Prospectus
Dated: September 01, 2017
Please read section 26 of Companies Act, 2013
100% Fixed Price Issue

D P WIRES LIMITED

Our Company was incorporated as D P Wires Private Limited under the provisions of the Companies Act 1956 vide certificate of incorporation dated February 26, 1998, issued by the Registrar of Companies, Maharashtra, Mumbai. Due to change in registered office from one state (Registrar of Companies, Maharashtra, Mumbai) to another state (Registrar of Companies, Madhya Pradesh, Gwalior) the Corporate Identification Number (CIN) of the Company was also changed from U27100MH1998PTC113737 to U27100MP1998PTC029523 dated October 19, 2012. Subsequently, the name of our Company was changed to D P Wires Limited pursuant to conversion into a public company vide Shareholders' approval on May 09, 2017 and fresh certificate of incorporation dated May 16, 2017, issued by the Registrar of Companies, Madhya Pradesh, Gwalior. The Corporate Identification Number of Our Company is U27100MP1998PLC029523. For further details please refer to chapter titled 'Our History and Certain Other Corporate Matters' beginning on page 136 of this Prospectus.

Registered Office: 16-18A, Industrial Estate, Ratlam- 457001, Madhya Pradesh, India
Tel No: +91-7412-261130; **E-mail:** info@dpkataria.in; **Website:** www.dpwires.co.in
Contact Person: Mr. Hemant Kataria, Whole Time Director
Promoters of our Company: Mr. Praveen Kataria, Mr. Hemant Kataria and Mrs. Asha Devi Kataria

THE ISSUE

PUBLIC ISSUE OF 35,84,000 EQUITY SHARES OF FACE VALUE OF Rs. 10/- EACH FULLY PAID UP OF D P WIRES LIMITED ("DPWL" OR THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF Rs. 75/- PER EQUITY SHARE (THE "ISSUE PRICE") (INCLUDING A SHARE PREMIUM OF Rs. 65/- PER EQUITY SHARE AGGREGATING Rs. 2688.00 LAKHS (THE "ISSUE") BY OUR COMPANY, OF WHICH 1,82,400 EQUITY SHARES 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 34,01,600 EQUITY SHARES OF Rs. 10/- EACH FULLY PAID UP IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.42% AND 25.07% 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. 75/- THE ISSUE PRICE IS 7.50 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 248 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 254 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 7.50 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 97 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 20 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 August 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 159/11, Amar Brass Compound, Vidyanagari Marg, Kalina, Santacruz (E), Mumbai - 400098 **Tel:** (022) 26528671/72 **Fax:** (022) 26528673 **Investor Grievance Email:** ipo@sarthiwm.in **Website:** www.sarthi.in **Contact Person:** Mr. Deepak Sharma **SEBI Registration No.:** INM000012011	**BIGSHARE SERVICES PRIVATE LIMITED** Bharat Tin Works Building, 1st Floor, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai – 400059 **Tel:** (022) 62638200 **Fax:** (022) 62638299 **E-mail:** ipo@bigshareonline.com **Website:** www.bigshareonline.com **Contact Person:** Mr. Ashok Shetty **SEBI Registration No.:** INR000001385

ISSUE PROGRAMME	
ISSUE OPENS ON: SEPTEMBER 21, 2017	**ISSUE CLOSES ON: SEPTEMBER 26, 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

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

Terms	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 our Company being Anil Kamal Garg & Company, Chartered Accountants having their office at "Kamal Kripa", 97, Jaora Compound, Indore-452001, Madhya Pradesh.
Banker to our Company	Axis Bank Limited
"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	Mr. Jaidev Nagar
Director(s)	The Director(s) of our Company, unless otherwise specified.
"D P Wires Limited.", or "D P Wires", or, or "the Company", or "our Company" or "we", "us", or "our" and the "Issuer Company"	D P Wires Limited, a public limited company incorporated under the provisions of the Companies Act, 1956.
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	Includes those companies, firms and ventures promoted by our Promoters, irrespective of whether such entities are covered under the Companies Act, 2013 and disclosed in the chapter titled "Our Group Entities" beginning on page 164 of this Prospectus.
Key Management Personnel	Key management personnel of our Company in terms of regulation2(1)(s) of the SEBI Regulations and section 2(51) of the Companies Act, 2013 and as disclosed in the section titled "Our Management" on page 145 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. Praveen Kataria, Mr. Hemant Kataria and Mrs. Asha Devi Kataria

Promoter Group	Includes such persons and entities constituting our promoter group in terms of Regulation 2(1)(zb) of the SEBI (ICDR) Regulations and a list of which is provided in the chapter titled "Our Promoters and Promoter Group" beginning on page 159 of this Prospectus.
Peer Review Auditor	The Peer Review Auditor of our Company being M/s. RPMD & Associates having their office at AB-17, 1st Floor, Shalimar Bagh, New Delhi - 110088.
Registered Office	The Registered Office of our Company is located at 16-18A, Industrial Estate, Ratlam – 457001, Madhya Pradesh.
RoC	Registrar of Companies, Madhya Pradesh, Gwalior

Issue Related Terms

Terms	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 be 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, namely Mumbai, 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(s)/ Public Issue Bank.	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 254 of this Prospectus.
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 Exchanges 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	Designated date means the date on which fund transfer instructions will to released to the controlling branches of SCSB's upon approval of basis of allotment by designated Stock exchange, NSE, following which the Board of Directors shall allot/credit the equity shares to successful applicants.
Designated Stock Exchange	National Stock Exchange of India Limited (NSE).
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.
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 35,84,000 Equity Shares of face value of Rs. 10/- each fully paid of D P Wires Limited for cash at a price of Rs. 75/- per Equity Share (including a premium of Rs. 65/- per Equity Share) aggregating Rs. 2688.00 Lakhs.
Issue Agreement	The agreement dated June 12, 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. 75/- 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. 2688.00 Lakhs.
Listing Agreement	The Listing Agreement to be signed between our Company and the National Stock Exchange of India Limited.

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 June 12, 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 Private 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 1,82,400 Equity Shares of face value of Rs. 10/- each fully paid for cash at a price of Rs. 75/- per Equity Share aggregating Rs. 136.80 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 34,01,600 Equity Shares of face value of Rs. 10/- each fully paid for cash at a price of Rs. 75/- Equity Share aggregating Rs. 2551.20 Lakhs by our Company.
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 92 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 ourCompany to receive monies from the Escrow Account and the SCSBs from thebank accounts of the ASBA Applicants on the Designated Date.
Public Issue Account Agreement	Agreement dated August 10, 2017 entered into by our Company, the Registrar to the Issue, theLead Manager, and the Public Issue Bank/Banker to the Issue for collection ofthe Application Amounts.
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.
Refund Account (s)	Account(s) to which Application monies to be refunded to the Applicants shall be transferred from the Public Issue Account in case listing of 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 Account in case listing of 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 corporate office at Bharat Tin Works Building, 1st Floor, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai – 400059.
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=y

	es&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 June 12, 2017 entered into between the Sarthi Capital Advisors Private Limited 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

Terms	Description
ACSR Wire	Aluminium conductor steel-reinforced
GI Wire	Galvanized Iron Wire
HDPE	High Density Polyethylene Pipes
LDPE	Low-Density Polyethylene
LRPC	Low Relaxation Strands for Prestressed Concrete
MT	Metric Ton
PCC	Pollution Control Committee
PCP	Phencyclidine
QMS	Quality Management System

Conventional and General Terms/ Abbreviations

Terms	Description
A/c	Account
Act/ Companies 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
AMC	Annual Maintenance Contract
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.A	Bachelor's Degree in Arts
B.Com	Bachelor's Degree in Commerce
B.Sc	Bachelor's Degree in Science
BIFR	Board for Industrial and Financial Reconstruction
BL	Block Level
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
CMMI	Capability Maturity Model Integration
Companies Act	Companies Act, 2013 as amended from time to time, including sections of Companies Act, 1956 wherever applicable.
CSO	Central Statistical Organization
CST	Central Sales Tax

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, 1999 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 starting from 1st of June of a year to 31st of March of its next year.
GAAP	Generally Accepted Accounting Principles

GDP	Gross Domestic Product
GID	General Information Document
GOI	Government of India.
GST	Goods and Services Tax
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.
IAS	Indian Accounting Standards
ICAI	Institute of Chartered Accountants of India
ICSI	Institute of Company Secretaries of India
IFRS	International financial reporting standards.
IPC	Indian Penal Code
IPO	Initial Public Offer
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 145 of this Prospectus.
Ltd.	Limited
MBA	Master in Business Administration
M.Com	Master of Commerce
M.Sc.	Master of Science

MD	Managing Director
MoU	Memorandum of Understanding
MNC	Multinational Corporation
MPCT	Madhya Pradesh Commercial Tax
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
OS	Operating System
p.a.	Per Annum
PAN	Permanent Account Number
PAT	Profit After Tax
Pvt.	Private
PBT	Profit Before Tax
PE 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 DisclosureRequirements) Regulations, 2009
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and DisclosureRequirements) 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.
SME	Small Medium Enterprise
SSI Undertaking	Small Scale Industrial Undertaking

Stock Exchange (s)	National Stock Exchange of India Limited
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
VAT	Value Added Tax
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 274 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 184 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 100 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 Review Auditor, set out in the section titled 'Financial Statements' beginning on page 184 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 month 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 Review Auditor, set out in the section titled 'Financial Statements' beginning on page 184 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 millions' 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 Centre for Monitoring Indian Economy (CMIE), Indian Brand Equity Foundation (IBEF), Asian Development Bank, Ministry of Statistics and Programme Implementation (MOSPI), Reserve Bank of India (RBI), Department of Industrial Policy & Promotion (DIPP),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:

- Fluctuations in cost of raw material and operating costs;
- Increased competition in the Industries in which we operate;
- Factors affecting the Industries in which we operate;
- 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 changes in technology;
- Our ability to meet our working capital requirements;
- Our ability to attract and retain qualified personnel;
- Conflict of Interest with affiliated companies, the promoter group and other related parties;
- The occurrence of natural disasters or calamities;

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 20 and 217 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. Prospective investors 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.

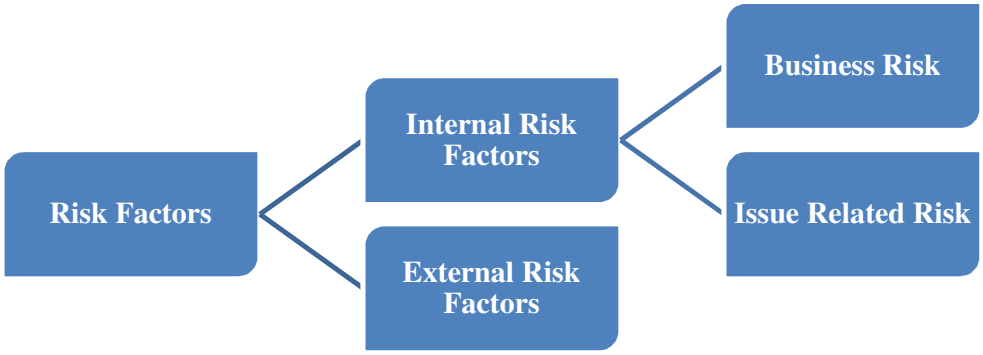
Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other implications of any of the risks mentioned herein. To obtain a complete understanding, you should read this section in conjunction with the chapters titled "Our Business" beginning on page 107, "Our Industry" beginning on page 102 and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on page 217 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

I. Business Risks/ Company specific Risk

1. *Increase in the cost of, or a shortfall in the availability of our raw materials could have an adverse effect on our business, results of operations and financial condition.*

The principal raw materials used by us for manufacturing steel wires and plastic sheets are steel billets and polythelene propylene granuules respectively. Though the price of these raw materials has been almost constant which is evident from the cost of materials consumed to revenue ratio of 70.67%, 69.68% and 76.17% of our net revenue from manufacturing operations for the Fiscal Years 2016-17, 2015-16 & 2014-15, respectively. However, the fluctuation of price in future is not ruled out. The price and availability of these raw materials depend on several factors beyond our control, including overall economic conditions, production levels, market demand and competition for such materials, production and transportation cost, duties and taxes and trade restrictions. We usually do not enter into long term supply contracts with any of our raw material suppliers and typically place orders with them after firm-orders are received by us. The absence of long term contracts at fixed prices exposes us to volatility in the prices of raw materials that we require. If we are unable to compensate for or pass on our increased costs to end-customer, such price increases could have an adverse impact on our result of operations, financial condition and cash flows. We also face a risk that one or more of our existing suppliers may discontinue their supplies to us. Any inability on our part to procure raw materials from alternate suppliers in a timely fashion, or on terms acceptable us, may adversely affect our operations.

