section 56 of the Companies Act, 2013.	Form of Transfer
67	(1)	An application for the registration and transfer of the shares in the Company may be made either by the transferor or the transferee.	Application for registration and transfer of shares
	(2)	Whether the application is made by the transferor and relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.	
	(3)	For the purpose of sub-clause (2), above, notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.	
68		Every such instrument of transfer duly stamped shall be executed by or on behalf of both the transferor and the transferee and attested and the transferor shall be deemed to remain the holder of such shares until the name of the transferee shall have been entered in the Register of Members in respect thereof.	To be executed by transferor and transferee
69		A transfer of a share in the Company of a deceased member thereof made by his legal representative shall, although the legal representative is not himself a member, be as valid as if he had been a member at the time of the execution to the instrument of transfer.	Transfer by legal Representative

Article No.		Particulars	Headings
70		The Board of Directors may, after giving not less than seven days' previous notice by advertisement as required by Section 91 of the Companies Act, 2013 or such lesser period as may be specified by the Securities Exchange Board of India close the Transfer Books, the Register of Members or the Register of Debenture-holders at such time or times and for such period or periods, not exceeding thirty days at a time and not exceeding in the aggregate forty-five days in each year as it may seem expedient to the Board.	Transfer books when Closed
71	(1)	Subject to the provisions of Sections 58 of the Companies Act, 2013, or any statutory modification thereof for the time being in force, the Directors may, at any time, in their own absolute and uncontrolled discretion decline to register or acknowledge any transfer of any share for sufficient cause and in particular may so decline in any case in which the Company has a lien upon the shares desired to be transferred or any call or installment regarding any of them remains unpaid. The registration of a transfer shall be conclusive evidence of the approval of the Directors of the transferee. PROVIDED THAT registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except in a lien on shares.	Directors may refuse to register transfers
	(2)	No share shall in any circumstances be transferred to any minor, insolvent or person of unsound mind, unless represented by a guardian.	
72		If the Company refuses to register the transfer of any securities or transmission of any right therein, the Company shall within thirty days from the date on which the instrument of transfer or intimation of transmission was lodged with the Company send notice of refusal along with sufficient cause to the transferee and the transferor or to the person giving intimation of the transmission, as the case may be, and thereupon the provisions of Section 58 of the Companies Act, 2013, or any statutory modification thereof for the time being in force shall apply.	Notice of refusal to be given to transferor and transferee
73		In case of the death of any one or more persons named in the Register of Members as the joint holders of any share, the survivor or survivors shall be the only persons recognised by the Company as having any title to or interest in such share, but 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.	Death of one or more joint-holders of shares

Article No.		Particulars	Headings
74		Except where a deceased member had made a nomination in respect of the shares held (in which case such shares shall be dealt with in the manner prescribed by the Act and the Rules thereunder), the executors or administrators of a deceased member or the holder of a succession certificate or the legal representatives in respect of the shares of a deceased member (not being one of two or more joint holders) shall be the only persons recognised by the Company as having any title to the shares registered in the names of such member, and the Company shall not be bound to recognise such executors or administrators or holders of a succession certificate of the legal representative unless such executors or administrators or legal representatives shall have first obtained Probate or Letters of Administration, or Succession Certificate as the case may be, from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks fit, the Board upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register under Article 72 the name of any person who claims to be absolutely entitled to the shares standing in the name of the deceased member, as a member.	Titles to shares of deceased member
75		Subject to the provisions of Articles 69 and 70 any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy or insolvency of any member or by and lawful means other than by a transfer in accordance with these Articles, may with the consent of the Board of Directors (which it shall not be under obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under these Articles, or of his title, as the Board of Directors shall require and upon giving such indemnity as the Directors shall require, either be registered as a member in respect of such shares or elect to have some person nominated by him and approved by the Board of Directors registered as a member in respect of such shares PROVIDED NEVERTHELESS that if such person shall elect to have his nominee registered, he shall testify his election by executing in favour of his nominee as instrument of transfer in accordance with the provision herein contained, and until he does so, he shall not be freed from any liability in respect of such shares. This clause is herein referred to as "THE TRANSMISSION CLAUSE".	Registration of persons entitled to shares otherwise than by transfer (Transmission Clause)
76		Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse to register a person entitled by transmission to any share or his nominee as if he were the transferee named in an ordinary transfer presented for registration.	Refusal to register Nominee
77		The Company shall be entitled to decline to register more than four persons as the holders of any share.	Directors entitled to refuse to register more than four joint holders

Article No.		Particulars	Headings
78		A person entitled to a share by transmission shall subject to the right of the Directors to retain such dividends or money as hereinafter provided, be entitled to receive and may give a discharge for any dividends or other monies payable in respect of the share.	Persons entitled may receive dividend without being registered as member
79		Prior to the registration of a transfer, the certificate or certificates of the share or shares to be transferred, and if no such certificate is in existence, the Letter of Allotment of the shares, must be delivered to the Company along with (save as provided in Section 56 of the Act) a properly stamped and executed instrument of transfer, with the date of presentation of the instrument to the proper authorities, duly endorsed thereon.	Conditions of registration of transfer
80		No fee shall be charged for registration of transfer, grant of Probate, Succession Certificate and Letters of Administration, Certificates of Death or Marriage, Power of Attorney or similar other documents.	No fee on transfer or Transmission
81		The Company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof as show nor appearing in the register of members to the prejudice of persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice, or referred thereto in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be give to it of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some book or the Company, but the Company shall nevertheless, be at liberty to regard and attend to any such notice, and give effect thereto if the Board of Directors shall so think fit.	The Company not liable for disregard of a notice prohibiting registration of a transfer
COPIES OF MEMORANDUM AND ARTICLES OF ASSOCIATION TO BE SENT TO MEMBERS			
82		The Company shall subject to the payment of the fee prescribed under Section 17 of the Companies Act,2013, or its statutory modification for the time being in force, on being so required by a member, send to him with seven days of the requirement, a copy of each of the following documents as in force for the time being. (i) The Memorandum, (ii) The Articles, and (iii) Every agreement and every resolution referred to in sub-section (1) of Section 117 of the Companies Act,2013, if and in so far as they have not been embodied in the Memorandum of the Company or these Articles.	Copies of Memorandum and Articles of Association to be sent by the Company to members
BORROWING POWERS			

Article No.		Particulars	Headings
83		Subject to the provisions of Sections 179 to 180 of the Companies Act, 2013 and of these Articles, the Board of Directors may, from time to time at its discretion, accept deposits from members either in advance of calls or otherwise and generally raise or borrow or secure the payment of any sum or sums of money for the purpose of the Company from any source. PROVIDED HOWEVER, where the monies to be borrowed together with the monies already borrowed (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) exceed the aggregate of the paid up capital of the Company and its free reserves (not being reserves set apart for any specific purpose) the Board of Directors shall not borrow such money without the sanction of the Company in general meeting. No debt incurred by the Company in excess of the limit imposed by this Article 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 this Article had been exceeded.	Power to borrow
84		The payment or repayment of monies borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the Board of Directors may think fit, and in particular in pursuance of a Resolution passed at a meeting of the Board (and not by Circular Resolution) by the issue of debentures of Debenture-Stock of the Company, charged upon all or any part of the property of the Company, (both present and future), including its uncalled capital for the time being, and the debentures and the Debenture-Stock and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.	The payment or repayment of monies Borrowed
85		Any debentures, debenture-stock or other securities may be issued at a 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 (but not voting)at general meetings, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in general meeting.	Terms of issue of Debentures
86		If any uncalled capital of the Company is included in or charged by any mortgage or other security, the Directors may, subject to the provisions of the Act and these Articles make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed.	Mortgage of uncalled Capital
87		The Board of Directors shall cause a proper register to be kept in accordance with the provisions of Section85 of the Companies Act, 2013 of all mortgages, debentures and charges specifically affecting the property of the Company, and shall cause the requirements of Sections 71 and Sections 77 to 87 (both inclusive) of the Companies Act, 2013, in that behalf to be duly complied with, so far as they are to be complied with by the Company. The Company shall comply with the provisions of Section 79 of the Companies Act, 2013 as regards modification of a charge and its registration with the Registrar.	Register of charges etc.to be kept

Article No.		Particulars	Headings
88		The Company shall, if at any time it issues debentures, keep a Register and Index of Debenture Holders in accordance with Section 88 of the Companies Act, 2013. The Company shall have the power to keep in any State or Country outside India a branch Register of Debenture-holders resident in the State or country.	Register and Index of Debenture-holders
MEETINGS OF MEMBERS / GENERAL MEETINGS			
89	(1)	The Company shall in each year hold, in addition to any other meetings, a general meeting as its Annual General Meeting in accordance with the provisions of Sections 96 of the Companies Act, 2013 and shall specify the meeting as such in the notice calling it, except in the case where the Registrar, has given an extension of time for holding any Annual General Meeting and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. PROVIDED THAT the Registrar may, for any special reason, extend the time within which any annual general meeting shall be held, by a period not exceeding three months.	Annual General Meeting
	(2)	Every Annual General Meeting shall be called for any time during business hours, that is, between 9 a.m. and6 p.m., on any day that is not a National Holiday (as defined under the Companies Act, 2013) and shall beheld either at the registered office of the Company or at some other place within the city or town or village in which the registered office of the Company is situated for the time being.	
	(3)	Every member of the Company shall be entitled to attend either in person or by proxy and the Auditor of the Company shall have the right to attend and to be heard at any general meeting which he attends on any part of the business which concerns him as Auditor.	
90		At every annual general meeting of the Company there shall be laid on the table the Directors' Report and Audited Statement of Accounts, Auditors' Report (if not already incorporated in the Audited Statement of Accounts), the Proxy Register with Proxies, and the Register of Directors and Key Managerial Personnel maintained under Section 170 of the Companies Act, 2013.	Report, Statement and Registers to be laid before the Annual General Meeting
91		All general meetings other than annual general meeting shall be called Extra-Ordinary General Meeting.	Extra-Ordinary General Meeting
92	(1)	The Company shall comply with the provisions of Section 92 of the Companies Act, 2013 regarding the filing of Annual Return and as regards the annual return and certificates to be annexed thereto.	Annual Return
	(2)	The Register required to be kept and maintained by the Company under Section 88 of the Companies Act, 2013 and copies of the annual return filed under Sections 92 of the Companies Act, 2013, shall be kept at the registered office of the Company. PROVIDED THAT such registers or copies of return may, also be kept at any other place in India in which more than one-tenth of	Place of keeping & Inspection of registers& returns

Article No.		Particulars	Headings
		the total number of members entered in the register of members reside, if approved for this purpose by a Special Resolution passed in general meeting of the Company and the Registrar has been given a copy of the proposed Special Resolution in advance.	
	(3)	(i) The registers and their indices, except when they are closed under the provisions of the Act, and the copies of all the returns shall be open for inspection by any member, debenture holder or other security holder or beneficial owner, during the business hours (subject to such reasonable restrictions as the Company may impose) without fee and by any other person on payment of such fees as may be prescribed under the Act and the rules made thereunder. (ii) Any such member, debenture-holder, other security holder or beneficial owner or any other person may take extracts from any register, or index or return without payment of any fee or require a copy of any such register or entries therein or return on payment of such fees as may be prescribed under the Act not exceeding ten rupees for each page. Such copy or entries or return shall be supplied within seven days of deposit of such fee.	Inspection
	(4)	The Company shall cause any copy required by any person under Clause (ii) of sub-clause (3) to be sent to that person within a period of seven days of the deposit of such fees exclusive of non-working days, commencing on the day next after the day on which the requirement is received by the Company.	
93	(1)	Subject to the provisions of Section 111 of the Companies Act, 2013, the Directors shall on the requisition in writing of such number of members as required in Section 100 of the Companies Act,:- (i) give notice to the members of the Company of any resolution which may properly be moved and is intended to be moved at a meeting; (ii) Circulate to members, any statement with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.	Circulation of Members' Resolution
	(2)	Subject to the provisions of Section 100 of the Companies Act, 2013, the number of members necessary fora requisition under clause (1) hereof shall be such number or numbers who hold, on the date of receipt of the requisition, not less than one-tenth of the paid-up share capital of the Company as on that date carried the right of voting.	

