Prospectus
Dated: May 11, 2017
Please read Section 26 of Companies Act, 2013
100% Fixed Price Issue

SHRI RAM SWITCHGEARS LIMITED

Our Company was incorporated as Shri Ram Switchgears Private Limited under the provisions of the Companies Act, 1956 vide certificate of incorporation dated September 06, 1985 in Madhya Pradesh. Subsequently, the name of the company was changed to Shri Ram Switchgears Limited pursuant to conversion into a public company vide Shareholders' approval on December 14, 2016 and fresh certificate of incorporation dated January 03, 2017. The Corporate Identification Number of Our Company is U31200MP1985PLC003026. For details of change in registered office of our Company please refer to chapter titled "Our History and Certain Other Corporate Matters" beginning on page 136 of this Prospectus.

Registered Office: Shri Ram Bhawan, Goushala Road, Ratlam, Madhya Pradesh - 457001
Tel No.: +91 7412 235554; **Fax No.:** +91 7412 231095; **E-mail:** info@shriramswitchgears.com;
Website: www.shriramswitchgears.com
Contact Person: Mr. Naresh Kumar Jhalani

Promoters of our Company: Mr. Nilesh Kumar Jhalani, Mr. Rohit Kumar Jhalani and Mr. Devraj Jhalani

THE ISSUE

PUBLIC ISSUE OF 26,70,000 EQUITY SHARES OF FACE VALUE OF Rs. 10/- EACH FULLY PAID UP OF SHRI RAM SWITCHGEARS LIMITED ("SHRIRAM" OR "SRSL" OR THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF Rs. 19/- PER EQUITY SHARE (THE "ISSUE PRICE") (INCLUDING SHARE PREMIUM OF Rs. 9/- PER EQUITY SHARE) AGGREGATING Rs. 507.30 LAKHS (THE "ISSUE") BY OUR COMPANY, OF WHICH 1,38,000 EQUITY SHARES OF FACE VALUE OF Rs. 10/- EACH FULLY PAID UP WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE ("MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 25,32,000 EQUITY SHARES OF FACE VALUE OF Rs. 10/- EACH FULLY PAID UP IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.67% AND 25.29% RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF THE COMPANY.

THE FACE VALUE OF THE EQUITY SHARES IS Rs. 10/- EACH. THE ISSUE PRICE IS RS. 19/-. THE ISSUE PRICE IS 1.90 TIMES THE FACE VALUE.

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

For further details please refer to "Section VII - Issue Information" beginning on Page 238 of this Prospectus.

All potential investors shall participate in the Issue through Application Supported by Blocked Amount ("ASBA") process providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to "Issue Procedure" on page 244 of this Prospectus.

RISK IN RELATION TO THE FIRST ISSUE

This being the first issue of Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is Rs. 10/- and the Issue Price is 1.90 times of the face value. The Issue Price (as determined and justified by the Company and the Lead Manager as stated under chapter titled "Basis for Issue Price" beginning on page 96 of this Prospectus) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares of our Company or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the Risk Factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI") nor does SEBI guarantee the accuracy or adequacy of this Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" on page 19 of this Prospectus.

COMPANY'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus contains all information with regard to our Company and the Issue, which is material in the context of this Issue; that the information contained in this Prospectus is true and correct in all material aspects and is not misleading in any material respect; that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

The Equity Shares offered through this Prospectus are proposed to be listed on the NSE Emerge Platform. Our Company has received an in-principle approval letter dated February 09, 2017 from NSE for using its name in this offer document for listing of our Equity Shares on the NSE Emerge Platform. For the purpose of this Issue, the Designated Stock Exchange will be the National Stock Exchange of India Limited ("NSE").

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
SARTHI CAPITAL ADVISORS PRIVATE LIMITED Unit No. 411, 4th Floor, Pratap Bhawan, 5, Bahadurshah Zafar Marg, New Delhi – 110002 **Tel:** (011) 23739425/26/27 **Fax:** (011) 23739424 **Investor Grievance Email:** ipo@sarthiwm.in **Website:** www.sarthi.in **Contact Person:** Mr. Anand Lakhotia **SEBI Registration No.:** INM000012011	**BIGSHARE SERVICES PRIVATE LIMITED** E2 Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri East, Mumbai- 400072 **Tel:** +91 22 40430200 **Fax:** +91 22 28475207 **Email:** ipo@bigshareonline.com **Website:** www.bigshareonline.com **Contact Person:** Mr. Srinivas Dornala **SEBI Registration No:** INR000001385

ISSUE PROGRAMME

ISSUE OPENS ON: MAY 25, 2017	ISSUE CLOSES ON: MAY 30, 2017

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The Equity Shares have not been and will not be registered under the U.S Securities Act of 1933, as amended (U.S. 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), except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transaction in reliance on Regulation S under the U.S Securities Act and the applicable laws of the jurisdiction where those offers and sale 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 application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

SECTION – I GENERAL INFORMATION

DEFINITIONS AND ABBREVIATIONS

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

Company Related Terms

Term	Description
Articles or Articles of Association or AOA	The articles of association of our Company, as amended from time to time
Auditor or Statutory Auditor	The Auditor of the Company being M/s KVNG & Associates, Chartered Accountants, having their office at 55, Murai Mohalla, Sanyogitaganj, Indore, Madhya Pradesh - 452001
Bankers to our Company	Lead Banker :- UCO Bank Consortium Bankers :- Oriental Bank of Commerce, Bank of Maharashtra and IDBI Bank Ltd
"Board" or "Board of Directors" or "our Board"	The Board of Directors of our Company, as duly constituted from time to time, or committee(s) thereof
Company Secretary and Compliance Officer	Ms. Garima Mahalaha
Director(s)	The Director(s) of our Company, unless otherwise specified
Equity Shares	Equity Shares of our Company of face value of Rs.10/-each
Equity Shareholders	Persons holding equity shares of our Company
Group Companies	Companies which are covered under the applicable accounting standards and other companies as considered material by our Board, and disclosed in the chapter titled "Our Group Entities" beginning on page 166 of this Prospectus.
Memorandum of Association or Memorandum or MOA	The Memorandum of Association of our Company, as amended from time to time.
"Promoters" or "our Promoters"	Promoters of our company being Mr. Nilesh Kumar Jhalani, Mr. Rohit Kumar Jhalani and Mr. Devraj Jhalani
Promoter Group	Includes such persons and entities constituting our promoter group in terms of Regulation 2(zb) of the SEBI (ICDR) Regulations and a list of which is provided in the chapter titled "Our Promoter and Promoter Group" beginning on page 162 of this Prospectus.
Registered Office	The Registered Office of our Company located at Shri Ram Bhawan, Goushala Road, Ratlam, Madhya Pradesh - 457001

RoC	Registrar of Companies, Gwalior, Madhya Pradesh
"Shri Ram Switchgears Limited", or "SRIRAM", or "SRSL" or "the Company", or "our Company" or "we", "us", or "our" and the "Issuer Company".	Shri Ram Switchgears Limited, a public limited company incorporated under the provisions of the Companies Act, 1956.

Issue Related Terms

Term	Description
Allocation / Allocation of Equity Shares	The Allocation of Equity Shares of our Company pursuant to Fresh Issue of Equity Shares to the successful Applicants
Allotment/ Allot/ Allotted	Issue an allotment of Equity Shares of our Company pursuant to Fresh Issue of the Equity Shares to the successful Applicants
Allottee(s)	Successful Applicants to whom Equity Shares of our Company shall have been allotted
Applicant	Any prospective investor who makes an application for Equity Shares of our Company in terms of this Prospectus.
Application Amount	The amount at which the Applicant makes an application for Equity Shares of our Company in terms of this Prospectus.
Application Form	The Form in terms of which the prospective investors shall apply for our Equity Shares in the Issue.
ASBA/ Application Supported by Blocked Amount.	Applications Supported by Blocked Amount (ASBA) means an application for Subscribing to the Issue containing an authorization to block the application money in a bank account maintained with SCSB.
ASBA Account	Account maintained with SCSBs which will be blocked by such SCSBs to the extent of the Application Amount.
ASBA Application Location(s)/ Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs, namelyMumbai, New Delhi, Chennai, Kolkata, Ahmedabad, Rajkot, Bangalore, Hyderabad, Pune, Baroda and Surat.
ASBA Investor/ASBA applicant	Any prospective investor(s)/applicants(s) in this Issue who apply (ies) through the ASBA process.
Banker(s) to the Issue/ Public Issue Bank(s).	The banks which are clearing members and registered with SEBI as Banker to an Issue with whom the Public Issue Account will be opened and in this case being Axis Bank Limited.
Basis of Allotment	The basis on which Equity Shares will be Allotted to the successful Applicants under the Issue and which is described under chapter titled "*Issue Procedure*" beginning on page 244 of this Prospectus.

Term	Description
Controlling Branch	Such branch of the SCSBs which coordinate Applications under this Issue by the ASBA Applicants with the Registrar to the Issue and the Stock Exchange and a list of which is available at http://www.sebi.gov.in, or at such other website as may be prescribed by SEBI from time to time.
Demographic Details	The demographic details of the Applicants such as their address, PAN, occupation and bank account details.
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996.
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Forms from the ASBA Applicants and a list of which is available at www.sebi.gov.in, or at such other website as may be prescribed by SEBI from time to time.
Designated Date	The date on which funds are transferred from the amount blocked by the SCSBs is transferred from the ASBA Account to the Public Issue Account, as appropriate, after the Issue is closed, following which the Equity Shares shall be allotted/transfer to the successful Applicants.
Designated Stock Exchange	National Stock Exchange of India Limited (Emerge Platform)
Draft Prospectus	The Draft Prospectus issued in accordance with section 26 of the Companies Act, 2013 and filed with the NSE under SEBI (ICDR) Regulations.
Eligible NRIs	NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom this Prospectus constitutes an invitation to subscribe to the Equity Shares offered herein.
Emerge Platform of NSE	The Emerge Platform of NSE for listing of Equity Shares offered under Chapter XB of the SEBI (ICDR) Regulations which was approved by SEBI as an NSE Emerge on October 14, 2011.
Public Issue Account(s)	Account(s) opened with the Public Issue Bank/Banker to the Issue for the Issue.
Public Issue Account Agreement	Agreement entered into by our Company, the Registrar to the Issue, the Lead Manager, and the Public Issue Bank/Banker to the Issue for collection of the Application Amounts.
First/ Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form.
Issue/ Issue Size/ Initial Public Issue/ Initial Public Offer/ Initial Public Offering/ IPO	Public Issue of 26,70,000 Equity Shares of face value of Rs. 10/- each fully paid of Shri Ram Switchgears Limited for cash at a price of Rs.19/- per Equity Share (including a premium of Rs. 9/-per Equity Share) aggregating Rs. 507.30 Lakhs.

Term	Description
Issue Agreement	The agreement dated January 07, 2017, between our Company and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Closing Date	The date on which Issue closes for subscription
Issue Opening Date	The date on which Issue opens for subscription
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both the days during which prospective Investors may submit their application.
Issue Price	The price at which the Equity Shares are being issued by our Company under this Prospectus being Rs. 19/- per Equity Share of face value of Rs.10/-each fully paid
Issue Proceeds	Proceeds from the fresh Issue that will be available to our Company, being Rs. 507.30 Lakhs
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the NSE Emerge Platform.
Lead Manager/ LM	Lead Manager to the Issue in this case being Sarthi Capital Advisors Private Limited, SEBI Registered Category I Merchant Banker.
Market Making Agreement	Market Making Agreement dated January 07, 2017 between our Company, LM and Market Maker
Market Maker	Market Maker appointed by our Company from time to time, in this case being Choice Equity Broking Limited, who has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for any other period as may be notified by SEBI from time to time.
Market Maker Reservation Portion	The Reserved Portion of 1,38,000 Equity Shares of face value of Rs.10/-each fully paid for cash at a price of Rs. 19/- per Equity Share aggregating Rs. 26.22 Lakhs for the Market Maker in this Issue.
Mutual Fund(s)	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
NIF	National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of Government of India published in the Gazette of India
Net Issue	The Issue excluding the Market Maker Reservation Portion of 25,32,000 Equity Shares of face value of Rs. 10/- each fully paid for cash at a price of Rs. 19/- Equity Share aggregating Rs. 481.08 Lakhs by our Company.

Term	Description
Net Proceeds	The Issue Proceeds, less the Issue related expenses, received by the Company. For further information about use of the Issue Proceeds and the Issue expenses, please refer to the chapter titled "Objects of the Issue" beginning on page 91 of this Prospectus.
Non-Institutional Investors	All Applicants that are not Qualified Institutional Buyers or Retail Individual Investors and who have Applied for Equity Shares for an amount more than Rs. 2,00,000.
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 as defined under the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time. OCBs are not allowed to invest in this Issue.
Payment through electronic transfer of funds	Payment through NECS, NEFT or Direct Credit, as applicable.
Person/Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Prospectus	The Prospectus, filed with RoC containing, *interalia,* the issue opening and closing dates and other information.
Public Issue Account	Account opened with the Banker to the Issue/Public Issue Bank i.e. Axis Bank Limited by our Company to receive monies from SCSBs from the bank accounts of the ASBA Applicants on the Designated Date.
Qualified Institutional Buyers or QIBs	QIBs, as defined under the SEBI ICDR Regulations, including public financial institutions as specified in Section 2(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 Rs. 2,500 lakhs, pension fund with minimum corpus of Rs. 2,500 lakhs, NIF, 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.

Term	Description
Refund Account (s)	Account(s) to which monies to be refunded to the Applicants shall be transferred from the Public Issue Account in case listing of the Equity Shares does not occur
Refund Bank(s) / Refund Banker(s)	Bank(s) which is / are clearing member(s) and registered with the SEBI as Bankers to the Issue at which the Refund Accounts will be opened in case listing of the Equity Shares does not occur, in this case being Axis Bank Limited.
Registrar /Registrar to the Issue	Registrar to the Issue, in this case being Bigshare Services Private Limited having registered office at E2, Ansa Industrial Estate, Saki Vihar Road, Sakinaka, Mumbai– 400072.
Retail Individual Investor	Individual Applicants, or minors applying through their natural guardians, including HUFs (applying through their *Karta*) and ASBA Applicants, who apply for an amount less than or equal to Rs. 2,00,000.
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares in any of their Application Forms or any previous Revision Form(s).
SCSB/ Self Certified Syndicate Banker.	Shall mean a Banker to an Issue registered under SEBI (Bankers to an Issue) Regulations, 1994, as amended from time to time, and which offer the service of making Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes& intmId=34, or at such other website as may be prescribed by SEBI from time to time.
Underwriters	Sarthi Capital Advisors Private Limited.
Underwriting Agreement	The agreement dated January 07, 2017 entered into between the Underwriter and our Company.
Working Day	Unless the context otherwise requires: Working Days shall be all trading days of stock exchange excluding Sundays and bank holidays in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016.

Technical and Industry Terms

Term	Description
AB Cable	Aerial Bunch Cable
ACB Boxes	Air Circuit Breaker Boxes
AMP	Ampere
CNC	Computer Numerical Control
CRGO	Cold-Rolled Grain Oriented
EHV	Extra High Voltage
EPC	Engineering, Procurement, and Construction
HP	Horse Power
HRC	High Rupturing Capacity
HT	High Tension
HV	High Voltage
KV	Kilo Volt
KVA	Kilo Volt Ampere
LT	Low Tension
LV	Low Voltage
MCB	Main Circuit Breaker
MCCB	Moulded Case Circuit Breaker
MT	Metric Tonne
MVA	Mega Volt Ampere
SMC	Sheet Moulding Compound

Conventional and General Terms/ Abbreviations

Term	Description
A/C	Account
Act	The Companies Act, 1956 as amended from time to time, including sections of Companies Act, 2013 wherever notified by the Central Government.
AGM	Annual General Meeting
Articles	Articles of Association of the Company as originally framed or as altered from time to time in pursuance of any previous companies law or of this Act
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India.
A.Y.	Assessment Year
ASBA	Applications Supported by Blocked Amount
B.Com	Bachelors Degree in Commerce
BIFR	Board for Industrial and Financial Reconstruction
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CESTAT	Customs, Excise and Service Tax Appellate Tribunal
CENVAT	Central Value Added Tax
CIN	Corporate Identification Number
Companies Act	Companies Act, 1956 as amended from time to time, including sections of Companies Act, 2013 wherever notified by the Central Government.
CSO	Central Statistical Organisation
Depositories	NSDL and CDSL; Depositories registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time.
Depositories Act	The Depositories Act, 1996, as amended from time to time.
DIN	Director Identification Number
DP	Depository Participant
DP ID	Depository Participant's Identity
DB	Designated Branch

EBIDTA	Earnings before Interest, Depreciation, Tax, Amortization and extraordinary items.
ECS	Electronic Clearing Services
EGM	Extraordinary General Meeting
ESIC	Employee State Insurance Corporation
ESOP	Employee Stock Option Plan
EPS	Earnings per Share
FDI	Foreign Direct Investment
FCNR Account	Foreign Currency Non-Resident Account
FEMA	Foreign Exchange Management Act, as amended from time to time and the regulations framed there under.
FEMA Regulations	FEMA (Transfer or Issue of Security by Person Resident Outside India) Regulations, 2000 and amendments thereto.
FII(s)	Foreign Institutional Investors
FIs	Financial Institutions
FIPB	The Foreign Investment Promotion Board, Ministry of Finance, Government of India.
FV	Face Value
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000.
F.Y	Financial Year
GAAP	Generally Accepted Accounting Principles
GDP	Gross Domestic Product
GOI	Government of India.
HNI	High Net worth Individual
HUF	Hindu Undivided Family
ICDR Regulations/ SEBI Regulations/ SEBI (ICDR) Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time.
Indian GAAP	Generally accepted accounting principles in India.

ICAI	Institute of Chartered Accountants of India
ICSI	Institute of Company Secretaries of India
IFRS	International financial reporting standards.
Ind AS	Indian Accounting Standards
IPC	Indian Penal Code
IPO	Initial Public Offering
IPR	Intellectual Property Right
IT	Information Technology
IT Act	The Income-tax Act, 1961 as amended from time to time except as stated otherwise.
IT Rules	The Income-tax Rules, 1962, as amended from time to time
INR	Indian National Rupee
JV	Joint venture
KMP	The officers declared as a Key Managerial Personnel and as mentioned in the chapter titled "*Our Management*" beginning on page 148 of this Prospectus.
Ltd.	Limited
MBA	Master in Business Administration
M.Com	Master Degree in Commerce
MD	Managing Director
MoU	Memorandum of Understanding
MNC	Multinational corporation
N/A or NA	Not Applicable
NAV	Net Asset Value
NECS	National Electronic Clearing Services
NEFT	National Electronic Fund Transfer
Net Worth	The aggregate of the paid-up share capital, share premium account, and reserves and surplus (excluding revaluation reserve) as reduced by the aggregate of miscellaneous expenditure (to the extent not adjusted or written off) and the debit balance of the profit and loss account

NOC	No Objection Certificate
NPV	Net Present Value
NR	Non-Resident
NRE Account	Non-Resident External Account
NRI	Non-Resident Indian, is a person resident outside India, who is a citizen of India or a person of Indian origin and shall have the same meaning as ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time.
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited.
NSE	National Stock Exchange of India Limited
p.a.	per annum
PAN	Permanent Account Number
PAT	Profit After Tax
Pvt.	Private
PBT	Profit Before Tax
P/E Ratio	Price Earnings Ratio
POA	Power of Attorney
PIO	Persons of Indian Origin
QIB	Qualified Institutional Buyer
RBI	Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934, as amended from time to time
Ron	Return on Net Worth.
Rs. / INR	Indian Rupees
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SCSB	Self-Certified Syndicate Bank

SEBI	Securities and Exchange Board of India.
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time.
SEBI Depository Regulations	Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996.
SEBI Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
SEBI Insider Trading Regulations	The SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, including instructions and clarifications issued by SEBI from time to time.
SEBI Takeover Regulations /Takeover Regulations / Takeover Code	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time, including instructions and clarifications issued by SEBI from time to time.
Sec.	Section
SICA	Sick Industrial Companies (Special Provisions) Act, 1985, as amended from time to time.
SSI Undertaking	Small Scale Industrial Undertaking
Stock Exchange (s)	NSE
Sq.	Square
Sq. mtr	Square Meter
TAN	Tax Deduction Account Number
TRS	Transaction Registration Slip
TIN	Taxpayers Identification Number
TNW	Total Net Worth
u/s	Under Section
UIN	Unique Identification Number
US/ U.S. / USA	United States of America
USD or US$	United States Dollar
U.S. GAAP	Generally accepted accounting principles in the United States of America

UOI	Union of India
Venture Capital Fund(s)/ VCF(s)	Venture capital funds as defined and registered with SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as amended from time to time.
WDV	Written Down Value
w.e.f.	With effect from
YoY	Year over Year

Notwithstanding the following: -

(i) In the section titled *'Main Provisions of the Articles of Association'* beginning on page 263 of this Prospectus, defined terms shall have the meaning given to such terms in that section;

(ii) In the section titled *'Financial Statements'* beginning on page 175 of this Prospectus, defined terms shall have the meaning given to such terms in that section;

(iii) In the chapter titled *"Statement of Possible Tax Benefits"* beginning on page 98 of this Prospectus, defined terms shall have the meaning given to such terms in that chapter.

PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

All references to "India" are to the Republic of India and all references to the "Government" are to the Government of India.

FINANCIAL DATA

Unless stated otherwise, the financial data included in this Prospectus are extracted from the restated financial statements of our Company, prepared in accordance with the applicable provisions of the Companies Act and Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditors, set out in the section titled 'Financial Statements' beginning on page 175 of this Prospectus. Our restated financial statements are derived from our audited financial statements prepared in accordance with Indian GAAP and the Companies Act, and have been restated in accordance with the SEBI (ICDR) Regulations.

Our fiscal year commences on 1st April of each year and ends on 31st March of the next year. All references to a particular fiscal year are to the 12 months period ended 31st March of that year. In this Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding-off. All decimals have been rounded off to two decimal points.

There are significant differences between Indian GAAP, IFRS and US GAAP. The Company has not attempted to quantify their impact on the financial data included herein and urges you to consult your own advisors regarding such differences and their impact on the Company's financial data. Accordingly, to what extent, the 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. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Prospectus should accordingly be limited.

Any percentage amounts, as set forth in "Risk Factors", "Our Business", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and elsewhere in this Prospectus unless otherwise indicated, have been calculated on the basis of the Company's restated financial statements prepared in accordance with the applicable provisions of the Companies Act and Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditors, set out in the section titled 'Financial Statements' beginning on page 175 of this Prospectus.

CURRENCY OF PRESENTATION

In this Prospectus, references to "Rupees" or "Rs." or "INR" are to Indian Rupees, the official currency of the Republic of India. All references to "$", "US$", "USD", "U.S. $" or "U.S. Dollars" are to United States Dollars, the official currency of the United States of America.

All references to 'million' / 'Million' / 'Mn' refer to one million, which is equivalent to 'ten lacs' or 'ten lakhs', the word 'Lacs / Lakhs / Lac' means 'one hundred thousand' and 'Crore' means 'ten million and 'billion / bn./ Billions' means 'one hundred crores'.

INDUSTRY & MARKET DATA

Unless otherwise stated, Industry & Market data used throughout this Prospectus have been obtained from Care Rating, Central Electricity Authority (CEA) & Indian Electrical and Electronics Manufacturers' Association, IBEF, Ministry of Power; Ministry of Statistics and power Implementation (MOSPI), CSO; RBI; India Brand Equity Foundation; CARE Ratings; Feedback Consulting portal and India Info Online portal. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although we believe that industry data used in this Prospectus is reliable, it has not been independently verified. Similarly, internal Company reports, while believed by us to be reliable, have not been verified by any independent sources.

Further the extent to which the market and industry data presented in this Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources.

FORWARD-LOOKING STATEMENTS

This Prospectus contains certain "forward-looking statements". These forward-looking statements can generally be identified by words or phrases such as "aim", "anticipate", "believe", "expect", "estimate", "intend", "objective", "plan", "project", "shall", "will", "will continue", "will pursue" or other words or phrases of similar meaning. Similarly, statements that 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 and property valuations to differ materially from those contemplated by the relevant forward looking statement.

Important factors that could cause actual results to differ materially from our expectations include, among others:

- Higher interest outgo on our loans.
- Fluctuations in operating costs;
- Changes in laws and regulations relating to the sectors/areas in which we operate;
- Increased competition in Power Transmission / Distribution Equipment Industry.
- Factors affecting Power Transmission / Distribution Equipment Industry.
- Our ability to successfully implement our growth strategy and expansion plans;
- Any adverse outcome in the legal proceedings in which we are involved;
- Our failure to keep pace with rapid changes in technology;
- Our ability to meet our capital expenditure & working capital expenditure requirements;
- Our ability to attract and retain qualified personnel;
- Conflict of Interest with affiliated companies, the promoter group and other related parties; and
- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- Changes in political and social conditions in India, the monetary and interest rate policies of India and other countries;
- Changes in government policies and regulatory actions that apply to or affect our business;
- Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- The performance of the financial markets in India and globally;
- The occurrence of natural disasters or calamities;
- Other factors beyond our control;
- Our ability to manage risks that arise from these factors.

For a further discussion of factors that could cause our actual results to differ, refer to section titled "Risk Factors" and chapter titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 19 and 209 respectively of this 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.

Future looking statements speak only as of the date of this Prospectus. Neither we, our Directors, Underwriter, Merchant Banker 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, the LM and our Company will ensure that investors in India are informed of material developments until the grant of listing and trading permission by the Stock Exchange.

SECTION II – RISK FACTORS

An investment in Equity Shares involves a high degree of risk. You should carefully consider all the information in this Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. In making an investment decision prospective investors must rely on their own examination of our Company and the terms of this offer including the merits and risks involved. Any potential investor in, and subscriber of, the Equity Shares should also pay particular attention to the fact that we are governed in India by a legal and regulatory environment in which some material respects may be different from that which prevails in other countries. The risks and uncertainties described in this section are not the only risks and uncertainties we currently face. Additional risks and uncertainties not known to us or that we currently deem immaterial may also have an adverse effect on our business. If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our business, results of operations and financial condition could suffer, the price of our Equity Shares could decline, and you may lose all or part of your investment. Additionally, our business operations could also be affected by additional factors that are not presently known to us or that we currently consider as immaterial to our operations.

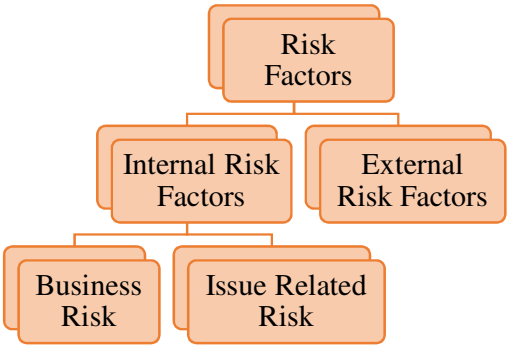
Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other implications of any of the risks mentioned herein. To obtain a complete understanding, you should read this section in conjunction with the chapters titled "Our Business" beginning on page 108, "Our Industry" beginning on page 100 and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on page 209 respectively, of this Prospectus as well as other financial information contained herein.

The following factors have been considered for determining the materiality of Risk Factors:

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

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence the same has not been disclosed in such risk factors. Unless otherwise stated, the financial information of the Company used in this section is derived from our financial statements under Indian GAAP, as restated in this Prospectus. Unless otherwise stated, we are not in a position to specify or quantify the financial or other risks mentioned herein. For capitalized terms used but not defined in this chapter, refer to the chapter titled "Definitions and Abbreviations" beginning on page 3 of this Prospectus. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk factor over another.

The risk factors are classified as under for the sake of better clarity and increased understanding:



A. INTERNAL RISK FACTORS

A. Business Risks/ Company specific Risk

1. *We may not be able to qualify for, compete and win projects, which could adversely affect our business and results of operations.*

We obtain a majority of our project work through a competitive bidding process. In selecting contractors for major projects, clients generally limit the tender to contractors (or sub-contractors) who have pre-qualifications qualified based on several criteria including experience, technical and technological capacity, previous performance, reputation for quality, safety record, the financial strength of the bidder as well as its ability to provide performance guarantees. However, price competitiveness of the bid is typically one of the most important selection criterion. In some cases we may enter into consortium arrangements with other companies to bid for contracts where we may not qualify on our own. We are currently qualified to bid for projects up to a certain value and size and therefore may not be able to compete for larger projects. Our ability to bid for and win major projects is also dependent on our ability to show experience of working on other similar sector and developing a track record of executing more technically complex projects. If we are unable to pre-qualify for projects that we intend to bid on, or successfully compete for and win such projects, our business, results of operations and financial condition may be adversely affected.

2. *Our revenue is dependent upon business from state electricity boards and other power companies hence we are indirectly exposed to the risks associated with growth of power sector in India and the growth of such companies.*

Our revenue is highly dependent upon business from state electricity boards and other power companies. The frequency and value of tenders invited by these electricity companies and state electricity boards are wholly dependent on the growth of such companies, economic development in the country, infrastructural development, industrial development and government policies and programmes. Any downfall or disruption in these activities will have an adverse effect on the demand for our product, having a material adverse effect on our business, financial condition, results of operation and cash flows.

3. *Our top three clients contribute approximately 79.45 % of our revenues for the period ended February 28, 2017. Any loss of business from one or more of them may adversely affect our revenues and profitability.*

Our top three clients contribute approximately 79.45 % of our revenues for the period ended February 28, 2017 and 92.76 % for financial year ended March 31, 2016.

- Following are the details of Top 3 clients as on February 28, 2017:

Sr. No.	Name of Client	Percentage of Total Revenue
1.	Madhya Pradesh Paschim Kshetra Vidyut Vitaran Company Limited	71.02 %
2.	Intelliplanner Software System India Pvt. Ltd.	4.62 %
3.	BSES Yamuna Power Ltd.	3.81 %
	Total	**79.45 %**

- Following are the details of Top 3 clients as on March 31, 2016:

Sr. No.	Name of Client	Percentage of Total Revenue
1.	Madhya Pradesh Paschim Kshetra Vidyut Vitaran Company Limited	71.56 %
2.	Maharashtra State Electricity Distribution Co. Ltd.	14.00 %
3.	BSES Yamuna Power Limited	7.20 %
	Total	**92.76 %**

Any decline in our quality standards, growing competition and any change in the demand for our products by these customers may adversely affect our ability to retain them. We cannot assure that we shall generate the same quantum of business, or any business at all, from these customers, and loss of business from one or more of them may adversely affect our revenues and profitability. However, the composition and revenue generated from these clients might change as we continue to add new clients in normal course of business. We intend to retain our customers by offering solutions to address specific needs in a proactive, cost effective and time efficient manner. This helps us in providing better value to each customer thereby increasing our engagement with our new and existing customer base that presents a substantial opportunity for growth.

4. ***Our business is substantially dependent on projects awarded or funded by the Central or State Governments and we derive substantial revenues from contracts with a limited number of government entities. Any changes in the Central or State Government policies or focus, or delay in payment may affect our business and results of operations.***

Our business increasingly relies on projects in India awarded or funded by the Government or State Governments. We have various government clients and our top client is Madhya Pradesh Paschim Kshetra Vidyut Vitaran Company Limited (MPPKVVCL) which is a wholly owned company of Madhya Pradesh Govt. As of February 28, 2017, 71.02% of our revenue and as of March 31, 2016, 71.56% of our revenue and of our revenue was derived from contracts awarded by MPPKVVCL. Our business is thus subject to risks relating to or arising from the Government or State Governments, including but not limited to:

- personnel, structural, or policy changes or any changes in practices or focus at the Government or State Government level; due to our business concentration in Madhya Pradesh, we are particularly vulnerable to adverse policy changes by Madhya Pradesh Government;
- changes in government initiatives, agenda or budgetary allocations or fund deficiencies resulting in capital reduction in the power sector;
- non-payment by or delays in collection from the Government or State Governments, or the entities and financial institutions they control due to regulatory scrutiny and long procedural formalities including any audit by the Comptroller Auditor General of India;

There can be no assurance that the Government or the State Governments will continue to place emphasis on the power sector. In the event of any adverse change in budgetary allocations for power transmission or a downturn in available work in the sector, we may suffer significant losses or incur substantial costs.

5. ***The products we manufacture deal with high voltage current and other materials which may catch fire during the process of manufacture.***

The products we manufacture i.e. Transformers deal with high voltage current, oil and other materials which may catch fire during the process of manufacture. Though we have covered ourselves with Insurance and we take all the care and precautionary measures but we cannot completely rule out every possibility of mishap or accident. Any such accident may result in manufacturing stoppage or other liability on our company as have happened in past on March 29, 2012 due to electricity fluctuations our manufacturing facility caught fire in which noticeable amount of stocks and machinery was damaged although we were covered with insurance.

6. ***The average cost of acquisition of our promoters is less than the Issue price.***

Our promoters Mr. Nilesh Kumar Jhalani, Mr. Rohit Kumar Jhalani and Mr. Devraj Jhalani have acquired the equity shares in our company at Rs. 3.74, Rs. 6.87 and Rs. 3.04 per share respectively which is lower than the issue price of Rs. 19 per share. For further details regarding average cost of acquisition of equity shares by our promoters in our Company, please refer to the chapter titled "Capital Structure" beginning on page 55 of this Prospectus.

7. ***Our Order Book does not represent our future revenues and our actual income may be significantly less than the estimates reflected in our Order Book, which could adversely affect our results of operations.***

The Company has orders from which it expects future revenue and profit. Order Book refers to a compilation of our expected revenues from uncompleted projects received. Projects in the order book represent business that is considered firm. Our Order Book does not necessarily indicate future earnings related to the performance of that work, as cancellations or unanticipated variations or scope or schedule adjustments may occur. Due to changes in project scope and schedule, we cannot predict with certainty when or if contracts in our Order Book will be performed. In addition, even where a project proceeds as scheduled, it is possible that contracting parties may default and fail to make the payments due. We cannot guarantee that the income anticipated in our Order Book will be realized, or, if realized, will be realized on time or result in profits. Any project cancellations or scope adjustments, which may occur from time to time, could reduce the amount of our Order Book and the income and profits that we ultimately earn from the contracts. Any delay, cancellation or payment default could have a material adverse effect on our business. For some of the contracts in our Order Book, our clients are obliged to perform or take certain actions, such as acquiring land, securing the right of way, clearing forests, providing owner supplied material, securing required licenses, authorizations or permits, making advance payments or opening of letters of credit, approving designs, approving supply chain vendors and shifting existing utilities. If a client does not perform such actions in a timely manner, and the possibility of such failure is not provided for in the contract, our projects could be delayed, modified or cancelled. Accordingly, the realization of our Order Book and the effect on our results of operations may vary significantly from reporting period to reporting period depending on the nature of such contracts, actual performance of such contracts, as well as the stage of completion of such contracts as of the relevant reporting date as it is impacted by applicable accounting principles affecting revenue and cost recognition.

8. ***Our Company had negative cash flows from our operating activities, investing activities as well as financing activities in some of the previous year(s):***

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 Statement and the same are summarized as under:

(Rs. In lakhs)

Particulars	As on February 28, 2017	As on March 31, 2016	As on March 31, 2015	As on March 31, 2014	As on March 31, 2013	As on March 31, 2012
Cash Flow from/ (used in) Operating Activities	(154.81)	(929.84)	1,050.74	(51.50)	(369.76)	148.32
Cash Flow from/ (used in) Investing Activities	9.27	162.23	(520.32)	(42.83)	(13.54)	59.95
Cash Flow from/ (used in) Financing Activities	64.13	884.63	(219.71)	156.79	(12.19)	262.51

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

9. ***In case of our inability to obtain, renew or maintain the statutory and regulatory licenses, permits and approvals required to operate our business it may have a material adverse effect on our business.***

We require certain statutory and regulatory permits, licenses and approvals to operate our business. We believe that we have obtained all the requisite permits and licenses which are adequate to run our business. However, there is no assurance that there are no other statutory/regulatory requirements which we are required to comply with.

However, some of the approvals are granted for a fixed period of time and need renewal from time to time. We are required to renew such permits, licenses and approvals. Further, certain licenses and registrations obtained by our Company contain certain terms and conditions, which are required to be complied with. Any default by our Company in complying with the same, may result in interalia the cancellation of such licenses, consents, authorizations and/or registrations, which may adversely affect our operations. There can be no assurance that the relevant authorities will issue or renew any of such permits or approvals in time or at all. Failure to renew, maintain or obtain the required permits or approvals in time may result in the interruption of our operations and may have a material adverse effect on our business.

For further details, please refer to section titled "Government and Other Statutory Approvals" beginning on page 225 of this Prospectus.

10. ***Our Company has not followed Accounting Standard – 15 regarding Employee Benefits prescribed by the Institute of Chartered Accountants of India (ICAI).***

The Accounting Policy followed by us is not in conformity with the Accounting Standard prescribed by the Institute of Chartered Accountants of India, regarding disclosure of Present Value of Obligations with respect to the retirement benefits to be paid to the employees. The Accounting Standard stipulates that these liabilities should be accounted in the Books on Accrual Basis.

11. Our Trade Receivables for more than six months have increased significantly.

There is a significant rise in our Trade Receivable for more than Six Months. Our Trade Receivables increased to Rs. 1110.95 in the period ended February 28, 2017 as compared to Rs. 614.87 Lacs in FY 2015-16 and to Rs. 614.87 Lacs in FY 2015-16 as compared to Rs. 150.30 Lacs FY 2014-15. This indicates delay in payments or amounts withheld by our clients which may adversely affect our cash flows in case these payments are not realised on priority basis.

12. ***Our Company has several contingent liabilities which if materialises may adversely affect the financial position of the Company.***

As on February 28, 2017 our Company has contingent liabilities of Rs. 4,861.55 Lakhs towards Bank Guarantees / Letter of Credit not provided for. The said contingent liabilities if materialises may adversely affect the financial position of our Company. The detail of contingent liabilities is as follows:

(Rs. In Lakhs)

Particulars	As at February 28, 2017
Bank Guarantees issued	4,463.55
Letter of Credit	398.00
Total	**4,861.55**

13. ***We have high working capital requirements. Our inability to meet our working capital requirements may have a material adverse effect on our business, financial condition and results of operations.***

Our business requires a significant amount of working capital for smooth functioning. For instance, for the period ended February, 2017, our working capital requirements (Fund and Non-Fund based) were 7,000.00 Lakhs. We meet our requirement for working capital majorly through banking facilities, non-banking lenders such as individuals and/or corporates or fresh infusion of funds by way of issue of shares or internal accruals. In future, our inability, if any to meet our working capital requirements through banking arrangements can adversely impact our business operations and financial position.

14. ***There are several restrictive covenants in the loan agreements, which could influence our ability to expand, in turn affecting our business and results of operations***

We currently avail credit facilities from UCO Bank (Lead Banker) and the Consortium members of UCO Consortium and few other Financial Institutions. We have entered into agreements for term loans and financial facilities with our bankers / lenders and the covenants in borrowings from bank / lenders, among other things require us to obtain permissions in writing in respect of, including, but not limited to effecting any change in the management/Board of the Company, capital structure of the Company; undertake any new project, implement any scheme of expansion, enter into new borrowing arrangements with any other bank/financial institution/Company or otherwise; except which are approved by Bank/lenders, formulate any scheme of amalgamation, acquisition, merger, or reconstruction etc. These covenants may have an adverse effect on the functioning of our Company. For further details on restrictive covenants, please refer to the chapter titled "Our History and Certain Other Corporate Matters" beginning on page 136 of this Prospectus.

15. ***Our Company has filed certain forms with additional fees as prescribed under the Companies Act with Registrar of Companies.***

Under the provisions of Companies Act, certain forms are required to be filed within prescribed timelines. In past our Company has exceeded such timeline for filing the forms and has paid additional fees. If our company fails to comply with the provisions for filing of forms under the provisions of the Companies Act, then the company and/or every officer of the company who is in default is punishable with fine.

16. ***Our Promoters, Directors and their relatives have provided personal guarantees to certain loan facilities availed by us, which if revoked may require alternative guarantees, repayment of amount due or termination of the facilities.***

Our Promoters, Directors and their relatives have provided personal guarantees to certain loan facilities availed by us. In the event that any of these guarantees are revoked or withdrawn, the lenders for such facilities may require alternative guarantees, repayment of amounts outstanding under such facilities, or may even terminate such facilities. We may not be successful in procuring alternative guarantees satisfactory to the lenders, and as result may need to repay the outstanding amounts under such facilities or seek additional sources of capital, which may not be available on acceptable terms or at all and any such failure to raise additional capital could affect our operations and our financial conditions.

17. ***Our Company have availed certain unsecured loans that are recallable by the lenders at any time.***

Our Company have availed certain unsecured loans that are recallable on demand by the lenders including our directors and other related parties. In such cases, the lender is empowered to require repayment of the facility at any point in time during the tenor. In case the loan is recalled on demand by the lender and our Company is unable to repay the outstanding amounts under the facility at that point, it would constitute an event of default under the respective loan agreements. Please refer chapter titled "Our history and certain Other Corporate Matters" on page 136 of this Prospectus.

18. ***We have in the past entered into related party transactions and may continue to do so in the future, which may potentially involve conflicts of interest with the equity shareholders.***

We have in the course of our business entered into, and will continue to enter into, several transactions with our related parties. For details, please refer to the Statement of Related Party Transactions under chapter "Financial Statement" beginning on page 175 of this Prospectus. We cannot assure you that we will receive similar terms in our related party transactions in the future. We cannot assure you that we could not have achieved more favorable terms had such transactions been entered into with unrelated parties. The transactions we have entered into and any further transactions with our related parties have involved or could potentially involve conflicts of interest which may be detrimental to our Company. Further, the Companies Act, 2013 has brought into effect significant changes to the Indian company law framework including specific compliance requirements such as obtaining prior approval from the audit committee, board of directors and shareholders for certain related party transactions. We cannot assure you that such transactions, individually or in the aggregate, will not have an adverse effect on business and financial results, including because of potential conflicts of interest or otherwise.

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

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

20. ***Our success depends largely upon the services of our Promoters and other Key Managerial Personnel and our ability to retain them. Our inability to attract and retain key managerial personnel may adversely affect the operations of our Company.***

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

21. ***Some of our group entities have incurred losses in the financial year 2014-15.***

Our Group Entities M/s Shri Ram Switchgears and M/s Shri Ram Switchgears (Maharashtra) have incurred losses in the financial year ended 2014-15. For further details regarding the performance of our Group Entities, please refer to Chapter titled "Our Group Entities" beginning on page 166 of this Prospectus. Sustained financial losses by our Group Entities may not be perceived positively by external parties such as customers, bankers, suppliers etc., which may affect our credibility and business operations.

22. ***Our Company, its Promoters, Directors and Group Entities are involved in certain legal proceeding(s). Any adverse decision in such proceeding(s) may render us/them liable to liabilities/penalties and may adversely affect our business and results of operations.***

LITIGATION RELATING TO OUR COMPANY

Case Pending with Tax Authorities:

Detail of Cases pending in Income Tax Department:

A.Y.	Section	Outstanding Demand Amount (in Rs.)	Pending with Jurisdiction
2010-11	220(2)	1,046	CPC
2013-14	143(3)	2,29,640	Assessing Officer
2014-15	143(3)	43,300	Assessing Officer

Details of outstanding demand in respect of TDS:

A total demand of Rs. 2,08,134 is outstanding in respect of TDS as on May 09, 2017 for various assessment years.

LITIGATIONS RELATING TO THE PROMOTERS OF OUR COMPANY

Case Pending with Tax Authorities against Our Promoters

Detail of Cases pending in Income Tax Department:

- **Mr. Nilesh Kumar Jhalani**

A.Y.	Section	Outstanding Demand Amount (in Rs.)	Pending with Jurisdiction
2005-06	220(2)	21,261	CPC
2008-09	143(1)	1,82,179	Assessing Officer

- **Mr. Rohit Kumar Jhalani**

A.Y.	Section	Outstanding Demand Amount (in Rs.)	Pending with Jurisdiction
2005-06	143(3)	3,15,740	Commissioner of Income Tax (Appeals)

LITIGATIONS RELATING TO THE DIRECTORS OTHER THAN PROMOTERS OF THE COMPANY

Case Pending with Tax Authorities against Our Directors other than Promoters

Detail of Cases pending in Income Tax Department :

- **Mr. Atul Krishna Khandelwal**

A.Y.	Section	Outstanding Demand Amount (in Rs.)	Pending with Jurisdiction
2016-17	143(1)	2,760	CPC

LITIGATIONS RELATING TO THE GROUP COMPANIES

Case Pending with Tax Authorities:

Details of Cases pending in Income Tax Department:

- **Mahalaxmi Investment and Trading Pvt. Ltd.**

A.Y.	Section	Outstanding Demand Amount (in Rs.)	Pending with Jurisdiction
2006-07	143(1)	90,365	Assessing Officer
2006-07	143(3)	73,924	Assessing Officer
2008-09	115WG	37,191	Assessing Officer
2009-10	115WG	10,904	Assessing Officer
2012-13	143(3)	8,73,350	Commissioner of Income Tax (Appeals)
2013-14	143(3)	45,750	Assessing Officer
2014-15	143(3)	69,260	Assessing Officer

Following are the Appeals made by Commissioner of Income Tax (Appeals) against Mahalaxmi Investment & Trading Private Limited:

A.Y	Section	Jurisdiction for Appeal
2010-11	143(3)/ 147	Income-Tax Appellate Tribunal (ITAT)
2011-12	143(3)/147	Income-Tax Appellate Tribunal (ITAT)

Details of outstanding demand in respect of TDS:

A total demand of Rs. 32,352 is outstanding in respect of TDS as on May 09, 2017 for various assessment years.

- **M/s Ratlam Electric Store (Proprietor Mr. Chetanya Kumar Jhalani)**
  Details of Cases pending in Income Tax Department:

A.Y.	Section	Outstanding Demand Amount (in Rs.)	Pending with Jurisdiction
2007-08	143 (1)	29,950	Assessing Officer
2008-09	143 (1)	8,799	Assessing Officer
2010-11	143 (1)	4,460	Assessing Officer

- **Urban Development Trust Private Limited**

Details of outstanding Income Tax demand:

A.Y.	Section	Outstanding Demand Amount (in Rs.)	Pending with Jurisdiction
2007-08	154	790	Assessing Officer

Details of outstanding demand in respect of TDS:

A total demand of Rs. 7,79,291 is outstanding in respect of TDS as on May 09, 2017 for various assessment years.

- **M/s Shri Ram Switchgears**

Details of outstanding demand in respect of TDS:

A total demand of Rs. 29,717 is outstanding in respect of TDS as on May 09, 2017 for various assessment years.

- **M/s Shri Ram Switchgears (Maharashtra)**

Details of outstanding demand in respect of TDS:

A total demand of Rs. 8,340 is outstanding in respect of TDS as on May 09, 2017 for various assessment years.

- **M/s Shri Ram Industries**

Details of outstanding demand in respect of TDS:

A total demand of Rs. 10,969 is outstanding in respect of TDS as on May 09, 2017 for various assessment years.

23. ***Within the parameters as mentioned in the chapter titled 'Objects of this Issue' beginning on page 91 of this Prospectus, our Company's management will have flexibility in applying the proceeds of this Issue. The fund requirement and deployment mentioned in the Objects of this Issue have not been appraised by any bank or financial institution.***

The fund requirement and deployment, as mentioned in the "Objects of the Issue" on page 91 of this Prospectus is based on the estimates of our management and has not been appraised by any bank or financial institution or any other independent agency. These fund requirements are based on our current business plan. We cannot assure that the current business plan will be implemented in its entirety or at all. In view of the highly competitive and dynamic nature of our business, we may have to revise our business plan from time to time and consequently these fund requirements. The deployment of the funds as stated under chapter "Objects of the Issue" is at the discretion of our Board of Directors and is not subject to monitoring by any external independent agency. Further, we cannot assure that the actual costs or schedule of implementation as stated under chapter "Objects of the Issue" will not vary from the estimated costs or schedule of implementation. Any such variance may be on account of one or more factors, some of which may be beyond our control. Occurrence of any such event may delay our business plans and/or may have an adverse bearing on our expected revenues and earnings.

24. ***We face competition in our business from domestic competitors. Such competition would have an adverse impact on our business and financial performance.***

The industry, in which we are operating, is highly and increasingly competitive and our results of operations and financial condition are sensitive to, and may be materially adversely affected by, competitive pricing and other factors. Competition may result in pricing pressures, reduced profit margins or lost market share or a failure to grow our market share, any of which could substantially harm our business and results of operations. There can be no assurance that we can effectively compete with our competitors in the future, and any such failure to compete effectively may have a material adverse effect on our business, financial condition and results of operations.

25. ***Our registered office and factory premises is situated on a land which is not owned by us & taken on lease.***

Following are the details of Registered office and the Factory:

Type	Ownership	Period of Lease
Registered Office	Mr. Naresh Kumar Jhalani	3 years from December 01, 2016 plus optional period of next 3 years
Factory	Government of Madhya Pradesh	99 years from March 23, 1988

Our registered office and factory premises have been taken on lease/rent. There are certain conditions in the Lease/Rent deeds of the property(s), any non-adherence to the said conditions could render the lessor of the property not to renew the lease deed. In case the owner of the property doesn't renew the said rent agreement or the lease deed or renew the same on the term which are detrimental to the company we may suffer a disruption in our business and operation and adversely affect our revenue.

For further details of the property refer chapter titled "Our Business" beginning on page 108 of this Prospectus.

26. ***Status of Trademark*** SRI RAM ***for which we have obtained NOC from our Group Entity M/s Shri Ram Switchgears (Maharashtra) is "abandoned".***

The Trademark SRI RAM for which we have obtained NOC from our Group Entity M/s Shri Ram Switchgears (Maharashtra) is shown "abandoned". Our company and M/s Shri Ram Switchgears (Maharashtra) are in process to get the Trademark registered. We cannot assure you that we will be able to obtain such registrations in a timely manner, in case we determine to apply in the later course of time. As a result, we may be unable to prevent use of these names or variations thereof by any other party or ensure that we will continue to have a right to use it. We further cannot assure you that any third party will not infringe upon our trademark, logo and/or trade name in a manner that may have a material adverse effect on our business prospects, reputation and goodwill. If we are unable to protect our trademarks and trade-names, others may be able to use our trademarks and trade-names to compete more effectively.

27. ***We have to update the name of our company in some of the statutory approvals and certificates due to the conversion of our company.***

Some of our statutory approvals and certificates are in the name of Shri Ram Switchgears Private Limited. Since our company was converted into a public limited company pursuant to shareholder's approval on December 14, 2016 vide fresh Certificate of Incorporation dated January 04, 2017 we have to update the name Shri Ram Switchgears Limited on most of the statutory approvals and certificates. We cannot ensure that we will be able to update the said documents on timely manner. However, it will not affect the operations of our Company.

28. ***Some of the Key Management Personnel are associated with the Company less than one year.***

Some of the Key Management Personnel i.e. Company Secretary & Compliance Officer and Chief Financial Officer is associated with the Company for a period of less than one year. For details of Key Management Personnel and their appointment, please refer to chapter "Our Management" beginning on page 148 of this Prospectus.

29. ***We are subject to stringent labour laws or other industry standards and any strike, work stoppage or increased wage demand by our employees or any other kind of disputes with our employees could adversely affect our business, financial condition and results of operations.***

Our manufacturing activities are labour-intensive. We employ labour on contract basis at our manufacturing facility and projects sites. We are subject to a number of stringent labour laws that protect the interests of our workers, including legislation that stipulates rigorous procedures for dispute resolution and retrenchment of workers and imposes financial obligations on employers. While we have not experienced significant labour unrest in the past, strikes, lock-outs and other labour action, may have an adverse impact on our operations, and if not resolved in a timely manner, could lead to disruptions in our operations. We cannot guarantee that we will not experience any strike, work stoppage or other industrial action in the future and any such event could adversely affect our business, results of operation and financial condition. Further, our third-party raw material suppliers may experience strikes or other labour disruptions and shortages that could affect our operations, possibly for a significant period of time, result in increased wages, shortage in manpower and other costs and otherwise have a material adverse effect on our business, results of operations or financial condition. Additionally, our inability to recruit employees, in particular skilled employees and retain our current workforce could have a material adverse effect on our business, financial condition and profitability.

Furthermore, certain recent changes, and proposed changes to Indian labour laws could adversely affect our business. For instance, a recent amendment to the Payment of Bonus Act, 1965, has, inter alia, increased the eligibility ceiling for bonus payments to employees of factories and certain other establishments from Rs. 10,000 per month to Rs. 21,000 per month. The GoI also proposes to enact the Code on Industrial Relations Bill, 2015 and the Labour Code on Wages Bill, 2015, which seeks to consolidate all existing labour legislation in the country (including the Minimum Wages Act, 1948) into distinct codes dealing with industrial relations, wages, social security, industrial safety and welfare. Furthermore, the Ministry of Labour and Employment, GoI has recently proposed an amendment to Indian contract labour legislation that will increase the minimum wage of contract labourers to Rs. 10,000 per month. Any such changes, if implemented, could adversely affect our operating margins, manufacturing operations, cash flows and results of operations.

30. ***We could be harmed by employee misconduct or errors that are difficult to detect and any such incidences could adversely affect our financial condition, results of operations and reputation.***

Employee misconduct or errors could expose us to business risks or losses, including regulatory sanctions and serious harm to our reputation. There can be no assurance that we will be able to detect or deter such misconduct. Moreover, the precautions we take to prevent and detect such activity may not be effective in all cases. Our employees and agents may also commit errors that could subject us to claims and proceedings for alleged negligence, as well as regulatory actions on account of which our business, financial condition, results of operations and goodwill could be adversely affected.

31. ***Our insurance coverage may not adequately protect us against certain operating hazards and this may have a material adverse effect on our business.***

The insurance cover taken by us may not be adequate enough for covering the entire future unforeseen liabilities that might occur in the normal course of business. Further, there can be no assurance that any claim under the insurance policies maintained by us will be honoured fully, in part or on time by the insurers. To the extent that we suffer loss or damage that is not covered by insurance or which exceeds our insurance coverage, our business

operations and cash flows may be affected. For details on Insurance cover, please see "Insurance" the chapter titled "Our Business" beginning on page 108 of this Prospectus.

32. *Our business is subject to various operating risks at our project sites, the occurrence of which can affect our results of operations and consequently, financial condition of our Company.*

Our business operations are subject to operating risks, such as breakdown or failure of equipments used at the project sites, weather conditions, shortage of consumables, performance below expected levels of output or efficiency, natural disasters, labour disputes and industrial accidents. The occurrence of these risks, if any, could significantly affect our operating results, and the slowdown / shutdown of business operations may have a material adverse effect on our business operations and financial conditions.

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

Information relating to our production capacities and the historical capacity utilization of our production facilities included in this Prospectus is based on various assumptions and estimates of our management, including proposed operations, assumptions relating to availability and quality of raw materials, assumptions relating to operational efficiencies. Actual production levels and utilization rates may differ significantly from the estimated production capacities or historical estimated capacity utilization information of our facilities. Undue reliance should therefore not be placed on our production capacity or historical estimated capacity utilization information for our existing facilities included in this Prospectus. For further information, see the Chapter titled "Our Business" beginning on page 108 of this Prospectus.

34. *Our financing agreements entail interest at variable rates and any increases in interest rates may adversely affect our results of operations.*

We are susceptible to changes in interest rates and the risks arising therefrom. Most of our financing agreements provide for interest on loans at variable rates with a provision for the periodic resetting of interest rates. Further, under certain of our financing agreements, the lenders are entitled to change the applicable rate of interest, which is a combination of a base rate and a contractually agreed spread. Certain loans are also extended at interest rates that are subject to periodic change from time to time based on the lender's internal policies. See the section named "Financial Indebtedness" in chapter titled "Financial Statement" on page 175 of this Prospectus for a description of interest payable under our financing agreements. Certain Loans taken from private lenders / NBFCs are at higher rate of interest than bank rate which entails higher outflow of interest and lower profits. Our Financial Cost constitutes 11.85 % of Total revenue as on February 28, 2017 and 8.25% of Total Revenue as on March 31, 2016. Further, in recent years, the Government of India has taken measures to control inflation, which have included tightening the monetary policy by raising interest rates. As such, any increase in interest rates may have an adverse effect on our business, results of operations, cash flows and financial condition.

35. *Any Penalty or demand raised by statutory authorities in future will affect our financial position of the Company.*

Our Company is engaged in business of manufacturing of Transformers, Distribution Boxes / Feeder Pillars / Meter Boxes which attracts tax liability such as Excise duty, Value Added Tax, Service Tax and Income Tax as per the applicable provisions of Law. We are also subject to the labour laws like depositing of contributions with Provident Fund, ESIC, etc. Though, we have deposited the required returns and paid taxes thereon under various applicable Acts but any demand or penalty raised by the concerned authority in future for any previous year and current year will affect the financial position of the Company.

36. ***Our Promoters and the members of our Promoters Group will continue to retain significant control in the Company after the Issue, which will enable them to influence the outcome of matters submitted to shareholders for approval. Our Promoters and the members of our Promoter Group may have interests that are adverse to the interests of our other shareholders and may take positions with which our other shareholders do not agree.***

As of February 28, 2017, our Promoters and the members of our Promoter Group hold approximately 82.93% of the issued equity share capital of the Company. After completion of the Issue, our Promoters and the members of our Promoter Group will hold 60.81% of the equity shares capital of the Company and continue to retain a significant control of the Company. As a result, our Promoters and our Promoter Group will have the ability to control our business, including matters relating to any sale of all or substantially all of our assets, the timing and distribution of dividends and the election or termination of appointment of our officers and directors. This control could delay, defer or prevent a change in control of the Company, impede a merger, consolidation, takeover or other business combination involving the Company, or discourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of the Company even if it is in the Company's best interest. In addition, for so long as our Promoters and the members of our Promoter Group continue to exercise significant control over the Company they may influence the material policies of the Company in a manner that could conflict with the interests of our other shareholders. Our Promoters and the members of our Promoter Group may have interests that are adverse to the interests of our other shareholders and may take positions with which our other shareholders do not agree.

37. ***We have not made any alternate arrangements for meeting our working capital requirements for the Objects of the Issue. Further we have not identified any alternate source of financing the 'Objects of the Issue'. Any shortfall in raising / meeting the same could adversely affect our growth plans, operations and financial performance.***

As on date, we have not made any alternate arrangements for meeting our working capital requirements for the Objects of the Issue. Further, we have not identified any alternate source of working capital funding and hence any failure or delay on our part to raise money from this issue or any shortfall in the issue proceeds could adversely affect our growth plans. We meet our working capital requirements through our owned funds, internal accruals and debt. Any shortfall in our net owned funds, internal accruals and our inability to raise debt would result in us being unable to meet our working capital requirements, which in turn will negatively affect our financial condition and results of operations. For further details please refer to the chapter titled "Objects of the Issue" beginning on page 91 of this Prospectus.

38. ***Any change in the technology may render our current technologies obsolete or require us to make substantial capital investment to cope with the market.***

Technology upgradation is a regular process and it is also essential for providing the desired quality to the customers. We are taking all the possible steps to keep our manufacturing facilities in line with the latest technology. However, any further upgradation in the technology may render our current technology obsolete and require us to upgrade the existing technology or implement new technology. Further implementing new technology may require us to incur huge capital expenditure which could affect our cash flows and result of operations.

39. ***Certain of our old corporate records required to be submitted with the Registrar of Companies are not traceable.***

We are unable to trace certain corporate records in relation to our Company. These corporate records include prescribed forms filed with the RoC by our Company relating to certain allotments of our equity shares (i.e. Form 2), increase in authorized share capital (i.e. Form 5), transfer in our registered office (i.e. Form 18) and board minutes & transfer deeds for shares transferred in initial 90s. These documents pertain to the period commencing from our incorporation till 1996. The transfers does not include any transfer made to our Promoters. We have not been able to retrieve the aforementioned documents, and accordingly, have relied on other documents, such as our

statutory register of members, board resolutions and minutes and annual returns to verify details of our equity shares allotted during this period, and details of transfers of equity shares. We cannot assure you that the abovementioned form filings and resolutions will be available in the future, or that we will not be subject to any penalty imposed by the competent regulatory authorities in this respect.

❖ ***Risk related to this Issue and our Equity Shares***

40. ***Any future issue of Equity Shares may dilute your shareholding and sales of our Equity Shares by our Promoters or other major shareholders may adversely affect the trading price of the Equity Shares.***

Any future equity issues by us, including in a primary offering, may lead to the dilution of investors' shareholdings in us. Any future equity issuances by us or sales of its Equity Shares by the Promoters may adversely affect the trading price of the Equity Shares. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of our Equity Shares.

41. ***Our ability to pay any dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures.***

The amount of our future dividend payments, if any, will depend upon our Company's future earnings, financial condition, cash flows, working capital requirements, capital expenditures, applicable Indian legal restrictions and other factors. There can be no assurance that our Company will be able to pay dividends.

42. ***The Issue Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Issue.***

The Issue Price of the Equity Shares will be determined by our Company in consultation with the LM and will be based on numerous factors. For further information, see the section titled "Basis For Issue Price" on page 96 of this Prospectus. The Issue Price may not be indicative of the market price for the Equity Shares after the Issue. The market price of the Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. There can be no assurances that investors who are allotted Equity Shares through the Issue will be able to resell their Equity Shares at or above the Issue Price.

B. EXTERNAL RISK FACTORS

43. ***Natural calamities and force majeure events may have an adverse impact on our business.***

Natural disasters may cause significant interruption to our operations, and damage to the environment that could have a material adverse impact on us. The extent and severity of these natural disasters determines their impact on the Indian economy. Prolonged spells of deficient or abnormal rainfall and other natural calamities could have an adverse impact on the Indian economy, which could adversely affect our business and results of operations.

44. ***The Goods and Services Tax (GST) regimes proposed by the Government of India may have material impact on our operations.***

The Government of India has proposed a comprehensive National Goods and Services Tax (GST) regime that will combine taxes and levies by the Central and State Governments into unified rate structure. Any future increases or amendments may affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable. Given the limited liability of information in the public domain covering the GST we are unable to provide/ measure the impact this tax regime may have on our operations.

45. ***Political instability or changes in the Government could adversely affect economic conditions in India generally and our business in particular.***

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. Elimination or substantial change of policies or the introduction of policies that negatively affect the Company's business could cause its results of operations to suffer. Any significant change in India's economic policies could disrupt business and economic conditions in India generally and the Company's business in particular.

46. ***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.

47. ***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, 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.

48. ***Terrorist attacks, civil unrests and other acts of violence or war involving India or other countries could adversely affect the financial markets, our business, financial condition and the price of our Equity Shares.***

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. Incidents such as the Mumbai terrorist attacks and other acts of violence may adversely affect the Indian stock markets where our Equity Shares will trade as well the global equity markets generally. Such acts could negatively impact business sentiment as well as trade between countries, which could adversely affect our Company's business and profitability. Additionally, such events could have a material adverse effect on the market for securities of Indian companies, including the Equity Shares.

49. ***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.

50. ***You may be subject to Indian taxes arising out of capital gains on sale of Equity Shares.***

Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 months is not subject to capital gains tax in India if securities transaction tax ("STT") is paid on the transaction. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Any gain realized on the sale of equity shares held for more than 12 months to an Indian resident, which are sold other than on a recognized stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax. Any change in tax provisions may significantly impact your return on investments.

PROMINENT NOTES

a) The Public Issue of 26,70,000 Equity Shares of face value of Rs. 10/- each fully paid for cash at a price of Rs. 19/- per Equity Share aggregating Rs. 507.30 Lakhs ("the Issue"). Issue of Equity Shares will constitute 26.67 % of the fully diluted Post-Issue paid up capital of our Company. For more information, please refer to chapter titled "The Issue" on page 47 of this Prospectus.

b) The net worth of our Company is Rs. 905.30 Lakhs, Rs. 818.09 Lakhs and Rs. 529.45 Lakhs as on March 31, 2016, March 31, 2015 and March 31, 2014 respectively as per restated financial statements of our Company. The book value of each Equity Share is Rs. 12.33, Rs. 11.17 and Rs. 10.58 as on March 31, 2016, March 31, 2015 and March 31, 2014 respectively as per the restated financial statements of our Company. For more information, please refer to section titled "Financial Statements" beginning on page 175 of this Prospectus.

c) The average cost of acquisition of per Equity Shares by our Promoters, which has been calculated by taking the average amount paid by them to acquire our Equity Shares, is as follows:

Name of the Promoters	No. of Shares held	Average cost of Acquisition (in Rs.)
Mr. Nilesh Kumar Jhalani	1,37,250	3.74
Mr. Rohit Kumar Jhalani	4,23,750	6.87
Mr. Devraj Jhalani	15,16,590	3.04

d) For details of Related Party Transactions entered into by our Company, please refer to the chapter titled "*Related Party Transactions*" beginning on page 173 of this Prospectus.

e) Except as disclosed in the chapter titled "*Capital Structure*", "*Our Promoters and Promoter Group*" and "*Our Management*" beginning on pages 55, 162 and 148 respectively, of this Prospectus, none of our Promoters, Directors or Key Management Personnel have any interest in our Company.

f) Except as disclosed in the chapter titled "*Capital Structure*" beginning on page 55 of this Prospectus, we have not issued any Equity Shares for consideration other than cash.

g) Investors may contact the LM or the Compliance Officer for any clarification / complaint or information relating to the Issue, which shall be made available by the LM and our Company to the investors at large. No selective or additional information will be available for a section of investors in any manner whatsoever. For contact details of the LM and the Compliance Officer, please refer to the chapter titled "*General Information*" beginning on page 48 of this Prospectus.

h) Investors are advised to refer to chapter titled "*Basis for Issue Price*" on page 96 of this Prospectus.

i) Trading and Allotment in Equity Shares for all investors shall be in dematerialized form only.

j) There are no financing arrangements whereby the Promoter Group, the Directors of our Company who are the Promoters of our Company, the Independent Directors of our Company and their relatives have financed the purchase by any other person of securities of our Company during the period of six months immediately preceding the date of filing of this Prospectus.

k) Except as stated in the chapter titled "*Our Group Entities*" beginning on page 166 and chapter titled "Related Party Transactions" beginning on page 173 of this Prospectus.

l) Investors may note that in case of over-subscription in the Issue, allotment to Retail applicants and other applicants shall be on a proportionate basis. For more information, please refer to the chapter titled "Issue Structure" beginning on page 242 of this Prospectus.

SUMMARY OF OUR INDUSTRY

OVERVIEW OF INDIAN ECONOMY

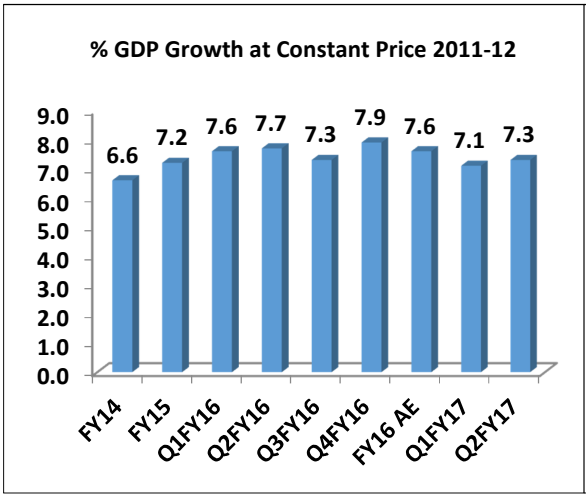
India, a South Asian nation, is the seventh-largest country by area, the second-most populous country with over 1.25 billion people, and the most populous democracy in the world. India is the fourth largest economy in the world in terms of purchasing power parity (PPP). India has emerged as the fastest growing major economy in the world as per the Central Statistics Organisation (CSO) and International Monetary Fund (IMF). According to the Economic Survey 2015-16, the Indian economy will continue to grow more than 7% in 2016-17. The improvement in India's economic fundamentals has accelerated in the year 2015 with the combined impact of strong government reforms, RBI's inflation focus supported by benign global commodity prices.

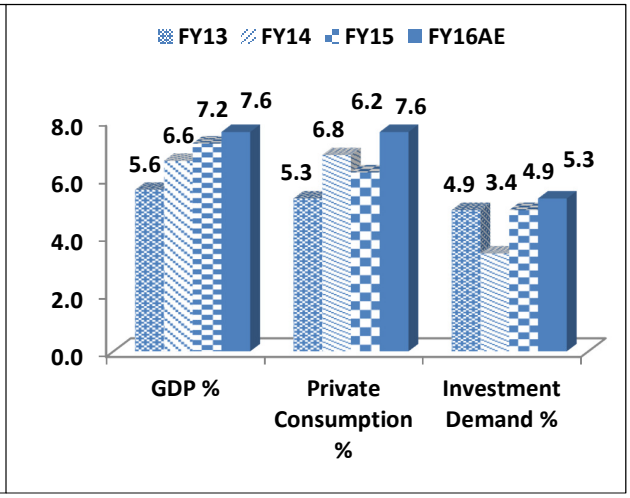
India was ranked the highest globally in terms of consumer confidence during October-December quarter of 2015, continuing its earlier trend of being ranked the highest during first three quarters of 2015, as per the global consumer confidence index created by Nielsen.

According to IMF World Economic Outlook Update (January 2016), Indian economy is expected to grow at 7-7.75% during FY 2016-17, despite the uncertainties in the global market. The Economic Survey 2015-16 had forecasted that the Indian economy will growing by more than 7% for the third successive year 2016-17 and can start growing at eight% or more in next two years.

The steps taken by the government in recent times have shown positive results as India's gross domestic product (GDP) at factor cost at constant (2011-12) prices 2015-16 is Rs 113.5 trillion (US$ 1.668 trillion), as against Rs 105.5 trillion (US$ 1.55 trillion) in 2014-15, registering a growth rate of 7.6%. The economic activities which witnessed significant growth were 'financing, insurance, real estate and business services' at 11.5% and 'trade, hotels, transport, communication services' at 10.7%.

Source: CMIE, IBEF, Asian Development Bank, MOSPI





Source: MOSPI, CSO, Base year 2011-12

OVERVIEW OF INDIAN POWER - TRANSMISSION / DISTRIBUTION EQUIPMENT INDUSTRY

Introduction

Power is one of the most critical components of infrastructure crucial for the economic growth and welfare of nations. The existence and development of adequate infrastructure is essential for sustained growth of the Indian economy.

India's power sector is one of the most diversified in the world. Sources of power generation range from conventional sources such as coal, lignite, natural gas, oil, hydro and nuclear power to viable non-conventional sources such as wind, solar, and agricultural and domestic waste. Electricity demand in the country has increased rapidly and is expected to rise further in the years to come. In order to meet the increasing demand for electricity in the country, massive addition to the installed generating capacity is required.

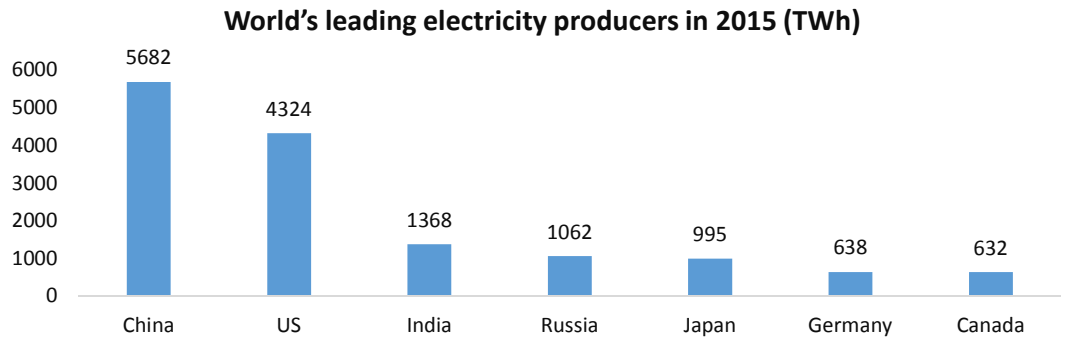
India ranks third among 40 countries in EY's Renewable Energy Country Attractiveness Index, on back of strong focus by the government on promoting renewable energy and implementation of projects in a time bound manner.

Market Size

Indian power sector is undergoing a significant change that has redefined the industry outlook. Sustained economic growth continues to drive electricity demand in India. The Government of India's focus on attaining 'Power for all' has accelerated capacity addition in the country. At the same time, the competitive intensity is increasing at both the market and supply sides (fuel, logistics, finances, and manpower).

Total installed capacity of power stations in India stood at 308834 Megawatt (MW) as of November, 30th 2016. Electricity generation rose 5.62% year-on-year to 1108 MW during in financial year 2015-16.The Planning Commission's 12th Five-Year Plan estimates total domestic energy production to reach 669.6 Million Tonnes of Oil Equivalent (MTOE) by 2016–17 and 844 MTOE by 2021–22. India's wind power capacity, installed in 2016, is estimated to increase 20% over last year to 2,800 MW@, led by favourable policy support that has encouraged both independent power producers (IPP) and non-IPPs. India is expected to add nearly 4,000 MW# of solar power in 2016, nearly twice the addition of 2,133 MW in 2015.

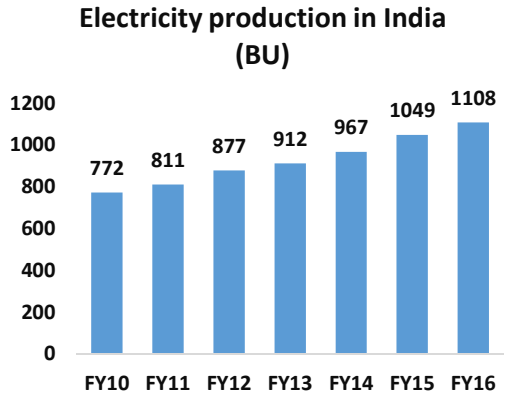
India's wind energy market is expected to attract investments totalling Rs 1,00,000 crore (US$ 14.91 billion) by 2020, and wind power capacity is estimated to almost double by 2020 from over 23,000 MW in June 2015, with an addition of about 4,000 MW per annum in the next five years. With a production of 1368 TWh (Terawatt hours) in 2015, India is the third largest producer and the fourth largest consumer of electricity in the world.



Power Generation in India

With electricity production of 1,107.8 BU in India in FY16, the country witnessed growth of around 5.62% over the previous fiscal year. Over FY10-16, electricity generation grew at CAGR of 6.21%. During April-September 2016, electricity production in India reached 584.22 BU.

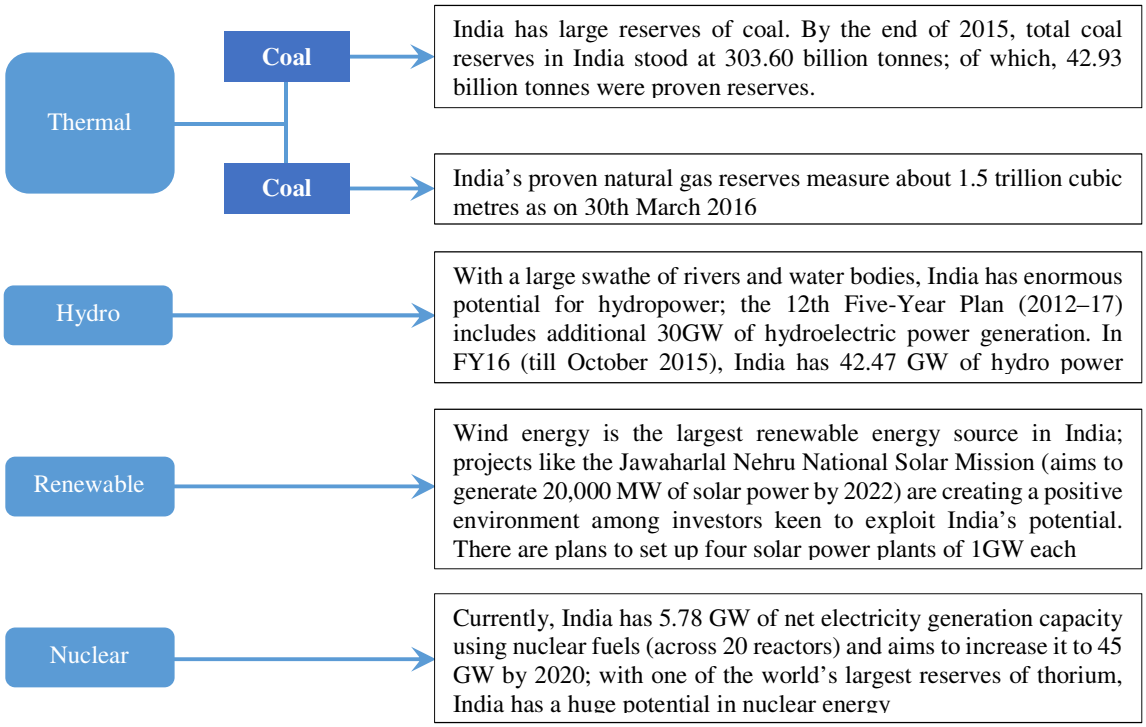
The 12th five-year plan projects that, by 2016-17, total domestic energy production would reach 669.6 Million Tonnes of Oil Equivalents (MTOE) and would further increase to 844 MTOE by 2021-22.



Installed Capacity as on 30th Nov, 2016

Fuel Base	MW	% of Total
Thermal		
Coal Base	1,87,803	60.8%
Gas Base	25,282	8.2%
Oil Base	919	0.3%
Hydro (Renewable)	43,133	14.0%
Nuclear	5,780	1.9%
Renewable Energy Sources	45,917	14.9%
Total	**3,08,834**	

Sources of Power with Share in Total Installed Capacity



SUMMARY OF OUR BUSINESS

OVERVIEW

Our Company was incorporated on September 06, 1985 as Shri Ram Switchgears Private Limited. The Company was converted into Public Limited Company pursuant to shareholder's approval on December 14, 2016 and fresh Certificate of Incorporation dated January 03, 2017 issued by Registrar of Companies, Gwalior. The registered office of our company is situated at Shri Ram Bhawan, Goushala Road, Ratlam, Madhya Pradesh – 457001.

Our company is engaged in manufacturing of Transformers, Distribution boxes, Switchgears, Junction Boxes, Feeder Pillars, Panels, LT (Low Tension)/ HT (High Tension) Line materials and other electrical products required in power distribution system utilities. The company also undertake turnkey projects including erection, installation, operation and maintenance services of power transmission lines.

History

Late Sh. Shiv Kumar Jhalani (Ex. MLA of Ratlam city, Ex- Chairman of Maulana Azad University) with his brothers Sh. Chetanya Kumar Jhalani, Sh. Indranarayan Jhalani, Sh. Trilok Kumar Jhalani and Sh. Umesh Kumar Jhalani founded our Company and all the group entities. It all started in the year 1959-60 with M/s Ratlam Electric Store which was formed for distribution and trading of electrical products. The group gradually entered into the field of Electrical Engineering - Manufacturing by setting up its first Manufacturing unit in Ratlam in the year 1967 in the name of M/s Shri Ram Industries, a partnership firm. Later we setup another group entity M/s Shri Ram Switchgears, (Ratlam) in the year 1976 for manufacturing of electrical products. In 1984, we set up M/s Shri Ram Switchgears (Maharashtra) to expand our reach and operations in the state of Maharashtra.