2. *Any variation in the utilisation of the Net Proceeds or in the terms of any contract as disclosed in this Prospectus would be subject to certain compliance requirements, including prior shareholders' approval.*

We propose to utilise the Net Proceeds as stated under section titled "Objects of the Issue". For further details of the proposed objects of the Issue, please refer to section titled "Objects of the Issue" beginning on page 92 of this Prospectus. At this stage, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with Section 27 of the Companies Act, 2013, we cannot undertake any variation in the utilisation of the Net Proceeds or in the terms of any contract as disclosed in this Prospectus without obtaining the shareholders' approval through a special resolution. In the event of any such circumstances that require us to undertake variation in the disclosed utilisation of the Net Proceeds, we may not be able to obtain the shareholders' approval in a timely manner, or at all. Any delay or in ability in obtaining such shareholders' approval may adversely affect our business or operations.

Further, our Promoters or controlling shareholders would be required to provide an exit opportunity to the shareholders who do not agree with our proposal to change the objects of the Issue or vary the terms of such contracts, at a price and manner as prescribed by SEBI. Additionally, the requirement on Promoters or controlling shareholders to provide an exit opportunity to such dissenting shareholders may deter the Promoters or controlling shareholders from agreeing to the variation of the proposed utilisation of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that the Promoters or the controlling shareholders of our Company will have adequate resources at their disposal at all times to enable them to provide an exit opportunity at the price prescribed by SEBI.

In light of these factors, we may not be able to undertake variation of objects of the Issue to use any unutilized proceeds of the Fresh Issue, if any, or vary the terms of any contract referred to in this Prospectus, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition by re-deploying the unutilised portion

of Net Proceeds, if any, or varying the terms of contract, which may adversely affect our business and results of operations.

3. ***Within the parameters as mentioned in the chapter titled 'Objects of this Issue' beginning on page 92 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 92 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 and order position. We cannot assure that the current business plan will be implemented or order shall be executed 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. However, in accordance with Section 27 of the Companies Act, 2013, we cannot undertake any variation in the utilisation of the Net Proceeds as disclosed in this Prospectus without obtaining the Shareholders' approval through a special resolution. In the event of any such circumstance, where Board of Directors of our Company decides to do any variation in the utilisation of the Net Proceeds, we will follow the provisions of Companies Act, 2013.

4. ***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 92 of this Prospectus.

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

Our operations involve extending credit, ranging typically from 60 to 90 days, to our customers in respect of our products. Consequently, we face the risk of the uncertainty regarding the receipt of these outstanding amounts. Accordingly, we had and may continue to have high levels of outstanding receivables. For the the Fiscal Years ended 2016-17, 2015-16 & 2014-15, our trade receivables were Rs. 3079.55 Lakhs, Rs. 2678.51 Lakhs and Rs. 2414.84 Lakhs respectively, which constituted 14.18%, 15.18% and 15.88% respectively of our gross revenues from operations for the same periods respectively as per restated financial statements.

The details of top 5 debtors as on March 31, 2017 are as under:

(Rs. in Lakhs)

Sr. No.	Name of Debtors	Plastic Division
1	Larsen & Toubro Ltd	487.43
2	Simplex Infrastructure Ltd	57.02
3	Advance Geo Care Technologies	6.70
4	Insha Plastic Industries	6.54

5	K. N. International Ltd	3.01

Sr. No.	Name of Debtors	Wire Division
1	Navayuga Engineering Company Ltd	175.18
2	MM Auto Industries Ltd	172.13
3	Emkay Automobiles Industries Ltd	128.28
4	Reliance Industries Ltd	113.15
5	Oswal Cables Pvt Ltd	93.34

6. ***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 size, assumptions relating to availability and quality of raw materials, assumptions relating to operational efficiencies of products manufactured by us. Actual production levels and utilization may differ significantly from the estimated production capacities or historical estimated capacity utilization of our facilities. Undue reliance should therefore not be placed on our production capacity or historical estimated capacity utilization information for our existing facilities included in this Prospectus. For further information, see the section titled "Our Business" on page 107 of this Prospectus.

7. ***The products we manufacture deal with induction furnace for heat and tension which may catch fire during the process of manufacture.***

   The products we manufacture i.e. steel wires deals with the induction furnace for heat and tension which may catch fire during the process of manufacture. Though we have installed firefighting systems in the premises and 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.

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

   We may encounter problems in executing the orders in relation to our products, or executing it on a timely basis. Moreover, factors beyond our control or the control of our customers may result in the postponement of the delivery of products or cause its cancellation. Accordingly, it is difficult to predict with certainty that, when, and to what extent we may be able to deliver the orders placed. Further, we may be bound to certain terms in the contracts entered with the customers any non-adherence to the same may lead to breach of the contract, which may subject us to penalties and liquidated damages. Any failure to adhere to the conditions which may be beyond our control may subject us to liquidated damages which could have an effect on the result of operation and cash flow. However, we have always followed policy of timely delivery of goods, execution of orders and enuring customer satisfaction.

9. ***We face foreign exchange risks, primarily in our import of raw material that could adversely affect our results of operations.***

   We import raw materials for steel wires from China and Japan and for plastics from United Arab Emirates and other Middle East countries that are generally priced in foreign currency. Total imports constitiutes 35.44% of our total purchases for the year ending March 31, 2017. Accordingly, any decrease in the value of the Rupee against the foreign currency would increase the Rupee cost of such raw material. Although we closely follow our exposure to foreign currencies and selectively enter into hedging transactions in an attempt

to reduce the risks of currency fluctuations, these activities are not always sufficient to protect us against incurring potential losses if currencies fluctuate significantly. However, raw materials are imported only when they are price at lower rate as compared to the domestic market. Any such losses on account of foreign exchange fluctuations may adversely affect our results of operations.

10. ***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 are in process of availing approvals like GST, ESIC, PF, License under Water (Prevention and Control of Pollution) Act, 1974 and other statutory approvals after conversion into public limited company in name of D P Wires Limited pursuant to conversion of our Company into public limited.

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 obtain the required permits or approvals in name of 'D P Wires Limited' in time may result in the interruption of our operations and may have a material adverse effect on our business.

We also 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. 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 234 of this Prospectus.

11. ***Out industry is labour intensive and our business operations may be materially adversely affected by strikes, work stoppages or increased wage demands by our employees or those of our suppliers.***

Our industry being labour intensive is dependent on labour force for carrying out its manufacturing operations. Shortage of skilled/ unskilled personnel or work stoppages caused by disagreements with employees could have an adverse effect on our business and results of operations. We have not experienced any major disruptions in our business operations due to disputes or other problems with our work force in the past; however, there can be no assurance that we will not experience such disruptions in the future. Such disruptions may adversely affect our business and results of operations and may also divert the management's attention and result in increased costs.

India has stringent labour legislation that protects the interest of workers, including legislation that sets forth detailed procedures for the establishment of unions, dispute resolution and employee removal and legislation that imposes certain financial obligations on employers upon retrenchment. We are also subject to laws and regulations governing relationships with employers upon retrenchment. We are also subject to laws and regulations governing relationships with employees, in such areas as minimum wage and maximum working hours, overtime, working conditions, hiring and termination of employees and work permits. Although our employees are not currently unionize, it may become difficult for us to maintain flexible labour policies and we may face threat of labour unrest, work stoppages and diversion of our management's attention due to union intervention, which may have a material adverse impact on our business, results of operations and financial condition.

12. ***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 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.

13. ***Our Company has not followed Accounting Standard – 17 regarding Segment Reporting 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 segment reporting. The Accounting Standard stipulates segment wise reporting of revenue, expenses, assets, etc.

14. ***The Promoter Group of our Company does not include certain relatives of Mrs. Asha Devi Kataria, one of our Promoters, or any entity in which they may have an interest.***

The Promoter Group of our Company does not include brothers, sisters, brothers in law and sisters in law of Mrs. Asha Devi kataria or any entities in which they may have an interest. Our Company and our Promoters does not have any business association with them, neither our promoters Mr. Praveen Kataria, Mr. Hemant Kataria and Mrs. Asha Devi Kataria have any interest in their companies and their other group entities. The separation between group was owing to family restructuring among family member since April 2014.

In light of this relatives of Mrs. Asha Devi Kataria as tabled below and any companies or entities in which they may have an interest in are not included in the Promoter Group of our Company:

Brothers	Sisters	Brothers in Law	Sisters in Law
1. Mr. Dhulchand Jain 2. Mr. Parasmal Jain 3. Mr. Santosh Jain 4. Late Kailash Jain 5. Late Prakash Jain	1. Ms. Usha Kunwar 2. Ms. Nirmala Jain 3. Late Pukhraj Vaya 4. Mrs. Lalita Moonat	1. Mr. Anokhilal Kataria 2. Mr. Madanlal Kataria 3. Mr. Manoharlal Kataria 4. Mr. Ratanlal Kataria 5. Mr. Ashok Kataria	1. Ms. Nirmala Jain 2. Ms. Pushpa Jain 3. Ms. Vimla Jain

15. ***There are outstanding litigation by/against our Company, our Promoters, our Directors and our Group Entities and any adverse outcome in any of these proceedings may adversely affect our profitability and reputation and may have an adverse effect on our results of operations and financial condition.***

There are certain outstanding legal proceedings involving our Company, our Promoters, our Directors and our Group Entities. These proceedings are pending at different levels of adjudication before various courts, tribunals, authorities, enquiry officers and appellate tribunals. The brief details of such outstanding litigation are as follows:

LITIGATION RELATING TO THE COMPANY

Case Pending with Tax Authorities Against Our Company:

Details of outstanding demand in respect of Income Tax:

A.Y.	Section	Outstanding demand amount (Rs.in lakhs)	Pending with jurisdiction
2009-10	220(2)	0.02	CPC
2010-11	220(2)	0.34	CPC
2012-13	143(3)/153A	0.19	ITAT

A search was conducted at Company premises and promoters against which Deputy Commissioner of Income Tax, Indore had passed an Assessment Order dated March 21, 2014 demanding tax for Assessment Years 2007-08, 2008-09, 2008-09, 2010-11, 2011-12. Our Company got partial relief at CIT (Appeals) against the order of Deputy Commissioner of Income Tax, Indore. Our Company had filed appeal against said order with Hon'ble ITAT and Hon'ble ITAT vide its order dated July 26, 2017 has dismissed the appeal of Income Tax Department. The Income Tax department may go to Hon'ble High Court against the decision.