Article No.		Particulars	Headings
	(3)	The Company shall not be bound under this Article to give notice of any resolution or to circulate any statement unless : (i) a copy of a requisition signed by the requisitionists (or two or more copies which between them contain the signature of all the requisitionists) is deposited at the registered office of the Company- (a) in the case of a requisition requiring notice of resolution, not less than six weeks before the meeting, (b) in the case of any other requisition not less than two weeks before the meeting, and (ii) there is deposited or tendered with the requisition a sum reasonably sufficient to meet the Company's expenses in giving effect thereto. PROVIDED that if after a copy of the requisition requiring notice of a resolution has been deposited at the registered office of the Company, an annual general meeting is called on a date within six weeks after such copy has been deposited, the copy, although not deposited within the time required by this clause, shall be deemed to have been properly deposited for the purpose thereof.	
	(4)	The Company shall not also be bound under this Article to circulate any statement, if, on the application either of the Company or of any other person who claims to be aggrieved, the Central Government by order declares that the rights conferred by this clause are being abused to secure needless publicity for defamatory matter.	
94		The Directors may, whenever they think fit convene an extraordinary general meeting and they shall on requisition of the members as hereinafter provided, call an extraordinary general meeting of the Company within the period specified below.	Extra-ordinary General Meeting by Board and by requisition

Article No.		Particulars	Headings
95		In case of requisition the following provisions shall have effect : (i) The requisition shall set out the matters for the consideration of which the meeting is to be called, and shall be signed by the requisitionists and sent to the registered office of the Company. (ii) The number of members entitled to requisition an extraordinary general meeting shall be such number of members who hold at the date of the receipt of the requisition, not less than one-tenth of such of the paid up capital of the Company as on that date carries the right of voting. (iii) If the Board does not, within twenty-one days from the date of the deposit of a valid requisition in regard to any matters, proceed duly to call a meeting for the consideration of those matters on a day not later than forty-five days from the date of receipt of the requisition, the meeting may be called and held by the requisitionists themselves within a period of three months from the date of the requisition. (iv) A meeting called under clause (iii) by requisitionists shall be called and held in the same manner in which the meeting is called and held by the Board. (v) Any reasonable expenses incurred by the requisitionists in calling a meeting under sub-clause (iii) shall be reimbursed to the requisitionists by the Company, and any sums so paid shall be deducted from any fee or other remuneration under Section 197 of the Companies Act, 2013 payable to such of the Directors who were in default in calling the meeting.	Contents of requisition and number of requisitionists required and the conduct of meeting
96		A general meeting of the Company may be called by giving not less than clear twenty-one days' notice either in writing or through electronic mode in such manner as may be prescribed by the Act and the rules made thereunder. Provided that a general meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode by not less than ninety-five per cent of the members entitled to vote at such meeting.	Length of notice of Meeting
97	(1)	Every notice of a meeting of the Company shall specify the place, date, day and hour of the meeting and shall contain a statement of the business to be transacted thereat.	Contents and manner of service of notice
	(2)	The notice of every meeting shall be given to: (i) every member of the Company, legal representative of any deceased member or the assignee of an insolvent member; (ii) the Auditor or Auditors for the time being of the Company; and	

Article No.		Particulars	Headings
		(iii)every Director of the Company.	
	(3)	In every notice calling a meeting of the Company, there shall appear with reasonable prominence a statement that a member entitled to attend and vote at the meeting is entitled to appoint a proxy, or, where that is allowed, one or more proxies, to attend and vote instead of himself, and that a proxy need not be a member of the Company.	
98	(1)	(i) In the case of an annual general meeting, all business to be transacted at the meeting, shall be deemed special with the exception of business relating to: (a) The consideration of financial statements and the reports of the Board of Directors and Auditors; (b) The declaration of any dividend; (c) The appointment of Directors in the place of those retiring; and (d) The appointment of, and the fixing of the remuneration of the Auditors (ii) In the case of any other meeting, all business shall be deemed special;	Special and ordinary business and explanatory statement
	(2)	PROVIDED that where any item of special business to be transacted at a meeting of the Company relates to or affects any other Company, the extent of shareholding interest in that other Company of every promoter, Director, manager, if any, and of every other key managerial personnel of the Company shall, if the extent of such shareholding interest is not less than two per cent of the paid-up share capital of that Company, also beset out in the statement.	
	(3)	Where any item of business refers to any document which is to be considered by the meeting, the time and place where the document can be inspected shall be specified in the statement aforesaid.	
99		Any accidental omission to give any such notice as aforesaid to or the non-receipt thereof by any member or other person who is entitled to such notice for any meeting shall not invalidate the proceedings of any such meeting.	Omission to give notice not to invalidate a resolution passed

Article No.		Particulars	Headings
100		No general meeting, annual or extra-ordinary, shall be competent to enter upon, discuss or transact any business which has not been mentioned in the notice or notices convening the meeting.	Notice of business to be given
101		The number of members prescribed under Section 103 of the Companies Act, 2013 and entitled to vote and present in person shall be a quorum for general meeting and no business shall be transacted at the general meeting unless the quorum requisite be present at the commencement of the meeting. A body corporate being a member shall be deemed to be personally present if it is represented in accordance with Section113 of the Companies Act, 2013. The President of India or the Governor of a State, if he is a member of the Company, shall be deemed to be personally present if he is represented in accordance with Section 112 of the Companies Act, 2013.	Quorum for General Meeting
102	(1)	If within half an hour from the time appointed for holding a meeting of the Company the quorum is not present, (i) the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Board may determine; or (ii) the meeting, if called by requisitionists in accordance with Section 100 of the Companies Act, 2013,shall stand cancelled. Provided that in case of an adjourned meeting or of a change of day, time or place of meeting under sub clause(i), the Company shall give not less than three days' notice to the members either individually or by publishing an advertisement in the newspapers (one in English and one in vernacular language) which is in circulation at the place where the registered office of the Company is situated.	Presence of quorum
	(2)	If at the adjourned meeting also a quorum is not present within half an hour from the time appointed for holding the meeting, the members present shall be the quorum and may transact the business for which the meeting was called.	
103		Where a resolution is passed at an adjourned meeting of the Company, the resolution shall for all purposes be treated as having been passed on the date on which it was in fact passed and shall not be deemed to have been passed on any earlier date.	Resolution passed at adjourned meeting

Article No.		Particulars	Headings
104		The Chairman of the Board of Directors shall be entitled to take the chair at every general meeting, or if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting, or shall decline to take the chair, the Directors present shall elect one of them as Chairman and if no Director be present or if the Directors present decline to take the chair, then the members present shall elect one of their members to be a Chairman. If a poll is demanded on the election of the Chairman it shall be taken forthwith in accordance with the provisions of the Act and the Chairman elected on show of hands shall exercise all the powers of the Chairman under the said provisions. If some other person is elected as a result of the poll he shall be the Chairman for the rest of the meeting. The Chairman may, at the same time, be appointed as Managing Director or Deputy Managing Director or Whole Time Director or Chief Executive Officer of the Company.	Chairman of General Meeting
105		No business shall be discussed at any general meeting except the election of a Chairman whilst the chair is vacant.	Business confined to election of Chairman whilst chair vacant
106	(1)	The Chairman 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 from place to place.	Chairman may adjourn Meeting
	(2)	No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.	
107		At any general meeting, a resolution put to the vote of the meeting shall unless a poll is demanded under Section109 of the Companies Act, 2013, or the voting is carried out electronically, be decided on a show of hands.	Voting to be by show of hands in the first instance
108		A declaration by the Chairman 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 proceeding of the Company shall be conclusive evidence of the fact of passing of such resolution, or otherwise, without proof of the number of proportion of votes in favour or against such resolution.	Chairman's declaration of result of voting on show of hands
109	(1)	Before or on the declaration of result of voting on any resolution on a show of hands, a poll may be ordered to be taken by the Chairman of the meeting on his own motion and shall be ordered to be taken by him on a demand made in that behalf by the members present in person or by proxy, where allowed, and having not less than one-tenth of the total voting power or holding shares on which an aggregate sum of not less than five lakhs rupees or such higher amount as may be prescribed has been paid-up.	Demand for poll
	(2)	The demand for a poll may be withdrawn at any time by the person or persons who made the demand.	

Article No.		Particulars	Headings
110		A poll demanded for adjournment of the meeting or appointment of Chairman of the meeting shall be taken forthwith. A poll demanded on any question other than adjournment of the meeting or appointment of a Chairman shall be taken at such time, not being later than forty-eight hours from the time when the demand was made and in such manner and place as the Chairman of the meeting may direct.	Time of taking poll
111		In the case of an equality of votes, the Chairman shall, both on a show of hands and on a poll (if any) have a casting vote in addition to the vote or votes to which he may be entitled as a member.	Chairman's casting vote
112		Where a poll is to be taken, the Chairman of the meeting shall appoint one scrutineer to scrutinise the vote given on the poll and to report thereon to him. Subject to the provisions of Section 109 of the Companies Act, 2013, the Chairman of the meeting shall have power to regulate the manner in which the poll shall betaken and the result of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken.	Scrutineers at poll
113		The demand for a poll except on the question of the election of the Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.	Demand for poll not to prevent transaction of other business
114		Subject to the provisions of Section 110 of the Companies Act, 2013 and these Articles, and as may be applicable by law, the Company shall, in respect of such items of business as the Central Government may, by notification, declare to be transacted only by means of postal ballot; and may, in respect of any item of business, other than ordinary business and any business in respect of which Directors or Auditors have a right to be heard at any meeting, transact by means of postal ballot, in such manner as may be prescribed, instead of transacting such business at a General Meeting.	Vote by Postal Ballot

Article No.		Particulars	Headings
115		A copy of each of every resolutions or agreement in respect of the following matters together with the explanatory statement under Section 102 of the Companies Act, 2013, if any, annexed to the notice calling the meeting in which such resolution is proposed, shall be filed with the Registrar within thirty days of the passing or making thereof in such a manner and with such fees as may be prescribed within the time specified under Section 403 of the Companies Act, 2013: (i) Every special resolution; (ii) Every resolution which has been agreed to by all members of the Company, but which, if not so agreed to, would not have been effective for the purpose unless it had been passed as a special resolution; (iii) Every resolution of the Board of Directors or agreement executed by the Company relating to the appointment, re-appointment or renewal of appointment or variation in the terms of appointment of a Managing Director; (iv) Every resolution or agreement which has been agreed to by all the members of any class of shareholders but which, if not so agreed to, would not have been effective for the purpose unless it had been passed by a specified majority or otherwise in some particular manner; and every resolution or agreement which effectively binds all the members or any class of shareholders though not agreed to by all those members; (v) Every resolution passed by the Company according consent to the exercise by the Board of Directors of any of the powers under clause (a), and clause (c) of sub-section (1) of the Section 180 of the Companies Act, 2013;. (vi) Every resolution requiring the Company to be wound up voluntarily passed in pursuance of Section 304of the Companies Act, 2013 (vii) Every resolution passed in pursuance of sub-section (3) of Section 179 of the Companies Act, 2013; and (viii) Any other resolution or agreement as may be prescribed and placed in the public domain. Provided that the copy of every such resolution which has the effect of altering the Articles and the copy of every agreement referred to above shall be embodied in or annexed to, every copy of these Articles issued after the passing of the resolution or the making of the agreement.	Registration of documents with the Registrar
VOTES OF MEMBERS			

Article No.		Particulars	Headings
116		A member paying the whole or a part of the amount remaining unpaid on any share held by them although no part of that amount has been called up, shall not be entitled to any voting rights in respect of the monies so paid by him until the same would but for such payment become presently payable.	Member paying money in advance not to be entitled to vote in respect thereof
117		No member shall exercise any voting rights 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.	Restriction on exercise of voting rights of members who have paid calls
118		Subject to the provisions of Section 43 and sub-section (2) of Section 50 of the Companies Act, 2013, every member of the Company holding any equity share capital shall have a right to vote on every resolution placed before the Company; and his voting rights on a poll shall be in proportion to his share of the paid-up equity share capital of the Company. Every member holding any preference share capital of the Company, shall, in respect of such capital, have the right to vote only on resolutions placed before the Company which directly affect the rights attached to his preference shares and any resolution for the winding up of the Company or for the repayment or reduction of its equity or preference share capital and his voting rights on a poll shall be in proportion to his share in the paid up preference share capital of the Company. Provided that the proportion of the voting rights of equity shareholders to the voting rights of the preference shareholders shall be in the same proportion as the paid-up capital in respect of the equity shares bears to the paid-up capital in respect of the preference shares: PROVIDED FURTHER that where the dividend in respect of a class of preference shares has not been paid fora period of two years or more, such class of preference shareholders shall have a right to vote on all there solutions placed before the Company.	Number of votes to which member entitled
119		A member of unsound mind or in respect of whom 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. A member, be a minor, the vote in respect of his share or shares shall be his guardian, or any one of his guardian, if more than one, to be elected, in case of dispute by the Chairman of the meeting.	Vote of member of unsound mind and Minor.

