Prospectus
Fixed Price Issue

EAST INDIA SECURITIES LIMITED

Dated: February 27, 2018
Please read section 26, 28 & 32 of the Companies Act, 2013

Our Company was incorporated on June 08, 1995 as "East India Securities Private Limited" vide Registration no. 21-72026 under the provisions of the Companies Act, 1956 issued by Registrar of Companies, West Bengal. Subsequently the Company was converted into Public Limited Company and the name of our Company was changed to East India Securities Limited. vide a fresh certificate of Incorporation pursuant to change of name dated August 13, 1999, issued by Registrar of Companies, West Bengal. The Corporate Identification Number of our company is U67120WB1995PLC072026. For further details of changes in name of our Company, please refer to the chapters titled ***"History and Certain Corporate Matters" beginning on page number 108*** *of the Prospectus.*

Registered Office: 10/1D Lal Bazar Street, Mercantile Building, Kolkata- 700001, India
Telephone: +91 (033) 40205929; **Facsimile:** +91 (033) 23586631.
Company Secretary and Compliance Officer: Mr. Anupam Jain; **Email**: sme.ipo@eisec.com. **Website**: http://www.eisec.com

PROMOTERS: MR. LAKSHMENDRA KUMAR AGARWAL AND MR. VIVEK AGARWAL.

PUBLIC OFFER OF 10,08,000 EQUITY SHARES OF FACE VALUE OF RS. 10 EACH ("EQUITY SHARES") OF EAST INDIA SECURITIES LIMITED (THE "COMPANY") FOR CASH AT A PRICE OF RS. 920/- PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF RS. 910/- PER EQUITY SHARE) (THE "OFFER PRICE"), AGGREGATING TO RS. 9,273.60 LACS ("THE OFFER") THROUGH AN OFFER FOR SALE COMPRISING OF 5,04,000 EQUITY SHARES BY MR. LAKSHMENDRA KUMAR AGARWAL AND 5,04,000 EQUITY SHARES BY MR. VIVEK AGARWAL OF WHICH 50,400 EQUITY SHARES OF FACE VALUE OF RS. 10 EACH FOR CASH AT A PRICE OF RS. 920/- PER EQUITY SHARE, AGGREGATING TO RS. 463.68 LACS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE OFFER (THE "MARKET MAKER RESERVATION PORTION"). THE OFFER LESS MARKET MAKER RESERVATION PORTION I.E. OFFER OF 9,57,600 EQUITY SHARES OF FACE VALUE OF RS. 10 EACH FOR CASH AT A PRICE OF RS.920/- PER EQUITY SHARE, AGGREGATING TO RS. 8,809.92 LACS IS HEREINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER WILL CONSTITUTE 27.49% AND 26.11% RESPECTIVELY OF THE FULLY DILUTED POST OFFER PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THIS OFFER FOR SALE IS BEING MADE IN TERMS OF CHAPTER X-B OF THE SEBI (ICDR) REGULATIONS, 2009 AS AMENDED FROM TIMETO TIME. THIS OFFER IS A FIXED PRICE OFFER AND ALLOCATION IN THE NET OFFER TO THE PUBLIC WILL BE MADE IN TERMS OF REGULATION 43(4) OF THE SEBI (ICDR) REGULATIONS, 2009, AS AMENDED.

For further details please refer the section titled ***"Offer Procedure" beginning on page number 208*** of the Prospectus

All potential investors may participate in the Issue through an Application Supported by Blocked Amount ("ASBA") process providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to ***"Offer Procedure" on page number 208*** of the Prospectus. In case of delay, if any in refund, our Company shall pay interest on the application money at the rate of 15% per annum for the period of delay.

THE FACE VALUE OF THE EQUITY SHARES IS RS. 10 EACH AND THE ISSUE PRICE IS 92 (NINETY TWO) TIMES OF THE FACE VALUE

RISKS IN RELATION TO FIRST ISSUE

This being the first offer for sale by selling shareholders of the Issuer, there has been no formal market for our Equity Shares. The face value of the Equity Shares of our Company is Rs. 10 and the Issue price is 92 times of face value. The Issue Price (as determined by our Company in consultation with the Lead Manager, as stated under the chapter titled ***"Basis for offer Price" beginning on page number 66*** of the Prospectus) should not be taken to be indicative of the market price of the Equity Shares after such Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of the Issuer and this Issue, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of the Prospectus. Specific attention of the investors is invited to the section titled ***"Risk Factors" beginning on page number 13*** of the Prospectus.

COMPANY'S AND SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

Our Company and Selling Shareholder, having made all reasonable inquiries, accepts responsibility for and confirms that the Prospectus contains all information with regard to the Company and this Offer, which is material in the context of this Issue, that the information contained in the 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 the Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading, in any material respect.

LISTING

The Equity Shares offered through this Prospectus are proposed to be listed on the SME Platform of BSE Limited ("BSE SME"). Our Company has received an approval letter dated February 27, 2018 from BSE for using its name in this offer document for listing of our shares on the SME Platform of BSE Limited ("BSE SME"). For the purpose of this Issue, the Designated Stock Exchange will be the BSE Limited

LEAD MANAGER TO THE ISSUE	REGISTAR TO THE ISSUE
Finshore Management Services Limited Anandlok, Block-A, 2nd Floor, Room No. 207, 227 A.J.C. Bose Road, Kolkata-700020, India **Telephone:** +91-33-22895101 **Facsimile**: +91-33-22895101 **Email: ramakrishna@finshoregroup.com** **Investor grievance email: info@finshoregroup.com** **Contact Person:** Mr. S. Ramakrishna Iyengar **Website:** www.finshoregroup.com **SEBI Registration Number:** INM000012185	**Cameo Corporate Services Limited** "Subramanian Building", #1, Club House Road, Chennai 600 002 **Telephone:** +91-44-40020700, 28460390 **Facsimile**: +91-44-28460129 **Email: investor@cameoindia.com** **Contact Person:** Mr. R.D. Ramasamy, Director **Website:** www.cameoindia.com **SEBI Registration Number:** INR000003753

ISSUE PROGRAMME

ISSUE OPENS ON:	**March 5, 2018**
ISSUE CLOSES ON:	**March 7, 2018**

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SECTION I – GENERAL
DEFINITIONS AND ABBREVIATIONS

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

General Terms

Term	Description
"East India Securities Limited" "EISL", "East India", "we" or "us" or "our Company" or "the Issuer'	Unless the context otherwise requires, refers to East India Securities Limited, a Company incorporated under the Companies Act, 1956 and having it's Registered office at 10/1D Lal Bazar Street Mercantile Building Kolkata-700001, West Bengal.
"you", "your" or "yours"	Prospective investors in this Issue/Offer.

Company Related Terms

Terms	Description
Articles / Articles of Association	Unless the context otherwise requires, refers to the Articles of Association of East India Securities Limited, as amended from time to time.
Auditors	The Statutory Auditors of our Company, being M/s. Jain Sonu & Associates, Chartered Accountants- Kolkata.
Audit Committee	A Committee constituted in accordance with Clause 52 of the SME Listing Agreement (BSE) in the meeting of our Board of Directors held on February 20, 2018.
Bankers to our Company	HDFC Bank Limited 4 B.B.D. Bag East, Stephen House, Kolkata-700001.
"Board of Directors" /" Board" or "Our Board"	The Board of Directors of East India Securities Limited, including all duly constituted Committee(s) thereof.
Company Secretary and Compliance Officer	Mr. Anupam Jain.
Companies Act	Unless specified otherwise, this would imply to the provisions of the Companies Act, 2013 (to the extent notified) and or/ Provisions of Companies Act, 1956 w.r.t. the sections which have not yet been replaced by the Companies Act, 2013 through any official notification.
Depositories Act	The Depositories Act, 1956, as amended from time to time.
Director(s)	Director(s) of East India Securities Limited unless otherwise specified.
Equity Shares	Equity Shares of our Company of Face Value of ₹ 10 each unless otherwise specified in the context thereof.
HUF	Hindu Undivided Family.
Group Companies/ Entities	Include those companies, firms and ventures promoted by our Promoters, irrespective of whether such entities are covered under Section 370(1)(B) of the Companies Act and disclosed in the Chapter titled ***" Group Entities of our Company" beginning on page no. 129*** of this Prospectus.
Indian GAAP	Generally Accepted Accounting Principles in India.
MOA / Memorandum / Memorandum of Association	Memorandum of Association of East India Securities Limited.
Non-Residents	A person resident outside India, as defined under FEMA.
NRIs / Non-Resident Indians	A person resident outside India, as defined under FEMA.

NRIs / Non-Resident Indians	A person outside India, as defined under FEMA and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000.
Peer Reviewed Auditor	The Peer Reviewed Auditor of our Company, being M/s. Jain Sonu & Associates, Chartered Accountants- Kolkata.
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, Company, partnership, limited liability Company, joint venture, or trust or any other entity or organization validity constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires
Promoter/ Promoters	Shall mean Promoter/ Promoters of our Company i.e. Mr. Lakshmendra Kumar Agarwal and Mr. Vivek Agarwal.
Promoter Group	Includes such persons and entities constituting our promoter group in terms of Regulation 2(zb) of the SEBI (ICDR) Regulations.
Registered and/or Corporate Office	The Registered Office: 10/1D Lal Bazar Street Mercantile Building Kolkata-700001, West Bengal; and Corporate Office: of Our Company which is located at -'DA-14' Salt Lake City, Sector-1, Kolkata-700064, West Bengal.
ROC	Registrar of Companies, West Bengal situated at Kolkata.
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992.
SEBI Act	Securities and Exchange Board of India Act 1992, as amended from time to time.
SEBI (ICDR) Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 issued by SEBI on August 26, 2009 as amended.
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 1997 and 2011, as amended from time to time depending on the context of the matter being referred to.
SICA	Sick Industrial Companies (Special Provisions) Act, 1985.
Stock Exchange	Unless the context requires otherwise, refers to, the BSE Limited.

Issue/Offer Related Terms

Terms	Description
Applicant	Any prospective investor who makes an application for Equity Shares in terms of this Prospectus.
Application Form	The Form in terms of which the applicant shall apply for the Equity Shares of our Company
Allotment	Issue/Offer of the Equity Shares pursuant to the Issue/Offer to the successful applicants
Allottee	The successful applicant to whom the Equity Shares are being / have been issued
ASBA Account	Account maintained with SCSBs which will be blocked by such SCSBs to the extent of the appropriate application Amount of the ASBA applicant, as specified in the ASBA Application form
ASBA Applicant (s)	Prospective investors in this Issue who apply through the ASBA process. Pursuant to SEBI circular no. CIR/CFD/DIL/1/2011 dated April 29, 2011, non- retail Investors i.e. QIBs and Non-Institutional Investors participating in this Issue are required to mandatorily use the ASBA facility to submit their Applications.
ASBA Location(s) / specified Cities	Location(s) at which ASBA Application can be uploaded by the Brokers., namely Mumbai, Chennai, Kolkata, Delhi, Bangalore, Hyderabad, Pune, Baroda and Surat.

ASBA Public Issue Account	An Account of the Company under Section 40 of the Companies Act, 2013, where the funds shall be transferred by the SCSBs from the bank accounts of the ASBA Investors.
Bankers to the lssue	HDFC Bank Limited, FIG- OPS Department- Lodha, I Think Techno Campus O-3 Level, Next to Kanjurmarg, Railway Station, Kanjurmarg (East) Mumbai- 400042.
BSE	BSE Limited
Depository	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996
Prospectus	This Prospectus dated February 27, 2018 issued in accordance with Section 32 of the Companies Act, 2013
Escrow Account	Account opened/to be opened with the Escrow Collection Bank(s) and in whose favour the Applicant (excluding the ASBA Applicant) will issue cheques or drafts in respect of the Application Amount when submitting an Application
Escrow Agreement	Agreement entered / to be entered into amongst our Company, Lead Manager, the Registrar, the Escrow Collection Bank(s) for collection of the Application Amounts and for remitting refunds (if any) of the amounts collected to the Applicants (excluding the ASBA Applicants) on the terms and condition thereof
Escrow Collection Bank(s)	The banks which are clearing members and registered with SEBI as Bankers to the Issue at which bank(s) the Escrow Account of our Company will be opened
IPO	Initial Public Offering
Issue /Offer/ Issue Size /Offer Size Public Issue	The Offer for sale to Public of 10,08,000 Equity Shares of ₹10 each at a price of ₹920/- per Equity Share (including a share premium of ₹910/- per equity share) (the "offer price"), aggregating to ₹9,273.60 lakhs (Rupees Ninety Two Crores Seventy Three Lakhs Sixty Thousand Only) by the selling shareholders of East India Securities Limited, namely, Mr. Vivek Agarwal and Mr. Lakshmendra Kumar Agarwal
Issue/Offer Closing Date	The date after which the Lead Manager, Syndicate Member, Designated Branches of SCSBs and Registered Brokers will not accept any Application for this Issue, which shall be notified in an English national news paper, Hindi National News Paper and Bengali Regional News Paper each with wide circulation as required under the SEBI (ICDR) Regulations. In this case being March 7,2018
Issue/Offer Opening Date	The date on which the Lead Manager, Syndicate Member, Designated Branches of SCSBs and Registered Brokers shall start accepting Application for this issue Issue, which shall be notified in a English national news paper, Hindi National News Paper and Bengali Regional News Paper each with wide circulation as required under the SEBI (ICDR) Regulations. In this case being March 5,2018
Issue/Offer Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants can submit their Applications.
Issue/Offer Price	The price at which the Equity Shares are being issued and allotted by our Company being ₹920 per Equity Share.
Isue/Offer Proceeds	Proceeds to be raised by our Company through this Issue, for further details please refer chapter titled ***"Objects of the Offer" page no. 63***
Listing Agreement	Unless the context specifies otherwise, this means the SME Equity Listing Agreement to be signed between our company and the SME Platform of BSE.
LM / Lead Manager	Lead Manager to the Offer, in this case being Finshore Management Services

	Limited.
Market Maker	Member Brokers of BSE who are specifically registered as Market Makers with the BSE SME Platform. In this case, Shree Bahubali Stock Broking Limited (Registration No. SMEMM0091419022018) is the sole Market Maker to the Offer.
Mutual Fund(s)	Mutual Fund(s) registered with SEBI pursuant to the SEBI (Mutual Funds) Regulations, 1996 as amended.
Net Issue/Offer	The Issue (excluding the Market Maker Reservation Portion) of 9,57,600 Equity Shares of ₹ 10 each at ₹920 per Equity Share aggregating to ₹ 8,809.92 Lakhs (Rupees Eighty Eight Crore Nine Lakhs Ninety Two Thousand Only) of East India Securities Limited.
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 RIBs and who have applied for Equity Shares for an amount of more than Rs.2,00,000 (but not including NRIs other than Eligible NRIs)
OFS	Offer for Sale of Promoters' Shareholding to the Public Shareholders.
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.
Overseas Corporate Body / OCB	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Issue.
Prospectus	The Prospectus, filed with the ROC in accordance with the provisions of Section 32 of the Companies Act, 2013.
Public Issue Account	The Bank Account opened with the Banker(s) to this Issue to receive monies from the Escrow Account and from the ASBA Accounts.
Qualified Institutional Buyers / QIBs	As defined under the SEBI ICDR Regulations, including public financial institutions as defined in Section 1 (72) of the Companies Act, 2013; scheduled commercial banks, mutual fund registered with SEBI, FII and sub-account (other than a sub-account which is a foreign corporate or foreign individual) registered with SEBI, multilateral and bilateral development financial institution, venture capital fund registered with SEBI, foreign venture capital investor registered with SEBI, state industrial development corporation, insurance company registered with Insurance Regulatory and Development Authority, provident fund with minimum corpus of ₹ 2,500 Lakhs, pension fund with minimum corpus of ₹2,500 Lakhs, NIF and insurance funds set up and managed by army, navy or air force of the Union of India, Insurance funds set up and managed by the Department of Posts, India
Refund Account	Account opened / to be opened with a SEBI Registered Banker to the Issue/Offer from which the refunds of the whole or part of the Application Amount (excluding to the ASBA Applicants), if any, shall be made to the Applicants.
Refund Bank	HDFC Bank Limited, FIG- OPS Department- Lodha, I Think Techno Campus O-3 Level, Next to Kanjurmarg, Railway Station, Kanjurmarg (East) Mumbai- 400042.
Refunds through electronic transfer of funds	Refunds through electronic transfer of funds means refunds through ECS, Direct Credit or RTGS or NEFT or the ASBA process, as applicable
Registrar/Registrar to the	**Cameo Corporate Services Limited** "Subramanian Building", #1, Club

Issue /Offer	House Road, Chennai 600 002.
Registered Broker	Individuals or companies registered with SEBI as "Trading Members" (except Syndicate/Sub- Syndicate Members) who hold valid membership of either BSE or NSE having right to trade in stocks listed on Stock Exchanges, through which investors can buy or sell securities listed on stock exchanges, a List of which is available on htttp://www.bseindia.com/members/MembershipDirectory.aspx
Regulations	Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009 as amended from time to time.
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion.
Reservation Portion	The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI (ICDR) Regulations, 2009
Retail Individual Investors	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than ₹ 2,00,000
Self Certified Syndicate Bank or SCSB	A Self Certified Syndicate Bank registered with SEBI under the SEBI (Bankers to an Issue) Regulations, 1994 and offers the facility of ASBA, including blocking of bank account. A list of all SCSBs is available at http://www.sebi.gov.in/pmd/scsb.pdf
SME Platform of BSE	The SME Platform of BSE for listing of equity shares offered under Chapter X-B of the SEBI (ICDR) Regulations which was approved by SEBI as an SME Exchange on September 27, 2011.
Underwriters	Finshore Management Services Limited
Underwriting Agreement	The Agreement entered into between the Underwriters and our Company dated 19/02/ 2018.
Working Days	All days, other than second and fourth Saturday of a month, Sunday or a public holiday, on which commercial banks in Kolkata are open for business; provided however, with reference to Issue /Offer Period, "Working Day" shall mean all days, excluding all Saturdays, Sundays and public holidays, on which commercial banks in Kolkata are open for business; and with reference to the time period between the Issue/Offer Closing Date and the listing of the Equity Shares on the SME Exchange of BSE, "Working Day" shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, as per the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016

Technical and Industry Related Terms

Term	**Description**
ANMI	Association of National Exchanges Members of India
AMFI	Association of Mutual Funds of India
BFSI	Banking, Financial services and Insurance
Bps	Basis points
CBD	Central Business District
CTCL	Computer to Computer Link Software
DC	Data centre
DIPP	Department of Industrial Policy and Promotion
DR	Data Recovery
EDEs	Emerging Market and Developing Economies

EMC	Equity Capital Market
FDI	Foreign Direct Investment
F&O Segment	Futures and Options Segment
IBT	Internet Based Trading
IMF	International Monetary Fund
IP Address	Internet Protocol Address
IRDA	Insurance Regulatory and Development Authority
IT	Information Technology
ITORS trading	Supplemental trading member-client agreement
MCX	Multi Commodities Exchange of India Limited
MCX-SX/ MSE	Metropolitan Stock Exchange of India Limited
MNCs	Multinational Corporations
mn sq. ft	million square feet
MPR	Monetary Policy Report
MoUs	Memorandum of Understanding
NBFC	Non-Banking Financial Companies
NCDEX	National Commodity & Derivatives Exchange Limited
NCR	National Capital Region
NIR	NSDL National Insurance Repository
NRIs	Non Resident Indians
NPS	National Pension Scheme
PE	Private Equity
PFRDA	Pension Fund Regulatory and Development Authority
PPP	Public-Private-Partnership
PoP	Point of Presence
ROCE	Return of Capital Employed
SAN	Storage Area Network
SEBI	Securities and Exchange Board of India
SEZs	Special Economic Zone
VM	Virtual Machine
VPN	Virtual Private Network
VSAT	Very Small Aperture Terminal

Conventional Terms / General Terms / Abbreviations

Abbreviation	Full Form
A/c	Account
ACS	Associate Company Secretary
AGM	Annual General Meeting
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount
AY	Assessment Year
BSE	BSE Limited (formerly known as Bombay Stock Exchange Limited)
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CIN	Company Identification Number
CIT	Commissioner of Income Tax
DIN	Director Identification Number
DP	Depository Participant
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting
EPS	Earnings Per Share
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time, and the regulations framed there under
FIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
FIPB	Foreign Investment Promotion Board
F&NG	Father and Natural Guardian
FY / Fiscal/Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
GDP	Gross Domestic Product
GoI/Government	Government of India
HUF	Hindu Undivided Family
I.T. Act	Income Tax Act, 1961, as amended from time to time
ICSI	Institute of Company Secretaries of India
MAPIN	Market Participants and Investors' Identification Number
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MoF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
NA	Not Applicable
NAV	Net Asset Value
NPV	Net Present Value
NRE Account	Non-Resident External Account
NRIs	Non-Resident Indians
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
OCB	Overseas Corporate Bodies
p.a.	Per Annum
P/E Ratio	Price/Earnings Ratio
PAC	Persons Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax
QIC	Quarterly Income Certificate

RBI	The Reserve Bank of India
ROE	Return on Equity
RONW	Return on Net Worth
Bn	Billion
Rs./₹	Rupees, the official currency of the Republic of India
RTGS	Real Time Gross Settlement
SCRA	Securities Contract (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time.
Sec.	Section
STT	Securities Transaction Tax
US/United States	United States of America
USD/ US$/ $	United States Dollar, the official currency of the Unites States of America
VCF / Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
Working Days	All days except Saturday, Sunday and any public holiday

Not with standing the foregoing:

1. In the section titled **"*Main Provisions of Articles of Association*" *beginning on page number 246*** of the Prospectus , defined terms shall have the meaning given to such terms in that section;

2. In the chapters titled ***"Summary of Our Business" and "Industry Overview" beginning on page numbers 35*** and ***71*** respectively, of the Prospectus, defined terms shall have the meaning given to such terms in that section;

3. In the section titled ***"Risk Factors" beginning on page number 13*** of the Prospectus, defined terms shall have the meaning given to such terms in that section;

4. In the chapter titled ***"Statement of Tax Benefits" beginning on page number 69*** of the Prospectus, defined terms shall have the meaning given to such terms in that section;

5. In the chapter titled ***"Management's Discussion and Analysis of Financial Conditions and Results of Operations" beginning on page number 171*** of the Prospectus, defined terms shall have the meaning given to such terms in that section.

CERTAIN CONVENTIONS, USE OF FINANCIAL, INDUSTRY AND MARKET DATA AND CURRENCY PRESENTATION

Certain Conventions

All references in the Prospectus to "India" are to the Republic of India. All references in the Prospectus to the "U.S.", "USA" or "United States" are to the United States of America.

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

Use of Financial Data

Unless stated otherwise, throughout this Prospectus, all figures have been expressed in Rupees and Lakh. Unless stated otherwise, the financial data in the Prospectus is derived from our financial statements prepared and restated for the financial year ended 31st March 2017, 2016, 2015, 2014 and 2013 and for the period ended 31st December, 2017 in accordance with Indian GAAP, the Companies Act 2013 and SEBI (ICDR) Regulations, 2009 included under Section titled ***"Financial Information of the Company"*** beginning on Page 141 of this Prospectus.

In this Prospectus, all figures in decimals have been rounded off to the second decimal place and all percentage figures have been rounded off to two decimal places.

In accordance with India's roadmap for "Convergence of its existing standards with IFRS", referred to as "IND (AS)", as announced by the GoI, Ministry of Corporate Affairs (the "MCA") through press note dated January 22, 2010, read with the Companies (Indian Accounting Standards) Rules, 2015 issued by the MCA on February 16, 2015, effective April 1, 2015, our annual and interim financial statements must be reported under IND (AS) for accounting periods commencing on or after April 1, 2016. Therefore, our annual and interim financial statements reported after April 1, 2016 will not be directly comparable to the Restated Financial Statements.

Pursuant to a SEBI circular dated March 31, 2016, with respect to financial information to be included in any offer document filed with SEBI on or after April 1, 2016 and until March 31, 2017, we have chosen to report our Restated Financial Statements, for the preceding five years, included in this Prospectus under Indian GAAP. Further, for risk in relation to IND (AS), see "***Risk Factor***" and "***Financial Statement as Restated***" for the preceding five years, on standalone, included in this Prospectus, has been prepared under IGAAP, which varies in certain respects from other accounting principles, including IND (AS), which may be material to investors' assessment of our results of operations and financial condition on page 13 and page 141 respectively. In order to comply with requirements applicable to public companies in India, subsequent to our Equity Shares being listed on the Stock Exchanges, we will be required to prepare our annual and interim financial statements under IND (AS), as applicable. IND (AS) is different in many respects from Indian GAAP under which our audited financial statements for statutory reporting purposes under the Companies Act have been prepared. The preparation and presentation of our financial statements after listing may be not be comparable with, or may be substantially different from, the preparation and presentation of the Restated Financial Statement is being disclosed in this Prospectus.

There are significant differences between Indian GAAP and IND (AS). Accordingly, the degree to which the Restated Financial Statements included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices, Indian GAAP, IND (AS), the Companies Act and the SEBI ICDR Regulations, on the Restated Financial Statements presented in this Prospectus should accordingly be limited. Although we have included a summary of qualitative and quantitative differences between Indian GAAP and IND (AS), our financial statements reported under IND (AS) in future accounting periods may not be directly comparable with our financial statements historically prepared in accordance with Indian GAAP, including disclosed in this Prospectus. You should consult your own advisors regarding such differences and their impact on our financial data.

Unless otherwise indicated, any percentage amounts, as set forth in this Prospectus, including in the sections titled "***Risk Factors***"; "***Our Business***"; "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" beginning on pages 13, page 90 and Page 171 respectively, have been calculated on the basis of the restated audited financial statements of our Company included in this Prospectus.

Use of Industry & Market Data

Unless stated otherwise, industry and market data and forecast used throughout the Prospectus was obtained from internal Company reports, data, websites, Industry publications report as well as Government Publications. Industry publication data and website data generally state that the information contained therein has been obtained from sources believed to be reliable, but that their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Although, we believe industry and marketdata used in the Prospectus is reliable, it has not been independently verified by us or the LM or any of their affiliates or advisors. Similarly, internal Company reports and data, while believed by us to be reliable, have not been verified by any independent source. There are standard data gathering methodologies in the industry in which we conduct our business and methodologies and assumptions may vary widely among different market and industry sources.

In accordance with the SEBI (ICDR) Regulations, the section titled ***"Basis for Offer Price"*** on page 66 of the Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the LM, have independently verified such information.

Currency of Financial Presentation

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

Any percentage amounts, as set forth in ***"Risk Factors"***, ***"Our Business", "Management's Discussion and Analysis of Financial Conditions and Results of Operation"*** on page 13, 90 and 171 in the Prospectus, unless otherwise indicated, have been calculated based on our restated respective financial statement prepared in accordance with Indian GAAP.

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

FORWARD LOOKING STATEMENTS

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

All forward looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Forward- looking statements reflect our current views with respect to future events and are not a guarantee of future performance. These statements are based on our management's beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Certain important factors that could cause actual results to differ materially from our expectations include but are not limited to the following:

1. Disruption in the stock market in India or Globally.
2. Failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
3. Inability to successfully obtain registrations in a timely manner or at all;
4. General economic and business conditions in the markets in which we operate and in the local, regional and national economies;
5. Our ability to effectively manage a variety of business, legal, regulatory, economic, social and political risks associated with our operations;
6. Disruption in the network connection and Internet services;
7. Recession in the market;
8. Changes in laws and regulations relating to the industries in which we operate;
9. Effect of lack of infrastructure facilities on our business;
10. Occurrence of Environmental Problems & Uninsured Losses;
11. Our ability to successfully implement our growth strategy and expansion plans;
12. Our ability to meet our capital expenditure requirements;
13. Our ability to attract, retain and manage qualified personnel;
14. Failure to adapt to the changing technology in our industry of operation may adversely affect our business and financial condition;
15. Failure to obtain any approvals, license, registrations and permits in a timely manner;
16. Changes in political and social conditions in India or in countries that we may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
17. Occurrence of natural disasters or calamities affecting the areas in which we have operations;
18. Conflicts of interest with affiliated companies, the promoter group and other related parties;
19. The performance of the financial markets in India and globally;
20. Any adverse outcome in the legal proceedings in which we are involved;
21. Our ability to expand our geographical area of operation;
22. Concentration of ownership among our Promoters.

For further discussion of factors that could cause our actual results to differ, see the Section titled ***"Risk Factors"***; ***"Our Business"***& and ***"Management's Discussion and Analysis of Financial Condition and Results of Operations"*** beginning on page 13, 90 and 171 respectively of the Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

Neither our Company, our Directors, Selling Shareholders, our Officers, Lead Manager and Underwriter nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company, Selling Shareholder and the Lead Manager will ensure that investors in India are informed of material developments until

such time as the grant of listing and trading permission by the Stock Exchange for the Equity Shares allotted pursuant to this Offer. Further, in accordance with Regulation 51 A of the SEBI (ICDR) Regulations, our Company may be required to undertake an annual updation of the disclosures made in the Prospectus and make it publically available in the manner specified by SEBI.

SECTION II: RISK FACTORS

RISK FACTORS

Any investment in equity securities involves a high degree of risk. You should carefully consider all the information in this Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. To obtain a more complete understanding, you should read this section together with section titled "***Our Business***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" beginning on pages 90 and page 171 respectively, as well as the other financial and statistical information contained in this Prospectus.

Any of the following risks, as well as the other risks and uncertainties discussed in this Prospectus, could have an adverse effect on our business, financial condition, results of operations and prospects and could cause the trading price of our Equity Shares to decline, which could result in the loss of all or a part of your investment. The risks and uncertainties described in this section are not the only risks that we may face. Additional risks and uncertainties not known to us or that we currently believe to be immaterial may also have an adverse effect on our business, results of operations, financial condition and prospects.

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

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are certain risk factors where the effect is not quantifiable and hence has not been disclosed in such risk factors. You should not invest in this Offer unless you are prepared to accept the risk of losing all or part of your investment, and you should consult your tax, financial and legal advisors about the consequences to you of an investment in the Equity Shares.

The financial information in this section is, unless otherwise stated, derived from our Restated Financial Statements prepared in accordance with Indian GAAP, as per the requirements of the Companies Act 2013 and SEBI (ICDR) Regulations. The risk factors have been determined based on their materiality. Some events may not be material individually but may be found to be material collectively, some events may have a material impact qualitatively instead of quantitatively and some events may not be material at present but may have material impacts in the future.

1. ***Our Company has been issued a show cause notice by SEBI vide order no. WTM/RKA//ISD/162/2014 dated 19-12-2014 against our Company, in relation to SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to securities market) Regulations, 2003 and in pursuance of which adjudication has been instituted by SEBI.***

   Our Company had been issued a show cause notice by SEBI vide order no. WTM/RKA//ISD/162/2014 dated 19-12-2014 in relation to trading in the scrip of First Financial Services Ltd vide aforesaid order restrained East India Securities Ltd from accessing the securities market. Thereafter on basis of further documents, explanations and investigations the restrainment was removed by SEBI vide order no WTM/SR/SEBI/EFD-DRA3/71/09/2017 dated 06-09-2017. The status of the case is settled as on date.

2. ***There are certain outstanding legal proceedings involving our Company, Promoter, Promoter Group and Director. Any failure to defend these proceedings successfully may have an adverse effect on our business prospects, financial condition, result of ongoing operations and reputation.***

   Our Company, Promoters, Promoter Group and Directors are involved in certain legal proceedings, which if determined, against us could have adverse impact on the business and financial results of our Company. For details kindly refer chapter titled "Outstanding Litigation and Material Developments" at page no. 178 of this Prospectus. A brief detail of such outstanding litigations as on the date of this Prospectus are as follows:

Sr. No.	Nature of Cases	No. of outstanding cases	Amount to the extent quantifiable (in ₹ lacs)(1)
(I) Litigations filed against our Company			
1.	Tax	1	633.79
2.	CIVIL	4	Not quantifiable
3.	Others	1	Not quantifiable
(II) Litigations filed by our Company			
1.	Tax	NIL	NIL
2.	CIVIL	NIL	NIL
3.	Others	2	21.51
(III) Litigations filed against our Directors, Promoters and Promoter Group			
1.	Tax	2	10.98
2.	CIVIL	NIL	NIL
3.	Others	5	9.28
(IV) Litigations filed by our Directors, Promoters and Promoter Group			
1.	Tax	NIL	NIL
2.	CIVIL	NIL	NIL
3.	Others	7	22.01

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

There can be no assurance that these litigations will be decided in favour of our Company, Directors, Promoters and consequently it may divert the attention of our management and Promoters and waste our corporate resources and we may incur significant expenses in such proceedings and may have to make provisions in our financial statements, which could increase our expenses and liabilities. If such claims are determined against our Company, Directors, Promoter, there could be a material adverse effect on our reputation, business, financial condition and results of operations, which could adversely affect the trading price of our Equity Shares.

For further details of such cases and the cases filed by and against our Company, Director, Promoters, Promoter Group please see the chapter titled "***Outstanding Litigation and Material Developments***" beginning on page 178 of this Prospectus.

3. ***Our Company had negative cash flows from our operating activities, investing activities as well as financing activities in some of the previous year(s) as per the Restated Financial Statements and the same are summarized as under:***

(₹ In Lakh)

Particulars	31st December 2017	31st March 2017	31st March 2016	31st March 2015	31st March 2014	31st March 2013
Cash Flow from Operating Activities	-5888.82	1484.98	-1628.45	3032.34	-3888.27	1854.73
Cash Flow from Investing Activities	2321.90	2588.43	939.94	14.14	1261.32	1232.28
Cash Flow from Financing Activities	0	0	0	0	0	0
Net change in Cash & Cash Equivalents	-3566.92	4073.41	-688.50	3046.48	-2626.93	3087.01

4. ***Our Company has several Contingent Liability and Commitments which if materialize could adversely affect our financial position.***

As on December 31, 2017 we had Contingent Liability of Rs. 1058. 14 Lakhs which has not been provided in our financial statements and which could adversely affect our financial position. Details of Contingent Liabilities and commitments are as follows:-

Particulars	**Amount (in ₹)**
Contingent Liabilities:	
Other claims against the company under appeal	7,45,64,360
Bank Guarantee issued to third parties by Banks	3,12,50,000
Total	10,58,14,360

For further details on the same please refer ***"Annexure U"*** under section ***"Financial Information of the Company"*** and chapter titled ***"Outstanding Litigations and Material Developments"*** beginning on page no 141 and 178 of this Prospectus.

5. ***Trademark of our logo is not registered and we are in the process of seeking registration of trademark of our logo. There is no assurance that this application shall result in us being granted registration in a timely manner as the status is shown as objected in public search of trademark. Failure to protect our intellectual property may adversely affect our reputation, goodwill and business operations.***

Our corporate name and logo 

has not been registered because of the same the use of the words "EIS" in the corporate and trading names by any third parties may lead consumers to confuse them with our Company and if they experience any negative publicity, it could have an adverse effect on our business, results of operations and financial condition. This confusion might also lead to our Company losing business to such competitors and might adversely affect our goodwill. However, the company has not made an application for the registration of the trademark of our logo 

. Maintaining the reputation of our brands, corporate name, logo and the goodwill associated with these trademarks is critical to our success. Substantial erosion in the value of our brand names could have a material adverse effect on our business, financial condition, results of operations and prospects. For further details please refer to section titled "Government and Other Approvals" beginning on page 186 of this Prospectus.

6. ***We face significant competition in our industry, which may reduce our market share and adversely affect our business, financial condition, results of operations and prospects.***

Our industry is highly competitive and our results of operations and financial conditions are sensitive too, and may be materially and adversely affected by, competitive pricing and other factors. Competition may result in pricing pressures, reduce profit margins or loss of market share or a failure to grow our market share, any of which could substantially harm our business and results of operations.

Competition in our industry is significant. The industry in which we operate includes dealing in Stocks, shares, derivatives, Mutual Funds for our clients which is subject to extensive regulation by the SEBI, the RBI, and other governmental regulatory authorities. We are also regulated by stock exchanges and other intermediaries, including the BSE, NSE, NSDL and CDSL. The regulatory environment in which we operate are also subject to change and we may be adversely affected, if we fail to comply, as a result of new or revised legislation or regulations imposed by the SEBI and other regulatory authorities. If we fail to comply with any of the applicable regulation, administrative or judicial proceedings may be initiated against us that may result in fines and other disciplinary actions including trading bans, cancellation of registration or suspension of business licenses, the suspension or disqualification of our officers or employees, or other adverse consequences. The imposition of any of these or other penalties or restrictions could have a material adverse effect on our business, reputation, financial condition and results of operations. Some of our competitors may be larger than us in terms of business volume. In addition,

our competitors that are smaller specialized companies may compete effectively against us based on price and their concentrated size and focus. For details of our competitors, see the section "Our Business" on page 90.

7. We have penetrated in Eastern India region only and in future if penetration to other regions is subject to risks associated with expansion into new geographic markets. Any inability to expand into new geographic markets or penetrate existing markets may adversely affect our growth and future prospects.

Expansion into new geographic regions, including different states in India, subjects us to various challenges, including those relating to our lack of familiarity with the culture, consumer preferences, regulations and economic conditions of these new regions. Language barriers, difficulties in staffing and managing such operations coupled with, the lack of brand recognition and reputation in such regions may also affect our ability to expand into newer geographic regions. The risks involved in entering new geographic markets and expanding operations, may be higher than expected, and we may face significant competition in such markets.

By expanding into new geographical regions, we could be subject to additional risks associated with establishing and conducting operations, including:

I. Substantially greater financial resources;
II. Longer operating history than in certain of our businesses;
III. Greater brand recognition among consumers;
IV. Larger customer bases in and outside India; or
V. More diversified operations which allow profits from certain operations to support others with lower profitability.
VI. compliance with a wide range of local and municipal laws, regulations and practices, including uncertainties associated with changes in laws, regulations and practices and their interpretation;
uncertainties with new local business partners including franchisees partners; and
Political, economic and social instability.

Further, we may also face significant competition from other players who may already have an established market and may have a significant market share. We may not be able to compete with such players. By expanding into new geographical regions, we may be exposed to significant liability and could lose some or all of our investment in such regions, as a result of which our business, financial condition and results of operations could be adversely affected.

Further, we may not be able to continue to penetrate existing markets due to any of the reasons specified above. Any inability to enter into new geographic markets or penetrate existing markets could adversely affect our growth, future prospects, financial condition and results of operation.

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

We require several statutory and regulatory permits, licenses and approvals to operate our business, almost all of which our Company has received and/or applied. Many of these approvals are granted for fixed periods of time and need renewal from time to time. Non-renewal of the said permits and licenses would adversely affect our Company's operations, thereby having a material adverse effect on our business, results of operations and financial condition. 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 comply with such conditions to the statutory authorities, which may lead to the cancellation, revocation or suspension of relevant permits, licenses or approvals. Any failure by us to apply in time, to renew, maintain or obtain the required permits, licenses or approvals, or the cancellation, suspension or revocation of any of the permits, licenses or approvals may result in the interruption of our operations and may have a material adverse effect on the business. If we fail to comply with all applicable regulations or if the regulations governing our business or their implementation change, we may incur increased costs, be subject to penalties or suffer a disruption in our business activities, any of which could adversely affect our results of operations. For further details, please see

chapters titled "***Key Industry Regulations and Policies***" and "***Government and Other Approvals***" at pages 98 and pages 186 respectively of this Prospectus.

9. Our growth will depend on our ability to develop our brand and failure to do so may have a negative impact on our ability to compete in the finance industry.

We believe that continuous brand building is necessary for achieving widespread recognition of our services. Promoting and positioning our brand will depend largely on the success of our marketing efforts and our ability to provide high quality services. Brand promotion activities may not yield increased revenues, and even if they do, any increased revenues may not offset the expenses we incur in building our brand. If we fail to promote and maintain our brand, our business, financial condition and results of operations could be adversely affected.

10. Our company may avail unsecured loans that may be recalled by the lenders at any time.

Our Company may avail unsecured loans which may be recalled by the lenders at any time. In the event that the lenders seeks a repayment of any such loans, our company would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all.

11. ***Downturns or disruptions in the securities markets could reduce transaction volumes, and could cause a decline in the business and impact our profitability.***

Our revenues, level of operations and, consequently, our profitability are dependent on favourable capital market conditions, regulatory and political environment, investor sentiment, price levels of securities and other factors that affect the volume of stock trading in India and the level of interest in Indian business developments. In recent years, the Indian and world securities markets have fluctuated considerably and a downturn in these markets could adversely affect our operating results. Further our company is also engaged in proprietary trading and any downward price movement in the stock market could have an adverse affect on our business and profitability. When markets are highly volatile, we run the risk of bad debts and losses and also litigation. Revenues are likely to decline during sustained periods of reduced trading volumes and our profit margins may be adversely affected if we are unable to reduce our expenses at the same pace as the decline in revenues. When trading volume is low, our profitability will be adversely affected because our revenues will be reduced and some of our operating costs are fixed. Decreases in equity prices or decreased trading activity could have an adverse effect on our business, financial condition and operating results.

12. ***Our success largely depends upon the knowledge and experience of our Promoters and our Key Management Personnel as well as our ability to attract and retain skilled personnel. Any loss of our Key Management Personnel or our ability to attract and retain them and other skilled personnel could adversely affect our business, results of operations and financial condition.***

We depend on the management skills and guidance of our Promoters for development of business strategies, monitoring their successful implementation and meeting future challenges. Further, we also significantly depend on the expertise, experience and continued efforts of our Key Management Personnel. Our future performance will depend largely on our ability to retain the continued service of our management team. If one or more of our Key Management Personnel are unable or unwilling to continue in his or her present position, it could be difficult for us to find a suitable or timely replacement and our business could be adversely affected.

There is significant demand for managers and other skilled personnel in the Securities Market in which we operate, and it may be difficult to attract and retain the personnel we require in the future. There can be no assurance that our competitors will not offer better compensation packages, incentives and other perquisites to such skilled personnel. Further, in the event we are not able to attract and retain talented employees, as required for conducting our business, or if we experience high attrition levels which are largely out of our control, or if we are unable to motivate and retain existing employees, our business, financial condition and results of operations may be adversely affected. For further details, see "***Our Management***" on page 114.

13. Our business is manpower intensive and a high proportion of our total staff comprises of employees. Our business may be adversely affected if we are unable to obtain employees at commercially attractive costs.

Our success depends on our ability to attract, hire, train and retain skilled personnel. Our business is manpower intensive and our continued growth depends in part on our ability to recruit and retain suitable staff. As we expand our network, we will need experienced manpower that has knowledge of the Securities market. Typically, the Securities market suffers from high attrition rates. There can be no assurance that attrition rates for our employees, particularly our sales personnel, will not increase. Further, an increase in costs to retain such employees could also adversely affect our financial condition. A significant increase in our employee attrition rate could also result in decreased operational efficiencies and productivity, loss of market knowledge and customer relationships, and an increase in recruitment and training costs, thereby materially and adversely affecting our business, results of operations and financial condition. We cannot assure you that we will be able to find or hire personnel with the necessary experience or expertise to operate our trading terminals in our existing markets or new markets that we are planning to enter into. In the event that we are unable to hire people with the necessary knowledge or the necessary expertise, our business may be severely disrupted, financial condition and results of operations may be adversely affected.. Additionally, we have seen an increasing trend in manpower costs in India, which has had a direct impact on our employee costs and consequently, on our margins. We may need to increase compensation and other benefits in order to attract and retain key personnel in the future and that may materially affect our costs and profitability. We cannot assure you that as we continue to grow our business in the future, our employee costs coupled with operating expenses will not significantly increase.

14. ***Credit risk exposes us to losses caused by financial or other problems experienced by third parties.***

We are exposed to the risk that third parties that owe us money, securities or other assets will not perform their obligations. We particularly are exposed to risk attributable to our customers, counterparties, clearing agents, exchanges, clearing houses, and other financial intermediaries as well as issuers whose securities we hold. These parties may default on their obligations owed to us due to insolvency, lack of liquidity, operational failure, government or other regulatory interventions or other reasons. Significant failures by third parties to perform their obligations owed to us in a timely manner or at all could materially and adversely affect our revenues, business, financial conditions and results of operations.

15. Our inability to identify and understand evolving industry trends, technological advancements, customer preferences to meet our customers' demands may adversely affect our business.

The Indian Capital Market is characterised by technological advancements, Regulatory changes, price fluctuations and intense competition. Changes in consumer preferences, regulatory or industry requirements or in competitive technologies may adversely affect our business. Our ability to anticipate changes in technology and regulatory standards and to successfully create new or address yet unidentified needs among our current and potential customers in a timely manner, is a significant factor in our ability to remain competitive. However, there can be no assurance that we will be able to secure the necessary technological knowledge, through our own research and development.. We may also be required to make significant investments in research and development, which may strain our resources and may not provide results that can be monetized. If we are unable to obtain such knowledge in a timely manner, or at all, we may be unable to effectively implement our strategies, and our business and results of operations may be adversely affected.

16. Excessive reliance on our information technology systems and their failure could harm our relationship with customers, expose us to lawsuits or administrative sanctions or otherwise adversely affect our provision of service to customers and our internal operations

As part of our business strategy, we use our information systems and the Internet to deliver services to and perform transactions on behalf of our customers. We have in the past not experienced disruptions of service to customers, but there can be no assurance that we will not encounter disruptions in the future due to substantially increased numbers of customers and transactions or for other reasons. If we experience system interruptions, errors or downtime which could result from a variety of causes, including changes in technological failure, changes to systems, linkages with third-party systems and power failures or are unable to develop necessary technology, our business, prospects, financial condition and results of

operations could be materially adversely affected.

Our hardware and software are also subject to damage or incapacitation by human error, natural disasters, power loss, sabotage, computer viruses and similar events or the loss of support services from third parties such as Internet service providers. We may encounter delays or other difficulties incorporating new services and businesses into our information technology systems and there can be no assurance that we will realize the efficiencies and other benefits we anticipate from doing so.

17. Some of our corporate records/documents including corporate registers and forms filed with the Registrar of Companies are not traceable

Our Company does not have all supporting documents and/or ROC filings in relation to the allotment during the period from 1999 till 2005.

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

We have entered into and may in the course of our business continue to enter into transactions specified in the Restated Financial Statements contained in this Prospectus with related parties that include our Promoters, Directors and Group Companies. Further, there are certain leases entered into with certain members of the Promoters and Promoter Group. For further details in relation to our related party transactions, please see the section titled "***Related Party Transactions***" on page 139. While we believe that all such transactions have been conducted on at arm's length basis and in the ordinary course of business, there can be no assurance that we could not have achieved more favourable terms. Furthermore, it is likely that we may enter into related party transactions in the future.
There can be no assurance that such transactions, individually or in the aggregate, will not have a material adverse effect on our financial condition and results of operations.

19. We may incur significant advertising and marketing costs to promote our brand in the future.

We believe that our future success will be partially influenced by further development of our brand our ability to communicate effectively about our products to various target consumers through consistent and focused marketing and advertising initiatives. Insufficient investments in marketing and brand building could also erode or impede the development of our brand. Accordingly, we may be required to invest significant resources towards marketing and brand building exercises, specifically with respect to new geographic markets where we intend to penetrate. Further, we cannot assure you that our marketing and advertising ventures will be successful and achieve their objectives or we may not be required to make further investments than anticipated. This could have an adverse effect on our prospects and growth.

20. In case our services to the clients are not satisfactory it may cause damage to our professional reputation and legal liability.

We are into service industry and our business is dependent mainly on how we maintain our relationship with our existing clients which helps us to retain existing clients and to attract the new ones. Hence an unsatisfied client may be more damaging in our business than in other businesses. Our activities may subject us to the risk of significant legal liabilities to our clients and aggrieved third parties. In recent years, the volume of claims and amount of damages claimed in litigation and regulatory proceedings against financial intermediaries have been increasing due to strict regulations and investor awareness. These risks often may be difficult to assess or quantify and their existence and magnitude often remain unknown for substantial periods of time. Hence, we may incur significant legal expenses in defending against litigation. Substantial legal liability or significant regulatory action against us could have material financial effects on our Company or could even cause significant harm to our reputation, which could harm our business prospects.

21. Our Promoters together with our promoter group will continue to retain majority shareholding in our company subsequent to the Offer, which will allow them to exercise significant influence over our company. We cannot

assure you that our promoters and /or our promoter group will always act in our company's or your best interest.

The majority of our issued and outstanding Equity Shares are currently beneficially owned by our Promoters and our Promoter Group. Upon completion of the Offer, our Promoters and Promoter Group will own 26,59,000 Equity Shares, or 72.52 % of our post-Offer Equity Share capital (assuming full subscription of the Offer). Accordingly, our Promoters and Promoter Group will continue to exercise significant influence over our business policies and affairs and all matters requiring shareholders' approval, including the composition of our Board, the adoption of amendments to our memorandum and articles of association, the approval of mergers, strategic acquisitions or joint ventures or the sales of substantially all of our assets, and the policies for dividends, lending, investments and capital expenditures. This concentration of ownership also may delay, defer or even prevent a change in control of our Company and may make some transactions more difficult or impossible without the support of these shareholders. The interests of the Promoters and Promoter Group as our Company's controlling shareholders could conflict with our Company's interests or the interests of its other shareholders. We cannot assure you that the Promoters and Promoter Group will act to resolve any conflicts of interest in our Company's or your favour.

22. Our Company operates in a highly competitive and fragmented market. Any failure to compete effectively could have a material adverse effect on our business, financial conditions and results of operations.

Our Company operates in a highly competitive market and face stiff competition from other players operating both in organized and un-organized sectors. Pricing is one of the factors that play an important role. The increased competition by both traditional and new players may affect our margins. In order to protect our existing market share or capture market share, we may be required to increase expenditure on introduce and establish new products. Due to inherent risks in the market place associated with quality of products, new product introductions, including uncertainties about consumer response, increased expenditure may not prove successful in maintaining or enhancing our market share and could result in lower profitability. Stiff competition from a variety of competitors in the un-organised sectors adversely impacts our business, financial conditions and results of operations.

23. We often extend credit to our clients for dealing in securities and any default by a client or any downturn in the market could result in substantial losses.

We allow some of our clients to trade in the stock market and take position on particular stocks by depositing only upfront margin amount. The client is then required to pay/ deposit with us the balance amount, before the pay-in date. In case, the said client is not able to pay the balance amount to us before the pay-in date of the exchange for the said transaction, we, at times extend credit to such clients for the pay-in of the stock exchange. Stock markets are prone to volatility. Hence, in case of highly volatile market or adverse movements in share price, it may be possible that the client may not honour their commitment. Hence, by permitting our customers to purchase securities on margin, we are subject to risks inherent in extending credit, especially during periods of rapidly declining markets in which the value of the collateral held by us could fall below the amount of a customer's indebtedness. In the event of an occurrence of any unforeseen magnitude our business may have a negative impact due to increase in Bad Debts and simultaneous increase in our losses.

24. Our risk management policies and procedures may leave us exposed to unidentified risks or unanticipated levels of risk which could lead to material losses.

Our risk management techniques and strategies may not be fully effective in mitigating our exposure to risks and may not cover risks that we fail to identify or anticipate. Some methods of risk management are based on the use of observed historical market behavior. We apply statistical and other tools to these observations to arrive at quantifications of our risk exposures. These tools and metrics may fail to predict future risk exposures. Our losses could therefore be significantly greater than those which the historical measures indicate. Our more qualitative approach to managing those risks could prove insufficient, exposing us to material unanticipated losses. Other risk management methods depend on evaluation of information regarding markets, clients or other matters that are publicly available or otherwise accessible by us. This information may not be accurate, complete, up-to-date or properly evaluated. Management of operational, legal and regulatory risk requires, among other things, policies and procedures to properly record and verify a large number of transactions and events. We cannot assure you that our policies and procedures will effectively and accurately record and verify this information. We seek to monitor and control our risk exposure through a variety of separate but complementary financial, credit, operational and legal reporting systems. Nonetheless, the effectiveness of our

ability to manage risk exposure cannot be completely or accurately predicted or fully assured. For example, unexpectedly large or rapid movements or disruptions in one or more markets or other unforeseen developments could have a material adverse effect on our results of operations and financial condition. The consequences of these developments could include losses due to adverse changes in inventory values, decreases in the liquidity of trading positions, higher volatility in systemic risk.

25. Risks associated with our branches, sub-brokers and authorized person.

We face several risks associated with our branches, sub-brokers and authorized person, including whether they have the experience and financial resources to be effective operators and remain aligned with us on operating, promotional and capital-intensive initiatives, especially during periods of underperformance, and the potential impact on us if they experience other operational problems or project a image inconsistent with our values, particularly if our contractual and other rights and remedies are limited, costly to exercise or subject to litigation.

26. We depend on third party vendors and service providers.

We rely on third parties for some of our technological infrastructure that support our capital market businesses. Failure to continue to access these third party technologies on commercially acceptable terms could limit our ability to offer competitive service offerings and adversely impact our future operating results. We also rely on several local service providers for delivering our services and any failure to continue these arrangements on commercially acceptable terms could adversely impact our future operating results.

27. Our operations are significantly located in the Eastern India region any failure to expand our operations may restrict our growth and adversely affect our business

Currently, we are carrying our business mainly in the eastern India region and hence our major revenues are generated from operations in these regions only. In the event that demand for equity trading activities in general reduces or stops by any reason including political discord or instability or change in policies of State, then our financial condition and operating results may be materially and adversely affected. Geographical and functional expansion of our business domain requires establishment of adequate network. As we seek to diversify our regional focus we may face the risk that our competitors may be better known in other markets, enjoy better relationships with customers. Our lack of exposure in geographical boundaries outside our operating regions could impact our future revenues.

28. If we fail to manage growth effectively it could have an adverse effect on our results of operations

We believe our expansion plans will place significant demands on our managerial, operational and financial resources. Growth in our business would require us to expand, train and manage our employee base. The expansion of our Company could also cause problems related to our operational and financial systems and controls and could cause us to encounter working capital issues, as we will need increased liquidity to finance the, establishment of new branches and the hiring of additional employees. If we fail to manage our growth effectively it may lead to operational and financial inefficiencies that would have a negative effect on our results of operations

29. Our ability to pay dividends in the future will depend upon our future earnings, financial condition, cash flows, working capital requirements and capital expenditures and the terms of our financial arrangements.

Our Company has not paid any dividends. The declaration of dividends in the future will be recommended by our Board of Directors, at its sole discretion, and will depend upon our future earnings, financial condition, cash flows, working capital requirements and capital expenditures. There can be no assurance that we will pay dividends in the future. Additionally, we are restricted by the terms of our debt financing from making dividend payments in the event we default in any of the debt repayment instalments.

30. Insurance coverage not obtained by us against unforeseen losses.

Our Company has not maintained insurance coverage in accordance with industry standards. In case of any unforeseen damage or loss suffered by us will affect the business adversely and could adversely affect our financial condition, cash flows and results of operations.

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

As at January 31, 2018, we have 51 full-time employees on our rolls and Nil personnel, on a contract basis, respectively. Although we have not experienced any major disruptions to our business operations due to any labour 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, reputation and results of operations and may also divert the management's attention and result in increased costs. India has stringent labour legislations that protect the interests of workers, including legislations that set forth detailed procedures for the establishment of trade unions, dispute resolution and employee removal and legislations that impose 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, demand for increase in wages, work stoppages, which may lead to 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. Further, the minimum wage laws in India may be amended leading to upward revisions in the minimum wages payable in one or more states in which we currently operate or are planning to expand to. Shortage of skilled personnel or work stoppages caused by disagreements with employees could have an adverse effect on our business and results of operations.

32. Insufficient cash flows to meet required working capital requirements could adversely affect our Company's operations and financial results

The business of our Company requires a significant amount of working capital to finance the payments for Manpower and day to day Expenses. The working capital requirements of our Company are also affected by the credit period that our Company extends to its customers, in line with industry practice. Moreover, our Company may need to raise term loans and working capital loans in the future to meet its capital expenditure and to satisfy its working capital requirements. There can be no assurance that our Company will continue to be successful in arranging adequate working capital and term loans for its existing or expanded operations on acceptable terms or at all, which could adversely affect our Company's operations and financial results.

Further, we are currently not availing any funding for meeting our working capital requirement from Banks and financial Institutions and managing the same from our internal sources. 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.

33. Our Promoters, Directors and Key Management Personnel of our Company may have other interests in us other than reimbursement of expenses incurred or normal remuneration or benefits.

Our Promoters are interested in us to the extent of any transactions entered into or their shareholding and dividend entitlement in us. Our Directors are also interested to the extent of remuneration paid to them for services rendered as our Directors and reimbursement of expenses payable to them. Our Directors may also be interested to the extent of any transaction entered into by us with any other company or firm in which they are directors or partners or in their individual capacity. For further details, please see the sections entitled, "***Our Promoters and Promoter Group***", "***Our Management***" and "***Related Party Transactions***" on pages 126, page 114 and page 139 respectively.

34. If we are unable to establish and maintain an effective system of internal controls and compliances our business and reputation could be adversely affected.

We manage regulatory compliance by monitoring and evaluating our internal controls, and ensuring that we are in compliance with all relevant statutory and regulatory requirements. However, there can be no assurance that deficiencies in our internal controls and compliances will not arise, or that we will be able to implement, and continue to maintain, adequate measures to rectify or mitigate any such deficiencies in our internal controls, in a timely manner or at all. As we continue to grow, there can be no assurance that there will be no other instances of such inadvertent non-compliances with statutory requirements, which may subject us to regulatory action, including monetary penalties, which may adversely affect our business and reputation.

35. Third party industry and statistical data in this Prospectus may be incomplete, incorrect or unreliable.

Neither the LM nor the Company have independently verified the data obtained from the official and industry publications and other sources referred in this Prospectus and therefore, while we believe them to be true, there can be no assurance that they are complete or reliable. Such data may also be produced on different bases from those used in the industry publications we have referenced. The discussion of matters relating to India, its economy and our industry in this Prospectus are subject to the caveat that the statistical and other data upon which such discussions are based may be incomplete or unreliable. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. While industry sources take due care and caution while preparing their reports, they do not guarantee the accuracy, adequacy or completeness of the data or report and do not take responsibility for any errors or omissions or for the results obtained from using their data or report. Accordingly, investors should not place undue reliance on, or base their investment decision on this information, please refer to section titled "***Industry Overview***" beginning on page 71 of this Prospectus.

36. We may not be able to successfully implement our business strategies.

The success of our business depends substantially on our ability to implement our business strategies effectively. We have successfully executed our business strategies in the past but there can be no guarantee that we can implement the same on time and within the estimated budget going forward, or that we will be able to meet the expectations of our targeted customers. Changes in regulations applicable to us may also make it difficult to implement our business strategies. Failure to implement our business strategies would have a material adverse effect on our business and results of operations.

37. We face competition in our business, which may adversely affect our business operation and financial condition.

The market for our services is very competitive.. Players in this industry generally compete on key attributes such as distribution network, skilled man power, pricing and timely delivery and quality of services. Some of our competitors may have longer industry experience and greater financial, technical and other resources, which may enable them to react faster in changing market scenario and remain competitive.. Growing competition may result in a decline in our market share and may affect our margins which may adversely affect our business operations and our financial condition.

38. Our Restated Financial Statements for the preceding five years as included in this Prospectus, have been prepared under IGAAP, which varies in certain respects from other accounting principles, including IND (AS), which may be material to investors' assessment of our results of operations and financial condition

In accordance with India's roadmap for convergence of its existing standards with IFRS, referred to as IND (AS), announced by the MCA, through press notes dated January 22, 2010, read with the Companies (Indian Accounting Standards) Rules, 2015 issued by the MCA on February 16, 2015, effective April 1, 2015, our Company is required to prepare their financial statements in accordance with IND AS for periods beginning on or after April 1, 2017

Pursuant to a SEBI circular dated March 31, 2016, with respect to financial information to be included in any offer document filed with SEBI on or after April 1, 2016 and until March 31, 2017, we have chosen to report our

Restated Financial Statements, included in this Prospectus under Indian GAAP. In order to comply with requirements applicable to public companies in India, subsequent to our Equity Shares being listed on the Stock Exchanges, we will be required to prepare our annual and interim financial statements under IND (AS), as applicable. IND (AS) is different in many respects from Indian GAAP under which our audited financial statements for statutory reporting purposes under the Companies Act have been prepared until Fiscal 2016. The preparation and presentation of our financial statements after listing may be not be comparable with, or may be substantially different from, the preparation and presentation of the Restated Financial Statements is being disclosed in this Prospectus.

Accordingly, the degree to which the Restated Financial Statements included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices, Indian GAAP, the Companies Act and SEBI ICDR Regulations. Any reliance by a reader not familiar with Indian accounting practices and applicable laws on the financial disclosures presented in this Prospectus should accordingly be limited. Further, our Restated Financial Statements included in this Prospectus may not form an accurate basis to consider the accounting policies and financial statements adopted by our Company for future periods, which may differ materially from our Restated Financial Statements. We urge you to consult your own advisors regarding differences between Indian GAAP and other accounting policies and the impact of such differences on our financial data, including the impact of our transition to, and adoption of IND (AS), for accounting periods commencing on or after April 1, 2016.

EXTERNAL RISKS

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

Global economic and political factors that are beyond our control, influence forecasts and directly affect performance. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, change in regulatory framework, inflation, deflation, foreign exchange fluctuations, consumer credit availability, consumer debt levels, unemployment trends, terrorist threats and activities, worldwide military and domestic disturbances and conflicts, and other matters that influence consumer confidence, spending and tourism.

40. The Government of India had recently implemented certain currency demonetization measures, which may affect the Indian economy and our business, results of operations, financial condition and prospects.

On November 8, 2016, the RBI and the Ministry of Finance of the GoI withdrew the legal tender status of ₹500 and ₹1,000 currency notes pursuant to notification dated November 8, 2016. The short-term impact of these developments has been, among other things, a decrease in liquidity of cash in India. There is uncertainty on the medium- and long-term impact of this action. The medium- and long-term effects of demonetization on the Indian economy and our business are uncertain and we cannot accurately predict its effect on our business, results of operations, financial condition and prospects.

41. 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 Regulations and Policies***" beginning on page 98 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.

42. 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.

43. Our 100% Revenue is derived from business in India and a decrease in economic growth in India could cause our business to suffer.

We derive 100% of our revenue from our operations in India, consequently, our performance and the quality and growth of our business are dependent on the health of the economy of India. However, the Indian economy may be adversely affected by factors such as adverse changes in liberalization policies, social disturbances, terrorist attacks and other acts of violence or war, natural calamities or interest rates changes, which may also affect the microfinance industry. Any such factor may contribute to a decrease in economic growth in India which could adversely impact our business and financial performance.

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

Prior to this Offer, there has been no public market for our Equity Shares. Our Company and the Lead Manager have appointed Shree Bahubhali Stock Broking Pvt. Ltd. as Designated Market maker for the equity shares of our Company. However, the trading price of our Equity Shares may fluctuate after this Offer due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India's fiscal regime, volatility in the Indian and global securities market, performance of our competitors, the Indian Capital Markets and Finance industry, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnership, joint ventures, or capital commitments.

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

The Offer Price of our Equity Shares is fixed. This price is based on numerous factors (For further information, please refer chapter titled "***Basis for offer Price***" beginning on page 66 of this Prospectus) and may not be indicative of the market price of our Equity Shares after the Offer. The market price of our Equity Shares could be subject to significant fluctuations after the Offer, and may decline below the Offer Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Offer Price. Among the factors that could affect our share price include without limitation. The following:

- Half yearly variations in the rate of growth of our financial indicators, such as earnings per share, net income and revenues;
- Changes in revenue or earnings estimates or publication of research reports by analysts;
- Speculation in the press or investment community;
- General market conditions; and
- Domestic and international economic, legal and regulatory factors unrelated to our performance.

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

Once listed, we would be subject to circuit breakers imposed by all stock exchanges in India, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on circuit breakers is set by the stock exchanges based on the historical volatility in the price and trading volume of the Equity Shares. The stock exchanges do not inform us of the percentage limit of the circuit breaker in effect from time to time, and may change it without our knowledge. This circuit breaker limits the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, no assurance may be given regarding your ability to sell your Equity Shares or the price at which you may be able to sell your Equity Shares at any particular time

47. Civil unrest, acts of violence including terrorism or war involving India and other countries could materially and adversely affect the financial markets and our business.

Any major hostilities involving India or other acts of violence, including civil unrest or similar events that are beyond our control, could have a material adverse effect on India's economy and our business. Terrorist attacks and other acts of violence may adversely affect the Indian stock markets, where our Equity Shares will trade, and the global equity markets generally.

48. The proposed adoption of IFRS could result in our financial condition and results of operations appearing materially different than under Indian GAAP.

Public companies in India, including us, may be required to prepare annual and interim financial statements under IFRS in accordance with the roadmap for the adoption of, and convergence with, IFRS announced by the Ministry of Corporate Affairs, GoI (MCA), through a press note dated January 22, 2010. The MCA through a press release dated February 25, 2011, announced that it will implement the converged accounting standards in a phased manner after various issues including tax-related issues are resolved. The MCA is expected to announce the date of implementation of the converged accounting standards at a later date. Our financial condition, results of operations, cash flows or changes in shareholders' equity may appear materially different under IFRS than under Indian GAAP. This may have a material adverse effect on the amount of income recognized during that period and in the corresponding period in the comparative fiscal year/period. In addition, in our transition to IFRS reporting, we may encounter difficulties in the ongoing process of implementing and enhancing our management information systems. Moreover, our transition may be hampered by increasing competition and increased costs for the relatively small number of IFRS-experienced accounting personnel available as more Indian companies begin to prepare IFRS financial statements.

49. Economic developments and volatility in securities markets in other countries may cause the price of the Equity Shares to decline.

The Indian economy and its securities markets are influenced by economic developments and volatility in securities markets in other countries. Investor's reactions to developments in one country may have adverse effects on the market price of securities of companies situated in other countries, including India. For instance, the recent financial crisis in the United States and European countries lead to a global financial and economic crisis that adversely affected the market prices in the securities markets around the world, including Indian securities markets. Negative economic developments, such as rising fiscal or trade deficits, or a default on national debt, in other emerging market countries may affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general. The Indian stock exchanges have experienced temporary exchange closures, broker defaults, settlement delays and strikes by brokerage firm employees. In addition, the governing bodies of the Indian stock exchanges have from time to time imposed restrictions on trading in certain securities, limitations on price movements and margin requirements. Furthermore, from time to time, disputes have occurred between listed companies and stock exchanges and other regulatory bodies, which in some cases may have had a negative effect on market sentiment.

50. 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/ 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. To ensure compliance with the requirements of the Companies Act, 2013, we may need to allocate additional resources, which may increase our regulatory compliance costs and divert management attention.

51. Political instability or a change in economic liberalization and deregulation policies could seriously harm business and economic conditions in India generally and our business in particular

The Government of India has traditionally exercised and continues to exercise influence over many aspects of the economy. Our business and the market price and liquidity of our Equity Shares may be affected by interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. The rate of economic liberalization could change, and specific laws and policies affecting the information technology sector, foreign investment and other matters affecting investment in our securities could change as well. Any significant change in such liberalization and deregulation policies could adversely affect business and economic conditions in India, generally, and our business, prospects, financial condition and results of operations, in particular

52. The nationalized goods and services tax (GST) regimes implemented by the Government of India have impact on our operations

The Government of India has from July 01, 2017 has implemented the Goods and Service Tax a comprehensive national goods and service tax (GST) regime that combines taxes and levies by the Central and State Governments into a unified rate structure. The GST imposed on Broking Services has been increased to 18% from the earlier Service Tax rate of 15%. Any further increase in GST or any other tax rates as may be applicable to us in future may adversely affect our business operations and financial growth.

53. Conditions in the Indian securities market may affect the price or liquidity of our Equity Shares

The Indian securities markets are smaller than securities markets in more developed economies and the regulation and monitoring of Indian securities markets and the activities of investors, brokers and other participants differ, in some cases significantly, from those in the more developed economies. Indian stock exchanges have in the past experienced substantial fluctuations in the prices of listed securities. Further, the Indian stock exchanges have experienced volatility in the recent times. The Indian stock exchanges have also experienced problems that have affected the market price and liquidity of the securities of Indian companies, such as temporary exchange closures, broker defaults, settlement delays and strikes by brokers. In addition, the governing bodies of the Indian stock exchanges have from time to time restricted securities from trading and limited price movements. A closure of, or trading stoppage on the SME Platform of BSE could adversely affect the trading price of the Equity Shares

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

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

55. Foreign investors are subject to foreign investment restrictions under Indian law that limits our ability to attract foreign investors, which may adversely impact the market price of the Equity Shares

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

56. Any downgrading of India's sovereign rating by an independent agency may harm our ability to raise financing

Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing may be available. This could have an adverse effect on our business and future financial performance, our ability to obtain financing for capital expenditures and the trading price of our Equity Shares.

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

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

Prominent Notes to Risk Factors

1. Offer for Sale of 10,08,000 equity shares of face value ₹10 each of East India Securities Limited for cash at a price of ₹920 per Equity Share (the "***Offer Price***"), including a share premium of ₹910 per equity share aggregating up to ₹9,273.60 Lakhs.

2. The Net Asset Value per Equity Share of our Company as per the Restated Financial Information as of March 31, 2017 and December 31, 2017 is ₹712.06 and ₹789.14 per share respectively. For further details, please refer to section titled "Financial Information" beginning on page 141 of this Prospectus.

3. The Net Worth of our Company as per the Restated Financial Information as of March 31, 2017 and December 31, 2017 is ₹26,111.27 lakhs and ₹28,937.80 lakhs respectively. For further details, please refer to the section titled "Financial Information" beginning on page 141 of this Prospectus.

4. The average cost of acquisition per Equity Share of our Promoters is set out below:

Name of the Promoters	No. of Equity Share held	Average price per Equity Share (₹)
Mr. Lakshmendra Kr. Agarwal	15,66,900	10.27
Mr. Vivek Agarwal	14,72,100	10.00

For further details, please refer to section titled "Capital Structure" beginning on page 50 of this Prospectus.

5. There has been no change of name of our Company at any time during the last three (3) years immediately preceding the date of filing Prospectus.

6. There has been no financing arrangement whereby our Directors, or any of their respective relatives have financed the purchase by any other person of securities of our Company other than in the ordinary course of the business of the financing entity during the six (6) months preceding the date of this Prospectus.

7. For details regarding the related party transactions and business interest, please refer to section titled "Financial Information – "Related Party Transactions" beginning on page 139 of this Prospectus.

8. The details of transactions of our Company with related parties, nature of transactions and the cumulative value of transactions please refer to section titled "Related Party Transactions" beginning on page 139 of this Prospectus.

9. Except as stated under the section titled "Capital Structure" beginning on page 50 of this Prospectus, our Company has not issued any Equity Shares for consideration other than cash.

10. For information on changes in the Company's name and Objects Clause of the Memorandum of Association of our Company, please refer to the section titled "History and Certain Corporate Matters" beginning on page 108 of this Prospectus.