Details of outstanding demand in respect of EXCISE, VAT, CST & Entry Tax:

Period for which the amount relate (F.Y.)	Nature of Dues	Name of the statute	Amount (Rs. in Lakhs)	Forum where dispute is pending
2004-05	VAT	MP VAT Act, 2002	25.58	M.P.C.T Appellate Board, Bhopal
2005-06	VAT	MP VAT Act, 2002	24.90	M.P.C.T Appellate Board, Bhopal
2006-07	VAT	MP VAT Act, 2002	20.36	M.P.C.T Appellate Board, Bhopal
2006-07	CST	Central Sales Tax Act, 1956	20.79	M.P.C.T Appellate Board, Bhopal
2008-09	CST	Central Sales Tax Act, 1956	58.12	M.P.C.T Appellate Board, Bhopal
2009-10	CST	Central Sales Tax Act, 1956	6.90	M.P.C.T Appellate Board, Bhopal
2010-11	CST	Central Sales Tax Act, 1956	12.87	M.P.C.T Appellate Board, Bhopal
2012-13	Excise Duty	Central Excise Act, 1944	24.67	Commissioner Appeal, Bhopal

F.Y.	Excise Duty	Authority	Outstanding demand amount (Rs. in Lakhs)	Status
2011-12	CST	Central Sales Tax Act, 1956	19.74	Commissioner Appeal, Indore
2012-13	CST	Central Sales Tax Act, 1956	13.66	Commissioner Appeal, Indore
2013-14	CST	Central Sales Tax Act, 1956	15.05	Commissioner Appeal, Indore

2014-15	CST	Central Sales Tax Act, 1956	40.06	Commissioner Appeal, Indore
2014-15	Entry Tax	Entry Tax Act,1 976	5.19	Commissioner Appeal, Indore
Total			**287.89**	

LITIGATIONS RELATING TO THE PROMOTERS OF OUR COMPANY

Cases Pending with Tax Authorities

Income tax demand pending against our Promoters

- **Mr. Hemant Kataria**

A.Y.	Section	Outstanding demand amount (Rs. in Lakhs)	Pending with jurisdiction
2010-11	143(1)(a)	5.10	Assessing Officer

- **Asha Devi Kataria**

A.Y.	Section	Outstanding demand amount (in Rs.)	Pending with jurisdiction
2010-11	250	190	Assessing Officer
2015-16	143(1)	290	CPC

LITIGATIONS RELATING TO THE DIRECTORS OTHER THAN PROMOTERS OF THE COMPANY

Cases Pending with Tax Authorities

- **Kantilal Kataria**

A.Y.	Section	Outstanding demand amount (Rs. in Lakhs)	Pending with jurisdiction
2012-13	143(3)	60.97	CIT(A)

- **Madhubala Jain**

A.Y.	Section	Outstanding demand amount (in Rs.)	Pending with jurisdiction
2007-08	143(1)	192	Assessing Officer

LITIGATIONS RELATING TO THE GROUP COMPANIES

Cases Pending with Tax Authorities

- **Kataria Plastics Private Limited**

Details of outstanding demand in respect of Income Tax:

Kataria Plastics Private Limited has received a notice dated September 26, 2016 from Assistant Commissioner of Income Tax, Ratlam under section 143(2) of the Income Tax Act for seeking information against return of income submitted for A.Y. 2015-16.

Details of outstanding demand in respect of VAT and CST:

F.Y.	CST/VAT	Authority	Outstanding demand amount (Rs. in Lakhs)	Status
2014-15	VAT	Deputy Commissioner, Commercial Tax Department, Ratlam	1.74	-
2014-15	CST	Deputy Commissioner, Commercial Tax Department, Ratlam	3.26	-

- **D P Plastics**

Details of outstanding demand in respect of Income Tax:

A.Y.	Section	Outstanding demand amount (in Rs.)	Pending with jurisdiction
2009-10	220(2)	413	CPC
2014-15	154	11,040	Assessing Officer

- D P Plastics has received a notice dated February 23, 2017 from Assistant Commissioner of Income Tax, Indore under section 142(1) and 143(3) of the Income Tax Act for seeking information with respect to A.Y. 2015-16 in continuation to notice of scrutiny under section 143(2) dated September 06, 2016.

Details of outstanding demand in respect of TDS:

F.Y.	Amount (Rs. in Lakhs)
2016-17	0.01

Details of outstanding demand in respect of VAT and CST:

F.Y.	CST/VAT	Authority	Outstanding demand amount (Rs. in Lakhs)	Status
2014-15	CST	Deputy Commissioner, Commercial Tax Department, Indore	4.78	Filed an application for rectification
2014-15	VAT	Deputy Commissioner, Commercial Tax Department, Indore	0.45	Filed an application for rectification

- **Sugan Real Estate**

Details of outstanding demand in respect of Income Tax:

Sugan Real Estate has received a notice dated September 23, 2016 from Assistant Commissioner of Income Tax, Ratlam under section 143(2) of the Income Tax Act for scrutiny of documents of A.Y. 2015-16.

- **San Industries Private Limited**

Details of outstanding demand in respect of Income Tax:

A.Y.	Section	Outstanding demand amount (Rs. in Lakhs)	Pending with jurisdiction
2007-08	143(3)	11.80	Assessing Officer
2009-10	143(1)(a)	5.07	Assessing Officer
2012-13	143(3)	0.13	Assessing Officer

- **Supanna Enterprises**

Details of outstanding demand in respect of Income Tax:

A.Y.	Section	Outstanding demand amount (Rs. in Lakhs)	Pending with jurisdiction
2010-11	154	0.01	CPC

- **Praveen Kantilal Kataria HUF**

Details of outstanding demand in respect of Income Tax:

A.Y.	Section	Outstanding demand amount (in Rs.)	Pending with jurisdiction
2008-09	143(1)	415	Assessing Officer

- **D P Wires Products**

Details of outstanding demand in respect of VAT and CST:

F.Y.	CST/VAT	Authority	Outstanding demand (Rs. in Lakhs)	Status
2012-13	CST	Commercial Tax Officer, Commercial Tax Department, Ratlam	0.11	-
2013-14	CST	Commercial Tax Officer, Commercial Tax Department, Ratlam	2.88	-

For further details of certain material legal proceedings against our Company, our Promoters, our Directors and our Group Entities, see the section titled "*Outstanding Litigation and Material Developments*" beginning on page 227 of this Prospectus.

We cannot assure you that these legal proceedings will be decided in favour of our Company, our Promoters, our Directors and our Group Entities, as the case may be, or that no further liability will arise out of these proceedings. Further, such legal proceedings could divert management time and attention and consume financial resources. Any adverse outcome in any of these proceedings may adversely affect our profitability and reputation and may have an adverse effect on our results of operations and financial condition.

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

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

(Rs. in Lakhs)

Particulars	As on March 31, 2017	As on March 31, 2016	As on March 31, 2015	As on March 31, 2014	As on March 31, 2013
Cash Flow from/ (used in) Operating Activities	149.83	(164.24)	89.95	596.21	(30.42)
Cash Flow from/ (used in) Investing Activities	(116.85)	(346.24)	(78.57)	90.06	31.03
Cash Flow from/ (used in) Financing Activities	(218.80)	612.14	138.57	(643.75)	(130.98)

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.

17. ***We are subject to risk of fraud, theft, embezzlement by our employees, contractors and customers, employee negligence or similar incidents may adversely affect our results of operations and financial condition.***

As of March 31, 2017, we had total inventory consisting of raw materials, stock in process and finished goods to the value of Rs. 2589.76 Lakhs as per our Restated Financial Statements. Our operations may be subject to incidents of theft or damage to inventory in transit, prior to or during stocking. We may also encounter some inventory loss on account of employee/contractor/vendor fraud, theft, embezzlement and general administrative error. Although, we have set up various security measures, deployment of security guards and follow stringent operational processes such as periodic stock taking, there can be no assurance that we will not experience any fraud, theft, employee negligence, security lapse, loss in transit or similar incidents in the future, which could adversely affect our results of operations and financial condition.

18. ***Certain of our old corporate records in connection with the increase in Authorised Share Capital are not available.***

We are unable to trace certain corporate records in relation to increase in Authorised Shares Capital of our Company. These corporate records include documents relating forms filed with the Registrar of Companies, Maharashtra, Mumbai. These documents pertain to the financial year 2004-05. Despite having conducted an extensive search in the records of our Company, we have not been able to retrieve the aforementioned documents, and accordingly, have relied on other documents, such as our minutes to verify the details of increase in Authorised Share Capital during this period and ROC updation in 2006-07.

19. ***High dependence on the smooth supply and transportation of our products. Supply and transportation are subject to various uncertainties and risks, and delays in delivery or non-delivery may result in rejected or discounted deliveries.***

We depend on transportation services to deliver our products. We rely on third parties to provide such services. Disruptions of transportation services because of weather related problems, strikes, lock-outs, inadequacies in road infrastructure or other events could impair our ability to supply our products to our

customers. There is no assurance that such disruptions will not occur in the future. Any such disruptions could materially adversely affect our business, financial condition and results of operations.

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

Modernization and technology upgradation is essential to provide better products. Although we strive to keep our technology in line with the latest standards, we may be required to implement new technology or upgrade the existing technology employed by us. Further, the costs in upgrading our technology could be significant which could substantially affect our finances and operations.

21. Decrease in Sales of plastics and allied materials in last three financial years.

Sales of plastics & allied materials has been on downtrend for last three financial years as majority of such products are used in Thermal Power Plants, which have been under operations and financial stress.

The detail of sales for last three financial years is as under:

(Rs. in Lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015
Plastic & Allied Materials	2347.09	2788.14	3216.51
% of total revenue	11.97%	17.49%	23.32%

For further details regarding financial performance of the Company, please refer to Chapter titled "Financial Statement" beginning on page 184 of this Prospectus.

22. Our business is dependent on the adequate and uninterrupted supply of electrical power at a reasonable cost. Failure on account of unavailability of electrical power may restrict us in utilizing our full capacity and, hence, may impact our business and results of operation.

Adequate and cost-effective supply of electrical power is critical to our operations, which entails significant consumption of electrical power. The total cost of power constituted 3.72%, 3.71% & 3.23% of gross revenue for the year 2016-17, 2015-16 & 2014-15, respectively. Currently, we source of our power requirements from the State Electricity Board. There can be no assurance that electricity supplied by them will be sufficient to meet our requirements. Further, if the per unit cost of electricity is increased by the state electricity boards, required management decisions will be taken to cover the increased cost.

23. We are also engaged in power generation business.

We are also engaged in power generation through two wind farms of 0.80 MW each in village Okha-Madhi and Jodhpur in District Jamnagar. We have entered into PPA with Gujarat Urja Vikas Nigam Limited for sale of electricity generated through these wind farms for a period of 20 years. Both these wind farms were installed on turnkey basis by Eneron India Pvt. Ltd. in the year 2006-07.

The detail of revenue generated through power generation is as under:

(Rs. in Lakhs)

Particulars	For The Year Ended March 31,				
	2017	2016	2015	2014	2013
Sales of Electric Energy (from wind mills)	72.71	64.94	84.16	90.12	93.99
% of total revenue	0.37	0.41	0.60	0.96	0.96

Our power generation business is thus subject to risks relating to or arising from the Government or State Government personnel, structural or policy changes or any changes in practices or focus at the Government or State Government level. There is no assurance that the Government or State Government will continue to place emphasis on the power sector. In the event of any adverse changes or any modification/alteration in PPA with Gujarat Urja Vikas Nigam Limited or any defaults or non-compliance, we may suffer significant losses or incur substantial costs.

24. If we are unable to raise additional capital, our business prospects could be adversely affected.

We intend to fund our development plans through our internal accruals, borrowings and capital. We will continue to incur significant expenditure in maintaining and growing our existing manufacturing infrastructure. We cannot assure you that we will have sufficient capital resources for our current operations or any future expansion plans that we may have. While we expect our internal accruals and cash flow from operations to be adequate to fund our existing commitments, our ability to incur any future borrowings is dependent upon the success of our operations. Additionally, the inability to obtain sufficient financing could adversely affect our ability to complete expansion plans. Our ability to arrange financing and the costs of capital of such financing are dependent on numerous factors, including general economic and capital market conditions, credit availability from banks, investor confidence, the continued success of our operations and other laws that are conducive to our raising capital in this manner. If we decide to meet our capital requirements through debt financing, we may be subject to certain restrictive covenants. If we are unable to raise adequate capital in a timely manner and on favourable terms, or at all, our business, results of operations, cash flows and financial condition could be adversely affected.

25. Our indebtedness and the restrictive covenants imposed upon us in certain debt facilities could restrict our ability to conduct our business and grow our operations, which would adversely affect our financial condition and results of operations.

As on March 31, 2017 we had sanction limit fund based and non-fund based limits of Rs. 3962 Lakhs. The agreements governing our existing indebtedness contain restrictions and limitations, such as restriction on withdrawal of profits/ capital without prior approval of bank and retention of entire profits in the business, etc. There can be no assurance that our Company has, and will, at all times have, complied with all of the terms of the said financing documents. Any failure to comply with the financial or other covenants or obtain the consents necessary to take the actions may affect our business and operations. Further, any failure to service our Company's indebtedness and/or to comply with all of the terms of the said financing documents could have an adverse effect on the operations and/or profitability of our Company. However, we have always maintained financial dicipilne with Banks and there is no instance of not meeting financial obligations or non-compliance with the terms and condition as on the date of this Propsectus. 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.