Article No.		Particulars	Headings
120		If there be joint registered holders of any shares any one of such persons may vote at any meeting personally or by an agent duly authorised under a Power of Attorney or by proxy in respect of such shares, as if he were solely entitled thereto but the proxy so appointed shall not have any right to speak at the meeting, and, if more than one of such joint holders be present at any meeting either personally or by agent or by proxy, that one of the said persons so present who stands higher on the register shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint holder shall be entitled to be present at the meeting; provided always that a person present at any meeting personally shall be entitled to vote in preference to a person present by an agent duly authorised under a Power of Attorney or by proxy although the name of such person present by agent or proxy stands first or higher in the Register in respect of such shares. Several executors or administrators or a deceased member in whose name shares stand shall for the purpose of these Articles be deemed joint holders thereof.	Votes of joint members
121	(1)	A body corporate (whether a Company within the meaning of the Act or not) may, (i) if it is member of the Company by a resolution of its board of Directors or other governing body, authorize such person as it thinks fit to act as its representative at any meeting of the Company, or at any meeting of any class of members of the Company; (ii) if it is a creditor, (including a holder of debentures of the Company) by a resolution of its Directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of any creditors of the Company held in pursuance of the Act or of any rules made thereunder, or in pursuance of the provisions contained in any debenture or trust deed, as the case may be.	Representation of body Corporate
	(2)	A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and power (including the right to vote by proxy) on behalf of the body corporate which he represents as that body could exercise if it were an individual member, creditor or holder of debentures of the Company.	
122		Where the President of India or the Governor of a State is a member of the Company, the President or, as the case may be, the Governor may appoint such person as he thinks fit, to act as his representative at any meeting of the Company or at any meeting of any class of members of the Company and such a person shall be deemed to be a member of the Company and shall be entitled to exercise the same rights and powers, including the right to vote by proxy, as the President, or as the case may be, the Governor could exercise as a member of the Company.	Representation of President and Governors in meetings

Article No.		Particulars	Headings
123		Any person entitled under the Transmission Clause to transfer any shares may vote at any general meeting in respect thereof in the same manner as if he was the registered holder of such shares, provided that at least 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 rights to transfer such shares and give such indemnity(if any) as the Directors may require unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof.	Votes in respect of deceased or insolvent Members
124		Subject to the provisions of these Articles vote may be given either personally or by proxy.	Voting in person or by Proxy
125		On a poll taken at a meeting of the Company a member entitled to more than one vote or his proxy, or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.	Rights of members to Use his votes differently
126		Subject to the provisions of the Act and the rules made thereunder, any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (whether a member or not) as his proxy to attend and vote instead of himself Provided that a proxy so appointed shall not have the right to speak at the meeting and shall not be entitled to vote except on a poll. PROVIDED FURTHER that a person appointed as proxy shall act on behalf of such number of members not exceeding fifty and such number of shares as may be prescribed. Every notice convening a meeting of the Company shall state that a member entitled to attend and vote is entitled to appoint one or more proxies and that the proxy need not be a member. Every Proxy (whether a Member or not) shall be appointed in writing under the hand of the appointer or his attorney, or if such appointer is a corporation under the Common seal of such corporation, or be signed by an officer or an attorney duly authorised by it, and any Committee or guardian may appoint such Proxy.	Proxies
127		An instrument of proxy may appoint a proxy either for the purposes of a particular meeting specified in the instrument and any adjournment thereof or it may appoint for the purposes of every meeting to be held before a date specified in the instrument and every adjournment of any such meeting.	Proxy either for specified meeting or for a period
128		No member present only by proxy shall be entitled to vote on a show of hands.	No proxy except for the corporation to vote on as how of hands

Article No.		Particulars	Headings
129		The instrument appointing a proxy and the Power of Attorney or other authority (if any) under which it is signed or a notarial certified copy of that Power of Attorney or authority, shall be deposited at the office forty-eight hours before the time for holding the meetings at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.	Deposit of instrument of appointment
130		Every instrument of proxy whether for specified meeting or otherwise shall, as nearly as circumstances will admit, be in the form set out in the Companies (Management and Administration) Rules, 2014 (or any corresponding amendment or modification thereof that may be prescribed).	Form of proxy
131		Every member entitled to vote at a meeting of the Company according to the provisions of these Articles on any resolution to be moved thereat, shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting, and ending with the conclusion of the meeting, to inspect proxies lodged, at any time during the business hours of the Company provided not less than three days' notice in writing of the intention so as to inspect is given to the Company.	Inspection of proxies
132		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 revocation of the proxy or of any Power of Attorney or authority under which such proxy was signed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death, revocation or transfer shall have been received at the office before the commencement of the meeting, or adjourned meeting at which the proxy is used.	Validity of votes given by proxy notwithstanding revocation of authority
133		No objection shall be made to the qualification of any vote or to the validity of the vote except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote, whether given personally or by proxy, not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the Meeting.	Time for objections to Vote
134		The Chairman of any meeting shall be sole judge 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.	Chairman of any meeting to be the Judge of validity of any vote
135		If any such instrument of appointment be confined to the object of appointing an attorney or proxy for voting at meetings of the Company it shall remain permanently or for such time as the Directors may determine, in the custody of the Company. If embracing other objects, copy thereof examined with the original shall be delivered to the Company to remain in the custody of the Company.	Custody of instrument

Article No.		Particulars	Headings
DIRECTORS			
136		Until otherwise determined by a general meeting of the Company and subject to the provisions of Section149 and 152 of the Companies Act, 2013, the number of Directors shall not be less than 3 and not more than15 and the manner of constituting the Board shall be as prescribed under the Act and as may be directed by the Securities and Exchange Board of India.	Number of Directors
137		The First Directors of the Company are : 1. Sukanta Kumar Sahu 2. Sanjeev Kumar Singh	Directors
138		Any Trust Deed for securing and covering the issue of debentures or debenture stocks of the Company, may provide for the appointment, from time to time, by the Trustees thereof or by the holders of debentures or debenture stocks, of some person to be a Director of the Company for and on behalf of the debenture such period for which the debentures or any of them shall remain outstanding and may empower such Trustees or holder of debentures or debenture stocks, from time to time, to remove and reappoint any Director so appointed. The Director appointed under this Article is herein referred to as "Debenture Director" and the term "Debenture Director" means the Director for the time being in office under this Article. The Debenture Director shall not be liable to retire by rotation or be removed by the Company. The Trust Deed may contain such ancillary provision as may be agreed between the Company and the Trustees and all such provisions shall have effect notwithstanding any of the other provisions herein contained.	Debenture Directors
139		Notwithstanding anything to the contrary contained in these Articles, so long as any monies remain owing by the Company to (i) the Life Insurance Corporation of India (LIC), (ii) the Infrastructure Development Finance Company Limited, (iii) specified Company referred to in the Unit Trust of India (Transfer of Undertaking and Repeal) Act, 2002, (iv) institutions notified by the Central Government under sub-section (2) of Section 4Aof the Companies Act, 1956, (v) such other institutions as may be notified by the Central Government in consultation with the Reserve Bank of India, or (vi) any other bank or entity providing financing facilities to the Company (each of the above is hereinafter in this Article referred to as "the Corporation") out of any loans/debentures assistance granted by them to the Company or so long as the Corporation holds or continues to hold Debentures/Shares in the Company as a result of underwriting or by direct subscription or private placement, or so long as any liability of the Company arising out of any guarantee furnished by the Corporation on behalf of the Company remains outstanding, the Corporation shall have a right to appoint from time to time, any person or persons as a Director or Directors, whole-time or non-whole-time (which Director or Directors, is/are hereinafter	Nominee Directors

Article No.		Particulars	Headings
		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 place/s. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s. 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. Subject as aforesaid, the Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company. The Nominee Director/s so appointed shall hold the said office only so long as any monies remain owing bythe Company to the Corporation or so long as the Corporation holds or continues to hold Debentures/Shares in the Company as a result of underwriting or by direct subscription or private placement or the liability of the Company arising out of the guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said power shall, ipso facto, vacate such office immediately the monies owing by the Company to the Corporation are 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 the guarantee furnished by the Corporation. The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board Meetings and of the Meetings of the Committee of which the Nominee Director/sis/are member/s 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 Director/s shall accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation. Any expenses that may be incurred by the Corporation or such Nominee Director/s 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 Director/s. Provided that if any such Nominee Director/s is an officer of the Corporation, the sitting fees, in relation to such Nominee Director/s shall also accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation. Provided further that in the event of the Nominee Director/s being appointed as Managing Director/WholeTime Director/s, such Nominee Director/s shall exercise such powers and duties as may be approved by the Corporation and have such rights as are usually exercised or available to a Whole Time Director in the management of the affairs of the Company. Such Whole Time Directors shall be entitled to receive such remuneration, fees, commission and monies as may be approved by the Corporation. Provided further that the appointment of Nominee Director/s as Managing/Whole Time Director/s, as aforesaid,is subject to the provisions of Sections 203 and 197 of the Companies Act, 2013	

Article No.		Particulars	Headings
		and any other applicable provisions of the Act and the rules made thereunder.	
140		In connection with any collaboration arrangement with any Company or corporation or any firm or person for supply of technical know-how and/or machinery or technical advice, the Directors may authorise such Company, corporation, firm or person (hereinafter referred to as "Collaborator") to appoint from time to time any personas a Director of the Company (hereinafter referred to as "Special Director") and subject to the provisions of the Act, may agree that such Special Directors shall not be liable to retire by rotation so however that Special Director shall hold office so long as such collaboration arrangement remains in force. The Collaborator may at any time and from time to time remove such Special Director appointed by it and may at any time after such removal and also in the case of death or resignation of the person so appointed, at anytime nominate any other person as a Special Director in his place and such nomination or removal shall be made in writing signed by the collaborator, his authorised representative and shall be delivered to the Company at its registered office. It is clarified that every collaborator entitled to appoint a Director under this Article may appoint one such person as a Director and so that if more than one collaborator is so entitled there maybe at any time as many Special Directors as the number of Collaborators eligible to make the appointment.	Special Directors
141		The provisions of Articles 138,139 and 140 are subject to the provisions of Section 152 of the Companies Act, 2013, and the number of such Directors appointed under Articles 138,139,140 and 170 shall not exceed in the aggregate one-third of the total number of Directors for the time being in office. However, the Independent Director appointed under Section 152 of the Companies Act, 2013 will not be considered for the purpose of calculating the total number of Directors liable for retirement by rotation and term of such Independent Director shall be as provided under Section 149of the Companies Act, 2013.	Limit on number of retiring Directors

Article No.		Particulars	Headings
142		The Board may appoint a person, not being a person holding any alternate Directorship for any other Director in the Company (hereinafter called the Original Director) to act as an Alternate Director for the Original Director during his absence for a period of not less than three months from India. Provided that no person shall be appointed as an Alternate Director for an Independent Director unless he is qualified to be appointed as an independent Director under the provisions of the Act. Every such Alternate Director, shall subject to his giving to the Company an address in India at which notice may be served on him, be entitled to notice of meeting of Directors and to attend and vote as a Director and be counted for the purposes of a quorum and generally at such meetings to have and exercise all the powers and duties and authorities of the Original Director. The Alternate Director appointed under this Article shall vacate office as and when the Original Director is determined before he returns to India, any provision in the Act or in these Articles for the automatic-appointment of retiring Director in default of another appointment shall apply to the Original Director and not to the Alternate Director.	Appointment of Alternate Director
143		The Directors shall have power at anytime and from time to time to appoint any qualified person to be a Director to fill a casual vacancy. Such casual vacancy shall be filled by the Board of Directors at a meeting of the Board. Any person so appointed shall retain his office only upto the date upto which the Director in whose place he is appointed would have held office, if it had not been vacated as aforesaid but he shall then be eligible for re-election.	Directors may fill Vacancies
144		The Directors shall also have power at any time and from time to time to appoint any other qualified person, other than a person who fails to get appointed as a Director in a general meeting of the Company, to be an Additional Director who shall hold office only up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier.	Additional Director
145		A Director shall not be required to hold any qualification shares.	Qualification of Directors
146		The remuneration payable to a non-whole-time-Director for attending each meeting of the Board or a Committee thereof shall be such sum as may be fixed by the Board of Directors not exceeding the maximum as may be prescribed by the Act (and the rules made thereunder), SEBI, or by the Central Government. The Directors, subject to the sanction of the Central Government (if any required), may be paid such further remuneration as the Company in general meeting shall, from time to time, determine and such further remuneration shall be divided among the Directors in such proportion and manner as the Board may from time to time determine; and in default of such determination shall be divided among the Directors equally.	Remuneration of Directors