After the Incorporation of our company, our company signed a lease agreement with the Madhya Pradesh Government for allotment of Plot 14-15, Industrial Estate, Ratlam, MP on lease for 99 years to manufacture Distribution boxes initially. The current promoters of our Company took over the business from their grand parents.

We executed our first major order worth Rs. 2.12 Crores from Maharashtra State Electricity Distribution Company Limited for supplying Distribution Boxes in the year 1994. Later in 1999 we included Transformers in our manufacturing portfolio. To enhance the production and bring precision in our products we modernized our processes and imported Optical Fiber Laser Cutting Machine from Italy in the year 2014.

Business Profile

We are involved in the engineering and manufacturing of Electrical products. We manufacture Transformers (EHV, Power, Distribution, and Special Application) upto 5 mVA - 132 kV Class as well as Oil Type Compact Sub-Stations. We manufacture full range of HT & LT switchgears from Distribution boards to Distribution Boxes, Control and Relay Panel, Feeder Pillars, ACB Boxes, Single Phase Boxes, MCB & MCCB panels, Junction Boxes, A.C./D.C. Boards and other related products. We also undertake EPC contracts in the Power Transmission and Distribution sector covering the full range from design and engineering to testing and commissioning of electrical substations and transmission lines. Our Company is eligible for the power development projects issued by World Bank and Asian Development Bank. We have a vast experience in the power sector and whole gamut of Power Distribution and Transmission products in our product portfolio. This enables us to undertake and complete EPC contracts within quickest time frame and of the highest quality standards. Further, in the financial period ending February 28, 2017 we also traded in electronic items including computer and computer peripherals.

Our customers are majorly the Power DISCOMs (Distribution Companies). We cover the states of Maharashtra, Rajasthan, Gujarat, Madhya Pradesh, Delhi, Odisha, Uttar Pradesh for supply of our products and services.

From engineers to skilled labours, everyone is motivated to manufacture the highest quality products in Our Company. Our Company has put a lot of systems in place for quality check and control. We have been accredited

with "ISO:9001-2008" certification for design and development, production, installation & marketing of electrical switchgear & transformers. We have always been a frontrunner in adapting technology ahead of its times.

For our manufacturing facility, we do not need a Water or Air Treatment plant as we are proud to say that our plant is a zero pollution emission plant and received certificate dated November 23, 2015 for the same from District Trade & Industries Centre, Ratlam. We recently got elected as member in general category by Confederation of Indian Industry (CII) for its State Council of Madhya Pradesh for the year 2017-18.

What Do We Manufacture

A. Transformers

B. Feeder Pillar

C. Distribution Boxes

SUMMARY OF FINANCIAL STATEMENTS

STATEMENT OF ASSETS AND LIABILITIES AS RESTATED STAND ALONE

(Rs. in Lakhs)

Sr. No	Particulars	Note No.	28-Feb-2017	As at 31st March				
				2016	2015	2014	2013	2012
A.	**Equity and Liabilities**							
1	**Shareholders' Funds**							
	Share Capital	**2.1**	734.06	489.37	488.26	333.76	283.76	283.76
	Reserves & Surplus	**2.2**	347.90	415.93	329.83	195.69	154.00	139.99
	Foreign Currency Fluctuation Reserve		11.15	11.15	37.75	-	-	-
	Share application money pending allotment		-	-	-	-	-	-
2	**Non-Current Liabilities**							
	Long-term borrowings	**2.3**	2,135.31	1,905.03	640.33	696.93	373.99	239.06
	Deferred Tax Liabilities (Net)	**2.4**	-	-	3.78	-	-	-
	Other Long Term Liabilities	**2.5**	2.00	455.69	1,421.28	1,050.88	8.60	6.05
	Long Term Provisions	**2.6**	-	-	-	-	-	14.03
3	**Current Liabilities**							
	Short Term Borrowings	**2.7**	1753.09	1,263.00	1,247.15	1,214.31	1,163.55	1,047.74
	Trade Payables	**2.8**	2,421.26	2,155.48	1,021.74	1,512.34	1,175.82	784.66
	Other Current Liabilities	**2.9**	656.50	303.72	936.67	158.35	3.72	4.39
	Short Term Provisions	**2.10**	191.46	102.69	102.16	24.91	21.54	11.10
	Total		**8,252.73**	**7,102.06**	**6,228.96**	**5,187.17**	**3,184.98**	**2,530.78**
B.	**Assets**							
4	**Non-Current Assets**							
	Fixed Assets							
	i) Tangible Assets	**2.11**	418.61	470.60	578.92	175.27	120.69	79.14
	Deferred Tax Assets (Net)	**2.4**	8.03	3.81	-	3.38	2.71	2.40
	Long Term Loans and Advances	**2.12**	78.70	83.60	212.86	46.21	52.00	53.08
	Non-Current Investment	**2.13**	-	2.72	2.72	2.72	2.72	2.72
5	**Current Assets**							
	Inventories	**2.14**	3,320.33	1,965.54	1,947.20	2,618.69	1,382.28	755.77

	Trade Receivables	**2.15**	3,490.81	3,488.61	2,778.52	1,181.79	1,160.56	724.62
	Cash and Cash Equivalents	**2.16**	618.76	700.16	583.13	272.46	209.99	605.46
	Short-term loans and advances	**2.17**	317.50	387.01	125.60	886.66	254.03	307.58
	Total		**8,252.73**	**7,102.06**	**6,228.96**	**5,187.17**	**3,184.98**	**2,530.78**

STATEMENT OF PROFIT AND LOSS AS RESTATED STAND ALONE

(Rs. in Lakhs)

Sr. No	Particulars	Notes No.	28 Feb, 2017	For The Year Ended March 31,				
				2016	2015	2014	2013	2012
A.	**Revenue:**							
	Gross Revenue from Operations	**2.18**	5,663.80	4,815.63	5,586.70	4,069.29	2,366.49	2,923.50
	Less : Excise Duty		167.25	250.62	298.13	180.46	234.28	256.40
	Net Revenue from Operations		5,496.55	4,565.01	5,288.57	3,888.82	2,132.21	2,667.10
	Other income	**2.19**	39.72	258.01	148.81	32.60	70.08	49.46
	Total revenue		**5,536.27**	**4,823.02**	**5,436.98**	**3,921.42**	**2,202.29**	**2,716.56**
B.	**Expenses:**							
	Cost of material Consumed	**2.2**	4,940.11	3,708.57	3,794.96	4,421.20	1,645.49	2,347.86
	Changes in inventories of Finished goods, work-in-progress	**2.21**	(1609.35)	(146.36)	540.77	(1,197.73)	(13.11)	(117.13)
	Employee benefit expense	**2.22**	184.44	151.09	106.02	35.55	28.04	24.90
	Finance costs	**2.23**	656.24	397.81	350.45	266.91	262.93	182.29
	Depreciation and amortization exp.	**2.11**	77.93	103.09	27.22	15.59	15.77	26.23
	Other expenses	**2.24**	993.99	491.40	436.85	318.70	142.94	208.24
	Total Expenses		**5243.36**	**4,705.58**	**5,256.27**	**3,860.22**	**2,082.06**	**2,672.39**
	Profit/(Loss) before tax		**292.92**	**117.44**	**180.71**	**61.20**	**120.23**	**44.17**
	Extraordinary Items	**2.25**	1.27	10.27	2.39	-	-	146.80
	Profit/(Loss) before tax		**291.65**	**127.71**	**183.10**	**61.20**	**120.23**	**(102.63)**
	Tax expense :							
	Current Tax		96.43	50.00	54.63	20.17	6.78	-
	Previous Years'		22.78					
	Deferred Tax	**2.26**	(4.22)	(7.59)	7.16	(0.67)	(0.30)	4.35
	Profit/(Loss) for the year		**176.65**	**85.28**	**121.31**	**41.70**	**113.75**	**(98.28)**
	Corporate Social Responsibility Expenses		-	-	-	-	-	-
	Profit/(Loss) for the year		**176.65**	**85.28**	**121.31**	**41.70**	**113.75**	**(98.28)**
	Earning per equity share in Rs.:							
	(1) Basic		2.41	1.16	1.66	0.83	2.67	(2.31)
	(2) Diluted		2.41	1.16	1.66	0.83	2.67	(2.31)

STATEMENT OF CASH FLOW FROM RESTATED FINANCIAL STATEMENTS STAND ALONE

(Rs. in Lakhs)

Particulars	28 Feb, 2017	For The Year Ended March 31st,				
		2016	2015	2014	2013	2012
A. CASH FLOW FROM OPERATING ACTIVITIES						
Profit/ (Loss) before tax	**291.65**	**127.71**	**183.10**	**61.20**	**120.23**	**(102.63)**
Adjustments for:						
Depreciation	77.93	103.09	27.22	15.59	15.77	26.23
Interest Expense	656.24	397.81	350.45	266.91	262.93	182.29
Interest Received	(30.31)	(54.37)	(26.38)	(21.16)	(42.74)	(21.94)
Loss by Fire	-	-	-	-	(99.26)	99.26
Foreign Exchange Loss/(Gain)	-	-	(2.39)	-	-	-
Adjustment in Reserves	-	0.04	2.17	(0.40)	(0.47)	-
Operating profit before working capital changes	**995.50**	**574.26**	**534.17**	**322.14**	**256.46**	**183.21**
Movements in working capital :						
(Increase)/ Decrease in Inventories	(1354.79)	(18.34)	671.49	(1,236.41)	(626.51)	(333.68)
(Increase)/Decrease in Trade Receivables	(2.21)	(710.08)	(1,596.73)	(21.23)	(435.93)	105.21
(Increase)/Decrease in Other Current Assets	2.72	-	-	-	-	-
(Increase)/Decrease in Loans & Advances	69.51	(261.41)	761.06	(632.63)	53.55	(156.60)
Increase/(Decrease) in Long-Term Provisions	-	-	-	-	(14.03)	-
Increase/(Decrease) in Trade Payables and Other Liabilities	253.64	(464.28)	735.38	1,536.80	403.48	350.19
Cash generated from operations	**(35.62)**	**(879.84)**	**1,105.37**	**(31.33)**	**(362.98)**	**148.33**
Income tax Refund/ (paid) during the year	(119.19)	(50.00)	(54.63)	(20.17)	(6.78)	-
Net cash from operating activities (A)	**(154.81)**	**(929.84)**	**1,050.74**	**(51.50)**	**(369.76)**	**148.32**

B. CASH FLOW FROM INVESTING ACTIVITIES						
Purchase of Fixed Assets	(25.94)	(21.40)	(395.04)	(69.79)	(62.26)	42.87
Subsidy received	-	-	15.00	-	-	-
Sale of Fixed Assets	-	-	-	-	4.90	-
Advances & Loans	4.90	129.26	(166.66)	5.80	1.08	(4.86)
Interest Received	30.31	54.37	26.38	21.16	42.74	21.94
Net cash from investing activities (B)	**9.27**	**162.23**	**(520.32)**	**(42.83)**	**(13.54)**	**59.95**
Proceeds from issue of share capital/application money	-	1.89	154.50	50.00	-	-
Interest paid on borrowings	(656.24)	(397.81)	(350.45)	(266.91)	(262.93)	(182.29)
Proceeds/(Repayment) of Borrowings	720.37	1,280.55	(23.76)	373.70	250.74	444.80
Proceeds/ (Repayment) of Unsecured Loans	-	-	-	-	-	-
Net cash from financing activities (C)	**64.13**	**884.63**	**(219.71)**	**156.79**	**(12.19)**	**262.51**
Net increase in cash and cash equivalents (A+B+C)	**(81.41)**	**117.03**	**310.71**	**62.46**	**(395.50)**	**470.79**
Cash and cash equivalents at the beginning of the year	**700.16**	**583.13**	**272.46**	**209.99**	**605.47**	**134.69**
Cash and cash equivalents at the end of the year	**618.76**	**700.16**	**583.13**	**272.46**	**209.99**	**605.46**

THE ISSUE

Particulars	Number of Equity Shares
Equity Shares Offered	26,70,000 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. 19/- per Equity Share aggregating Rs. 507.30 lakhs.
Fresh Issue Consisting of	
Issue Reserved for Market Maker	1,38,000 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. 19/- per Equity Share aggregating Rs. 26.22 lakhs.
Net Issue to the Public	25,32,000 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. 19/- per Equity Share aggregating Rs. 481.08 lakhs.
	of which:
	12,66,000 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. 19/- per Equity Share will be available for allocation to investors up to Rs. 2.00 Lakhs
	12,66,000 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. 19/- per Equity Share will be available for allocation to investors above Rs. 2.00 Lakhs
Equity Shares outstanding prior to the Issue	73,40,565 Equity Shares
Equity Shares outstanding after the Issue	1,00,10,565 Equity Shares
Objects of the Issue	See the chapter titled "Objects of the Issue" on page 91 of this Prospectus.

This Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations. The Issue is being made through the Fixed Price Process and hence, as per Regulation 43, sub regulation (4) of SEBI (ICDR) Regulations, the allocation in the net issue to public category shall be made as follows:

(a) Minimum fifty percent to retail individual investors; and

(b) remaining to:

(i) individual applicants other than retail individual investors; and

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

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

For the purpose of Regulation 43(4), if 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.

For further details please refer to chapter titled "Issue Structure" beginning on page 242 of this Prospectus.

GENERAL INFORMATION

Our Company was incorporated as Shri Ram Switchgears Private Limited under the provisions of the Companies Act, 1956 vide certificate of incorporation dated September 06, 1985 in Madhya Pradesh. Subsequently, the name of the company was changed to Shri Ram Switchgears Limited pursuant to shareholder's resolution on December 14, 2016 and vide fresh certificate of incorporation dated January 03, 2017.

For further details please refer to chapter titled 'Our History and Certain Other Corporate Matters' beginning on page 136 of this Prospectus.

REGISTERED OFFICE OF OUR COMPANY

SHRI RAM SWITCHGEARS LIMITED

Shri Ram Bhawan, Goushala Road, Ratlam,

Madhya Pradesh - 457001

Tel: +91 7412 235554

Fax: +91 7412 231095

E-mail: info@shriramswitchgears.com

Website: www.shriramswitchgears.com

Registration Number: 003026

Corporate Identification Number: U31200MP1985PLC003026

REGISTRAR OF COMPANIES

REGISTRAR OF COMPANIES, GWALIOR, MADHYA PRADESH

3rd Floor, 'A' Block, Sanjay Complex,

Jayendra Ganj, Gwalior, M.P.

Website: www.mca.gov.in

DESIGNATED STOCK EXCHANGE

NATIONAL STOCK EXCHANGE OF INDIA LTD (EMERGE PLATFORM)

Exchange Plaza, Plot no. C/1, G Block,

Bandra-Kurla Complex, Bandra (E), Mumbai - 400051

For details in relation to the changes to the name of our Company, please refer to the chapter titled, "*Our History and Certain Other Corporate Matters*" beginning on page 136 of this Prospectus.

BOARD OF DIRECTORS OF OUR COMPANY

Sr. No.	Name	Age	DIN	Address	Designation
1.	Nilesh Kumar Jhalani	47	01462299	Shri Ram Bhawan, Goushala Road, Ratlam, M.P. - 457001	Managing Director
2.	Rohit Kumar Jhalani	36	00666443	Shri Ram Bhawan, Goushala Road, Ratlam, M.P. - 457001	Whole - Time Director
3.	Devraj Jhalani	29	01462323	Shri Ram Bhawan, Goushala Road, Ratlam, M.P. - 457001	Whole - Time Director

Sr. No.	Name	Age	DIN	Address	Designation
4.	Sapna Jhalani	51	07685341	Shri Ram Bhawan, Goushala Road, Ratlam, MP - 457001	Non-Executive Director
5.	Amita Premswaroop Patel	49	07687442	House No. 14 M.G. Road Indore 452001, Indore, MP- 452001	Non-Executive & Independent Director
6.	Atul Khandelwal	51	00094242	301, Prime Avenue, B Wing, next to Nanavati Hospital, Vile Parle (West) Mumbai 400056, Maharashtra	Non-Executive & Independent Director

For further details of our Directors, please refer to the chapter titled "Our Management" beginning on page 148 of this Prospectus.

COMPANY SECRETARY AND COMPLIANCE OFFICER

MS. GARIMA MAHALAHA

SHRI RAM SWITCHGEARS LIMITED

Shri Ram Bhawan, Goushala Road, Ratlam,

Madhya Pradesh - 457001

Tel: +91 7412 235554

E-mail: compliance@shriramswitchgears.com

Investors may contact the Compliance Officer and / or the Registrar to the Issue and / or the LM to the Issue in case of any Pre-Issue or Post- Issue related matter such as non-receipt of letters of Allotment, credit of allotted Equity Shares in the respective beneficiary account, unblocking of amount in ASBA etc.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the concerned SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCSB where the ASBA Application Form was submitted by the ASBA Applicant.

For all Issue related queries and for redressal of complaints, Applicants may also write to the Lead Manager. All complaints, queries or comments received by Stock Exchange/SEBI shall be forwarded to the Lead Manager, who shall respond to the same.

CHIEF FINANCIAL OFFICER

MR. NARESH KUMAR JHALANI

SHRI RAM SWITCHGEARS LIMITED

Shri Ram Bhawan,

Goushala Road, Ratlam, M.P. - 457001

Tel: +91 7412 235554

E-mail: info@shriramswitchgears.com

STATUTORY AUDITORS & PEER REVIEW AUDITORS

M/S KVNG & ASSOCIATES

Chartered Accountants

55, Murai Mohalla, Sanyogitaganj,

Indore, Madhya Pradesh - 452001

Tel: +91 9893 284638

Firm Registration No.: 002628C

Peer Review Certificate No.: 008551

Contact Person: Mr. T.S. Kothari (Partner)

Membership No.: 075877

E-mail: tejsinghkothari@gmail.com

LEAD MANAGER TO THE ISSUE

SARTHI CAPITAL ADVISORS PRIVATE LIMITED

159/11, Amar Brass Compound

Vidya Nagari Marg, Kalina,

Santacruz (E), Mumbai – 400098

Tel: (022) 26528671/72

Fax: (022) 26528673

Contact Person: Mr. Deepak Sharma

Email: ipo@sarthiwm.in

SEBI Registration No.: INM000012011

Unit No. 411, Fourth Floor, Pratap Bhavan,

5 Bahadur Shah Zafar Marg,

New Delhi-110002

Tel: (011) 23739425-27

Fax: (011) 23739424

Contact Person: Mr. Anand Lakhotia

REGISTRAR TO THE ISSUE

BIGSHARE SERVICES PRIVATE LIMITED

E2 Ansa Industrial Estate, Sakivihar Road,

Sakinaka, Andheri (E), Mumbai - 400072.

Tel: +91 22 40430200

Fax: +91 22 28475207

E-mail: ipo@bigshareonline.com

Website: www.bigshareonline.com

Contact Person: Mr. Srinivas Dornala

SEBI Registration No.: INR000001385

LEGAL ADVISOR TO THE ISSUE

ANURAG LAKHOTIA

AD-73, B, Shalimar Bagh,

New Delhi- 110088

Tel: (+91) 9910081392

E-mail: anuraglakhotia@gmail.com

Contact Person: Mr. Anurag Lakhotia

BANKERS TO THE COMPANY

UCO BANK (Lead Banker)

235, Lakkadpitha, Ratlam

Tel: +91 7412-235332/242933

E-mail: ratlam@ucobank.co.in

Contact Person: Ms. Hansa Pattani

IDBI BANK LTD (Consortium Banker)

6, Malviya Nagar, Near Raj Bhavan,

Adjacent to LIC, Bhopal-462003, MP

Tel: 755-4027021

Fax: 755-2554921

E-mail: ibkl0000138@idbi.co.in

Contact Person: Mr. Prasoon Sinha

ORIENTAL BANK OF COMMERCE

(Consortium Banker)

78, Chandni Chowk, Ratlam (MP)

Tel: +91 7422-224001

E-mail: bm0313@obc.co.in

Contact Person: Mr. J P Shukla

BANK OF MAHARASHTRA

(Consortium Banker)

115, Station Road, Ratlam-457001

Tel: +91 7412-230492

E-mail: bom427@mahabank.co.in

Contact Person: Mr. Ramesh Singh

BANKER TO THE ISSUE/ PUBLIC ISSUE BANK

AXIS BANK LIMITED

Fortune 2000, Ground Floor, Bandra-Kurla Complex,

Bandra (E), Mumbai - 400051

Tel: 022-61483110

Fax: 022-64183119

Email: bkc.operationshead@axisbank.com

Contact Person: Mr. Percy Badhniwalla

SEBI Registration No.: INBI00000017

REFUND BANKER

AXIS BANK LIMITED

Fortune 2000, Ground Floor, Bandra-Kurla Complex,

Bandra (E), Mumbai - 400051

Tel: 022-61483110

Fax: 022-64183119

Email: bkc.operationshead@axisbank.com

Contact Person: Mr. Percy Badhniwalla

SEBI Registration No.: INBI00000017

SELF CERTIFIED SYNDICATE BANKS

The lists of banks that have been notified by SEBI to act as SCSB for the Applications Supported by Blocked Amount (ASBA) Process are provided on http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34. For details on

Designated Branches of SCSBs collecting the ASBA Application Form, please refer to the above-mentioned SEBI link.

CREDIT RATING

This being an issue of Equity shares, credit rating is not required.

IPO GRADING

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

APPRAISAL AND MONITORING AGENCY

As per Regulation 16(1) of the SEBI (ICDR) Regulations, the requirement of Monitoring Agency is not mandatory if the Issue size is below Rs. 50,000 Lakhs. Since the Issue size is only of Rs. 507.30 Lakhs, our Company has not appointed any monitoring agency for this Issue. However, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue.

INTER-SE ALLOCATION OF RESPONSIBILITIES

Since Sarthi Capital Advisors Pvt. Ltd. is the sole Lead Manager to this Issue, a statement of inter se allocation of responsibilities among Lead Managers is not applicable.

EXPERT OPINION

Except the report of the Statutory Auditor on statement of tax benefits included in this Prospectus, our Company has not obtained any other expert opinion.

DEBENTURE TRUSTEE

Since this is not a debenture issue, appointment of debenture trustee is not required.

UNDERWRITER

Our Company and LM to the issue hereby confirm that the Issue is 100% Underwritten. The Underwriting Agreement is dated January 07, 2017 pursuant to the terms of the underwriting agreement; the obligations of the underwriter are subject to certain conditions specified therein. The underwriter has indicated its intention to underwrite the following number of specified securities being offered through this Issue.

Name and Address of the Underwriter	Indicative Number of Equity shares to be Underwritten	Amount Underwritten (Rupees in Lakhs)	% of the Total Issue Size Underwritten
Sarthi Capital Advisors Private Limited 159/11, Amar Brass Compound, Vidya Nagari Marg,Kalina, Santacruz (E),Mumbai - 400098 **Tel:** (022) 26528671/72 **Fax:** (022) 26528673 **Email:** ipo@sarthiwm.in **Contact Person:** Mr. Deepak Sharma **SEBI Registration No.:** INM000012011	26,70,000	507.30	100.00
Total	**26,70,000**	**507.30**	**100.00**

In the opinion of the Board of Directors of the Company, the resources of the above-mentioned underwriter are sufficient to enable them to discharge their respective underwriting obligations in full. Further, the underwriter shall be paid a commission at the rate of 0.50% of the net offer to the public.

DETAILS OF THE MARKET MAKING ARRANGEMENT

Our Company and the Lead Manager have entered into a tripartite agreement dated January 07, 2017 with the following Market Maker, duly registered with National Stock Exchange of India Limited to fulfill the obligations of Market Making:

CHOICE EQUITY BROKING PRIVATE LIMITED

Choice House, Shree Shakambhari Corporate Park,

156-158, J.B. Nagar, Andheri (E),

Mumbai – 400099

Tel: + 91 22 67079853

Fax: + 91 22 67079898

E-mail: sme@choiceindia.com

Contact Person: Mr. Premkumar Harikirishnan

SEBI Registration No.: INB231377335

Choice Equity Broking Private Limited, registered with SME segment (NSE-EMERGE) of NSE will act as the Market Maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI (ICDR) Regulations.

The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, as amended from time to time and the circulars issued by the NSE and SEBI in this matter from time to time.

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

1. The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. Further, the Market Maker(s) shall inform the Exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).
2. The minimum depth of the quote shall be Rs. 1,00,000/-. However, the investors with holdings of value less than Rs. 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.
3. After a period of three years from the market making period, the market maker would be exempted to provide quote if the Shares of market maker in our Company reaches to 25 % of Issue Size (Including the 1,38,000 Equity Shares out to be allotted under this Issue.) Any Equity Shares allotted to Market Maker under this Issue over and above 1,38,000 Equity Shares would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of market maker in our Company reduce to 24% of Issue Size, the market maker will resume providing 2-way quotes.
4. There shall be no exemption/threshold on downside. However, in the event the market maker exhausts his inventory through market making process, the concerned stock exchange may intimate the same to SEBI after due verification.
5. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.

6. There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors. At this stage, Choice Equity Broking Private Limited is acting as the sole Market Maker.

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

8. The Marker Maker may also be present in the opening call auction, but there is no obligation on him to do so.

9. 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.

10. The Market Maker(s) shall have the right to terminate said arrangement by giving one month notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s).

    In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker(s) in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 106V of the SEBI (ICDR) Regulations, 2009. Further the Company and the Lead Manager reserve the right to appoint other Market Maker(s) 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 5 (five) or as specified by the relevant laws and regulations applicable at that particulars point of time. The Market Making Agreement is available for inspection at our Registered Office from 11.00 a.m. to 5.00 p.m. on working days.

11. Emerge of NSE will have all margins which are applicable on the NSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.

12. Emerge of NSE will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker(s) 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.

13. 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.

CAPITAL STRUCTURE

The share capital of our Company as of the date of this Prospectus before and after the issue is set forth below:

(Rs. In Lakhs except share data)

Sr. No.	Particulars	Aggregate Value	
		Face Value	Issue Price
A	**AUTHORISED SHARE CAPITAL**		
	1,20,00,000 Equity Shares of face value of Rs. 10/- each	1200.00	
B	**ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL**		
	73,40,565 fully paid up Equity Shares of face value of Rs. 10/- each	734.06	
C	**PRESENT ISSUE IN TERMS OF PROSPECTUS***		
	26,70,000 Equity Shares of face value of Rs. 10/- each	267.00	507.30
	Which comprises of		
	1,38,000 Equity Shares of face value of Rs.10/- each at a premium of Rs. 9/- per Equity Share reserved as Market Maker portion	13.80	26.22
	Net Issue to Public of 25,32,000 Equity Shares of face value of Rs. 10/- each at a premium of Rs. 9/- per Equity Share to the Public	253.20	481.08
	Of which		
	12,66,000 Equity Shares of face value of Rs. 10/- each at a premium of Rs. 9/- per Equity Share will be available for allocation to Investors up to Rs. 2.00 Lakhs	126.60	240.54
	12,66,000 Equity Shares of face value of Rs. 10/- each at a premium of Rs. 9/- per Equity Share will be available for allocation to Investors above Rs. 2.00 Lakhs	126.60	240.54
D	**ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL AFTER THE ISSUE**		
	100,10,565 Equity Shares of face value of Rs. 10/- each	1001.56	

E	**SECURITIES PREMIUM ACCOUNT**	
	Before the Issue	Nil
	After the Issue	240.30

**The Issue has been authorized pursuant to a resolution of our Board dated January 04, 2017 and by Special Resolution passed under Section 23 r.w. Section 62(1)(c) of the Companies Act, 2013 at an Extra Ordinary General Meeting of our shareholders held on January 06, 2017*

The Company has only one class of share capital i.e. Equity Shares of face value of Rs.10/- each only. All Equity Shares issued are fully paid-up.

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

NOTES TO THE CAPITAL STRUCTURE:

History of change in authorized Equity Share capital of Our Company

a) The Initial Authorized Share Capital of Rs. 5,00,000 (Rupees Five Lakhs only) consisting of 50,000 Equity shares of face value of Rs. 10/- each was increased to Rs. 20,00,000 (Rupees Twenty Lakhs only) consisting of 2,00,000 Equity Shares of face value of Rs.10/- each pursuant to a resolution of the shareholders dated August 26, 1988.

b) The Authorized Share Capital of Rs. 20,00,000 (Rupees Twenty Lakhs only) consisting of 2,00,000 Equity shares of face value of Rs. 10/- each was increased to Rs. 1,00,00,000 (Rupees One Crore only) consisting of 10,00,000 Equity Shares of face value of Rs.10/- each pursuant to a resolution of the shareholders dated May 02, 2007.

c) The Authorized Share Capital of Rs. 1,00,00,000 (Rupees One Crore only) consisting of 10,00,000 Equity shares of face value of Rs. 10/- each was increased to Rs. 3,00,00,000 (Rupees Three Crores only) consisting of 30,00,000 Equity Shares of face value of Rs.10/- each pursuant to a resolution of the shareholders dated November 16, 2009.

d) The Authorized Share Capital of Rs. 3,00,00,000 (Rupees Three Crores only) consisting of 30,00,000 Equity shares of face value of Rs. 10/- each was increased to Rs. 3,50,00,000 (Rupees Three Crores Fifty Lakhs only) consisting of 35,00,000 Equity Shares of face value of Rs.10/- each pursuant to a resolution of the shareholders dated November 20, 2013.

e) The Authorized share capital of Rs. 3,50,00,000 (Rupees Three Crores Fifty Lakhs only) consisting of 35,00,000 Equity Shares of face value of Rs. 10/- each was increased to Rs. 5,50,00,000 (Rupees Five Crores Fifty Lakhs only) consisting of 55,00,000 Equity Shares of face value of Rs.10/- each pursuant to a resolution of the shareholders dated July 23, 2014.

f) The Authorized share capital of Rs. 5,50,00,000 (Rupees Five Crores Fifty Lakhs only) consisting of 55,00,000 Equity Shares of face value of Rs. 10/- each was increased to Rs. 12,00,00,000 (Rupees Twelve Crores only) consisting of 1,20,00,000 Equity Shares of face value of Rs.10/- each pursuant to a resolution of the shareholders dated December 14, 2016.

1. **Equity Share Capital History:**

Date of Allotment of the Equity shares	No. of Equity Shares Allotted	Face Value	Issue Price	Nature of Allotment	Nature of Consideration	Cumulative No. of Shares	Cumulative Paid up Capital
Since Incorporation	60	10	10	Subscription to MOA [(1)]	Cash	60	600
November 22, 1985	1,850	10	10	Further Allotment [(2)]	Cash	1,910	19,100
November 25, 1985	500	10	10	Further Allotment [(3)]	Cash	2,410	24,100
November 28, 1985	500	10	10	Further Allotment [(4)]	Cash	2,910	29,100
December 02, 1985	500	10	10	Further Allotment [(5)]	Cash	3,410	34,100
April 28, 1986	2,400	10	10	Further Allotment [(6)]	Cash	5,810	58,100
May 09, 1987	13,300	10	10	Further Allotment [(7)]	Cash	19,110	1,91,100
October 21, 1988	39,400	10	10	Further Allotment [(8)]	Cash	58,510	5,85,100
September 15, 1989	8,500	10	10	Further Allotment [(9)]	Cash	67,010	6,70,100
March 30, 2005	1,31,600	10	10	Further Allotment[(10)]	Cash	1,98,610	19,86,100
July 09, 2007	7,89,000	10	10	Further Allotment[(11)]	Cash	9,87,610	98,76,100
March 30, 2011	18,50,000	10	10	Further Allotment[(12)]	Cash	28,37,610	2,83,76,100
December 30, 2013	5,00,000	10	10	Further Allotment[(13)]	Cash	33,37,610	3,33,76,100
February 03, 2015	6,45,000	10	10	Rights Issue[(14)]	Cash	39,82,610	3,98,26,100
March 31, 2015	9,00,000	10	10	Rights Issue[(15)]	Cash	48,82,610	4,88,26,100

February 08, 2016	11,100	10	17	Rights Issue[16]	Cash	48,93,710	4,89,37,100
January 04, 2017	24,46,855	10	Nil	Bonus Issue[17]	Consideration other than Cash	73,40,565	7,34,05,650

(1) Initial Subscribers to Memorandum of Association hold 60 Equity Shares each of face value of Rs. 10/- fully paid up as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Mansukhrai Jhalani	10
2.	Umesh Kumar Jhalani	10
3.	Saroj Jhalani	10
4.	Santosh Trilok Jhalani	10
5.	Chetnya Kumar Jhalani	10
6.	Indranarayan Jhalani	10
	Total	**60**

(2) The Company allotted 1,850 Equity Shares of face value of Rs. 10/- each at par as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Saroj Devi Jhalani	450
2.	Santosh Trilok Jhalani	450
3.	Umesh Kumar Jhalani	450
4.	Parasmal Jhalani	500
	Total	**1,850**

(3) The Company allotted 500 Equity Shares of face value of Rs. 10/- each at par as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Kusumlata Pitlia	500
	Total	**500**

(4) The Company allotted 500 Equity Shares of face value of Rs. 10/- each at par as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	K. Vergis	500
	Total	**500**

(5) The Company allotted 500 Equity Shares of face value of Rs. 10/- each at par as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Dineshchand Pitlia	500
	Total	**500**

(6) The Company allotted 2,400 Equity Shares of face value of Rs. 10/- each at par as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Kamal Kumar Jain	100
2.	Sunil Kumar Jain	100
3.	Maganlal Jain	100
4.	Shanta Jain	100
5.	Janardan Vyas	1,000
6.	Parmanandji S. Vyas	1,000
	Total	**2,400**

(7) The Company allotted 13,300 Equity Shares of face value of Rs. 10/- each at par as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Virendra Kumar Jain	300
2.	Sunil Kumar Jain	1100
3.	Kalpana Jain	100
4.	Sunil Rawat	900
5.	Narendra Rawat	950
6.	Rajiv Rawat	700

Sr. No.	Name of Person	No. of Shares Allotted
7.	Manoj Kumar	850
8.	Sushila Saraf	300
9.	Sunita Saraf	350
10.	Chottelal Jain	850
11.	Devendra Kumar	800
12.	Rajal Devi Dangi	400
13.	Ramchandra Suryavanshi	950
14.	Roshanlal Bhatewara	850
15.	Rajendra Kumar Sharma	900
16.	Rajal Devi Jain	1100
17.	Shantilal Pitlia	1000
	Total	**13,300**

(8) The Company allotted 39,400 Equity Shares of face value of Rs. 10/- each at par as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Rakesh Kumar Jhalani	3,000
2.	Guljarilal Bhatewara	5,000
3.	Kailash Jhalani	5,100
4.	Shricharan Jhalani	3,700
5.	Pradeep Kumar Jhalani	5,100
6.	Meakchand Saraf	5,000
7.	Mangilal Sharma	2,500
8.	Indu Jhalani	5,000
9.	Anil Kumar Jhalani	5,000
	Total	**39,400**

(9) The Company allotted 8,500 Equity Shares of face value of Rs. 10/- each at par as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Sunita Jhalani	2,000
2.	Bhupendra Singh Goyal	1,000
3.	Vivek Khandelwal	1,000
4.	Badrilal Gupta	1,500
5.	Sanjay Patil	1,000
6.	Sunil Kumar Shrivaspati	1,000
7.	Naresh Chandra Kumawat	500
8.	C.S. Shrivaspati	500
	Total	**8,500**

(10) The Company allotted 1,31,600 Equity Shares of face value of Rs. 10/- each at par as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Sapna Jhalani	50,000
2.	Rohit Kumar Jhalani	20,900
3.	Jayesh Kumar Jhalani	2,500
4.	Jayshri Jhalani	8,200
5.	Divik Kumar Jhalani	50,000
	Total	**1,31,600**

(11) The Company allotted 7,89,000 Equity Shares of face value of Rs. 10/- each at par as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Chetanya Kumar Jhalani	1,05,000
2.	Indranarayan Jhalani	2,50,000
3.	Trilok Kumar Jhalani	1,00,000
4.	Devraj Jhalani	34,000

Sr. No.	Name of Person	No. of Shares Allotted
5.	Shiv Kumar Jhalani	50,000
6.	Jayesh Kumar Jhalani	1,00,000
7.	Shobha Jhalani	1,50,000
	Total	**7,89,000**

(12) The Company allotted 18,50,000 Equity Shares of face value of Rs. 10/- each at par as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Umesh Jhalani	5,00,000
2.	Sapna Jhalani	1,50,000
3.	Devraj Jhalani	2,50,000
4.	Naresh Kumar Jhalani	1,50,000
5.	Kaushika Jhalani	1,50,000
6.	Rohit Kumar Jhalani	1,50,000
7.	Shiv Kumar Jhalani	5,00,000
	Total	**18,50,000**

(13) The Company allotted 5,00,000 Equity Shares of face value of Rs. 10/- each at par as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Umesh Jhalani	2,00,000
2.	Indranarayan Jhalani	2,00,000
3.	Trilok Kumar Jhalani	50,000
4.	Premlata Devi Jhalani	50,000
	Total	**5,00,00**

(14) The Company allotted 6,45,000 Equity Shares of face value of Rs. 10/- each at par as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Devraj Jhalani	1,75,000
2.	Rohit Kumar Jhalani	1,00,000
3.	Manuraj Jhalani (through his father Mr. Nilesh Kumar Jhalani)	3,70,000
	Total	**6,45,000**

(15) The Company allotted 9,00,000 Equity Shares of face value of Rs. 10/- each at par as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Umesh Jhalani	3,00,000
2.	Sapna Jhalani	4,00,000
3.	Shobha Jhalani	2,00,000
	Total	**9,00,000**

(16) The Company allotted 11,100 Equity Shares of face value of Rs. 10/- each at a premium of Rs. 7/- as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Premswaroop Patel	10,000
2.	Anita Gupta	1,100
	Total	**11,100**

(17) The Company allotted 24,46,855 Equity Shares as bonus of face value of Rs. 10/- each in the ratio of 1 Equity Share for every 2 Equity Shares held as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Umesh Kumar Jhalani	5,00,985
2.	Santosh Trilok Jhalani	75,980
3.	Chetanya Kumar Jhalani	21,005
4.	Meghna Jhalani	53,350
5.	Sapna Devi Jhalani	3,76,425

Sr. No.	Name of Person	No. of Shares Allotted
6.	Madhu Devi Jhalani	1175
7.	Juhi Jhalani (Earlier known as Jayshree Jhalani)	4,550
8.	Divik Kumar Jhalani	25,550
9.	Kaushika Jhalani	75,500
10.	Rohit Kumar Jhalani	1,41,250
11.	Premlata Devi Jhalani	2,52,680
12.	Nilesh Kumar Jhalani	45,750
13.	Shobha Devi Jhalani	1,75,575
14.	Devraj Jhalani	5,05,530
15.	Manuraj Jhalani (through his father Mr. Nilesh Kumar Jhalani)	1,85,000
16.	Naresh Kumar Jhalani (HUF)	1,000
17.	Premswaroop Patel	5,000
18.	Anita Gupta	550
	Total	**24,46,855**

2. Except as stated below we have not issued any Equity Shares for consideration other than cash. (Issue of Bonus Shares) as on January 04, 2017.

Date of shareholder's approval	Number of Equity Shares	Face value (Rs.)	Issue Price (Rs.)	Nature of Consideration	Reasons for allotment	Allottees	No. of Shares Allotted
December 14, 2016	24,46,855	10	-	Other than cash	Bonus issue of Equity Shares in the ratio of 1:2	Umesh Kumar Jhalani	5,00,985
						Santosh Trilok Jhalani	75,980
						Chetanya Kumar Jhalani	21,005
						Meghna Jhalani	53,350
						Sapna Devi Jhalani	3,76,425
						Madhu Devi Jhalani	1175
						Juhi Jhalani (Earlier known as Jayshree Jhalani)	4,550
						Divik Kumar Jhalani	25,550
						Kaushika Jhalani	75,500
						Rohit Kumar Jhalani	1,41,250
						Premlata Devi Jhalani	2,52,680
						Nilesh Kumar Jhalani	45,750
						Shobha Devi Jhalani	1,75,575
						Devraj Jhalani	5,05,530
						Manuraj Jhalani (through his father Mr. Nilesh Kumar Jhalani)	1,85,000
						Naresh Kumar Jhalani (HUF)	1,000
						Premswaroop Patel	5,000
						Anita Gupta	550
						Total	**24,46,855**

3. We have not issued any Equity Shares out of revaluation reserves or in terms of any scheme approved under Sections 391- 394 of the Companies Act.

4. We have not issued any equity shares in last one year at price below the Issue Price immediately from the date of filing of this Prospectus

5. Details of shareholding of Promoters:

A. Mr. Nilesh Kumar Jhalani

Date of Allotment/ Transfer	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition / Transfer price (Rs.)	Nature of Transactions	Pre-issue shareholding %	Post- issue shareholding %	No. of Shares Pledged	% of Shares Pledged
June 15, 1991	1000	10	10	Transfer	0.01	0.01	0	0.00%
August 28, 2016	26,500	10	19	Transfer	0.36	0.26	0	0.00
August 28, 2016	64,000	10	-	Gift from Mr. Chetanya Kumar Jhalani	0.87	0.64	0	0.00
January 04, 2017	45,750	10	Nil	Bonus Issue	0.62	0.46	0	0.00%
Total	**1,37,250**				**1.87**	**1.37**	**0**	**0.00%**

B. Mr. Rohit Kumar Jhalani

Date of Allotment/ Transfer	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition / Transfer price (Rs.)	Nature of Transactions	Pre-issue shareholding %	Post- issue shareholding %	No. of Shares Pledged	% of Shares Pledged
July 02, 1991	2,100	10	10	Transfer	0.03	0.02	0	0.00%
March 30, 2005	20,900	10	10	Further Allotment	0.28	0.21	0	0.00%
March 30, 2011	1,50,000	10	10	Further Allotment	2.04	1.50	0	0.00%
February 03, 2015	1,00,000	10	10	Rights Issue	1.36	1.00	0	0.00%
August 28, 2016	9,500	10	19	Transfer	0.13	0.09	0	0.00
January 04, 2017	1,41,250	10	Nil	Bonus Issue	1.92	1.41	0	0.00%

Total	**4,23,750**				**5.77**	**4.23**	**0**	**0.00%**

C. Mr. Devraj Jhalani

Date of Allotment/ Transfer	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition / Transfer price (Rs.)	Nature of Transactions	Pre-issue shareholding %	Post-issue shareholding %	No. of Shares Pledged	% of Shares Pledged
July 02, 1991	1,600	10	10	Transfer	0.02	0.02	0	0.00%
July 09, 2007	34,000	10	10	Further Allotment	0.46	0.34	0	0.00%
March 30, 2011	2,50,000	10	10	Further Allotment	3.41	2.50	0	0.00%
February 03, 2015	1,75,000	10	10	Rights Issue	2.38	1.75	0	0.00%
July 29, 2015	5,50,460	10	Nil	Transmission	7.50	5.50	0	0.00%
January 04, 2017	5,05,530	10	Nil	Bonus Issue	6.89	5.05	0	0.00%
Total	**15,16,590**				**20.66**	**15.15**	**0**	**0.00%**

6. Our Promoter Group, Directors and their immediate relatives have not purchased/sold Equity Shares of the Company during last 6 months except as mentioned below:

Sr. No.	Name of Transferor	Name of Transferee	Date of Transfer	No. of Shares	Transfer Price (Rs.)
1.	Naresh Kumar Jhalani (HUF)	Kaushika Jhalani	January 30, 2017	3,000	-

Note: Mr. Naresh Kumar Jhalani being Karta of Naresh Kumar Jhalani HUF has gifted the shares to Ms. Kaushika Jhalani, daughter of Naresh Kumar Jhalani and Co-Parcener of the HUF.

7. Our Promoters have confirmed to the Company and the Lead Manager that the Equity Shares held by our Promoters have been financed from their personal funds or their internal accruals, as the case may be, and no loans or financial assistance from any bank or financial institution has been availed by them for this purpose.

8. There are no financing arrangements whereby the Promoter Group, the Directors of our Company and their relatives have financed the purchase by any other person of securities of the issuer other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of filing offer document with the Stock Exchange.

9. Details of Promoter's Contribution locked in for three years:

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

Our Promoters Mr. Nilesh Kumar Jhalani, Mr. Rohit Kumar Jhalani and Mr. Devraj Jhalani have granted their consent to include such number of Equity Shares held by them as may constitute 20.75% of the post-issue Equity Share Capital of our Company as Promoter's Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoter's Contribution from the date of filing of this Prospectus until the completion of the lock-in period specified above.

Date of allotment	Date when made fully paid up	No. of Shares Allotted	Face Value	Issue Price	Nature of Allotment	% of Post Issue Capital
Mr. Nilesh Kumar Jhalani (A)						
June 15, 1991	June 15, 1991	1000	10	10	Transfer	0.01
August 28, 2016	August 28, 2016	26,500	10	19	Transfer	0.26
August 28, 2016	August 28, 2016	64,000	10	-	Gift from Mr. Chetanya Kumar Jhalani	0.64
January 04, 2017	January 04, 2017	45,750	10	Nil	Bonus Issue	0.46
Total (A)		**1,37,250**				**1.37**
Mr. Rohit Kumar Jhalani (B)						
July 02, 1991	July 02, 1991	2,100	10	10	Transfer	0.02
March 30, 2005	March 30, 2005	20,900	10	10	Further Allotment	0.21
March 30, 2011	March 30, 2011	1,50,000	10	10	Further Allotment	1.50
February 03, 2015	February 03, 2015	1,00,000	10	10	Rights Issue	1.00
August 28, 2016	August 28, 2016	9,500	10	19	Transfer	0.09
January 04, 2017	January 04, 2017	1,41,250	10	Nil	Bonus Issue	1.41
Total (B)		**4,23,750**				**4.23**

Mr. Devraj Jhalani (C)						
July 02, 1991	July 02, 1991	1,600	10	10	Transfer	0.02
July 09, 2007	July 09, 2007	34,000	10	10	Further Allotment	0.34
March 30, 2011	March 30, 2011	2,50,000	10	10	Further Allotment	2.50
February 03, 2015	February 03, 2015	1,75,000	10	10	Rights Issue	1.75
July 29, 2015	July 29, 2015	5,50,460	10	Nil	Transmission	5.50
January 04, 2017	January 04, 2017	5,05,530	10	Nil	Bonus Issue	5.05
Total (C)		**15,16,590**				**15.15**
Total (A+B+C)		**20,77,590**				**20.75**

We further confirm that the aforesaid minimum Promoter's Contribution of 20% which is subject to lock-in for three years does not consist of:

- Equity Shares acquired during the preceding three years for consideration other than cash and out of revaluation of assets or capitalization of intangible assets or bonus shares out of revaluation reserves or reserves without accrual of cash resources.
- Equity Shares acquired by the Promoters during the preceding one year, at a price lower than the price at which Equity Shares are being offered to public in the Initial Public Offer.
- The Equity Shares held by the Promoters and offered for minimum Promoter's Contribution are not subject to any pledge.
- Equity Shares for which specific written consent has not been obtained from the shareholders for inclusion of their subscription in the minimum Promoter's Contribution subject to lock-in.
- Equity shares issued to our Promoters on conversion of partnership firm into Private limited company during the preceding one year, at a price lower than the price at which Equity Shares are being offered to public in the Initial Public Offer.

The Promoter's Contribution can be pledged only with a scheduled commercial bank or public financial institution as collateral security for loans granted by such banks or financial institutions, in the event the pledge of the Equity Shares is one of the terms of the sanction of the loan. The Promoter's Contribution may be pledged only if in addition to the above stated, the loan has been granted by such banks or financial institutions for the purpose of financing one or more of the objects of this Issue.

The Equity Shares held by our Promoters may be transferred to and among the Promoter Group or to new Promoter or persons in control of our Company, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the Takeover Regulations, as applicable.

10. Details of share capital locked in for one year

In addition to minimum 20% of the Post-Issue shareholding of our Company held by the Promoter (locked in for three years as specified above), in accordance with regulation 36 of SEBI (ICDR) Regulations, the entire pre-issue share capital of our Company shall be locked in for a period of one year from the date of Allotment in this Issue.

The Equity Shares held by persons other than our Promoters and locked-in for a period of one year from the date of Allotment, in accordance with regulation 37 of SEBI (ICDR) Regulations, in the Issue may be transferred to any other person holding Equity Shares which are locked-in, subject to the continuation of the lock-in the hands of transferees for the remaining period and compliance with the Takeover Regulations.

A. The table below represents the current shareholding pattern of our Company as per Regulation 31 of the SEBI (LODR) Regulations, 2015:

1. Summary of Shareholding Pattern

Category Code	Category of shareholder	No. Of shareholders	No. of fully paid up equity shares held	No. of Partly paid up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities*				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share Capital) As a % of (A+B+C2)	Number of locked in Shares**		Number of Shares pledged or otherwise encumbered		Number of shares held in dematerialized form
								No. of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total shares held (B)	No. (a)	As a % of total shares held (B)	
								Class X	Class Y	Total								
I	II	III	IV	V	VI	VII= IV+V+VI	VIII	IX				X	XI=VII+X	XII		XIII		XIV
(A)	Promoters and Promoter Group	10	60,87,585	-	-	60,87,585	82.93	60,87,585	-	60,87,585	82.93	-	82.93	60,87,585	82.93	-	-	60,87,585
(B)	Public	7	12,52,980	-	-	12,52,980	17.07	12,52,980	-	12,52,980	17.07	-	17.07	12,52,980	17.07	-	-	12,52,980

(C)	Non Promoter- Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	**17**	**73,40,565**	**-**	**-**	**73,40,565**	**100.00**	**73,40,565**	**-**	**73,40,565**	**100.00**	**-**	**100.00**	**73,40,565**	**100.00**	**-**	**-**	**73,40,565**

**As on the date of this Prospectus 1 Equity Shares holds 1 vote.*

***Shall be locked-in on or before the date of allotment in this Issue.*

2. Shareholding Pattern of promoters and Promoter Group

	Category & name of shareholder (I)	PAN (II)	No. 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	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities*				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share Capital) As a % of (A+B+C2)	Number of locked in Shares**		Number of Shares pledged or otherwise encumbered		Number of shares held in dematerialized form
									No. of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total shares held (B)	No. (a)	As a % of total shares held (B)	
									Class : X	Class : Y	Total								
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)=(IV)+(V)+(VI)	(VIII)	(IX)				(X)	(XI)=(VII)+(X)	(XII)		(XIII)		(XIV)
(1)	Indian																		

(a)	Individual /Hindu Undivided Family	-	10	60,87,585	-	-	60,87,585	82.93	60,87,585	-	60,87,585	100.00	-	82.93	60,87,585	100.00	-	-	60,87,585
	Nilesh Kumar Jhalani	AETPJ4935J	1	1,37,250	-	-	1,37,250	1.87	1,37,250	-	1,37,250	100.00	-	1.87	1,37,250	100.00	-	-	1,37,250
	Rohit Kumar Jhalani	ACQPJ2686R	1	4,23,750	-	-	4,23,750	5.77	4,23,750	-	4,23,750	100.00	-	5.77	4,23,750	100.00	-	-	4,23,750
	Devraj Jhalani	AIDPJ4246L	1	15,16,590	-	-	15,16,590	20.66	15,16,590	-	15,16,590	100.00	-	20.66	15,16,590	100.00	-	-	15,16,590
	Umesh Kumar Jhalani	ABBPJ8087C	1	15,02,955	-	-	15,02,955	20.47	15,02,955	-	15,02,955	100.00	-	20.47	15,02,955	100.00	-	-	15,02,955
	Chetanya Kumar Jhalani	AEYPJ1850K	1	63,015	-	-	63,015	0.86	63,015	-	63,015	100.00	-	0.86	63,015	100.00	-	-	63,015
	Sapna Devi Jhalani	ABBPJ8078R	1	11,29,275	-	-	11,29,275	15.38	11,29,275	-	11,29,275	100.00	-	15.38	11,29,275	100.00	-	-	11,29,275

	Madhu Devi Jhalani	ABCPJ3382R	1	3,525	-	-	3,525	0.05	3,525	-	3,525	100.00	-	0.05	3,525	100.00	-	-	3,525
	Kaushika Jhalani	AMMPJ1071C	1	2,29,500	-	-	2,29,500	3.13	2,29,500	-	2,29,500	100.00	-	3.13	2,29,500	100.00	-	-	2,29,500
	Shobha Devi Jhalani	ABCPJ3379G	1	5,26,725	-	-	5,26,725	7.18	5,26,725	-	5,26,725	100.00	-	7.18	5,26,725	100.00	-	-	5,26,725
	Manuraj Jhalani (through his father Mr. Nilesh Kumar Jhalani)	AETPJ4935J	1	5,55,000	-	-	5,55,000	7.56	5,55,000	-	5,55,000	100.00	-	7.56	5,55,000	100.00	-	-	5,55,000
(b)	Central Government/State Government(s)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Financial Institutions /Banks	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

(d)	Any other (Body Corporate)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-total (A) (1)	**-**	**10**	**60,87,585**	**-**	**-**	**60,87,585**	**82.93**	**60,87,585**	**-**	**60,87,585**	**100.00**	**-**	**82.93**	**60,87,585**	**100.00**	**-**	**-**	**60,87,585**
(2)	**Foreign**																		
(a)	Individual (Non-Resident Individual /Foreign Individual)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Government	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Institutions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(f)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

	Sub-Total (A) (2)	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1) + (A)(2)	**-**	**10**	**60,87,585**	**-**	**-**	**60,87,585**	**82.93**	**60,87,585**	**-**	**60,87,585**	**100.00**	**-**	**82.93**	**60,87,585**	**100.00**	**-**	**-**	**60,87,585**

**As on the date of this Prospectus 1 Equity Shares holds 1 vote.*

***Shall be locked-in on or before the date of allotment in this Issue.*

3. Shareholding Pattern of the Public shareholder.

	Category & name of shareholder	PAN	No. of shareholders	No. of fully paid up equity shares held	No. of Partly paid up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities*				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Total Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share Capital) As a % of (A+B+C2)	Number of Locked in Shares**		Number of Shares pledged or otherwise encumbered		Number of shares held in dematerialized form
									No. of Voting Rights			Total as a % of Voting Rights			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
									Class X	Class Y	Total								
	(I)	(II)	(III)	(IV)	(V)	(VI)	VII = (IV)+ (V)+ (VI)	(VIII)	(IX)				(X)	XI = (VII) + (X)	(XII)		(XIII)		(XIV)
(1)	**Insitutions**	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(a)	Mutual Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

(b)	Venture Capital Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Alternate Investment Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(f)	Financial Institutions/Banks	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(g)	Insurance Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(h)	Provident Funds/ Pension Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(i)	Any other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

	Sub-Total (B)(1)	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
(2)	**Central Government/ State Government(s)/ President of India**	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(2)	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
(3)	**Non-Institutions**																	
	Individuals	-	7	12,52,980	-	-	12,52,980	17.07	12,52,980	0	12,52,980	100.00	-	17.07	12,52,980	100.00	-	-	12,52,980
(a)	i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	-	3	30,300	-	-	30,300	0.41	30,300	-	30,300	100.00	-	0.41	30,300	100.00	-	-	30,300

	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	-	4	12,22,680	-	-	12,22,680	16.66	12,22,680	0	12,22,680	100.00	-	16.66	12,22,680	100.00	-	-	12,22,680
	Premlata Devi Jhalani	ABCPJ3380P	1	7,58,040	-	-	7,58,040	10.33	7,58,040	0	7,58,040	100.00	-	10.33	7,58,040	100.00	-	-	7,58,040
	Santosh Trilok Jhalani	ABBPJ8079Q	1	2,27,940	-	-	2,27,940	3.11	2,27,940	0	2,27,940	100.00	-	3.11	2,27,940	100.00	-	-	2,27,940
	Meghna Jhalani	AHDPJ2821Q	1	1,60,050	-	-	1,60,050	2.18	1,60,050	0	1,60,050	100.00	-	2.18	1,60,050	100.00	-	-	1,60,050

	Divik Kumar Jhalani	ABTPJ2169H	1	76,650	-	-	76,650	1.04	76,650	0	76,650	100.00	-	1.04	76,650	100.00	-	-	76,650
(b)	NBFCs registered with RBI	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Any other (Companies limited with shares)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(3)	**-**	**7**	**12,52,980**	**-**	**-**	**12,52,980**	**17.07**	**12,52,980**	**0**	**12,52,980**	**100.00**	**-**	**17.07**	**12,52,980**	**100.00**	**-**	**-**	**12,52,980**

	Total Public Shareholding (B) = (B)(1) + (B)(2) + (B)(3)	**-**	**7**	**12,52,980**	**-**	**-**	**12,52,980**	**17.07**	**12,52,980**	**0**	**12,52,980**	**100.00**	**-**	**17.07**	**12,52,980**	**100.00**	**-**	**-**	**12,52,980**

**As on the date of this Prospectus 1 Equity Shares holds 1 vote.*

***Shall be locked-in on or before the date of allotment in this Issue.*

4. Shareholding pattern of the Non Promoter- Non Public shareholder

	Category& name of shareholder	PAN	No. of shareholders	No. of fully paid up equity shares held	No. of Partly paid up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Total Shareholding, as a % assuming full conversion of convertible securities (as a % of diluted share Capital) As a % of (A+B+C2)	Number of locked in Shares		Number of Shares pledged or otherwise encumbered		Number of shares held in dematerialized form
									No. of Voting Rights			Total as a % of Total Voting rights			No. (a)	As a % of total shares held (b)	No. (Not Applicable) (a)	As a % of total shares held (Not Applicable) (b)	
									Class	Class	Total								
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)= (IV)+(V) +(VI)	(VIII)	(IX)				(X)	(XI)=(VII)+(X)	(XII)		(XIII)		(XIV)
(1)	Custodian /DR Holder	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(a)	Name of DR Holder (if applicable)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

(2)	Employee Benefit Trust (Under SEBI (Share based Employee Benefit) Regulations, 2014)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total Non-Promoter- Non Public Shareholding (C) = (C)(1) + (C)(2)	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

**In terms of SEBI circular bearing no. Cir/ISD/3/2011 dated June 17, 2011 and SEBI circular bearing no. SEBI/Cir/ISD/ 05 /2011, dated September 30, 2011, the Equity Shares held by the Promoters/Promoters Group Entities and the public shareholders, have been dematerialised..*

Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the SEBI (LODR)Regulations,2015 one day prior to the listing of the equity shares. The shareholding pattern will be uploaded on the website of NSE (National Stock Exchange of India Limited) before commencement of trading of such Equity Shares.

B. Shareholding of our Promoters and Promoter Group

The table below presents the current shareholding pattern of our Promoters and Promoter Group. (Individuals)

Sr. No.	Name of the Shareholder	Pre – Issue		Post – Issue	
		No. of Equity Shares	% of Pre-Issue Capital	No. of Equity Shares	% of Post-Issue Capital
(I)	(II)	(III)	(IV)	(V)	(VI)
	Promoters				
1.	Nilesh Kumar Jhalani	1,37,250	1.87	1,37,250	1.37
2.	Rohit Kumar Jhalani	4,23,750	5.77	4,23,750	4.23
3.	Devraj Jhalani	15,16,590	20.66	15,16,590	15.15
	Promoter Group				
1.	Umesh Kumar Jhalani	15,02,955	20.47	15,02,955	15.01
2.	Chetanya Kumar Jhalani	63,015	0.86	63,015	0.63
3.	Sapna Devi Jhalani	11,29,275	15.38	11,29,275	11.28
4.	Madhu Devi Jhalani	3,525	0.05	3,525	0.04
5.	Kaushika Jhalani	2,29,500	3.13	2,29,500	2.29
6.	Shobha Devi Jhalani	5,26,725	7.18	5,26,725	5.26
7.	Manuraj Jhalani (through his father Mr. Nilesh Kumar Jhalani)	5,55,000	7.56	5,55,000	5.54
	Total	**60,87,585**	**82.93**	**60,87,585**	**60.81**

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

Name of the Promoters	No. of Shares held	Average cost of Acquisition (in Rs.)
Nilesh Kumar Jhalani	1,37,250	3.74
Rohit Kumar Jhalani	4,23,750	6.87
Devraj Jhalani	15,16,590	3.04

Equity Shares held by top Ten shareholders

Our top ten shareholders and the number of Equity Shares held by them as on date of this Prospectus are as under:

Sr. No.	Name of shareholder	No. of Shares	% age of pre-Issue capital
1.	Devraj Jhalani	15,16,590	20.66
2.	Umesh Kumar Jhalani	15,02,955	20.47
3.	Sapna Devi Jhalani	11,29,275	15.38
4.	Premlata Devi Jhalani	7,58,040	10.33
5.	Manuraj Jhalani (through his father Mr. Nilesh Kumar Jhalani)	5,55,000	7.56
6.	Shobha Devi Jhalani	5,26,725	7.18
7.	Rohit Kumar Jhalani	4,23,750	5.77
8.	Santosh Trilok Jhalani	2,27,940	3.11
9.	Kaushika Jhalani	2,29,500	3.13
10.	Meghna Jhalani	1,60,050	2.18
	Total	**70,29,825**	**95.77**

Our top ten shareholders and the number of Equity Shares held by them ten days prior to the date of this Prospectus are as under:

Sr. No.	Name of shareholder	No. of Shares	% age of then existing capital
1.	Devraj Jhalani	15,16,590	20.66
2.	Umesh Kumar Jhalani	15,02,955	20.47
3.	Sapna Devi Jhalani	11,29,275	15.38
4.	Premlata Devi Jhalani	7,58,040	10.33
5.	Manuraj Jhalani (through his father Mr. Nilesh Kumar Jhalani)	5,55,000	7.56
6.	Shobha Devi Jhalani	5,26,725	7.18
7.	Rohit Kumar Jhalani	4,23,750	5.77
8.	Santosh Trilok Jhalani	2,27,940	3.11
9.	Kaushika Jhalani	2,29,500	3.13

Sr. No.	Name of shareholder	No. of Shares	% age of then existing capital
10.	Meghna Jhalani	1,60,050	2.18
	Total	**70,29,825**	**95.77**

Our top ten shareholders and the number of Equity Shares held by them two years prior to date of this Prospectus are as under:

Sr. No.	Name of shareholder	No. of Shares	% age of then existing capital
1.	Umesh Kumar Jhalani	10,01,970	20.52
2.	Sapna Devi Jhalani	7,52,850	15.42
3.	Saroj Jhalani	5,50,460	11.27
4.	Premlata Devi Jhalani	5,05,360	10.35
5.	Devraj Jhalani	4,60,600	9.43
6.	Manuraj Jhalani (through his father Mr. Nilesh Kumar Jhalani)	3,70,000	7.58
7.	Shobha Devi Jhalani	3,51,150	7.19
8.	Rohit Kumar Jhalani	2,73,000	5.59
9.	Santosh Trilok Jhalani	1,51,960	3.11
10.	Kaushika Jhalani	1,51,000	3.09
	Total	**45,68,350**	**93.56**

11. There is no "Buyback", "Standby", or similar arrangement for the purchase of Equity Shares by our Company/Promoters/Directors/Lead Manager for purchase of Equity Shares offered through this Prospectus.
12. The Equity Shares, which are subject to lock-in, shall carry the inscription “non-transferable” and the non-transferability details shall be informed to the depository. The details of lock-in shall also be provided to the Stock Exchange before the listing of the Equity Shares.
13. As on the date of this Prospectus, none of the shares held by our Promoters/ Promoter Group are pledged with any financial institutions or banks or any third party as security for repayment of loans.
14. Except, as otherwise disclosed in the chapter titled “Objects of the Issue” beginning on page 91 of this Prospectus, we have not raised any bridge loans against the proceeds of the Issue.
15. Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed in heading on "Basis of Allotment" beginning on page 254 of this Prospectus.

16. The Equity Shares Issued pursuant to this Issue shall be fully paid-up at the time of Allotment, failing which no allotment shall be made.
17. Our Company has not issued any Equity Shares at a price less than the Issue Price in the last one year preceding the date of filing of this Prospectus except as mentioned above in this chapter.
18. In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 43 (4) of SEBI (ICDR) Regulations, as amended from time to time.
19. Under subscription, if any, in any category, shall be met with spill-over from any other category or combination of categories at the discretion of our Company, in consultation with the Lead Manager and NSE.
20. An over-subscription to the extent of 10% of the Issue can be retained for the purpose of rounding off while finalizing the basis of allotment to the nearest integer during finalizing the allotment, subject to minimum allotment lot. Consequently, the actual allotment may go up by a maximum of 10% of the Issue, as a result of which, the post issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to lock-in shall be suitably increased to ensure that 20% of the post issue paid-up capital is locked-in.
21. The Issue is being made through Fixed Price Method.
22. As on date of filing of this Prospectus with Stock Exchange, the entire issued share capital of our Company is fully paid-up. The Equity Shares offered through this Public Issue will be fully paid up.
23. On the date of filing of this Prospectus with Stock Exchange, there are no outstanding financial instruments or any other rights that would entitle the existing Promoters or shareholders or any other person any option to receive Equity Shares after the Issue.
24. Our Company has not issued any Equity Shares out of revaluation reserves and not issued any bonus shares out of capitalization of revaluation reserves.
25. Lead Manager to the Issue viz. Sarthi Capital Advisors Private Limited and its associates do not hold any Equity Shares of our Company.
26. Our Company has not revalued its assets since incorporation.
27. Our Company has not made any Public Issue of any kind or class of securities since its incorporation.
28. There will be only one denomination of the Equity Shares of our Company unless otherwise permitted by law.
29. Our Company shall comply with such disclosure, and accounting norms as may be specified by SEBI from time to time.
30. There will be no further issue of capital whether by way of issue of bonus shares, preferential allotment, and rights issue or in any other manner during the period commencing from submission of this Prospectus with Stock Exchange until the Equity Shares to be issued pursuant to the Issue have been listed.
31. Except as disclosed in this Prospectus, our Company presently does not have any intention or proposal to alter its capital structure for a period of six (6) months from the date of opening of the Issue, by way of spilt/consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise. However, during such period or a later date, it may issue Equity Shares or securities linked to Equity Shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.

32. Our Company does not have any ESOS/ESPS scheme for our employees and we do not intend to allot any shares to our employees under ESOS/ESPS scheme from the proposed Issue. As and when, options are granted to our employees under the ESOP scheme, our Company shall comply with the SEBI (Employee Stock Option Scheme and Employees Stock Purchase Plan) Guidelines 1999.

33. An investor cannot make an application for more than the number of Equity Shares offered in this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investor.

34. No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoters to the persons who receive allotments, if any, in this Issue.

35. Our Company has Seventeen (17) shareholders as on the date of filing of this Prospectus.

OBJECTS OF THE ISSUE

Our Company proposes to utilize the funds which are being raised towards funding the following objects and achieve the benefits of listing on the NSE Emerge Platform.

The objects of the Issue are:-

1. To meet the working capital requirements of our Company including margin money;
2. Issue Expenses.

Our Company believes that listing will enhance our Company's corporate image, brand name and create a public market for its Equity Shares in India. The main objects clause of our Memorandum enables our Company to undertake the activities for which funds are being raised in the Issue. The existing activities of our Company are within the objects clause of our Memorandum. The fund requirement and deployment is based on internal management estimates and has not been appraised by any bank or financial institution.

FUND REQUIREMENTS:

Our funding requirements are dependent on a number of factors which may not be in the control of our management, changes in our financial condition and current commercial conditions. Such factors may entail rescheduling and / or revising the planned expenditure and funding requirement and increasing or decreasing the expenditure for a particular purpose from the planned expenditure.

We intend to utilize the proceeds of the Fresh Issue, in the manner set forth below:

(Rs. In lakhs)

Sr. No.	Particulars	Amount
1.	Working Capital Requirements including margin money	467.30
2.	*Issue Expenses	40.00
	Total	**507.30**

**As of May 09,, 2017, our Company has incurred a sum of Rs. 23,12,500/- (RupeesTwenty-Three Lakhs Twelve Thousand and Five Hundred Only) towards issue expenses.*

The requirements of the objects detailed above are intended to be funded from the Proceeds of the Issue. Accordingly, we confirm that there is no requirement for us to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the proposed Issue.
The fund requirement and deployment are based on internal management estimates and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in light of changes in external circumstances or costs, other financial conditions, business or strategy, as discussed further below.

In case of variations in the actual utilization of funds allocated for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Issue. If surplus funds are unavailable, the required financing will be through our internal accruals and/or debt.

We may have to revise our fund requirements and deployment as a result of changes in commercial and other external factors, which may not be within the control of our management. This may entail rescheduling, revising or cancelling the fund requirements and increasing or decreasing the fund requirements for a particular purpose from its fund requirements mentioned below, at the discretion of our management. In case of any shortfall or cost overruns, we intend to meet our estimated expenditure

from internal accruals and/or debt. In case of any such re-scheduling, it shall be made by compliance of the relevant provisions of the Companies Act, 2013 / Companies Act, 1956.

DETAILS OF UTILIZATION OF ISSUE PROCEEDS

Working Capital Requirements:

(Rs. in Lakhs)

Particulars	2014-15 (Audited)	2015-16 (Audited)	2016-17 (Estimated)	2017-18 (Projected)
Current Assets:				
Cash & Cash Equivalents	204.32	256.74	346.96	105.50
Trade Receivables	2,628.22	2,873.74	2,125.00	3,000.00
Inventories	1,947.20	1,965.54	2,254.86	3,183.33
Other Current Assets including Investments	128.35	389.79	652.73	502.73
Total (A)	**4,908.09**	**5,485.81**	**5,379.55**	**6,791.56**
Current Liabilities:				
Trade Payables	713.56	1,264.68	1,174.86	1,741.32
Other Current Liabilities and Provisions	89.75	60.97	125.71	301.82
Statutory Liabilities	12.42	41.72	50.00	75.00
Advance Payments from Customers and others	936.68	303.72	50.00	50.00
Installments of Term Loans	62.60	70.26	317.61	317.34
Total (B)	**1,815.01**	**1,741.35**	**1,718.19**	**2,485.48**
Net Working Capital (A)-(B)	**3,093.09**	**3,744.47**	**3,661.36**	**4,306.08**
Sources of Working Capital:				
Fund Based Borrowing	1,184.55	1,192.74	1,700.00	1,700.00
IPO Proceeds	-	-	-	467.30
Internal Sources/ Share Capital/ Borrowings	3,547.06	2,551.73	1,961.36	2,138.78

Note: Our Company has filed for revised CMA data with all banks for renewal of Working Capital facilities due in FY 2017-18. Our Company has also applied for enhancement of time based limits. However, whether we will get enhancement or not will depend on various factors. As a matter of prudence, we have not changed the working capital requirements as shown under this Chapter.

The Company's business is working capital intensive and they avail their working capital in the ordinary course of business from UCO Bank and various other Bankers and FIs. As on March 31, 2016 and March 31, 2015 the Company's net working capital consisted of Rs. 3,744.47 Lakhs and Rs. 3,093.09 Lakhs respectively.

The total working capital requirement for the year 2016-17 is estimated to be Rs. 3,661.36 Lakhs and for the year 2017-18 is projected to be Rs. 4,306.08 Lakhs. The incremental working capital requirement for the year ended 2017-18 will be Rs. 644.72 lakhs which will be met through the Net Proceeds to the extent of Rs. 467.30 lakhs and the balance portion will be met through Internal Accruals / Borrowings.

As on February 28, 2017, our company's working capital facilities consisted of aggregate fund based limit of Rs. 1700.00 Lakhs and and an aggregate non-fund based limit of Rs. 5300.00 Lakhs.

BASIS OF ESTIMATION

The incremental working capital requirements are based on historical Company data and estimation of the future requirements in FY 2016-17 considering the growth in activities of our Company and in line with norms generally accepted by banker(s).

We have estimated future working capital requirements based on the following:

(No. of Days)

Particulars	Basis	2014-15	2015-16	2016-17	2017-18
Receivables	Collection Period	5.84	7.24*	3.00	3.00
Inventory					
- Raw Material	Cost of Purchase	2.86	2.52	1.00	1.00
-Work In Progress	Cost of Production	1.80	2.49	2.00	2.00
-Finished Goods	Cost of Sales	0.67	0.60	0.40	0.40
Payables	Credit Period	2.37	4.24*	2.00	2.00

*During the financial year 2015-16, debtors are on higher side because the delivery of materials for projects were generally made at the end of the year for which payments were received in subsequent months. Likewise, creditors are on higher side as we could not make payment for material purchased from them at the year-end as our payment from debtors were not received.

ISSUE RELATED EXPENSES

The expenses for this Issue include issue management fees, underwriting fees, registrar fees, legal advisor fees, printing and distribution expenses, advertisement expenses, depository charges and listing fees to the Stock Exchange, among others. The total expenses for this Issue are estimated not to exceed Rs. 40.00 Lakhs.

(Rs. in Lakhs)

Expenses	Expenses (Rs. in Lakhs)	Expenses(% of total Issue expenses)	Expenses(% of Issue size)
Payment to Merchant Banker including expenses towards printing, advertising, and payment to other intermediaries such as Registrar, Market Maker, Bankers etc.	30.00	75.00	5.97
Regulatory Fees & Other Expenses	10.00	25.00	1.97
Total estimated Issue expenses	**40.00**	**100.00**	**7.88**

DEPLOYMENT OF FUNDS

As estimated by our management, the entire proceeds from the Issue shall be utilized as follows:

(Rs. In Lakhs)

Particulars	Total Funds required	Amount incurred till May 09, 2017	Balance deployment during FY 2017-18
Working Capital including Margin Money	467.30	0.00	467.30
*Issue Expenses	40.00	23.12	16.88
Total	**507.30**	**23.12**	**484.18**

**As of May 09, 2017, our Company has incurred a sum of Rs. 23,12,500/- (Rupees Twenty-Three Lakhs Twelve Thousand and Five Hundred Only) towards issue expenses.*

KVNG & Associates, Statutory Auditor has vide certificate dated May 09, 2017 confirmed that as on May 09, 2017 following funds were deployed for the proposed Objects of the Issue:

Source	Estimated Amount (Rs. in Lakhs)
Internal Accruals	23.12
Total	**23.12**

MEANS OF FINANCE

(*Rs. in Lakhs*)

Particulars	Estimated Amount
Net Proceeds	507.30
Internal Accruals	Nil
Total	**507.30**

APPRAISAL BY APPRAISING AGENCY

The fund requirement and deployment is based on internal management estimates and has not been appraised by any bank or financial institution.

INTERIM USE OF FUNDS

Pending utilization for the purposes described above, our Company intends to invest the funds in with scheduled commercial banks included in the second schedule of Reserve Bank of India Act, 1934. Our management, in accordance with the policies established by our Board of Directors from time to time, will deploy the Net Proceeds. Further, our Board of Directors hereby undertake that full recovery of the said interim investments shall be made without any sort of delay as and when need arises for utilization of process for the objects of the issue.

BRIDGE FINANCING FACILITIES

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Prospectus, which are proposed to be repaid from the Net Proceeds. However, depending on business exigencies, our Company may consider raising bridge financing for the Net Proceeds for Object of the Issue.

MONITORING UTILIZATION OF FUNDS

As the Net Proceeds of the Issue will be less than Rs. 50,000 Lakhs, under the SEBI (ICDR) Regulations it is not mandatory for us to appoint a monitoring agency.

Our Board and the management will monitor the utilization of the Net Proceeds through its audit committee. Pursuant to Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company shall on half-yearly basis disclose to the Audit Committee the applications of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full. The statement will be certified by the Statutory Auditors of our Company.

No part of the Issue Proceeds will be paid by our Company as consideration to our Promoters, our Directors, Key Management Personnel or companies promoted by the Promoters, except as may be required in the usual course of business.

VARIATION IN OBJECTS

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the Initial Public Issue without our Company being authorized to do so by the Shareholders by way of a special resolution through a postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution ("Postal Ballot Notice") shall specify the prescribed details as required under the Companies Act. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in Hindi. Our Promoters will be required to provide an exit opportunity to such shareholders who do not agree to the above stated proposal, at a price as may be prescribed by SEBI, in this regard.

BASIS FOR ISSUE PRICE

The Issue Price of Rs. 19 per Equity Share has been determined by our Company, in consultation with the Lead Manager on the basis of the following qualitative and quantitative factors. The face value of the Equity Share is Rs. 10 and Issue Price is Rs. 19 per Equity Share and is 1.90 times the face value.

QUALITATIVE FACTORS

Some of the qualitative factors, which form the basis for computing the price, are –

- Established and proven track record;
- Leveraging the experience of our Promoters and KMP;
- Experienced management team and a motivated and efficient work force;
- Sufficient production capacity
- Sufficient orders in hands
- Quality Assurance & Control

For further details, refer to heading '*Our Strengths*' under chapter titled '*Our Business*' beginning on page 108 of this Prospectus.

QUANTITATIVE FACTORS

The information presented below relating to the Company is based on the restated financial statements of the Company for Financial Year 2013-14, 2014-15 and 2015-16 prepared in accordance with Indian GAAP. Some of the quantitative factors, which form the basis for computing the price, are as follows:

1. Basic Earnings per Share (EPS) as per Accounting Standard 20:

Year ended	EPS (Rs.)	Weight
March 31, 2014	0.83	1
March 31, 2015	1.66	2
March 31, 2016	1.16	3
Weighted Average	**1.27**	

Note: The EPS has been computed by dividing net profit as restated, attributable to equity shareholders by weighted average number of equity shares outstanding during the year.

2. Price to Earnings (P/E) ratio in relation to Issue Price of Rs. 19 per Equity Share of face value of Rs. 10/- each.

Particulars	P/E Ratio
P/E ratio based on Basic EPS for FY 2015-16	16.38
P/E ratio based on Weighted Average EPS	14.96

3. Average Return on Net worth (Ron) for the preceding three years.
Return on Net Worth ("Ron") as per restated financial statements

Year ended	Ron (%)	Weight
March 31, 2014	7.88	1
March 31, 2015	14.83	2
March 31, 2016	9.42	3
Weighted Average	**10.97**	

Note: The Ron has been computed by dividing net profit after tax as restated, by Net Worth as at the end of the year excluding miscellaneous expenditure to the extent not written off.

4. **Minimum Return on Total Net Worth after Issue needed to maintain Pre-Issue EPS for the year ended March 31, 2016 – 8.22 %**

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

Particulars	Amount (Rs.)
Net Asset Value per Equity Share as of March 31, 2016 (after giving effect of Bonus issue shares)	12.33
Net Asset Value per Equity Share after the Issue	14.11
Issue Price per equity share	19.00

*NAV per Equity Share has been calculated as Net Worth as divided by number of Equity Shares

6. **Comparison with other listed companies/Industry peers***

Companies	Face Value	Sales (Rs. in Cr.)	PAT (Rs. in Cr.)	EPS (In Rs.)	P/E Ratio	CMP (In Rs.)
Shri Ram Switchgears Ltd	10.00	48.23	0.85	1.16	16.38	-
Peer Groups:						
Star Delta Transformers Limited	10.00	72.91	3.24	10.79	10.15	107.00
Veto Switchgears and Cables Limited	10.00	112.10	7.66	4.18	32.80	167.50
Transformers & Rectifiers (India) Limited	10.00	576.37	-8.54	-6.44	-	391.00

*Source for Peer Group information: www.bseindia.com

- The figures of Our Company are based on the restated results for the year ended March 31, 2016
- The figures for the Peer group are based on Standalone audited results for the Financial Year ended March 31, 2016
- Current Market Price (CMP) is the closing prices of respective scrips as on May 09, 2017

The Company in consultation with the Lead Manager and after considering various valuation fundamentals including Book Value and other relevant factors believes that the issue price of Rs. 19.00 per share for the Public Issue is justified in view of the above parameters. The investors may also want to pursue the Risk Factors beginning on page 19 of this Prospectus and Financials of the company as set out in the Financial Statements beginning on page 175 of this Prospectus to have more informed view about the investment proposition. The Face Value of the Equity Shares is Rs. 10 per share and the Issue Price is 1.90 times of the face value i.e. Rs. 19.00 per share.