26. Our Company has availed certain unsecured loans that are recallable by the lenders at any time.

Our Company has availed unsecured loans to the tune of Rs. 235.69 Lakhs as on March 31, 2017 that are recallable on demand by the lenders including our Promoters. In such cases, the lender is empowered to require repayment of the facility at any point in time during the tenure. We may not be able to secure fresh funds or have internal accruals to repay those loans. As a result, our cash flow may be affected resulting in working capital constraints. However, since all of them belong to promoters, we do not foresee any such situation. For further details please refer chapter titled "Financial Information" beginning on page 184 of this Prospectus.

27. ***Breakdowns of our major plants or machineries or failures to repair or maintain the same may affect our business.***

Breakdowns of our major plants or machineries may significantly increase our machineries purchase cost/repair and the depreciation of our plants and machineries, as well as change the way our management estimates the useful life of our plants and machineries. In such cases, we may not be able to acquire new plants or machineries or repair the damaged plants or machineries in time or at all, particularly where our plants or machineries are not readily available from the market or require services from original machinery manufacturers. Some of our major machineries or parts may be costly to replace or repair. We may experience significant price increases due to supply shortages, inflation, transportation difficulties or unavailability. For further details of our Plant and Machineries, please refer to page 123 of this Prospectus.

28. ***We have entered into certain transactions with related parties. These transactions or any future transactions with our related parties could potentially involve conflicts of interest.***

We have entered into certain transactions with our Promoters, Promoter Group, Group Companies, Directors and their relatives and may continue to do so in future. For absolute value of all transactions entered into with our related party entities please refer to Statement of Related Party Transactions under chapter "Financial Statement" beginning on page 184 of this Prospectus. These transactions or any future transactions with our related parties could potentially involve conflicts of interest. However, the Company cannot assure you that such transactions, individually or in the aggregate, will not have an adverse effect on business and financial results. Our Company shall follow the provisions as laid down under Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

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

As on March 31, 2017 our Company has contingent liabilities of Rs. 419.93 Lakhs towards bank guarantees & tax demands not provided for. The said contingent liabilities if materialises may adversely affect the financial position of our Company.

30. ***Two of our group companies Sonic Overseas (India) Private Limited and Trophic Wellness Private Limited are not under the significant influence of our promoters.***

Two of our group companies Sonic Overseas (India) Private Limited and Trophic Wellness Private Limited are not under the significant influence of our promoters although they are Director and Shareholders in the said Companies. Any misconduct by these companies may affect reputation of our Company.

31. ***Our registered office premises along with other resources are used by one of our group company.***

Our registered office premises along with other resources are used by one of our group company i.e. San Industries Private Limited as their registered office. For further details regarding our group entities, please refer to chapter titled "Our Group Entities" beginning on page 164 of this Prospectus.

32. ***Our Company had deposited cash during demonetization period.***

Our Company had deposited cash in bank accounts during demonetization from November 08, 2016 to March 31, 2017 aggregating to Rs. 36 Lakhs. Our Company has not received any compliance notice from the Income Tax department regarding the same and shall respond as and when received.

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

We may encounter problems in executing the orders in relation to our products, or executing it on a timely basis. Moreover, factors beyond our control or the control of our customers may result in the postponement of the delivery of products or cause its cancellation. Accordingly, it is difficult to predict with certainty that, when, and to what extent we may be able to deliver the orders placed. Further, we may be bound to certain terns in the contracts entered with the customers any non-adherence to the same may lead to breach of the contract, which may subject us to penalties and liquidated damages which could have an effect on the result of operation and cash flow.

34. ***Our Company does not have any long-term supply contracts with our customers which may adversely affect our results of operations.***

Our Company does not have any long-term commitments with our customers for purchases of our products. As a result, we may be dependent on the recurring purchase orders received from time to time. There is no assurance that our Company will continue to receive purchase orders for our products either on substantially the same terms or at all, which could have an adverse effect on our Company's operations and profitability. However, our committed customer service and large customer base, we are of the opinion that such risk will not materialise.

35. ***Our Company's failure to maintain the quality standards of the products could adversely impact our business, results of operations and financial condition.***

We have put in place strict quality control procedures but we cannot assure that our products will always be able to satisfy our clients/customer's quality standards. Any negative publicity regarding our Company, or products, including those arising from any deterioration in quality of our products from our vendors, or any other unforeseen events could adversely affect our reputation and our operations. Introduction of new products or for any other reason, any failure on our part to meet their expectation could adversely affect our business, result of operations and financial condition.

36. ***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.

37. ***Our success depends largely upon the services of our Management 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 Company and our Promoters have built relations with suppliers, clients and other persons who are connected with our business. Further, our Key Managerial Personal also possesses the requisite domain knowledge to provide efficient services to our clients. Accordingly, our Company's performance is dependent upon the services of our Promoters and other Key Managerial Personnel. Our future performance will, therefore, depend upon the continued services of these persons. Demand for key managerial personnel in the industry is intense and our inability to attract and retain Key Managerial Personnel may affect the operations of our Company.

38. ***One of our Key Management Personnel are associated with the Company less than one year.***

One of our Key Management Personnel i.e. Company Secretary 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 145 of this Prospectus.

39. ***Our operations are subject to environmental, health and safety laws and regulations.***

Our operations are subject to various Central and State environmental laws and regulations relating to the control of pollution in the area where we operate. In particular, the discharge or emission of chemicals, dust or other pollutants into the air, soil or water that exceed permitted levels and cause damage to others may give rise to liability to the Government and third parties, and may result in our incurring costs to remedy such discharge or emissions. There can be no assurance that compliance with such environmental laws and regulations will not result in a curtailment of operations, or a material increase in the costs of operations, or otherwise have a material adverse effect on the financial condition and results of our operations. Environmental laws and regulations in India have been increasing in stringency and it is possible that they will become significantly more stringent in the future. Stricter laws and regulations, or stricter interpretation of the existing laws and regulations, may impose new liabilities on us or result in the need for additional investment in pollution control equipment, either of which could adversely affect our business, financial condition or prospects. While as of the date of this Prospectus, we are not subject to any environmental legal proceedings, we may be impleaded in such legal proceedings in the course of our business. Such legal proceedings could divert management time and attention, and consume financial resources in defense or prosecution of such legal proceedings or cause delays in the production, development or commencement of operations of our projects. No assurance can be given that we will be successful in all, or any, of such proceedings.

40. ***We do not own the land on which our manufacturing facility and registered office are located.***

We do not own the lands on which our manufacturing facility and registered office are located. We have taken the said lands on long term lease from Government of Madhya Pradesh having lease period between 30 to 99 years which can be renewed thereafter. If we do not comply with certain conditions of the lease agreements, Government of Madhya Pradesh may terminate the lease, which could have an adverse effect on our operations. For further details regarding leased properties of our Company, please refer "Our Business" on page 107 of this Prospectus.

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

Usage of heavy machinery, handling of materials by labour during production process or otherwise, lifting of materials by humans, cranes, heating processes of the furnace, etc. may result in accidents which could cause injury to our labour, employees, other persons on the site and could also damage our properties there by

affecting our operations. Occurrence of accidents could hamper our production and consequently affect our profitability.

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

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 every officer of the company who is in default is punishable with fine.

43. ***Our Company is authorized to manufacture plastic and plastic related products under "Other Objects" of Memorandum of Association of our Company inserted by the resolution passed by Board of Directors of our Company.***

Our company had authorized to manufacture plastic and plastic related products under clause 54 in "Other Objects" of Memorandum of Association vide board resolution passed in the meeting of Board of Directors dated August 21, 2001, when its constitution was a private limited company. The Company has not inserted this clause in Main Objects even when it changed its Object Clause in 2006-07.

44. ***Loans availed by our Company have been secured on personal guarantees of our Promoter and Promoter Group members. Our business, financial condition, results of operations, cash flows and prospects may be adversely affected in case of invocation of any personal guarantees or collateral securities provided by our Promoter and Promoter Group members.***

Our Promoter and Promoter Group Members has provided personal guarantees as security to secure our existing borrowings of Rs. 3962.00 Lakhs taken from ICICI Bank Limited and Axis Bank Limited and may continue to provide such guarantees and other security post listing. In case of a default under our loan agreements, any of the personal guarantees provided by our Promoter and Promoter Group Members may be invoked and/ or the security may also be enforced, which could negatively impact the reputation and networth of the Promoters. Also, we may face certain impediments in taking decisions in relation to our Company, which in turn would result in a material adverse effect on our financial condition, business, results of operations and prospects and would negatively impact our reputation. In addition, our Promoter and Promoter Group Members may be required to liquidate their shareholding in our Company to settle the claims of the lenders, thereby diluting their shareholding in our Company. We may also not be successful in procuring alternate guarantees/ alternate security satisfactory to the lenders, as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could affect our financial condition and cash flows. However, we have following policy of complying with all terms and conditions of loan agreements and we ensure timely compliance of its terms. For further details regarding loans availed by our Company, please refer "Statement of Financial Indebtedness" on page 215 of this Prospectus.

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

We have taken insurance which may not be adequate enough for covering the entire future unforeseen liabilities that might occur in the normal course of business as has happened with us in F.Y. 2012-13 when we had major fire in our manufacturing facility. There can be no assurance that any claim under the insurance policies maintained by us will be honored fully, in part or on time by the insurers. In addition, our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business, but we cannot assure you that such renewals will be granted in a timely manner, at acceptable cost or at all. To the extent that we suffer loss or damage for which we did not obtain or maintain insurance, and which is not covered by insurance, exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations, cash flows and financial

performance could be adversely affected. For further details on insurance arrangements, see the section titled "*Our Business*" on page 107 of this Prospectus.

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

Our Company is engaged in business of manufacturing of steel wires and plastic sheets, which attracts tax liability such as Excise, VAT, Income Tax, GST as per the applicable provisions of Law. We are also subject to the labour laws like depositing of contributions with Provident Fund, ESIC, Labour cess, etc. Though, we have deposited the required returns 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 our Company.

47. 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 March 31, 2017, our Promoters and the members of our Promoter Group hold 94.09% equity share capital of the Company. After completion of the Issue, our Promoters and the members of our Promoter Group will hold 69.23% 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.

II. Risk related to this Issue and our Equity Shares

48. 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.

49. 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.

B. EXTERNAL RISK FACTORS

50. *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.

51. *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 97 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 applicants who are allotted Equity Shares through the Issue will be able to resell their Equity Shares at or above the Issue Price.

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

The Government of India has enacted 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 which has become effective from July 01, 2017. 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. Though the government is taking neccessery steps to guide the impact of GST, we are unable to provide the impact of this tax regime on our operations.

53. *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.

Capital gains arising from the sale of the Equity Shares will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares. For further details, see the section titled "Statement of Tax Benefits" on page 100 of this Prospectus.

In Finance Bill 2017, section 10(38) was amended to provide that exemption under this section for income arising on transfer of equity share acquired on or after 1st day of October, 2004 shall be available only if the acquisition of share is chargeable to Securities Transactions Tax (STT) under Chapter VII of the Finance (No

2) Act, 2004. In case this provision becomes effective, sale shares acquired on or after 1st day of October, 2004 on which STT was not charged will attract tax under provisions of Long Term Capital Gains.

54. *We have not prepared, and currently do not intend to prepare, our financial statements in accordance with the International Financial Reporting Standards ("IFRS"). Our transition to IFRS reporting could have a material adverse effect on our reported results of operations or financial condition.*

Public companies in India, including us, may be required to prepare annual and interim financial statements under IFRS in accordance with the roadmap for convergence with IFRS announced by the Ministry of Corporate Affairs, Government of India through a press note dated January 22, 2010 (the "IFRS Convergence Note"). The Ministry of Corporate Affairs by a press release dated February 25, 2011 has notified that 35 Indian Accounting Standards are to be converged with IFRS. The date of -implementation of such converged Indian accounting standards has not yet been determined. Our financial condition, results of operations, cash flows or changes in shareholders' equity may appear materially different under IFRS than under Indian GAAP or our adoption of converged Indian Accounting Standards may adversely affect our reported results of operations or financial condition. This may have a material adverse effect on the amount of income recognized during that period and in the corresponding (restated) period in the comparative Fiscal/period.

55. *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.

56. *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.

57. *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.

58. ***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.