Article No.		Particulars	Headings
147		Subject to the provisions of Sections 197 and 188 of the Companies Act, 2013 and other applicable provisions of the Act and the rules made thereunder, if any Director, being willing shall be called upon to perform extra services (which expression shall include work done by a Director as a member of any committee formed by the Directors or in relation to signing share certificates) or to make special exertions in going or residing out of his usual place of residence or otherwise for any of the purposes of the Company, the Company shall remunerate the Director so doing either by fixed sum or otherwise as may be determined by the Directors, and such remuneration may be, either in addition to or in substitution for his share in the remuneration above provided.	Extra remuneration to Directors for special Work
148		The Board of Directors may subject to the limitations provided by the Act allow and pay to any Directors who attends a meeting at a place other than his usual place or residence for the purpose of attending a meeting, such sum as the Board may consider fair compensation for travelling, hotel and other incidental expenses properly incurred by him, in addition to his fee for attending such meeting as above specified.	Travelling expenses incurred by Directors on Company's business
149		The Continuing Directors may act notwithstanding any vacancy in their body, but if and as long as their number is reduced below the quorum fixed by these Articles for a meeting of the Board of Directors, the Continuing Directors may act for the purpose of filling vacancies to increase the number of Directors to that fixed for the quorum or for summoning a general meeting of the Company, but for no other purpose.	Directors may Act notwithstanding vacancy

Article No.		Particulars	Headings
150	(1)	Subject to the provisions of Section 164 and 165 of the Companies Act, 2013, a person shall not be capable of being appointed Director of the Company, if – (i) he is of unsound mind and stands so declared by a Court of competent jurisdiction; (ii) he is an undercharged insolvent; (iii) he has applied to be adjudged an insolvent and his application is pending; (iv) he has been convicted by a court of any offence involving moral turpitude or otherwise, and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsedfrom the date of expiry of the sentence; Provided that if a person has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of seven years or more, he shall not be eligible to be appointed as a Directorof the Company. (v) he has not paid any call in respect of shares of the Company held by him, whether alone or jointly withothers, and six months have elapsed from the last day fixed for the payment of the call; (vi) he has been convicted of the offence dealing with related party transactions under Section 188 of theCompanies Act, 2013 at any time during the last preceding five years; or (vii) he has not complied with sub-section (3) of Section 152 of the Companies Act, 2013.	Disqualification for appointment of Directors
	(2)	No person who is or has been a Director of a Company, where the Company— (i) has not filed financial statements or annual returns for any continuous period of three financial years; or (ii) has failed to repay the deposits accepted by it or pay interest thereon or to redeem any debentures on the due date or pay interest due thereon or pay any dividend declared and such failure to pay or redeem continues for one year or more, shall be eligible to be re-appointed as a Director of that Company or appointed in other Company for a period of five years from the date on which the said Company fails to do so.	

Article No.		Particulars	Headings
151	(1)	Subject to the provisions of Section 167 of the Companies Act, 2013, the office of a Director shall become vacant if : (i) he incurs any of the disqualifications specified in Section 164 of the Companies Act, 2013; (ii) he absents himself from all the meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence of the Board; (iii) he acts in contravention of the provisions of Section 184 of the Companies Act, 2013, relating to entering into contracts or arrangements in which he is directly or indirectly interested; (iv) he fails to disclose his interest in any contract or arrangement in which he is directly or indirectly interested, in contravention of the provisions of Section 184 of the Companies Act, 2013; (v) he becomes disqualified by an order of a court or the Tribunal; (vi) he is convicted by a court of any offence, whether involving moral turpitude or otherwise and sentenced in respect thereof to imprisonment for not less than six months: Provided that the office shall be vacated by the Director even if he has filed an appeal against the order of such court; (vii) he is removed in pursuance of the provisions of the Act; (viii) he, having been appointed a Director by virtue of his holding any office or other employment in the holding, subsidiary or associate Company, ceases to hold such office or other employment in that Company.	Vacation of office by Directors
152	(1)	The Company may (subject to the provisions of Section 169 and other applicable provisions of the Companies Act, 2013 and these Articles) by ordinary resolution remove any Director before the expiry of his period of office. Provided that nothing contained in this sub-clause shall apply where the Company has availed itself of the option given to it under Section 163 of the Companies Act, 2013, to appoint not less than two-thirds of the total number of Directors according to the principle of proportional representation.	Removal of Directors
	(2)	Special notice shall be required 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.	

Article No.		Particulars	Headings
	(3)	On receipt of 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.	
	(4)	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 - (i) in the notice of the resolution given to the members of the Company, state the fact of the representations having been made, and (ii) send a copy of the representations to every member of the Company to whom notice of the meeting is sent (before or after the receipt of the representations by the Company) and if a copy of the representations is not sent as aforesaid because they were received too late or because of the Company's default, the Director may (without prejudice to his right to be heard orally) require that the representations shall be read out at the meeting: Provided that copies of the representations need not be sent or 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-clause are being abused to secure needless publicity for defamatory matter, and the Tribunal may order the Company's costs on the application to be paid in whole or in part by the Director notwithstanding that he is not a party to it.	
	(5)	A vacancy created by the removal of a Director under this Article may, 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 stead at the meeting at which he is removed; Provided special notice of the intended appointment has been given. 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 as aforesaid.	
	(6)	If the vacancy is not filled under sub-clause (5), it may be filled as a casual vacancy in accordance with the provisions of the Act.	
	(7)	A Director who was removed from office under this Article shall not be re-appointed as a Director by the Board of Directors.	
	(8)	Nothing contained in this Article shall be taken: i) as depriving a person removed hereunder of any compensation or damages payable to him in respect ofthe termination of his appointment as Director as per the terms of contract or terms of his appointmentas Director, or of any other appointment terminating with that as Director; or ii) as derogating from any power to remove a Director under the provisions of the Act.	

Article No.		Particulars	Headings
153	(1)	Every Director of the Company who is in any way, whether directly or indirectly concerned or interestedin a contract or arrangement, or proposed contract or arrangement, entered into or to be entered into, by oron behalf of the Company, shall disclose the nature of his concern or interest at a meeting of the Board ofDirectors, in the manner provided in Section 184 of the Companies Act, 2013.	Disclosure of Director'sInterest
	(2)	Every Director of the Company who is in any way, whether directly or indirectly, concerned or interested in a contract or arrangement or proposed contract or arrangement entered into or to be entered into— (i) with a body corporate in which such Director or such Director in association with any other Director, holds more than two per cent of the shareholding of that body corporate, or is a promoter, manager, chief executive officer of that body corporate; or (ii) with a firm or other entity in which, such Director is a partner, owner or member, as the case may be, shall disclose the nature of his concern or interest at the meeting of the Board in which the contract or arrangement is discussed and shall not participate in such meeting: Provided that where any Director who is not so concerned or interested at the time of entering into such contract or arrangement, he shall, if he becomes concerned or interested after the contract or arrangement is entered into, disclose his concern or interest forthwith when he becomes concerned or interested or at the first meeting of the Board held after he becomes so concerned or interested.	
	(3)	Nothing in this Article shall – (i) be taken to prejudice the operation of any rule of law restricting a Director of the Company from having any concern or interest in any contract or arrangement with the Company; (ii) apply to any contract or arrangement entered into or to be entered into between the Company and any other Company where any one or more of the Directors of the Company together holds or hold not more than two percent of the paid up share capital in other Company.	

Article No.		Particulars	Headings
154	(1)	Except with the consent of the Board of Directors of the Company (or the Audit Committee) given by a resolution at a meeting of the Board and subject to such conditions as may be prescribed by the Company, a Company shall not enter into any contract or arrangement with a related party with respect to, (i) sale, purchase or supply of any goods or materials; (ii) selling or otherwise disposing of, or buying, property of any kind; (iii) leasing of property of any kind; (iv) availing or rendering of any services; (v) appointment of any agent for purchase or sale of goods, materials, services or property; (vi) such related party's appointment to any office or place of profit in the Company, its subsidiary Company or associate Company; and (vii) underwriting the subscription of any securities or derivatives thereof, of the Company: Notwithstanding the provisions of this sub-clause (1) of this Article, where prescribed, the Company shallenter into such contracts and / or arrangements only with the prior approval of the members of the Company by a special resolution. However, no member of the Company shall vote on such special resolution, to approveany contract or arrangement which may be entered into by the Company, if such member is a related party: It is clarified that this sub-clause shall not apply to any transactions entered into by the Company in itsordinary course of business other than transactions which are not on an arm's length basis.	Board resolutionnecessary for certaincontracts
	(2)	Every contract or arrangement entered into under sub-clause (1) shall be referred to in the Board's report tothe shareholders along with the justification for entering into such contract or arrangement.	
155		If the Company – (i) enters into a contract for the appointment of a manager or a Managing Director of the Company in whichcontract any Director of the Company is in any way directly or indirectly concerned or interested, or (ii) varies any such contract already in existence and in which a Director is concerned or interested asaforesaid, the	Disclosure to themembers of Director'sinterest in contract inappointing manager

Article No.		Particulars	Headings
		provisions of Section 302 of the Companies Act, 1956 or other applicable provisions oflaw shall be complied with.	
156		Subject to the provisions of Section 185 of the Companies Act, 2013, the Company shall not, directly or indirectly make any loan to any of its Directors or to any other person in whom the Director is interested or give any guarantee or provide any security in connection with a loan taken by him or such other person.	Loans to Directors etc.
157		The Company shall observe the restrictions imposed on the Company in regard to making any loans, giving any guarantee or providing any security to the companies or bodies corporate under the same management as provided in Section 186 of the Companies Act, 2013.	Loans etc. to Companies
158		No Director of the Company shall as a Director take any part in the discussion of or vote on any contract or arrangement entered into, or to be entered into, by or on behalf of the Company, if he is in any way whether directly or indirectly concerned or interested in such contract or arrangement nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote and if he does vote, it shall be void;	Interested Director notto participate or to vote in Board's proceedings.
ROTATION & APPOINTMENT OF DIRECTORS			
159		A Director may be or become a Director of any Company or in which it may be interested as a vendor, shareholder, or otherwise, and no such Director shall be accountable for any benefits received as Director or shareholder of such Company except in so far as Section 197 or Section 188 of the Companies Act, 2013 (and the rules made thereunder) may be applicable.	Directors maybe Directors of Companies promoted by the Company
160		Not less than two-thirds of the total number of Directors shall (i) be persons whose period of the office is liable to determination by retirement of Directors by rotation and (ii) save as otherwise expressly provided in the Articles be appointed by the Company in General Meeting.	Rotation of Directors

Article No.		Particulars	Headings
161		Subject to the provisions of Section 152(6) and 152(7) of theCompanies Act, 2013, at every annual general meeting of the Company one-third of such of the Directorsfor the time being as are liable to retire by rotation, or if their number is not three or a multiple of three thenumber nearest to one-third, shall retire from office. The Debenture Directors, Corporation Directors, SpecialDirectors, or Managing Directors, if any, shall not be subject to retirement under this Article and shall not betaken into account in determining the number of Directors to retire by rotation. In these Articles a "RetiringDirector" means a Director retiring by rotation.	Retirement of Directors
162		The Directors who retire by rotation under Article 161at every annual general meeting shall be those who have been longest in office since their last appointment, but as between those who become Directors on the same day, those who are to retire shall, in default of and subject to any agreement amongst themselves, be determined by lot.	Ascertainment of Directors retiring by rotation and filling of vacancies
163		A retiring Director shall be eligible for the re-appointment.	Eligibility for re-election
164		Subject to the provisions of the Act, the Company at the annual general meeting at which a Director retires in manner aforesaid may fill up the vacancy by appointing the retiring Director or some other person thereto.	Company to fill Vacancies
165	(1)	If the place of retiring Director is not so filled up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a public holiday till the next succeeding day which is not a public holiday, at the same time and place.	Provisions in default of appointment
	(2)	If at the adjourned meeting also, the place of the retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been re-appointedat the adjourned meeting unless – i) at the meeting or the previous meeting a resolution for the reappointment of such Director has been putto the meeting and lost; ii) the retiring Director has, by a notice in writing addressed to the Company or its Board of Directors,expressed his unwillingness to be so re-appointed; iii) he is not qualified or is disqualified for appointment; or iv) a resolution, whether special or ordinary, is required for his appointment or re-appointment in virtueof any provisions of the Act,	

Article No.		Particulars	Headings
166		Subject to the provisions of Sections 149 and 152 of the Companies Act, 2013, the Company may, by special resolution, from time to time, increase or reduce the number of Directors and may prescribe or alter qualifications.	Company may increase or reduce the number of Directors or remove any Director
167	(1)	No motion at any general meeting of the Company shall be made for the appointment of two or more persons as Directors of the Company by a single resolution unless a resolution that it shall be so made has been first agreed to by the meeting without any vote being given against it.	Appointment of Directors to be voted Individually
	(2)	A resolution moved in contravention of clause (1) hereof shall be void, whether or not objection was taken atthe time of its being so moved, provided where a resolution so moved is passed, no provision for the automatic re-appointment of retiring Director in default of another appointment as hereinbefore provided, shall apply.	
	(3)	For the purpose of this Article, a motion for approving a person's appointment or for nominating a person for appointment shall be treated as a motion for his appointment.	
168	(1)	Subject to the provisions of the Act, a person, not being a Retiring Director in terms of Section 152 of theCompanies Act, 2013, shall be eligible for appointment to the office of Director at any general meeting if heor some other member intending to propose him has, at least fourteen days before the meeting, left at theregistered office of the Company a special notice in writing under his hand signifying his candidature forthe office of a Director or the intention of such member to propose him as a Director for office as the casemay be along with the deposit of Rupees one lakh or such higher amount as may be prescribed which shallbe refunded to such person or as the case may be, to the member, if the person succeeds in getting electedas a Director or secures more than 25% of the total valid votes cast either by way of show of hands or on apoll on such resolution.	Notice of candidaturefor office of Directorexcept in certain cases
	(2)	The Company shall inform its members of the candidature of the person for the office of Director in suchmanner as may be prescribed.	
	(3)	Every person (other than a Director retiring by rotation or otherwise or a person who has left at the officeof the Company, a notice under Section 160 of the Companies Act, 2013, signifying his candidature for theoffice of a Director) proposed as a candidate for the office of a Director shall sign and file with the Company his consent in writing to act as a Director if appointed.	