11. Except as disclosed in the sections titled "Capital Structure", "Our Promoters and Promoter Group", "Group

Entities of our Company" and "Our Management" beginning on pages 50, page 126 , page 129 and page 114 respectively of this Prospectus, none of our Promoters, Directors or Key Managerial Personnel has any interest in our Company.

SECTION III: INTRODUCTION

SUMMARY OF INDUSTRY

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

Introduction

Global Economic Outlook

Global Economic activity picked up modestly towards the end of 2016-17. This was backed by cyclical recovery in investments, manufacturing and trade following a lackluster out-turn in the beginning of the financial year. Although the growth momentum in India slowed down slightly during the year partly due to external shocks and partly due to temporary repercussions resulting from a series of reforms, the GDP growth rate remained robust compared to other emerging nations. During 2016-17 India initiated a series of structural reforms with a view to achieving medium and long run gains. In its 2017 'Article IV Consultation,' the International Monetary Fund (IMF) highlighted the continued progress in reforms that brightens India's medium-term prospects.

Indian securities markets performed well amid external headwinds as indicated by soaring indices, expansion of market capitalization of the exchanges and assets under management in the mutual funds industry. Despite a setback in the third quarter of 2016-17, foreign portfolio investments for the year increased compared to the previous year. Primary market issues also increased both in number as well as in terms of the amount mobilized. On the other hand, new policy measures have been initiated to develop the commodity derivatives market.

REVIEW OF THE GENERAL ECONOMIC ENVIRONMENT AND INVESTMENT CLIMATE

I. GLOBAL ECONOMY: RECENT DEVELOPMENTS

Following a lackluster out-turn, economic activity picked up towards the end of 2016-17 especially in emerging markets and developing economies supported by a recovery in investments, manufacturing and trade. The World Economic Outlook (WEO) published by the International Monetary Fund (IMF) in April 2017 has upgraded expected world growth from 3.1 per cent in 2016 to 3.5 per cent in 2017 and 3.6 per cent in 2018. The tailwind is coming from stronger economic activities, expectations of more robust global demand, amicable inflationary conditions and optimistic financial markets. However, structural impediments to a stronger recovery appear as headwinds over the medium term.

Advanced economies are tending towards protectionism to deal with persistent structural problems such as low productivity growth and high income inequalities. This tendency might affect global economic integration between advanced economies and emerging markets and developing economies. As per WEO's forecasts, growth in advanced economies may go up from 1.7 per cent in 2016 to 2.0 per cent in 2017 and 2018. The outlook for the United States has brightened as a result of proposed fiscal policy easing by the newly elected government. Great Britain, on the other hand, recorded faster recovery fueled by increased spending after it decided to leave the European Union in June 2016. Backed by strong net exports the Japanese economy too has expanded. Meanwhile, recovery also continues in the Euro-zone supported by domestic demand, falling unemployment and recovery in peripheral economies. Nevertheless, the current high sovereign debt levels and weak banking sectors in some economies may thwart recovery.

Table 1.1: **The world economy – Recent trends in growth (per cent change)**

Region / Country	2016	2015
World output	**3.1**	**3.4**
Advanced economies	**1.7**	**2.1**
United States	1.6	2.6
Euro-area	1.7	2
Germany	1.8	1.5
France	1.2	1.3
Italy	0.9	0.8
Spain	3.2	3.2
Japan	1	1.2
United Kingdom	1.8	2.2
Canada	1.4	0.9
Emerging markets and developing economies	**4.1**	**4.2**
Brazil	–3.6	-3.8
Russia	–0.2	-2.8
India[1]	6.8	7.9
China	6.7	6.9
South Africa	0.3	1.3

Note: [1] For India, data and forecasts are presented on a fiscal year basis and GDP from 2011 onward is based on GDP at market prices with FY2011-12 as the base year.

Source: IMF, *World Economic Outlook*.

The economic performance of emerging markets and developing economies has been somewhat mixed with a number of countries expanding faster than expected, while a few are experiencing a slowdown. WEO predicts that growth rates in emerging and developing nations will improve from 4.1 per cent in 2016 to 4.5 per cent in 2017 and to 4.8 per cent in 2018. Growth in the two largest emerging market economies, India and China, has remained strong. However, growth in China is expected to decelerate from 6.7 per cent in 2016 to 6.6 per cent in 2017 and 6.5 per cent in 2018. In India, the impact of demonetization has ebbed and as per WEO, India is expected to grow at 7.2 per cent in 2017 and 7.7 per cent in 2018; this is substantially higher than the 6.8 per cent growth recorded in 2016.

Commodity prices showed an uptrend during 2016-17. As a result, headline inflation has been picking up in advanced economies, although core inflation has remained subdued. A number of emerging markets and developing economies also witnessed spiraling of headline inflation due to higher commodity prices. Looking ahead, downside risks remain heightened due to a number of factors. Firstly, protectionist policies being pursued in the US may work as a major impediment to global growth by hampering cross-border trade and capital flows. Secondly, a hike in interest rates by the Federal Reserve in the United States might further tighten international currency markets and may result in sharp Dollar appreciation, which may have adverse repercussions on importing nations. Thirdly, high leverage and economic rebalancing in the second largest economy in the world, China remains a risk for global markets. Fourthly, geopolitical issues such as increasing tension between the US and North Korea could also destabilize markets across the world.

II. THE INDIAN ECONOMY: RECENT DEVELOPMENTS

The Indian economy recorded robust expansion during 2016-17 albeit at a slightly slower pace as compared to the previous year. The strong growth was backed by private and government consumption. However, this was offset by slowing fixed investments, subdued industrial activity and sluggish exports. Lower energy costs, revision of public sector salaries and pensions and a favorable monsoon boosted urban and rural incomes which resulted in increased

consumption. Economic activity also benefitted from foreign investments and increase in public infrastructure spending. With foreign exchange reserves at around US$ 370 billion at the end of 2016-17 external vulnerabilities are in check.

The Government of India has initiated a number of reforms that are going to benefit the economy in the medium and long run. With a view to curbing black money and tax evasion, and to deal a body blow to terrorist activities and counterfeiting, the Indian government undertook 'demonetization'[1] of large-denomination currency notes. In other major policy initiatives, a constitutional amendment was done to pave the way for the Goods and Services Tax (GST) to create a common Indian market, improving tax compliance and boosting investments. The Insolvency and Bankruptcy Code, 2016 was passed by Parliament which will help in cleaning up bank balance sheets. Besides, the government has opened up defense, civil aviation and the single-brand retail and pharmaceutical sectors to more foreign direct investments.

Considering the inflationary trend consumer price index (CPI) inflation is expected to be below 5 per cent during 2017-18. In 2016-17 CPI inflation was 4.5 per cent, which is below the Reserve Bank of India's (RBI's) target of 5 per cent. The *Economic Survey 2016-17* forecast that India may record real GDP growth in the 6.8 to 7.5 per cent range in 2017-18. Fitch Ratings in its recent update has maintained a stable outlook for India, supported by a strong medium-term growth outlook.

A. GROWTH

The Indian economy is estimated to have grown by 7.1 per cent during 2016-17 on top of a growth of 8.0 per cent in 2015-16 (Figure 1.1). Gross value added (GVA) at basic prices grew at 6.6 per cent during 2016-17 against 7.9 per cent in 2015-16 (Table 1.2). The gross national income (GNI) at constant prices rose by 7.0 per cent in 2016-17 compared to 8.0 per cent growth during 2015-16. Slowing down of the industrial and services sectors accounted for deceleration of growth during the year. The primary sector on the other hand recorded faster expansion.

Table 1.2: National income (at 2011-12 prices)

Item	2014-15	2015-16	2016-17 (Provisional Estimates)	*Percentage change over previous year*	
				2015-16	*2016-17*
1	***2***	***3***	***4***	***5***	***6***
A. Estimates at the Aggregate Level					
I. National Product					
1.1 Gross National Income (GNI)	1,04,12,280	1,12,46,305	1,20,34,713	*8.0*	*7.0*
1.2 Net National Income (NNI)	92,31,556	99,82,112	1,06,86,776	*8.1*	*7.1*
II. Domestic Product					
2.1 Gross Value Added (GVA) at basic prices	97,19,023	1,04,90,514	1,11,85,440	*7.9*	*6.6*
2.2 Gross Domestic Product (GDP)	1,05,36,984	1,13,81,002	1,21,89,854	*8.0*	*7.1*
2.3 Net Domestic Product (NDP)	93,56,260	1,01,16,809	1,08,41,917	*8.1*	*7.2*
B. Estimate at Per Capita Level					
1. Population (million)	1,267	1,283	1,299	*1.3*	*1.2*
2. Per Capita Net National Income (NNI) (`)	72,862	77,803	82,269	*6.8*	*5.7*
3. Per Capita Gross Domestic Product (GDP) (`)	83,165	88,706	93,840	*6.7*	*5.8*

Table 1.3: Advance estimates of GDP at basic price by economic activity (at 2011-12 prices)

	Industry	2014-15	2015-16	2016-17 (Provisional Estimate)	*Percentage change over previous year*	
					2015-16	*2016-17*
1	**Agriculture, Forestry & Fishing**	**16,06,140**	**16,17,208**	**16,96,175**	***0.7***	***4.9***
2	Mining and Quarrying	2,93,821	3,24,740	3,30,485	*10.5*	*1.8*
3	Manufacturing	16,89,504	18,72,115	20,19,927	*10.8*	*7.9*
4	Electricity, Gas and Water Supply & other utility services	2,13,744	2,24,447	2,40,590	*5.0*	*7.2*
	Industry (2+3+4)	**21,97,069**	**24,21,302**	**25,91,002**	***10.2***	***7.0***
5	Construction	8,38,203	8,79,782	8,94,668	*5.0*	*1.7*
6	Trade, Hotels, Transport and Communication and services related to broadcasting	18,00,919	19,89,161	21,43,956	*10.5*	*7.8*
7	Financing, Real Estate and Professional Services	20,75,549	22,98,798	24,29,638	*10.8*	*5.7*
8	Public Administration, Defence and other services	12,01,143	12,84,263	14,30,002	*6.9*	*11.3*
	Services (5+6+7+8)	**59,15,814**	**64,52,004**	**68,98,264**	***9.1***	***6.9***
9	**GVA at Basic Price**	**97,19,023**	**1,04,90,514**	**1,11,85,440**	***7.9***	***6.6***
10	Net Taxes on Products including import duties	8,17,961	8,90,488	10,04,414	*8.9*	*12.8*
	GDP at Basic Price (9+10)	**1,05,36,984**	**1,13,81,002**	**1,21,89,854**	***8.0***	***7.1***

B. AGRICULTURE

As per the Central Statistics Office's (CSO's) second advanced estimates, GVA at constant prices of the 'agriculture, forestry and fishing' sector grew by 4.9 per cent during 2016-17 against a 0.7 per cent growth during the previous year.

C. INDUSTRY

Growth of the industrial sector decelerated in 2016-17 from the previous year mainly due to a slowdown in mining and quarrying activities (GVA growth rate fell from 10.5 per cent in 2015-16 to 1.8 per cent in 2016-17), coupled with a weakening of manufacturing activity (GVA growth rate fell from 10.8 per cent in 2015-16 to 7.9 per cent in 2016-17). The government revised the base year for the Index of Industrial Production (IIP) to 2011-12 from 2004-05. As per the new series, IIP during 2016-17 (5.0 per cent) showed a pickup in the industrial activities compared to 2015-16 (3.4 per cent) (Table 1.4). During 2016-17, the IIP of mining registered growth of 5.3 per cent and IIP of manufacturing registered a growth rate of 4.9 per cent. On the other hand, positive impetus came from electricity, gas and water supply & other utility services as the sector witnessed mild improvement in its GVA growth rate, which rose from 5.0 per cent in 2015-16 to 7.2 per cent in 2016-17.

Table 1.4: Index of Industrial Production (Base: 2011-12=100)

Month	Mining		Manufacturing		Electricity		General	
	143.73		776.33		79.94		1000	
	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17
Average								
April-March	97.3	102.5	116.2	121.9	133.8	141.6	114.9	120.7
Growth over the corresponding period in the previous year								
March*	4.7	9.7	5.0	1.2	11.9	6.2	5.5	2.7
April-March	4.3	5.3	3.0	4.9	5.7	5.8	3.4	5.0

Note: * Indices for March 2017 are Quick Estimates. Source: MoSPI

D. SERVICES

The services sector is a major contributor to India's GDP. This sector accounted for 61.7 per cent of the GVA in 2016-17. Growth in GVA in the services sector decelerated to 6.9 per cent in 2016-17 from 9.1 per cent in the previous year. The slowdown was mainly caused by softening of activities in the trade, hotels, transport and communication and services related to broadcasting as well as financing, real estate and professional services sectors. On the other hand, construction and public administration, defense and other services witnessed expansion during the year as compared to the previous year.

E. BALANCE OF PAYMENTS

India's trade deficit narrowed to US$ 82.8 billion in April-December 2016 from US$ 105.3 billion during the same period in 2015-16. Aided by a contraction in the trade deficit, the current account deficit (CAD) on a cumulative basis narrowed to 0.7 per cent of GDP in 2016 (April-December) from 1.4 per cent in the corresponding period of 2015-16. Net FDI inflows during April-December 2015 rose sharply by 12.3 per cent over those in the corresponding period in the previous year. However, nationalistic and protectionist policies adopted by the new US government may diminish export revenue from the United States which may be a cause for concern in the medium and long term. Foreign portfolio investments, however, witnessed a net outflow of US$ 3.2 billion during April-December 2016 as compared to US$ 3.7 billion outflow a year ago. During April-December 2016, the level of foreign exchange reserves (on a BoP basis) went up by US$ 14.2 billion. IMF, in its *Staff Report for the 2017 Article IV Consultation*, observed that on a positive side India's external vulnerability were in check and the current account deficit was expected to remain contained. Forex reserves were also robust which covers around 8 months of imports. On a downside, weak external demand continues to constrain India's exports.

F. FISCAL DEFICIT

The Government of India has placed added emphasis on bringing down the fiscal deficit to 3.0 per cent of GDP by 2018-19. In the backdrop of higher public expenditure and subdued private investments, the government is following the principle of gradual adjustments for improving the fiscal condition. The Union Budget 2017-18 declared that in 2016-17 the fiscal deficit was 3.5 per cent of GDP (Revised Estimates). As per Budget Estimates, fiscal deficit for 2017-18 is 3.2 per cent of GDP, that is, ` 5,46,531 crore. Revenue deficit, which needs to be contained at 2.0 per cent under the existing Fiscal Responsibility and Budget Management (FRBM) Act's provisions, was estimated at 1.9 per cent of GDP, that is, ` 3,21,163 crore (Budget Estimates) in 2017-18 against 2.1 per cent of GDP in 2016-17 (Revised Estimates).

G. EXCHANGE RATE

Volatility in the USD-INR exchange rate remained contained during the first half of 2016-17. However, there was an uptick in volatility during the second half owing to various factors. The Indian Rupee depreciated sharply vis-à-vis the US Dollar during November 8-28, 2016 in the aftermath of the US presidential election results. However, since end of January 2017, there has been a steady appreciation of the Rupee, mainly due to strong capital inflows which include portfolio inflows into equities as well as into debt markets in February and March 2017. During 2016-17, the Indian Rupee touched a low of 68.7 (November 28, 2016) against the US Dollar and a high of 62.2 (April 04, 2016) against the US Dollar. The Indian Rupee closed at 64.8 against the US Dollar on March 31, 2017. During the year, forex reserves increased considerably by about US$ 9.8 billion from US$ 359.8 billion as of April 01, 2016 to US$ 369.9 billion as on March 31, 2017.

Source : SEBI Annual Report 2016-17

SUMMARY OF OUR BUSINESS

*The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Prospectus, including the information contained in **"Risk Factors"**, **"Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Financial Information of the Company"** beginning on page 13, 171 and 141, respectively, of this Prospectus. The financial figures used in this section, unless otherwise stated, have been derived from our Company's restated audited financial statements. Further, all references to "EISL", 'our Company' and 'the Company' and the terms 'we', 'us' and 'our', are to "East India Securities Limited".*

OVERVIEW

Our Company was incorporated as "East India Securities Private Limited" with the Registrar of Companies, West Bengal, on June 08, 1995, as a Private Limited Company. Subsequently, upon conversion to a Public Limited Company, "East India Securities Limited", a fresh Certificate of Incorporation was issued by the Registrar of Companies, West Bengal, on August 13, 1999.

Our Company is currently engaged in the business of Broking (Equity and Equity Derivatives, Currency and Commodity Derivatives). We are one of the largest Clearing Member for Equity Derivatives in NSE, and Currency Derivatives in NSE/MCX/USE in Eastern India. We also provide services as a Depository Participant (NSDL/CDSL); Distributor (Mutual Funds, Primary Issuer of Equity and Fixed Income Securities); and play an Advisory role in Corporate Financing and Risk Management. We are a member of the: Capital Market segment of NSE of India since 1995; Equity Derivates segment of NSE since 2000; Currency Derivates segment of NSE since 2008; Capital Market segment of BSE since 2005; Equity Derivatives segment of BSE since 2006.

We have the distinction of executing the first ever Exchange Traded Index Option contract in India on June 4, 2001, when NSE had launched its Nifty options segment. Subsequently, on November 9, 2001, we became the first company to trade Future Contract on individual stock futures on NSE. We also have the distinction of executing the first Currency Future contracts and Currency Options contract on NSE at launch.

Our Company also has the membership of NSDL since 1997, and CDSL since 2000. We were one of the pioneering Depository Participants of NSDL and helped usher in the revolutionary concept of the paperless settlement of securities transactions in India. With over 81 active CM Pool Accounts, and over 1097 active corporate clients, we handle over 1,000 instructions per day. We received permanent registration from SEBI as Participant of the NSDL and CDSL depositories in the year 2015.

To expand our business operations, and with a particular focus on trading and broking for Institutional and High Networth clients, our branch office in Mumbai has a dedicated Institutional Equities desk with Research, Dealing and Sales teams in place, each headed by professionals with over 14 years of experience in capital markets, providing quality research inputs and ideas on market and stock related developments. Our clients include Public/Private Banks, Insurance companies, Domestic Mutual Funds, AIFs and FPIs.

EISL's Debt desk is headed by professionals with over 15 years of experience in Fixed Income Vertical, and we are a member of the Wholesale Debt Market (WDM) segment of the NSE and BSE, catering to Banks, Financial Institutions, Mutual Funds, Insurance companies, Retirement trusts, Corporates, HNI and Retail clients. We are one of the few brokers who has successfully participated in the auction of debt investment limits for FPIs.

Our Company has ventured into Corporate Financing Vertical covering: Debt raising, Credit Rating Advisory, Factoring services, Promoter funding and Structured Products. We help clients cut their cost of funding, and price and manage their risks.

EISL is one of the largest market maker for ETFs in India and formally recognized by the NSE. Our robust technology platform enables us to provide efficient market making for various securities. We are able to provide/absorb large ETF flows of up to 25 Crores. We work closely with Mutual Funds like Reliance, UTI, HDFC, ICICI Prudential, IDFC, Invesco, LIC Nomura, DSP Blackrock as their authorized market maker for their suite of ETFs.

EISL has a strong presence in the IRF segment with ~9% of the overall market share across all exchanges put together, and ~30—35% market share on the Institutional side. We are present in all three exchanges and are DMA enabled brokers for NSE and BSE. We currently deal with large Institutional investors and undertake research covering Daily/Weekly/Monthly analysis highlighting important parameters like Volume, Open Interest, Implied Cost of carrying, etc. in our efforts to keep our clients constantly updated on all aspects of the IRF market and to disseminate timely information.

We are also engaged in the business of Mutual Fund Advisor/Distributor and are a member of AMFI. Our Company is

engaged in making proprietary investments in various tradable securities. We invest in both securities and derivatives with sufficient liquidity. Our investment strategies are mainly focused on earning arbitrage gain based on analysis and investment rationale.

Our Promoters, Mr. Lakshmendra Kumar Agarwal and Mr. Vivek Agarwal, are responsible for the growth of our Company in the past. With their experience and knowledge of the intricacies of the Indian Stock Market, and their support and guidance, we were able to grow our turnover by leaps and bounds. Our Promoters' unique ideas and innovative solutions to the various operational problems, along with a hardworking team are the main strengths of our Company.

For the Fiscal year ended on March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013 our total revenue stood at ₹4450.43 Lakhs, ₹3348.77 Lakhs, ₹4012.89 Lakhs, ₹3713.38 Lakhs, & ₹3601.58 respectively. Further, our PAT for the Fiscal year ended on March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013 were ₹2773.71 Lakhs, ₹1585.88 Lakhs, ₹1497.68 Lakhs & ₹1587.91 Lakhs, and ₹1198.18 Lakhs respectively.

CERTIFICATIONS & RECOGNITIONS RECEIVED BY OUR COMPANY

Some of the prominent certifications and recognitions received by our Company are the following:

- Our company has received NSDL Star Performer award- 2nd Position in category of top performer in Active Accounts (BIG DPs) in the year 2014
- Our company has received NSDL Star Performer award- 1st Position in category of top performer in Active Accounts (BIG DPs) in the year 2015
- Our company has been accredited with the certificate for being among the top performing members for the year 2014 by National Stock Exchange of India Limited.
- Our company has been accredited with the certificate for being among the top performing members for the year 2015-16 in Equity ETF by National Stock Exchange of India Limited.
- Our company has been accredited with the certificate for being among the top performing members for the year 2015-16 in Equity Derivatives by National Stock Exchange of India Limited.

OUR BUSINESS STRENGTHS

1. Experienced Promoters and management team.

Our promoters, Mr. Lakshmendra Kumar Agarwal and Mr. Vivek Agarwal, with their knowledge and experience are well-assisted by our Key Managerial Persons who have helped us retain entrenched relations with existing customers and also helped us engage new customers. We believe that our experience, knowledge and human resources will enable us to drive the business in a successful and profitable manner.

2. Diversified yet integrated a mix of business.

Our Company is engaged in the business of Share-broking and trading services in Equity, Future & Options and Currency Derivatives segments and has membership in the cash, future and options and currency derivatives segments of both BSE and NSE, Depository Participant services with CDSL and is also providing Mutual fund investment services to clients. Apart from the above we have also entered into proprietary trading (own account trading) activities also. With our wide range of services, our company is able to cater to the demands of all our customers under one roof.

3. Long-term relationship with the clients.

Our Company believes in maintaining long-term relationships with our clients. Our dedicated focus on client coverage and our ability to provide timely solutions and faster resolution of customer complaints, if any, has helped us to establish long-term relationships with Institutional and High Networth clients. This key strength has helped us

to receive repeat business from our clients. We also believe that because of our timely trade execution, competitive pricing and customer service, we enjoy the goodwill of our customers.

4. Strong Risk Management System.

We have deployed resources in terms of technology, people and processes to manage our risk management function. We have established general risk management procedures for trading activities, including instruments, strategies, position and trading limits for trading desks, business units and/or individual traders, periodic stress testing and cashflow. We periodically review and modify such procedures, as necessary or appropriate. These procedures cover our internal control system, customer margin requirement and risk management of relationship managers.

OUR BUSINESS STRATEGIES

1. Entering into new geographies.

We are currently located in Kolkata and Mumbai. Going forward, we plan to establish our presence in the western and central region and intend to set up branch offices in major cities. Our emphasis is on expanding the scale of our operations as well as growing our network across India, which we believe will provide attractive opportunities to grow our client base and revenues.

2. Continue to develop client relationships.

We plan to grow our business primarily by growing the number of client relationships, as we believe that increase in client relationships will add stability to our business. We seek to build on existing relationships and also focus on bringing more clients into our portfolio. Our Company believes that business is a by-product of relationships. Our Company believes that a long-term client relationship with large clients fetches better dividends. Long-term relations are built on trust and continually meeting the requirements of the customers.

3. Attract and retain talented employees.

Employees are essential for the success of every organization. We intend to continue our focus on providing healthy and comfortable work climate for our employees and provide various programs and benefits for their personal well-being and career development. We intend to strive to further reduce the employee attrition rate and retain more of our employees to facilitate our future expansion by providing them with better and healthier working environment.

4. Competitive Pricing.

To remain aggressive and capitalize on a good market share, we believe in offering competitive prices to our customers. This helps us to sustain the competition and claim a position of strength in the marketplace.

5. Optimize operational efficiencies.

Since the beginning, the thrust of our Company has been in pursuing the most economical model in every aspect of manpower and installations to enable us to achieve operational efficiency. We shall continue to invest in technology and related platforms to increase our operational efficiency. We believe that investment in technology/automation tools can improve staff productivity, enabling our people to handle more transactions/challenges and improve quality of services.

For further details, please refer to section titled "Our Business" beginning on page 90 of this Prospectus.

SUMMARY OF FINANCIAL INFORMATION

The following tables set forth the Restated Financial Statements as at and for the period ended December 31, 2017, March 31, 2017, 2016, 2015, 2014, and 2013 and are presented under section titled "Financial Statements" beginning on page 141 of this Prospectus. The summary financial statements presented below should be read in conjunction with the Restated Financial Statements, the notes and annexures thereto and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on page 171 of this Prospectus.

ANNEXURE - I

RESTATED STATEMENT OF ASSETS AND LIABILITIES

(Amt in ₹)

Particulars	**As at**					
	31/12/2017	**31/03/2017**	**31/03/2016**	**31/03/2015**	**31/03/2014**	**31/03/2013**
I. EQUITY AND LIABILITIES						
Shareholder's Funds						
Share Capital	36670000	36670000	36670000	36670000	36670000	36670000
Reserves and Surplus (excluding Revaluation Reserves, if any)	2857109961	2574457037	2284255325	2125667015	1976104942	1817313562
Money received against share warrants	0	0	0	0	0	0
Share Application Money Pending Allotment	0	0	0	0	0	0
Non Current Liabilities						
Long-term Borrowings	0	0	0	0	0	0
Deferred tax liabilities (Net)	0	0	0	0	373477	505767
Other Long Term Liabilities	0	0	0	0	0	0
Long-term Provisions	0	0	0	0	0	0
Current Liabilities						
Short-term Borrowings	0	0	0	0	0	0
Trade Payables	120848306	211890469	428834812	544748548	605248355	614158120
Other Current Liabilities	9594456	14923825	16008162	60848086	19423160	63493938
Short-term Provisions	0	0	0	0	0	0
Total	**3024222723**	**2837941331**	**2765768299**	**2767933649**	**2637819935**	**2532141387**
II. ASSETS						
Non Current Assets						
Fixed assets						
(i) Tangible Assets	5371376	3807718	2971348	3804662	5105976	5938220
(ii) Intangible Assets	0	0	0	0	0	0
(iii) Capital Work-In-Progress	0	0	0	0	0	0
(iv) Intangible Assets Under Development	0	0	0	0	0	0
Other Non Current Assets	678843543	617633977	607560657	453452048	109459290	59493285
Deferred Tax Assets (Net)	64598	25548	115506	46141	0	0

Long-term Loans and Advances	23284793	24807879	25951879	30912599	37216879	36825481
Current Assets						
Current Investments	0	0	0	0	0	0
Inventories	561230567	614299353	1038361488	1129468898	1374769699	1107669872
Trade Receivables	784092871	228028728	159797354	131863005	138465759	35064635
Cash and Cash Equivalents	966278592	1322970770	915628864	984478941	909830475	1249642879
Short-term Loans and Advances	3275804	7501210	443541	1345474	21260544	18551573
Other Current Assets	1780579	18866147	14937662	32561880	41711313	18955442
Total	**3024222723**	**2837941331**	**2765768299**	**2767933649**	**2637819935**	**2532141387**

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

ANNEXURE - II

RESTATED STATEMENT OF PROFIT AND LOSS

(Amt in ₹)

Particulars		**For the period ended on**	**For the Year ended**				
		31/12/2017	**31/03/2017**	**31/03/2016**	**31/03/2015**	**31/03/2014**	**31/03/2013**
Revenue from Operations		262,976,686	373,654,850	331,271,503	401,363,001	326,385,022	356,863,584
Other income		147,847,870	71,387,864	3,605,697	(73,774)	44,953,076	3,294,990
Total Revenue	**A**	**410,824,556**	**445,042,714**	**334,877,201**	**401,289,227**	**371,338,097**	**360,158,574**
Expenses:							
Purchase of Stock in Trade		-	-	-	-	-	-
Employee Benefits Expense		24,211,911	38,804,572	29,529,477	31,177,949	32,648,162	31,825,057
Administrative and other Expenses		41,559,930	64,286,181	87,071,225	159,026,872	126,251,519	156,892,235
Finance Costs		-	-	-	-	-	-
Depreciation And Amortization Expense		1,200,993	1,322,150	1,115,052	2,164,627	2,144,022	2,413,385
Changes in inventory of Stock in Trade		-	-	-	-	-	-
Total Expenses	**B**	**66,972,834**	**104,412,903**	**117,715,754**	**192,369,448**	**161,043,703**	**191,130,677**
Profit before exceptional and extraordinary items and tax (A-B)	**C**	343,851,722	340,629,811	217,161,446	208,919,779	210,294,395	169,027,897
Exceptional/Prior Period item		-	-	-	-	-	-
Profit before extraordinary items and tax		343,851,722	340,629,811	217,161,446	208,919,779	210,294,395	169,027,897
Extraordinary item			-	-	-	-	-
Profit Before Tax		343,851,722	340,629,811	217,161,446	208,919,779	210,294,395	169,027,897
Provision for Tax							

- Current Tax		61,237,848	63,058,569	58,642,501	59,571,619	51,571,392	49,198,271
- Deferred Tax Liability / (Asset)	D	(39,049)	89,958	(69,365)	(419,619)	(132,290)	11,751
MAT Credit Entitlement		-	-	-	-	-	-
Short/(Excess) Tax adjustment of prior years		-	-	-	-	-	-
Income tax Paid for Previous Years		-	109,572	-	-	63,912	-
FBT Adjustment earlier Year		-	-	-	-	-	-
- Minority Interest							
Restated profit after tax for the period from continuing operations		**282,652,924**	**277,371,712**	**158,588,310**	**149,767,779**	**158,791,381**	**119,817,876**
Profit/ (Loss) from Discontinuing operation		-	-	-	-	-	-
Tax expenses of discontinuing operations		-	-	-	-	-	-
Restated profit for the period		**282,652,924**	**277,371,712**	**158,588,310**	**149,767,779**	**158,791,381**	**119,817,876**

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

ANNEXURE - III						
RESTATED CASH FLOW STATEMENT						
						(Amt in ₹)
	As At					
	(Amount in ₹)	(Amount in ₹)	(Amount in ₹)	(Amount in ₹)	(Amount in ₹)	(Amount in ₹)
Particulars	**31/12/2017**	**31/03/2017**	**31/03/2016**	**31/03/2015**	**31/03/2014**	**31/03/2013**
CASH FLOW FROM OPERATING ACTIVITIES						
Profit before Tax	**343,851,722.34**	**340,629,811.37**	**217,161,446.38**	**208,919,778.90**	**210,294,394.75**	**169,027,897.36**
Adjustments for:						
Depreciation/amortization	1,200,993.00	1,322,150.00	1,115,052.00	1,976,393.10	2,144,022.09	2,413,384.95
Interest on Fixed Deposits and Others	(94,002,661.30)	(105,647,218.50)	(178,342,983.24)	(89,327,449.32)	(115,382,554.36)	(112,111,609.96)
Interest on Debentures	-	(555,805.00)				
Tax Free Interest	(73,702.28)	(747,726.00)	(685,874.00)			
Gain on Sale of Investment	(147,711,526.75)	(71,361,164.28)	(3,064,356.35)	312,155.00	(29,164,905.24)	(90,989.80)
Dividend Income	(56,836,798.85)	(86,794,409.54)	(47,488,485.97)	(35,482,760.11)	(43,255,935.93)	(17,382,826.48)
Operating Profit before Working Capital Changes	**46,428,026.16**	**76,845,638.05**	**(11,305,201.18)**	**86,398,117.57**	**24,635,021.31**	**41,855,856.07**
Movements in working capital:						
Increase/(Decrease) in Trade Payables	(91,042,163.27)	(216,944,343.14)	(115,913,735.90)	(60,499,807.08)	(8,909,764.85)	96,017,394.95

Increase/(Decrease) in Other Current Liabilities	(5,329,368.32)	(1,084,337.26)	(44,839,923.72)	41,424,925.45	(44,070,778.06)	(140,231,310.15)
(Increase)/Decrease in Other Current Assets	449,280.31	(9,467,996.88)		18,465,895.50	(12,363,178.89)	248,700.00
(Increase)/Decrease in Long Term Loans & Advances	1,523,085.95	1,144,000.00	4,960,719.56	6,304,280.44	(391,398.74)	(7,884,365.26)
(Increase)/Decrease in Short Term Loans & Advances	3,775,962.82	(6,657,406.16)	901,933.66	19,915,069.86	(2,708,971.23)	(8,066,023.94)
(Increase)/Decrease in Inventories	53,068,786.12	424,062,134.50	91,107,410.66	245,300,800.28	(189,981,076.67)	241,054,433.40
(Increase)/Decrease in Trade Receivables	(556,064,142.67)	(68,231,374.41)	(27,934,348.95)	6,602,753.70	(103,401,123.69)	12,567,809.26
Cash Generated from Opertaions	**(547,190,532.90)**	**199,666,314.70**	**(103,023,145.87)**	**363,912,035.72**	**(337,191,270.82)**	**235,562,494.33**
Income Tax Paid	(41,691,700.04)	(51,167,846.37)	(59,821,753.92)	(60,678,507.63)	(51,635,304.17)	(50,089,604.67)
Net Cash Generated from/(Used in) Operating Activities	**(588,882,232.94)**	**148,498,468.33**	**(162,844,899.79)**	**303,233,528.09**	**(388,826,574.99)**	**185,472,889.66**
CASH FLOW FROM INVESTING ACTIVITIES						
Purchase of Fixed Assets	(2,764,651.00)	(2,158,520.10)	(281,739.00)	(880,785.00)	(1,311,778.30)	(2,499,135.01)
Sale of Investment	175,685,301.51	111,287,844.00	65,217,317.03	641,600.00	79,198,900.00	117,820.40
Purchase of Investment	(89,183,341.35)	(50,000,000.00)	(216,261,569.70)	(114,946,512.05)	(100,000,000.00)	
Interest on Debentures	-	555,805.00				
Tax Free Interest	73,702.28	747,726.00	685,874.00			
Dividend Income	56,836,798.85	86,794,409.54	47,488,485.97	35,482,760.11	43,255,935.93	17,382,826.48
Interest on Fixed Deposits and Others	91,542,244.82	111,616,173.07	197,146,454.43	81,117,875.22	104,989,862.44	108,226,874.76
Net Cash Generated from/(Used in) Investing Activities	**232,190,055.11**	**258,843,437.51**	**93,994,822.73**	**1,414,938.28**	**126,132,920.07**	**123,228,386.63**
CASH FLOW FROM FINANCING ACTIVITIES		NIL				
Net Change in Cash and Cash Equivalent	**(356,692,177.83)**	**407,341,905.84**	**(68,850,077.06)**	**304,648,466.37**	**(262,693,654.92)**	**308,701,276.29**
Cash and Cash Equivalent- Opening Balance	1,322,970,769.75	915,628,863.91	984,478,940.97	909,830,474.60	1,463,778,295.85	1,155,077,019.56
Cash and Cash Equivalent- Closing Balance	966,278,591.92	1,322,970,769.75	915,628,863.91	1,214,478,940.97	1,201,084,640.93	1,463,778,295.85
Net Change in Cash and Cash Equivalent	**(356,692,177.83)**	**407,341,905.84**	**(68,850,077.06)**	**304,648,466.37**	**(262,693,654.92)**	**308,701,276.29**

THE OFFER

The following is the summary of the Offer.

A. Offer of Equity Shares [(1)(2)]	Upto 10,08,000 Equity Shares of ₹10 each fully paid-up of our Company for cash at a price of ₹920 per Equity Share aggregating to ₹9,273.60 Lakhs.
***Out of which*:**	
Market Maker Reservation Portion	Upto 50,400 Equity Shares of ₹10 each fully paid-up of our Company for cash at a price of ₹920 per Equity Share aggregating to ₹463.68 lakhs.
Net Offer to the Public [(3)]	Upto 9,57,600 Equity Shares of ₹10 each fully paid-up of our Company for cash at a price of ₹920 per Equity Share aggregating to ₹8,809.92 lakhs.
***Out of which*:**	
Allocation to Retail Individual Investors for upto `2.00 lakhs	4,78,880 Equity Shares of ₹10 each fully paid-up of our Company for cash at a price of ₹920 per Equity Share aggregating to ₹4405.696 lakhs.
Allocation to other investors for above `2.00 lakhs	4,78,720 Equity Shares of ₹10 each fully paid-up of our Company for cash at a price of ₹920 per Equity Share aggregating to ₹4404.224 lakhs.
Pre and Post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer	36,67,000 Equity Shares of ₹10 each
Equity Shares outstanding after the Offer	36,67,000 Equity Shares of ₹10 each
Objects of the Offer	Please refer to the section titled "Objects of the Offer" beginning on page 63 of this Prospectus.

(1) This Offer is being made in terms of Chapter XB of the SEBI (ICDR) Regulations. For further details, please refer to section titled "Offer Information" beginning on page 201 of this Prospectus.

(2) The Offer for sale has been authorized pursuant to the resolution passed by the Board of Directors dated December 18, 2017 and by the shareholders pursuant to the special resolution passed in an Extra Ordinary General Meeting dated January 22, 2018 under Section 28 of the Companies Act, 2013.

No	Name of the Selling Shareholders	No. of Equity Shares Offered	(%) of the pre offer capital
1.	Mr. Lakshmendra Kr. Agarwal	5,04,000	13.75
2.	Mr. Vivek Agarwal	5,04,000	13.74
	Total	**10,08,000**	**27.49**

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

The Selling Shareholders, severally and not jointly, confirm that the Equity Shares being offered by them in the Offer, have been held by them for a period of at least one year prior to the filing of the Prospectus with exchange, and are eligible for being offered for sale in the Offer as required by Regulation 26(6) of the SEBI (ICDR) Regulations.

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

GENERAL INFORMATION

Our Company was incorporated on June 08, 1995 as "East India Securities Private Limited" vide Registration no. 21-72026 under the provisions of the Companies Act, 1956 issued by Registrar of Companies, West Bengal. Subsequently the Company was converted into Public Limited Company and the name of our Company was changed to East India Securities Limited. vide a fresh certificate of Incorporation pursuant to change of name dated August 13, 1999, issued by Registrar of Companies, West Bengal. The Corporate Identification Number of our company is U67120WB1995PLC072026. For further details of our Company, please refer to the chapters titled **"General Information" and "History and Certain Corporate Matters" beginning on page numbers 43 and 108**, respectively, of the Prospectus.

Registered Office of our Company

East India Securities Limited
10/1D Lal Bazar Street,
Mercantile Building,
Kolkata- 700001, West Bengal, India.
Telephone: +91 (033) 40205929
Facsimile: +91 (033) 23586631
CIN: U67120WB1995PLC072026
Website: http://www.eisec.com
Email id: sme.ipo@eisec.com

Registrar of Companies

Our Company is registered at the Registrar of Companies, Kolkata, West Bengal, Nizam Palace. 2nd MSO Building. 2nd Floor, 234/4, A.J.C. Bose Road. Kolkata - 700020, India.

Designated Stock Exchange

BSE SME Platform
Regd. Office : P.J. Towers, Dalal Street,
Fort, Mumbai - 400 001, Maharastra.

For details in relation to the changes to the name of our Company, please refer to section titled "History and Certain Corporate Matters" beginning on page 108 of this Prospectus.

Board of Directors
Our Company's board comprises of the following Directors:

Name, Nature of Directorship and DIN	Age	Residential Address
Mr. Vivek Agarwal Chairman DIN No: 00768635	46 years	DA-14, Salt Lake City, Sector-1 Kolkata 700064.
Mr. Sanjay Kumar Shroff Managing Director DIN No: 02610391	47 years	20, M.L. Street Kolkata-700004
Mr. Tapas Kumar Maity Whole Time Director DIN No: 07151403	49 years	244 VIP Nagar Tiljala, Kolkata,Vipnagar Kolkata- 700100
Ms. Kirti Kothari Additional Independent Director DIN No: 0008070455	29 years	Mayura Apartment, Ashwaninagar, Baguihati, Bhairab Bagui Lane, Kolkata-700059
Mr. Tarit Kumar Bhaumik Additional Independent Director DIN No: 0008070416	75 years	32/1 Panditiya Road, Sarat Bose Road, Circus Avenue, Kolkata-700029
Mr. Adrish Ray Additional Independent Director	53 years	340 Salt Lake, Block-CD, Bidhannagar, North 24 Parganas .

Name, Nature of Directorship and DIN	Age	Residential Address
DIN No: 0008070430		

For further details of the Board of Directors, please refer to the section titled "Our Management" beginning on page 114 of this Prospectus.

Company Secretary and Compliance Officer

Mr. Anupam Jain
East India Securities Limited
10/1D Lal Bazar Street,
Mercantile Building,
Kolkata- 700001, West Bengal, India.
Telephone: +91 (033) 40205929
Facsimile: +91 (033) 23586631
CIN: U67120WB1995PLC072026
Email id: sme.ipo@eisec.com
Website: http://www.eisec.com

Investors may contact the Company Secretary and Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post- Offer related problems, such as non-receipt of Allotment Advice, credit of Allotted Equity Shares in the respective beneficiary account, or Refund Orders.

Chief Financial Officer of our Company

The Chief Financial Officer (CFO) of our Company is Mr. Kunal Agarwal. His contact details are set forth hereunder:

Mr. Kunal Agarwal
10/1D Lal Bazar Street,
Mercantile Building, Kolkata- 700001;
Telephone: +91 (033) 40205929;
Facsimile: +91 (033) 23586631;
Email: sme.ipo@eisec.com.
Website: http://www.eisec.com.

LEAD MANAGER

Finshore Management Services Limited
Anandlok, Block-A, 2nd Floor, Room No. 207,
227 A.J.C. Bose Road,
Kolkata-700020, India
Telephone: +91-33-22895101
Facsimile: +91-33-22895101
Email: ramakrishna@finshoregroup.com
Investor grievance email: info@finshoregroup.com
Contact Person: S. Ramakrishna Iyengar
Website: www.finshoregroup.com
SEBI Registration Number: INM000012185

REGISTRAR TO THE OFFER

Cameo Corporate Services Ltd
"Subramanian Building",
#1, Club House Road,
Chennai 600 002
Telephone: +91-44-40020700, 28460390
Facsimile: +91-44-28460129
Email: investor@cameoindia.com
Contact Person: Mr. R.D. Ramasamy, Director
Website: www.cameoindia.com
SEBI Registration Number: INR000003753

LEGAL ADVISOR TO THE OFFER

J MUKHERJEE & ASSOCIATES
113/2, Hazra Road, 3rd Floor, Suite No.302
Kolkata-700026, West Bengal, India
Telephone: +91 9830640366
Email: jmalegal@outlook.com
Contact Person: Mr. Jayabrata Mukherjee

STATUTORY & PEER REVIEW AUDITORS

Jain Sonu & Associates, Chartered Accountants
23A, Gurupada Halder Road,
1st Floor, Kolkata-700026
Telephone: +91 40605306
Email: casonujain@gmail.com
Contact Person: CA Sonu Jain
Firm Registration No.: 324386E
Membership No.: 060015

Bankers to Our Company
HDFC Bank Limited
4 B.B.D. Bag East, Stephen House,
Kolkata-700001
Telephone: 033-44103531
Facsimile: 033-44103411
Email: sandeep.shah@hdfcbank.com
Contact Person: Mr. Sandeep Shah
Website: www.hdfcbank.com

Banker to the Offer
HDFC Bank Limited
FIG- OPS Department- Lodha, I Think Techno
Campus O-3 Level, Next to Kanjurmarg,
Railway Station, Kanjurmarg (East)
Mumbai- 400042
Tel: 022-30752927/28/2914
Fax: 022-25799801
Website: www.hdfcbank.com
Email:vincent.dsouza@hdfcbank.com
Contact Person: Mr. Vincent D'souza, Mr. Siddharth Jadhav, Mr. Prasanna Uchil

M/s Jain Sonu & Associates, Chartered Accountants have been appointed as peer review auditors of our Company in compliance with section IX of part A of Schedule VIII of SEBI (ICDR) and holds a valid peer reviewed certificate No. RE03387809, dated June 09, 2011 issued by the Institute of Chartered Accountants of India.

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

All grievances may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted. The applicant should give full details such as name of the sole or first applicant, ASBA Form number, applicant DP ID, Client ID, PAN, date of the ASBA Form, address of the applicant, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the ASBA Form was submitted by the applicant. Further, the investor shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove

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

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

Self Certified Syndicate Banks (SCSBs)

The list of Designated Branches that have been notified by SEBI to act as SCSB for the ASBA process is sebi.gov.in/pmd/scsb.pdf. For more information on the Designated Branches collecting ASBA Forms, see the above mentioned SEBI link.

The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the application forms from the Designated Intermediaries will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time

Registered Brokers

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

Registrar to the Offer and Share Transfer Agents

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

Collecting Depository Participants

The list of the CDPs eligible to accept application forms at the Designated CDP Locations, including details such as name and contact details, are provided on the websites of Stock Exchange www.bsesme.com , as updated from time to time.

The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the application forms from the Designated Intermediaries will be available on the website of the SEBI www.sebi.gov.in and updated from time to time.

Experts

Except for the Reports in the section "Financial Information"and the "Statement of Tax Benefits" Available to our Company and its shareholders beginning on pages 141 and pages 69 respectively of this Prospectus, our Company has not obtained any expert opinions under the Companies Act. The term expert as used in the Prospectus is not intended to be considered “expert" within the meaning of Section 11 of the U.S. Securities Act.

Brokers to the Offer

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

Credit Rating

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

Trustees

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

Debenture Trustees

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

IPO Grading

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

Monitoring Agency

Since this being an offer for sale, our Company will not receive any proceeds from the Offer and is not required to appoint a monitoring agency for the Offer.

Appraising Entity

Since this being an offer for sale, our Company will not receive any proceeds from the Offer and there is no objects of the offer other than as stated under section titled "Objects of the Offer" beginning on page 63 of this Prospectus, no net Proceeds are proposed to be utilized have been financially appraised by any banks or financial institution.

Withdrawal of the Offer

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

If our Company withdraws the Offer any time after the Offer Opening Date but before the allotment of Equity Shares, a public notice within two (2) Working Days of the Offer Closing Date, providing reasons for not proceeding with the Offer shall be issued by our Company. The notice of withdrawal will be issued in the same newspapers where the pre-offer advertisements have appeared and the Stock Exchange will also be informed promptly.

The Lead Manager, through the Registrar to the Offer, will instruct the SCSBs to unblock the ASBA Accounts within one (1) working Day from the day of receipt of such instruction. If our Company withdraws the Offer after the Offer Closing Date and subsequently decides to proceed with an Offer of the Equity Shares, our Company will file a fresh Prospectus with the stock exchange where the Equity Shares may be proposed to be listed. Notwithstanding the foregoing, the Offer is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares Offerd through the Prospectus, which our Company will apply for only after Allotment; and (ii) the final RoC approval of the Prospectus.

Underwriting

The Company , the Lead Manager to the Offer and Market Maker hereby confirm that the Offer is 100% Underwritten.

The Offer is 100% underwritten by the Lead Manager - Finshore Management Services Limited in the capacity of Underwriter to the Offer. Pursuant to the terms of the Underwriting Agreement dated February 19, 2018 entered into by us with Underwriter - Finshore Management Services Limited, the obligations of the Underwriter are subject to certain conditions specified therein. The Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the BSE. The Details of the Underwriting commitments are as under:

(*₹ in Lakhs*)

Name, Address, Telephone, Fax, and Email of the Underwriters	Indicated number of Equity Shares to be Underwritten	Amount Underwritten	% of the total Offer Size Underwritten
Finshore Management Services Limited Anandlok, Block-A, 2nd Floor, Room No. 207, 227 A.J.C. Bose Road, Kolkata-700020, India Telephone: +91-33-22895101 Facsimile: +91-33-22895101 Email: ramakrishna@finshoregroup.com Investor grievance email: info@finshoregroup.com Contact Person: Srinivasan Ramakrishna Iyengar Website: www.finshoregroup.com SEBI Registration Number: INM000012185	9,57,600* Equity Shares of ₹10 being offered at ₹920 each	₹ 8809.92	95
Shree Bahubali Stock Broking Limited 12, India Exchange Place, 3rd Floor, Kolkata-700001 Telephone: +91 33-46014694 Facsimile: +91-33-22311579 Email: backoffice@bahubali.in Contact Person: Amit Jain Website: www.bahubali.in SEBI Registration Number: INZ000103838	50,400 Equity Shares of ₹10 being offered at ₹920 each	₹ 463.68	5

As per Regulation 106P (2) of SEBI (ICDR) Regulations, the Lead Manager has agreed to underwrite 100% of Offer out of its own account.

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

Details of Market Making Arrangement for the Offer

Our Company has entered into Market Making Agreement dated February 19, 2018 with the following Market Maker to fulfill the obligations of Market Making for this Offer:

Name	Shree Bahubali Stock Broking Limited
Address	12, India Exchange Place, 3rd Floor, Kolkata-700001
Telephone	+91 33-46014694
Facsimile	+91 33-22311579
E-mail	backoffice@bahubali.in
Website	www.bahubali.in
Contact Person	Mr. Amit Jain

Name	Shree Bahubali Stock Broking Limited
SEBI Registration No.	INZ000103838
Market Maker Registration No. (SME Segment of BSE)	SMEMM0091419022018

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

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

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

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

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

4. The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on the SME Platform (in this case currently the minimum trading lot size is 160 equity shares; however the same may be changed by the SME Platform of BSE from time to time).

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

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

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

8. There would not be more than five (5) Market Makers for a scrip at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.

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

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

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

12. The Market Maker(s) shall have the right to terminate said arrangement by giving a 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) and execute a fresh arrangement.

    In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing

the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 106V of the SEBI (ICDR) Regulations. 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 particular 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.

13. **Risk containment measures and monitoring for Market Makers**:

BSE SME Exchange will have all margins, which are applicable on the BSE main board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to-time.

14. 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.

15. **Punitive Action in case of default by Market Makers**:

BSE SME Exchange will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership. The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.

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

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

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

CAPITAL STRUCTURE

Our Equity Share capital before the Offer and after giving effect to the Offer, as at the date of this Prospectus, is set forth below:

(₹ in Lakhs, except share data)

No.	Particulars	Aggregate Nominal Value (₹)	Aggregate Value at Offer Price (₹)
A.	**Authorized Share Capital**		
	5,000,000 Equity Shares of ₹10 each	500.00	--
B.	**Issued, Subscribed & Paid-up Share Capital prior to the Offer**		
	3,667,000 Equity Shares of ₹10 each	366.70	--
C.	**Present offer for sale in terms of the Prospectus** [(2)(1)]		
	10,08,000 Equity Shares of ₹10 each for cash at a price of ₹920 per share	100.80	9,273.60
Which Comprises			
D.	**Reservation for Market Maker portion**		
	50,400 Equity Shares of ₹10 each at a premium of ₹ 910 per Equity Share	5.04	463.68
E.	Net Offer to the Public		
	9,57,600 Equity Shares of ₹10 each at a premium of ₹ 910 per Equity Share of which:	95.76	8,809.92
	4,78,880 Equity Shares of ₹10 each at a premium of ₹ 910 per Equity Share will be available for allocation for allotment to Retail Individual Investors of up to ₹2.00 lakhs	47.88	4405.696
	4,78,720 Equity Shares of ₹10 each at a premium of ₹ 910 per Equity Share will be available for allocation for allotment to Other Investors of above ₹2.00 lakhs	47.88	4,404.224
F.	Paid up Equity capital after the Offer		
	36,67,000 Equity Shares of ₹10 each	366.70	
G.	Securities Premium Account		
	Before the Offer	493.40	
	After the Offer	493.40	

[(1)] *The present Offer of 10,08,000 Equity Shares (Offer for sale) in terms of Prospectus has been authorized pursuant to a resolution of our Board of Directors dated December 18, 2017 and by special resolution passed under Section 62(1) (c) of the Companies Act, 2013 at the Annual General Meeting of the members held on January 22, 2018.*

(2) The Offer has been authorized by Mr. Vivek Agarwal and Mr. Lakshmendra Kumar Agarwal (Selling Shareholders) by letters dated December 11, 2017 and December 11, 2017 respectively.

Details of changes in Authorized Share Capital of our Company since incorporation:

No.	Date of Shareholders approval	EGM/AGM/ Postal Ballot	Authorised Share Capital (₹)	Details of change
1.	On Incorporation	--	12,000,000	Incorporated with an Authorized Share Capital of ₹ 12,000,000 comprising of 1,200,000 Equity Shares of ₹ 10 each.
2.	September 30, 1996	AGM	18,000,000	Increase in Authorized Share Capital from ₹ 12,000,000 comprising of 1,200,000 Equity Shares of ₹ 10 each to ₹18,000,000 comprising of 1,800,000 Equity Shares of ₹ 10 each.

No.	Date of Shareholders approval	EGM/AGM/ Postal Ballot	Authorised Share Capital (₹)	Details of change
3.	March 6, 1998	EGM	30,000,000	Increase in Authorised Share Capital from ₹ 18,000,000 comprising of 1,800,000 Equity Shares of ₹ 10 each to ₹ 30,000,000 comprising of 3,000,000 Equity Shares of ₹ 10 each.
4.	June 08, 1999	EGM	50,000,000	Increase in Authorised Share Capital from ₹ 30,000,000 comprising of 3,000,000 Equity Shares of ₹ 10 each to ₹50,000,000 comprising of 5,000,000 Equity Shares of ₹ 10 each.

Notes to Capital Structure

1. **Share capital history of our Company**

(a) **Equity share capital history of our Company**

The following is the history of the equity share capital of our Company:

Date of Allotment	Number of Equity Shares	Face Value per Equity Share (₹)	Offer 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	710	10.00	10.00	Cash	Subscription to the MoA (1)	710	7100	--
June 16, 1995	1,199,290	10.00	10.00	Cash	Further allotment (2)	12,00,000	12,000,000	--
March 31, 1997	534,000	10.00	30.00	Cash	Further allotment (3)	17,34,000	17,340,000	1,06,80,000
March 31, 1998	465,000	10.00	30.00	Cash	Further allotment (4)	21,99,000	21,990,000	1,99,80,000
March 31, 1999	801,000	10.00	30.00	Cash	Further allotment (5)	30,00,000	30,000,000	3,60,00,000
September 29, 1999	667,000	10.00	30.00	Cash	Further allotment (6)	36,67,000	36,670,000	4,93,40,000

(1) Allotment on subscription to the Memorandum of Association

No.	*Name of the allottee*	*Number of Equity Shares allotted*
1.	*Kailashchandra Gupta*	*100*
2.	*Vivek Agarwal*	*100*
3.	*Lakshmendra Kumar Agarwal*	*100*
4.	*Vikash Agarwal*	*100*
5.	*Uma Shankar Agarwal*	*100*
6.	*Pradeep Kumar Jhunjhunwala*	*100*
7.	*Prabhat Kumar Jhunkhunwala*	*100*
8.	*R K Agarwal*	*10*
Total		***710***

(2) Further Allotment

No.	*Name of the allottee*	*Number of Equity Shares allotted*
1.	*Mamta Commercial Company Limited*	*279990*
2.	*Uma Shankar Agarwal*	*199900*
3.	*Lakshmmandra Kumar Agarwal*	*159900*
4.	*Vikash Agarwal*	*159900*
5.	*Vivek Agarwal*	*99900*
6.	*Kailash Chandra Gupta*	*79900*
7.	*Prabhat Kumar Jhunjhunwala*	*59900*
8.	*Pradeep Kumar Jhunjhunwala*	*59900*
9.	*Kusum Agarwal*	*50000*
10.	*Ajay Agarwal*	*50000*
Total		***1199290***

(3) Further Allotment

No.	*Name of the allottee*	*Number of Equity Shares allotted*
1.	*Gomti Modi*	*19000*
2.	*Omni Trexim Private Limited*	*10000*
3.	*Periwal Bearings Private Limited*	*10000*
4.	*S. Commercials*	*10000*
5.	*Mig Fincom Private Limited*	*10000*
6.	*Kuber Interacan Private Limited*	*15000*
7.	*Online Trading & Consultants Private Limited*	*10000*
8.	*Summit Packaging Private Limited*	*20000*
9.	*Suryakiran Finance Private Limited*	*25000*
10.	*Sumee Tradings Private Limited*	*25000*
11.	*Vickers Trexim Private Limited*	*10000*
12.	*Gitika Commodities Private Limited*	*15000*
13.	*Sunclub Vinimoy Private Limited*	*10000*
14.	*Hardwares Stores Private Limited*	*25000*
15.	*Bikas Intertrade Private Limited*	*20000*
16.	*Vikram Kedia*	*50000*
17.	*Torner Tieup Private Limited*	*25000*
18.	*Bhima Shankar Holdings Private Limited*	*30000*
19.	*Kashma Stationery Private Limited*	*25000*
20.	*Blue Print Securities Private Limited*	*25000*
21.	*Clessian Marketing Private Limited*	*25000*
22.	*Peebee Marketing & Trafin Private Limited*	*20000*
23.	*Ultra Globe Commercial Company Private Limited*	*50000*
24.	*Aspective Distributors Private Limited*	*35000*
25.	*Surya Kiran Holdings Private Limited*	*15000*
Total		***534000***

(4) Further Allotment

No.	*Name of the allottee*	*Number of Equity Shares allotted*
1.	*Bina Agarwal*	*10000*
2.	*Sarat Exports Private Limited*	*75000*
3.	*Sharad Agarwal*	*15000*
4.	*Bina Agarwal*	*30000*
5.	*Vikash Agarwal*	*100000*
6.	*Umashankar Agarwal*	*125000*
7.	*Lakshmendra Kumar Agarwal (HUF)*	*20000*
8.	*Puja Agarwal*	*20000*
9.	*Ajay Agarwal*	*20000*
10.	*Adya Agarwal*	*50000*

Total	***465000***

(5) Further Allotment

No.	*Name of the allottee*	*Number of Equity Shares allotted*
1.	*Ajay Agarwal*	*3400*
2.	*Bhima Shankar Holdings Private Limited*	*30000*
3.	*Chand Kedia*	*30000*
4.	*Bina Agarwal*	*55000*
5.	*DMK Machino-Services Private Limited*	*80000*
6.	*GP Kedia (HUF)*	*35000*
7.	*Gomti Modi*	*14400*
8.	*Kusum Aarwal*	*130000*
9.	*L K Agarwal (HUF)*	*14900*
10.	*Monica Agarwal*	*16000*
11.	*Parmeshwari Devi Ladsaria*	*50000*
13.	*Puja Aharwal*	*2000*
14.	*Purasattam Kumar Diama*	*15000*
15.	*Sarat Exports Private Limited*	*15000*
16.	*Sharad Agarwal*	*105000*
17.	*Sushila Poddar*	*15000*
17.	*Tirumala Trade & Fin Private Limited*	*50000*
18.	*U S Agarwal*	*52500*
19.	*Vikash Agarwal*	*21300*
20.	*Rishab Promotions Private Limited*	*66500*
Total		***801000***

(6) Further Allotment

No.	*Name of the allottee*	*Number of Equity Shares allotted*
1.	*Aastha Chemicals Pvt. Ltd.*	*17000*
2.	*Antriksh Vyapar Pvt. Ltd.*	*10000*
3.	*Apundarik Sales Pvt. Ltd.*	*26000*
4.	*Banani Trading Pvt. Ltd.*	*23000*
5.	*Clesian Marketing Pvt, Ltd*	*27000*
6.	*Dharamshrest Tradlink P Ltd.*	*20000*
7.	*Fast N Perfect Tracon Pvt. Ltd.*	*3000*
8.	*Gobind Lal Caachan*	*9000*
9.	*Gopal Nawal*	*7000*
10.	*Gopal Nawal & Huf*	*7000*
11.	*H S Consultancy P. Ltd.*	*11000*
12.	*Hardware Stores Pvt Ltd*	*14000*
13.	*Kshama Stationery Pvt. Ltd.*	*20000*
14.	*Madan Lal Agarwal*	*20000*
15.	*Malasaria Investment & Trading Co. Pvt Ltd.*	*21000*
16.	*Mareechi Chemical P Ltd.*	*15000*
17.	*Mohan Lal Goel*	*9000*
18.	*Monica Agarwal*	*68000*
19.	*Morton Suppliers Pvt Ltd.*	*7000*
20.	*Niveden Investment & Trading Pvt Ltd*	*17000*
21.	*Parmeshwari Devi Ladsaria*	*12000*
22.	*Pasupati Comemrcials Co*	*7000*
23.	*Pilot Consultants Ltd.*	*13000*
24.	*Prachur Vinimay Pvt Ltd.*	*9000*
25.	*Pursattam Kumar Dalmia*	*17000*
26.	*Rani Sati Comm. P. Ltd.*	*7000*

27.	*Sarad Agarwal*	*33000*
28.	*Sarart Exports Pvt Ltd*	*33000*
30.	*Sofed Retailer Pvt. Ltd.*	*15000*
31.	*Sushila Agarwal*	*110000*
32.	*Uma Shankar Agarwal*	*60000*
Total		***667000***

(b) **As on the date of this Prospectus, our Company does not have any preference share capital. Our Company has not issued Equity shares for consideration other than cash as on the date of this Prospectus.**

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

3. **Build-up of our Promoter's Shareholding, Promoter's Contribution and Lock-in**

(a) **Capital Build-up of our Promoter's/Selling shareholders in our Company**

The current promoters of our Company are i) Mr. Vivek Agarwal and ii) Lakshmendra Kumar Agarwal

As on the date of this Prospectus, our Promoters collectively hold 30,39,000 Equity Shares, which constitutes approximately 82.87% of the issued, subscribed and paid-up Equity Share capital of our Company.

None of the Equity Shares held by our Promoters is subject to any pledge.

Set forth below is the build-up of the equity shareholding of our Promoters and selling shareholders, since the incorporation of our Company.

i) **Mr. Vivek Agarwal**

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 Offer equity share capital	% of post Offer equity share capital	Lock in period as on the date of this Prospectus *	Sources of funds
Upon Incorporation	100	10/-	10/-	Cash	Subscriber to MOA	0.00	0.00	NIL	Owned Funds
June 16, 1995	99900	10/-	10/-	Cash	Allotment	2.72	2.72		Owned Funds
March 31, 1999	120000	10/-	20/-	Cash	Transfer	3.27	3.27		Owned Funds
March 03, 2003	1021200	10/-	10/-	Cash	Transfer	27.84	27.84		Owned Funds
March 31, 2006	230900	10/-	10/-	Cash	Transfer	6.29	6.29		Owned Funds
TOTAL	**1472100 ***								

Note:

* Out of the total Pre-offer capital consisting of 14,72,100 Equity Shares, 5,04,000 will be offered for sale. The balance entire post Offer capital consisting of 9,68,100 shares, of Mr. Vivek Agarwal will be locked in for 1 year.

ii) **Mr. Lakshmendra Kumar Agarwal**

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 Offer equity share capital	% of post Offer equity share capital	Lock in period as on the date of this Prospectus	Sources of funds
Upon Incorporation	100	10/-	10/-	Cash	Subscriber to MOA	0.00	0.00	NIL	Owned Funds
June 16, 1995	159900	10/-	10/-	Cash	Allotment	4.36	4.36		Owned Funds
March 31, 1999	240000	10/-	20/-	Cash	Transfer	6.54	6.54		Owned Funds
September 16, 2011	1166900	10/-	10/-	Cash	Transfer From Relatives	31.82	31.82		Owned Funds
TOTAL	**1566900 ***								

Note:

* Out of the total Pre-offer capital consisting of 15,66,900 Equity Shares, 5,04,000 Equity Shares will be offered for sale. Out of the post-Offer capital consisting of 10,62,900 Equity Shares of Mr. Lakshmendra Kumar Agarwal, 7,35,000 Equity Shares comprising of 20.04% of the Post Offer Share capital of the Company will be locked in for 3 years and the balance 3,27,900 Equity Shares will be locked in for 1 year.

Transfer from Relatives

Name of Transferor	Name of Transferee	Date of transfer	No of shares
Umashankar Agarwal	Lakshmendra Kumar Agarwal	16.09.2011	723000
Vikash Agarwal	Lakshmendra Kumar Agarwal	16.09.2011	443900
Total			**1166900**

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

All the Equity Shares held by our Promoters were fully paid up as on the respective dates of acquisition of such Equity Shares. Our Promoters have confirmed to our Company and the Lead Manager that the Equity Shares held by our Promoters have been financed from their personal funds, as the case may be, and no loans or financial assistance from any bank or financial institution has been availed of by them for such purpose.

As on the date of this Prospectus, our Promoters do not hold any preference shares in our Company.

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

The minimum Promoter's contribution has been brought in to the extent of not less than the specified minimum lot and from persons defined as "promoter" under the SEBI ICDR Regulations, 2009, All Equity Shares, which are being locked in are not ineligible for computation of Minimum Promoters Contribution as per Regulation 33 of the SEBI ICDR Regulations, 2009, and are being locked in for 3 years as per Regulation 36(a) of the SEBI ICDR Regulations, 2009 i.e. for a period of three years from the date of allotment of Equity Shares in this Offer.

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

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

Our Promoters have by a written undertaking, consented to have 7,35,000 Equity Shares currently held by Mr. Lakshmendra Kr. Agarwal to be locked in as Minimum Promoters Contribution for a period of three years from the date of allotment in this Offer and will not be disposed/sold/transferred by the promoter during the period starting from the date of filing this Prospectus with SME Platform of BSE till the date of commencement of lock-in period as stated in this Prospectus.
The Equity Shares under the Promoters contribution will constitute 55.39% of our Post-Offer paid up share capital. Our Promoters have also consented that the Promoters contribution under Regulation 32 of the SEBI ICDR Regulations will not be less than 20% of the Post Offer paid up capital of our Company.

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

In terms of Regulation 36 and 37 of the SEBI (ICDR) Regulations, other than the Equity Shares offered by the Promoters for the Minimum Promoter's Contribution, which will be locked-in as minimum Promoters' contribution for three (3) years, all the Pre-Offer 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 39 of the SEBI (ICDR) Regulations, 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 Offer.

In terms of Regulation 40 of the SEBI (ICDR) Regulations, the Equity Shares held by persons other than our Promoters prior to the Offer 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 (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 elapsed.

Further, in terms of Regulation 40 of SEBI (ICDR) Regulations, the Equity Shares held by our Promoters may be transferred to and among the Promoter 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 elapsed.

(e) We further confirm that our Promoter's Contribution of 20% of the Post-Offer Equity Share capital does not include any contribution from Alternative Investment Fund.

(f) **Shareholding of our Promoters & Promoter Group**

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

	Pre-Offer		Post-Offer	
Particulars	**Number of Shares**	**Percentage (%) holding**	**Number of Shares**	**Percentage (%) holding**
Promoters				
Vivek Agarwal	14,72,100	40.14	9,68,100	26.40
Lakshmendra Kumar Agarwal	15,66,900	42.73	10,62,900	28.99
Total (A)	**30,39,000**	**82.87**	**20,31,000**	**55.39**
Promoter Group				
Avant Garde Software P. Ltd.	1,80,000	4.91	1,80,000	4.91
Mamta Commercial Co. Private. Ltd.	1,77,000	4.83	1,77,000	4.83
D.K.O Trading Co. LLP.	1,76,000	4.80	1,76,000	4.80
Adya Agarwal	50,000	1.36	50,000	1.36
Kusum Agarwal	40,000	1.09	40,000	1.09
Avant Garde Reenergy P Ltd	1,400	0.04	1,400	0.04
Monica Agarwal	1,200	0.03	1,200	0.03
Uma Shankar Agarwal	1,000	0.03	1,000	0.03
Sushila Agarwal	800	0.02	800	0.02
Vikash Agarwal	600	0.02	600	0.02
Total (B)	**6,28,000**	**17.13**	**6,28,000**	**17.13**
Grand Total (A+B)	**36,67,000**	**100.00**	**26,59,000**	**72.52**

** Out of the above Vivek Agarwal and Lakshmendra Kumar Agarwal are offering 5,04,000 equity shares and 5,04,000 as Offer for Sale through this Prospectus.*

As on the date of filing of this Prospectus, our Promoters and members of the Promoter Group do not hold any preference shares in our Company.

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

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.

4. **Shareholding Pattern of our Company**

The table below presents the current shareholding pattern of our Company as on the date of this Prospectus.

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. (a)	As a % of total Shares held (Sb)	
								Class eg: X	Class eg:y	Total								
A	Promoter & Promoter Group	12	36,67,000	-	-	36,67,000	100	3667000	-	3667000	100	-	100	-	-	-	-	36,67,000
B	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C	Non Promoter- Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C1	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C2	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	12	3667000	-	-	3667000	100	3667000	-	3667000	100	-	100	-	-	-	-	36,67,000

- *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 BSE before commencement of trading of such Equity Shares.*

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

Particulars	Number of Shares	Percentage (%) holding
Mr. Vivek Agarwal	14,72,100	40.14
Total	**14,72,100**	**40.14**

6. None of the Equity Shares of our Company are subject to any pledge as on the date of this Prospectus.

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

8. None of the persons belonging to the category Public are holding more than 1% of the total number of shares (*including shares, warrants, convertible securities*) as on the date of this Prospectus.

9. None of the Key Managerial Personnel holds Equity Shares in our Company as on the date of this Prospectus.

10. **Top Ten Shareholders of our Company.**

1. The top ten (10) shareholders of our Company as of the date of the filing of the Prospectus with the Stock Exchange are as follows:

	Name of the Shareholder	Number of Equity Shares	Shareholding (%)
1.	Lakshmendra Kumar Agarwal	15,66,900	42.73
2.	Vivek Agarwal	14,72,100	40.14
3.	Avant Garde Software Pvt. Ltd.	1,80,000	4.91
4.	Mamta Commercial Co Pvt. Ltd.	1,77,000	4.83
5.	D.K.O Trading Co. LLP.	1,76,000	4.80
6.	Adya Agarwal	50,000	1.36
7.	Kusum Agarwal	40,000	1.09
8.	Avant Garde Reenergy P Ltd	1,400	0.04
9.	Monica Agarwal	1,200	0.03
10.	Uma Shankar Agarwal	1,000	0.03
	TOTAL	***36,65,600***	**99.96**

2. The top ten (10) shareholders of our Company as of ten (10) days prior to the filing of the Prospectus with the Stock Exchange are as follows:

No.	Name of the Shareholder	Number of Equity Shares	Shareholding (%)
1.	Lakshmendra Kumar Agarwal	15,66,900	42.73
2.	Vivek Agarwal	14,72,100	40.14
3.	D.K.O Trading Co. LLP	1,81,000	4.94
4.	Avant Garde Software Pvt. Ltd.	1,80,000	4.91
5.	Mamta Commercial Co Pvt. Ltd.	1,77,000	4.83
6.	Neha Agarwal	50,000	1.36

No.	Name of the Shareholder	Number of Equity Shares	Shareholding (%)
7.	Kusum Agarwal	40,000	1.09
	TOTAL	***36,67,000***	**100.00**

3. The top ten (10) shareholders of our Company as of two (2) years prior to the filing of the Prospectus with the Stock Exchange are as follows:

No.	Name of the Shareholder	Number of Equity Shares	Shareholding (%)
1.	Lakshmendra Kumar Agarwal	15,66,900	42.73
2.	Vivek Agarwal	14,72,100	40.14
3.	D.K.O Trading Co. LLP.	1,81,000	4.94
4.	Avant Garde Software Pvt. Ltd.	1,80,000	4.91
5.	Mamta Commercial Co Pvt. Ltd.	1,77,000	4.83
6.	Neha Agarwal	50,000	1.36
7.	Kusum Agarwal	40,000	1.09
	TOTAL	***36,67,000***	**100.00**

4. Except as stated below, none of our public shareholders are holding more than 1% of the Pre-Offer share capital of our Company:

No.	Name of the Shareholder	Number of Equity Shares	Pre-Offer Shareholding (%)	Post-Offer 00Shareholding (%)
1.	NIL			
2.				
3.				
4.				
Total				

5. There has been no subscription to or sale or purchase of our Equity Shares, within the three (3) years immediately preceding the date of this Prospectus, by our Promoters, Directors or Promoter Group which in aggregate equals or exceeds 1% of the Pre-Offer Equity Share capital of our Company.