59. ***Investors may be adversely affected due to retrospective tax law changes made by the GoI affecting us.***

Certain recent changes to the Income Tax Act provide that income arising directly or indirectly through the sale of a capital asset of an offshore company, including shares, will be subject to tax in India, if such shares derive indirectly or directly their value substantially from assets located in India. The term "substantially" has not been defined under the Income Tax Act and therefore, the applicability and implications of these changes are largely unclear. Due to these recent changes, investors may be subject to Indian income taxes on the income arising directly or indirectly through the sale of the Equity Shares. In the past, there have been instances where changes in the Income Tax Act have been made retrospectively and to that extent, there cannot be an assurance that such retrospective changes will not happen again.

PROMINENT NOTES

a) The Public Issue of 35,84,000 Equity Shares of face value of Rs. 10/- each fully paid for cash at a price of Rs. 75/- per Equity Share aggregating Rs. 2688.00 Lakhs ("the Issue"). Issue of Equity Shares will constitute 26.42% of the fully diluted Post-Issue paid up capital of our Company. For more information, please refer to chapter titled "The Issue" on page 53 of this Prospectus.

b) The net worth of our Company is Rs. 2783.76 Lakhs, Rs. 2283.97 Lakhs and Rs. 2065.40 Lakhs as on March 31, 2017, March 31, 2016 and March 31, 2015 respectively. The book value of each Equity Share is Rs. 27.88, Rs. 22.88 and Rs. 20.69 as on March 31, 2017, March 31, 2016 and March 31, 2015 respectively as per the audited financial statements of our Company. For more information, please refer to section titled "Financial Statements" beginning on page 184 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. Praveen Kataria	40	2.50
Mr. Hemant Kataria	40	2.50
Mrs. Asha Devi Kataria	59,31,532	0.06

d) For details of Related Party Transactions entered into by our Company, please refer to the chapter titled "Related *Party Transactions*" beginning on page 182 of this Prospectus.

e) Except as disclosed in the chapter titled "*Capital Structure*", "*Our Promoters and Promoter Group*" and "*Our Management*" beginning on page 62, 159 and 145 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 62 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 54 of this Prospectus.

h) Investors are advised to refer to chapter titled "*Basis for Issue Price*" on page 97 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 164 and chapter titled "Related Party Transactions" beginning on page 182 of this Prospectus, our Group Entities have no business interest or other interest in our Company.

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 252 of this Prospectus.

SECTION III- INTRODUCTION

SUMMARY OF 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's diverse economy encompasses traditional village farming, modern agriculture, handicrafts, a wide range of modern industries, and a multitude of services. Slightly less than half of the work force is in agriculture, but services are the major source of economic growth, accounting for nearly two-thirds of India's output but employing less than one-third of its labor force. India has capitalized on its large educated English-speaking population to become a major exporter of information technology services, business outsourcing services, and software workers.

Thus, the country is attracting many global majors for strategic investments owing to the presence of vast range of industries, investment avenues and a supportive government. Huge population, mostly comprising the youth, is a strong driver for demand and an ample source of manpower.

With 1.33 billion people and the world's fourth-largest economy, India's recent growth and development has been one of the most significant achievements of our times. Over the six and half decades since independence, the country has brought about a landmark agricultural revolution that has transformed the nation from chronic dependence on grain imports into a global agricultural powerhouse that is now a net exporter of food. Life expectancy has more than doubled, literacy rates have quadrupled, health conditions have improved, and a sizeable middle class has emerged. India is now home to globally recognized companies in pharmaceuticals and steel and information and space technologies, and a growing voice on the international stage that is more in keeping with its enormous size and potential.

(Source: IBEF)

GDP AND OTHER INDICATORS

Demonetisation had negative impact on India's growth which slowed down to 7.1% in 2016-17, despite a very good showing by the agricultural sector. India also lost the tag of the fastest growing economy to China in the March quarter with a GDP growth of 6.1%. The GDP, as per the new series with base year of 2011-12, had expanded by 8% in 2015-16. It was 7.9% as based on the old series.

According to the data released by the Central Statistics Office (CSO), the Gross Value Added (GVA) slipped sharply to 6.6% in 2017 ended March 31, from 7.9% growth in 2015-16. The demonetisation seems to have impacted the GVA in the third as well as fourth quarter of 2016-17 which slipped to 6.7% and 5.6% respectively, from 7.3% and 8.7% in the same quarter of 2015-16.

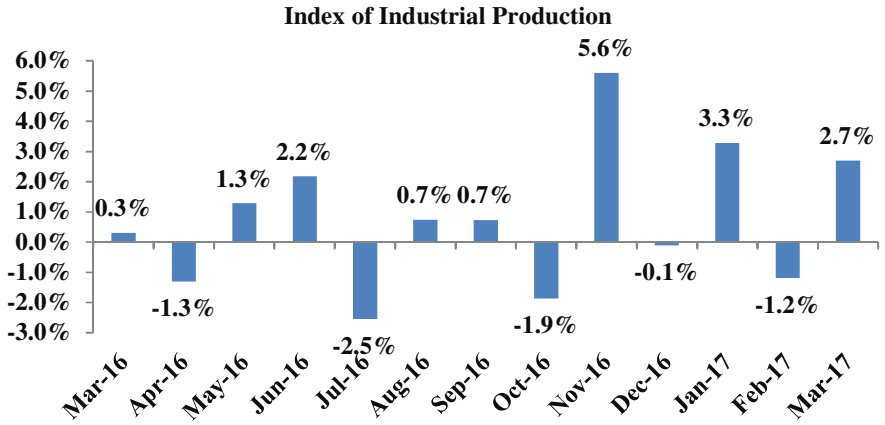
Almost all sectors, with the exception of agriculture, showed deceleration in the aftermath of demonetisation. While the manufacturing sector output in the fourth quarter slowed to 5.3% versus 12.7% in the same period of last year, the construction sector slipped into the negative territory.

INDEX OF INDUSTRIAL PRODUCTION

The IIP registered a growth of 2.7% in March 2017 over the index of March 2016. The growth of index of manufacturing, mining, and electricity was 1.2%, 9.7% and 6.2% respectively during the month.

Cumulatively, the IIP registered a growth of 5.0% during April to March, 2016 -17 over corresponding period of previous year. The index of Manufacturing, Mining and Electricity sector grew by 4.9%, 5.3% and 5.8% respectively during April to March, 2016 – 17 over corresponding period of previous year.

(Source: RBI)



FOREIGN DIRECT INVESTMENT IN INDIA

The inflow of Foreign Direct Investment (FDI) to India has jumped to $60.08 billion in the last three years. According to a release by Ministry of Commerce and Industry, the FDI inflow to India in the financial year 2016-17 was $60.08 billion, which was around $5 billion more than the record $55.6 billion recorded in 2015-16. In the financial year ending March 2015, India had received $45.15 billion as FDI as against the $36.05 billion received in 2013-14.

Foreign Direct Investment trends in 2016-17

- Total FDI equity inflow received during 2016-17 is $ 43.48 billion, which is an increase of 9% compared to 2015-16 ($ 40.00 billion). This is the highest ever for a particular financial year.
- The FDI equity inflow received through approval route during 2016-17 was US$ 5.90 billion, which is 65% higher than the previous year ($ 3.57 billion).
- Manufacturing sectors witnessed 52% growth in comparison to 2015-16 (i.e. from $ 13.35 billion to $ 20.26 billion).
- Total FDI inflow grew by 8% to $60.08 billion in 2016-17 in comparison to $55.56 billion of the previous year. This is the highest ever FDI inflow for a particular financial year. Before this, the highest FDI inflow was reported in 2015-16.

(Source: http://www.financialexpress.com/economy/3-years- of-modi- rule-fdi- inflows-jump-to-60- billion-in- 2016-17- from-36- billion-in- 2013-14/676518/)

KEY ECONOMIC VARIABLES

Particulars	FY13	FY14	FY15	FY16 RE	FY17 AE
GDP %	5.6	6.6	7.2	7.9	7.1
GVA Growth Rate (%)	5.4	6.3	7.1	7.8	6.7
Export Growth (%)	-1.8	4.7	-1.3	-5.4	4.7
Import Growth (%)	0.3	-8.3	-0.5	-5.9	-0.17
Inflation – WPI	7.4	6	2	-0.85	-
Inflation- CPI	10.2	9.5	5.9	4.9e	-

(Source: RBI)

SUMMARY OF OUR BUSINESS

In this section, unless otherwise stated, references to "Company" or to "we", "us" and "our" refers to D P Wires Limited. Unless otherwise stated or the context otherwise requires, the financial information used in this section is derived from our Restated Financial Statements.

OVERVIEW OF OUR COMPANY

The Kataria Group was established by Mr. Kantilal Kataria, the senior member in the Kataria Family. He is B.E. (Mech.) from Indore University and also a University Gold Medalist of Year 1970 Batch. He has vast experience of technical and commercial aspects of Steel Wire. The Group has started production of steel wires in year 1971. Under his guidance the group made an extensive inroad into wire industry. The Kataria Group was split between Mr. Kantilal Kataria, Mr. Anokhilal Kataria, Mr. Madanlal Kataria, Mr. Manoharlal Kataria and Mr. Ashok Kataria due to family restructuring in the year 2014 and effective from April 01, 2014 control of our Company was taken by Mr. Kantilal Kataria along with his sons Mr. Praveen Kataria and Mr. Hemant Kataria.

Our Company was incorporated as D P Wires Private Limited under the provisions of the Companies Act 1956 vide certificate of incorporation dated February 26, 1998, issued by the Registrar of Companies, Maharashtra, Mumbai. The registered office was shifted to Ratlam, Madhya Pradesh in 2012 to achieve operational & administrative efficiency.

We are engaged in manufacturing and supply of Steel wires, plastic pipes and plastic films which find its application in industries like oil & gas, power, environment, civil, energy, automobile, infrastructure etc. All our manufacturing divisions are situated in a single premise at Industrial Estate, Ratlam.

In the year 2001-02, we started commercial production of wire drawing of high carbon, low carbon & alloy steel, polyethene and polyethene layflat tubing. In year 2003-04 we have started production of LRPC Strands used in bridges, flyovers etc. Later on we kept on introducing new products on the basis of demand and our production capacity.

We are also engaged in power generation through 2 wind farms of 0.80 MW each in village Okha-Madhi and Jodhpur in District Jamnagar. We have entered into PPA with Gujarat Urja Vikas Nigam Limited for sale of electricity generated through these wind farms for a period of 20 years. Both these wind farms were installed on turnkey basis by Eneron India Pvt. Ltd. in the year 2006-07.

Our Plastic Products have been used in Lining of Canals, Landfills, Highway & Road Constructions, Ponds, Tanks, Water Reservoirs, Mining, and Solution Ponds and for corrosion Resistant on Steel tanks etc.

Our Wire Products find application in construction, bridges, oil & gas, automobile springs, sleepers of railway track, national highways and state electricity board.

We have developed a renowned name in the field of steel wire and plastic industry having ISO 9001-2008 certification that highlights our capability and facilities requisite for the development of the best in class PE Film, Plastic Films, Pond Lining Film, HDPE Film, Cap Covers, Wires, and others. Our Company Products are durable and highly efficient owing to which, we regularly receive huge appreciation from the customers. We have efficiently met the demand within committed time frame while assuring competitive pricing.

We are known for finding individual solutions based on state-of-the-art industrial standards. We achieve this using customer-oriented processes that are continually optimised and characterised by a spirit of partnership. Due to our long-standing experience we are able to implement large-scale and small-scale customised solutions for our customers.

Our products are supplied as per Indian and International specification. The quality standard applies across the board for us. All areas, from manufacturing to the sustainable securing of our locations right up to the training and safety of our employees and suppliers during the production and distribution process are subjected to the highest requirements.

We are constantly improving and expanding our processes and technologies. The balanced relationship between state-of-the-art technology and automation on the one hand, and experienced, motivated employees on the other, makes us a modern, industrial manufacturing business.

Our top management always emphasis on core strength and policies that focus on technology and great deliverance. With a passion to set high standards of services, the management has always taken all measures to scale up as and when required only to deliver the best. We work diligently and have a wide range of equipment to carter to every need and to reach the client sensitivity and centricity.

Marketing plays a crucial role in our business and our Company has an efficient team of marketing professionals which forms part of our core strength. Our goal is to build relationships through our flexibility to meet customer's customer needs. We constantly make an effort to add more value to our products and services, thereby providing ultimate customer satisfaction.

Environmental protection aspects are taken into account whenever an important decision is made. We are committed to the conscious, economical use of resources.