Article No.		Particulars	Headings
	(4)	A person other than : (i) A Director re-appointed after retirement by rotation or immediately on the expiry of his term of office, or (ii) An Additional or Alternate Director or a person filling a casual vacancy in the office of a Director underSection 161 of the Companies Act, 2013, appointed as a Director or re-appointed as an Additional orAlternate Director immediately on the expiry of his term of office shall not act as a Director of the Company unless he has within thirty days of his appointment signed and filed with the Registrar hisconsent in writing to act as such Director.	
169		The Company shall keep at its registered office a Register containing the particulars of its Directors andkey managerial personnel as specified in Section 170 of the Act, and shall send to the Registrar a Returncontaining the particulars specified in such Register, and shall otherwise comply with the provisions of thesaid Section in all respects.	Register of Directorsetc. and notificationofchange toRegistrar
MANAGING DIRECTOR, WHOLE TIME DIRECTOR			
170		Subject to the provisions of Section 196, 203 and other applicable provision of the Companies Act, 2013, andthese Articles, the Directors shall have power to appoint or re-appointment any person to be Managing Director, or Whole-Time Director for a term not exceeding five years at a timeProvided that no re-appointment shall be made earlier than one year before the expiry of his term. Such aManaging Director can also act as chairperson of the Company.	Board may appointManaging Director orManaging Director(s) orWhole Time Directors
171		Subject to the provisions of the Act and these Articles, the Managing Director, or the Whole Time Directorshall not, while he continues to hold that office, be subject to retirement by rotation under Article 160 buthe shall be subject to the provisions of any contract between him and the Company, be subject to the sameprovisions as the resignation and removal as the other Directors of the Company and he shall ipso facto andimmediately cease to be a Managing Director or Whole Time Director if he ceases to hold the office of Directorfrom any cause provided that if at any time the number of Directors (including Managing Director or WholeTime Directors) as are not subject to retirement by rotation shall exceed one-third of the total number of theDirectors for the time being, then such of the Managing Director or Whole Time Director or two or more ofthem as the Directors may from time to time determine shall be liable to retirement by rotation in to theintent that the Directors so liable to retirement by rotation shall not exceed one-third of the total number ofDirectors for the time being.	What provisions theywill be subject to

Article No.		Particulars	Headings
172		The remuneration of the Managing Director, Whole Time Director, or Manager shall (subject to Sections 197 to 200 and other applicable provisions of the Act and of these Articles and of any contract between him and the Company) be fixed by the Directors from time to time and may be by way of fixed salary and/or perquisites orcommission on profits of the Company or by participation in such profits, or by fee for such meeting of theBoard or by all these modes or any other mode not expressly prohibited by the Act.	Remuneration ofManaging or WholeTime Director(s)
173		Subject to the superintendence, control and direction of the Board the day to day management of the Company shall be in the hands of the Managing Director(s) and/or Whole Time Director(s) appointed under Article 170 with power to the Board to distribute such day to day management functions among such Director(s) in anymanner as deemed fit by the Board and subject to the provisions of the Act and these Articles the Board mayby resolution vest any such Managing Director or Managing Directors or Whole Time Director or Whole TimeDirectors such of the power hereby vested in the Board generally as it thinks fit and such powers may bemade exercisable for such period or periods and upon such conditions and subject to such restrictions as itmay determine and they may subject to the provisions of the Act and these Articles confer such powers eithercollaterally with or to the exclusion of or in substitution for all or any of the powers of the Directors in thatbehalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.	Powers and duties of Managing and Whole Time Director(s)
KEY MANAGERIAL PERSONNEL			
174		Subject to the provisions of the Act and rules thereunder: i) Key Managerial Personnel (A Chief Executive Officer, or Managing Director or Manager, Company Secretary, Whole-time Director, Chief Financial Officer and such other officer as may be prescribed) shall be appointed by the Board of Directors for such terms at such remuneration and upon such terms and conditions as it may thinks fit and any Key Managerial Personnel so appointed may be removed by means of a resolution of the Board; the Board may appoint one or more Chief Executive Officers for its multiple business. ii) A director may be appointed as Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer. Any provision of the Act or there articles requiring or authorizing a thing to be done by or to a director and chief executive officer, manager, Company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of Chief Executive Officer, Manager, Company Secretary, or Chief Financial Officer.	Key Managerial Personnel

Article No.		Particulars	Headings
PROCEEDINGS OF THE BOARD OF DIRECTORS			
175		The Directors may meet together as a Board for the dispatch of business from time to time, and unless the Central Government by virtue of the proviso to Section 173 of the Companies Act, 2013 otherwise directs, shall so meet at least once in every one hundred and twenty days and at least four such meetings shall be held in every year. The Directors may adjourn and otherwise regulate their meetings as they think fit.	Meeting of Directors
176	(1)	Notice of every meeting of the Board of Directors shall be given in writing to every Director for the time being in India, and at his usual address in India to every other Director.	Notice of meetings
	(2)	A Director may at any time and the Secretary upon the request of Director made at any time shall convene a meeting of the Board of Directors by giving a notice in writing to every Director for the time being in India and at his usual address in India to every other Director. Notice may be given by telex or telegram to any Director who is not in India.	When meeting to beConvened
177	(1)	Subject to Section 174 of the Companies Act, 2013 the quorum for a meeting of the Board of Directors shall be one-third of its total strength (excluding Directors, if any, whose place may be vacant at the time and any fraction contained in that one-third being rounded off as one) or two Directors whichever is higher, PROVIDED that where at any time the number of interested Directors at any meeting exceeds or is equal to two-third of the total strength, the number of the remaining Directors (that is to say, the number of Directors who are not interested) present at the meeting being not less than two shall be quorum during such time.	Quorumfor a meeting of the Board of Directors
	(2)	For the purpose of clause (1) : (i)"Total Strength" of the Board of Directors of the Company shall be determined in pursuance of the Act, after deducting there from number of the Directors, if any, whose places may be vacant at the time, and (ii)"Interested Directors" means any Director whose presence cannot by reason of Article 158hereof or any other provisions in the Act count for the purpose of forming a quorum at a meeting of the Board, at the time of the discussion or vote on any matter.	
178		If a meeting of the Board could not be held for want of quorum then the meeting shall automatically stand adjourned till the same day in the next week, at the same time and place, or if that day is a public holiday, till the next succeeding day which is not a public holiday at the same time and place.	Procedure when meeting adjourned for want of quorum

Article No.		Particulars	Headings
179		One of the Directors shall be the Chairman of the Board of Directors who shall preside at all meetings of the Board. If at any meeting the Chairman is not present at the time appointed for the meeting then the Directors present shall elect one of them as Chairman who shall preside.	Chairman
180		Subject to provisions of Section 203of the Companies Act, 2013, and other applicable provisions of law, questions arising at any meeting of the Board shall be decided by a majority of votes, and in case of an equality of votes, the Chairman shall have second or casting vote.	Questions at Board meeting how decided
181		A meeting of the Board of Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions which by or under the Act or these Articles or the regulations for the time being of the Company are vested in or are exercisable by the Board of Directors generally.	Powers of Board Meetings
182		The Board of Directors may, subject to the provisions of Section 179 of the Companies Act, 2013, and other relevant provisions of the Act and these Articles, appoint committees of the Board, and delegate any of the powers other than the powers to make calls and to issue debentures to such committee or committees and may from time to time revoke and discharge any such committee of the Board either wholly or in part and either as to the persons or purposes, but every committee of the Board so formed shall in exercise of the powers so delegated conform to any regulation that may from time to time be imposed on it by the Board of Directors. All acts done by any such Committee of the Board in conformity with such regulations and in fulfillment of the purpose of their appointment, but not otherwise, shall have the like force and effect, as if done by the Board.	Directors may appoint Committees
183		The meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors, so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.	Meeting of the Committee how to beGoverned
184	(1)	A resolution passed by circular without a meeting of the Board or a Committee of the Board appointed under Article 182shall subject to the provisions of sub-clause (2) hereof and the Act be as valid and effectual as the resolution duly passed at meeting of, the Directors or of a Committee duly called and held.	Circular Resolution

Article No.		Particulars	Headings
	(2)	A resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation, if the resolution, has been circulated in draft together with necessary papers, if any, to all the Directors or to all the members of the Committee then in India (not being less in number than in the quorum fixed for a meeting of the Board or Committee as the case may be), and to all other Directors or members of the Committee at their usual addresses in India in accordance with the provisions of Section 175(1) of the Companies Act, 2013, and has been approved by such of the Directors or members of the Committee as are in India or by a majority of such of them as are entitled to vote on the resolution.	
185		All acts done by any meeting of the Board or by a Committee of the Board or by any person acting as a Director shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of one or more of such Directors or any person acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them is deemed to be terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed and was qualified to be a Director. Provided nothing in this Article shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be invalid or to have terminated.	Acts of Board or Committee valid notwithstanding effect in appointment
POWERS OF THE BOARD			

Article No.		Particulars	Headings
186		Subject to the provisions of the Act, the business of the Company shall be managed by the Board who may exercise all such powers of the Company and do all such acts and things as are not, by the Act, or any other Act or by the Memorandum or by the Articles of the Company required to be exercised by the Company in general meeting, subject nevertheless to these Articles to the provisions of the Act, or any other Act and to such regulations (being not inconsistent with the aforesaid regulations or provisions), as may be prescribed by the Company in general meeting but no regulations made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made, PROVIDED that the Board shall not, except with the consent of the Company by a special resolution in a general meeting: (i) 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; (ii) remit, or give time for the payment of any debt due by a Director; (iii) invest otherwise than in trust securities the amount of compensation received by the Company as a result of a merger or amalgamation; (iv) borrow money where the money to be borrowed together with the money already borrowed by the Company will exceed the aggregate of the paid up capital of the Company and its free reserves, (apart from temporary loans obtained from the Company's bankers in the ordinary course of business); or, (v) Provided that in respect of the matter referred to in sub-clause (iv) such consent shall be obtained by a resolution of the Company which shall specify the total amount upto which monies may be borrowed by the Board under clause (iv); (vi) Provided further that the expression "temporary loans" in clause (iv) above shall mean loans repayable on demand or within six months from the date of the loan such as short term, cash credit arrangements, the discounting of bills and the issue of other short term loans of a reasonable character, but does not include loans raised for the purpose of financing expenditure of a capital nature.	Powers of Director

Article No.		Particulars	Headings
187		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 resolution passed at the meetings of the Board : (i) to make calls on shareholders in respect of money unpaid on their shares; (ii) to authorise buy-back of securities under Section 68 of the Companies Act, 2013; (iii) to borrow monies; (iv) to invest the funds of the Company; (v) to grant loans or give guarantee or provide security in respect of loans; (vi) to approve financial statement and the Board's report; (vii) to diversify the business of the Company; (viii) to approve amalgamation, merger or reconstruction; (ix) to take over a Company or acquire a controlling or substantial stake in another Company; (x) any other matter which may be prescribed under the Act and the rules made thereunder. Provided that the Board may by resolution passed at a meeting delegate to any Committee of Directors, Managing Director or any other principal officer of the Company, or in case of branch office of the Company a principal officer of the branch office, the powers specified in (iii), (iv) and (v) of this sub-clause on such terms as it may specify.	Certain powers to be exercised by the Board only at meetings
188		Without prejudice to the general powers conferred by the last preceding Article and so as not in any way to limit or restrict those powers and without prejudice to the last preceding Article it is hereby declared that the Directors shall have the following powers that is to say, power:	Certain powers of theBoard
	(1)	to pay the costs, charges and expenses preliminary and incidental to the formation, promotion, establishment and registration of the Company;	
	(2)	to pay and charge the capital account to the Company any commission or interest, lawfully payable thereout under the provisions of Section 40 of the Companies Act, 2013 and other applicable provisions of law;	