6. Our Company has not granted any options or allotted any Equity Shares under the ESOP Scheme as on the date of this Prospectus.

7. Our Company has not issued and allotted Equity Shares in terms of scheme(s) approved under Section 391-394 of the Companies Act, 1956.

8. None of our Promoters, Promoter Group, our Directors and their relatives has entered into any financing arrangements or finanaced 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.

9. 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 Offer.

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

11. Following Promoter group and their relatives have purchase and sold their Equity Shares during the period of six (6) months immediately preceding the date of filing of this Prospectus with the Stock Exchange.

Name of Transferor	**Name of Transferee**	**Date of transfer**	**No of shares**
D K O Trading Company LLP	Uma Shankar Agarwal	20.02.2018	1000
D K O Trading Company LLP	Monica Agarwal	20.02.2018	1200
D K O Trading Company LLP	Sushila Agarwal	20.02.2018	800
D K O Trading Company LLP	Vikash Agarwal	20.02.2018	600
D K O Trading Company LLP	Avant Garde Re Energy Private Limited	20.02.2018	1400
Neha Agarwal	Adya Agarwal	20.02.2018	50000

12. 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.

13. 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.

14. 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.

15. Our Company has not issued Equity Shares out of Revaluation Reserves.

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

17. The Equity Shares issued pursuant to this Offer shall be fully paid-up.

18. 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.

19. As on date of this Prospectus, our Company has 12 shareholders.

20. Since this is an Offer for Sale by the existing shareholder of our Company, we have not raised any bridge loan.

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

22. 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 Offer. 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 Offer or from the date the application moneys are refunded on account of failure of the Offer, after seeking and obtaining all the approvals which may be required.

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

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

25. 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 i.e. BSE Limited (SME Platform). Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.

26. In case of over-subscription in all categories the allocation in the Offer shall be as per the requirements of Regulation 43(4) of SEBI (ICDR) Regulations.

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

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

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

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

31. This Offer is being made through Fixed Price method.

32. In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended, (the SCRR) the Issue is being made for at least 25% of the Post-Offer paid-up Equity Share capital of our Company. Further, this Offer is being made in terms of Chapter XB of the SEBI (ICDR) Regulations. As per Regulation 43(4) of the SEBI (ICDR) Regulations, since our is a fixed price Offer 'the allocation' is the Net Offer to the public category shall be made as follows:

    - Minimum fifty percent (50%) to retail individual investors; and
    - Remaining to other than retail individual investors.

    The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category. If the retail individual investor category is entitled to more than fifty percent (50%) on proportionate basis, accordingly the retail individual investors shall be allocated that higher percentage.

33. Our Promoters and members of our Promoter Group will not participate in the Offer.

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

35. The details of equity shares being offered for sale are as follows:

S. No.	Name of Selling Shareholders	No. of Equity Shares Offered	% of Pre offered paid up equity Shares
1	Vivek Agarwal	504000	13.74
2	Lakshmendra Kumar Agarwal	504000	13.74

SECTION IV: PARTICULARS OF THE OFFER

OBJECTS OF THE OFFER

The objects of the Offer are to achieve the benefits of listing the Equity Shares on the SME Platform of BSE and to carry out the sale of 10,08,000 Equity Shares by the Selling Shareholders. The listing of the Equity Shares will enhance our brand name and provide liquidity to the existing shareholders. The listing of the Equity Shares will also provide a public market for the Equity Shares in India. Our Company will not receive any proceeds from the Offer. For further details, see the section titled **"*The Offer*"** on page 42 of this Prospectus.

Our Company expects that listing of the Equity Shares will enhance our visibility and brand and provide liquidity to its existing shareholders and holders of options granted by our Company. Listing will also provide a public market for the Equity Shares in India. Our Company will not receive any proceeds from the Offer. All proceeds from the Offer will go to the Promoter Selling Shareholders, in proportion to the Equity Shares offered by the respective Promoter Selling Shareholder in the Offer for Sale.

Offer related expenses

The total expenses of the Offer are estimated to be approximately ₹ 78.00 Lakh. The expenses of this Offer include, among others, underwriting and lead management fees, selling commissions, SCSBs' commissions/ fees, printing and distribution expenses, legal fees, Offer related advertisements and publicity, registrar and depository fees and listing fees.

Other than listing fees, which will be paid by the Company, all costs, fees and expenses with respect to the Offer will be shared between the Selling Shareholders, in proportion to their respective proportion of the Offered Shares, upon successful completion of the Offer. Upon the successful completion of the Offer, each of the Selling Shareholders agree that they shall severally and not jointly reimburse the Company, on a pro-rata basis, in proportion to their respective proportion of the Offered Shares, for any expenses incurred by the Company on behalf of such Selling Shareholder.

The break-up for the Offer expenses is as follows:

Activity	**Expenses (Rs in Lakhs)**	**% of Total Estimated Offer Expenditure**	**% of Offer Size**
Payment to Merchant Banker including, Underwritting and Selling Commission, Brokerages, payment to other intermediaries such as Legal Advisors, Registrars, Bankers etc and other Out of Pocket Expenses	78.00	100.00%	0.84%
Total	**78.00**	**100.00%**	**0.84%**

Monitoring of Offer proceeds

Since this is an Offer for Sale and our company will not receive any proceeds from the Offer, our Company is not required to appoint a monitoring agency for the Offer.

BASIC TERMS OF THE OFFER

Authority for the Offer

The offer in terms of this Prospectus has been authorized pursuant to the resolution passed by the Board of Directors dated December 18, 2017 and by the shareholders pursuant to the special resolution passed in an Extra Ordinary General Meeting dated January 22, 2018 under Section 28 of the Companies Act, 2013

Ranking of Equity Shares

The Equity Shares being offered under the Offer shall be subject to the provisions of our Memorandum and Articles and shall rank pari-passu with the existing Equity Shares of our Company including rights in respect of dividends. The Allottees in receipt of Allotment of Equity Shares under this Offer will be entitled to dividends or any other corporate benefits, if any, declared by the Company after the date of Allotment. For further details, please refer to the chapter "***Main Provisions of the Articles of Association"*** beginning on Page 246 of this Prospectus.

Terms of the Offer

The Equity Shares, now being offered, are subject to the terms and conditions of this Prospectus, Prospectus, Application form, Confirmation of Allocation Note ***("CAN"),*** the Memorandum and Articles of Association of our Company, the guidelines for listing of securities issued by the Government of India and SEBI (ICDR) Regulations, 2009, the Depositories Act, Stock Exchange, RBI, RoC and/or other authorities as in force on the date of the Issue and to the extent applicable.

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

Face Value	Each Equity Share shall have the face value of ₹10.00 each.
Offer Price	Each Equity Share is being offered at a price of ₹920 each and is 92 times of Face Value.
Market Lot and Trading Lot	The Market lot and Trading lot for the Equity Share is 160 and the multiple of 160; subject to a minimum allotment of 160 Equity Shares to the successful applicants.
Terms of Payment	100% of the Offer price of ₹ 920 each shall be payable on Application. For more details please refer ***"Offer Procedure"*** on page 208 of this Prospectus.
Ranking of the Equity Shares	The Equity Shares shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividends with the existing Equity Shares of the Company. The Allottees in receipt of Allotment of Equity Shares under this Offer will be entitled to dividends and other corporate benefits, if any, declared by the Company after the date of Allotment. For further details, please see ***"Main Provisions of Articles of Association"*** on page 246 of this Prospectus.

Minimum Subscription

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

If our Company does not receive the subscription of 100% of the Offer including devolvement on Underwriters within 60 (Sixty) days from the date of closure of the Offer, our Company shall forthwith unblock the entire subscription amount received. If there is a delay beyond 8 (eight) days after our Company becomes liable to pay the amount, our Company shall pay interest prescribed in the Companies Act.

Further, in accordance with Regulation 106R of SEBI ICDR Regulations, no allotment shall be made pursuant to the Offer, if the number of prospective allottees is less than 50 (fifty). For further details, please refer to section titled "Terms of the Offer" beginning on page 201 of this Prospectus.

BASIS FOR OFFER PRICE

Investors should read the following summary with the section titled "Risk Factors", the details about our Company under the section titled "Our Business" and its financial statements under the section titled "Financial Information" beginning on pages 13, pages 90 and pages 141 respectively of the Prospectus. The trading price of the Equity Shares of our Company could decline due to these risks and the investor may lose all or part of his investment.

The Offer Price has been determined by the Company in consultation with the LM on the basis of the key business strengths of our Company. The face value of the Equity Shares is ₹ 10.00 each and the Offer Price is ₹ 920 which is 92 times of the face value.

QUALITATIVE FACTORS

- Established marketing set-up
- Tremendous Goodwill and Trust of the Company amongst investors
- Scalable business model
- Management expertise

For a detailed discussion on the qualitative factors which form the basis for computing the price, please refer to section titled "Our Business" beginning on page 90 of this Prospectus.

QUANTITATIVE FACTORS

Information presented in this section is derived from our Company's restated financial statements prepared in accordance with Indian GAAP. Some of the quantitative factors, which form the basis for computing the price, are as follows:

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

S. No	Period	Basic & Diluted (₹)	Weights
1.	FY 2014-15	40.84	1
2.	FY 2015-16	43.25	2
3.	FY 2016-17	75.64	3
	Weighted Average	**59.04**	
4.	For the period ended December 31, 2017^	77.08	

^Not Annualised

Notes:

i. The figures disclosed above are based on the restated financial statements of the Company.

ii. The face value of each Equity Share is ` 10.00.

*iii. Earnings per Share has been calculated in accordance with **Accounting Standard 20 – "Earnings per Share"** issued by the Institute of Chartered Accountants of India.*

iv. The above statement should be read with Significant Accounting Policies and the Notes to the Restated Financial Statements as appearing in Annexure IV.

2. Price Earning (P/E) Ratio in relation to the Offer Price of ₹920:

S. No	Particulars	P/E
1	P/E ratio based on the Basic & Diluted EPS, as restated for FY 2016-17	12.16
2	P/E ratio based on the Weighted Average EPS, as restated for FY 2016-17	15.57

3. Peer Group P/ E*

S. No	Particulars	P/E
1	Highest	607.20
2	Lowest	2.9
3	Average	305.05

Source: Industry data is of Finance & Investments as per Capital Market data of Vol. XXXII/25, Jan 29-Feb 11, 2018

Return on Net worth (RoNW)*

S. No	Period	RONW (%)	Weights
1.	FY 2014-15	6.93	1
2.	FY 2015-16	6.83	2
3.	FY 2016-17	10.62	3
	Weighted Average	**8.74**	
4.	For the period ended December 31, 2017^	9.77	

**Restated Profit after tax/Net Worth*
^ *Not Annualised*

4. Minimum Return on Net Worth after Offer to maintain Pre-Offer basic & diluted EPS for the FY 2016 17.

There will be no change in the Net Worth Post-Offer as the Offer is by way of Offer for Sale by the Selling Shareholders.

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

Sr. No.	As at	NAV (`)
1.	March 31, 2015	589.67
2.	March 31, 2016	632.92
3.	March 31, 2017	712.06
4.	December 31, 2017	789.14
5.	NAV after Offer	789.14
	Offer Price	**920**

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

S. No.	Name of Company	Face Value (₹)	EPS (₹)[3]	PE[4]	RoNW (%)	NAV per Share (₹)
1.	East India Securities Ltd	10	75.64	12.16	10.62	712.06
2.	Geojit Financial Services Limited	1	1.9	49.5	11.8	16.6
3.	Abhinav Capital	10	1.1	4.6	15.9	31.5
4.	Aditya Birla Money Limited	10	1.1	53.2	-	6.0

[1] ***Source:** Industry data is of Finance & Investments as per Capital Market data of Vol. XXXII/25, Jan 29-Feb 11, 2018*
[2] *Based on December 31, 2017 restated financial statements and not annualized.*
[3] *Basic & Diluted Earnings per share (EPS), as adjusted*
[4] *Price Earning (P/E) Ratio in relation to the Offer Price of* ₹ 920

The peer group identified is broadly based on the different service lines that we are into but our scale of operations is not comparable to them.

7. The face value of our shares is ₹10.00 per share and the Offer Price is of ₹ 920 per share is 92 times of the face value.

8. Our Company in consultation with the Lead Manager believes that the Offer Price of ₹ 920 per share for the Public Offer is justified in view of the above parameters. The investors may also want to peruse the risk factors and financials of the Company including important profitability and return ratios, as set out in the Auditors' Report in the offer Document to have more informed view about the investment.

Investors should read the above mentioned information along with sections titled "Our Business", "Risk Factors" and "Financial Information" beginning on pages 90, pages 13 and pages 141 respectively including important profitability and return ratios, as set out in "Annexure P" to the Financial Information of our Company beginning on page 141 of this Prospectus to have a more informed view.

STATEMENT OF TAX BENEFITS

To
The Board of Directors,
East India Securities Limited,
10/1D Lal Bazar Street,
Mercantile Building,
Kolkata- 700001, West Bengal,
India.

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

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

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

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

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

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

Jain Sonu & Associates, Chartered Accountants
Chartered Accountants
Firm Registration Number: 324386E
Sd/-
(CA Sonu Jain)
Partner
Membership No: 060015
Date: February 20, 2018
Place: Kolkata

ANNEXURE TO THE STATEMENT OF POSSIBLE TAX BENEFITS

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

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

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

Note:

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

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

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

SECTION V: ABOUT THE COMPANY AND THE INDUSTRY

INDUSTRY OVERVIEW

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

Introduction

Global Economic Outlook

Global Economic activity picked up modestly towards the end of 2016-17. This was backed by cyclical recovery in investments, manufacturing and trade following a lackluster out-turn in the beginning of the financial year. Although the growth momentum in India slowed down slightly during the year partly due to external shocks and partly due to temporary repercussions resulting from a series of reforms, the GDP growth rate remained robust compared to other emerging nations. During 2016-17 India initiated a series of structural reforms with a view to achieving medium and long run gains. In its 2017 'Article IV Consultation,' the International Monetary Fund (IMF) highlighted the continued progress in reforms that brightens India's medium-term prospects.

Indian securities markets performed well amid external headwinds as indicated by soaring indices, expansion of market capitalization of the exchanges and assets under management in the mutual funds industry. Despite a setback in the third quarter of 2016-17, foreign portfolio investments for the year increased compared to the previous year. Primary market issues also increased both in number as well as in terms of the amount mobilized. On the other hand, new policy measures have been initiated to develop the commodity derivatives market.

REVIEW OF THE GENERAL ECONOMIC ENVIRONMENT AND INVESTMENT CLIMATE

III. GLOBAL ECONOMY: RECENT DEVELOPMENTS

Following a lackluster out-turn, economic activity picked up towards the end of 2016-17 especially in emerging markets and developing economies supported by a recovery in investments, manufacturing and trade. The World Economic Outlook (WEO) published by the International Monetary Fund (IMF) in April 2017 has upgraded expected world growth from 3.1 per cent in 2016 to 3.5 per cent in 2017 and 3.6 per cent in 2018. The tailwind is coming from stronger economic activities, expectations of more robust global demand, amicable inflationary conditions and optimistic financial markets. However, structural impediments to a stronger recovery appear as headwinds over the medium term.

Advanced economies are tending towards protectionism to deal with persistent structural problems such as low productivity growth and high income inequalities. This tendency might affect global economic integration between advanced economies and emerging markets and developing economies. As per WEO's forecasts, growth in advanced economies may go up from 1.7 per cent in 2016 to 2.0 per cent in 2017 and 2018. The outlook for the United States has brightened as a result of proposed fiscal policy easing by the newly elected government. Great Britain, on the other hand, recorded faster recovery fuelled by increased spending after it decided to leave the European Union in June 2016. Backed by strong net exports the Japanese economy too has expanded. Meanwhile, recovery also continues in the Euro-zone supported by domestic demand, falling unemployment and recovery in peripheral economies. Nevertheless, the current high sovereign debt levels and weak banking sectors in some economies may thwart recovery.

Table 1.1: **The world economy – Recent trends in growth (per cent change)**

Region / Country	2016	2015
World output	**3.1**	**3.4**
Advanced economies	**1.7**	**2.1**
United States	1.6	2.6
Euro-area	1.7	2
Germany	1.8	1.5
France	1.2	1.3
Italy	0.9	0.8
Spain	3.2	3.2
Japan	1	1.2
United Kingdom	1.8	2.2
Canada	1.4	0.9
Emerging markets and developing economies	**4.1**	**4.2**
Brazil	–3.6	-3.8
Russia	–0.2	-2.8
India[1]	6.8	7.9
China	6.7	6.9
South Africa	0.3	1.3

Note: [1] For India, data and forecasts are presented on a fiscal year basis and GDP from 2011 onward is based on GDP at market prices with FY2011-12 as the base year.

Source: IMF, *World Economic Outlook*.

The economic performance of emerging markets and developing economies has been somewhat mixed with a number of countries expanding faster than expected, while a few are experiencing a slowdown. WEO predicts that growth rates in emerging and developing nations will improve from 4.1 per cent in 2016 to 4.5 per cent in 2017 and to 4.8 per cent in 2018. Growth in the two largest emerging market economies, India and China, has remained strong. However, growth in China is expected to decelerate from 6.7 per cent in 2016 to 6.6 per cent in 2017 and 6.5 per cent in 2018. In India, the impact of demonetization has ebbed and as per WEO, India is expected to grow at 7.2 per cent in 2017 and 7.7 per cent in 2018; this is substantially higher than the 6.8 per cent growth recorded in 2016.

Commodity prices showed an uptrend during 2016-17. As a result, headline inflation has been picking up in advanced economies, although core inflation has remained subdued. A number of emerging markets and developing economies also witnessed spiraling of headline inflation due to higher commodity prices. Looking ahead, downside risks remain heightened due to a number of factors. Firstly, protectionist policies being pursued in the US may work as a major impediment to global growth by hampering cross-border trade and capital flows. Secondly, a hike in interest rates by the Federal Reserve in the United States might further tighten international currency markets and may result in sharp Dollar appreciation, which may have adverse repercussions on importing nations. Thirdly, high leverage and economic rebalancing in the second largest economy in the world, China remains a risk for global markets. Fourthly, geopolitical issues such as increasing tension between the US and North Korea could also destabilize markets across the world.

IV. THE INDIAN ECONOMY: RECENT DEVELOPMENTS

The Indian economy recorded robust expansion during 2016-17 albeit at a slightly slower pace as compared to the previous year. The strong growth was backed by private and government consumption. However, this was offset by slowing fixed investments, subdued industrial activity and sluggish exports. Lower energy costs, revision of public sector salaries and pensions and a favorable monsoon boosted urban and rural incomes which resulted in increased consumption. Economic activity also benefitted from foreign investments and increase in public infrastructure spending. With foreign exchange reserves at around US$ 370 billion at the end of 2016-17 external vulnerabilities are in check.

The Government of India has initiated a number of reforms that are going to benefit the economy in the medium and long run. With a view to curbing black money and tax evasion, and to deal a body blow to terrorist activities and counterfeiting, the Indian government undertook 'demonetization'[1] of large-denomination currency notes. In other major policy initiatives, a constitutional amendment was done to pave the way for the Goods and Services Tax (GST) to create a common Indian market, improving tax compliance and boosting investments. The Insolvency and Bankruptcy Code, 2016 was passed by Parliament which will help in cleaning up bank balance sheets. Besides, the government has opened up defense, civil aviation and the single-brand retail and pharmaceutical sectors to more foreign direct investments.

Considering the inflationary trend consumer price index (CPI) inflation is expected to be below 5 per cent during 2017-18. In 2016-17 CPI inflation was 4.5 per cent, which is below the Reserve Bank of India's (RBI's) target of 5 per cent. The *Economic Survey 2016-17* forecast that India may record real GDP growth in the 6.8 to 7.5 per cent range in 2017-18. Fitch Ratings in its recent update has maintained a stable outlook for India, supported by a strong medium-term growth outlook.

A. GROWTH

The Indian economy is estimated to have grown by 7.1 per cent during 2016-17 on top of a growth of 8.0 per cent in 2015-16 (Figure 1.1). Gross value added (GVA) at basic prices grew at 6.6 per cent during 2016-17 against 7.9 per cent in 2015-16 (Table 1.2). The gross national income (GNI) at constant prices rose by 7.0 per cent in 2016-17 compared to 8.0 per cent growth during 2015-16. Slowing down of the industrial and services sectors accounted for deceleration of growth during the year. The primary sector on the other hand recorded faster expansion.

Table 1.2: National income (at 2011-12 prices)

Item	2014-15	2015-16	2016-17 (Provisional Estimates)	*Percentage change over previous year*	
				2015-16	*2016-17*
1	***2***	***3***	***4***	***5***	***6***
A. Estimates at the Aggregate Level					
I. National Product					
1.1 Gross National Income (GNI)	1,04,12,280	1,12,46,305	1,20,34,713	*8.0*	*7.0*
1.2 Net National Income (NNI)	92,31,556	99,82,112	1,06,86,776	*8.1*	*7.1*
II. Domestic Product					

2.1 Gross Value Added (GVA) at basic prices	97,19,023	1,04,90,514	1,11,85,440	*7.9*	*6.6*
2.2 Gross Domestic Product (GDP)	1,05,36,984	1,13,81,002	1,21,89,854	*8.0*	*7.1*
2.3 Net Domestic Product (NDP)	93,56,260	1,01,16,809	1,08,41,917	*8.1*	*7.2*
B. Estimate at Per Capita Level					
1. Population (million)	1,267	1,283	1,299	*1.3*	*1.2*
2. Per Capita Net National Income (NNI) (`)	72,862	77,803	82,269	*6.8*	*5.7*
3. Per Capita Gross Domestic Product (GDP) (`)	83,165	88,706	93,840	*6.7*	*5.8*

Table 1.3: Advance estimates of GDP at basic price by economic activity (at 2011-12 prices)

	Industry	2014-15	2015-16	2016-17 (Provisional Estimate)	*Percentage change over previous year*	
					2015-16	*2016-17*
1	**Agriculture, Forestry & Fishing**	**16,06,140**	**16,17,208**	**16,96,175**	***0.7***	***4.9***
2	Mining and Quarrying	2,93,821	3,24,740	3,30,485	*10.5*	*1.8*
3	Manufacturing	16,89,504	18,72,115	20,19,927	*10.8*	*7.9*
4	Electricity, Gas and Water Supply & other utility services	2,13,744	2,24,447	2,40,590	*5.0*	*7.2*
	Industry (2+3+4)	**21,97,069**	**24,21,302**	**25,91,002**	***10.2***	***7.0***
5	Construction	8,38,203	8,79,782	8,94,668	*5.0*	*1.7*
6	Trade, Hotels, Transport and Communication and services related to broadcasting	18,00,919	19,89,161	21,43,956	*10.5*	*7.8*
7	Financing, Real Estate and Professional Services	20,75,549	22,98,798	24,29,638	*10.8*	*5.7*
8	Public Administration, Defence and other services	12,01,143	12,84,263	14,30,002	*6.9*	*11.3*
	Services (5+6+7+8)	**59,15,814**	**64,52,004**	**68,98,264**	***9.1***	***6.9***
9	**GVA at Basic Price**	**97,19,023**	**1,04,90,514**	**1,11,85,440**	***7.9***	***6.6***
10	Net Taxes on Products including import duties	8,17,961	8,90,488	10,04,414	*8.9*	*12.8*
	GDP at Basic Price (9+10)	**1,05,36,984**	**1,13,81,002**	**1,21,89,854**	***8.0***	***7.1***

B. AGRICULTURE

As per the Central Statistics Office's (CSO's) second advanced estimates, GVA at constant prices of the 'agriculture, forestry and fishing' sector grew by 4.9 per cent during 2016-17 against a 0.7 per cent growth during the previous year.

C. INDUSTRY

Growth of the industrial sector decelerated in 2016-17 from the previous year mainly due to a slowdown in mining and quarrying activities (GVA growth rate fell from 10.5 per cent in 2015-16 to 1.8 per cent in 2016-17), coupled with a weakening of manufacturing activity (GVA growth rate fell from 10.8 per cent in 2015-16 to 7.9 per cent in 2016-17). The government revised the base year for the Index of Industrial Production (IIP) to 2011-12 from 2004-05. As per the new series, IIP during 2016-17 (5.0 per cent) showed a pickup in the industrial activities compared to 2015-16 (3.4 per cent) (Table 1.4). During 2016-17, the IIP of mining registered growth of 5.3 per cent and IIP of manufacturing registered a growth rate of 4.9 per cent. On the other hand, positive impetus came from electricity, gas and water supply & other utility services as the sector witnessed mild improvement in its GVA growth rate, which rose from 5.0 per cent in 2015-16 to 7.2 per cent in 2016-17.

Table 1.4: Index of Industrial Production (Base: 2011-12=100)

Month	Mining		Manufacturing		Electricity		General	
	143.73		776.33		79.94		1000	
	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17
Average								
April-March	97.3	102.5	116.2	121.9	133.8	141.6	114.9	120.7
Growth over the corresponding period in the previous year								
March*	4.7	9.7	5.0	1.2	11.9	6.2	5.5	2.7
April-March	4.3	5.3	3.0	4.9	5.7	5.8	3.4	5.0

Note: * Indices for March 2017 are Quick Estimates. Source: MoSPI

D. SERVICES

The services sector is a major contributor to India's GDP. This sector accounted for 61.7 per cent of the GVA in 2016-17. Growth in GVA in the services sector decelerated to 6.9 per cent in 2016-17 from 9.1 per cent in the previous year. The slowdown was mainly caused by softening of activities in the trade, hotels, transport and communication and services related to broadcasting as well as financing, real estate and professional services sectors. On the other hand, construction and public administration, defense and other services witnessed expansion during the year as compared to the previous year.

E. BALANCE OF PAYMENTS

India's trade deficit narrowed to US$ 82.8 billion in April-December 2016 from US$ 105.3 billion during the same period in 2015-16. Aided by a contraction in the trade deficit, the current account deficit (CAD) on a cumulative basis narrowed to 0.7 per cent of GDP in 2016 (April-December) from 1.4 per cent in the corresponding period of 2015-16. Net FDI inflows during April-December 2015 rose sharply by 12.3 per cent over those in the corresponding period in the previous year. However, nationalistic and protectionist policies adopted by the new US government may diminish export revenue from the United States which may be a cause for concern in the medium and long term. Foreign portfolio investments, however, witnessed a net outflow of US$ 3.2 billion during April-

December 2016 as compared to US$ 3.7 billion outflow a year ago. During April-December 2016, the level of foreign exchange reserves (on a BoP basis) went up by US$ 14.2 billion. IMF, in its *Staff Report for the 2017 Article IV Consultation*, observed that on a positive side India's external vulnerability were in check and the current account deficit was expected to remain contained. Forex reserves were also robust which covers around 8 months of imports. On a downside, weak external demand continues to constrain India's exports.

F. FISCAL DEFICIT

The Government of India has placed added emphasis on bringing down the fiscal deficit to 3.0 per cent of GDP by 2018-19. In the backdrop of higher public expenditure and subdued private investments, the government is following the principle of gradual adjustments for improving the fiscal condition. The Union Budget 2017-18 declared that in 2016-17 the fiscal deficit was 3.5 per cent of GDP (Revised Estimates). As per Budget Estimates, fiscal deficit for 2017-18 is 3.2 per cent of GDP, that is, ` 5,46,531 crore. Revenue deficit, which needs to be contained at 2.0 per cent under the existing Fiscal Responsibility and Budget Management (FRBM) Act's provisions, was estimated at 1.9 per cent of GDP, that is, ` 3,21,163 crore (Budget Estimates) in 2017-18 against 2.1 per cent of GDP in 2016-17 (Revised Estimates).

G. EXCHANGE RATE

Volatility in the USD-INR exchange rate remained contained during the first half of 2016-17. However, there was an uptick in volatility during the second half owing to various factors. The Indian Rupee depreciated sharply vis-à-vis the US Dollar during November 8-28, 2016 in the aftermath of the US presidential election results. However, since end of January 2017, there has been a steady appreciation of the Rupee, mainly due to strong capital inflows which include portfolio inflows into equities as well as into debt markets in February and March 2017. During 2016-17, the Indian Rupee touched a low of 68.7 (November 28, 2016) against the US Dollar and a high of 62.2 (April 04, 2016) against the US Dollar. The Indian Rupee closed at 64.8 against the US Dollar on March 31, 2017. During the year, forex reserves increased considerably by about US$ 9.8 billion from US$ 359.8 billion as of April 01, 2016 to US$ 369.9 billion as on March 31, 2017.

TRENDS AND OPERATIONS IN THE SECURITIES MARKET

THE PRIMARY SECURITIES MARKET

The Primary market was characterized by heightened activities in 2016-17 with the initial Public offering (IPO) revival gathering momentum. A positive investment climate supported by robust macroeconomic performance, easing inflationary pressures, stable FDI inflows, continuous regulatory reforms and structural reforms by the government improved the business confidence and attracted investors to the primary market. Several mega issues apart, a number of small companies from diverse growth sectors of the economy entered the market. There was an overwhelming response to a majority of the public issues from foreign portfolio investors (FPIs), other institutional investors and the retail investors. A large number of the issues were over-subscribed indicating the quality of issues and the appetite for public issues by the investors. Globally, trends in IPO statistics indicate that Asia- Pacific was the epicenter of IPO activity in the 2016 calendar year with India being the key highlight.

I. Resource Mobilization through Public and Rights' Issues

During 2016-17, ` 62,067 crore was mobilized through 122 public and 12 rights issues as against` 57,866 crore raised in 2015-16 through 94 public and 13 rights issues (Table 2.1); 2016-17 was the year of the IPO market as there

was a quantum jump in the number of IPOs and the amount mobilized by them. Of the 106 IPOs in 2016-17, 77 were listed on the SME platform. The companies which came out with IPOs were from diverse and unconventional sectors in contrast to the trend of dominance by companies from a few sectors like banking, finance and IT in the IPO market since 2000. While this indicates the gradual rise of capital market as a mode of finance among large and small corporates, it also provides an enormous opportunity for investors to invest in a cross-section of firms which represent the growth economy. The amount raised through IPOs in 2016-17 nearly doubled by 96.4 per cent to ` 29,104 crore as compared to ` 14,815 crore during 2015-16. As in the previous year, there was no follow on public offer (FPO) in2016-17.

The share of public issues in the total resources mobilized increased to 94.5 per cent in 2016-17 from 84.0 per cent in 2015-16, while the share of rights' issues decreased from 16.0 per cent to 5.5 per cent during the same period. The share of debt issues in total resource mobilization stood at 47.6 per cent in 2016-17 as compared to 58.4 per cent in the previous year. During 2016-17, `18,038 crore was mobilized through offers for sale by existing shareholders as against `7,712 crore in 2015-16.

Table 2.1: Resource mobilization through public and rights' issues

Particulars	2015-16		2016-17		Percentage share in total amount	
	No. of Issues	Amount (` crore)	No. of Issues	Amount (` crore)	2015-16	2016-17
1	*2*	*3*	*4*	*5*	*6*	*7*
1. Public Issues (i) + (ii)	**94**	**48,627**	**122**	**58,651**	***84.0***	***94.5***
(i) Public Issues	74	14,815	106	29,104	*25.6*	*46.9*
(Equity/PCD/FCD), of which						
IPOs	74	14,815	106	29,104	*25.6*	*46.9*
FPOs	0	0	0	0	*0.0*	*0.0*
(ii) Public Issues (Bond / NCD)	20	33,812	16	29,547	*58.4*	*47.6*
2. Rights Issues	**13**	**9,239**	**12**	**3,416**	***16.0***	***5.5***
Total Equity Issues (1(i)+2)	***87***	***24,054***	***118***	***32,520***	***41.6***	***52.4***
Total Equity and Bond (1+2)	**107**	**57,866**	**134**	**62,067**	***100.0***	***100.0***

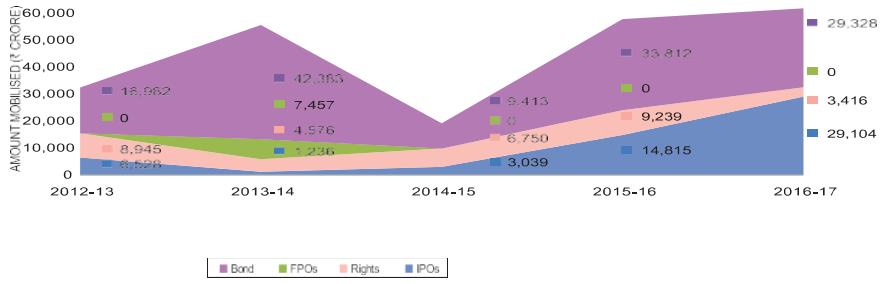
Notes: 1. The primary market resource mobilization is inclusive of the amount raised on the SME platform.

1. All offers for sale are already counted under the head of IPOs/FPOs.

2. Debt issues have been taken on the basis of their opening date.

Figure 2.1 gives the relative share of the four modes of resource mobilization - IPOs, FPOs, bonds and rights issues - since 2012-13. The share of IPOs has gone up significantly from 15.8 per cent in 2014-15 and 25.6 per cent in 2015-16 to 46.9 per cent in 2016-17. While FPOs have had a scant presence in the primary market since 2012-13 except in 2013-14, the share of debt and rights' issues declined during 2016-17 vis-à-vis 2015-16.

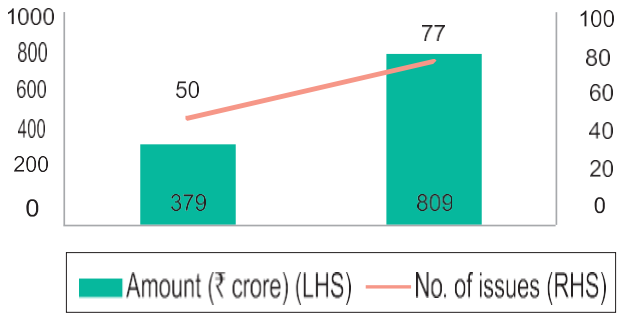
Figure 2.1: Share of broad categories of issues in resource mobilization (` crore)



A. Resource Mobilization via SME Platform

The SME platforms of the exchanges are intended for small and medium sized companies with high growth potential and whose post-issue paid up capital is less than or equal to ` 25 crore. In 2016-17, 77 companies were listed on the SME platforms raising ` 809 crore as compared to` 379 crore raised through 50 issues in 2015-16, registering an increase of 113.5 per cent in resource mobilization **(Figure 2.2)**.

Figure 2.2: Resource mobilization through the SME Platform



B. SECTOR-WISE RESOURCE MOBILIZATION

Sector-wise classification of the resources mobilization shows that the private sector dominated resource mobilization efforts in 2016-17 with a 98.2 per cent share in the total resources mobilized (Figure 2.3). Of the 134 issues, 133 were from the private sector which raised ` 60,943 crore compared to 96 issues which raised ` 26,768 crore in 2015-16. The single public sector issue garnered` 1,124 crore compared to 11 public sector issues raising ` 31,098 crore in 2015-16. The dominance of the private sector in the mobilization of resources from the primary market can be attributed to several factors including, *inter-alia*, resurgence of industrial activity, buoyancy in the secondary market and corporate and investor confidence in the capital market and its regulatory environment.

C. SIZE-WISE RESOURCE MOBILIZATION

The size-wise distribution of capital raised is presented in Table 2.2. While there were more issues for issue sizes up to ` 100 crore, the amount mobilized continued to remain high in the cluster between ` 100 crore and ` 500 crore. In 2016-17, issues above ` 500 crore had a share of 90.1 per cent in the resources mobilized, as compared to 85.5 per cent in 2015-16. There were 29 issues of size equal to or greater than ` 500 crore in 2016-17 compared to 25 such issues in 2015-16.

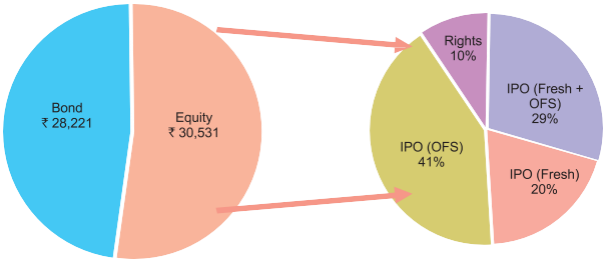
The average size of an issue (including public and rights' issues) which accessed the primary market in 2016-17 was ` 463.2 crore as compared to` 540.8 crore in 2015-16. In 2016-17, the mean public issue size declined to ` 481 crore as compared to` 517 crore in 2015-16. However, the mean IPO size increased to ` 275 crore in 2016-17 from ` 200 crore in 2015-16.

Size-wise resource mobilization

Issue Site	2015-16		2016-17		Percentage share in total amount	
	No. of Issues	Amount (` crore)	No. of Issues	Amount (` crore)	2015-16	2016-17
1	*2*	*3*	*4*	*5*	*6*	*7*
< `5 crore	29	80	26	90	*0.1*	*0.1*
≥ `5 crore & < `10 crore	13	82	25	175	*0.1*	*0.3*
≥ `10 crore & < `50 crore	9	166	33	701	*0.3*	*1.1*
≥ `50 crore & < `100 crore	7	487	4	264	*0.8*	*0.4*
≥ `100 crore & < `500 crore	24	7,555	17	4,905	*13.1*	*7.9*
≥ `500 crore	25	49,495	29	55,932	*85.5*	*90.1*
Total	**107**	**57,866**	**134**	**62,067**	***100.0***	***100.0***

There were 36 large issues in 2016-17 within the cluster of the issue size of above ` 300 crore. The amount raised by the 36 large issues constituted 95.0 per cent of the total resource mobilization through public and rights issues. Out of the total` 58,752 crore mega issues raised during 2016-17, nearly 52 per cent were raised through equity. Figure 2.4 gives a further classification of equity mega issues and it can be seen from the figure that IPOs (through offer for sale (OFS)) constituted 41 per cent. The largest issue raised during 2016-17 was Dewan Housing Finance Corporation Limited's debt issue (` 10,000 crore), which was followed by India Bulls Housing Finance Limited's debt issue (` 7,000 crore) and ICICI Prudential Life Insurance Company Limited's IPO (` 6,057 crore).

Figure 2.4: Types of issues in resource mobilization (` crore and per cent)



D. INDUSTRY-WISE RESOURCE MOBILIZATION

During 2016-17, bank/financial institutions/finance industry raised the largest amount in the industry-wise classification of resource mobilization and contributed 65.2 per cent to the total resources mobilized through 26 issues, as compared to a contribution of 32.4 per cent through 22 issues in 2015-16 (Table 2.3). The food

processing industry accounted for 3.1 per cent of the total resources mobilized through six issues, followed by the healthcare industry which contributed 3.0 per cent to the total amount mobilized through six issues.

Industry-wise resource mobilization

Industry	2015-16		2016-17		Percentage share in total amount	
	No. of Issues	Amount (` crore)	No. of Issues	Amount (` crore)	2015-16	2016-17
Airlines	1	3,009	0	0	5.2	0.0
Automobiles	3	7,504	1	1,162	13.0	1.9
Banks/Fls	6	15,698	8	10,930	27.1	17.6
Cement & Construction	4	172	10	328	0.3	0.5
Chemical	3	1,179	9	504	2.0	0.8
Electrical Equipment/Production	1	59	2	28	0.1	0.0
Engineering	2	373	4	902	0.6	1.5
Entertainment	2	21	2	491	0.0	0.8
Finance	15	2,986	18	29,577	5.2	47.7
Food Processing	2	700	6	1,938	1.2	3.1
Healthcare	7	3,793	6	1,866	6.6	3.0
Hotels	2	1,152	0	0	2.0	0.0
Information Technology	6	921	4	1,266	1.6	2.0
Insurance	1	80	1	6,057	0.1	9.8
Paper & Pulp	0	0	0	0	0.0	0.0
Plastic	2	104	1	150	0.2	0.2
Power	4	2,106	1	4	3.6	0.0
Printing	1	3	0	0	0.0	0.0
Roads & Highways	6	3,112	2	659	5.4	1.1
Telecommunication	0	0	1	11	0.0	0.0
Textile	5	16	16	942	0.0	1.5
Miscellaneous	34	14,878	42	5,254	25.7	8.5
Total	**107**	**57,866**	**134**	**62,067**	**100**	**100**

II. Resource Mobilization through QIP

A. QUALIFIED INSTITUTIONS' PLACEMENT (QIP)

QIP is an alternative mechanism introduced in 2006 to facilitate listed companies to raise capital in the Indian securities market. QIP enables a listed company to issue equity shares, full or/and partly convertible debentures or any securities other than warrants to a qualified institutional buyers (QIBs). During 2016-17, 20 issues garnered a total of ` 8,464 crore through the QIP route as compared to `14,588 crore raised in 2015-16 (Table 2.4).

Resource mobilization through QIP

Year	Only NSE		Only BSE		Common		Total	
	No. of issues	Amount (` crore)	No. of issues	Amount (` crore)	No. of issues	Amount (` crore)	No. of issues	Amount (` crore)
1	*2*	*3*	*4*	*5*	*6*	*7*	*8*	*9*
2015-16	0	0	2	462	22	14,126	24	14,588
2016-17	0	0	0	0	20	8,464	20	8,464

Source: BSE and NSE.

B. Offer for Sale through the Stock Exchange Mechanism

In 2016-17, 23 companies used the OFS route through BSE and NSE to conform to public shareholding norms as compared to 24 companies in 2015-16. These 23 companies came out with 29 OFS issues during 2016-17. The total resources mobilization through OFS declined by 60.4 per cent to ` 7,843 crore in 2016-17 from ` 19,817 crore in 2015-16 (Table 2.5).

Table 2.5: Offer for sale through the stock exchange mechanism

Year	No. of Companies	No. of issues	Total Resource Mobilized (` crore)
1	*2*	*3*	*4*
2015-16	24	26	19,817
2016-17	23*	29	7,843

Note: * Indicates companies undertaking 29 issues. Source: BSE and NSE.

III. Resource Mobilization through Preferential Allotment

Preferential allotments are covered under Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009. This mode of resource mobilization is used by a listed company to issue equity shares/fully convertible debentures (FCDs)/partly convertible debentures (PCDs) or any other financial instruments which will be converted to or exchanged with equity shares at a later date. The allotments are done on a preferential basis to a select group of investors under Section 81(1A) of the Companies Act, 2013. Further, the issuer is required to take the shareholders' permission and should comply with various provisions as specified in the SEBI (ICDR) Regulations, 2009 vis-à-vis the Companies Act, 2013.

During 2016-17, ` 44,250 crore was raised through 410 preferential issues as compared to ` 50,514 crore raised through 353 preferential issues in 2015-16 (Table 2.6).

Resource mobilization through preferential allotments

Year	Only NSE		Only BSE		Common		Total	
	No. of issues	Amount (` crore)	No. of issues	Amount (` crore)	No. of issues	Amount (` crore)	No. of issues	Amount (` crore)
1	*2*	*3*	*4*	*5*	*6*	*7*	*8*	*9*
2015-16	143	1,761	22	983	188	47,770	353	50,514
2016-17	188	2,957	17	1,219	205	40,073	410	44,250

Source: BSE and NSE.

IV. Resource Mobilization through Private Placement of Corporate Debt

Indian companies raised a record ` 6,40,716 crore in 2016-17 through private placements, which is 39.9 per cent higher as compared to` 4,58,073 crore raised in the previous financial year (Table 2.7). In terms of the number of issues, 3,377 issuances were made in 2016-17, as compared to 2,975 issues in 2015-16, an increase of 13.5 per cent.

Private placement of corporate bonds reported to BSE and NSE

Year	Only NSE		Only BSE		Common		Total	
	No. of Issues	Amount (` crore)	No. of Issues	Amount (` crore)	No. of Issues	Amount (` crore)	No. of Issues	Amount (` crore)
1	*2*	*3*	*4*	*5*	*6*	*7*	*8*	*9*
2015-16	1,198	2,06,676	1,619	1,52,281	158	99,116	2,975	4,58,073
2016-17	1,023	2,19,721	2,177	2,54,213	177	1,66,782	3,377	6,40,716

Source: BSE and NSE

THE SECONDARY SECURITIES MARKET

I. EQUITY MARKETS IN INDIA

2016-17 witnessed the benchmark indices rising significantly backed by resurgence post the demonetization, political outcomes in state elections and rising foreign inflows even as the international developments were not very encouraging. There were a multitude of global events in 2016-17 which influenced the markets including the slowdown in Chinese economy, weak global trade growth, the Brexit, US presidential elections, policy normalization by the Federal Reserve and the attendant uncertainties around each of these events. Nonetheless, the domestic macro-economic and political conditions remained favorable. Strong growth rates, benign inflation and contained twin deficits despit the recovery of global crude oil prices, positive policy actions including implementation of key structural reforms like demonetization, progress on the GST, Aadhar linked public policy initiatives, return to a normal monsoon rainfall, and reduced external vulnerabilities were vital for institutional investors' confidence in the India growth story and also in its markets.

At the end of 2016-17, the benchmark indices S&P BSE Sensex (henceforth referred to as Sensex) and NIFTY 50 (henceforth referred to as NIFTY) increased by a significant 16.9 per cent and 18.5 per cent respectively over March 31, 2016 (Figure 2.5). The Sensex closed at 29,621 on March 31, 2017, recording an increase of 4,279 points over

25,342 as on March 31, 2016. The Nifty registered an increase of 1,435 points to close at 9,174 on March 31, 2017 over 7,738 at the end of March 31, 2016.

Figure 2.5: Movement of benchmark stock market indices

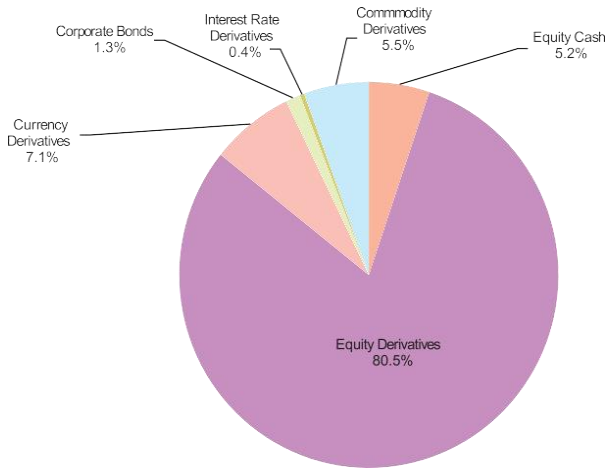


The Sensex reached its highest level on March 17, 2017, touching 29,649 while the NIFTY attained its highest level of 9,174 on March 31, 2017. The lowest level attained by the Sensex was 24,674 on April 08, 2016 while the NIFTY recorded its lowest level of 7,546 on April 07, 2016. The biggest gains in benchmark indices were observed on May 25, 2016 when the Sensex appreciated by 2.3 per cent while the NIFTY increased by 2.4 per cent. Subsequent to the demonetization of currency notes of higher denominations of ` 500 and ` 1,000 on November 08, 2016, both the indices recorded their biggest fall on the next trading day, November 11, 2016 with the Sensex falling by 2.5 per cent and the NIFTY by2.7 per cent.

In the cash segment, the turnovers at BSE and NSE recorded substantial improvements of 34.9 and 19.3 per cent, respectively, during 2016- 17 as compared to a decline of 13.4 per cent and 2.1 per cent respectively during the previous financial year. In the equity derivatives segment, BSE's turnover declined by 99.8 per cent while NSE's turnover increased by 45.6 per cent during 2016-17 as compared to a decrease of 78.0 per cent at BSE and an increase of 16.6 per cent at NSE during 2015-16. MSEI recorded insignificant volumes in the cash segment and no trading was observed in its equity derivatives segment (Table 2.8).

The segment-wise composition of the value traded in the secondary market is shown in Figure2.6. In the Indian secondary market, the highest share in terms of traded turnover was held by equity derivatives at 80.5 per cent, followed by currency derivatives (7.1 per cent), commodity derivatives (5.5 per cent), the equity cash segment (5.2 per cent), corporate bonds (1.3 per cent) and interest rate derivatives (0.4 per cent). Reflecting buoyant markets, the market capitalization of BSE and NSE indicated an upturn with an increase of 28.3 and 28.7 per cent respectively in 2016-17. There was sharp increase in P/E ratios over the past year and Indian markets were overpriced compared to other emerging and developed markets. The annualized volatility of the Sensex decreased to 12.1 in 2016-17 compared to 16.9 in 2015-16. For NIFTY, the volatility went down to 12.3 in 2016-17 as compared to 17.1 in 2015-16. The P/E ratios for Sensex and NIFTY stood at 22.6 and 23.3 respectively in 2016-17.

Percentage share in traded value in the secondary market



Source: Various exchanges

Major Indicators of the Indian securities markets

Item	2015-16	2016-17	*Percentage variation over the previous year*	
			2015-16	*2016-17*
1	***2***	***3***	***4***	***5***
A. Indices				
S&P BSE Sensex				
Year-end	25,342	29,621	*-9.4*	*16.9*
Average	26,322	27,338	*-0.9*	*3.9*
NIFTY 50				
Year-end	7,738	9,174	*-8.9*	*18.5*
Average	7,984	8,421	*0.2*	*5.5*
SX40				
Year-end	15,335	17,858	*-8.1*	*16.5*
Average	15,737	16,492	*0.4*	*4.8*
B. Annualized Volatility (per cent)				
S&P BSE Sensex	17	12.1	25.7	-28.7
NIFTY 50	17.1	12.3	26.7	-27.9
SX40	16.6	12	28.7	-27.6

Item	2015-16	2016-17	*Percentage variation over the previous year*	
			2015-16	*2016-17*
1	***2***	***3***	***4***	***5***
C. Total Turnover (` crore)				
Equity Cash Segment	49,77,278	60,54,422	*-4.0*	*21.6*
of which				
BSE	7,40,089	9,98,261	*-13.4*	*34.9*
NSE	42,36,983	50,55,913	*-2.1*	*19.3*
MSEI	206	248	*Na*	*20.7*
Equity Derivatives Segment	6,93,00,843	9,43,77,241	*-8.8*	*36.2*
of which				
BSE	44,75,008	6,939	*-78.0*	*-99.8*
NSE	6,48,25,834	9,43,70,302	*16.6*	*45.6*
MSEI	Na	Na	*Na*	*Na*
Currency Derivatives Segment	75,90,387	83,26,651	*34.7*	*9.7*
of which				
BSE	27,63,926	31,71,648	*44.8*	*14.8*
NSE	45,01,886	48,57,076	*48.9*	*7.9*
MSEI	3,24,576	2,97,928	*-50.1*	*-8.2*
Interest Rate Derivatives Segment	6,63,359	4,38,341	*40.0*	*-33.9*
of which				
BSE	1,14,121	1,27,979	*172.3*	*12.1*
NSE	5,26,425	3,07,809	*24.9*	*-41.5*
MSEI	22,814	2,552	*121.2*	*-88.8*
Commodity Derivatives Segment	66,96,381	64,99,637	*9.1*	*-2.9*
of which				
NCDEX	10,19,588	5,96,852	*12.8*	*-41.5*
MCX	56,34,194	58,65,661	*8.7*	*4.1*
NMCE	29,368	28,442	*-18.5*	*-3.2*
Rajkot Commodity Exchange Ltd.	1,976	759	*-37.5*	*-61.6*
Chamber of Commerce, Hapur	11,192	7,923	*31.3*	*-29.2*
IPSTA	63	0	*-97.2*	*Na*
D. Market Capitalization (` crore)				
BSE	94,75,328	1,21,54,525	*-6.6*	*28.3*
NSE	93,10,471	1,19,78,421	*-6.2*	*28.7*
MSEI	91,82,759	1,18,31,271	*-6.5*	*28.8*
E. No. of Listed Companies				
BSE	5,911	5,834	*5.1*	*-1.3*
NSE	1,808	1,817	*4.3*	*0.5*
MSEI	80	80	*-2.4*	*0*
F. P/E Ratio				
S&P BSE Sensex	19.3	22.6	*0.8*	*17.6*
NIFTY 50	20.9	23.3	*-8.0*	*11.3*
SX40	21.4	22.7	*-12.9*	*6*

Notes: 1. In 2014-15, MSEI recorded insignificants volume in the cash segment.

2. In 2015-16, no trading was observed in MSEI's equity derivative segment.

NA: Not Applicable Source: Various exchanges.

With divergent growth patterns across developed and emerging market economies, global economic growth slowed down in 2016. Weak economic growth in major advanced economies such as the United States, Japan and in Euro-area, dragged

down overall global growth. While capital inflows to emerging market economies improved in 2016, appreciation in the US Dollar following the presidential election led to tight financial conditions in some emerging markets. An increase in the US government bond yields increased long term inflation expectations and prospects of higher interest rates. Among major emerging markets, economic growth in China, India, Brazil, Mexico and Argentina weakened during 2016, while Bangladesh, Pakistan, Indonesia and Thailand recorded higher economic growth during the year. Amid weak investment and global trade, commodity prices recovered from the declining trend witnessed in the past two years. During 2016-17, there was a sharp increase in energy and metal prices with moderate growth in food prices. The oil market witnessed a steady, broad-based growth in demand, while coal prices increased on strong demand and supply constraints in China.

Global equity markets across the world recorded an uptrend during 2016-17. Among the emerging markets, the year-on-year index change was 69.9 per cent for Egypt's HERMES index, followed by Argentina's IBG Index (58.9 per cent) and Brazil's IBOV Index (29.8 per cent) (Figure 2.7). Among developed equity markets, the year-on-year index change for Germany's DAX Index was 23.6 per cent, followed by US NASDAQ (21.4 per cent) and the UK FTSE 100 Index (18.6 per cent). Among the markets analyzed, only South Africa recorded a negative return (0.4 per cent).

II. PERFORMANCE OF MAJOR STOCK AND SECTORAL INDICES

The sectoral and broad-based indices showed promising growth during 2016-17. The trends of these indices are shown in figures below. Among the broad-based BSE indices, BSE 100, BSE 200 and BSE 500 recorded year-on-year positive index gains of 21.2 per cent, 22.5 per cent and 24.0 per cent, respectively, over the previous year. The BSE Small-Cap Index also increased by 36.9 per cent during 2016-17. Similarly, among major NSE indices, the NIFTY Midcap 50, NIFTY Next 50 (formerly known as the CNX NIFTY Junior) and NIFTY 500 increased by 37.0, 33.9 and 23.9 per cent respectively in 2016-17.

During 2016-17, In BSE's sectoral indices, BSE Tech and BSE IT registered a decline of 5.5 and 9 per cent respectively. The highest increment was recorded for S&P BSE Metal (56.5 per cent), followed by S&P BSE Oil (48 per cent), S&P BSE Small Cap (36.9 per cent) and S&P BSE Bankex (32.8 per cent)

Among the sectoral indices at NSE, NIFTY PSU Bank (44 per cent) recorded the highest increase in 2016-17, followed by NIFTY PSE (40.9 per cent), NIFTY Petrochemicals (40 per cent) and NIFTY Midcap 50 (37 per cent), whereas NIFTY IT declined by 5.4 per cent.

III. TURNOVER IN THE INDIAN STOCK MARKET

The turnover of all stock exchanges in the cash segment increased by 21.6 per cent to` 60,54,422 crore in 2016-17 from ` 49,77,278 crore in 2015-16. Of the aggregate turnover, NSE accounted for 83.5 per cent of the total turnover whereas the BSE accounted for 16.5 per cent of the total turnover. Reflecting increased activity in the market, NSE's turnover increased from ` 42,36,983 crore in 2015-16 to ` 50,55,913 crore in 2016-17, an increase of 19.3 per cent. Similarly, BSE too witnessed an increase in turnover of 34.9 per cent from ` 7,40,089 crore to ` 9,98,261 crore during the same period. MSEI registered a turnover of ` 248 crore during 2016-17 compared to ` 206 crore during the previous year, an increase of 20.4 per cent.

Exchange-wise cash segment turnover (` crore)

Stock Exchange	**2015-16**	**2016-17**	***Percentage share in total turnover***	***Percentage variation over 2015-16***
1	***2***	***3***	***4***	***5***
BSE	7,40,089	9,98,261	*16.5*	*34.9*

MSEI	206	248	*0.0*	*20.4*
NSE	42,36,983	50,55,913	*83.5*	*19.3*
Total	**49,77,278**	**60,54,422**	***100.0***	***21.6***

Source: Various Stock Exchanges

Trading data for the top-20 cities in India shows that 55.9 per cent of BSE's total turnover in the equity cash segment and 60.0 per cent of NSE's total turnover in the equity cash segment was concentrated in Mumbai and Thane, the financial hub of the country. At NSE, Delhi/Ghaziabad contributed 6.7 per cent to the total turnover, followed by Bengaluru (6.3 per cent) and Kolkata/Howrah, which accounted for 4.8 per cent of the turnover. At the BSE, Gurgaon contributed 5.9 per cent to the total turnover, followed by Kolkata (3.5 per cent) and Ahmedabad (3.2 per cent). The top five cities accounted for 82 per cent of the turnover at NSE during 2016-17, compared to 84 per cent in 2015-16. At BSE, the top-five cities contributed 71.5 per cent to the turnover 2016-17 as compared to 90.3 per cent in 2015-16.

City-wise turnover of the top-20 cities in the cash segment

BSE			**NSE**		
City	**Turnover (` crore)**	**Percentage share in cash turnover**	**City**	**Turnover (` crore)**	**Percentage share in cash turnover**
1	***2***	***3***	***4***	***5***	***6***
Mumbai	5,58,447	55.9	Mumbai / Thane	30,32,164	60
Gurgaon	58,413	5.9	Delhi	3,39,123	6.7
Kolkata	34,786	3.5	Bangalore	3,18,736	6.3
Ahmedabad	31,665	3.2	Kolkata / Howrah	2,42,177	4.8
New Delhi	30,912	3.1	Gurgaon	2,12,170	4.2
Rajkot	17,499	1.8	Hyderabad/Secunderabad/ Kukatpally	1,81,208	3.6
Vadodara	8,688	0.9	Ahmedabad	1,51,122	3
Chennai	6,905	0.7	Ghaziabad/Noida/Sahibabad	1,11,695	2.2
Surat	6,067	0.6	Haryana	91,282	1.8
Jaipur	5,958	0.6	Rajkot	62,730	1.2
Ghaziabad	5,825	0.6	Cochin/Ernakulam/Parur/ Kalamserry/Alwaye	54,529	1.1
Hyderabad	3,541	0.4	Chennai	52,441	1
Bengaluru	3,455	0.3	Surat	31,025	0.6
Kanpur	3,320	0.3	Jaipur	24,106	0.5
Indore	3,288	0.3	Indore	22,860	0.5
Pune	3,213	0.3	Baroda	17,022	0.3
Jodhpur	1,920	0.2	Chandigarh/Mohali/Panchkula	11,515	0.2
Nagpur	1,780	0.2	Pune	7,500	0.1
Noida	1,630	0.2	Jodhpur	7,147	0.1

Chandigarh	1,628	0.2	Faridabad	6,619	0.1
Others	2,09,321	21	Others	78,741	1.6
Total	**9,98,261**	**100**	**Total**	**50,55,913**	**100**

In 2016-17, shares of 640 exclusively listed companies at regional stock exchanges (RSEs) were made available for buying/selling on NSE's dissemination board as compared to 372 exclusively listed companies available for buying/selling on the dissemination board in 2015-16. Similarly, at BSE, the shares of 1,485 exclusively listed companies at RSEs were made available for buying/selling on the dissemination board in 2016-17 as compared to 1,517 companies in 2015-16 (Table 2.11).

Dissemination board statistics at NSE and BSE

S. No.	Name of the RSE	No. of companies exclusively listed on RSEs (shares available for buying/ selling on the dissemination board)	No. of vanishing companies (as categorized by RSEs) (shares not available for buying/ selling on the dissemination board)
1	***2***	***3***	***4***
NSE			
1	Ahmedabad Stock Exchange Limited	295	407
2	Madhya Pradesh Stock Exchange Limited	5	14
3	Ludhiana Stock Exchange Limited	18	1
4	Madras Stock Exchange Limited	226	51
5	Pune Stock Exchange Limited	2	1
6	UP Stock Exchange Limited	94	17
Total		**640**	**491**
BSE			
1	Hyderabad Stock Exchange	3	0
2	OTCEI	42	3
3	Jaipur Stock Exchange	2	0
4	Inter- Connected Stock Exchange	1	0
5	Vadodara Stock Exchange	64	121
6	Delhi Stock Exchange	1,290	0
7	Guwahati Stock Exchange	20	61
8	Bangalore Stock Exchange	63	6
Total		**1,485**	**191**

Source: BSE and NSE.

IV. MARKET CAPITALIZATION

Market capitalization is the total value of a publicly traded company's outstanding shares at any point. It is a major indicator that reflects the size of the stock market. In consonance with the market uptrend, market capitalization surged at both the exchanges. The market capitalization at BSE increased by 28.3 per cent to ` 1,21,54,525 crore in 2016-17 from ` 94,75,328 crore in 2015-16 (Figure 2.11). On the other hand, market capitalization at NSE increased by 28.7 per cent to ` 1,19,78,421 crore in 2016-17 from ` 93,10,471 crore in 2015-16.

At BSE, the market capitalization of the shares included in the BSE benchmark index, the S&P BSE increased by 18.7 per cent in 2016-17. Among BSE's sectoral indices market cap of the BSE Capital Goods Index recorded a growth of 31.5 per cent in 2016-17 while that of BSE Teck declined by 4.6 per cent. During the year, market capitalization of the shares included in the NIFTY 50 Index increased by 23.6 per cent. Among the sectoral indices at NSE, NIFTY Bank recorded a 38.1 per cent increase in market capitalization in 2016-17, followed by NIFTY Next 50 (22.0 per cent).

V. STOCK MARKET INDICATORS

Market capitalization to GDP (m-cap ratio) ratio provides an overview of developments in stock markets vis-a-vis growth in the economy. It measures the size of the stock market relative to the economy. After a decline in market capitalization ratios in 2015-16, a significant increase was registered during 2016-17. The BSE market capitalization to GDP ratio increased from 69.3 per cent in 2015-16 to 80.0 per cent in 2016-17. Similarly, at NSE the ratio increased from 68.0 per cent in 2015-16 to 78.9 per cent in 2016-17 (Table 2.13). The all-India equity cash segment turnover to GDP ratio increased to 39.9 per cent from 36.4 per cent in 2015-16. The turnover to GDP ratio for the equity derivatives segment increased from 506.5 per cent in 2015-16 to 621.6 per cent in 2016-17.

Select ratios relating to the stock market (per cent)

Year	BSE Market Capitalization to GDP Ratio	NSE Market Capitalization to GDP Ratio	Total Turnover to GDP Ratio	
			Cash Segment (all-India)	Equity Derivatives Segment (BSE+NSE)
1	*2*	*3*	*4*	*5*
2015-16	69.3	68.0	36.4	506.5
2016-17	80.0	78.9	39.9	621.6

Note: Provisional estimates of GDP at current prices has been considered. Source: Various stock exchanges and CSO.

OUR BUSINESS

*The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Prospectus, including the information contained in **"Risk Factors"**, **"Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Financial Information of the Company"** beginning on page 13, 171 and 141, respectively, of this Prospectus. The financial figures used in this section, unless otherwise stated, have been derived from our Company's restated audited financial statements. Further, all references to "EISL", 'our Company' and 'the Company' and the terms 'we', 'us' and 'our', are to "East India Securities Limited".*

OVERVIEW

Our Company was incorporated as "East India Securities Private Limited" with the Registrar of Companies, West Bengal, on June 08, 1995, as a Private Limited Company. Subsequently, upon conversion to a Public Limited Company, "East India Securities Limited", a fresh Certificate of Incorporation was issued by the Registrar of Companies, West Bengal, on August 13, 1999.

Our Company is currently engaged in the business of Broking (Equity and Equity Derivatives and Currency Derivatives). We are one of the largest Clearing Member for Equity Derivatives in NSE, and Currency Derivatives in NSE/MCX/USE in Eastern India. We also provide services as a Depository Participant (NSDL/CDSL); Distributor (Mutual Funds, Primary Issuer of Equity and Fixed Income Securities); and play an Advisory role in Corporate Financing and Risk Management. We are a member of the: Capital Market segment of NSE of India since 1995; Equity Derivates segment of NSE since 2000; Currency Derivates segment of NSE since 2008; Capital Market segment of BSE since 2005; Equity Derivatives segment of BSE since 2006.

We have the distinction of executing the first ever Exchange Traded Index Option contract in India on June 4, 2001, when NSE had launched its Nifty options segment. Subsequently, on November 9, 2001, we became the first company to trade Future Contract on individual stock futures on NSE. We have also have the distinction of executing the first Currency Future contracts and Currency Options contract on NSE at launch.

Our Company also has the membership of NSDL since 1997, and CDSL since 2000. We were one of the pioneering Depository Participants of NSDL and helped usher in the revolutionary concept of the paperless settlement of securities transactions in India. With over 81 active CM Pool Accounts, and over 1097 active corporate clients, we handle over 1,000 instructions per day. We received permanent registration from SEBI as Participant of the NSDL and CDSL depositories in the year 2015.

To expand our business operations, and with a particular focus on trading and broking for Institutional and High Networth clients, our branch office in Mumbai has a dedicated Institutional Equities desk with Research, Dealing and Sales teams in place, each headed by professionals with over 14 years of experience in capital markets, providing quality research inputs and ideas on market and stock related developments. Our clients include Public/Private Banks, Insurance companies, Domestic Mutual Funds, AIFs and FPIs.

EISL's Debt desk is headed by professionals with over 15 years of experience in Fixed Income Vertical, and we are a member of the Wholesale Debt Market (WDM) segment of the NSE and BSE, catering to Banks, Financial Institutions, Mutual Funds, Insurance companies, Retirement trusts, Corporates, HNI and Retail clients. We are one of the few brokers who has successfully participated in the auction of debt investment limits for FPIs.

EISL is one of the largest market maker for ETFs in India and formally recognized by the NSE. Our robust technology platform enables us to provide efficient market making for various securities. We are able to provide/absorb large ETF flows of up to 25 Crores. We work closely with Mutual Funds like Reliance, UTI, HDFC, ICICI Prudential, IDFC, Invesco, LIC Nomura, DSP Blackrock as their authorized market maker for their suite of ETFs.

EISL has a strong presence in the IRF segment with ~9% of the overall market share across all exchanges put together, and ~30—35% market share on the Institutional side. We are present in all three exchanges and are DMA enabled brokers for NSE and BSE. We currently deal with large Institutional investors and undertake research covering Daily/Weekly/Monthly analysis highlighting important parameters like Volume, Open Interest, Implied Cost of carrying, etc. in our efforts to keep our clients constantly updated on all aspects of the IRF market and to disseminate timely information.

We are also engaged in the business of Mutual Fund Advisor/Distributor and are a member of AMFI. Our Company is engaged in making proprietary investments in various tradable securities. We invest in both securities and derivatives with sufficient liquidity. Our investment strategies are mainly focused on earning arbitrage gain based on analysis and

investment rationale.

Our Promoters, Mr. Lakshmendra Kumar Agarwal and Mr. Vivek Agarwal, are responsible for the growth of our Company in the past. With their experience and knowledge of the intricacies of the Indian Stock Market, and their support and guidance, we were able to grow our turnover by leaps and bounds. Our Promoters' unique ideas and innovative solutions to the various operational problems, along with a hardworking team are the main strengths of our Company.

For the Fiscal year ended on March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013 our total revenue stood at `4450.43 Lakhs, `3348.77 Lakhs, `4012.89 Lakhs, `3713.38 Lakhs, & `3601.58 respectively. Further, our PAT for the Fiscal year ended on March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013 were `2773.71 Lakhs, `1585.88 Lakhs, `1497.68 Lakhs & `1587.91 Lakhs, and 1198.18 Lakhs respectively.

CERTIFICATIONS & RECOGNITIONS RECEIVED BY OUR COMPANY

Some of the prominent certifications and recognitions received by our Company are the following:

- Our company has received NSDL Star Performer award- 2nd Position in category of top performer in Active Accounts (BIG DPs) in the year 2014
- Our company has received NSDL Star Performer award- 1st Position in category of top performer in Active Accounts (BIG DPs) in the year 2015
- Our company has been accredited with the certificate for being among the top performing members for the year 2014 by National Stock Exchange of India Limited.
- Our company has been accredited with the certificate for being among the top performing members for the year 2015-16 in Equity ETF by National Stock Exchange of India Limited.
- Our company has been accredited with the certificate for being among the top performing members for the year 2015-16 in Equity Derivatives by National Stock Exchange of India Limited.

OUR BUSINESS STRENGTHS

1. Experienced Promoters and management team.

Our promoters, Mr. Lakshmendra Kumar Agarwal and Mr. Vivek Agarwal, with their knowledge and experience are well-assisted by our Key Managerial Persons who have helped us retain entrenched relations with existing customers and also helped us engage new customers. We believe that our experience, knowledge and human resources will enable us to drive the business in a successful and profitable manner.

2. Diversified yet integrated a mix of business.

Our Company is engaged in the business of Share-broking and trading services in Equity, Future & Options and Currency Derivatives segments and has membership in the cash, future and options and currency derivatives segments of both BSE and NSE, Depository Participant services with CDSL and is also providing Mutual fund investment services to clients. Apart from the above we have also entered into proprietary trading (own account trading) activities also. With our wide range of services, our company is able to cater to the demands of all our customers under one roof.

3. Long-term relationship with the clients.

Our Company believes in maintaining long-term relationships with our clients. Our dedicated focus on client coverage and our ability to provide timely solutions and faster resolution of customer complaints, if any, has helped us to establish long-term relationships with Institutional and High Networth clients. This key strength has helped us to receive repeat business from our clients. We also believe that because of our timely trade execution, competitive pricing and customer service, we enjoy the goodwill of our customers.