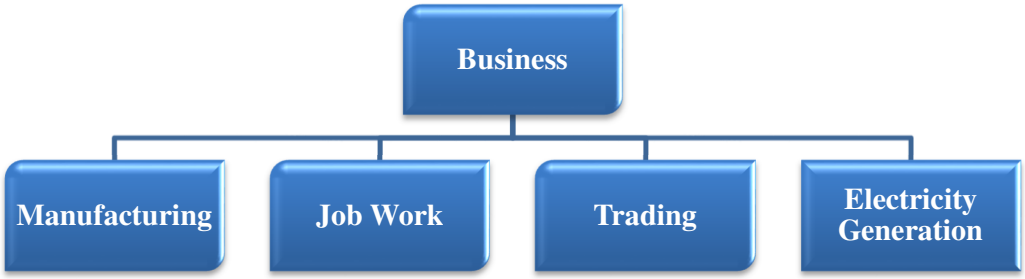
Over the last 20 years we are continuously serving top companies like Hindalco Industries Ltd (Aditya Birla group), Reliance Industries Ltd., APCO Infratech Ltd. and some of the leaders in the engineering and construction industry like Gannon Dunkerley & Co. Ltd., Larsen & Toubro Ltd., Navyuga Engg Co. Ltd., U.P. State Bridge Corporation Ltd., MM Auto Industries Ltd., Simplex Infrastructures Limited, Reliance Infrastructure Limited, Vascon Engineers Limited, Coventry Coit-O-Matic (Hr) Ltd. and many more.

Following are the revenue details of last 3 years of the companies mentioned above:

(Rs. in Lakhs)

Sr. No.	Name of the Company	FY 2016-17	FY 2015-16	FY 2014-15
1	APCO Infratech Ltd.	317.99	21.65	-
2	Coventry Coit-O-Matic (Hr) Ltd.	172.83	307.96	615.40
3	Gannon Dunkerley & Co. Ltd.	383.03	275.23	-
4	Hindalco Industries Ltd (Aditya Birla group)	79.60	69.35	-
5	Larsen & Toubro Ltd.	604.71	350.62	43.58
6	MM Auto Industries Ltd.	778.27	1,208.16	1,657.21
7	Navyuga Engg Co. Ltd.	2180.63	811.30	37.39
8	Reliance Industries Ltd.	476.62	-	-
9	Reliance Infrastructure Limited	-	191.07	434.48
10	Simplex Infrastructures Limited	83.99	74.11	-
11	U.P. State Bridge Corporation Ltd.	717.59	258.32	-
12	Vascon Engineers Limited	5.42	40.91	77.44

OUR BUSINESS:



A. Manufacturing

Our company's manufacturing facilities are located at Ratlam in M.P for both wires and plastic products. The total manufacturing plant area is spread over more than 20,000 sq. ft. and about 160 persons working in the plant. We are ISO 9001-2008 certified company that depicts the strength of the company in providing good quality Steel Wire, Plastic Product, and others in compliance with the market norms. Our wire products include steel wires like prestressing wire, concrete compressed steel wire, concrete poles steel wire, spring wires, etc. Our Plastic products includes leak proofing plastic sheets, geomembrane, etc.

B. Job Work

Apart from manufacturing of above plastic sheets, the Company is also engaged in fixing of sheets at required sites.

C. Trading

Our Company purchases raw materials in bulk quantity which include materials not compatible to our products and such raw materials are sold to other businesses.

D. Electricity Generation

Our Company is engaged in power generation for Gujarat Urja Vikas Nigam Limited. We have set up wind energy based 2 wind farms of 0.80 MW each in village Okha-Madhi and Jodhpur in District Jamnagar, Gujarat. These wind farms are connected by 33kV grid capacity Eneron Site, sub-station at Bhogat.

OUR BRIEF FINANCIALS

(Rs. in Lakhs)

Particulars	As at March 31				
	2017	2016	2015	2014	2013
Revenue from Operation					
Gross Sale of Products					
(a) Wire & Allied Materials	17772.94	13594.32	10071.14	7655.87	6259.66
(b) Plastic & Allied Materials	2347.09	2788.14	3216.51	2132.84	2936.31
Less: Excise Duty	2097.92	1695.23	1409.19	1007.65	824.20
Net Sale of Products	**18022.11**	**14687.23**	**11878.46**	**8781.06**	**8371.77**
Sales of Electric Energy (from wind mills)	72.71	64.94	84.16	90.12	93.99
Sale of Services - Job Work Receipts	46.79	155.22	103.74	105.79	155.25
Sales of Traded Goods	1469.03	1034.43	1727.65	289.78	996.59

Other Operating Revenue	0.00	0.00	1.18	0.00	0.00
Total Revenue from Operation	**19610.65**	**15941.82**	**13795.20**	**9266.74**	**9617.60**
Profit for the year	**499.79**	**218.57**	**167.37**	**124.55**	**144.27**
Cash Profit	**625.98**	**345.05**	**268.88**	**222.41**	**253.54**

Wires of steel allied materials constitutes 80-90% of gross revenue. The sale of plastics and allied materials has been on declining trend as majority of such products are used in Thermal Power Plants, which have been under operations and financial stress.

OUR COMPETITIVE STRENGTHS

We believe that customer is efficient enough to procure product of his own requirement and quality that comes with reasonable price. At D P Wires Limited we are highly focused on the same philosophy and guiding principles, our cutting-edge technology and skilled manpower is the key to drive the business, at the same time keeping in mind the interest of customer.

Our skilled pool of manpower and state of art machineries and technology helps us to achieve the desired quality product at efficient cost and time. Over the years of experience and competition we have established ourselves as a reputed and faithful brand which our customer admires of. We possess a fully equipped research laboratory with all the latest equipment. We invest in the best machinery, testing equipment & trainers for our people.

Promoters and Management

Our Company has experienced management in the business who are capable of meeting the requirements of our customers. Our experienced management have assisted in expanding our business through proper customization under the guidance of our Managing Director and thereby increasing our revenues. Our Company believes that the skills, industry and business knowledge and operating experience of our senior executives, provide us with a significant competitive advantage as we are set to expand our existing business to newer geographic markets.

Established Player in the Indian Wire Industry

Our Company has around 18 years of experience in wire business with an established client base which helps in continued business. We believe our strength lies in providing quality deliverables which enables us to withstand competition and develop long lasting relations with our customers and to secure repeated orders from our customers.

Product diversification

Our Company enjoys a wide product range with diverse applications. It possesses large manufacturing facilities with the ability to address customer orders with shrinking turnaround time. Our Company has widest range of products enabling it to cater to wide spectrum of applications across the industries and balancing it out from market volatilities

Timely Delivery

We understand the importance of timely delivery. Customers get a clear indication of delivery & lead time, every time. Owing to our timeliness and consistency in product quality as well as industry expertise, our Company has been awarded repetitive orders by certain customers. This has helped us nurture long-term relationships with our customers.

Diversified Client base

Our Company caters to needs of different users which includes government and private sectors. Among the government sector we have clients in central, state and local bodies. Most of the existing clients are loyal and have maintained healthy relationship with the Company. 18 Years of experience helps in a better understanding of requirements, demands & market trends. Customers are held in highest esteem. When dealing with our customers, we are characterized by our reliability, flexibility as well as solution-oriented work approach.

Our People

We have low attrition rate in the industry. Our people like to stay with us, grow with us.

SUMMARY OF FINANCIAL STATEMENTS

RESTATED STATEMENT OF ASSETS AND LIABILITIES

(Rs. in Lakhs)

Sr. No.	Particulars	Note No.	As at 31st March				
			2017	2016	2015	2014	2013
A.	**Equity and Liabilities**						
1	**Shareholders' Funds**						
	Share Capital	**I.1**	249.60	249.60	249.60	249.60	249.60
	Reserves & Surplus	**I.2**	2,534.16	2,034.37	1,815.80	1,649.08	1,524.52
	Share application money pending allotment						
2	**Non-Current Liabilities**						
	Long-term borrowings	**I.3**	1,340.71	1,277.90	425.01	96.45	503.70
	Other Long Term Liabilities	**I.4**	-	-	-	-	11.56
	Deferred Tax Liabilities (Net)	**I.5**	29.98	39.43	50.77	51.38	55.04
	Long Term Provisions	**I.6**	16.12	9.97	6.85	3.79	13.48
3	**Current Liabilities**						
	Short Term Borrowings	**I.7**	1,694.02	1,092.78	353.47	628.09	1,508.69
	Trade Payables	**I.8**	1,495.92	1,673.06	1,806.88	188.86	469.72
	Other Current Liabilities	**I.9**	530.31	401.07	284.26	216.74	148.73
	Short Term Provisions	**I.10**	245.11	69.72	34.08	(11.15)	13.74
	Total		**8,135.94**	**6,847.91**	**5,026.72**	**3,072.83**	**4,498.78**
B.	**Assets**						
4	**Non-Current Assets**						
	Fixed Assets						
	Tangible Assets	**I.11**	818.06	826.65	571.73	515.67	487.14
	Capital Work In Progress	**I.11**	-	-	-	-	123.62
	Long Term Loans and Advances	**I.12**	100.79	83.37	100.88	75.43	85.28
5	**Current Assets**						
	Inventories	**I.13**	2,589.76	1,605.83	1,050.47	657.82	386.42
	Trade Receivables	**I.14**	3,079.55	2,678.51	2,414.84	1,192.50	2,140.19
	Cash and Cash Equivalents	**I.15**	165.23	351.05	249.39	99.45	56.93
	Short-term loans and advances	**I.16**	1,349.54	1,252.35	622.86	491.15	893.20
	Other Current Assets	**I.17**	33.00	50.15	16.56	40.82	326.00
	Total		**8,135.94**	**6,847.91**	**5,026.72**	**3,072.83**	**4,498.78**

RESTATED STATEMENT OF PROFIT AND LOSS

(Rs. in Lakhs)

Sr. No	Particulars	Note No.	For The Year Ended March 31,				
			2017	2016	2015	2014	2013
A.	**Revenue:**						
	Revenue from Operations (gross)	**II.1**	21,708.56	17,637.06	15,204.39	10,274.39	10,441.79
	Less: Excise Duty		2,097.92	1,695.23	1,409.19	1,007.65	824.20
	Revenue from operations (net)		19,610.65	15,941.82	13,795.20	9,266.74	9,617.60
	Other income	**II.2**	72.56	63.88	118.08	94.85	164.98
	Total revenue		**19,683.21**	**16,005.70**	**13,913.28**	**9,361.60**	**9,782.58**
B.	**Expenses:**						
	Cost of material Consumed	**II.3**	14,218.94	11,415.67	10,122.71	7,425.98	6,967.57
	Purchase of Traded Goods	**II.4**	1,381.79	938.20	1,599.69	276.68	994.08
	Manufacturing and Operating Costs	**II.5**	1,894.64	1,754.25	1,088.66	803.93	711.43
	Changes in inventories of Finished goods, work-in-progress and others	**II.6**	(223.72)	197.90	(109.35)	(123.29)	117.54
	Employee benefit expenses	**II.7**	226.67	132.19	103.75	63.28	65.91
	Finance costs	**II.8**	281.61	240.75	189.99	236.50	177.23
	Depreciation and Amortization	**I.11**	126.19	126.48	101.51	97.86	109.27
	Other expenses	**II.9**	1,074.87	914.02	605.46	413.34	380.85
	Total Expenses		**18,981.00**	**15,719.46**	**13,702.43**	**9,194.29**	**9,523.88**
	Profit/(Loss) before exceptional and extraordinary items and tax		**702.20**	**286.25**	**210.85**	**167.31**	**258.70**
	Less/(Add) : Exceptional Items	**II.10**	(0.75)	(0.08)	(0.27)	(1.86)	(0.36)
	Profit/(Loss) before extraordinary items &tax		**702.95**	**286.33**	**211.12**	**169.17**	**259.06**
	Less/(Add) : Extraordinary Items	**II.11**	**-**	**-**	**-**	**-**	**93.64**
	Profit before tax		**702.95**	**286.33**	**211.12**	**169.17**	**165.43**
	Tax expense :						
	Current tax		217.00	78.75	44.36	32.52	40.29
	Prior Period Taxes		(4.38)	0.35	-	15.76	0.28
	Deferred Tax		(9.45)	(11.34)	(0.61)	(3.66)	(19.41)
	Profit/(Loss) for the period/ year		**499.79**	**218.57**	**167.37**	**124.55**	**144.27**
	Earning per equity share in Rs.:						
	(1) Basic		5.03	1.97	1.66	1.35	1.62
	(2) Diluted		5.03	1.97	1.66	1.35	1.62