For further details, see "Risk Factors" beginning on page 19 of this Prospectus and the financials of the Company including profitability and return ratios, as set out in the "Financial Statements" beginning on page 175 of this Prospectus for a more informed view.

STATEMENT OF TAX BENEFITS

Statement of possible special tax benefits available to the company and its shareholders

To
The Board of Directors,
Shri Ram Switchgears Limited
Shri Ram Bhawan,
Goushala Road, Ratlam,
Madhya Pradesh - 457001

We refer to proposed issue of the shares of Shri Ram Switchgears Limited ('the Company'). We enclose herewith the statement showing the possible tax benefits available to the Company and the shareholders of the Company under the Income - Tax Act, 1961 ('Act'), as applicable to the assessment year 2018-19 relevant to the financial year 2017-18 for inclusion in the Prospectus ("Offer Documents") for the proposed issue of shares.

Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Income-tax Act 1961. Hence, the ability of the Company or its shareholders to derive these direct tax benefits is dependent upon their fulfilling such conditions, which is based on the business imperatives, the company or its shareholders may or may not choose to fulfill.

The benefits discussed in the enclosed statement are neither exhaustive nor conclusive. The contents stated in the Annexure are based on the information and explanations obtained from the Company. This statement is only intended to provide general information to guide 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 their own tax consultant with respect to specific tax implications arising out of participation in the issue. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement.

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

- the Company or its shareholders will continue to obtain these benefits in future;
- the conditions prescribed for availing the benefits, where applicable have been/would be met;
- the revenue authorizes/courts will concur with the views expressed herein.

For **KVNG & Associates**
Chartered Accountants
F.R.N. 002628C

T.S. Kothari
Partner
M. No. 075877

Place: Indore, MP
Date: May 09, 2017

ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO SHRI RAM SWITCHGEARS LIMITED ("THE COMPANY") AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

Outlined below are the possible Special tax benefits available to the Company and its shareholders under the direct tax laws in force in India. These benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws. Hence, the ability of the Company or its shareholders to derive the special tax benefits is dependent upon fulfilling such conditions, which based on business imperatives it faces in the future, it may not choose to fulfill.

1. **Special Tax Benefits available to the Company**

   There are no Special tax benefits available to the Company.

2. **Special Tax Benefits available to the shareholders of the Company**

   There are no Special tax benefits available to the shareholders of the Company.

Notes:

All the above benefits are as per the current tax laws and any change or amendment in the laws/regulations, which when implemented would impact the same.

For **KVNG & Associates**
Chartered Accountants
F.R.N. 002628C

T.S. Kothari
Partner
M. No. 075877

Place: Indore, MP
Date: May 09, 2017

SECTION IV - ABOUT THE COMPANY

OUR INDUSTRY

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

OVERVIEW OF INDIAN ECONOMY

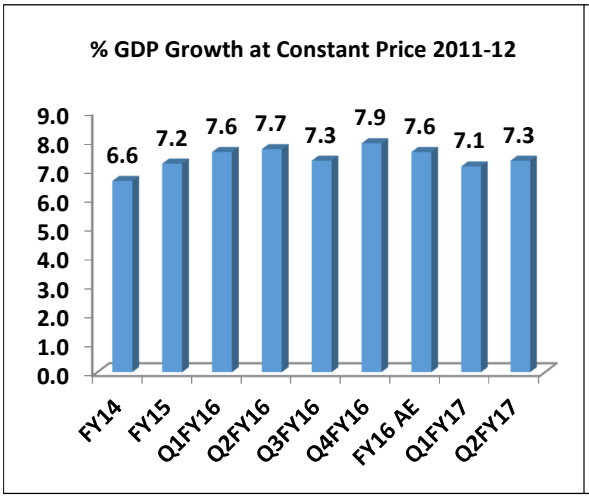
India, a South Asian nation, is the seventh-largest country by area, the second-most populous country with over 1.25 billion people, and the most populous democracy in the world. India is the fourth largest economy in the world in terms of purchasing power parity (PPP). India has emerged as the fastest growing major economy in the world as per the Central Statistics Organisation (CSO) and International Monetary Fund (IMF). According to the Economic Survey 2015-16, the Indian economy will continue to grow more than 7% in 2016-17. The improvement in India's economic fundamentals has accelerated in the year 2015 with the combined impact of strong government reforms, RBI's inflation focus supported by benign global commodity prices.

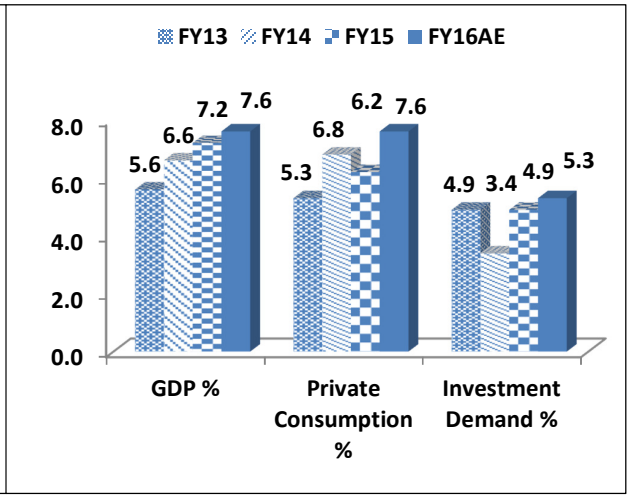
India was ranked the highest globally in terms of consumer confidence during October-December quarter of 2015, continuing its earlier trend of being ranked the highest during first three quarters of 2015, as per the global consumer confidence index created by Nielsen.

According to IMF World Economic Outlook Update (January 2016), Indian economy is expected to grow at 7-7.75% during FY 2016-17, despite the uncertainties in the global market. The Economic Survey 2015-16 had forecasted that the Indian economy will growing by more than 7% for the third successive year 2016-17 and can start growing at eight% or more in next two years.

The steps taken by the government in recent times have shown positive results as India's gross domestic product (GDP) at factor cost at constant (2011-12) prices 2015-16 is Rs 113.5 trillion (US$ 1.668 trillion), as against Rs 105.5 trillion (US$ 1.55 trillion) in 2014-15, registering a growth rate of 7.6%. The economic activities which witnessed significant growth were 'financing, insurance, real estate and business services' at 11.5% and 'trade, hotels, transport, communication services' at 10.7%.

Source: CMIE, IBEF, Asian Development Bank, MOSPI





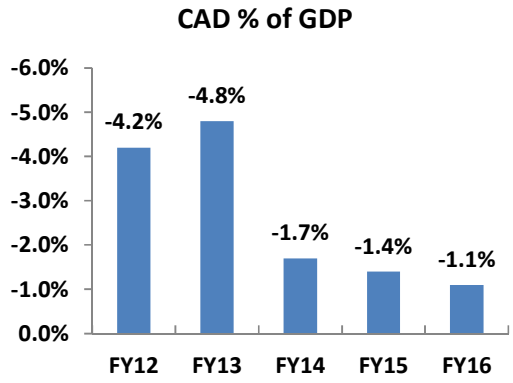
Source: MOSPI, CSO, Base year 2011-12

Indian GDP (at 2011-12 prices) revived to 7.3% in Q2FY17 as compared to 7.1% in the previous quarter and 7.7% in Q2FY16. The acceleration in the GDP growth was driven by the marked improvement in the agriculture sector, while this growth momentum is not likely to sustain in the coming quarter due to the disruption in the economy caused by government's latest move to abolish high-denomination notes.

Gross value added (GVA), which is adjusted for subsidies and taxes to arrive at GDP, grew at 7.1% v/s 7.3% (each) in Q1FY17 and Q2FY17. Within the three broad sectors of the economy, growth in industry and services sectors eased compared to previous quarter, while agriculture showed the significant improvement. Agriculture sector output increased to a 10-quarter high at 3.3% in the just-concluded quarter v/s 1.8% in Q1FY17 and 2.0% in Q2FY16 as near normal monsoon this season has boosted kharif crops production. Services sector GVA eased to 8.9% (9.6% in Q1FY17 and 9.0% in Q2FY16) on the bank of low growth in trade, hotel and restaurants segment and financial services. Meanwhile, the growth in services sector was supported by the improved output of public adm., defence and other services segment (12.5% in Q2FY17 v/s 12.3% in Q1FY17 and 6.9% in Q2FY16) sharply benefitted from the rise in the growth of the union government's total expenditure. Industrial output grew by just 5.2% in reported quarter (6.3% in Q2FY16 and 6.0% in Q1FY17) on account of poor performance of mining and manufacturing sectors.

Current Account Deficit

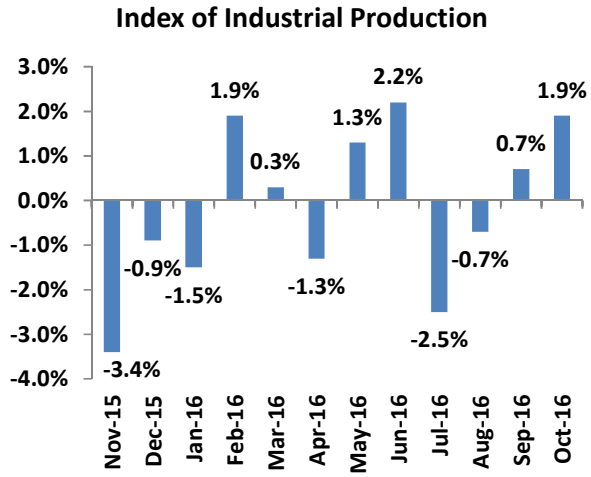
For the entire 2015-16 fiscal, CAD stood at 22.1 billion 1.1% of the GDP as against 26.8 billion 1.8% for 2014-15, according to Reserve Bank of India data. India's current account deficit (CAD) declined sharply to $0.3 billion 0.1% of Gross Domestic Product in the fourth quarter of ended March 2016 (FY16) from $ 7.1 billion 1.3%, in third quarter ended December 2015, on account of lower trade gap. The trade deficit in the fourth quarter of FY16 stood at $24.8 billion compared to $31.6 billion in Q4 of 2014-15. The country's trade deficit was $130.1 billion for FY16 while for FY15 it stood at $144.9 billion. India posted a current account deficit (CAD) of $277 million, or 0.1% of gross domestic product (GDP), in the April-June quarter—same as in the preceding quarter—belying expectations of a surplus, data released by the Reserve Bank of India (RBI) showed.



Source: RBI

Index of Industrial Production

India's factory output, as measured by index of industrial production (IIP), contracted 1.9% in October after rising 0.7% in September. Data released by the Central Statistics Office showed that in October, both mining and manufacturing contracted while electricity registered positive growth. While mining shrank 1.1%, manufacturing contracted by 2.4%. Electricity generation grew 1.1%. But worryingly, capital goods production—a key indicator of the investment demand in the economy—contracted for the twelfth consecutive month, by 26%. Consumer goods production also contracted in October after registering positive growth for five consecutive months. Consumer goods declined by 1.2%, with non-durable goods falling by 3.0% and growth in consumer durable goods moderating to 0.2%.



Source: RBI

Foreign Direct Investments

According to Department of Industrial Policy and Promotion (DIPP), the total FDI investments India received in FY 2015-16 (April 2015-March 2016) was US$ 40 billion, indicating that government's effort to improve ease of doing business and relaxation in FDI norms is yielding results.

Data for FY 2015-16indicates computer hardware and software segment attracted the highest FDI equity inflow of US$ 6.9 billion, followed by the computer hardware and software sector (US$ 5.9 billion). Most recently, the total FDI equity inflows for the month of March 2016 touched US$ 2.47 billion as compared to US$ 2.12 billion in the same period last year.

During FY2015-16, India received the maximum FDI equity inflows from Singapore at US$ 13.69 billion, followed by Mauritius (US$ 8.35 billion), USA (US$ 4.19 billion), Netherlands (US$ 2.64 billion) and Japan (US$ 2.61 billion). Healthy inflow of foreign investments into the country helped India's balance of payments (BoP) situation and stabilised the value of rupee.

FDI in India witnessed an increase of 29% and reached US$ 40 billion during April 2015-March 2016 as compared to US$ 30.93 billion in the same period last year.

According to the data released by Grant Thornton India, the total merger and acquisitions (M&A) and private equity (PE) deals in the month of April 2016 were valued at US$ 5.5 billion (100 deals), which is 2.2 times higher as compared to April 2015.

India has also overtaken China as world's top foreign direct investment (FDI) destination with US$ 63 billion of FDI announced in 2015 including high-value project announcements across the coal, oil and natural gas, and renewable energy sectors.

Source: IBEF

Key Economic Variables

Particulars	FY13	FY14	FY15	FY16E
GDP %	5.6	6.6	7.2	7.6
GVA Growth Rate (%)	5.4	6.3	7.1	7.3
Export Growth (%)	-1.8	4.7	-1.3	-17.6 [e]
Import Growth (%)	0.3	-8.3	-0.5	-15.5 [e]
Current Account Balance % to GDP	-4.8	-1.7	-1.3	1.4[e]
Inflation – WPI #	7.4	6.0	2.0	-2.5[e]
Inflation- CPI	10.2	9.5	5.9	4.9[e]

Source http://indiabudget.nic.in Volume 1, RBI, DIPP

Current status of the Economy, from April to November 2016

1. As per Finance Ministry, Indian economy grew 7.2% in the first half of the current fiscal, retaining its position as one of the fastest growing major economies in the world. The growth rates for agriculture and allied sectors, industry and services sectors during the six-month period are estimated at 2.5%, 5.6%, and 9.2%, respectively.
2. Food inflation, as measured by Consumer Food Price Index, declined to 4.9% in 2015-16 from 6.4 per cent in 2014-15. It averaged 6.1% in 2016-17 April-October period.
3. WPI inflation declined to (-) 2.5% in 2015-16 from 2% in 2014-15. It averaged 2.7 per cent in 2016-17 April-October period.
4. During April-October period of the ongoing fiscal, trade deficit decreased to USD 53.2 billion from USD 78.2 billion a year ago.
5. Current Account Deficit (CAD) narrowed down to USD 0.3 billion (0.1% of GDP) in April-June of current fiscal, from USD 6.1 billion (1.2% of GDP) in corresponding period of the previous year.
6. In the current fiscal 2016-17, foreign exchange reserves touched a high of USD 372 billion at end September 2016 and stood at USD 365.3 billion on November 25, 2016.

OVERVIEW OF INDIAN POWER - TRANSMISSION / DISTRIBUTION EQUIPMENT INDUSTRY

Introduction

Power is one of the most critical components of infrastructure crucial for the economic growth and welfare of nations. The existence and development of adequate infrastructure is essential for sustained growth of the Indian economy.

India's power sector is one of the most diversified in the world. Sources of power generation range from conventional sources such as coal, lignite, natural gas, oil, hydro and nuclear power to viable non-conventional sources such as wind, solar, and agricultural and domestic waste. Electricity demand in the country has increased rapidly and is expected to rise further in the years to come. In order to meet the increasing demand for electricity in the country, massive addition to the installed generating capacity is required.

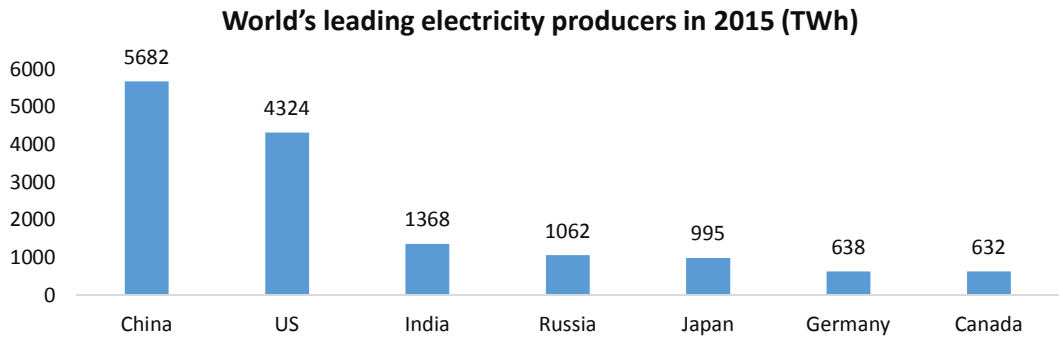
India ranks third among 40 countries in EY's Renewable Energy Country Attractiveness Index, on back of strong focus by the government on promoting renewable energy and implementation of projects in a time bound manner.

Market Size

Indian power sector is undergoing a significant change that has redefined the industry outlook. Sustained economic growth continues to drive electricity demand in India. The Government of India's focus on attaining 'Power for all' has accelerated capacity addition in the country. At the same time, the competitive intensity is increasing at both the market and supply sides (fuel, logistics, finances, and manpower).

Total installed capacity of power stations in India stood at 308834 Megawatt (MW) as of November, 30th 2016. Electricity generation rose 5.62% year-on-year to 1108 MW during in financial year 2015-16.The Planning Commission's 12th Five-Year Plan estimates total domestic energy production to reach 669.6 Million Tonnes of Oil Equivalent (MTOE) by 2016–17 and 844 MTOE by 2021–22. India's wind power capacity, installed in 2016, is estimated to increase 20% over last year to 2,800 MW@, led by favourable policy support that has encouraged both independent power producers (IPP) and non-IPPs. India is expected to add nearly 4,000 MW# of solar power in 2016, nearly twice the addition of 2,133 MW in 2015.

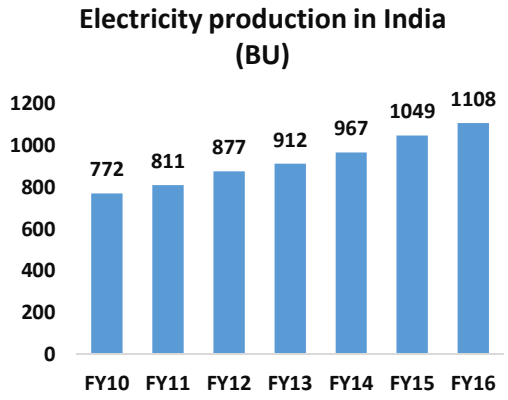
India's wind energy market is expected to attract investments totalling Rs 1,00,000 crore (US$ 14.91 billion) by 2020, and wind power capacity is estimated to almost double by 2020 from over 23,000 MW in June 2015, with an addition of about 4,000 MW per annum in the next five years. With a production of 1368 TWh (Terawatt hours) in 2015, India is the third largest producer and the fourth largest consumer of electricity in the world.



Power Generation in India

With electricity production of 1,107.8 BU in India in FY16, the country witnessed growth of around 5.62% over the previous fiscal year. Over FY10-16, electricity generation grew at CAGR of 6.21%. During April-September 2016, electricity production in India reached 584.22 BU.

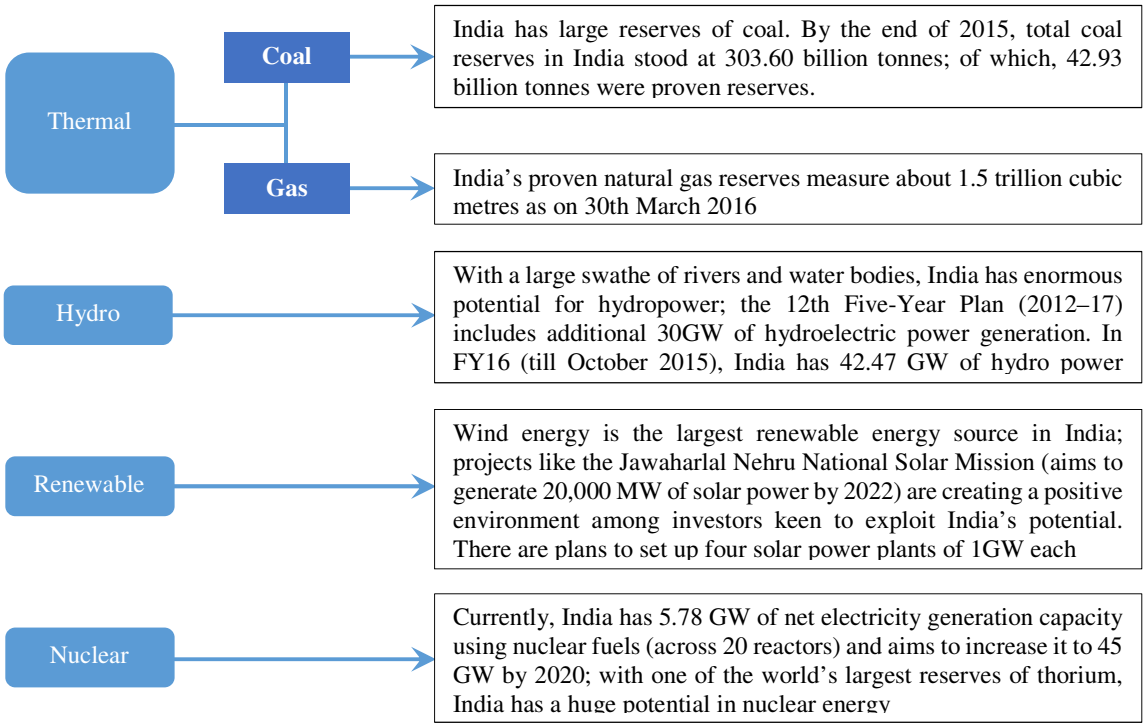
The 12th five-year plan projects that, by 2016-17, total domestic energy production would reach 669.6 Million Tonnes of Oil Equivalents (MTOE) and would further increase to 844 MTOE by 2021-22.



Installed Capacity as on 30th Nov, 2016

Fuel Base	MW	% of Total
Thermal		
Coal Base	1,87,803	60.8%
Gas Base	25,282	8.2%
Oil Base	919	0.3%
Hydro (Renewable)	43,133	14.0%
Nuclear	5,780	1.9%
Renewable Energy Sources	45,917	14.9%
Total	**3,08,834**	

Sources of Power with Share in Total Installed Capacity

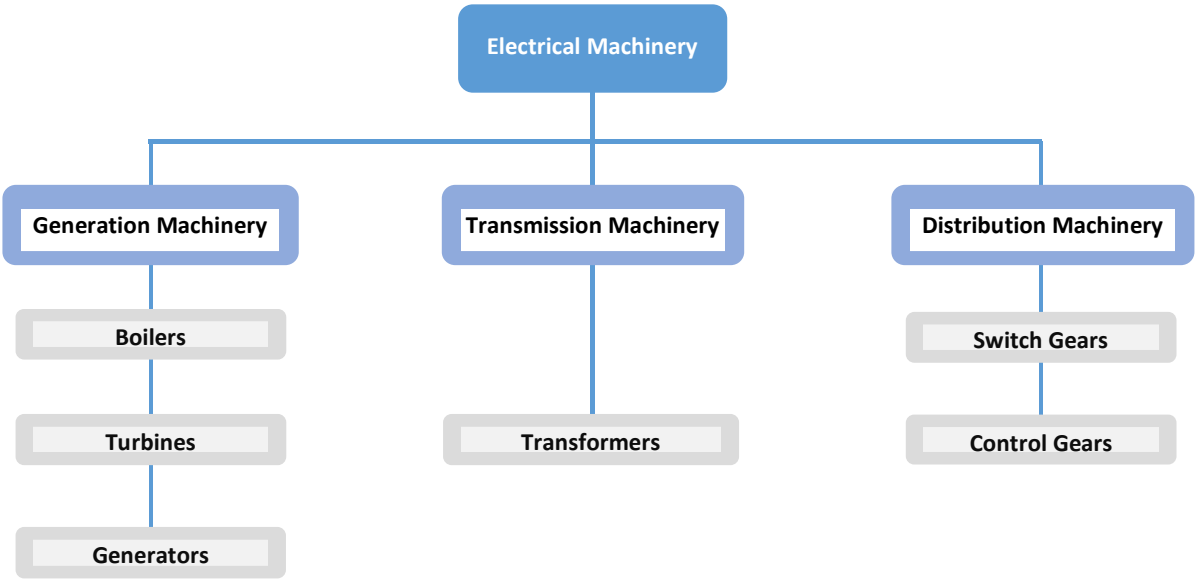


Indian Electrical Machinery, Transformer, Transmission & Distribution Industry

A transformer is a voltage changer, used to either step down or step up power depending on its installation base. There are largely two categories of transformers based on function i.e. power and distribution transformers. Other special transformers that are differentiated on usage include welding, traction, furnace etc. Many players have the capability to manufacture up to 400 kV, however with Ultra Mega Power Plants coming up, need for higher rating transformers is felt, which has opened doors for 765 kV rating transformers.

A Power Transformer is installed at the generation site right up to the last substation just before distribution activities commence. This transformer is used to either step up or step down power to match the voltage requirements. They are oil filled transformers with its range spanning from 11kV – 765kV. Power transformers would account for about 65-68% of the total value of the transformer industry.

Electrical Machinery Segment Structure



A distribution transformer is used to transfer power from a substation to the final point of consumption. The basic purpose of a distribution transformer is to provide end users with low voltage power. A distribution transformer could either be oil filled or dry type by nature, with range spanning from 1.1 – 11kV. Distribution transformers would account for the remaining 32-35% of the total value of the transformer industry.

A dry type transformer is used where there is space constraint and higher chances occurrences of fire. These are mostly used by industrial and corporate clients at software parks, hotels, hospitals, high rise buildings, etc. These transformers are categorized as distribution transformers due to their nature of operation, i.e. at end user's locations.

In India, many players belong to the unorganized segment of the industry and cater to the smaller ratings distribution transformer demand. This is due to lack of infrastructure, testing facilities and technical skill sets available with them. However, over the period of time, many of these smaller players moved up the value chain and graduated to the higher rating transformers. Despite this the number of players qualified for the larger variants of transformers is still small to serve upcoming demand expected over the forthcoming years.

SEBs act as nodal points for execution of government projects as they are authorized to float tenders and allot contracts depending on the bidder's compliance with various parameters. SEBs in the past accounted for 75-80% of the total transformer demand, followed by industrial (15%) and export demand (5-10%). Private segment demand has been from various power consuming industries viz steel, aluminium, cement, oil and gas, automobiles, engineering, mining and minerals, paper pulp, chemical and petrochemicals etc.

As a nation, our overall transformation norm stood at 7MVA/MW levels in 2008 and the policy makers had a plan to reach the levels of 11MVA/MW levels in the 12th plan. But, due to various factors and the state of DISCOMS largely, we are still hovering around the 8 to 8.5 MVA/MW levels. Over the last 2 years, the lack of new Transmission project orders, poor state of the DISCOMS and the tepid industrial activity had kept the industry in a low performing state with demand stagnation. This also led to an increased price pressure and smaller players losing out closing down operations.

New hope of revival in the Industry

The aggressive activities of the NDA 2 Government in the Energy sector and overall positive investment climate has led to most players feeling more hopeful on the industry prospects. Even though the actions have not led to a huge increase in order booking yet but most industry players are seeing signs of revival and expect this to open in the near future. Some key initiatives and actions that have led to this cautious optimism are:

1. Existing and planned projects and orders from the RE projects in India – Solar Parks and Projects and Wind projects
2. The opening up of new transmission projects and the de-bottlenecking of old stuck projects has led to order wins by many firms in the recent past for the Power Transformers.
3. The upcoming new transmission projects and the Green Energy Corridors will see more uptick in the Power Transformer Segment going forward.
4. The announcement of UDAY and the participation of 15 states already in the program has given many players some hope that the fiscal conditions of DISCOM's would improve and this would lead to more aggressive DTR purchases in the next few years to reduce the losses.
5. Even though the Government had announced 2 major schemes of Integrated Power Development Scheme (IPDS for the Urban areas) and Deendayal Upadhyaya Gram Jyoti Yojana (DDUGJY for the Rural areas), nothing of note till now has been seen on ground from these schemes. But now, with UDAY being implemented in many states, this will provide a framework for most utilities to absorb the additional investments in IPDS and DDYGJY programs and implement them on the ground more effectively.
6. The revival of investment in manufacturing and new CAPEX investments due to 'Make In India' has not yet happened but most industry players are cautiously optimistic about the same.

Source: Care Rating, Central Electricity Authority (CEA) & Indian Electrical and Electronics Manufacturers' Association, IBEF, Ministry of Power.

OUR BUSINESS

OVERVIEW

Our Company was incorporated on September 06, 1985 as Shri Ram Switchgears Private Limited. The Company was converted into Public Limited Company pursuant to shareholder's approval on December 14, 2016 and fresh Certificate of Incorporation dated January 03, 2017 issued by Registrar of Companies, Gwalior. The registered office of our company is situated at Shri Ram Bhawan, Goushala Road, Ratlam, Madhya Pradesh – 457001.

Our company is engaged in manufacturing of Transformers, Distribution boxes, Switchgears, Junction Boxes, Feeder Pillars, Panels, LT (Low Tension)/ HT (High Tension) Line materials and other electrical products required in power distribution system utilities. The company also undertake turnkey projects including erection, installation, operation and maintenance services of power transmission lines.

History

Late Sh. Shiv Kumar Jhalani (Ex. MLA of Ratlam city, Ex- Chairman of Maulana Azad University) with his brothers Sh. Chetanya Kumar Jhalani, Sh. Indranarayan Jhalani, Sh. Trilok Kumar Jhalani and Sh. Umesh Kumar Jhalani founded our Company and all the group entities. It all started in the year 1959-60 with M/s Ratlam Electric Store which was formed for distribution and trading of electrical products. The group gradually entered into the field of Electrical Engineering - Manufacturing by setting up its first Manufacturing unit in Ratlam in the year 1967 in the name of M/s Shri Ram Industries, a partnership firm. Later we setup another group entity M/s Shri Ram Switchgears, (Ratlam) in the year 1976 for manufacturing of electrical products. In 1984, we set up M/s Shri Ram Switchgears (Maharashtra) to expand our reach and operations in the state of Maharashtra.

After the Incorporation of our company, our company signed a lease agreement with the Madhya Pradesh Government for allotment of Plot 14-15, Industrial Estate, Ratlam, MP on lease for 99 years to manufacture Distribution boxes initially. The current promoters of our Company took over the business from their grand parents.

We executed our first major order worth Rs. 2.12 Crores from Maharashtra State Electricity Distribution Company Limited for supplying Distribution Boxes in the year 1994. Later in 1999 we included Transformers in our manufacturing portfolio. To enhance the production and bring precision in our products we modernized our processes and imported Optical Fiber Laser Cutting Machine from Italy in the year 2014.

Business Profile

We are involved in the engineering and manufacturing of Electrical products. We manufacture Transformers (EHV, Power, Distribution, and Special Application) upto 5 mVA - 132 kV Class as well as Oil Type Compact Sub-Stations. We manufacture full range of HT & LT switchgears from Distribution boards to Distribution Boxes, Control and Relay Panel, Feeder Pillars, ACB Boxes, Single Phase Boxes, MCB & MCCB panels, Junction Boxes, A.C./D.C. Boards and other related products. We also undertake EPC contracts in the Power Transmission and Distribution sector covering the full range from design and engineering to testing and commissioning of electrical substations and transmission lines. Our Company is eligible for the power development projects issued by World Bank and Asian Development Bank. We have a vast experience in the power sector and whole gamut of Power Distribution and Transmission products in our product portfolio. This enables us to undertake and complete EPC contracts within quickest time frame and of the highest quality standards. Further, in the financial period ending February 28, 2017 we also traded in electronic items including computer and computer peripherals.

Our customers are majorly the Power DISCOMs (Distribution Companies). We cover the states of Maharashtra, Rajasthan, Gujarat, Madhya Pradesh, Delhi, Odisha, Uttar Pradesh for supply of our products and services.

From engineers to skilled labours, everyone is motivated to manufacture the highest quality products in Our Company. Our Company has put a lot of systems in place for quality check and control. We have been accredited

with "ISO:9001-2008" certification for design and development, production, installation & marketing of electrical switchgear & transformers. We have always been a frontrunner in adapting technology ahead of its times.

For our manufacturing facility, we do not need a Water or Air Treatment plant as we are proud to say that our plant is a zero pollution emission plant and received certificate dated November 23, 2015 for the same from District Trade & Industries Centre, Ratlam. We recently got elected as member in general category by Confederation of Indian Industry (CII) for its State Council of Madhya Pradesh for the year 2017-18.

Our Customer base includes some major names as follows:

- Maharashtra State Electricity Board- Mumbai.,
- B.E.S.T. – Mumbai,
- Reliance Energy Ltd. – Delhi & Mumbai,
- B.S.E.S. Ltd. – Mumbai, Delhi & Orrisa,
- RSEB (Jaipur Vidyut Vitran Nigam Limited, Ajmer Vidyut Vitran Nigam Limited & Jodhpur Vidyut Vitran Nigam Limited) – Rajasthan,
- Madhya Pradesh State Electricity Board– Jabalpur, Madhya Pradesh,
- Chhattisgarh State Electricity Board – Raipur,
- Gujarat Electricity Board – Vadodara,
- Uttar Pradesh Power Corporation Ltd. – Lucknow,
- Himachal Pradesh State Electricity Board – Shimla,
- J & K State Electricity Board – Jammu,
- North Delhi Power Ltd. (Tata Power) – Delhi,
- L&T – Mumbai,
- Godrej & Boyce, Mumbai,
- Crompton Greaves Ltd, Mumbai,
- Bharat Heavy Electricals Ltd (BHEL)
- Torrent Power Ltd. – Ahmedabad

MANUFACTURING FACILITY

Our Company's manufacturing facilitiesand the supportive yards are at the following Plots of land in Industrial Estate, Ratlam, Madhya Pradesh:

Location	Plot No. 14 & 15 including parts thereof	Plot No. 15A	Plot No. 21A	Plot No. 21B	Plot No. 22 B & C
Land Area (in Sq. Ft.)	67,000	6,600	12,500	8,500	9,780
Buildup Area (in Sq. Ft.)	49962.45	6600	3800	Open	7916



Plot No. 14 & 15, Industrial Estate, Ratlam, MP



Decades back initial phase of above Manufacturing Facility as setup by Late Shiv Kumar Jhalani (Stock of Distribution Boxes)

PLANT & MACHINERY

Our manufacturing unit have been setup by using the machineries and components which have been bought from reliable sources in the country as well as abroad. All the suppliers have been selected by the company on the basis of their past experience and competitive prices.



Salvagnini L3 Optical Fiber Laser Cutting Machine Bought From Salvagnini Italia Spa, Italy.

Our company has installed the following major machineries and equipment at the manufacturing facility: -

Sr. No.	Description of Machinery	Quantity	Capacity	Power required to operate the Machine
1.	Salvagnini L3 Optical Fiber Laser Cutting Machine	1 No.	Cutting Capacity 0-15 mm	14 KW
2.	Pillar Drill M/C	1 No.	1.5"	2 HP
3.	Bench Drill M/C	5 Nos.	1/2"	2 HP
4.	Portable Drill M/C	3 Nos.	1" , 1/4" , 1/2"	1 HP
5.	Portable Grinder M/C	2 Nos.	180mm	2 HP
6.	Bench Grinder M/C	1 Nos.	1HP	5 HP
7.	Shearing Machine	2 Nos.	8' long x 6mm thick	5 HP
8.	Shearing Machine	1 Nos.	4' long x 3mm thick	3 HP
9.	Power Press	6 Nos.	10MT	5 HP
10.	Power Press	2 Nos.	20MT	7 HP
11.	Power Press	2 Nos.	50MT	7 HP
12.	Power Press	1 No.	75MT	10 HP
13.	Power Press	2 Nos.	100MT	10 HP
14.	Press Brake & Bending Machine	1 Nos.	7'/8' LONG	5 HP
15.	Press Brake & Bending Machine	1 Nos.	4'	3 HP
16.	Arc welding Set	13 Nos.	-	5 HP
17.	SPOT Welding Machine	2 Nos.	10 KVA	10 HP
18.	Air Compressor	3 Nos.	-	5 HP

19.	Mig Welding Machine	3 Nos.	400A	-
20.	L.V. Winding Machine	2 Nos.	Upto 10 MVA	5 HP
21.	L.V. Winding Machine	4 Nos.	Upto 500 KVA	3 HP
22.	H.V. Winding Machine	10 Nos.	Upto 500 KVA	2 HP
23.	Transformer Test Bench	1 No.	Upto 10MVA 33/11	-
24.	Variac	1 No.	200 Amp.	-
25.	Variac	1 No.	800 Amp	-
26.	Powder Coating Gun	9 Nos.	-	-
27.	DVDF Source	1 No.	-	25 HP
28.	Hydra ACE Crane	1 No.	12 Ton	
29.	Fork Lift	1 No.	1/3 Ton	
30.	Oil Filter	1 No.	600 Ltr /Hr	32 HP
31.	Crimping Tools		Upto 300 mm Dia.	1 HP
32.	Oven for maintaining constant temperature up to 200^0C	3 Nos.	-	20 HP
33.	EOT Crane	4 Nos.	5 Tonnes	-

RESEARCH & DEVELOPMENT

Though we can produce Transformers upto 5mvA of power capacity, we have our efficient and advanced Testing Lab to test the transformers upto 8 mvA of power which helps in safeguard from high power fluctuation while testing. Our manufacturing quality is dependent on:

- Availability and advancement in Technology in power sector
- Efficiency of our lab tests and experiments
- Quality of raw materials.
- Effective quality control
- Efficient process control
- Trained and efficient manpower



Testing and R&D Facility at our plant

UTILITIES & INFRASTRUCTURE FACILITIES

Our registered office is located at Ratlam, MP. Our offices are equipped with computer systems and other communication equipment, efficient power supply, internet connectivity, security and other facilities, which are required for our business operations to function smoothly.

Power

The total power requirement for our manufacturing facility is 120 KVA at 33 KV supply line which is met by Madhya Pradesh State Electricity Board.

Raw Material

The major raw materials required to carry the manufacturing activities are MS/HR (Mild Steel Hot Rolled) sheets, Copper Wire Strips, Aluminium Wires, Sheet Metal Parts, CRGO (Cold-Rolled Grain Oriented) Core Lamination, MS Angles, Transformer Oil, Transformer Tank & Accessories, Core & Channel Assembly material and Coated Aluminium Coil. MS/HR Sheets are available locally through Distributers and Manufactures. We do not import any of our raw material. Following are the major suppliers of Our Company:-

1. Mahalaxmi Investment & Trading Pvt. Ltd.
2. Regal Transcore Laminations Pvt. Ltd.
3. SPM Power & Telecom Pvt. Ltd.
4. Sneh Enterprises.
5. Galaxy Concab (India) Pvt. Ltd.

Manpower

At our manufacturing facility we have 3 permanent employees who takes care of the administration and supervising work. The remaining workers are on contract basis and varies from time to time depending on the projects. As of February 28, 2017we employed 22 labours/workers on contract basis.

What Do We Manufacture

A. Transformers

A transformer is an electrical device that transfers electrical energy between two or more circuits through electromagnetic induction. Commonly, transformers are used to increase or decrease the voltages of alternating current in electric power applications.

Benefits of our Transformers:

A. Low fire risk
B. Non-hydroscopic
C. High short circuit strength
D. Free from partial discharge
E. Low cost maintenance
F. Space saving
G. Environment friendly
H. Higher overload capacity

Variants of Transformers

1. EHV (Extra High Voltage) Transformers
2. Power Transformers
3. Distribution Transformers
4. Unitized Sub-station
5. Special Application Transformers, etc.

EHV (Extra High Voltage) Transformers

Transformers with primary voltage of 66 kV and above are conventionally termed as Extra High Voltage (EHV) Transformers. These transformers are generally used in the transmission sector. We have facility to manufacture EHV transformer upto 5 mVA - 132 kV class.



Power Transformers

Transformers with primary voltage of 33 kV and above are conventionally termed as Power Transformers. These transformers are generally used in the transmission as well as distribution sector. We have the facility to manufacture Power transformer upto 10 mVA in 33 kV class.



Distribution Transformers

Distribution transformers are used in the last leg of Power distribution to feed electricity to residential, industrial and bulk consumers. Transformers with primary voltage of 11 kV and below are termed as Distribution Transformers. We have a huge integrated facility to manufacture Oil cooled Distribution Transformers upto 3 mVA in 33 kV class.



Distribution Transformers





Oil Tank at our factory for making Oil cooled Transformers

Unitised Sub-stations

A Unitised Sub-Station (USS) also known as a Packaged Sub-Station (PSS) or Compact Sub-Station(CSS) is a cost effective nutshell product. A USS comprises of various sub-station equipments housed inside a metal enclosure. The equipments include a step down transformer, a Vacuum Circuit Breaker (VCB) or a Ring Main Unit (RMU) on High Voltage (HV) side and Low Voltage (LV) distribution panel in LV side compartment. It is a pre-fabricated sub-station engineered to reduce size, increase safety and provide the customer with "One stop product" for all his power distribution needs. With our whole gamut of Power Distribution products, manufacturing of USS is just an extension of our engineering prowess.



Unitized Sub-station with logo of the Customers as desired by them.

We manufacture USS upto 3 mVA 33 kV class with Oil-Cooled Distribution Transformer. These USS are particularly useful in areas where there is a space constraint and safety issues like basement of high rise buildings, steel plants, refineries, mines, malls, theatres, IT & ITes companies etc.

Special Application Transformers

A number of industry applications require specific industrial transformers due to the usage of electrical power as a major resource for production. These Special Application Transformers are like Isolation Transformers, Lighting Transformers, Electric arc furnace transformers (EAF), etc.



Internal parts of Special Application Transformers

We also manufacture sheet metal parts like control panels, etc. & switchgears which are used in the manufacturing of a Transformer. Some parts are also bought out from other manufacturers / traders including our group entities. In these parts, switchgears play a vital role in a Transformer. A switchgear is the combination of electrical disconnects switches, fuses or circuit breakers used to control, protect and isolate electrical equipment. Switchgear is used both to de-energize equipment to allow work to be done and to clear faults downstream. This type of equipment is directly linked to the reliability of the electricity supply. Our Company deals in Low Tension (L.T.) & High Tension (H.T.) Switchgear and Panel manufacturing. We have the whole range of Switchgears and Distribution products which are manufactured in our state of art plant in Ratlam (M.P.).

B. <u>Feeder Pillar</u>

Feeder pillar is an effective electrical enclosure to provide electrical services for low voltage electrical distribution applications. It is designed as compact and robust for vandalism protection. The metal enclosure is made of sheet steel of minimum 2mm thickness mounted on a steel base frame of minimum 3mm thickness. Enclosure is suitable for outdoor application.



C. Distribution Boxes



A Distribution Box is used in a larger system that helps to regulate the flow of electricity through a distribution board. The concept behind the box is to provide for the orderly flow of current so that circuitry is not overloaded, leading to potentially dangerous situations.

The typical electrical distribution box is equipped with a solid case made of metal that is capable of protecting the interior components from various adverse conditions, such as excessive exposure to heat or cold. The wiring and other parts that are contained within the box are usually mounted within the interior, helping to lessen the potential for the components to be damaged during any type of shifting that would otherwise create some type of abrasive action on wire coverings and other elements.

OUR SERVICES

A. EPC (Engineering Procurement Construction)

We offer the entire range of EPC services covering design, engineering, supply, construction, testing and commissioning of MV (Mega Voltage) and EHV (Extra High Voltage) infrastructure. We undertake projects for DISCOMs (Electricity Distribution Companies), Industries and Franchises in major parts of India. The scope of Distribution Systems work broadly involves Distribution Lines, Distribution Transformers, Power transformer, Metering, Line lay-out covered under various schemes such as Rural and Urban Electrification, RGGVVY (Rajiv Gandhi Grameen Vidyutikaran Yojana).



An EPC Contract

OUR CAPABILITIES:
Turnkey EPC for Power Distribution Network establishment
Network Optimization and EPC of Feeder Separation
Franchising and Underground cabling

Operation & Maintenance
Unmanned Substations

B. Fabrication of Metal Sheets:

We have state of the art machines and are one of the renowned sheet metal fabricators. We manufacture and supply Sheet Metal Fabrications & Laser Cut Components for a range of industries from Automotives to Locomotives and of course the power transformation industry.

CNC (COMPUTER NUMERICAL CONTROL) LASER CUTTING SERVICES

We provide CNC Laser Cutting Services on Stainless Steel (upto 10 mm) & Mild Steel (upto 16 mm) for industrial applications and laser cut components used in machinery and precision needs.

CNC MACHINING SERVICES

With an in-house CNC Lathe, we are capable of machining precision components used in hardware fittings and for industrial needs as well.

ELECTRICAL CABINETISM

We manufacture customized Steel Cabinets & Enclosures for Electrical Control Panels, Equipment and more.

PRECISION SHEET METAL FABRICATION

We offer customized CNC sheet metal fabrication and CNC machined components for high accuracy industrial needs & architectural applications.

PERFORATED PANELS

We provide Laser Cutting Services for Perforated Steel Panels & Vibrating Screens used in Food Processing, Chemical, Power, Architectural and other sectors.

PROTOTYPING

We enable prototype development for Sheet Metal Components that need precision cutting and accuracy and also help in product development.

SHEET METAL ENCLOSURES

We use CNC Laser Cutting for manufacturing Control Panels, Electrical Enclosures & Cabinets, Tanks, and Machine Enclosures and so on.

These are the pictures of some of our major finished goods:



Distribution Boxes manufactured for our Customer BSES - Delhi



Switchgears Parts



EHV Transformer of 5 mVA Capacity





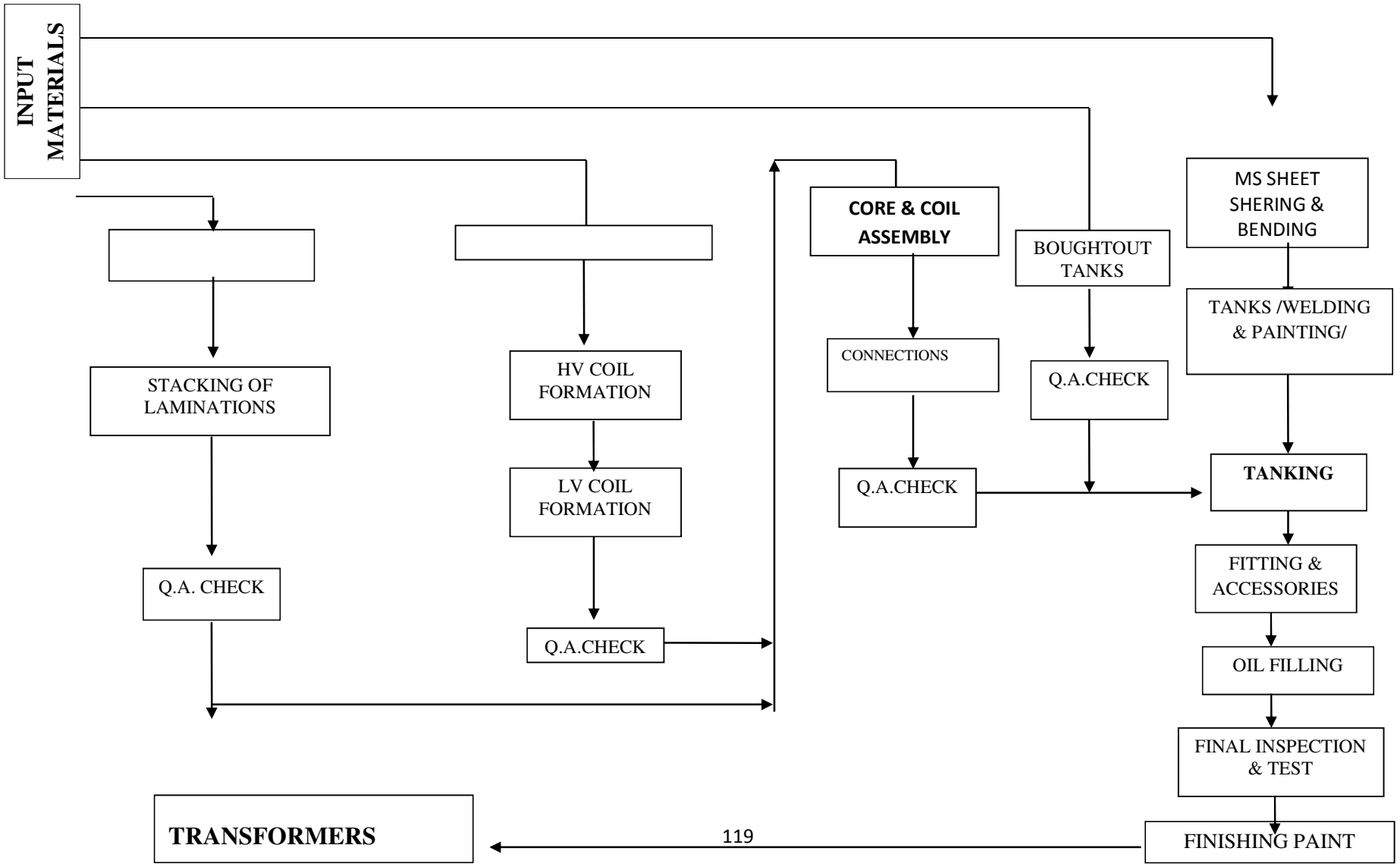
Feeder Pillars



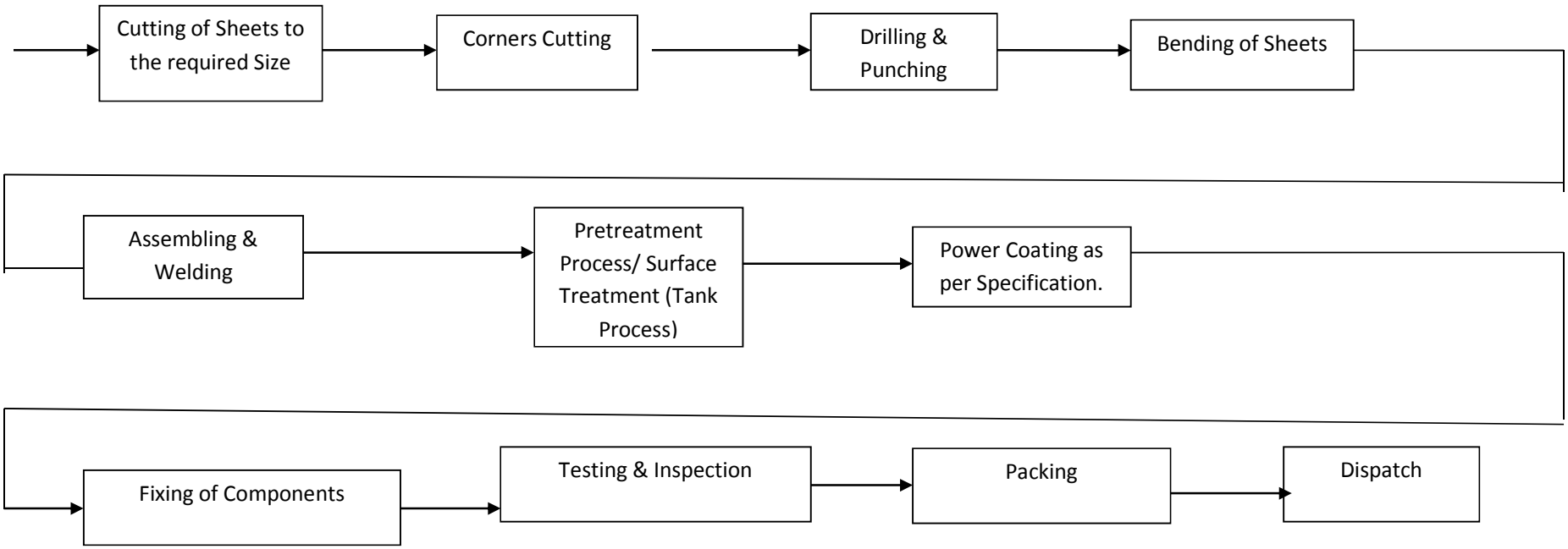


Meter Boxes

I. PROCESS FLOW CHART FOR MANUFACTURING OF TRANSFORMERS



II. PROCESS FLOW CHART FOR MANUFACTURING OF L.T. C.T, DISTRIBUTION BOX/ FEEDER PILLAR/ PANEL



DETAILS OF INSTALLED & UTILISED CAPACITY

Our Company operates from manufacturing unit primarily at Plot No. 14 & 15, Industrial Estate, Ratlam, Madhya Pradesh. Following is the Installed Capacity of goods manufactured by us:

(Qty in nos.)

Sr. No.	Name of Items	Annual Capacity	Utilised Capacity		
			2015-16	2014-15	2013-14
1.	Transformers	9,740	3,409	5,632	4,424
2.	Distribution Boxes	18,500	15,343	3,737	245

SOME OF OUR PROJECTS BEING IMPLEMENTED:

Our Company has received projects on Turnkey basis from Madhya Pradesh Paschim Kshetra Vidyut Vitran Co. Ltd (Wholly Owned by Government of Madhya Pradesh) for different regions across Madhya Pradesh – Indore, Dewas, Guna, Mandsaur, Neemuch, Dhar and Ujjain. These will be implemented in two portions - Supply and Erection.

- Supply of Material, Survey, Erection, Installation, Testing & Commissioning of Permanent 100 KVA Distribution Transformers in place or Temporary Rental Distribution Transformers and Associated 11 KV Lines & LT Line on AB Cable in Indore Region on Turnkey basis.

- Contract for Design, Manufacture, Pre-dispatch Inspection, Testing and Supply of Materials for "Supply & Construction of new 33/11 KV S/s and associated 33 KV and 11 KV lines including bays at 33/11 KV S/s, DP Structures, Road/River Crossings, 1500 KVAR, Auto-Switched Capacitor Banks, etc." on Turnkey basis in Indore Region (No. of Locations 14 under System Strengthening (SSTD) Scheme.

BRIEF FINANCIALS OF OUR COMPANY

(Rs. In Lakhs)

Particulars	As on February 28, 2017	As on March 31,				
		2016	2015	2014	2013	2012
Share Capital	734.06	489.37	488.26	333.76	283.76	283.76
Reserve & Surplus	347.90	415.93	329.83	195.69	154.00	139.99
Net Worth	1,081.96	905.30	818.09	529.45	437.76	423.75
Sales	5,496.55	4,565.01	5,288.57	3,888.82	2,132.21	2,667.10
Other Income	39.72	258.01	148.41	32.60	70.08	49.46
Profit after Tax	176.65	85.28	121.31	41.70	113.75	(98.28)
EPS (Basic & Diluted) (In Rs)	2.41	1.16	1.66	0.66	2.67	(2.31)
Return on Net Worth (%)	2.41	9.42%	14.83%	7.88%	25.99%	(23.19%)
Net Asset Value per Share (In Rs)	14.74	12.33	11.17	10.58	10.28	9.96

REVENUE BREAKUP

Following is the revenue breakup of Transformers, Distribution Boxes / Switchgears & Project Work including buyout products.

(Rs. In Lacs)

Sr. no.	Particulars	For the period ending			
		February 28, 2017	March 31, 2016	March 31, 2015	March 31, 2014
1.	Transformers	841.98	2,099.67	4,013.16	2,916.22
2.	Distribution Boxes / Switchgears	750.64	280.66	95.96	117.76
3.	Project Work*	3,903.93	2,184.68	1179.45	854.84
	Total	**5,496.55**	**4,565.01**	**5,288.57**	**3,888.82**

*Includes bought out items as per the Schedule of supply.

COLLABORATIONS

We have not entered into technical or any collaboration.

HUMAN RESOURCE

Human resource plays an essential role in developing a company's strategy as well as handling the employee centered activities of an organization. As on April 30, 2017, we have 23 full time employees working at our Office and 3 full time employees at our Factory. In the Factory, 22 labours worked on contract basis for production as on April 30, 2017, this number varies depending on the projects. Our man power is a prudent mix of the experienced and youth which gives us the dual advantage of stability and growth. Our work processes and skilled resources together with our strong management team have enabled us to successfully implement our growth plans. Apart from the above employees, we also employ casual labour on daily basis for the EPC Contracts on various sites.

DEPARTMENT WISE BREAKUP

Following are the details of employees at our office as on April 30, 2017:

Sr. No.	Department	No. of Employees
1.	Administration	3
2.	Finance & Accounts	8
3.	Production	3
4.	Secretarial & Legal	1
5.	Operations	5
6.	Sales & Marketing	3
	Total	**23**

Following are the details of employees at our Manufacturing Facility as on April 30, 2017:

Sr. No.	Department	No. of Employees
1.	Factory Administration	3
2.	Workers on Contract Basis	22
	Total	**25**

COMPETITION

We operate in an increasingly high competitive market, with participants in the organized and the unorganized sector. We face competition from other manufacturers, traders, suppliers and importers of electric equipment in relation to our offerings. Suppliers in the electric equipment industry are based on key attributes including technical competence, product quality, strength of sales and distribution network, pricing and timely delivery. While our competitors in the organized sector focus more on technology and quality of their products, their unorganized counterparts supply their products at extremely competitive prices, which we may be unable to effectively compete with. For instance, we face competition from electric equipment of Chinese origin, primarily in the switchgear and lighting equipment verticals, which have gained significant presence in the Indian electric equipment market and which may be sold at more competitive prices than what we offer.

Following are some of our competitors for our product range:

Sr. No.	Distribution Boxes Manufacturing	Transformer Manufacturing	Project Work
1.	Lamer Power And Infrastructures Pvt. Ltd. (Delhi)	Shirdi Sai Electricals Ltd, (Kadapa, Andhra Pradesh)	Vishwanath Project Ltd. (Hyderabad, Telangana)
2.	Star Rising Energy Pvt. Ltd. (Jaipur, Rajasthan)	M/S Dynamic Electromech- (Bhopal, MP)	Bajaj Electricals Ltd. (Mumbai)
3.	Asian Switchgear Pvt. Ltd., (Ujjain, MP)	M/S P.K. Industries- (Bhopal, MP)	Godrej & Boyce Manufacturing Company Ltd. (Bhopal, MP)
4.	Diamond Electrical & Electronics, (Jabalpur, MP)	Remi Industrial Products, (Bhopal, MP)	Bharat Electrical Contractors Pvt. Ltd. (Sangli, Maharashtra)
5.	Gourav Energen India Pvt. Ltd. (Bareilly, UP)	Fairdeal Transformers And Switchgears Pvt Ltd., (Delhi)	M/s Orbittal Electromech Engineering (Pune, Maharashtra)
6.	Kirit Power, (Gwalior, MP)	M/S Star Delta Transformers Ltd, (Bhopal, MP)	-
7.	Ultima Switchgears Ltd., (Delhi)	Rajasthan Transformers & Switchgeras (A Unit Of RTS Power Corporation Ltd) (Jaipur, Rajasthan)	-
8.	Tenco Systems & Switcgears Pvt Ltd., (Indore)	M/S Lakshmi Transformers & Electricals (Agra, UP)	-
9.	New Era Switchgear Private Limited, (Ujjain, MP)	Surya Transformer & Switchgears (Indore, MP)	-
10.	Asian Electrical Industries , (Ujjain, MP)	Andrew Yule And Company Limited	-
11.	-	M/s Electrofront Transpower Pvt Ltd, (Indore, MP)	-

MARKETING

We provide a full range of services to help find, qualify, close and retain lucrative customer relationships. Most of our business and orders are awarded after tendering process. Our marketing and business development team endeavor to make our bids competitive in order to maintain old clients as well as searching for new customer base and clientele. To retain our clients we regularly interact with them to gain insight into customized product requirements and bring innovation into our product offerings.

Backing by our strong commitment towards High Quality Products and timely Delivery Schedules we are able to secure repeated orders from our customers. Other than Govt. companies, we have been doing most of our Sales through Letter of Credit or Advance payments. Major part of our sales is to the Utilities directly or indirectly. We always try to assess properly our customers' needs and keep on innovating up gradation for better performance of our products.

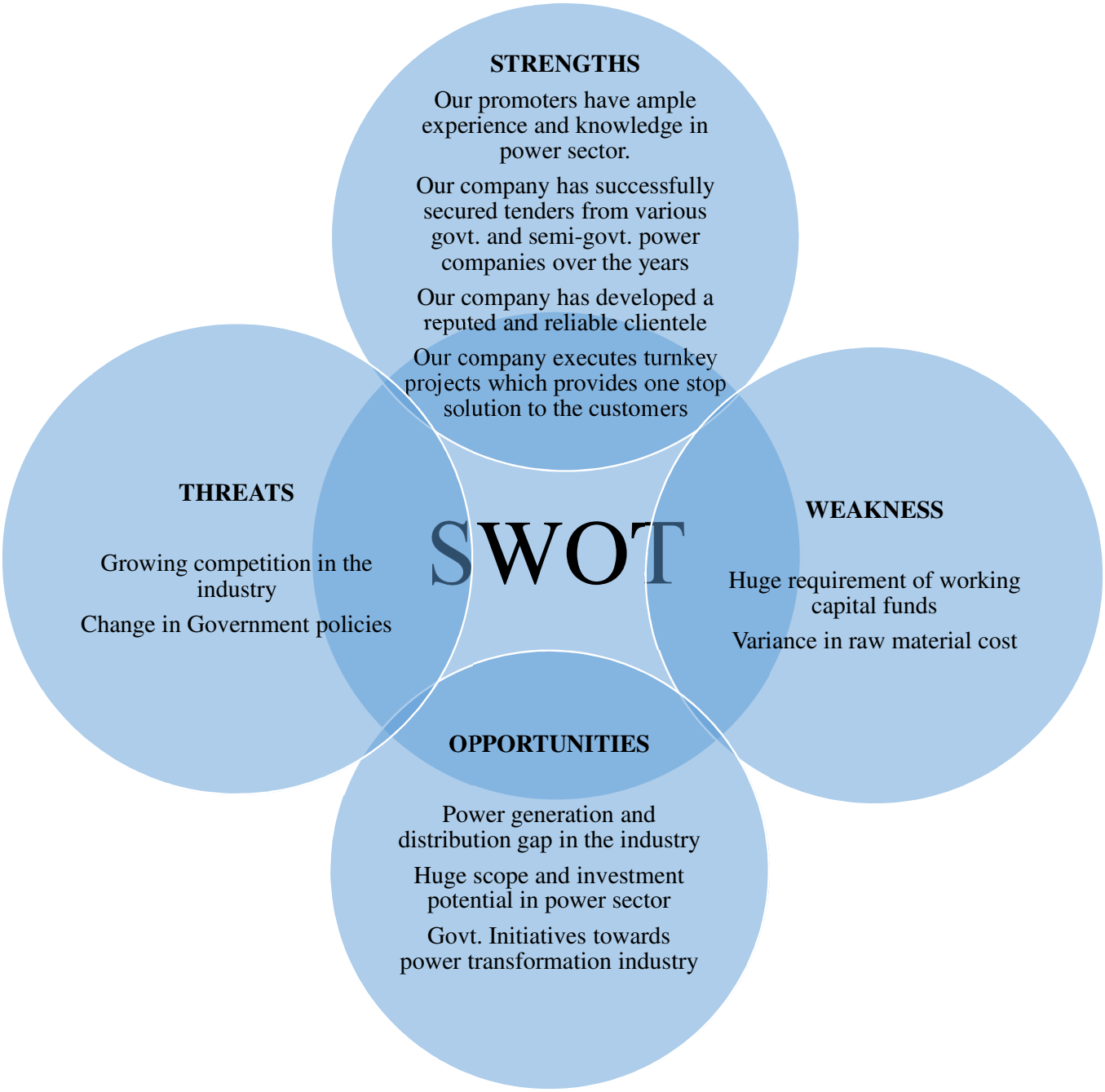
INSURANCE

At present, we maintain insurance for standard fire and special perils, which provides insurance cover against loss or damage by fire, storm, flood, earthquake, lightning, riots, explosions, etc. Although we attempt to limit and mitigate our liability for damages arising from negligent acts, errors or omissions through contractual provisions and/or insurance, the indemnities set forth in our contracts and/ or our insurance may not be enforceable in all instances or the limitations of liability may not protect us from entire liability for damages. We have availed the insurance policies to cover our buildings, plant & machinery, stocks, etc. at different locations.

Following are the details of Insurance Policies.

Sr. No.	Name of the Policy	Policy No.	Location	Insurance Company	Coverage (Rs. in Lakhs)	Expiry Date
1.	Standard Fire and Special Perils Policy	1904021116P117540642	Factory at Industrial Area, Ratlam, M.P.	United India Insurance Company Ltd	Building: 300.00 P&M: 400.00 Stocks: 1500.00	March 23, 2018
2.	Standard Fire and Special Perils Policy	1904021116P109745724	G-1859, Sec-25, Duplex, Jalvayu Vihar, Noida, U.P.	United India Insurance Company Ltd	Building: 112.00	October 16, 2017
3.	Standard Fire and Special Perils Policy	1904021116P109719576	107 Haven Park, Cooperative Society, Boriwali East, Mumbai.	United India Insurance Company Ltd	Building: 141.00	October 16, 2017
4.	Employees Compensation Liability Policy	1904022716P105498909	Anywhere in India employed under the Company	United India Insurance Company Ltd	Unskilled employees 22: 15.84 Semi-Skilled employees 18: 14.58	July 23, 2017
5.	Machinery Breakdown Insurance Policy	1904024416P110360204	Cutting Machines/ Saws: Maker-Salvagnini (Italy)	United India Insurance Company Ltd	400.00	October 27, 2017

SWOT ANALYSIS



BUSINESS STRATEGY

Our vision is that we believe "Customer is the core of all the endeavors". Thus the primary objective of the company is up-holding the value of the "customer". Our Company strives to provide "solutions" rather than "selling of products."

Our Objectives:

- To establish the organization leadership in the area of electrical engineering both in the field of manufacturing and marketing;
- To develop high level of satisfied customer profile with dedicated service and high grade of products and quality;
- To maintain the growth patterns consistently both in terms of sales volume and return from sales.

Our Business Strategy is:

Advancement in R&D

We depend on Research & Development for improving and upgrading our existing offerings and developing new products and technologies. Our research and development efforts include design and development of transformers, etc. We have technologies and solutions that allow for active monitoring of energy consumption for electric equipment.

Further widening of our customer base

With the growing opportunities available in the market, we will endeavour to continue to grow our business by adding new customers in existing and new geographies and also new market segments & products. We are also making efforts and diagnosing the domestic markets for our own brand product.

Reduction of operational costs and achieving efficiency

Apart from expanding business and revenues we have to look for areas to reduce costs and achieve efficiencies in order to remain a cost competitive company. We try to reduce the wastage and control the fabrication on the production floor through effective supervision at our premises.

To build-up a professional organization

We believe in transparency, commitment and coordination in our work, with our suppliers, customers, government authorities, banks etc. We have a blend of the experience and the sufficient staff for taking care of our day to day operations. We also consult with external agencies on a case to case basis on technical and financial aspects of our business.

Focus on cordial relationship with our Suppliers, Customer and employees

We believe that developing and maintaining long term sustainable relationships with our suppliers, customers and employees will help us in achieving the organizational goals, increasing sales and entering into new markets.

Optimal Utilization of Resources

Our Company constantly endeavors to improve our fabrication process, skill up-gradation of workers, modernization of machineries to optimize the utilization of resources. We analyze our existing material procurement policy and engineering processes to identify the areas of bottlenecks and take corrective measure wherever possible. This helps us in improving efficiency and putting resources to optimal use.

INTELLECTUAL PROPERTY

We have following Trademark registered under the Trademarks Act, 1999 with the Registrar of Trademarks, Mumbai:

Sr. No.	Logo	Date of Registration	Trademark No.	Class	Current Status	Valid Upto
1.		March 23, 2009	791392	9	Registered	December 14, 2025

Our Company has obtained No Objection Certificate (NOC) dated March 01, 2006 for the use of following Trademark which was applied by our Group Entity M/s Shri Ram Switchgear (Maharashtra):

Sr. No.	Logo	Date of Application	Application No.	Class	Current Status	Valid Upto
1.		February 24, 2006	1424430	9	Abandoned#	-

#Our Company and the Group Entity are in regular use of this Trademark and our company is in the process to get the Trademark approved.

LAND & PROPERTIES

The following table sets forth the significant properties owned by us:

Sr. No.	Property Kind	Location of Property	Area	Vendors Details	Purchase Consideration	Date of Purchase	Remarks
1.	Diverted Land	Survey No. 81/2, 81/6 and 81/8, Gram Sejawat, Tehsil & Dist. Ratlam (M.P.)	9000 Sq. Mtrs.	Mr. Rajendra Vajpai, Karta, Rajendra Suryakant Vajpai (HUF)	Rs. 11,00,000	September 09, 2012	Charge created in favour of Au Financiers (India) Ltd
2.	Residential Flat#	Flat No. 107, 1st Floor, B-Wing, "Green Park", Kanheri, Borivali, BSD Mumbai, Maharashtra.	746 Sq Ft. (Carpet Area)	Parkview Developers	Rs. 25,68,000	September 19, 1996	Let Out First Charge created in the favour of UCO Bank Consortium & Residual charge in favour of SIDBI

The following table sets forth the properties acquired on lease by us from the Government of Madhya Pradesh or other statutory authority for a considerably longer period :

Sr. No.	Location of the property	Lease Deed Execution Date	Area	Lease Rent & Other recurring Charges, if any	Lease Period	Activity	Remarks
1.	#Plot No. 14 & 15, Industrial Estate, Ratlam (M.P.)	March 23, 1988	44000 Sq. Ft.	Rs. 155/- per annum (to be increased after every 30 years)	99 years	Factory	First Charge created in favour of UCO Bank Consortium & Residual charge in favour of SIDBI
2.	#Plot No. 14 & 15 (part) , Industrial Estate, Ratlam (M.P.)	May 21, 2003	23000 Sq. Ft.	Rs. 322/- per annum (to be increased after every 10 years)	99 years	Factory	First Charge created in the favour of UCO Bank Consortium & Residual charge in favour of SIDBI
3.	#Plot No. 15A, Industrial Estate, Ratlam (M.P.)	December 30, 2000	6600 Sq. Ft.	Rs. 93/- per annum (to be increased after every 10 years)	99 years	Supporting adjacent land to our factory	First Charge created in the favour of UCO Bank Consortium & Residual charge in favour of SIDBI
4.	Plot No. 21A, Industrial Estate, Ratlam (M.P.)	December 21, 2004	12500 Sq. Ft.	Rs. 175/- per annum (to be increased after every 10 years)	30 years	Used as a stock and scrap yard for the factory of our company	First Charge created in the favour of UCO Bank Consortium & Residual charge in favour of SIDBI
5.	Plot No. 21B, Industrial Estate, Ratlam (M.P.)	February 27, 2015	8500 Sq. Ft.	Rs. 475/- per annum & Rs. 950 per annum as maintenance charges	30 years	Open land	Charge created in the favour of UCO Bank Consortium
6.	#Plot No. 22 B&C, Industrial Estate, Ratlam (M.P.)	July 22, 2007	9780 Sq. Ft.	Rs. 137/- per annum (to be increased after every 10 years)	30 years	Used as a stock and scrap yard for the factory of our company	Charge created in the favour of UCO Bank Consortium & Residual charge in favour of SIDBI
7.	*Shop No. 68, 1st Floor, Stadium Market, Station	May 29, 2012	172.50 Sq. Ft.	Rent: Rs. 369 p.m. payable to Nagar Palika Nigam, Ratlam, MP	30 years	Rented to Ratlam Electric Store, our Group Entity	-

	Road, Ratlam, MP						

#UCO Bank also has a separate charge other than UCO Consortium charge on these properties.

*This is an Agreement of Lease transfer. The original lease deed was executed in favour of Shri Ram Investment Corporation on January 20, 1992 for a period of 30 years by Nagar Palika Nigam, Ratlam, MP under the Rights of Occupation.

For details of charges created on the above properties please refer to the chapter titled Our History and Certain other Corporate Matters on page no. 136 of this Prospectus.

The following table sets forth the properties taken on lease by us from individuals and/or private entities:

Sr. No.	Location of the property	Document and Date	Licensor / Lessor	Lease Rent/ License Fee	Lease/License period		Activity
					From	To	
1.	Bldg. bearing no. 242, Goshala Road, Ratlam, MP	Lease Agreement executed on December 19, 2016	Mr. Naresh Kumar Jhalani	Rs. 8,000/- p.m. for first 3 years i.e. upto 30-11-2019. Rs. 10,000/- p.m. for option period of next 3 years	December 01, 2016	November 30, 2019	Regd. Office

KEY INDUSTRY REGULATIONS AND POLICIES

The following description is a summary of various sector-specific laws and regulations in India, which are applicable to our Company. The information below has been obtained from publications in the public domain. It may not be exhaustive, and is only intended to provide general information and is neither designed nor intended to substitute for professional legal advice.

ENVIRONMENTAL LAWS

ENVIRONMENT (PROTECTION) ACT, 1986

The main objective of this Act is to provide the protection and improvement of environment (which includes water, air, land, human being, other living creatures, plants, micro-organism and properties) and for matters connected therewith. The Act provide power to make rules to regulate environmental pollution, to notify standards and maximum limits of pollutants of air, water, and soil for various areas and purposes, prohibition and restriction on the handling of hazardous substances and location of industries.

The Central Government is empowered to constitute authority or authorities for the purpose of exercising of performing such of the powers and functions, appoint a person for inspection, for analysis or samples and for selection or notification of environmental laboratories. Such person or agency has power to inspect or can enter in the premises or can take samples for analysis.

THE WATER (PREVENTION AND CONTROL OF POLLUTION) ACT, 1974 *("Water Act")*

The Water Act aims to prevent and control water pollution as well as restore water quality by establishing and empowering the Central Pollution Control Board and the State Pollution Control Boards. Under the Water Act, any person establishing any industry, operation or process, any treatment or disposal system, use of any new or altered outlet for the discharge of sewage or new discharge of sewage, must obtain the consent of the relevant State Pollution Control Board, which is empowered to establish standards and conditions that are required to be complied with. In certain cases, the State Pollution Control Board may cause the local Magistrates to restrain the activities of such person who is likely to cause pollution. Penalty for the contravention of the provisions of the Water Act include imposition of fines or imprisonment or both.

The Central Pollution Control Board has powers, inter alia, to specify and modify standards for streams and wells, while the State Pollution Control Boards have powers, inter alia, to inspect any sewage or trade effluents, and to review plans, specifications or other data relating to plants set up for treatment of water, to evolve efficient methods of disposal of sewage and trade effluents on land, to advise the State Government with respect to the suitability of any premises or location for carrying on any industry likely to pollute a stream or a well, to specify standards for treatment of sewage and trade effluents, to specify effluent standards to be complied with by persons while causing discharge of sewage, to obtain information from any industry and to take emergency measures in case of pollution of any stream or well. A central water laboratory and a state water laboratory have been established under the Water Act.

THE AIR (PREVENTION AND CONTROL OF POLLUTION) ACT, 1981 *("Air Act")*

Pursuant to the provisions of the Air Act, any person, establishing or operating any industrial plant within an air pollution control area, must obtain the consent of the relevant State Pollution Control Board prior to establishing or operating such industrial plant. The State Pollution Control Board is required to grant consent within a period of four months of receipt of an application, but may impose conditions relating to pollution control equipment to be installed at the facilities. No person operating any industrial plant in any air pollution control area is permitted to discharge the emission of any air pollutant in excess of the standards laid down by the State Pollution Control Board. The penalties for the failure to comply with the above requirements include imprisonment of up to six years and the payment of a fine as may be deemed appropriate. Under the Air Act, the Central Board for the Prevention and Control of Water Pollution has powers, inter alia, to specify standards for quality of air, while the State Board for the Prevention and Control of Water Pollution have powers, inter alia, to inspect any control

equipment, industrial plant or manufacturing process, to advise the State Government with respect to the suitability of any premises or location for carrying on any industry and to obtain information from any industry.

LAWS RELATING TO EMPLOYMENT AND LABOUR

MINIMUM WAGES ACT, 1948

This Act aims to make provisions for statutory fixation of minimum rates of wages in scheduled employment wherein labour is not organized. It seeks to prevent the exploitation of workers and protect their interest in the 'sweated industries'. Wage fixing authorities have been guided by the norms prescribed by the Fair Wage Committee in the settlement of issues relating to wage fixation in organized industries. The Act contemplates the minimum wage rates must ensure not only the mere physical needs of a worker which keeps them just above starvation level, but must ensure for him and his family's subsistence, and also to preserve his efficiency as a worker.

PAYMENT OF GRATUITY ACT, 1972

The Payment of Gratuity Act, 1972 ("Act") was enacted with the objective to regulate the payment of gratuity, to an employee who has rendered for his long and meritorious service, at the time of termination of his services. A terminal Lump sum benefit paid to a worker when he or she leaves employment after having worked for the employer for a prescribed minimum number of years is referred to as "gratuity." The provisions of the Act are applicable to all the factories. The Act provides that within 30 days of opening of the establishment, it has to notify the controlling authority in Form A and thereafter whenever there is any change in the name, address or change in the nature of the business of the establishment a notice in Form B has to be filed with the authority. The Employer is also required to display an abstract of the Act and the rules made there-under in Form U to be affixed at the or near the main entrance. Further, every employer has to obtain insurance for his Liability towards gratuity payment to be made under Payment of Gratuity Act 1972, with Life Insurance Corporation or any other approved insurance fund.

PAYMENT OF BONUS ACT, 1965

The Payment of Bonus Act, 1965 is applicable to every establishment employing 20 or more employees. The said Act provides for payment of the minimum bonus to the employees specified under the Act. It further requires the maintenance of certain books and registers such as the register showing computation of the allocable surplus; the register showing the set on & set off of the allocable surplus and register showing the details of the amount of Bonus due to the employees. Further it also requires for the submission of Annual Return in the prescribed form (Form D) to be submitted by the employer within 30 days of payment of the bonus to the Inspector appointed under the Act.

CHILD LABOUR (PROHIBITION AND REGULATION) ACT, 1986

This statute prohibits employment of children below 14 years of age in certain occupations and processes and provides for regulation of employment of children in all other occupations and processes. Under this Act the employment of child labour in the building and construction industry is prohibited.

FACTORIES ACT, 1948

This Act came into force on April 01, 1949 and extends to the whole of India, including Jammu and Kashmir. It has been enacted to regulate working conditions in factories and to ensure the provision of the basic minimum requirements for safety, health and welfare of the workers as well as to regulate the working hours, leave, holidays, employment of children, women, etc. It ensures annual leaves with wages, provides additional protection from hazardous processes, additional protection to women workers and prohibition of employment of children.

INDUSTRIAL DISPUTES ACT 1947

The Industrial Disputes Act 1947 lays down the machinery and procedure for investigation, settlement and resolution of Industrial disputes in what situations a strike or lock-out becomes illegal and what are the requirements for laying off or retrenching the employees or closing down the establishment. When a dispute exists or is apprehended, the appropriate Government may refer the dispute to a labour court, tribunal or arbitrator, to prevent the occurrence or continuance of the dispute, or a strike or lock-out while a proceeding is pending. The labour courts and tribunals may grant appropriate relief including ordering modification of contracts of employment or reinstatement of workmen.