4. Strong Risk Management System.

We have deployed resources in terms of technology, people and processes to manage our risk management function. We have established general risk management procedures for trading activities, including instruments, strategies, position and trading limits for trading desks, business units and/or individual traders, periodic stress testing and cashflow. We periodically review and modify such procedures, as necessary or appropriate. These procedures cover our internal control system, customer margin requirement and risk management of relationship managers.

OUR BUSINESS STRATEGIES

2. Entering into new geographies.

We are currently located in Kolkata and Mumbai. Going forward, we plan to establish our presence in the western and central region and intend to set up branch offices in major cities. Our emphasis is on expanding the scale of our operations as well as growing our network across India, which we believe will provide attractive opportunities to grow our client base and revenues.

2. Continue to develop client relationships.

We plan to grow our business primarily by growing the number of client relationships, as we believe that increase in client relationships will add stability to our business. We seek to build on existing relationships and also focus on bringing more clients into our portfolio. Our Company believes that business is a by-product of relationships. Our Company believes that a long-term client relationship with large clients fetches better dividends. Long-term relations are built on trust and continually meeting the requirements of the customers.

3. Attract and retain talented employees.

Employees are essential for the success of every organization. We intend to continue our focus on providing healthy and comfortable work climate for our employees and provide various programs and benefits for their personal well-being and career development. We intend to strive to further reduce the employee attrition rate and retain more of our employees to facilitate our future expansion by providing them with better and healthier working environment.

4. Competitive Pricing.

To remain aggressive and capitalize on a good market share, we believe in offering competitive prices to our customers. This helps us to sustain the competition and claim a position of strength in the marketplace.

5. Optimize operational efficiencies.

Since the beginning, the thrust of our Company has been in pursuing the most economical model in every aspect of manpower and installations to enable us to achieve operational efficiency. We shall continue to invest in technology and related platforms to increase our operational efficiency. We believe that investment in technology/automation tools can improve staff productivity, enabling our people to handle more transactions/challenges and improve quality of services.

OUR LOCATION

Registered Office	10/1D, Lal Bazar Street, 3rd Floor Mercantile Building, Kolkata-700001
Corporate Office	DA-14, Salt Lake, Kolkata-700064
Branch Office	201, Garnet Palladium, Pandit Motilal Nehru Marg, Panch Bawadi, Behind Express Zone, Malad East, Mumbai-400097

SWOT ANALYSIS

Strengths: • Competitive Pricing. • Good Quality Services. • Experienced Promoters & Management Team. • Latest and advanced technology and infrastructure. • A strong relationship with clients.	**Weaknesses:** • Higher Taxes. • Technology Downtime.
Opportunities: • Opportunity in the primary market. • Increasing focus on investment by the general public.	**Threats:** • Fluctuation in Stock Market. • Government & Regulatory Norms. • Change in the investors' perception about the Stock Market.

OUR MAJOR PRODUCTS, SERVICES, AND PROCESSES

Stock Exchange Operations

Our Company is a member of BSE and NSE for trading in the Equity market. We do proprietary transactions and also cater to the needs of our clients i.e. Institutional, corporate, high net worth individuals and retail investors in the secondary market segments (Cash, F&O, and CD). We provide personalized trade and execution services along with real-time information to our clients. Our trading volumes for the year ended on March 31, 2017, are as follows:

Stock Exchange	Trading Volumes		
	Cash Equities (₹Crores)	Equity Futures (₹Crores)	Currency Derivatives (₹ Crores)
BSE	1013	44	165141
NSE	14214	127704	131187

Depository Services

Depository Participant is an agent of the depository and can offer depository related services. We offer depository facility to our equity trading clients as a part of integrated service offering through NSDL & CDSL, where our Company is a depository participant. Effective management of transactions by skilled professionals has helped our Company gain the trust of the clients. We have over 19,000 client demat accounts.

Clearing Services

We are also Clearing Member of NSE and BSE and provide clearing services to various trading members of NSE and BSE.

Distribution of Mutual Funds

We are engaged in the distribution of Mutual funds. We offer various options and advisory services for investments in Mutual Funds, Tax saving ELSS Schemes, etc. We have utilized our strength of the network, client's, especially high net worth individuals and corporates, with high liquidity for distribution of financial products. We use our relationship with our clients for marketing mutual funds.

Apart from the services mentioned above we are also engaged in making proprietary investments in various tradable securities with the strategy to earn arbitrage gain based on analysis and investment rationale. We are also engaged in providing services of Research Analyst and also applied for the registration as a Portfolio Manager with SEBI.

Debt Desk

Our Fixed Income Broking Desk Caters to Banks, Financial Institutions, Mutual Funds, Insurance companies, Retirement Trusts, Institutions, Corporates, HNI and retails Clients. Our debt team is headed by professionals having more than 15 years of experience. We are also a member of Wholesale Debt Market on NSE and BSE.

PLANT & MACHINERY & EQUIPMENTS

The major plant and machinery required for our business are computers and servers. We have the adequate number of computer systems commensurate with our current size of operations.

COLLABORATIONS/TIE UPS/ JOINT VENTURES

We have not entered into any technical or other collaboration.

EXPORT OBLIGATION

As on the date of the filing of this Prospectus, we don't have any export obligation.

INFRASTRUCTURE AND UTILITY RISK MANAGEMENT

With the increase in participation by the public in the financial market, there is an urgent need to manage risks with respect to new financial instruments such as derivatives, currency futures, etc. Our Company is dealing in financial services and hence risk management is of utmost importance. We have deployed resources in terms of technology, people and processes to manage our risk management function. We monitor and control our risk exposure through financial, credit, operational, compliance and legal reporting systems based on mandatory regulatory requirements and as per our business needs.

Our risk management system monitors our market exposure on the basis of the total margin collected from clients, the total margin deposited with the exchanges and the lines of credit available from the banks. Our management team analyses this data in conjunction with our risk management policies and takes appropriate action where necessary to minimize risk.

Compliance

We have also put in place a compliance structure to address compliance and reputation risk. The Compliance Officer of the Company looks after matters relating to prevention of Insider trading. The Compliance officer's role is to ensure that the Company operates in accordance with the laws and regulations of the stock exchanges and regulators. The Compliance Officer provides support for each of the businesses. The Compliance Officer liaisons with the regulators and handles all regulatory matters. He also ensures that persons connected to our Company do not profit by dealing in securities on the basis of unpublished price sensitive information.

Back office and data processing management

Our back office is based at Kolkata data center. We use software named, In-house, ODIN, NOW, for trading and RMS purpose. The software has advanced risk management and reporting capabilities and has been designed and developed to cater the transaction volumes of our business.

Technology

We recognize the need to have a sophisticated technology network in place to meet our customer needs as well as to maintain a risk management system. Our technology infrastructure is aimed at ensuring that our trading and information systems are reliable and performance enhancing and that client data are protected. Data back-up is taken on an incremental basis on external HDDs and sent to another location. Our system is a complex multi-product/multi-architecture system as per the needs of our retail, corporate, Institutional and HNI clients. We have

scalable platforms for order management and risk management and also have sophisticated servers and network infrastructure.

Connectivity Infrastructure

We have set up a network of VSATs and leased lines for our Corporate Office based in Kolkata. We have also taken leased lines and VSATs connectivity or data connectivity at our branch offices. We have set up a wide network of leased lines. We always endeavor to minimize downtime. Connectivity for our proposed expansions will also be based on leased lines/VSATs.

Human Resource

Our Company is committed tods creating an organization that nurtures talent. As on December 31, 2017, we had employed a total of 51 employees at our locations. We have employed a prudent mix of the experienced staff and youth which gives us the dual advantage.

Category	No. of Employees
Administrative or Managerial Staff	25
Skilled Workers	22
Unskilled Workers	4
Total	51

SALES AND MARKETING

Our Company has been in existence for over 22 years and going forward, we intend to continue our ethos of transparency, quick query resolution and delivery of commitments as an effective part of our Marketing Strategy. We have designed our sales and marketing process keeping this ethos in mind in a three-phased approach.

- **Increase business from existing clients:** We intend to leverage our financial expertise and offer our customer's end-to-end financial planning including mutual fund-based investments. We have a dedicated sales team for this purpose and intend to use its customer connectivity to expand operations in financial products like mutual funds, and PMS etc.

- **Offer a tech-based trading solution to HNI clients:** Technology has today become the mainstay of the broking business. We plan to extend our reach to HNI customers who trade based on proprietary algorithms. We are planning to develop an in-house development team that is a perfect fit for these HNI clients who demand customized trading solution based on their requirements.

- **Increase penetration in southern and western India:** We are currently an eastern India based broking Company. We plan to increase penetration in states likes Gujarat, Maharashtra, Tamil Nadu, Andhra Pradesh, Karnataka, etc. where there is a significant demand for financial solutions providers and where we have a limited presence.

COMPETITION

We face competition from other broking outfits spread throughout the country. As we also propose to enter into new locations and newer markets, we are likely to face additional competition from those who may be better capitalized and have the brand presence.

Our strengths are our customized brokerage plans, extensive technical and fundamental research support, efficient and reliable risk management systems and more than 22 years of relevant experience. We firmly believe that in spite of intense competition, we can create a space for ourselves by offering our clients all the financial services including Equity, Equity Derivatives; Currency Derivatives and Mutual Funds at attractive prices under one roof by offering them with aforementioned value-added services.

INSURANCE

We maintain a range of insurance policies to cover our assets, risks, and liabilities. The policies provide appropriate coverage in relation to:

1. Stock Brokers Indemnity Policy

2. Private Car- Comprehensive Insurance Policy

We constantly evaluate the risks in an effort to be sufficiently covered for all known risks. We believe that the amount of insurance coverage currently maintained by us represents an appropriate level of coverage required to insure our business and operations and is in accordance with the industry standards in India.

Policy No.	Policy Details	Insurance Details	Sum Insured	Date of Expiry
1213000/48/2018/1349/S085	Stock Brokers Indemnity Policy	Infidelity of Employees Computer Crime Indemnity Legal Liability Counterfeit Securities Loss of Securities &/or Cash Property.	500,000	31-May-18
FPV/L1154269/61/01005273	Private Car-Comprehensive Insurance Policy	Private Car Comprehensive Insurance Policy	227,338	27-Jan-19
0155734787 02	Private Car-Comprehensive Insurance Policy	Auto Secure Private Car Package Policy	308,500	05-Jan-19

INTELLECTUAL PROPERTY

Our Company has no registered Trademark.

The details of the Domain name registered in the name of our company are:

Sr. No	Domain name	Sponsoring Registrar and IANA ID	Creation Date	Expiry Date
1.	www.eisec.com	INDIALINKS (Tucows Domains Inc), , IANA ID :69	21-Dec-99	21-Dec-18

LAND & PROPERTY

Details of our property are as follows:

S. No.	Details of the Property	Use	Owned/ Leased/ License/ Rented	Licensor/ Lessor/ Vendor/Owner	Consideration
1	10/1D, Lal Bazar Street, 3rd Floor Mercantile Building, Kolkata-700001	Registered Office	Rented	Owner: Uma Shankar Agarwal	Uma shankar Agarwal is brother of lakshmendra Kumar Agarwal and Part of Promoter Group and has given his consent to the company to use the premises
2	DA-14, Salt Lake, Kolkata-700064	Corporate Office	Rented	Owner: Uma Shankar Agarwal	Uma shankar Agarwal is brother of lakshmendra Kumar Agarwal and Part of Promoter Group and has given his consent to the company to use the premises
3	201, Garnet Palladium, Pandit Motilal Nehru Marg, Panch Bawadi, Behind Express Zone, Malad East, Mumbai-400097	Branch Office	Rented	Owner: Radhika Mohta Sanjeev Mohta HUF	Rent paid Rs 207900/- Per Month

KEY REGULATIONS AND POLICIES

The following description is a summary of the relevant laws, regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to our business. The information detailed in this chapter has been obtained from various legislations, including rules and regulations promulgated by the regulatory bodies that are available in the public domain. The regulations and policies set out below may not be exhaustive, and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional legal advice. The Company may be required to obtain licenses and approvals depending upon the prevailing laws and regulations as applicable. For details of such approvals, please see the section titled ***"Government and other Approvals"*** *on page 186 of this Prospectus.*

This chapter has been classified as under:

A. Core Business Laws
B. Statutory and other business laws
C. Labour and employment Laws
D. Tax Laws
E. IPR Laws
F. Foreign investment regulations

A. CORE BUSINESS LAWS

The Securities and Exchange Board of India Act, 1992

The Securities and Exchange Board of India Act, 1992 **("SEBI Act")** provides for the establishment of the Securities and Exchange Board of India to protect the interests of investors in securities and to promote the development of, and to regulate the securities market and for matters connected therewith or incidental thereto by such measures as it thinks fit. Through the SEBI Act, the Board can conduct enquiries, investigations, audits and inspection of stock exchanges, mutual funds, intermediaries including stock brokers, self-regulatory organisations and other persons associated in the securities market. It also has the authority to undertake cease and desist proceedings, adjudicate offences and impose penalties under the SEBI Act.

Securities and Exchange Board of India (Intermediaries) Regulations, 2008

In order to interpose between issuers and investors, SEBI has recognized many types of capital market intermediaries in India. Intermediaries such as merchant bankers, underwriters, debenture trustees, bankers to an issue, registrars to an issue and share transfer agents and portfolio manager are the intermediaries that function inter alia in the primary markets. Regulating and registering the working of such intermediaries forms an essential function of the SEBI. SEBI implements the SEBI (Intermediaries) Regulations, 2008 which entails a multi-stage process of registration, supervision through on-site and off-site inspections, and enforcement through initiation of adjudication, enquiry against violations of rules and regulations and prosecutions.

Securities Contracts (Regulation) Act, 1956

The Securities Contracts (Regulation) Act, 1956 **("SCRA")** seeks to prevent undesirable transactions in securities by regulating the business of stock exchanges and by providing for certain other matters connected therewith. The SCRA provides the conditions for grant of recognition to stock exchanges by the Central Government as also withdrawal of recognition. Any recognized stock exchange may, subject to the previous approval of SEBI, make bye-laws for the regulation and control of contracts which inter-alia includes:

i) the opening and closing of markets and the regulation of the hours of trade;
ii) the fixing, altering or postponing of days for settlements;
iii) the determination and declaration of market rates, including the opening, closing highest and lowest rates for securities;
iv) the listing of securities on the stock exchange, the inclusion of any security for the purpose of dealings and the suspension or withdrawal of any such securities, and the suspension or prohibition of trading in any specified securities;
v) the regulation of dealings by members for their own account; and
vi) the obligation of members to supply such information or explanation and to produce to the business as the governing body may require;

SEBI (Stock Brokers and Sub-Brokers) Regulations, 1992

The SEBI (Stock Brokers and Sub-Brokers) Regulations, 1992 **("Stock Broker Regulations")** govern the registration and functioning of stock brokers, sub-Brokers and clearing members. In terms of the Stock Broker Regulations, stock brokers are required to abide by a code of conduct and are subject to penalties for non-compliance of the Stock Broker Regulations. SEBI has the authority to inspect the books of accounts of stock brokers and in case of violations by the stock broker of the provisions of the SCRA, to take such appropriate action as it deems fit after giving an opportunity for hearing. Further, in case of any change in its status or constitution, the stock broker is required to obtain the prior permission of SEBI in order to continue to buy, sell or deal in securities in any stock exchange.

SEBI (Prohibition of Insider Trading) Regulations, 2015

SEBI (Prohibition of Insider Trading) Regulations, 2015 **("Insider Trading Regulations")** prohibits an insider from trading in securities that are listed or proposed to be listed on a stock exchange when in possession of unpublished price sensitive information, relating to a company or securities listed or proposed to be listed.
'Insider' includes a connected person or a person in possession of unpublished price sensitive information. An insider can trade in the securities of the Company by formulating a trading plan and presenting it to the compliance officer, designated by the Board of Directors for ensuring compliance with the Insider Trading Regulations, for his approval and public disclosure pursuant to which trades may be carried out by the insider in accordance with the trading plan. Every person on being appointed as a key managerial person or a director of the Company or upon becoming a promoter, shall disclose the holding of securities of the Company on the date of appointment or becoming a promoter, to the Company within 7 (seven) days from such appointment or becoming promoter. Further, every promoter, employee and director of a company shall disclose to the Company the number of such securities acquired or disposed of within 2 (two) trading days of such transaction if the value of the transaction or series of transactions over any calendar quarter exceeds a traded value of 10 (ten) lakhs or such other value as may be specified. Subsequently every Company shall notify the stock exchange on which such securities are listed within 2 (two) days of receipt of information pertaining to acquisition or disposal of securities of the Company.

Depositories Act, 1996

The Depositories Act, 1996 (as amended from time to time) provides for regulation of depositories in securities and other related matters. Every person subscribing to securities offered by an issuer has the option either to receive the security certificates or hold securities with a depository. All securities held by a depository are required to be dematerialised and in a fungible form. A depository after obtaining a certificate of commencement of business from SEBI can enter into an agreement with one or more participants as its agent. Any person, through a participant, may enter into an agreement with any depository for availing its services.

Depository Regulations, 1996

The Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time ("Depository Regulations") provide inter alia the eligibility criteria and the procedure for obtaining the certificate of registration to carry on business as a depository participant. They also provide the various rights and obligations of the depository participants. On registration, the depository participant is required to adhere to a code of conduct prescribed under the Depository Regulations. The depository is deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of a beneficial owner. The depository does not have any voting rights or any other rights in respect of securities held by it. The beneficial owner of the securities is entitled to all the rights and benefits and is subjected to all the liabilities in respect of his securities held by a depository.

Information Technology Act, 2000

Information Technology Act, 2000 ("IT Act") is an Act to provide legal recognition for transactions carried out by means of electronic data interchange and other means of electronic communication, commonly referred to as "electronic commerce", which involve the use of alternatives to paper-based methods of communication and storage of information, to facilitate electronic filing of documents with the Government agencies and others.
As the company is engaged in the business as Depository Participants ("DP"), DP may provide the services of issuing the statement of demat accounts in an electronic mode if the Beneficial Owner so desires. The DP will require to furnish to the Beneficial Owner the statement of demat accounts under its digital signature, which is governed under the

IT Act, 2000. However if the DP does not have the facility of providing the statement of demat account in the electronic mode, then the Participant shall be obliged to forward the statement of demat accounts in physical form.

SEBI (Criteria for Fit and Proper Person) Regulations, 2004

The criteria for determination of whether an entity can be registered under any of the above regulations are governed by the SEBI (Criteria for Fit and Proper Person) Regulations, 2004. The Company is also required, as an intermediary, to be registered under the SEBI (Central Database of Market Participants) Regulations, 2003.

Stock Exchange Rules, Regulations and Bye-laws

Further, the Company is also regulated by the rules, regulation and by-laws of the stock exchanges where it is registered as a trading member. Hence it is also governed by the rules, regulations and by-laws of the NSE, MSEI and the BSE, the stock exchanges on which it is a trading member.

SEBI (Mutual Fund Regulations), 1996

The SEBI (Mutual Fund Regulations), 1996 provide for the registration of mutual fund, constitution and management of mutual funds, operation of trustees and their rights and obligations. Further they also provide for procedure for launching mutual fund schemes, manner of advertising mutual funds, liability in case a mutual fund contravenes any of the regulations or the SEBI Act, 1992.

Master Circular for Mutual Funds

The Chapter 15 of the Master Circular SEBI/HO/IMD/DF3/CIR/P/2016/84dated September 14, 2016 for mutual funds provides inter-alia that a mutual fund shall not deal with an intermediary viz. distributors, brokers, agents etc. in relation to selling and marketing of mutual fund units unless they have cleared the certification examination conducted by National Institute of Securities Markets (NISM) and that empanelment of intermediaries by mutual funds shall be in accordance with the guidelines specified by SEBI and Association of Mutual Funds in India (AMFI).

SEBI (Certification of Associated Persons in Securities Markets) Regulations, 2007.

The SEBI (Certification of Associated Persons in Securities Markets) Regulations, 2007 requires the principal or employee of an intermediary to obtain a certificate for engagement with such classes of intermediaries within 2 (two) years from the date of the engagement with the intermediary if the associated if the associated person was engaged by an intermediary prior to the date specified by SEBI or within 1 (one) year from the date of the engagement with the intermediary if the associated person was engaged by an intermediary on or after the date specified by SEBI.

National Stock Exchange (Futures & Options) Trading Regulations, 2000.

National Stock Exchange (Futures & Options) Trading Regulations, 2000("F&O segment Regulations") regulations shall be in addition to the provisions of the Securities Contracts (Regulations) Act, 1956, the Securities Contracts (Regulations) Rules, 1957, Securities and Exchange Board of India Act, 1992 and Rules and Byelaws of National Stock Exchange of India Limited (NSEIL), as may be applicable to Trading Members and Participants. F&O segment Regulations mean the National Securities Clearing Corporation (Futures & Options Segment) Regulations and includes business rules, code of conduct and such other procedures, circulars, directives and orders as issued by the Relevant Authority from time to time thereunder.

SEBI (Investment Advisers) Regulat1ions 2013

The SEBI (Investment Advisers) Regulations, 2013 (***"IA Regulations"***) have been notified on January 21, 2013. The IA Regulations came into effect from April 21, 2013. The regulations specify conditions for registration, certification, capital adequacy, risk profiling and suitability, disclosures to be made, code of conduct, records to be maintained, manner of conducting inspection, etc. In terms of the IA Regulations, no person shall act as an investment adviser or hold itself out as an investment adviser unless he has obtained a certificate of registration from SEBI on and from the commencement of IA Regulations unless an exemption specifically applies. If any person found to be engaged in providing investment advisory services without getting registered with SEBI, appropriate action as deemed fit, under SEBI Act, 1992 may be initiated.
"Investment advice" in the above context is an advice relating to investing in, purchasing, selling or otherwise dealing

in securities or investment products, and advice on investment portfolio containing securities or investment products, whether written, oral or through any other means of communication for the benefit of the client and shall include financial planning.

The SEBI (Research Analysts) Regulations, 2014

The SEBI (Research Analysts) Regulations, 2014 ("RA Regulations") specify conditions for registration, certification, limitations on trading by research analysts, limitations on compensations of research analyst, various disclosures to be made during public appearance and during making recommendations through public media, code of conduct, records to be maintained, manner of conducting inspection, etc.
As per the regulations, "research analyst" means a person who is primarily responsible for,

i. preparation or publication of the content of the research report; or ii. providing research report; or
iii. making 'buy/sell/hold' recommendation; or iv. giving price target; or
v. offering an opinion concerning public offer,

with respect to securities that are listed or to be listed in a stock exchange, whether or not any such person has the job title of 'research analyst' and includes any other entities engaged in issuance of research report or research analysis.

Securities and Exchange Board of India(Portfolio Managers) Regulations, 1993 and SEBI (Portfolio Managers) (Amendment) Regulations, 2016

As per Securities and Exchange Board of India (Portfolio Managers) Regulations, 1993, No person shall act as portfolio manager unless he holds a certificate granted by the Board under these regulations; A portfolio manager is a body corporate who, pursuant to a contract or arrangement with a client, advises or directs or undertakes on behalf of the client (whether as a discretionary portfolio manager or otherwise), the management or administration of a portfolio of securities or the funds of the client.

B. STATUTORY AND COMMERCIAL LAWS THE COMPANIES ACT, 2013

The Companies Act, 2013, has replaced the Companies Act, 1956 in a phased manner. The Act received the assent of President of India on 29th August 2013. At present almost all the provisions of this law have been made effective except a very few. The Ministry of Corporate Affairs, has also issued rules complementary to the Companies Act, 2013 establishing the procedure to be followed by companies in order to comply with the substantive provisions of the Companies Act, 2013.
The Companies Act primarily regulates the formation, financing, functioning and restructuring of separate legal entity as companies. The Act provides regulatory and compliance mechanism regarding all relevant aspects including organizational, financial and managerial aspects of companies. The provisions of the Act state the eligibility, procedure and execution for various functions of the company, the relation and action of the management and that of the shareholders. The law laid down transparency, corporate governance and protection of shareholders & creditors. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

The Competition Act, 2002

The Competition Act, 2002 "prohibits anti competitive agreements, abuse of dominant positions by enterprises and regulates "combinations" in India. The Competition Act also established the Competition Commission of India (the **"CCI"**) as the authority mandated to implement the Competition Act. The provisions of the Competition Act relating to combinations were notified recently on March 4, 2011 and came into effect on June 1, 2011. Combinations which are likely to cause an appreciable adverse effect on competition in a relevant market in India are void under the Competition Act. A combination is defined under Section 5 of the Competition Act as an acquisition, merger or amalgamation of enterprise(s) that meets certain asset or turnover thresholds. There are also different thresholds for those categorized as Individuals and Group. The CCI may enquire into all combinations, even if taking place outside India, or between parties outside India, if such combination is Likely to have an appreciable adverse effect on competition in India. Effective June 1, 2011, all combinations have to be notified to the CCI within 30 days of the execution of any agreement or other document for any acquisition of assets, shares, voting rights or control of an enterprise under Section 5(a) and (b) of the Competition Act (including any binding document conveying an agreement or decision to acquire control, shares, voting rights or assets of an enterprise); or the board of

directors of a company (or an equivalent authority in case of other entities) approving a proposal for a merger or amalgamation under Section 5(c) of the Competition Act. The obligation to notify a combination to the CCI falls upon the acquirer in case of an acquisition, and on all parties to the combination jointly in case of a merger or amalgamation.

Indian Contract Act, 1872

Indian Contract Act codifies the way we enter into a contract, execute a contract, and implement provisions of a contract and effects of breach of a contract. The Act consists of limiting factors subject to which contract may be entered into, executed and breach enforced as amended from time to time. It determines the circumstances in which promise made by the parties to a contract shall be legally binding on them. Each contract creates some right and duties upon the contracting parties. Indian contract deals with the enforcement of these rights and duties upon the parties.

The Indian Contract Act also lays down provisions of indemnity, guarantee, bailment and agency. Provisions relating to sale of goods and partnership which were originally in the Act are now subject matter of separate enactments viz., the Sale of Goods Act and the Indian Partnership Act. The objective of the Contract Act is to ensure that the rights and obligations arising out of a contract are honoured and that legal remedies are made available to those who are affected.

The Specific Relief Act, 1963

The Specific Relief Act, 1963 is complimentary to the provisions of the Contract Act and the Transfer of Property Act, as the Act applies both to movable property and immovable property. The Act applies in cases where the Court can order specific performance of a contract. Specific relief can be granted only for purpose of enforcing individual civil rights and not for the mere purpose of enforcing a civil law. 'Specific performance' means Court will order the party to perform his part of agreement, instead of imposing on him any monetary liability to pay damages to other party.

Negotiable Instruments Act, 1881

In India, cheques are governed by the Negotiable Instruments Act, 1881, which is largely a codification of the English Law on the subject. The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheque not being honoured by their bankers and returned unpaid. Section 138 of the Act, creates statutory offence in the matter of dishonour of cheques on the ground of insufficiency of funds in the account maintained by a person with the banker which is punishable with imprisonment for a term which may extend to two year, or with fine which may extend to twice the amount of the cheque, or with both.

The Registration Act, 1908 ("Registration Act")

The Registration Act was passed to consolidate the enactments relating to the registration of documents. The main purpose for which the Registration Act was designed was to ensure information about all deals concerning land so that correct land records could be maintained. The Registration Act is used for proper recording of transactions relating to other immovable property also. The Registration Act provides for registration of other documents also, which can give these documents more authenticity. Registering authorities have been provided in all the districts for this purpose.

Indian Stamp Act, 1899 (the "Stamp Act")

Under the Indian Stamp Act, 1899 (the "**Stamp Act**") stamp duty is payable on instruments evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. Stamp duty must be paid on all instruments specified under the Stamp Act at the rates specified in the schedules to the Stamp Act. The applicable rates for stamp duty on instruments chargeable with duty vary from state to state. Instruments chargeable to duty under the Stamp Act, which are not duly stamped are incapable of being admitted in court as evidence of the transaction contained therein and it also provides for impounding of instruments that are not sufficiently stamped or not stamped at all.

The Sale of Goods Act, 1930(Sale of Goods)

The law relating to the sale of goods is codified in the Sale of Goods Act, 1930. It defines sale and agreement to sell as a contract whereby the seller transfers or agrees to transfer the property in goods to the buyer for a price and provides that there may be a contract of sale between part owner and another and that the contract of sale may be absolute or

conditional. According to the provisions of this Act, a contract of sale is made by an offer to buy or sell the goods for a price and the acceptance of such offer. The Act further provides that the contract may provide for the immediate delivery of the goods or immediate payment of the price or both or for the delivery or payment by installments or that the delivery or payment or both shall be postponed. Provisions are made in this Act for existing or future goods, perishable goods, ascertainment of price, conditions and warranties, effects of the contract, delivery to courier, duties of seller and buyer, buyer's right of examining the goods, liability of buyer for neglecting or refusing the delivery of goods, rights of unpaid seller, suits for breach of the contract, sale, etc.

The Arbitration and Conciliation Act, 1996

This act was enacted by Parliament in the Forty-seventh Year of the Republic of India to consolidate and amend the law relating to domestic arbitration, international commercial arbitration and enforcement of foreign arbitral awards as also to define the law relating to conciliation and for matters connected therewith or incidental thereto. The main objectives of the Act is to comprehensively cover international and commercial arbitration and conciliation as also domestic arbitration and conciliation, to make provision for an arbitral procedure which is fair, efficient and capable of meeting the needs of the specific arbitration, to provide that the arbitral tribunal gives reasons for its arbitral award, to ensure that the arbitral tribunal remains within the limits of its jurisdiction, to minimize the supervisory role of courts in the arbitral process, to permit an arbitral tribunal to use mediation, conciliation or other procedures during the arbitral proceedings to encourage settlement of disputes, to provide that every final arbitral award is enforced in the same manner as if it were a decree of the court, to provide that a settlement agreement reached by the parties as a result of conciliation proceedings will have the same status and effect as an arbitral award on agreed terms on the substance of the dispute rendered by an arbitral tribunal and to provide that, for purposes of enforcement of foreign awards, every arbitral award made in a country to which one of the two International Conventions relating to foreign arbitral awards to which India is a party applies, will be treated as a foreign award.

The Insolvency and Bankruptcy Code, 2016

The Insolvency and Bankruptcy Code, 2016 (the "code") cover Insolvency of individuals, unlimited liability partnerships, Limited Liability partnerships (LLPs) and Companies. The Code establish an Insolvency Regulator (The Insolvency and Bankruptcy Board of India) to exercise regulatory oversight over (a) Insolvency Professionals, (b) Insolvency Professional Agencies and (c) Information Utilities. Any creditor in the nature of financial or operational, in case of nonpayment of its debt within the due date have the right to file an insolvency and bankruptcy against the debtor under the Code with the appropriate authority. The Code has established fast track insolvency resolution process for all companies and other business entities. The process will have to be completed within 90 days, which may be extended upto 45 more days if 75% of financial creditors agree. Extension shall not be given more than once.

Consumer Protection Act, 1986 (COPRA)

The Consumer Protection Act, 1986 ("COPRA") aims at providing better protection to the interests of customers and for that purpose makes provisions for the establishment of authorities for the settlement of consumer disputes. The COPRA provides a mechanism for the consumer to file a complaint against a trader or service provider in cases of unfair trade practices, restrictive trade practices, defects in goods, deficiency in services; price charged being unlawful and goods being hazardous to life and safety when used. The COPRA provides for a three tier consumer grievance redressal mechanism at the national, state and district levels. Non compliance of the orders of these authorities attracts criminal penalties.

C. LAWS RELATING TO LABOUR AND EMPLOYMENT

As part of business of the Company it is required to comply from time to time with certain laws in relation to the employment of labour. A brief description of certain labour legislations which are applicable to the Company is set forth below:

Employees State Insurance Act, 1948, as amended (the "ESIC Act")

All the establishments to which the Employees State Insurance (ESI) Act applies are required to be registered under the Act with the Employees State Insurance Corporation. The Act applies to those establishments where 20 or more persons are employed. The Act requires all the employees of the factories and establishments to which the Act applies to be insured in the manner provided under the Act. Further, employer and employees both are required

to make contribution to the fund. The return of the contribution made is required to be filed with the ESI department.

The Payment of Gratuity Act, 1972

The Gratuity Act establishes a scheme for the payment of gratuity to employees engaged in every factory, mine, oil field, plantation, port and railway company, every shop or establishment in which ten or more persons are employed or were employed on any day of the preceding twelve months and in such other establishments in which ten or more employees are employed or were employed on any day of the preceding twelve months, as notified by the Central Government from time to time. Penalties are prescribed for non-compliance with statutory provisions. Under the Gratuity Act, an employee who has been in continuous service for a period of five years will be eligible for gratuity upon his retirement, resignation, superannuation, death or disablement due to accident or disease. However, the entitlement to gratuity in the event of death or disablement will not be contingent upon an employee having completed five years of continuous service. The maximum amount of gratuity payable may not exceed Rs. 1 million.

Employees Provident Fund and Miscellaneous Provisions Act, 1952 ("Act") and the schemes formulated there under ("Schemes")

This Act provides for the institution of provident funds, family pension funds and deposit linked insurance fund for the employees in the factories and other establishments. Accordingly, the following schemes are formulated for the benefit of such employees:

i. ***The Employees Provident Fund Scheme***: As per this Scheme, a provident fund is constituted and both the employees and employer contribute to the fund at the rate of 12% (or 10% in certain cases) of the basic wages, dearness allowance and retaining allowance, if any, payable to employees per month.

ii. ***The Employees Pension Scheme***: Employees' Pension Scheme is Pension Scheme for survivors, old aged and disabled persons. This Scheme derives its financial resource by partial diversion from the Provident Fund contribution, the rate being 8.33%. Thus, a part of contribution representing 8.33 per cent of the employee's pay shall be remitted by the employer to the Employees' Pension fund within 15 days of the close of every month by a separate bank draft or cheque on account of the Employees' Pension Fund contribution in such manner as may be specified in this behalf by the appropriate authority constituted under the Act. The Central Government shall also contribute at the rate of 1.16 per cent of the pay of the members of the Employees' Pension Scheme and credit the contribution to the Employees' Pension Fund.

iii. ***The Employees Deposit Linked Insurance Scheme****:* As per this Scheme, the contribution by the employer shall be remitted by him together with administrative charges at such rate as the Central Government may fix from time to time under Section 6C (4) of the Act, to the Insurance Fund within 15 days of the close of every month by a separate bank draft or cheque or by remittance in cash in such manner as may be specified in this behalf by the appropriate authority constituted under the Act.

Payment of Bonus Act, 1965

The Payment of Bonus Act, 1965 (**"PoB"**) Act provides for payment of minimum bonus to factory employees and every other establishment in which 20 or more persons are employed and requires maintenance of certain books and registers and filing of monthly returns showing computation of allocable surplus, set on and set off of allocable surplus and bonus due.

The Equal Remuneration Act, 1976 ("Equal Remuneration Act") and Equal Remuneration Rules, 1976

The Constitution of India provides for equal pay for equal work for both men and women. To give effect to this provision, the Equal Remuneration Act, 1976 was implemented. The Act provides for payment of equal wages for equal work of equal nature to male or female workers and for not making discrimination against female employees in the matters of transfers, training and promotion etc.

The Maternity Benefit Act, 1961("Maternity Act")

The Maternity Benefit Act, 1961 was enacted by Parliament in the Twelfth Year of the Republic of India to regulate the employment of women in certain establishments for certain periods before and after child-birth and to provide for maternity benefit and certain other benefits.

Shops & Commercial Establishments Act of the respective States in which the Company has an established place of business/ office ("Shops Act")

The Shops Act provides for the regulation of conditions of work in shops, commercial establishments, restaurants, theatres and other establishments. The Act is enforced by the Chief Inspector of Shops (CIS) and various inspectors under the supervision and control of Deputy/Assistant Labour Commissioners of the concerned District, who in turn functions under the supervision of Labour Commissioner. Such legislations regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees.

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("**SHWW Act**") provides for the protection of women at work place and prevention of sexual harassment at work place. The Act also provides for a redressal mechanism to manage complaints in this regard. Sexual harassment includes one or more of the following acts or behaviour namely, physical contact and advances or a demand or request for sexual favours or making sexually coloured remarks, showing pornography or any other unwelcome physical, verbal or non-verbal conduct of sexual nature. The Act makes it mandatory for every employer of a workplace to constitute an Internal Complaints Committee which shall always be presided upon by a woman. It also provides for the manner and time period within which a complaint shall be made to the Internal Complaints Committee i.e. a written complaint is to be made within a period of 3 (three) months from the date of the last incident. If the establishment has less than 10 (ten) employees, then the complaints from employees of such establishments as also complaints made against the employer himself shall be received by the Local Complaints Committee. The penalty for non-compliance with any provision of the SHWW Act shall be punishable with a fine extending to Rs. 50,000/- (Rupees Fifty Thousand Only).

D. **TAX LAWS**

The Income Tax Act, 1961

The Income Tax Act, 1961 deals with the taxation of individuals, corporate, partnership firms and others. As per the provisions of this Act the rates at which they are required to pay tax is calculated on the income declared by them or assessed by the authorities, after availing the deductions and concessions accorded under the Act. The maintenance of Books of Accounts and relevant supporting documents and registers are mandatory under the Act. Filing of returns of Income is compulsory for all assesses. The maintenance of Books of Accounts and relevant supporting documents and registers are mandatory under the Act.

Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975

An act to provide for levy of tax on profession, trades, callings and employments in the state of Maharashtra. It is applicable toall the employees defined under section 2 (c). Employee means a person employed on salary or wage. The tax payable under the Act 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 registration from the prescribed authority in the prescribed manner. Every person liable to pay tax under this Act (other than a person earning salary or wages, in respect of whom the tax is payable by the employer), shall obtain a certificate of enrolment from the assessing authority.

Securities Transaction Tax

Securities Transaction Tax is collected by the Clearing Corporation as per the Finance Act 2004, and modified by Finance Act 2008 (18 of 2008).The Clearing Corporation shall, on behalf of the Exchange, collect the Securities Transaction Tax. Every Clearing Member shall remit to the Clearing Corporation the Securities Transaction Tax payable by the Trading Member of the Exchange in respect of the transactions entered into by him on the Exchange either on his own behalf or on behalf of his Constituents and cleared and settled through such Clearing Member in accordance with the procedures prescribed by the Relevant Authority from time to time for the calculation and collection of such tax. Any Clearing Member who fails to make the payment in accordance with the procedures, prescribed by the Relevant Authority from time to time, would be liable for such consequences of non-

payment including but not limited to withdrawal of clearing facility, appropriation form the monies of the Clearing Member, withholding of pay-outs, etc. as may be prescribed from time to time.

The Goods and Services Tax Act, 2017

Goods and Services Tax (GST) is considered to be the biggest tax reform in India since independence. It will help realise the goal of "One Nation-One Tax-One Market." GST is expected to benefit all the stakeholders – industry, government and consumer.

Goods and Services Tax (GST) is an indirect tax throughout India and was introduced as The Constitution (One Hundred and Twenty Second Amendment) Act 2017, following the passage of Constitution 122nd Amendment Bill. The GST is governed by GST Council and its Chairman is Union Finance Minister of India – Arun Jaitley. This Act has been made applicable with effect from 1st July 2017. With the introduction of GST all central, state level taxes and levies on all goods and services have been subsumed within an integrated tax having two components – central GST and a state GST. Thus there will be a comprehensive and continuous mechanism of tax credits.

The Central government passed four sets of GST Acts in the Budget session this year. These were Central GST Act, 2017; Integrated GST Act, 2017; Union Territory GST Act, 2017 and GST (Compensation to States) Act, 2017. The Acts were approved by the Parliament after they were introduced as the part of the Money Bill. Following the passage of GST Acts, the GST council has decided 4 tax rate slabs viz., 5%, 12%, 18% and 28% on supply of various goods and 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 will be 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.

Following laws which have been subsumed in GST Acts were applicable to the Company till 30th June 2017 and shall remain applicable here after as stated in the GST Acts:

i) Service Tax, (*the* 'Finance Act, 1994'**)**

Service tax is charged on taxable services as defined in Chapter V of Finance Act, 1994, (as amended from time to time) which requires a service provider of taxable services to collect service tax from a service recipient and pay such tax to the Government. In accordance with Rule 6 of Service tax Rules, the assesses is required to pay Service tax in TR 6 challan by fifth 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 twenty fifth of the month immediately following the half year to which the return relates.

E. INTELLECTUAL PROPERTY LAWS Trademarks Act, 1999 ("Trademarks Act")

Under the Trademarks Act, a trademark is a mark capable of being represented graphically and which is capable of distinguishing the goods or services of one person from those of others used in relation to goods and services to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. A 'mark' may consist of a device, brand, heading, label, ticket, name signature, word, letter, numeral, shape of goods, packaging or combination of colours or any combination thereof. Section 18 of the Trademarks Act requires that any person claiming to be the proprietor of a trade mark used or proposed to be used by him, must apply for registration in writing to the registrar of trademarks. The trademark, once applied for and which is accepted by the Registrar of Trademarks ("the Registrar"), is to be advertised in the trademarks journal by the Registrar. Oppositions, if any, are invited and, after satisfactory adjudications of the same, a certificate of registration is issued by the Registrar. The right to use the mark can be exercised either by the registered proprietor or a registered user. The present term of registration of a trademark is 10 (ten) years, which may be renewed for similar periods on payment of a prescribed renewal fee.

F. FOREIGN INVESTMENT REGULATIONS

Foreign investment in stock broking companies is governed by the provisions of the FEMA read with the applicable regulations. The Department of Industrial Policy and Promotion ("DIPP") Ministry of Commerce and

Industry has issued 'Consolidated FDI Policy Circular 1 of 2016' ("FDI Policy") which consolidates the policy framework on Foreign Direct Investment ("FDI") with effect from June 7, 2016. The FDI Circular consolidates and subsumes all the press notes, press releases, and clarifications on FDI issued by DIPP till June 7, 2016. All the press notes, press releases, clarifications on FDI issued by DIPP till June 6, 2016stand rescinded as on June 7, 2016.

Foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the approval route, depending upon the sector in which the foreign investment is sought to be made.

The RBI, in exercise of its power under the FEMA, has also notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000 to prohibit, restrict or regulate, transfer by or issue of security to a person resident outside India.

The Foreign Exchange Department of the RBI has vide notification dated September 9, 2016, permitted 100% investment under the automatic route in Other Financial Services which are financial services activities regulated by financial sector regulators, viz., RBI, SEBI, IRDA, PFRDA, NHB or any other financial sector regulators as may be notified by the Government of India.

The following are the other conditions specified by RBI to which such investment would be subject:
a) Foreign investment would be subject to the conditions including minimum capitalization norms, as specified by the concerned regulator/ government agency
b) 'Other Financial Services' activities need to be regulated by one of the Financial Sector Regulators. In all such financial services which are not regulated by any Financial Sector Regulator or where any part of the financial services activity is regulated or where there is doubt regarding the regulatory oversight, foreign investment upto 100% will be allowed under the capitalization requirement, as may be decided by the Government.
c) Any activity which is specifically regulated by an Act, the foreign investment limits will be restricted to those levels/ limit that may be specified in that Act, if so mentioned.
d) Downstream investments by any of those entities engaged in other financial services will be subject to the extant sectoral regulations and provisions of the Foreign Exchange Management (Transfer or Issue of security by a Person Resident outside India) Regulations, 2000 as amended from time to time.

RBI has also issued the Master Circular on Foreign Investment in India dated July 01, 2015. The aforesaid Master Circular on Foreign Investment will continue to remain valid until Master Directions are issued in that behalf. In terms of the Master Circular, an Indian company may issue fresh shares to persons resident outside India (who are 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 Circular. As mentioned above, the Indian Company making such Fresh Issue of shares would be subject to the reporting requirements, inter-alia with respect to making certain filings including filing of Form FC-GPR.

The Foreign Trade (Development and Regulation) Act, 1992

The Foreign Trade (Development and Regulation) Act, 1992is an Act to provide for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from India and for matters connected therewith or incidental thereto. The Act empowers the Central Government to make provisions for development and regulation of foreign trade by facilitating imports into, and augmenting exports from India and for all matters connected therewith or incidental thereto. Under the Act, every importer and exporter must obtain an 'Importer Exporter Code Number' (IEC) from Director General of Foreign Trade or from the officer so authorised.

HISTORY AND CERTAIN CORPORATE MATTERS

History and Background

Our Company was incorporated on June 08, 1995 as "East India Securities Private Limited" vide Registration no. 21-72026 under the provisions of the Companies Act, 1956 issued by Registrar of Companies, West Bengal. Subsequently the Company was converted into Public Limited Company and the name of our Company was changed to East India Securities Limited. vide a fresh certificate of Incorporation pursuant to change of name dated August 13, 1999, issued by Registrar of Companies, West Bengal. The Corporate Identification Number of our company is U67120WB1995PLC072026.

Changes in registered office of our Company since incorporation

There has been no change in the Registered Office of the Company since incorporation.

Key Milestones

Year	Key Milestones
1995	Incorporation of our Company. Became the Member of Capital Market Segement of NSE
1997	Became Member of NSDL.
1999	Conversion of our Company from 'private company' to 'public company' w.e.f August 13, 1999.
2000	Became Member of CDSL. Became Member of Equity Derivative Segment of NSE.
2001	First Trade executed on 04-06-2001 in Nifty on introduction of Trading in Index Options by NSE. First Trade executed on 09-11-2001 in VSNL share on introduction of Trading in futures on Individual Shares by NSE
2005	Became Member of Capital Market Segment of BSE.
2006	Became Member of Equity Derivative Segment of BSE.
2008	Became Member of Currency Derivative Segement of NSE. Became Member of Currency Derivative Segement of MCX. Became member of AMFI First Trade executed on 29-08-2008 on introduction of Trading in Currency Futures by NSE First Trade executed on 07-10-2008 on introduction of Trading in Currency Futures by MCX
2010	First Trade executed on 29-10-2010 on introduction of Trading in Currency Options by NSE
2011	Became Member of the Wholesale Debt Market of BSE
2014	Received NSDL Star Performer award- 2nd Position in category of top performer in Active Accounts (BIG DPs). We have been accredited with certificate for being among the top performing members for the year 2014 by National Stock Exchange of India Limited.
2015	Received permanent registration from SEBI as Participant of the NSDL and CDSL depositories in the year 2015. Received NSDL Star Performer award- 1st Position in category of top performer in Active Accounts (BIG DPs) in year 2015. We have been accredited with certificate for being among the top performing members for the year 2015-16 in Equity ETF by National Stock Exchange of India Limited.
2016	We have been accredited with certificate for being among the top performing members for the year 2015-16 in Equity Derivatives by National Stock Exchange of India Limited.

Main Objects

The main objects of our Company as set forth in the Memorandum of Association of our Company are as follows:

1. To carry on the business of the Broker in all its aspects of shares,stock,debenture, bond,units, participation certificates,deposit certificate ,commercial papers,exim scripts,notes bills warrant or any other financial instrument whether or not transferable or negotiable commercial or nay other paper or scripts(hereinafter collectively referred to as the securities to act as agent of the securities in the course of merchant banking business,to act as as discount house for any of the securities to act as financial consultants,adviser, and counsellor in investment and capital markets and Authorised Foreign Exchange Dealers, to underwrite , sub underwrite or to provide stand-by or procurement arrangements, to issue guarantees or to give any other commitments, for subscribing or agreeing to subscribe or procuring on agreeing to procure subscription for the securities. To act as issue house, registrars to issue, transfer agents, for the securities and/or to operate in any Stock Exchange in India as broker member or Associate member, to operate the over the Counter Exchange of India (OTCEI) and National or International Stock Exchange as member broker, marker maker stock broker, jobber depository participants and/or Financial intermediary and in any other manner, for which authorisation/approval/sanction is obtained from the Securities Exchange Board of India (SEBI) or any other appropriate authority, to manage and administer computer centers and clearing houses for the securities, to form syndicates or of any of the securities , to act as broker and agents of or in connection with the securities, bullion's , precious metals/precious objects of any nature, to syndicate any financial arrangements whether in domestic market or in international market, to act as brokers in the inter-corporate deposits, bill discounting and debt securitization markets and to arrange and /or co-ordinate documentation and negotiation in this regard.

2. To act in india and Overseas and Merchant Bankers, Portfolio Manager, Underwriters Sub-underwriters, Registrars, custodian, share transfer agents, Consultants or Advisers Managers to partnership firms, Co-operative societies, Associantions , Banks, Corporate bodies, trusts, individuals in commercial, financial, industrial and managerial, issues, legal, technical and other policy matters and to prepare project evaluation reports, feasibility studies, forecasts and surveys and to give expert advice and suggest ways and means for improving efficiency in business organisation and concerns and industries of all kinds and/or to act as lead manages, co-managers to issue of shares, stock, bonds, debenture, commercial paper or other securities etc. Of bodies corporate or other entities and/or shares, stocks issues by any Government or Semi-Government Authority, Public Authority or Government undertaking or Corporation or Banks, to manage the funds, risk funds. Pension/superannuation funds etc., to act as Portfolio Manager and to pass on the benefit of such investments to the investors byway of dividends, bonds, interest, issue of bonus shares or share in profit etc., to provide a complete range of personal financial services like investment planning, estate planning, tax planning, portfolio investment, investment consultancy services or to act as trustees and to hold interest or investments as nominees of any person or persons, company or corporation, government or of any other authority or public.

3. To carry on business as advisers and/or consultants on all matters and problems relating to the industries, merchant, banking, finance, management project implementation in India and overseas ,administration, management, organisation, accountancy, costing, financial marketing, legal, taxation, import, export, commercial or economic activities, tourism, and transport, labour, statistical and organisational methods, quality control and data processing, technical knowhow, operation , manufacture, production, storage, distribution, marketing, collaboration, tie-up, buy-back arrangement, sale and purchase of general merchandise, properties and other activities of and in relation to any business, trade, commerce or industry, mine, agriculture, forest products, house or real estate and upon the means and methods, expansion of business, trade, commerce, industry, mine, agriculture, forest, building, real estates, land or machineries and all systems, methods, techniques, processes, principles in relation to the foregoing and to carry on business of rendering all types of services, including underwriting to the management, manager or company for issue including bonds, commercial papers, mobilising or deposits etc., on any one or more of the aforesaid matter to any person, firm, company, banks, trust, association, institution, society, body corporate, government departments, public or local authorities or any other organisation whatsoever.

4. To carry on the business of merchant banking in all its aspects, to act as managers to issues and offers, whether by way of public offer or otherwise of securities, to act as administrators or managers for any investment trusts or funds including any growth funds, income or capital funds, charitable funds, unit trusts or consortium, to act as trustees for bond holders/debenture holders and for other purpose herein and to provide advisory and counselling services and facilities of every description capable of being provided by share and stock brokers, stock jobbers, shares dealers, investment mobilization in private issues or placement of shares and loan capital and to negotiate and underwrite such issue subject to prior approval of SEBI or any other authority and at act as issue managers for raising of capital by way of issue of shares of debentures whether by public issue or by private placement or by any other means which inter-alia includes preparation of prospectus/letters of offer and any other information relating to the issue, determining

financing, structure tie-up of financiers and final allotment and/or refund of the subscription and all related activities in this regard and to act for capital issues in any form mentioned above, to act as corporate advisers and to render advisory services relating to capital issues, and to act as managers, consultants or advisers to issue of capital in any manner aforesaid.

Aamendments to the Memorandum of Association of our Company

Since the incorporation of our Company, the following changes have been made to the Memorandum of Association:

Sl. No.	Date of Amendments/Shareholder's Reslution	Amendments
1.	September 30, 1996	Increase in authorized share capital: Increase in Authorized Share Capital from `12,000,000 comprising of 1,200,000 Equity Shares of `10 each to 18,000,000 comprising of 1,800,000 Equity Shares of `10 each.
2.	March 06, 1998	Increase in authorized share capital: Increase in Authorised Share Capital from 18,000,000 comprising of 1,800,000 Equity Shares of `10 each to 30,000,000 comprising of 3,000,000 Equity Shares of `10 each.
3.	June 08, 1999	Increase in authorized share capital: Increase in Authorised Share Capital from 30,000,000 comprising of 3,000,000 Equity Shares of `10 each to 50,000,000 comprising of 5,000,000 Equity Shares of `10 each.
4.	February 17, 2010	Change in Object Clause of the MOA 1. To carry on the business of the Broker in all its aspects of shares,stock,debenture, bond,units, participation certificates,deposit certificate ,commercial papers,exim scripts,notes bills warrant or any other financial instrument whether or not transferable or negotiable commercial or nay other paper or scripts(hereinafter collectively referred to as the securities to act as agent of the securities in the course of merchant banking business,to act as as discount house for any of the securities to act as financial consultants,adviser, and counsellor in investment and capital markets and Authorised Foreign Exchange Dealers, to underwrite , sub underwrite or to provide stand-by or procurement arrangements, to issue guarantees or to give any other commitments, for subscribing or agreeing to subscribe or procuring on agreeing to procure subscription for the securities. To act as issue house, registrars to issue, transfer agents, for the securities and/or to operate in any Stock Exchange in India as broker member or Associate member, to operate the over the Counter Exchange of India (OTCEI) and National or International Stock Exchange as member broker, marker maker stock broker, jobber depository participants and/or Financial intermediary and in any other manner, for which authorisation/approval/sanction is obtained from the Securities Exchange Board of India (SEBI) or any other appropriate authority, to manage and administer computer centers and clearing houses for the securities, to form syndicates or of any of the securities , to act as broker and agents of or in connection with the securities, bullion's , precious metals/precious objects of any nature, to

		syndicate any financial arrangements whether in domestic market or in international market, to act as brokers in the inter-corporate deposits, bill discounting and debt securitization markets and to arrange and /or co-ordinate documentation and negotiation in this regard. 2. To act in india and Overseas and Merchant Bankers, Portfolio Manager, Underwriters Sub-underwriters, Registrars, custodian, share transfer agents, Consultants or Advisers Managers to partnership firms, Co-operative societies, Associantions , Banks, Corporate bodies, trusts, individuals in commercial, financial, industrial and managerial, issues, legal, technical and other policy matters and to prepare project evaluation reports, feasibility studies, forecasts and surveys and to give expert advice and suggest ways and means for improving efficiency in business organisation and concerns and industries of all kinds and/or to act as lead manages, co-managers to issue of shares, stock, bonds, debenture, commercial paper or other securities etc. Of bodies corporate or other entities and/or shares, stocks issues by any Government or Semi-Government Authority, Public Authority or Government undertaking or Corporation or Banks, to manage the funds, risk funds. Pension/superannuation funds etc., to act as Portfolio Manager and to pass on the benefit of such investments to the investors byway of dividends, bonds, interest, issue of bonus shares or share in profit etc., to provide a complete range of personal financial services like investment planning, estate planning, tax planning, portfolio investment, investment consultancy services or to act as trustees and to hold interest or investments as nominees of any person or persons, company or corporation, government or of any other authority or public. 3. To carry on business as advisers and/or consultants on all matters and problems relating to the industries, merchant, banking, finance, management project implementation in India and overseas ,administration, management, organisation, accountancy, costing, financial marketing, legal, taxation, import, export, commercial or economic activities, tourism, and transport, labour, statistical and organisational methods, quality control and data processing, technical knowhow, operation , manufacture, production, storage, distribution, marketing, collaboration, tie-up, buy- back arrangement, sale and purchase of general merchandise, properties and other activities of and in relation to any business, trade, commerce or industry, mine, agriculture, forest products, house or real estate and upon the means and methods, expansion of business, trade, commerce, industry, mine, agriculture, forest, building, real estates, land or machineries and all systems, methods, techniques, processes, principles in relation to the foregoing and to carry on business of rendering all types of services, including underwriting to the management, manager or company for issue including bonds, commercial papers, mobilising or deposits etc., on any one or more of the aforesaid matter to any person, firm, company, banks, trust, association, institution, society, body corporate, government departments, public

		or local authorities or any other organisation whatsoever. 4. To carry on the business of merchant banking in all its aspects, to act as managers to issues and offers, whether by way of public offer or otherwise of securities, to act as administrators or managers for any investment trusts or funds including any growth funds, income or capital funds, charitable funds, unit trusts or consortium, to act as trustees for bond holders/debenture holders and for other purpose herein and to provide advisory and counselling services and facilities of every description capable of being provided by share and stock brokers, stock jobbers, shares dealers, investment mobilization in private issues or placement of shares and loan capital and to negotiate and underwrite such issue subject to prior approval of SEBI or any other authority and at act as issue managers for raising of capital by way of issue of shares of debentures whether by public issue or by private placement or by any other means which inter-alia includes preparation of prospectus/letters of offer and any other information relating to the issue, determining financing, structure tie-up of financiers and final allotment and/or refund of the subscription and all related activities in this regard and to act for capital issues in any form mentioned above, to act as corporate advisers and to render advisory services relating to capital issues, and to act as managers, consultants or advisers to issue of capital in any manner aforesaid.
5.	January 22, 2018	Adoption of New Set of MOA as per Companies Act, 2013.

Other Details Regarding our Company

For information on our activities, services, products, growth, technology, marketing strategy, our standing with reference to our prominent competitors and customers, please refer to sections titled "Our Business", "Industry Overview" and "Management's Discussion and Analysis of Financial Conditions and Results of Operations" beginning on pages 90, pages 71, and pages 171, 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 114 and 50 respectively of this Prospectus.

Time and Cost Overrun in setting-up of projects

Considering the nature of business activities, our Company has not experienced any time or cost overrun in the past.

Strikes or Labour Unrest

Our Company has not lost any time on account of strikes or labour unrest as on the date of this Prospectus.

Defaults or Rescheduling of Borrowings with Financial Institutions/ Banks

There are no defaults or rescheduling of borrowings with financial institutions/ banks, conversion of loans into equity in relation to our Company.

Details regarding acquisition of business /undertakings, mergers, amalgamation, revaluation of assets etc.

There are no mergers, amalgamation, revaluation of assets etc. with respect to our Company as on the date of this Prospectus.

Injunction or restraining order

Our Company is not operating under any injunction or restraining order.

Capital raising (Debt / Equity)

Except as set out in the sections titled "Capital Structure" and "Financial Indebtedness" beginning on pages 50 and 170 respectively of this Prospectus, our Company has not raised any capital in the form of Equity Shares or debentures.

Changes in the activities of our Company during the last five (5) years

There have been no changes in the activity of our Company during the last five (5) years preceding the date of this Prospectus, which may have had a material effect on the profits or loss, including discontinuance of the lines of business, loss of agencies or markets and similar factors of our Company.

Revaluation of Assets

Our Company has not revalued its assets as on the date of this Prospectus.

Shareholders of our Company

As on the date of this Prospectus, our Company has 13 (Thirteen) shareholders. For further details in relation to the current shareholding pattern, please refer to section titled "Capital Structure" beginning on page 50 of this Prospectus.

Holding Company

Our Company does not have a holding company as on the date of this Prospectus.

Subsidiary (ies) of our Company

As on the date of this Prospectus, our Company does not have any subsidiary as on the date of Prospectus.

Collaboration Agreements

As on the date of this Prospectus, our Company is not a party to any collaboration agreements.

Shareholders Agreements

Our Company has entered into any shareholders agreement as on the date of this Prospectus.

Material Agreements

Our Company has entered into any material agreement, other than the agreements entered into by it in normal course of its business.

Joint Venture Agreement

Our Company has not entered into any material joint venture agreements except as disclosed under this section.

Other Agreements

Our Company has not entered into any other material agreements, other than in the normal course of its business.

Non-Compete Agreement

Our Company has not entered into any Non-compete Agreement as on the date of this Prospectus.

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.

OUR MANAGEMENT

Board of Directors

As per the Articles of Association, our Company is required to have not less than three (3) directors and not more than Fifteen (15) Directors. Currently, our Company has six (6) Directors out of which four (4) are Non-Executive Directors. The following table sets forth details regarding the Board of Directors as on the date of this Prospectus:

Name, Father's Name, Nature of Directorship, Residential Address, Date of Appointment/ Re-appointment, Term, Period of Directorship, Occupation, and DIN	Nationality	Age	Other Directorships as on the date of this Prospectus
Mr. Vivek Agarwal Father's Name: Mr. Lakshmendra Kumar Agarwal Nature of Directorship: Chairman and Non- executive Director Residential Address: DA-14, Salt Lake City, Sector-1 Kolkata 700064. Date of Appointment: November 30, 1998 Occupation: Business DIN: 00768635	Indian	46 years	Public Limited Entities: Nil Private Limited Entities: 1) Churamani Housing Private Limited 2) Avant Garde Re-Energy Private Limited 3) Valley Distributors Private Limited 4) Neha Properties Private Limited 5) Gunoujjalai Properties Private Limited 6) Finethical Trading Private Limited 7) Ananya Properties Private Limited. 8) Dankuni Estates Private Limited 9) Champak Properties Private Limited. 10) Gaylord Housing Private Limited. 11) Meritrade Enterprises Private Limited 12) A.V. Commercial Company Private Limited 13) East India Commodites Private Limited 14) Gajadharaya Properties Private Limited 15) Karukarya Emporium Private Limited 16) Spandan Projects Private Limited Foreign Entities: Nil
Mr. Sanjay Kumar Shroff Father's Name: Mr. Indra Kumar Shroff Nature of Directorship: Managing Director Residential Address: 20, M.L. Street Kolkata-700004 Date of Appointment: August 03, 2015 Occupation: Service DIN: 02610391	Indian	47 years	Public Limited Entities: 1) Ambience Properties Limited Private Limited Entities: 1) Ananya Properties Private Limited. 2) Chirantan Housing Private Limited. 3) Churamani Housing Private Limited 4) Valley Distributors Private Limited 5) Finethical Trading Private Limited 6) Avant Garde Software Private Limited 7) Gunoujjalai Properties Private Limited 8) Gaylord Housing Private Limited. 9) East India Commodites Private Limited 10) Gajadharaya Properties Private Limited 11) Karukarya Emporium Private Limited 12) Spandan Projects Private Limited 13) A.V. Commercial Company Private Limited. 14) Champak Properties Private Limited.

Name, Father's Name, Nature of Directorship, Residential Address, Date of Appointment/ Re-appointment, Term, Period of Directorship, Occupation, and DIN	Nationality	Age	Other Directorships as on the date of this Prospectus
			15) Avant Garde Re-Energy Private Limited 16) Eastern Metallizing Co Private Limited 17) Neha Properties Private Limited Foreign Entities: Nil
Mr. Tapas Kumar Maity Father's Name: Mr. Barin Kumar Maity Nature of Directorship: Whole Time Director Residential Address: 244 VIP Nagar Tiljala ,Kolkata,Vipnagar Kolkata- 700100 Date of Appointment: August 03, 2015 Occupation: Service DIN: 07151403	Indian	49 years	Public Limited Entities: Nil Private Limited Entities: 1) Avant Garde Re-Energy Private Limited 2) East India Commodites Private Limited Foreign Entities: Nil
Ms. Kirti Kothari Father's Name: Mr. Yogendra Lal Poddar Nature of Directorship: Additional Independent Women Director Residential Address: Mayura Apartment, Ashwaninagar, Baguihati, Bhairab Bagui Lane, Kolkata-700059 Date of Appointment: February 20, 2018 Occupation: Professional DIN: 0008070455	Indian	29 years	Public Limited Entities: Nil Private Limited Entities: Nil Foreign Entities: Nil
Mr. Tarit Kumar Bhaumik Father's Name: Mr. Kula Chandra Bhaumik Nature of Directorship: Additional	Indian	75 years	Public Limited Entities: Nil Private Limited Entities:

Name, Father's Name, Nature of Directorship, Residential Address, Date of Appointment/ Re-appointment, Term, Period of Directorship, Occupation, and DIN	Nationality	Age	Other Directorships as on the date of this Prospectus
Independent Director Residential Address: 32/1 Panditiya Road, Sarat Bose Road, Circus Avenue, Kolkata-700029 Date of Appointment: February 20, 2018 Occupation: Self Employed DIN: 0008070416			Nil Foreign Entities: Nil
Mr. Adrish Ray Father's Name: Mr. Debendra Narayan Ray Nature of Directorship: Additional Independent Director Residential Address: 340 Salt Lake, Block-CD, Bidhannagar, North 24 Parganas . Date of Appointment: February 20, 2018 Occupation: Business DIN: 0008070430	Indian	53years	Public Limited Entities: Nil Private Limited Entities: Nil Foreign Entities: Nil

Family Relationships between the Directors

None of the directors of our Company have family relationship.

Brief Biographies of the Directors

1. **Mr. Vivek Agarwal**, aged 46 years, is the Promoter and Chairman of our Company. Mr. Agarwal is a B. Com (Hons) graduate and is on the Board of our Company since incorporation. He is very well known in financial markets and is often invited as a speaker at various seminars on Futures & Options, Capital Markets and Finance. He is having overall experience of 21 years. He has served on various committees formed by the BSE and NSE including on issues ranging from Settlement Issues, Dispute Resolution, Advisory, and Executive Committee. Committee. He is very well read on stock market corporate analysis and is a believer in the investment theories of Warren Buffet, Peter Lynch and Graham.

2. **Mr. Sanjay Kumar Shroff**, aged 47 years is the Managing Director of our Company. He has been managing day to day affairs of the company since taking charge as director and having a vast experience of more than 20 years.

3. **Mr. Tapas Kumar Maity,** aged 49 years is the Whole Time Director of our Company. He has been managing DP office and affairs of the company since taking charge as director and having a vast experience of more than 19 Years in the field of Depository Participants.

4. **Ms. Kirti Kothari** aged 29 yearsis the Additional Independent Women Director of our Company. She is Practicing Chartered Accountant by Profession Since 2014 carrying his own Firm in the name of K. Kothari & associates.

5. **Mr. Tarit Kumar Bhaumik** aged 75 years is the Additional Independent Director of our Company. Mr. Bhaumik began his professional journey as Industrial Engineer with erstwhile British multinational engineering Industry in India, GKW Ltd after graduation in Mechanical engineering from BE College, Sibpore. He was actively involved in quality circle movement of CII & presided over as the chairman of the jury of national award competition held in Kolkata. He had been a guest speaker for Advanced Management Development programme organized by IIM Kolkata. He was associated with ILO as resource person attending seminers in Pakistan, India & Bangladesh.

6. **Mr. Adrish Ray** aged 53 is the the Additional Independent Director of our Company. He is having more than experience of more than 32 Years in the field of Accounts and Taxation.

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 BSE and/ or the BSE 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.

Director's association with the Securities Market

The Directors of our Company are associated with securities market.

Common directorships of the Directors in listed companies that have been/were delisted from stock exchanges in India

Except for the details mentioned under section titled "Other Regulatory and Statutory Disclosures" beginning on page 189 of this Prospectus, 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 Companies Act, 2013 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 resolution passed at the Annual General Meeting held on September 29, 2017, in accordance with Section 180(1)(c) of the Companies Act, 2013 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 15000 lakhs.

Remuneration to Executive Directors

The compensation payable to Managing Director will be governed as per the terms of their appointment and shall be

subject to the provisions of Sections 2 (54), 2(94), 188, 196, 197, 198 and 203 and any other applicable provisions of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, 1956, for the time being in force)

Payment or benefit to Non-Executive Directors of our Company

Apart from the remuneration to Executive Directors , if any as provided , our Non-Executive Directors are entitled to be paid a sitting fee up to the limits prescribed by the Companies Act, 2013 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 Board in accordance with the provisions of the Articles, the Companies 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.

No.	Name of the Shareholder	No. of Equity Shares	Percentage of Pre-Offer Capital (%)	Percentage of Post-Offer Capital (%)
1.	VIVEK AGARWAL	15,66,900	42.73	42.73
	Total	**15,66,900**	**42.73**	**42.73**

Interests of our Directors

Our Directors may be deemed to be interested to the extent of their remunerations paid to them for services rendered and with the reimbursement of expenses payable to them. For further details, please refer to sub-section "Remuneration to Executive & Non-Executive Directors" above. In addition, as on the date of this Prospectus, our Managing Director receives remuneration from our Company in terms of the proviso to Section 197(4) of the Companies Act. For further details, please refer to section titled "Our Promoters and Promoter Group" beginning on page 126 of this Prospectus.

Further, 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, Preference 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 Offer.

Other than as stated above and except as stated in the sections titled "Financial Information" and "Our Promoters and Promoter Group" beginning on pages 141 and pages 126 respectively of this Prospectus, our Directors do not have any other interest in the business of our Company.

None of the relatives of our Directors have been appointed to a place or office of profit in our Company. For further details, please refer to section titled "Our Management – Remuneration to Executive Directors" beginning on page 117of this Prospectus.

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 Offer. Some of the directors also hold directorships in Promoter Group and Group Entities of our Company.

Our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares. Except as stated in this section "Our Management " or the section titled "Financial Information - Related Party Transactions" beginning on pages 114 and pages 141 respectively of this Prospectus, and except to the extent of shareholding in our Company, our Directors do not have any other interest in the business of our Company.

Changes in our Company's Board of Directors during the last three (3) years

The changes in the Board of Directors of our Company in the last three (3) years are as follows:

Name of Director	Date of appointment	Date of cessation	Reason
Tapas Kumar Maity	03-08-2015	-	Appointed as an Executive Director
Vivek Agarwal	01-02-2018	-	Re-Designated as Chairman
Tapas Kumar Maity	20-02-2018	-	Re-Appointed as a Whole Time Director
Sanjay Kumar Shroff	03-08-2015	-	Appointed as an Executive Director
Sanjay Kumar Shroff	01-02-2018	-	Re-Appointed as a Managing Director
Lakshmendra Kumar Agarwal	-	03-08-2015	Resigned from the Directorship
Vikash Agarwal	-	03-08-2015	Resigned from the Directorship
Lakshmendra Kumar Agarwal	06-08-1995	-	Appointment as Executive Director
Vikash Agarwal	08-06-1995	-	Appointed as an Executive Director
Kirti Kothari	20-02-2018	-	Appointed as Additional Independent Director
Tarit Kumar Bhaumik	20-02-2018	-	Appointed as Additional Independent Director
Adris Ray	20-02-2018	-	Appointed as Additional Independent Director

Corporate Governance

The provisions of the Listing Regulations with respect to corporate governance will also be applicable to us immediately upon the listing of our Equity Shares with the Stock Exchange. We are in compliance with the requirements of the applicable regulations, including the SEBI (LODR) Regulations, the SEBI (ICDR) Regulations and the Companies Act, 2013 in respect of corporate governance including constitution of the Board and committees thereof.

Our Board has been constituted in compliance with the Companies Act and SEBI (LODR) Regulations, to the extent applicable. Our Board functions either as a full board or through various committees constituted to oversee specific functions. In compliance with the requirements of the Companies Act and the SEBI (LODR) Regulations, to the extent applicable our Board of Directors consists of six Directors (including one woman Director) of which one is Chairman and Non-Executive Director, two Executive Directors, three Independent Directors (including one Woman Director) which is in compliance with the requirements of Companies Act, 2013 and SEBI (LODR) Regulations.