Article No.		Particulars	Headings
	(3)	subject to Sections 179 and 188 of the Companies Act, 2013, to purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorised to acquire at or for price or consideration and generally on such terms and conditions as they may think fit and in any such purchase or other acquisition accept such title as the Directors may believe or may be advised to be reasonably satisfactory;	
	(4)	at their discretion and subject to the provisions of the Act to pay for any property, rights or privileges by or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures, mortgages 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, mortgages 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;	
	(5)	to secure the fulfillments of any contracts or engagement entered into by the Company mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such manner as they may think fit;	
	(6)	to accept from any member, so far as may be permissible by law, a surrender of his shares or any part thereof, on such terms and conditions as shall be agreed;	
	(7)	to appoint any person to accept and hold in trust for the Company any property belonging to the Company, or in which it is interested or for any other purposes and to execute and do all such deeds and things as may be required in relation to any such trust, and to provide for the remuneration of such trustee or trustees;	
	(8)	to institute, conduct, defend, compound or abandon any legal proceeding by or against the Company or its officer, or otherwise concerning the affairs of the Company, and also to compound and allow time for payment on satisfaction of any debts due, and of any claims or demands by or against the Company and to refer any difference to arbitration, either according to Indian law or according to foreign law and either in India or abroad and observe and perform or challenge any award made therein;	
	(9)	to act on behalf of the Company in all matters relating to bankrupts and insolvents;	
	(10)	to make and give receipts, release and other discharge for monies payable to the Company and for the claims and demands of the Company;	

Article No.		Particulars	Headings
	(11)	subject to the provisions of Sections 179, 180 and 186, of the Companies Act, 2013 and other applicable provisions of law, to invest and deal with any monies of the Company not immediately required for the purpose thereof, upon such security (not being the shares of this Company) or without security and in such manner as they may think fit, and from time to time to vary or realise such investments. Save as provided in Section 187 of the Companies Act, 2013, all investments shall be made and held in the Company's own name;	
	(12)	to execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or surety, for the benefit of the Company, such mortgage of the Company's property (present and future) as they think fit, and any such mortgage may contain a power of sale and other powers, provisions, covenants and agreements as shall be agreed upon;	
	(13)	to determine from time to time who shall be entitled to sign, on Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts, and documents and to give the necessary authority for such purpose;	
	(14)	to distribute by way of bonus amongst the staff of the Company a share or shares in the profits of the Company, and to give to any officer or other person employed by the Company a commission on the profits of any particular business or transaction; and to charge such bonus or commission as a part of working expenses of the Company;	
	(15)	to provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and wives, widows, and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwellings or chawls or by grants of money, as, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds, or trusts and by providing or subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit, and subject to the applicable provisions of law to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of public and general utility or otherwise;	

Article No.		Particulars	Headings
	(16)	before recommending any dividend, subject to the provision of Section 123 of the Companies Act, 2013, to set aside out of the profits of the Company such sums as they may think proper for depreciation or the depreciation fund, or to insurance fund, or as a reserve fund or sinking fund or any special fund to meet contingencies or to repay debentures or debenture stock or for special dividends or for equalizing dividends or for repairing, improving, extending and maintaining any of the properties of the Company and for such other purposes (including the purposes referred to in the preceding clause) as the Board may, in their absolute discretion think conducive to the interest of the Company, and subject to Section 179 of the Companies Act, 2013, to invest the several sums so set aside or so much thereof as required to be invested, upon such investments (other than share of this Company) as they may think fit, and from time to time to deal with and vary such investments and dispose of and apply and expend all or any part thereof for the benefit of the Company, in such manner and for such purposes as the Board in their absolute discretion think conducive to the interest of the Company notwithstanding that the matters to which the Board apply or upon which they expend the same or any part thereof may be matters to or upon which the capital monies of the Company might rightly be applied or expended; and to divide the reserve fund into such special funds as the Board may think fit; with full power to transfer the whole or any portion of a reserve fund or division of a reserve fund to another reserve fund and/or division of a reserve fund and with full power to employ and assets constituting all or any of the above funds including the depreciation fund, in the business of the Company or in purchase or repayment of debentures or debenture stock and that without being bound to keep the same separate from the other assets and without being bound to pay interest on the same, with power however to the Board at their discretion to pay or allow to the credit of such funds interest at such rate as the Board may think proper, not exceeding nine percent per annum;	
	(17)	to appoint, and at their discretion remove or suspend such general manager, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisers, research workers, laborers, clerks, agents and servants for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties, and to fix their salaries, or emoluments or remuneration, and to require security in such instances and to such amounts as they may think fit, and also from time to time to provide for the management and transaction of the affairs of the Company in specified locality in India or elsewhere in such manner as they think fit; and the provision contained in the next following sub-clauses shall be without prejudice to the general powers conferred by this sub-clause;	
	(18)	to comply with the requirement of any local law which in their opinion it shall in the interest of the Company be necessary or expedient to comply with;	

Article No.		Particulars	Headings
	(19)	from time to time and at any time to establish any Local Board for managing any of the affairs of the Company in any specified locality in India or elsewhere and to appoint any person to be members of such Local Boards, and to fix their remuneration;	
	(20)	subject to Section 179 of the Companies Act, 2013, from time to time and at any time to delegate to any persons so appointed any of the powers, authorities, and discretions for the time being vested in the Board, other than their power to make call or to make loans or borrow monies; and to authorise the member for the time being of any such Local Board, or any of them to fill up any vacancies therein and to act notwithstanding vacancies, and such appointment or delegation may be made on such terms subject to such conditions as the Board may think fit, and the Board may at any time remove any person so appointed, and may annul or vary any such delegation;	
	(21)	at any time and from time to time by Power of Attorney under the Seal of the Company, 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 Board under these presents and excluding the power to make calls and excluding also except in their limits authorised by the Board the power to make loans and borrow monies) and for such period and subject to such conditions as the Board may from time to time think fit, and any such appointments may (if the Board thinks fit) be made in favour of the members or any of the members of any local board established as aforesaid or in favour of any Company, or the shareholders, Directors, nominees or managers of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such powers of Attorney may contain such powers for the protection or convenience of persons dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegated attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them;	
	(22)	subject to the provisions of the Companies Act, 2013, for or in relation of any of the matters aforesaid or otherwise for the purposes of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient;	
	(23)	from time to time to make, vary and repeal by-laws for the regulation of the business of the Company, its officers and servants.	
COMMITTEES OF BOARD OF DIRECTORS			
189		Pursuant to the Applicable Sections of the Companies Act, 2013, Rules framed there under, Listing Agreement, and various SEBI law, rules, regulations, notifications, circulars, etc.	Board to constitute committees.

Article No.		Particulars	Headings
		published/issued from time to time in this regard, the Board of Directors shall constitute Audit Committee, Nomination & Remuneration Committee, Corporate Social Responsibility Committee, Stake holders Relationship Committee and such other committees as Board of Directors thinks proper. The Committees of Board of Directors shall exercise powers, functions and discharge duties as assign to it pursuant to the Companies Act, 2013, Rules framed there under, Listing Agreement, Secretarial Standards and various SEBI laws, rules, regulations, notifications, circulars etc. issued from time to time in this regard. Apart to statutory duties, functions, the Committees may also discharge the duties, perform functions as assign to it by the Board of Directors of the Company.	
MINUTES			
190	(1)	The Company shall cause minutes of all proceedings of general meetings of any class of shareholders or creditors, and every resolution passed by postal ballot or by electronic means and every meeting of the Board of Directors or of every committee of the Board to be prepared and signed in such manner as may be prescribed and kept within thirty days of the conclusion of every such meeting concerned, or passing of resolution by postal ballot in books kept for that purpose with their pages consecutively numbered.	Minutes to be considered evidence
	(2)	The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.	
	(3)	All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of the meetings.	
	(4)	In the case of a meeting of the Board of Directors or of a Committee of the Board, the minutes shall also contain:	
		(i) the names of the Directors present at the meeting; and	
		(ii) in the case of each resolution at the meeting the names of the Directors, if any, dissenting from or not concurring in the resolution.	
	(5)	Nothing contained in clauses (1) to (4) 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:	
		(i) is or could reasonably be regarded as defamatory of any person;	
		(ii) is irrelevant or immaterial to the proceedings; or	
		(iii) is detrimental to the interest of the Company.	

Article No.		Particulars	Headings
		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 sub-clause.	
191		The minutes of meeting 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 evidence of the proceedings
192		Where the minutes of the proceedings of any general meeting of the Company or of any meeting of the Board or of a Committee of Directors have been kept in accordance with provisions of Section 118 of the Companies Act, 2013, until the contrary is proved, the meeting shall be deemed to have been duly called and held, all proceedings thereat to have been duly taken place and in particular all appointments of Directors or Liquidators made at the meeting shall be deemed to be valid.	Presumptions to be drawn where minutes duly drawn and signed
193	(1)	The books containing the minutes or the proceedings of any general meeting of the Company shall be open to inspection of members without charge on such days and during such business hours as may consistently with the provisions of Section 119 of the Companies Act, 2013, be determined by the Company in general meeting and the members will also be entitled to be furnished with copies thereof on payment of regulated charges.	Inspection of Minutes Books of General Meetings
	(2)	Any member of the Company shall be entitled to be furnished within seven working days after he has made a request in that behalf to the Company and on payment of such sums as may be prescribed, with a copy of any minutes referred to in sub-clause (1) hereof.	
194		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 Companies Act, 2013 to be contained in the minutes of the proceedings of such meetings.	Publication of report of proceedings of General Meeting
MANAGEMENT			
195		The Company shall not appoint or employ at the same time a Managing Director and a Manager.	Prohibition of simultaneous appointment of different categories of managerial personal
196		Subject to the provisions of the Act – (i) a chief executive officer, manager, Company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief financial officer so appointed may be removed by means of a resolution of the Board;	

Article No.		Particulars	Headings
		(ii) a Director may be appointed as chief executive officer, manager, Company secretary or chief financial officer.	
197	(1)	A provision of the Act or these regulations requiring or authorising a thing to be done by or to a Director and chief executive officer, manager, Company secretary or chief financial officer shall not be satisfied by it being done by or to the same person acting both as Director and as, or in place of, the chief executive officer, manager, Company secretary or chief financial officer.	The Seal, its custody and use
	(2)	the Seal shall not be affixed to any instrument except by the authority of the Board of Directors or a Committee of the Board previously given and in the presence of any two officials of the Company or such other person, the Board may appoint in that behalf who shall sign every instrument to which the Seal is affixed. Provided that the certificates of shares or debentures shall be sealed in the manner and in conformity with the provisions of the Companies (Share Capital and Debenture) Rules, 2014, and their statutory modifications for the time being in force.	
THE SEAL			
198		The Board shall provide for the safe custody of the seal and the Seal shall never be used except by the authority previously given by the Board or a Committee of the Board authorised by the Board in that behalf. Every deed or other instruments to which the seal of the Company is required to be affixed shall unless the same is executed by a duly constituted attorney be signed by two directors or one director as may be provided by the Board/Committee resolution authorizing such affixation and shall be counter signed by the Secretary or some other person appointed by the Board for the purpose. Provided nevertheless that any instrument bearing the Seal of the Company and issued for valuable consideration shall be binding on the Company notwithstanding any irregularity touching the authority of the Board to issue the same.	The Seal, its custody and use.
DIVIDENDS /DIVIDEND WARRANTS			
199	(1)	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 divided 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.	Division of profits
	(2)	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.	