WORKMEN'S COMPENSATION ACT 1923

This Act came into force on April 01, 1924. It aims at providing financial protection to workmen and their dependents in case of accidental injury by means of payment of compensation by the employers. However, here the employer shall not be liable in respect of any injury that does not result in the total or partial disablement of the workmen for a period exceeding 3 days in respect of any injury not resulting in death, caused by an accident which was due to the reason that workman was under the influence of drugs, or due to his willful disobedience of an order expressly given to him, or a willful removal or disregard of any safety device by the workmen, or when the employee has contacted a disease which is not directly attributable to a specific injury caused by the accident or to the occupation.

THE EMPLOYEES PROVIDENT FUNDS AND MISCELLANEOUS PROVISIONS ACT, 1952 ***("Employees Provident Fund and Miscellaneous Provisions Act")***

The Employees' Provident Funds and Miscellaneous Provisions Act, 1952 is a social welfare legislation to provide for the institution of Provident Fund, Pension Fund and Deposit Linked Insurance Fund for employees working in factories and other establishments. The Act aims at providing social security and timely monetary assistance to industrial employees and their families when they are in distress.

The Act is administered by the Government of India through the Employees' Provident Fund Organization (EPFO). The following three schemes have been framed under the Act by the Central Government:

(a) he Employees' Provident Fund Schemes, 1952;

(b) The Employees' Pension Scheme, 1995; and

(c) The Employees' Deposit-Linked Insurance Scheme; 1976.

The Central Government has been constituted Employees' Provident Funds Appellate Tribunal to exercise the powers and discharge the functions conferred on such by Employees' Provident Funds and Miscellaneous Provisions Act, 1952.

EMPLOYEES STATE INSURANCE ACT, 1948

The promulgation of Employees' State Insurance Act, 1948 (ESI Act), by the Parliament was the first major legislation on social Security for workers in independent India. It was a time when the industry was still in a nascent stage and the country was heavily dependent on an assortment of imported goods from the developed or fast developing countries. The deployment of manpower in manufacturing processes was limited to a few select industries such as jute, textile, chemicals etc. The legislation on creation and development of a fool proof multi-dimensional Social Security system, when the country's economy was in a very fledgling state was obviously a remarkable gesture towards the socio-economic amelioration of a workface though limited in number and geographic distribution. India, notwithstanding, thus, took the lead in providing organized social protection to the working class through statutory provisions.

The ESI Act, 1948, encompasses certain health related eventualities that the workers are generally exposed to; such as sickness, maternity, temporary or permanent disablement, Occupational disease or death due to employment injury, resulting in loss of wages or earning capacity-total or partial. Social security provision made in the Act to counterbalance or negate the resulting physical or financial distress in such contingencies, are thus, aimed at upholding human dignity in times of crises through protection from deprivation, destitution and social degradation while enabling the society the retention and continuity of a socially useful and productive manpower.

THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013 ("SHWW ACT")

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

INTELLECTUAL PROPERTY LAWS

TRADEMARKS ACT, 1999

A trademark is used in relation to goods so as to indicate a connection in the course of trade between the goods and a person having the right as proprietor or user to use the mark. The Trademarks Act, 1999, (Trademarks Act) governs the registration, acquisition, transfer and infringement of trademarks and remedies available to a registered proprietor or user of a trademark. Registration is valid for a period of 10 years but can be renewed in accordance with the specified procedure.

As per the Trademarks (Amendment) Bill, 2009, Registrar of Trade Marks is empowered to deal with international applications originating from India as well as those received from the International Bureau and maintain a record of international registrations. It also removes the discretion of the Registrar to extend the time.

TAXATION & DUTY LAWS

THE CENTRAL EXCISE ACT, 1944 ***("Excise Act")***

The Central Excise Act, 1944 ("Central Excise Act") consolidates and amends the law relating to Central Duties of Excise on goods manufactured or produced in India. Excisable goods under the Act means goods specified in the Schedule to the Central Excise Tariff Act, 1985 as being subject to duty of excise. Factory means any premises, including the precincts thereof, wherein or in any part of which excisable goods are manufactured, or wherein or in any part of which any manufacturing process connected with the production of these goods being carried on or is ordinarily carried out. Under the Act a duty of excise is levied on all excisable goods, which are produced or manufactured in India as and at the rates, set forth in the First Schedule to the Central Excise Tariff Act, 1985.

THE CENTRAL SALES TAX ACT, 1956 ("Central Sales Tax Act")

Central Sales Tax Act 1956 was enacted by the Parliament and received the assent of the president on December 21, 1956. Imposition of tax became effective from July 01, 1957. It extends to the whole of India. Every dealer who makes an inter-state sale must be a registered dealer and a certificate of registration has to be displayed at all places of his business. There is no exemption limit of turnover for the levy of central sales tax. The tax is levied under this act by the Central Government but, it is collected by that state government from where the goods were sold. The tax thus collected is given to the same state government which collected the tax. In case of Union Territories, the tax collected is deposited in the consolidated fund of India.

VALUE ADDED TAX ("VAT")

VAT is a system of multi-point Levy on each of the purchases in the supply chain with the facility of set-off input tax on sales whereby tax is paid at the stage of purchase of goods by a trader and on purchase of raw materials by Shri Ram Switchgears Limited, manufacturer. VAT is based on the value addition of goods, and the related VAT Liability of the dealer is calculated by deducting input tax credit for tax collected on the sales during a particular period. VAT is a consumption tax applicable to all commercial activities involving the production and distribution of goods and the provisions of services, and each state that has introduced VAT has its own VAT Act, under which, persons Liable to pay VAT must register and obtain a registration number from Sales Tax Officer of the respective State.

SERVICE TAX ACT, 1994

Service tax is charged on taxable services as defined in Chapter V of Finance Act, 1994, 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.

INCOME TAX ACT, 1961

The government of India imposes an income tax on taxable income of all *persons* including individuals, Hindu Undivided Families (HUFs), companies, firms, association of persons, body of individuals, local authority and any other artificial judicial person. Levy of tax is separate on each of the persons. The levy is governed by the Indian Income Tax Act, 1961. The Indian Income Tax Department is governed by CBDT and is part of the Department of Revenue under the Ministry of Finance, Govt. of India. Income tax is a key source of funds that the government uses to fund its activities and serve the public. The quantum of tax determined as per the statutory provisions is payable as: a) Advance Tax; b) Self-Assessment Tax; c) Tax Deducted at Source (TDS); d) Tax Collected at Source (TCS); e) Tax on Regular Assessment.

IN GENERAL

THE COMPANIES ACT, 1956

The Companies Act, 1956 deals with laws relating to companies and certain other associations. It was enacted by the parliament in 1956. The Companies Act primarily regulates the formation, financing, functioning and winding up of companies. The Act prescribes regulatory mechanism regarding all relevant aspects, including organizational, financial and managerial aspects of companies. Regulation of the financial and management aspects constitutes the main focus of the Companies Act. In the functioning of the corporate sector, although freedom of companies is important, protection of the investors and shareholders, on whose funds they flourish, is equally important. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

THE COMPANIES ACT, 2013

The Companies Act, 2013, has been introduced to replace the existing Companies Act, 1956 in a phased manner. Our Company is required to comply with the provisions of the Companies Act, 2013 and the Companies Act, 1956, to the extent applicable.

OUR HISTORY AND CERTAIN OTHER CORPORATE MATTERS

Our Company was incorporated as Shri Ram Switchgears Private Limited under the provisions of the Companies Act, 1956 vide certificate of incorporation dated September 06, 1985 in Madhya Pradesh. Subsequently, the name of the company was changed to Shri Ram Switchgears Limited pursuant to conversion into a public company vide shareholder's approval dated December 14, 2016 and fresh certificate of incorporation dated January 03, 2017.

The registered office of our company is situated at Shri Ram Bhawan, Goushala Road, Ratlam, Madhya Pradesh – 457001.

For information on the Company's activities, market, growth, technology and managerial competence, please see the chapters "Our Management", "Our Business" and "Our Industry" beginning on pages 148, 108 and 100 respectively of this Prospectus.

CHANGE IN REGISTERED OFFICE

At present our registered office is located at Shri Ram Bhawan, Goushala Road, Ratlam, Madhya Pradesh - 457001. Prior to this, following changes were made in location of our registered office:

Date	Particulars
At incorporation	40, Siyaganj, Indore, Madhya Pradesh.
May 09, 1987	Our Registered office was shifted from above location to 9, Amber, Tukoganj, M. G. Road, Indore, Madhya Pradesh pursuant to Shareholders approval dated May 09, 1987.
July 23, 1990	Our Registered office was shifted from above location to Shri Ram Bhawan, Goshala Road, Ratlam, Madhya Pradesh vide Shareholders approval dated July 23, 1990.

KEY EVENTS AND MILESTONES IN THE HISTORY OF OUR COMPANY

Year	Event
1985	Commenced Operations for manufacturing of Distribution Boxes
1994	Executed first major order worth Rs. 2.12 Crores to Maharashtra State Electricity Distribution Company Limited for supplying Distribution Boxes
1999	Commenced manufacturing Transformers of 25 KVA
2005	Delivered 1,000 Transformers of 25 KVA capacity to Maharashtra State Electricity Distribution Company Limited
2011	Delivered Our Company's first Transformer of 5 MVA to M.P. Poorv Kshetra Vidyut Vitran Co. Ltd.
2015	Accredited with ISO 9001:2008 certification
2017	Our Company got elected as member in general category by Confederation of Indian Industry (CII) for its State Council of Madhya Pradesh for the year 2017-18

OUR MAIN OBJECT(S)

The main object(s) of our Company, as contained in our Memorandum of Association, are as set forth below:

> To manufacture, produce, repair, hire, purchase, sale, supply, import, export, otherwise deal in electrical machinery, equipments and appliance including switchgears, switch board, switchgear meters, boxes, conductors, insulators, transformers, motors, transformer wires and cables, lamps fans, fittings, sheet metal cut out, H.T. and L.T. line materials, generators, air conditioners, refrigerators, domestic appliances, electromedical, x-ray apparatus and electronic equipment, including computers, telecom accessories.

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

Date of Shareholders' Approval	Amendment
August 26, 1988	The Initial Authorized Share Capital of Rs. 5,00,000 (Rupees Five Lakhs only) consisting of 50,000 Equity shares of face value of Rs. 10/- each was increased to Rs. 20,00,000 (Rupees Twenty Lakhs only) consisting of 2,00,000 Equity Shares of face value of Rs.10/- each.
May 02, 2007	The Authorized Share Capital of Rs. 20,00,000 (Rupees Twenty Lakhs only) consisting of 2,00,000 Equity shares of face value of Rs. 10/- each was increased to Rs. 1,00,00,000 (Rupees One Crore only) consisting of 10,00,000 Equity Shares of face value of Rs.10/- each.
November 16, 2009	The Authorized Share Capital of Rs. 1,00,00,000 (Rupees One Crore only) consisting of 10,00,000 Equity shares of face value of Rs. 10/- each was increased to Rs. 3,00,00,000 (Rupees Three Crores only) consisting of 30,00,000 Equity Shares of face value of Rs.10/- each.
November 20, 2013	The Authorized Share Capital of Rs. 3,00,00,000 (Rupees Three Crores only) consisting of 30,00,000 Equity shares of face value of Rs. 10/- each was increased to Rs. 3,50,00,000 (Rupees Three Crores Fifty Lakhs only) consisting of 35,00,000 Equity Shares of face value of Rs.10/- each.
July 23, 2014	The Authorized share capital of Rs. 3,50,00,000 (Rupees Three Crores Fifty Lakhs only) consisting of 35,00,000 Equity Shares of face value of Rs. 10/- each was increased to Rs. 5,50,00,000 (Rupees Five Crores Fifty Lakhs only) consisting of 55,00,000 Equity Shares of face value of Rs.10/- each.
December 14, 2016	The Authorized share capital of Rs. 5,50,00,000 (Rupees Five Crores Fifty Lakhs only) consisting of 55,00,000 Equity Shares of face value of Rs. 10/- each was increased to Rs. 12,00,00,000 (Rupees Twelve Crores only) consisting of 1,20,00,000 Equity Shares of face value of Rs.10/- each.
December 14, 2016	Memorandum of Association was modified by deleting irrelevant Other Objects which were already invalid as per the Companies Act, 2013. It was done only for the purpose to bring simplicity and clarity in the MOA.
December 14, 2016	The name of our Company was changed to Shri Ram Switchgears Limited pursuant to conversion into a public limited company.

Our Articles of Association were adopted as per the Companies Act, 2013 pursuant to the Resolution passed in Annual General Meeting held on September 30, 2014. Moreover, both Articles of Association and Memorandum of Association were modified in accordance with a listed public company pursuant to resolution passed at Extraordinary General Meeting held on December 14, 2016. The Articles of Association of our Company were further amended vide Shareholder's approval on January 06, 2017 to include basic terms of definitions, etc.

HOLDING COMPANY OF OUR COMPANY

Our Company has no holding company as on the date of filing of this Prospectus.

SUBSIDIARY COMPANY OF OUR COMPANY

Our Company has no subsidiary company as on the date of filing of this Prospectus.

INJUNCTIONS OR RESTRAINING ORDERS

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

DETAILS OF PAST PERFORMANCE

For details in relation to our financial performance in the previous five financial years, including details of non-recurring items of income, refer to section titled "Financial Statements" beginning on page 175 of this Prospectus.

SHAREHOLDERS AGREEMENTS

Our Company has not entered into any shareholder's agreement as on date of filing of this Prospectus.

OTHER AGREEMENTS

Our Company has not entered into any specific or special agreements except that have been entered into in ordinary course of business and Agreement dated December 07, 2016 with Managing Director for his appointment as on the date of filing of this Prospectus.

RESTRICTIVE COVENANTS IN LOAN AGREEMENTS

Our Company has received credit facilities from multiple Banks and Financial Institutions (FIs). Following are the details current credit facilities availed by us:

Sr. No.	Name of Bank / FI		Amount (Rs. in Crores)	Date of Charge Creation
1.	UCO Bank		2.70	March 11, 2014
2.	UCO Bank Consortium	UCO Bank	33.25	June 02, 2016
		OBC	17.00	
		Bank of Maharashtra	10.75	
		IDBI Bank	9.00	
		Total	**70.00**	
3.	Small Industries Development Bank of India (SIDBI)		4.00	June 13, 2016
4.	Au Financiers (India) Ltd		2.25	October 01, 2015
5.	Au Financiers (India) Ltd		0.45	December 26, 2015

We have obtained No Objection Certificates in relation to our IPO from UCO Bank as Lead Consortium member, and Small Industries Development Bank of India (SIDBI) on March 20, 2017.

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1. Following are certain special covenants given by UCO Bank for sanction of Credit facilities worth Rs. 2.70 Crores:

(i) The Bank shall have the right to down sell their loans to any other Bank/ Financial Institution operating in India.

(ii) The Borrower should undertake that they should not induct a person, who is a director on the Board of a company which has been identified as a willful defaulter and that in case, such person is found to be on the Borad of the Borrower Company, the Borrower would take expeditious and effective steps for removal of the person from its Board.

(iii) Prior permission of the Bank shall be obtained for –

a. Declaring dividends for any year except out of the profits relating to that year after making all due necessary provisions and provided further that no default had occurred in any repayment obligations.

b. Making any borrowing arrangement
c. Effecting any merger/acquisition
d. Giving guarantee on behalf of the third party
e. Disposing of whole or substantially the whole of undertaking.

Apart from the above specific covenants the bank has also imposed general terms and conditions on Our Company.

Details of borrowing and charges of UCO Bank for sanction of Credit facilities worth Rs. 2.70 Crores:

Date of Sanction Letter	Charge amount secured, interest & tenure	Charge holder	Facilities	Security
February 19, 2014	**Amount:** Rs. 2.70 Crores **Interest:** Base Rate + 3.00% p.a. with monthly rest. Interest will be recovered as when applied to the account. **Tenure:** 20 quarterly installments after moratorium period of 15 months i.e. from June 2015.	UCO Bank	Term Loan	**Primary Security:** Exclusive Hypothecation over machinery acquired - High Quality Laser System L3-30 Machine from Salvagnini Italy SPA of Italy. **Collateral Securities:** Second charge on all the current assets of Our Company. **Guarantee:** Nil

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2. Following are certain restrictive conditions given under UCO Bank Consortium for sanction of Credit facilities worth Rs. 70.00 Crores:

Restrictive covenants given under the Consortium are as follows:

(i) The borrower shall not declare any dividend unless satisfactory arrangements are made for debt servicing.
(ii) The borrower is prohibited from using the loan amount or any part thereof for any purpose other than for which it has been sanctioned and in case of violation, the bank(s) has a right to call the loan amount or any part thereof at once not withstanding anything contrary to this or any other agreement.
(iii) The borrower should not make any drastic change in their management set up without the bank(s)' permission.
(iv) The sanction accorded by the bank(s) does not vest in any one right to claim any damages against the bank(s) for any reasons whatsoever.
(v) The bank(s) reserves the right to transfer part or full credit to any other FI/ Bank/ Asset Reconstruction company/ Institution.

Apart from the above restrictive covenants the Consortium banks has also imposed other covenants and general and other terms and conditions on Our Company.

Bankwise breakup of details of borrowing and charges of UCO Bank Consortium for sanction of Credit facilities worth Rs. 70.00 Crores under Sanction letter dated May 07, 2016 are given in the following tables:

I. Details of Banks under Consortium:

(Rs. in Crores)

Sr. No.	Name of Banks under Consortium	Total
1.	UCO Bank	33.25
2.	Oriental bank of Commerce	17.00
3.	Bank of Maharashtra	10.75
4.	IDBI bank	9.00
	Total	**70.00**

II. Details of Credit Facilities:

(Rs. in Crores)

Facilities	Member Banks of Consortium				Total
	UCO Bank	Oriental bank of Commerce	Bank of Maharashtra	IDBI bank	
Cash Credit Limit for Working Capital purposes	11.25	3.25	1.25	1.25	**17.00**
Bank Guarantee Limit (Performance/ Financial)	22.00	11.25	7.00	7.75	**48.00**
LC Limit (Inland/Foreign, DP/ DA upto 90 days)	Nil	2.50	2.50	Nil	**5.00**
Total	**33.25**	**17.00**	**10.75**	**9.00**	**70.00**

III. Details of rate of interest and commission:

Facilities	Member Banks of Consortium			
	UCO Bank	Oriental bank of Commerce	Bank of Maharashtra	IDBI bank
Rate of interest on Cash Credit	BR + 2% p.a.	BR + 2% p.a.	BR + 4.50% p.a.	BRR + 2.25% p.a.
Import/ Inland/ Letter of Credits/ Inland revolving Letter of Credit limit	-	50% concession on card rate	As per bank schedule of charges	-
Guarantee Limit Commission	50% concession on card rate	50% concession on card rate	As per bank schedule of charges	1.5% p.a. other TF charges on 50% discount on card rate. P&T on actual basis.

IV. Repayment Schedule:

Facilities	Terms of Repayment
Cash Credit	Repayable on Demand

Import/ Inland/ Letter of Credits/ Inland revolving Letter of Credit limit	DP or DA with usance upto 60 days (OBC) and 90 days (BOM)
Guarantee Limit Commission	Not to exceed 120 months

V. Security details*:

Hypothecation in favour of all consortium banks jointly and to each of them severally on entire current assets is created and following are the details of charges created over immovable properties and the Guarantees provided:

Additional Securities for Working Capital Facility:	**Collateral Security:** **Equitable Mortgage charge over following immovable properties on pari passu basis:**	**Guarantee:**
i) Property at R. S. No 80/1 Rakba, 80/3 Rakba & 80/8 Rakba, Village : Sejavata, Off 4 Lane Road, Tal & Dist. : Ratlam ii) Property at R. S. No. 1670/3, 1679/3, 1679/5, 1679/6, 1679/7 & 1679/8, Dhamnod, Ratlam - Sailana Road, Tal & Dist: Ratlam, M.P iii) Plot at R. S. No 632, 633 and 634/2, Bibdod, Dist: Ratlam M.P. iv) Plot No 21 - B, Industrial Estate, Ratlam, MP. v) Plot of land at R. S. No. 1692/2 ,Dhamnod, Dist: Ratlam, MP vi) Plot of land at R. S. No. 1670/1 & other four R. S., Dhamnod, Dist : Ratlam, MP vii) Plot of Land at R. S. No. 1692/4, Dhamnod, Dist: Ratlam, MP viii) Plot of Land at R. S. No. 1692/5, Dhamnod, Dist. Ratlam, MP	i) Plot No. 14, 15 & 15A, Industrial Estate, Ratlam (M.P.) ii) Plot No. 21A, Industrial Estate, Ratlam (M.P.) iii) Plot No. 21B, Industrial Estate, Ratlam (M.P.) iv) Survey No. 124, Plot No. 4A & 4B, Power House Rd, Ratlam M.P. v) Old Mu. No. 15/360, New No. 2/3, Bank Colony, Nazarbag, Ratlam, M.P. vi) Property at Mu. No. 16/1036, Shree Ram Mansion, Power House Rd, Ratlam, M.P. vii) Property having Flat No. 107, 1st Floor, B-Wing, "Green Park", Kanheri, Borivali, BSD Mumbai, Maharashtra. viii) Property at old Mu. No. 15/360, New No. 2/3, Bank Colony, Nazarbag, Ratlam, M.P. ix) Property at G 153, 1st Floor, Sector 25, Jalvayu Vihar, Ph-II, Noida, Gautam Buddh Nagar, UP. x) Property at 504, 5th floor, Hyde Park, Plot No. 11, Meerapath, Indore, M.P. xi) Property at Survey No. 269/2, PH-25, Dhanasutta Road, Ratlam, M.P. xii) Property at Part of Mu. No. 24, Vallabh Marg, Power House Road, Ratlam, M.P.	Personal guarantee of: i) Mr. Rohit Kumar Jhalani ii) Nilesh Kumar Jhalani iii) Devraj Jhalani iv) Indranarayan Jhalani v) Chetanya Kumar Jhalani vi) Trilok Kumar Jhalani vii) Naresh Kumar Jhalani viii) Jyotsana Sethi ix) Umesh Kumar Jhalani x) Pramila Gupta xi) Jayesh Jhalani xii) Geetika Nilesh Jhalani xiii) Sapna Naresh Jhalani Corporate guarantee of: i) Urban Development Trust Pvt Ltd

*The Security details regarding Equitable Mortgage by deposit of title deeds of immovable properties were modified by the company vide letter ref no MISC/2016-17/75 issued by UCO bank on July 26, 2016. The above security details are as per modified agreement.

3. Following are certain restrictive conditions given by Small Industries Development Bank of India (SIDBI) for sanction of Term Loa, Soft Loan and Subordinate Debt worth Rs. 4.00 Crores in aggregate:

(i) On expiry of 3 years from the date of first disbursement, the outstanding soft loan together with any dues thereon shall be converted into secured term loan and the entire loan shall carry interest at the rates mentioned in letter.

(ii) The borrower company i.e. SRSL shall

a. Not induct a person on its board/business, which has been identified as a willful defaulter in terms of RBI guidelines and that in case such person is found to be on the board/business of the borrower, it would take expeditious and effective steps for removal of the person from its board/ business.
b. Obtain and renew from time to time, various applicable statutory approvals required for running business.
c. Allow SIDBI to examine at all times, the borrower's books of account and to have borrower's premises/ factory(s) inspected from time to time by SIDBI and its officers. Cost of such inspection will be borne by the borrower.
d. Submit to SIDBI its duly audited annual accounts and such other reports from time to time.
e. Intimate SIDBI within 30 days of any loans having been granted to its subsidiaries/associate concerns at a rate of interest lower than the rate of interest at which the borrower has borrowed the funds from SIDBI/ its bankers/ other FIs, failing which SIDBI shall be at liberty to take appropriate action against the borrower.
f. Agree that in the event of default in payment of principle/interest in respect of soft loan, the security of the term loan will get extended to cover the soft loan
g. Agree that all payments made by the borrower will be applied pro-rata towards due for the term loan and the soft loan.
h. Agree that no reschedulement will be extended in the soft loan component. In the event a reschedulement is agreed to by SIDBI for reasons beyond the control of borrower, the terminal date of soft loan will not be extended.
i. Agree that non-repayment of installment of principle, interest and all other monies (except penal interest), pertaining to the soft loan as well as the term loan, on their respective due dates, shall carry penal interest at the rate of 2% p.a. for the default period.
j. Agree that all repayment shall be applied first towards soft loan. No premium shall be levied, on prepayment of soft loan or term loan, under the Scheme.
k. The loan covered under this facility will not be eligible for any further interest relief under multilateral/ bilateral lines of credit.

Apart from the above specific covenants the bank has also imposed general terms and conditions on Our Company.

Details of borrowing and charges of Small Industries Development Bank of India (SIDBI) for sanction of Credit facilities worth Rs. 4.00 Crores:

Date of Sanction Letter	Charge amount secured, interest & tenure	Charge holder	Facilities & Security*
January 20, 2016	**Amount:** Rs. 4.00 Crores	Small Industries Development Bank of India (SIDBI)	**A. Term Loan (TL) :- Rs. 0.86 Crores** **Primary Security:** First exclusive charge created by way of Hypothecation of all the moveables including P&M, vehicle, machinery spares, tools, accessories, office

	Interest: <u>For Term Loan:-</u> Fixed interest @ 9.70% p.a. with monthly rests upto 3 yrs and thereafter floating interest @ PLR + 0.25% p.a. <u>For Soft Loan:-</u> Fixed interest @ 9.35% p.a. with monthly rests upto 3 yrs and thereafter floating interest @ PLR + 0.25% p.a. <u>For Subordinate Debt:-</u> Fixed interest @ 14.45% p.a. with monthly rests. *(PLR stands for Prime Lending Rate of SIDBI)* **Tenure:** <u>For Term Loan:-</u> 84 months <u>For Soft Loan:-</u> 84 months <u>For Subordinate Debt:-</u> 84 months		equipment, computer, furniture and fixture acquired/to be acquired under the project. **B. Soft Loan (SL) :- Rs. 0.14 Crores** **Primary Security:** Similar to that of Term Loan **C. Subordinate Debt (SD) :- Rs. 3.00 Crores** **Primary Security:** (i) Second charge by way of Hypothecation of all the movables including P&M, vehicle, machinery spares, tools, accessories, office equipment, computer, furniture and fixture acquired/to be acquired under the TL project (ii) Second charge by way of mortgage of all immovable properties owned by Mr. Aditya Khandelwal, both present and future, located at Survey No. 256/1 (part) Gram Paliya, Tehsil Piploda, Ratlam including factory shed, building and structure thereon (iii) Second charge by way of mortgage of all immovable properties owned by Mr. Atul Khandelwal, both present and future, located at Survey No. 353/3 (part) Gram Bhatibadodiya, Dist. Ratlam including factory shed, building and structure thereon (iv) Residual charge on following immovable properties of the company on which UCO Bank Consortium has first charge :- • Factory Land & Building situated at Plot 14, 15, 15A, Industrial Area, Ratlam, M.P. • Factory shed at Plot 22B & 22C, Nr. Udyog Bhawan, Industrial Area, Ratlam (M.P.) • Factory shed at Plot 21A, Nr. Udyog Bhawan, Industrial Area, Ratlam (M.P.) • Residential Flat at 107, 1st Floor, Wing "B", Green Park, Kanheri, Borivali, BSD Mumbai. • Residential Duplex owned by Mr. Nilesh Kumar Jhalani at G 153, 1st Floor, Sector-25, Jalvayu Vihar, Ph-II, Gautam Buddh Nagar, Noida.
			Collateral Security for both TL and SL:

			(i) First charge by way of mortgage of all immovable properties owned by Mr. Aditya Khandelwal, both present and future, located at Survey No. 256/1 (part) Gram Paliya, Tehsil Piploda, Ratlam including factory shed, building and structure thereon (ii) First charge by way of mortgage of all immovable properties owned by Mr. Atul Khandelwal, both present and future, located at Survey No. 353/3 (part) Gram Bhatibadodiya, Dist. Ratlam including factory shed, building and structure thereon
			Guarantee for SD: (i) Mr. Rohit Kumar Jhalani (ii) Mr. Nilesh Kumar Jhalani (iii) Mr. Devraj Jhalani (iv) Mr. Umesh Kumar Jhalani (v) Mrs. Sapna Devi Jhalani (vi) Mrs. Premlata Devi Jhalani (vii) Mr. Aditya Khandelwal (viii) Mr. Atul Khandelwal

*The Security details for Subordinate Debt (SD) were modified by the company vide letter ref. no. BR/MISC/82/2016-17 issued by UCO Bank to SIDBI on August 10, 2016. The above security details are as per modified agreement.

4. Following are certain restrictive conditions given by Au Financiers (India) Ltd (AUFIL) for sanction of Drop Line Over Draft Facility worth Rs. 2.25 Crores:

(i) The funds to be used only for the purpose it is being disbursed and not to be used for any other purpose.
(ii) In case of default, AUFIL has the right to call back the facility.
(iii) The applicant shall undertake that they will abide by the regulatory guidelines so as to deploy funds sanctioned/ disbursed by AUFIL to them, only in the permissible areas and in conformity with the guidelines laid down by the regulatory authority / development authority.
(iv) The applicant shall undertake that the facility shall not be utilized for making investments both for current and long-term nature, in any company/ entity by way of shares, debentures, etc.
(v) The funds shall not be utilized for granting unsecured loans / inter-corporate deposits to / in any company and for granting all types of loans and advances to subsidiaries, group companies/ entities.
(vi) Bureau of Indian Standards has formulated National Building Code (NBC) on India 2005, providing Guidelines for regulating the Building Construction Activities. Applicant have to agree for adherence to the above NBC Specifications in the Project.
(vii) AUFIL shall be entitled to revoke the sanction of the facility, inter-alia in any of the following circumstances:-
    a. If there is any material change in the purpose/s for which the loan / facility has been taken;
    b. In the sole judgement of AUFIL any material fact has been concealed and/or become subsequently known;
    c. Any statement made by or on behalf of the Applicant's application or otherwise is incorrect, incomplete or misleading;
    d. There is default under or a breach of the terms and conditions of the facility or any other loan/facility offered by AUFIL to the applicant(s) and/or Co-Applicants(s) / Guarantor(s);

e. The legal / Technical report on the property or any other verification report on the applicant / Co-Applicant / Guarantor is not to the satisfaction of AUFIL in its sole & absolute discretion;
f. Any information as may be required by AUFIL from time to time pertaining to the Property is not furnished in the form prescribed / approved by AUFIL;
g. Any material fact concerning the Applicant's profits, etc. or ability to repay, or any other relevant aspect of it is withheld, suppressed, or concealed or not made known to us; and
h. If AUFIL in its sole & absolute discretion considers that the loan should be revoked for whatever reason it may so deem fit & proper.

(viii) AUFIL will have rights to scrutinize and audit the expenses, which are incurred in the project

Apart from the above special covenants AUFIL has also imposed other terms and Standard Covenants forming part of terms and conditions on Our Company.

Details of borrowing and charges of Au Financiers (India) Ltd for sanction of Credit facilities worth Rs. 2.25 Crores:

Date of Sanction Letter	Charge amount secured, interest & tenure	Charge holder	Facilities	Security
October 01, 2015	**Amount:** Rs. 2.25 Crores **Interest:** 16.00 % p.a. (Fixed) **Tenure:** 120 Months	Au Financiers (India) Ltd	Drop Line Over Draft Facility	**Primary Security:** First & Exclusive charge by way of Equitable Mortgage on:- 1. Land of Survey No. 81/2, 81/6 and 81/8, Gram-Sejwata, Tehsil-Ratlam, (M.P.) owned by Our Company. 2. Land of Survey No. 80/2 and 81/1, Gram-Sejwata, Tehsil-Ratlam, (M.P.) owned by Urban Development Trust Private Ltd
				Additional / Collateral Securities: Nil
				Guarantee: Nil

5. Following are certain restrictive covenants / conditions given by Au Financiers (India) Ltd (AUFIL) for sanction of Term Loan worth Rs. 0.45 Crores:

(i) The funds to be used only for the purpose it is being disbursed and not to be used for any other purpose.
(ii) In case of default, AUFIL has the right to call back the facility.
(iii) All applicable permission to transfer to transfer and /or mortgage from all competent authorities, as applicable, is to be submitted before disbursal.
(iv) The applicant shall undertake that the facility shall not be utilized for making investments both for current and long-term nature, in any company/ entity by way of shares, debentures, etc.
(v) The funds shall not be utilized for granting unsecured loans / inter-corporate deposits to / in any company and for granting all types of loans and advances to subsidiaries, group companies/ entities.
(vi) Bureau of Indian Standards has formulated National Building Code (NBC) on India 2005, providing Guidelines for regulating the Building Construction Activities. Applicant have to agree for adherence to the above NBC Specifications in the Project.

(vii) AUFIL shall be entitled to revoke the sanction of the facility, inter-alia in any of the following circumstances:-

a. If there is any material change in the purpose/s for which the loan / facility has been taken;
b. In the sole judgement of AUFIL any material fact has been concealed and/or become subsequently known;
c. Any statement made by or on behalf of the Applicant's application or otherwise is incorrect, incomplete or misleading;
d. There is default under or a breach of the terms and conditions of the facility or any other loan/facility offered by AUFIL to the applicant(s) and/or Co-Applicants(s) / Guarantor(s);
e. The legal / Technical report on the property or any other verification report on the applicant / Co-Applicant / Guarantor is not to the satisfaction of AUFIL in its sole & absolute discretion;
f. Any information as may be required by AUFIL from time to time pertaining to the Property is not furnished in the form prescribed / approved by AUFIL;
g. Any material fact concerning the Applicant's profits, etc. or ability to repay, or any other relevant aspect of it is withheld, suppressed, or concealed or not made known to us; and
h. If AUFIL in its sole & absolute discretion considers that the loan should be revoked for whatever reason it may so deem fit & proper.

(viii) AUFIL will have rights to scrutinize and audit the expenses, which are incurred in the project

Apart from the above special covenants AUFIL has also imposed other terms and Standard Covenants forming part of terms and conditions on Our Company.

Details of borrowing and charges of Au Financiers (India) Ltd for sanction of Credit facilities worth Rs. 0.45 Crores:

Date of Sanction Letter	Charge amount secured, interest & tenure	Charge holder	Facilities	Security
December 28, 2015	**Amount:** Rs. 0.45 Crores **Interest:** 16.00 % p.a. **Tenure:** 120 months	Au Financiers (India) Ltd	Term Loan	**Primary Security:** First & Exclusive charge by way of Equitable mortgage on:- 1. Property bearing No. 2 & 3, Survey No. 150/41, 150/44, 150/66, 150/67, Gram Viriyakhedi, Balaji Township, Ratlam (M.P.) 2. Property bearing a Survey No. 1078/6, Kasba Ratlam, Plot 16, inside Mhow Neemuch Rd., Ratlam (M.P.)
			Additional / Collateral Securities: Nil	
			Guarantee: Nil	

OTHER LOANS

We have also availed loans from under mentioned NBFCs:

Sr. No.	Name of Lenders	Interest Rate	Period (in months)	Amount (In Rs.)	Security Offered

1.	Religare Finvest Limited	13.50	97	7,30,00,000	Mortgage of property offered by our directors and others
2.	Shriram City Union Finance Limited	16.00	60	2,00,00,000	Industrial land owned by our group company

UNSECURED LOANS

Details of Unsecured Loans outstanding as on February 28, 2017 are as under:

Sr. No.	Name of Lenders	Interest Rate*	Period	Amount (In Rs.)
1.	Devraj Jhalani	14.50 %	1 year	37,73,744
2.	Jayesh Kumar Jhalani	14.50 %	1 year	39,47,804
3.	Naresh Jhalani	14.50 %	1 year	67,41,941
4.	Nilesh Kumar Jhalani	14.50 %	1 year	1,26,68,774
5.	Premraj Jhalani	14.50 %	1 year	62,17,144
6.	Rohit Jhalani	14.50 %	1 year	85,92,043
7.	Sapna Jhalani	14.50 %	1 year	1,23,192
8.	Shobha Devi Jhalani	14.50 %	1 year	12,22,085
9.	Trilok Kumar Jhalani	14.50 %	1 year	16,35,816
10.	Sift Corporate Services Pvt. Ltd.	15.00 %	1 year	20,00,000
11.	Vasu Clothing Pvt. Ltd.	15.00 %	1 year	20,00,000
	Total			**21,35,30,749**

**Interest rate revised from 12% to 14.50%.*

Note: The above Unsecured Loans are being maintained to comply with the conditions of lending Banks and Financial Institutions.

ICRA RATINGS

Our Company has been awarded ratings of [ICRA] B+ (Stable) for Long-Term facilities and [ICRA] A4 on March 21, 2017 for Short-Term facilities availed by us from UCO Bank & Consortium.

STRATEGIC/ FINANCIAL PARTNERS

Our Company has no strategic and financial partners as on the date of filing of this Prospectus.

RATING

Our Company has not received any rating valid at present as on the date of this Prospectus.

DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS OR BANKS

There have been no defaults or rescheduling of borrowings with financial institutions or banks as on the date of this Prospectus.

NUMBER OF SHAREHOLDERS

Our Company has Seventeen (17) shareholders on date of this Prospectus.

OUR MANAGEMENT

BOARD OF DIRECTORS

We are required to have not less than 3 directors and not more than 15 directors, subject to Section 149 of Companies Act, 2013. We currently have 6 (Six) Directors on our Board.

The following table sets forth details regarding our Board of Directors as on the date of this Prospectus other than Directorship in our Company:

Sr. No.	Name, Father's/Husband`s Name, Designation, Address, Occupation, Nationality, Term and DIN	Date of Appointment / Change in Current Designation	Other Directorships
1.	**Name:** Mr. Nilesh Kumar Jhalani **Age:** 47 years **Father's Name:** Mr. Chetanya Kumar Jhalani **Designation:** Managing Director **Address:** Shri Ram Bhawan, Goushala Road, Ratlam, MP - 457001 **Term:** 3 years **Nationality:** Indian **Occupation:** Business **DIN:** 01462299	Initial Appointment as Director on April 01, 2007 Appointed as Managing Director on December 07, 2016	NA
2.	**Name:** Mr. Rohit Kumar Jhalani **Age:** 36 years **Father's Name:** Mr. Umesh Kumar Jhalani **Designation:** Whole-Time Director **Address:** Shri Ram Bhawan, Goushala Road, Ratlam, MP - 457001 **Term:** 3 years (Retire by Rotation) **Nationality:** Indian **Occupation:** Business **DIN:** 00666443	Initial Appointment as Director on April 01, 1998 Appointed as Whole-Time Director on December 14, 2016	NA
3.	**Name:** Mr. Devraj Jhalani **Age:** 29 years **Father's Name:** Mr. Naresh Kumar Jhalani **Designation:** Whole-Time Director	Initial Appointment as Director on April 01, 2007 Appointed as Whole-Time	NA

	Address: Shri Ram Bhawan, Goushala Road, Ratlam, MP - 457001 **Term:** 3 years (Retire by Rotation) **Nationality:** Indian **Occupation:** Business **DIN:** 01462323	Director on December 14, 2016	
4.	**Name:** Mrs. Sapna Jhalani **Age:** 51 years **Husband's name:** Mr. Naresh Kumar Jhalani **Designation:** Non-Executive Director **Address:** Shri Ram Bhawan, Goushala Road, Ratlam, MP - 457001 **Term:** Retire by Rotation **Nationality:** Indian **Occupation:** Business **DIN:** 07685341	January 06, 2017	NA
5.	**Name:** Mrs. Amita Premswaroop Patel **Age:** 49 years **Husband's Name:** Mr. Premswaroop Patel **Designation:** Non-Executive & Independent Director **Address:** House No. 14 M.G. Road Indore 452001, Indore, MP-452001 **Term:** 5 years **Nationality:** Indian **Occupation:** Business **DIN:** 07687442	January 06, 2017	NA
6.	**Name:** Mr. Atul Krishna Khandelwal **Age:** 51 years **Father's Name:** Mr. Krishna Khandelwal **Designation:** Non-Executive & Independent Director **Address:** 301, Prime Avenue, B Wing, next to Nanavati Hospital, Vile	January 06, 2017	1. Khandelwal Enterprises Pvt Ltd 2. DPS Gems & Jewels Pvt Ltd 3. Khandelwal Advertising Pvt Ltd

	Parle (West) Mumbai 400056, Maharashtra **Term:** 5 Years **Nationality:** Indian **Occupation:** Business **DIN:** 00094242		

BRIEF BIOGRAPHIES OF OUR DIRECTORS



Mr. Nilesh Kumar Jhalani, aged 47 years, is the Promoter and Managing Director of our Company. He has done his B.Com from Vikram University, Ujjain and L.L.B. from Vikram University, Ujjain. He has a profound experience of 23 years in power sector and has been representing as authorized person to participate in Various Govt. /Semi- Govt. Bidding for and on behalf of the Company since his appointment as Director in 2007. He works visibly and energetically, which is the reason for his successful entrepreneurship. He looks over the financial as well as procurement matters of our company. He has achieved good market reputation and creditability.



Mr. Rohit Kumar Jhalani, aged 36 years, is the Promoter and Whole-Time Director of our Company. He has done B. Com from Vikram University, Ujjain. He holds over a decade of experience in power sector and is looking after the Production / Operations and Human Resource department of the company. His young and enthusiastic leadership skills and innovative project ideas has helped the company to get best inputs from its employees.

He has participated in various govt. and semi-govt. biddings and successfully commissioned orders for the company. He has been coordinating with the consultants and heading the professional Technical Team for timely completion of the contracts.

Mr. Rohit Kumar Jhalani is also a member of District Industrial Association and has participated in an exhibition held by CII in China. He is also holding post of various social and academic welfare organizations in India. He has a keen interest to explore all the possible opportunities for the company's growth. He has gained good credibility in the market in a very short span of time.



Mr. Devraj Jhalani, aged 29 years, is the Promoter and Whole-Time Director of our Company. He has done his Post Graduation in M. Com from the Middlesex University, United Kingdom and also holds an M.B.A degree from Symbiosis International University, Pune. He holds an experience of 8 years in our business. He is looking after the banking and marketing affairs of the company. It's the foresight and dedication of Mr. Devraj Jhalani that has helped our company to deliver quality work in limited time frame.



Mrs. Sapna Jhalani, aged 51 years, is the Non- Executive Director of our Company. She has done her B.Com from Vikram University, Ujjain. She is the wife of Mr. Naresh Kumar Jhalani and mother of Mr. Devraj Jhalani. She is a partner in M/s Shri Ram Switchgears, Ratlam holding 1/3rd share in profit. She was actively involved in the firm till 2014.



Mrs. Amita Premswaroop Patel, aged 49 years, is the Non- Executive & Independent Director of our Company. She is a Bachelor in Commerce from the University of Osmania. She is currently the partner of M/s Central Investment Corporation and M/s Century Automobiles, Indore.



Mr. Atul Krishna Khandelwal, aged 51 years is the Non-Executive & Independent Director of our company. He is a Bachelor in Commerce from Mumbai University. He has more than 2 decades of experience in the field of print media (advertisement). Major clientele of his company Khandelwal Advertising Private Limited includes Aamby Valley, Indusind Bank, Seagram and Uttam Steel.

CONFIRMATIONS

As on the date of this Prospectus:

1. Apart from Mrs. Sapna Jhalani and Mr. Devraj Jhalani who are related to each other as Mother and Son, none of the Directors of the Company are related to each other as per Sec 2 (77) of Companies Act, 2013.
2. There are no arrangements or understanding with major shareholders, customers, suppliers or any other entity, pursuant to which any of the Directors or Key Management Personnel were selected as a Director or member of the senior management.
3. The Directors of our Company have not entered into any service contracts with our Company which provides for benefits upon termination of employment
4. None of the above-mentioned Directors are on the RBI List of willful defaulters.
5. Further, none of our Directors are or were directors of any company whose shares were (a) suspended from trading by stock exchange(s) for more than 3 months during the five years prior to the date of filing the Prospectus or (b) delisted from the stock exchanges.
6. None of the Promoters, Persons forming part of our Promoter Group, Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority. For further details, refer Chapter titled "Outstanding Litigation and Material Developments" beginning on the page 218 of this Prospectus.

REMUNERATION / COMPENSATION OF DIRECTORS

Directors of the Company may be paid monthly remuneration, sitting fees, commission and any other amounts as may be decided by our Board in accordance with the provisions of the Articles of Association, the Companies Act

and other applicable laws and regulations. Except as mentioned in the table below, none of our Directors had received any remuneration/compensation during preceding financial year 2016-17:

Sr. No.	Name of Director	Nature of Directorship	Remuneration (Rs. in Lakhs) for FY 2016-17
1.	Mr. Nilesh Kumar Jhalani	Managing Director	6.00
2.	Mr. Rohit Kumar Jhalani	Whole-Time Director	4.80
3.	Mr. Devraj Jhalani	Whole-Time Director	4.80

SHAREHOLDING OF OUR DIRECTORS IN OUR COMPANY

As per the Articles of Association of our Company, a Director is not required to hold any qualification shares.

The following table details the shareholding of our Directors as on the date of this Prospectus:

Sr. No.	Name of the Director	No. of Equity Shares	% of Pre-Issue Equity Share Capital	% of Post Issue Equity Share Capital
1.	Mr. Nilesh Kumar Jhalani	1,37,250	1.87	1.37
2.	Mr. Rohit Kumar Jhalani	4,23,750	5.77	4.23
3.	Mr. Devraj Jhalani	15,16,590	20.66	15.15
4.	Mrs. Sapna Jhalani	11,29,275	15.38	11.28
5.	Mrs. Amita Premswaroop Patel*	Nil	Nil	Nil
6.	Mr. Atul Krishna Khandelwal	Nil	Nil	Nil

*Her Husband Mr. Premswaroop Patel holds 15,000 i.e. 0.20% of pre issue capital of our company.

INTERESTS OF DIRECTORS

All of our Directors may be deemed to be interested to the extent of fees payable, if any to them for attending meetings of the Board or a committee thereof as well as to the extent of other remuneration and reimbursement of expenses payable, if any to them under our Articles of Association, and/or to the extent of remuneration paid to them for services rendered as an officer or employee of our Company. Some of our Directors may be deemed to be interested to the extent of consideration received/paid such as rent paid on account of lease agreement or interest paid on any loan or advances provided to our company, any body corporate including companies and firms and trusts, in which they are interested as directors, members, partners or trustees.

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, promoter, and /or trustees pursuant to this Issue. All of our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares, if any.

None of our Directors has been appointed on our Board pursuant to any arrangement with our major shareholders, customers, suppliers or others.

Except as stated in the chapter "Our Management" and 'Related Party Transactions' beginning on page 148 and 173 respectively of this Prospectus and described herein to the extent of shareholding in our Company, if any, our Directors do not have any other interest in our business.

Our Directors have no interest in any property acquired by our Company within two years of the date of this Prospectus.

Our Directors are not interested in the appointment of or acting as Underwriters, Registrar and Bankers to the Issue or any such intermediaries registered with SEBI.

PROPERTY INTEREST

Except as stated/referred to in the heading titled "Land & Properties" beginning on page 127 of this Prospectus, our Directors has not entered into any contract, agreement or arrangements during the preceding two years from the date of this Prospectus in which the Directors are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements or are proposed to be made to them.

CHANGES IN OUR BOARD OF DIRECTORS DURING THE LAST THREE YEARS

Name	Date of event	Nature of event	Reason
Mr. Nilesh Kumar Jhalani	December 07, 2016	Change in Designation	Designation changed to Managing Director
Mr. Rohit Kumar Jhalani	December 14, 2016	Change in Designation	Designation changed to Whole-Time Director
Mr. Devraj Jhalani	December 14, 2016	Change in Designation	Designation changed to Whole-Time Director
Mrs. Sapna Jhalani	January 06, 2017	Appointment	Appointment as Non-Executive Director
Mrs. Amita Premswaroop Patel	January 06, 2017	Appointment	Appointment as Non-Executive & Independent Director
Mr. Atul Krishna Khandelwal	January 06, 2017	Appointment	Appointment as Non-Executive & Independent Director

BORROWING POWERS OF THE BOARD

Pursuant to a special resolution passed at Extra-Ordinary General Meeting of our Company held on December 14, 2016 consent of the members of our Company was accorded to the Board of Directors of our Company pursuant to Section 180 (1)(c) of the Companies Act, 2013 for borrowing, from time to time, any sum or sums of money on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company (apart from temporary loans obtained from our Company's bankers in the ordinary course of business) may exceed in the aggregate, the paid-up capital of our Company and its free reserves, provided however, the total amount so borrowed in excess of the aggregate of the paid-up capital of our Company and its free reserves shall not at any time exceed Rs.500 Crores**.**

CORPORATE GOVERNANCE

Our Company stands committed to good corporate governance practices based on the principles such as accountability, transparency in dealings with our stakeholders, emphasis on communication and transparent reporting. We have complied with the requirements of the applicable regulations, including the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, in respect of corporate governance including constitution of the Board and Committees thereof. The corporate governance framework is based on an effective independent Board, the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

We have a Board constituted in compliance with the Companies Act, 2013 and as per the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 in accordance with best practices in corporate governance. The

Board functions either as a full Board or through various committees constituted to oversee specific operational areas. Our executive management provides the Board detailed reports on its performance periodically.

Currently, our Board has 6 (Six) Directors. We have 1 (One) Managing Director, 2 (Two) Whole-Time Directors, 1 (One) Non-Executive Director and 2 (Two) Non- Executive & Independent Directors. The constitution of our Board is in compliance with the Companies Act, 2013.

The following committees have been formed in compliance with the corporate governance norms:

A. Audit Committee
B. Stakeholders Relationship Committee
C. Nomination and Remuneration Committee

A) Audit Committee

Our Company has constituted an audit committee ***("Audit Committee")***, as per the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 vide resolution passed in the meeting of the Board of Directors held on January 09, 2017.

The terms of reference of Audit Committee complies with the requirements of the Companies Act, 2013. The committee presently comprises the following three (3) directors.

Composition of Audit Committee:

Name of the Director	Status	Nature of Directorship
Atul Krishna Khandelwal	Chairman	Non- Executive & Independent Director
Amita Preswaroop Patel	Member	Non- Executive & Independent Director
Nilesh Kumar Jhalani	Member	Managing Director

The Company Secretary of the Company acts as the Secretary to the Audit committee.

Role of the audit committee:

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.

2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.

3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.

4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:

    a. Matters required being included in the Directors 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.

    b. Changes, if any, in accounting policies and practices and reasons for the same.

    c. Major accounting entries involving estimates based on the exercise of judgment by management.

    d. Significant adjustments made in the financial statements arising out of audit findings.

    e. Compliance with listing and other legal requirements relating to financial statements.

    f. Disclosure of any related party transactions.

    g. Modified opinion(s)in the draft audit report.

5. Reviewing, with the management, the half yearly and annual financial statements before submission to the board for approval

6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.

7. Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process.

8. Approval of any transactions of the Company with Related Parties, including any subsequent modification thereof.

9. Scrutiny of inter-corporate loans and investments.

10. Valuation of undertakings or assets of the Company, wherever it is necessary.

11. Evaluation of internal financial controls and risk management systems.

12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.

13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.

14. Discussion with internal auditors on any significant findings and follow up there on.

15. 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.

16. 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.

17. 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.

18. To review the functioning of the Whistle Blower mechanism, in case the same exists.

19. Approval of appointment of CFO or any other person heading the finance function or discharging that function after assessing the qualifications, experience & background, etc. of the candidate.

20. To overview the Vigil Mechanism of the Company and took appropriate actions in case of repeated frivolous complaints against any Director or Employee.

21. Monitoring the end use of funds raised through public offers and related matters.

The Audit Committee shall mandatorily review the following information:

1. Management Discussion and Analysis of financial condition and results of operations.
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management.
3. Management letters / letters of internal control weaknesses issued by the statutory auditors.
4. Internal audit reports relating to internal control weaknesses.

5. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.

6. 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 document/prospectus/notice in terms of Regulation 32(7).

Powers of the Audit Committee:

- Investigating any activity within its terms of reference;
- Seeking information from any employee;
- Obtaining outside legal or other professional advice; and
- Securing attendance of outsiders with relevant expertise, if it considers necessary.

B) **Stakeholders Relationship Committee**

Our Company has constituted a stakeholder's relationship committee *("stakeholder's relationship Committee")* to redress the complaints of the shareholders. The stakeholder's relationship committee was constituted as per the provisions of Section 178(5) of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 vide resolution passed at the meeting of the Board of Directors held on January 09, 2017.

Composition of Stakeholders Relationship Committee

Name of the Director	Status	Nature of Directorship
Sapna Jhalani	Chairperson	Non- Executive Director
Amita Preswaroop Patel	Member	Non- Executive & Independent Director
Atul Krishna Khandelwal	Member	Non- Executive & Independent Director

The Stakeholders Relationship Committee shall oversee all matters pertaining to investors of our Company. The terms of reference of the Investor Grievance Committee include the following:

- Redressal of shareholders'/investors' complaints;
- Reviewing on a periodic basis the Approval of transfer or transmission of shares, debentures or any other securities made by the Registrar and Share Transfer Agent;
- Issue of duplicate certificates and new certificates on split/consolidation/renewal;
- Non-receipt of declared dividends, balance sheets of the Company; and
- Carrying out any other function as prescribed under the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

C) **Nomination and Remuneration Committees**

Our Company has constituted a Nomination and Remuneration Committee. The re-constitution of the Nomination and Remuneration Committee as per the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 was approved by a Meeting of the Board of Directors held on January 09, 2017.

Composition of Nomination and Remuneration Committee

Name of the Director	Status	Nature of Directorship
Atul Krishna Khandelwal	Chairman	Non-Executive & Independent Director
Sapna Jhalani	Member	Non-Executive Director
Amita Premswaroop Patel	Member	Non-Executive & Independent Director

The Company Secretary of the Company acts as the Secretary to the Nomination and Remuneration Committee.

Role of Nomination and Remuneration Committee are:

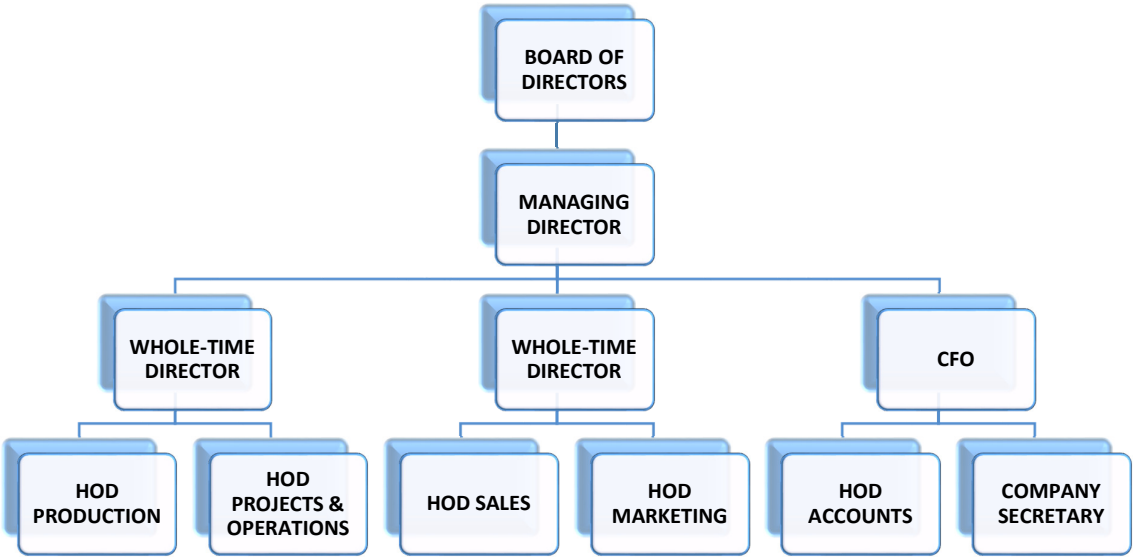
1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, Key Managerial Personnel and other employees.
2. Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.
3. Devising a policy on diversity of Board of Directors.
4. 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.
5. Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
6. Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such committee.

Policy on Disclosures and Internal Procedure for Prevention of Insider Trading

We will comply with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 after listing of our Company's shares on the Stock Exchange.

Ms. Garima Mahalaha, Company Secretary and Compliance Officer, is responsible for setting forth policies, procedures, monitoring and adhering to the rules for the prevention of dissemination of price sensitive information and the implementation of the code of conduct under the overall supervision of the Board.

ORGANISATIONAL STRUCTURE



KEY MANAGERIAL PERSONNEL

Mr. Nilesh Kumar Jhalani *(Promoter & Managing Director)*



Mr. Nilesh Kumar Jhalani, aged 47 years, is the Promoter and Managing Director of our Company. He has done his B.Com from Vikram University, Ujjain and L.L.B. from Vikram University, Ujjain. He has a profound experience of 23 years in power sector and has been representing as authorized person to participate in Various Govt. /Semi-Govt. Bidding for and on behalf of the Company since his appointment as Director in 2007. He works visibly and energetically, which is the reason for his successful entrepreneurship. He looks over the financial as well as procurement matters of our company. He has achieved good market reputation and creditability. He has been paid an annual remuneration of Rs. 6.00 Lakhs in the FY 2016-17.

Mr. Naresh Kumar Jhalani *(Chief Financial Officer)*



Mr. Naresh Kumar Jhalani, aged 51 Years, is the Chief Financial Officer of our Company. He is a post graduate from Vikram University, Ujjain and has 28 years of experience in the power distribution equipment industry. He is energetic, professionally skilled & dynamic member of Our Company. He is the son of founder member Late Sh. Shiv Kumar Jhalani and has learnt a lot from his father. He is looking after all the financial matters & accounts of the company. He is the Chairman of ITI, Alot & Ratlam (MP) and was also the President of Divisional Industries Association, Ratlam (MP). He was appointed as Chief Financial Officer of our Company on January 04, 2017, and no remuneration has been paid to him in FY 2016-17.

Our Chief Financial Officer Mr. Naresh Kumar Jhalani has been associated with the following organisations and companies: -

- Elected as a member of Confederation of Indian Industry (CII) in State Body in 2015-16 and 2016-17.
- Elected as Chairman in Industrial Training Institute at Ratlam and Alot and won 2nd FICCI – Leap Vault Skills Champions award in the year 2013.
- Worked with IL&FS / Lee Associates for development of Ratlam –Nagda Investment Zone under DMIC project as a local stake holder.
- Visited Japan as a part of Government Delegation to study Skill Development Program of Japan in 2010.

Ms. Garima Mahalaha *(Company Secretary & Compliance Officer)*



Ms. Garima Mahalaha, aged 26 years, is the Company Secretary & Compliance Officer of our Company. She is a graduate in B. Com (Hons) from Shri Vaishnav College of Commerce, Indore, MP. She is an associate member of the Institute of Company Secretaries of India. She had joined the Company on January 04, 2017 and remuneration of Rs. 0.42 Lakhs has been paid to her during Financial Year 2016-17.

RELATIONSHIP BETWEEN KEY MANAGERIAL PERSONNEL

Apart from Mr. Naresh Kumar Jhalani and Mr. Devraj Jhalani are related to each other as Father and Son, there is no family relationship between the Key Managerial Personnel of our Company.

FAMILY RELATIONSHIPS OF DIRECTORS WITH KEY MANAGERIAL PERSONNEL

Apart from Mr. Naresh Kumar Jhalani & Mrs. Sapna Jhalani who are related to each other as Husband & Wife and Mr. Devraj Jhalani being related to Mr. Naresh Kumar Jhalani & Sapna Jhalani as their son, there is no family relationship between the Key Managerial Personnel and Directors of our Company. All of Key Managerial Personnel are permanent employees of our company.

ARRANGEMENTS AND UNDERSTANDING WITH MAJOR SHAREHOLDERS

None of our Directors has been appointed on our Board pursuant to any arrangement with our major shareholders, customers, suppliers or others.

SHAREHOLDING OF THE KEY MANAGERIAL PERSONNEL

None of the Key Managerial Personnel hold any Equity shares of our Company as on the date of this Prospectus except the following:

Sr. No.	Name of the shareholder	No. of shares held
1.	Mr. Nilesh Kumar Jhalani	1,37,250
2.	Mr. Naresh Kumar Jhalani	Nil
3.	Ms. Garima Mahalaha	Nil

BONUS OR PROFIT SHARING PLAN OF THE KEY MANAGERIAL PERSONNEL

Our Company has not entered into any Bonus or Profit Sharing Plan with any of the Key Managerial Personnel.

LOANS TO KEY MANAGERIAL PERSONNEL

No loans and advances given to the Key Managerial Personnel as on the date of this Prospectus.

INTEREST OF KEY MANAGERIAL PERSONNEL

The key managerial personnel of our Company do not have any interest in our Company other than to the extent of 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 and to the extent of Equity Shares held by them in our Company, if any.

Except as disclosed in this Prospectus, none of our key managerial personnel have been paid any consideration of any nature from our Company, other than their remuneration and reimbursement of expenses.

Our Key Managerial Personnel have no interest in any property acquired by our Company within two years of the date of this Prospectus.

CHANGES IN KEY MANAGERIAL PERSONNEL DURING LAST THREE (3) YEARS

The changes in the key managerial personnel in the last three years are as follows:

Name of Managerial Personnel	Designation	Date of Event	Reason
Mr. Nilesh Kumar Jhalani	Managing Director	December 07, 2016	Designation changed to Managing Director
Mr. Naresh Kumar Jhalani	Chief Financial Officer	January 04, 2017	Appointment as Chief Financial Officer

Ms. Garima Mahalaha	Company Secretary & Compliance Officer	January 04, 2017	Appointment as Company Secretary & Compliance Officer

Other than the above changes, there have been no changes to the key managerial personnel of our Company that are not in the normal course of employment.

ESOP/ESPS SCHEME TO EMPLOYEES

Presently, our company does not have any ESOP/ESPS Scheme for employees.

PAYMENT OR BENEFIT TO OUR OFFICERS

Except as disclosed in the heading titled "Related Party Disclosure" in the section titled "Financial Statements beginning on page 175 of this Prospectus, no amount or benefit has been paid or given within the two preceding years or is intended to be paid or given to any of our officers except the normal remuneration for services rendered as officers or employees.

OUR PROMOTERS AND PROMOTER GROUP

OUR INDIVIDUAL PROMOTERS

1. **Mr. Nilesh Kumar Jhalani**
2. **Mr. Rohit Kumar Jhalani**
3. **Mr. Devraj Jhalani**

DETAILS OF OUR INDIVIDUAL PROMOTERS

1. Mr. Nilesh Kumar Jhalani



Mr. Nilesh Kumar Jhalani, aged 47 years, is the Promoter and Managing Director of our Company. He has done his B.Com from Vikram University, Ujjain and L.L.B. from Vikram University, Ujjain. He has a profound experience of 23 years in power sector and has been representing as authorized person to participate in Various Govt. /Semi- Govt. Bidding for and on behalf of the Company since his appointment as Director in 2007. He works visibly and energetically, which is the reason for his successful entrepreneurship. He looks over the financial as well as procurement matters of our company. He has achieved good market reputation and creditability.

Particulars	Details
Permanent Account Number	AETPJ4935J
Passport No.	M5842828
Bank Account Details	UCO Bank Chandni Chowk, Ratlam Branch, MP. A/c No.: 02060100003835

2. Mr. Rohit Kumar Jhalani



Mr. Rohit Kumar Jhalani, aged 36 years, is the Promoter and Whole-Time Director of our Company. He has done B. Com from Vikram University, Ujjain. He holds over a decade of experience in power sector and is looking after the Production and Administrative department of the company. His young and enthusiastic leadership skills and innovative project ideas has helped the company to get best inputs from its employees.

He has participated in various govt. and semi-govt. biddings and successfully commissioned orders for the company. He has been coordinating with the consultants and heading the professional Technical Team for timely completion of the contracts.

Mr. Rohit Kumar Jhalani is also a member of District Industrial Association and has participated in an exhibition held by CII in China. He is also holding post of various social and academic welfare organizations in India. He has a keen interest to explore all the possible opportunities for the company's growth. He has gained good credibility in the market in a very short span of time.

Particulars	Details
Permanent Account Number	ACQPJ2686R
Passport No.	K7990935
Bank Account Details	UCO Bank Chandni Chowk, Ratlam Branch, MP A/c No.: 02060100003921

3. Mr. Devraj Jhalani



Mr. Devraj Jhalani, aged 29 years, is the Promoter and Whole-Time Director of our Company. He has done his Post Graduation in M. Com from the Middlesex University, United Kingdom and also holds an M.B.A degree from Symbiosis International University, Pune. He holds an experience of 8 years in our business industry. He is looking after the banking and marketing affairs of the company. It's the foresight and dedication of Mr. Devraj Jhalani that has helped our company to deliver quality work in limited time frame.

Particulars	Details
Permanent Account Number	AIDPJ4246L
Passport No.	L9584543
Bank Account Details	UCO Bank Chandni Chowk, Ratlam Branch, MP A/c No.: 02060110002872

OUR PROMOTER GROUP

Our Promoter Group in terms of Regulation 2(1)(zb) of SEBI (ICDR) Regulations includes the following persons:

a) Individual Promoters

The natural persons who are part of our Promoter Group (due to the relationship with our Promoters), other than the Promoters named above are as follows:

Sr. No.	Relationship	Mr. Nilesh Kumar Jhalani	Mr. Rohit Kumar Jhalani	Mr. Devraj Jhalani
1.	Father	Chetanya Kumar Jhalani	Umesh Jhalani	Naresh Kumar Jhalani
2.	Mother	Shobha Jhalani	Madhu Jhalani	Sapna Jhalani
3.	Spouse	Gitika Jhalani	Rashi Jhalani	Surbhi Jhalani
4.	Brother	Jayesh Jhalani	-	-
5.	Sister	Meeta Khandelwal	-	Kaushika Jhalani

6.	Children	Manuraj Jhalani Premraj Jhalani	Adhiraj Jhalani	Devashish Jhalani
7.	Spouse Father	Mahesh Khandelwal	Ashok Khandelwal	Anil Khandelwal
8.	Spouse Mother	Radha Rani Khandelwal	Shweta Khandelwal	Rashmi Khandelwal
9.	Spouse Brother	-	Rajat Khandelwal	Shrikhar Khandelwal
10.	Spouse Sister	Ruchika Khandelwal Monika Khandelwal Shikha Khandelwal Kanika Khandelwal	Riya Khandelwal	Shivani Kansara

b) Companies and proprietorship firms forming part of our Promoter Group are as follows:

Relationship with promoters	Promoters		
	Mr. Nilesh Kumar Jhalani	Mr. Rohit Kumar Jhalani	Mr. Devraj Jhalani
Any company in which 10% or more of the share capital is held by the promoters or an immediate relative of the promoters or a firm or HUF in which the promoters or any one or more of his immediate relative is a member	1. Mahalaxmi Investment and Trading Private Limited	1. Mahalaxmi Investment and Trading Private Limited 2. Urban Development Trust Private Limited	1. Urban Development Trust Private Limited
Any company in which a company (mentioned above) holds 10% of the total holding	-	-	-
Any HUF or firm in which the aggregate share of the promoters and his immediate relatives is equal to or more than 10% of the total holding	1. Ratlam Electric Stores 2. Shri Ram Switchgears (Maharashtra)	1. M/s Shri Ram Industries 2. M/s Shri Ram Switchgears	1. M/s Shri Ram Switchgears

OTHER UNDERTAKINGS AND CONFIRMATIONS

Our Company confirms that the details of Permanent Account Number, Bank Account Number and Passport Number of the Promoters have been submitted to the NSE, where the securities of our Company are proposed to be listed at the time of submission of the Draft Prospectus.

COMMON PURSUITS OF OUR PROMOTERS

All of our Group Entities except Urban Development Trust Private Limited have objects similar to that of our Company's business. Currently we do not have any non-compete agreement/arrangement with any of our Group Entities. Such a conflict of interest may have adverse effect on our business and growth. We shall adopt the

necessary procedures and practices as permitted by law to address any conflict situations, as and when they may arise.

INTEREST OF THE PROMOTERS

Interest in the promotion of Our Company

Our Promoters are Mr. Nilesh Kumar Jhalani, Mr. Rohit Kumar Jhalani and Mr. Devraj Jhalani. Our Promoters may be deemed to be interested in the promotion of the Issuer to the extent of the Equity Shares held by them as well as their relatives and also to the extent of any dividend payable to them and other distributions in respect of the aforesaid Equity Shares. Further, our Promoters may also be interested to the extent of Equity Shares held by or that may be subscribed by and allotted to companies and firms in which either of them are interested as a director, member or partner.

Interest in the property of Our Company

Our Promoters do not have any interest in any property acquired by our Company in last two years or proposed to be acquired by our Company.

Interest as Member of our Company

As on the date of this Prospectus, our Promoters Mr. Nilesh Kumar Jhalani, Mr. Rohit Kumar Jhalani and Mr. Devraj Jhalani hold 1,37,250, 4,23,750 and 15,16,590 Equity Shares respectively of our Company and are therefore interested to the extent of their shareholding and the dividend declared, if any, by our Company. Except to the extent of shareholding of the Promoters in our Company. Our Promoters do not hold any other interest in our Company.

Payment Amounts or Benefit to Our Promoters during the Last Two Years

No payment has been made or benefit given to our Promoters in the two years preceding the date of this Prospectus except as mentioned / referred to in this chapter and in the section titled 'Our Management', 'Financial Statements' and 'Capital Structure' on page 148, 175 and 55 respectively of this Prospectus. Further as on the date of this Prospectus, there is no bonus or profit sharing plan for our Promoters.

CONFIRMATIONS

For details on litigations and disputes pending against the Promoters and defaults made by them including violations of securities laws, please refer to the section titled "Outstanding Litigation and Material Developments" on page 218 this Prospectus. Our Promoters have not been declared a willful defaulter by the RBI or any other governmental authority.

RELATED PARTY TRANSACTIONS

Except as disclosed in the "Related Party Transactions" beginning on page 173 of this Prospectus, our Company has not entered into any related party transactions with our Promoters.

OUR GROUP ENTITIES

Below mentioned are the details of Companies / Entities promoted by the Promoters of our Company. No equity shares of our Group Companies are listed on any stock exchange and they have not made any public or rights issue of securities in the preceding three years.

A. Our Group Entities includes:

1. Mahalaxmi Investment and Trading Private Limited
2. Urban Development Trust Private Limited

B. Other Group Entities:

1. M/s Ratlam Electric Stores (Proprietor: Chetanya Kumar Jhalani)
2. M/s Shri Ram Industries
3. M/s Shri Ram Switchgears
4. M/s Shri Ram Switchgears (Maharashtra)
5. Naresh Kumar Jhalani HUF

A. Our Group Entities includes:

The details of our Group Entities are provided below:

1. MAHALAXMI INVESTMENT AND TRADING PRIVATE LIMITED

Corporate Information

Mahalaxmi Investment and Trading Private Limited was incorporated on September 06, 1985 under the provisions of Companies Act, 1956. The Corporate Identification Number of the Company is U67120MP1985PTC003027. The Registered Office of the Company is situated at Shri Ram Bhawan, Goushala House, Ratlam, MP - 457001. The Main Objects of the Company is: to carry on the business of an investment company, of financiers & financial agents, to issue debentures; to act as traders, suppliers, importers & exporters in merchandise, products, commodities and materials and to manufacture, fabricate, produce, repair, hire, sell, or otherwise deal in electrical machinery, switchgears, meter boxes, H.T./L.T. line materials, transformers, generators, etc.

Board of Directors

Name	Designation
Trilok Kumar Jhalani	Director
Jayesh Kumar Jhalani	Director
Premraj Jhalani	Director

Shareholders holding over 5% as on March 31, 2016

Sr. No.	Name	No. of Shares held	Percentage (%)
1.	Umesh Jhalani	3,60,800	19.69%
2.	Jayesh Kumar Jhalani	3,02,000	16.48%
3.	Premraj Jhalani	2,91,600	15.91%
4.	Trilok Kumar Jhalani	2,71,000	14.79%
5.	Madhu Devi Jhalani	2,64,200	14.42%
6.	Premlata Devi Jhalani	1,51,000	8.24%
	Total	**16,40,600**	**89.54%**

Financial Information

(Rs. In Lakhs)

Particulars	March 31, 2016	March 31, 2015	March 31, 2014
Equity Capital (F.V. Rs. 10/-)	183.23	183.23	183.23
Preference Share Capital (Shares at 13.50%) (F.V. Rs. 10/-)	5.36	5.36	5.36
Reserve (Excluding Revaluation Reserve)	757.14	730.81	709.89
Total Income	1,563.18	2,906.98	4,433.14
Profit after Tax	26.28	21.76	107.60
Earnings Per Share (Basic) (Rs.)	2.02	1.72	5.87
Earnings Per Share (Diluted) (Rs.)	2.02	1.72	5.87
Net worth	945.74	919.41	898.49
Net Asset Value per Share	50.15	48.75	47.64

2. URBAN DEVELOPMENT TRUST PRIVATE LIMITED

Corporate Information

Urban Development Trust Private Limited was incorporated on May 23, 1989 under the provisions of Companies Act, 1956. The Corporate Identification Number of the Company is U65929MH1989PTC051845. The Registered Office of the Company is situated at 101, East View, 5th Lane Golibar, Santacruz, Mumbai, MH - 400055. The main object of the company is to advance money to any person or Cooperative Society or A.O.P or Company or Corporation, jointly or individually, for long term, either at interest or without and/or with our without any security for the purpose of enabling the person borrowing the same to erect or purchase, enlarge or repair any house or building or any part or portion thereof for residential purposes in India upon such terms and conditions as the company may think fit.

Board of Directors

Name	Designation
Naresh Kumar Jhalani	Director
Surbhi Khandelwal	Director

Shareholders holding over 5% as on March 31, 2016

Sr. No.	Name	No. of Shares held	Percentage (%)
1.	Sapna Devi Jhalani	5,61,650	29.07%
2.	Devesh Jhalani	4,22,500	21.87%
3.	Shobha Devi Jhalani	3,10,600	16.08%
4.	Madhu Devi Jhalani	2,40,850	12.47%
5.	Indernarayan Jhalani	2,00,500	10.38%
6.	Juhi Jhalani	1,37,500	7.12%
	Total	**18,73,600**	**97.00**

Financial Information

(Rs. In Lakhs)

Particulars	March 31, 2016	March 31, 2015	March 31, 2014
Equity Capital (F.V. Rs. 10/-)	193.16	193.16	193.16
Reserve (Excluding Revaluation Reserve)	206.67	124.70	76.57
Total Income	104.13	59.43	9.66
Profit after Tax	81.97	48.13	3.55
Earnings Per Sh0are (Basic) (Rs.)	4.20	2.49	0.02
Earnings Per Share (Diluted) (Rs.)	4.20	2.49	0.02
Net worth	399.83	317.86	269.73
Net Asset Value per Share	20.70	16.46	13.96

B. Other Group Entities:

1. RATLAM ELECTRIC STORES (Prop.: Chetanya Kumar Jhalani)

Ratlam Electric Stores is a proprietorship firm owned by Mr. Chetanya Kumar Jhalani and the principal place of business is Dalumodi Bazar, Ratlam, Madhya Pradesh. The Permanent Account Number (PAN) of the proprietorship is AEYPJ1850K. The Proprietorship is a trading unit having dealership of Bajaj Electric Goods, Daikin Air Conditioner, Panasonic Electronics for trading of various electric items.

Financial Information:

(Rs. In Lakhs)

Particulars	For the Year ended		
	March 31, 2016	March 31, 2015	March 31, 2014
Capital Account	63.71	56.87	47.77
Sales	267.69	218.56	211.64
Net Profit	5.78	4.37	7.15

2. M/S SHRI RAM INDUSTRIES

Brief Information

Shri Ram Industries was originally formed in 1967 through a partnership deed. Later the firm was reconstituted on April 01, 1992 through another partnership deed. The principal place of business of the Firm is situated at C-1, Industrial Estate, Ratlam, Madhya Pradesh. The Permanent Account Number (PAN) of the firm is AADFS9318Q. The partnership firm is engaged in manufacturing of L.T. Distribution Boxes suitable for 25, 63, 100, 200 & 315 KVA Distribution Transformer, Tamper Proof Meter Box for Single Phase & Three Phase energy meter, Feeder Pillars, Mini Pillars, AC & DC Distribution Board, Junction Boxes, Marshalling Boxes, HRC Fuse Base (Porcelain & DMC), HT/LT Earthing sets, Stay sets etc.

Profit/Loss Sharing Ratio between the partners as on March 31, 2016:

Sr. No.	Particulars	Current Stake (%)
1.	Divik Kumar Jhalani	25.00
2.	Madhu Jhalani	25.00
3.	Meghna Jhalani	25.00
4.	Premlata Devi Jhalani	25.00
	Total	**100.00**

Financial Information:

(Rs.in Lakhs)

Particulars		For the Year ended		
		March 31, 2016	March 31, 2015	March 31, 2014
Capital	• Divik Kumar Jhalani	41.02	11.91	17.85
	• Madhu Jhalani	0.86	0.25	2.26
	• Meghna Jhalani	0.86	0.61	8.17
	• Premlata Devi Jhalani	6.03	1.54	9.04
	Total	**48.77**	**14.31**	**37.33**
Sales		13.85	51.60	127.07
Net Profit		0.65	0.52	0.54

3. M/S SHRI RAM SWITCHGEARS

Brief Information

M/s Shri Ram Switchgears was originally formed in 1976 through a partnership deed. Later the firm was reconstituted on April 01, 1992 through another partnership deed. The Office of the Firm is situated at Shri Ram Bhawan, Goushala Road, Ratlam, Madhya Pradesh. The Permanent Account Number (PAN) of the firm is AADFS9319R. The partnership firm is engaged in manufacturing of L.T. Distribution Boxes suitable for 25,63,100,200 & 315KVA Distribution Transformer. Tamper Proof Meter Box for Single Phase & Three Phase energy meter, Feeder Pillars, Mini Pillars, AC & DC Distribution Board, Junction Boxes, Marshalling Boxes, HRC Fuse Base (Porcelain & DMC), HT/LT Earthing sets, Stay sets etc.

Profit/Loss Sharing Ratio between the partners as on March 31, 2016:

Sr. No.	Particulars	Current Stake (%)	Previous Stake (%)
1.	Umesh Kumar Jhalani	33.33	30.00
2.	Sapna Devi Jhalani	33.33	20.00
3.	Saroj Devi Jhalani*	-	30.00
4.	Santosh Trilok Jhalani	33.33	20.00
	Total	**100.00**	**100.00**

*Mrs. Saroj Devi Jhalani ceased to be the partner of this firm in FY 2015-16.