RESTATED STATEMENT OF CASH FLOWS

(Rs. in Lakhs)

Particulars	For The Year Ended March 31,				
	2017	2016	2015	2014	2013
A. CASH FLOW FROM OPERATING ACTIVITIES					
Profit/ (Loss) before tax	**702.95**	**286.33**	**211.12**	**169.17**	**165.43**
Adjustments for:					
Depreciation	126.19	126.48	101.51	97.86	109.27
Interest Expense	281.61	240.75	189.99	236.50	177.23
Interest/ Other Income Received	-	(35.07)	(79.37)	(90.97)	(122.50)
Profit/(Loss) on Sale of Fixed Assets	(0.75)	(0.08)	(0.27)	(1.86)	(0.36)
Operating profit before working capital changes	**1,110.00**	**618.40**	**422.98**	**410.70**	**329.07**
Movements in working capital :					
(Increase)/ Decrease in Inventories	(983.93)	(555.36)	(392.65)	(271.39)	329.41
(Increase)/Decrease in Trade Receivables	(401.04)	(263.67)	(1,222.34)	947.69	(838.23)
(Increase)/Decrease in Other Current Assets/ Non Current Assets	17.15	(33.59)	24.26	285.18	(319.41)
(Increase)/Decrease in Loans & Advances	(114.61)	(611.99)	(157.15)	411.90	176.77
Increase/(Decrease) in Trade Payables and Other Current Liabilities	582.45	725.42	1,413.98	(1,114.69)	318.80
Cash generated from operations	**210.02**	**(120.79)**	**89.08**	**669.38**	**(3.60)**
Income tax paid during the year	60.19	43.45	(0.87)	73.17	26.82
Net cash from operating activities (A)	**149.83**	**(164.24)**	**89.95**	**596.21**	**(30.42)**
B. CASH FLOW FROM INVESTING ACTIVITIES					
Purchase/ Sale of Fixed Assets	(117.76)	(382.24)	(158.96)	(3.61)	(92.22)
Purchase of Long Term Investments	-	-	-	-	-
Purchase of Current Investments	-	-	-	-	-
Sale of Fixed Assets	0.91	0.92	1.02	2.70	0.75
Interest Received / Other Income	-	35.07	79.37	90.97	122.50
Net cash from investing activities (B)	**(116.85)**	**(346.24)**	**(78.57)**	**90.06**	**31.03**
Proceeds from issue of share capital/application money	-	-	-	-	-
Interest paid on borrowings	(281.61)	(240.75)	(189.99)	(236.50)	(177.23)
Proceeds/(Repayment) of Borrowings	62.81	852.89	328.56	(407.25)	46.25
Net cash from financing activities (C)	**(218.80)**	**612.14**	**138.57**	**(643.75)**	**(130.98)**
Net increase in cash and cash equivalents (A+B+C)	**(185.82)**	**101.66**	**149.94**	**42.51**	**(130.37)**
Cash and cash equivalents at the beginning of the year	351.05	249.39	99.45	56.93	187.31
Cash and cash equivalents at the end of the year	**165.23**	**351.05**	**249.39**	**99.45**	**56.93**

THE ISSUE

Particulars	Number of Equity Shares
Equity Shares Offered	35,84,000 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. 75/- per Equity Share aggregating Rs. 2688.00 Lakhs.
Fresh Issue Consisting of	
Issue Reserved for Market Maker	1,82,400 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. 75/- per Equity Share aggregating Rs. 136.80 Lakhs.
Net Issue to the Public	34,01,600 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. 75/- per Equity Share aggregating Rs. 2551.20 Lakhs.
	of which:
	17,00,800 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. 75/- per Equity Share will be available for allocation to investors up to Rs. 2.00 Lakhs
	17,00,800 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. 75/- per Equity Share will be available for allocation to investors above Rs. 2.00 Lakhs
Equity Shares outstanding prior to the Issue	99,84,000 Equity Shares
Equity Shares outstanding after the Issue	1,35,68,000 Equity Shares
Objects of the Issue	See the chapter titled "Objects of the Issue" on page 92 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 252 of this Prospectus.

GENERAL INFORMATION

Our Company was incorporated as D P Wires Private Limited under the provisions of the Companies Act 1956 vide certificate of incorporation dated February 26, 1998, issued by the Registrar of Companies, Maharashtra, Mumbai. Due to change in registered office from one state (Registrar of Companies, Maharashtra, Mumbai) to another state (Registrar of Companies, Madhya Pradesh, Gwalior) the Corporate Identification Number (CIN) of the Company was also changed from U27100MH1998PTC113737 to U27100MP1998PTC029523 dated October 19, 2012. Subsequently, the name of our Company was changed to D P Wires Limited pursuant to conversion into a public company vide Shareholders' approval on May 09, 2017 and fresh certificate of incorporation dated May 16, 2017, issued by the Registrar of Companies, Madhya Pradesh, Gwalior.

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

D P WIRES LIMITED

16-18A, Industrial Estate,

Ratlam- 457001, Madhya Pradesh.

Tel: +91-7412-261130

E-mail: info@dpkataria.in

Website: www.dpwires.co.in

Registration Number: 029523

Corporate Identification Number: U27100MP1998PLC029523

REGISTRAR OF COMPANIES

REGISTRAR OF COMPANIES, MADHYA PRADESH, GWALIOR

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

Jayendra Ganj, Gwalior, Madhya Pradesh.

Website: www.mca.gov.in

DESIGNATED STOCK EXCHANGE

NATIONAL STOCK EXCHANGE OF INDIA LTD (NSE)

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

Bandra-Kurla Complex, Bandra (E)

Mumbai – 400051

Maharashtra

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.	Mr. Praveen Kataria	43	00088633	63, Choumukhi Pul, Ratlam – 457001, Madhya Pradesh.	Managing Director

Sr. No.	Name	Age	DIN	Address	Designation
2.	Mr. Hemant Kataria	39	00088833	63, Choumukhi Pul, Ratlam – 457001, Madhya Pradesh.	Whole Time Director and Chief Financial Officer
3.	Mr. Kantilal Kataria	69	00088599	63, Ghas Bazar Alot, Ratlam – 457001, Madhya Pradesh.	Non-Executive Director
4.	Mr. Anil Kumar Mehta	60	07657024	90/3, Sajjan Mill Road, Sajjan Mill Ratlam – 457001, Madhya Pradesh.	Non-Executive & Independent Director
5.	Ms. Madhubala Jain	45	07657026	9, Snehum Appartment, Mitrani was Colony Near Kali Ka Mata Mandir Ratlam – 457001, Madhya Pradesh.	Non-Executive & Independent Director

For further details of our Directors, please refer to the chapter titled "Our Management" beginning on page 145 of this Prospectus.

COMPANY SECRETARY AND COMPLIANCE OFFICER

JAIDEV NAGAR

D P WIRES LIMITED

16-18A, Industrial Estate,

Ratlam - 457001, Madhya Pradesh

Tel: +91-7412-261130

E-mail: jaidev@dpkataria.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. HEMANT KATARIA

D P WIRES LIMITED

16-18A, Industrial Estate,

Ratlam - 457001, Madhya Pradesh

Tel: +91-7412-261130

E-mail: hemant@dpkataria.com

STATUTORY AUDITORS

M/S. ANIL KAMAL GARG & COMPANY

Chartered Accountants

"Kamal Kripa", 97, Jaora Compound,

Indore – 452001, Madhya Pradesh

Tel: 0731-2700940/ 2704354

Firm Registration No.: 004186C

Contact Person: CA Devendra Bansal

Membership No.: 078057

E-mail: akgincometax@yahoo.com

PEER REVIEW AUDITORS

RPMD & ASSOCIATES

Chartered Accountants

AB-17, 1st Floor, Shalimar Bagh,

New Delhi - 110088

Tel: +91-11-27472042

Mobile: +91-9811613999

E-mail: info@rpmd.in

Contact Person: Mr. Rahul Jain

Firm Registration No.: 005961C

Peer Review Certificate No.: 005845

Membership No.: 518352

LEAD MANAGER TO THE ISSUE

SARTHI CAPITAL ADVISORS PRIVATE LIMITED

159/11, Amar Brass Compound

Vidya Nagari Marg, Kalina,

Santacruz (E), Mumbai – 400098

Tel: +91-22-26528671/72

Fax: +91-22-26528673

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: +91-11-23739425-27

Fax: +91-11-23739424

Contact Person: Mr. Anand Lakhotia

REGISTRAR TO THE ISSUE

BIGSHARE SERVICES PRIVATE LIMITED

Bharat Tin Works Building, 1st Floor,

Opp. Vasant Oasis, Makwana Road,

Marol, Andheri East,

Mumbai – 400059

Tel: +91 22 62638200

Fax: +91 22 62638299

E-mail: ipo@bigshareonline.com

Website: www.bigshareonline.com

Contact Person: Mr. Ashok Shetty

SEBI Registration No.: INR000001385

LEGAL ADVISOR TO THE ISSUE

RAJESH KUMAR BATHAM

21-22, Devising Colony,

Near Dist Court, Ratlam - 457001

Tel: +91 7412 220240

Email: navinkumawat2011@gmail.com

Contact Person: Mr. Rajesh Kumar Batham

BANKER TO THE COMPANY

AXIS BANK LIMITED

Kamal Palace, 2 Y. N. Road,

Indore – 452001

Tel: +91-731-4235351

Fax: +91-731-4235351

Contact Person: Mr. Gagan Agrawal

Email: gagan.agrawal@axisbank.com

BANKER TO THE ISSUE/ PUBLIC ISSUE BANK/ REFUND BANKER

AXIS BANK LIMITED

Fortune 2000, Ground Floor,

Bandra Kurla Complex,

Bandra (E), Mumbai- 400051

Tel: +91 22 61483110

Fax: +91 22 61483119

E-mail: bkc.operationshead@axisbank.com

Website: www.axisbank.com

Contact Person: Mr. Percy Bandhniwala

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. 10,000 Lakhs. Since the Issue size is only of Rs. 2,688.00 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 June 12, 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, VidyaNagari Marg, Kalina, Santacruz (E), Mumbai - 400098	35,84,000	2688.00	100.00

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
Tel: (022) 26528671/72 **Fax:** (022) 26528673 **Email:** ipo@sarthiwm.in **Contact Person:** Mr. Deepak Sharma **SEBI Registration No.:** INM000012011			
Total	**35,84,000**	**2688.00**	**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, our Company shall not pay any underwriting commission, as it forms part of the compensation scheme worked out in the Issue Agreement.

DETAILS OF THE MARKET MAKING ARRANGEMENT

Our Company and the Lead Manager have entered into a tripartite agreement dated June 12, 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 Harikrishnan

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 (3) three months from the market making period, the market maker would be exempted to provide quote if the Shares of market maker in our Company reaches to 20 % of Issue Size (Including the 1,82,400 Equity Shares out to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above 1,82,400 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 19% of Issue Size, the market maker will resume providing 2-way quotes.

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

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

   The Market Making arrangement, trading and other related aspects including all those specified above shall be subject to applicable provisions of law and/or norms issued by SEBI/NSE from time to time.