Article No.		Particulars	Headings
	(3)	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 provided that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.	
200		The Company in general meeting may declare dividends, to be paid to members according to their respective rights and interest in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 127 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a smaller dividend in general meeting.	The Company in general meeting may declare dividend
201	(1)	No dividend shall be declared or paid by the Company for any financial year except (i) out of the profits of the Company for that year arrived at after providing for depreciation in accordance with the provisions of sub-clause (2) or out of the profits of the Company for any previous financial year or years arrived at after providing for depreciation in accordance with those provisions and remaining undistributed or out of both; or (ii) out of the monies provided by the Central Government or State government for the payment of dividend in pursuance or guarantee given by the Government.	Dividend out of profits Only
	(2)	For the purposes of sub-clause (1), the depreciation shall be provided in accordance with the provisions of Schedule II of the Companies Act, 2013.	
	(3)	No dividend shall be payable except in cash, provided that nothing in this Article shall be deemed to prohibit the capitalisation of the profits or reserves of the Company for the purpose of issuing fully paid up bonus shares or paying up any amount for the time being unpaid on any shares held by members of the Company.	
202		The Board of Directors may from time to time, pay to the members such interim dividends as in their judgment the position of the Company justifies.	Interim Dividend
203		The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists.	Debts may be deducted
204		Where the capital is paid in advance of the calls upon the footing that the same shall carry interest, such capital shall not, whilst carrying interest, confer a right to dividend or to participate in profits.	Capital paid up in advance at interest not to earn dividend

Article No.		Particulars	Headings
205		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 dividends as from a particular date such share shall rank for dividend accordingly.	Dividends in proportion to amount paid up
206		The Board of Directors may retain the dividend payable upon shares in respect of which any person under the Transmission Clause has become entitled to be a member, or any person under that Article is entitled to transfer, until such person becomes a member, in respect of such shares or shall duly transfer the same.	Retention of dividends until in certain cases
207		No member shall be entitled to receive payment of any interest or dividend or bonus in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares (or otherwise however either alone or jointly with any other person or persons) and the Board of Directors may deduct from the interest or dividend to any member all such sums of monies so due from him to the Company.	No member to receive dividend whilst liberated to the Company and the Company's right of Reimbursement thereof
208		A transfer of shares does not pass the right to any dividend declared thereon before the registration of the transfer.	Effect of transfer of Shares
209		Any one of several persons who are registered as joint holders of any share may give effectual receipt for all dividends or bonus and payments on account of dividends in respect of such share.	Dividend to joint Holders
210		The dividend payable in cash may be paid by cheque or warrant or in any electronic mode to the shareholder entitled to the payment of the dividend or in case of joint-holders to the registered address of that one of the joint-holders which is first named on the register of members or to such person and to such address as the holder or the joint-holder may in writing direct. The Company shall not be liable or responsible for any cheque or warrant or pay slip or receipt lost in transmission or for any dividend lost, to the member or person entitled thereto by forged endorsement of any cheque or warrant or forged signature on any pay slip or receipt or the fraudulent recovery of the dividend by any other means.	Dividend how remitted
211		Notice of the declaration of any dividend whether interim or otherwise shall be given to the registered holder of share in the manner herein provided.	Notice of dividend

Article No.		Particulars	Headings
212	(1)	The Company shall pay the dividend or send the warrant in respect thereof to the shareholder entitled to the payment of dividend, within thirty days from the date of the declaration unless : (i) where the dividend could not be paid by reason of the operation of any law; (ii) where a shareholder has given directions regarding the payment of the dividend and those directions cannot be complied with; (iii) where there is a dispute regarding the right to receive the dividend; (iv) where the dividend has been lawfully adjusted by the Company against any sum due to it from the shareholder, or (v) where for any other reason, the failure to pay the dividend or to post the warrant within the period aforesaid was not due to any default on the part of the Company.	Dividend to be paid within thirty days
	(2)	(i) where the dividend has been declared or claimed within thirty days from the date of the declaration to any shareholder entitled to the payment thereof the Company shall within seven days from the date of expiry or the said period of thirty days transfer the total amount of dividend which remains unpaid or unclaimed within the said period of thirty days to a special account to be opened by the Company in that behalf in any Scheduled Bank to be called "Unpaid Dividend Account of VAXTEX COTFAB LIMITED FOR THE YEAR _____"	Un-Claim/Un-Paid dividend.
		(ii) The Company shall, within a period of ninety days of making any transfer of an amount under sub clause (i) to the Unpaid Dividend Account, prepare a statement containing the names, their last known addresses and the unpaid dividend to be paid to each person and place it on the website of the Company, if any, and also on any other website approved by the Central Government for this purpose, in such form, manner and other particulars as may be prescribed.	
		(iii) If any default is made in transferring the total amount referred to in sub-clause (1) or any part thereof to the Unpaid Dividend Account of the Company, it shall pay, from the date of such default, interest on so much of the amount as has not been transferred to the said account, at the rate of twelve per cent per annum and the interest accruing on such amount shall ensure to the benefit of the members of the Company in proportion to the amount remaining unpaid to them.	

Article No.		Particulars	Headings
		(iv) Any person claiming to be entitled to any money transferred under sub-clause (1) to the Unpaid Dividend Account of the Company may apply to the Company for payment of the money claimed.	
		(iv) any money transferred to the Unpaid Dividend Account of the Company in pursuance of this Article which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the Company along with interest accrued, if any, thereon to the Investor Education and Protection Fund of the Central Government.	
		(v) the Company shall when making any transfer to the Investor Education and Protection Fund of the Central Government any unpaid or unclaimed dividend, furnish to such officer as the Central Government may appoint in this behalf a statement in the prescribed form seeing forth in respect of all sums included in such transfer, the nature of the sums, the names and last known addresses of the persons entitled to receive the sum, the amount to which each person is entitled and the nature of his claim thereto and such other particulars as may be prescribed. That there shall be no forfeiture of unclaimed dividends before the claim becomes barred by law;	
		(vi) No unpaid dividend shall bear interest as against the Company.	No Interest on Dividends
CAPITALISATION			
213	(1)	The Company in General Meeting may, upon the recommendation of the Board, resolve : (i) that it is desirable to capitalise any part of the amount for the time being standing to the credit of the Company's reserve accounts or to the credit of the Profit and Loss Account or otherwise available for distributions; and (ii) that such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.	Capitalisation

Article No.		Particulars	Headings
	(2)	The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision of act or towards: (i) paying up any amount for the time being unpaid on any shares held by such members respectively; (ii) paying up in full unissued shares of the Company to be allocated and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or (iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii); (iv) 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; (v) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.	
214	(1)	Whenever such a resolution as aforesaid shall have been passed, the Board shall: (i) 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 (ii) generally do all acts and things required to give effect thereto.	Fractional Certificates
	(2)	The Board shall have full power : (i) to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, in the case of shares becoming distributable infractions and also (ii) to authorise any person to enter, on behalf of all the members entitled thereto, into an arrangement 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 the profits resolved to be capitalised to the amounts of any part of the amounts remaining unpaid on their existing shares.	
	(3)	Any agreement made under such authority shall be effective and binding on all such members.	

Article No.		Particulars	Headings
	(4)	That for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any questions or difficulties that may arise in regard to any issue including distribution of new equity shares and fractional certificate as they think fit.	
ACCOUNTS			
215	(1)	The Company shall prepare and keep at its registered office proper books of account and other relevant books and papers and financial statement for every financial year in accordance with Section 128 of the Companies Act, 2013, as would give a true and fair view of the state of affairs of the Company including that of its branch office or offices, if any, and explain the transactions effected both at the registered office and its branches and such books shall be kept on accrual basis and according to the double entry system of accounting: Provided that all or any of the books of accounts aforesaid and other relevant papers may be kept at such other place in India as the Board of Directors may decide and when the Board of Directors so decide the Company shall within seven days of the decision file with the Registrar a notice in writing giving the full address of that other place. Provided further that the Company may keep such books of account or other relevant papers in electronic mode in such manner as may be prescribed.	Books to be kept
	(2)	Where the Company has a branch office, whether in or outside India, the Company shall be deemed to have complied with the provisions of sub-clause (1) if proper books of accounts relating to the transactions affected at the branch are kept at that office and proper summarised returns made upto date at intervals of not more than three months are sent by the branch office to the Company at its registered office or the other place referred to in sub-clause (1). The books of accounts and other books and paper maintained by the Company within India shall be open to inspection at the registered office of the Company or at such other place in India by any Director during business hours and in the case of financial information, if any, maintained outside the country, copies of such financial information shall be maintained and produced for inspection by any Director subject to such conditions as may be prescribed: Provided that the inspection in respect of any subsidiary of the Company shall be done only by the person authorised in this behalf by a resolution of the Board of Directors.	

Article No.		Particulars	Headings
	(3)	The books of account of the Company relating to a period of not less than eight financial years immediately preceding a financial year, or where the Company had been in existence for a period less than eight years, in respect of all the preceding years together with the vouchers relevant to any entry in such books of account shall be kept in good order: Provided that where an investigation has been ordered in respect of the Company under Chapter XIV of the Companies Act, 2013, the Central Government may direct that the books of account may be kept for such longer period as it may deem fit.	
216	(1)	The Board of Directors shall in accordance with Section 129, 133 and 134 of the Companies Act, 2013 and the rules made thereunder, cause to be prepared and laid before each annual general meeting, financial statements for the financial year of the Company which shall be a date which shall not precede the day of the meeting by more than six months or such extended period as shall have been granted by the Registrar under the provisions of the Act.	Financial Statements
	(2)	The financial statements of the Company shall give a true and fair view of the state of affairs of the Company and comply with the accounting standard notified under Section 133 of the Companies Act, 2013 and shall be in the form set out in Schedule III to the Companies Act, 2013. Provided that the items contained in such financial statements shall be in accordance with the accounting standards.	
	(3)	In case the Company has one or more subsidiaries, it shall, in addition to financial statements provided under sub-clause (1), prepare a consolidated financial statement of the Company and of all the subsidiaries in the same form and manner as that of its own which shall also be laid before the annual general meeting of the Company along with the laying of its financial statement under sub-section (1): Provided that the Company shall also attach along with its financial statement, a separate statement containing the salient features of the financial statement of its subsidiary or subsidiaries in such form as may be prescribed: Provided further that the Central Government may provide for the consolidation of accounts of companies in such manner as may be prescribed. For the purposes of this sub-clause, the word "subsidiary" shall include associate Company and joint venture.	
	(4)	A copy of financial statements and every other document required by law to be annexed or attached thereto, shall at least twenty- one day before the meeting at which the same are to be laid before Members, be sent to Members of the Company, to holders of debentures issued by the Company (not being debentures which ex-facie are payable to the bearer thereof), to trustee for the holders of such debentures and to all persons entitled to receive notice of General Meetings of the Company.	Copies of Financial Statements to be sent to each Member

Article No.		Particulars	Headings
AUDIT			
217		Once at least in every year the accounts of the Company shall be audited and the correctness of the financial statements ascertained by one or more Auditor or Auditors.	Account to be audited
218	(1)	Auditors shall be appointed and their qualifications, rights and duties regulated in accordance with the provisions of Chapter X of the Companies Act, 2013 and the rules made thereunder.	Appointment of Auditors
	(2)	Subject to the provisions of Section 139 of the Companies Act, 2013, the Company shall at the first annual general meeting appoint an individual or a firm as an Auditor to hold office from conclusion of that meeting until the conclusion of its sixth annual general meeting and thereafter till the conclusion of every sixth meeting and the manner and procedure of selection of auditors by the members of the Company at such meeting shall be such as may be prescribed. Provided that the Company shall place the matter relating to such appointment for ratification by members at every annual general meeting; Provided further that before such appointment is made, the written consent of the auditor to such appointment and a certificate from him or it that the appointment, if made, shall be in accordance with the conditions as may be prescribed, shall be obtained from the auditor: Provided also that the certificate shall also indicate whether the auditor satisfies the criteria provided in Section 141 of the Companies Act, 2013: Provided also that the Company shall inform the auditor concerned of his or its appointment, and also file a notice of such appointment with the Registrar within fifteen days of the meeting in which the auditor is appointed. "Appointment" includes reappointment.	
DOCUMENTS AND NOTICES			
219	(1)	A document or notice may be served by the Company on any member thereof either personally or by sending it by registered post or by speed post or by courier service or by leaving it at his registered address or if he has no registered address in India, to the address if any, within India supplied by him to the Company for serving documents or notice on him or by means of such electronic or other mode as may be prescribed.	Service of documents or notices on members by the Company
	(2)	A document or notice advertised in a newspaper circulating in the neighborhood of the registered office of the Company shall be deemed to be duly served on the day on which the advertisement appears, on every member of the Company who has no registered address in India and has not supplied to the Company an address within India for the giving of notices to him.	