Committees of our Board

Our Board has constituted the following committees including those for compliance with corporate governance requirements:

a. Audit Committee

Our Audit Committee was constituted pursuant to a resolution of our Board dated on February 20, 2018. The Audit Committee comprises:

Name of Director	Status in Committee	Nature of Directorship
Tarit Kumar Bhaumik	Chairman	Additional Independent Director
Sanjay Kumar Shroff	Member	Executive Director
Adrish Ray	Member	Additional Independent Director

The Company Secretary of the Company shall act as the Secretary of the Audit Committee.

Set forth below are the scope, functions and the terms of reference of our Audit Committee, in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulations.

A. Powers of Audit Committee

The Audit Committee shall have powers, including the following:

- To investigate any activity within its terms of reference;
- To seek information from any employee;
- To obtain outside legal or other professional advice; and
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

B. Role of Audit Committee

The role of the Audit Committee shall include the following:

- oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - changes, if any, in accounting policies and practices and reasons for the same;
  - major accounting entries involving estimates based on the exercise of judgment by management;
  - significant adjustments made in the financial statements arising out of audit findings;
  - compliance with listing and other legal requirements relating to financial statements;
  - disclosure of any related party transactions;
  - modified opinion(s) in the draft audit report;
- reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the Prospect/ Prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- approval or any subsequent modification of transactions of the listed entity with related parties;
- scrutiny of inter-corporate loans and investments;
- valuation of undertakings or assets of the listed entity, wherever it is necessary;
- evaluation of internal financial controls and risk management systems;
- reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- 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;
- discussion with internal auditors of any significant findings and follow up there on;
- 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;
- 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;
- to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- to review the functioning of the whistle blower mechanism;

- approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- carrying out any other function as is mentioned in the terms of reference of the audit committee.

Further, the Audit Committee shall mandatorily review the following information:

- management discussion and analysis of financial condition and results of operations;
- statement of significant related party transactions (as defined by the audit committee), submitted by management;
- management letters / letters of internal control weaknesses issued by the statutory auditors;
- internal audit reports relating to internal control weaknesses; and
- the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- statement of deviations: (a) half yearly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1); (b) annual statement of funds utilized for purposes other than those stated in the offer Prospectus / Prospectus/notice in terms of Regulation 32(5).

As required under Regulation 18 of the SEBI (LODR) Regulations, the Audit Committee shall meet at least four times in a year, and not more than four months shall elapse between two meetings. The quorum shall be two members present, or one-third of the members, whichever is greater, provided that there should be a minimum of two independent members present.

b. Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee was constituted by a resolution of our Board dated February 20, 2018. The Stakeholders' Relationship Committee comprises:

Name of Director	Status in Committee	Nature of Directorship
Tarit Kumar Bhaumik	Chairman	Additional Independent Director
Adrish Ray	Member	Additional Independent Director
Kirti Kothari	Member	Additional Independent Director

The Company Secretary of the Company shall act as the Secretary of the Stakeholders' Relationship Committee.

Set forth below are the terms of reference of our Stakeholders' Relationship Committee.

- To look into the redressal of grievances of shareholders, debenture holders and other security holders;
- To investigate complaints relating to allotment of shares, approval of transfer or transmission of shares;
- To consider and resolve the grievances of the security holders of the company including complaints related to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends; and
- To carry out any other function as prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as and when amended from time to time."

c. Nomination and Remuneration Committee

The Nomination and Remuneration Committee was constituted by our Board on February 20, 2018. The scope and function of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, 2013 and the SEBI (LODR) Regulations. The Nomination and Remuneration Committee include the following:

Name of Director	Status in Committee	Nature of Directorship
Tarit Kumar Bhaumik	Chairman	Additional Independent Director
Adrish Ray	Member	Additional Independent Director
Kirti Kothari	Member	Additional Independent Director

The Company Secretary of the Company shall act as the Secretary of the Nomination and Remuneration Committee.

The scope, functions and the terms of reference of the Nomination and Remuneration Committeeis in accordance with the Section 178 of the Companies Act, 2013 read with Regulation 19 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Set forth below are the terms of reference of our Nomination and Remuneration Committee.

- formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- formulation of criteria for evaluation of performance of independent directors and the board of directors;
- devising a policy on diversity of board of directors;
- 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.
- to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

d. Corporate Social Responsibility Committee

Our CSR Committee was constituted pursuant to a resolution of our Board dated 11th July, 2014. The Committee was reconstituted on 20th Feb, 2018. At present the CSR Committee comprises:

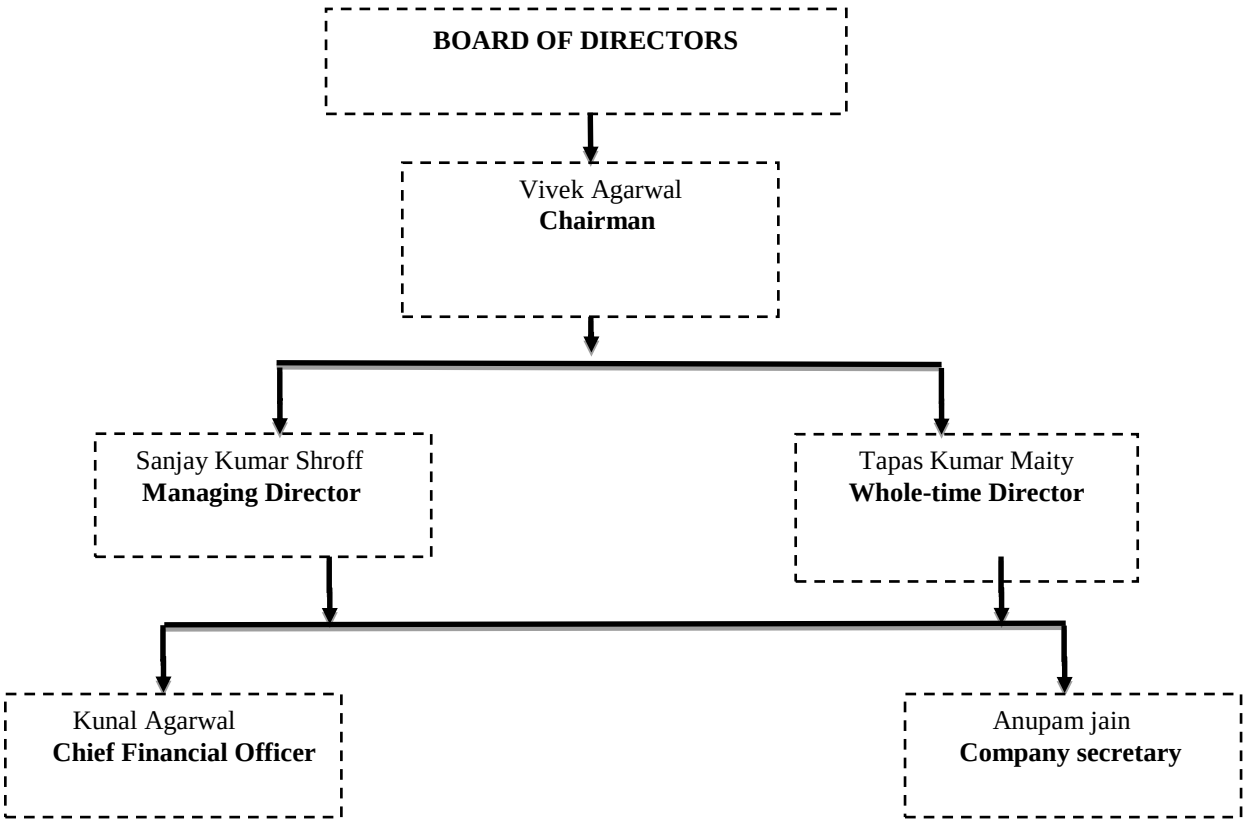
Name of Director	Status in Committee	Nature of Directorship
Vivek Agarwal	Chairman	Non-executive Director
Sanjay Kumar Shroff	Member	Executive Director
Tarit Kumar Bhaumik	Member	Independent Director

The Company Secretary of the Company shall act as the Secretary of the CSR Committee.

Set forth below are the terms of reference of our CSR Committee.

1. Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII;
2. Recommend the amount of expenditure to be incurred on the activities referred to in point (i) above;
3. Monitor the Corporate Social Responsibility Policy of the Company from time to time.
4. To formulate policies and procedures based on the requirements of SEBI.
5. To ensure implementation of all the policies pertaining to Business responsibility.
6. To ensure effective communication of all the policies to all relevant stakeholders.
7. Independent evaluation or audit of the policies to be conducted.
8. To review and access the BR performance at set intervals e.g.: quarterly, Once in 6 months or annual.
9. To review the BR initiatives and encourage participation.
10. To review the Business responsibility report and approve the same prior to its publication.

Management Organizational Structure



Key Managerial Personnel:

Our Company is supported by a team of professionals having exposure to various operational aspects of our business. A brief detail about the Key Managerial Personnel of our Company is provided below:

Name, Designation, Occupation,	Age	Date of Joining	Compensation paid for F.Y. ended 2017 (₹in lakhs)	Overall Experience (In years)	Previous Employment
Mr. Sanjay Kumar Shroff **Current Designation:** Managing Director **Educational Qualification**: B.Com	47	03.08.2015	₹ 4.35 Lakhs	20 years*	NIL
Mr. Tapas Kumar Maity **Designation:** Whole-time Director **Educational Qualification**: B.Com	49	03.08.2015	₹ 2.94 lakhs	19 years*	NIL
Mr. Kunal Agarwal **Designation:** Chief Financial Officer **Educational Qualification**: Chartered Accountant, International Chartered Financial Accountant and Master of Business Administration	37	20.02.2018	₹ 5.94 Lakhs	11 years*	Nil
Mr Anupam Jain **Designation**: Company Secretary **Educational Qualification**: Company Secretary	47	20.02.2018	Nil	10 years	Self Employed

Note:

- Mr. Sanjay Kumar Shroff was Director of the Company. He has been re-designated as Managing Director on 1st February, 2018.
- Mr. Tapas Kumar Maity was Director of the Company. He has been re-designated as Whole-time Director on 20th February, 2018.
- Mr. Kunal Agarwal was employee of the Company. He has been re-designated as Chief Financial Officer on 20th February, 2018.

Profiles of our Key Managerial Personnel

The details of the Key Managerial Personnel as on the date of this Prospectus are set out below. All the Key Managerial Personnels are permanent employees of our Company. Except for certain statutory benefits, there are no other benefits accruing to the Key Managerial Personnel.

1. **Mr. Sanjay Kumar Shroff**, aged 47 years is the Managing Director of our Company. He has been managing day to day affairs of the company since taking charge as director and having a vast experience of more than 20 years.

2. **Mr. Tapas Kumar Maity,** aged 49 years is the Whole Time Director of our Company. He has been managing DP office and affairs of the company since taking charge as director and having a vast experience of more than 19 Years in the field of Depository Participants.

3. **Mr. Kunal Agarwal**, CFO aged 37 years is appointed as the Chief Financial Officer of the Company. Agarwal is Qualified Chartered Accountant, Qualified International Chartered Financial Accountant and Master of Business Administration. He is expertise in the field of Accounts and Taxation having more than 11 year of experience.

4. **Mr. Anupam Jain**, Company Secretary & Compliance Officer, is a Qualified Company Secretary, Aged about 47 years. He is expertise in the field of Corporate Laws having more than 10 year of experience.

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

None of the Key Management Personnel holds Equity Shares in our Company as on the date of this Prospectus.

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 pays incentive to all its employees based on their performance including the Key Managerial Personnel's of our Company.

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.

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 super-annuation, 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 141 of this Prospectus, none of the beneficiaries of loans and advances or sundry debtors are related to our Company, our Directors or our Promoter.

Relationship amongst the Key Managerial Personnel of our Company

There is no family relationship amongst the Key Managerial Personnel of our Company.

Relationship between the Directors and Key Managerial Personnel

There are no family relationships between the Directors and Key Managerial Personnel of our Company.

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 Personnels 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

The changes in the Key Managerial Personnel of our Company in the last three (3) years are as follows:

Name of Director	Date of appointment	Date of cessation	Reason
Tapas Kumar Maity Executive Director	03-08-2015	-	To ensure better compliance
Tapas Kumar Maity Whole Time Director	20-02-2018	-	To ensure better compliance
Sanjay Kumar Shroff Executive Director	03-08-2015	-	To ensure better compliance
Sanjay Kumar Shroff Managing Director	01-02-2018	-	To ensure better compliance
Kunal Agarwal Chief Financial Officer	20-02-2018	-	To ensure better compliance
Anupam Jain Company Secretary	20-02-2018	-	To ensure better compliance

OUR PROMOTERS AND PROMOTER GROUP

Our Promoters

Our Promoters are (i) Mr. Vivek Agarwal and (ii) Mr. Lakshmendra Kumar Agarwal. As on the date of this Prospectus, our Promoters hold 30,39,000 Equity Shares which in aggregate, constitutes 82.87% of the issued and paid-up Equity Share capital of our Company.

Details of Individual Promoters of our Company

	Mr. Vivek Agarwal is the Promoter and Non-Executive Director of our Company. For further details, please refer to section titled "Our Management" beginning on page 114 of this Prospectus. Permanent Account Number: ACMPA2940L Passport No.: Z3381131 Aadhar No.: 8597 1533 4877 Driving license No.:WB-0119910878090 For further details in relation to other ventures of Mr. Agarwal, please refer to section titled "Group Entities of our Company" beginning on page 129 of this Prospectus.
	Mr. Lakshmendra Kumar Agarwal is the Promoter of our Company. For further details, please refer to section titled "Our Management" beginning on page 114 of this Prospectus. Permanent Account Number: ACTPA6503H Passport No.: R4882790 Aadhar No.: 8356 8782 4903 Driving license No.: WB0119810544132 For further details in relation to other ventures of Mr. Agarwal, please refer to section titled "Group Entities of our Company" beginning on page 129 of this Prospectus.

Our Company confirms that it has submitted the details of the PAN, Bank Account Number, Passport and Adhar Card of our Promoters to BSE at the time of filing the Prospectus.

Interests of our Promoters

Our Promoters are interested in our Company 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 50 of this Prospectus. Mr. Vivek Agarwal is also interested to the extent he is Director on our Board, as well as any remuneration of expenses payable to him. In addition, as on the date of this Prospectus, our Promoter, Mr. Vivek Agarwal and Mr. Lakshmendra Kumar Agarwal receives remuneration and reimbursement of expenses payable to them from our Company. For further information on remuneration to the Executive Directors, please refer to section titled "Our Management" beginning on page 114 of this Prospectus.

Our Promoters have not entered into any contract, agreements or arrangements in which our Promoters are directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our Company other than in the normal course of business.

None of our Promoters or Group Entities 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 or supply of machinery.

Interest of Promoters in Sales and Purchases

There are no sales/purchases between our Company and our Group Entity other than as stated in the section titled "***Group Entities of our Company***". For further details, please refer to section titled "Financial Information - Annexure R - Related Party Transactions" beginning on page 141 of this Prospectus.

Confirmations

Our Company hereby confirms that:

None of our Promoters have been declared as a willful defaulter by the RBI or any other governmental authority and there are no violations of securities laws committed by the Promoters in the past nor any pending against them.

None of our Promoters, Promoter Group or Directors or persons in control of our Company or bodies corporate forming part of our Promoter Group have been (i) prohibited from accessing the capital markets under any order or direction passed by SEBI or any other authority or (ii) refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.

Payment or benefits to the Promoters in the last two (2) years

No payment or benefit has been made to the Promoters except as disclosed in the related party transaction. For further details, please refer to section titled "Financial Information - Annexure R - Related Party Transactions" beginning on page 141 of this Prospectus.

Disassociation by the Promoters from entities in last three (3) years

None of our Promoters of the Company have disassociated from any of the companies or firms in the last three (3) years except Finethical Trading Private Limited" wherein the promoter Mr. Lakshmendra Kumar Agarwal, resigned from the directorship of this Company on March 19, 2015.

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 178 of this Prospectus.

Individual Promoter Group of our Promoters

In addition to our Promoters named in above section, the following natural persons are part of our Promoter Group in terms of Regulation 2(1) (zb) of SEBI (ICDR) Regulations:

Name of our Promoter	Name of the Relative	Relationship with the Relative
Mr. Vivek Agarwal	Lakshmendra Kumar Agarwal	Father
	Kusum Agarwal	Mother
	Ajay Agarwal	Brother
	Adya Agarwal	Spouse
	Abhay Kumar Shroff	Spouse's Father
	Kiran Devi Shroff	Spouse's Mother
	Aditya Kumar Shorff	Spouse's Brother
	Chetna Mittal and Aditi Bhojnagarwala	Spouse's Sister
Mr. Lakshmendra Kumar Agarwal	Late Madan Lal Agarwal	Father
	Late Parmeshwari Devi Ladsaria	Mother
	Uma Shankar Agarwal	Brother
	Vivek Agarwal	Son
	Kusum Agarwal	Spouse
	Late Rajendra Prasad Jhunjhunwala	Spouse's Father

Name of our Promoter	Name of the Relative	Relationship with the Relative
	Late Bhawati Devi Jhunjhunwala	Spouse's Mother
	Prakash Jhunjhunwala and Pradip jhunjhunwala	Spouse's Brother
	Manju Chowdhury and Renu Bubna	Spouse's Sister

Promoter Group of our Promoters

The following individual and entities form a part of our Promoter Group in terms of Regulation 2(1) (zb) of SEBI (ICDR) Regulations:

Sl No	Name
1	AVANT GRADE SOFTWARE P. LTD.
2	KUSUM AGARWAL
3	MAMTA COMM. CO. PVT. LTD.
4	DKO TRADING COMPANY LLP
5	UMA SHANKAR AGARWAL
6	MONICA AGARWAL
7	SUSHILA AGARWAL
8	VIKASH AGARWAL
9	AVANT GARDE REENERGY
10	ADYA AGARWAL

GROUP ENTITIES OF OUR COMPANY

As per the requirements of SEBI (ICDR) Regulations, for the purpose of identification of 'group companies/ entities', 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) on a consolidated basis, or other companies as considered material by our Board. Pursuant to a resolution of our Board dated December 18, 2017, for the purpose of disclosure in offer documents for the Issue, a company shall be considered material and will be disclosed as a Group Entity if such company forms part of the Promoter Group, and our Company has entered into one or more transactions with such company in the previous audit fiscal year / period cumulatively exceeding 10% of the total consolidated revenue of our Company for such fiscal.

Based on the above, following are our Group Entities and the details of which are mentioned hereunder.

Sl No	Name
1	PRIMAVERA-PROPRIETOR – VIVEK AGARWAL
2	EAST INDIA COMMODITIES PVT LTD
3	AVANT GARDE RE-ENERGY PRIVATE LIMITED
4	VALLEY DISTRIBUTORS LLP
5	A.V.COMMERCIAL COMPANY PVT. LTD.
6	D K O TRADING COMPANY LLP
7	FINETHICAL TRADING PRIVATE LIMITED
8	CHURAMANI HOUSING PVT. LTD.
9	MAMTA COMMERCIAL CO. LTD.
10	AVANT GARDE SOFTWARE PVT LTD.
11	DANKUNI ESTATES P LTD
12	SPANDAN PROJECT PRIVATE LIMTED
13	TATANAGAR FOUNDRY COMPANY LLP
14	DANKUNI INUDSTRIAL ESTATES P LTD
15	GANDEVA PROPERTIES PVT. LTD.
16	CHAMPAK PROPERTIES PVT. LTD.
17	NISHANT AGENCIES LLP
18	GANDHARWA HOUSING PVT. LTD.
19	CHAPAL HOUSING PVT. LTD.
20	EAST INDIA REALTY-PROPRIETOR-LAKSHMENDRA KUMAR AGARWAL

I. Details in relation to top 5 Group Entities based on turnover:

1. Primavera:

Brief Description about the Business	To carry on business of Investment and Finance and trading in stock market, commodities market, equtiies, derviatves, mutual funds, bonds, IPO, etc	
Date of Formation	25-12-1971	
Registered Office Address	DA-14 Saltlake City Sector-1 Kolkata -700064, West Bengal.	
Proprietor	**Name**	**PAN**
	Vivek Agarwal	ACMPA9240L
	(₹ rounded off except per share data)	
Audited Financial Information	**For the Year Ended**	

	March 31, 2017	March 31, 2016	March 31, 2015
Total Income	327349965.02	628663887.01	Nil
Net Profit	323062349.10	626686806.95	Nil
Capital (Including Reserve & Surplus)	461939986.17	512001806.95	Nil

Significant notes of auditors of this company for the last two Financial Years

There are no significant notes of the auditors for the last two Financial Years.

Shareholding Pattern as on the date of the Prospectus is as follows:

Not Applicable.

Nature and extent of interest of our Promoter:

S. No	Name of Shareholders	Number of Equity Shares	% of holding
1.	Vivek Agarwal		

Primavera is a sole propetiorship firm of Mr. Vivek Agarwal and it has not made any public issue (including any rights issue to the public) in the preceding three years. This firm is neither a sick firm within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1956 nor is under winding up.

There are no defaults in meeting any statutory/bank/institutional dues. No proceedings have been initiated for economic offences against this firm.

2. East India Commodites Pvt. Ltd.:

Brief Description about the Business	Carrying on the busines of commodity broker and to deal in various commodities , to invest and trade in various financial instruments like equity, derivatives, Mutual funds, bonds, etc	
Date of Incorporation	30-08-1995	
CIN	U70101WB1995PTC073865	
Registered Office Address	10/1D, Lal Bazar Street Kolkata- 700001, West Bengal.	
Board of Directors	**Name**	**DIN**
	Vivek Agarwal	00768635
	Sanjay Kumar Shroff	02610391
	Tapas Kumar Maity	07151403
	(₹ rounded off except per share data)	
Audited Financial Information	**For the Year Ended**	

	March 31, 2017	March 31, 2016	March 31, 2015
Total Income	135,333,089.67	368,434,920.17	377,717,974.97
Profit/ Loss After Tax	23,997,060.38	131,686,225.64	163,575,113.80
Equity Share Capital	75,000,000.00	75,000,000.00	75,000,000.00
Reserves & Surplus (Excluding Revaluation Reserves)	633,432,578.87	468,085,518.49	336,399,292.85
Networth (Rs)	708,432,578.87	543,085,518.49	411,399,292.85
NAV per share of FV of Rs. 10/- each (₹)	94.46	72.41	54.85

Significant notes of auditors of this company for the last two Financial Years

There are no significant notes of the auditors for the last two Financial Years

Shareholding Pattern as on the date of the Prospectus is as follows:

Sr. No	Name of Shareholders	Number of Equity Shares	% of holding
1.	Lakshmendra Kumar Agarwal	1815000	24.20
2.	Vivek Agarwal	700000	9.33
3.	Kusum Agarwal	1435000	19.13
4.	Adya Agarwal	725000	9.67

Nature and extent of interest of our Promoter:

Sr.No.	Name of our Promoter	No. of Shares held	% age of Shareholding
1.	Lakshmendra Kumar Agarwal	1815000	24.20
2.	Vivek Agarwal	700000	9.33

East India Commodities Pvt. Ltd. is an Unlisted Company and it has not made any public issue (including any rights issue to the public) in the preceding three years. The Company is neither a sick firm within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1956 nor is under winding up.

There are no defaults in meeting any statutory/bank/institutional dues. No proceedings have been initiated for economic offences against the Company.

3. AVANT GARDE RE ENERGY PVT. LTD.:

Brief Description about the Business	Carrying on the business of Non-Banking Finacial Company and Investment and trading in stock market, mutual funds, bonds etc.		
Date of Incorporation	06-02-1985		
CIN	U40103WB1985PTC038515		
Registered Office Address	10/1D, Lal Bazar Street Kolkata- 700001, West Bengal.		
Board of Directors	**Name**	**DIN**	
	Vivek Agarwal	00768635	
	Sanjay Kumar Shroff	02610391	
	Tapas Kumar Maity	07151403	
	(₹ rounded off except per share data)		
Audited Financial Information	**For the Year Ended**		
	March 31, 2017	**March 31, 2016**	**March 31, 2015**
Total Income	95,141,297.12	161,646,844.90	34,230,676.19
Profit/ Loss After Tax	65,908,734.16	121,139,776.62	13,406,359.07
Equity Share Capital	159,673,000.00	159,673,000.00	159,673,000.00
Reserves & Surplus (Excluding Revaluation Reserves)	769,785,635.80	703,844,801.77	582,476,996.05
Networth (Rs)	929,458,635.80	863,517,801.77	742,149,996.05
NAV per share of FV of Rs. 10/- each (₹)	58.21	54.08	46.48

Significant notes of auditors of this company for the last two Financial Years

There are no significant notes of the auditors for the last two Financial Years

Shareholding Pattern as on the date of the Prospectus is as follows:

S. No	Name of Shareholders	Number of Equity Shares	% of holding
1	Vivek Agarwal	1282350	8.03
2	Adya Agarwal	1475600	9.24
3	Kusum Agarwal	2134000	13.36
4	L.K. Agarwal & Ors HUF	815000	5.10
5	Lakshmendra Kumar Agarwal	2889700	18.10
6	A.V Commercial Co. Pvt. Ltd.	1264000	7.92
7	Avant Garde Software Pvt. Ltd.	421400	2.64
8	Chandrahas Properties Pvt. Ltd.	497000	3.11
9	Churamani Housing Pvt. Ltd.	1268000	7.94
10	D.K.O Trading Co. LLP.	1012500	6.34
11	Gajadharaya Housing Pvt. Ltd.	273000	1.71
12	Ganastyatai Housing Pvt. Ltd.	150000	0.94
13	Gandeva Properties Pvt. Ltd.	319000	2.00
14	Karukarya Emporium Pvt. Ltd.	263000	1.65
15	Mamta Commercial Co.Pvt Ltd.	930000	5.82
16	Sampat Properties Pvt. Ltd.	100000	0.63
17	Valley Distributors LLP	872750	5.47

Nature and extent of interest of our Promoter:

Sr.No.	Name of our Promoter	No. of Shares held	% age of Shareholding
1.	Lakshmendra Kumar Agarwal	2889700	18.10
2.	Vivek Agarwal	1282350	8.03

Avant Garde Re Energy Pvt. Ltd. is an unlisted Company and it has not made any public issue (including any rights issue to the public) in the preceding three years. The Company is neither a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1956 nor is under winding up.

There are no defaults in meeting any statutory/bank/institutional dues. No proceedings have been initiated for economic offences against the Company.

4. Valley Distributors LLP.:

Brief Description about the Business	Carrying on the business as buyers, sellers, traders, distributors, merchants, agents, brokers, sub- brokers, stockiest, commission agents, franchisee, dealers, C&F agents, various typre of agencies, network marketing & marketing associates of household goods, consumerable durable items, industrial goods of all kinds and merchandise.	
Date of Incorporation	08-09-2015	
CIN	AAE-7153	
Registered Office Address	DH-6/31,02-362, Action Area 1D New Town, Rajarhat Kolkata-700156, West Bengal.	
Board of Directors	**Name**	**DIN**
	Lakshmendra Kumar Agarwal	00768400
	Vivek Agarwal	00768635
	(₹ rounded off except per share data)	
Audited Financial Information	**For the Year Ended**	
	March 31, 2017	**March 31, 2016**
Total Income	21,593,398.42	16,673,614.00
Profit/ Loss After Tax	13,625,621.47	10,550,806.28

Equity Share Capital	224,983,159.35	214,432,353.07
Reserves & Surplus (Excluding Revaluation Reserves)	13,625,621.47	10,550,806.28
Networth (Rs)	238,608,780.80	224,983,159.35
NAV per share of FV of Rs. 10/- each (₹)	NA	NA

Significant notes of auditors of this company for the last two Financial Years

There are no significant notes of the auditors for the last two Financial Years.

Shareholding Pattern as on the date of the Prospectus is as follows:

S. No	Name of Shareholders	Number of Equity Shares /Partners Capital	% of holding
1.	Lakshmendra Kumar Agarwal	77,404,688.50	32.44
2.	Vivek Agarwal	91,458,745.68	38.33
3.	Kusum Agarwal	46,743,460.17	19.59
4.	Adya Agarwal	23,001,886.48	9.64

Nature and extent of interest of our Promoter:

S. No	Name of Shareholders	Number of Equity Shares	% of holding
1.	Lakshmendra Kumar Agarwal	77,404,688.50	32.44
2.	Vivek Agarwal	91,458,745.68	38.33

Valley Distributors LLP. is LLP and it has not made any public issue (including any rights issue to the public) in the preceding three years. This LLP is neither a sick firm within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1956 nor is under winding up.

There are no defaults in meeting any statutory/bank/institutional dues. No proceedings have been initiated for economic offences against the Company.

5. A. V. Commercial Co P Ltd

Brief Description about the Business	To carry on the business of Non Banking Finacial Company and Investment and trading in stock market, mutual funds, bonds etc		
Date of Incorporation	20-03-1992		
CIN	U51109WB1992PTC054810		
Registered Office Address	10/1D, LAL BAZAR STREET KOLKATA WB 700001		
Board of Directors	**Name**		**DIN**
	Vivek Agarwal		00768635
	Sanjay Kumar Shroff		02610391
	(₹ rounded off except per share data)		
Audited Financial Information	**For the Year Ended**		
	March 31, 2017	**March 31, 2016**	**March 31, 2015**
Total Income	20,474,997.96	20,366,504.00	5,886,742.27
Profit/ Loss After Tax	11,044,586.58	13,514,071.50	2,646,406.17
Equity Share Capital	48,987,000.00	48,987,000.00	48,987,000.00
Reserves & Surplus (Excluding Revaluation Reserves)	195,312,091.95	184,329,052.97	170,866,256.53
Networth (Rs)	244,299,091.95	233,316,052.97	219,853,256.50
NAV per share of FV of Rs. 10/- each (₹)	49.87	47.63	44.88

Significant notes of auditors of this company for the last two Financial Years

There are no significant notes of the auditors for the last two Financial Years

Shareholding Pattern as on the date of the Prospectus is as follows:

S. No	Name of Shareholders	Number of Equity Shares	% of holding
1	ADYA AGARWAL	454000	9.27
2	KUSUM AGARWAL	914000	18.66
3	VIVEK GARWAL	891000	18.19
4	LAKSHMENDRA KUMAR AGARWAL	50000	1.02
5	CHURAMANI HOUSING PVT LTD	857940	17.51
6	D K O TRADING CO. LLP	433000	8.84
7	B R HOUSING PVT LTD	1039240	21.21
8	MAMTA COMMERCIAL CO. PVT LTD	248000	5.06
9	AVNAT GARDE RE ENERGY PVT LTD	11520	0.24

Nature and extent of interest of our Promoter:

Sr.No.	Name of our Promoter	No. of Shares held	% age of Shareholding
1.	Lakshmendra Kumar Agarwal	50000	1.02
2.	Vivek Agarwal	891000	18.19

A.V. Commercial Co Pvt. Ltd. is an unlisted Company and it has not made any public issue (including any rights issue to the public) in the preceding three years. The Company is neither a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1956 nor is under winding up.

There are no defaults in meeting any statutory/bank/institutional dues. No proceedings have been initiated for economic offences against the Company

The details in relation to the other Group Entities of the Company are set out below:

Name of Company	**Nature of Interest of Promoters**	**Object of Company**
FINETHICAL TRADING PRIVATE LIMITED	Directorship and Control	To carry on the business of Non Banking Finacial Company and Investment and trading in stock market, mutual funds, bonds etc
Name of Promoter	**No of Shares Held**	**Percentage of Shareholding**
1. Lakshmendra Kumar Agarwal	NIL	NIL
2. Vivek Agarwal	NIL	NIL
CHURAMANI HOUSING PVT. LTD.		To carry on the business of Non Banking Finacial Company and Investment and trading in stock market, mutual funds, bonds etc
Name of Promoter	**No of Shares Held**	**Percentage of Shareholding**
1. Lakshmendra Kumar Agarwal	862610	12.80%
2. Vivek Agarwal	987400	14.66%
MAMTA COMMERCIAL CO. LTD.		To carry on business of Investment and Finance
Name of Promoter	**No of Shares Held**	**Percentage of Shareholding**

1. Lakshmendra Kumar Agarwal	132500	6.90%
2. Vivek Agarwal	317200	16.52%
AVANT GARDE SOFTWARE PVT LTD.	Shareholding above 10%	To carry on the business of software developer and other IT solutions
Name of Promoter	**No of Shares Held**	**Percentage of Shareholding**
1. Lakshmendra Kumar Agarwal	30000	30%
2. Vivek Agarwal	30000	30%
DANKUNI ESTATES P LTD		To carry on the businsess of real estate development, construction and other allied activity
Name of Promoter	**No of Shares Held**	**Percentage of Shareholding**
1. Lakshmendra Kumar Agarwal	NIL	NIL
2. Vivek Agarwal	2764900	55.35%
SPANDAN PROJECT PRIVATE LIMTED		To carry on business of Investment and Finance
Name of Promoter	**No of Shares Held**	**Percentage of Shareholding**
1. Lakshmendra Kumar Agarwal	104260	46.48%
2. Vivek Agarwal	120040	53.52%
TATANAGAR FOUNDRY COMPANY LLP		To carry on the businsess of real estate development, construction and other allied activity
Name of Promoter	**No of Shares Held**	**Share in LLP**
1. Lakshmendra Kumar Agarwal	-	52.19%
2. Vivek Agarwal	-	45.96%
DANKUNI INUDSTRIAL ESTATES P LTD		To carry on the businsess of real estate development, construction and other allied activity
Name of Promoter	**No of Shares Held**	**Percentage of Shareholding**
1. Lakshmendra Kumar Agarwal	757400	50.49%
2. Vivek Agarwal	NIL	NIL
GANDEVA PROPERTIES PVT. LTD.		To carry on the businsess of real estate development, construction and other allied activity
Name of Promoter	**No of Shares Held**	**Percentage of Shareholding**
1. Lakshmendra Kumar Agarwal	20000	1.54%
2. Vivek Agarwal	160000	12.31%
CHAMPAK PROPERTIES PVT. LTD.		To carry on the businsess of real estate development,

		construction and other allied activity
Name of Promoter	**No of Shares Held**	**Percentage of Shareholding**
1. Lakshmendra Kumar Agarwal	7800	78%
2. Vivek Agarwal	100	1%
NISHANT AGENCIES LLP		To carry on the businsess of real estate development, construction and other allied activity
Name of Promoter	**No of Shares Held**	**Share in LLP**
1. Lakshmendra Kumar Agarwal	-	30%
2. Vivek Agarwal	NIL	NIL
GANDHARWA HOUSING PVT. LTD.		To carry on the businsess of real estate development, construction and other allied activity
Name of Promoter	**No of Shares Held**	**Percentage of Shareholding**
1. Lakshmendra Kumar Agarwal	39990	13.33%
2. Vivek Agarwal	30000	10.00%
CHAPAL HOUSING PVT. LTD.		To carry on the businsess of real estate development, construction and other allied activity
Name of Promoter	**No of Shares Held**	**Percentage of Shareholding**
1. Lakshmendra Kumar Agarwal	29800	9.94%
2. Vivek Agarwal	NIL	NIL
EAST INDIA REALTY		To carry on the businsess of real estate development, construction and other allied activity
Name of Promoter	**No of Shares Held**	**Percentage of Shareholding**
1. Lakshmendra Kumar Agarwal	NA	NA
2. Vivek Agarwal	NA	NA
D K O TRADING CO LLP		To carry on business of Investment and Finance and trading in stock market, commodities market, equtiies, derviatves, mutual funds, bonds, IPO, etc
Name of Promoter	**Ration in LLP**	**Percentage of Shareholding**
1. Lakshmendra Kumar Agarwal	29.28 %	NA
2. Vivek Agarwal	NA	NA

II. Details of Group Entity with negative net worth

Our Group Entity does not have a negative net worth.

Nature and Extent of Interest of Group Entities

(a) In the promotion of our Company

Our Group Entity does not have any interest in the promotion of our Company.

Except as disclosed in section titled "***Related Party Transactions***" on page 139 of this Prospectus, our Group Entity does not have any business interest in our Company.

(b) In transactions for acquisition of land, construction of building and supply of machinery

Except as stated under section titled "Financial Information - Annexure-R Related Party Transactions" and "Our Business" beginning on pages 141 and 90 of this Prospectus, none of our Group Companies are interested in any transactions for the acquisition of land, construction of building or supply of machinery.

(c) In the properties acquired by our Company in the past two years before filing this Prospectus with SEBI or proposed to be acquired

Our Group Entity is not interested in the properties acquired by our Company in the two years preceding the filing of this Prospectus or proposed to be acquired.

Common Pursuits/Conflict of interest

None of our Group Companies are engaged in the similar line of business as on the date of this Prospectus, none of Our Group Companies/ have any Common Pursuits. For details please refer to the section titled ***"Our Promoter and Promoter Group"*** and ***"Group Entitites of our Company"*** on page 126 and page 129 of this Prospectus.

Related business transaction within the Group and their significance on the financial performance of our Company:

For details relating to the business transactions within the Group Entities and their significance on the financial performance of our Company refer to section titled "Financial Information - Annexure R - Related Party Transactions" beginning on page 141 of this Prospectus.

Significance Sales / Purchase between our Company and Group Companies:

For details relating to sales or purchases between our Company and our Group Companies exceeding 10% of the sales or purchases of our Company refer to section titled "Financial Information - Annexure R - Related Party Transactions" beginning on page 141 of this Prospectus.

Business Interests amongst our Company and Group Companies /Associate Companies

Except as mentioned under section titled "Financial Information - Annexure R - Related Party Transactions" beginning on page 141 of this Prospectus there is no business interest among Group Company.

Defunct /Struck-off Company

None of Promoters, Promoter Group and our Group Companies has remained defunct and no application has been made to Registrar of Companies for Striking off their name from the Register of Companies, during the five years preceding the date of filing this Prospectus.

None of the securities of our Group Entity are listed on any stock exchange and our Group Entity has not made any public or rights issue of securities in the preceding three years.

Our Group Entity has not been debarred from accessing the capital market for any reasons by the SEBI or any other authorities.

Our Group Entity has not been identified as a Wilful Defaulter.

Litigations

For details on litigations and disputes pending against the Group Companies, if any, please refer to section titled "Outstanding Litigations and Material Developments" beginning on page 178 of this Prospectus.

RELATED PARTY TRANSACTIONS

For details on related party transactions of our Company, please refer to section titled "Financial Information - Annexure R - Related Party Transactions" beginning on page 141 of this Prospectus.

DIVIDEND POLICY

The declaration and payment of dividends, if any, will be recommended by our Board of Directors and approved by our shareholders at their discretion, subject to the provision of the Articles of Association and the Companies Act. The dividends, if any, will depend on a number of factors, including but not limited to the earnings, capital requirements and overall financial position of our Company. In addition, our ability to pay dividends may be impacted by a number of other factors, including, restrictive covenants under the loan or financing documents that we may enter into from time to time. Our Company has no formal dividend policy. Our Board may also, from time to time, pay interim dividends.

However, our Company has not declared/paid any dividend in the past.

SECTION VI – FINANCIAL INFORMATION OF THE COMPANY
AUDITOR'S REPORT ON RESTATED FINANCIAL STATEMENT

To,
The Board of Directors,
East India Securties Ltd
10/1D, Lal Bazar Street
Kolkata-700001

Dear Sirs,

Report on Restated Financial Statement

1. We have examined the attached Restated Statement of Assets and Liabilities of East India Securities Limited as at 31st December 2017, 31st March 2017, 31st March 2016, 31st March 2015, 31st March 2014, and 31st March 2013, the related Restated Statement of Profit & Loss and Restated Statement of Cash Flow for the period ended on 31st December 2017, and financial year ended on 31st March 2017, 31st March 2016, 31st March 2015, 31st March 2014,and 31st March 2013 (collectively the "Restated Summary Statements" or Restated Financial Statements").These Restated summary Statements have been prepared by the company and as approved by the Board of Directors of the company in connection with the Offer for sale (OFS) on the SME Platform of BSE Limited ("BSE").

2. These Restated Summary Statements has been prepared in accordance with the requirements of:

i. Section 26 read with applicable provisions within Rule 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014of companies Act, 2013, as amended (hereinafter referred to as the "Act") and

ii. Item(IX) of Part (B)of schedule VIII of the Securities and Exchange Board of India(Issue of Capital and Disclosure Requirements) Regulation, 2009, As amended (The "SEBI Regulation") issued by the SEBI.

iii. The terms of reference to our engagements with the company requesting us to carry out the assignment, in connection with the Prospectus/Prospectus being issued by the Company for its proposed Offer for Sale of equity shares in SME Platform of BSE Limited ("OFS" of "SMEIPO"): and

iv. The Guidance Note on Reports in Company Prospectus (Revised)issued by the Institute of Chartered Accountants of India ("Guidance Note").

v. In terms of Schedule VIII of the SEBI (ICDR) Regulations, 2009 and other provisions relating to accounts, We, Jain Sonu & 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 No. RE03387809 dated 09.06.2011 issued by the "Peer Review Board" of the ICAI.

3. The Restated Summary Statements and Financial information of the Company have been extracted by the management from the Audited Financial Statements of the Company for the period ended on 31st December 2017 and financial year ended on 31st March 2017 31st March 2016, 31st March 2015, 31st March 2014, and 31st March 2013 which have been approved by the Board of Directors.

4. Financial Statements for the period ended 31st December 2017, 31st March 2017, 31st March 2016, 31st March 2015, 31st March 2014, and 31st March 2013 have been audited by myself., and accordingly reliance has been placed on the financial information examined by me for the said years. The Financial Report included for these years is based solely on the report submitted by me.

A. Financial Information as per Audited Financial Statements:

5. We have examined:

a. The attached Restated Statements of Assets and Liabilities of the company, as at 31st December 2017, 31st March 2017,31st March 2016, 31st March 2015, 31st March 2014, and 31st March 2013 **(Annexure I)**;

b. The attached Restated Statement of Profits and Losses of the company for the period ended on 31st December 2017, 31stMarch 2017, year ended 31st March 2016, 31st March 2015, 31st March 2014, and 31st March 2013,(**Annexure II**);

c. The attached Restated Statement of Cash Flows of the company for period ended on 31st December 2017, 31st March2017 and year ended 31st March 2016, 31st March 2015, 31st March 2014, and 31st March 2013, (**Annexure III**);

d. The Significant Accounting Policies adopted by the company and notes to Restated Financial Statements along with adjustments on account of audit qualifications/ adjustments /regroupings.(**Annexure IV**);

6. In accordance with the requirements of Act, ICDR Regulations, Guidance Note on the reports in Company Prospectus (Revised)issued by ICAI and the terms of our Engagement Letter, we further report that:

i. The "Restated Statement of Assets and Liabilities" as set out in **Annexure I** to this report, of the company as at 31st December 2017, 31st March2017,31st March 2016, 31st March 2015, 31st March 2014,and 31st March 2013 are prepared by the company and approved by the Board of Directors. This Statement of Assets and Liabilities, as restated have been arrived at after making such adjustments and regroupings to the individual Financial Statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in Annexure IV to this report.

ii. The "Restated Statement of Profit and Loss" as set out in **Annexure II** to this report, of the company for the period ended on 31st December 2017 and year ended on 31st March 2017 ,31st March 2016, 31st March 2015, 31st March 2014, and 31st March 2013, are prepared by the company and approved by the Board of Directors. This Statement of Profit and Loss, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in Annexure IV to this Report.

iii. The "Restated Statement of Cash Flow " as set out in **Annexure III** to this report, of the company for the period ended on 31st December 2017 and year ended on 31st March 2017 ,31st March 2016, 31st March 2015, 31st March 2014, and 31st March 2013 are prepared by the company and approved by the Board of Directors. This Statement of Cash flow, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in **Annexure IV** to this Report.

Based on the above and also as per the reliance placed by us on the audited financial statements of the company and Auditors Report thereon which have been prepared by the Statutory Auditor of the Company for the period ended on 31st December 2017 and year ended on 31st March 2017 ,31st March 2016, 31st March 2015, 31st March 2014, and 31st March 2013. we are of the opinion that **"Restated Financial Statements" or "Restated Summary Statements"** have been made after incorporating:

(1) Adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per changed accounting policy for all reporting periods.

a) Adjustments for any prior period material amounts in the respective financial years have been made to which they relate; and

b) Adjustments on account of the statutory audit qualifications, if any, have been adjusted and regrouped to the individual financial statements of the company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in **Annexure IV** to this Report.

c) Adjustments in Financial Statements have been made in accordance with the correct accounting policies, which includes the impact of provision of gratuity made on actuarial valuation basis in the Restated Financial Statements.

d) There are no change in accounting policies, which needs to be adjusted in the "Restated Financial Statements" except for calculation of deferred tax assets/liability provision which has not been provided

properly. These adjustments have been made retrospectively in the respective financial years to reflect the same accounting treatment for all the reporting periods with consequential impact.

e) There is no revaluation reserve, which needed to be disclosed separately in the Restated Financial Statement in the respective financial years.

f) The company has not paid any dividend on its equity shares till 31st December 2017.

B. Other Financial Information:

7. We have also examined the following standalone financial information as set out in annexure prepared by the Management and as approved by the Board of directors of the company for period ended on 31st December 2017, 31st March 2017,31st March 2016, 31st March 2015, 31st March 2014, and 31st March 2013.

Restated Statement of Share Capital, Reserves and surplus	Annexure-A
Restated Statement of Long Term and Short term Borrowings	Annexure-B, B(A)
Restated Statement of deferred Tax (Assets)/Liabilities	Annexure-C
Restated Statement of Long Term Provisions	Annexure-D
Restated Statement of Trade Payables	Annexure-E
Restated Statement of other Current Liabilities and Short Term Provisions	Annexure-F
Restated Statement of Fixed Assets	Annexure-G
Restated Statement of Non- Current Investments	Annexure-H
Restated Statement Long term Loans and Advances	Annexure-I
Restated Statement of Inventory	Annexure-J
Restated Statement of Trade Receivables	Annexure-K
Restated Statement of Cash & Cash Equivalents	Annexure-L
Restated Statement of Short-Term Loans and Advances	Annexure-M
Restated Statement of other Current Assets	Annexure-N
Restated Statement of other Income	Annexure-O
Restated Statement of Turnover	Annexure-P
Restated Statement of Mandatory Accounting Ratios	Annexure-Q
Restated Statement of Related party transaction	Annexure-R
Restated Statement of Capitalization	Annexure-S
Restated Statement of Tax shelter	Annexure-T
Restated Statement of Contingent liabilities	Annexure-U

8. The Restated Financial Information contain all the disclosures required by the Accounting Standards notified under the Companies Act, 2013 of India read with the General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Act.

9. We have not audited any financial statements of the company as of any date subsequent to December 31, 2017. Accordingly, we do not express any opinion on the financial position, results or cash flows of the company as of any date or for any period subsequent to December 31st, 2017.

10. The preparation and presentation of the financial statements referred to above are based on the Audited financial statements of the company in accordance with the provisions of the Act and the Financial Information referred to above is the responsibility of the management of the company.

11. In our opinion, the above financial information contained in Annexure I to III and Annexure A to U of this report read along with the restated statement of Significant Accounting Policies and Notes as set out in Annexure IV are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with paragraph B, Part II of Schedule II of the Act, the SEBI Regulations, The Revised Guidance Note on Reports in Company Prospectus and Guidance Note on Audit Reports/Certificates on Financial Information in Offer Documents issued by the Institute of Chartered Accountants of India ("ICAI") to the extent applicable, as amended from time to time, and in terms of our engagement as agreed with you.

12. 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 regroupings and adjustments, the amount reported in the information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.

13. The report should not in any way be construed as a re-issuance or re-drafting of any of the previous audit report, nor should this construed as a new opinion on any of the financial statements referred to herein.

14. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

15. Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the OFS-SME for proposed Offer of Equity Shares of the company and our report should not be used, referred to or quoted for any other purpose without our written consent.

Auditor's Responsibility

Our responsibility is to express an opinion on these restated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the restated financial statements read together with the notes thereon, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, to the extent applicable;

a. In the case of Restated Statement of Assets and Liabilities of the Company as at 31st December 2017, 31st March 2017, March 31, 2016, March 31, 2015, March 31, 2014, and March 31, 2013;

b. In the case of the Restated Statement of Profit and Loss, of the profit of the Company for the Period ended 31st December 2017and years ended on 31st March 2017, March 31, 2016, March 31, 2015, March 31, 2014, and March 31, 2013; and

c. In the case of the Restated Cash Flow Statement, of the cash flows of the Company for the Period ended 31st December 2017and years ended on 31st March 2017, March 31, 2016, March 31, 2015, March 31, 2014, and March 31, 2013.

For Jain Sonu & Associates
Chartered Accountants
Firm Registration no.324386E

(CA Sonu Jain)
Partner
Membership No.060015

Kolkata, February 20, 2018

ANNEXURE - I						
RESTATED STATEMENT OF ASSETS AND LIABILITIES						
						(Amt in ₹)
Particulars	**As at**					
	31/12/2017	**31/03/2017**	**31/03/2016**	**31/03/2015**	**31/03/2014**	**31/03/2013**
I. EQUITY AND LIABILITIES						
Shareholder's Funds						
Share Capital	36670000	36670000	36670000	36670000	36670000	36670000
Reserves and Surplus (excluding Revaluation Reserves, if any)	2857109961	2574457037	2284255325	2125667015	1976104942	1817313562
Money received against share warrants	0	0	0	0	0	0
Share Application Money Pending Allotment	0	0	0	0	0	0
Non Current Liabilities						
Long-term Borrowings	0	0	0	0	0	0
Deferred tax liabilities (Net)	0	0	0	0	373477	505767
Other Long Term Liabilities	0	0	0	0	0	0
Long-term Provisions	0	0	0	0	0	0
Current Liabilities						
Short-term Borrowings	0	0	0	0	0	0
Trade Payables	120848306	211890469	428834812	544748548	605248355	614158120
Other Current Liabilities	9594456	14923825	16008162	60848086	19423160	63493938
Short-term Provisions	0	0	0	0	0	0
Total	**3024222723**	**2837941331**	**2765768299**	**2767933649**	**2637819935**	**2532141387**
II. ASSETS						
Non Current Assets						
Fixed assets						
(i) Tangible Assets	5371376	3807718	2971348	3804662	5105976	5938220
(ii) Intangible Assets	0	0	0	0	0	0
(iii) Capital Work-In-Progress	0	0	0	0	0	0
(iv) Intangible Assets Under Development	0	0	0	0	0	0
Other Non Current Assets	678843543	617633977	607560657	453452048	109459290	59493285
Deferred Tax Assets (Net)	64598	25548	115506	46141	0	0
Long-term Loans and Advances	23284793	24807879	25951879	30912599	37216879	36825481
Current Assets						
Current Investments	0	0	0	0	0	0
Inventories	561230567	614299353	1038361488	1129468898	1374769699	1107669872

Trade Receivables	784092871	228028728	159797354	131863005	138465759	35064635
Cash and Cash Equivalents	966278592	1322970770	915628864	984478941	909830475	1249642879
Short-term Loans and Advances	3275804	7501210	443541	1345474	21260544	18551573
Other Current Assets	1780579	18866147	14937662	32561880	41711313	18955442
Total	**3024222723**	**2837941331**	**2765768299**	**2767933649**	**2637819935**	**2532141387**

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

ANNEXURE - II

RESTATED STATEMENT OF PROFIT AND LOSS

(Amt in ₹.)

Particulars		**For the period ended on**	**For the Year ended**				
		31/12/2017	**31/03/2017**	**31/03/2016**	**31/03/2015**	**31/03/2014**	**31/03/2013**
Revenue from Operations		262,976,686	373,654,850	331,271,503	401,363,001	326,385,022	356,863,584
Other income		147,847,870	71,387,864	3,605,697	(73,774)	44,953,076	3,294,990
Total Revenue	**A**	**410,824,556**	**445,042,714**	**334,877,201**	**401,289,227**	**371,338,097**	**360,158,574**
Expenses:							
Purchase of Stock in Trade		-	-	-	-	-	-
Employee Benefits Expense		24,211,911	38,804,572	29,529,477	31,177,949	32,648,162	31,825,057
Administartive and other Expenses		41,559,930	64,286,181	87,071,225	159,026,872	126,251,519	156,892,235
Finance Costs		-	-	-	-	-	-
Depreciation And Amortization Expense		1,200,993	1,322,150	1,115,052	2,164,627	2,144,022	2,413,385
Changes in inventory of Stock in Trade		-	-	-	-	-	-
Total Expenses	**B**	**66,972,834**	**104,412,903**	**117,715,754**	**192,369,448**	**161,043,703**	**191,130,677**
Profit before exceptional and extraordinary items and tax (A-B)	**C**	343,851,722	340,629,811	217,161,446	208,919,779	210,294,395	169,027,897
Exceptional/Prior Period item		-	-	-	-	-	-
Profit before extraordinary items and tax		343,851,722	340,629,811	217,161,446	208,919,779	210,294,395	169,027,897
Extraordinary item			-	-	-	-	-
Profit Before Tax		343,851,722	340,629,811	217,161,446	208,919,779	210,294,395	169,027,897
Provision for Tax							
- Current Tax		61,237,848	63,058,569	58,642,501	59,571,619	51,571,392	49,198,271
- Deferred Tax Liability / (Asset)	D	(39,049)	89,958	(69,365)	(419,619)	(132,290)	11,751
MAT Credit Entitlement		-	-	-	-	-	-
Short/(Excess) Tax adjustment of prior years		-	-	-	-	-	-

Income tax Paid for Previous Years		-	109,572	-	-	63,912	-
FBT Adjustment earlier Year		-	-	-	-	-	-
- Minority Interest							
Restated profit after tax for the period from continuing operations		**282,652,924**	**277,371,712**	**158,588,310**	**149,767,779**	**158,791,381**	**119,817,876**
Profit/ (Loss) from Discontinuing operation		-	-	-	-	-	-
Tax expenses of discontinuing operations		-	-	-	-	-	-
Restated profit for the period		**282,652,924**	**277,371,712**	**158,588,310**	**149,767,779**	**158,791,381**	**119,817,876**

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

ANNEXURE - III						
RESTATED CASH FLOW STATEMENT						
						(Amt in ₹)
	As At					
	(Amount in ₹)	(Amount in ₹)	(Amount in ₹)	(Amount in ₹)	(Amount in ₹)	(Amount in ₹)
Particulars	**31/12/2017**	**31/03/2017**	**31/03/2016**	**31/03/2015**	**31/03/2014**	**31/03/2013**
CASH FLOW FROM OPERATING ACTIVITIES						
Profit before Tax	**343,851,722.34**	**340,629,811.37**	**217,161,446.38**	**208,919,778.90**	**210,294,394.75**	**169,027,897.36**
Adjustments for:						
Depreciation/amortization	1,200,993.00	1,322,150.00	1,115,052.00	1,976,393.10	2,144,022.09	2,413,384.95
Interest on Fixed Deposits and Others	(94,002,661.30)	(105,647,218.50)	(178,342,983.24)	(89,327,449.32)	(115,382,554.36)	(112,111,609.96)
Interest on Debentures	-	(555,805.00)				
Tax Free Interest	(73,702.28)	(747,726.00)	(685,874.00)			
Gain on Sale of Investment	(147,711,526.75)	(71,361,164.28)	(3,064,356.35)	312,155.00	(29,164,905.24)	(90,989.80)
Dividend Income	(56,836,798.85)	(86,794,409.54)	(47,488,485.97)	(35,482,760.11)	(43,255,935.93)	(17,382,826.48)
Operating Profit before Working Capital Changes	**46,428,026.16**	**76,845,638.05**	**(11,305,201.18)**	**86,398,117.57**	**24,635,021.31**	**41,855,856.07**
Movements in working capital:						
Increase/(Decrease) in Trade Payables	(91,042,163.27)	(216,944,343.14)	(115,913,735.90)	(60,499,807.08)	(8,909,764.85)	96,017,394.95
Increase/(Decrease) in Other Current Liabilities	(5,329,368.32)	(1,084,337.26)	(44,839,923.72)	41,424,925.45	(44,070,778.06)	(140,231,310.15)
(Increase)/Decrease in Other Current Assets	449,280.31	(9,467,996.88)		18,465,895.50	(12,363,178.89)	248,700.00
(Increase)/Decrease in Long Term Loans & Advances	1,523,085.95	1,144,000.00	4,960,719.56	6,304,280.44	(391,398.74)	(7,884,365.26)
(Increase)/Decrease in Short Term Loans						

& Advances	3,775,962.82	(6,657,406.16)	901,933.66	19,915,069.86	(2,708,971.23)	(8,066,023.94)
(Increase)/Decrease in Inventories	53,068,786.12	424,062,134.50	91,107,410.66	245,300,800.28	(189,981,076.67)	241,054,433.40
(Increase)/Decrease in Trade Receivables	(556,064,142.67)	(68,231,374.41)	(27,934,348.95)	6,602,753.70	(103,401,123.69)	12,567,809.26
Cash Generated from Opertaions	**(547,190,532.90)**	**199,666,314.70**	**(103,023,145.87)**	**363,912,035.72**	**(337,191,270.82)**	**235,562,494.33**
Income Tax Paid	(41,691,700.04)	(51,167,846.37)	(59,821,753.92)	(60,678,507.63)	(51,635,304.17)	(50,089,604.67)
Net Cash Generated from/(Used in) Operating Activities	**(588,882,232.94)**	**148,498,468.33**	**(162,844,899.79)**	**303,233,528.09**	**(388,826,574.99)**	**185,472,889.66**
CASH FLOW FROM INVESTING ACTIVITIES						
Purchase of Fixed Assets	(2,764,651.00)	(2,158,520.10)	(281,739.00)	(880,785.00)	(1,311,778.30)	(2,499,135.01)
Sale of Investment	175,685,301.51	111,287,844.00	65,217,317.03	641,600.00	79,198,900.00	117,820.40
Purchase of Investment	(89,183,341.35)	(50,000,000.00)	(216,261,569.70)	(114,946,512.05)	(100,000,000.00)	
Interest on Debentures	-	555,805.00				
Tax Free Interest	73,702.28	747,726.00	685,874.00			
Dividend Income	56,836,798.85	86,794,409.54	47,488,485.97	35,482,760.11	43,255,935.93	17,382,826.48
Interest on Fixed Deposits and Others	91,542,244.82	111,616,173.07	197,146,454.43	81,117,875.22	104,989,862.44	108,226,874.76
Net Cash Generated from/(Used in) Investing Activities	**232,190,055.11**	**258,843,437.51**	**93,994,822.73**	**1,414,938.28**	**126,132,920.07**	**123,228,386.63**
CASH FLOW FROM FINANCING ACTIVITIES		NIL				
Net Change in Cash and Cash Equivalent	**(356,692,177.83)**	**407,341,905.84**	**(68,850,077.06)**	**304,648,466.37**	**(262,693,654.92)**	**308,701,276.29**
Cash and Cash Equivalent- Opening Balance	1,322,970,769.75	915,628,863.91	984,478,940.97	909,830,474.60	1,463,778,295.85	1,155,077,019.56
Cash and Cash Equivalent- Closing Balance	966,278,591.92	1,322,970,769.75	915,628,863.91	1,214,478,940.97	1,201,084,640.93	1,463,778,295.85
Net Change in Cash and Cash Equivalent	**(356,692,177.83)**	**407,341,905.84**	**(68,850,077.06)**	**304,648,466.37**	**(262,693,654.92)**	**308,701,276.29**

ANNEXURE IV

RESTATED SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS:

CORPORATE INFORMATION

East India Securities Ltd was incorporated in the year 1995 and it is engaged in stock broking and other financial market activities.

A. Basis of preparation of Financial Statements:

The restated summary statement of assets and liabilities of the Company as at December 31,2017, March 31, 2017, 2016, 2015, 2014 and 2013 and the related restated summary statement of profits and loss and restated summary statement of cash flows for the period ended December 31,2017 and financial year ended on March 31, 2017, 2016, 2015, 2014 and 2013 (herein collectively referred to as ('restated summary statements') have been compiled by the management from the

audited financial statements of the Company for the period ended December 31,2017 and financial year ended on March 31 2017, 2016, 2015, 2014 and 2013, approved by the Board of Directors of the Company. The restated summary statements have been prepared to comply in all material respects with the provisions of sub-clauses (i) and (iii) of clause (b) of sub-section (1) of section 26 of the Companies Act, 2013 ("the Act") read with Companies (Prospectus and Allotment of Securities) Rules 2014; The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 ("**ICDR Regulations"**) and related amendments / clarifications from time to time issued by the Securities and Exchange Board of India ("**SEBI"**) and Guidance note on reports in Companies Prospectus (Revised). The restated summary statements have been prepared specifically for inclusion in the offer document to be filed by the Company with the SME Platform of BSE in connection with its proposed Initial public offering of equity shares. The Company's management has recast the financial statements in the form required by Schedule III of the Companies Act, 2013 for the purpose of restated summary statements.

B. Use of Estimates:

The preparation of financial statements requires management to make estimates and assumptions that affect amounts in the financial statements and reported notes thereto. Actual results could differ from these estimates. Differences between the actual result and estimates are recognized in periods in which the results are known/ materialized.

C. Fixed Assets:

Fixed assets are stated at cost of acquisition or construction less accumulated depreciation and impairment loss, if any. The cost of an asset comprises of its purchase price and any directly attributable cost of bringing the assets to working condition for its intended use. Expenditure on additions, improvements and renewals is capitalized and expenditure for maintenance and repairs is charged to profit and loss account.
The building representing Rs. 4,95,496/- of the Company at DA14, Saltlake Kolkata consists of the construction portion only. The land on which such construction done is owned by Mr. Uma Shankar Agarwal (Promotor Group).

D. Depreciation:

Depreciation is provided on a written down value basis from the date the asset is put to use.

Depreciation on fixed assets has been provided on WDV method on prorata basis over the useful life prescribed in schedule II to the Companies Act, 2013 after considering salvage value of five percent of original cost. The Company has considered useful life of assets same as prescribed under the Companies Act, 2013.
Depreciation upto 31.03.2014 was provided on WDV method on prorate basis at the rates prescribed in schedule XIV to the Companies Act, 1956.
Due to transition from schedule XIV to schedule II, depreciation on assets existing as on 31.03.2014, has been provided in such a way so that assets should be depreciated after considering salvage value of five percent of original cost of the assets over a useful life of assets as prescribed under schedule II of the companies Act, 2013.
Assets on which depreciation has already been charged above of 95% of Original Cost of the assets till previous financial year and written down value of the assets is less than 5% of Original Cost, salvage value has been considered remaining WDV as on first day of current financial year and adjusted with the retained earnings of the Company.
As per the requirement of Schedule II of the Companies Act, 2013, the Company has evaluated the useful lives of the respective fixed assets which are as per the provisions of Part C of the Schedule II of the Act for calculating the depreciation.

E. Valuation of Inventories:

Inventories or stock in trade are valued at lower of cost and market value. Cost comprises expenditure incurred in the normal course of business in bringing such stock to their location and conditions and has been determined following the cost formula on FIFO basis. Closing stock of shares include shares pledged with stock exchanges as margin and does not include stock held on behalf of clients/constituents.

F. Valuation of Investments:

i. Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long term investments.

ii. Current Investments are carried at lower of cost and fair market value determined on an individual investment basis.

iii. Long-term investments are carried at cost unless there is diminution, other then temporary, in their value. Diminution is considered other temporary based on criteria that include the extent to which cost exceeds the market value, the duration of the market decline and the financial health and specific prospects of the issuer.

G. Revenue Recognition:

i. Revenue from broking activities for capital market is accounted for on the trade date of transaction.
ii. Revenue on account of trading in securities, MFs, Bonds and other financial securities is recongnized on the basis of each trade executed at the stock exchange during the financial year.
iii. In respect of derivatives, the profit and loss is accounted for on marked to market basis on the closure of each trade.
iv. Interest income is recognized on accrual basis.
v. Depository Income has been accounted for on cash basis
vi. Revenue from management and advisory services is recognized for when the rendering of services under a contract is completed or substantially completed.
vii. Dividend is accounted for as income in year of receipt
viii. In respect of other heads of income accrual basis of accounting is followed.
ix. Revenue excludes taxes and other recoverable taxes.

H. Employee Benefits:

All employee benefits payable within twelve months of rendering of services are classified as short term benefits. Benefits include salaries, wages, awards, ex-gratia, performance pay, etc. and are recognized in the period in which the employee renders the related service. Liability on account of encashment of leave, bonus to employee is considered as short term compensated expense provided on actual.
Provident fund and ESI is a defined contribution scheme and the contribution what ever required as per law is charged to profit and loss account.

I. Earning Per Share:

Basic earning per share is computed by dividing the net profit after tax for the year after prior period adjustments attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

J. Taxation & Deferred Tax:

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961. Deferred Income Tax reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.
The Deferred Tax for timing differences between the book and tax profit for the year is accounted for using the tax rates and laws that have been substantively enacted as of the Balance Sheet date. Deferred tax asset is recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax asset can be realised. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.
The carrying amount of deferred tax asset is reviewed at each Balance Sheet date. The Company writes down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

At each Balance Sheet date, the Company recognizes the unrecognized deferred tax asset to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax asset can be realized.

K. Contingent Liabilities / Provisions:

A provision is created when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent assets are neither recognised nor disclosed in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

L. Impairment of Assets:

An asset is considered as impaired in accordance with Accounting Standard 28 on Impairment of Assets when at the balance sheet date there are indications of impairment and the carrying amount of the assets, or where applicable the cash generating unit to which the asset belongs, exceeds its recoverable amount (i.e. the higher of the asset's net selling price and value in use).

M. Investments:

Long term investments are valued at cost with an appropriate provision for permanent diminution in value, if any. Investment that is readily realizable and is intended to be held for not more than one year is valued at lower of cost or realizable value.

Presentation and disclosure of financial statements
During the year ended 31 March 2012, the Revised Schedule VI notified under the Act, had become applicable to the Company, for preparation and presentation of its financial statements. Accordingly, the Company has prepared the financial statements for the year ended March 31, 2012 onwards in accordance with Revised Schedule VI of the Act. The adoption of Revised Schedule VI of the Act does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements

NOTES ON RECONCILIATION OF RESTATED PROFITS

The reconciliation of Profit after tax as per audited results and the Profit after tax as per Restated Accounts is presented below in Table-1. This summarizes the results of restatements made in the audited accounts for the respective years/period and its impact on the profit & losses of the company.

Particulars	31-Dec-17	2016-17	2015-16	2014-15	2013-14	2012-13
	Audited	Audited	Audited	Audited	Audited	Audited
Net Profit After Tax as per audited accounts but before adjustments for restated accounts:	282,740,552	277,371,712	158,583,188	149,687,942	158,808,223	119,798,366
		-	-	-	-	-

Decrease/(Increase) in Depreciation as per Companies Act		-	-	-	-	-
(Decrease)/Increase in MAT Credit Entitlement		-	-	-	-	-
Change in Deferred Tax Asset/(Liability)	(87,628)	-	5,122	79,837	(16,843)	19,509
Net Increase/ (Decrease)	(87,628)	-	5,122	79,837	(16,843)	19,509
Profits after Tax as per Restated Accounts	282,652,924	277,371,712	158,588,310	149,767,779	158,791,381	119,817,876

Explanatory notes to the above restatements made in the audited financial statements of the Company for the respective years.

Adjustments having impact on Profit

1. Deferred Tax – The Company had recognizing deferred tax asset /liability on the timing difference of annual depreciation charges as per companies Act and that of Income Tax Act. The same has been reinstated here on the basis of timing difference between the written down value and per Companies Act and as per the Income Tax Act 1961.

Adjustments having no impact on Profit:

Material Regrouping

W.e.f, April 1 2014, Schedule III notified under the Companies Act, 2013 has become applicable to the Company for preparation and presentation of its financial statements. Revised Schedule VI notified under the Companies Act, 1956 became applicable to the Company from April 1, 2011, for preparation and presentation of its financial statements. The adoption of Schedule III / Revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements.

There is no significant impact on the presentation and disclosures made in the financial statements on adoption of Schedule III as compared to Revised Schedule VI. Appropriate adjustments have been made in the restated summary statements, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the groupings as per the audited financial statements of the Company, prepared in accordance with Schedule III and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 (as amended).