Financial Information:

(Rs.in Lakhs)

Particulars		For the Year ended		
		March 31, 2016	March 31, 2015	March 31, 2014
Capital	• Santosh Trilok Jhalani	88.77	88.86	24.56
	• Sapna Devi Jhalani	77.43	52.07	16.05
	• Saroj Jhalani	-	5.00	31.79
	• Umesh Kumar Jhalani	117.16	69.62	95.34
	Total	**283.36**	**215.56**	**167.75**
Sales		18.81	106.64	511.98
Net Profit		0.26	(0.14)	8.67

4. M/S SHRI RAM SWITCHGEARS (MAHARASHTRA)

Brief Information

Shri Ram Switchgears (Maharashtra) was originally formed in 1985 through a partnership deed. Later the firm was reconstituted on April 04, 1996 through another partnership deed. The principal place of business of the Firm is situated at 102, East View, Fifth Lane, Santacruz (E), Mumbai, Maharashtra. The Permanent Account Number (PAN) of the firm is AAKFS0437P. The partnership firm is engaged in manufacturing of L.T. Distribution Boxes suitable for 25,63,100,200 & 315 KVA Distribution Transformer, Tamper Proof Meter Box for Single Phase & Three Phase energy meter, Feeder Pillars, Mini Pillars, HT/LT Earthing sets, Stay sets, C.T. Operated Energy Metering Cabinet, Distribution Transformers, Dry Type Distribution Transformer, Power Transformer etc.

Profit/Loss Sharing Ratio between the partners as on March 31, 2016:

Sr. No.	Particulars	Current Stake (%)	Previous Stake (%)
1.	Divik Kumar Jhalani	10.00	10.00
2.	Gitika Jhalani	10.00	10.00
3.	Indranarayan Jhalani	25.00	25.00
4.	Naresh Kumar Jhalani	25.00	10.00
5.	Shiv Kumar Jhalani	-	15.00
6.	Shobha Devi Jhalani	15.00	15.00
7.	Trilok Kumar Jhalani	15.00	15.00
	Total	**100.00**	**100.00**

*Mr. Shiv Kumar Jhalani ceased to be the partner of this firm in FY 2014-15.

Financial Information:

(Rs.in Lakhs)

Particulars		For the Year ended		
		March 31, 2016	March 31, 2015	March 31, 2014
Capital	• Divik Kumar Jhalani	14.61	17.75	21.73
	• Gitika Jhalani	18.20	12.53	20.94
	• Indranarayan Jhalani	145.77	24.69	14.90
	• Naresh Kumar Jhalani	22.76	0.66	4.94
	• Shiv Kumar Jhalani	-	-	5.57
	• Shobha Devi Jhalani	23.42	4.53	4.96
	• Trilok Kumar Jhalani	0.19	0.84	4.36
	Total	**224.95**	**61.00**	**77.41**
Total Income		58.64	50.02	87.11
Net Profit		0.29	(22.87)	0.90

5. Naresh Kumar Jhalani HUF

Brief Information

Naresh Kumar Jhalani HUF having Permanent Account Number (PAN) as AAIHN6111M does not carry any business as on date.

CONFIRMATION

Our Promoters and persons forming part of Promoter Group have confirmed that they have not been declared as willful defaulters by the RBI or any other governmental authority and there are no violations of security laws committed by them in the past and no proceedings pertaining to such penalties are pending against them. Additionally, none of the Promoters and persons forming part of Promoter Group has been restrained from accessing the capital markets for any reasons by SEBI or any other authorities. None of the Group Entities has a negative net worth as on the date of this Prospectus.

INTERESTS OF OUR GROUP COMPANIES

None of our Group Companies are interested in the promotion of our Company except as disclosed in the section titled "Financial Statements" beginning on page 175 of this Prospectus and to the extent of their shareholding in our Company. Our Group Companies do not have any other interest in our Company, including in relation to property or land acquired by our Company.

SICK COMPANIES / WINDING UP

No Promoter Group Entities listed above have been declared as a sick company under the Sick Industrial Companies (Special Provisions) Act, 1985. There is no winding up proceedings against any of the Promoter Group Entities.

LITIGATION

For details on litigations and disputes pending against the Promoters and Promoter Group Entities and defaults made by them, please refer to the chapter titled, 'Outstanding Litigations and Material Developments' beginning on page 218 of this Prospectus.

DISASSOCIATION BY THE PROMOTERS IN THE LAST THREE YEARS

Our Promoters have not disassociated themselves from any of the companies/partnership firms during preceding three years.

SALES/PURCHASES BETWEEN OUR COMPANY AND GROUP ENTITIES

For further details, please refer to chapter titled 'Related Party Transactions' beginning on page 173 of this Prospectus.

COMMON PURSUITS

All of our Group Entities except Urban Development Trust Private Limited and Ratlam Electric Store have objects similar to that of our Company's business. Currently we do not have any non-compete agreement/arrangement with any of our Group Entities. Such a conflict of interest may have adverse effect on our business and growth. We shall adopt the necessary procedures and practices as permitted by law to address any conflict situations, as and when they may arise.

We are in the process of consolidation of operations of our group entities which is why there has been a decrease in the revenue of these group entities.

RELATED PARTY TRANSACTIONS

For details on Related Party Transactions of our Company, please refer to Annexure XII of restated financial statement under the section titled, '*Financial Statements*' beginning on page 175 of this Prospectus.

DIVIDEND POLICY

Under the Companies Act, an Indian company pays dividends upon a recommendation by its Board of Directors and approval by a majority of the shareholders, who have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors. Under the Companies Act, dividends may be paid out of profits of the company in the year in which the dividend is declared or out of the undistributed profits or reserves of the previous Years or out of both.

Our Company does not have a formal dividend policy. Any dividends to be declared shall be recommended by the Board of Directors depending upon the financial condition, results of operations, capital requirements and surplus, contractual obligations and restrictions, the terms of the credit facilities and other financing arrangements of our Company at the time a dividend is considered, and other relevant factors and approved by the Equity Shareholders at their discretion.

Dividends are payable within 30 days of approval by the Equity Shareholders at the Annual General Meeting of our Company. When dividends are declared, all the Equity Shareholders whose names appear in the register of members of our Company as on the "record date" are entitled to be paid the dividend declared by our Company. Any Equity Shareholder who ceases to be an Equity Shareholder prior to the record date, or who becomes an Equity Shareholder after the record date, will not be entitled to the dividend declared by our Company.

Our Company has not paid any dividend in the previous five Financial Years.

SECTION V – FINANCIAL INFORMATION

FINANCIAL STATEMENTS, AS RESTATED

INDEPENDENT AUDITOR'S REPORT AS REQUIRED BY SECTION 26 OF COMPANIES ACT, 2013 WITH RULE 4 OF THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014

To,
The Board of Directors,
Shri Ram Switchgears Limited
(Formerly Shri Ram Switchgears Private Limited)
Shri Ram Bhawan, Goushala Road,
Ratlam (M.P.) – 457001, India

Dear Sirs,

1. We have examined the attached Restated Standalone Financial Information of **Shri Ram Switchgears Limited** (Formerly Shri Ram Switchgears Private Limited) and hereinafter referred to as "the Company") as approved by the Board of Directors of the Company in their meeting on May 06, 2017, prepared by the management of the company in terms of requirement of Section 26 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rule 2014, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (the 'SEBI Regulations'), the Guidance Note on 'Reports in Company's Prospectus (Revised)' issued by the Institute of Chartered Accountants of India ('ICAI') to the extent applicable ('Guidance Note'), and in terms of our engagement agreed with you, in connection with the proposed Initial Public Offer (IPO) of the Company on SME Platform of National Stock Exchange of India Limited ("NSE").

2. These Restated Standalone Financial Information (included in Annexure I to XVII) have been extracted by the Management of the Company from:

   i) The Company's Standalone Audited Financial Statements for the period ended February 28, 2017 and year ended March 31, 2016, 2015, 2014, 2013 and 2012, which have been approved by the Board of Directors at their meeting held on May 06, 2017 and September 02, 2016, September 26, 2015, August 06, 2014, August 30, 2013, and August 30, 2012 respectively and books of accounts underlying those financial statements and other records of the Company, to the extent considered necessary for the preparation of the Restated Standalone Financial Information, are the responsibility of the Company's Management. The Standalone Financial Statement of the Company for the period ended February 28, 2017 and the financial year ended at March 31, 2012 have been audited by us and for financial year ended March 31, 2016, 2015, 2014 and 2013 have been audited by Parth Jhalani & Co. and had issued unqualified reports for these years.

   ii) The Standalone Interim Financial Statements for the period ended February 28, 2017 which have been prepared in accordance with the generally accepted accounting principles in India ('GAAP"), the provisions of the Companies Act, 2013, the Accounting Standard (AS) 25 Interim financial Reporting and other accounting standards as specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, have been approved by the Board of Directors at their meeting held on May 08, 2017. These Standalone Interim Financial Statements have been audited by us and we have issued unqualified report for the same.

3. In accordance with the requirement of Section 26 of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules 2014, the SEBI Regulations, the Guidance Note, as amended from time to time and in terms of our engagement agreed with you, we further report that:

   i) The Restated Standalone Statement of Assets and Liabilities as at February 28, 2017, March 31, 2016, 2015, 2014, 2013 and 2012, examined by us, as set out un Annexure – I to this report, read with the 'Basis of Preparation and Significant Accounting Policies of the Restated Standalone Financial Statements' appearing in Annexure- IV are after making such adjustments and regrouping/re-classification as in our opinion were appropriate and are more fully described in the statement of Material Adjustments to the Standalone Financial Statements appearing in Annexure –V. As a result of these adjustments, the amounts reporting in the above mentioned statements are not necessarily the same as those appearing in the audited financial statements of the Company for the relevant financial interim period / years.

   ii) The Restated Standalone Statement of Profit and Loss of the Company for the period ended at February 28, 2017 and years ended March 31, 2016, 2015, 2014, 2013 and 2012, examined by us, as set out un Annexure – II to this report, read with the 'Basis of Preparation and Significant Accounting Policies of the Restated Standalone Financial Statements' appearing in Annexure- IV are after making such adjustments and regrouping/re-classification as in our opinion were appropriate and are more fully described in the statement of Material Adjustments to the Standalone Financial Statements appearing in Annexure – V.As a result of these adjustments, the amounts reporting in the above mentioned statements are not necessarily the same as those appearing in the audited financial statements of the Company for the relevant period / financial years.

   iii) The Restated Standalone Statement of Cash flows of the Company for the period ended February 28, 2017 and years ended March 31, 2016, 2015, 2014, 2013 and 2012, examined by us, as set out un Annexure – III (to this report, read with the 'Basis of Preparation and Significant Accounting Policies of the Restated Standalone Financial Statements' appearing in Annexure- IV are after making such adjustments and regrouping/re-classification as in our opinion were appropriate and are more fully described in the statement of Material Adjustments to the Standalone Financial Statements appearing in Annexure –V. As a result of these adjustments, the amounts reporting in the above mentioned statements are not necessarily the same as those appearing in the audited financial statements of the Company for the relevant period/financial years.

4. Based on the above, and to the best of our information and according to the explanation given to us, we are of the opinion that Restated Standalone Financial Information :

   (a) have been made after incorporating adjustments for the changes in accounting policies retrospectively in six months period / respective financial years to reflect the same accounting treatment as per the changed accounting policies for all the reporting periods based on the significant accounting policies adopted by the Company as at February 28, 2017.

   (b) have been made after incorporating adjustments for prior period and other material amounts in the six months period / respective financial years to which they relate to; and;

   (c) do not contain any extra ordinary items that need to be disclosed separately other than those presented in the Restated Standalone Financial Information and do not contain any qualification requiring adjustments.

5. We have also examined the following other Restated Standalone Financial Information as set out in the Annexures to this report and forming part of the Restated Standalone Financial Information, prepared by the management of the Company and approved by the Board of Directors on May 06, 2017, relating to the

company for the period ended February 28, 2017 and years ended March 31, 2016, 2015, 2014, 2013 and 2012:

i) Restated Standalone Statement of Share Capital included in Annexure – V;
ii) Restated Standalone Statement of Long Term Borrowings included in Annexure VI;
iii) Restated Standalone Statement of Long Term Loans & Advances included in Annexure VII;
iv) Restated Standalone Statement of Trade Receivables included in Annexure VIII;
v) Restated Standalone Statement of Short Term Loans and Advances included in Annexure IX;
vi) Restated Standalone Statement of Other Income included in Annexure X;
vii) Restated Standalone Statement of Contingent Liabilities, included in Annexure XI;
viii) Restated Standalone Statement of Accounting Ratios, included in Annexure XII;
ix) Restated Standalone Statement of Earning Per Share, included in Annexure XIII;
x) Restated Standalone Statement of Related Party Transaction, included in Annexure XIV
xi) Restated Standalone Statement of Capitalisation, included in Annexure XV;
xii) Restated Standalone Statement of Tax Shelters, included in Annexure XVI.
xiii) Restated Standalone Statement of Financial Indebtness, included in Annexure XVII.

6. This report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued for period ended February 28, 2017 and the financial year ended at March 31, 2012 audited by us and the reports for financial year ended March 31, 2016, 2015, 2014 and 2013 have been audited by Parth Jhalani & Co., nor should this report be construed as an opinion on any of the Standalone Financial Information referred to herein.

7. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

8. In our opinion, the above Restated Standalone Financial Information contained in Annexure I to XVII to this report read along with the Significant Accounting policies (Refer Annexure IV) after making adjustments and regrouping/re-classification as considered appropriate and have been prepared in accordance with the provisions of Section 26 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules 2014, to the extent applicable, the SEBI Regulations, the Guidance Note issued in this regard by the ICAI, as amended from time to time, and in terms of our engagement agreed with you.

9. Our report is intended solely for use of the Management and for inclusion in the offer documents in connection with the proposed issue of equity shares of the Company and is not to be used, referred to or distributed for any other purpose except with our prior written consent.

For KVNG & Associates
Chartered Accountants,
Firm Regn. No. 002628C

CA. TS Kothari
Partner
M.N. 075877

Place: Indore
Dated: May 06, 2017

ANNEXURE – I

STATEMENT OF ASSETS AND LIABILITIES AS RESTATED STAND ALONE

(Rs. in Lakhs)

Sr. No	Particulars	Note No.	28-Feb-2017	As at 31st March				
				2016	2015	2014	2013	2012
A.	**Equity and Liabilities**							
1	**Shareholders' Funds**							
	Share Capital	**2.1**	734.06	489.37	488.26	333.76	283.76	283.76
	Reserves & Surplus	**2.2**	347.90	415.93	329.83	195.69	154.00	139.99
	Foreign Currency Fluctuation Reserve		11.15	11.15	37.75	-	-	-
	Share application money pending allotment		-	-	-	-	-	-
2	**Non-Current Liabilities**							
	Long-term borrowings	**2.3**	2,135.31	1,905.03	640.33	696.93	373.99	239.06
	Deferred Tax Liabilities (Net)	**2.4**	-	-	3.78	-	-	-
	Other Long Term Liabilities	**2.5**	2.00	455.69	1,421.28	1,050.88	8.60	6.05
	Long Term Provisions	**2.6**	-	-	-	-	-	14.03
3	**Current Liabilities**							
	Short Term Borrowings	**2.7**	1753.09	1,263.00	1,247.15	1,214.31	1,163.55	1,047.74
	Trade Payables	**2.8**	2,421.26	2,155.48	1,021.74	1,512.34	1,175.82	784.66
	Other Current Liabilities	**2.9**	656.50	303.72	936.67	158.35	3.72	4.39
	Short Term Provisions	**2.10**	191.46	102.69	102.16	24.91	21.54	11.10
	Total		**8,252.73**	**7,102.06**	**6,228.96**	**5,187.17**	**3,184.98**	**2,530.78**
B.	**Assets**							
4	**Non-Current Assets**							
	Fixed Assets							
	i) Tangible Assets	**2.11**	418.61	470.60	578.92	175.27	120.69	79.14
	Deferred Tax Assets (Net)	**2.4**	8.03	3.81	-	3.38	2.71	2.40
	Long Term Loans and Advances	**2.12**	78.70	83.60	212.86	46.21	52.00	53.08
	Non-Current Investment	**2.13**	-	2.72	2.72	2.72	2.72	2.72
5	**Current Assets**							

	Inventories	**2.14**	3,320.33	1,965.54	1,947.20	2,618.69	1,382.28	755.77
	Trade Receivables	**2.15**	3,490.81	3,488.61	2,778.52	1,181.79	1,160.56	724.62
	Cash and Cash Equivalents	**2.16**	618.76	700.16	583.13	272.46	209.99	605.46
	Short-term loans and advances	**2.17**	317.50	387.01	125.60	886.66	254.03	307.58
	Total		**8,252.73**	**7,102.06**	**6,228.96**	**5,187.17**	**3,184.98**	**2,530.78**

ANNEXURE – II

STATEMENT OF PROFIT AND LOSS AS RESTATED STAND ALONE

(Rs. in Lakhs)

Sr. No	Particulars	Notes No.	28 Feb, 2017	For The Year Ended March 31,				
				2016	2015	2014	2013	2012
A.	**Revenue:**							
	Gross Revenue from Operations	**2.18**	5,663.80	4,815.63	5,586.70	4,069.29	2,366.49	2,923.50
	Less : Excise Duty		167.25	250.62	298.13	180.46	234.28	256.40
	Net Revenue from Operations		5,496.55	4,565.01	5,288.57	3,888.82	2,132.21	2,667.10
	Other income	**2.19**	39.72	258.01	148.81	32.60	70.08	49.46
	Total revenue		**5,536.27**	**4,823.02**	**5,436.98**	**3,921.42**	**2,202.29**	**2,716.56**
B.	**Expenses:**							
	Cost of material Consumed	**2.2**	4,940.11	3,708.57	3,794.96	4,421.20	1,645.49	2,347.86
	Changes in inventories of Finished goods, work-in-progress	**2.21**	(1609.35)	(146.36)	540.77	(1,197.73)	(13.11)	(117.13)
	Employee benefit expense	**2.22**	184.44	151.09	106.02	35.55	28.04	24.90
	Finance costs	**2.23**	656.24	397.81	350.45	266.91	262.93	182.29
	Depreciation and amortization exp.	**2.11**	77.93	103.09	27.22	15.59	15.77	26.23
	Other expenses	**2.24**	993.99	491.40	436.85	318.70	142.94	208.24
	Total Expenses		**5243.36**	**4,705.58**	**5,256.27**	**3,860.22**	**2,082.06**	**2,672.39**
	Profit/(Loss) before tax		**292.92**	**117.44**	**180.71**	**61.20**	**120.23**	**44.17**
	Extraordinary Items	**2.25**	1.27	10.27	2.39	-	-	146.80
	Profit/(Loss) before tax		**291.65**	**127.71**	**183.10**	**61.20**	**120.23**	**(102.63)**
	Tax expense :							
	Current Tax		96.43	50.00	54.63	20.17	6.78	-
	Previous Years'		22.78					
	Deferred Tax	**2.26**	(4.22)	(7.59)	7.16	(0.67)	(0.30)	4.35
	Profit/(Loss) for the year		**176.65**	**85.28**	**121.31**	**41.70**	**113.75**	**(98.28)**
	Corporate Social Responsibility Expenses		-	-	-	-	-	-
	Profit/(Loss) for the year		**176.65**	**85.28**	**121.31**	**41.70**	**113.75**	**(98.28)**

	Earning per equity share in Rs.:							
	(1) Basic		2.41	1.16	1.66	0.83	2.67	(2.31)
	(2) Diluted		2.41	1.16	1.66	0.83	2.67	(2.31)

ANNEXURE – III

STATEMENT OF CASH FLOW FROM RESTATED FINANCIAL STATEMENTS STAND ALONE

(Rs. in Lakhs)

Particulars	**28 Feb, 2017**	**For The Year Ended March 31st,**				
		2016	**2015**	**2014**	**2013**	**2012**
A. CASH FLOW FROM OPERATING ACTIVITIES						
Profit/ (Loss) before tax	**291.65**	**127.71**	**183.10**	**61.20**	**120.23**	**(102.63)**
Adjustments for:						
Depreciation	77.93	103.09	27.22	15.59	15.77	26.23
Interest Expense	656.24	397.81	350.45	266.91	262.93	182.29
Interest Received	(30.31)	(54.37)	(26.38)	(21.16)	(42.74)	(21.94)
Loss by Fire	-	-	-	-	(99.26)	99.26
Foreign Exchange Loss/(Gain)	-	-	(2.39)	-	-	-
Adjustment in Reserves	-	0.04	2.17	(0.40)	(0.47)	-
Operating profit before working capital changes	**995.50**	**574.26**	**534.17**	**322.14**	**256.46**	**183.21**
Movements in working capital :						
(Increase)/ Decrease in Inventories	(1354.79)	(18.34)	671.49	(1,236.41)	(626.51)	(333.68)
(Increase)/Decrease in Trade Receivables	(2.21)	(710.08)	(1,596.73)	(21.23)	(435.93)	105.21
(Increase)/Decrease in Other Current Assets	2.72	-	-	-	-	-
(Increase)/Decrease in Loans & Advances	69.51	(261.41)	761.06	(632.63)	53.55	(156.60)
Increase/(Decrease) in Long-Term Provisions	-	-	-	-	(14.03)	-
Increase/(Decrease) in Trade Payables and Other Liabilities	253.64	(464.28)	735.38	1,536.80	403.48	350.19
Cash generated from operations	**(35.62)**	**(879.84)**	**1,105.37**	**(31.33)**	**(362.98)**	**148.33**

Income tax Refund/ (paid) during the year	(119.19)	(50.00)	(54.63)	(20.17)	(6.78)	-
Net cash from operating activities (A)	**(154.81)**	**(929.84)**	**1,050.74**	**(51.50)**	**(369.76)**	**148.32**
B. CASH FLOW FROM INVESTING ACTIVITIES						
Purchase of Fixed Assets	(25.94)	(21.40)	(395.04)	(69.79)	(62.26)	42.87
Subsidy received	-	-	15.00	-	-	-
Sale of Fixed Assets	-	-	-	-	4.90	-
Advances & Loans	4.90	129.26	(166.66)	5.80	1.08	(4.86)
Interest Received	30.31	54.37	26.38	21.16	42.74	21.94
Net cash from investing activities (B)	**9.27**	**162.23**	**(520.32)**	**(42.83)**	**(13.54)**	**59.95**
Proceeds from issue of share capital/application money	-	1.89	154.50	50.00	-	-
Interest paid on borrowings	(656.24)	(397.81)	(350.45)	(266.91)	(262.93)	(182.29)
Proceeds/(Repayment) of Borrowings	720.37	1,280.55	(23.76)	373.70	250.74	444.80
Proceeds/ (Repayment) of Unsecured Loans	-	-	-	-	-	-
Net cash from financing activities (C)	**64.13**	**884.63**	**(219.71)**	**156.79**	**(12.19)**	**262.51**
Net increase in cash and cash equivalents (A+B+C)	**(81.41)**	**117.03**	**310.71**	**62.46**	**(395.50)**	**470.79**
Cash and cash equivalents at the beginning of the year	**700.16**	**583.13**	**272.46**	**209.99**	**605.47**	**134.69**
Cash and cash equivalents at the end of the year	**618.76**	**700.16**	**583.13**	**272.46**	**209.99**	**605.46**

ANNUXURE - IV

Basis of Preparation and Significant Accounting Policies and Practices of the Restated Standalone Financial Statements for the period ended February 28, 2017 and years ended 31st March 2016, 2015, 2014, 2013 and 2012.

1) Company Overview

The Company is engaged in manufacturing and sale of electrical items such as Transformers, Distribution boxes, Feeder Pillars and other electrical products required in power distribution system utilities. The company also undertakes turnkey projects including erection, installation, operation and maintenance services of power transmission lines.

2) Basis of Preparation of Financial Statement

1. The Restated Standalone Financial Statements of Assets and Liabilities of the Company as at February 28, 2017, March 31, 2016, 2015, 2014, 2013 and 2012 and the related Restated Standalone Statement of Profit and Loss and Cash Flows for the period ended February 28, 2017 and for the year ended on March 31, 2016, 2015, 2014, 2013 and 2012 (collectively referred to as "Restated Standalone Financial Information") have been prepared specifically for the purpose of inclusion in the Draft Prospectus (hereinafter referred to as 'DP') - Prospectus to be filed by the Company with the Securities and Exchange Board of India (SEBI)/Registrar of Companies (ROC) in connection with the proposed Initial Public Offering (hereinafter referred to as 'IPO').

2. The Restated Standalone Financial Information has been prepared by applying necessary adjustments to :

   a. the Standalone Financial Statements ('financial Statement') of the Company for the years ended March 31, 2016, 2015, 2014, 2013 and 2012, prepared and presented under the historical cost convention, except for certain financial instruments which are measured at fair value, using the accrual system of accounting in accordance with the generally accepted accounting principles in India ('Indian GAAP'), the provisions of the Companies Act, 1956 (up to March 31, 2014), and notified sections, schedules and rules of the Comp[anise Act, 2013 (with the effect from 1st April 2014), including the Accounting Standards as prescribed by the Companies (Accounting Standards) Rules, 2006 as per the Section 211(3C) of the Companies Act, 1956 (which are deemed to be applicable as Section 133 of the Companies Act, 2013, ("the Act") read with Rule 7 of Companies (Accounts) Rules, 2014), to the extent applicable and in the manner so required, and;

   b. the Standalone Interim Financial Statements for the period ended February 28, 2017 (April 2016 to February 2017) prepared and presented under the historical cost convention, except for certain financial instruments which are measured at fair value, using the accrual system of accounting in accordance with the generally accepted accounting principles in India ("GAAP"), the provisions of the Companies Act, 2013, the Accounting Standard (AS) 25, Interim Financial Reporting and other accounting standards as specified under Section 133 of the Act, read with Rule 7 of Companies (Accounts) Rules, 2014), to the extent applicable and in the manner so required.

3. With the effect from April 01, 2014, Schedule III notified under the Act, has become applicable to the company for the preparation and presentation of its financial statements. Accordingly, previous year's figures have been regrouped/reclassified wherever applicable. Appropriate reclassification/regrouping have been made in the Restated Standalone Financial information wherever required, to corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the presentation and recognition as per the audited financial statements of the Company and the requirement of SEBI Regulations. The financial statements are prepared in Indian rupees round off to the nearest Lacs.

3) Significant Accounting Policies

1. Operating Cycle

Operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalent.

2. Revenue Recognition

Revenue (Income) is recognized on accrual basis when no significant uncertainty as to measurability or collect ability exists. Revenues are reported net of discounts. Dividends are recorded when the right to receive payable is established. Interest income is recognized on time proportion basis taking into account the amount outstanding and the rate applicable.

3. Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities on the date of the financial statements and the results of operations during the reporting periods. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from those estimates and revisions, if any, are recognized in the current and future periods.

4. Fixed Assets

Fixed Assets are stated at cost net of duty credit availed less accumulated depreciation and impairments, if any. The cost includes cost of acquisition/construction, installation and preoperative expenditure including trial run expenses (net of revenue) and borrowing costs incurred during pre-operation period. Expenses incurred on capital assets are carried forward as capital work in progress at cost till the same are ready for use.

5. Depreciation

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation on tangible fixed assets have been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 effective from April 01, 2014 and depreciation on tangible fixed assets upto March 31, 2014 was provided at the rates and manner prescribed in schedule in Schedule XIV of the Companies Act, 1956.

6. Investments

Long-term investments and current maturities of long-term investments are stated at cost, less provision for other than temporary diminution in value. Current investments, except for current maturities of long-term investments, comprising investments in mutual funds are stated at the lower of cost and fair value.

7. Inventories

Closing stocks are valued: Raw Material at Cost or net realizable value whichever is less, whereas WIP and finished goods are valued at cost. The cost being the latest applicable purchase price since the closing stocks mostly represents items out of the latest purchases. Traded goods are valued at cost.

8. Taxation

Current income tax expense comprises taxes on income from operations in India and in foreign jurisdictions. Income tax payable in India is determined in accordance with the provisions of the

Income Tax Act, 1961. Tax expense relating to foreign operations is determined in accordance with tax laws applicable in countries where such operations are domiciled.

Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax after the tax holiday period. Accordingly, MAT is recognized as an asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will fructify. Deferred tax expenses or benefit is recognized on timing differences beings the difference between taxable income and accounting income tax originate in one period and is likely to reverse in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

In the event of unabsorbed depreciation and carry forward of losses, deferred tax assets are recognized only to the extent that there is virtual certainty that sufficient future taxable income will be available to release such assets. In other situations, deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available to realize these assets.

Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance taxes paid and income tax provisions arising in the same tax jurisdiction for relevant taxpaying units and where the Company is able to and intends to settle the asset and liability on a net basis.

The Company offsets deferred tax assets and deferred tax liabilities if it has a legally enforceable right and these relate to taxes on income levied by the same governing taxation laws.

9. Borrowing Cost

As per Accounting Standard - 16, borrowing cost attributable to the acquisition of fixed assets is capitalized as part of the cost of fixed assets till the date it is put to use. Other borrowing cost is recognized as expenditure in the period in which they are accrued.

10. Impairment of Assets

At each balance sheet date, the management reviews the carrying amounts of its assets included in each case generating unit to determine whether there is any indication that those assets were impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the asset and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risks specific to the asset. Reversal of impairment loss is recognized immediately as income in the statement of profit and loss.

11. Earnings per share

The company reports basic and diluted earnings per share (EPS) in accordance with the Accounting Standard 20 (AS-20) issued by the Institute of Chartered Accountants of India. The basic EPS is computed by dividing the net profit or loss for the year by weighted average number of equity shares outstanding, during the accounting period. Diluted earnings per equity share are computed by using the weighted average number of equity shares and dilutive potential equity shares outstanding during the period.

12. Foreign currency transactions

Transactions denominated in foreign currency are recorded at the exchange rate prevailing on the date of the transaction. Assets and liabilities denominated in foreign currency are converted at the exchange rates prevailing as at the balance sheet date. Exchange differences other than those relating to acquisition of fixed assets are recognized in the statement of profit and loss. Exchange differences relating to purchase of fixed assets are adjusted to the carrying cost of fixed assets

13. Provisions, Contingent liabilities and Contingent assets

A provision is recognized when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet and adjusted to reflect the current best estimates. Contingent liabilities are not recognized in the financial statements. A contingent asset is neither recognized nor disclosed in the financial statements.

14. Related Party Transactions

Disclosure is being made separately for all the transactions with related parties as specified under Accounting Standard 18, issued by the Institute Chartered Accountants of India.

15. General

Prepaid expenses and prior period expenses /income up to Rs. 5,000/- in each case are charged to relevant heads of account of the current year.

16. Micro, Small & Medium Enterprises Development Act, 2006

The Company has not received any memorandum (as required to be filed by the suppliers with the notified authority under the Micro, Small and Medium Enterprises Development Act, 2006) claiming their status as Micro, Small and Medium Enterprises. Consequently the amount paid/ payable to these parties during the year is not ascertainable. Consequently, as of now, it is neither possible for the Company to ascertain whether payment to such enterprises has been made within 45 days from the date of acceptance of supply of goods or services rendered by a supplier nor to give the relevant disclosures as required under the Act. This has been relied upon by the auditors.

NOTES TO RESTATED FINANCIAL STATEMENTS

Note 2.1: Share Capital

(Rs. In Lakhs)

Particulars	As at 28 Feb, 2017	As at March 31st,				
		2016	2015	2014	2013	2012
Authorized: Share Capital	1200.00	550.00	550.00	350.00	300.00	300.00
Issued, Subscribed and Paid Up Capital	734.06	489.37	488.26	333.76	283.76	283.76
Total	**734.06**	**489.37**	**488.26**	**333.76**	**283.76**	**283.76**

Note 2.2: Reserves and Surplus

(Rs. In Lakhs)

Particulars	As at 28 Feb, 2017	As at March 31st,				
		2016	2015	2014	2013	2012
Capital Reserve						
Opening Balance	16.34	16.34	1.34	1.34	1.34	1.81
Add: Current year transfer	-	-	15.00	-	-	-
Less : Transfer from Reserves	-	-	-	-	-	-
Closing Balance	**16.34**	**16.34**	**16.34**	**1.34**	**1.34**	**1.81**
Security Premium on Share						
Opening Balance	0.78	-	-	-	-	-
Add : Premium Received on share issued in current year	-	0.78	-	-	-	-
Less : Utilized for issuance of Bonus Shares	0.78	-	-	-	-	-
Closing Balance	**-**	**0.78**	-	-	-	-
General Reserves						
Opening Balance	44.40	44.40	44.40	44.40	44.40	44.40
Add : Current year transfer	-	-	-	-	-	-
Less : Utilized for issuance of Bonus Shares	44.00	-	-	-	-	-
Closing Balance	**-**	**44.40**	**44.40**	**44.40**	**44.40**	**44.40**
Surplus						
Opening Balance	354.41	269.13	149.95	108.26	93.78	92.80
Add : Net Profit/(Net Loss) for the Current Year	176.65	85.28	121.30	41.69	14.48	0.98
Add : Transfer to Reserves	-	-	-	-	-	-
Less : Depreciation Adjustment	-	-	2.16	-	-	**-**
Less : Utilized for issuance of Bonus Shares	199.51	-	-	-	-	-
Closing Balance	**331.56**	**354.41**	**269.09**	**149.95**	**108.26**	**93.78**
Total	**347.90**	**415.93**	**329.83**	**195.69**	**154.00**	**139.99**

Note 2.3: Long Term Borrowings

(Rs. In Lakhs)

Particulars	As at 28 Feb, 2017	As at March 31st,				
		2016	2015	2014	2013	2012
Secured:						
Term Loans from Banks and NBFCs	1646.08	657.72	188.01	177.93	87.44	18.93
Unsecured:						
- Loans From Related Parties	449.23	517.21	452.32	519.00	286.54	220.13
- Loans From Others	40.00	730.10	-	-		
Grand Total	**2,135.31**	**1,905.03**	**640.33**	**696.93**	**373.99**	**239.06**

Note 2.4: Deferred Tax Assets/(Liabilities) (Net)

(Rs. In Lakhs)

Particulars	As at 28 Feb, 2017	As at March 31st,				
		2016	2015	2014	2013	2012
Deferred Tax Assets						
Disallowance u/s 40a(ia)	-	-	-	-	-	-
Disallowance u/s 43B	-	-	-	-	-	-
Provision for gratuity and leave encashment	-	-	-	-	-	-
Related to Fixed Assets	8.03	3.81	-	3.38	2.71	2.40
Total (a)	**8.03**	**3.81**	**-**	**3.38**	**2.71**	**2.40**
Deferred Tax Liability						
Preliminary expenses	-	-		-	-	-
Related to Fixed Assets	-	-	3.78	-	-	-
Disallowance under the Income Tax Act	-	-		-	-	-
Total (b)	-	**-**	**3.78**	**-**	**-**	**-**
Net deferred tax asset/(liability)-{(a)-(b)}	**8.03**	**3.81**	**(3.78)**	**3.38**	**2.71**	**2.40**

Note 2.5: Other Long Term Liabilities

(Rs. In Lakhs)

Particulars	As at 28 Feb, 2017	As at March 31st,				
		2016	2015	2014	2013	2012
Other Long Term Liabilities						
Salvagini Italia S.P.A.	-	35.13	93.90	-	-	-
Mahalaxmi Investment & Trading Private Limited	-	418.56	1326.33	1049.83	-	-
Deposits - Mumbai Flat Rent	2.00	2.00	1.05	1.05	8.05	6.05
Others	-	-	-	-	0.55	-
Total	**2.00**	**455.69**	**1421.28**	**1050.88**	**8.60**	**6.05**

Note 2.6: Long Term Provisions

(Rs. In Lakhs)

Particulars	As at 28 Feb, 2017	As at March 31st,				
		2016	2015	2014	2013	2012
Sales Tax Deferment Loan A/c	-	-	-	-	-	14.03
Total	-	-	-	-	-	**14.03**

Note 2.7: Short Term Borrowings

(Rs. In Lakhs)

Particulars	As at 28 Feb, 2017	As at March 31st,				
		2016	2015	2014	2013	2012
Secured Loan						
Loans Repayable on Demand From Consortium	1753.09	1,263.00	1,247.15	1,214.31	1,163.55	1,047.74
Grand Total	**1753.09**	**1,263.00**	**1,247.15**	**1,214.31**	**1,163.55**	**1,047.74**

Note 2.8: Trade Payables

(Rs. In Lakhs)

Particulars	As at 28 Feb, 2017	As at March 31st,				
		2016	2015	2014	2013	2012
Trade Payables	2416.02	1709.52	703.32	1077.75	291.58	571.14
Trade Payables - Related Parties	5.24	445.96	318.42	434.59	884.24	213.52
Grand Total	**2421.26**	**2,155.48**	**1,021.74**	**1,512.34**	**1,175.82**	**784.66**

Note 2.9: Other Current Liabilities

(Rs. In Lakhs)

Particulars	As at 28 Feb, 2017	As at March 31st,				
		2016	2015	2014	2013	2012
Other Short Term Liabilities	656.50	303.72	936.67	158.35	3.72	4.39
Grand Total	**656.50**	**303.72**	**936.67**	**158.35**	**3.72**	**4.39**

Note 2.10: Short Term Provisions

(Rs. In Lakhs)

Particulars	As at 28 Feb, 2017	As at March 31st,				
		2016	2015	2014	2013	2012
Salary and Reimbursements	10.65	7.30	10.69	3.53	3.31	2.29
Contribution to PF	2.60	0.27	1.16	0.29	0.31	0.28
Provision for Entry Tax	5.46	8.76	1.64	3.80	1.09	0.82
Payable-TDS	10.62	11.87	0.71	7.83	6.86	4.85
Provision for Income Tax	70.92	50.00	54.63	5.31	6.79	-
Payable professional tax	0.46	0.57	0.02	0.02	0.02	-
Service tax payable	26.76	15.93	9.65	0.22	0.07	0.07
Sales Tax payable	8.28	-	-	-	-	-

Others	2.60	7.99	23.66	3.91	3.09	2.79
Grand Total	**191.46**	**102.69**	**102.16**	**24.91**	**21.54**	**11.10**

Note 2.11: Fixed Assets

(Rs. In Lakhs)

Particulars	As at 28 Feb, 2017	As at March 31st,				
		2016	2015	2014	2013	2012
Tangible Assets						
Land						
Gross Block	22.00	15.06	13.75	12.81	12.81	0.96
Less: Accumulated Depreciation	-	-	-	-	-	-
Net Block	**22.00**	**15.06**	**13.75**	**12.81**	**12.81**	**0.96**
Building & Civil Works						
Gross Block	109.87	109.87	109.87	143.18	118.09	92.88
Less: Accumulated Depreciation	87.47	82.37	76.18	72.20	70.59	68.96
Net Block	**22.40**	**27.50**	**33.69**	**70.98**	**47.50**	**23.92**
Plant and Machinery						
Gross Block	565.18	565.18	589.95	134.67	100.53	89.71
Less: Accumulated Depreciation	227.71	167.94	88.58	85.94	84.29	82.89
Net Block	**337.47**	**397.24**	**501.37**	**48.73**	**16.24**	**6.82**
Office Equipments						
Gross Block	18.80	17.42	16.58	12.12	10.23	9.69
Less: Accumulated Depreciation	15.42	13.48	10.44	6.79	6.16	5.55
Net Block	**3.38**	**3.94**	**6.14**	**5.33**	**4.07**	**4.14**
Furniture & Fixtures						
Gross Block	5.88	3.64	3.37	2.77	2.39	2.39
Less: Accumulated Depreciation	3.00	2.62	2.21	1.82	1.69	1.54
Net Block	**2.88**	**1.02**	**1.16**	**0.95**	**0.70**	**0.85**
Vehicles						
Gross Block	125.43	111.85	94.96	94.08	85.67	82.50
Less: Accumulated Depreciation	96.90	86.86	73.83	58.59	47.55	40.98
Net Block	**28.53**	**24.99**	**21.13**	**35.49**	**38.12**	**41.52**
Computers						
Gross Block	10.66	8.86	8.63	6.61	6.36	5.53

Less: Accumulated Depreciation	8.71	8.01	6.94	5.62	5.10	4.60
Net Block	1.95	**0.85**	**1.69**	**0.99**	**1.26**	**0.93**
Total Tangible Assets	**418.61**	**470.60**	**578.93**	**175.28**	**120.70**	**79.14**
Intangible Assets		**-**	**-**	**-**	**-**	**-**

Note 2.12: Long Term Loans and Advances

(Rs. In Lakhs)

Particulars	As at 28 Feb, 2017	As at March 31st,				
		2016	2015	2014	2013	2012
Security Deposits	41.63	37.82	40.65	43.57	42.17	43.14
Balance With Govt. Authorities	37.07	45.78	172.21	2.64	9.83	9.94
Total	**78.70**	**83.60**	**212.86**	**46.21**	**52.00**	**53.08**

Note 2.13: Non-Current Investments

(Rs. In Lakhs)

Particulars	As at 28 Feb, 2017	As at March 31st,				
		2016	2015	2014	2013	2012
Kabra Exfesrt Ltd.	-	1.45	1.45	1.45	1.45	1.45
Savoy Herbals Ltd.	-	1.27	1.27	1.27	1.27	1.27
Total	**-**	**2.72**	**2.72**	**2.72**	**2.72**	**2.72**

Note 2.14: Inventories

(Rs. In Lakhs)

Particulars	As at 28 Feb, 2017	As at March 31st,				
		2016	2015	2014	2013	2012
(at cost or net realizable value, whichever is lower)						
Raw Material	523.36	777.92	905.94	1036.67	997.99	384.60
Work-in-progress	1944.51	995.53	790.10	1298.50	289.64	303.86
Finished goods	852.46	192.09	251.16	283.51	94.65	67.31
Total	**3320.33**	**1,965.54**	**1,947.20**	**2,618.68**	**1,382.28**	**755.77**

Note 2.15: Trade Receivables

(Rs. In Lakhs)

Particulars	As at 28 Feb, 2017	As at March 31st,				
		2016	2015	2014	2013	2012
Outstanding for a period less than six months from the date they are due for payment						
Unsecured, Considered Good	2379.86	2,873.74	2628.22	834.05	699.29	557.99
Outstanding for a period exceeding six months from the date they are due for payment						

Unsecured, Considered Good	1110.95	614.87	150.30	347.74	461.27	166.64
Doubtful		-		-	-	-
Total	**3490.81**	**3,488.61**	**2,778.52**	**1,181.79**	**1,160.56**	**724.62**

Note 2.16: Cash and Cash Equivalents

(Rs. In Lakhs)

Particulars	As at 28 Feb, 2017	As at March 31st,				
		2016	2015	2014	2013	2012
Cash in hand	15.93	96.79	4.56	0.67	0.94	24.15
Balances with Banks:						
-In current accounts	4.05	159.94	199.76	53.00	1.55	2.32
Other Bank Balances:						
Fixed Deposit held as Margin Money	598.79	443.43	378.81	218.79	207.50	578.99
Total	**618.76**	**700.16**	**583.13**	**272.46**	**209.99**	**605.46**

Note 2.17: Short Term Loans and Advances

(Rs. In Lakhs)

Particulars	As at 28 Feb, 2017	As at March 31st,				
		2016	2015	2014	2013	2012
Short Term Loans and Advances	317.50	387.01	125.60	886.66	254.03	307.58
Total	**317.50**	**387.01**	**125.60**	**886.66**	**254.03**	**307.58**

Note 2.18: Revenue from Operations

(Rs. In Lakhs)

Particulars	As at 28 Feb, 2017	As at March 31st,				
		2016	2015	2014	2013	2012
Sale of Products (Gross)	5663.80	4815.63	5586.70	4069.29	2366.49	2923.50
Less : Excise Duty	167.25	250.62	298.13	180.46	234.28	256.40
Revenue from operations (gross)	**5496.55**	**4,565.01**	**5,288.57**	**3,888.82**	**2,132.21**	**2,667.10**

Note 2.19: Other Income

(Rs. In Lakhs)

Particulars	As at 28 Feb, 2017	As at March 31st,				
		2016	2015	2014	2013	2012
Interest Income	30.31	54.37	26.38	21.16	42.74	21.94
Other Operating Income (Job Work Income)	-	195.26	113.57	1.63	-	27.52
Other Non-Operating Income	9.41	8.38	8.46	9.81	27.34	-
Grand Total	**39.72**	**258.01**	**148.41**	**32.60**	**70.08**	**49.46**

Note 2.20: Cost of materials consumed

(Rs. In Lakhs)

Particulars	As at 28 Feb, 2017	As at March 31st,				
		2016	2015	2014	2013	2012
Material Consumed						
Purchase of Raw Material (Gross)	4685.54	3,580.55	3,664.23	4,459.89	2,258.88	2,564.42
Inventory at the beginning of the year	777.92	905.94	1,036.67	997.98	384.59	168.04
Less: inventory at the end of the year	523.36	777.92	905.94	1,036.67	997.98	384.60
Grand Total	**4940.11**	**3,708.57**	**3,794.96**	**4,421.20**	**1,645.49**	**2,347.86**

Note 2.21: Changes in Inventories of Finished Goods , WIP and Others

(Rs. In Lakhs)

Particulars	As at 28 Feb, 2017	As at March 31st,				
		2016	2015	2014	2013	2012
Opening Stock						
Work in progress	995.53	790.09	1,298.50	289.63	303.85	155.30
Finished Goods	192.09	251.15	283.51	94.65	67.32	98.74
Total (a)	1,187.62	1,041.24	1,582.01	384.28	371.17	254.04
Closing Stock						
Work in progress	1944.51	995.52	790.09	1,298.50	289.63	303.85
Finished Goods	852.46	192.09	251.15	283.51	94.65	67.32
Total (b)	2796.97	1,187.62	1,041.24	1,582.01	384.28	371.17
Grand Total	**(1609.35)**	**(146.38)**	**540.77**	**(1,197.73)**	**(13.11)**	**(117.13)**

Note 2.22: Employee benefit expense

(Rs. In Lakhs)

Particulars	As at 28 Feb, 2017	As at March 31st,				
		2016	2015	2014	2013	2012
Salary & Wages	94.42	128.53	91.03	24.11	18.20	16.18
Contribution to provident fund and Other fund	14.02	12.68	9.01	4.94	4.87	4.30
Staff & worker Welfare	76.00	9.88	5.98	6.50	4.97	4.42
Grand Total	**184.44**	**151.09**	**106.02**	**35.55**	**28.04**	**24.90**

Note 2.23: Finance costs

(Rs. In Lakhs)

Particulars	As at 28 Feb, 2017	As at March 31st,				
		2016	2015	2014	2013	2012
Interest Expense	508.37	308.72	262.42	220.63	240.34	167.89
Other Borrowing Expense	147.87	89.09	88.03	46.28	22.59	14.40
Grand Total	**656.24**	**397.81**	**350.45**	**266.91**	**262.93**	**182.29**

Note 2.24: Other Expenses

(Rs. In Lakhs)

Particulars	As at 28 Feb, 2017	As at March 31st,				
		2016	2015	2014	2013	2012
Insurance	37.85	6.74	12.29	2.97	3.71	2.37
Power And Fuel	20.21	22.79	23.00	23.26	17.49	18.05
Rent, Rates & Taxes	85.44	34.92	63.82	47.93	14.14	32.94
Repairs to Building	6.34	5.43	10.22	3.23	2.07	3.87
Repairs to Machinery	8.76	12.41	12.18	11.45	7.96	9.44
Auditor's Remuneration	0.30	0.30	0.20	0.20	0.20	0.20
Misc Expenses	835.08	408.81	315.14	229.66	97.37	141.37
Grand Total	**993.99**	**491.40**	**436.85**	**318.70**	**142.94**	**208.24**

Note 2.25: Exceptional Items

(Rs. In Lakhs)

Particulars	As at 28 Feb, 2017	As at March 31st,				
		2016	2015	2014	2013	2012
Investments w/off	1.27	-	-	-	-	-
Foreign Currency Fluctuation Gain	-	10.27	2.39	-	-	-
Loss on Fire	-	-	-	-	-	146.80
Total	**1.27**	**10.27**	**2.39**	-	-	**146.80**

Note 2.26: Deferred Tax

(Rs. In Lakhs)

Particulars	As at 28 Feb, 2017	As at March 31st,				
		2016	2015	2014	2013	2012
Provision for Deferred Tax	(4.22)	(7.59)	7.16	(0.67)	(0.30)	4.35
Total	**(4.22)**	**(7.59)**	**7.16**	**(0.67)**	**(0.30)**	**4.35**

ANNEXURE - V

STATEMENT OF SHARE CAPITAL

(Rs. In Lakhs)

Particulars	As at 28 Feb, 2017	As at March 31st,				
		2016	2015	2014	2013	2012
Authorised						
Equity Shares of Rs. 10 each	1200.00	550.00	550.00	350.00	300.00	300.00
Issued						
Equity Shares of Rs. 10 each	734.06	489.37	488.26	333.76	283.76	283.76
Subscribed & Fully Paid Up						
Equity Shares of Rs. 10 each	734.06	489.37	488.26	333.76	283.76	283.76
Total	**734.06**	**489.37**	**488.26**	**333.76**	**283.76**	**283.76**

As on date of signing of restated accounts, the company has an Authorized Share Capital of Rs. 12,00,00,000 (divided into 1,20,00,000 Equity Shares of Rs. 10/- each) increased from Rs. 5,50,00,000 vide shareholders' approval dated December 14, 2016 and Paid up Capital of Rs. 7,34,05,650 (divided into 73,40,565 Equity Shares of Rs. 10/- each fully paid up) increased from Rs. 48,93,700 dated December 14, 2016 through bonus issue.

Reconciliation of No. of Shares Outstanding at the end of the year

Particulars	As at 28 Feb, 2017	As at March 31st,				
		2016	2015	2014	2013	2012
Shares outstanding at the beginning of the year	4,893,710	4,882,610	3,337,610	2,837,610	2,837,610	2,837,610
Shares issued during the year	24,46,855	11,100	1,545,000	500,000	-	-
Shares bought back during the year	-	-	-	-	-	-
Any other movement (please specify)	-	-	-	-	-	-
Share outstanding at the end of the year	**73,40,565**	**4,893,710**	**4,882,610**	**3,337,610**	**2,837,610**	**2,837,610**

Details of Shareholding more than 5% of the aggregate shares in the company

Name of Shareholder	28-Feb-17		31-Mar-16		31-Mar-15		31-Mar-14		31-Mar-13		31-Mar-12	
	No.of Shares	% of Holding	No.of Shares	% of Holding	No. of Shares	% of Holding	No. of Shares	% of Holding	No. of Shares	% of Holding	No. of Shares	% of Holding
Shivkumar Jhalani	-	-	-	-	-	-	550000	16.48	550000	19.38	550000	19.38
Umesh Kumar Jhalani	1502955	20.47	1001970	20.47	701970	14.38	701970	21.03	501970	17.69	501970	17.69
Devraj Jhalani	1516590	20.66	1011060	20.66	460600	9.43	285600	8.56	285600	10.06	285600	10.06
Indranarayan Jhalani			-	-	-	-	452010	13.54	252010	8.88	252010	8.88
Sapna Jhalani	1129275	15.38	752850	15.38	352850	7.23	200850	6.02	200850	7.08	200850	7.08
Rohit Kumar Jhalani	423750	5.77	273000	5.58	273000	5.59	173000	5.18	173000	6.10	173000	6.10
Naresh Kumar Jhalani			-	-	-	-	202000	6.05	152000	5.36	152000	5.36
Shobha Jhalani	526725	7.18	355150	7.26	-	-	-	-	151150	5.33	151120	5.33
Kaushika Jhalani			-	-	-	-	-	-	151000	5.32	151000	5.32
Premlata Jhalani	758040	10.33	505360	10.33	505360	10.35	0	-	-	-	-	-
Manuraj Jhalani	555000	7.56	370000	7.56	370000	7.58	0	-	0	-	0	-

Saroj Devi	-	-	-	-	550460	11.27	0	-	0	-	0	-

ANNEXURE - VI

STATEMENT OF LONG TERM BORROWINGS AS RESTATED

(Rs. In Lakhs)

Particulars	As at 28 Feb, 2017	As at March 31st,				
		2016	2015	2014	2013	2012
Secured:						
Term Loan:						
From Banks:						
UCO Bank Loan A/c 2841	-	-	-	62.99	-	-
UCO Bank (T.Loan) 3558	207.35	176.11	164.85	79.94	-	-
UCO Bank (T.Loan) 3480	-	-	17.04	24.37	-	-
FDR Loan 1479	-	-	-	-	74.58	
Vehicle Loan - HDFC II	-	-	-	1.60	3.80	5.76
Vehicle Loan - HDFC III	-	-	1.12	2.89	4.58	-
Vehicle Loan - HDFC I	-	-	-	-	4.48	13.18
Vehicle Loan - SBI (9341)	2.47	3.76	5.01	-	-	-
Term Loan - SBI	-	-	-	6.12	-	-
Vehicle Loan - SBI II	6.51	7.42	-	-		-
Vehicle Loan- ICICI	11.39	-	-	-	-	-
From NBFCs						
Au Financiers (India) Ltd – 2981	208.82	221.53	-	-	-	-
Vehicle Loan - Au Financiers	14.57	-	-	-	-	-
Au Financiers (India) Ltd – 1950	42.07	44.57	-	-	-	-
Term Loan - SIDBI	300.00	-	-	-	-	-
ReligareFinvest Ltd	678.19	730.00	-	-	-	-
Shriram City Union Finance Ltd	171.34	199.71	-	-	-	-
Sundaram Finance Ltd	3.34	4.62	-	-	-	-
Unsecured:						

Loan From Related Parties						
AdhirajJhalani	0	-	1.58	1.40	0.68	0.60
DeveshJhalani	0	-	3.38	0.27	5.46	1.15
DevrajJhalani	37.74	5.24	26.06	13.80	1.47	15.03
IndranarayanJhalani	0	16.97	43.65	87.10	66.71	27.75
Jayesh Kumar Jhalani	39.48	49.50	69.26	64.38	11.20	22.67
KaushikaJhalani	-	-	1.94	3.04	-	3.33
MadhuJhalani	-	-	-	2.11	-	-
ManurajJhalani	-	-	11.25	19.77	8.98	1.62
MeghnaJhalani	-	-	-	0.63	-	-
Naresh Kumar Jhalani	67.42	116.52	0.55	40.86	5.48	13.54
Nilesh Kumar Jhalani	126.69	61.01	0.52	19.01	14.30	10.37
PremlataJhalani	-	31.24	28.75	-	13.69	12.26
PremrajJhalani	62.17	-	10.70	8.38	17.84	5.93
Rohit Kumar Jhalani	85.92	138.22	112.65	139.92	14.88	23.58
Santosh Jhalani	-	-	-	2.60	12.62	1.18
SapnaJhalani	1.23	6.97	0.02	25.84	15.28	7.10
SarojJhalani	-	-	-	4.47	2.42	2.74
Shiv Kumar Jhalani	-	-	59.66	14.24	18.42	4.26
Shobha Devi Jhalani	12.22	11.99	26.88	7.67	17.39	2.45
Shri Ram Envopak (I) Pvt Ltd	-	-	-	33.43	33.34	31.77
Trilok Kumar Jhalani	16.36	51.32	55.44	13.03	17.04	21.78
Umesh Kumar Jhalani	-	28.23	0.02	17.07	9.35	11.01
Loan From Other than Related Parties						
Sift Corporate Services Pvt. Ltd.	20.00	-	-	-	-	--
Vasu Clothing Pvt. Ltd.	20.00	-	-	-	-	-
Grand Total	**2,135.31**	**1,904.93**	**640.33**	**696.93**	**373.99**	**239.06**

ANNEXURE - VII

STATEMENT OF LONG TERM LOANS & ADVANCES AS RESTATED

(Rs. In Lakhs)

Particulars	As at 28 Feb, 2017	As at March 31st,				
		2016	2015	2014	2013	2012
Security Deposits						
Security Deposits	41.63	37.79	40.61	43.52	42.37	43.33
Balances with Government Authorities						
Unsecured, considered good						
Advance-Octroi	0.50	0.50	0.50	0.50	0.50	0.50

Advance Account Officer CPRI Bhopal	7.73	7.73	8.05	-	-	-
MPEB VAT/TDS	8.16	8.16	8.16	-	-	
VAT Account	17.96	26.66	153.00	-	-	
DIC-Lease Account	0.01	0.01	0.01	0.01	0.01	0.01
Rent – Deposit	0.14	-	-	-	-	-
MPSEB Power, Ratlam	2.67	2.66	2.44	2.09	2.09	2.02
Postmaster Ratlam	0.03	0.02	0.02	0.02	0.02	0.02
Input Service Tax	-	-	-	-	7.14	7.32
Sale Tax	0.01	0.01	0.01	0.01	0.01	0.01
Grand Total	**78.84**	**83.54**	**212.80**	**46.15**	**52.14**	**53.21**

ANNEXURE - VIII

STATEMENT OF TRADE RECEIVABLES AS RESTATED

(Rs. In Lakhs)

Particulars	As at 28 Feb, 2017	As at March 31st,				
		2016	2015	2014	2013	2012
Outstanding for a period less than six months from the date they are due for payment						
Secured, Considered Good	2379.86	2,873.74	2,628.22	834.05	699.29	557.99
Outstanding for a period exceeding six months from the date they are due for payment						
Secured, Considered Good	1110.95	614.87	150.30	347.74	461.27	166.64
Doubtful		-	-	-	-	-
Total	**3,490.81**	**3,488.61**	**2,778.52**	**1,181.79**	**1,160.56**	**724.62**

Out of the above amounts outstanding from promoters/promoter group/group directors/relative of directors are as follows :-

(Rs. In Lakhs)

Particulars	As at 28 Feb, 2017	As at March 31st,				
		2016	2015	2014	2013	2012
From Promoters/Directors/Relatives	-	-	-	-	-	-
From Group Companies	-	-	-	-	-	-
TOTAL	**-**	**-**	**-**	**-**	**-**	**-**

ANNEXURE - IX

STATEMENT OF SHORT TERM LOANS & ADVANCES AS RESTATED

(Rs. In Lakhs)

Particulars	As at 28 Feb, 2017	As at March 31st,				
		2016	2015	2014	2013	2012
Other Loans and Advances						
Secured, considered good						
Advances received from customers	240.20	202.77	70.25	509.62	74.65	58.94
Advance - Central Excise Duty	9.33	9.33	9.33	9.33	9.44	9.44
Advance - Income Tax & TDS	21.27	65.24	38.88	19.06	26.01	19.92
Advance - Worker	12.97	4.65	4.11	2.92	2.49	0.72
Advance Travelling	-	0.75	0.55	-	-	1.25
Insurance Claim Receivable	-	-	-	-	-	142.61
Vat Account	13.27	17.75	-	314.11	148.45	74.63
Preliminary Expenses	17.91	-	-	-	-	-
Prepaid Expenses	2.41	92.39	-	-	-	-
Total	**317.36**	**392.88**	**123.12**	**855.04**	**261.04**	**307.51**

ANNEXURE - X

STATEMENT OF OTHER INCOME AS RESTATED

(Rs. In Lakhs)

Particulars	As at 28 Feb, 2017	As at March 31st,				
		2016	2015	2014	2013	2012
Interest on FDR	30.31	54.37	26.38	21.16	42.74	21.94
Other Operating Income (Job Work)	-	195.26	113.57	1.63	-	27.52
Misc. Income	9.41	8.38	8.46	9.81	27.34	-
Grand Total	**39.72**	**258.01**	**148.41**	**32.60**	**70.08**	**49.46**

ANNEXURE - XI

CONTINGENT LIABILITIES

(Rs. In Lakhs)

Particulars	As at 28 Feb, 2017	As at March 31st,				
		2016	2015	2014	2013	2012
Bank Guarantees issued	4463.55	2,155.89	2,157.73	1,597.84	420.03	-
Letter of Credit	398.00	60.38	110.50	208.43	468.05	-
TDS	0.01	2.81	2.68	2.16	2.15	-
Total	**4861.56**	**2,219.08**	**2270.91**	**1,808.43**	**890.23**	**-**

ANNEXURE – XII

STATEMENT OF RELATED PARTY DISCLOSURES AS RESTATED

As required under Accounting Standard 18 "Related Party Disclosures" as notified pursuant to Company (Accounting Standard) Rules 2006, following are details of transactions during the year with related parties of the company as defined in AS 18.

A. List of Related Parties and Nature of Relationship :

Particulars	Name of Party
a) Subsidiary	Nil
2. Other Related Parties:	
a) Associates	Shri Ram Industries
	Shri Ram Switchgears Ratlam
	Shri Ram Switchgears (Maharashtra)
	Ratlam Electric Stores
	Mahalaxmi Investment and Trading Private Limited
	Urban Development Trust Private Limited
b) Key Management Personnel	Nilesh Kumar Jhalani (Director)
	Devraj Jhalani (Director)
	Rohit Kumar Jhalani (Director)
	Naresh Kumar Jhalani (Chief Executive Officer)
c) Relatives of Key Management Personnel	Gitika Jhalani (Wife of Nilesh Kumar Jhalani)
	Manuraj Jhalani and (Son of Nilesh Kumar Jhalani)
	Rashi Jhalani (Wife of Rohit Kumar Jhalani)
	Adhiraj Jhalani (Son of Rohit Kumar Jhalani)
	Premraj Jhalani (Son of Nilesh Kumar Jhalani)
	Surbhi Jhalani (Wife of Devraj Jhalani)
	Sapna Jhalani (Wife of Naresh Kumar Jhalani)
	Devraj Jhalani (Son of Naresh Kumar Jhalani)
	Kaushika Jhalani (Daughter of Naresh Kumar Jhalani)

B. Transactions carried out with related parties referred to in (1) above, in ordinary course of business:

(Rs. In Lakhs)

Nature of Transactions	Name of Party	As at 28 Feb, 2017	As at March 31st,				
			2016	2015	2014	2013	2012
1. Directors Remuneration	Nilesh Kumar Jhalani	5.50	4.24	4.24	3.00	2.70	3.00
	Rohit Kumar Jhalani	4.40	3.26	3.26	1.86	1.63	1.86
	Devraj Jhalani	4.40	3.31	3.31	1.84	1.86	1.86
2. Interest on Unsecured Loans	Nilesh Kumar Jhalani	14.07	9.21	9.21	3.80	2.67	3.08
	Rohit Kumar Jhalani	14.90	16.73	16.73	4.13	9.29	3.99
	Devraj Jhalani	1.58	2.26	2.26	1.15	1.56	2.45
3. Director Other Allowances	Nilesh Kumar Jhalani	0.02	Nil	Nil	0.99	Nil	1.00
	Rohit Kumar Jhalani	0.02	Nil	Nil	0.99	Nil	1.00
	Devraj Jhalani	0.02	Nil	Nil	0.97	Nil	1.00

C. Outstanding Balance as at the end of the year

(Rs. In Lakhs)

Nature of Transactions	Name of Party	As at 28 Feb, 2017	As at March 31st,				
			2016	2015	2014	2013	2012
Ratlam Electric Stores	Purchases	-	-	0.11	1.31	9.12	-
	Sales	-	-	-	-	-	-
	Loans given	4.16	-	7.65	8.31	4.46	35.21
	Loans taken	1.63	-	7.65	8.31	4.46	35.21
	Receivable at the end of year	-	-	-	-	-	-
	Payable at the end of year	2.53	-	0.11	0.11	-	-
Mahalaxmi Investment and Trading Pvt. Ltd.	Purchases	2000.30	1,690.35	2,169.91	2,665.02	1,283.64	1,561.64
	Sales	67.92	3.50	52.86	143.73	145.20	40.33
	Loans given	-	-	-	-	-	-

	Loans taken	1087.01	544.93	-	-	685.97	1,192.67
	Receivable at the end of year	-	-	-		-	-
	Payable at the end of year	755.53	418.56	318.31	174.29	884.24	213.52
Shri Ram Switchgears, Ratlam	Purchases	-	-	-	325.96	-	-
	Sales	-	-	-	-	-	-
	Loans given	31.25	128.13	0.00	0.00	1.75	19.00
	Loans taken	3.75	155.53	0.00	0.00	1.75	19.00
	Receivable at the end of year	-	-	-	-	-	-
	Payable at the end of year	-	27.40	-	96.27	-	-
Shri Ram Switchgears, Maharashtra	Purchases	-	-	-	128.35	-	-
	Sales	-	-	-	0.00	19.00	3.15
	Loans given	0.94	-	117.74	0.00	10.99	54.85
	Loans taken	-	-	-	53.85	29.99	58.00
	Receivable at the end of year	0.94	-	-	-	-	-
	Payable at the end of year	-	-	-	164.03	-	-

Urban Development Trust Private Limited	Purchases	107.02	-	-	-	-	-
	Sales	-	-	-	-	-	-
	Loans given	-	-	-	-	-	-
	Loans taken	-	-	-	-	-	-

	Receivable at the end of year	-	-	-	-	-	-
	Payable at the end of year	35.93	-	-	-	-	-

ANNEXURE - XIII

SUMMARY OF ACCOUNTING RATIOS

Particulars	As at 28 Feb, 2017	As at March 31st,				
		2016	2015	2014	2013	2012
Restated PAT as per P&L Account (Rs. In Lakhs)	176.65	85.30	121.31	41.70	113.75	(98.28)
Weighted Average Number of Equity Shares after Bonus effect	7340565	7340565	7323915	5006415	4256415	4256415
Net Worth (Rs. In Lakhs)	1081.96	905.30	818.09	529.45	437.76	423.75
Earnings Per Share						
Basic	2.41	1.16	1.66	0.83	2.67	(2.31)
Diluted	2.41	1.16	1.66	0.83	2.67	(2.31)
Return on Net Worth (%)	16.33	9.42	14.83	7.88	25.99	(23.19)
Net Asset Value Per Share (Rs)	14.74	18.50	16.76	15.86	15.43	14.93
Nominal Value per Equity share (Rs.)	10.00	10.00	10.00	10.00	10.00	10.00

ANNEXURE - XIV

EARNING PER SHARE

Particulars	As at 28 Feb, 2017	As at March 31st,				
		2016	2015	2014	2013	2012
A) Weighted Average Number of Equity Shares of Rs.10 each						
I) Number of shares at the	4893710	4882610	3337610	2837610	2837610	2837610

beginning of the year						
II) Number of shares at the end of the year	7340565	4893710	4882610	3337610	2837610	2837610
III) Weighted Average Number of Equity Shares outstanding during the year	7340565	7340565	7323915	5006415	4256415	4256415
IV) Weighted Average Number of Potential Equity Shares outstanding during the year	-	-	-	-	-	-
V) Weighted Average Number of Equity Shares for calculating Diluted EPS	7340565	7340565	7323915	5006415	4256415	4256415
B) Net profit/ (Loss) after Tax adjustments available for Equity Shareholders (in Lakhs)	176.65	85.30	121.31	41.70	113.75	(98.28)
C) Basic Earning Per Share (in Rupees) {B/A(III)}*	2.41	1.16	1.66	0.83	2.67	(2.31)
D) Diluted Earning Per Share (in Rupees) {B/A(V)}*	2.41	1.16	1.66	0.83	2.67	(2.31)

The Company does not have any diluted potential Equity Shares. Consequently the basic and diluted profit/earning per share of the company *remain the same.

ANNEXURE - XV

STATEMENT OF CAPITALISATION

Sr. No	Particulars	Pre issue	Post issue
	Debts		
A	Long Term Debt	2155.05	2155.05
B	Short Term Debt	1617.44	1617.44
C	**Total Debt**	**3772.49**	**3772.49**
	Equity Shareholders Funds		

	Equity Share Capital	734.06	1001.06
	Reserves and Surplus	171.24	411.54
D	**Total Equity**	905.30	1412.60
E	**Total Capitalisation**	**4677.79**	**5185.09**
	Long Term Debt/ Equity Ratio (A/D)	2.38	1.52
	Total Debt/ Equity Ratio (C/D)	4.16	2.67

ANNEXURE – XVI

STATEMENT OF TAX SHELTERS

(Rs. In Lakhs)

S.N.	Particulars	As at 28 Feb, 2017	As at March 31st,				
			2016	2015	2014	2013	2012
A	**Profit before tax as per books (A)**	291.65	127.71	183.10	61.20	120.23	(102.63)
	Effective Tax Rate (%)	33.06%	34.61%	33.99 %	32.45%	32.45%	32.45%
	Tax at notional rate on profits	96.43	44.20	62.24	19.86	39.01	(33.30)
	Adjustments:						
B	**Permanent Differences (B)**						
	Exempt Income						
	Expenses disallowed under the Income Tax Act, 1961						
	Total Permanent Differences (B)		**-**	**-**	**-**	**-**	**-**
C	**Income considered separately (C)**		**-**	**-**	**-**	**-**	**-**
	Timing Differences (D)						
	Difference between tax depreciation and book depreciation	(13.95)	(24.59)	23.18	(2.18)	(1.00)	(14.07)
	Provision for Gratuity & Leave encashment disallowed						
	Difference due to expenses allowable/disallowable u/s Income Tax		-	-	-	-	-
D	**Total Timing Differences (D)**	**(13.95)**	**(24.59)**	**23.18**	**(2.18)**	**(1.00)**	**(14.07)**
E	**Net Adjustments E= (B-C+D)**	**(13.95)**	**(24.59)**	**23.18**	**(2.18)**	**(1.00)**	**(14.07)**
	Tax expense/(saving) thereon	(4.51)	(8.51)	7.88	(0.71)	(0.32)	(4.57)

F	**Income from Other Sources (F)**	**-**	**-**	**-**	**-**	**-**	**-**
G	**Loss Set Off (G)**	-	-	-		-	-
	Income/(loss) (A+E+F-G)	**278.00**	**103.12**	**206.28**	**59.02**	**119.23**	**(116.70)**
	Taxable Income/ (Loss) as per MAT	291.65	127.71	183.10	61.20	120.23	(106.63)
	Income Tax as returned/computed	291.65	147.99	159.91	63.37	21.34	11.03
	Tax paid as per normal or MAT	NORMAL	NORMAL	NORMAL	NORMAL	NORMAL	NORMAL

ANNEXURE – XVII

STATEMENT OF FINANCIAL INDEBTEDNESS

Sr. No	Bank Name	Loan No.	Facility Key term			Outstanding as on Mar 31, 2016 (Rs. in Lakhs)	Security
			Loan Amount (Rs. in Lakhs)	Rate of Interest (%)	Total Term (Months)		
1	Vehicle Loan from State Bank of India	1	6.70	10.60%	84	3.76	Hypothecation of the respective vehicle
2	Vehicle Loan from State Bank of India	2	8.15	10.30%	84	7.43	Hypothecation of the respective vehicle
3	Drop Line Facility from Au Financiers Ltd	3	225.00	16.00%	120	221.54	Mortgage of Lands situated in Ratlam
4	Term Loan from Au Financiers Ltd	4	45.00	16.00%	120	44.57	Mortgage of Properties in Ratlam
5	Mortgage Loan from Religare Finvest Ltd	5	730.00	13.50%	97	730.00	Mortgage of Property in Indore
6	Working Capital Loan from Shri Ram City Union Finance Ltd		200.00	16.00%	60	199.72	Secured by Industrial Land in Silotiya
7	Vehicle Loan from Sundaram Finance Ltd		5.75	11.50%	46	4.62	Hypothecation of the respective vehicle
8.	Term Loan From UCO Bank	3558	270.00	13.20%	-	176.12	Equitable Mortgage of all the properties (except the ones which are charged

							to ICICI Bank and Canara Bank against BG Limits availed from them)
9.	Cash Credit Limit From UCO Bank		1,200.00	12.70%	24	1,192.73	Equitable Mortgage of all the properties (except the ones which are charged to ICICI Bank and Canara Bank against BG Limits availed from them)
10.	Purchase of Machinery from Salvagini		233.10	3.50%	36	105.39	Hypothecation of the respective Machinery
11.	Mahalaxmi Investment And Trading Pvt. Ltd.		Variable	Nil	-	418.56	Unsecured
	Total					**3,104.44**	

Notes on material adjustments:

1. Appropriate reclassification/ adjustments/ regrouping have been made in the restated summary statements, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited financial statements of the company. Material reclassifications/ regrouping made are as under:

Accompanying Notes To Restated Financial Statements

1. **Background**
   a. SHRI RAM SWITCHGEARS LIMITED (the "Company") is a Public limited company incorporated under the provisions of the Companies Act 1956. The company is engaged in manufacturing of transformers, Distribution boxes/feeder pillars and other electrical products required in power distribution system utilities. The Company's registered office is in Ratlam. The Company is a Small and Medium Sized Company (SMC) as defined in the General Instructions in respect of Accounting Standards notified under the Companies Act, 2013. Accordingly, the Company has complied with the Accounting Standards as applicable to a Small and Medium Sized Company.
   b. The Restated Statements of Assets and Liabilities as at 28th Feb, 2017 and 31st March 2016, 2015, 2014, 2013 and 2012 and the related Restated statement of Profit and Loss and Restated statement of Cash Flow for the period ended 30th Sept, 2016 and 31st March 2016, 2015, 2014, 2013 and 2012 (hereinafter collectively referred to as -Restated Financial Statements) related to the company have been prepared specifically for inclusion in the offer document to be filed by the company with Securities Exchange Board of India (SEBI) in connection with proposed initial public offering of equity shares of the Company.
   c. The Restated Financial statements have been prepared to comply in all material respects with accordance to sub-clause (i) and (iii) of clause (b) of sub-section (1) of section of the Companies Act, 2013 ('the Act') read with Rule 4 of Companies (prospectus and Allotment of Securities)

Rules, 2014 and the Securities Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations 2009, as amended (the SEBI Regulations) issued by SEBI in pursuance of Section 11 of Securities and Exchange Board of India Act, 1992.

2. **Material Regroupings**

Appropriate adjustments have been made in the restated summary statements of Assets and Liabilities, Profit and Losses and Cash Flows, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities in order to bring them in line with the regroupings as per the audited financial statements of the company and the requirements of SEBI Regulations.

(Rs. In Lakhs)

Particulars	As at 28 Feb, 2017	As at March 31st,				
		2016	2015	2014	2013	2012
(A) Net Profit as per Audited Financial Statements	176.65	85.30	121.31	41.70	14.49	(0.98)
Add/(Less): Adjustments on account of : 1. Loss by Fire	-	-	-	-	99.26	(99.26)
(B) Total Adjustments	**-**	**-**	**-**	**-**	**99.26**	**(99.26)**
Add/(Less):Tax Impact (C)	**-**	**-**	**-**	**-**	**-**	**-**
Total	**176.65**	**85.30**	**121.31**	**41.70**	**113.75**	**(98.28)**

3. Some of the loans and advances are subject to confirmation and reconciliation. Consequential adjustment thereof, if any, will be given effect in the books of account in the year of such adjustments.
4. Segment Reporting: The Company is engaged in the sale of transformers, distribution boxes and such products & services which, in the context of Accounting Standard 17 on Segment Reporting constitutes a single reportable business segment.
5. Related Party Disclosures as required in terms of Accounting Standard - 18 are given in Annexure XII
6. Earnings Per Share (EPS) as required in terms of Accounting Standard - 20 are given in Annexure XIV
7. Micro, Small & Medium Enterprises Development Act, 2006 :

   The Company has not received any memorandum (as required to be filed by the suppliers with the notified authority under the Micro, Small and Medium Enterprises Development Act, 2006) claiming their status as Micro, Small and Medium Enterprises. Consequently the amount paid/ payable to these parties during the year is not ascertainable. Consequently, as of now, it is neither possible for the Company to ascertain whether payment to such enterprises has been made within 45 days from the date of acceptance of supply of goods or services rendered by a supplier nor to give the relevant disclosures as required under the Act. This has been relied upon by the auditors.

MANAGEMENT's DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

The following discussion of our financial condition and results of operations should be read in conjunction with our restated financial statements as of and for the years ended March 31, 2016, 2015, 2014, 2013 and 2012 prepared in accordance with the Companies Act, 2013 and Companies Act, 1956 to the extent applicable and Indian GAAP and restated in accordance with the SEBI ICDR Regulations, including the schedules, annexure and notes thereto and the reports thereon, included in "Financial Statements" beginning on page 175 of this Prospectus.

Indian GAAP differs in certain material respects from U.S. GAAP and IFRS. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial data included in this Prospectus, nor do we provide a reconciliation of our financial statements to those under U.S. GAAP or IFRS. Accordingly, the degree to which the Indian GAAP financial statements included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with the Companies Act, Indian GAAP and the SEBI ICDR Regulations.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those set forth in "Risk Factors" and "Forward-Looking Statements" beginning on pages 19 and 18 respectively, of this Prospectus.

BUSINESS OVERVIEW

Our Company was incorporated on September 06, 1985 as Shri Ram Switchgears Private Limited. The Company was converted into Public Limited Company pursuant to shareholder's approval on December 14, 2016 and fresh Certificate of Incorporation dated January 03, 2017 issued by Registrar of Companies, Gwalior. The registered office of our company is situated at Shri Ram Bhawan, Goushala Road, Ratlam, Madhya Pradesh – 457001.

Our company is engaged in manufacturing of Transformers, Distribution boxes, Switchgears, Junction Boxes, Feeder Pillars, Panels, LT (Low Tension)/ HT (High Tension) Line materials and other electrical products required in power distribution system utilities. The company also undertake turnkey projects including erection, installation, operation and maintenance services of power transmission lines.

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR

In the opinion of the Board of Directors of our Company, there have not arisen, since the date of the last financial statements disclosed in this Prospectus, any significant developments or any circumstance that materially or adversely affect or are likely to affect the profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months except as follows:-

1. We have passed a special resolution for conversion of our company from private limited into public limited company dated December 14, 2016, and Registrar of Companies issued the fresh certificate of Incorporation dated January 03, 2017.
2. The authorized capital of Rs. 5,50,00,000 (Rupees Five Crore Fifty Lakhs only) consisting of 55,00,000 Equity Shares of face value of Rs.1 each was increased to Rs. 12,00,00,000 (Rupees Twelve Crores only) consisting of 1,20,00,000 Equity Shares of face value of Rs.10 each pursuant to a resolution of the shareholders dated December 14, 2016.
3. Our Company availed loan from Canara Bank for amount of Rs. 60.00 Lakhs and repaid as on date.
4. We issued Bonus shares in the ratio of 1:2 to our shareholders vide Shareholder's Resolution dated December 14, 2016.
5. We passed a special resolution for approval for our IPO vide Shareholders resolution dated January 06, 2017.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subjected to various risks and uncertainties, including those discussed in the section titled "Risk Factor" beginning on page 19 of this Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- Changes, if any, in the regulations / regulatory framework / economic policies in India and / or in foreign countries, which affect national & international finance.
- Company's results of operations and financial performance.
- Performance of Company's competitors.
- Trained manpower.
- Significant developments in India's economic and fiscal policies.
- Significant developments in India's environmental regulations.
- Evolving customer needs and market trends.
- Orders from significant customers.
- Volatility in the Indian and global capital market;

DISCUSSION ON RESULT OF OPERATION

The following discussion on results of operations should be read in conjunction with the audited financial results of our Company for years ended March 31, 2016, 2015, 2014, 2013 and 2012.

Overview of Revenue & Expenditure

Revenues

Our Company's revenue is primarily generated from Manufacturing and Project Work:-

(Rs. In Lakhs)

Particulars	As at March 31				
	2016	2015	2014	2013	2012
Income					
Revenue from Operations	4565.01	5288.57	3888.83	2132.21	2667.10
Increase/Decrease in %	-13.68	35.99	82.38	(20.06)	NA
Other Income	258.01	148.41	32.60	70.08	49.46
Increase/Decrease in %	73.85	355.25	-53.48	41.69	NA
Total Revenue	**4823.02**	**5436.98**	**3921.43**	**2202.29**	**2716.56**

The following is the Income mix in terms of value of total income of our Company for different products.