Article No.		Particulars	Headings
	(3)	A document or notice may be served by the Company on the joint holders of a share by serving it on the joint holder named first in the Register in respect of the share.	
	(4)	A document or notice may be served by the Company on the person entitled to a share in consequence of the death or insolvency of a member by sending it through the post in a prepaid letter, addressed to them by name or by title of representatives of the deceased, or assignees of the insolvent or by any like description, at the address, if any, in India supplied for the purpose by the person claiming to be so entitled, or until such an address has been so supplied, serving the document or notice in any manner in which it might have been served if the death or insolvency had not occurred.	
	(5)	The signature to any document or notice to be given by the Company may be written or printed or lithographed.	
220		Document or notice of every general meeting shall be served or given in the same manner hereinbefore authorised on or to (i) every member, (ii) every person entitled to a share in consequence of the death or insolvency of a member and (iii) the auditor or auditors for the time being of the Company, PROVIDED that when the notice of the meeting is given by advertising the same in newspaper circulating in the neighborhood of the office of the Company under Article 93 a statement of material facts referred to in Article 93 need not be annexed to the notice, as is required by that Article, but is shall merely be mentioned in the advertisement that the statement has been forwarded to the members of the Company.	To whom documents must be served or given
221		Every person who by operation of law, transfer or other means whatsoever, has become entitled to any share shall be bound by every document or notice in respect of such share, which prior to his name and address being entered on the Register of Members, shall have been duly served on or give to the person from whom he derived his title to such share.	Members bound by documents or notices served on or given to previous holders
222		A document may be served on the Company or an officer thereof by sending it to the Company or officer at the registered office of the Company by Registered Post or by speed post or by courier service or by leaving it at its registered office or by means of such electronic or other mode as may be prescribed: Provided that where securities are held with a Depository, the records of the beneficial ownership may be served by such Depository on the Company by means of electronic or other mode.	Service of documents on Company

Article No.		Particulars	Headings
223		Save as provided in the Act or the rules made thereunder for filing of documents with the Registrar in electronic mode, a document may be served on the Registrar or any member by sending it to him at his office by post or by Registered Post or by speed post or by courier or delivering it to or leaving it for him at his office, or by such electronic or other mode as may be prescribed. Provided that a member may request for delivery of any document through a particular mode, for which he shall pay such fees as may be determined by the Company in its annual general meeting. The term ''courier'' means a person or agency which delivers the document and provides proof of its delivery.	Service of documents by Company on the Registrar
224		Save as otherwise expressly provided in the Act, a document or proceeding requiring authentication by the Company or contracts made on behalf of the Company may be signed by a Director, any key managerial personnel or other officer of the Company duly authorised by the Board of the Company and need not be under the Common Seal of the Company.	Authentication of documents and proceedings
REGISTERS AND DOCUMENTS			
225		The Company shall keep and maintain Registers, Books and Documents as required by the Act or these Articles, including the following :	Registers and documents to be maintained by the Company
	(1)	Register of Investments made by the Company but not held in its own name, as required by Section 187(3) of the Companies Act, 2013, and shall keep it open for inspection by any member or debenture holder of the Company without charge.	
	(2)	Register of Mortgages and Charges and copies of instrument creating any charge requiring registration according to Section 85 of the Companies Act, 2013, and shall keep them open for inspection by any creditor or member of the Company without fee and for inspection by any person on payment of a fee of rupee ten for each inspection.	
	(3)	Register and Index of Members as required by Section 88 of the Companies Act, 2013, and shall keep the same open for inspection during business hours, at such reasonable time on every working day as the Board may decide by any member, debenture holder, other security holder or beneficial owner without payment of fee and by any other person on payment of a fee of rupees fifty for each inspection.	
	(4)	Register and Index of Debenture Holders or Security Holders under Section 88 of the Companies Act, 2013, and keep it open for inspection during business hours, at such reasonable time on every working day as the Board may decide by any member, debenture holder, other security holder or beneficial owner without payment of fee and by any other person on payment of rupees fifty for each inspection.	

Article No.		Particulars	Headings
	(5)	Foreign Register, if so thought fit, as required by Section 88 of the Companies Act, 2013, and it shall be open for inspection and may be closed and extracts may be taken therefrom and copies thereof as may be required in the manner, mutatis mutandis, as is applicable to the Principal Register.	
	(6)	Register of Contracts with related parties and companies and firms etc. in which Directors are interested as required by Section 189 of the Companies Act, 2013, and shall keep it open for inspection at the registered office of the Company during business hours by any member of the Company. The Company shall provide extracts from such register to a member of the Company on his request, within seven days from the date on which such request is made upon the payment of fee of ten rupees per page.	
	(7)	Register of Directors and Key Managerial Personnel etc., as required by Section 170 of the Companies Act, 2013 and shall keep it open for inspection during business hours and the members of the Company shall have a right to take extracts therefrom and copies thereof, on a request by the members, be provided to them free of cost within thirty days. Such register shall also be kept open for inspection at every annual general meeting of the Company and shall be made accessible to any person attending the meeting.	
	(8)	Register of Loans, Guarantee, Security and Acquisition made by the Company as required by Section 186(9) of the Companies Act, 2013. The extracts from such register may be furnished to any member of the Company on payment of fees of ten rupees for each page.	
	(9)	Books recording minutes of all proceedings of general meeting and all proceedings at meetings of its Board of Directors or of Committee of the Board in accordance with the provisions of Section 118 of the Companies Act, 2013.	
	(10)	Copies of Annual Returns prepared under Section 92 of the Companies Act, 2013, together with the copies of certificates and documents required to be annexed thereto. Provided that any member, debenture holder, security holder or beneficial owner or any other person may require a copy of any such register referred to sub-clause (3), (4) or (5), or the entries therein or the copies of annual returns referred to in sub-clause (10) above on payment of a fee of ten rupees for each page. Such copy or entries or return shall be supplied within seven days of deposit of such fee.	
WINDING UP			

Article No.		Particulars	Headings
226		If the Company shall be wound up, and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid up capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the members in the proportion to the capital paid up or which ought to have been paid up at the commencement of the winding up, on the shares held by them respectively, and if in a winding up the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed amongst the members in proportion to the capital at the commencement of the winding up, or which ought to have been paid up on the shares held by them respectively. But this Article is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.	Distribution of assets
227	(1)	If the Company shall be wound up, whether voluntarily or otherwise, the liquidator may, with the sanction of a special resolution, divide amongst the contributories in specie or kind, any part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company in Trustees upon such trusts for the benefit of the contributories or any of them as a Liquidator, with such sanction shall think fit.	Distribution in specie or kind
	(2)	If thought expedient any such division may subject to the provisions of the Act be otherwise than in accordance with the legal rights of the contributories (except where unalterably fixed) by the Memorandum of Association and in particular any class may be given preferential or special rights or may be excluded altogether or in part but in case any division otherwise than in accordance with the legal rights of the contributories shall be determined upon, any contributory who would be prejudiced thereby shall have a right to dissent and ancillary rights as if such determination were a special resolution passed pursuant to Section 319 of the Companies Act, 2013.	
	(3)	In case any shares to be divided as aforesaid involve a liability to calls or otherwise any person entitled under such division to any of the said shares may within ten days after the passing of the special resolution by notice in writing direct the Liquidator to sell his proportion and pay him the net proceeds and the Liquidator shall if practicable act accordingly.	
228		A special resolution sanctioning a sale to any other Company duly passed pursuant to Section 319 of the Companies Act, 2013 may subject to the provisions of the Act in like manner as aforesaid, determine that any shares or other consideration receivable by the Liquidator be distributed amongst the members otherwise than in accordance with their existing rights and any such determination shall be binding upon all the members subject to the rights of dissent and consequential rights conferred by the said sanction.	Right of shareholders in case of sales
INDEMNITY			

Article No.		Particulars	Headings
229		Subject to provisions of Section 197 of the Companies Act, 2013, every Director, or Officer, or servant of the Company or any person (whether an officer of the Company or not) employed by the Company as auditor, shall be indemnified by the Company against and it shall be the duty of the Directors out of the funds of the Company to pay all costs, charges, losses and damages which any such person may incur or become liable to, by reason of any contract entered into or act or thing done, concurred in or omitted to be done by him in any way in or about the execution or discharge of his duties or supposed duties (except such if any as he shall incur or sustain through or by his own wrongful act, neglect or default) including expenses, and in particular and so as not to limit the generality of the foregoing provisions against all liabilities incurred by him as such Director, Officer or Auditor or other Officer of the Company in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 463 of the Companies Act, 2013 in which relief is granted to him by the Court.	Directors' and others' rights to indemnity
230		Subject to the provisions of Section 197 of the Companies Act, 2013, no Director, Auditor or other Officer of the Company shall be liable for the acts, receipts, neglects, or defaults of any other Director or Officer or for joining in any receipt or other act for conformity or for any loss or expenses happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for insufficiency or deficiency of any of any security in or upon which any of the monies of the Company shall be invested, or for any loss or damages arising from insolvency or tortuous act of any person, firm or Company to or with whom any monies, securities or effects shall be entrusted or deposited or any loss occasioned by any error of judgment, omission, default or oversight on his part or for any other loss, damage, or misfortune whatever which shall happen in relation to the execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty.	Director, Officer not responsible for acts of others
SECRECY CLAUSE			
231		Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the Company shall, if so required, by the Director, before entering upon his duties, sign a declaration pledging himself to observe strict secrecy and confidentiality in respect of all transactions and affairs of the Company and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the Directors or by law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions, in these presents contained.	Secrecy Clause

Article No.		Particulars	Headings
232		No member or other person (not being a Director) shall be entitled to visit or inspect any property or premises of the Company without the permission of the Directors or Managing Director or to require discovery of or any information respecting any detail of the Company's trading, or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process, or any other matter which may relate to the conduct of the business of the Company and which in the opinion of the Director; it would be inexpedient in the interest of the Company to disclose.	No member to enter the premises of the Company without permission

SECTION XIV - MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of the Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Prospectus will be delivered to the ROC for registration and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company located at Survey No. 230, Opp. Mariya Park, B/h. Ranipur Village, Saijpur - Gopal, Narol, Ahmedabad – 382405, Gujarat, India. from date of filing the Prospectus with ROC to Issue Closing Date on working days from 10.00 a.m. to 5.00 p.m.

Material Contracts

1. Issue Agreement dated May 04, 2019 between our Company and the Lead Manager to the Issue.
2. Agreement dated May 23, 2019 between our Company and the Registrar to the Issue.
3. Underwriting Agreement dated December 04, 2019 between our Company, the Lead Manager to the Issue, and Underwriter.
4. Market Making Agreement dated December 04, 2019 between our Company, Lead Manager to the Issue and Market Maker.
5. Tripartite agreement among the NSDL, our Company and Registrar to the Issue dated June 24, 2019.
6. Tripartite agreement among the CDSL, our Company and Registrar to the Issue dated June 27, 2019
7. Banker's to the Issue Agreement dated November 13, 2019 between our Company, the Lead Manager to the Issue, Escrow Collection Bank and the Registrar to the Issue.

Material Documents

1. Certified true copy of the Memorandum and Articles of Association of our Company including certificates of incorporation.
2. Board resolution dated April 02, 2019 and special resolution passed pursuant to Section 62(1) (C) of the Companies Act, 2013 at the EGM by the shareholders of our Company held on April 26, 2019.
3. Statement of Tax Benefits dated December 17, 2019 issued by the peer review certified auditor, M/s. SSRV and Associates, Chartered Accountants.
4. Copy of Restated Audit report from the peer review certified auditor, M/s. SSRV and Associates**.** Chartered Accountants, dated May 27, 2019 included in the Prospectus.
5. Copies of Annual reports of the Company for the year ended June 30, 2019, March 31, 2018-19, 2017-18 and 2016-17.
6. Consents of Directors, Company Secretary & Compliance Officer, Chief Financial Officer, Statutory Auditors, Peer Review Auditor, Legal Advisor to the Issue, Bankers to our Company, Lead Manager to the Issue, Registrar to the Issue, Underwriter and Market Maker to include their names in the Prospectus to act in their respective capacities.
7. Due Diligence Certificate from the Lead Manager to the Issue.
8. Copy of approval from NSE vide letter dated September 13, 2019 to use the name of NSE in this offer document for listing of Equity Shares on NSE EMERGE Platform.

Any of the contracts or documents mentioned in the 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, with the consent of shareholder's subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

SECTION XV - DECLARATION

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956 and the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements made in this Prospectus are true and correct.

Signed by all Directors of our company

Name and Designation	**Signature**
Mr. Khushant Gupta Managing Director	
Mr. Mithleshkumar M. Agrawal Non-Executive Director	
Mr. Dhavalbhai Pravinbhai Patel Independent Director	
Ms. Poonam Pravinbhai Panchal Independent Director	

Signed by Chief Executive Officer and Chief Financial Officer of the Company.

Mr. Jaimin Gupta	Mr. Pratapsingh B. Zala
Chief Executive Officer	Chief Financial Officer

Place: Ahmedabad
Date: 19/12/2019