For Jain Sonu & Associates
Chartered Accountants
Firm Registration no.324386E

(CA Sonu Jain)
Partner
Membership No.060015

Kolkata, February 20, 2018

ANNEXURE – A						
STATEMENT OF SHARE CAPITAL, RESERVES AND SURPLUS						
						(Amt in ₹)
Particulars	**As at**					
	31/12/2017	**31/03/2017**	**31/03/2016**	**31/03/2015**	**31/03/2014**	**31/03/2013**
Share Capital						
Authorised Share Capital	50000000	50000000	50000000	50000000	50000000	50000000
Equity shares of Rs.10 each						
Share Capital						
Issued, Subscribed and Paid up Share Capital	36670000	36670000	36670000	36670000	36670000	36670000
Equity Shares of Rs. 10 each fully paid up						
Share Capital (in Rs.)						
Total	**36670000**	**36670000**	**36670000**	**36670000**	**36670000**	**36670000**
Reserves and Surplus						
A) Security Premium						
Opening Balance	49340000	49340000	49340000	49340000	49340000	49340000
Add: Addition during the year	0	0	0	0	0	0
Less:Utilised During the Year in Bonus Shares	0	0	0	0	0	0
Total (A)	**49340000**	**49340000**	**49340000**	**49340000**	**49340000**	**49340000**
B) Surplus in Profit and Loss account						
Opening Balance	952617037	712415325	603827015	504264942	395473562	1525656686
General Reserve	1572500000	1522500000	1472500000	1422500000	1372500000	122500000
Add: Profit for the year	282652924	277371712	158588310	149767779	158791381	119817876
Less: Propsed Dividend including DDT	0	0	0	0	0	0
Add: Income Disclosed under Income Disclosure Scheme	0	20600000	0	0	0	0
Less: Tax on Income Disclosed under IDS	0	-9270000	0	0	0	0
Add: Corporate Social Responsibility Apportionment	0	1500000	0	0	0	0
Less: Additional Depreciation on Transalation under new Companies Act, 2013	0	0	0	-205706	0	0
Less: Bonus Share issued by Capitalisation of Reserves	0	0	0	0	0	0
	0					
Total (B)	**2807769961**	**2525117037**	**2234915325**	**2076327015**	**1926764942**	**1767973562**
Total (A+B)	**2857109961**	**2574457037**	**2284255325**	**2125667015**	**1976104942**	**1817313562**
1. Terms/rights attached to equity shares:						
i. The company has only one class of shares referred to as equity shares having a par value of ₹.10/-. Each holder of equity shares is entitled to one vote per share.						

ii. In the event of liquidation of the Company, the holders of equity shares shall be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The amount distributed will be in proportion to the number of equity shares held by the shareholders.						
2.The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.						
3. Company does not have any Revaluation Reserve.						
4. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.						
5. The reconciliation of the number of shares outstanding as at: -						
Particulars	**As at**					
	31/12/2016	**31/03/2017**	**31/03/2016**	**31/03/2015**	**31/03/2014**	**31/03/2013**
Number of shares at the beginning	3,667,000	3,667,000	3,667,000	3,667,000	3,667,000	3,667,000
Add: Share issued during the year	-	-	-	-	-	
Add: Bonus Shares issued during the year	-	-	-	-	-	-
Less: Shares bought back during the Year	-	-	-	-	-	-
Number of shares at the end	**3,667,000**	**3,667,000**	**3,667,000**	**3,667,000**	**3,667,000**	**3,667,000**
6. The detail of shareholders holding more than 5% of Shares as at: -						
Name of Share Holder	**As at (No of Shares)**					
	31/12/2016	**31/03/2017**	**31/03/2016**	**31/03/2015**	**31/03/2014**	**31/03/2013**
Lakshmendra Kumar Agarwal	1,566,900	1,566,900	1,566,900	1,566,900	1,566,900	1,566,900
Vivek Agarwal	14,72,100	14,72,100	14,72,100	14,72,100	14,72,100	14,72,100

ANNEXURE - B

STATEMENT OF LONG TERM AND SHORT TERM BORROWINGS

(Amt in ₹)

Particulars	**As at**					
	31/12/2017	**31/03/2017**	**31/03/2016**	**31/03/2015**	**31/03/2014**	**31/03/2013**
Long Term Borrowings						
From Banks/Financial Institutions (Secured)						
Term Loans	-	-	-	-	-	-
Loans and Advances (Unsecured)						
From Promoters/Direcotrs/Related Parties		-	-	-	-	-
From others	-	-	-	-	-	-
Total	-	-	-	-	-	-
Current portion of long-term borrowings, included under Other current liabilities						
Term Loans and Car Loans		-	-	-	-	-

Short Term Borrowings						
From Banks (Secured)	-	-	-	-	-	-
Bank Working Capital Loan/OD/CC	-	-	-	-	-	-
Others	-	-	-	-	-	-
Loan from Promoters/Direcotrs/Related Parties	-	-	-	-	-	-
Total	-	-	-	-	-	-
The above amount includes:						
Secured Borrowings	-	-	-	-	-	-
Unsecured Borrowings	-	-	-	-	-	-
Notes:						
1.The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.						
2. The above statement should be read with the significant accounting policies and notes to restated summary, statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.						
3.List of persons/entities classified as 'Promoters' and 'Promoter Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.						
4. The terms and conditions and other information in respect of secured Loans are given in Annexure -B (A)						

ANNEXURE - B (A)

STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS AND ASSETS CHARGED AS SECURITY

Amount in ₹

Name of Lender	**Purpose**	**Loan A/c No.**	**Sanctioned Amount**	**Rate of interest**	**Primary Security**	**Collateral/Other Security**	**Re-Payment Schedule**	**Mora-toriu m**	**Outstanding amount as on 30.09.2017 as per Books**	**Outstanding amount as on 31.03.2017 as per Books**
Secured Loan										
								-	-	-
									-	-
									-	-
									-	-
Total			-						-	-

ANNEXURE - C

STATEMENT OF DEFERRED TAX ASSETS /(LIABILITIES)

(Amt in ₹.)

Particulars	**For the Period/year ended**					
	31/12/2017	**31/03/2017**	**31/03/2016**	**31/03/2015**	**31/03/2014**	**31/03/2013**
Opening Balance (A)						
Opening Balance of Deferred Tax Asset/ (Liability)	25,548	115,506	46,141	(373,477)	(505,767)	(494,016)
Current Year Provision (B)	39,049	(89,958)	69,365	419,619	132,290	(11,751)

DTA/(DTL) on Depreciation	39,049	(89,958)	69,365	419,619	132,290	(11,751)
DTA /(DTL) on Provision for Gratuity/Carry Forward Losses	-	-	-	-	-	-
Closing Balance of Deferred Tax Asset / (Liability) (A+B)	**64,598**	**25,548**	**115,506**	**46,141**	**(373,477)**	**(505,767)**

Note: The above statement should be read with the significant accounting policies and notes to restated summary statement of profit and loss account and cash flows statement as appearing in Annexures IV, I, I and IIII .

ANNEXURE - D

STATEMENT OF LONG TERM PROVISIONS

(Amt in ₹)

Particulars	**As at**					
	31/12/2017	**31/03/2017**	**31/03/2016**	**31/03/2015**	**31/03/2014**	**31/03/2013**
Provision for Employee Benefits						
Provision for Gratuity	-	-	-	-	-	-
Other Provisions	-	-	-	-	-	-
TOTAL	-	-	-	-	-	-

ANNEXURE - E

STATEMENT OF TRADE PAYABLES

(Amt in Rs.)

PARTICULARS	**As at**					
	31/12/2017	**31/03/2017**	**31/03/2016**	**31/03/2015**	**31/03/2014**	**31/03/2013**
Trade Payables						
Trade Payable	120,848,306	211,890,469	428,834,812	544,748,548	605,248,355	614,158,120
Total	**120,848,306**	**211,890,469**	**428,834,812**	**544,748,548**	**605,248,355**	**614,158,120**
Notes						

1.The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

ANNEXURE - F

STATEMENT OF OTHER CURRENT LIABILITIES AND SHORT TERM PROVISIONS

(Amt in ₹)

PARTICULARS	**As at**					
	31/12/2017	**31/03/2017**	**31/03/2016**	**31/03/2015**	**31/03/2014**	**31/03/2013**
Other Current Liabilities						
Payable to Stock Exchanges	8,687,441	9,664,027	5,837,444	49,457,520	4,535,739	55,943,949
Tax Payable	-	4,635,000	8,951,784	9,514,297	-	6,782,888
Sundry Creditors for Expenses	907,015	624,798	1,218,934	1,876,268	14,887,421	767,101

Total	**9,594,456**	**14,923,825**	**16,008,162**	**60,848,086**	**19,423,160**	**63,493,938**
Short-Term Provisions						
Provision for Current Year Tax	-	-	-	-	-	-
Total	-	-	-	-	-	-
Notes						
1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.						
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.						

ANNEXURE - G

STATEMENT OF FIXED ASSETS

(Amt in ₹.)

PARTICULARS	**As at**					
	31/12/2017	**31/03/2017**	**31/03/2016**	**31/03/2015**	**31/03/2014**	**31/03/2013**
(i) Tangible Assets						
Buildings	228,181.49	235,564.49	245,837	256,558	267,746	281,838
Plant and Equipment	0.00	0.00	-	-	76,895	89,319
Furniture & Fixture	2,906,016.50	812,575.50	977,223	1,302,880	1,726,580	1,026,134
Vehicles	252,268.70	331,854.70	488,030	717,826	317,176	427,980
Office Equipment	0.00	0.00	-	-	12,452	15,446
Cycle	0.00	0.00	-	-	-	267
Computer	1,907,188.41	2,391,995.41	1,211,942	1,461,805	2,705,127	4,097,236
Electrical Equipment	77,720.88	35,727.88	48,317	65,593	-	-
Total Tangible Assets	**5,371,375.98**	**3,807,717.98**	**2,971,348**	**3,804,662**	**5,105,976**	**5,938,220**
(ii) Intangible Assets						
Computers Softwares	-	-	-	-	-	-
(iii) Capital Work-in-Progress						
Capital Work-in-Progress		-	-	-	-	-
Intangible assets under development		-	-	-	-	-
Grand Total	**5,371,376**	**3,807,718**	**2,971,348**	**3,804,662**	**5,105,976**	**5,938,220**
Notes						

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

ANNEXURE - H

STATEMENT OF OTHER NON-CURRENT ASSETS

(Amt in ₹)

Particulars	**As at**					
	31/12/2017	**31/03/2017**	**31/03/2016**	**31/03/2015**	**31/03/2014**	**31/03/2013**
Other Non Current Assets						
Investments	678,843,543	617,633,977	607,560,657	453,452,048	109,459,290	59,493,285
	678,843,543	**617,633,977**	**607,560,657**	**453,452,048**	**109,459,290**	**59,493,285**
Notes :						

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

ANNEXURE - I

STATEMENT OF LONG-TERM LOANS AND ADVANCES

(Amt in ₹.)

PARTICULARS	**As at**					
	31/12/2017	**31/03/2017**	**31/03/2016**	**31/03/2015**	**31/03/2014**	**31/03/2013**
Unsecured, Considered Good unless otherwise stated						
MAT Credit Entitlement	-	-	-	-	-	-
Other Receivables	23,284,793	24,807,879	25,951,879	30,912,599	37,216,879	36,825,481
Total	**23,284,793**	**24,807,879**	**25,951,879**	**30,912,599**	**37,216,879**	**36,825,481**
Note-:						

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

ANNEXURE - J

STATEMENT OF INVENTORIES

(Amt in ₹)

PARTICULARS	**As at**					
	31/12/2017	**31/03/2017**	**31/03/2016**	**31/03/2015**	**31/03/2014**	**31/03/2013**
Stock in Trade	561,230,567	614,299,353	1,038,361,488	1,129,468,898	1,374,769,699	1,107,669,872
Total	**561,230,567**	**614,299,353**	**1,038,361,488**	**1,129,468,898**	**1,374,769,699**	**1,107,669,872**

Note-: As per Management Explanation,Inventory has been physically verified by the management of the Company at the end of respective year.

ANNEXURE - K

STATEMENT OF TRADE RECEIVABLES

(Amt in ₹)

PARTICULARS	**As At**					
	31/12/2017	**31/03/2017**	**31/03/2016**	**31/03/2015**	**31/03/2014**	**31/03/2013**
Outstanding for a period exceeding six months						
(Secured and considered Good)						
From Directors/Promoters/ Promoter Group/Associates/ Relatives of Directors/ Group Companies.	-	-	-	-	-	-
Others	1,731,690	1,812,490	2,704,204	10,485,457	12,101,402	14,926,875
(Unsecured and considered Doubtful)						
From Directors/Promoters/Promoter Group/Associates/ Relatives of Directors/ Group Companies.						
Others	4,717	174,369	859,295	7,543,639	9,210,409	8,400,235
Outstanding for a period not exceeding 6 months **(Secured and considered Good)**						
From Directors/Promoters/Promoter Group/Associates/ Relatives of Directors/ Group Companies.						
Others	782,356,464	226,041,869	156,233,855	113,833,909	117,153,948	11,737,526
Total	**784,092,871**	**228,028,728**	**159,797,354**	**131,863,005**	**138,465,759**	**35,064,635**
Note-:						
1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.						
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.						

ANNEXURE - L

STATEMENT OF CASH & CASH EQUIVALENTS

(Amt in ₹)

PARTICULARS	**As at**					
	31/12/2017	**31/03/2017**	**31/03/2016**	**31/03/2015**	**31/03/2014**	**31/03/2013**
Cash in Hand (As Certified by Management)	405,152	1,203,978	1,751,485	982,283	2,676,425	1,049,466
Fixed Deposit	749,865,000	624,745,000	902,170,000	959,520,000	738,700,000	754,800,000
Money Market Instruments	210,000,000	490,952,328	-	-	70,000,000	420,000,000

Balances with Banks						
- In Current Accounts	6,008,440	206,069,464	11,707,379	23,976,658	98,454,049	73,793,413
	-	-	-	-	-	-
Total	**966,278,592**	**1,322,970,770**	**915,628,864**	**984,478,941**	**909,830,475**	**1,249,642,879**

Note-:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

ANNEXURE - M

STATEMENT OF SHORT-TERM LOANS AND ADVANCES

(Amt in ₹)

PARTICULARS	**As at**					
	31/12/2017	**31/03/2017**	**31/03/2016**	**31/03/2015**	**31/03/2014**	**31/03/2013**
Unsecured and considered good	3,275,804	7,501,210	443,541	1,345,474	21,260,544	18,551,573
	-	-	-	-	-	-
	-	-	-	-	-	-
	-	-	-	-	-	-
Total	**3,275,804**	**7,501,210**	**443,541**	**1,345,474**	**21,260,544**	**18,551,573**
Note-:						

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

ANNEXURE - N

STATEMENT OF OTHER CURRENT ASSETS

(Amt in ₹)

PARTICULARS	**As at**					
	31/12/2017	**31/03/2017**	**31/03/2016**	**31/03/2015**	**31/03/2014**	**31/03/2013**
Income Tax Refundable	(6,463,917)	13,082,068	3,184,629	2,005,376	1,470,150	7,001,204
Accured Fixed Deposit Interest	8,244,496	5,784,079	11,753,034	30,556,505	22,346,931	11,954,239
Option Premium Account	-	-	-	-	17,894,233	-
	-	-	-	-	-	-
	-	-	-	-	-	-
	-	-	-	-	-	-
	-	-	-	-	-	-

	-	-	-	-	-	-
	-	-	-	-	-	-
	-	-	-	-	-	-
Total	**1,780,579**	**18,866,147**	**14,937,662**	**32,561,880**	**41,711,313**	**18,955,442**
Notes:						
1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.						
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.						

ANNEXURE - O

STATEMENT OF OTHER INCOME

(Amt in ₹)

Particulars	**For the year ended**					
	31/12/2017	**31/03/2017**	**31/03/2016**	**31/03/2015**	**31/03/2014**	**31/03/2013**
Related and Recurring Income:						
	147,847,870	71,387,864	3,605,697	(73,774)	44,953,076	3,294,990
Non-related and Non-recurring income:						
	-	-	-	-	-	-
Total	**147,847,870**	**71,387,864**	**3,605,697**	**(73,774)**	**44,953,076**	**3,294,990**
Notes:						
1. The classification of other income as recurring/not-recurring, related/not-related to business activity is based on the current operations and business activity of the Company as determined by the management.						
2. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.						
3. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.						

ANNEXURE - P

STATEMENT OF TURNOVER

(Amt in ₹)

Particulars	**For the year ended**					
	31/12/2017	**31/03/2017**	**31/03/2016**	**31/03/2015**	**31/03/2014**	**31/03/2013**
Income from Securities Transaction	200,768,284	237,816,728	166,790,545	353,657,901	223,008,005	343,490,812
Interest on FD, Margin Money & Others (Net)	94,002,661	105,647,219	178,342,983	89,327,449	119,189,949	112,111,610
Interest on Debentures	-	555,805	-	-	-	-
Dividend Income	56,836,799	86,794,410	47,488,486	35,482,760	43,255,936	17,382,826
Interest Tax Free	73,702	747,726	685,874	-	-	-
Less: Exchange Charges Directly associated with Revenue	(88,704,761)	(57,907,038)	(62,036,385)	(77,105,110)	(59,068,868)	(116,121,664)

Total	**262,976,686**	**373,654,850**	**331,271,503**	**401,363,001**	**326,385,022**	**356,863,584**

ANNEXURE - Q

STATEMENT OF MANDATORY ACCOUNTING RATIOS

(Amt in ₹)

Particulars	**As at**					
	31/12/2017	**31/03/2017**	**31/03/2016**	**31/03/2015**	**31/03/2014**	**31/03/2013**
Net Worth (A)	2,893,779,961	2,611,127,037	2,320,925,325	2,162,337,015	2,012,774,942	1,853,983,562
Restated Profit after tax	282,652,924	277,371,712	158,588,310	149,767,779	158,791,381	119,817,876
Adjusted Profit after Tax (B)	282,652,924	277,371,712	158,588,310	149,767,779	158,791,381	119,817,876
Number of Equity Share outstanding as on the End of Year/Period (C)	3,667,000	3,667,000	3,667,000	3,667,000	3,667,000	3,667,000
Weighted average no of Equity shares at the time of end of the year (D)	3,667,000	3,667,000	3,667,000	3,667,000	3,667,000	3,667,000
Current Assets (E)	2,316,658,413	2,191,666,208	2,129,168,909	2,279,718,199	2,486,037,789	2,429,884,402
Current Liabilities (F)	130,442,762	226,814,294	444,842,974	605,596,634	624,671,516	677,652,059
Face Value per Share (in Rs.)	10	10	10	10	10	10
Restated Basic and Diluted Earning Per Share (Rs.) (B/D) Refer Note 1 given below	77.08	75.64	43.25	40.84	43.30	32.67
Return on Net worth (%) (B/A)	9.77	10.62	6.83	6.93	7.89	6.46
Net asset value per share (A/C)	789.14	712.06	632.92	589.67	548.89	505.59
Adjusted Net asset value per share based on Weighted average number of share (A/D)	789.14	712.06	632.92	589.67	548.89	505.59
Current Ratio (E/F)	17.76	9.66	4.79	3.76	3.98	3.59
Note:-						

1) The ratios have been computed as below:
(a) Basic earnings per share (₹.) - : Net profit after tax as restated for calculating basic EPS / Weighted average number of equity shares outstanding at the end of the period or year
(b) Diluted earnings per share (₹.) - : Net profit after tax as restated for calculating diluted EPS / Weighted average number of equity shares outstanding at the end of the period or year for diluted EPS
(c) Return on net worth (%) -: Net profit after tax (as restated) / Net worth at the end of the period or year
(d) Net assets value per share -: Net Worth at the end of the period or year / Total number of equity shares outstanding at the end of the period or year
(e) Net assets value per share (effect of bonus issue of equity shares) - : Net Worth at the end of the period or year / Total number of equity shares outstanding at the end of the period or year (after split and bonus issue)
2) Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period/year adjusted by the number of equity shares issued during period/year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period/year.
3) Net worth for ratios mentioned in note 1(c) and 1(d) is = Equity share capital + Reserves and surplus (including, Securities Premium, General Reserve and surplus in statement of profit and loss).
4) The figures disclosed above are based on the standalone restated summary statements of the Group.
5) The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

ANNEXURE - R				
STATEMENT OF RELATED PARTY TRANSACTION				
a)	Names of the related parties with whom transaction were carried out during the years and description of relationship:			
1)	Company/entity owned or significantely influenced by directors/ KMP:			
2)	Key Management Personnels:		**Vivek Agarwal (Director)**	
			Sanjay Kumar Shroff (Director)	
			Tapas Kumar Maity (Director)	
			Lakshmendra Kumar Agarwal (Ex- Director)	
			Vikash Agarwal (Ex- Director)	
3)	Relative of Key Management Personnels:		**Lakshmendra Kumar Agarwal (Ex- Director & Father of Vivek Agarwal)**	
			Adya Agarwal (Wife of Vivek Agarwal)	
			Kusum Agarwal (Mother of Vivek Agarwal)	
			Monica Agarwal (Wife of Vikash Agarwal)	
			Uma Shankar Agarwal (Brother of Lakshmendra Kumar Agarwal)	
4)	Directors:		**Vivek Agarwal**	
			Sanjay Kumar Shroff	
			Tapas Kumar Maity	
			Lakshmendra Kumar Agarwal (Ex- Director)	
			Vikash Agarwal (Ex- Director)	

Sr. No.	**Name of Party**	**As At**	**Nature of Transaction**	**Amount (₹.)**
1	Vivek Agarwal	31/03/2013	Remuneration	5,880,000
2	Lakshmendra Kumar Agarwal	31/03/2013	Remuneration	5,880,000
3	Vivek Agarwal	31/03/2013	Brokerage Income	27
4	Lakshmendra Kumar Agarwal	31/03/2013	Brokerage Income	399
5	Vikash Agarwal	31/03/2013	Brokerage Income	0
6	Vivek Agarwal	31/03/2013	Interest Payment on Loan	292,106
7	Lakshmendra Kumar Agarwal	31/03/2013	Interest Payment on Loan	258,387
8	Vikash Agarwal	31/03/2013	Interest Payment on Loan	-
				12,310,919
1	Vivek Agarwal	31/03/2014	Remuneration	5,884,167

2	Lakshmendra Kumar Agarwal	31/03/2014	Remuneration	5,880,000
3	Adya Agarwal	31/03/2014	Brokerage Income	5,969.32
4	Kusum Agarwal	31/03/2014	Brokerage Income	1,414.09
5	Lakshmendra Kumar Agarwal	31/03/2014	Brokerage Income	19.32
6	Vivek Agarwal	31/03/2014	Brokerage Income	648.00
7	Monica Agarwal	31/03/2014	Brokerage Income	9,356.82
8	Uma Shankar Agarwal	31/03/2014	Brokerage Income	4,519.32
9	Vikash Agarwal	31/03/2014	Brokerage Income	4,876.32
10	Vivek Agarwal	31/03/2014	Interest Payment on Loan	678,503.00
11	Lakshmendra Kumar Agarwal	31/03/2014	Interest Payment on Loan	218,029.00
12	Kusum Agarwal	31/03/2014	Interest Payment on Loan	
13	Uma Shankar Agarwal	31/03/2014	Interest Payment on Loan	234,879.00
14	Vikash Agarwal	31/03/2014	Interest Payment on Loan	16,637.00
				12,939,018
1	Sanjay Kumar Shroff	31/03/2015	Remuneration	-
2	Tapas Kumar Maity	31/03/2015	Remuneration	-
3	Vivek Agarwal	31/03/2015	Remuneration	6,000,000
4	Lakshmendra Kumar Agarwal	31/03/2015	Remuneration	6,000,000
5	Vivek Agarwal	31/03/2015	Interest Payment on Loan	300,667
6	Lakshmendra Kumar Agarwal	31/03/2015	Interest Payment on Loan	880,436
7	Kusum Agarwal	31/03/2015	Interest Payment on Loan	755,048
8	Uma Shankar Agarwal	31/03/2015	Interest Payment on Loan	445,964
9	Vikash Agarwal	31/03/2015	Interest Payment on Loan	1,912,997
10	Lakshmendra Kumar Agarwal	31/03/2015	Outstanding Loan at year end	12,500,000
11	Uma Shankar Agarwal	31/03/2015	Outstanding Loan at year end	11,500,000
12	Vikash Agarwal	31/03/2015	Outstanding Loan at year end	5,500,000
13	Vivek Agarwal	31/03/2015	Outstanding Loan at year end	20,000,000
14	Adya Agarwal	31/03/2015	Brokerage Income	52,290
15	Kusum Agarwal	31/03/2015	Brokerage Income	23,037
16	Lakshmendra Kumar Agarwal	31/03/2015	Brokerage Income	44,836
17	Vivek Agarwal	31/03/2015	Brokerage Income	61,696
18	Monica Agarwal	31/03/2015	Brokerage Income	11,565
19	Uma Shankar Agarwal	31/03/2015	Brokerage Income	25,820
20	Vikash Agarwal	31/03/2015	Brokerage Income	73,192

				66,087,548
1	Sanjay Kumar Shroff	31/03/2016	Remuneration	-
2	Tapas Kumar Maity	31/03/2016	Remuneration	-
3	Vivek Agarwal	31/03/2016	Remuneration	6,000,000
4	Lakshmendra Kumar Agarwal	31/03/2016	Remuneration	4,500,000
5	Vivek Agarwal	31/03/2016	Interest Payment on Loan	256,998
6	Lakshmendra Kumar Agarwal	31/03/2016	Interest Payment on Loan	114,216
7	Lakshmendra Kumar Agarwal	31/03/2016	Outstanding Loan at year end	102,794
8	Adya Agarwal	31/03/2016	Brokerage Income	62,800
9	Kusum Agarwal	31/03/2016	Brokerage Income	107,742
10	Lakshmendra Kumar Agarwal	31/03/2016	Brokerage Income	18,588
11	Vivek Agarwal	31/03/2016	Brokerage Income	13,070
				11,176,208
1	Sanjay Kumar Shroff	31/03/2017	Remuneration	435,033
2	Tapas Kumar Maity	31/03/2017	Remuneration	294,006
3	Vivek Agarwal	31/03/2017	Remuneration	6,000,000
4	Lakshmendra Kumar Agarwal	31/03/2017	Remuneration	4,500,000
				11,229,039
1	Tapas Kumar Maity	31/12/2017	Remuneration	200,177
2	Vivek Agarwal	31/12/2017	Brokerage on Transactions	8,439,996
3	ADYA AGARWAL	31/12/2017	Brokerage on Transactions	65,901
4	KUSUM AGARWAL	31/12/2017	Brokerage on Transactions	58,512
5	LAKSHMENDRA KUMAR AGARWAL	31/12/2017	Brokerage on Transactions	32,642
6	LAKSHMENDRA KUMAR AGARWAL & ORS HUF	31/12/2017	Brokerage on Transactions	17,547
7	MONICA AGARWAL	31/12/2017	Brokerage on Transactions	2,222
8	SUSHILA AGARWAL	31/12/2017	Brokerage on Transactions	48,903
9	UMA SHANKAR AGARWAL	31/12/2017	Brokerage on Transactions	2,784
10	UMA SHANKAR AGARWAL & ORS HUF	31/12/2017	Brokerage on Transactions	2,222
11	VALLEY DISTRIBUTORS LLP	31/12/2017	Brokerage on Transactions	22,102
12	VIKASH AGARWAL	31/12/2017	Brokerage on Transactions	2,222
13	VIKASH AGARWALA & OTHERS (HUF)	31/12/2017	Brokerage on Transactions	6,172
14	VIVEK AGARWAL & OTHERS	31/12/2017	Brokerage on Transactions	44,564

15	A V COMMERCIAL COMPANY PRIVATE LIMITED	31/12/2017	Brokerage on Transactions	7,745
16	AVANT GARDE RE ENERGY PVT LIMITED	31/12/2017	Brokerage on Transactions	898,773
17	CHURAMANI HOUSING PVT LTD	31/12/2017	Brokerage on Transactions	1,511
18	DKO TRADING COMPANY LLP	31/12/2017	Brokerage on Transactions	1,473
19	EAST INDIA COMMODITIES PVT LTD	31/12/2017	Brokerage on Transactions	564,969
20	MAMTA COMMERCIAL CO PRIVATE LIMITED	31/12/2017	Brokerage on Transactions	1,489
21	KUNAL AGARWAL	31/12/2017	Remuneration	489,796
				10,911,721
	Notes:			
	1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.			
	2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.			
	3. List Company/entity owned or significantely influenced by directors/ KMP, Key Management Personnels, and Relative of Key Management Personnels have been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.			

ANNEXURE - S

STATEMENT OF CAPITALISATION

(Amt in ₹.)

Particulars	**Pre-Offer**	**Post-Offer***
	31/12/2017	
Debt		
Short Term Debt	-	**[.]**
Long Term Debt	-	**[.]**
Total Debt	-	**[.]**
Shareholders' Fund (Equity)		
Share Capital	36,670,000	**[.]**
Reserves & Surplus	2,857,109,961	**[.]**
Less: Miscellaneous Expenses not w/off	-	**[.]**
Total Shareholders' Fund (Equity)	2,893,779,961	**[.]**
Long Term Debt/Equity	-	**[.]**
Total Debt/Equity	-	**[.]**

* The Corresponding Post Offer figures are not determinable at this stage pending the completion of Public Offer and hence have not been furnished.

Notes:
1. Short term Debts represent which are expected to be paid/payable within 12 months.
2. Long term Debts represent debts other than Short term Debts as defined above.
3.The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 31/12/2017.

ANNEXURE - T

STATEMENT OF TAX SHELTER

(Amt in ₹)

Particulars	**As at**					
	31/12/2017	**31/03/2017**	**31/03/2016**	**31/03/2015**	**31/03/2014**	**31/03/2013**
Net Profit/(Loss) before taxes (A)	343,851,722	340,629,811	217,161,446	208,919,779	210,294,395	169,027,897
Tax Rate Applicable %	28.84%	34.61%	34.61%	33.99%	33.99%	32.45%
Minimum Alternate Taxes (MAT)	21.34%	21.34%	20.96%	20.96%	20.96%	20.01%
LTCG Tax Rates	23.07%	23.07%	22.66%	22.66%	22.66%	21.63%
STCG Tax Rates	23.07%	34.61%	33.99%	33.99%	33.99%	32.45%
Adjustments						
Add: Expenses pertaining to Exempt Income	0	466487.93	302640	465760	460340	182996.67
Add: Depreciation as per Companies Act, 1956/2013	1200993	1322150	1,115,052	2,164,627	2,144,022	2,413,385
Add: Expenditure on Account of Interest on Delay payment of TDS and non Payment/Short payment of TDS	-	-	-	-	-	-
Add:- TDS Demand as per 26 AS	-	-	-	-	-	-
Add: Expenses pertaining to Corporate Social Responsibility	-	4,700,000	4,100,000	-	-	-
Less: Deduction u/s 35AC	-	(4,150,000)	(2,500,000)	-	-	-
Less: Deduction u/s 80G	-	(275,000)	(800,000)	-	-	-
Add: Expenses on Which TDS not Deducted	-	-	-	-	-	-
Add: Loss by Fire (Fixed Assets)	-	-	-	-	-	-
Add: Prior Period Expenses	-	-	-	-	-	-
Less: Long Term Capital Gain Exempt	(147,711,527)	(71,361,164)	(3,064,356)	-	(9,846,682)	(90,990)
Add: Provision for Gratuity - Disallowed u/s 43B (b)	-	-	-	-	-	-
Add: Disallowed U/s 36(1)	-	-	-	-	-	-
Add/Less: Profit/Loss on Sale of Fixed Assets	-	-	-	-	-	-
Less: Taxable as per Special Rate	-	-	-	312,155	(19,318,223)	-
Less: Depreciation as per Income Tax Act, 1961	(1,050,829)	(1,582,084)	(917,046)	(1,117,372)	(1,684,375)	(2,514,550)

Less: Preliminary Expenses Allowed as per Income Tax Act, 1961	-	-	-	-	-	-
Less: Interest Tax Free	(73,702)	(747,726)	(685,874)	-	-	-
Less: Dividend Income (Exempt)	(56,836,799)	(86,794,410)	(47,488,486)	(35,482,760)	(43,255,936)	(17,382,826)
Net Adjustments (B)	**(204,471,864)**	**(158,421,746)**	**(49,938,070)**	**(33,657,590)**	**(71,500,854)**	**(17,391,985)**
Business Income (A+B)	139,379,858	182,208,065	167,223,376	175,262,189	138,793,541	151,635,920
Less: Unabsorbed Depreciation to be utilised for Set-Off		0	-	-	-	-
Income from Capital Gains (C)						
Capital Gains- Long Term		0	-	-	19,159,718	-
Capital Gains- Short Term					158,505	
Gross Total Income	**139,379,858**	**182,208,065**	**167,223,376**	**175,262,189**	**158,111,764**	**151,635,920**
Tax Payable as per Normal Rate	40,197,151	63,058,567	57,872,666	59,571,618	47,175,924	49,198,274
Tax Payable as per Special Rate	-	-	-	-	4,395,468	-
MAT Credit Set Off	-	-	-	-	-	-
Tax as per Income Tax (D)	40,197,151	63,058,567	57,872,666	59,571,617.97	51,571,393	49,198,274
Computation of Book Profits						
PBT as per P&L	343,851,722	340629811	217,161,446	208,919,779	210,294,395	169,027,897
Less: Dividend Income	(56,836,799)	(86,794,410)	(47,488,486)	(35,482,760)	(43,255,936)	(17,382,826)
Add: Interest on Income tax debited to P&L before tax	(73,702)	(747,726)	(685,874)	-	-	-
Book Profits	286,941,221	253,087,676	168,987,086	173,437,019	167,038,459	151,645,071
Tax Payable as per Minimum Alternate Tax U/s 115 JB of the Income Tax Act, 1961 (E)	61,237,848	54,012,959	35,420,538	36,353,266	35,012,096	30,340,767
Net Tax (Higher of D & E)	61,237,848	63,058,567	57,872,666	59,571,618	51,571,393	49,198,274
Interest u/s 234C	-	-	769,833	-	-	-
Current tax as per restated Statement of Profit & Loss	61,237,848	63,058,569	58,642,501	59,571,619	51,571,392	49,198,271
Notes:						

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company, Income Tax Depreciation was recalculated due to regrouping of Assets and capitalization of few payment expenses from Revenue to Fixed Assets, due to which depreciation was recalculated and revised depreciation considered for above calculation.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

ANNEXURE - U

RESTATED SUMMARY STATEMENT OF CONTINGENT LIABILITIES

(Amt in ₹.)

Particulars	**As at**					
	31/12/2017	**31/03/2017**	**31/03/2016**	**31/03/2015**	**31/03/2014**	**31/03/2013**
Contingent liabilities in respect of:	-	-	-	-	-	-
Income Tax demands / Notices before CIT Appeals	74,564,360	74,564,360	-	-	-	-
Pending hearing against SEBI ad-interim Order		3,500,000	3,500,000	3,500,000		
Guarantees given on Behalf of the Company	31,250,000	91,000,000	148,500,000	163,750,000	130,750,000	194,250,000
Guarantees given on Behalf of the Subsidiary Company	-	-	-	-	-	-
Other moneys for which the company is contingently liable	-	-	-	-	-	-
Commitments (to the extent not provided for)	-	-	-	-	-	-
Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-	-	-	-	-
Uncalled liability on shares and other investments partly paid	-	-	-	-	-	-
Other commitments	-	-	-	-	-	-
Total	**105,814,360**	**169,064,360**	**152,000,000**	**167,250,000**	**130,750,000**	**194,250,000**
Notes:						

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

FINANCIAL INDEBTEDNESS

To,
The Board of Directors,
EAST INDIA SECURITIES LIMITED
10/1D Lal Bazar Street, Mercantile Building,
Kolkata-700001.

Dear Sir,

A. Loan from Banks / Financial Institutions

NIL

B. Equipment / Vehicle Loans

NIL

These restrictive covenants require us to obtain the written consent from the lenders before making / effecting the following changes:

- Effect any adverse changes in Company's capital structure.
- Formulate any scheme of amalgamation or merger or reconstruction.
- Implement any scheme of expansion or diversification or capital expenditure except normal replacements indicated in funds flow statement submitted to and approved by the Bank.
- Enter into any borrowing or non-borrowing arrangements either secured or unsecured with any other Bank, financial institution. Company, firm or otherwise or accept deposits in excess of the limits laid down by Reserve Bank of India.
- Invest by way of share capital in or lent or advance funds to or place deposits with any other Company/firm/concern (including group companies/associates)/persons. Normal trade credit or security deposit in the normal course of business or advance to employees can, however be extended.
- Undertake guarantee obligations on behalf of any other Company/firm/person.
- Make any drastic change(s) in its management set-up.
- Enter into any contractual obligation of a long term nature or affecting the company financially to a significant extent.
- Change the practice with regard to remuneration of directors by means of ordinary remuneration or commission, scale of sitting fees, etc.
- Undertake any trading activity other than the sale of products arising out of its own manufacturing operations.
- Sell or dispose off or create security or encumbrances on the assets charged to the Bank in favour of any other Bank, Financial institution, Company, firm, individual.
- Repay monies brought in by the promoters, partners, directors, share holders, their relatives and friends in the business of the Company/firm by way of deposits/loan/share application money etc.
- Declare dividend for any year except out of profits relating to that year after meeting all the financial commitments to the bank making all due and necessary provisions and till the financial position improves at the estimated/projected levels given by them.
- All unsecured loans / deposits raised by the company for financing a project are always subordinate to the loans of the banks/ financial institutions and should be permitted to be repaid only with the prior approval of the all the banks and the financial institution concerned.

For Jain Sonu & Associates,
Chartered Accountants
FRN -324386E

CA Sonu Jain
(P a r t n e r)
M. No. 060015

Date: February 20, 2018
Place: Kolkata

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations together with our restated financial statements for the nine (9) months period ended December 31, 2017 and F.Y. ended March 31, 2017, 2016, 2015, 2014 and 2013 including the notes and significant accounting policies thereto and the reports thereon, which appear elsewhere in this Prospectus. You should also see the section titled "Risk Factors" beginning on page 13 of this Prospectus, which discusses a number of factors and contingencies that could impact our financial condition and results of operations. The following discussion relates to our Company, unless otherwise stated, is based on restated audited financial statements.

These financial statements have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations and restated as described in the report of our auditors dated February 20, 2018 which is included in this Prospectus under the section titled "Financial Information" beginning on page 141 of this Prospectus. The restated financial statements have been prepared on a basis that differs in certain material respects from generally accepted accounting principles in other jurisdictions, including US GAAP and IFRS. We do not provide a reconciliation of our restated financial statements to US GAAP or IFRS and we have not otherwise quantified or identified the impact of the differences between Indian GAAP and U.S. GAAP or IFRS as applied to our restated financial statements.

Accordingly, the degree to which the financial statements in this Prospectus will provide meaningful information depends entirely on such potential investor's level of familiarity with Indian accounting practices. Our F.Y. ends on March 31 of each year; therefore, all references to a particular fiscal are to the twelve-month period ended March 31 of that year. Please also refer to section titled "Certain Conventions, Use of Financial, Industry and Market Data and Currency of Presentation" beginning on page 9 of this Prospectus.

Business Overview

Our Company was incorporated as "East India Securities Private Limited" with the Registrar of Companies, West Bengal, on June 08, 1995, as a Private Limited Company. Subsequently, upon conversion to a Public Limited Company, "East India Securities Limited", a fresh Certificate of Incorporation was issued by the Registrar of Companies, West Bengal, on August 13, 1999.

Our Company is currently engaged in the business of Broking (Equity and Equity Derivatives, Currency and Commodity Derivatives). We are one of the largest Clearing Member for Equity Derivatives in NSE, and Currency Derivatives in NSE/MCX/USE in Eastern India. We also provide services as a Depository Participant (NSDL/CDSL); Distributor (Mutual Funds, Primary Issuer of Equity and Fixed Income Securities); and play an Advisory role in Corporate Financing and Risk Management. We are a member of the: Capital Market segment of NSE of India since 1995; Equity Derivates segment of NSE since 2000; Currency Derivates segment of NSE since 2008; Capital Market segment of BSE since 2005; Equity Derivatives segment of BSE since 2005.

We have the distinction of executing the first ever Exchange Traded Index Option contract in India on June 4, 2001, when NSE had launched its Nifty options segment. Subsequently, on November 9, 2001, we became the first company to trade Future Contract on individual stock futures on NSE. We have also have the distinction of executing the first Currency Future contracts and Currency Options contract on NSE at launch.

Our Company also has the membership of NSDL since 1997, and CDSL since 2000. We were one of the pioneering Depository Participants of NSDL and helped usher in the revolutionary concept of the paperless settlement of securities transactions in India. With over 125 active CM Pool Accounts, and over 1456 active corporate clients, we handle over 1,000 instructions per day. We received permanent registration from SEBI as Participant of the NSDL and CDSL depositories in the year 2015.

To expand our business operations, and with a particular focus on trading and broking for Institutional and High Networth clients, our branch office in Mumbai has a dedicated Institutional Equities desk with Research, Dealing and Sales teams in place, each headed by professionals with over 14 years of experience in capital markets, providing quality research inputs and ideas on market and stock related developments. Our clients include Public/Private Banks, Insurance companies, Domestic Mutual Funds, AIFs and FPIs.

EISL's Debt desk is headed by professionals with over 15 years of experience in Fixed Income Vertical, and we are a member of the Wholesale Debt Market (WDM) segment of the NSE and BSE, catering to Banks, Financial Institutions, Mutual Funds, Insurance companies, Retirement trusts, Corporates, HNI and Retail clients. We are one of the few brokers who has successfully participated in the auction of debt investment limits for FPIs.

Our Company has ventured into Corporate Financing Vertical covering: Debt raising, Credit Rating Advisory, Factoring services, Promoter funding and Structured Products. We help clients cut their cost of funding, and price and manage their

risks.

EISL is one of the largest market maker for ETFs in India and formally recognized by the NSE. Our robust technology platform enables us to provide efficient market making for various securities. We are able to provide/absorb large ETF flows of up to 25 Crores. We work closely with Mutual Funds like Reliance, UTI, HDFC, IICI, Prudential, IDFC, Invesco, LIC Nomura, DSP Blackrock as their authorized market maker for their suite of ETFs.

EISL has a strong presence in the IRF segment with ~9% of the overall market share across all exchanges put together, and ~30—35% market share on the Institutional side. We are present in all three exchanges and are DMA enabled brokers for NSE and BSE. We currently deal with large Institutional investors and undertake research covering Daily/Weekly/Monthly analysis highlighting important parameters like Volume, Open Interest, Implied Cost of carrying, etc. in our efforts to keep our clients constantly updated on all aspects of the IRF market and to disseminate timely information.

We are also engaged in the business of Mutual Fund Advisor/Distributor and are a member of AMFI. Our Company is engaged in making proprietary investments in various tradable securities. We invest in both securities and derivatives with sufficient liquidity. Our investment strategies are mainly focused on earning arbitrage gain based on analysis and investment rationale.

Our Promoters, Mr. Lakshmendra Kumar Agarwal and Mr. Vivek Agarwal, are responsible for the growth of our Company in the past. With their experience and knowledge of the intricacies of the Indian Stock Market, and their support and guidance, we were able to grow our turnover by leaps and bounds. Our Promoters' unique ideas and innovative solutions to the various operational problems, along with a hardworking team are the main strengths of our Company.

For the Fiscal year ended on March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013 our total revenue stood at `4450.43 Lakhs, `3348.77 Lakhs, `4012.89 Lakhs, `3713.38 Lakhs, & `3601.58 respectively. Further, our PAT for the Fiscal year ended on March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013 were `2773.71 Lakhs, `1585.88 Lakhs, `1497.68 Lakhs & `1587.91 Lakhs, respectively.

Our Significant Accounting Policies:

Our significant accounting policies are described in the section entitled "***Financial Information of the Company***" on page no. *141* of the Prospectus.

Change in accounting policies in previous 3 (three) years:

Except as mentioned in chapter "***Financial Information of the Company"*** on page no. *141* of this Prospectus. There has been no change in accounting policies in last 3 (three) years.

Summary of the Results of Operation:

The following table sets forth select financial data from restated profit and loss accounts for the period ended December 31, 2017 and for the Financial Year ended on March 31, 2013, 2014, 2015, 2016 and 2017 and the components of which are also expressed as a percentage of total income for such periods.

Particulars	31.12.2017	% of Total Income	31.03.2017	% of Total Income	31.03.2016	% of Total Income	31.03.2015	% of Total Income	31.03.2014	% of Total Income	31.03.2013	% of Total Income
Revenue from Operations	262,976,686	64.01	373,654,850	83.96	331,271,503	98.92	401,363,001	100.02	326,385,022	87.89	356,863,584	99.09
Other income	147,847,870	35.99	71,387,864	16.04	3,605,697	1.08	(73,774)	(0.02)	44,953,076	12.11	3,294,990	0.91
Total Revenue	**410,824,556**	**100.00**	**445,042,714**	**100.00**	**334,877,201**	**100.00**	**401,289,227**	**100.00**	**371,338,097**	**100.00**	**360,158,574**	**100.00**
Expenses:												
Employee Benefits Expense	24,211,911	5.89	38,804,572	9.45	29,529,477	7.19	31,177,949	7.59	32,648,162	7.95	31,825,057	7.75
Administartive and other Expenses	41,559,930	10.12	64,286,181	15.65	87,071,225	21.19	159,026,872	38.71	126,251,519	30.73	156,892,235	38.19
Finance Costs	-	0.00	-	0.00	-	0.00	-	0.00	-	0.00	-	0.00
Depreciation And Amortization Expense	1,200,993	0.29	1,322,150	0.32	1,115,052	0.27	2,164,627	0.53	2,144,022	0.52	2,413,385	0.59
Changes in inventory of Stock in Trade	-	0.00	-	0.00	-	0.00	-	0.00	-	0.00	-	0.00
Total Expenses	**66,972,834**	16.30	**104,412,903**	25.42	**117,715,754**	28.65	**192,369,448**	46.83	**161,043,703**	39.20	**191,130,677**	46.52
Profit before exceptional and extraordinary items and tax (A-B)	343,851,722	83.70	340,629,811	82.91	217,161,446	52.86	208,919,779	50.85	210,294,395	51.19	169,027,897	41.14
Exceptional/Prior		0.00		0.00		0.00		0.00		0.00		0.00

Period item	-		-		-		-		-		-	
Profit before extraordinary items and tax	343,851,722	83.70	340,629,811	82.91	217,161,446	52.86	208,919,779	50.85	210,294,395	51.19	169,027,897	41.14
Extraordinary item		0.00	-	0.00	-	0.00	-	0.00	-	0.00	-	0.00
Profit Before Tax	343,851,722	83.70	340,629,811	82.91	217,161,446	52.86	208,919,779	50.85	210,294,395	51.19	169,027,897	41.14
Provision for Tax		0.00		0.00		0.00		0.00		0.00		0.00
- Current Tax	61,237,848	14.91	63,058,569	15.35	58,642,501	14.27	59,571,619	14.50	51,571,392	12.55	49,198,271	11.98
- Deferred Tax Liability / (Asset)	(39,049)	(0.01)	89,958	0.02	(69,365)	(0.02)	(419,619)	(0.10)	(132,290)	(0.03)	11,751	0.00
MAT Credit Entitlement	-	0.00	-	0.00	-	0.00	-	0.00	-	0.00	-	0.00
Short/(Excess) Tax adjustment of prior years	-	0.00	-	0.00	-	0.00	-	0.00	-	0.00	-	0.00
Income tax Paid for Previous Years	-	0.00	109,572	0.03	-	0.00	-	0.00	63,912	0.02	-	0.00
FBT Adjustment earlier Year	-	0.00	-	0.00	-	0.00	-	0.00	-	0.00	-	0.00
- Minority Interest		0.00		0.00		0.00		0.00		0.00		0.00
Restated profit after tax for the period from continuing operations	**282,652,924**	68.80	**277,371,712**	67.52	**158,588,310**	38.60	**149,767,779**	36.46	**158,791,381**	38.65	**119,817,876**	29.17

Key Components of Company's Profit and Loss Statement

Revenue from operation: Revenue from operations mainly consists of revenue from Share brokering business brokerage income, proprietary/own trading, dividend income, transaction charges received and revenue from depositary operations.

Other Income: Other income primarily comprises of Profit on sale of Investments and profit on sale of assets.

Expenses: Company's expenses consist of cost of operations, employee benefits expense, administration & Other Expenses, depreciation and amortization expenses.

Employee Benefits Expense: Employee benefit expense includes Salaries and Wages and Staff Welfare Expenses, Contribution to ESIC & PF, Bonus to Employees.

Depreciation and Amortization Expense: We recognize Depreciation and Amortization expense on a Written down value Method (WDV method) as per the rates set forth in the Companies Act, 2013/ Companies Act,1956, as applicable.

Administration & Other Expenses: Other expenses include rent, electricity, freight, repairs, office maintenance exp, travelling and conveyance exp, telephone and internet exp and miscellaneous expenditure etc.

Financial Performance Highlights for the year period ended 31st March, 2017

Total Income: The Company's total income during the period ended March 31st, 2017 was ₹ 4450.42 Lacs. The revenue from operations was ₹ 3736.55 Lacs which comprised 83.96% of company's total income for the period ended March 31st, 2017.

Total Expenses: The total expenditure during the year ended March 31st, 2017 was ₹ 1044.13 Lacs. The total expenditure represents 23.46% of the total revenue. The total expenses are represented by Employee Benefits Expense, Administrative and other Expenses, Depreciation and Amortization Expense. The main constituent of total expenditure is Administrative and other expenses, which is ₹ 642.86 Lacs.

Profit/ (Loss) after tax: The restated net profit during the year ended March 31st, 2017 was ₹ 2773.72 Lacs representing 62.32% of the total revenue of the Company.

COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2017 WITH FISCAL 2016

Total Income: During the year 2016-17 the total revenue of the company increased to ₹4450.42 Lacs as against ₹ 3348.77 Lacs in the year 2015-16, representing an increase of 32.90 % of the total revenue. This increase was mainly due to increase in operations and own trading.

Other Income: Other income of the Company for the year 2016-17 was ₹ 713.88 Lacs in comparison with ₹36.06 Lacs for F.Y. 2015-16.

Total Expenses: The total expenditure for the year 2016-17 reduced to ₹1044.13 Lacs from ₹ 1177.15 Lacs, representing an decrease of 11.30 % from the 2015-16.

Administrative and Other Expenses: Administrative and other Expenses include rent, electricity, repairs, office maintenance exp, travelling and conveyance exp, telephone and internet exp and miscellaneous expenditure etc. The Administrative and other expenses for the year 2016-17 decreased to ₹ 642.87 Lacs from ₹ 870.71 Lacs, representing an decrease of 26.17 % from the 2015-16.

Employee Benefits Expense: The Employee Benefit Expense comprises of salaries and wages and staff welfare expenses. The said expenses increased to ₹ 388.05 Lakhs during the F.Y. 2016-17 from ₹ 295.29 Lacs in the previous year 2015-16.

Depreciation and Amortization Expense: Depreciation for the year 2016-17 stood at ₹ 13.22 Lacs calculated at WDV method as per companies Act. For the year 2015-16 the same was ₹ 11.15 Lacs.

Profit/ (Loss) Before Tax: The company's profit before tax for F.Y. 2016-17 was Rs 3406.30 Lacs as against ₹2171.61 Lacs in the year 2015-16 representing an increase of 56.86 % to the previous year.

Profit/ (Loss) After Tax : For the year 2016-17 the profit stood at ₹ 2773.71 Lacs as against the profit of ₹1585.88 Lacs for the year 2015-16, representing an increase of 74.90 % to the previous year.

COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2016 WITH FISCAL 2015

Total Income: During the year 2015-16 the total revenue of the company increased to ₹3348.77 Lacs as against ₹ 4012.89 Lacs in the year 2014-15, representing a decrease of 16.55% of the total revenue. This increase was mainly due to decrease in profits from own trading business.

Other Income: Other income of the Company for the year 2015-16 was ₹ 36.06 Lacs in comparison with Loss of ₹0.74 Lacs for F.Y. 2014-15.

Total Expenses: The total expenditure for the year 2015-16 decreased to ₹1177.16 from ₹1923.69 Lacs in year 2014-15, representing an decrease of 38.80 % from the previous year.

Employee Benefits Expense: The Employee Benefit Expense comprises of salaries and wages and staff welfare expenses. The said expenses decreased to ₹ 295.29 Lacs during the F.Y. 2015-16 from ₹311.78 Lacs in the previous year 2014-15.

Depreciation and Amortization Expense: Depreciation for the year 2015-16 stood at ₹11.15 Lacs calculated at WDV method as per companies Act. For the year 2014-15 the same was ₹ 21.65 Lacs.

Administrative and other Expenses: Administrative and other Expenses include rent, electricity, repairs, office maintenance exp, travelling and conveyance exp, telephone and internet exp and miscellaneous expenditure etc. These expenses were for the year 2015-16 decreased to ₹ 870.71 Lacs as against ₹ 1590.26 Lacs of the year 2014-15.

Profit/ (Loss) Before Tax The company's profit before tax for F.Y. 2015-16 increase to ₹2171.61 Lacs from ₹2089.20 Lacs in the year 2014-15 representing a increase of 3.94% compared to the previous year.

Profit/ (Loss) After Tax For the year 2015-16 the profit stood at ₹ 1585.88 Lacs as against the profit of ₹ 1497.68 Lacs for the year 2014-15.

COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2015 WITH FISCAL 2014

Total Income: During the F.Y. 2014-15 the total income of the Company increased to ₹ 4012.89 Lacs as against previous financial year 2013-14 of ₹3713.38 Lacs representing an increase of 8.07%. This increase was mainly due to increase in revenue from operations.

Total Expenses: Total expenditure for the F.Y. 2014-15 increased to ₹ 1923.69 Lacs from ₹ 1610.44 Lacs in FY 2013-14 representing an increase of 19.45%. This was due to increase in expenses viz. Cost of operations, employees benefit expenses, Administrative and other Expenses.

Employee benefits expense: Employee benefits expense decreased to ₹311.78 Lacs in the year F.Y 2014-15 from ₹326.48 Lacs in FY 2013-14, representing a decrease of 4.50%.

Depreciation and amortization expense: Depreciation and amortization expense increased in FY 2014-15 to ₹21.64 Lacs from ₹21.44 Lacs compared to previous year FY 2013-14.

Administrative and other Expenses: Other expenses for the F.Y 2014-15 increased to ₹ 1590.27 Lacs whereas it was ₹ 1262.51 Lacs in previous F.Y. 2013-14.

Net Profit before tax: Net Profit before tax for the F.Y 2014-15 was ₹ 2089.20 as against profit of ₹ 2102.94 Lacs for the previous year 2013-14.

Profit after tax: The Restated profit after tax for the F.Y 2014-15 was at ₹ 1497.68 Lacs as against a profit of ₹1587.91 Lacs in the previous year 2013-14.

Information required as per Item (2) (IX) (E) (5) of Part A of Schedule VIII to the SEBI Regulations:

An analysis of reasons for the changes in significant items of income and expenditure is given hereunder:

1. Unusual or infrequent events or transactions

There has not been any unusual trend on account of our business activity. Except as disclosed in this Prospectus, there are no unusual or infrequent events or transactions in our Company.

2. Significant economic changes that materially affected or are likely to affect income from continuing operations.

There are no significant economic changes that may materially affect or likely to affect income from continuing operations.

3. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.

Apart from the risks as disclosed under Section "***Risk Factors***" beginning on page 13 in the Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

4. Future changes in relationship between costs and revenues

Our Company's future costs and revenues will be determined by movement of the Stock market, demand in the Stock brokering business and government policies.

5. Total turnover of each major industry segment in which our Company operates

The Company is in the business of Share brokering business brokerage income, proprietary/own trading, dividend income, transaction charges received and revenue from depositary operations. Relevant industry data, as available, has been included in the chapter titled ***"Industry Overview"*** beginning on page 71 of this Prospectus.

6. Status of any publicly announced New Products or Business Segment

Our Company has not announced any new product.

7. Seasonality of business

Our Company's business is not seasonal in nature.

8. Dependence on few customers/ clients

Our revenue is not dependent on a single or a few customers.

9. Competitive conditions

Competitive conditions are as described under the Chapters "***Industry Overview***" and "***Our Business***" beginning on page 71 and 90 respectively of the Prospectus.

10. Details of material developments after the date of last balance sheet i.e. December 31,2017

Except as mentioned below, no circumstances have arisen since the date of last financial statement until the date of filing the Prospectus, which materially and adversely affect or are likely to affect the operations or profitability of our Company, or value of its assets, or its ability to pay its liability within next twelve months.

There is no subsequent development after the date of the Auditor's Report, which will have a material impact on the reserves, profits, earnings per share and book value of the Equity Shares of the Company.

SECTION VII : LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no:

*A. (i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes; or (iv) Material Litigation (as defined below); involving our Company, Directors or Promoters. Our Board, in its meeting held on December 18, 2017, determined that outstanding legal proceedings involving the Company, Directors and Promoters: (a) the aggregate amount involved in such individual litigation exceeds 1% of profit after tax of the Company, as per the last audited financial statements; or (b) where the decision in one litigation is likely to affect the decision in similar litigations, even though the amount involved in such single litigation individually may not exceed 1% of profit after tax – of the Company as per the last audited financial statements, if similar litigations put together collectively exceed 1% of the profit after tax of the Company, or (c) any such litigation wherein the monetary liability is not quantifiable which is or is expected to be material from the perspective of the Company's business, operations, prospects or reputation ("**Material Litigation**").*

B. (i) litigation or legal actions, pending or taken, by any Ministry or department of the Government or a statutory authority against our Promoters during the last five years; (ii) pending proceedings initiated against our Company for economic offences; (iv) default and non-payment of statutory dues by our Company; (v) inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous companies law in the last five years against our Company; or (vi) material frauds committed against our Company in the last five years.

C. (i) outstanding Material Dues (as defined below) to creditors; or (ii) outstanding dues to small scale undertakings and other creditors.

*Our Board, in its meeting held on December 18, 2017, determined that outstanding dues to creditors in excess of 5% of our Company's trade payables as per last audited financial statements shall be considered as material dues ("**Material Dues**"). Details of outstanding dues to creditors as required under the SEBI ICDR Regulations have been disclosed in the Restated financial statement beginning page no 141*

Our Company, Directors and Promoters are not Wilful Defaulters and there have been no violations of securities laws in the past or pending against them.

I. CONTINGENT LIABILITIES OF OUR COMPANY

Particulars	Amount (in ₹ Lacs) AS ON 31ST December 2017
Bank Guarantee issued to third parties by banks	312.50
Other Claims against the company under appeal	745.64
TOTAL	1058.14

II. LITIGATION INVOLVING OUR COMPANY

A. LITIGATION AGAINST OUR COMPANY

1. Criminal matters

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

SEBI order no WTM/RKA//ISD/162/2014 dated 19-12-2014 against East India Securities Ltd.

In relation to trading in the scrip of First Financial Services Ltd SEBI vide above order restrained East India Securities Ltd from accessing the securities market. Thereafter on basis of further documents, explanations and investigations the

restrained was removed by SEBI vide order no WTM/SR/SEBI/EFD-DRA3/71/09/2017 dated 06-09-2017. The status of the case is dismissed.

3. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

Direct tax Proceedings

Sl. No	Particulars	Financial Year
1.	Demand notice amounting to Rs 7,45,64,360/-(Seven Crore Forty Five Lac Sixty Four Thousand Three Hundred And Sixty Only) for FY 2013-2014. Out of this payment of Rs 1,11,84,654/- (One Crore Eleven Lac Eighty Four Thousand Six Hundred And Fifty Four Only) has been made. However East India Securities Ltd had appealed on 27th Sep 2016 against this order. The matter is pending.	FY 2013-14

(ii) Indirect Taxes Liabilities

Indirect tax Proceedings

NIL

4. Other Pending Litigations

Civil Case

I. Case No. C 184/2002 filed at Banshall Court, Kolkata by Pawan parolia Vs East India Securities Ltd & Anand Mehta. Anand Mehta is a stock exchange broker and a depository client of East India Securities Ltd. Pawan Parolia was trading client of Anand Mehta and in no way connected to East India Securities Ltd. Some disputes aroused with respect to share transaction amounting to Rs 1,72,000/-(One Lac Seventy Two Thousand Only) between Pawan parolia and Anand Mehta. Since Anand Mehta was having demat account with East India Securities Ltd so we were also made the party in the dispute. In November 2017 the case filed by Pawan Parolia was dismissed by the court as the allegations made proved to be wrong.

II. Case No. CS 251 of 2006 filed at Calcutta High Court by Anuradha Malik & Others Vs East India Securities Ltd & others. There was a joint demat account of Brij Gopal Gupta with her daughter in law Alka Gupta. On death of Brij Gopal Gupta and as per NSDL rules East India Securities Ltd had transferred the shares worth around 5 crores to single account of Alka Gupta. Thereafter disputes aroused in the family and 3 daughters of late Brij Gopal Gupta filed the case against Alka Gupta making East India Securities ltd also a party. The matter is still pending.

III. Case No MISC 568 of 2011 filed in the Court of Ld District Judge, Alipore, Calcutta by MSTC against Vikash Agarwal. Mr. Vikash Agarwal, one of the shareholders of the issuer has given 5th floor of premises no 225C AJC Bose road, Kolkata-700020 on rent to MSTC. Dispute arose when MSTC stopped making payment of increased municipal taxes and surcharges. Arbitration was conducted and vide award dated 03-02-2011 MSTC were required to pay Rs 52,37,558/- (Fifty Two Lac thirty Seven Thousand Five Hundred And Fifty Eight Only) to Vikash Agarwal. On account of this MSTC moved the above application for setting aside the award. The matter is still pending.

B. CASES FILED BY OUR COMPANY

1. Litigation Involving Criminal matters

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

NIL

(ii) Indirect Taxes Liabilities

NIL

4. Other Pending Litigations

I. Case No ME 1102 of 2010 filed at City Civil Court, Calcutta by East India Securities Ltd against Goodwork Holdingss P Ltd. Goodwork holdings (P) Ltd issued some cheques in 2005 for transactions with East India Securities Ltd . The cheques were bounced on account of insufficient funds. Finally fresh cheques were issued and got cleared in November 2007. On account of this East India Securities Ltd filed money execution case at City Civil Court, Calcutta in 2010 claiming interest for delayed payment. Amount of claim till date of filing petition was 4,17,317/-(Four Lac Seventeen Thousand Three Hundred And Seventeen Only). The matter is still pending.

II. Case No ME 54 of 2013 filed at City Civil Court, Calcutta by East India Securities Ltd against Junjharji Investment P Ltd. With regard to some dispute between the parties arbitration proceedings was conducted by NSDL in 2001 vide arbitration no 8/2001. NSDL vide award dated 17-09-2002 instructed Junjharji Investment (P) Ltd. To pay Rs 7,67,035/- (Seven Lac Sixty Seven Thousand And Thirty Five Only)to East India Securities Ltd along with further interest till date of payment. Junjharji Investment P Ltd did not pay the award amount and then East India Securities ltd filed the said money execution case claiming Rs 17,33,751/-(Seventeen Lac Thirty Three Thousand Seven Hundred And Fifty One Only) and further interest from date of filing the claim till date of payment. The matter is still pending at City Civil Court

III. LITIGATION INVOLVING OUR DIRECTORS

A. LITIGATION AGAINST OUR DIRECTORS

1. **Criminal matters**

i. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

ii. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

NIL

(ii) Indirect Taxes Liabilities

NIL

iii. Other Pending Litigations

i. A suit (No. NP 685 OF 2008) filed at Barrackpore Court, Kolkata by one Tapas Kumar Chatterjee against Tapas Kumar maity and Sujan Saha. The case was filed in the name of Tapas Kumar maity in 2008. At that point of time Tapas Kumar Maity was not the Director of East India Securities ltd. Subsequently he became the director in 2015. The petitioner Tapas Kumar chatterjee was having a demat account with East India Securities Ltd. He used to do share transaction with Sujan Saha who cheated him amounting to Rs 76000/- as per the petition submitted. At every point of time East India Securities Ltd and Tapas Kumar Maity had acted as per the law and had no role in the said unauthorised transaction. Matter is still pending in the court.

B. LITIGATION FILED BY OUR DIRECTORS

1. Litigation Involving Criminal matters

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

NIL

(ii) Indirect Taxes Liabilities

NIL

4. Other Pending Litigations

NIL

IV. LITIGATION INVOLVING OUR PROMOTERS AND PROMOTER GROUP

A. LITIGATION AGAINST OUR PROMOTERS AND PROMOTER GROUP

1. Litigation Involving Criminal matters

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

Sl. No	Particulars	Name of Promoters and Promoter Group	Financial Year
1.	Demand notice amounting to Rs 8,08,915/-(Eight Lac Eight Thousand Nine Hundred And Fifteen Only) for FY 2003-04. Out of this payment of Rs Nil/- has been made. However Vivek Agarwal had appealed on 01st December 2009 against this order. The matter is pending	Mr. Vivek Agarwal	FY 2003-04
2.	Demand notice amounting to Rs 2,88,900/-(Two Lac Eighty Eight Thousand Nine Hundred Only) for FY 2012-13. Out of this payment of Rs Nil/- has been made. However SushilaAgarwal had appealed on 02nd May 2016 against this order. The matter is pending	Ms. Sushila Agarwal	FY 2012-13

(ii) Indirect Taxes Liabilities

NIL

4. Other Pending Litigations

I. Case No CO 3808 of 2014 filed at Calcutta High court by Goodwork Holdingss P Ltd against Adya Agarwal Goodwork holdings (P) Ltd issued some cheques in 2005 for transactions with Adya Agarwal. The cheques were bounced on account of insufficient funds. Finally fresh cheques were issued and got cleared in November 2007. On account of this Adya Agarwal filed money execution case ME 1100 of 2010 at City Civil Court, Calcutta in 2010 claiming interest for delayed payment. Amount of claim till date of filing petition was 2,52,965/- (Two Lac Fifty Two Thousand Nine Hundred And Sixty Five Only). Thereafter Goodwork Holdings (P) Ltd approached High court for quashing the case on certain grounds. Finally the case filled by Goodwork Holdings (P) Ltd was dismissed by High Court.

II. Case No CO 3809 of 2014 filed at Calcutta High court by Goodwork Holdingss P Ltd against Kusum Agarwa. Goodwork holdings (P) Ltd issued some cheques in 2005 for transactions with Kusum Agarwal. The cheques were bounced on account of insufficient funds. Finally fresh cheques were issued and got cleared in November 2007. On account of this Kusum Agarwal filed money execution case ME 1105 of 2010 at City Civil Court, Calcutta in 2010 claiming interest for delayed payment. Amount of claim till date of filing petition was 3,45,578/- (Three Lac Forty Five Thousand Five Hundred And Seventy Eight Only) . Thereafter Goodwork Holdings P Ltd approached High court for quashing the case on certain grounds. Finally the case filled by Goodwork Holdings P Ltd was dismissed by High Court.

III. Case No CO 103 of 2016 filed at Calcutta High court by Adya Agarwal against Goodwork Holdingss P Ltd. Goodwork holdings (P) Ltd issued some Cheques in 2005 for transactions with Adya Agarwal. The cheques

were bounced on account of insufficient funds. Finally fresh cheques were issued and got cleared in November 2007. On account of this Adya Agarwal filed money execution case ME 1100 of 2010 at City Civil Court, Calcutta in 2010 claiming interest for delayed payment. Amount of claim till date of filing petition was 2,52,965/- (Two Lac Fifty Two Thousand Nine Hundred And Sixty Five Only). Goodwork Holdings P Ltd was not keen to expedite the case and they were asking adjournments on various dates. Despite this the lower court allowed time to the opposite party to file the statements. On account of this Adya Agarwal approached High court objecting the permission grant by the lower court. Finally the case filled by Goodwork Holdings (P) Ltd was dismissed by High Court.

IV. Case No WP 779 of 2016 filed at Calcutta High court by Sushila Agarwal against The State of West Bengal & others. Sushila Agarwal was carrying on business on which West Bengal Government suddenly introduced 1% entry tax on goods. On account of this case was filed by Sushila Agarwal to withdrew this tax. Since similar matter was pending in other state court so Calcutta High court ordered that the matter be kept pending until outcome of other matter is decided. Till such time the petitioner need not require to pay any such tax nor any action can be taken against petitioner for non payment of tax. Matter is still pending.

B. LITIGATION FILED BY OUR PROMOTERS

1. Litigation Involving Criminal matters

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

NIL

(ii) Indirect Taxes Liabilities

NIL

4. Other Pending Litigations

I. Case No ME 1100 of 2010 filed at City Civil Court, Calcutta by Adya Agarwal against Goodwork Holdingss P Ltd. Goodwork holdings (P) Ltd issued some cheques in 2005 for transactions with Adya Agarwal. The cheques were bounced on account of insufficient funds. Finally fresh cheques were issued and got cleared in November 2007. On account of this Adya Agarwal filed money execution case at City Civil Court, Calcutta in 2010 claiming interest for delayed payment. Amount of claim till date of filing petition was 2,52,965/- (Two Lac Fifty Two Thousand Nine Hundred And Sixty Five Only). The matter is still pending.

II. Case No ME 1105 of 2010 filed at City Civil Court, Calcutta by Kusum Agarwal against Goodwork Holdingss P Ltd. Goodwork holdings (P) Ltd issued some cheques in 2005 for transactions with Kusum Agarwal. The cheques were bounced on account of insufficient funds. Finally fresh cheques were issued and got cleared in November 2007. On account of this Kusum Agarwal filed money execution case at City Civil Court, Calcutta in 2010 claiming interest for delayed payment. Amount of claim till date of filing petition was 3,45,578/- (Three Lac Forty Five Thousand Five Hundred And Seventy Eight Only) . The matter is still pending.

III. Case No ME 1104 of 2010 filed at City Civil Court, Calcutta by Avant Garde Re-energy P Ltd against Goodwork Holdingss P Ltd. Goodwork holdings (P) Ltd issued some cheques in 2005 for transactions with Avant Garde Re-energy (P) Ltd . The cheques were bounced on account of insufficient funds. Finally fresh cheques were issued and got cleared in November 2007. On account of this Avant Garde Re-energy (P) Ltd filed money execution case at City Civil Court, Calcutta in 2010 claiming interest for delayed payment. Amount of claim till date of filing petition was 4,15,242/-(Four Lac Fifteen Thousand Two Hundred and Forty Two Only) . The matter is still pending.

IV. Case No ME 1101 of 2010 filed at City Civil Court, Calcutta by Lakshmendra Kumar Agarwal against Goodwork Holdingss P Ltd. Goodwork holdings(P) Ltd issued some cheques in 2005 for transactions with Lakshmendra Kumar Agarwal. The cheques were bounced on account of insufficient funds. Finally fresh cheques were issued and got cleared in November 2007. On account of this Lakshmendra Kumar Agarwal filed money execution case

at City Civil Court, Calcutta in 2010 claiming interest for delayed payment. Amount of claim till date of filing petition was 3,11,180/-(Three Lac Eleven Thousand One Hundred And Eighty Only) . The matter is still pending.

V. Case No ME 1097 of 2010 filed at City Civil Court, Calcutta by Mamta Commercial Co P Ltd against Goodwork Holdingss P Ltd. Goodwork holdings(P) Ltd issued some cheques in 2005 for transactions with Mamta Commercial Co P Ltd. The cheques were bounced on account of insufficient funds. Finally fresh cheques were issued and got cleared in November 2007. On account of this Mamta Commercial Co P Ltd filed money execution case at City Civil Court, Calcutta in 2010 claiming interest for delayed payment. Amount of claim till date of filing petition was 2,79,872/-(Two Lac Seventy Nine Thousand Eight Hundred And Seventy Two Only) . The matter is still pending.

VI. Case No ME 1097 of 2010 filed at City Civil Court, Calcutta by Monica Agarwal against Goodwork Holdingss P Ltd. Goodwork holdings(P) Ltd issued some cheques in 2005 for transactions with Monica Agarwal. The cheques were bounced on account of insufficient funds. Finally fresh cheques were issued and got cleared in November 2007. On account of this Monica Agarwal filed money execution case at City Civil Court, Calcutta in 2010 claiming interest for delayed payment. Amount of claim till date of filing petition was 2,49,560/-(Two Lac Forty Nine Thousand Five Hundred And Sixty Only) . The matter is still pending.

VII. Case No ME 1098 of 2010 filed at City Civil Court, Calcutta by Sushila Agarwal against Goodwork Holdingss P Ltd. Goodwork holdings(P) Ltd issued some cheques in 2005 for transactions with Sushila Agarwal. The cheques were bounced on account of insufficient funds. Finally fresh cheques were issued and got cleared in November 2007. On account of this Sushila Agarwal filed money execution case at City Civil Court, Calcutta in 2010 claiming interest for delayed payment. Amount of claim till date of filing petition was 3,45,578/-(Three Lac Forty Five thousand Five Hundred And Seventy Eight Only) . The matter is still pending.