(Rs. In Lakhs)

Particulars	As at March 31				
	2016	2015	2014	2013	2012
Revenue from Operation					
Sale of Products	4815.63	5586.70	4069.29	2366.49	2923.50
Less: Excise Duty	(250.62)	(298.13)	(180.46)	(234.28)	(256.40)
Total Revenue from Operation	**4565.01**	**5288.57**	**3888.83**	**2132.21**	**2667.10**

The following is the Income mix in terms of percentage of total income of our Company for different products.

Particulars	As at March 31				
	2016	2015	2014	2013	2012
Revenue from Operation					
Sale of Products	105.49%	105.64%	104.64%	110.99%	109.61%
Less: Excise Duty	(5.49%)	(5.64%)	(4.64%)	(10.99%)	(9.61%)
Total Revenue from Operation	**100.00%**	**100.00%**	**100.00%**	**100.00%**	**100.00%**

Other Income

Other operating revenue consists of Interest income, Income from Job Work and Other Income.

(Rs. In Lakhs)

Particulars	As at March 31				
	2016	2015	2014	2013	2012
Interest income	54.37	26.38	21.16	42.74	21.94
Job Work Income	195.26	113.57	1.63	-	27.52
Other Non-Operating Income:					
Discount Received	3.50	5.27	7.02	3.93	-
Rent Received	3.35	3.07	2.08	2.10	-
Insurance Claim	-	0.12	0.12	-	-
Sales Tax Refund	-	-	0.59	15.61	-
Profit on Sale of Car	-	-	-	1.81	-
Subsidy Received	-	-	-	0.47	-
Other Income	1.53	-	-	3.42	-
Total Other Income	**258.01**	**148.41**	**32.60**	**70.08**	**49.46**

The following is the other income mix in terms of percentage of other income of our Company for other incomes:

Particulars	As at March 31				
	2016	2015	2014	2013	2012
Interest income	21.07%	17.78%	64.91%	60.99%	44.36%
Job Work Income	75.68%	76.52%	5.00%	0.00%	55.64%
Other Non-Operating Income:	0.00%	0.00%	0.00%	0.00%	0.00%
Discount Received	1.36%	3.55%	21.53%	5.61%	0.00%
Rent Received	1.30%	2.07%	6.38%	3.00%	0.00%
Insurance Claim	0.00%	0.08%	0.37%	0.00%	0.00%
Sales Tax Refund	0.00%	0.00%	1.81%	22.27%	0.00%
Profit on Sale of Car	0.00%	0.00%	0.00%	2.58%	0.00%
Subsidy Received	0.00%	0.00%	0.00%	0.67%	0.00%
Other Income	0.59%	0.00%	0.00%	4.88%	0.00%
Total Other Income	**100.00%**	**100.00%**	**100.00%**	**100.00%**	**100.00%**

Trade Receivables

The following table presents the details of our Company's trade receivables:

Particulars	As at March 31				
	2016	2015	2014	2013	2012
Unsecured and Considered Good					
Outstanding for a period not exceeding six months	2,873.74	2,628.22	834.05	699.29	557.99
As a % of total Trade receivables	82.37%	94.59%	70.58%	60.25%	77.00%
Outstanding for a period exceeding six months	614.87	150.30	347.74	461.27	166.64
As a % of total Trade receivables	17.63	5.41	29.42	39.75	23.00
Less: Provision for doubtful debts	0.00	0.00	0.00	0.00	0.00
As a % of total Trade receivables	0.00%	0.00%	0.00%	0.00%	0.00%
Total Trade receivables	**3488.61**	**2778.52**	**1181.79**	**1160.56**	**724.63**
Avg. Trade receivables	3133.57	1980.16	1171.18	942.60	NA
Trade receivables Turnover Ratio	1.31	1.90	3.29	1.84	3.68
Average Collection Period (in days)	278.94	191.76	110.92	198.67	99.17

Expenditure

Our Company's operating expenditure consists of following:-

- Cost of Materials Consumed and Change in Inventories, Employees benefit expenses, Finance Cost, Depreciation & Amortization Expenses and Other Expenses.

RESULTS OF OPERATIONS

Statement of profits and losses

The following table sets forth, for the fiscal years indicated, certain items derived from our Company's audited restated financial statements, in each case stated in absolute terms and as a percentage of total sales and/or total revenue.

(Rs. In Lakhs)

Particulars	For The Year Ended March 31,				
	2016	2015	2014	2013	2012
INCOME					
Revenue from Operations					
Revenue	4565.01	5288.57	3888.83	2132.21	2667.10
Increase/Decrease in %	(13.68)	35.99	82.38	(20.06)	NA
Other Income	258.01	148.41	32.60	70.08	49.46
Increase/Decrease in %	73.85	355.25	(53.48)	41.69	NA
Total Revenue	**4823.02**	**5436.98**	**3921.43**	**2202.29**	**2716.56**
EXPENDITURE					
Cost of Materials Consumed including change in Inventories	3562.21	4335.73	3223.47	1632.38	2230.73
As a % of Total Revenue	73.86	79.75	82.20	74.12	82.12
Employee Benefits Expense	151.09	106.02	35.55	28.04	24.90
As a % of Total Revenue	3.13	1.95	0.91	1.27	0.92
Finance Cost	397.81	350.45	266.91	262.93	182.29
As a % of Total Revenue	8.25	6.45	6.81	11.94	6.71

Depreciation and Amortisation Expenses	103.09	27.22	15.59	15.77	26.23
As a % of Total Revenue	2.14	0.50	0.40	0.72	0.97
Other Expenses	491.40	436.85	318.70	142.94	208.24
As a % of Total Revenue	10.19	8.03	8.13	6.49	7.67
Total Expenditure	**4705.60**	**5256.27**	**3860.22**	**2082.06**	**2672.39**
As a % of Total Revenue	97.57	96.68	98.44	94.54	98.37
Profit Before Exceptional & Extraordinary items and tax	**117.42**	**180.71**	**61.21**	**120.23**	**44.17**
As a % of Total Revenue	2.43	3.32	1.56	5.46	1.63
Exceptional Items	0.00	0.00	0.00	0.00	0.00
As a % of Total Revenue	0.00	0.00	0.00	0.00	0.00
Extraordinary Items	10.27	2.39	0.00	99.26	47.54
As a % of Total Revenue	0.29	0.06	0.00	6.08	2.13
Profit before tax	**127.69**	**183.10**	**61.21**	**20.97**	**-3.37**
PBT Margin	**2.80%**	**3.46%**	**1.57%**	**0.98%**	**-0.13%**
Tax expense :					
(i) Current tax	50.00	54.63	20.17	6.79	0.00
(ii) Deferred Tax Liability/(Assets)	-7.59	7.16	-0.67	-0.30	4.35
Total	**42.41**	**61.80**	**19.50**	**6.49**	**4.35**
As a % of Total Revenue	87.93%	113.66%	49.73%	29.47%	16.01%
Profit for the year	**85.28**	**121.30**	**41.71**	**14.48**	**0.98**
PAT Margin	**1.87%**	**2.29%**	**1.07%**	**0.68%**	**0.04%**

AL YEAR ENDED MARCH 31, 2016 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2015

Income

Total revenue decreased by Rs. 613.96 Lacs or 11.29% from Rs. 5,436.98 lacs in the fiscal year ended March 31, 2015 to Rs. 4,823.02 lacs in the fiscal year ended March 31, 2016. The revenue has decreased due to decrease in manufacturing sale on account of lower orders.

Expenditure

Total Expenditure decreased by Rs. 550.67 Lacs or 10.48%, from Rs. 5,256.27 Lacs in the fiscal year ended March 31, 2015 to Rs. 4705.60 Lacs in the fiscal year ended March 31, 2016. Overall expenditure has decreased mainly due to decrease in our cost of material consumed commensurate to decline in sale.

Cost of Materials consumed including Change in Inventories

The Cost of Materials consumed including Change in Inventories in terms of value and percentage decreased by Rs. 773.52 Lacs and 17.84%, from Rs. 4335.73 Lacs in the fiscal year ended March 31, 2015 to Rs. 3562.21 Lacs in the fiscal year ended March 31, 2016. The Cost of material consumed has decreased commensurate to the decrease in sale of products.

Employee Benefit Expenses

Employee Benefit Expenses in terms of value and percentage increased by Rs. 45.07 Lacs and 42.51% from Rs. 106.02 Lacs in the fiscal year ended March 31, 2015 to Rs. 151.09 Lacs in the fiscal year ended March 31, 2016. Overall employee cost has increased due to increase in no. of employees, general increment in salary, increase in contribution to PF other funds.

Finance Costs

Finance Costs in terms of value and percentage increased by Rs. 47.36 Lacs and 13.51% from Rs. 350.45 Lacs in the fiscal year ended March 31, 2015 to Rs. 397.81 Lacs in the fiscal year ended March 31, 2016. Finance Costs have increased mainly due to higher exposure to working capital limits by the consortium of banks and interest outgo on borrowings, both secured & unsecured.

Depreciation & Amortization Expenses

Depreciation in terms of value increased by Rs.75.87 Lacs or 278.73% from Rs 27.22 Lacs in the fiscal year ended March 31, 2015 to Rs. 103.09 Lacs in the fiscal year ended March 31, 2016. Increase in Depreciation is due to full year depreciation charged on plant & machinery installed in previous year.

Other Expenses

Other Expenses in terms of value and percentage increased by Rs. 54.55 Lacs and 12.49% from Rs. 436.85 Lacs in the fiscal year ended March 31, 2015 to Rs. 491.40 Lacs in the fiscal year ended March 31, 2016. Other Expenses has increased mainly due to increase in job work expense, conveyance & traveling & consultancy & professional expenses.

Profit before exceptional & extraordinary items and Tax

Profit before exceptional & extraordinary items and Tax has decreased by Rs. 63.29 Lacs and 35.02% from Rs. 180.71 Lacs in the fiscal year ended March 31, 2015 to Rs. 117.42 Lacs in the fiscal year ended March 31, 2016. Profit before exceptional & extraordinary items and Tax has decreased due to decrease in revenue from operations and increase in overall expenditure.

Net Profit after Tax and Extraordinary items

Net Profit has decreased by Rs. 36.02 Lacs and 29.70% from profit of Rs. 121.30 Lacs in the fiscal year ended March 31, 2015 to profit of Rs. 85.28 Lacs in the fiscal year ended March 31, 2016. Net profit has decreased due to decrease in revenue from operations and increase in overall expenditure.

FISCAL YEAR ENDED MARCH 31, 2015 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2014

Income

Total revenue increased by Rs. 1,515.55 Lacs or 38.65%, from Rs. 3921.43 Lacs in the fiscal year ended March 31, 2014 to Rs. 5436.98 Lacs in the fiscal year ended March 31, 2015. The revenue has increased due to increase in sale of products. Job work income increased due to the work of Essel group that company obtained for Ujjain region. However, the company stopped the same since the Essel group made undue delays in payments.

Expenditure

Total Expenditure increased by Rs. 1,396.05 Lacs, or 36.17%, from Rs. 3860.22 Lacs in the fiscal year ended March 31, 2014 to Rs. 5,256.27 Lacs in the fiscal year ended March 31, 2015. Overall expenditure has increased mainly due to increase in overall expenditure commensurate to increase in revenue.

Cost of Material Consumed Including Change in Inventories

The Cost of material consumed in terms of value and percentage increased by Rs. 1,112.26 Lacs and 34.51%, from Rs. 3,223.47 Lacs in the fiscal year ended March 31, 2014 to Rs. 4335.73 Lacs in the fiscal year ended March 31, 2015. Overall cost of material consumed has increased mainly due to increase in manufacturing of activities.

Employee Benefit Expenses

Employee benefit expenses in terms of value and percentage increased by Rs. 70.47 Lacs and 198.23% from Rs. 35.55 Lacs in the fiscal year ended March 31, 2014 to Rs. 106.02 Lacs in the fiscal year ended March 31, 2015. Overall employee cost has increased mainly due to increase in no. of employees, general increase & higher contribution towards PF & other funds.

Finance Costs

Finance Costs in terms of value and percentage increased by Rs. 83.54 Lacs and 31.30% from Rs. 266.91 Lacs in the fiscal year ended March 31, 2014 to Rs. 350.45 Lacs in the fiscal year ended March 31, 2015. Finance Costs has increased mainly due to increase in higher interest outgo on borrowings and payment of bank charges towards securing orders from govt. tenders.

Depreciation & Amortization

Depreciation in terms of value increased by 11.63 Lacs or 74.60% from Rs 15.59 Lacs in the fiscal year ended March 31, 2014 to Rs. 27.22 Lacs in the fiscal year ended March 31, 2015. Increase in Depreciation was due to additions to plant & machinery and factory building.

Other Expenses

Other Expenses in terms of value and percentage increased by Rs. 118.15 Lacs and 37.07% from Rs. 318.70 Lacs in the fiscal year ended March 31, 2014 to Rs. 436.85 Lacs in the fiscal year ended March 31, 2015. Other Expenses has increased mainly due increase in repairs to building, job work expenses, increase in discount on sale and purchase expenses.

Profit before exceptional & extraordinary items and Tax

Profit before exceptional & extraordinary items and Tax has increased by Rs. 119.50 Lacs and 195.23% from Rs. 61.21 Lacs in the fiscal year ended March 31, 2014 to Rs. 180.71 Lacs in the fiscal year ended March 31, 2015. Profit before exceptional & extraordinary items and Tax has increased due to increase in revenue and better realization of resources.

Net Profit after Tax and Extraordinary items

Net Profit has increased by Rs. 79.59 Lacs or 190.82% from Rs. 41.71 Lacs in the fiscal year ended March 31, 2014 to Rs. 121.30 Lacs in the fiscal year ended March 31, 2015. Net profit has increased due to increase in revenue & resources.

FISCAL YEAR ENDED MARCH 31, 2014 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2013

Income

Total revenue increased by Rs. 1719.14 Lacs or 78.06%, from Rs. 2202.29 Lacs in the fiscal year ended March 31, 2013 to Rs. 3921.43 Lacs in the fiscal year ended March 31, 2014. The revenue has increased due to increase in overall sale of products.

Expenditure

Total Expenditure increased by Rs. 1,785.16 Lacs or 85.40%, from Rs. 2,082.06 Lacs in the fiscal year ended March 31, 2013 to Rs. 3860.22 Lacs in the fiscal year ended March 31, 2014. Overall expenditure has increased mainly due to increase in overall increase in expenditure in relation to increase in revenue.

Cost of Materials Consumed Including Change in Inventories

The Cost of Materials including Change in Inventories in terms of value and percentage increased by Rs. 1,591.09 Lacs and 97.47% from Rs. 1632.38 Lacs in the fiscal year ended March 31, 2013 to Rs. 3223.47 Lacs in the fiscal year ended March 31, 2014. Cost of material consumed has increased mainly due to increase in materials consumed as well as increase in price for manufacturing of transformer & other products.

Employee Benefit Expenses

Employee benefit expenses in terms of value and percentage increased by Rs. 7.51 Lacs and 26.78% from Rs. 28.04 Lacs in the fiscal year ended March 31, 2013 to Rs. 35.55 Lacs in the fiscal year ended March 31, 2014. Overall employee cost has increased mainly due to increase in no. of employees, general increments, and staff welfare expenses.

Finance Costs

Finance Costs in terms of value and percentage increased by Rs. 3.98 Lacs and 1.51% from Rs. 262.93 Lacs in the fiscal year ended March 31, 2013 to Rs. 266.91 Lacs in the fiscal year ended March 31, 2014. Finance Costs has increased mainly due to increase in payment of bank charges.

Depreciation & Amortization

Depreciation & Amortization in terms of value decreased by 0.18 Lacs or 1.14% from Rs 15.77 Lacs in the fiscal year ended March 31, 2013 to Rs. 15.59 Lakh in the fiscal year ended March 31, 2014. Decrease in Depreciation is marginal.

Other Expenses

Other Expenses in terms of value and percentage increased by Rs. 175.76 Lacs and 122.96% from Rs. 142.94 Lacs in the fiscal year ended March 31, 2013 to Rs. 318.70 Lacs in the fiscal year ended March 31, 2014. Other Expenses has increased mainly due to increase in job work expenses, purchase expenses and increase in discount on sale.

Profit before Exceptional & Extraordinary items and Tax

Profit before exceptional & extraordinary items and tax has decreased by Rs. 59.02 Lacs or 49.09% from Rs. 120.23 Lacs in the fiscal year ended March 31, 2013 to Rs. 61.21 Lacs in the fiscal year ended March 31, 2014. Profit before exceptional & extraordinary items and tax has decreased due to increase in overall expenditure.

Net Profit after Tax and Extraordinary items

Net Profit has increased by 27.23 Lacs or 188.05% from Rs. 14.48 Lacs in the fiscal year ended March 31, 2013 to Rs. 41.71 Lacs in the fiscal year ended March 31, 2014. Net profit has increased due to non-provision of loss due to fire in previous year.

OTHER MATTERS

1. **Unusual or infrequent events or transactions**

Except as described in this Prospectus, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

2. **Significant economic changes that materially affected or are likely to affect income from continuing operations**

Other than as described in the section titled *"Risk Factors"* beginning on page 19 of this Prospectus respectively, to our knowledge there are no known significant economic changes that materially affected or are likely to affect income from continuing operations.

3. **Known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations**

Other than as described in the section titled *"Risk Factors* beginning on page 19 of this Prospectus respectively to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

4. **Future relationship between Costs and Income**

Our Company's future costs and revenues will be determined by demand of our services, government policies and availability of trained manpower.

5. **The extent to which material increases in net revenue are due to increase in sale of our products and EPC services.**

Increases in revenues are by and large linked to increases in volume of business activities carried out by the Company.

6. Total turnover of each major industry segment in which the issuer company operates.

The Company is operating in consultancy and engineering services, Relevant industry data, as available, has been included in the chapter titled *"Our Industry"* beginning on page 100 of this Prospectus.

7. Status of any publicly announced new services or business segments

Our Company has not announced any new services and segment / scheme, other than through this Prospectus.

8. The extent to which the business is seasonal

Our Company business is not seasonal in nature.

9. Any significant dependence on a single or few suppliers or customers.

Our business is significantly dependent on few suppliers and customers. For details please refer to the chapter titled Risk Factors on Page 19 of this Prospectus.

10. Competitive Conditions

We face competition from existing and potential competitors which is common for any business. We have, over a period of time, developed certain competitive strengths which have been discussed in section titled "Our Business" on page 108 of this Prospectus.

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except as stated below there are no outstanding litigations, suits, criminal or civil prosecutions, proceedings or tax liabilities against/by the Company, its Directors, its Promoters and its Group Companies and there are no defaults, non-payment of statutory dues, over-dues to banks/financial institutions, defaults against banks/financial institutions by the Company, default in creation of full security as per terms of issue/other liabilities, no amounts owed to small scale undertakings or any other creditor exceeding Rs. 1 lakh, which is outstanding for more than 30 days, no proceedings initiated for economic/civil/any other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under Schedule V to the Companies Act, 2013) other than unclaimed liabilities of our Company and no disciplinary action has been taken by SEBI or any stock exchange against the Company, its Promoters, its Directors and Group Companies.

Further, except as stated herein, there are no past cases in which penalties have been imposed on the Company, its Promoters, its Directors or its Group Companies, and there is no outstanding litigation against any other Company whose outcome could have a material adverse effect on the position of the Company. Further, there are no cases of litigation, defaults etc. in respect of companies/firms/ventures with which the Promoters were associated in the past but are no longer associated, in respect of which the name(s) of the Promoters continues to be associated.

Further, apart from those as stated below, there are no show-cause notices / claims served on the Company, its Promoters, its Directors or it's Group Companies from any statutory authority / revenue authority that would have a material adverse effect on our business.

LITIGATION RELATING TO THE COMPANY

Case Filed Against Our Company

Nil

Cases Filed By the Company

Nil

Case Pending with Tax Authorities:

Detail of Cases pending in Income Tax Department :

A.Y.	Section	Outstanding Demand Amount (in Rs.)	Pending with Jurisdiction
2010-11	220(2)	1,046	CPC
2013-14	143(3)	2,29,640	Assessing Officer
2014-15	143(3)	43,300	Assessing Officer

Details of outstanding demand in respect of TDS:

A total demand of Rs. 2,08,134 is outstanding in respect of TDS as on May 09, 2017 for various assessment years.

LITIGATIONS RELATING TO THE PROMOTERS OF OUR COMPANY

Cases filed by Our Promoters

Nil

Cases filed against our Promoters

Nil.

Case Pending with Tax Authorities Against Our Promoters

Detail of Cases pending in Income Tax Department :

- **Mr. Nilesh Kumar Jhalani**

A.Y.	Section	Outstanding Demand Amount (in Rs.)	Pending with Jurisdiction
2005-06	220(2)	21,261	CPC
2008-09	143(1)	1,82,179	Assessing Officer

- **Mr. Rohit Kumar Jhalani**

A.Y.	Section	Outstanding Demand Amount (in Rs.)	Pending with Jurisdiction
2005-06	143(3)	3,15,740	Commissioner of Income Tax (Appeals)

LITIGATIONS RELATING TO THE DIRECTORS OTHER THAN PROMOTERS OF THE COMPANY

Cases filed against the Directors other than Promoters

Nil

Cases filed by the Directors other than Promoters

Nil

Case Pending with Tax Authorities Against Our Directors other than Promoters

Detail of Cases pending in Income Tax Department :

- **Mr. Atul Krishna Khandelwal**

A.Y.	Secti on	Outstanding Demand Amount (in Rs.)	Pending with Jurisdiction
2016-17	143(1)	2,760	CPC

LITIGATIONS RELATING TO THE GROUP COMPANIES

Case Pending with Tax Authorities:

Details of Cases pending in Income Tax Department:

- **Mahalaxmi Investment and Trading Pvt. Ltd.**

A.Y.	Section	Outstanding Demand Amount (in Rs.)	Pending with Jurisdiction
2006-07	143(1)	90,365	Assessing Officer

2006-07	143(3)	73,924	Assessing Officer
2008-09	115WG	37,191	Assessing Officer
2009-10	115WG	10,904	Assessing Officer
2012-13	143(3)	8,73,350	Commissioner of Income Tax (Appeals)
2013-14	143(3)	45,750	Assessing Officer
2014-15	143(3)	69,260	Assessing Officer

Following are the Appeals made by Commissioner of Income Tax (Appeals) against Mahalaxmi Investment & trading Private Limited:

A.Y	Section	Jurisdiction for Appeal
2010-11	143(3)/ 147	Income-Tax Appellate Tribunal (ITAT)
2011-12	143(3)/147	Income-Tax Appellate Tribunal (ITAT)

Details of outstanding demand in respect of TDS:

A total demand of Rs. 32,352 is outstanding in respect of TDS as on May 09, 2017 for various assessment years.

- **M/s Ratlam Electric Store (Proprietor Mr. Chetanya Kumar Jhalani)**

Details of Cases pending in Income Tax Department:

A.Y.	Section	Outstanding Demand Amount (in Rs.)	Pending with Jurisdiction
2007-08	143 (1)	29,950	Assessing Officer
2008-09	143 (1)	8,799	Assessing Officer
2010-11	143 (1)	4,460	Assessing Officer

- **Urban Development Trust Private Limited**

Details of outstanding Income Tax demand:

A.Y.	Section	Outstanding Demand Amount (in Rs.)	Pending with Jurisdiction
2007-08	154	790	Assessing Officer

Details of outstanding demand in respect of TDS:

A total demand of Rs. 7,79,291 is outstanding in respect of TDS as on May 09, 2017 for various assessment years.

- **M/s Shri Ram Switchgears**
  Details of outstanding demand in respect of TDS:
  A total demand of Rs. 29,717 is outstanding in respect of TDS as on May 09, 2017 for various assessment years.

- **M/s Shri Ram Switchgears (Maharashtra)**

  Details of outstanding demand in respect of TDS:
  A total demand of Rs. 8,340 is outstanding in respect of TDS as on May 09, 2017 for various assessment years.

- **M/s Shri Ram Industries**

  Details of outstanding demand in respect of TDS:
  A total demand of Rs. 10,969 is outstanding in respect of TDS as on May 09, 2017 for various assessment years.

Cases Filed Against the Group Companies

Nil

Cases Filed By the Group Companies

Nil

LITIGATIONS RELATING TO THE DIRECTORS OF GROUP COMPANIES

Cases Filed Against the Directors of Group Companies

Nil

Cases Filed By the Directors of Group Companies

Nil

PAST CASES IN WHICH PENALTIES HAVE BEEN IMPOSED ON THE COMPANY

There are no cases in the last five years in which penalties have been imposed on the Company except as stated below:

Type of Tax	FY	Amount in Rs.
Central Sales Tax	2014-15	5,850
Value Added tax	2014-15	2,000
Entry Tax	2014-15	30,219

CREDITORS OF THE COMPANY FOR THE AMOUNT EXCEEDING RS. 1 LAKH OUTSTANDING FOR MORE THAN 30 DAYS.

The Company has total of 69 trade creditors as on February 28, 2017 for the total amount of Rs. 23,56,01,759 /- which are outstanding for more than 30 days.

MATERIAL DEVELOPMENTS

Except as stated in the chapter titled *"Management's Discussion and Analysis of Financial Conditions and Results of Operations"* beginning on page 209 of this Prospectus, no material developments have taken place after February 28, 2017, the date of the latest balance sheet, that would materially adversely affect the performance of Prospectus of the Company. In accordance with SEBI requirements, our Company and the Lead Manager shall ensure that investors are informed of material developments until such time as the grant of listing and trading permission by the NSE.

We certify that except as stated herein above:

a. There are no pending proceedings for offences for non-payment of statutory dues by the promoters of the Company.
b. There are no cases of litigation pending against the Company or against any other Company in which Directors are interested, whose outcome could have a materially adverse effect on the financial position of the Company.
c. There are no pending litigation against the Promoters/ Directors in their personal capacities and also involving violation of statutory regulations or criminal offences.
d. There are no pending proceedings initiated for economic offences against the Directors, Promoters, Companies and firms promoted by the Promoters.
e. There are no outstanding litigation, defaults etc. pertaining to matters likely to affect the operations and finances of the Company including disputed tax liability or prosecution under any enactment.
f. There are no litigations against the Promoters / Directors in their personal capacity.
g. The Company, its Promoters and other Companies with which promoters are associated have neither been suspended by SEBI nor has any disciplinary action been taken by SEBI.
h. Following are the trade creditors as on February 28, 2017 to whom Our Company owes sum exceeding Rs. 1,00,000 and are outstanding for more than 30 days as certified by the management of Our Company.

Sr. No.	Creditor	Amount (Rs.)
1.	Mahalaxmi Investment & Trading Pvt. Ltd.	7,61,89,075
2.	National Small Scale Industries Co Ltd	4,78,69,587
3.	Acer India (Pvt) Ltd	1,94,55,704
4.	Regal Transcore Laminations Pvt. Ltd. Jaipur	1,33,61,975
5.	Galaxy concab (India) pvt ltd Jaipur	75,98,731
6.	Sneh Enterprises, Indore	74,31,374
7.	Essel Vidhut Vitran Pvt.Ltd. Ujjain	70,45,647
8.	Deora Wires & machines Pvt. Ltd. Ahemdabad	54,09,788
9.	SPM power & telecom pvt ltd Hyderabad	53,83,201
10.	Urban Development & Trust Pvt Ltd	35,92,807
11.	KR Patel & Associates	32,44,000
12.	Mahesh Winding Wires Pvt. Ltd.	31,85,316
13.	Arihant infrastructure jaora	29,60,140
14.	Arihant Pole Industries, Jaora	24,44,233
15.	Khandelwal cables ltd Varodra	20,60,451
16.	P. C. Industries, Gujrat	18,80,277
17.	Raj Petro Specialities Pvt. Ltd.,Silvassa	18,51,416
18.	Goel Steel Corporation Raipur	18,10,574

19.	Apar Industries Ltd. Silvassa	17,93,169
20.	GoyalSteel Corporation Raipur	17,82,216
21.	Govind Steel agency Indore	13,55,853
22.	Vikas Radiators Pvt. Ltd.	10,72,835
23.	Khandelwal Polymers Jaipur	10,11,680
24.	Prisha Engineering, Khandwa	9,94,193
25.	S A International, Delhi	9,26,745
26.	Savita Oil Technologies Ltd., Dadra & Nagar Haveli	8,22,945
27.	Cemcon InfrastructurePvt. Ltd.	8,13,335
28.	Nirmar East- WestPole Pvt Ltd Khandwa	8,02,393
29.	Balaji Marketing Agencies Bombay Pvt Ltd Mumbai	7,63,472
30.	Kwality Engineering Product, Indore	7,32,377
31.	Navdeep Moulders Delhi	6,63,543
32.	Shree Parshwanath Infrastructure, Jaora	6,16,333
33.	Shree Virendra Hardware, Ratlam	5,63,370
34.	Techno Sales Indore	4,49,137
35.	Khandelwal Traders, Ratlam	4,31,392
36.	Artek Surfin Chemicals Ltd. Daman	3,87,584
37.	S.C. traders	3,81,604
38.	Encon India poles Pvt. Ltd, Indore	3,65,296
39.	Kwality Engineering Works	3,47,122
40.	G.K. Electricals Bhopal	3,39,801
41.	United Engineers & Co. Indore	2,83,839
42.	GEM Insulation house Jaipur	2,83,735
43.	Shanti metals INC.	2,60,119
44.	Ratlam Electric store Ratlam	2,53,095
45.	Himmatlal & Co Indore Pvt Ltd, Indore	2,47,196
46.	Essar Steel Limited Indore	2,44,770
47.	Oriental Agencies, Indore	2,42,265
48.	Vishesh Alloy New Delhi	2,30,815
49.	Madhya Bharat Machinery Stores	2,18,343
50.	Jasoria Brothers Delhi	2,04,280
51.	P.Chordia & Co. Ratlam	2,03,242
52.	Gang Industries, Ratlam	1,99,585
53.	Vijay Mercentile Pvt Ltd	1,97,049
54.	Ascon Engineering industries rajpura	1,95,629
55.	Ankit Enterprises	1,88,475

56.	Berger Paints India Ltd Indore	1,86,738
57.	Turakhia Metals (P) Ltd Indore	1,85,546
58.	Mahaveer Gases - Ratlam	1,80,450
59.	Mahavir Chemicals - Thane	1,68,175
60.	Pawan Kumar Mishra Allahabad	1,47,419
61.	Hari Flow Controls Equipmets - Meerut	1,37,700
62.	New India Cuprotec, Silvassa	1,32,009
63.	Ram Kishan & Co Delhi	1,29,342
64.	Pooja Hasthkala House, Jaipur	1,29,039
65.	Chahek industries	1,26,203
66.	Indermal Samarthmal, Ratlam	1,22,680
67.	Calance Engineering and Marketing Co Valsad	1,06,304
68.	Shantilal Yadav Barwani	1,05,128
69.	Mangalam Enterprises, Indore	1,01,898
	Grand Total	**23,56,01,759**

GOVERNMENT AND OTHER STATUTORY APPROVALS

We have received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for our present business and except as mentioned below, and no further approvals are required for carrying on our present business or to undertake the Issue. Unless otherwise stated, these approvals are all valid as on the date of this Prospectus.

I. APPROVALS FOR THE ISSUE

Corporate Approvals

1. Our Board has, pursuant to a resolution passed at its meeting held on January 04, 2017 authorized the Issue.
2. Our shareholders have pursuant to a resolution passed at their meeting dated January 06, 2017 under Section 23 r.w. Sec. 62(1)(c) & relevant rules and provisions of the Companies Act 2013, authorized the Issue.

Approvals from Lenders

1. Our Company has received the No Objection Certificates from UCO Bank as Lead Consortium member ,and Small Industries Development Bank of India (SIDBI) on March 20, 2017

II. INCORPORATION DETAILS

1. Corporate Identity Number: U31200MP1985PLC003026.
2. Certificate of Incorporation dated September 06, 1985 issued by the Registrar of Companies, Gwalior, Madhya Pradesh.
3. Fresh Certificate of Incorporation dated January 03, 2017 issued by the Registrar of Companies, Gwalior, Madhya Pradesh, pursuant to approval from shareholders on December 14, 2016 consequent upon conversion into public limited company.

III. APPROVALS/ LICENSES IN RELATION TO THE BUSINESS OF OUR COMPANY

We require various approvals and/ or licenses under various rules and regulations to conduct our business. Some of the material approvals required by us to undertake our business activities are set out below:

A. Under Direct and Indirect Laws

Sr. No.	Nature of License / Approvals / Registrations	Authority	Particulars of License / Approvals	Validity Period	Special conditions, if any
1.	Income Tax	Income Tax Department, Govt. of India	PAN: AAFCS5113E	Perpetual	-
2.	Central Excise	Superintendent of Central Excise, Region - Ratlam, Madhya Pradesh	Regn. No.: AAFCS5113EXM001	Perpetual	For the Factory situated at 14/15, Indl. Area, Ratlam, M.P.
3.	Service Tax	Central Board of Excise and Customs, Govt. of India	ST Code: AAFCS5113EST001	Perpetual	-

Sr. No.	Nature of License / Approvals / Registrations	Authority	Particulars of License / Approvals	Validity Period	Special conditions, if any
4.	Tax Deduction Account Number	Income Tax Department, Govt. of India	TAN: BPLS04440C	Perpetual	-
5.	Value Added Tax (VAT) and Central Sales Tax (CST), Madhya Pradesh	Commercial Tax Department, M.P.	TIN No.: 23403401778	Perpetual	-
6.	Certificate of Importer-Exporter Code Number	Joint Director General Foreign Trade, Ministry of Commerce and Industry	IEC No.: 1197005048	Perpetual	-

B. Under Industrial And Labour Law

Sr. No.	Nature of License / Approvals	Authority	Particulars of License / Approvals	Validity Period	Special conditions, if any
1.	Employees' Provident Fund	Employees' Provident Fund Organization, Regional Office at Indore, Madhya Pradesh	EPF Code: MPUJJ0007184000	Perpetual	-
2.	Employee's State Insurance Corporation (ESIC) in the state of M.P.	ESIC, Regioinal Office at Indore, Madhya Pradesh	ESIC Code: 18000099280000605	Perpetual	-
3.	Entrepreneurs's Memorandum for Manufacturing Enterprise at 14-15, Industrial Estate, Ratlam, M.P.	District Trade & Industries Centre, Ratlam (M.P.)	Entrepreneurs's Memorandum No.: 23 020 12 2143 (Part-I) 23 020 12 0003 (Part-II)	Perpetual	Category: Small ; Manufacturing
4.	Clearance from Pollution Control Board dated November 23, 2015	District Trade & Industries Centre	Letter No.:- Rat/MSME/15-16/2355	NA	-

Sr. No.	Nature of License / Approvals	Authority	Particulars of License / Approvals	Validity Period	Special conditions, if any
5.	License to Work a Factory under M.P. Factories Rules, 1962 for our Factory situated at 14-15, Industrial Estate, Ratlam, M.P	Joint Chief Inspector of Factories, Madhya Pradesh	License No.: 186/11927/RTM/2M(i)	December 31, 2017	For employing not more than 100 workers & Not more than 250 HP of motive power.

Other Registrations and Certifications

Sr. No.	Nature of License / Approvals	Authority	Particulars of License / Approvals	Validity Period	Remarks
1.	ISO 9001:2008	BSCIC Certifications Pvt. Ltd.	Cert. No.: BN11542/10424:0115	January 22, 2018	For operating a Quality Management System that meets the requirements of ISO.

INTELLECTUAL PROPERTY

We have following Trademark(s) registered under the Trademarks Act, 1999 with the Registrar of Trademarks, Mumbai :-

Sr. No.	Logo	Date of Approval	Trademark No.	Class	Current Status	Valid Upto
1.		March 23, 2009	1406284	9	Registered	December 14, 2025

Our Company has obtained No Objection Certificate (NOC) dated March 01, 2006 for the use of following Trademark which was applied by our Group Entity M/s Shri Ram Switchgear (Maharashtra):

Sr. No.	Logo	Date of Application	Application No.	Class	Current Status	Valid Upto
1.		February 24, 2006	1424430	9	Abandoned#	-

#Our Company and the Group Entity are in regular use of this Trademark and we are in the process to improve the status of the Trademark.

OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE ISSUE

The Issue has been authorized by a resolution passed by our Board of Directors at its meeting held on January 04, 2017 and by the shareholders of our Company by a special resolution, pursuant to Section 23 r.w. Section 62(1)(c) of the Companies Act, 2013, passed at the Extra Ordinary General Meeting of our Company held on January 06, 2017 at registered office of the Company.

PROHIBITION BY SEBI, RBI OR OTHER GOVERNMENTAL AUTHORITIES

Our Company, our Promoters, our Directors and our Promoter Group, have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or Governmental Authority.

The Companies with which our Promoters, our Directors or persons in control of our Company are/ were associated as promoters, directors or persons in control have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or Governmental Authority.

None of our Directors are in any manner associated with the securities market. There has been no action taken by SEBI against any of our Directors or any entity our Directors are associated with as directors.

PROHIBITION BY RBI

Neither our Company, nor our Promoters, or the relatives (as defined under the Companies Act) of our Promoters or Group Company have been identified as willful defaulters by the RBI or any other governmental authority. There are no violations of securities laws committed by them in the past or no proceedings thereof are pending against them.

ELIGIBILITY FOR THIS ISSUE

Our Company is eligible for the Issue in terms of Regulation 106M(2) of chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time, whereby, an issuer whose post issue face value capital exceeds Rs. 1,000 Lakhs, may issue shares to the public in accordance with the provisions of Chapter XB of the SEBI (ICDR) Regulations, 2009. Our Company also complies with the eligibility conditions laid by the NSE for listing of our Equity Shares.

We confirm that:

1. In accordance with regulation 106(P) of the SEBI ICDR Regulations, this Issue is 100% underwritten and that the LM has underwritten at least 15% of the total issue size. For further details pertaining to underwriting please refer to chapter titled "General Information" beginning on page 48 of this Prospectus.
2. In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight days from the date our company becomes liable to repay it, than our 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 u/s 40 of the Companies Act, 2013
3. In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, we have not filed any Offer Document with SEBI nor has SEBI issued any observations on our Offer Document. Also, we shall ensure that our Lead Manager submits the copy of Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.
4. In accordance with Regulation 106(V) of the SEBI ICDR Regulations, the Lead Manager will ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares offered in the Issue. For further details of the market making arrangement see chapter titled "General Information" beginning on page 48 of this Prospectus.
5. The Company has Net Tangible assets of at least Rs. 1 crore as per the latest audited financial results.
6. The Net worth (excluding revaluation reserves) of the Company is at least Rs. 1 crore as per the latest audited financial results. Net worth of the Company as on March 31, 2016 is Rs. 9.05 Crores.

7. The Post-issue paid up capital of the Company shall be at least Rs. 1 Crore. The paid-up capital shall be Rs. 10.01 Crores after the issue.
8. The Company shall mandatorily facilitate trading in demat securities and has entered into Tripartite agreements with both the depositories.
9. The Company has not been referred to Board for Industrial and Financial Reconstruction.
10. No petition for winding up is admitted by a court of competent jurisdiction or a liquidator has been appointed against the Company.
11. No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company.
12. The Company has a website: www.shriramswitchgears.com

We further confirm that we shall be complying 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) Regulations, 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 us in this Issue.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE OFFER DOCUMENT TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED TO MEAN 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 THIS ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MANAGER, SARTHI CAPITAL ADVISORS PRIVATE LIMITED HAVE 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, AS FOR THE TIME BEING IN FORCE. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS PROSPECTUS, THE LEAD MANAGER, SARTHI CAPITAL ADVISORS PRIVATE LIMITED, IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER, SARTHI CAPITAL ADVISORS PRIVATE LIMITED, HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED MAY 11, 2017 IN ACCORDANCE WITH THE SEBI (MERCHANT BANKERS) REGULATIONS, 1992.

"WE, THE UNDER NOTED LEAD MANAGER TO THE ABOVE MENTIONED FORTHCOMING ISSUE STATE AS FOLLOWS:

1. **WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, CIVIL LITIGATIONS, DISPUTES WITH COLLABORATORS, CRIMINAL LITIGATIONS ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE PROSPECTUS PERTAINING TO THE SAID ISSUE;**
2. **ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:**

A. THE PROSPECTUS FILED WITH THE EXCHANGE IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;

B. ALL THE LEGAL REQUIREMENTS RELATING TO THE ISSUE AS ALSO THE REGULATIONS GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND

C. THE DISCLOSURES MADE IN THE 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/ COMPANIES ACT, 1956, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.

3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.

4. WE SHALL SATISFY OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITER TO FULFILL THEIR UNDERWRITING COMMITMENTS.

5. WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTER's CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTER's CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE PROSPECTUS.

6. WE CERTIFY THAT REGULATION 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 PROMOTER's CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE PROSPECTUS.

7. WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTER's 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 PROMOTER's CONTRIBUTION SHALL BE KEPT IN AN PUBLIC ISSUE ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. – NOT APPLICABLE

8. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.

9. **WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT IN A SCHEDULED BANK AS PER THE PROVISIONS 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 THE STOCK EXCHANGE MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION – NOTED FOR COMPLIANCE.**

10. **WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE. – NOT APPLICABLE, AS IN TERMS OF THE PROVISIONS OF SECTION 29 OF THE COMPANIES ACT, 2013, THE SHARES ISSUED IN THE PUBLIC ISSUE SHALL BE IN DEMAT MODE ONLY.**

11. **WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.**

12. **WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE PROSPECTUS:**

    A. **AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND**

    B. **AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.**

13. **WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE ISSUE.**

14. **WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE THAT HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OF THE ISSUER, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTER's EXPERIENCE, ETC.**

15. **WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.**

16. **WE ENCLOSE STATEMENT ON PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKER AS PER FORMAT SPECIFIED BY THE BOARD (SEBI) THROUGH CIRCULAR – DETAILS ARE ENCLOSED IN "ANNEXURE - A"**

17. **WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTION HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS."**

ADDITIONAL CONFIRMATIONS/ CERTIFICATION TO BE GIVEN BY MERCHANT BANKER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH OFFER DOCUMENT REGARDING SME EXCHANGE

(1) "WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.

(2) WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES OFFERED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN.

(3) WE CONFIRM THAT THE ABRIDGED PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009. – NOTED FOR COMPLIANCE.

(4) WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE ISSUER.

(5) WE CERTIFY THAT AS PER THE REQUIREMENTS OF FIRST PROVISO TO SUB-REGULATION 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.

(6) WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION [106P] AND [106V] OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE.

Note:

The filing of this Prospectus does not, however, absolve our Company from any liabilities under section 34, section 35, section 36 OR section 38(1) of the Companies Act, 2013 or from the requirement of obtaining such statutory and other clearances as may be required for the purpose of the proposed Issue. SEBI further reserves the right to take up at any point of time, with the Lead manager any irregularities or lapses in the Prospectus.

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the Registrar of Companies, Gwalior, Madhya Pradesh in terms of sections 26 and 33 of the Companies Act, 2013.

DISCLAIMER STATEMENT FROM OUR COMPANY AND THE LEAD MANAGER

Our Company, our Directors and the Lead Manager accept no responsibility for statements made otherwise than in this Prospectus or in the advertisements or any other material issued by or at instance of our Company and anyone placing reliance on any other source of information, including our website, www.shriramswitchgears.com would be doing so at his or her own risk.

Caution

The Lead Manager accepts no responsibility, save to the limited extent as provided in the Agreement for Issue Management entered into among the Lead Manager and our Company dated January 07, 2017, the Underwriting Agreement dated January 07, 2017 entered into among the Underwriter and our Company and the Market Making Agreement dated January 07, 2017 entered into among the Market Maker, Lead Manager and our Company.

Our Company and the Lead Manager shall make all information available to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centers, *etc.*

Investors who apply in this Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares and will not offer, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares. Our Company and the Lead Manager and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.

PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE LEAD MANAGER

For details regarding the price information and the track record of the past Issues handled by the Lead Manager to the Issue as specified in Circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015 issued by the SEBI, please refer to 'Annexure A' to this Prospectus and the website of the Lead Manager at www.sarthiwm.in.

DISCLAIMER IN RESPECT OF JURISDICTION

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative 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 Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of Rs. 2,500 Lakhs, pension funds with minimum corpus of Rs. 2,500 Lakhs and the National Investment Fund, and permitted non-residents including FIIs, Eligible NRIs, QFIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company. The Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Delhi 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, except that this Prospectus has been filed with NSE for its observations and NSE shall give its observations in due course. 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 since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, 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.

DISCLAIMER CLAUSE OF THE NSE

National Stock Exchange of India Limited (NSE) has given permission vide letter dated February 09, 2017, to use its name in the offer document in respect of the proposed public issue of equity shares. The disclaimer clause of stock exchange is as given below:

"As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: NSE/LIST/103607 dated February 09, 2017 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 this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this. Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, 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 inconnection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever."

FILING

This Draft Prospectus shall not be filed with SEBI, nor will SEBI issue any observation on the Offer Document in term of Regulation 106(M)(3). However, a copy of the Prospectus shall be filed with SEBI at the SEBI Head Office, SEBI Bhavan, Plot No. C4-A, "G" Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051. A copy of the Prospectus, along with the documents required to be filed under Section 26 of the Companies Act, 2013 will be delivered to the Registrar of Companies, 3rd Floor, 'A' Block, Sanjay Complex, Jayendra Ganj, Gwalior, M.P.

LISTING

An application had been made to the NSE for obtaining permission to deal in and for an official quotation of our Equity Shares. NSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

The NSE has given its in-principle approval for using its name in the Prospectus vide its letter dated February 09, 2017.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the NSE, our Company will forthwith repay, without interest, all moneys received from the applicants in pursuance of the Prospectus. If such money is not repaid within 8 days after our Company becomes liable to repay it (i.e. from the date of refusal or within 15 days from the Issue Closing Date), then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of 8 days, be liable to repay the money, with interest at the rate of 15% per annum on application money, as prescribed under section 40 of the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Emerge Platform of NSE are taken within Six Working Days from the Issue Closing Date.

CONSENTS

Consents in writing of: (a) the Promoters, the Directors, the Company Secretary and Compliance Officer, Chief Financial Officer, the Statutory Auditor, Peer Review Auditor, the Banker to the Company; and (b) Lead manager, Underwriter, Market Maker, Registrar to the Issue, Banker(s) to the Issue, Legal Advisor to the Issue, Lenders, to act in their respective capacities have been obtained and shall be filed along with a copy of the Prospectus with the RoC, as required under Section 26 of Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC. Our Auditors have given their written consent to the inclusion of their report in the form and context in which it appears in this Prospectus and such consent and report is not withdrawn up to the time of delivery of this Prospectus with NSE.

EXPERT TO THE ISSUE

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

1. Report of the Statutory Auditor on Statement of Tax Benefits.

EXPENSES OF THE ISSUE

The expenses of this Issue include, among others, underwriting and management fees, selling commission, printing and distribution expenses, legal fees, statutory advertisement expenses and listing fees. For details of total expenses of the Issue, see the chapter "Objects of the Issue" beginning on page 91 of this Prospectus.

DETAILS OF FEES PAYABLE

Fees Payable to the Lead Manager

The total fees payable to the Lead Manager will be as per the Mandate Letter dated September 30, 2016, issued by Lead Manager to our Company, the copy of which is available for inspection at our Registered Office.

Fees Payable to the Registrar to the Issue

The fees payable to the Registrar to the Issue will be as per the Agreement signed by our Company and the Registrar to the Issue dated January 07, 2017, a copy of which is available for inspection at our Registered Office. The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty and communication expenses. Adequate funds will be provided by the Company to the Registrar to the Issue to enable them to send allotment advice by registered post/ speed post/ under certificate of posting.

Fees Payable to Others

The total fees payable to the Legal Advisor, Auditor and Advertiser, *etc.* will be as per the terms of their respective engagement letters.

UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION

The underwriting commission and selling commission for this Issue is as set out in the Underwriting Agreement entered into between our Company and the Lead Manager. Payment of underwriting commission, brokerage and selling commission would be in accordance with applicable laws.

PREVIOUS RIGHTS AND PUBLIC ISSUES DURING THE LAST FIVE YEARS

We have not made any previous rights and/or public issues during the last five years, and are an "Unlisted Issuer" in terms of the SEBI ICDR Regulations and this Issue is an "Initial Public Offering" in terms of the SEBI ICDR Regulations.

PREVIOUS ISSUES OF SHARES OTHERWISE THAN FOR CASH

Except as stated in the chapter titled *"Capital Structure"* beginning on page 55 of this Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

COMMISSION AND BROKERAGE ON PREVIOUS ISSUES

Since this is the initial public offer of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares since our inception.

PARTICULARS IN REGARD TO OUR COMPANY AND OTHER LISTED COMPANIES UNDER THE SAME MANAGEMENT WITHIN THE MEANING OF SECTION 186 OF COMPANIES ACT, 2013 WHICH MADE ANY CAPITAL ISSUE DURING THE LAST THREE YEARS

None of the equity shares of our Group Entities are listed on any recognized stock exchange. None of the above companies have raised any capital during the past 3 years.

PROMISE VERSUS PERFORMANCE FOR OUR COMPANY

Our Company is an "Unlisted Issuer" in terms of the SEBI ICDR Regulations, and this Issue is an "Initial Public Offering" in terms of the SEBI ICDR Regulations. Therefore, data regarding promise versus performance is not applicable to us.

OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY OUR COMPANY

As on the date of this Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

STOCK MARKET DATA FOR OUR EQUITY SHARES

Our Company is an "Unlisted Issuer" in terms of the SEBI ICDR Regulations, and this Issue is an "Initial Public Offering" in terms of the SEBI ICDR Regulations. Thus there is no stock market data available for the Equity Shares of our Company.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Agreement between the Registrar and our Company provides for retention of records with the Registrar for a period of at least three year from the last date of dispatch of the letters of allotment, demat credit to enable the investors to approach the Registrar to this Issue for redressal of their grievances. All grievances relating to this Issue may be addressed to the Registrar with a copy to the Company Secretary and Compliance Officer, giving full details such as the name, address of the applicant, number of Equity Shares applied for, amount paid on application and the bank branch or collection center where the application was submitted.

All grievances relating to the ASBA process may be addressed to the SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch or the collection center of the SCSB where the Application Form was submitted by the ASBA applicants.

DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

Our Company or the Registrar to the Issue or the SCSB in case of ASBA Applicant shall redress routine investor grievances within 15 working days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

We have constituted the Stakeholders Relationship Committee of the Board *vide* resolution passed at the Board Meeting held on January 09, 2017. For further details, please refer to the chapter titled "*Our Management*" beginning on page 148 of this Prospectus.

Our Company has appointed Ms. Garima Mahalaha as the Company Secretary and Compliance Officer and she may be contacted at the following address:

SHRI RAM SWITCHGEARS LIMITED

Shri Ram Bhawan,

Goushala Road, Ratlam,

Madhya Pradesh - 457001

Tel: 07412 - 235554

E-mail: info@shriramswitchgears.com

Website: www.shriramswitchgears.com

Investors can contact the Company Secretary and Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account, *etc*.

CHANGES IN AUDITORS DURING THE LAST THREE FINANCIAL YEARS

There have been no changes in the statutory auditors of our Company in the last three financial years except that M/s KVNG & Associates, Chartered Accountants, were appointed as the statutory auditors of our Company in place of M/s Parth Jhalani & Co., Chartered Accountants w.e.f. from December 14, 2016 who had resigned as the statutory auditors.

CAPITALISATION OF RESERVES OR PROFITS

Save and except as stated in the chapter titled "*Capital Structure*" beginning on page 55 of this Prospectus, our Company has not capitalized its reserves or profits at any time since inception.

REVALUATION OF ASSETS

Our Company has not revalued its assets since incorporation.

PURCHASE OF PROPERTY

Other than as disclosed in this Prospectus, there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of this Prospectus.

Except as stated elsewhere in this Prospectus, our Company has not purchased any property in which the Promoters and/or Directors have any direct or indirect interest in any payment made thereunder.

SERVICING BEHAVIOR

There has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

SECTION VII – ISSUE INFORMATION

TERMS OF THE ISSUE

The Equity Shares being issued are subject to the provisions of the Companies Act, the Memorandum and Articles, the terms of this Prospectus, Application Form, the Revision Form, the Confirmation of Allocation Note ('CAN') and other terms and conditions as may be incorporated in the Allotment advices and other documents/ certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws, guidelines, notifications and regulations relating to the issue of capital and listing of securities issued from time to time by SEBI, the Government of India, NSE, RoC, RBI and/or other authorities, as in force on the date of the Issue and to the extent applicable.

Please note that, in accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process.

RANKING OF EQUITY SHARES

The Equity Shares being offered shall be subject to the provisions of the Companies Act, 2013, our Articles of Association and shall rank *pari-passu* in all respects with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please refer to the section titled, '*Main Provisions of the Articles of Association of the Company*' on page 263 of this Prospectus.

MODE OF PAYMENT OF DIVIDEND

The declaration and payment of dividend will be as per the provisions of Companies Act, 2013 and recommended by the Board of Directors at their discretion and approved by the shareholders 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, 2013. For further details, please refer to the chapter titled 'Dividend Policy' on page 174 of this Prospectus.

FACE VALUE AND ISSUE PRICE

The Equity Shares having a Face Value of Rs. 10/- each are being offered in terms of this Prospectus at the price of Rs. 19/- per Equity Share. The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the chapter titled 'Basis for Issue Price' beginning on page 96 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.

RIGHTS OF THE EQUITY SHAREHOLDERS

Subject to applicable laws, the equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive annual reports and notices to members;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation; Right of free transferability; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act and the Memorandum and Articles of Association of the Company.

MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT

As per the provisions of the Depositories Act, 1996 & regulations made thereunder and Section 29(1) of the Companies Act, 2013, the equity shares of a body corporate can be in dematerialized form i.e. not in the form of physical certificates, but be fungible and be represented by the statement issued through electronic mode. The trading of the Equity Shares will happen in the minimum contract size of 6,000 Equity Shares and the same may be modified by the NSE from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Issue will be done in multiples of 6,000 Equity Shares subject to a minimum allotment of 6,000 Equity Shares to the successful Applicants terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

MINIMUM NUMBER OF ALLOTTEES

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and all the monies blocked by SCSBs shall be unblocked within 6 working days of closure of Issue.

JOINT HOLDERS

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

NOMINATION FACILITY TO INVESTOR

In accordance with Section 72 of the Companies Act 2013, the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act 2013, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company. In accordance with Section 72 of the Companies Act 2013, any Person who becomes a nominee by virtue of Section 72 of the Companies Act 2013, shall upon the production of such evidence as may be required by the Board, elect either:

- to register himself or herself as the holder of the Equity Shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

MINIMUM SUBSCRIPTION

In the event our Company does not receive a minimum subscription of 100% of the Issue, subject to the Issue being made for at least 25% of the post-Issue paid up Indian Equity Share capital of our Company, in accordance with Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, including devolvement to the Underwriters within 60 days from the Issue Closing Date, we shall forthwith refund the entire subscription amount received not later than 70 days from the Issue Closing Date. If there is a delay beyond eight days after the expiry of 70 days from the Issue Closing Date, the Directors of our Company who are officers in default shall jointly and severally be liable to repay the money with such interest as prescriber under section 39(3) of the

Companies Act, 2013 and Companies (Prospectus and Allotment of Securities) Rules, 2014. Further Section 39(5) states that in case of default under section 39(3), the Company and its officers who are in default shall be liable to a penalty of Rs. 1,000 for each day during which the default continues or Rs. 100,000, whichever is less.

Additionally, section 40(3) of the 2013 Act requires application money to be refunded in the event of failure to Allot Equity Shares for any other reason. If a default is made in complying with the provisions of this section the Company shall be punishable with a fine which shall not be less than Rs. 500,000, but which may extend to Rs. 5,000,000 and every officer of the Company who is in default shall be punishable with imprisonment for a term which may extend to one year or with fine which shall not be less than Rs. 50,000 but which may extend to Rs. 3,00,000 or with both.

MIGRATION TO MAIN BOARD

Our company may migrate to the main board of NSE at a later date subject to the following:

a) If the Paid up Capital of our Company is likely to increase above Rs. 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), our Company shall apply to NSE 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 our company is more than 10 crores but below Rs. 25 crores, our 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.

MARKET MAKING

The shares offered though this issue are proposed to be listed on the NSE Emerge Platform wherein the Lead Manager to the issue shall ensure compulsory Market Making through registered Market Makers of the NSE Emerge Platform for a minimum period of three years from the date of listing of shares offered though this Prospectus. For further details of the Market Making arrangement see chapter titled *"General Information - Details of the Market Making Arrangements for this Issue"* beginning on page 48 of this Prospectus.

ARRANGEMENTS FOR DISPOSAL OF ODD LOTS

The trading of the Equity Shares will happen in the minimum contract size of 6,000 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 NSE Emerge Platform.

RESTRICTIONS, IF ANY, ON TRANSFER AND TRANSMISSION OF SHARES OR DEBENTURES AND ON THEIR CONSOLIDATION OR SPLITTING

Except for lock-in of the pre-issue Equity Shares and Promoter's minimum contribution as detailed in chapter titled "Capital Structure" beginning on page 55 of this Prospectus, and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of Equity Shares and on their consolidation/ splitting except as provided in the Articles of Association. Please refer to the section "Main Provisions of the Articles of Association" beginning on page 263 of this Prospectus.

ALLOTMENT OF EQUITY SHARES IN DEMATERIALIZED FORM

Our Company shall issue shares only in dematerialized. Investors making application in dematerialized form may get the specified securities rematerialized subsequent to allotment.

NEW FINANCIAL INSTRUMENTS

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company.

JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Indore, Madhya Pradesh, 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 or 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, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 106(M)(2) of Chapter XB of SEBI (ICDR) Regulations, 2009, as amended from time to time, whereby, an issuer whose post-issue face value capital exceeds ten crore rupees, shall issue shares to the public and propose to list the same on the Emerge Platform of NSE. For further details regarding the salient features and terms of such an Issue please refer to the chapters titled 'Terms of the Issue' and 'Issue Procedure' beginning on page 238 and 244 of this Prospectus.

The Issue is being made by way of Fixed Price method.

FOLLOWING IS THE ISSUE STRUCTURE:

Public Issue of 26,70,000 Equity shares of face value of Rs. 10/- each fully paid (the 'Equity Shares') for cash at a price of Rs. 19/- per Equity Share aggregating to Rs. 507.30 Lakhs ('the Issue') by our Company.

The Issue comprises a Net Issue to Public of 25,32,000 Equity Shares ('the Net Issue') and a reservation of 1,38,000 Equity Shares for subscription by the designated Market Maker ('the Market Maker Reservation Portion').

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
Number of Equity Shares available for allocation	25,32,000 Equity Shares	1,38,000 Equity Shares
Percentage of Issue Size available for allocation	94.83% of the Issue size (50% to Retail Individual Investors and the balance 50% to other investors).	5.17 % of the Issue size
Basis of Allotment	Proportionate subject to minimum allotment of 6,000 Equity Shares and further allotment in multiples of 6,000 Equity Shares each. For further details, please refer to the "Basis of Allotment" on page 254 of this Prospectus.	Firm Allotment
Mode of Application	For all the applicants i.e. QIB, NII Applicants or Retail Individual the application must be made compulsorily through the ASBA Process.	Through ASBA Process Only
Minimum Application Size	<u>For QIB and NII:</u> Such number of Equity Shares in multiples of 6,000 Equity Shares such that the Application Value exceeds Rs. 2,00,000/- <u>For Retail Individuals:</u> 6,000 Equity Shares	1,38,000 Equity Shares

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
Maximum Application Size	For QIB and NII: Such number of equity shares in multiples of 6,000 Equity Shares such that the Application Size does not exceed 25,32,000 Equity Shares. For Retail Individuals: Such number of Equity Shares in multiples of 6,000 Equity Shares such that the Application Value does not exceed Rs. 2,00,000/-.	Application size shall be 1,38,000 equity shares since there is a firm allotment
Mode of Allotment	Dematerialized Form	Dematerialized Form
Trading Lot	6,000 Equity Shares	6,000 Equity Shares, However the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2009.
Terms of Payment	The entire Application Amount will be payable at the time of submission of the Application Form.	

This Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time. For further details, please refer to "Issue Structure" on page 242 of this Prospectus.

*As per Regulation 43, sub regulation (4) of SEBI (ICDR) Regulations, the allocation in the net issue to public category shall be made as follows:

(a) Minimum fifty percent to retail individual investors; and

(b) remaining to:

(i) individual applicants other than retail individual investors; and

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

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

For the purpose of Regulation 43(4), if 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.

ISSUE OPENING DATE	**MAY 25, 2017**
ISSUE CLOSING DATE	**MAY 30, 2017**

Applications and any revision to the same (except that on the Issue Closing Date) will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form. On the Issue Closing date application and revision to the same will be accepted between 10.00 a.m and 3.00 p.m. Applications will be accepted only on Working Days, i.e., all trading days of stock exchange excluding Sundays and bank holidays.

ISSUE PROCEDURE

All Applicants should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI ("General Information Document") included below under section "PART B – General Information Document", which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act 2013 (to the extent notified), the Companies Act, 1956 (to the extent not repealed by the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI ICDR Regulations as amended. The General Information Document has been updated to include reference to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, SEBI Listing Regulations 2015 and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document is also available on the websites of the Stock Exchanges and the Lead Manager. Please refer to the relevant portions of the General Information Document which are applicable to this Issue.

Pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fifth Amendment) Regulations, 2015, there have been certain changes in the issue procedure for initial public offerings including making ASBA Process mandatory for all investors, allowing registrar, share transfer agents, collecting depository participants and stock brokers to accept application forms. Further, SEBI, by its circular No. (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, reduced the time taken for listing after the closure of an issue to six working days. 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.

FIXED PRICE ISSUE PROCEDURE

This Issue is being made in terms of Regulation 106(M)(2) of Chapter XB of SEBI (ICDR) Regulations, 2009 via Fixed Price Process.

Applicants are required to submit their Applications to the SCSB or Registered Brokers of Stock Exchanges or Registered Registrar to an Issue and Share Transfer Agents (RTAs) or Depository Participants (DPs) registered with SEBI. In case of QIB Applicants, the 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.

As per the provisions Section 29(1) of the Companies Act, 2013, the Allotment of Equity Shares in the Issue shall be only in a de-materialized form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). The Equity Shares on Allotment shall, however, be traded only in the dematerialized segment of the Stock Exchange, as mandated by SEBI.

APPLICATION FORM

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 space for indicating number of specified securities subscribed for in demat form.

ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorizing blocking funds that are available in the bank account specified in the Application Form used by ASBA applicants.

The prescribed color of the Application Form for various categories is as follows:

Category	Color of Application Form
Resident Indians and Eligible NRIs applying on a non-repatriation basis (ASBA)	White
Non-Residents and Eligible NRIs applying on a repatriation basis (ASBA)	Blue

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process.

Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Prospectus. An Investor, intending to subscribe to this Issue, shall submit a completed application form to any of the following Intermediaries (Collectively called *"Designated Intermediaries"*)

Sr. No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')
4.	A depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	A registrar to an issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

WHO CAN APPLY?

Persons eligible to invest under all applicable laws, rules, regulations and guidelines: -

- Indian nationals resident in India who are not incompetent to contract 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 applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*. Applications by HUFs would be considered at par with those from individuals;
- Companies, Corporate Bodies and Societies registered under the applicable laws in India and authorized to invest in the 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 laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
- Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- FIIs and sub-accounts registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
- Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- Sub-accounts of FIIs registered with SEBI, which are foreign corporates or foreign individuals only under the Non-Institutional applicants category;
- Venture Capital Funds registered with SEBI;
- Foreign Venture Capital Investors registered with SEBI;
- State Industrial Development Corporations;
- Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
- Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- Provident Funds with minimum corpus of Rs. 2,500 Lakhs and who are authorized under their constitution to hold and invest in equity shares;
- Pension Funds with minimum corpus of Rs. 2,500 Lakhs and who are authorized under their constitution to hold and invest in equity shares;
- Multilateral and Bilateral Development Financial Institutions;
- National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- Insurance funds set up and managed by army, navy or air force of the Union of India

As per the existing regulations, OCBs cannot participate in this Issue.

PARTICIPATION BY ASSOCIATES OF LM

The LM shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting obligations. However, associates and affiliates of the LM may subscribe to Equity Shares in the Issue, either in the QIB Portion and Non-Institutional Portion where the allotment is on a proportionate basis.

AVAILABILITY OF PROSPECTUS AND APPLICATION FORMS

The Memorandum Form 2A containing the salient features of the Prospectus together with the Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, Lead Manager to the Issue and The Registrar to the Issue as mentioned in the Application Form. The application forms may also be downloaded from the website of National Stock Exchange of India Limited i.e. www.nseindia.com.

OPTION TO SUBSCRIBE IN THE ISSUE

a) As per Section 29(1) of the Companies Act 2013, Investors will get the allotment of Equity Shares in dematerialization form only.
b) The Equity Shares, on allotment, shall be traded on Stock Exchange in demat segment only.
c) In a single Application Form any investor shall not exceed the investment limit/minimum number of specified securities 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

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 (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 HUF's 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.

APPLICATION BY MUTUAL FUNDS

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to reject the Application without assigning any reason thereof.

Applications made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Applications are made.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made. No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

APPLICATIONS BY ELIGIBLE NRIS

NRIs may obtain copies of Application Form from the offices of the Lead Manager and the Designated Intermediaries. Eligible NRI Applicants applying on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") ASBA Accounts, and eligible NRI Applicants applying on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non-Resident Ordinary ("NRO") accounts for the full Application Amount, at the time of the submission of the Application Form.

Under FEMA, general permission is granted to companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRIs subject to the terms and conditions stipulated therein. Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 (thirty) days from the date of issue of shares of allotment to NRIs on repatriation basis.

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents (white in colour).

Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non-Residents (blue in colour).

APPLICATIONS BY ELIGIBLE FIIs/FPIs

On January 07, 2014, SEBI notified the SEBI FPI Regulations pursuant to which the existing classes of portfolio investors namely "foreign institutional investors" and "qualified foreign investors" will be subsumed under a new category namely "foreign portfolio investors" or "FPIs". RBI on March 13, 2014 amended the FEMA Regulations and laid down conditions and requirements with respect to investment by FPIs in Indian companies.

In terms of the SEBI FPI Regulations, any qualified foreign investor or FII who holds a valid certificate of registration from SEBI shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or a sub-account may participate in this Offer, in accordance with Schedule 2 of the FEMA Regulations, until the expiry of its registration with SEBI as an FII or a sub-account. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations. Further, a qualified foreign investor who had not obtained a certificate of registration as and FPI could only continue to buy, sell or otherwise deal in securities until January 06, 2015. Hence, such qualified foreign investors who have not registered as FPIS under the SEBI FPI Regulations shall not be eligible to participate in this Offer. In case of Applications made by FPIs, a certified copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached to the Application Form, failing which our Company reserves the right to reject any application without assigning any reason. An FII or subaccount may, subject to payment of conversion fees under the SEBI FPI Regulations, participate in the Offer, until the expiry of its registration as a FII or sub-account, or until it obtains a certificate of registration as FPI, whichever is earlier. Further, in case of Applications made by SEBI-registered FIIs or sub-accounts, which are not registered as FPIs, a certified copy of the certificate of registration as an FII issued by SEBI is required to be attached to the Application Form, failing which our Company reserves the right to reject any Application without assigning any reason. In terms of the SEBI FPI Regulations, the offer of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10.00% of our post-Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10.00% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24.00% of the paid-up Equity Share capital of our Company. The aggregate limit of 24.00% may be increased up to the sectorial cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included. The existing individual and aggregate investment limits an FII or sub account in our Company is 10.00% and 24.00% of the total paid-up Equity Share capital of our Company, respectively. As per the circular issued by SEBI on November 24, 2014, these investment restrictions shall also apply to subscribers of offshore derivative instruments ("ODIs"). Two or more subscribers of ODIs having a common beneficial owner shall be considered together as a single subscriber of the ODI. In the event an investor has investments as a FPI and as a subscriber of ODIs, these investment restrictions shall apply on the aggregate of the FPI and ODI investments held in the underlying company. FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with know your client' norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

FPIs who wish to participate in the Offer are advised to use the Application Form for Non-Residents (blue in color). FPIs are required to apply through the ASBA process to participate in the Offer.

AS PER THE CURRENT REGULATIONS, THE FOLLOWING RESTRICTIONS ARE APPLICABLE FOR INVESTMENTS BY FPIS:

1. A foreign portfolio investor shall invest only in the following securities, namely- (a) Securities in the primary and secondary markets including shares, debentures and warrants of companies, listed or to be listed on a recognized stock exchange in India; (b) Units of schemes floated by a domestic mutual funds, whether listed on a recognized stock exchange or not; (c) Units of Schemes floated by a collective investment scheme; (d) Derivatives traded on a recognized Stock Exchange; (e) Treasury bills and dated government securities; (f) Commercial papers issued by an Indian Company; (g) Rupee denominated credit enhanced bonds; (h) Security receipts issued by asset reconstruction companies; (i) Perpetual debt instruments and debt capital instruments, as specified by the Reserve Bank of India from time to time; (j) Listed and unlisted non-convertible debentures/bonds issued by an Indian company in the infrastructure sector, where 'infrastructure' is defined in terms of the extant External Commercial Borrowings (ECB) guidelines; (k) Non-Convertible debentures or bonds issued by Non – Banking Financial Companies categorized as 'Infrastructure Finance Companies' (IFC) by the Reserve Bank of India; (i) Rupee denominated bonds or units issued by infrastructure debt funds; (m) Indian depository receipts; and (n) Such other instruments specified by the Board from time to time.
2. Where a foreign institutional investor or a sub account, prior to commencement of SEBI (Foreign Portfolio Investors) Regulations, 2014, hold equity shares in a company whose shares are not listed on any recognized stock exchange, and continues to hold such shares after Initial Public Offering and listing thereof, such shares shall be subject to lock-in for the same period, if any, as is applicable to shares held by a foreign direct investor placed in similar position, under the policy of the Government of India relating to foreign direct investment from the time being in force.
3. In respect of investments in the secondary market, the following additional conditions shall apply:

   a) A foreign portfolio investor shall transact in the securities in India only on the basis of taking and giving delivery of securities purchased or sold;
   b) Nothing contained in clause (a) shall apply to:
      - ❖ Any transactions in derivatives on a recognized stock exchange;
      - ❖ Short selling transactions in accordance with the framework specified by the Board;
      - ❖ Any transaction in securities pursuant to an agreement entered into with the merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
      - ❖ Any other transaction specified by the Board.
   c) No transaction on the stock exchange shall be carried forward;
   d) The transaction of business in securities by a foreign portfolio investor shall be only through stock brokers registered by the Board; provided nothing contained in this clause shall apply to;
      i. transactions in Government securities and such other securities falling under the purview of the Reserve Bank of India which shall be carried out in the manner specified by the Reserve Bank of India;
      ii. Sale of securities in response to a letter of offer sent by an acquirer in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
      iii. Sale of securities in response to an offer made by any promoter or acquirer in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
      iv. Sale of securities, in accordance with the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998;
      v. divestment of securities in response to an offer by Indian Companies in accordance with Operative Guidelines of Disinvestment of shares of Indian Companies in the overseas market through issue of American Depository Receipts or Global Depository Receipts as notified by the Government of India and directions issued by Reserve Bank of India from time to time;

vi. Any bid for, or acquisition of, securities in response to an offer for disinvestment of shares made by the Central Government or any State Government;
vii. Any transaction in securities pursuant to an agreement entered into with merchant banker in the process of market making portion of the issue in accordance with Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
viii. Any other transaction specified by Board.

e) A foreign portfolio investor shall hold, deliver or cause to be delivered securities only in dematerialized form: Provided that any shares held in non-dematerialized form, before the commencement of these regulation, can be held in non-dematerialized form, if such shares cannot be dematerialized.

4. Unless otherwise approved by the Board, securities shall be registered in the name of the foreign portfolio investor as a beneficial owner for the purposes of the Depositories Act, 1996.
5. The purchase of Equity Shares of each company by a single foreign portfolio investor or an investor group shall be below ten percent of the total issued capital of the company.
6. The investment by the foreign portfolio investor shall also be subject to such other conditions and restrictions as may be specified by the Government of India from time to time.
7. In cases where the Government of India enters into agreements or treaties with other sovereign Governments and where such agreements or treaties specifically recognize certain entities to be distinct and separate, the Board may, during the validity of such agreements or treaties, recognize them as such, subject to conditions as may be specified by it.
8. A foreign portfolio investor may lend or borrow securities in accordance with the framework specified by the Board in this regard.

No foreign portfolio investor may issue, subscribe to or otherwise deal in offshore derivative instruments, directly or indirectly, unless the following conditions are satisfied:

a) Such offshore derivative instruments are issued only to persons who are regulated by an appropriate foreign regulatory authority

b) Such offshore derivatives instruments are issued after compliance with 'know your client' norms:

Provided that those unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated shall not issue, subscribe or otherwise deal, in offshore derivatives instruments directly or indirectly.

Provided further that no Category III foreign portfolio investor shall issue, subscribe to or otherwise deal in offshore derivatives instruments directly or indirectly.

A foreign portfolio investor shall ensure that further issue or transfer of any offshore derivative instruments issued by or on behalf of it is made only to persons who are regulated by an appropriate foreign regulatory authority.

Foreign portfolio investors shall fully disclose to the Board any information concerning the terms of and parties to off-shore derivative instruments such as participatory notes, equity linked notes or any other such instruments, by whatever names they are called, entered into by it relating to any securities listed or proposed to be listed in any stock exchange in India, as and when and in such form as the Board may specify.

Any offshore derivative instruments issued under the Securities and Exchange Board of India of India (Foreign Institutional Investors) Regulations, 1995 before commencement of SEBI (Foreign Portfolio Investors) Regulation, 2014 shall be deemed to have been issued under the corresponding provision of SEBI (Foreign Portfolio Investors) Regulation, 2014.

The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below 10 per cent of the total issued capital of the company.

An FII or its subaccount which holds a valid certificate of registration shall, subject to the payment of conversion fees, be eligible to continue to buy, sell or otherwise deal in securities till the expiry of its registration as a foreign institutional investor or sub-account, or until he obtains a certificate of registration as foreign portfolio investor, whichever is earlier.

Qualified foreign investor may continue to buy, sell or otherwise deal in securities subject to the provision of SEBI (Foreign Portfolio Investors) Regulation, 2014, for a period of one year from the date of commencement of aforesaid regulations, or until it obtains a certificate of registration as foreign portfolio investor, whichever is earlier.

APPLICATIONS 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 AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulations.

Our Company or the Lead Manager will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.

APPLICATIONS BY LIMITED LIABILITY PARTNERSHIPS

In case of applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof.

APPLICATIONS BY INSURANCE COMPANIES

In case of applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended (the "IRDA Investment Regulations"), are broadly set forth below:

6. Equity shares of a company: the least 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;

7. The entire group of the investee company: the least of 10% of the respective fund in case of a life insurer or 10% of investment assets in case of a general insurer or reinsurer (25% in case of ULIPS); and
8. 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 ULIPS).

In addition, the IRDA partially amended the exposure limits applicable to investments in public limited companies in the infrastructure and housing sectors on December 26, 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 BY BANKING COMPANIES

Applications by Banking Companies: In case of Applications made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form, failing which our Company and the Selling Shareholders reserve the right to reject any Application without assigning any reason. The investment limit for banking companies as per the Banking Regulation Act, 1949, as amended, is 30.00% of the paid up share capital of the investee company or 30.00% of the banks' own paid up share capital and reserves, whichever is less (except in certain specified exceptions, such as setting up or investing in a subsidiary, which requires RBI approval). Further, the RBI Master Circular of July 01, 2015 sets forth prudential norms required to be followed for classification, valuation and operation of investment portfolio of banking companies.

Applications by SCSBs: SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 02, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

APPLICATION BY PROVIDENT FUNDS/ PENSION FUNDS

In case of applications made by provident funds/pension funds, subject to applicable laws, with minimum corpus of Rs. 2,500 Lakhs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof.

APPLICATION UNDER POWER OF ATTORNEY

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FIIs, Mutual Funds, insurance companies and provident funds with minimum corpus of Rs. 2,500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2,500 Lakhs a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

In addition to the above, certain additional documents are required to be submitted by the following entities:

(a) With respect to applications by VCFs, FVCIs, FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.

(b) With respect to applications by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged with the Application Form as

applicable. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.

(c) With respect to applications made by 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 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, our Company reserves the right to accept or reject such application, in whole or in part, in either case without assigning any reasons thereof.

Our Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form, subject to such terms and conditions that our Company, the lead manager may deem fit.

Our Company, in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar to the Issue that, for the purpose of mailing of the Allotment Advice / CANs / letters notifying the unblocking of the bank accounts of ASBA applicants, the Demographic Details given on the Application Form should be used (and not those obtained from the Depository of the application). In such cases, the Registrar to the Issue shall use Demographic Details as given on the Application Form instead of those obtained from the Depositories.

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.

MAXIMUM AND MINIMUM APPLICATION SIZE

a) For Retail Individual Applicants

The Application must be for a minimum of 6,000 Equity Shares. As the Application Price payable by the Applicant cannot exceed Rs. 2,00,000, they can make Application for only minimum Application size i.e. for 6,000 Equity Shares.

b) For Other Applicants (Non-Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares such that the Application Amount exceeds Rs. 2,00,000 and in multiples of 6,000 Equity Shares thereafter. An Application cannot be submitted for more than the Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application. In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than Rs. 2,00,000 for being considered for allocation in the Non-Institutional Portion.

Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Prospectus.

INFORMATION FOR THE APPLICANTS:

a) Our Company will file the Prospectus with the Registrar of Companies, Gwalior, Madhya Pradesh, at least 3 (three) days before the Issue Opening Date.

b) Any investor (who is eligible to invest in our Equity Shares) who would like to obtain the Prospectus and/ or the Application Form can obtain the same from our Registered Office or from the office of the LM.

c) Applicants who are interested in subscribing for the Equity Shares should approach the LM or their authorized agent(s) to register their Applications.

d) Applications made in the Name of Minors and/or their nominees shall not be accepted.

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. ASBA Application Forms should bear the stamp of the SCSB's. ASBA Application Forms, which do not bear the stamp of the SCSB, will be rejected.

Applicants residing at places where the designated branches of the Banker to the Issue are not located may submit/mail their applications at their sole risk along with Demand payable at Mumbai.

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 National Stock Exchange of India Limited i.e. www.nseindia.com.

APPLICANT'S DEPOSITORY ACCOUNT AND BANK DETAILS

Please note that, providing bank account details 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, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). Applicants should carefully fill in their Depository Account details in the Application Form.

These Demographic Details would be used for all correspondence with the Applicants including mailing of the CANs / Allocation Advice. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

BASIS OF ALLOTMENT

Allotment will be made in consultation with NSE. In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. 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).
2. 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).
3. For applications where the proportionate allotment works out to less than 6,000 equity shares the allotment will be made as follows:
    a) Each successful applicant shall be allotted 6,000 equity shares; and
    b) The successful applicants out of the total applicants for that category shall be determined by the drawl 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.
4. If the proportionate allotment to an applicant works out to a number that is not a multiple of 6,000 equity shares, the applicant would be allotted Shares by rounding off to the nearest multiple of 6,000 equity shares subject to a minimum allotment of 6,000 equity shares.
5. 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 nearest multiple of 6,000 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, up to 110% of the size of the offer specified under the Capital Structure mentioned in this Prospectus.

6. The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for small individual applicants as described below:

   a) 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.
   b) The balance net offer of shares to the public shall be made available for allotment to
      i. Individual applicants other than retails individual investors and
      ii. Other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.
   c) The unsubscribed portion of the net offer to any one of the categories specified in a) or b) shall/may be made available for allocation to 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 NSE.

The Executive Director / Managing Director of NSE – 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.

PAYMENT BY STOCK INVEST

In terms of the Reserve Bank of India Circular No. DBOD No. FSC BC 42/ 24.47.00/ 2003-04 dated November 05, 2003; the option to use the stock invest instrument in lieu of cheques or bank drafts for payment of Application money has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

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 Depository Participant and 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 (as defined herein below) 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.
- All Applicants should submit their application through ASBA process only.

Don'ts:

- Do not apply for lower than the minimum Application size;
- Do not apply at 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 Bankers of the Issue.
- 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 same to the Selected Branches / Offices of the Banker to the Issue.

- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue Size and/ or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the GIR number instead of the PAN as the Application is liable to be rejected on this ground.

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) for the total number of Equity Shares required. 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 Issue 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 our absolute discretion, all or any multiple Applications in any or all categories.

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 02, 2007. Each of the Applicants should mention his/her PAN allotted under the IT Act. Applications without this information 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.

RIGHT TO REJECT APPLICATIONS

In case of QIB Applicants, the Company in consultation with the LM may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non-Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

GROUNDS FOR REJECTIONS

Applicants are advised to note that 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, Equity Shares may be registered in the names 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 persons;
- PAN not mentioned in the Application Form;
- GIR number furnished instead of PAN;
- Applications for lower number of Equity Shares than 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 6,000;
- Category not ticked;
- Multiple Applications as defined in this Prospectus;
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Prospectus and as per the instructions in the Prospectus and the Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Applications not duly signed by the sole Applicant;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications 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;
- Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Applications or revisions thereof by QIB Applicants, Non-Institutional Applicants where the Application Amount is in excess of Rs. 2,00,000, received after 3.00 pm on the Issue Closing Date;

IMPERSONATION

Attention of the applicants is specifically drawn to the provisions of section 38(1) of the Companies Act, 2013 which is reproduced below:

Any person who:

a. makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
b. makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
c. otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

Shall be liable for action under section 447 of Companies Act, 2013 and shall be treated as Fraud.

SIGNING OF UNDERWRITING AGREEMENT

Vide an Underwriting agreement dated January 07, 2017 this issue is 100% Underwritten.

FILING OF THE PROSPECTUS WITH THE ROC

The Company will file a copy of the Prospectus with the Registrar of Companies, Gwalior, Madhya Pradesh, in terms of Section 26 of Companies Act, 2013.

PRE-ISSUE ADVERTISEMENT

Subject to Section 30 of the Companies Act, 2013 the Company shall, after registering the Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation. In the pre-issue advertisement, we shall state the Offer Opening Date and the Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule XIII of the SEBI Regulations.

DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

The Company will issue and dispatch letters of allotment/ securities certificates and/ or letters of regret or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Issue Closing Date.

In case the Company issues Letters of allotment, the corresponding Security Certificates will be kept ready within two months from the date of allotment thereof or such extended time as may be approved by the Company Law Board under Section 56 of the Companies Act, 2013 or other applicable provisions, if any.

Allottees are requested to preserve such Letters of Allotment, which would be exchanged later for the Security Certificates. After the funds are transferred from the SCSB's to Public Issue Account on the Designated Date, the Company would ensure the credit to the successful Applicants depository account. Allotment of the Equity Shares to the Allottees shall be within one working day of the date of approval of Basis of Allotment by Designated Stock Exchange. Investors are advised to instruct their Depository Participants to accept the Equity Shares that may be allocated/ allotted to them pursuant to this issue.

PAYMENT OF REFUND

In the event that the listing of the Equity Shares does not occur in the manner described in this Prospectus, the Lead Manager shall intimate Public Issue bank and Public Issue Bank shall transfer the funds from Public Issue account to Refund Account as per the written instruction from lead Manager and the Registrar for further payment to the beneficiary applicants.

UNDERTAKINGS BY OUR COMPANY

The Company undertakes the following:

1. That the complaints received in respect of this Issue shall be attended to by us expeditiously;
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 six working days of closure of the issue;
3. That the letter of allotment/ unblocking of funds to the non-resident Indians shall be dispatched within specified time; and

4. That no further issue of Equity Shares shall be made till the Equity Shares offered through this Prospectus are listed.

UTILIZATION OF ISSUE PROCEEDS

Our Board certifies that:

1. All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in Section 40 of the Companies Act, 2013;
2. Details of all monies utilized out of the issue referred to in point 1 above shall be disclosed and continued to be disclosed till the time any part of the issue proceeds remains unutilized under an appropriate separate head in the balance-sheet of the issuer indicating the purpose for which such monies had been utilized;
3. Details of all unutilized monies out of the Issue referred to in 1, if any shall be disclosed under the appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested and
4. Our Company shall comply with the requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.
5. Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.

WITHDRAWAL OF THE ISSUE

Our Company, in consultation with the LM, reserves the right not to proceed with the Issue at any time before the Issue Opening Date, without assigning any reason thereof. Notwithstanding the foregoing, the Issue is also subject to obtaining the following:

1. The final listing and trading approvals of NSE for listing of Equity Shares offered through this issue on its Emerge Platform, which the Company shall apply for after Allotment and

2. The filing of Prospectus with the concerned RoC. In case, the Company wishes to withdraw the Issue after Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (One each in English and Hindi) and one in regional newspaper.

The LM, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly.

If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an initial public offering of Equity Shares, our Company shall file a fresh prospectus with stock exchange(s).

EQUITY SHARES IN DEMATERIALISED FORM WITH NSDL OR CDSL

To enable all shareholders of the Company to have their shareholding in electronic form, our Company has entered into following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

(a) We have entered into tripartite agreement dated February 06, 2017 between NSDL, the Company and the Registrar to the Issue;

(b) We have entered into tripartite agreement dated February 01, 2017 between CDSL, the Company and the Registrar to the Issue;

Our Company's Equity shares bear an ISIN No. INE634W01012.

- An Applicant applying for Equity Shares must have at least one beneficiary account with either of the Depository Participants of either NSDL or CDSL prior to making the Application.
- The Applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's identification number) appearing in the Application Form or Revision Form.
- Allotment to a successful Applicant will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Applicant.
- Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
- The Applicant is responsible for the correctness of his or her Demographic Details given in the Application Form vis à vis those with his or her Depository Participant.
- Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- The allotment and trading of the Equity Shares of the Company would be in dematerialized form only for all investors.

COMMUNICATIONS

All future communications in connection with the Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Banker to the Issue where the Application and a copy of the acknowledgement slip. Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts etc.

ISSUE PROCEDURE FOR ASBA (APPLICATION SUPPORTED BY BLOCKED ACCOUNT) APPLICANTS

This section is for the information of investors proposing to subscribe to the Issue through the ASBA process. Our Company and the LM are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1480483399603.html. For details on designated branches of SCSB collecting the Application Form, please refer the above mentioned SEBI link.

ASBA PROCESS

A Resident Retail Individual Investor shall submit his Application through an Application Form, either in physical or electronic mode, to the SCSB with whom the bank account of the ASBA Applicant or bank account utilized by the ASBA Applicant ('ASBA Account') is maintained. The SCSB shall block an amount equal to the Application Amount in the bank account specified in the ASBA Application Form, physical or electronic, on the basis of an authorization to this effect given by the account holder at the time of submitting the Application.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against the allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the ASBA Application, as the case may be.

The ASBA data shall thereafter be uploaded by the SCSB in the electronic IPO system of the Stock Exchange. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant bank accounts and for transferring the amount allocable to the successful ASBA Applicants to the ASBA Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the LM.

ASBA Applicants are required to submit their Applications, either in physical or electronic mode. In case of application in physical mode, the ASBA Applicant shall submit the ASBA Application Form at the Designated Branch of the SCSB. In case of application in electronic form, the ASBA Applicant shall submit the Application Form either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for applying and blocking funds in the ASBA account held with SCSB, and accordingly registering such Applications.

Who can apply?

In accordance with the SEBI (ICDR) Regulations, 2009 in public issues w.e.f. May 1, 2010 all the investors can apply through ASBA process and after SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all investors must apply through the ASBA Process.

Mode of Payment

Upon submission of an Application Form with the SCSB, whether in physical or electronic mode, each ASBA Applicant shall be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount, in the bank account maintained with the SCSB.

Application Amount paid in cash, by money order or by postal order or by stock invest, or ASBA Application Form accompanied by cash, money order, postal order or any mode of payment other than blocked amounts in the SCSB bank accounts, shall not be accepted.

After verifying that sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the ASBA Application Form till the Designated Date.

On the Designated Date, the SCSBs shall transfer the amounts allocable to the ASBA Applicants from the respective ASBA Account, in terms of the SEBI Regulations, into the Public Issue Account. The balance amount, if any against the said Application in the ASBA Accounts shall then be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Issue.

The entire Application Amount, as per the Application Form submitted by the respective ASBA Applicants, would be required to be blocked in the respective ASBA Accounts until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against allocated shares to the Public Issue Account, or until withdrawal/failure of the Issue or until rejection of the ASBA Application, as the case may be.

Unblocking of ASBA Account

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the Public Issue Account as per the provisions of section 40(3) of the Companies Act, 2013 and shall unblock excess amount, if any in the ASBA Account. However, the Application Amount may be unblocked in the ASBA Account prior to receipt of intimation from the Registrar to the Issue by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Issue, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application, as the case may be.

RESTRICTION ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Foreign investment is allowed up to 100% under automatic route in our Company.

India's current Foreign Direct Investment ("FDI") Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, GoI ("DIPP") by circular of 2016 with effect from June 07, 2016 ("Circular of 2016"), consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP. The Government usually updates the consolidated circular on FDI Policy once every Year and therefore, this circular of 2016 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, subject to fulfillment of certain conditions as specified by DIPP / RBI, from time to time. Such conditions include (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. Investors are advised to refer to the exact text of the relevant statutory provisions of law before investing and / or subsequent purchase or sale transaction in the Equity Shares of Our Company.

The Equity Shares have not been and will not be registered under the U.S Securities Act of 1933, as amended (U.S. 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), except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transaction in reliance on Regulation S under the U.S Securities Act and the applicable laws of the jurisdiction where those offers and sale occur. However, the Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them.

SECTION VIII – MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

Pursuant to Schedule I of the Companies Act and the SEBI Regulation, the main provisions of our Articles relating to, inter alia, voting rights, dividend, lien, forfeiture, restrictions on transfer and transmission of Equity Shares or debentures and/or on their consolidation/splitting are detailed below. Please note that each Provision herein below is numbered as per the corresponding article number in our Articles and capitalized/defined terms herein have the same meaning given to them in our Articles.

CAPITAL AND INCREASE AND REDUCTION OF CAPITAL

Title of Article	Article Number and contents
Share Capital	**3.** The Authorised Share Capital of the Company shall be such amount, divided into such class(es) denomination(s) and number of shares in the Company as stated in Clause V of the Memorandum Of Association of the Company, with power to increase or reduce such Capital from time to time and power to divide the shares in the Capital for the time being into other classes and to attach thereto respectively such preferential, convertible, deferred, qualified, or other special rights, privileges, conditions or restrictions and to vary, modify or abrogate the same in such manner as may be determined by or in accordance with the regulations of the Company or the provisions of the Company or the provisions of the law for the time being in force.
Increase of capital by the Company how carried into effect	**4.** The Company may in General Meeting from time to time by Ordinary Resolution increase its capital by creation of new Shares which may be unclassified and may be classified at the time of issue in one or more classes and of such amount or amounts as may be deemed expedient. The new Shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe and in particular, such Shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at General Meeting of the Company in conformity with Section 47 of the Companies Act, 2013. Whenever the capital of the Company has been increased under the provisions of this Article the Directors shall comply with the provisions of Section 64 of the Companies Act, 2013.
New Capital same as existing capital	**5.** Except so far as otherwise provided by the conditions of issue or by These Presents, any capital raised by the creation of new Shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.

Non Voting Shares	**6.** The Board shall have the power to issue a part of authorised capital by way of non-voting Shares at price(s) premia, dividends, eligibility, volume, quantum, proportion and other terms and conditions as they deem fit, in the event it is permitted by law to issue shares without voting rights attached to them subject however to provisions of law, rules, regulations, notifications and enforceable guidelines for the time being in force.
Redeemable Preference Shares	**7.** Subject to the provisions of Section 55 of the Companies Act, 2013, the Company shall have the power to issue preference shares which are or at the option of the Company, liable to be redeemed and the resolution authorizing such issue shall prescribe the manner, terms and conditions of redemption.
Voting rights of preference shares	**8.** The holder of Preference Shares shall have a right to vote only on Resolutions, which directly affect the rights attached to his Preference Shares and in circumstances provided under Section 47(2).
Provisions to apply on issue of Redeemable Preference Shares	**9.** On the issue of redeemable preference shares under the provisions of Article 7 hereof, the following provisions-shall take effect: (a) No such Shares shall be redeemed except out of profits of which would otherwise be available for dividend or out of proceeds of a fresh issue of shares made for the purpose of the redemption. (b) No such Shares shall be redeemed unless they are fully paid. (c) The premium, if any payable on redemption shall have been provided for out of the profits of the Company or out of the Company's security premium account, before the Shares are redeemed. (d) Where any such Shares are redeemed otherwise then out of the proceeds of a fresh issue, there shall out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called "the Capital Redemption Reserve Account", a sum equal to the nominal amount of the Shares redeemed, and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 55 of the Companies Act, 2013 apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company. (e) Subject to the provisions of Section 55 of the Companies Act, 2013, the redemption of preference shares hereunder may be affected in accordance with the terms and conditions of their issue and in the absence of any specific terms and conditions in that behalf, in such manner as the Directors may think fit.

Reduction of capital	**10.** The Company may (subject to the provisions of section 52, 55(1) & (2) of the Companies Act, 2013 and Section 80 of the Companies Act, 1956, to the extent applicable, and Section 100 to 105 of the Companies Act, 1956, both inclusive, and other applicable provisions, if any, of the Act) from time to time by Special Resolution reduce (a) the share capital; (b) any capital redemption reserve account; or (c) any security premium account. In any manner for the time being, authorized by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate from any power the Company would have, if it were omitted.
Purchase of own Shares	**11.** The Company shall have power, subject to and in accordance with all applicable provisions of the Act, to purchase any of its own fully paid Shares whether or not they are redeemable and may make a payment out of capital in respect of such purchase.
Sub-division consolidation and cancellation of Shares	**12.** Subject to the provisions of Section 61 of the Companies Act, 2013 and other applicable provisions of the Act, the Company in General Meeting may, from time to time, sub-divide or consolidate its Shares, or any of them and the resolution whereby any Share is sub-divided may determine that, as between the holders of the Shares resulting from such sub-divisions, one or more of such Shares shall have some preference or special advantage as regards dividend, capital or otherwise over or as compared with the other(s). Subject as aforesaid, the Company in General Meeting may also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the Shares so cancelled.

MODIFICATION OF RIGHTS

Title of Article	Article Number and contents
Modification of rights	**13.** Whenever the capital, by reason of the issue of preference shares or otherwise, is divided into different classes of Shares, all or any of the rights and privileges attached to each class may, subject to the provisions of Sections 48 of the Companies Act, 2013 be modified, commuted, affected, abrogated, dealt with or varied with the consent in writing of the holders of not less than three-fourth of the issued capital of that class or with the sanction of a Special Resolution passed at a separate General Meeting of the holders of Shares of that class, and all the provisions hereafter contained as to General Meeting shall mutatis mutandis apply to every such Meeting. This Article is not to derogate from any power the Company would have if this Article was omitted. The rights conferred upon the holders of the Shares (including preference shares, if any) of any class issued with preferred or other rights or privileges shall, unless

	otherwise expressly provided by the terms of the issue of Shares of that class, be deemed not to be modified, commuted, affected, dealt with or varied by the creation or issue of further Shares ranking pari passu therewith.

SHARES, CERTIFICATES AND DEMATERIALISATION

Title of Article	Article Number and contents
Restriction on allotment and return of allotment	**14.** The Board of Directors shall observe the restrictions on allotment of Shares to the public contained in Section 39 of the Companies Act, 2013, and shall cause to be made the returns as to allotment provided for in Section 39 of the Companies Act, 2013.
Further issue of shares	**15.** (1) Where at any time, a company having a share capital proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered- (a) to persons who, at the date of the offer, are holders of equity shares of the company in proportion, as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the following conditions, namely:— (i) the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days and not exceeding thirty days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined; (ii) the offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; and the notice referred to in clause (i) shall contain a statement of this right; (iii) after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of them in such manner which is not dis-advantageous to the shareholders and the company; (b) to employees under a scheme of employees' stock option, subject to special resolution passed by company and subject to such conditions as may be prescribed; or (c) to any persons, if it is authorized by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, if the price of such shares is

Title of Article	Article Number and contents
	determined by the valuation report of a registered valuer subject to such conditions as may be prescribed. (2) The notice referred to in sub-clause (a)(i) of Clause (1) shall be dispatched through registered post or speed post or through electronic mode to all the existing shareholders at least three days before the opening of the issue. (3) Nothing aforesaid shall apply to the increase of the subscribed capital of a company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the company to convert such debentures or loans into shares in the company: Provided that the terms of issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the company in general meeting.
Shares at the disposal of the Directors	**16.** Subject to the provisions of Section 62 of the Companies Act, 2013 and these Articles, the Shares in the capital of the Company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such person, in such proportion and on such terms and conditions and either at a premium or at par or (subject to the compliance with the provision of Section 53 of the Companies Act, 2013) at a discount and at such time as they may from time to time think fit and with sanction of the Company in the General Meeting to give to any person or persons the option or right to call for any Shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot Shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any Shares which may so be allotted may be issued as fully paid up Shares and if so issued, shall be deemed to be fully paid Shares. Provided that option or right to call for Shares shall not be given to any person or persons without the sanction of the Company in the General Meeting.
Power to offer Shares/options to acquire Shares	**16A** (1) Without prejudice to the generality of the powers of the Board under Article 16 or in any other Article of these Articles of Association, the Board or any Committee thereof duly constituted may, subject to the applicable provisions of the Act, rules notified thereunder and any other applicable laws, rules and regulations, at any point of time, offer existing or further Shares (consequent to increase of share capital) of the Company, or options to acquire such Shares at any point of time, whether such options are granted by way of warrants or in any other manner (subject to such consents and permissions as may be required) to its employees, including Directors (whether whole-time or not), whether at par, at discount or at a premium, for cash or for consideration other than cash, or any combination thereof as may be permitted by law for the time being in force.

Title of Article	Article Number and contents
	(2) In addition to the powers of the Board under Article 16A (1), the Board may also allot the Shares referred to in Article 16A (1) to any trust, whose principal objects would *inter alia* include further transferring such Shares to the Company's employees [including by way of options, as referred to in Article 16A (1)] in accordance with the directions of the Board or any Committee thereof duly constituted for this purpose. The Board may make such provision of moneys for the purposes of such trust, as it deems fit. (3) The Board, or any Committee thereof duly authorized for this purpose, may do all such acts, deeds, things, etc. as may be necessary or expedient for the purposes of achieving the objectives set out in Articles 16A (1) and (2) above.
Application of premium received on Shares	**17.** (1) Where the Company issues Shares at a premium whether for cash or otherwise, a sum equal to the aggregate amount or value of the premium on these Shares shall be transferred to an account, to be called "the securities premium account" and the provisions of the Act relating to the reduction of the share capital of the Company shall except as provided in this Article, apply as if the securities premium account were paid up share capital of the Company. (2) The securities premium account may, notwithstanding anything in clause (1) thereof be applied by the Company: (a) In paying up unissued Shares of the Company, to be issued to the Members of the Company as fully paid bonus shares; (b) In writing off the preliminary expenses of the Company; (c) In writing off the expenses of or the commission paid or discount allowed or any issue of Shares or debentures of the Company ; or (d) In providing for the premium payable on the redemption of any redeemable preference shares or of any debentures of the Company. (e) For the purchase of its own shares or other securities under Section 68 of the Companies Act, 2013.
Power also to Company in General Meeting to issue Shares	**18.** In addition to and without derogating from the powers for that purpose conferred on the Board under these Articles, the Company in General Meeting may, subject to the provisions of Section 62 of the Companies Act, 2013, determine that any Shares (whether forming part of the original capital or of any increased capital of the Company) shall be offered to such persons (whether Members or not) in such proportion and on such terms and conditions and either (subject to compliance with the provisions of Sections 52 and 53 of the Companies Act, 2013) at a premium or at par or at a discount as such General Meeting shall determine and with full power to give any person (whether a Member or not) the option or right to call for or buy allotted Shares of any class of the Company either (subject to compliance with the provisions of Sections 52 and 53 of the Companies Act, 2013) at a premium or at par or at a discount, such option being exercisable at such times and for such consideration as may be directed by such General Meeting or the Company in General Meeting may

Title of Article	Article Number and contents
	make any other provision whatsoever for the issue, allotment, or disposal of any Shares.
Power of General Meeting to authorize Board to offer Shares/Options to employees	**18A** (1) Without prejudice to the generality of the powers of the General Meeting under Article 18 or in any other Article of these Articles of Association, the General Meeting may, subject to the applicable provisions of the Act, rules notified thereunder and any other applicable laws, rules and regulations, determine, or give the right to the Board or any Committee thereof to determine, that any existing or further Shares (consequent to increase of share capital) of the Company, or options to acquire such Shares at any point of time, whether such options are granted by way of warrants or in any other manner (subject to such consents and permissions as may be required) be allotted/granted to its employees, including Directors (whether whole-time or not), whether at par, at discount or a premium, for cash or for consideration other than cash, or any combination thereof as may be permitted by law for the time being in force. The General Meeting may also approve any Scheme/Plan/ other writing, as may be set out before it, for the aforesaid purpose. (2) In addition to the powers contained in Article 18A (1), the General Meeting may authorize the Board or any Committee thereof to exercise all such powers and do all such things as may be necessary or expedient to achieve the objectives of any Scheme/Plan/other writing approved under the aforesaid Article.
Shares at a discount	**19.** The Company shall not issue Shares at a discount except the issue of Sweat Equity Shares of a class already issued, if the following conditions are fulfilled, namely: (a) the issue is authorized by a special resolution passed by the company; (b) the resolution specifies the number of shares, the current market price, consideration, if any, and the class or classes of directors or employees to whom such equity shares are to be issued; (c)not less than one year has, at the date of such issue, elapsed since the date on which the company had commenced business; and (d) where the equity shares of the company are listed on a recognized stock exchange, the sweat equity shares are issued in accordance with the regulations made by the Securities and Exchange Board in this behalf and if they are not so listed, the sweat equity shares are issued in accordance with the prescribed rules.

Title of Article	Article Number and contents
Installments of Shares to be duly paid	**20.** If by the conditions of any allotment of any Shares the whole or any part of the amount or issued price thereof shall, be payable by installments, every such installment shall when due, be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the Shares or his legal representatives, and shall for the purposes of these Articles be deemed to be payable on the date fixed for payment and in case of non-payment the provisions of these Articles as to payment of interest and expenses forfeiture and like and all the other relevant provisions of the Articles shall apply as if such installments were a call duly made notified as hereby provided.
The Board may issue Shares as fully paid-up	**21.** Subject to the provisions of the Act and these Articles, the Board may allot and issue Shares in the Capital of the Company as payment for any property purchased or acquired or for services rendered to the Company in the conduct of its business or in satisfaction of any other lawful consideration. Shares which may be so issued may be issued as fully paid-up or partly paid up Shares.
Acceptance of Shares	**22.** Any application signed by or on behalf of an applicant for Share(s) in the Company, followed by an allotment of any Share therein, shall be an acceptance of Share(s) within the meaning of these Articles, and every person who thus or otherwise accepts any Shares and whose name is therefore placed on the Register of Members shall for the purpose of this Article, be a Member.
Deposit and call etc., to be debt payable	**23.** The money, if any which the Board of Directors shall on the allotment of any Shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any Shares allotted by them shall immediately on the inscription of the name of the allottee in the Register of Members as the holder of such Shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.
Liability of Members	**24.** Every Member, or his heirs, executors or administrators to the extent of his assets which come to their hands, shall be liable to pay to the Company the portion of the capital represented by his Share which may, for the time being, remain unpaid thereon in such amounts at such time or times and in such manner as the Board of Directors shall, from time to time, in accordance with the Company's requirements require or fix for the payment thereof.
Dematerialisation of securities	**25.(A)** **Definitions:** **Beneficial Owner** "Beneficial Owner" means a person whose name is recorded as such with a Depository.

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	SEBI "SEBI" means the Securities and Exchange Board of India. **Bye-Laws** "Bye-Laws" mean bye-laws made by a depository under Section 26 of the Depositories Act, 1996; **Depositories Act** "Depositories Act" means the Depositories Act, 1996 including any statutory modifications or re-enactment thereof for the time being in force; **Depository** "Depository" means a company formed and registered under the Companies Act, 1956 and which has been granted a certificate of registration under sub-section (1A) of Section 12 of the Securities and Exchange Board of India Act, 1992; **Record** "Record" includes the records maintained in the form of books or stored in a computer or in such other form as may be determined by the regulations made by SEBI; **Regulations** "Regulations" mean the regulations made by SEBI; **Security** "Security" means such security as may be specified by SEBI.
Dematerialisation of securities	**25.(B)** Either on the Company or on the investor exercising an option to hold his securities with a depository in a dematerialised form, the Company shall enter into an agreement with the depository to enable the investor to dematerialise the Securities, in which event the rights and obligations of the parties concerned shall be governed by the Depositories Act.
Options to receive security certificates or hold securities with depository	**25.(C)** Every person subscribing to securities offered by the Company shall have the option to receive the Security certificates or hold securities with a depository. Where a person opts to hold a Security with a depository, the Company shall intimate such depository the details of allotment of the Security, and on receipt of such information the depository shall enter in its record the name of the allotted as the Beneficial Owner of that Security.
Securities in depositories to be in fungible form	**25.(D)** All Securities held by a Depository shall be dematerialised and shall be in a fungible form;
Rights of depositories and beneficial owners	**25.(E)** (1) Notwithstanding anything to the contrary contained in the Articles, a Depository shall be deemed to be a registered owner for the purposes of effecting transfer of ownership of Security on behalf of the Beneficial Owner;

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	(2) Save as otherwise provided in (1) above, the Depository as a registered owner shall not have any voting rights or any other rights in respect of Securities held by it; (3) Every person holding equity share capital of the Company and whose name is entered as Beneficial Owner in the Records of the Depository shall be deemed to be a Member of the Company. The Beneficial Owner shall be entitled to all the rights and benefits and be subjected to all the liabilities in respect of the Securities held by a Depository.
Depository To Furnish Information	**25.(F)** Every Depository shall furnish to the Company information about the transfer of Securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by the bye-laws and the Company in that behalf.
Service of documents	**25.(G)** Notwithstanding anything in the Act or these Articles to the contrary, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.
Option to opt out in respect of any security	**25.(H)** If a Beneficial Owner seeks to opt out of a Depository in respect of any Security, the Beneficial Owner shall inform the Depository accordingly. The Depository shall on receipt of information as above make appropriate entries in its Records and shall inform the Company. The Company shall, within thirty (30) days of the receipt of intimation from the depository and on fulfillment of such conditions and on payment of such fees as may be specified by the regulations, issue the certificate of securities to the Beneficial Owner or the transferee as the case may be.
Sections 45 and 56 of the Companies Act, 2013 not to apply	**25.(I)** Notwithstanding anything to the contrary contained in the Articles: (1) Section 45 of the Companies Act, 2013 shall not apply to the Shares held with a Depository; (2) Section 56 of the Companies Act, 2013 shall not apply to transfer of Security affected by the transferor and the transferee both of whom are entered as Beneficial Owners in the Records of a Depository.
Share certificate	**26.** (a) Every Member or allottee of Shares is entitled, without payment, to receive one certificate for all the Shares of the same class registered in his name. (b) Any two or more joint allottees or holders of Shares shall, for the purpose of this Article, be treated as a single Member and the certificate of any Share

Title of Article	Article Number and contents
	which may be the subject of joint ownership may be delivered to any one of such joint owners, on behalf of all of them.
Limitation of time for issue of certificates	**26A.** Every Member shall be entitled, without payment to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the directors so approve (upon paying such fee as the Directors so time determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates within three months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within two months of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its Shares as the case may be. Every certificate of Shares shall be under the seal of the company and shall specify the number and distinctive numbers of Shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe and approve, provided that in respect of a 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 of Shares to one or several joint holders shall be a sufficient delivery to all such holder.
Renewal of share certificates	**27.** No certificate of any Share or Shares shall be issued either in exchange for those, which are sub-divided or consolidated or in replacement of those which are defaced, torn or old, decrepit, worn out, or where the pages on the reverse for recording transfer have been duly utilised unless the certificate in lieu of which it is issued is surrendered to the Company. PROVIDED THAT no fee shall be charged for issue of new certificate in replacement of those which are old, decrepit or worn out or where the pages on the reverse for recording transfer have been fully utilized.
Issue of new certificate in place of one defaced, lost or destroyed	**28.** If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof 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 lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the company deem adequate, being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every certificate under the article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.2/- for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new Certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer. Provided that notwithstanding what is stated above the Directors shall comply with such rules or regulations or requirements of any Stock Exchange or the rules made under the Act or rules made under Securities Contracts (Regulation) Act, 1956 or any other Act, or rules applicable thereof in this behalf.

Title of Article	Article Number and contents
	The provision of this Article shall mutatis mutandis apply to Debentures of the Company.
The first name joint holder deemed sole holder	**29.** If any Share(s) stands in the name of two or more persons, the person first named in the Register of Members shall, as regards receipt of dividends or bonus or service of notice and all or any other matters connected with Company except voting at Meetings and the transfer of the Shares be deemed the sole holder thereof but the joint holders of a Share shall severally as well as jointly be liable for the payment of all incidents thereof according to the Company's Articles.
Issue of Shares without Voting Rights	**30.** In the event it is permitted by law to issue shares without voting rights attached to them, the Directors may issue such share upon such terms and conditions and with such rights and privileges annexed thereto as thought fit and as may be permitted by law.
Buy-Back of Shares and Securities	**31.** Notwithstanding anything contained in these articles, in the event it is permitted by law for a company to purchase its own shares or securities, the Board of Directors may, when and if thought fit, buy back, such of the Company's own shares or securities as it may think necessary, subject to such limits, upon such terms and conditions, and subject to such approvals, provision of section 67 and SEBI (Buy Back of Shares) Regulations as may be permitted by law.
Employees Stock Options Scheme/ Plan	**32.** The Directors shall have the power to offer , issue and allot Equity Shares in or Debentures (Whether fully/ partly convertible or not into Equity Shares) of the Company with or without Equity Warrants to such of the Officers, Employees, Workers of the Company or of its Subsidiary and / or Associate Companies or Managing and Whole Time Directors of the Company (hereinafter in this Article collectively referred to as "the Employees") as may be selected by them or by the trustees of such trust as may be set up for the benefit of the Employees in accordance with the terms and conditions of the Scheme, trust, plan or proposal that may be formulated , created, instituted or set up by the Board of Directors or the Committee thereof in that behalf on such terms and conditions as the Board may in its discretion deem fit.
Sweat Equity	**33.** Subject to the provisions of the Act (including any statutory modification or re-enactment thereof, for the time being in force), shares of the Company may be issued at a discount or for consideration other than cash to Directors or employees who provide know-how to the Company or create an intellectual property right or other value addition.

Title of Article	Article Number and contents
Postal Ballot	**34.** The Company may pass such resolution by postal ballot in the manner prescribed by Section 110 of the Companies Act, 2013 and such other applicable provisions of the Act and any future amendments or re-enactment thereof and as may be required by any other law including Listing Regulations as amended from time to time. Notwithstanding anything contained in the provisions of the Act, the Company shall in the case of a resolution relating to such business, as the Central Government may, by notification, declare to be conducted only by postal ballot, get such resolution passed by means of postal ballot instead of transacting such business in a general meeting of the Company.
Company not bound to recognize any interest in Shares other than of registered holder	**35.** Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognize, even when having notice thereof any equitable, contingent, future or partial interest in any Share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a Share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as holder thereof but the Board shall be at liberty at their sole discretion to register any Share in the joint names of any two or more persons (but not exceeding 4 persons) or the survivor or survivors of them.
Trust recognized	**36.** (a) Except as ordered, by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognize, even when having notice thereof, any equitable, contingent, future or partial interest in any Share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a Share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as holder thereof but the Board shall be at liberty at their sole discretion to register any Share in the joint names of any two or more persons (but not exceeding 4 persons) or the survivor or survivors of them. (b) Shares may be registered in the name of an incorporated Company or other body corporate but not in the name of a minor or of a person of unsound mind (except in case where they are fully paid) or in the name of any firm or partnership.
Declaration by person not holding beneficial interest in any Shares	**37.** (1) Notwithstanding anything herein contained a person whose name is at any time entered in Register of Member of the Company as the holder of a Share in the Company, but who does not hold the beneficial interest in such Shares, shall, if so required by the Act within such time and in such forms as may be prescribed, make declaration to the Company specifying the name and other particulars of the person or persons who hold the beneficial interest in such Share in the manner provided in the Act.

Title of Article	Article Number and contents
	(2) A person who holds a beneficial interest in a Share or a class of Shares of the Company, shall if so required by the Act, within the time prescribed, after his becoming such beneficial owner, make a declaration to the Company specifying the nature of his interest, particulars of the person in whose name the Shares stand in the Register of Members of the Company and such other particulars as may be prescribed as provided in the Act. (3) Whenever there is a change in the beneficial interest in a Share referred to above, the beneficial owner shall, of so required by the Act, within the time prescribed, from the date of such change, make a declaration to the Company in such form and containing such particulars as may be prescribed in the Act (4) Notwithstanding anything contained in the Act and Articles 35 and 36 hereof, where any declaration referred to above is made to the Company, the Company shall, if so required by the Act, make a note of such declaration in the Register of Members and file within the time prescribed from the date of receipt of the declaration a return in the prescribed form with the Registrar with regard to such declaration.
Funds of Company not to be applied in purchase of Shares of the Company	**38.** No funds of the Company shall except as provided by Section 67 of the Companies Act, 2013 be employed in the purchase of its own Shares, unless the consequent reduction of capital is effected and sanction in pursuance of Sections 52, 55 (to the extent applicable) of Companies Act, 2013 and Sections 80 and 100 to 105 of the Companies Act, 1956 and these Articles or in giving either directly or indirectly and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any Share in the Company in its holding Company.

UNDERWRITING AND BROKERAGE

Title of Article	Article Number and contents
Commission may be paid	**39.** Subject to the provisions of Section 40 of the Companies Act, 2013, the Company may at anytime pay commission to any person in consideration of his subscribing or agreeing to subscribe (whether absolutely or conditionally) for any Shares in or debentures of the Company.
Brokerage	**40.** The Company may on any issue of Shares or Debentures or on deposits pay such brokerage as may be reasonable and lawful.

Title of Article	Article Number and contents
Commission to be included in the annual return	**41.** Where the Company has paid any sum by way of commission in respect of any Shares or Debentures or allowed any sums by way of discount in respect to any Shares or Debentures, such statement thereof shall be made in the annual return as required by Section 92 to the Companies Act, 2013.

DEBENTURES

Title of Article	Article Number and contents
Debentures with voting rights not to be issued	**42.** (a) The Company shall not issue any debentures carrying voting rights at any Meeting of the Company whether generally or in respect of particular classes of business. (b) Payments of certain debts out of assets subject to floating charge in priority to claims under the charge may be made in accordance with the provisions of Section 327 of the Companies Act, 2013. (c) Certain charges (which expression includes mortgage) mentioned in Section 77 of the Companies Act, 2013 shall be void against the Liquidator or creditor unless registered as provided in Section 77 of the Companies Act, 2013. (d) A contract with the Company to take up and pay debentures of the Company may be enforced by a decree for specific performance. (e) Unless the conditions of issue thereof otherwise provide, the Company shall (subject to the provisions of Section 56 of the Companies Act, 2013) within six months after the allotment of its debentures or debenture-stock and within one month after the application for the registration of the transfer of any such debentures or debentures-stock have completed and ready for delivery the certificate of all debenture-stock allotted or transferred. (f) The Company shall comply with the provisions of Section 71 of the Companies Act, 2013 as regards supply of copies of Debenture Trust Deed and inspection thereof. (g) The Company shall comply with the provisions of Section 2(16), 77 to 87 (inclusive) of the Companies Act, 2013 as regards registration of charges.

CALLS

Title of Article	Article Number and contents
Directors may make calls	**43.** (a) Subject to the provisions of Section 49 of the Companies Act, 2013 the Board of Directors may from time to time by a resolution passed at a meeting of a Board (and not by a circular resolution) make such calls as it thinks fit upon the Members in respect of all moneys unpaid on the Shares or by way of premium, held by them respectively and not by conditions of allotment thereof made payable at fixed time and each Member shall pay the amount of every call so made on him to person or persons and at the times and places appointed by the Board of Directors. A call may be made payable by installments. A call may be postponed or revoked as the Board may determine. No call shall be made payable within less than one month from the date fixed for the payment of the last preceding call. (b) The joint holders of a Share shall be jointly and severally liable to pay all calls in respect thereof.
Notice of call when to be given	**44.** Not less than **fourteen days** notice in writing of any call shall be given by the Company specifying the time and place of payment and the person or persons to whom such call shall be paid.
Call deemed to have been made	**45.** A call shall be deemed to have been made at the time when the resolution authorizing such call was passed at a meeting of the Board of Directors and may be made payable by the Members of such date or at the discretion of the Directors on such subsequent date as shall be fixed by the Board of Directors.
Directors may extend time	**46.** The Directors may, from time to time, at their discretion, extend the time fixed for the payment of any call, and may extend such time as to all or any of the members who from residence at a distance or other cause, the Directors may deem fairly entitled to such extension, but no member shall be entitled to such extension, save as a matter of grace and favour.
Amount payable at fixed time or by installments to be treated as calls	**47.** If by the terms of issue of any Share or otherwise any amount is made payable at any fixed time or by installments at fixed time (whether on account of the amount of the Share or by way of premium) every such amount or installment shall be payable as if it were a call duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or installment accordingly.
	48. If the sum payable in respect of any call or installment is not paid on or before the day appointed for the payment thereof, the holder for the time being or allottee of the Share in respect of which the call shall have been made or the installment shall be due, shall

Title of Article	Article Number and contents
When interest on call or installment payable	pay interest on the same at such rate not exceeding ten percent per annum as Directors shall fix from the day appointed for the payment thereof up to the time of actual payment but the Directors may waive payment of such interest wholly or in part.
Evidence in action by Company against share holder	**49.** On the trial of hearing of any action or suit brought by the Company against any Member or his Legal Representatives for the recovery of any money claimed to be due to the Company in respect of his Shares, it shall be sufficient to prove that the name of the Member in respect of whose Shares the money is sought to be recovered is entered on the Register of Members as the holder or as one of the holders at or subsequent to the date at which the money sought to be recovered is alleged to have become due on the Shares in respect of which the money is sought to be recovered, that the resolution making the call is duly recorded in the minute book and the notice of such call was duly given to the Member or his legal representatives sued in pursuance of these Articles and it shall not be necessary to prove the appointment of Directors who made such call, nor that a quorum of Directors was present at the Board meeting at which any call was made nor that the meeting at which any call was made was duly convened or constituted nor any other matter whatsoever but the proof of the matters aforesaid shall be conclusive evidence of the debt.
Payment in anticipation of calls may carry interest	**50.** The Directors may, if they think fit, subject to the provisions of Section 50 of the Companies Act, 2013, agree to and receive from any Member willing to advance the same whole or any part of the moneys due upon the shares held by him beyond the sums actually called for, and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate, as the member paying such sum in advance and the Directors agree upon provided that money paid in advance of calls shall not confer a right to participate in profits or dividend. The Directors may at any time repay the amount so advanced. The Members shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment, become presently payable. The provisions of these Articles shall *mutatis mutandis* apply to the calls on Debentures of the Company.

LIEN

Title of Article	Article Number and contents
Partial payment not to preclude forfeiture	**51.** Neither the receipt by the Company of a portion of any money which shall, from time to time be due from any Member to the Company in respect of his Shares, either by way of principal or interest, or any indulgence granted by the Company in

Title of Article	Article Number and contents
	respect of the payment of such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture of such Shares as hereinafter provided.
Company's lien on Shares/ Debentures	**52.** The Company shall have first and paramount lien upon all Shares/Debentures (other than fully paid up Shares/ Debentures) registered in the name of each Member (whether solely or jointly with others) and upon the proceeds of sale thereof, for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such Shares/ Debentures and no equitable interest in any Share shall be created except upon the footing and condition that this Article will have full effect and such lien shall extend to all dividends and bonuses from time to time declared in respect of such Shares/Debentures; Unless otherwise agreed the registration of a transfer of Shares/ Debentures shall operate as a waiver of the Company's lien if any, on such Shares/Debentures. The Directors may at any time declare any Shares/ Debentures wholly or in part exempt from the provisions of this Article.
As to enforcing lien by sale	**53.** The Company may sell, in such manner as the Board thinks fit, any Shares on which the Company has lien for the purpose of enforcing the same. 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. For the purpose of such sale the Board may cause to be issued a duplicate certificate in respect of such Shares and may authorize one of their members to execute a transfer there from on behalf of and in the name of such Members The purchaser shall not be bound to see 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.
Application of proceeds of sale	**54.** (a) The net proceeds of any such sale shall be received by the Company and applied in or towards satisfaction of such part of the amount in respect of which the lien exists as is presently payable, and (b) The residue if any, after adjusting costs and expenses if any incurred shall be paid to the person entitled to the Shares at the date of the sale (subject to a like lien for sums not presently payable as existed on the Shares before the sale).

FORFEITURE OF SHARES

Title of Article	Article Number and contents
If money payable on Shares not paid notice to be given	**55.** If any Member fails to pay the whole or any part of any call or any installments of a call on or before the day appointed for the payment of the same or any such extension thereof, the Board of Directors may, at any time thereafter, during such time as the call for installment remains unpaid, give notice to him requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.
Sum payable on allotment to be deemed a call	**56.** For the purposes of the provisions of these Articles relating to forfeiture of Shares, the sum payable upon allotment in respect of a share shall be deemed to be a call payable upon such Share on the day of allotment.
Form of notice	**57.** The notice shall name a day, (not being less than fourteen days form the day of the notice) and a place or places on and at which such call in installment and such interest thereon at such rate not exceeding eighteen percent per annum as the Directors may determine and expenses as aforesaid are to be paid. The notice shall also state that in the event of the non-payment at or before the time and at the place appointed, Shares in respect of which the call was made or installment is payable will be liable to be forfeited.
In default of payment Shares to be forfeited	**58.** If the requirements of any such notice as aforesaid are not complied with, any Share or Shares in respect of which such notice has been given may at any time thereafter before payment of all calls or installments, interests and expenses due in respect thereof, be forfeited by a resolution of the Board of Directors to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited Shares and not actually paid before the forfeiture.
Notice of forfeiture to a Member	**59.** When any Share shall have been so forfeited, notice of the forfeiture shall be given to the Member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof, shall forthwith be made in the Register of Members, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.
Forfeited Shares to be the property of the Company and may be sold etc.	**60.** Any Share so forfeited, shall be deemed to be the property of the Company and may be sold, re-allotted or otherwise disposed of, either to the original holder or to any other person, upon such terms and in such manner as the Board of Directors shall think fit.

Title of Article	Article Number and contents
Member still liable for money owning at the time of forfeiture and interest	**61.** Any Member whose Shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company on demand all calls, installments, interest and expenses owing upon or in respect of such Shares at the time of the forfeiture together with interest thereon from the time of the forfeiture until payment, at such rate not exceeding eighteen percent per annum as the Board of Directors may determine and the Board of Directors may enforce the payment of such moneys or any part thereof, if it thinks fit, but shall not be under any obligation to do so.
Effects of forfeiture	**62.** The forfeiture of a Share shall involve the extinction at the time of the forfeiture, of all interest in and all claims and demand against the Company in respect of the Share and all other rights incidental to the Share, except only such of those rights as by these Articles are expressly saved.
Power to annul forfeiture	**63.** The Board of Directors may at any time before any Share so forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture thereof upon such conditions as it thinks fit.
Declaration of forfeiture	**64.** (a) A duly verified declaration in writing that the declarant is a Director, the Managing Director or the Manager or the Secretary of the Company, and that Share in the Company has been duly forfeited in accordance with these Articles, on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the Share. (b) The Company may receive the consideration, if any, given for the Share on any sale, re-allotment or other disposal thereof and may execute a transfer of the Share in favour of the person to whom the Share is sold or disposed off. (c) The person to whom such Share is sold, re-allotted or disposed of shall thereupon be registered as the holder of the Share. (d) Any such purchaser or allotee shall not (unless by express agreement) be liable to pay calls, amounts, installments, interests and expenses owing to the Company prior to such purchase or allotment nor shall be entitled (unless by express agreement) to any of the dividends, interests or bonuses accrued or which might have accrued upon the Share before the time of completing such purchase or before such allotment. (e) Such purchaser or allottee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the Share be effected by the irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the Shares.

Title of Article	Article Number and contents
Provisions of these articles as to forfeiture to apply in case of nonpayment of any sum	**65.** The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which by the terms of issue of a Share becomes payable at a fixed time, whether on account of the nominal value of Share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.
Cancellation of shares certificates in respect of forfeited Shares	**66.** Upon sale, re-allotment or other disposal under the provisions of these Articles, the certificate or certificates originally issued in respect of the said Shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting Member) stand cancelled and become null and void and of no effect and the Directors shall be entitled to issue a new certificate or certificates in respect of the said Shares to the person or persons entitled thereto.
Evidence of forfeiture	**67.** The declaration as mentioned in Article 64(a) of these Articles shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the Share.
Validity of sale	**68.** Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the Shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the Shares sold, and the purchasers shall not be bound to see to the regularity of the proceedings or to the application of the purchase money, and after his name has been entered in the Register of Members in respect of such Shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.
Surrender of Shares	**69.** The Directors may subject to the provisions of the Act, accept surrender of any share from any Member desirous of surrendering on such terms and conditions as they think fit.

TRANSFER AND TRANSMISSION OF SHARES

Title of Article	Article Number and contents
No transfers to minors etc.	**70.** No Share which is partly paid-up or on which any sum of money is due shall in any circumstances be transferred to any minor, insolvent or person of unsound mind.
Instrument of transfer	**71.** The instrument of transfer shall be in writing and all provisions of Section 56 of the Companies Act, 2013 and statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof.

Title of Article	Article Number and contents
Application for transfer	**72.** (a) An application for registration of a transfer of the Shares in the Company may be made either by the transferor or the transferee. (b) Where the application is made by the transferor and relates to partly paid Shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice. (c) For the purposes of clause (b) above notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post to the transferee at the address, given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.
Execution of transfer	**73.** The instrument of transfer of any Share shall be duly stamped and executed by or on behalf of both the transferor and the transferee and shall be witnessed. The transferor shall be deemed to remain the holder of such Share until the name of the transferee shall have been entered in the Register of Members in respect thereof. The requirements of provisions of Section 56 of the Companies Act, 2013 and any statutory modification thereof for the time being shall be duly complied with.
Transfer by legal representatives	**74.** A transfer of Share in the Company of a deceased Member thereof made by his legal representative shall, although the legal representative is not himself a Member be as valid as if he had been a Member at the time of the execution of the instrument of transfer.
Register of Members etc when closed	**75.** The Board of Directors shall have power on giving not less than seven days pervious notice by advertisement in some newspaper circulating in the district in which the registered office of the Company is situated to close the Register of Members and/or the Register of debentures holders , in accordance with Section 91 of the Companies Act, 2013 and rules made thereunder, at such time or times and for such period or periods, not exceeding thirty days at a time and not exceeding in the aggregate forty five days in each year as it may seem expedient to the Board.
Directors may refuse to register transfer	**76.** Subject to the provisions of Section 58 & 59 of the Companies Act, 2013, these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may refuse whether in pursuance of any power of the company under these Articles or otherwise to register the transfer of, or the transmission by operation of law of the right to, any Shares or interest of a Member in or Debentures of the Company. The Company shall within one month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal. Provided that the registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or

Title of Article	Article Number and contents
	persons indebted to the Company on any account whatsoever except where the Company has a lien on Shares.
Death of one or more joint holders of Shares	**77.** In case of the death of any one or more of the persons named in the Register of Members as the joint holders of any Share, the survivor or survivors shall be the only persons recognised by the Company as having any title or interest in such Share, but nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on Shares held by him with any other person.
Titles of Shares of deceased Member	**78.** The Executors or Administrators of a deceased Member or holders of a Succession Certificate or the Legal Representatives in respect of the Shares of a deceased Member (not being one of two or more joint holders) shall be the only persons recognized by the Company as having any title to the Shares registered in the name of such Members, and the Company shall not be bound to recognize such Executors or Administrators or holders of Succession Certificate or the Legal Representative unless such Executors or Administrators or Legal Representative shall have first obtained Probate or Letters of Administration or Succession Certificate as the case may be from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks it, the Board upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register Shares standing in the name of a deceased Member, as a Member. However, provisions of this Article are subject to Sections 72 and 56 of the Companies Act, 2013.
Notice of application when to be given	**79.** Where, in case of partly paid Shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Companies Act, 2013.
Registration of persons entitled to Shares otherwise than by transfer (Transmission Clause)	**80.** Subject to the provisions of the Act and Article 77 hereto, any person becoming entitled to Share in consequence of the death, lunacy, bankruptcy or insolvency of any Member or by any lawful means other than by a transfer in accordance with these Articles may, with the consent of the Board (which it shall not be under any obligation to give), upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of such title as the Board thinks sufficient, either be registered himself as the holder of the Share or elect to have some person nominated by him and approved by the Board registered as such holder; provided nevertheless, that if such person shall elect to have his nominee registered as a holder, he shall execute an instrument of transfer in accordance with the provisions herein contained, and until he does so, he shall not be freed from any liability in respect of the Shares. This clause is hereinafter referred to as the "Transmission Clause".
Refusal to register nominee	**81.** Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse to register a person entitled by transmission to any Share of his nominee as if he were the transferee named in an ordinary transfer presented for registration.

Title of Article	Article Number and contents
Person entitled may receive dividend without being registered as a Member	**82.** A person entitled to a Share by transmission shall subject to the right of the Directors to retain dividends or money as is herein provided, be entitled to receive and may give a discharge for any dividends or other moneys payable in respect of the Share.
No fee on transfer or transmissions	**83.** No fee shall be charged for registration of transfer, transmission, Probate, Succession Certificate & Letters of Administration, Certificate of Death or Marriage, Power of Attorney or other similar document.
Transfer to be presented with evidence of title	**84.** Every instrument of transfer shall be presented to the Company duly stamped for registration accompanied by such evidence as the Board may require to prove the title of the transferor, his right to transfer the Shares and generally under and subject to such conditions and regulations as the Board may, from time to time prescribe, and every registered instrument of transfer shall remain in the custody of the Company until destroyed by order of the Board.
` Company not liable for disregard of a notice prohibiting registration of transfer	**85.** The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of Shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the said Shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice, or referred thereto, in any book of the Company, and the Company shall not be bound to be required to regard or attend to give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting to do so, though it may have been entered or referred to in some book of the Company, but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Board shall so think fit.

CONVERSION OF SHARES INTO STOCK AND RECONVERSION

Title of Article	Article Number and contents
Share may be converted into stock	**86.** The Company may, by Ordinary Resolution convert any fully paid up Share into stock, and reconvert any stock into fully paid-up Shares.
Transfer of stock	**87.** The several holders of such stock may transfer their respective interest therein or any part thereof in the same manner and subject to the same regulations under 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 stock arose.
Right of stock holders	**88.** The holders of stock shall, according to the amount of stock held by them, have the same right, privileges and advantages as regards dividends, voting at meeting of the Company, and other matters, as if they held them in 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 those privileges or advantages.
Regulation applicable to stock and share warrant	**89.** Such of the regulations of the Company as are applicable to the paid up Shares shall apply to stock and the words "Share" and "Shareholder" in these regulations shall include "stock" and "stock holder" respectively.

BORROWING POWERS

Title of Article	Article Number and contents
Power to borrow	**90.** Subject to the provisions of Sections 73, 74 and 179 of the Companies Act, 2013 and these Articles, the Board of Directors may, from time to time at its discretion by a resolution passed at a meeting of the Board, borrow, accept deposits from Members either in advance of calls or otherwise and generally raise or borrow or secure the payment of any such sum or sums of money for the purposes of the Company from any source. PROVIDED THAT, where the moneys to be borrowed together with the moneys already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate of the paid up capital of the Company and its free reserves (not being reserves set apart for any specific purpose) the Board of Directors shall not borrow such money without the sanction of the Company in General Meeting. No debts incurred by the Company in excess of the

Title of Article	Article Number and contents
	limit imposed by this Article shall be valid or effectual unless the lender proves that he advanced the loan in good faith and without knowledge that the limit imposed by this Article had been exceeded.
The payment or repayment of moneys borrowed	**91.** The payment or repayment of moneys borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the Board of Directors may think fit, and in particular in pursuance of a resolution passed at a meeting of the Board (and not by circular resolution) by the issue of bonds, debentures or debentures stock of the Company, charged upon all or any part of the property of the Company, (both present and future), including its un-called capital for the time being and the debentures and the debenture stock and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.
Bonds, Debentures, etc. to be subject to control of Directors	**92.** Any bonds, debentures, debenture-stock or other securities issued or to be issued by the Company shall be under the control of the Directors who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider being for the benefit of the Company.
Terms of issue of Debentures	**93.** Any Debentures, Debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into Shares of any denomination, and with any privileges and conditions as to redemption, surrender, drawing, allotment of Shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. However, Debentures with the right to conversion into or allotment of Shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.
Mortgage of uncalled capital	**94.** If any uncalled capital of the Company is included in or charged by mortgage or other security, the Directors may, subject to the provisions of the Act and these Articles, make calls on the Members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security has been executed.
Indemnity may be given	**95.** Subject to the provisions of the Act and these Articles, if the Directors or any of them or any other person shall incur or about to incur any liability as principal or surety for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.

RELATED PARTY TRANSACTIONS

Related Party Transactions	**96.** **A.** Subject to the provisions of the Act, the Company may enter into contracts with the Related Party which are at arm's length and are in ordinary course of business of the company with approval of the Audit Committee. **B.** Subject to the provisions of the Act, the Company may enter into contracts with the related parties which are of such nature wherein it requires consent of shareholders in terms of Act or Listing Regulations or any other law for the time being in force, with approval of the shareholders in the general meeting.

MEETING OF MEMBERS

Title of Article	Article Number and contents
Annual General Meeting	**97.** i. An Annual General Meeting of the Company shall be held within six months after the expiry of each financial year, provided that not more than fifteen months shall lapse between the date of one Annual General Meeting and that of next. ii. Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the Registrar under the provisions of Section 96(1) of the Act to extend the time with which any Annual General Meeting may be held. iii. Every Annual General Meeting shall be called at a time during business hours i.e. 9 a.m. to 6 p.m., on a day that is not a Nationalholiday, and shall be held at the office of the Company or at some other place within the city in which the Registered Office of the Company is situated as the Board may determine and the notices calling the Meeting shall specify it as the Annual General Meeting. iv. The company may in any one Annual General Meeting fix the time for its subsequent Annual General Meeting. v. Every Member of the Company shall be entitled to attend, either in person or by proxy and the Auditors of the Company shall have the right to attend and be heard at any General Meeting which he attends on any part of the business which concerns him as an Auditor. vi. At every Annual General Meeting of the Company, there shall be laid on the table the Director's Report and Audited statement of accounts, the Proxy Register with proxies and the Register of Director's Shareholding, which Registers shall remain open and accessible during the continuance of the Meeting.

Title of Article	Article Number and contents
	vii. The Board shall cause to be prepared the annual list of Members, summary of share capital, balance sheet and profit and loss account and forward the same to the Registrar in accordance with Sections 92 and 137 of the Act.
Report statement and registers to be laid before the Annual General Meeting	**98.** The Company shall in every Annual General Meeting in addition to any other Report or Statement lay on the table the Director's Report and audited statement of accounts, Auditor's Report (if not already incorporated in the audited statement of accounts), the Proxy Register with proxies and the Register of Director's Shareholdings, which Registers shall remain open and accessible during the continuance of the Meeting.
Extra-Ordinary General Meeting	**99.** All General Meeting other than Annual General Meeting shall be called Extra-Ordinary General Meeting.
Requisitionists' Meeting	**100.** (1) Subject to the provisions of Section 111 of the Companies Act, 2013, the Directors shall on the requisition in writing of such number of Members as is hereinafter specified:- (a) Give to the Members of the Company entitled to receive notice of the next Annual General Meeting, notice of any resolution which may properly be moved and is intended to be moved at that meeting. (b) Circulate to the Members entitled to have notice of any General Meeting sent to them, any statement with respect to the matter referred to in any proposed resolution or any business to be dealt with at that Meeting. (2) The number of Members necessary for a requisition under clause (1) hereof shall be such number of Members as represent not less than one-tenth of the total voting power of all the Members having at the date of the resolution a right to vote on the resolution or business to which the requisition relates; or (3) Notice of any such resolution shall be given and any such statement shall be circulated, to Members of the Company entitled to have notice of the Meeting sent to them by serving a copy of the resolution or statement to each Member in any manner permitted by the Act for service of notice of the Meeting and notice of any such resolution shall be given to any other Member of the Company by giving notice of the general effect of the resolution in any manner permitted by the Act for giving him notice of meeting of the Company. The copy of the resolution shall be served, or notice of the effect of the resolution shall be given, as the case may be in the same manner, and so far as practicable, at the same time as notice of the Meeting and where it is not practicable for it to be served or given at the time it shall be served or given as soon as practicable thereafter. (4) The Company shall not be bound under this Article to give notice of any resolution or to circulate any statement unless:

Title of Article	Article Number and contents
	(a) A copy of the requisition signed by the requisitionists (or two or more copies which between them contain the signature of all the requisitionists) is deposited at the Registered Office of the Company. i. In the case of a requisition, requiring notice of resolution, not less than six weeks before the Meeting; ii. In the case of any other requisition, not less than two weeks before the Meeting, and (b) There is deposited or tendered with the requisition sum reasonably sufficient to meet the Company's expenses in giving effect thereto. PROVIDED THAT if, after a copy of the requisition requiring notice of a resolution has been deposited at the Registered Office of the Company, an Annual General Meeting is called for a date six weeks or less after such copy has been deposited, the copy although not deposited within the time required by this clause, shall be deemed to have been properly deposited for the purposes thereof. (5) The Company shall also not be bound under this Article to circulate any statement, if on the application either of the Company or of any other person who claims to be aggrieved, the Company Law Board is satisfied that the rights conferred by this Article are being abused to secure needless publicity for defamatory matter. (6) Notwithstanding anything in these Articles, the business which may be dealt with at Annual General Meeting shall include any resolution for which notice is given in accordance with this Article, and for the purposes of this clause, notice shall be deemed to have been so given, notwithstanding the accidental omission in giving it to one or more Members.
Extra-Ordinary General Meeting by Board and by requisition When a Director or any two Members may call an Extra Ordinary General Meeting	**101.** (a) The Directors may, whenever they think fit, convene an Extra-Ordinary General Meeting and they shall on requisition of the Members as herein provided, forthwith proceed to convene Extra-Ordinary General Meeting of the Company. (b) If at any time there are not within India sufficient Directors capable of acting to form a quorum, or if the number of Directors be reduced in number to less than the minimum number of Directors prescribed by these Articles and the continuing Directors fail or neglect to increase the number of Directors to that number or to convene a General Meeting, any Director or any two or more Members of the Company holding not less than one-tenth of the total paid up share capital of the Company may call for an Extra-Ordinary General Meeting in the same manner as nearly as possible as that in which meeting may be called by the Directors.

Title of Article	Article Number and contents
Contents of requisition, and number of requisitionists required and the conduct of Meeting	**102.** (1) In case of requisition the following provisions shall have effect: (a) The requisition shall set out the matter for the purpose of which the Meeting is to be called and shall be signed by the requisitionists and shall be deposited at the Registered Office of the Company. (b) The requisition may consist of several documents in like form each signed by one or more requisitionists. (c) The number of Members entitled to requisition a Meeting in regard to any matter shall be such number as hold at the date of the deposit of the requisition, not less than one-tenth of such of the paid-up share capital of the Company as that date carried the right of voting in regard to that matter. (d) Where two or more distinct matters are specified in the requisition, the provisions of sub-clause (c) shall apply separately in regard to each such matter and the requisition shall accordingly be valid only in respect of those matters in regard to which the conditions specified in that clause are fulfilled. (e) If the Board does not, within twenty-one days from the date of the deposit of a valid requisition in regard to any matters, proceed duly to call a Meeting for the consideration of those matters on a day not later than forty-five days from the date of the deposit of the requisition, the Meeting may be called: (i) by the requisitionists themselves; or (ii) by such of the requisitionists as represent either a majority in value of the paid up share capital held by all of them or not less than one tenth of the paid-up share capital of the Company as is referred to in sub clauses (c) of clause (I) whichever is less. PROVIDED THAT for the purpose of this sub-clause, the Board shall, in the case of a Meeting at which a resolution is to be proposed as a Special Resolution, be deemed not to have duly convened the Meeting if they do not give such notice thereof as is required by sub-section (2) of Section 114 of the Companies Act, 2013. (2) A meeting called under sub-clause (c) of clause (1) by requisitionists or any of them:

Title of Article	Article Number and contents
	(a) shall be called in the same manner as, nearly as possible, as that in which meeting is to be called by the Board; but (b) shall not be held after the expiration of three months from the date of deposit of the requisition. PROVIDED THAT nothing in sub-clause (b) shall be deemed to prevent a Meeting duly commenced before the expiry of the period of three months aforesaid, from adjourning to some days after the expiry of that period. (3) Where two or more Persons hold any Shares in the Company jointly; a requisition or a notice calling a Meeting signed by one or some only of them shall, for the purpose of this Article, have the same force and effect as if it has been signed by all of them. (4) Any reasonable expenses incurred by the requisitionists by reason of the failure of the Board to duly to call a Meeting shall be repaid to the requisitionists by the Company; and any sum repaid shall be retained by the Company out of any sums due or to become due from the Company by way of fees or other remuneration for their services to such of the Directors as were in default.
Length of notice of Meeting	**103.** (1) A General Meeting of the Company may be called by giving not less than twenty-one days notice in writing. (2) A General Meeting may be called after giving shorter notice than that specified in clause (1) hereof, if consent is accorded thereto: (i) In the case of Annual General Meeting by all the Members entitled to vote thereat; and (ii) In the case of any other Meeting, by Members of the Company holding not less than ninety-five percent of such part of the paid up share capital of the Company as gives a right to vote at the Meeting. PROVIDED THAT where any Members of the Company are entitled to vote only on some resolution, or resolutions to be moved at a Meeting and not on the others, those Members shall be taken into account for the purposes of this clause in respect of the former resolutions and not in respect of the later.

Title of Article	Article Number and contents
Contents and manner of service of notice and persons on whom it is to be served	**104.** (1) Every notice of a Meeting of the Company shall specify the place and the day and hour of the Meeting and shall contain a statement of the business to be transacted thereat. (2) Subject to the provisions of the Act notice of every General Meeting shall be given; (a) to every Member of the Company, in any manner authorized by Section 20 of the Companies Act, 2013**;** (b) to the persons entitled to a Share in consequence of the death or insolvency of a Member, by sending it through post in a prepaid letter addressed to them by name or by the title of representative of the deceased, or assignees of the insolvent, or by like description, at the address, if any in India supplied for the purpose by the persons claiming to be so entitled or until such an address has been so supplied, by giving the notice in any manner in which it might have been given if the death or insolvency had not occurred; and (c) to the Auditor or Auditors for the time being of the Company (3) Every notice convening a Meeting of the Company shall state with reasonable prominence that a Member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of himself and that a proxy need not be a Member of the Company.
Special and ordinary business and explanatory statement	**105.** (1) **(a)** In the case of an Annual General Meeting all business to be transacted at the Meeting shall be deemed special, with the exception of business relating to (i) the consideration of the accounts, balance sheet, the reports of the Board of Directors and Auditors; (ii) the declaration of dividend; (iii) the appointment of Directors in the place of those retiring; and (iv) the appointment of, and the fixing of the remuneration of the Auditors, and **(b)** In the case of any other meeting, all business shall be deemed special. (2) Where any items of business to be transacted at the Meeting of the Company are deemed to be special as aforesaid, there shall be annexed to the notice of the Meeting a statement setting out all material facts concerning each such item of business, including in particular the nature of the concern or interest, if any, therein of every Director. PROVIDED THAT where any such item of special business at the Meeting of the Company relates to or affects, any other company, the extent of shareholding interest in that other company of every Director of the Company shall also be set

Title of Article	Article Number and contents
	out in the statement, if the extent of such shareholding interest is not less than twenty percent of the paid up-share capital of the other company. (3) Where any item of business consists of the according of approval to any document by the Meeting, the time and place where the document can be inspected shall be specified in the statement aforesaid.
Omission to give notice not to invalidate proceedings	**106.** The accidental omission to give such notice as aforesaid to or non-receipt thereof by any Member or other person to whom it should be given, shall not invalidate the proceedings of any such Meeting.

MEETING OF MEMBERS

Title of Article	Article Number and contents
Notice of business to be given	**107.** No General Meeting, Annual or Extra-Ordinary shall be competent to enter upon, discuss or transact any business which has not been mentioned in the notice or notices convening the Meeting.
Quorum	**108.** The quorum for General Meetings shall be as under:- (*i*) five members personally present if the number of members as on the date of meeting is not more than one thousand; (*ii*) fifteen members personally present if the number of members as on the date of meeting is more than one thousand but up to five thousand; (*iii*) thirty members personally present if the number of members as on the date of the meeting exceeds five thousand; No business shall be transacted at the General Meeting unless the quorum requisite is present at the commencement of the Meeting. A body corporate being a Member shall be deemed to be personally present if it is represented in accordance with Section 113 of the Companies Act, 2013. The President of India or the Governor of a State being a Member of the Company shall be deemed to be personally present if it is presented in accordance with Section 113 of the Companies Act, 2013.
If quorum not present when Meeting to be dissolved and when to be adjourned	**109.** If within half an hour from the time appointed for holding a Meeting of the Company, a quorum is not present, the Meeting, if called by or upon the requisition of the Members shall stand dissolved and in any other case the Meeting shall stand, adjourned to the same day in the next week or if that day is a public holiday until the next succeeding day which is not a public holiday, at the same time and place or to

Title of Article	Article Number and contents
	such other day and at such other time and place as the Board may determine. If at the adjourned meeting also, a quorum is not present within half an hour from the time appointed for holding the Meeting, the Members present shall be a quorum and may transact the business for which the Meeting was called.
Resolution passed at adjourned Meeting	**110.** Where a resolution is passed at an adjourned Meeting of the Company, the resolution for all purposes is treated as having been passed on the date on which it was in fact passed and shall not be deemed to have been passed on any earlier date.
Chairman of General Meeting.	**111.** At every General Meeting the Chair shall be taken by the Chairman of the Board of Directors. If at any Meeting, the Chairman of the Board of Directors is not present within ten minutes after the time appointed for holding the Meeting or though present, is unwilling to act as Chairman, the Vice Chairman of the Board of Directors would act as Chairman of the Meeting and if Vice Chairman of the Board of Directors is not present or, though present, is unwilling to act as Chairman, the Directors present may choose one of themselves to be a Chairman, and in default or their doing so or if no Directors shall be present and willing to take the Chair, then the Members present shall choose one of themselves, being a Member entitled to vote, to be Chairman.
Act for resolution sufficiently done or passed by Ordinary Resolution unless otherwise required	**112.** Any act or resolution which, under the provisions of these Articles or of the Act, is permitted or required to be done or passed by the Company in General Meeting shall be sufficiently done so or passed if effected by an Ordinary Resolution unless either the Act or the Articles specifically require such act to be done or resolution be passed by a Special Resolution.
Business confined to election of Chairman whilst the Chair is vacant	**113.** No business shall be discussed at any General Meeting except the election of a Chairman whilst the Chair is vacant.
Chairman may adjourn Meeting	**114.** (a) The Chairman may with the consent of 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. (b) No business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place (c) 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. (d) Save as aforesaid, it shall not be necessary to give any notice of an adjournment of or of the business to be transacted at any adjourned Meeting.

Title of Article	Article Number and contents
How questions are decided at Meetings	**115.** Every question submitted to a General Meeting shall be decided in the first instance by a show of hands unless the poll is demanded as provided in these Articles.
Chairman's declaration of result of voting on show of hands	**116.** A declaration by the Chairman of the Meeting that on a show of hands, a resolution has or has not been carried either unanimously or by a particular majority, and an entry to that effect in the book containing the minutes of the proceeding of the Company's General Meeting shall be conclusive evidence of the fact, without proof of the number or proportion of votes cast in favour of or against such resolution.
Demand of poll	**117.** Before or on the declaration of the result of the voting on any resolution on a show of hands a poll may be ordered to be taken by the Chairman of the Meeting on his own motion and shall be ordered to be taken by him on a demand made in that behalf by any Member or Members present in person or by proxy and holding Shares in the Company which confer a power to vote on the resolution not being less than one-tenth of the total voting power in respect of the resolution, or on which an aggregate sum of not less than fifty thousand rupees has been paid up. The demand for a poll may be withdrawn at any time by the Person or Persons who made the demand.
Time of taking poll	**118.** A poll demanded on a question of adjournment or election of a Chairman shall be taken forthwith. A poll demanded on any other question shall be taken at such time not being later than forty-eight hours from the time when the demand was made and in such manner and place as the Chairman of the Meeting may direct and the result of the poll shall be deemed to be the decision of the Meeting on the resolution on which the poll was taken.
Chairman's casting vote	**119.** In the case of equality of votes, the Chairman shall both on a show of hands and on a poll (if any) have a casting vote in addition to the vote or votes to which he may be entitled as a Member.
Appointment of scrutineers	**120.** Where a poll is to be taken, the Chairman of the Meeting shall appoint two scrutineers to scrutinise the vote given on the poll and to report thereon to him. One of the scrutineers so appointed shall always be a Member (not being an officer or employee of the Company) present at the Meeting, provided such a Member is available and willing to be appointed. The Chairman shall have power, at any time before the result of the poll is declared, to remove a scrutineer from office and fill vacancies in the office of the scrutineer arising from such removal or from any other cause.

Title of Article	Article Number and contents
Demand for poll not to prevent transaction of other business	**121.** The demand for a poll shall not prevent transaction of other business (except on the question of the election of the Chairman and of an adjournment) other than the question on which the poll has been demanded.
Special notice	**122.** Where by any provision contained in the Act or in these Articles, special notice is required for any resolution, the notice of the intention to move the resolution shall be given to the Company not less than fourteen days before the Meeting at which it is to be moved, exclusive of the day which the notice is served or deemed to be served on the day of the Meeting. The Company shall immediately after the notice of the intention to move any such resolution has been received by it, give its Members notice of the resolution in the same manner as it gives notice of the Meeting, or if that is not practicable shall give them notice thereof, either by advertisement in a newspaper having an appropriate circulation or in any other mode allowed by these presents not less than seven days before the Meeting.

VOTES OF MEMBERS

Title of Article	Article Number and contents
Member paying money in advance not to be entitled to vote in respect thereof	**123.** A Member paying the whole or a part of the amount remaining unpaid on any Share held by him although no part of that amount has been called up, shall not be entitled to any voting rights in respect of moneys so paid by him until the same would but for such payment become presently payable.
Restriction on exercise of voting rights of Members who have not paid calls	**124.** No Member shall exercise any voting rights in respect of any Shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised any right of lien.
Number of votes to which Member entitled	**125.** Subject to the provisions of Article 123, every Member of the Company holding any equity share capital and otherwise entitled to vote shall, on a show of hands when present in person (or being a body corporate present by a representative duly authorized) have one vote and on a poll, when present in person (including a body corporate by a duly authorized representative), or by an agent duly authorized under a Power of Attorney or by proxy, his voting right shall be in proportion to his share of the paid-up equity share capital of the Company. Provided however, if any preference shareholder is present at any meeting of the Company, (save as provided in sub-section (2) of Section 47 of Companies Act, 2013)

Title of Article	Article Number and contents
	he shall have a right to vote only on resolutions before the Meeting which directly affect the rights attached to his preference shares. A Member is not prohibited from exercising his voting rights on the ground that he has not held his Shares or interest in the Company for any specified period preceding the date on which the vote is taken.
Votes of Members of unsound mind	**126.** A Member of unsound mind, or in respect of whom order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian and any such committee or guardian may, on a poll, vote by proxy.
Votes of joint Members	**127.** If there be joint registered holders of any Shares, one of such persons may vote at any Meeting personally or by an agent duly authorized under a Power of Attorney or by proxy in respect of such Shares, as if he were solely entitled thereto but the proxy so appointed shall not have any right to speak at the Meeting, and if more than one of such joint holders be present at any Meeting either personally or by agent or by proxy, that one of the said persons so present whose name appears higher on the Register of Members shall alone be entitled to speak and to vote in respect of such Shares, but the other holder(s) shall be entitled to vote in preference to a person present by an agent duly authorized under a Power of Attorney or by proxy although the name of such person present by agent or proxy stands first or higher in the Register of Members in respect of such Shares. Several executors or administrators of a deceased Member in whose name Shares stand shall for the purpose of these Articles be deemed joint holders thereof.
Representation of body corporate	**128.** (a) A body corporate (whether a company within the meaning of the Act or not) may, if it is a Member or creditor of the Company (including a holder of Debentures) authorize such person as it thinks fit by a resolution of its Board of Directors or other governing body, to act as its representative at any Meeting of the Company or any class of shareholders of the Company or at any meeting of the creditors of the Company or Debenture-holders of the Company. A person authorized by resolutions aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate which he represents as that body could exercise if it were an individual Member, shareholder, creditor or holder of Debentures of the Company. The production of a copy of the resolution referred to above certified by a Director or the Secretary of such body corporate before the commencement of the Meeting shall be accepted by the Company as sufficient evidence of the validity of the said representatives' appointment and his right to vote thereat. (b) Where the President of India or the Governor of a State is a Member of the Company, the President or as the case may be the Governor may appoint such

Title of Article	Article Number and contents
	person as he thinks fit to act as his representative at any Meeting of the Company or at any meeting of any class of shareholders of the Company and such a person shall be entitled to exercise the same rights and powers, including the right to vote by proxy, as the President, or as the case may be, the Governor could exercise as a Member of the Company.
Votes in respects of deceased or insolvent Members	**129.** Any person entitled under the Transmission Article to transfer any Shares may vote at any General Meeting in respect thereof in the same manner as if he was the registered holder of such Shares; provided that at least forty-eight hours before the time of holding the Meeting or adjourned Meeting, as the case may be, at which he proposes to vote, he shall satisfy the Directors of the right to transfer such Shares and give such indemnity (if any) as the Directors may require unless the Directors shall have previously admitted his right to vote at such Meeting in respect thereof.
Voting in person or by proxy	**130.** Subject to the provisions of these Articles, votes may be given either personally or by proxy. A body corporate being a Member may vote either by a proxy or by a representative duly authorized in accordance with Section 105 of the Companies Act, 2013.
Rights of Members to use votes differently	**131.** On a poll taken at a Meeting of the Company a Member entitled to more than one vote or his proxy, or other persons entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses
Proxies	**132.** Any Member of the Company entitled to attend and vote at a Meeting of the Company, shall be entitled to appoint another person (whether a Member or not) as his proxy to attend and vote instead of himself. PROVIDED that a proxy so appointed shall not have any right whatsoever to speak at the Meeting. Every notice convening a Meeting of the Company shall state that a Member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of himself, and that a proxy need not be a Member of the Company.
Proxy either for specified meeting or for a period	**133.** An instrument of proxy may appoint a proxy either for the purposes of a particular Meeting specified in the instrument and any adjournment thereof or it may appoint a proxy for the purpose of every Meeting to be held before a date specified in the instrument and every adjournment of any such Meeting.
No proxy to vote on a show of hands	**134.** No proxy shall be entitled to vote by a show of hands.

Title of Article	Article Number and contents
Instrument of proxy when to be deposited	**135.** The instrument appointing a proxy and the Power of Attorney or authority (if any) under which it is signed or a notarially certified copy of that Power of Attorney or authority, shall be deposited at the Registered Office of the Company at least forty-eight hours before the time for holding the Meeting at which the person named in the instrument purposes to vote and in default the instrument of proxy shall not be treated as valid.
Form of Proxy	**136.** Every instrument of proxy whether for a specified Meeting or otherwise shall, as nearly as circumstances will admit, be in any of the forms as prescribed in the Companies Act, 2013, and signed by the appointer or his attorney duly authorized in writing or if the appointer is a body corporate, be under its seal or be signed by any officer or attorney duly authorized by it.
Validity of votes given by proxy notwithstanding revocation of authority	**137.** A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the proxy or of any Power of Attorney under which such proxy was signed, or the transfer of the Share in respect of which the vote is given, provided that no intimation in writing of the death, insanity, revocation or transfer shall have been received by the Company at the Registered Office before the commencement of the Meeting or adjourned Meeting at which the proxy is used provided nevertheless that the Chairman of any Meeting shall be entitled to require such evidence as he may in his discretion think fit of the due execution of an instrument of proxy and of the same not having been revoked.
Time for objection to vote	**138.** No objection shall be made to the qualification of any voter or to the validity of a vote except at the Meeting or adjourned Meeting at which the vote objected to is given or tendered, and every vote, whether given personally or by proxy, not disallowed at such Meeting, shall be valid for all proposes and such objection made in due time shall be referred to the Chairman of the Meeting.
Chairman of any Meeting to be the judge of Validity of any value	**139.** The Chairman of any Meeting shall be the sole judge of the validity of every vote tendered at such Meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll. The decision of the Chairman shall be final and conclusive.
Custody of Instrument	**140.** If any such instrument of appointment is confined to the object of appointing at attorney or proxy for voting at Meetings of the Company, it shall remain permanently or for such time as the Directors may determine, in the custody of the Company. If

Title of Article	Article Number and contents
	such instrument embraces other objects, a copy thereof examined with the original shall be delivered to the Company to remain in the custody of the Company.