V. LITIGATION INVOLVING OUR GROUP ENTITIES

1. Litigation Involving Criminal matters

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

(iii) Direct Tax Liabilities

Sl. No	Particulars	Name of Group Entities	Financial Year
1.	**Demand notice amounting to Rs 1,08,83,480/- (** One Crore Eight Lac Eighty Three Thousand Four Hundred And Eighty Only) for FY 2013-2014. Out of this **payment of Rs 16,32,522/-** (Sixteen Lac Thirty Two Thousand Five Hundred And Twenty Two Only) has been made. However East India Commodities (P) Ltd had appealed on 04th Oct 2016 against this order. The matter is pending.	East India Commodities (P) Ltd	FY 2013-14
2.	Demand notice amounting to Rs 31,16,850/-(Thirty One Lac Sixteen thousand Eight Hundred and Fifty Only) for FY 2010-11. Out of this payment of Rs 4,34,780/- (Four Lac Thirty Four Thousand Seven hundred and Eighty Only) has been made. However East India Commodities (P) Ltd had appealed on 28th January 2017 against this order. The matter is pending	East India Commodities (P) Ltd	FY2010-11
3.	Demand notice amounting to Rs 16,74,50,250/- (Sixteen Crore Seventy Four Lac Fifty Thousand Two Hundred and Fifty Only) for FY 2008-09. Out of this payment of Rs 2,41,85,871/- (Two Crore Forty One Lac Eighty Five Thousand Eight Hundred And Seventy One Only) has been made. However East India Commodities (P) Ltd had appealed on 28th January 2017 against this order. The matter is pending.	East India Commodities (P) Ltd	FY 2008-09

Sl. No	Particulars	Name of Group Entities	Financial Year
4.	Demand notice amounting to Rs 2,53,690/ (Two Lac Fifty Three thousand Six Hundred And Ninety Only)- for FY 2013-14. Out of this payment of Rs Nil has been made. However Avant Garde Re Energy P Ltd had appealed on 02nd December 2016 against this order. The matter is pending.	Avant Garde Re Energy (P) Ltd.	FY 2013-14
5.	Demand notice amounting to Rs 34,72,000/-(Thirty Four Lac Seventy Two Thousand Only) for FY 2008-09. Out of this payment of Rs Nil has been made. However Avant Garde Re Energy P Ltd had appealed on 16th December 2016 against this order. The matter is pending.	Avant Garde Re Energy (P) Ltd.	FY 2008-09
6.	Demand notice amounting to Rs 99,800/(Ninety Nine Thousand Eight Hundred Only)- for FY 2008-09. Out of this payment of Rs 99,800/-(Ninety Nine Thousand Eight Hundred Only) has been made. However Avant Garde Re Energy P Ltd had appealed on 05th July 2016 against this order. The matter is pending.	Avant Garde Re Energy (P) Ltd.	FY 2008-09
7.	Demand notice amounting to Rs 51820/-(Fifty One Thousand Eight Hundred And Twenty Only)for FY 2013-14. Out of this payment of Rs Nil/- has been made. However A V Commercial Co P Ltd had appealed on 12th Jan 2017 against this order. The matter is pending	A V Commercial Co P Ltd	FY 2013-14

(iv) Indirect Taxes Liabilities

NIL

4. Other Pending Litigations

NIL

OUTSTANDING DUES TO SMALL SCALE UNDERTAKINGS OR ANY OTHER CREDITORS

There are no disputes with such entities in relation to payments to be made to our Creditors. The details pertaining to amounts due towards such creditors are available on the website of our Company.

Below are the details of the Creditors where outstanding amount as on December 31, 2017:

Name	Balance as on December 31, 2017
Total Outstanding dues to Micro and Small & Medium Enterprises	NIL
Total Outstanding dues to Creditors other than Micro and Small & Medium Enterprises	NIL

Outstanding Litigations involving the Company or involving any other person or company whose outcome may have a material adverse effect on the Company's results of operations or financial position.

Except as described above, as on date of this Prospectus, there are no outstanding litigations involving the Company, or involving any other person or company whose outcome may have a material adverse effect on the Company's results of operations or financial position.

There are no litigations or legal actions, pending or taken, by any Ministry or Department of the Government or a statutory authority against our Promoters during the last 5 years.

Pending proceedings initiated against our Company for economic offences.

There are no pending proceedings initiated against our Company for economic offences.

Inquiries, investigations etc. instituted under the Companies Act, 2013 or any previous companies enactment in the last 5 years against our Company.

There are no inquiries, investigations etc. instituted under the Companies Act or any previous companies enactment in the last 5 years against our Company.

Material Fraud against our Company in the last five years

There has been no material fraud committed against our Company in the last five years.

Fines imposed or compounding of offences for default

There are no fines imposed or compounding of offences for default or outstanding defaults.

Non-Payment of Statutory Dues

Except as disclosed in the chapter titled "***Financial Statements***" beginning on pages 141 there are have been no defaults or outstanding defaults in the payment of statutory dues payable under the Employees Provident Funds and Miscellaneous Provisions Act, 1952 and the Employees State Insurance Act, 1948.

MATERIAL DEVELOPMENTS OCCURING AFTER LAST BALANCE SHEET DATE

Except as disclosed in Chapter titled ***"Management's Discussion & Analysis of Financial Conditions & Results of Operations"*** beginning on page 171 there have been no material developments that have occurred after the Last Balance Sheet Date.

GOVERNMENT & OTHER KEY APPROVALS

Our Company has received the necessary licenses, permissions and approvals from the Central and State Governments and other government agencies/regulatory authorities/certification bodies required to undertake the Issue or continue our business activities. In view of the approvals listed below, we can undertake the Issue and our current business activities and no further major approvals from any governmental/regulatory authority or any other entity are required to be undertaken, in respect of the Issue or to continue our business activities. It must, however, be distinctly understood that in granting the above approvals, the Government of India and other authorities do not take any responsibility for the financial soundness of our Company or for the correctness of any of the statements or any commitments made or opinions expressed in this behalf.

The main objects clause of the Memorandum of Association of our Company and the objects incidental, enable our Company to carry out its activities.

I. APPROVALS FOR THE OFFER

The following approvals have been obtained or will be obtained in connection with the Offer:

1. The Board of Directors have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a resolution passed at its meeting held on December 18, 2017 authorized the Offer, subject to the approval of the shareholders and such other authorities as may be necessary.

2. The shareholders of our Company have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a special resolution passed in the Extra Ordinary General Meeting held on January 22, 2018 authorized the Offer.

3. In-principle approval dated February 27, 2018 from the BSE to use the name of BSE for listing of the Equity Shares issued by our Company pursuant to the Offer.

4. The ISIN of the Company is INE482Z01019

II. APPROVALS PERTAINING TO INCORPORATION OF OUR COMPANY

1. Certificate of Incorporation dated June 08, 1995 issued by the Registrar of Companies, Kolkata in the name of "EAST INDIA SECURITIES PRIVATE LIMITED".

2. Fresh Certificate of Incorporation dated August 13, 1999 issued by the Registrar of Companies, Kolkata in the name of "EAST INDIA SECURITIES LIMITED".

3. The Corporate Identification Number (CIN) of our Company is U67120WB1995PLC072026.

III. BUSINESS RELATED APPROVALS

A. Approvals/registrations availed under the Securities Exchange Board of India and Exchanges

Sr. No.	Description	Authority	Exchange	Registration Number/ Clearing ID/Reference Number	Date of Certificate	Date of Expiry
		Registrations in respect of SEBI and Other Exchanges				
1.	BSE Capital Market (Stock broker)	Securities And Exchange Board Of India	BSE	INB010813435	August 12, 2005	Valid until cancelled
2.	BSE Debt Market Membership	Bombay Stock Exchange	BSE	MEB/SK/HD/AA/2011	August 03, 2011	Valid until cancelled
3.	BSE Futures & Options Clearing Member	Securities And Exchange Board Of India	BSE	INFO10813435	November 23, 2006	Valid until cancelled
4.	BSE Futures & Options Trading	Securities And Exchange	BSE	INFO10813435	November 23, 2006	Valid until

	Member	Board of India				cancelled
5.	Clearing Member of Indian Clearing Corporation Ltd. For Currency Derivative of BSE Ltd.	Indian Clearing Corporation Limited	BSE	964	November 26, 2013	Valid until cancelled
6.	MCX Trading Member- Currency Derivative	Securities And Exchange Board Of India	MCX	INE260813439	October 03, 2008	Valid until cancelled
7.	MCX Futures & Options Trading Member	Securities And Exchange Board Of India	MCX	INF260813432	December 19, 2012	Valid until cancelled
8.	MCX Capital Market (Stock Broker)	Securities And Exchange Board Of India	MCX	INB260813432	December 19, 2012	Valid until cancelled
9.	NSE Capital Market- Trading Member (Stock Broker)	Securities And Exchange Board Of India	NSE	INB230813439	October 19, 1995	Valid until cancelled
10.	NSE Clearing Member – Currency Derivative	Securities And Exchange Board Of India	NSE	INE230813439	August 25, 2008	Valid until cancelled
11.	NSE Trading Member- Currency Derivative	Securities And Exchange Board Of India	NSE	INE230813439	August 25, 2008	Valid until cancelled
12.	NSE- Futures & Options (Trading & Clearing Member)	Securities And Exchange Board Of India	NSE	INF230813439	July 03, 2000	Valid until cancelled
13.	CDSL and NSDL Permanent Registration	Securities And Exchange Board Of India	CDSL & NSDL	IN-DP-NSDL-33-97	September 27, 2012	Valid until cancelled

IV. TAX RELATED APPROVALS

Sr. No.	Description	Authority	Registration Number	Date of Certificate	Date of Expiry
1.	Permanent Account Number (PAN)	Income Tax Department	AABCE2412N	August 13, 1999	Valid until cancelled
2.	Tax Deduction Account No. (TAN)#	Income Tax Department	CALE01156B	July 25, 2007	Valid until cancelled
3.	Registration for Goods and Services Tax (Mumbai Office)	Goods & Service tax, Maharashtra	27AABCE2412N2ZP	January 01, 2018	Valid until cancelled
4.	Provisional Registration for Goods & Service Tax (West Bengal Office)	Goods & Service Tax, West Bengal	19AABCE2412N1ZN	June 28, 2017	Valid until cancelled
5.	Professional Tax Registration	Directorate of Commercial Taxes, West Bengal	192010315922	May 11, 2015	Valid until cancelled
6.	Employee State Insurance Corporation	Ministry of Labour & Employment, Government of India.	41000399290001099	May 31, 2011	Valid until cancelled

Sr. No.	Description	Authority	Registration Number	Date of Certificate	Date of Expiry
7.	Employee Provident Fund Organisation	Ministry of Labour & Employment, Government of India.	WBCAL0061405000	September 09, 2013	Valid until cancelled

#The above mentioned registrations/licenses continue to stand in the name of East India Securities Limited.

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OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

The offer in terms of this Prospectus has been authorized pursuant to the resolution passed by the Board of Directors dated December 18, 2017 and by the shareholders pursuant to the special resolution passed in an Extra Ordinary General Meeting dated January 22, 2018 under Section 28 of the Companies Act, 2013.

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

Our Company has obtained in-principle approval from the BSE SME for using its name in the Prospectus/Prospectus pursuant to an approval letter dated February 27, 2018 from BSE is the Designated Stock Exchange.

Prohibition by SEBI or other governmental authorities

Our Company, our Promoters, the Selling Shareholders, natural person in control of Promoter, Promoter Group, our Directors, Group Entities 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 directors.

Prohibition by RBI

Neither our Company, nor Selling Shreholders, our Promoters, our Directors, Group Entities, relatives (as per Companies Act, 2013) of Promoter or the person(s) in control of our Company have been identified as a will full defaulter by the RBI or other governmental authority and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided under section titled "Outstanding Litigations and Material Developments" beginning on page 178 of this Prospectus.

Eligibility for the Offer

Our Company is not ineligible in terms of Regulations 4(2) of SEBI ICDR Regulations for this Offer.

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations; and this Offer is an “Initial Public Offer” in terms of the SEBI (ICDR) Regulations.

Our Company is eligible for the Offer in accordance with Regulation 106(M) (1) and other provisions of Chapter XB of the SEBI (ICDR) Regulations, as we are an Issuer whose Post-Offer face value capital does not exceed ten crore rupees. Hence, we can issue Equity Shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the "SME Platform of BSE")

We confirm that:

In accordance with Regulation 106(P) of the SEBI (ICDR) Regulations, this Offer is 100% underwritten and that the LM to the Offer Shall underwrites minimum 15% of the Total Offer Size. For further details pertaining to said underwriting please refer to section titled "General Information – Underwriting" beginning on page 43 of this Prospectus.

In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Offer 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.

In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, we have not filed any of this Offer Document with SEBI nor has SEBI issued any observations on our Offer Document. Also, we shall ensure that our Lead Manager submits a copy of the Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.

In accordance with Regulation 106(V) of the SEBI (ICDR) Regulations, we hereby confirm that we have entered into an agreement with the LM 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 the SME Platform of BSE. For further details of the arrangement of market making please refer to section titled "General Information – Details of the Market Making Arrangements for this Offer" beginning on page 43 of this Prospectus.

We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter XB of SEBI (ICDR) Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

As per Regulation 106(M)(3) of SEBI (ICDR) Regulations, the provisions of Regulations 6(1), 6(2), 6(3), Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and sub-regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to us in this Offer.

Our Company has Net Tangible Assets of at least ₹3 Crore as per the latest audited financial results (as restated).

As on March 31, 2017 the Company has Net Tangible Assets* of ₹ 261.11 Crores which satisfies the criteria of having Net Tangible Assets of at least ₹ 1.00 Crore.

*Net tangible assets are defined as the sum of all net assets of the Company, excluding intangible assets and Net Deferred Tax as defined in Accounting Standard 26 (AS 26) issued by the Institute of Chartered Accountants of India

2. The Net worth (excluding revaluation reserves) of the Company is at least ₹3 Crore as per the latest audited financial results

As on March 31, 2017, the Company had Net Worth of ₹ 261.11 Crores as per the restated financial results

*Net worth includes Equity Share Capital and Reserves (excluding revaluation reserves, Miscellaneous Expenditure not written off, if any & Debit Balance of Profit and Loss Account not written off, if any)

Track record of distributable profits in terms of section 123 of Companies Act, 2013 for at least two years out of immediately preceding three financial years and each financial year has to be a period of at least 12 months. Extraordinary income will not be considered for the purpose of calculating distributable profits. Otherwise, the Net Worth shall be at least ₹5 Crores.

The Company's distributable profits in terms of sec. 123 of Companies Act, 2013 (as restated) in last three financial years are detailed below:

(Amt. in ₹ Lakh)

Particulars	For F.Y. 2016-17	For F.Y. 2015-16	For F.Y. 2014-15
Net Profit (as restated)	2773.71	1585.88	1497.68

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 February 20,2018 and National Securities Depository Limited dated February 15, 2018 for establishing connectivity.

Our Company has a website i.e. www.eisec.com.

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 BSE for listing on SME segment.

We confirm that we comply with all the above requirements / conditions so as to be eligible to be listed on the SME Platform of the BSE (BSE SME)

Compliance with Part A of Schedule VIII of the SEBI (ICDR) Regulations

Our Company is in compliance with the provisions specified in Part A of the SEBI (ICDR) Regulations. No exemption from eligibility norms has been sought under Regulation 109 of the SEBI (ICDR) Regulations, with respect to the Offer. Further, our Company has not been formed by the conversion of a partnership firm into a company.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MERCHANT BANKER, FINSHORE MANAGEMENT SERVICES LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE OFFER DOCUMENT, THE LEAD MERCHANT BANKER, FINSHORE MANAGEMENT SERVICES LIMITED IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKER HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED February 27,2018 WHICH READS AS FOLLOWS:

WE, THE UNDER NOTED LEAD MANAGER TO THE ABOVE MENTIONED FORTHCOMING OFFER STATE AND CONFIRM AS FOLLOWS:

WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE PROSPECTUS PERTAINING TO THE SAID OFFER

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 OFFER, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:

THE PROSPECTUS FILED WITH THE BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE OFFER;

ALL THE LEGAL REQUIREMENTS RELATING TO THE OFFER AS ALSO THE REGULATIONS GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND

THE DISCLOSURES MADE IN THE PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL-INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 2013, APPLICABLE PROVISIONS OF THE COMPANIES ACT, 1956, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.

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.

WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFILL THEIR UNDERWRITING COMMITMENTS.

WE CERTIFY THAT WRITTEN COBSENT 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.

WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE PROSPECTUS.

WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. – NOT APPLICABLE

WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT OFFER 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.

WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE OFFER ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE OFFER AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION – NOTED FOR COMPLIANCE

WE CERTIFY ALL THE SHARES SHALL BE ISSUED IN DEMATERIALIZED FORM IN COMPLIANCE WITH THE PROVISIONS OF SECTION 29 OF THE COMPANIES ACT, 2013 AND THE DEPOSITORIES ACT, 1996 AND THE REGULATIONS MADE THEREUNDER.

WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL-INFORMED DECISION.

WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE PROSPECTUS:

AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND

AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.

WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE OFFER.

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.

WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.

WE ENCLOSE STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKER BELOW (WHO ARE RESPONSIBLE FOR PRICING THIS ISSUE)', AS PER FORMAT SPECIFIED BY SEBI THROUGH CIRCULAR NO. CIR/CFD/DIL/7/2015 DATED OCTOBER 30, 2015.

WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS-TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS REPORTED IN ACCORDANCE WITH ACCOUNTING STANDARD-18 IN THE FINANCIAL INFORMATION OF THE COMPANY INCLUDED IN THE PROSPECTUS.

ADDITIONAL CONFIRMATIONS/ CERTIFICATION TO BE GIVEN BY MERCHANT BANKER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH OFFER DOCUMENT REGARDING SME EXCHANGE

WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.

WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE OFFER UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES OFFERED THROUGH THIS OFFER SHALL BE INFORMED THROUGH PUBLIC NOTICES/ ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-OFFER ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE OFFER HAVE BEEN GIVEN.

WE CONFIRM THAT THE ABRIDGED PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 - NOTED FOR COMPLIANCE.

WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE ISSUER – NOTED FOR COMPLIANCE.

WE CERTIFY THAT AS PER THE REQUIREMENTS OF FIRST PROVISO TO SUB-REGULATION (4) OF REGULATION 32 OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009; CASH FLOW STATEMENT HAS BEEN PREPARED AND DISCLOSED IN THE PROSPECTUS. - NOT APPLICABLE

WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 106P AND 106V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE.

Note:
The filing of this Prospectus does not, however, absolve our company from any liabilities under section 34, section 35, Section 36 and Section 38 (1) of the Companies Act, 2013 or from the requirement of obtaining such statutory and / or other clearances as may be required for the purpose of the proposed Offer. SEBI further reserves the right to take up at any point of time, with the LM any irregularities or lapses in the Prospectus.

All legal requirements pertaining to the Offer will be complied with at the time of registration of the Prospectus with the Registrar of Companies, West Bengal, Kolkata in terms of sections 26, 32 and 33 of the Companies Act, 2013.

Statement on Price Information of Past Issues handled by Finshore Management Services Limited:

NIL

Track Record of past issues handled by Finshore Management Services Limited

For details regarding track record of LM to the Offer as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the LM at: www.finshoregroup.com.

Disclaimer from our Company and the Lead Manager

Our Company, Selling Shareholders and the Lead Manager accept no responsibility for statements made otherwise than those contained in this Prospectus or, in case of the Company, in any advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information would be doing so at his or her own risk.

The LM accept no responsibility, save to the limited extent as provided in the MOU entered between the LM (Finshore Management Services Limited) and our Company on January 29, 2018 and the Underwriting Agreement dated February 19, 2018 entered into between the Underwriters and our Company and the Market Making Agreement dated February 19, 2018 entered into among the Market Maker and our Company.

All information shall be made available by our Company and the Lead Manager to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at collection centres or elsewhere.

The Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, Group Entities, 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 Offer will be required to confirm and will be deemed to have represented to our Company and the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the Offer.

Disclaimer in Respect of Jurisdiction

This Offer is being made in India to persons resident in India (including Indian nationals resident in India who are majors, HUFs, companies, corporate bodies and societies registered under applicable laws in India and authorized to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, cooperative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with a minimum corpus of ₹ 2,500.00 Lakhs and pension funds with a minimum corpus of ₹2,500.00 Lakhs, and permitted non-residents including FIIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India provided that they are eligible under all applicable laws and regulations to hold Equity Shares of our Company. This Prospectus does not, however, constitute an offer to sell or an invitation to subscribe for Equity Shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions.

Any dispute arising out of this Offer will be subject to jurisdiction of the competent court(s) in Kolkata, West Bengal, India only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

Disclaimer Clause of the SME Platform of BSE

As required, a copy of this Offer Document has been submitted to BSE Limited (hereinafter referred to as BSE). BSE has given vide its letter Ref.: DCS/SME-IPO/RB/IP/1418/2017-18 dated February 27,2018 permission to the Issuer to use the Exchange's name in this Offer Document as one of the stock exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by BSE should not in any way be deemed or construed that the offer document has been cleared or approved by BSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its Promoter, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

Disclaimer Clause under Rule 144A of the U.S. Securities Act

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the Securities Act), except pursuant to

an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold outside the United States in compliance with Regulations of the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

Filing

The Prospectus is being filed with BSE Limited, 25th Floor, P.J. Towers, Dalal Street, Fort, Mumbai-400001, Maharashtra.

A copy of this Prospectus shall not be filed with the SEBI, nor will SEBI issue any observation on the Prospectus in term of Regulation 106(M) (3) of the SEBI (ICDR) Regulations. However, a copy of the Prospectus shall be filed with SEBI at the Securities and Exchange Board of India, Corporation Finance Department, SEBI Bhavan, Plot No. C4-A, G Block, 3rd Floor, Bandra Kurla Complex, Bandra (E), Mumbai 400 051, 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, Kolkata, West Bengal.

Listing

The Equity Shares of our Company are proposed to be listed on BSE SME. Our Company has obtained in-principle approval from BSE by way of its letter dated February 27, 2018 for listing of equity shares on BSE SME.
BSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Offer. If the permission to deal in and for an official quotation of the Equity Shares on the SME Platform is not granted by BSE, our Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of this 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 SME Platform of BSE mentioned above are taken within Six (6) Working Days of the Offer 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 (a) 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; (b) Lead Manager, Registrar to the Offer, Banker(s) to the Offer, Legal Advisor to the Offer, Underwriter(s) to the Offer and Market Maker to the Offer 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, Jain Sonu & Associates, Chartered Accountants, Peer Review Auditors of the Company has agreed to provide their written consent to the inclusion of their respective reports on "**Statement of Tax Benefits**" relating to the possible tax benefits and restated financial statements as included in this Prospectus in the form and context in which they appear therein and such consents and reports will not be withdrawn up to the time of delivery of this Prospectus.

Experts Opinion

Except for the reports in the section "***Financial information of the Company***" and "***Statement of Tax Benefits***" on page 141 and page 69 of this Prospectus from the Peer Review Auditors and Statutory Auditor respectively, our Company has not obtained any expert opinions. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act 1933.

Expenses of the Offer

The Estimated Offer expenses are as under:-

Activity	Expenses (₹ in Lakhs)	% of Total Estimated Offer Expenditure	% of Offer Size
Payment to Merchant Banker including, Underwritting and Selling Commission, Brokerages, payment to other intermediaries such as Legal Advisors, Registrars, Bankers etc and other Out of Pocket Expenses	78.00	100.00%	8.41%
Total	**78.00**	**100.00%**	**8.41%**

Fees, Brokerage and Selling Commission payable to the LM

The total fees payable to the Lead Manager will be as per the (i) Memorandum of Understanding dated , January 29, 2018 with the Lead Manager Finshore Management Services Limited, (ii) the Underwriting Agreement dated February 19, 2018 with Underwriter Finshore Management Services Limited and (iii) the Market Making Agreement dated February 19, 2018 with Market Maker, Shree Bahubali Stock Broking Limited, a copy of which is available for inspection at our Registered Office from 10.00 am to 5.00 pm on Working Days from the date of the Prospectus until the Offer Closing Date.

Fees Payable to the Registrar to the Offer

The fees payable to the Registrar to the Offer 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 Offer dated February 16, 2018 a copy of which is available for inspection at our Company's Registered Office.

The Registrar to the Offer will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty, and communication expenses. Adequate funds will be provided to the Registrar to the Offer to enable it to make refunds in any of the modes described in this 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 this Prospectus.

Previous issues of Equity Shares otherwise than for cash

For detailed description please refer to section titled "Capital Structure" beginning on page 50 of this Prospectus.

Underwriting Commission, brokerage and selling commission on Previous Issues

Since this is the initial public offering of our Company's Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing for or procuring or agreeing to procure subscription for any of the Equity Shares since our incorporation.

Particulars in regard to our Company and other listed group-companies / subsidiaries/ associates under the same management within the meaning of Section 370(1B) of the Companies Act, 1956 / Section 186 of the Companies Act, 2013 which made any capital issue during the last three years:

Neither our Company nor any other companies under the same management within the meaning of Section 370(1B) of the Companies Act, 1956 has made/Section 186 of the Companies Act, 2013, had made any public issue or rights issue during the last three years.

Performance vis-a-vis objects – Public/right issue of our Company and /or listed Group Companies/ subsidiaries and associates of our Company

Except as stated under section titled "Capital Structure" beginning on page 50 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 preceeding the date of this 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 this Prospectus.

Outstanding Convertible Instruments

Our Company does not have any outstanding convertible instruments as on the date of filing this Prospectus.

Option to Subscribe

Equity Shares being offered through the Prospectus can be applied for in dematerialized form only.

Stock Market Data of the Equity Shares

This being a public offering of the Equity Shares of our Company, the Equity Shares are not listed on any Stock Exchanges.

Mechanism for Redressal of Investor Grievances

The Agreement amongst the Registrar to the Offer, our Company provides for retention of records with the Registrar to the Offer 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 Offer for redressal of their grievances.

All grievances relating to the Offer may be addressed to the Registrar to the Offer, 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 centre 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 centre 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 Offer 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. Anupam Jain, Company Secretary, as the Compliance Officer to redress complaints, if any, of the investors participating in the Offer. Contact details for our Company Secretary and Compliance Officer are as follows:

Mr. Anupam Jain
East India Securities Limited
10/1D Lal Bazar Street,
Mercantile Building,
Kolkata- 700001, West Bengal, India.
Telephone: +91 (033) 40205929
Facsimile: +91 (033) 40205914
CIN: U67120WB1995PLC072026
Email id: sme.ipo@eisec.com
Website: http://www.eisec.com

Investors can contact the Compliance Officer or the Registrar in case of any Pre-Offer or Post-Offer related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account etc.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web based complaints redress system "SCORES". This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website www.scores.gov.in

Status of Investor Complaints

We confirm that we have not received any investor compliant during the three years preceding the date of this Prospectus and hence there are no pending investor complaints as on the date of this Prospectus.

Disposal of investor grievances by listed companies under the same management as our Company

We do not have any listed company under the same management.

Change in Auditors during the last three (3) years

Except for appointment of Jain Sonu & Associates, Chartered Accountants, as peer review auditor in addition to the existing auditors, there have been no changes in our Company's auditors in the last three (3) years.

Capitalization of Reserves or Profits

Except as disclosed under section titled "Capital Structure" beginning on page 50 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 this Prospectus.

Tax Implications

Investors who are allotted Equity Shares in the Offer 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 69 of this Prospectus.

Purchase of Property

Other than as disclosed under section titled "Our Business" beginning on page 90 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 Offer 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 Offer, or that the Offer was contemplated in consequence of the contract; or the amount of the purchase money is not material.

Except as stated elsewhere in the Prospectus, our Company has not purchased any property in which the Promoter and/or Directors have any direct or indirect interest in any payment made there under.

Servicing Behavior

Except as stated in this Prospectus, there has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

Payment or benefit to officers of Our Company

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company or superannuation.

Except as disclosed under sections titled "Our Management" and "Related Party Transactions" beginning on pages 114 and 139 respectively of this Prospectus none of the beneficiaries of loans and advances and sundry debtors are related to the Directors of our Company.

SECTION VIII: OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares being offered are subject to the provisions of the Companies Act, SCRA, SCRR, SEBI (ICDR) Regulations, the SEBI Listing Regulations, our Memorandum and Articles of Association, the terms of this Prospectus, the Prospectus, the abridged Prospectus, Application Form, CAN, the Revision Form, Allotment advices, and other terms and conditions as may be incorporated in the documents/certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the GoI, the Stock Exchanges, the RoC, the FIPB, the RBI 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 in this Offer shall use only Application Supported by Blocked Amount (ASBA) facility for making payment i.e. just writing their bank account numbers and authorising the banks to make payment in case of allotment by signing the application forms,

Authority for the Present Offer

The present Public Offer of 10,08,000 Equity Shares in terms of this Prospectus has been proposed and authorized by the Board of Directors pursuant to a resolution dated December 18, 2017 and by the shareholders pursuant to the special resolution passed in an Extra Ordinary General Meeting dated January 22, 2018 under Section 28 of the Companies Act, 2013.

Ranking of Equity Shares

The Equity Shares being offer shall be subject to the provisions of the Companies Act, 2013 and our Memorandum and Articles of Association and shall rank *pari-passu* in all respects with the existing Equity Shares of our Company including rights in respect of dividend. The allottees, upon Allotment of Equity Shares under this Offer, will be entitled to receive dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, please refer to section titled "Main Provisions of Articles of Association" beginning on page 246 of this Prospectus.

Mode of Payment of Dividend

Our Company shall pay dividend to the shareholders of our Company in accordance with the provisions of the previous Companies Act, 1956 and the Companies Act, 2013, as may be applicable, the Articles of Association of our Company, 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 as per the recommendation by our Board of Directors and approved by our 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 in relation to dividends, please refer to sections titled "Dividend Policy" and "Main Provisions of the Articles of Association" beginning on pages 140 and 246 respectively of this Prospectus.

Face Value and Offer Price

The Offer Price is determined by our Company in consultation with the Lead Manager and is justified under the section titled "Basis for Offer Price" beginning on page 66 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

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations as amended time to time. 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 of our Company, the equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports & notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;

- Right to vote on a poll either in person or by proxy;
- Right to receive offer for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation; subject to any statutory and other preferential claims being satisfied;
- Right of free transferability of the Equity Shares, subject to applicable law, including any RBI Rules and Regulations; and
- Such other rights, as may be available to a shareholder of a listed public company under the previous Companies Act, 1956 and Companies Act, 2013, as may be applicable, terms of the SEBI Listing Regulations and the Memorandum and Articles of Association of our Company.

For further details on the main provision of our Company's Articles of Association dealing with voting rights, dividend, forfeiture and lien, transfer and transmission and/ or consolidation / splitting, etc., please refer to section titled "Main Provisions of Articles of Association" beginning on page 246 of this Prospectus.

Minimum Application Value, Market Lot and Trading Lot

In terms of section 29 of the Companies Act, 2013, the Equity Shares shall be allotted only in dematerialised form. As per the existing SEBI (ICDR) Regulations, the trading of the Equity Shares shall only be in dematerialised form for all investors.

The trading of the Equity Shares will happen in the minimum contract size of 160 Equity Shares and the same may be modified by the SME Platform of BSE from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Prospectus will be done in multiples of 160 Equity Shares subject to a minimum allotment of 160 Equity Shares to the successful applicants in terms of the SEBI Circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

Minimum Number of Allotters

The minimum number of allotters in the Offer shall be fifty (50) shareholders in case the minimum number of prospective allotters is less than fifty (50), no allotment will be made pursuant to this Offer and the amounts in the ASBA Account shall be unblocked forthwith.

Joint Holders

Where two (2) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

Nomination Facility to Investor

In accordance with Section 72 of the Companies Act, 2013 the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013 be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Section 72 of the Companies Act, 2013 any Person who becomes a nominee by virtue of this section 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 (90) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares in the Offer 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.

Period of Operation of Subscription List of Public Offer

OFFER OPENS ON	**March 5,2018**
OFFER CLOSES ON	**March 7,2018**

Minimum Subscription

In accordance with Regulation [106P] (1) of SEBI (ICDR) Regulations, this Offer is 100% underwritten. Also, in accordance with explanation to Regulation [106P](1) of SEBI (ICDR) Regulations, the underwriting shall not be restricted to any minimum subscription level. This Offer is 100% underwritten and the details of the same have been disclosed under section titled "General Information" beginning on page 43 of this Prospectus.

As per section 39 of the new Companies Act, if the "stated minimum amount" has not been subscribed and the sum payable on application is not received within a period of thirty (30) days from the date of Offer of Prospectus, the application money has to be returned within such period as may be prescribed.

If our Company does not receive the subscription of 100% of the Offer through this Offer Document including devolvement of Underwriters within sixty (60) days from the date of closure of the Offer, our Company shall forthwith unblock the entire subscription amount received. If there is a delay beyond eight (8) days after our Company becomes liable to pay the amount, our Company shall pay interest prescribed under section 73 of the Companies Act, 2013 and applicable law.

Further, in accordance with Regulation [106R] of SEBI (ICDR) Regulations, the minimum number of allottees in this Offer 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 Offer and the amounts in the ASBA Account shall be unblocked forthwith.

Further, in accordance with Regulation [106Q] of the SEBI (ICDR) Regulations the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

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 160 equity shares in terms of the SEBI Circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME platform of BSE.

Application by Eligible NRIs, FPIs/FIIs registered with SEBI, VCFs registered with SEBI

It is to be understood that there is no reservation for Eligible NRIs or FPIs/FIIs registered with SEBI or VCFs. Such Eligible NRIs, FPIs/FIIs 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 Offer.

NRIs, FPIs/FIIs and foreign venture capital investors registered with SEBI are permitted to purchase shares of an Indian company in a public offer without the prior approval of the RBI, so long as the price of the equity shares to be issued is not less than the price at which the equity shares are issued to residents. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment ("***FDI***") Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines

prescribed by the SEBI/RBI.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

Restrictions on transfer and transmission of shares or debentures and on their consolidation or splitting

Except for lock-in of the Pre- Offer Equity Shares and Promoter minimum contribution in the Offer as detailed in the section titled "Capital Structure" beginning on page 50 of this Prospectus, and except as provided in the Articles of Association of our Company, there are no restrictions on transfer and transmission and on their consolidation / splitting of Equity Shares. For further details, please refer to the section titled "Main Provisions of Articles of Association" beginning on page 246 of this Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Managers do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

Option to receive Equity Shares in Dematerialized Form

As per Section 29 of the Companies Act, 2013 and in accordance with SEBI (ICDR) Regulations, 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-materialise 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 BSE Circular dated November 26, 2012, our Company will have to be mandatorily listed and traded on the SME Platform of the BSE for a minimum period of two years from the date of listing and only after that it can migrate to the Main Board of the BSE as per the guidelines specified by SEBI and as per the procedures laid down under Chapter XB of the SEBI (ICDR) Regulations. Our Company may migrate to the main board of BSE from the SME Exchange on a later date subject to the following:

- If the Paid up Capital of our Company is likely to increase above ₹25 Crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which our Company has obtained in-principal approval from the main board), we shall have to apply to BSE for listing our shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board

OR

- If the Paid up Capital of the company is more than ₹ 10 crores but below ₹25 crores, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

Market Making

The Equity Shares offered through this offer are proposed to be listed on the SME Platform of BSE (SME Exchange), wherein Shree Bahubali Stock Broking Limited is the Market Maker to this offer shall ensure compulsory Market Making through the registered Market Makers of the SME Exchange for a minimum period of three (3) years from the date of listing on the SME Platform of BSE. For further details of the agreement entered into between our Company, the Lead Manager and the Market Maker please refer to section titled "General Information - Details of the Market Making Arrangements for this Offer" beginning on page 43 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:

Offer size	**Buy quote exemption threshold (including mandatory initial inventory of 5% of Offer size)**	**Re-entry threshold for buy quotes (including mandatory initial inventory of 5% of Offer size)**
Above ₹ 80 Cr , as applicable in our case	12%	11%

Further, the Market Maker shall give two (2) 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 Offer.

Jurisdiction

Exclusive jurisdiction for the purpose of this Offer is with the competent courts / authorities in Kolkata, 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.

OFFER STRUCTURE

This Offer is being made in terms of Regulation 106M (1) of Chapter XB of the SEBI (ICDR) Regulations, whereby, an issuer whose post Offer face value capital does not exceed ten crores, shall Offer shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("***SME Exchange***", in this case being the SME Platform of BSE). For further details regarding the salient features and terms of such this Offer, please refer to sections titled "Terms of the Offer" and "Offer Procedure" beginning on pages 201 and 208 respectively of this Prospectus.

The present Offer of 10,08,000 Equity Shares at a price of ` 920 aggregating to `9273.60 lakhs by our Company. The offer of Equity Shares will constitute 27.49% of the fully diluted post-Offer equity share capital of our Company.

Particulars of the offer	Net offer to Public*	Market Maker Reservation Portion
Number of Equity Shares	9,57,600 Equity Shares	50,400 Equity Shares
Percentage of offer Size available for allocation	95 % of the offer Size	5 % of the offer Size
Basis of Allotment/ Allocation if respective category is oversubscribed	Proportionate subject to minimum allotment of 160 Equity Shares and further allotment in multiples of 160 Equity Shares each. For further details please refer to "Basis of Allotment" under section titled "Offer Procedure" beginning on page 208 of this Prospectus.	Firm Allotment
Mode of Application	Through ASBA Process Only	Through ASBA Process Only
Mode of Allotment	Compulsorily in dematerialised form.	Compulsorily in dematerialised form.
Minimum Application Size	**For Other than Retail Individual Investors**: Such number of Equity Shares in multiples of 160 Equity Shares such that the Application Value exceeds ₹2,00,000. **For Retail Individuals**: **160 Equity Shares at offer price of ₹ 920 each.**	50,400 Equity Shares of Face Value ₹ 10.00
Maximum Application Size	**For Other than Retail Individual Investors**: The maximum application size is the Net Offer to public subject to limits the investor has to adhere under the relevant laws and regulations applicable. **For Retail Individuals Investors**: Such number of Equity Shares in multiples of 160 Equity Shares such that the application value does not exceed ₹ 2,00,000.	50400 Equity Shares of Face Value ₹ 10.00
Trading Lot	160 Equity Shares	160 Equity Shares. However the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2009.
Terms of Payment	100%	100%

This Offer is being made in terms of Chapter XB of the SEBI (ICDR) Regulations. For further details please refer to section titled "Offer Structure" beginning on page 206 of this Prospectus.

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

a) Minimum fifty percent to Retail Individual Investors; and
b) Remaining to Investors Other than Retail Individual Investors
c) The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

"If the retail individual investor category is entitled to more than fifty per cent (50%) on proportionate basis, the retail individual investors shall be allocated that higher percentage"

Withdrawal of the Offer

Our Company, in consultation with the Lead Manager, reserves the right not to proceed with the Offer at any time before the Offer Opening Date, without assigning any reason thereof. Notwithstanding the foregoing, the Offer is also subject to obtaining the following:

(i) The final listing and trading approvals of BSE for listing of Equity Shares offered through this Offer on its SME Platform, which the Company shall apply for after Allotment; and
(ii) The final RoC approval of this Prospectus after it is filed with the RoC.
(iii) In case, our Company wishes to withdraw the Offer after Offer Opening but before allotment, our Company will give public notice giving reasons for withdrawal of Offer. The public notice will appear in two (2) widely circulated national newspapers (one each in English and Hindi) and one (2) in regional newspaper.

The Lead Manager, through the Registrar to the Offer, will instruct the SCSBs to unblock the ASBA Accounts within one (1) Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Offer advertisements have appeared and the Stock Exchange will also be informed promptly. If our Company withdraws the Offer after the Offer Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh offer document with the stock exchange where the Equity Shares may be proposed to be listed.

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

Offer Programme

OFFER OPENING DATE	**March 5, 2018**
OFFER CLOSING DATE	**March 7,2018**

Applications and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Offer Period at the Application Centres mentioned in the Application Form, On the Offer Closing Date when applications will be accepted only between 10.00 a.m. to 4.00 p.m. (Indian Standard Time).

Due to limitation of time available for uploading the application on the Offer Closing Date, Applicants are advised to submit their applications one day prior to the Offer Closing Date and, in any case, not later than 1.00 p.m. IST on the Offer Closing Date. Any time mentioned in this Prospectus is IST. Applicants are cautioned that, in the event a large number of applications are received on the Offer Closing Date, as is typically experienced in public offerings, some applications may not get uploaded due to lack of sufficient time. Such applications that cannot be uploaded will not be considered for allocation under this Offer.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday)

OFFER PROCEDURE

All Applicants should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI ("General Information Document") ***included below under section "-PART B – General Information Document"****, which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act 2013 (to the extent notified), the Companies Act, 1956 (to the extent not repealed by the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI ICDR Regulations as amended. The General Information Document has been updated to include reference to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, SEBI Listing Regulations 2015 and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document is also available on the websites of the Stock Exchanges and the Lead Manager. Please refer to the relevant portions of the General Information Document which are applicable to this Offer.*

Pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements)(Fifth Amendment)Regulations, 2015, there have been certain changes in the issue procedure for initial public offerings including making ASBA Process mandatory for all investors, allowing registrar, share transfer agents, collecting depository participants and stock brokers to accept application forms. Further, SEBI, by its circular No. (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, reduced the time taken for listing after the closure of an issue to six working days. These changes are applicable for all public issues which open on or after January 1, 2016.

Please note that the information stated/ covered in this section may not be complete and/or accurate and as such would be subject to modification/change. *Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Applicants are advised to make their independent investigations and ensure that their Applications do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Prospectus and the Prospectus.*

This section applies to all the Applicants, please note that all the Applicants are required to make payment of the full Application Amount along with the Application Form.

Our Company and the LM are not liable for any amendments, modifications or change in applicable laws or regulations, which may occur after the date of this Prospectus.

PART A

Fixed Price Issue Procedure

The Issue is being made under Regulation 106(M) (1) of Chapter XB of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 via Fixed Price Process.

Applicants are required to submit their Applications to the Designated Intermediaries i.e. Self- Certified Syndicate Bank (SCSB) or Registered Brokers of Stock Exchanges or Registered Registrar to the Issue and Share Transfer Agents (RTAs) or Depository Participants (DPs) registered with SEBI. In case of QIB Applicants, our Company in consultation with the Lead Manager may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing.

In case of Non-Institutional Applicants and Retail Individual Applicants, our Company would have a right to reject the Applications only on technical grounds.

Investors should note that according to section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialized form. Applicants will not have the option of being Allotted Equity Shares in physical form. Further the Equity shares on allotment shall be traded only in the dematerialized segment of the Stock Exchange, as mandated by SEBI.

Application Form

Pursuant to SEBI Circular dated January 01, 2016 and bearing No. CIR/CFD/DIL/1/2016, the Application Form has been standardized. Also, please note that pursuant to SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the investors can apply through ASBA Mode. The prescribed colour of the Application Form for various categories applying in this Offer is as follows:

Category	Colour
Indian Public / eligible NRI's applying on a non-repatriation basis (ASBA)	White
Non-Residents including eligible NRI's, FPI's, FIIs, FVCIs, etc. applying on a repatriation basis (ASBA)	Blue

Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Prospectus. The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number.

Pursuant to SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, an Investor, intending to subscribe to this Issue, shall submit a completed application form to any of the following Intermediaries (Collectively called ***"Designated Intermediaries")***:

Sr. No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')
4.	A depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	A registrar to an issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as 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 Offer.

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.

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 Offer, Registrar to the Offer, as mentioned in the Application Form. The application forms may also be downloaded from the website of BSE i.e. www.bsesme.com

Who can apply?

In addition to the category of Applicants as set forth under ***"Part B -General Information Document for Investing in Public Issues-Category of Investors Eligible to participate in an Issue"*** on page 224 of this Prospectus, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines, including:

- FPIs and sub-accounts registered with SEBI other than Category III foreign portfolio investor;
- Category III foreign portfolio investors, which are foreign corporate or foreign individuals only under the Non Institutional Investors category;
- Scientific and / or industrial research organizations authorized in India to invest in the Equity Shares.
- Any other persons eligible to apply in this Offer under the laws, rules, regulations, guidelines and policies applicable to them.

MAXIMUM AND MINIMUM APPLICATION SIZE

The applicants in this Offer, being a fixed price, will be categorized into two;

1. **For Retail Individual Applicants**

   The Application must be for a minimum of 160 Equity Shares and in multiples of 160 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.

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 160 Equity Shares thereafter. An Application cannot be submitted for more than the Net Offer 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 Offer 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.

Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Prospectus.

The above information is given for the benefit of the Applicants. The Company and the 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 number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

Participation by Associates /Affiliates of LM and the Syndicate Members

The LM and Syndicate Members, if any shall not be entitled to subscribe to this Offer 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 Offer, either in the QIB Category or in the Non- Institutional Category as may be applicable to the Applicants, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

Option to Subscribe in the Offer

a. As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form. However, they may get the specified securities re-materialized subsequent to allotment.
b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
c. A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

Application by Indian Public including eligible NRIs applying on Non-Repatriation Basis

Application must be made only in the names of individuals, Limited Companies or Statutory Corporations/institutions and not in the names of Minors, Foreign Nationals, Non Residents Indian (except for those applying on non-repatriation), trusts, (unless the Trust is registered under the Societies Registration Act, 1860 or any other applicable Trust laws and is authorized under its constitution to hold shares and debentures in a company), Hindu Undivided Families, Partnership firms or their nominees. In case of HUFs, application shall be made by the Karta of the HUF. An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public. Eligible NRIs applying on a non-repatriation basis should authorize their SCSB to block their NRE/FCNR accounts as well as NRO accounts.

Applications by eligible NRI's/ FPI's on Repatriation Basis

Application Forms have been made available for eligible NRIs at our Registered Office and at the Registered Office of the Lead manager. Eligible NRI Applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment under the reserved category. The eligible NRIs who intend to make payment through Non-Resident Ordinary (NRO) accounts shall use the Forms meant for Resident Indians and should not use the forms meant for the reserved category. Under FEMA, general permission is granted to companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRIs subject to the terms and conditions stipulated therein. Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 days from the date of Offer of shares for allotment to NRIs on repatriation basis. Allotment of equity shares to Non-Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in equity shares will be allowed to be repatriated along with the income thereon subject to permission of the RBI and subject to the Indian tax laws and regulations and any other applicable laws.

As per the current regulations, the following restrictions are applicable for investments by FPIs:

1. A foreign portfolio investor shall invest only in the following securities, namely- (a) Securities in the primary and secondary markets including shares, debentures and warrants of companies, listed or to be listed on a recognized stock exchange in India; (b) Units of schemes floated by domestic mutual funds, whether listed on a recognized stock exchange or not; (c) Units of schemes floated by a collective investment scheme; (d) Derivatives traded on a recognized stock exchange; (e) Treasury bills and dated government securities; (f) Commercial papers issued by an Indian company; (g) Rupee denominated credit enhanced bonds; (h) Security receipts issued by asset reconstruction companies; (i) Perpetual debt instruments and debt capital instruments, as specified by the Reserve Bank of India from time to time; (j) Listed and unlisted non-convertible debentures/bonds issued by an Indian company in the infrastructure sector, where "infrastructure" is defined in terms of the extant External Commercial Borrowings (ECB) guidelines; (k) Non-convertible debentures or bonds issued by Non-Banking Financial Companies categorized as Infrastructure Finance Companies (IFCs) by the Reserve Bank of India; (l) Rupee denominated bonds or units issued by infrastructure debt funds; (m) Indian depository receipts; and (n) Such other instruments specified by the Board from time to time.

2. Where a foreign institutional investor or a sub account, prior to commencement of these regulations, holds equity shares in a company whose shares are not listed on any recognized stock exchange, and continues to hold such shares after initial public offering and listing thereof, such shares shall be subject to lock-in for the same period, if any, as is applicable to shares held by a foreign direct investor placed in similar position, under the policy of the Government of India relating to foreign direct investment for the time being in force.

3. In respect of investments in the secondary market, the following additional conditions shall apply:
   a. A foreign portfolio investor shall transact in the securities in India only on the basis of taking and giving delivery of securities purchased or sold;
   b. Nothing contained in clause (a) shall apply to:
      (i) Any transactions in derivatives on a recognized stock exchange;
      (ii) Short selling transactions in accordance with the framework specified by the Board;
      (iii) Any transaction in securities pursuant to an agreement entered into with the merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
      (iv) Any other transaction specified by the Board.

   c. No transaction on the stock exchange shall be carried forward;

d. The transaction of business in securities by a foreign portfolio investor shall be only through stock brokers registered by the Board; provided nothing contained in this clause shall apply to:

(i) Transaction in Government securities and such other securities falling under the purview of the Reserve Bank of India which shall be carried out in the manner specified by the Reserve Bank of India;
(ii) Sale of securities in response to a letter of offer sent by an acquirer in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
(iii) Sale of securities in response to an offer made by any promoter or acquirer in accordance with the Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2009;
(iv) Sale of securities, in accordance with the Securities and Exchange Board of India (Buy-back of securities) Regulations, 1998;
(v) Divestment of securities in response to an offer by Indian Companies in accordance with Operative Guidelines for Disinvestment of Shares by Indian Companies in the overseas market through issue of American Depository Receipts or Global Depository Receipts as notified by the Government of India and directions issued by Reserve Bank of India from time to time;
(vi) Any bid for, or acquisition of, securities in response to an offer for disinvestment of shares made by the Central Government or any State Government;
(vii) Any transaction in securities pursuant to an agreement entered into with merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
(viii) Any other transaction specified by the Board.

e. A foreign portfolio investor shall hold, deliver or cause to be delivered securities only in dematerialized form. Provided that any shares held in non-dematerialized form, before the commencement of these regulations, can be held in non-dematerialized form, if such shares cannot be dematerialized. Unless otherwise approved by the Board, securities shall be registered in the name of the foreign portfolio investor as a beneficial owner for the purposes of the Depositories Act, 1996.

4. The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below ten percent of the total issued capital of the company.

5. The investment by the foreign portfolio investor shall also be subject to such other conditions and restrictions as may be specified by the Government of India from time to time.

6. In cases where the Government of India enters into agreements or treaties with other sovereign Governments and where such agreements or treaties specifically recognize certain entities to be distinct and separate, the Board may, during the validity of such agreements or treaties, recognize them as such, subject to conditions as may be specified by it.

7. A foreign portfolio investor may lend or borrow securities in accordance with the framework specified by the Board in this regard. No foreign portfolio investor may issue, subscribe to or otherwise deal in offshore derivative instruments, directly or indirectly, unless the following conditions are satisfied:

a. Such offshore derivative instruments are issued only to persons who are regulated by an appropriate foreign regulatory authority;
b. Such offshore derivative instruments are issued after compliance with "know your client" norms. Provided that those unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated shall not issue, subscribe or otherwise deal in offshore derivatives instruments directly or indirectly. Provided further that no Category III foreign portfolio investor shall issue, subscribe to or otherwise deal in offshore derivatives instruments directly or indirectly.

A foreign portfolio investor shall ensure that further issue or transfer of any offshore derivative instruments issued by or on behalf of it is made only to persons who are regulated by an appropriate foreign regulatory authority.

Foreign portfolio investors shall fully disclose to the Board any information concerning the terms of and parties to offshore derivative instruments such as participatory notes, equity linked notes or any other such instruments, by whatever names they are called, entered into by it relating to any securities listed or proposed to be listed in any stock exchange in India, as and when and in such form as the Board may specify.

Any offshore derivative instruments issued under the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995 before commencement of SEBI (Foreign Portfolio Investors) Regulations, 2014 shall be deemed to have been issued under the corresponding provisions of SEBI (Foreign Portfolio Investors) Regulations, 2014.
The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below 10% of the total issued capital of the company.

An FII or its subaccount which holds a valid certificate of registration shall, subject to payment of conversion fees, be eligible to continue to buy, sell or otherwise deal in securities till the expiry of its registration as a foreign institutional investor or sub-account, or until he obtains a certificate of registration as foreign portfolio investor, whichever is earlier.

A qualified foreign investor may continue to buy, sell or otherwise deal in securities subject to the provisions of the SEBI (Foreign Portfolio Investors) Regulations, 2014, for a period of one year from the date of commencement of the aforesaid regulations, or until it obtains a certificate of registration as foreign portfolio investor, whichever is earlier.

Application by Mutual Funds

As per the Current regulations, the following restrictions are applicable for investments by Mutual Fund:
No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any single 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.

Application by SEBI registered Alternative Investment Fund (AIF), Venture Capital Funds and Foreign Venture Capital Investors

The SEBI (Venture Capital) Regulations, 1996 and the SEBI (Foreign Venture Capital Investor) Regulations, 2000 prescribe investment restrictions on venture capital funds and foreign venture capital investors registered with SEBI. As per the current regulations, the following restrictions are applicable for SEBI registered venture capital funds and foreign venture capital investors: Accordingly, the holding by any individual venture capital fund registered with SEBI in one Company should not exceed 25% of the corpus of the venture capital fund; a Foreign Venture Capital Investor can invest its entire funds committed for investments into India in one Company. Further, Venture Capital Funds and Foreign Venture Capital investor can invest only up to 33.33% of the funds available for investment by way of subscription to an Initial Public Offer. The SEBI (Alternative Investment funds) Regulations, 2012 prescribes investment restrictions for various categories of AIF's. 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 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 Regulations shall continue to be regulated by the VCF Regulations.

Applications by Limited Liability Partnerships

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the LLP Act, 2008 must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof. Limited Liability Partnerships can participate in the Offer only through the ASBA Process.

Applications by Insurance Companies

In case of applications made by insurance companies registered with IRDA, certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company in consultation with the LM, reserves the right to reject any application, without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment Scheme) (5th Amendment) Regulations, 2010, as amended (the "IRDA Investment Regulations"), are broadly set forth below:

(a) Equity shares of a company: The lesser of 10% of the investee company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;

(b) The entire group of the investee company: at least 10% of the respective fund in case of a life insurer or 10% of investment assets in case of general insurer or reinsurer (25% in case of Unit Linked Insurance Plans); and

(c) The industry sector in which the investee company operates: 10% of the insurer's total investment exposure to the industry sector (25% in case of Unit Linked Insurance Plans).

In addition, the IRDA partially amended the exposure limits applicable to investments in public limited companies in infrastructure and housing sectors i.e. 26th December, 2008, providing, among other things, that the exposure of an insurer to an infrastructure Company may be increased to not more than 20%, provided that in case of equity investment, a dividend of not less than 4% including bonus should have been declared for at least five preceding years. This limit of 20% would be combined for debt and equity taken together, without sub ceilings.

Further, investments in equity including preference shares and the convertible part of debentures shall not exceed 50% of the exposure norms specified under the IRDA Investment Regulations.

Applications under Power of Attorney

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FIIs, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of Rs. 2,500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2,500 Lakhs, a certified copy of the power of attorney or the relevant Resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason thereof.

With respect to the applications by VCFs, FVCIs and FPIs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may belong with a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason thereof.

In the case of Applications made pursuant to a power of attorney by Mutual Funds, a certified copy of the power of attorney or the relevant resolutions or authority, as the case may be, along with the certified copy of their SEBI registration certificate must be submitted along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefore.

In the case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by the IRDA must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In the case of Applications made by to the power of attorney by FIIs, a certified copy of the power of attorney the relevant resolution or authority, as the case may be along with the certified copy of SEBI registration certificate must be lodged with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In the case of Applications made by provident funds, subject to applicable law, with minimum corpus of Rs. 2500 Lakh and pension funds with minimum corpus of Rs. 2500 Lakh, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

Application by Provident Funds/Pension Funds

In case of Applications made by provident funds with minimum corpus of Rs. 2500 Lakh (subject to applicable law) and pension funds with minimum corpus of Rs. 2500 Lakh, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

The above information is given for the benefit of the Applicants. Our Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of filing of this Prospectus. Applicants are advised to make their independent investigations and ensure that the maximum number of Equity Shares applied for or maximum investment limits do not exceed the applicable limits under laws or regulations or as specified in this Prospectus.

Information for the Applicants:

1. Our Company and the Lead Managers shall declare the Offer Opening Date and Offer Closing Date in the Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in prescribed format.

2. Our Company will file the Prospectus with the RoC at least 3 (three) days before the Offer 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 Offer, and at the Registered Office of our Company. Electronic Application Forms will also be available on the websites of the Stock Exchange,

4. Any applicant who would like to obtain the Prospectus and/ or the Application Form can obtain the same from our Registered Office.

5. Applicants who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.

6. Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective DesignatedIntermediaries. Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.

7. The Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or otherDesignated 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 Offer 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 Applications

1. Applicants are required to submit their applications during the Offer Period only through the following Application collecting intermediary
   i. an SCSB, with whom the bank account to be blocked, is maintained
   ii. a syndicate member (or sub-syndicate member)
   iii. a stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ("broker")
   iv. a depository participant ("DP") (whose name is mentioned on the website of the stock exchange as eligible for this activity)
   v. 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)

2. The Offer Period shall be for a minimum of three Working Days and shall not exceed 10 (ten) Working Days. The Offer Period may be extended, if required, by an additional three Working Days, subject to the total Offer Period not exceeding 10 (ten) Working Days.

3. During the Offer Period, Applicants who are interested in subscribing to the Equity Shares should approach the Designated Intermediaries to register their applications.

4. The Applicant cannot apply on another Application Form after applications on one Application Form have been submitted to the Designated Intermediaries. Submission of a second Application form to either the same or to another Designated Intermediarieswill be treated as multiple applications and is liable to rejected either before entering the application into the electronic collecting system or at any point prior to the allocation or Allotment of Equity Shares in this Offer.

5. The intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively. The upload of the details in the electronic bidding system of stock exchange and post that blocking of funds will be done by as given below:

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 Offer.

6. Upon receipt of the Application Form, submitted whether in physical or electronic mode, the Designated Intermediaries shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, prior to uploading such applications with the Stock Exchange.

7. If sufficient funds are not available in the ASBA Account, the Designated Intermediaries shall reject such applications and shall not upload such applications with the Stock Exchange.

8. If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each application option into the electronic collecting system as a separate application and generate a TRS for each price and demand option. The TRS shall be furnished to the Applicant on request.

9. The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Offer Account, or until withdraw/ failure of the Offer or until withdrawal/ rejection of the Application Form, as the case may be. Once the Basis of Allotment if finalized, the Registrar to the Offer shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Applicants to the Public Issue Account. In case of withdrawal/ failure of the

Offer, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Offer.

Terms of payment

The entire Offer price of ₹ 920 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 Offer or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Offer and the Registrar to the Offer to facilitate collections from the Applicants.

Payment mechanism for Applicants

The applicants shall specify the bank account number in their Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However Non-Retail Applicants shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Offer shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Offer or until rejection of the Application by the ASBA Applicant, as the case may be.

Please note that pursuant to SEBI circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 investors in the public issue can only invest through ASBA Mode.

Electronic Registration of Applications

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.

2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Offer Closing Date.

3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,
   (i) the applications accepted by them,
   (ii) the applications uploaded by them
   (iii) the applications accepted but not uploaded by them or
   (iv) with respect to applications by Applicants, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Application form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and Uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.

4. Neither the Lead Managers nor our Company nor the Registrar to the Offer, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to,
   (i) the applications accepted by any Designated Intermediaries
   (ii) the applications uploaded by any Designated Intermediaries or
   (iii) the applications accepted but not uploaded by any Designated Intermediaries

5. The Stock Exchange will offer an electronic facility for registering applications for the Offer. This facility will available at the terminals of Designated Intermediaries and their authorized agents during the Offer Period. The Designated Branches or agents of Designated Intermediariescan also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the

online facilities on a regular basis. On the Offer Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Lead Manager on a regular basis.

6. With respect to applications by Applicants, at the time of registering such applications, the Syndicate Members, DPs and RTAs shall forward a Schedule as per format given below along with the Application Forms to Designated Branches of the SCSBs for blocking of funds:

S. No.	Details*
1.	Symbol
2.	Intermediary Code
3.	Location Code
4.	Application No.
5.	Category
6.	PAN
7.	DP ID
8.	Client ID
9.	Quantity
10.	Amount

**Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields*

7. With respect to applications by Applicants, at the time of registering such applications, the Designated Intermediariesshall enter the following information pertaining to the Applicants into in the on-line system:

   - Name of the Applicant;
   - IPO Name:
   - Application Form Number;
   - Investor Category;
   - PAN (of First Applicant, if more than one Applicant);
   - DP ID of the demat account of the Applicant;
   - Client Identification Number of the demat account of the Applicant;
   - Number of Equity Shares Applied for;
   - Bank Account details;
   - Locations of the Banker to the Offer or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
   - Bank account number.

8. In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Application Form number which shall be system generated.

9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.

10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.

11. In case of Non-Retail Applicants and Retail Individual Applicants, applications would not be rejected except on the technical grounds as mentioned in the Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.

12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Prospectus, nor does it warrant that the

Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

13. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Offer Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Offer Period, after which the Registrar to the Offer will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.

14. The SCSBs shall be given one day after the Offer Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Offer.

15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

Allocation of Equity shares

1) The Offer is being made through the Fixed Price Process wherein 50,400 Equity Shares shall be reserved for Market Maker. 4,78,880 Equity shares will be allocated on a proportionate basis to Retail Individual Applicants, subject to valid applications being received from Retail Individual Applicants at the Offer Price. The balance of the Net Offer 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 Offer.

Signing of Underwriting Agreement and Filing of Prospectus with ROC

a) Our company has entered into an Underwriting Agreement dated February 19, 2018
b) A copy of Prospectus will be filled with the RoC in terms of Section 26 of Companies Act, 2013.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act 2013, our Company shall, after registering the Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed by the SEBI Regulations, in (i) English National Newspaper; (ii) Hindi National News paper 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 Offer will dispatch an Allotment Advice to their Applicants who have been allocated Equity Shares in the Offer.

The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Applicant.

General Instructions

Do's:

- Check if you are eligible to apply;
- Read all the instructions carefully and complete the applicable Application Form;
- Ensure that the details about the Depository Participant and the beneficiary account are correct as Allotment of Equity Shares will be in the dematerialized form only;
- Each of the Applicants should mention their Permanent Account Number (PAN) allotted under the Income Tax Act, 1961;

- Ensure that the Demographic Details are updated, true and correct in all respects;
- Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant.
- Ensure that you have funds equal to the Application Amount in the ASBA account maintained with the SCSB before submitting the Application Form under the ASBA process to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centres),the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations); Instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
- Ensure that the Application Form is signed by the account holder in case the applicant is not the account holder. Ensure that you have mentioned the correct bank account number in the Application Form;
- Ensure that the Application Forms are delivered by the applicants within the time prescribed asper the Application Form and the Prospectus;
- Ensure that you have requested for and receive a TRS;
- Ensure that you request for and receive a stamped acknowledgement of the Application Form for all your application options;
- All Investors submit their applications through the ASBA process only;
- Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Bid cum Application Form; and
- The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

- Do not apply for lower than the minimum Application size;
- Do not apply for a price different from the price mentioned herein or in the Application Form;
- Do not apply on another Application Form after you have submitted an application to the SCSBs, Registered Brokers of Stock Exchange, RTA and DPs registered with SEBI;
- Do not pay the Application Price in cash, by money order or by postal order or by stock invest;
- Do not send Application Forms by post, instead submit the Designated Intermediary only;
- Do not submit the Application Forms to any non-SCSB bank or our Company
- Do not apply on an Application Form that does not have the stamp of the relevant Designated Intermediary;
- Do not submit the application without ensuring that funds equivalent to the entire application Amount are blocked in the relevant ASBA Account;
- Do not apply for an Application Amount exceeding Rs. 2,00,000 (for applications by Retail Individual Applicants);
- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Offer 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 Offer;
- Do not submit applications on plain paper or incomplete or illegible Application Forms in a colour 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.

Instructions for Completing the Application Form

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. Application Forms should bear the stamp of the Designated Intermediaries. ASBA Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No.CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Application forms in public issues using the stock broker (`broker) network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e. www.Bsesme.com and BSE i.e. www.bsesme.com With a view to broad base the reach of Investors by substantial), enhancing the points for submission of applications, SEBI vide Circular No.CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Offer and Share Transfer Agent and Depository Participants registered with SEBI to accept the Application forms in Public Issue with effect front January 01, 2016. The List of ETA and DPs centres for collecting the application shall be disclosed is available on the websites of BSE i.e. www.bsesme.com

Applicant's Depository Account and Bank Details

Please note that, providing bank account details, PAN Nos, Client ID and DP ID in the space provided in the application form is mandatory and applications that do not contain such details are liable to be rejected.
Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form as entered into the Stock Exchange online system, the Registrar to the Offer will obtain front the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Applicants including mailing of the Allotment Advice. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Offer.
By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Offer, the required Demographic Details as available on its records.

Submission of Application Form

All Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

Communications

All future communications in connection with Applications made in this Offer should be addressed to the Registrar to the Offer quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.
Investors can contact the Compliance Officer or the Registrar to the Offer in case of any pre Offer or post Offer related problems such as non receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

Disposal of Application and Application Moneys and Interest in Case of Delay

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within two working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at BSE-SME where the Equity Shares are proposed to be listed are taken within 6 working days from Offer Closing Date. In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations.

Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 6 (Six) days of the Offer Closing Date;
2. The Company will provide adequate funds required for dispatch of Allotment Advice to the Registrar to the Offer.

Impersonation

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:
"Any person who—
(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

shall be liable for action under Section 447of Companies Act, 2013 and shall be treated as Fraud."

Undertakings by Our Company

We undertakes as follows:

1) That the complaints received in respect of the Offer 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 Offer Closing Date.

3) That if the Company do not proceed with the Offer, the reason thereof shall be given as a public notice to be issued by our Company within two days of the Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;

4) That the our Promoters' contribution in full has already been brought in;

5) That funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Offer by us;

6) That Company shall not have recourse to the Issue proceeds until the approval for trading of the Equity Shares from the Stock Exchange where listing is sought has been received.

7) That no further issue of Equity Shares shall be made till the Equity Shares offered through the Prospectus are listed or until the Application monies are unblocked on account of non-listing, under subscription etc. and

8) That if the Company withdraws the Offer after the Offer Closing Date, our Company shall be required to file a fresh offer document with the RoC/ SEBI, in the event our Company subsequently decides to proceed with the Issuer;

9) That none of the promoters or directors of the company is willful defaulter under Section 4(5) of SEBI (ICDR) Regulations, 2009 as per the *(Third Amendment) in SEBI (ICDR) Regulations, 2016 dated May, 25, 2016.*

Utilization of Offer Proceeds

Since the entire Offer is against offer for sale by the existing shareholders hence Offer proceeds will not flow to the company

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 had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

a) Agreement dated February 15, 2018 between NSDL, the Company and the Registrar to the Offer;
b) Agreement dated February 20, 2018 between CDSL, the Company and the Registrar to the Offer;

The Company's equity Shares bear an ISIN No. INE482Z01019

Other Instructions

Joint Applications in the case of Individuals

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

Multiple Applications

An Applicant should submit only one Application (and not more than one). Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same.
In this regard, the procedures which would be followed by the Registrar to the Offer to detect multiple applications are

given below:

i. All applications are electronically strung on first name, address (1st line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband's name to determine if they are multiple applications
ii. Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.
iii. Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.

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.

In cases where there are more than 20 valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of ―know your client norms by the depositories. The Company reserves the right to reject, in its absolute discretion, all or any multiple Applications in any or all categories.

After submitting an ASBA Application either in physical or electronic mode, an ASBA Applicant cannot apply (either in physical or electronic mode) to either the same or another Designated Branch of the SCSB Submission of a second Application in such manner will be deemed a multiple Application and would be rejected. More than one ASBA Applicant may apply for Equity Shares using the same ASBA Account, provided that the SCSBs will not accept a total of more than five Application Forms with respect to any single ASBA Account.

Duplicate copies of Application Forms downloaded and printed from the website of the Stock Exchange bearing the same application number shall be treated as multiple Applications and are liable to be rejected. The Company, in consultation with the Lead Manager reserves the right to reject, in its absolute discretion, all or any multiple Applications in any or all categories. In this regard, the procedure which would be followed by the Registrar to the Offer to detect multiple Applications is given below:

1. All Applications will be checked for common PAN. For Applicants other than Mutual Funds and FII sub-accounts, Applications bearing the same PAN will be treated as multiple Applications and will be rejected.
2. For Applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Applications on behalf of the Applicants for whom submission of PAN is not mandatory such as the Central or State Government, an official liquidator or receiver appointed by a court and residents of Sikkim, the Application Forms will be checked for common DP ID and Client ID.

Permanent Account Number or PAN

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number (PAN) to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 2, 2007. Each of the Applicants should mention his/her PAN allotted under the IT Act. Applications without the PAN will be considered incomplete and are liable to be rejected. It is to be specifically noted that Applicants should not submit the GIR number instead of the PAN, as the Application is liable to be rejected on this ground.

Our Company/ Registrar to the Offer/ Lead Manager can, however, accept the Application(s) in which PAN is wrongly entered into by ASBA SCSB's in the ASBA system, without any fault on the part of Applicant.

PART B

GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES

This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, 2013 (to the extent notified and in effect), the Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon the notification of the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal couBSEl and other advisors in relation to the legal matters concerning the Issue. For taking an investment decision, the Applicants should rely on their own examination of the Issuer and the Issue, and should carefully read the Prospectus/Prospectus before investing in the Offer

Section 1: Purpose of the General Information Document (GID)

This document is applicable to the public issues undertaken inter-alia through the Fixed Price Issues. The purpose of the ***"General Information Document for Investing in Public Issues"*** is to provide general guidance to potential Applicants in IPOs, on the processes and procedures governing IPOs, undertaken in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**SEBI ICDR Regulations, 2009"**).

Applicants should note that investment in equity and equity related securities involves risk and Applicant should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/or for subscribing to securities in an Offer and the relevant information about the Issuer undertaking the Issue; are set out in the Prospectus filed by the Issuer with the Registrar of Companies **("RoC").** Applicants should carefully read the entire Prospectus and the Application Form and the Abridged Prospectus of the Issuer in which they are proposing to invest through the Offer. In case of any difference in interpretation or conflict and/or overlap between the disclosure included in this document and the Prospectus, the disclosures in the Prospectus shall prevail. The Prospectus of the Issuer is available on the websites of stock exchanges, on the website(s) of the **LM(s)** to the Offer and on the website of Securities and Exchange Board of India **("SEBI")** at www.sebi.gov.in.

For the definitions of capitalized terms and abbreviations used herein Applicants may refer to the section "Glossary and Abbreviations".

Section 2: Brief Introduction to IPOs on SME Exchange

2.1 Initial public offer (IPO)

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is inter-alia required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) of the SEBI ICDR Regulations, 2009 if applicable. For details of compliance with the eligibility requirements by the Issuer Applicants may refer to the Prospectus.

The Issuer may also undertake IPO under Chapter XB of SEBI (ICDR) regulations, wherein as per,

- Regulation 106M(1) : An issuer whose post-Offer face value capital does not exceed ten crore rupees shall Offer its specified securities in accordance with provisions of this Chapter.
- Regulation 106M(2) : An issuer whose post-Offer face value capital is more than ten crore rupees and upto twenty five crore rupees, may also Offer its specified securities in accordance with provisions of this Chapter.

The present Offer being made under Regulation 106M(1) of Chapter XB of SEBI (ICDR) Regulation.

2.2 Other Eligibility Requirements

In addition to the eligibility requirements specified in paragraphs 2.1 an Issuer proposing to undertake an IPO is required to comply with various other requirements as specified in the SEBI ICDR Regulations, 2009, the Companies Act, 1956 and the Companies Act, 2013 as may be applicable ("the Companies Act), the Securities Contracts (Regulation) Rules, 1957 (the "SCRR"), industry-specific regulations, if any, and other applicable laws for the time being in force.