DIRECTORS

Title of Article	Article Number and contents
Number of Directors	**141.** Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Companies Act, 2013, the number of Directors shall not be less than three and not more than fifteen. **141A** **First Directors** of the Company were: i. Mr. Mansukhrai ii. Mr. Umesh Jhalani iii. Mrs. Saroj Jhalani iv. Mrs. Santosh Trilok Jhalani v. Mr. Chetanya Kumar vi. Mr. Indranarayan Jhalani
Appointment of Directors	**142.** The appointment of Directors of the Company shall be in accordance with the provisions of the Act and these Articles, to the extent applicable.
Debenture Directors	**143.** Any Trust Deed for securing Debentures may if so arranged, provide for the appointment, from time to time by the Trustees thereof or by the holders of Debentures, of some person to be a Director of the Company and may empower such Trustees or holder of Debentures, from time to time, to remove and re-appoint any Director so appointed. The Director appointed under this Article is herein referred to as "Debenture Director" and the term "Debenture Director" means the Director for the time being in office under this Article. The Debenture Director shall not be liable to retire by rotation or be removed by the Company. The Trust Deed may contain such ancillary provisions as may be agreed between the Company and the Trustees and all such provisions shall have effect notwithstanding any of the other provisions contained herein.
Nominee Director or Corporation Director	**144.** (a) Notwithstanding anything to the contrary contained in these Articles, so long as any moneys remain owing by the Company to any Finance Corporation or Credit Corporation or to any Financing company or body, (which corporation or body is hereinafter in this Article referred to as "the corporation") out of any loans granted or to be granted by them to the Company or so long as the corporation continue to hold Debentures in the Company by direct subscription or private

Title of Article	Article Number and contents
	placement, or so long as the Corporation holds Shares in the Company as a result of underwriting or direct subscription or so long as any liability of the Company arising out of any guarantee furnished by the Corporation on behalf of the Company remains outstanding, the Corporation shall have a right to appoint from time to time any person or persons as a Director, whole time or non-whole time (which Director or Directors is/are hereinafter referred to as "Nominee Director(s)") on the Board of the Company and to remove from such office any persons so appointed and to appoint any person or persons in his/their places. (b) The Board of Directors of the Company shall have no power to remove from office the Nominee Director(s). Such Nominee Director(s) shall not be required to hold any Share qualification in the Company. Further Nominee Director shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Nominee Directors(s) shall be entitled to the same rights and privileges and be subject to the obligations as any other Director of the Company. (c) The Nominee Director(s) so appointed shall hold the said office only so long as any moneys remain owing by the Company to the Corporation and the Nominee Director/s so appointed in exercise of the said power, shall *ipso facto* vacate such office immediately on the moneys owing by the Company to the Corporation being paid off. (d) The Nominee Director(s) appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board Meetings and all the Meetings of the Committee of which the Nominee Director(s) is/are Member(s) as also the minutes of such Meetings. The Corporation shall also be entitled to receive all such notices and minutes. (e) The sitting fees in relation to such Nominee Director(s) shall also accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation. Any other fees, commission, moneys or remuneration in any form is payable to the Nominee Director of the Company, such fees, commission, moneys and remuneration in relation to such Nominee Director(s) shall accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation. Any expenses that may be incurred by the Corporation or such Nominee Director(s), in connection with their appointment or Directorship, shall also be paid or reimbursed by the Company to the Corporation or as the case may be to such Nominee Director/s provided that if any such Nominee Director/s is/are an officer(s) of the Corporation.. Provided also that in the event of the Nominee Director(s) being appointed as Whole-time Director(s); such Nominee Director/s shall exercise such power and duties as may be approved by the lenders and have such rights as are usually exercised or available to a whole-time Director in the management of the affairs of Company. Such Nominee Director shall be entitled to receive such remuneration, fees, commission and moneys as may be approved by the Corporation(s) nominated by him.

Title of Article	Article Number and contents
Special Director	**145.** (a) In connection with any collaboration arrangement with any company or corporation or any firm or person for supply of technical know-how and/or machinery or technical advice the directors may authorize such company, corporation, firm or person herein-after in this clause referred to as "collaboration" to appoint from time to time any person as director of the company (hereinafter referred to as "special director") and may agree that such special director shall not be liable to retire by rotation and need not possess any qualification shares to qualify him for office of such director, so however that such special director shall hold office so long as such collaboration arrangement remains in force unless otherwise agreed upon between the Company and such collaborator under the collaboration arrangements or at any time thereafter. (b) The collaborators may at any time and from time to time remove any such special director appointed by it and may at the time of such removal and also in the case of death or resignation of the person so appointed, at any time appoint any other person as special director in his place and such appointment or removal shall be made in writing signed by such company or corporation or any partner or such person and shall be delivered to the Company at its registered office. (c) It is clarified that every collaborator entitled to appoint a director under this article may appoint one such person as a director and so that if more then one collaborator is so entitled there may be at any time as may special directors as the collaborators eligible to make the appointment.
Limit on number of non-retiring Directors	**146.** The provisions of Articles 143, 144 and 145 are subject to the provisions of Section 152 of the Companies Act, 2013 and number of such Directors appointed shall not exceed in the aggregate one third of the total number of Directors for the time being in office.
Alternate Director	**147.** The Board may appoint, an Alternate Director recommended for such appointment by the Director (hereinafter in this Article called "the Original Director") to act for him during his absence for a period of not less than three months from the State in which the meetings of the Board are ordinarily held. Every such Alternate Director shall, subject to his giving to the Company an address in India at which notice may be served on him, be entitled to notice of meetings of Directors and to attend and vote as a Director and be counted for the purposes of a quorum and generally at such Meetings to have and exercise all the powers and duties and authorities of the Original Director. The Alternate Director appointed under this Article shall vacate office as and when the Original Director returns to the State in which the meetings of the Board are ordinarily held and if the term of office of the Original Director is determined before he returns to as aforesaid, any provisions in the Act or in these Articles for automatic

Title of Article	Article Number and contents
	reappointment of retiring Director in default of another appointment shall apply to the Original Director and not the Alternate Director.
Directors may fill in vacancies	**148.** The Directors shall have power at any time and from time to time to appoint any person to be a Director to fill a casual vacancy. Such casual vacancy shall be filled by the Board of Directors at a meeting of the Board. Any person so appointed shall hold office only up to the date to which the Director in whose place he is appointed would have held office, if it had not been vacated as aforesaid. However, he shall then be eligible for re-election.
Additional Directors	**149.** Subject to the provisions of Section 161 of the Companies Act, 2013 the Directors shall have the power at any time and from time to time to appoint any other person to be a Director as an addition to the Board ("Additional Director") so that the total number of Directors shall not at any time exceed the maximum fixed by these Articles. Any person so appointed as an Additional Director to the Board shall hold his office only up to the date of the next Annual General Meeting and shall be eligible for election at such Meeting.
Qualification shares	**150.** A Director need not hold any qualification shares.
Directors' sitting fees	**151.** The fees payable to a Director for attending each Board meeting shall be such sum as may be fixed by the Board of Directors not exceeding such sum as may be prescribed by the Central Government for each of the meetings of the Board or a Committee thereof and adjournments thereto attended by him. The Directors, subject to the sanction of the Central Government (if any required) may be paid such higher fees as the Company in General Meeting shall from time to time determine.
Extra remuneration to Directors for special work	**152.** Subject to the provisions of Sections 188 and 197 of the Companies Act, 2013, if any Director, being willing, shall be called upon to perform extra services (which expression shall include work done by a Director as a Member of any Committee formed by the Directors or in relation to signing share certificate) or to make special exertions in going or residing or residing out of his usual place of residence or otherwise for any of the purposes of the Company, the Company may remunerate the Director so doing either by a fixed sum or otherwise as may be determined by the Director, and such remuneration may be either in addition to or in substitution for his share in the remuneration herein provided. Subject to the provisions of the Act, a Director who is neither in the whole time employment nor a Managing Director may be paid remuneration either: i. by way of monthly, quarterly or annual payment with the approval of the Central Government; or

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	ii. by way of commission if the Company by a Special Resolution authorized such payment.
Traveling expenses incurred by Directors on Company's business	**153.** The Board of Directors may subject to the limitations provided by the Act allow and pay to any Director who attends a meeting of the Board of Directors or any Committee thereof or General Meeting of the Company or in connection with the business of the Company at a place other than his usual place of residence, for the purpose of attending a Meeting such sum as the Board may consider fair compensation for traveling, hotel, and other incidental expenses properly incurred by him in addition to his fees for attending such Meeting as above specified.
Director may act notwithstanding vacancy	**154.** The continuing Director or Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the quorum fixed by these Articles for a meeting of the Board, the Director or Directors may act for the purpose of increasing the number of Directors or that fixed for the quorum or for summoning a General Meeting of the Company but for no other purposes.
Board resolution necessary for certain contracts	**155.** (1) Subject to the provisions of Section 188 of the Companies Act, 2013, except with the consent of the Board of Directors of the Company, a Director of the Company or his relative, a firm in which such a Director or relative is partner, any other partner in such a firm or a private company of which the Director is a member or director, shall not enter into any contract with the Company: (a) For the sale, purchase or supply of goods, materials or services; or (b) for underwriting the subscription of any Share in or debentures of the Company; (c) nothing contained in clause (a) of sub-clause (1) shall affect:- (i) the purchase of goods and materials from the Company, or the sale of goods and materials to the Company by any Director, relative, firm, partner or private company as aforesaid for cash at prevailing market prices; or (ii) any contract or contracts between the Company on one side and any such Director, relative, firm, partner or private company on the other for sale, purchase or supply of any goods, materials and services in which either the Company, or the Director, relative, firm, partner or private company, as the case may be regularly trades or does business. **PROVIDED THAT** such contract or contracts do not relate to goods and materials the value of which, or services the cost of which, exceeds five thousand rupees in the aggregate in any year comprised in the period of the contract or contracts. (b) Notwithstanding any contained in sub-clause (1) hereof, a Director, relative, firm partner or private company as aforesaid may, in circumstances of urgent necessity, enter without obtaining the consent of the Board, into any contract

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	with the Company for the sale, purchase or supply of any goods, materials or services even if the value of such goods or cost of such services exceeds rupees five thousand in the aggregate in any year comprised in the period of the contract; but in such a case the consent of the Board shall be obtained at a Meeting within three months of the date on which the contract was entered into. (c) Every consent of the Board required under this Article shall be accorded by a resolution passed at a meeting of the Board required under clause (1) and the same shall not be deemed to have been given within the meaning of that clause unless the consent is accorded before the contract is entered into or within three months of the data on which was entered into. (d) If consent is not accorded to any contract under this Article, anything done in pursuance of the contract will be voidable at the option of the Board. (e) The Directors, so contracting or being so interested shall not be liable to the Company for any profit realised by any such contract or the fiduciary relation thereby established.
Disclosure to the Members of Directors' interest in contract appointing Managers, Managing Director or Whole-time Director	**156.** When the Company:- (a) enters into a contract for the appointment of a Managing Director or Whole-time Director in which contract any Director of the Company is whether directly or indirectly, concerned or interested; or (b) varies any such contract already in existence and in which a Director is concerned or interested as aforesaid, the provisions of Section 190 of the Companies Act, 2013 shall be complied with.
Directors of interest General notice of disclosure	**157.** (a) A Director of the Company who is in any way, whether directly or indirectly concerned or interested in a contract entered into or to be entered into by or on behalf of the Company shall disclose the nature of his concern or interest at a meeting of the Board in the manner provided in Section 184 of the Companies Act, 2013. (b) A general notice, given to the Board by the Director to the effect that he is a director or is a member of a specified body corporate or is a member of a specified firm under Sections 184 of the Companies Act, 2013 shall expire at the end of the financial year in which it shall be given but may be renewed for a further period of one financial year at a time by fresh notice given in the last month of the financial year in which it would have otherwise expired. No such general notice and no renewal thereof shall be of effect unless, either it is given at a meeting of the Board or the Director concerned takes reasonable steps to

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	secure that is brought up and read at the first meeting of the Board after it is given.
Directors and Managing Director may contract with Company	**158.** Subject to the provisions of the Act the Directors (including a Managing Director and Whole time Director) shall not be disqualified by reason of his or their office as such from holding office under the Company or from contracting with the Company either as vendor, purchaser, lender, agent, broker, lessor or lessee or otherwise, nor shall any such contract or any contracts or arrangement entered into by or on behalf of the Company with any Director or with any company or partnership of or in which any Director shall be a member or otherwise interested be avoided nor shall any Director so contracting be liable to account to the Company for any profit realized by such contract or arrangement by reason only of such Director holding that office or of the fiduciary relation thereby established, but it is declared that the nature of his interest shall be disclosed as provided by Section 184 of the Companies Act, 2013 and in this respect all the provisions of Section 184 and 189 of the Companies Act, 2013 shall be duly observed and complied with.
Disqualification of the Director	**159.** A person shall not be capable of being appointed as a Director of the Company if:- (a) he has been found to be of unsound mind by a Court of competent jurisdiction and the finding is in force; (b) he is an undischarged insolvent; (c) he has applied to be adjudged an insolvent and his application is pending; (d) he has been convicted by a Court of any offence involving moral turpitude sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed form the date of expiry of the sentence; (e) he has not paid any call in respect of Shares of the Company held by him whether alone or jointly with others and six months have lapsed from the last day fixed for the payment of the call; or (f) an order disqualifying him for appointment as Director has been passed by a Court, unless the leave of the Court has been obtained for his appointment.
Vacation of office by Directors	**160.** The office of Director shall become vacant if:- (a) he is found to be of unsound mind by a Court of competent jurisdiction; or (b) he applies to be adjudged an insolvent; or (c) he is adjudged an insolvent; or (d) he is convicted by a Court of any offence involving moral turpitude and sentenced in respect thereof to imprisonment for less than six months; or (e) he fails to pay any call in respect of Shares of the Company held by him, whether alone or jointly with others within six months from the last date fixed for the

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	payment of the call unless the Central Government, by a notification in the Official Gazette removes the disqualification incurred by such failure; or (f) absents himself from three consecutive meetings of the Board of Directors, or from all meetings of the Board for a continuous period of three months, whichever is longer, without obtaining leave of absence from the Board; or (g) he (whether by himself or by any person for his benefit or on his account or any firm in which he is a partner or any private company of which he is a director), accepts a loan, or any guarantee or security for a loan, from the Company in contravention of Section 185 of the Companies Act, 2013; or (h) he being in any way whether directly or indirectly concerned or interested in a contract or arrangement or proposed contract or arrangement, entered into or to be entered into by or on behalf of the Company fails to disclose the nature of his concern or interest at a meeting of the Board of Directors as required by Section 184 of the Companies Act, 2013; or (i) he is removed by an Ordinary Resolution of the Company before the expiry of his period of notice; or (j) if by notice in writing to the Company, he resigns his office, or (k) having been appointed as a Director by virtue of his holding any office or other employment in the Company, he ceases to hold such office or other employment in the Company.
Vacation of office by Directors (contd.)	**161.** Notwithstanding anything contained in sub-clauses (c), (d) and (i) of Article 160 hereof, the disqualification referred to in these clauses shall not take effect: (a) for thirty days from the date of the adjudication, sentence or order; (b) where any appeal or petition is preferred within thirty days aforesaid against the adjudication, sentence or conviction resulting in the sentence or order until the expiry of seven days from the date on which such appeal or petition is disposed of; or (c) where within the seven days aforesaid, any further appeal or petition is preferred in respect of the adjudication, sentence, conviction or order, and the appeal or petition, if allowed, would result in the removal of the disqualification, until such further appeal or petition is disposed of.
Removal of Directors	**162.** (a) The Company may subject to the provisions of Section 169 and other applicable provisions of the Companies Act, 2013 and these Articles by Ordinary Resolution remove any Director not being a Director appointed by the Central Government in pursuance of Section 242 of the Companies Act, 2013 before the expiry of his period of office.

Title of Article	Article Number and contents
	(b) Special Notice as provided by these Articles or Section 115 of the Companies Act, 2013 shall be required of any resolution to remove a Director under this Article or to appoint some other person in place of a Director so removed at the Meeting at which he is removed. (c) On receipt of notice of a resolution to remove a Director under this Article; the Company shall forthwith send a copy thereof to the Director concerned and the Director (whether or not he is a Member of a Company) shall be entitled to be heard on the resolution at the Meeting. (d) where notice is given of a resolution to remove a Director under this Article and the Director concerned makes with respect thereto representations in writing to the Company (not exceeding reasonable length) and requests their notification to Members of the Company, the Company shall, unless the representations are, received by it too late for it to do so: (i) in the notice of the resolution given to the Members of the Company state the fact of the representations having been made, and (ii) send a copy of the representations to every Member of the Company to whom notice of the Meeting is sent (before or after the representations by the Company) and if a copy of the representations is not sent as aforesaid because they were received too late\or because of the Company's default, the Director may (without prejudice to his right to be heard orally) require that the representation shall be read out at the Meeting: **Provided** that copies of the representation need not be sent or read out at the Meeting if, on the application either of the Company or of any other person who claims to be aggrieved, the Court is satisfied that the rights concerned by this sub-clause are being abused to secure needless publicity for defamatory matter. (e) A vacancy created by theremoval of the Director under this Article may, if he had been appointed by the Company in General Meeting or by the Board, in pursuance of Article 153 or Section 161 of the Companies Act, 2013 be filled by the appointment of another Director in his place by the Meeting at which he is removed, provided special notice of the intended appointment has been given under clause (b) hereof. A Director so appointed shall hold office until the date upto which his predecessor would have held office if he had not been removed as aforesaid. (f) If the vacancy is not filled under sub-clause (e) hereof, it may be filled as a casual vacancy in accordance with the provisions, in so far as they are applicable of Article 148 or Section 161 of the Companies Act, 2013 and all the provisions of that Article and Section shall apply accordingly Provided that the Director who was removed from office under this Article shall not be re-appointed as a Director by the Board of Directors. (g) Nothing contained in this Article shall be taken:- (i) as depriving a person removed hereunder of any compensation of damages payable to him in respect of the termination of his appointment as Director, or

Title of Article	Article Number and contents
	(ii) as derogating from any power to remove a Director which may exist apart from this Article.
Interested Directors not to participate or vote in Board's proceedings	**163.** No Director shall as a Director take part in the discussion of or vote on any contract arrangement or proceedings entered into or to be entered into by or on behalf of the Company, if he is in any way, whether directly or indirectly, concerned or interested in such contract or arrangement, not shall his presence count for the purpose of forming a quorum at the time of any such discussion or voting, and if he does vote, his vote shallbe void. Provided however, that nothing herein contained shall apply to:- (a) any contract of indemnity against any loss which the Directors, or any one or more of them, may suffer by reason of becoming or being sureties or a surety for the Company; (b) any contract or arrangement entered into or to be entered into with a public company or a private company which is a subsidiary of a public company in which the interest of the Director consists solely; (i) in his being: (a) a director of such company; and (b) the holder of not more than shares of such number of value therein as is requisite to qualify him for appointment as a director, thereof, he having been nominated as director by the company, or (ii) in his being a member holding not more than two percent of its paid-up share capital.
Director may be director of companies promoted by the Company	**164.** A Director may be or become a director of any company promoted by the Company, or in which it may be interested as a vendor, shareholder, or otherwise and no such Director shall be accountable for any benefit received as director or shareholder of such company except in so far Section 197 or Section 188 of the Companies Act, 2013 may be applicable.

ROTATION AND APPOINTMENT OF DIRECTORS

Title of Article	Article Number and contents
Rotation of Directors	**165.** Not less than two third of the total number of Directors shall: (a) Be persons whose period of the office is liable to termination by retirement by rotation and (b) Save as otherwise expressly provided in the Articles be appointed by the Company in General Meeting.
Retirement of Directors	**166.** Subject to the provisions of Articles 145 and 147, the non-retiring Directors should be appointed by the Board for such period or periods as it may in its discretion deem appropriate.
Retiring Directors	**167.** Subject to the provisions of Section 152 of the Companies Act, 2013 and Articles 143 to 154, at every Annual General Meeting of the Company, one-third or such of the Directors for the time being as are liable to retire by rotation; or if their number is not three or a multiple of three the number nearest to one-third shall retire from office. The Debenture Directors, Nominee Directors, Corporation Directors, Managing Directors if any, subject to Article 180, shall not be taken into account in determining the number of Directors to retire by rotation. In these Articles a "Retiring Director" means a Director retiring by rotation.
Appointment of Technical or Executive Directors	**168.** (a) The Board of Directors shall have the right from time to time to appoint any person or persons as Technical Director or Executive Director/s and remove any such persons from time to time without assigning any reason whatsoever. A Technical Director or Executive Director shall not be required to hold any qualification shares and shall not be entitled to vote at any meeting of the Board of Directors. (b) Subject to the provisions of Section 161 of the Companies Act, 2013 if the office of any Director appointed by the Company in General Meeting vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if had not been vacated as aforesaid.
Ascertainment of Directors retiring by rotation and	**169.** Subject to Section 152 of the Companies Act, 2013 the Directors retiring by rotation under Article 167 at every Annual General Meeting shall be those, who have been longest in office since their last appointment, but as between those who became Directors

Title of Article	Article Number and contents
filling of vacancies	on the same day, those who are to retire shall in default of and subject to any agreement amongst themselves be determined by the lot.
Eligibility for re-election	**170.** A retiring Director shall be eligible for re-election and shall act as a Director through out and till the conclusion of the Meeting at which he retires.
Company to fill vacancies	**171.** At the General Meeting, at which a Director retires as aforesaid, the Company may fill up the vacancy by appointing the retiring Director or some other person thereto.
Provision in default of appointment	**172.** (a) If the place of retiring Director is not so filled up and the Meeting has not expressly resolved not to fill the vacancy, the Meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a public holiday, till the next succeeding day which is not a public holiday, at the same time and place. (b) If at the adjourned Meeting also, the place of the retiring Director is not filled up and the Meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been re-appointed at the adjourned Meeting, unless: (i) at that Meeting or the previous Meeting a resolution for the re-appointment of such Director has been put to the Meeting and lost. (ii) the retiring Director has by a notice in writing addressed to the Company or its Board of Directors expressed his unwillingness to be so re-appointed. (iii) he is not qualified or is disqualified for appointment. (iv) a resolution, whether Special or Ordinary is required for his appointment or re-appointment by virtue of any provisions of the Act, or (v) section 162 of the Companies Act, 2013 is applicable to the case
Company may increase or reduce the number of Directors or remove any Director	**173.** Subject to the provisions of Section 149 and 152 of the Companies Act, 2013 the Company may by Ordinary Resolution from time to time, increase or reduce the number of Directors and may alter qualifications.
	174. (a) No motion, at any General Meeting of the Company shall be made for the appointment of two or more persons as Directors of the Company by a single

Title of Article	Article Number and contents
Appointment of Directors to be voted individually	resolution unless a resolution that it shall be so made has been first agreed to by the Meeting without any vote being given against it. (b) A resolution moved in contravention of clause (a) hereof shall be void, whether or not objection was taken at the time of its being so moved, provided where a resolution so moved has passed no provisions or the automatic re-appointment of retiring Directors in default of another appointment as therein before provided shall apply. (c) For the purposes of this Article, a motion for approving a person's appointment, or for nominating a person for appointment, shall be treated as a motion for his appointment.
Notice of candidature for office of Directors except in certain cases	**175.** (1) No person not being a retiring Director shall be eligible for election to the office of Director at any General Meeting unless he or some other Member intending to propose him has given at least fourteen days' notice in writing under his hand signifying his candidature for the office of a Director or the intention of such person to propose him as Director for that office as the case may be, along with a deposit of one lakh rupees or such higher amount as may be prescribed which shall be refunded to such person or, as the case may be, to such Member, if the person succeeds in getting elected as a Director or gets more than twenty-five per cent. of total valid votes cast either on show of hands or on poll on such resolution. (2) The Company shall inform its Members of the candidature of the person for the office of Director or the intention, of a Member to propose such person as candidate for that office in such manner as may be prescribed. (3) Every person (other than Director retiring by rotation or otherwise or a person who has left at the office of the Company a notice under Section 160 of the Companies Act, 2013 signifying his candidature for the office of a Director) proposed as a candidate for the office a Director shall sign and file with the Company his consent in writing to act as a Director, if appointed. (4) A person other than: (a) a Director appointed after retirement by rotation or immediately on the expiry of his term of office, or (b) an Additional or Alternate Director or a person filling a casual vacancy in the office of a Director under Section 161 of the Companies Act, 2013 appointed as a Director or re-appointed as an additional or alternate Director, immediately on the expiry of his term of office

Title of Article	Article Number and contents
	shall not act as a Director of the Company unless he has within thirty days of his appointment signed and filled with the Registrar his consent in writing to act as such Director.
Disclosure by Directors of their holdings of their Shares and debentures of the Company	**176.** Every Director and every person deemed to be Director of the Company by virtue of Section 170 of the Companies Act, 2013 shall give notice to the Company of such matters relating to himself as may be necessary for the purpose of enabling the Company to comply with the provisions of that Section. Any such notice shall be given in writing and if it is not given at a meeting of the Board the person giving the notice shall take all reasonable steps to secure that it is brought up and read at the next meeting of the Board after it is given.
Votes of Body Corporate	**177.** A body corporate, whether a company within the meaning of the Act or not, which is a member of the Company, may by resolution of its Board of Directors or other governing body, authorize such person as it thinks fit to act as its representative at any meeting of the company or at any meeting of any class of members of the company and the persons so authorized shall be entitled to exercise the same rights and power (including the right to vote by proxy) on behalf of the body corporate which he represents as that body could exercise as if it were an individual member of the company and the production of a copy of the Minutes of such resolution certified by a director or the copy of the Minutes of such resolution certified by a Director or the Secretary of such body corporate as being a true copy of the Minutes of such resolution shall be accepted as sufficient evidence of the validity of the said representative's appointment and of his right to vote.

MANAGING DIRECTOR

Title of Article	Article Number and contents
Powers to appoint Managing Director	**178.** Subject to the provisions of Section 196 and 203 of the Companies Act, 2013 the Board may, from time to time, appoint one or more Directors to be Managing Director or Managing Directors or Whole-time Directors of the Company, for a fixed term not exceeding five years as to the period for which he is or they are to hold such office, and may, from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places. (a) The Managing Director shall perform such functions and exercise such powers as are delegated to him by the Board of Directors of the Company in accordance with the provisions of the Companies Act, 2013 and Companies Act, 1956, to the extent applicable.

Title of Article	Article Number and contents
	(b) Subject to the provisions of Section 152 of the Companies Act, 2013 the Managing Director shall not be, while he continues to hold that office, subject to retirement by rotation.
Remuneration of Managing Director	**179.** Subject to the provisions of Sections 196 and 197 of the Companies Act, 2013 a Managing Director shall, in addition to any remuneration that might be payable to him as a Director of the Company under these Articles, receive such remuneration as may from time to time be approved by the Company.
Special position of Managing Director	**180.** Subject to any contract between him and the Company, a Managing or Whole-time Director shall not, while he continues to hold that office, be subject to retirement by rotation and he shall not be reckoned as a Director for the purpose of determining the rotation of retirement of Directors or in fixing the number of Directors to retire but (subject to the provision of any contract between him and the Company), he shall be subject to the same provisions as to resignation and removal as the Directors of the Company and shall, *ipso facto* and immediately, cease to be a Managing Director if he ceases to hold the office of Director from any cause.
Powers of Managing Director	**181.** The Director may from time to time entrust to and confer upon a Managing Director or Whole-time Director for the time being such of the powers exercisable under these provisions by the Directors, as they may think fit, and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions, as they think expedient and they may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Directors in that behalf and from time to time, revoke, withdraw, alter, or vary all or any of such powers.
	182. The Company's General Meeting may also from time to time appoint any Managing Director or Managing Directors or Whole-time Director or Whole-time Directors of the Company and may exercise all the powers referred to in these Articles.
	183. Receipts signed by the Managing Director for any moneys, goods or property received in the usual course of business of the Company or for any money, goods, or property lent to or belonging to the Company shall be an official discharge on behalf of and against the Company for the money, funds or property which in such receipts shall be acknowledged to be received and the persons paying such moneys shall not be bound to see to the application or be answerable for any misapplication thereof. The Managing Director shall also have the power to sign, accept and endorse cheques on behalf of the Company.

Title of Article	Article Number and contents
	184. The Managing Director shall be entitled to sub-delegate (with the sanction of the Directors where necessary) all or any of the powers, authorities and discretions for the time being vested in him in particular from time to time by the appointment of any attorney or attorneys for the management and transaction of the affairs of the Company in any specified locality in such manner as they may think fit.
	185. Notwithstanding anything contained in these Articles, the Managing Director is expressly allowed generally to work for and contract with the Company and especially to do the work of Managing Director and also to do any work for the Company upon such terms and conditions and for such remuneration (subject to the provisions of the Act) as may from time to time be agreed between him and the Directors of the Company.
Appointment and powers of Manager	**186.** The Board may, from time to time, appoint any person as Manager (under Section 2(53) of the Companies Act, 2013) to manage the affairs of the Company. The Board may from time to time entrust to and confer upon a Manager such of the powers exercisable under these Articles by the Directors, as they may think fit, and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they think expedient.

WHOLE TIME DIRECTOR

Title of Article	Article Number and contents
Power to appoint Whole-Time Director and/or Whole-time Directors	**187.** Subject to the provisions of the Act and of these Articles, the Board may from time to time with such sanction of the Central Government as may be required by law appoint one or more of its Director/s or other person/s as Whole-Time Director or Whole-Time Directors of the Company out of the Directors/persons nominated under Article only either for a fixed term that the Board may determine or permanently for life time upon such terms and conditions as the Board may determine and thinks fit. The Board may by ordinary resolution and/or an agreement/s vest in such Whole-Time Director or Whole Time Directors such of the powers, authorities and functions hereby vested in the Board generally as it thinks fit and such powers may be made exercisable and for such period or periods and upon such conditions and subject to such restrictions as it may be determined or specified by the Board and the Board has the powers to revoke, withdraw, alter or vary all or any of such powers and/or remove or dismiss him or them and appoint another or others in his or their place or places again out of the Directors/persons nominated under Article 188 only. The Whole Time Director or Whole Time Directors will be entitled for remuneration as may be fixed and determined by the Board from time to time either by way of ordinary resolution or a Court act/s or an agreement/s under such terms not expressly prohibited by the Act.

To what provisions Whole time Directors shall subject	**188.** Subject to the provisions of Section 152 of the Companies Act, 2013 and these Articles, a Whole Time Director or Whole Time Directors shall not, while he/they continue to hold that office, be liable to retirement by rotation but (subject to the provisions of any contract between him/they and the Company) he/they shall be subject to the same provision as to resignation and removal as the other Directors and he/they shall *ipso facto* and immediately ceases or otherwise cease to hold the office of Director/s for any reason whatsoever save that if he/they shall vacate office whether by retirement, by rotation or otherwise under the provisions of the Act in any Annual General Meeting and shall be re-appointed as a Director or Directors at the same meeting he/they shall not by reason only of such vacation, cease to be a Whole Time Director or Whole Time Directors.
Seniority of Whole Time Director and Managing Director	**189.** If at any time the total number of Managing Directors and Whole Time Directors is more than one-third who shall retire shall be determined by and in accordance with their respective seniorities. For the purpose of this Article, the seniorities of the Whole Time Directors and Managing Directors shall be determined by the date of their respective appointments as Whole Time Directors and Managing Directors of the Company.

PROCEEDINGS OF THE BOARD OF DIRECTORS

Title of Article	Article Number and contents
Meeting of Directors	**190.** The Directors may meet together as a Board for the dispatch of business from time to time, and unless the Central Government by virtue of the provisions of Section 173 of the Companies Act, 2013 allow otherwise, Directors shall so meet at least once in every three months and at least four such Meetings shall be held in every year. The Directors may adjourn and otherwise regulate their Meetings as they think fit. The provisions of this Article shall not be deemed to have been contravened merely by reason of the fact that the meeting of the Board which had been called in compliance with the terms of this Article could not be held for want of a quorum.
Quorum	**191.** (a) Subject to Section 174 of the Companies Act, 2013 the quorum for a meeting of the Board of Directors shall be one-third of its total strength (excluding Directors, if any, whose place may be vacant at the time and any fraction contained in that one third being rounded off as one) or two Directors whichever is higher. PROVIDED that where at any time the number of interested Directors at any meeting exceeds or is equal to two-third of the Total Strength, the number of the remaining Directors that is to say, the number of directors who are not interested present at the Meeting being not less than two shall be, the quorum during such time. (b) For the purpose of clause (a)

Title of Article	Article Number and contents
	(i) "Total Strength" means total strength of the Board of Directors of the Company determined in pursuance of the Act after deducting there from number of the Directors if any, whose places may be vacant at the time, and (ii) "Interested Directors" mean any Directors whose presence cannot by reason of any provisions in the Act count for the purpose of forming a quorum at a meeting of the Board at the time of the discussion or vote on any matter.
Procedure when Meeting adjourned for want of quorum	**192.** If a meeting of the Board could not be held for want of quorum then, the Meeting shall automatically stand adjourned till the same day in the next week, at the same time and place, or if that day is a public holiday, till thenext succeeding day which is not a public holiday at the same time and place, unless otherwise adjourned to a specific date, time and place.
Chairman of Meeting	**193.** The Chairman of the Board of Directors shall be the Chairman of the meetings of Directors, provided that if the Chairman of the Board of Directors is not present within five minutes after the appointed time for holding the same, meeting of the Director shall choose one of their members to be Chairman of such Meeting.
Question at Board meeting how decided	**194.** Subject to the provisions of Section 203 of the Companies Act, 2013 questions arising at any meeting of the Board shall be decided by a majority of votes, and in case of any equality of votes, the Chairman shall have a second or casting vote.
Powers of Board meeting	**195.** A meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions which by or under the Act, or the Articles for the time being of the Company which are vested in or exercisable by the Board of Directors generally.
Directors may appoint Committee	**196.** The Board of Directors may subject to the provisions of Section 179 and other relevant provisions of the Companies Act, 2013 and of these Articles delegate any of the powers other than the powers to make calls and to issue debentures to such Committee or Committees and may from time to time revoke and discharge any such Committee of the Board, either wholly or in part and either as to the persons or purposes, but every Committee of the Board so formed shall in exercise of the powers so delegated conform to any regulation(s) that may from time to time be imposed on it by the Board of Directors. All acts done by any such Committee of the Board in conformity with such regulations and in fulfillment of the purpose of their appointments, but not otherwise, shall have the like force and effect, as if done by the Board.
	197. The meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating

Title of Article	Article Number and contents
Meeting of the Committee how to be governed	the meetings and proceedings of the Directors, so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding article. Quorum for the Committee meetings shall be two.
Circular resolution	**198.** (a) A resolution passed by circulation without a meeting of the Board or a Committee of the Board appointed under Article 197 shall subject to the provisions of sub-clause (b) hereof and the Act, be as valid and effectual as the resolution duly passed at a meeting of Directors or of a Committee duly called and held. (b) A resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation if the resolution has been circulated in draft together with necessary papers if any to all the Directors, or to all the members of the Committee, then in India (not being less in number than the quorum fixed for a meeting of the Board or Committee as the case may be) and to all other Directors or members of the Committee at their usual addresses in India or to such other addresses outside India specified by any such Directors or members of the Committee and has been approved by such of the Directors or members of the Committee, as are then in India, or by a majority of such of them as are entitled to vote on the resolution.
Acts of Board or Committee valid notwithstanding defect in appointment	**199.** All acts done by any meeting of the Board or by a Committee of the Board or by any person acting as a Director shall, notwithstanding that it shall afterwards be discovered; that there was some defect in the appointment of one or more of such Directors or any person acting as aforesaid; or that they or any of them were disqualified or had vacated office or that the appointment of any of them is deemed to be terminated by virtue of any provision contained in the Act or in these Articles, be as valid as if every such person had been duly appointed and was qualified to be a Director; provided nothing in the Article shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be invalid or to have terminated.

POWERS OF THE BOARD

Title of Article	Article Number and contents
General powers of management vested in the Board of Directors	**200.** The Board may exercise all such powers of the Company and do all such acts and things as are not, by the Act, or any other Act or by the Memorandum or by the Articles of the Company required to be exercised by the Company in General Meeting, subject nevertheless to these Articles, to the provisions of the Act, or any other Act and to such regulations being not inconsistent with the aforesaid Articles, as may be prescribed by the Company in General Meeting but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

Title of Article	Article Number and contents
	Provided that the Board shall not, except with the consent of the Company in General Meeting :- (a) sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or where the Company owns more than one undertaking of the whole, or substantially the whole, of any such undertaking; (b) remit, or give time for the repayment of, any debt due by a Director, (c) invest otherwise than in trust securities the amount of compensation received by the Company in respect of the compulsory acquisition or any such undertaking as is referred to in clause (a) or of any premises or properties used for any such undertaking and without which it cannot be carried on or can be carried on only with difficulty or only after a considerable time; (d) borrow moneys where the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), will exceed the aggregate of the paid-up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose; (e) contribute to charitable and other funds not directly relating to the business of the Company or the welfare of its employees, any amounts the aggregate of which will, in any financial year, exceed fifty thousand rupees or five per cent of its average net profits as determined in accordance with the provisions of Section 349 and 350 of the Act during the three financial years immediately preceding whichever is greater, provided that the Company in the General Meeting or the Board of Directors shall not contribute any amount to any political party or for any political purposes to any individual or body; (i) Provided that in respect of the matter referred to in clause (d) and clause (e) such consent shall be obtained by a resolution of the Company which shall specify the total amount upto which moneys may be borrowed by the Board under clause (d) of as the case may be total amount which may be contributed to charitable or other funds in a financial year under clause (e) (ii) Provided further that the expression "temporary loans" in clause (d) above shall mean loans repayable on demand or within six months from the date of the loan such as short term cash credit arrangements, the discounting of bills and the issue of other short term loans of a seasonal character, but does not include loans raised for the purpose of financing expenditure of a capital nature.
Certain powers to be exercised by the Board only at Meetings	**201.** (1) Without derogating from the powers vested in the Board of Directors under these Articles, the Board shall exercise the following powers on behalf of the Company and they shall do so only by means of resolutions passed at the meeting of the Board; (a) the power to make calls, on shareholders in respect of money unpaid on their Shares,

Title of Article	Article Number and contents
	(b) the power to issue Debentures, (c) the power to borrow moneys otherwise than on Debentures, (d) the power to invest the funds of the Company, and (e) the power to make loans Provided that the Board may, by resolution passed at a Meeting, delegate to any Committee of Directors, the Managing Director, the Manager or any other principal officer of the Company, the powers specified in sub-clause (c),(d) and (e) to the extent specified below. (2) Every resolution delegating the power referred to in sub-clause (1)(c) above shall specify the total amount outstanding at any one time, upto which moneys may be borrowed by the delegate. (3) Every resolution delegating the power referred to in sub-clause (1)(d) above shall specify the total amount upto which the funds of the Company may be invested, and the nature of the investments which may be made by the delegate. (4) Every resolution delegating the power referred to in sub-clause (1)(e) above shall specify the total amount upto which loans may be made and the maximum amount of loans which may be made for each such purpose in individual cases.
Certain powers of the Board	**202.** Without prejudice to the general powers conferred by the last preceding Article and so as not in any way to limit or restrict those powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the last preceding Article, it is hereby declared that the Directors shall have the following powers, that is to say, power: (1) To pay the cost, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company. (2) To pay and charge to the capital account of the Company any commission or interest lawfully payable thereon under the provisions of Sections 76 and 208 of the Act. (3) Subject to Section 292 and 297 and other provisions applicable of the Act to purchase or otherwise acquire for the Company any property, right or privileges which the Company is authorized to acquire, at or for such price or consideration and generally on such terms and conditions as they may think fit and in any such purchase or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory. (4) At their discretion and subject to the provisions of the Act to pay for any property, rights or privileges acquired by or services rendered to the Company, either wholly

Title of Article	Article Number and contents
	or partially in cash or in share, bonds, debentures, mortgages, or other securities of the Company, and any such Shares may be issued either as fully paid-up or with such amount credited as paid-up thereon as may be agreed upon and any such bonds, debentures, mortgages or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged. (5) To secure the fulfillment of any contracts or engagement entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such manner as they may think fit. (6) To accept from any Member, as far as may be permissible by law to a surrender of his Shares or any part thereof, on such terms and conditions as shall be agreed. (7) To appoint any person to accept and hold in trust for the Company any property belonging to the Company, in which it is interested, or for any other purpose and to execute and do all such deeds and things as may be required in relation to any trust, and to provide for the remuneration of such trustee or trustees. (8) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company, and also to compound and allow time for payment or satisfaction of any debts due and of any claim or demands by or against the Company and to refer any differences to arbitration and observe and perform any awards made thereon either according to Indian law or according to foreign law and either in India or abroad and to observe and perform or challenge any award made thereon. (9) To act on behalf of the Company in all matters relating to bankruptcy and insolvency, winding up and liquidation of companies. (10) To make and give receipts, releases and other discharges for moneys payable to the Company and for the claims and demands of the Company. (11) Subject to the provisions of Sections 291, 292, 295, 370, 372 and all other applicable provisions of the Act, to invest and deal with any moneys of the Company not immediately required for the purpose thereof upon such security (not being Shares of this Company), or without security and in such manner as they may think fit and from time to time vary or realise such investments. Save as provided in Section 49 of the Act, all investments shall be made and held in the Company's own name. (12) To execute in the name and on behalf of the Company, in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or surety, for the benefit of the Company, such mortgages of the Company's property (present and future) as they think fit, and any such mortgage may contain a power of sale and such other powers, provisions, covenants and agreements as shall be agreed upon. (13) To open bank account and to determine from time to time who shall be entitled to sign, on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose. (14) To distribute by way of bonus amongst the staff of the Company a Share or Shares in the profits of the Company and to give to any Director, officer or other person employed by the Company a commission on the profits of any particular business

Title of Article	Article Number and contents
	or transaction and to charge such bonus or commission as a part of the working expenses of the Company. (15) To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwelling or chawls, or by grants of moneys, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing, to provide other associations, institutions, funds or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit and subject to the provision of Section 293(1)(e) of the Act, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or object which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of the public and general utility or otherwise. (16) Before recommending any dividend, to set aside out of the profits of the Company such sums as they may think proper for depreciation or to depreciation fund, or to an insurance fund, or as reserve fund or any special fund to meet contingencies or to repay redeemable preference shares or debentures or debenture stock, or for special dividends or for equalising dividends or for repairing, improving, extending and maintaining any of the property of the Company and for such other purposes (including the purpose referred to in the preceding clause), as the Board may in their absolute discretion, think conducive to the interest of the Company and subject to Section 292 of the Act, to invest several sums so set aside or so much thereof as required to be invested, upon such investments (other than Shares of the Company) as they may think fit, and from time to time to deal with and vary such investments and dispose of and apply and expend all or any such part thereof for the benefit of the Company, in such a manner and for such purposes as the Board in their absolute discretion, think conducive to the interest of the Company notwithstanding that the matters to which the Board apply or upon which they expend the same or any part thereof or upon which the capital moneys of the Company might rightly be applied or expended; and to divide the general reserve or reserve fund into such special funds as the Board may think fit with full power to transfer the whole or any portion of reserve fund or division of a reserve fund and with full power to employ the assets constituting all or any of the above funds, including the depreciation fund, in the business of the Company or in the purchase or repayment of redeemable preference shares or debentures or debenture stock, and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with power however, to the Board at their discretion to pay or allow to the credit of such funds interest at such rate as the Board may think proper. (17) To appoint, and at their discretion, remove or suspend, such general managers, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisors, research workers, laborers, clerks, agents and servants for permanent, temporary or special services as they may from time to time think fit and to determine their powers and duties, and fix their salaries or emoluments or remuneration, and to require security in such instances and to such amount as they may think fit. And also from time to time to

Title of Article	Article Number and contents
	provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think and the provisions contained in the four next following sub-clauses shall be without prejudice to the general powers conferred by this sub-clause. (18) To appoint or authorize appointment of officers, clerks and servants for permanent or temporary or special services as the Board may from time to time think fit and to determine their powers and duties and to fix their salaries and emoluments and to require securities in such instances and of such amounts as the Board may think fit and to remove or suspend any such officers, clerks and servants. Provided further that the Board may delegate matters relating to allocation of duties, functions, reporting etc. of such persons to the Managing Director or Manager. (19) From time to time and at any time to establish any local Board for managing any of the affairs of the Company in any specified locality in India or elsewhere and to appoint any person to be members of such local Boards, and to fix their remuneration or salaries or emoluments. (20) Subject to Section 292 of the Act, from time to time and at any time to delegate to any person so appointed any of the powers, authorities and discretions for the time being vested in the Board, other than their power to make calls or to make loans or borrow money, and to authorize the members for the time being of any such local Board, or any of them to fill up any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made on such terms and subject to such terms and subject to such conditions as the Board may think fit, and Board may at any time remove any person so appointed, and may annul or vary any such delegation. (21) At any time and from time to time by Power of Attorney under the Seal of the Company, to appoint any person or person to be the Attorney or Attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and subject to the provisions of Section 292 of the Act) and for such period and subject to such conditions as the Board may from time to time think fit; and any such appointment may (if the Board thinks fit) be made in favour of any company, or the shareholders, directors, nominees, or managers of any company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and such Power of Attorney may contain such powers for the protection or convenience of persons dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegates or attorneys as aforesaid to sub-delegate all or any of the powers authorities and discretions for the time being vested in them. (22) Subject to Sections 294 and 297 and other applicable provisions of the Act, for or in relation to any of the matters aforesaid or, otherwise for the purposes of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient. (23) From time to time to make, vary and repeal bye-laws for the regulations of the business of the Company, its officers and servants.

Title of Article	Article Number and contents
	(24) To purchase or otherwise acquire any land, buildings, machinery, premises, hereditaments, property, effects, assets, rights, credits, royalties, business and goodwill of any joint stock company carrying on the business which the Company is authorized to carry on in any part of India. (25) To purchase, take on lease, for any term or terms of years, or otherwise acquire any factories or any land or lands, with or without buildings and out-houses thereon, situated in any part of India, at such price or rent and under and subject to such terms and conditions as the Directors may think fit. And in any such purchase, lease or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory. (26) To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as it may think proper all or any part of the buildings, machinery, goods, stores, produce and other movable property of the Company, either separately or co jointly, also to insure all or any portion of the goods, produce, machinery and other articles imported or exported-by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power. (27) To purchase or otherwise acquire or obtain license for the use of and to sell, exchange or grant license for the use of any trade mark, patent, invention or technical know-how. (28) To sell from time to time any articles, materials, machinery, plants, stores and other articles and thing belonging to the Company as the Board may think proper and to manufacture, prepare and sell waste and by-products. (29) From time to time to extend the business and undertaking of the Company by adding, altering or enlarging all or any of the buildings, factories, workshops, premises, plant and machinery, for the time being the property of or in the possession of the Company, or by erecting new or additional buildings, and to expend such sum of money for the purpose aforesaid or any of them as they be thought necessary or expedient. (30) To undertake on behalf of the Company any payment of rents and the performance of the covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company and to purchase the reversion or reversions, and otherwise to acquire on freehold sample of all or any of the lands of the Company for the time being held under lease or for an estate less than freehold estate. (31) To improve, manage, develop, exchange, lease, sell, resell and re-purchase, dispose off, deal or otherwise turn to account, any property (movable or immovable) or any rights or privileges belonging to or at the disposal of the Company or in which the Company is interested. (32) To let, sell or otherwise dispose of subject to the provisions of Section 293 of the Act and of the other Articles any property of the Company, either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as it thinks fit and to accept payment in satisfaction for the same in cash or otherwise as it thinks fit.

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	(33) Generally subject to the provisions of the Act and these Articles, to delegate the powers/authorities and discretions vested in the Directors to any person(s), firm, company or fluctuating body of persons as aforesaid. (34) To comply with the requirements of any local law which in their opinion it shall in the interest of the Company be necessary or expedient to comply with.

MANAGEMENT

Title of Article	Article Number and contents
Appointment of different categories of Key managerial personnel	**203.** The Company shall have the following whole-time key managerial personnel,— (*i*) managing director, or Chief Executive Officer or manager and in their absence, a whole-time director; (*ii*) company secretary; and (*iii*) Chief Financial Officer
Same person may be Chairperson of the Board and MD/CEO	**203A.** The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company.

MINUTES

Title of Article	Article Number and contents
Minutes to be made	**204.** (1) The Company shall cause minutes of all proceedings of General Meeting and of all proceedings of every meeting of the Board of Directors or every Committee thereof within thirty days of the conclusion of every such meeting concerned by making entries thereof in books kept for that purpose with their pages consecutively numbered. (2) Each page of every such books shall be initialed or signed and the last page of the record of proceedings of each Meeting in such books shall be dated and signed: (a) in the case of minutes of proceedings of a meeting of Board or of a Committee thereof by the Chairman of the said meeting or the Chairman of the next succeeding meeting.

Title of Article	Article Number and contents
	(b) in the case of minutes of proceeding of the General Meeting, by the Chairman of the said meeting within the aforesaid period of thirty days or in the event of the death or inability of that Chairman within that period by a Director duly authorized by the Board for the purpose.
Minutes to be evidence of the proceeds Books of minutes of General Meeting to be kept	**205.** (a) The minutes of proceedings of every General Meeting and of the proceedings of every meeting of the Board or every Committee kept in accordance with the provisions of Section 118 of the Companies Act, 2013 shall be evidence of the proceedings recorded therein. (b) The books containing the aforesaid minutes shall be kept at the Registered Office of the Company and be open to the inspection of any Member without charge as provided in Section 119 and Section 120 of the Companies Act, 2013 and any Member shall be furnished with a copy of any minutes in accordance with the terms of that Section.
Presumptions	**206.** Where the minutes of the proceedings of any General Meeting of the Company or of any meeting of the Board or of a Committee of Directors have been kept in accordance with the provisions of Section 118 of the Companies Act, 2013 until the contrary is proved, the meeting shall be deemed to have been duly called and held, all proceedings thereat to have been duly taken place and in particular all appointments of Directors or Liquidators made at the meeting shall be deemed to be valid.

THE SECRETARY

Title of Article	Article Number and contents
Secretary	**207.** The Directors may from time to time appoint, and at their discretion, remove any individual, (hereinafter called "the Secretary") to perform any functions, which by the Act are to be performed by the Secretary, and to execute any other ministerial or administrative duties, which may from time to time be assigned to the Secretary by the Directors. The Directors may also at any time appoint some person (who need not be the Secretary) to keep the registers required to be kept by the Company. The appointment of Secretary shall be made according to the provisions of the Companies Act, read with rules made thereunder.
The Seal, its custody and use	**208.** (a) The Board shall provide for the safe custody of the seal.

Title of Article	Article Number and contents
	(b) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board 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.

DIVIDENDS AND CAPITALISATION OF RESERVES

Title of Article	Article Number and contents
Division of profits	**209.** (a) Subject to the rights of persons, if any, entitled to Shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the Shares in respect whereof the dividend is paid but if and so long as nothing is paid upon any of Share in the Company, dividends may be declared and paid according to the amounts of the Shares RR; (b) No amount paid or credited as paid on a Share in advance of calls shall be treated for the purpose of this Article as paid on the Shares.
The Company at General Meeting may declare dividend	**210.** The Company in General Meeting may declare dividends, to be paid to Members according to their respective rights and interest in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 127 of the Companies Act, 2013 but no dividends shall exceed the amount recommended by the Board of Directors. However, the Company may declare a smaller dividend than that recommended by the Board in General Meeting.
Dividends out of profits only	**211.** No dividend shall be payable except out of profits of the Company arrived at the manner provided for in Section 123 of the Companies Act, 2013.
Interim Dividend	**212.** The Board of Directors may from time to time pay to the Members such interim dividends as in their judgment the position of the Company justifies.
Debts may be deducted	**213.** (a) The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists. (b) The Board of Directors may retain the dividend payable upon Shares in respect of which any person is, under the Transmission Article, entitled to become a Member

Title of Article	Article Number and contents
	or which any person under that Article is entitled to transfer until such person shall become a Member or shall duly transfer the same.
Capital paid-up in advance to carry interest, not the right to earn dividend	**214.** Where the capital is paid in advance of the calls upon the footing that the same shall carry interest, such capital shall not, whilst carrying interest, confer a right to dividend or to participate in profits.
Dividends in proportion to amounts paid-up	**215.** All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the Shares during any portion or portions of the period in respect of which the dividend is paid, but if any Share is issued on terms provided that it shall rank for dividends as from a particular date such Share shall rank for dividend accordingly.
No Member to receive dividend while indebted to the Company and the Company's right in respect thereof	**216.** No Member shall be entitled to receive payment of any interest or dividend or bonus in respect of his Share or Shares, whilst any money may be due or owing from him to the Company in respect of such Share or Shares (or otherwise however either alone or jointly with any other person or persons) and the Board of Directors may deduct from the interest or dividend to any Member all such sums of money so due from him to the Company.
Effect of transfer of Shares	**217.** A transfer of Shares shall not pass the right to any dividend declared therein before the registration of the transfer.
Dividend to joint holders	**218.** Any one of several persons who are registered as joint holders of any Shares may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such Shares.
Dividend how remitted	**219.** The dividend payable in cash may be paid by cheque or warrant sent through post directly to registered address of the shareholder entitled to the payment of the dividend or in case of joint holders to the registered address of that one of the joint holders 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. The Company shall not be liable or responsible for any cheque or warrant or pay slip or receipt lost in transit or for any dividend lost, to the Member or person entitled thereto by forged endorsement of any cheque or warrant or forged signature on any pay slip or receipt or the fraudulent recovery of the dividend by any other means.

Title of Article	Article Number and contents
Notice of dividend	**220.** Notice of the declaration of any dividend whether interim or otherwise shall be given to the registered holders of Share in the manner herein provided.
Reserves	**221.** The Directors may, before recommending or declaring any dividend set aside out of the profits of the Company such sums as they think proper as reserve or reserves, which shall, at the discretion of the Directors, be applicable for meeting contingencies or for any other purposes to which the profits of the Company may be properly applied 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 Directors may from time to time think fit.
Dividend to be paid within time required by law.	**222.** The Company shall pay the dividend, or send the warrant in respect thereof to the shareholders entitled to the payment of dividend, within such time as may be required by law from the date of the declaration unless:- (a) where the dividend could not be paid by reason of the operation on any law; or (b) where a shareholder has given directions regarding the payment of the dividend and those directions cannot be complied with; or (c) where there is dispute regarding the right to receive the dividend; or (d) where the dividend has been lawfully adjusted by the Company against any sum due to it from shareholder; or (e) where for any other reason, the failure to pay the dividend or to post the warrant within the period aforesaid was not due to any default on the part of the Company.
Unpaid or unclaimed dividend	**223.** (a) Where the Company has declared a dividend but which has not been paid or claimed within 30 days from the date of declaration, to any shareholder entitled to the payment of dividend, the Company shall within seven days from the date of expiry of the said period of thirty days, transfer the total amount of dividend which remains unpaid or unclaimed within the said period of thirty days, to a special account to be opened by the Company in that behalf in any scheduled bank, to be called "Shri Ram Switchgears Limited *(year)* Unpaid Dividend Account". (b) Any money transferred to the unpaid dividend account of a company which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the company to the Fund known as Investor Education and Protection Fund established under section 125 of the Companies Act, 2013. (c) No unclaimed or unpaid divided shall be forfeited by the Board.

Title of Article	Article Number and contents
Set-off of calls against dividends	**224.** Any General Meeting declaring a dividend may on the recommendation of the Directors make a call on the Members of such amount as the Meeting fixes but so that the call on each Member shall not exceed the dividend payable to him, and so that the call be made payable at the same time as the dividend, and the dividend may, if so arranged between the Company and the Members, be set off against the calls.
Dividends in cash	**225.** No dividends shall be payable except in cash, provided that nothing in this Article shall be deemed to prohibit the capitalisation of the profits or reserves of the Company for the purpose of issuing fully paid up bonus Shares or paying up any amount for the time being unpaid on any Shares held by Members of the Company.
Capitalisation	**226.** (1) The Company in General Meeting may, upon the recommendation of the Board, resolve: (a) That is desirable to capitalise any part of the amount for the time being standing to the credit of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and (b) That such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the Members who would have been entitled thereto, if distributed by way of dividend and in the same proportion. (2) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provisions contained in clause (3) either in or towards; (a) paying up any amount for the time being unpaid on any Shares held by such Members respectively, or (b) paying up in full unissued Shares of the Company to be allocated and distributed, credited as fully paid up, to and amongst Members in the proportion aforesaid, or (c) partly in the way specified in sub clause (a) and partly in that specified in sub-clause(b) (3) A security premium account and capital redemption reserve account may, for the purpose of this Article, only be applied in the paying up of unissued Shares to be issued to Members of the Company as fully paid bonus shares.
Board to give effect	**227.** The Board shall give effect to the resolution passed by the Company in pursuance of above Article.
Fractional certificates	**228.** (1) Whenever such a resolution as aforesaid shall have been passed, the Board shall;

Title of Article	Article Number and contents
	(a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issues of fully paid Shares and (b) Generally do all acts and things required to give effect thereto. (2) The Board shall have full power: (a) to make such provision by the issue of fractional cash certificate or by payment in cash or otherwise as it thinks fit, in the case of Shares becoming distributable in fractions, also (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 capitalisation or (as the case may require) for the payment by the Company on their behalf by the application thereof of the respective proportions of the profits resolved to be capitalised of the amounts remaining unpaid on their existing Shares. (3) Any agreement made under such authority shall be effective and binding on all such Members. (4) That for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any question or difficulties that may arise in regard to any issue including distribution of new Shares and fractional certificates as they think fit.

ACCOUNTS

Title of Article	Article Number and Contents
	229.
Books to be kept	(1) The Company shall keep at its Registered Office proper books of account as would give a true and fair view of the state of affairs of the Company or its transactions with respect to: (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place (b) all sales and purchases of goods by the Company (c) the assets and liabilities of the Company and (d) if so required by the Central Government, such particulars relating to utilisation of material or labour or to other items of cost as may be prescribed by the Government Provided that all or any of the books of account aforesaid may be kept at such other place in India as the Board of Directors may decide and when the Board of

	Directors so decides the Company shall within seven days of the decision file with the Registrar a notice in writing giving the full address of that other place. (2) Where the Company has a branch office, whether in or outside India, the Company shall be deemed to have complied with the provisions of clause (1) if proper books of account relating to the transaction effected at the branch are kept at that office and proper summarised returns, made upto date at intervals of not more than three months, are sent by the branch office to the Company at its Registered Office or the other place referred to in sub-clause (1). The books of accounts and other books and papers shall be open to inspection by any Director during business hours.
Inspection by Members	**230.** No Members (not being a Director) shall have any right of inspecting any account books or documents of the Company except as allowed by law or authorized by the Board.
Statements of accounts to be furnished to General Meeting	**231.** The Board of Directors shall from time to time in accordance with Sections 129, 133, and 134 of the Companies Act, 2013, cause to be prepared and laid before each Annual General Meeting a profit and loss account for the financial year of the Company and a balance sheet made up as at the end of the financial year which shall be a date which shall not precede the day of the Meeting by more than six months or such extended period as shall have been granted by the Registrar under the provisions of the Act.
Right of Members or others to copies of balance sheet and Auditors' report and statement under Section 136	**232.** (1) The Company shall comply with the requirements of Section 136 of the Companies Act, 2013. (2) The copies of every balance sheet including the Profit & Loss Account, the Auditors' Report and every other document required to be laid before the Company in General Meeting shall be made available for inspection at the Registered Office of the Company during working hours for a period of 21 days before the Annual General Meeting. (3) A statement containing the salient features of such documents in the prescribed form or copies of the documents aforesaid, as the Company may deem fit will be sent to every Member of the Company and to every trustee of the holders of any Debentures issued by the Company not less than 21 days before the date of the Meeting.
Accounts to be audited	**233.** Once at least in every year the accounts of the Company shall be examined, balanced and audited and the correctness of the profit and loss Account and the balance sheet ascertained by one or more Auditor or Auditors.

	234.
Appointment of Auditors	(1) Auditors shall be appointed and their qualifications, rights and duties regulated in accordance with Section 139 to 146 of the Companies Act, 2013. (2) The Company shall at each Annual General Meeting appoint an individual or a firm as an auditor who shall hold office from the conclusion of that meeting till the conclusion of its sixth annual general meeting and thereafter till the conclusion of every sixth meeting. The company shall place the matter relating to such appointment for ratification by members at every annual general meeting. The company shall also inform the auditor concerned of his or its appointment, and also file a notice of such appointment with the Registrar within fifteen days of the meeting in which the auditor is appointed. (3) The company or shall not appoint or re-appoint— (*a*) an individual as auditor for more than one term of five consecutive years; and (*b*) an audit firm as auditor for more than two terms of five consecutive years: Provided that— (*i*) an individual auditor who has completed his term under clause (*a*) shall not be eligible for re-appointment as auditor in the same company for five years from the completion of his term; (*ii*) an audit firm which has completed its term under clause (*b*), shall not be eligible for re-appointment as auditor in the same company for five years from the completion of such term: (4) Subject to the provisions of Clause (1) and the rules made thereunder, a retiring auditor may be re-appointed at an annual general meeting, if— (*a*) he is not disqualified for re-appointment; (*b*) he has not given the company a notice in writing of his unwillingness to be re-appointed; and (*c*) a special resolution has not been passed at that meeting appointing some other auditor or providing expressly that he shall not be re-appointed. (5) Where at any annual general meeting, no auditor is appointed or re-appointed, the existing auditor shall continue to be the auditor of the company. (6) Any casual vacancy in the office of an auditor shall be filled by the Board of Directors within thirty days, but if such casual vacancy is as a result of the resignation of an auditor, such appointment shall also be approved by the company at a general meeting convened within three months of the recommendation of the Board and he shall hold the office till the conclusion of the next annual general meeting. (7) Special notice shall be required for a resolution at an annual general meeting appointing as auditor a person other than a retiring auditor, or providing expressly that a retiring auditor shall not be re-appointed, except where the retiring auditor has

	completed a consecutive tenure of five years or, as the case may be, ten years, as provided under Clause (3).
Accounts when audited and approved to be conclusive except as to errors discovered within 3 months	**235.** Every account when audited and approved by a General Meeting shall be conclusive except as regards any errors discovered therein within the next three months after the approval thereof. Whenever any such error is discovered within that period, the account shall be corrected, and amendments effected by the Directors in pursuance of this Article shall be placed before the Members in General Meeting for their consideration and approval and, on such approval, shall be conclusive.

DOCUMENTS AND NOTICES

Title of Article	Article Number and Contents
To whom documents must be served or given	**236.** Document or notice of every Meeting shall be served or given on or to (a) every Member (b) every person entitled to a Share in consequence of the death or insolvency of a Member and (c) the Auditor or Auditors for the time being of the Company
Members bound by documents or notices served on or given to previous holders	**237.** Every person, who by operation of law, transfer or other means whatsoever, shall become entitled to any Share, shall be bound by every document or notice in respect of such Share, which prior to his name and address being entered in the Register of Members shall have been duly served on or given to the person from whom he derived, his title to such Share.
Service of documents on the Company	**238.** A document may be served on the Company or an officer thereof by sending it to the Company or officer at the Registered Office of the Company by post under a certificate of posting or by registered post or by leaving it at its Registered Office.
Authentication of documents and proceedings	**239.** Save as otherwise expressly provided in the Act, a document or proceedings requiring authentication by the Company may be signed by a Director, the Managing Director, or the Secretary or other authorized officer of the Company and need not be under the Seal of the Company.

REGISTERS AND DOCUMENTS

Title of Article	Article Number and Contents
Registers and documents to be maintained by the Company	**240.** The Company shall keep and maintain registers, books and documents required by the Act or these Articles, including the following: (a) Register of investments made by the Company but not held in its own name, as required by Section 187 of the Companies Act, 2013 (b) Register of mortgages and charges as required by Section 85 of the Companies Act, 2013 and copies of instruments creating any charge requiring registration according to Section 85 of the Companies Act, 2013. (c) Register and index of Members and debenture holders as required by Section 88 of the Companies Act, 2013. (d) Foreign register, if so thought fit, as required by Section 88 of the Companies Act, 2013. (e) Register of contracts, with companies and firms in which Directors are interested as required by Section 189 of the Companies Act, 2013. (f) Register of Directors and Secretaries etc. as required by Section 170 of the Companies Act, 2013. (g) Register as to holdings by Directors of Shares and/or Debentures in the Company as required by Section 170 of the Companies Act, 2013. (h) Register of investments made by the Company in Shares and Debentures of the bodies corporate in the same group as required by Section 186 of the Companies Act, 2013. (i) Copies of annual returns prepared under Section 92 of the Companies Act, 2013 together with the copies of certificates and documents required to be annexed thereto under Section 92 of the Companies Act, 2013.
Inspection of Registers	**241.** The registers mentioned in clauses (f) and (i) of the foregoing Article and the minutes of all proceedings of General Meetings shall be open to inspection and extracts may be taken therefrom and copies thereof may be required by any Member of the Company in the same manner to the same extent and on payment of the same fees as in the case of the Register of Members of the Company provided for in clause (c) thereof. Copies of entries in the registers mentioned in the foregoing article shall be furnished to the persons entitled to the same on such days and during such business hours as may be consistent with the provisions of the Act in that behalf as determined by the Company in General Meeting.

WINDING UP

Title of Article	Article Number and Contents
Distribution of assets	**242.** If the Company shall be wound up, and the assets available for distribution among the Members as such shall be insufficient to repay the whole of the paid up capital, such assets shall be distributed so that as nearly as may be the losses shall be borne by the Members in the proportion to the capital paid up or which ought to have been paid up at the commencement of the winding up, on the Shares held by them respectively, and if in the winding up the assets available for distribution among the Members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed amongst the Members in proportion to the capital at the commencement of the winding up, paid up or which ought to have been paid up on the Shares held by them respectively. But this Article is to be without prejudice to the rights of the holders of Shares issued upon special terms and conditions.
Distribution in specie or kind	**243.** (a) If the Company shall be wound up, whether voluntarily or otherwise, the Liquidator may, with the sanction of a Special Resolution, divide amongst the contributories in specie or kind, any part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories or any of them, as the liquidator, with the like sanction, shall think fit. (b) If thought expedient any such division may subject to the provisions of the Act be otherwise than in accordance with the legal rights of the contributions (except where unalterably fixed by the Memorandum of Association and in particular any class may be given preferential or special rights or may be excluded altogether or in part but in case any division otherwise than in accordance with the legal rights of the contributories, shall be determined on any contributory who would be prejudicial thereby shall have a right to dissent and ancillary rights as if such determination were a Special Resolution passed pursuant to Section 494 of the Act. (c) In case any Shares to be divided as aforesaid involve a liability to calls or otherwise any person entitled under such division to any of the said Shares may within ten days after the passing of the Special Resolution by notice in writing direct the Liquidator to sell his proportion and pay him the net proceeds and the Liquidator shall, if practicable act accordingly.
Right of shareholders in case of sale	**244.** A Special Resolution sanctioning a sale to any other Company duly passed pursuant to Section 319 of the Companies Act, 2013 may subject to the provisions of the Act in like manner as aforesaid determine that any Shares or other consideration receivable by the liquidator be distributed against the Members otherwise than in accordance with their

Title of Article	Article Number and Contents
	existing rights and any such determination shall be binding upon all the Members subject to the rights of dissent and consequential rights conferred by the said sanction.
Directors and others right to indemnity	**245.** Every Director or officer, or servant of the Company or any person (whether an officer of the Company or not) employed by the Company as Auditor, shall be indemnified by the Company against and it shall be the duty of the Directors, out of the funds of the Company to pay all costs, charges, losses and damages which any such person may incur or become liable to pay by reason of any contract entered into or any act, deed, matter or thing done, concurred in or omitted to be done by him in any way in or about the execution or discharge of his duties or supposed duties (except such if any as he shall incur or sustain through or by his own wrongful act, neglect or default) including expenses, and in particular and so as not to limit the generality of the foregoing provisions against all liabilities incurred by him as such Director, officer or Auditor or other office of the Company in defending any proceedings whether civil or criminal in which judgment is given in his favour, or in which he is acquitted or in connection with any application under Section 463 of the Companies Act, 2013 in which relief is granted to him by the Court.
Director, officer not responsible for acts of others	**246.** Subject to the provisions of Section 201 of the Act, no Director, Auditor or other officer of the Company shall be liable for the acts, receipts, neglects, or defaults of any other Director or officer or for joining in any receipt or other act for conformity or for any loss or expenses happening to the Company through the insufficiency or deficiency of the title to any property acquired by order of the Directors for and on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested for any loss or damages arising from the insolvency or tortuous act of any person, firm or Company to or with whom any moneys, securities or effects shall be entrusted or deposited or any loss occasioned by any error of judgment, omission, default or oversight on his part of for any other loss, damage, or misfortune whatever shall happen in relation to execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty.

SECRECY CLAUSE

Title of Article	Article Number and Contents
Secrecy Clause	**247.** Every Director/Manager, Auditor, treasurer, trustee, member of a committee, officer, servant, agent, accountant or any other person-employed in the business of the Company shall, if so required by the Director, before entering upon his duties, sign a declaration pledging himself, to observe a strict secrecy respecting all transactions and affairs of the Company with the Company customers and the state of the accounts with individuals and in matter thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in discharge of his duties except when required to do so by the Directors or by law or by the person to whom such matters relate

Title of Article	Article Number and Contents
	and except so far as may be necessary in order to comply with any of the provisions in these presents contained.
No Member to enter the premises of the Company without permission	**248.** No Member or other person (not being a Director) shall be entitled to visit or inspect any property or premises of the Company without the permission of the Board of Directors or Managing Director, or to inquire discovery of or any information respecting any details of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process or any other matter which relate to the conduct of the business of the Company and which in the opinion of the Directors, it would be inexpedient in the interest of the Company to disclose.

GENERAL

Title of Article	Article Number and Contents
General Power	**249.** Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry out such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

SECTION IX – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of this Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Prospectus and will be delivered to the RoC for registration and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company located at Shri Ram Bhawan, Goushala Road, Ratlam, Madhya Pradesh - 457001, from the date of filing the Prospectus with RoC to Issue Closing Date on working days from 10.00 a.m. to 5.00 p.m.

MATERIAL CONTRACTS

1. Mandate letter dated September 30, 2016 issue by Lead manager to our Company.
2. Issue Agreement dated January 07, 2017 between our Company and the Lead Manager.
3. Agreement dated January 07, 2017 between our Company and the Registrar to the Issue.
4. Public Issue Account Agreement dated February 07, 2017 among our Company, the Lead Manager, the Public Issue Bank/Banker to Issue and the Registrar to the Issue.
5. Underwriting agreement dated January 07, 2017 between our Company and Lead Manager.
6. Market Making Agreement dated January 07, 2017 between our Company, the Lead Manager and the Market Maker.
7. The Company has entered into an agreement dated February 06, 2017among NSDL, our Company and the Registrar to the Issue.
8. The Company has entered into an agreement dated February 01, 2017 among CDSL, our Company and the Registrar to the Issue.

MATERIAL DOCUMENTS

1. Certified true copy of the Memorandum and Articles of Association of our Company, as amended from time to time including certificates of incorporation.
2. Resolution of the Board dated January 04, 2017 authorizing the Issue.
3. Special Resolution of the shareholders passed at the Extra-Ordinary General Meeting dated January 06, 2017 authorizing the Issue.
4. Statement of Tax Benefits dated May 09, 2017 issued by Statutory Auditor, M/s KVNG & Co., Chartered Accountants.
5. Report of the Peer Review Auditor, KVNG & Associates, Chartered Accountants, on the Restated Financial Statements for the period ended February 28, 2017 and for the Financial Year ended as on March 31, 2016, 2015, 2014, 2013 and 2012 of our Company.
6. Consents of Promoters, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory & Peer Review Auditor, Banker to our Company, the Lead Manager, Underwriter, Registrar to the Issue, Market Maker to the Issue, Legal Advisor, Banker to the Issue/Public Issue Bank, Refund Banker to the Issue, to act in their respective capacities.
7. Copy of approval from NSE *vide* letter dated February 09, 2017to use the name of NSE in the offer document for listing of Equity Shares on NSE Emerge Platform.
8. Due Diligence Certificate dated May 11, 2017 the Lead Manager.
9. Copy of Managing Director Agreement with Mr. Nilesh Kumar Jhalani and our Company dated December 07, 2016 for his appointment.

10. Copy of the Special Resolution dated December 14, 2016 for the detailed terms of appointment of Mr. Nilesh Kumar Jhalani as Managing Director of the Company.

11. Copy of the Special Resolution dated December 14, 2016 for the detailed terms of appointment of Mr. Rohit Kumar Jhalani and Mr. Devraj Jhalani respectively, as Whole -Time Director of the Company.

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 other parties, subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We, the Directors, hereby certify and declare that, all relevant provisions of the Companies Act, 2013, applicable provisions of Companies Act, 1956 and the guidelines issued by the Government of India or the regulations / guidelines issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Prospectus is contrary to the provisions of the Companies Act, 2013, applicable provisions of Companies Act, 1956, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations / guidelines issued, as the case may be. We further certify that all the disclosures and statements made in the Prospectus are true and correct.

Signed by the Directors of our Company

Name	DIN	Designation	Signature
Nilesh Kumar Jhalani	01462299	Managing Director	
Rohit Kumar Jhalani	00666443	Whole Time Director	
Devraj Jhalani	01462323	Whole Time Director	
Sapna Jhalani	07685341	Non-Executive Director	
Amita Premswaroop Patel	07687442	Independent & Non-Executive Director	
Atul Krishna Khandelwal	00094242	Independent & Non-Executive Director	

Signed by Company Secretary & Compliance Officer and Chief Financial Officer

Garima Mahalaha
Company Secretary & Compliance Officer

Naresh Kumar Jhalani
Chief Financial Officer

Date: May 11, 2017
Place: Ratlam, M.P.

Annexure A

DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY SARTHI CAPITAL ADVISORS PRIVATE LIMITED

TABLE 1

Sr. No.	Issue Name	Issue Size (Cr)	Issue Price (Rs.)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing Benchmark]- 30th calendar day from listing	+/- % change in closing price, [+/- % change in closing Benchmark]- 90th calendar day from listing	+/- % change in closing price, [+/- % change in closing Benchmark]- 180th calendar day from listing
1.	Bothra Metals & Alloys Limited	12.21	25.00	March 25, 2013	25.5	11.00 [3.88]	7.40 [-0.75]	30.00 [6.23]
2.	Tiger Logistics (India) Limited	7.52	66.00	September 12, 2013	69.2	-13.17 [4.17]	-7.38 [7.02]	-8.10 [10.34]
3.	R J Bio-Tech Limited	5.00	20.00	September 25, 2013	21.00	92.97 [4.17]	63.49 [5.92]	36.05 [11.08]
4.	RCI Industries & Technologies Limited	11.52	40.00	January 21, 2014	41.00	-8.02 [-3.36]	6.31 [7.12]	-2.76 [21.01]
5.	B.C. Power Controls Limited	10.36	18.00	March 14, 2014	17.15	1.10 [3.10]	1.10 [17.27]	2.21 [24.06]
6.	Starlit Power Systems Limited	2.95	18.00	October 22, 2014	18.10	-3.96 [5.78]	-17.68 [7.46]	-33.51[4.10]
7.	JLA Infraville Shoppers Limited	2.00	10.00	November 12, 2014	11.05	5.17 [-2.35]	68.97 [1.24]	72.84 [-1.79]
8.	Akme Starhousing Finance Limited	4.80	30.00	March 20, 2015	32.00	-3.94 [-1.33]	6.14 [-4.05]	11.81 [-8.10]
9.	Mahabir Metallex Limited	3.90	10.00	March 27, 2015	10.30	22.77 [-1.03]	21.78 [1.59]	2.97 [-5.96]
10.	Pecos Hotels And Pubs Limited	2.29	50.00	August 11, 2015	56.00	-4.69 [-8.05]	-6.10 [-6.26]	7.14 [-12.84]

11.	Shaival Reality Limited	5.28	100.00	October 01, 2015	100.50	-0.50 [6.06]	2.49 [4.02]	2.49 [0.08]
12.	Ahimsa Industries Limited	3.79	25.00	October 15, 2015	26.00	-3.08 [-4.56]	-3.85 [-7.54]	-3.85 [-5.75]
13.	Fourth Dimension Solutions Limited	8.68	30.00	January 22, 2016	31.80	107.78 [-2.53]	94.44 [6.60]	108.33 [15.40]
14.	Hi-Tech Pipes Limited	13.65	50.00	February 25, 2016	60.00	2.55 [9.25]	65.11 [13.83]	100.85 [23.84]
15.	Wealth First Portfolio Managers Limited	8.40	50.00	March 30, 2016	52.00	-4.85 [1.48]	-4.76 [5.08]	-8.74 [12.77]
16.	HEC Infra Projects Limited	5.39	100.00	March 30, 2016	102.00	3.17 [1.48]	15.93 [5.08]	3.17 [12.77]
17.	Crown Lifters Limited	6.68	121.00	September 27, 2016	122.80	0.92 [-1.05]	-12.84 [-9.17]	-30.73 [3.89]
18.	Husys Consulting Limited	4.19	69.00	September 27, 2016	72.90	1.82 [-1.05]	-42.08 [-9.17]	-26.57 [3.89]
19.	AVSL Industries Limited	5.18	36.00	October 06, 2016	38.00	-25.83 [-2.44]	-21.67 [-5.96]	-6.94 [6.38]
20.	Jet Knitwears Limited	4.22	39.00	October 07, 2016	46.80	102.99 [-2.31]	70.94 [-4.87]	45.51 [6.53]
21.	Jet Freight Logistics Limited	4.07	28.00	December 06, 2016	33.60	61.16 [1.60]	116.07 [10.07]	-
22.	Libas Designs Limited	13.60	68.00	January 09, 2017	78.25	-3.36 [6.47]	-8.26 [11.48]	-
23.	Focus Lighting and Fixtures Limited*	4.05	45.00	April 13, 2017	54.00	-	-	-

24.	M K Proteins Limited*	10.23	70.00	April 18, 2017	72.00	-	-	-
25.	Infobeans Technologies Limited*	36.78	58	May 02, 2017	69.60	-	-	-

Sources: All share price data is from www.bseindia.com / www.nseindia.com

Note:-

1. The BSE Sensex/ Nifty is considered as the Benchmark Index
2. Price on BSE/ NSE is considered for all of the above calculations
3. In case 30th/90th/180th day is not a trading day (trading holiday), closing price on BSE/ NSE of the next trading day has been considered
4. In case 30th/90th/180th day there is no trade then the closing price of the next day when trading has taken place has been considered.

TABLE 2: SUMMARY STATEMENT OF DISCLOSURE

Financial year	Total no. of IPOs	Total funds raised (Rs. Cr)	No. of IPOs trading at discount – 30th calendar days from listing			No. of IPOs trading at premium – 30th calendar days from listing			No. of IPOs trading at discount – 180th calendar day from listing			No. of IPOs trading at premium – 180th calendar day from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
12-13	1	12.21	-	-	-	-	-	1	-	-	-	-	1	-
13-14	4	34.39	-	-	2	1	-	1	-	-	2	-	1	1
14-15	4	13.65	-	-	2	-	-	2	-	1	-	1	-	2
15-16	7	47.48	-	-	4	1	-	2	-	-	2	2	-	3
16-17	6*	37.94	-	1	1	2	-	2	-	2	1	-	1	-
17-18	3*	51.06	-	-	-	-	-	-	-	-	-	-	-	-

*Following points to be noted:

- The fields left blank in Table 1 indicates that the shares of respective companies have not reached the consequent milestones.