Following are the eligibility requirements for making an SME IPO under Regulation 106M (1) of Chapter XB of SEBI (ICDR) Regulation:

a) In accordance with Regulation 106(P) of SEBI (ICDR) Regulation, Offer has to be 100% underwritten and the LM has to underwrite at least 15% of the total Offer size.
b) In accordance with regulation 106(R) of SEBI (ICDR) Regulation, total number of proposed allottees in the Offer shall be greater than or equal to fifty, otherwise the entire application money will be blocked forthwith. If such

money is not repaid within eight days from the date the company becomes liable to repay it, than the Company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed under Section 40 of the Companies Act, 2013.

c) In accordance with Regulation 106(O) the SEBI (ICDR) Regulation, Company is not required to file any Offer Document with SEBI nor has SEBI issued any observations on the Offer Document. The Lead Manager shall submit the copy of Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.
d) In accordance with Regulation 106(V) of the SEBI (ICDR) Regulation, the LM has to ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares offered in the Offer.
e) The Issuer shall have a track record of three years.
f) The Net worth (excluding revaluation reserves) of the Issuer shall be positive as per the latest audited financial results.
g) The Issuer should have positive cash accruals (earnings before depreciation and tax) from operations for at least 2 financial years.
h) The Post-Offer paid up capital of the Issuer shall be less than ₹. 25 Crores.
i) The Issuer shall mandatorily facilitate trading in demat securities.
j) The Issuer should not have been referred to Board for Industrial and Financial Reconstruction.
k) No petition for winding up is admitted by a court or a liquidator has not been appointed of competent jurisdiction against the Company.
l) No material regulatory or disciplinary action should have been taken by any stock exchange or regulatory authority in the past three years against the Issuer.
m) The Company should have a website

Issuer shall also comply with all the other requirements as laid down for such an Issue under Chapter X-B of SEBI (ICDR) Regulations and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.
As per Regulation 106 (M) (3) of SEBI (ICDR) Regulation, 2009 the provisions of regulations 6(1), 6(2), 6(3) , Regulation 7, Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Sub regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to this Offer.
Thus the Company is eligible for the Issue in accordance with Regulation 106M(1) and other provision of Chapter XB of SEBI (ICDR) Regulations as the post –Offer face value capital does not exceed ₹.2500 Lakh. Company also complies with the eligibility conditions laid by the SME Platform of BSE for listing of our Equity Shares.

2.3 Types of Public Issues – Fixed Price Issues and Book Built Issues

In accordance with the provisions of the SEBI ICDR Regulations, 2009, an Issuer can either determine the Issue Price through the Book Building Process **("Book Built Issue")** or undertake a Fixed Price Issue **("Fixed Price Issue").** An Issuer may mention Floor Price or Price Band in the RHP (in case of a Book Built Issue) and a Price or Price Band in this Daft Prospectus (in case of a fixed price Issue) and determine the price at a later date before registering the Prospectus with the Registrar of Companies.
The cap on the Price Band should be less than or equal to 120% of the Floor Price. The Issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre-issue advertisement was given at least five Working Days before the Bid/Issue Opening Date, in case of an IPO and at least one Working Day before the Bid/Issue Opening Date, in case of an FPO.
The Floor Price or the Issue price cannot be lesser than the face value of the securities.
Applicants should refer to the Prospectus or Issue advertisements to check whether the Issue is a Book Built Issue or a Fixed Price Issue.

2.4 Offer Period

The Offer may be kept open for a minimum of three Working Days (for all category of Applicants) and not more than ten Working Days. Applicants are advised to refer to the Application Form and Abridged Prospectus or Prospectus for details of the Offer Period. Details of Offer Period are also available on the website of Stock Exchange.

2.5 Migration to Main Board

SME Issuer may migrate to the Main Board of Stock Exchange from the SME Exchange at a later date subject to the following:

a) If the Paid up Capital of the Company is likely to increase above ₹25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in favour of the proposal amount to at least

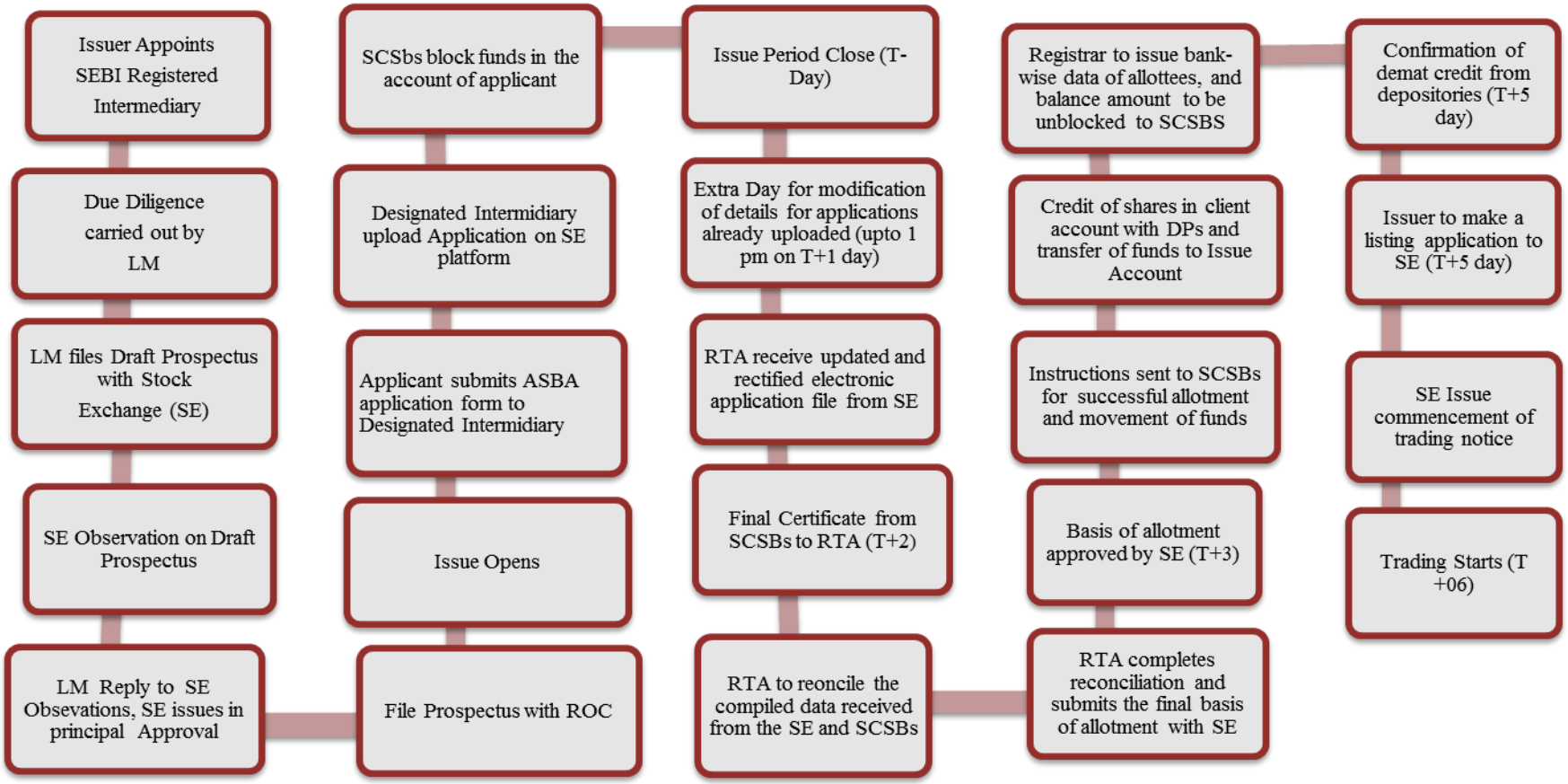
two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), The Company shall apply to SE for listing of its shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board.

OR

b) If the Paid up Capital of the company is more than 10 crores but below Rs. 25 crores, the Company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

2.6 Flowchart of Timelines

A flow chart of process flow in Fixed Price Offers is as follows:


Issuer Appoints SEBI Registered Intermediary
Due Diligence carried out by LM
LM files Draft Prospectus with Stock Exchange (SE)
SE Observation on Draft Prospectus
LM Reply to SE Obsevations, SE issues in principal Approval
File Prospectus with ROC
Issue Opens
Applicant submits ASBA application form to Designated Intermidiary
Designated Intermidiary upload Application on SE platform
SCSbs block funds in the account of applicant
Issue Period Close (T-Day)
Extra Day for modification of details for applications already uploaded (upto 1 pm on T+1 day)
RTA receive updated and rectified electronic application file from SE
Final Certificate from SCSBs to RTA (T+2)
RTA to reoncile the compiled data received from the SE and SCSBs
RTA completes reconciliation and submits the final basis of allotment with SE
Basis of allotment approved by SE (T+3)
Instructions sent to SCSBs for successful allotment and movement of funds
Credit of shares in client account with DPs and transfer of funds to Issue Account
Registrar to issue bank-wise data of allottees, and balance amount to be unblocked to SCSBS
Confirmation of demat credit from depositories (T+5 day)
Issuer to make a listing application to SE (T+5 day)
SE Issue commencement of trading notice
Trading Starts (T +06)

Section 3: Category of Investors Eligible to Participate in an Offer

Each Applicant should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Bidders/Applicants, such as NRIs, FII's, FPIs and FVCIs may not be allowed to apply in the Offer or to hold Equity Shares, in excess of certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.

Subject to the above, an illustrative list of Applicants is as follows:

- Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, as amended, in single or joint names (not more than three) or in the names of minors as natural / legal guardian;
- Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder/Applicant should specify that the Application is being made in the name of the HUF in the Application Form as follows: "Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Applications by HUFs may be considered at par with those from individuals;
- Companies, corporate bodies and societies registered under applicable law in India and authorized to invest in equity shares under their respective constitutional and charter documents;
- Mutual Funds registered with SEBI;
- Eligible NRIs on a repatriation basis or on a non-repatriation basis subject to applicable law; NRIs other than Eligible NRIs are not eligible to participate in this Offer.
- Indian Financial Institutions, scheduled commercial banks regional rural banks, co-operative banks (subject to RBI regulations and the SEBI ICDR Regulations, 2009 and other laws, as applicable);
- FPIs other than Category III foreign portfolio investors, VCFs and FVCIs registered with SEBI.
- Limited liability partnerships registered in India and authorized to invest in equity shares.
- Sub- accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional applicant's category.
- State Industrial Development Corporations.
- Trusts/societies registered under the Societies Registration Act, 1860, as amended or under any other law relating to trusts/societies and who are authorized under their respective constitutions to hold and invest in equity shares;
- Scientific and/ or Industrial Research Organizations authorized to invest in equity shares.
- Insurance Companies registered with IRDA;
- Provident Funds and Pension Funds with minimum corpus of ₹ 2500 Lakhs and who are authorized under their constitution to hold and invest in equity shares;
- Eligible QFIs;
- Multilateral and Bilateral Development Financial Institutions;
- National Investment Fund set up by resolution no F.No.2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- Insurance funds set up and managed by army, navy, air force of the Union of India or by Department of Posts, India;
- Any other person eligible to apply to this Offer, under the laws, rules, regulations, guidelines, and policies applicable to them and under Indian Laws.

Applications not to be made by:

- Minors (except under guardianship)
- Partnership firms or their nominees
- Foreign Nationals (except NRIs)
- Overseas Corporate Bodies

As per the existing regulations, OCBs are not allowed to participate in an Offer.

Section 4: Applying in the Offer

Fixed Price Offer: Applicants should only use the specified cum Application Form either bearing the stamp of Designated Intermediaries as available or downloaded from the websites of the Stock Exchanges. Application Forms are available with the registered office of the Issuer, and office of the RTA and at the office of the LM. For further details regarding availability of Application Forms, Applicants may refer to the Prospectus.

Applicants should ensure that they apply in the appropriate category. The prescribed color of the Application Form for various categories of Applicants is as follows:

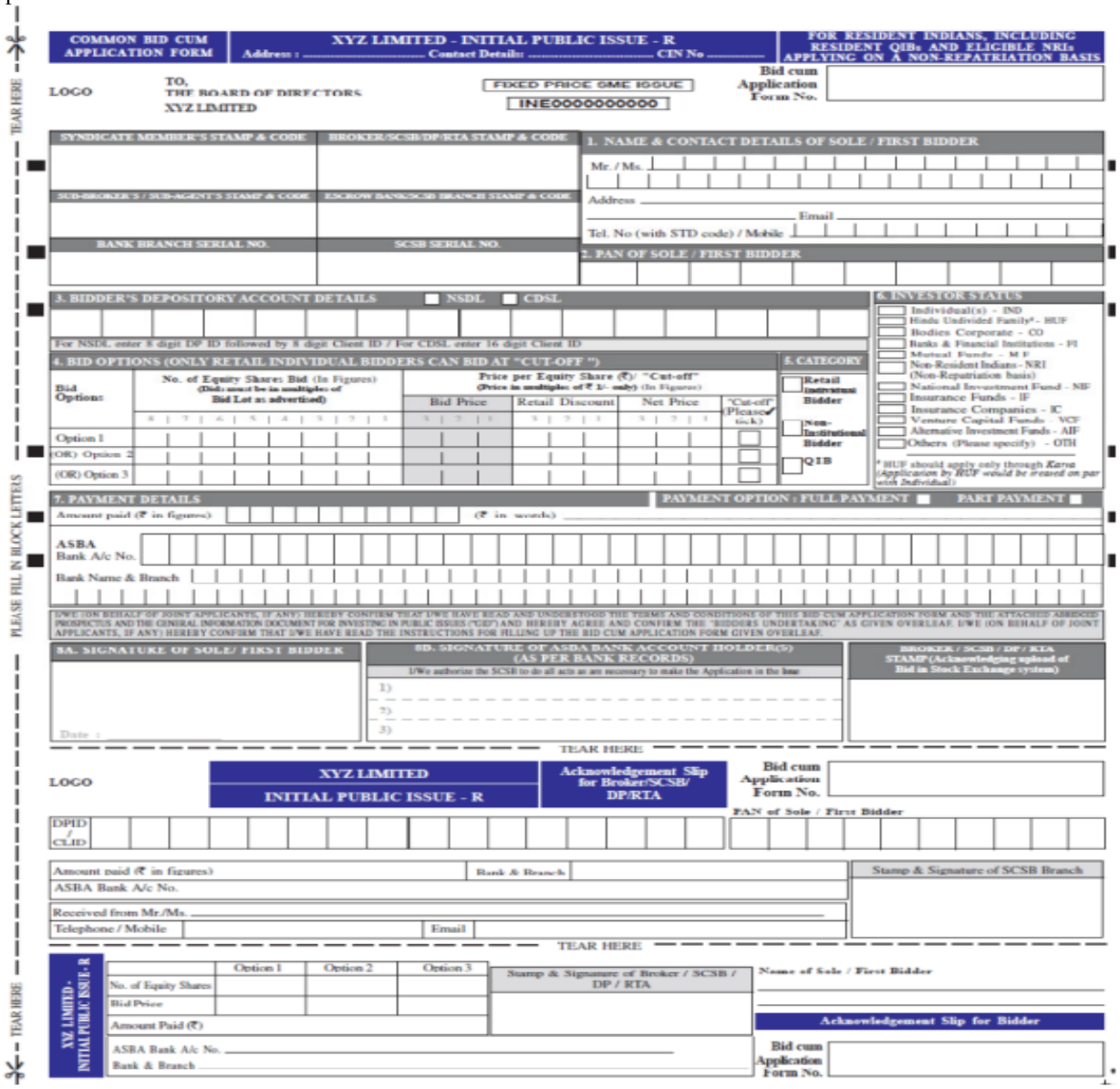
Category	Color of the Application
Resident Indian, Eligible NRIs applying on a non -repatriation basis	White
NRIs, FVCIs, FIIs, their Sub-Accounts (other than Sub-Accounts which are foreign corporate(s) or foreign individuals bidding under the QIB), FPIs on a repatriation basis	Blue

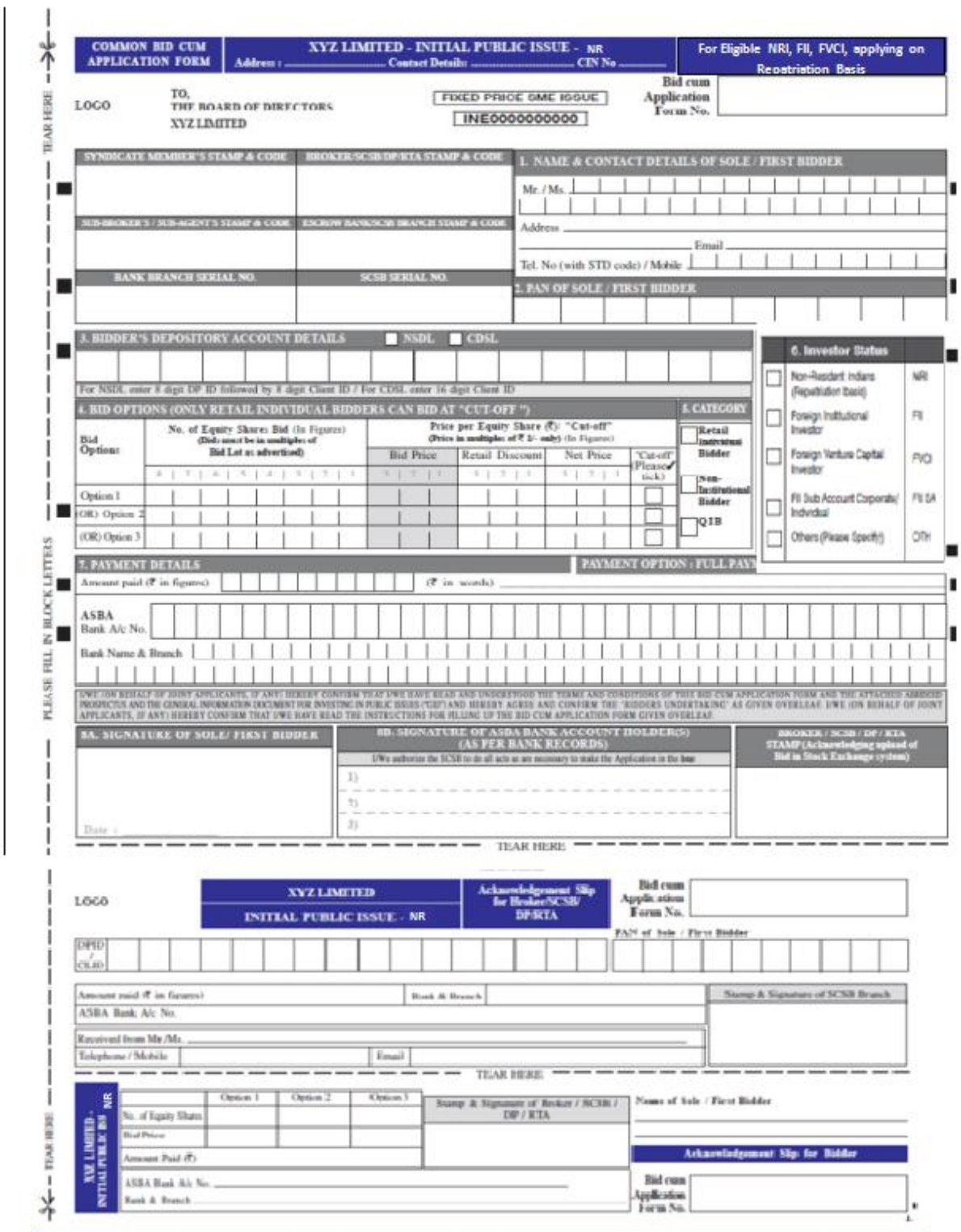
Securities Issued in an IPO can only be in dematerialized form in compliance with Section 29 of the Companies Act, 2013. Applicants will not have the option of getting the allotment of specified securities in physical form. However, they may get the specified securities rematerialized subsequent to allotment.

4.1 Instructions For Filing Application Form/ Application Form (Fixed Price Issue)

Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the Prospectus and Application Form are liable to be rejected.
Instructions to fill each field of the Application Form can be found on the reverse side of the Application Form. Specific instructions for filling various fields of the Resident Application Form and Non-Resident Application Form and samples are provided below.

The samples of the Application Form for resident Applicants and the Application Form for non-resident Applicants are reproduced below:





COMMON BID CUM APPLICATION FORM

XYZ LIMITED - INITIAL PUBLIC ISSUE - NR

Address : ..... Contact Details: ..... CIN No .....

For Eligible NRI, FII, FVCI, applying on Reostriction Basis

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

FIXED PRICE SME ISSUE

INE0000000000

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE

BROKER/SCSB/DP/RTA STAMP & CODE

SUB-BROKER'S / SUB-AGENT'S STAMP & CODE

ESCROW BANK/SCSB BRANCH STAMP & CODE

BANK BRANCH SERIAL NO.

SCSB SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER

Mr. / Ms.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")

Bid Options	No. of Equity Shares Bid (In Figures) (Bid must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹): "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)			
		Bid Price	Retail Discount	Net Price	"Cut-off" (Please ✓ tick.)
Option 1					
(OR) Option 2					
(OR) Option 3					

5. CATEGORY

☐ Retail Individual Bidder

☐ Non-Institutional Bidder

☐ QIB

6. Investor Status

☐	Non-Resident Indians (Repatriation basis)	NRI
☐	Foreign Institutional Investor	FII
☐	Foreign Venture Capital Investor	FVCI
☐	FII Sub Account Corporate/ Individual	FII SA
☐	Others (Please Specify)	OTH

7. PAYMENT DETAILS

PAYMENT OPTION : FULL PAY

Amount paid (₹ in figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE 'BIDDERS UNDERTAKING' AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE/ FIRST BIDDER

Date :

8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)

I/We authorize the SCSB to do all acts as are necessary to make the Application in the box

1)

2)

3)

BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)

TEAR HERE

LOGO

XYZ LIMITED

INITIAL PUBLIC ISSUE - NR

Acknowledgement Slip for Broker/SCSB/ DP/RTA

Bid cum Application Form No.

DPID / CLID

PAN of Sole / First Bidder

Amount paid (₹ in figures)

Bank & Branch

ASBA Bank A/c No.

Stamp & Signature of SCSB Branch

Received from Mr./Ms.

Telephone / Mobile

Email

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC ISSUE - NR

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Amount Paid (₹)			

Stamp & Signature of Broker / SCSB / DP / RTA

ASBA Bank A/c No.

Bank & Branch

Name of Sole / First Bidder

Acknowledgement Slip for Bidder

Bid cum Application Form No.

TEAR HERE

PLEASE FILL IN BLOCK LETTERS

4.1.1 FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/FIRST APPLICANT

Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

a) **Mandatory Fields:** Applicants should note that the name and address fields are compulsory and e-mail and/or telephone number/mobile number fields are optional. Applicants should note that the contact details mentioned in the Application Form may be used to dispatch communications(including letters notifying the unblocking of the bank accounts of \Applicants) in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Application Form may be used by the Issuer,

b) The Designated Intermediaries and the Registrar to the Offer only for correspondence(s) related to an Offer and for no other purposes.

c) **Joint Applications**: In the case of Joint Applications, the Applications should be made in the name of the Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Applicant would be required in the Bid cum Application Form/Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders All communications may be addressed to such Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

d) **Impersonation:** Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who:

- makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."

e) **Nomination Facility to Applicant:** Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Applicants should inform their respective DP.

6.1.2 FIELD NUMBER 2: PAN NUMBER OF SOLE FIRST APPLICANT

a) PAN (of the sole/ first Applicant) provided in the Application Form should be exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held as per the Depositories' records.

b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Applications on behalf of the Central or State Government, Applications by officials appointed by the courts and Applications by Applicants residing in Sikkim ("PAN Exempted Applicants"). Consequently, all Applicants, other than the PAN Exempted Applicants, are required to disclose their PAN in the Application Form, irrespective of the Application Amount. A Application Form without PAN, except in case of Exempted Applicants, is liable to be rejected. Applications by the Applicants whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.

c) The exemption for the PAN Exempted Applicants is subject to (a) the Demographic Details received from the respective Depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.

d) Application Forms which provide the General Index Register Number instead of PAN may be rejected.

e) Applications by Applicants whose demat accounts have been 'suspended for credit' are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as "Inactive demat accounts" and demographic details are not provided by depositories.

6.1.3 FIELD NUMBER 3: APPLICANTS DEPOSITORY ACCOUNT DETAILS

a) Applicants should ensure that DP ID and the Client ID are correctly filled in the Application Form. The DP ID and Client ID provided in the Application Form should match with the DP ID and Client ID available in the Depository database, **otherwise, the Application Form is liable to be rejected.**

b) Applicants should ensure that the beneficiary account provided in the Application Form is active.

c) Applicants should note that on the basis of DP ID and Client ID as provided in the Application Form, the Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Offer, any requested Demographic Details of the Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for unblocking of ASBA Account or for other correspondence(s) related to an Issue.

d) Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Applicants' sole risk.

6.1.4 FIELD NUMBER 4: APPLICATION DETAILS

a) The Issuer may mention Price in the Prospectus. However, a Prospectus registered with RoC contains one price.

b) Minimum and Maximum Application Size

i. For Retails Individual Applicants
The Application must be for a minimum of 160 equity shares. As the application price payable by the retail individual applicants cannot exceed Rs. 200000 they can make Application for only minimum Application size i.e for 160 equity shares.

ii. For Other Applicants (Non Institutional Applicants and QIBs):
The Application must be for a minimum of such number of equity shares such that the Application Amount exceeds Rs. 200000 and in multiples of 160 equity shares thereafter. An application cannot be submitted for more than the Offer 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 Offer Closing Date and is required to pay 100% QIB Margin upon submission of Application. In case of revision of Applications, the Non Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than Rs. 200000 for being considered for allocation in the Non Institutional Portion. Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of equity shares that can be held by them under prescribed law or regulation or as specified in this Prospectus.

c) **Multiple Applications:** An applicant should submit only one Application Form. Submission of a second Application Form to either the same or to the Designated Intermediaries and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.

d) Applicants are requested to note the following procedures may be followed by the Registrar to the Offer to detect multiple applications:

i. All applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds and PFI sub-accounts, applications bearing the same PAN may be treated as multiple applications by an Applicant and may be rejected.

ii. For applications from Mutual Funds and FPI sub-accounts, submitted under the same PAN, as well as Applications on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. In any such applications which have the same DP ID and Client ID, these may be treated as multiple applications and may be rejected.

e) The following applications may not be treated as multiple applications:

iv. Application by Reserved Categories in their respective reservation portion as well as that made by them in the Net Offer portion in public category.

v. Separate applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Application clearly indicates the scheme for which the application has been made.

vi. Application by Mutual Funds, and sub-accounts of FPIs (or FPIs and its sub-accounts) submitted with the same

PAN but with different beneficiary account numbers, Client IDs, and DP IDs.

6.1.5 FIELD NUMBER 5: CATEGORY OF APPLICANTS

a) The categories of Applicants identified as per the SEBI ICDR Regulations, 2009 for the purpose of Application, allocation and allotment in the Issue are RIIs, Individual applicants other than RIIs, and other investors (including corporate bodies or institutions, irrespective of the number of specified securities applied for).

b) An Issuer can make reservation for certain categories of Applicants as permitted under the SEBI (ICDR) Regulations, 2009. For details of any reservations made in the Offer, Applicants may refer to the Prospectus.

c) The SEBI ICDR Regulations, 2009, specify the allocation or allotment that may be made to various categories of Applicants in an Offer depending upon compliance with the eligibility conditions. For details pertaining to allocation and Offer specific details in relation to allocation Applicant may refer to the Prospectus.

6.1.6 FIELD NUMBER 6: INVESTOR STATUS

a) Each Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective allotment to it in the Offer is in compliance with the investment restrictions under applicable law.

b) Certain categories of Applicants, such as NRIs, FIIs, FPIs and FVCIs may not be allowed to Apply in the Offer or hold Equity Shares exceeding certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.

c) Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Application Form and Non-Resident Application Form.

d) Applicants should ensure that their investor status is updated in the Depository records.

6.1.7 FIELD NUMBER 7: PAYMENT DETAILS

a) All Applicants are required to use ASBA facility to block the full Amount (net of any Discount, as applicable) along-with the Application Form. If the Discount is applicable in the Offer, the RIIs should indicate the full Amount in the Application Form and the funds shall be blocked for Amount net of Discount. Only in cases where the Prospectus indicates that part payment may be made, such an option can be exercised by the Applicant.
b) All categories of investors can participate in the Offer only through ASBA mechanism.
c) Application Amount cannot be paid in cash, through money order or through postal order or through stock invest.

6.1.7.1 Payment instructions for Applicants

(a) Applicants may submit the Application Form either in physical mode or online mode to any Designated Intermediaries.

(b) Applicants should specify the Bank Account number in the Application Form. The application form submitted by an applicant and which is accompanied by cash, demand draft, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, may not be accepted.

(c) Applicant should ensure that the Application Form is also signed by the ASBA Account holder(s) if the Applicant is not the ASBA Account holder;

(d) Applicant shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.

(e) From one ASBA Account, a maximum of five Application Forms can be submitted.

(f) Applicants applying through a member of the Syndicate should ensure that the Application Form is submitted to a member of the Syndicate only at the Specified Locations. Applicants should also note that Application Forms submitted to the Syndicate at the Specified Locations may not be accepted by the member of the Syndicate if the SCSB where the ASBA Account, as specified in the Application Form, is maintained has not named at least one

branch at that location for the members of the Syndicate to deposit Application Forms (a list of such branches is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries).

(g) Applicants applying through a Registered Broker, RTA or CDP should note that Application Forms submitted to them may not be accepted, if the SCSB where the ASBA Account, as specified in Application Form, is maintained has not named at least one branch at that location for the Registered Brokers, RTA or CDP, as the case may be, to deposit Application Forms.

(h) ASBA Applicant applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.

(i) Upon receipt of Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form.

(j) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Application Amount mentioned in the Application Form may upload the details on the Stock Exchange Platform.

(k) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Applications on the Stock Exchange platform and such Applications are liable to be rejected.

(l) Upon submission of a completed Application Form each Applicant may be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount specified in the Application Form in the ASBA Account maintained with the SCSBs.

(m) The Application Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal or failure of the Offer, or until withdrawal or rejection of the Application, as the case may be.

(n) SCSBs applying in the Offer must apply through an Account maintained with any other SCSB; else their Application is liable to be rejected.

6.1.8 Unblocking of ASBA Account

a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Offer may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted, if any, against each Application, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Application, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, and (iv) details of rejected/ non allotment / partial allotment ASBA Application, if any, along with reasons for rejection and details of withdrawn or unsuccessful Application, if any, to enable the SCSBs to unblock the respective bank accounts.

b) On the basis of instructions from the Registrar to the Offer, the SCSBs may transfer the requisite amount against each successful Application to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.

In the event of withdrawal or rejection of the Application Form and for unsuccessful Application, the Registrar to the Offer may give instructions to the SCSB to unblock the Application Amount in the relevant ASBA Account within 6 Working Days of the Offer Closing Date.

4.1.8.1 Discount (if applicable)

a) The Discount is stated in absolute rupee terms.
b) RII, Employees and Retail Individual Shareholders are only eligible for discount. For Discounts offered in the Issue, Applicants may refer to the Prospectus.
c) For the Applicants entitled to the applicable Discount in the Offer the Application Amount less Discount (if applicable) shall be blocked.

4.1.8.2 Additional Instructions for NRIs

The Non-Resident Indians who intend to block funds in their Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians (non-repatriation basis). In the case of Application by NRIs applying on a repatriation basis, blocking of funds in their NRO account shall not be accepted.

4.1.9 FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS

a) Only the First Applicant is required to sign the Application Form. Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.
b) If the ASBA Account is held by a person or persons other than the Applicant, then the Signature of the ASBA Account holder(s) is also required.
c) In relation to the Applications, signature has to be correctly affixed in the authorization/undertaking box in the Application Form, or an authorization has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form.
d) Applicants must note that Application Form without signature of Applicant and /or ASBA Account holder is liable to be rejected.

4.1.10 ACKNOWLEDGEMENT AND FUTURE COMMUNICATION

Applicants should ensure that they receive the acknowledgment duly signed and stamped by the Designated Intermediary, as applicable, for submission of the Application Form.

a) All communications in connection with Applications made in the Offer should be addressed as under:
   i. In case of queries related to Allotment, non-receipt of Allotment Advice, credit of allotted equity shares, unblocking of funds, the Applicants should contact the Registrar to the Offer.
   ii. In case of Applications submitted to the Designated Branches of the SCSBs or Registered Brokers or Registered RTA/DP, the Applicants should contact the relevant Designated Branch of the SCSB or Registered Brokers or Registered RTA/DP, as the case maybe.
   iii. Applicant may contact the Company Secretary and Compliance Officer or LM(s) in case of any other complaints in relation to the Offer.

b) The following details (as applicable) should be quoted while making any queries -
   i. Full name of the sole or Applicant, Application Form number, Applicants' DP ID, Client ID, PAN, number of Equity Shares applied for, amount paid on application.
   ii. name and address of the Designated Intermediary, where the Application was submitted; or
   iii. In case of ASBA Applications, ASBA Account number in which the amount equivalent to the Application Amount was blocked.

For further details, Applicant may refer to the Prospectus and the Application Form.

4.2 INSTRUCTIONS FOR FILING THE REVISIONFORM

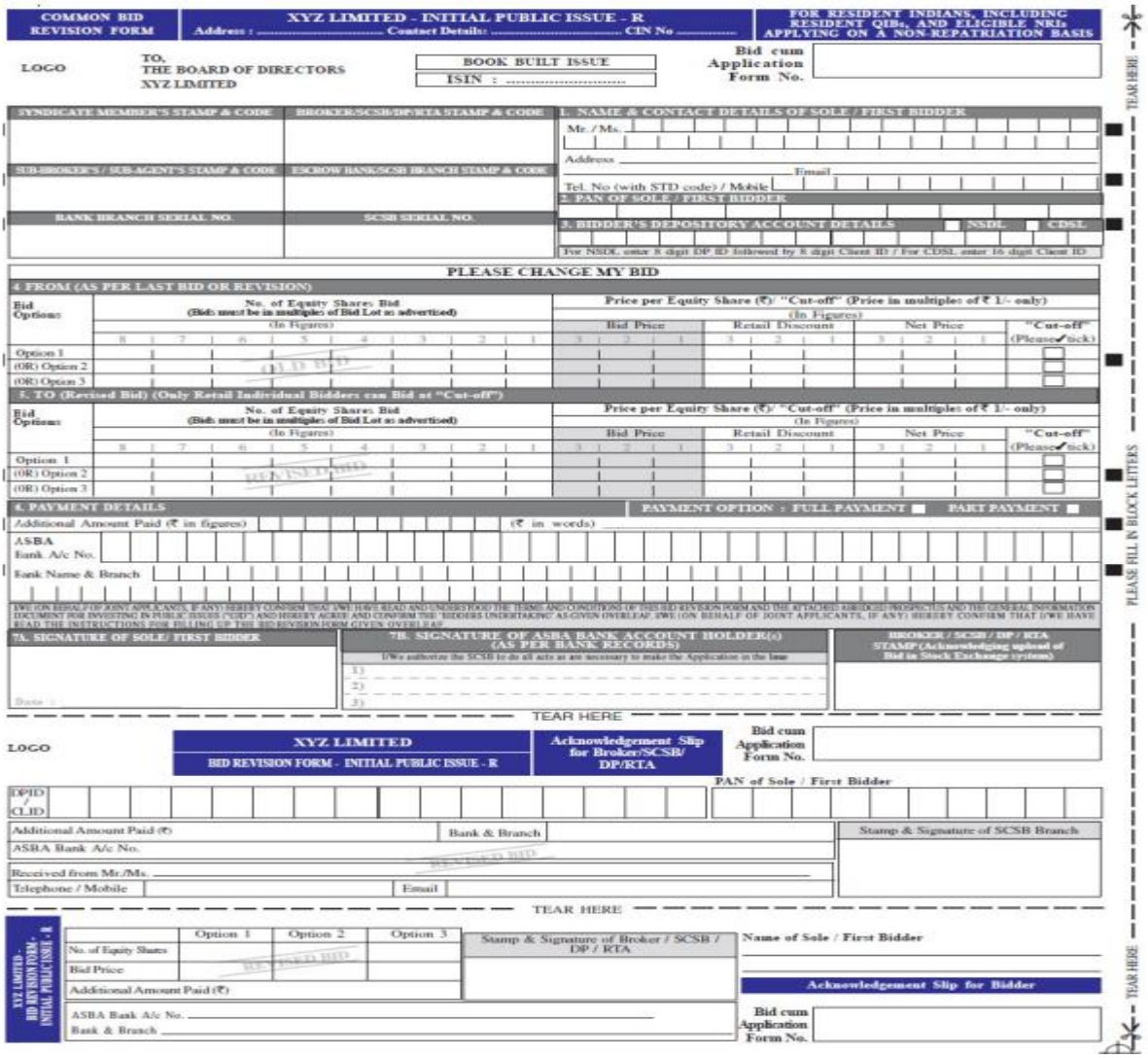
a) During the Offer Period, any Applicant (other than QIBs and NIIs, who can only revise their application upwards) who has registered his or her interest in the Equity Shares at a particular number of shares is free to revise number of shares applied using revision forms available separately.

b) RII may revise their applications till closure of the Offer period or withdraw their applications until finalization of allotment.

c) Revisions can be made in both the desired number of Equity Shares and the Bid Amount by using the Revision Form.

d) The Applicant can make this revision any number of times during the Offer Period. However, for any revision(s) in the Application, the Applicants will have to use the services of the same Designated Intermediary through which such Applicant had placed the original Application.

   A sample Revision form is reproduced below:


COMMON BID REVISION FORM

XYZ LIMITED - INITIAL PUBLIC ISSUE - R

Address : ..... Contact Details: ..... CIN No .....

FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs, AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

BOOK BUILT ISSUE
ISIN : .....

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE | BROKER/SCSB/DP/RTA STAMP & CODE

SUB-BROKER'S / SUB-AGENT'S STAMP & CODE | ESCROW BANK/SCSB BRANCH STAMP & CODE

BANK BRANCH SERIAL NO. | SCSB SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER

Mr. / Ms.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS NSDL CDSL

For NSDL, enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

PLEASE CHANGE MY BID

4 FROM (AS PER LAST BID OR REVISION)

Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures) Bid Price	Retail Discount	Net Price	"Cut-off" (Please✓tick)
Option 1					
(OR) Option 2					
(OR) Option 3					

5. TO (Revised Bid) (Only Retail Individual Bidders can Bid at "Cut-off")

Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures) Bid Price	Retail Discount	Net Price	"Cut-off" (Please✓tick)
Option 1					
(OR) Option 2					
(OR) Option 3					

6. PAYMENT DETAILS | PAYMENT OPTION : FULL PAYMENT PART PAYMENT

Additional Amount Paid (₹ in figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID REVISION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE "BIDDERS UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THIS BID REVISION FORM GIVEN OVERLEAF.

7A. SIGNATURE OF SOLE/ FIRST BIDDER

7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS)
(Who authorize the SCSB to do all acts as are necessary to make the Application in the Issue)
1)
2)
3)

BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)

TEAR HERE

LOGO

XYZ LIMITED
BID REVISION FORM - INITIAL PUBLIC ISSUE - R

Acknowledgement Slip for Broker/SCSB/ DP/RTA

Bid cum Application Form No.

DPID / CLID

PAN of Sole / First Bidder

Additional Amount Paid (₹)

Bank & Branch

ASBA Bank A/c No.

Stamp & Signature of SCSB Branch

Received from Mr./Ms.

Telephone / Mobile

Email

TEAR HERE

XYZ LIMITED - BID REVISION FORM - INITIAL PUBLIC ISSUE - R

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Additional Amount Paid (₹)			

Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Bidder

Acknowledgement Slip for Bidder

ASBA Bank A/c No.

Bank & Branch

Bid cum Application Form No.

TEAR HERE

PLEASE FILL IN BLOCK LETTERS

TEAR HERE

4.2.1 FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST APPLICANT, PAN OF SOLE/FIRST APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE APPLICANT

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.2.2 FIELD 4 & 5: APPLICATION OPTIONS REVISION 'FROM' AND 'TO'

a) Apart from mentioning the revised options in the Revision Form, the Applicant must also mention the details of the share applied for given in his or her Application Form or earlier Revision Form.

b) In case of revision of Applications by RIIs, Employees and Retail Individual Shareholders, such Applicants should ensure that the Application Amount, should not exceed ₹2,00,000/- due to revision and the application may be considered, subject to the eligibility, for allocation under the Non-Institutional Category.

4.2.3FIELD 6: PAYMENT DETAILS

a) Applicants are required to make payment of the full application along with the Revision Form.

b) Applicant may Issue instructions to block the revised amount in the ASBA Account, to the Designated Branch through whom such Applicant had placed the original Application to enable the relevant SCSB to block the additional Application Amount, if any.

4.2.4 FIELDS 7: SIGNATURES AND ACKNOWLEDGEMENTS

Applicants may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

4.3 SUBMISSION OF REVISION FORM/APPLICATION FORM

Applicants may submit completed application form / Revision Form in the following manner:-

Mode of Application	Submission of Application Form

Mode of Application	Submission of Application Form
All Investor Applications	To the Designated Intermediaries

The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode respectively

SECTION 5: ISSUE PROCEDURE IN FIXED PRICE ISSUE

5.1 Applicants may note that there is no Bid cum Application Form in a Fixed Price Issue.

As the Offer Price is mentioned in the Fixed Price Issue therefore on filing of the Prospectus with the RoC, the Application so submitted is considered as the application form. Applicants may only use the specified Application Form for the purpose of making an Application in terms of the Prospectus which may be submitted through Designated Intermediary.

Applicants may submit an Application Form either in physical/ electronic form to Designated Intermediaries or the Designated Branches of the SCSBs authorizing blocking of funds that are available in the bank account specified in the Application Form only ("ASBA Account"). The Application Form is also made available on the websites of the Stock Exchanges at least one day prior to the Offer Opening Date.

In a fixed price Issue, allocation in the net offer to the public category is made as follows: minimum fifty per cent to Retail Individual Investors; and remaining to (i) individual investors other than Retail Individual Investors; and (ii) other Applicants including corporate bodies or institutions, irrespective of the number of specified securities applied for. The unsubscribed portion in either of the categories specified above may be allocated to the Applicants in the other category.

5.2 GROUNDS FOR TECHNICAL REJECTIONS

Applicants are advised to note that the Applications are liable to be rejected, inter-alia, on the following technical grounds:-

- Amount paid does not tally with the amount payable for the Equity shares applied for;
- In case of partnership firms, Application for Equity Shares made in the name of the individual partners and no firm as such shall be entitled to apply.
- Application by persons not competent to contract under the Indian Contract Act, 1872, including minors, insane person.
- PAN not mentioned in the Application Form.
- GIR number furnished instead of PAN.
- Applications for lower number of Equity Shares than the minimum specified for that category of investors;
- Applications at a price other than the Fixed Price of the Issue;
- Applications for number of Equity Shares which are not in multiples of 160;
- 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, Offer Opening Date advertisement and Prospectus as per the instructions in the Prospectus and Application Forms;
- In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US person other than in reliance on Regulations 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 ₹. 200000 received after 3.00 pm on the Offer Closing date unless the extended time is permitted by BSE.
- Inadequate funds in the bank account to block the Application Amount specified in the Application

Form/Application Form at the time of blocking such Application Amount in the bank account;

- Where no confirmation is received from SCSB for blocking of funds;
- Applications by Applicants not submitted through ASBA process;
- Applications not uploaded on the terminals of the Stock Exchanges; and
- Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Application Form.
- Details of ASBA Account not provided in the Application form

For details of instructions in relation to the Application Form, Applicants may refer to the relevant section of GID.

APPLICANT SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGE BY THE BROKERS DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE APPLICATION FORM IS LIABLE TO BE REJECTED.

SECTION 6: ISSUE PROCEDURE IN BOOK BUILT ISSUE

This being the Fixed Price Offer this section is not applicable for this Offer.

SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

7.1 Basis of Allotment

Allotment will be made in consultation with BSE SME (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

a) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).

b) The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).

c) For applications where the proportionate allotment works out to less than 160 Equity Shares the allotment will be made as follows:
   i. Each successful applicant shall be allotted 160 Equity Shares;
   ii. The successful applicants out of the total applicants for that category shall be determined by the drawal of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.

d) If the proportionate allotment to an applicant works out to a number that is not a multiple of 160 Equity Shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of 160 Equity Shares subject to a minimum allotment of 160 Equity Shares.

e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the lower nearest multiple of 160 Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, upto 110% of the size of the offer specified under the Capital Structure mentioned in this Prospectus.

f) The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for Retail Individual applicants as described below:
   i. As per Regulation 43(4) of the SEBI (ICDR) Regulations, as the Retail Individual Investor category is entitled to more than fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.
   ii. Remaining to Individual applicants other than retail individual investors and Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;
   iii. The unsubscribed portion in either of the categories specified in (a) or (b) above may be available for allocation to the applicants in the other category, if so required.

'Retail Individual Investor' means an investor who applies for shares of value of not more than Rs. 2,00,000. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with SME Platform of BSE- SME.

The Executive Director / Managing Director of BSE - the Designated Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper

manner in accordance with the SEBI (ICDR) Regulations, 2009.

As per the RBI regulations, OCBs are not permitted to participate in the Issue. There is no reservation for Non Residents, NRIs, FPIs and foreign venture capital funds and all Non Residents, NRI, FPI and Foreign Venture Capital Funds applicants will be treated on the same basis with other categories for the purpose of allocation.

7.2 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

a) **Designated Date:** On the Designated Date, the SCSBs shall transfer the funds represented by allocation of Equity Shares into the Public Issue Account with the Bankers to the Offer.

b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. Applicants **are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Offer.**

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Applicants who have been Allotted Equity Shares in the Offer.

c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.

d) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) initiate corporate action for credit of shares to the successful Applicants Depository Account will be completed within 5 Working Days of the Offer Closing Date. The Issuer also ensures the credit of shares to the successful Applicant's depository account is completed within 5 Working Days of the Offer Closing Date,

SECTION 8: INTEREST AND REFUNDS

8.1 COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within 6 Working Days of the Offer Closing Date. The Registrar to the Offer may give instructions for credit to Equity Shares the beneficiary account with DPs, and dispatch the Allotment Advice within 6 Working Days of the Offer Closing Date.

8.2 GROUNDS FOR UNBLOCKING OF FUNDS

8.2.1 Non Receipt of Listing Permission

An Issuer makes an application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in Prospectus. The Designated Stock Exchange may be as disclosed in the Prospectus with which the Basis of Allotment may be finalized.

If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith initiate action to unblock the application amount from the Investors accounts.

If such money is not repaid within the eight days after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of eight days, be liable to repay the money, with interest at such rate, as prescribed under Section 73 of Companies Act, and disclosed in the Prospectus.

8.2.2 Minimum Subscription

This Offer is not restricted to any minimum subscription level. This Offer is 100% underwritten.

As per Section 39 of Companies Act, 2013 if the "stated minimum amount" has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our company does not receive the 100% subscription of the offer through the Offer Document including devolvement of underwriters, if any, within sixty (60) days from the date of closure of the Offer, our company shall forthwith unblock the entire application amount received. If there is a delay beyond eighty days after our company becomes liable to pay the amount, our company and every officer in default will, on and from the expiry of this period be jointly and severally liable to repay the money, with interest or other penalty as prescribed under SEBI Regulations, the Companies Act, 2013.

The minimum number of allottees in this Offer shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50 no allotment will be made pursuant to this Offer and the amounts in the ASBA Account shall be

unblocked within 6working days of closure of the Offer.
Further in accordance with Regulation 106(Q) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than Rs.100000/- (Rupees One Lakh) per application.
The equity shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance without the applicable laws of such jurisdiction.

8.2.3 MINIMUM NUMBER OF ALLOTTEES
The Issuer may ensure that the number of prospective allottees to whom Equity Shares may be allotted may not be less than 50 failing which the entire application monies may be unblocked forthwith.
8.3 Mode of Unblocking of Funds

Within 6 Working Days of the Offer Closing Date, the Registrar to the Offer may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Application and also for any excess amount blocked on Application.
8.3.1Mode of making refunds for Applicants
The Registrar to the Offer may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA applications or in the event of withdrawal or failure of the Offer.
8.4 Interest In Case Of Delay in Allotment
The Issuer may pay interest at the rate of 15% per annum if demat credits are not made to Applicants or instructions for unblocking of funds in the ASBA Account are not dispatched within the 6 Working days of the Offer Closing Date.
The Issuer may pay interest at 15% per annum for any delay beyond 6 working days from the Offer Closing Date, if Allotment is not made.

SECTION 9: GLOSSARY AND ABBREVIATIONS

Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document may have the meaning as provided below. References to any legislation, act or regulation may be to such legislation, act or regulation as amended from time to time.

Term	Description
Allotment/ Allot/ Allotted	The allotment of Equity Shares pursuant to the Issue to successful Applicants
Allottee	An Applicant to whom the Equity Shares are Allotted
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchanges
Application	An indication to make an offer during the Offer Period by a prospective pursuant to submission of Application Form or during the Anchor Investor Offer Period by the Anchor Investors, to subscribe for or purchase the Equity Shares of the Issuer at a price including all revisions and modifications thereto.
Application Form	The form in terms of which the Applicant should make an application for Allotment in case of issues other than Book Built Issues, includes Fixed Price Issue
Application Supported by Blocked Amount/ (ASBA)/ASBA	An application, whether physical or electronic, used by Applicants to make a Application authorizing an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB to the extent of the Application Amount of the ASBA Applicant
ASBA Application	An Application made by an ASBA Applicant
Applicant	Prospective Applicants in the Offer who apply through ASBA
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Applicants under the Offer
Bid	An indication to make an offer during the Offer Period by a prospective Applicant pursuant to submission of Application Form or during the Anchor Investor Issue Period by the Anchor Investors, to subscribe for or purchase the Equity Shares of the Issuer at a price within the Price Band, including all revisions and modifications thereto.
Issue/Offer Closing Date	The date after which the SCSBs may not accept any application for the Offer, which may be notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants may refer to the Prospectus for the Offer Closing Date

Term	Description
Issue/Offer Opening Date	The date on which the SCSBs may start accepting application for the Offer, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants may refer to the Prospectus for the Offer Opening Date
Issue/ Offer Period	Except in the case of Anchor Investors (if applicable), the period between the Offer Opening Date and the Offer Closing Date inclusive of both days and during which prospective Applicants (other than Anchor Investors) can submit their Application, inclusive of any revisions thereof. The Issuer may consider closing the Offer Period for QIBs one working day prior to the Offer Closing Date in accordance with the SEBI ICDR Regulations, 2009. Applicants may refer to the Prospectus for the Offer Period
Application Amount	The value indicated in the Application Form and payable by the Applicant upon submission of the Application (except for Anchor Investors), less discounts (if Applicable).
Application Form	The form in terms of which the Applicant should make an offer to subscribe for or purchase the Equity Shares and which may be considered as the application for Allotment for the purposes of the Prospectus, whether applying through the ASBA or otherwise.
Applicant	Any prospective investor (including an ASBA Applicant) who makes a Application pursuant to the terms of the Prospectus and the Application Form. In case of issues undertaken through the fixed price process, all references to a Applicant should be construed to mean an Applicant
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Applicants under the Offer
Bid	An indication to make an offer during the Offer Period by a prospective Applicant pursuant to submission of Application Form or during the Anchor Investor Issue Period by the Anchor Investors, to subscribe for or purchase the Equity Shares of the Issuer at a price within the Price Band, including all revisions and modifications thereto.
Issue/Offer Closing Date	The date after which the SCSBs may not accept any application for the Offer, which may be notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants may refer to the Prospectus for the Offer Closing Date
Issue/Offer Opening Date	The date on which the SCSBs may start accepting application for the Offer, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants may refer to the Prospectus for the Offer Opening Date
Issue/Offer Period	Except in the case of Anchor Investors (if applicable), the period between the Offer Opening Date and the Offer Closing Date inclusive of both days and during which prospective Applicants (other than Anchor Investors) can submit their Application, inclusive of any revisions thereof. The Issuer may consider closing the Offer Period for QIBs one working day prior to the Offer Closing Date in accordance with the SEBI ICDR Regulations, 2009. Applicants may refer to the Prospectus for the Offer Period
Application Amount	The value indicated in the Application Form and payable by the Applicant upon submission of the Application (except for Anchor Investors), less discounts (if applicable).
Application Form	The form in terms of which the Applicant should make an offer to subscribe for or purchase the Equity Shares and which may be considered as the application for Allotment for the purposes of the Prospectus, whether applying through the ASBA or otherwise.
Book Built Process/ Book Building Process/ Book Building Method	The book building process as provided under SEBI ICDR Regulations, 2009,
Broker Centres	Broker centres notified by the Stock Exchanges, where Applicants can submit the Application Form to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchanges.
Lead Manager/ LM	The Lead Manager to the Offer as disclosed in the Prospectus and the Application Form of the Issuer.
Business Day	Monday to Friday (except public holidays)

Term	Description
CAN/Confirmation of Allotment Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which may be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
DP	Depository Participant
DP ID	Depository Participant's Identification Number
Depositories	National Securities Depository Limited and Central Depository Services (India) Limited
Demographic Details	Details of the Applicants including the Applicant's address, name of the Applicant's father/husband, investor status, occupation and bank account details
Designated Branches	Such branches of the SCSBs which may collect the Application Forms used by the ASBA Applicants applying through the ASBA and a list of which is available on http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries.
Designated CDP Locations	Such locations of the CDPs where Applicant can submit the Application Forms to Collecting Depository Participants. 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.bsesme.com
Designated RTA Locations	Such locations of the RTAs where Applicant can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the websites of the Stock Exchange i.e. www.bsesme.com
Designated Date	The date on or after which funds are transferred by the SCSBs to the Public Issue Account of the Issuer.
Designated Stock Exchange	The designated stock exchange as disclosed in the Prospectus of the Issuer
Designated Intermediaries /Collecting Agent	Syndicate Members, Sub-Syndicate/Agents, SCSBs, Registered Brokers, Brokers, the CDPs and RTAs, who are authorized to collect Application Forms from the Applicants, in relation to the Offer
Discount	Discount to the Offer Price that may be provided to Applicants in accordance with the SEBI ICDR Regulations, 2009.
Prospectus	This Prospectus filed with SME platform of BSE Limited in case of Fixed Price Issues and which may mention a price.
Employees	Employees of an Issuer as defined under SEBI ICDR Regulations, 2009 and including, in case of a new company, persons in the permanent and full time employment of the promoting companies excluding the promoters and immediate relatives of the promoter. For further details Applicant may refer to the Prospectus
Equity Shares	Equity shares of the Issuer
FCNR Account	Foreign Currency Non-Resident Account
First Applicant	The Applicant whose name appears first in the Application Form or Revision Form
FII(s)	Foreign Institutional Investors as defined under the SEBI (Foreign Institutional Investors) Regulations, 1995 and registered with SEBI under applicable laws in India
Fixed Price Issue/Fixed Price Process/Fixed Price Method	The Fixed Price process as provided under SEBI ICDR Regulations, 2009, in terms of which the Issue is being made
FPIs	Foreign Portfolio Investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
FPO	Further public offering
Foreign Venture Capital Investors or FVCIs	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations, 2000
IPO	Initial public offering
Issue/Offer	Public Issue /Offer of Equity Shares of the Issuer including the Offer for Sale if applicable
Issuer/ Company	The Issuer proposing the initial public offering/further public offering as applicable

Term	Description
Issue/Offer Price	The final price, less discount (if applicable) at which the Equity Shares may be Allotted in terms of the Prospectus. The Issue Price may be decided by the Issuer in consultation with the Book Running Lead Manager(s)
Maximum RII Allottees	The maximum number of RIIs who can be allotted the minimum Application Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Application Lot.
MICR	Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
NRE Account	Non-Resident External Account
NRI	NRIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares
NRO Account	Non-Resident Ordinary Account
Net Issue	The Issue less reservation portion
Non-Institutional Investors or NIIs	All Applicants, including sub accounts of FIIs registered with SEBI which are foreign corporate or foreign individuals and FPIs which are Category III foreign portfolio investors, that are not QIBs or RIBs and who have Applied for Equity Shares for an amount of more than Rs. 200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Category	The portion of the Issue being such number of Equity Shares available for allocation to NIIs on a proportionate basis and as disclosed in the Prospectus and the Application Form
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FIIs, FPIs and FVCIs
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
Offer for Sale	Public offer of such number of Equity Shares as disclosed in the Prospectus through an offer for sale by the Selling Shareholder
Other Investors	Investors other than Retail Individual Investors in a Fixed Price Issue. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
PAN	Permanent Account Number allotted under the Income Tax Act, 1961
Pricing Date	The date on which the Issuer in consultation with the Book Running Lead Manager(s), finalize the Issue Price
Prospectus	The Prospectus to be filed with the RoC in accordance with Section 32 of the Companies Act, 2013 read with section 26 of Companies Act 2013 after the Pricing Date, containing the Issue Price, the size of the Issue and certain other information
Public Issue Account	An account opened with the Banker to the Issue to receive monies from the Escrow Account and from the ASBA Accounts on the Designated Date
QIB Category	The portion of the Issue being such number of Equity Shares to be Allotted to QIBs on a proportionate basis
Qualified Institutional Buyers or QIBs	As defined under SEBI ICDR Regulations, 2009
RTA	Registrar to the Offer and Share Transfer Agent
Registered Broker	Stock Brokers registered with the Stock Exchanges having nationwide terminals, other than the members of the Syndicate
Registrar to the Offer/RTI	The Registrar to the Offer as disclosed in the Prospectus and Application Form
Reserved Category/ Categories	Categories of persons eligible for making application/bidding under reservation portion
Reservation Portion	The portion of the Offer reserved for category of eligible Applicants as provided under the SEBI ICDR Regulations, 2009
Retail Individual Investors / RIIs	Investors who applies or bids for a value of not more than ₹ 200,000.

Term	Description
Retail Individual Shareholders	Shareholders of a listed Issuer who applies or bids for a value of not more than ₹ 200,000.
Retail Category	The portion of the Issue being such number of Equity Shares available for allocation to RIIs which shall not be less than the minimum bid lot, subject to availability in RII category and the remaining shares to be allotted on proportionate basis.
Revision Form	The form used by the Applicant in an issue through Book Building process to modify the quantity of Equity Shares and/or bid price indicates therein in any of their Application Forms or any previous Revision Form(s)
RoC	The Registrar of Companies
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992
SEBI ICDR Regulations, 2009	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
Self Certified Syndicate Bank(s) or SCSB(s)	A bank registered with SEBI, which offers the facility of ASBA and a list of which is available on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html
Specified Locations	Refer to definition of Broker Centers
Stock Exchanges/ SE	The stock exchanges as disclosed in the Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Issue are proposed to be listed
Syndicate	The Book Running Lead Manager(s) and the Syndicate Member
Syndicate Agreement	The agreement to be entered into among the Issuer, and the Syndicate in relation to collection of the Bids in this Issue (excluding Application from ASBA Applicants)
Syndicate Member(s)/SM	The Syndicate Member(s) as disclosed in the Prospectus
Underwriters	The Lead Manager(s)
Underwriting Agreement	The agreement dated entered into between the Underwriters and our company.
Working Day	Any day, other than 2nd and 4th Saturday of the month, Sundays or public holidays, on which commercial banks in India are open for business, provided however, with reference to announcement Offer Period, "Working Days" shall mean all days, excluding Saturdays, Sundays and public holidays, which are working days for commercial banks in India.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are FIPB and the RBI.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("***DIPP***"), issued the Consolidated FDI Policy, which with effect from May 12, 2015, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect as on May 12, 2015. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, the Consolidated FDI Policy will be valid until the DIPP issues an updated circular.

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 Consolidated FDI Policy and transfer does not attract the provisions of the SEBI Takeover Regulations; (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 the SEBI/ RBI.

As per the existing policy of the GoI, OCBs cannot participate in the Issue.

The Equity Shares have not been and will not be registered under the Securities Act or any state securities laws in the United States, and, unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws.

Accordingly, the Equity Shares are being offered and sold (a) in the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the Securities Act and referred to in this Prospectus as "U.S. QIBs" pursuant to the private placement exemption set out in Section 4(a)(2) of the Securities Act; for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Prospectus as "QIBs"), in transactions exempt from the registration requirements of the Securities Act and (b) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The above information is given for the benefit of the Bidders. 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. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION IX: MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

Capitalised terms used in this section have the meaning given to such terms in the Articles of Association of the Company. Pursuant to Schedule I of the Companies Act, 2013 and the SEBI (ICDR) Regulations, the main provisions of the Articles of Association of the Company are detailed below:

Interpretation

I. **1.** In these regulations—

(a) "the Act" means the Companies Act, 2013,

(b) "the seal" means the common seal of the company.

2. Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

II. ***Share capital and variation of rights***

1. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.

2. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,—

(a) One certificate for all his shares without payment of any charges; or

(b) Several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

(ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.

(iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

3. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

(ii) The provisions of Articles (2) and (3) shall *mutatis mutandis* apply to debentures of the company.

4. Except as required by law, no person shall be recognized by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

5. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made there under.

(ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.

(iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

6. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

8. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the Offer of the shares may, by special resolution, determine.

III. Lien

9. (i) The company shall have a first and paramount lien—

(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

(b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

(ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

10. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien :

Provided that no sale shall be made—

(a) Unless a sum in respect of which the lien exists is presently payable; or

(b) Until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

11. (i) To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof.

(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

12. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

IV. Calls on shares

13. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

    Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

    (ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

    (iii) A call may be revoked or postponed at the discretion of the Board.

14. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.

15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

16. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.

    (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

17. (i) Any sum which by the terms of Offer of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of Offer such sum becomes payable.

    (ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

18. The Board—

    (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

    (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance.

V. Transfer of shares

19. (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

    (ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

20. The Board may, subject to the right of appeal conferred by section 58 declines to register—

    (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or

    (b) any transfer of shares on which the company has a lien.

21. The Board may decline to recognize any instrument of transfer unless—

(a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;

(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(c) the instrument of transfer is in respect of only one class of shares.

22. On giving not less than seven days' previous notice in accordance with section 91 and rules made there under, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine: Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

VI. Transmission of shares

23. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the company as having any title to his interest in the shares.

(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

24. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—

(a) to be registered himself as holder of the share; or

(b) to make such transfer of the share as the deceased or insolvent member could have made.

(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

25. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

26. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

27. In case of a One Person Company—

(i) on the death of the sole member, the person nominated by such member shall be the person recognized by the company as having title to all the shares of the member;

(ii) the nominee on becoming entitled to such shares in case of the member's death shall be informed of such event by the Board of the company;

(iii) such nominee shall be entitled to the same dividends and other rights and liabilities to which such sole member of the company was entitled or liable;

(iv) on becoming member, such nominee shall nominate any other person with the prior written consent of such person who, shall in the event of the death of the member, become the member of the company.

VII. Forfeiture of shares

28. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.

29. The notice aforesaid shall—

(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

30. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

31. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

32. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.

(ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

33. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;

(ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;

(iii) The transferee shall thereupon be registered as the holder of the share; and

(iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

34. The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

VIII. Alteration of capital

35. 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.

36. Subject to the provisions of section 61, the company may, by ordinary resolution,—

(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;

(c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;

(d) 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.

37. Where shares are converted into stock,—

(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

(c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.

38. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorized and consent required by law,—

(a) its share capital;

(b) any capital redemption reserve account; or

(c) any share premium account.

IX. Capitalization of profits

39. (i) The company in general meeting may, upon the recommendation of the Board, resolve—

(a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and

(b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause

(iii) either in or towards—

(A) paying up any amounts for the time being unpaid on any shares held by such members respectively;

(B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;

(C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);

(D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;

(E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

40. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

(a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares if any; and

(b) generally do all acts and things required to give effect thereto.

(ii) The Board shall have power—

(a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable infractions; and

(b) to authorize any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalization, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalized, of the amount or any part of the amounts remaining unpaid on their existing shares;

(iii) Any agreement made under such authority shall be effective and binding on such members.

X. Buy-back of shares

41. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

XI. General meetings

42. All general meetings other than annual general meeting shall be called extraordinary general meeting.

43. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.

(ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

XII. Proceedings at general meetings

44. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

45. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

46. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

47. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

48. In case of a One Person Company—

(i) the resolution required to be passed at the general meetings of the company shall be deemed to have been passed if the resolution is agreed upon by the sole member and communicated to the company and entered in the minutes book maintained under section 118;

(ii) such minutes book shall be signed and dated by the member;

(iii) the resolution shall become effective from the date of signing such minutes by the sole member.

XIII. Adjournment of meeting

49. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

XIV. Voting rights

50. Subject to any rights or restrictions for the time being attached to any class or classes of shares—

(a) on a show of hands, every member present in person shall have one vote; and

(b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

51. Member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

52. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

53. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

54. Any business other than that upon which a poll has been demanded may be preceded with, pending the taking of the poll.

55. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

56. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

XV. Proxy

57. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

58. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

59. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

XVI. Board of Directors

60. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them.

61. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other exp expenses properly incurred by them—

(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or

(b) in connection with the business of the company.

62. The Board may pay all expenses incurred in getting up and registering the company.

63. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may thinks fit respecting the keeping of any such register.

64. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

65. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

66. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.

(ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

XVII. Proceedings of the Board

67. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

68. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

(ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

69. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.

70. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.

71. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

72. (i) A committee may elect a Chairperson of its meetings.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

73. (i) A committee may meet and adjourn as it thinks fit.

(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

74. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly pointed and was qualified to be a director.

75. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

76. In case of a One Person Company—

(i) where the company is having only one director, all the businesses to be transacted at the meeting of the Board shall be entered into minutes book maintained under section 118;

(ii) such minutes book shall be signed and dated by the director;

(iii) the resolution shall become effective from the date of signing such minutes by the director.

I. Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

77. 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 thinks fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

78. A provision of the Act or these regulations 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.

XIX. The Seal

79. (i) The Board shall provide for the safe custody of the seal.

(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

XX. Dividends and Reserve

80. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

81. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.

82. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit.

(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

83. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

(iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

84. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

85. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

86. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

87. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

88. No dividend shall bear interest against the company.

XXI. Accounts

89. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.

(ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorized by the Board or by the company in general meeting.

XXII. Winding up

90. Subject to the provisions of Chapter XX of the Act and rules made there under—

(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

XXIII. Indemnity

91. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

SECTION X: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date 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 have been attached to the copy of the Prospectus delivered to the RoC for registration, and also the documents for inspection referred to hereunder, may be inspected at our Registered Office at 10/1D Lal Bazar Street Mercantile Building Kolkata- 700001, West Bengal, India, from 10.00 am to 5.00 pm on Working Days from Application/Offer Opening Date until the Application/Offer Closing Date.

A **Material Contracts to the Offer**

1. Memorandum of Understanding dated January 29, 2018 entered into among our Company, the Selling Shareholders and the Lead Manager.

2. Memorandum of Understanding dated February 16, 2018, entered into among our Company, the Selling Shareholders and the Registrar to the Offer.

3. Tripartite Agreement dated February 15,2018 entered into among our Company, NSDL and the Registrar to the Offer.

4. Tripartite Agreement dated February 20, 2018 entered into among our Company, CDSL and the Registrar to the Offer.

5. Banker to the offer Agreement dated February 20, 2018 among our Company, the LM, Banker to the offer and the Registrar to the offer.

6. Market Making Agreement dated February 19, 2018 between our Company, the Lead Manager and the Market Maker.

7. Underwriting Agreement dated February 19, 2018, between our Company, the Lead Manager and the Underwriter.

B Material Documents

1. Certified copies of the Memorandum of Association and Articles of Association of our Company.

2. Certificate of incorporation dated June 08, 1995 issued by the Registrar of Companies, West Bengal, Kolkata, a fresh certificate of incorporation dated August 13, 1999 issued by the Registrar of Companies, West Bengal, Kolkata pursuant to conversion of our Company to public limited company.

3. Resolution of the Board of Directors of our Company and Equity Shareholders of our Company dated December 18, 2018 and January 22, 2018, respectively, authorizing the Offer and other related matters.

4. Resolution of the Board of Directors of our Company dated February 21,2018 approving the Prospectus and amendments thereto.

5. Resolutions of the Shareholders of our Company dated January 22, 2018 appointing as the Managing Director of our Company.

6. Copies of the annual reports of our Company for the five (5) fiscals immediately preceding the date of this Prospectus i.e. for the year ended March 31, 2017, 2016, 2015, 2014, 2013 and for the period ended 31st December, 2017.

7. Auditor's report for Restated Financials dated February 20, 2018 included in this Prospectus.

8. Copy of Statement of tax benefits dated February 20, 2018 from the Statutory Auditor included in this Prospectus.

9. Consent of the Auditor, February 1, 2018, to include its name as required under Section 26(1) (a)(v) of the Companies Act 2013 in this Prospectus and as an expert, as defined under Section 2(38) of the Companies Act 2013, in relation to their audit report dated February 20, 2018on our restated financial information and the statement of tax benefits in the form and context in which it appears in this Prospectus.

10. Consent of Bankers to our Company, the Banker to the Offer, the Lead Manager, Registrar to the Offer, Legal counsel, Directors of our Company, Chief Financial Officer and Company Secretary and Compliance Officer, Market Makers and Underwriters as referred to act, in their respective capacities.

11. In-principle listing approval dated February 27, 2018 from the BSE for listing the Equity Shares on the SME Platform of BSE and to include their name in the Prospectus.

Any of the contracts or documents mentioned in this Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders, subject to compliance with the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements in this Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Mr. Vivek Agarwal Sd/- *Chairman, Non-Executive & Non -Independent Director*	**Mr. Sanjay Kumar Shroff** Sd/- *Manging Director*
Mr. Tapas Kumar Maity Sd/- *Whole Time Director*	**Ms. Kirti Kothari** Sd/- *Additional Independent Director*
Mr. Adrish Ray *Additional Independent Director*	**Mr. Tarit Kumar Bhaumik** *Additional Independent Director*

SIGNED BY CHIEF FINANCIAL OFFICER (CFO): **Mr Kunal Agarwal** Sd/-	**SIGNED BY COMPANY SECRETARY (CS):** **Mr Anupam Jain** Sd/-

Date: February 27, 2018
Place: Kolkata, West Bengal.

DECLARATION

I Vivek Agarwal certify that all statements and undertakings made by it in this Prospectus about or in relation to itself and the Equity Shares offered by it in the Offer for Sale are true and correct. I assume no responsibility for any other statements in this Prospectus.

Signed by the Selling Shareholder

Sd/

Date: February 27, 2018
Place: Kolkata, West Bengal.

DECLARATION

I Lakshmendra Kumar Agarwal certify that all statements and undertakings made by it in this Prospectus about or in relation to itself and the Equity Shares offered by it in the Offer for Sale are true and correct. I assume no responsibility for any other statements in this Prospectus.

Signed by the Selling Shareholder

Sd/

Date: February 27, 2018
Place: Kolkata, West Bengal.