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**		
	1,40,00,000 Equity Shares of face value of Rs. 10/- each	1400.00	
B	**ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL**		
	99,84,000 fully paid up Equity Shares of face value of Rs. 10/- each	998.40	
C	**PRESENT ISSUE IN TERMS OF PROSPECTUS***		
	35,84,000 Equity Shares of face value of Rs. 10/- each	358.40	2688.00
	Which comprises of		
	1,82,400 Equity Shares of face value of Rs.10/- each at a premium of Rs. 65/- per Equity Share reserved as Market Maker portion	18.24	136.80
	Net Issue to Public of 34,01,600 Equity Shares of face value of Rs. 10/- each at a premium of Rs. 65/- per Equity Share to the Public	340.16	2551.20
	Of which		
	17,00,800 Equity Shares of face value of Rs. 10/- each at a premium of Rs. 65/- per Equity Share will be available for allocation to Investors up to Rs. 2.00 Lakhs	170.08	1275.60
	17,00,800 Equity Shares of face value of Rs. 10/- each at a premium of Rs. 65/- per Equity Share will be available for allocation to Investors above Rs. 2.00 Lakhs	170.08	1275.60
D	**ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL AFTER THE ISSUE**		
	1,35,68,000 Equity Shares of face value of Rs. 10/- each	1356.80	

E	**SECURITIES PREMIUM ACCOUNT**	
	Before the Issue	Nil
	After the Issue	2329.60

**The Issue has been authorized pursuant to a resolution of our Board dated May 17, 2017 and by Special Resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra Ordinary General Meeting of our shareholders held on May 17, 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. 50,00,000 (Rupees Fifty Lakhs only) consisting of 5,00,000 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 February 20, 2001.

b) 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. 1,25,00,000 (Rupees One Crore Twenty-Five Lakhs only) consisting of 12,50,000 Equity Shares of face value of Rs.10/- each pursuant to a resolution of the shareholders dated November 16, 2001.

c) The authorized Share Capital of Rs. 1,25,00,000 (Rupees One Crore Twenty-Five Lakhs only) consisting of 12,50,000 Equity shares of face value of Rs. 10/- each was increased to Rs. 2,00,00,000 (Rupees Two Crore only) consisting of 20,00,000 Equity Shares of face value of Rs.10/- each pursuant to a resolution of the shareholders dated July 03, 2002.

d) The authorized share capital of Rs. 2,00,00,000 (Rupees Two Crore only) consisting of 20,00,000 Equity Shares of face value of Rs. 10/- each was increased to Rs. 2,50,00,000 (Rupees Two Crore Fifty Lakhs only) consisting of 25,00,000 Equity Shares of face value of Rs.10/- each pursuant to a resolution of the shareholders dated March 25, 2005.

e) The authorized share capital of Rs. 2,50,00,000 (Rupees Two Crore Fifty Lakhs only) consisting of 25,00,000 Equity Shares of face value of Rs. 10/- each was increased to Rs. 3,50,00,000 (Rupees Three Crore 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 April 15, 2009.

f) The authorized share capital of Rs. 3,50,00,000 (Rupees Three Crore Fifty Lakhs only) consisting of 35,00,000 Equity Shares of face value of Rs. 10/- each was increased to Rs.14,00,00,000 (Rupees Fourteen Crores only) consisting of 1,40,00,000 Equity Shares of face value of Rs.10/- each pursuant to a resolution of the shareholders dated March 21, 2017.

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	200	10	10	Subscription to MOA[(1)]	Cash	200	2,000

September 16, 2000	99,800	10	10	Further Allotment[2]	Cash	1,00,000	10,00,000
October 20, 2000	1,50,000	10	10	Further Allotment[3]	Cash	2,50,000	25,00,000
March 29, 2001	4,90,000	10	20	Further Allotment[4]	Cash	7,40,000	74,00,000
March 31, 2001	2,50,000	10	20	Further Allotment[5]	Cash	9,90,000	99,00,000
February 02, 2002	2,60,000	10	25	Further Allotment[6]	Cash	12,50,000	1,25,00,000
March 25, 2003	7,30,000	10	25	Further Allotment[7]	Cash	19,80,000	1,98,00,000
March 31, 2005	2,12,000	10	35	Further Allotment[8]	Cash	21,92,000	2,19,20,000
April 10, 2006	1,95,000	10	100	Further Allotment[9]	Cash	23,87,000	2,38,70,000
June 09, 2010	74,000	10	70	Further Allotment[10]	Cash	24,61,000	2,46,10,000
October 15, 2010	35,000	10	70	Further Allotment[11]	Cash	24,96,000	2,49,60,000
April 12, 2017	74,88,000	10	Nil	Bonus Issue[12]	Consideration other than Cash	99,84,000	9,98,40,000

(1) Initial Subscribers to Memorandum of Association hold 200 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.	Sanjay Manoharlal Kataria	100
2.	Ravi Anokhilal Kataria	100

(2) The Company allotted 99,800 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.	Sanjay Manoharlal Kataria	900
2.	Ravi Anokhilal Kataria	1,390

Sr. No.	Name of Person	No. of Shares Allotted
3.	Nagina Devi Kataria	14,500
4.	Pankaj Kataria	22,000
5.	Kantilal Kataria	10
6.	Chanda Devi Kataria	22,000
7.	Pannalal Kataria	1,000
8.	D P Industries	10
9.	Suman Devi Kataria	10,000
10.	Asha Devi Kataria	12,990
11.	Sapna Kataria	15,000
	Total	**99,800**

(3) The Company allotted 1,50,000 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.	Kataria Wires Limited	1,50,000
	Total	**1,50,000**

(4) The Company allotted 4,90,000 Equity Shares of face value of Rs. 10/- each at premium of Rs. 10/- as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Sonic Overseas (India) Pvt. Ltd.	2,40,000
2.	Sonic Fiscal Services Pvt. Ltd.	2,50,000
	Total	**4,90,000**

(5) The Company allotted 2,50,000 Equity Shares of face value of Rs. 10/- each at premium of Rs. 10/- as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Kataria Wires Limited	2,50,000
	Total	**2,50,000**

(6) The Company allotted 2,60,000 Equity Shares of face value of Rs. 10/- each at premium of Rs. 15/- as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Supreme Conductors Limited	2,40,000
2.	SAN Industries Private Limited	20,000
	Total	**2,60,000**

(7) The Company allotted 7,30,000 Equity Shares of face value of Rs. 10/- each at premium of Rs. 15/- as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Sonic Biochem Extraction Ltd	7,30,000
	Total	**7,30,000**

(8) The Company allotted 2,12,000 Equity Shares of face value of Rs. 10/- each at premium of Rs. 25/- as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Sonic Biochem Extraction Ltd	2,12,000
	Total	**2,12,000**

(9) The Company allotted 1,95,000 Equity Shares of face value of Rs. 10/- each at premium of Rs. 90/- as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Lunkad Securities Ltd.	63,250
2.	Lunkad Media & Entertainment Ltd.	37,000
3.	Rajvir Marketing & Investment Ltd.	43,000
4.	West-End Management Technologies Ltd.	31,750
5.	Parksons Securities Pvt. Ltd.	20,000
	Total	**1,95,000**

(10) The Company allotted 74,000 Equity Shares of face value of Rs. 10/- each at premium of Rs. 60/- as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Sonic Biochem Extraction Ltd.	74,000

Sr. No.	Name of Person	No. of Shares Allotted
	Total	**74,000**

(11) The Company allotted 35,000 Equity Shares of face value of Rs. 10/- each at premium of Rs. 60/- as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Sonic Biochem Extraction Ltd.	35,000
	Total	**35,000**

(12) The Company allotted 74,88,000 Equity Shares as bonus issue of face value of Rs. 10/- each in the ratio of 3 equity shares for every 1 equity share as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Asha Devi Kataria	44,48,649
2.	SAN Industries Pvt Ltd	13,02,000
3.	Sapna Kataria	4,44,840
4.	Pankaj Madanlal Kataria HUF	4,42,860
5.	Rani Kataria	4,38,441
6.	Samta Kataria	4,11,030
7.	Hemant Kataria	30
8.	Praveen Kataria	30
9.	Kantilal Kataria HUF	30
10.	Praveen Kantilal Kataria HUF	30
11.	Arvind Kantilal Kataria HUF	30
12.	Hemant Kantilal Kataria HUF	30
	Total	**74,88,000**

2. Issue of Equity Shares for consideration other than cash.

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
April 12, 2017	74,88,000	10	Nil	Other than cash	Bonus issue of Equity	Asha Devi Kataria	44,48,649

					Shares in the Ratio of 3:1	SAN Industries Pvt Ltd	13,02,000
						Sapna Kataria	4,44,840
						Pankaj Madanlal Kataria HUF	4,42,860
						Rani Kataria	4,38,441
						Samta Kataria	4,11,030
						Hemant Kataria	30
						Praveen Kataria	30
						Kantilal Kataria HUF	30
						Praveen Kantilal Kataria HUF	30
						Arvind Kantilal Kataria HUF	30
						Hemant Kantilal Kataria HUF	30
						Total	**74,88,000**

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 or under section 230-234 of the Companies Act, 2013

4. We have not issued any equity shares in last one year at price below the Issue Price.

5. Details of shareholding of promoters:

1. **Mr. Praveen Kataria**

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
August 13, 2009	66,080	10	2.50	Transfer	0.66	0.49	0	0.00
August 14, 2009	53,830	10	12.50	Transfer	0.54	0.40	0	0.00
September 28,2009	16,800	10	3.50	Transfer	0.17	0.12	0	0.00
October 12, 2009	(1,36,710)	10	Nil	Gifted to Kantilal Kataria	-1.37	-1.01	0	0.00
April 24, 2013	10	10	100	Transfer	Negligible	Negligible	0	0.00
April 12, 2017	30	10	Nil	Bonus Issue	Negligible	Negligible	0	0.00
Total	**40**				**Negligible**	**Negligible**		

2. **Mr. Hemant Kataria**

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
April 24, 2013	10	10	100	Transfer	Negligible	Negligible	0	0.00
April 12, 2017	30	10	Nil	Bonus Issue	Negligible	Negligible	0	0.00
Total	**40**				**Negligible**	**Negligible**		

3. Mrs. Asha Devi Kataria

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
September 16, 2000	12,990	10	10	Further Allotment	0.13	0.10	0	0.00
September 25, 2004	65,883	10	3.40	Transfer	0.66	0.49	0	0.00
January 21, 2012	5,774	10	Nil	Will of Sugan Kataria	0.06	0.04	0	0.00
February 25, 2015	66,990	10	Nil	Gift from Arvind Kataria	0.67	0.49	0	0.00
February 28, 2015	1,80,092	10	Nil	Gift from Suman Kataria	1.80	1.33	0	0.00
February 28, 2015	1,49,227	10	Nil	Gift from Anokhilal Kataria	1.49	1.10	0	0.00
February 28, 2015	2,70,005	10	Nil	Gift from Ashok Kataria	2.70	1.99	0	0.00
February 28, 2015	1,88,171	10	Nil	Gift from Chanda Kataria	1.88	1.39	0	0.00
February 28, 2015	3,06,020	10	Nil	Gift from Madanlal Kataria	3.07	2.26	0	0.00
February 28, 2015	1,83,992	10	Nil	Gift from Nagina Kataria	1.84	1.36	0	0.00
February 28, 2015	49,202	10	Nil	Gift from Suman Kataria	0.49	0.36	0	0.00

February 28, 2015	4,537	10	Nil	Gift from Sushila Kataria	0.05	0.03	0	0.00
April 12, 2017	44,48,649	10	Nil	Bonus Issue	44.56	32.79	0	0.00
Total	**59,31,532**				**59.41**	**43.72**		

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

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.

   One of our Promoter has granted consent to include such number of Equity Shares held by her as may constitute 20.16% 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 commencement 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
Mrs. Asha Devi Kataria						
April 12, 2017	April 12, 2017	27,36,000	10	Nil	Bonus Issue	20.17
Total (A)		**27,36,000**				**20.17**

We further confirm that as per Regulation 33 of SEBI (ICDR) Regulations, 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 Promoter 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 Promoter and offered for minimum Promoter's Contribution are not subject to any pledge.
- Equity shares issued to our Promoter 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.
- 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.

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:

I. 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	11	93,93,520	-	-	93,93,520	94.09	93,93,520	-	93,93,520	94.09	-	94.09	93,93,520	94.09	-	-	93,93,520

(B)	Public	1	5,90,480	-	-	5,90,480	5.91	5,90,480	-	5,90,480	5.91	-	5.91	5,90,480	5.91	-	-	5,90,480
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	**12**	**99,84,000**	**-**	**-**	**99,84,000**	**100.00**	**99,84,000**	**-**	**99,84,000**	**100.00**	**-**	**100.00**	**99,84,000**	**100.00**	**-**	**-**	**99,84,000**

**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.*

II. 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	76,57,520	-	-	76,57,520	76.70	76,57,520	-	76,57,520	76.70	-	76.70	76,57,520	76.70	-	-	76,57,520
	Praveen Kataria	ACMPK3616N	1	40	-	-	40	Negligible	40	-	40	Negligible	-	Negligible	40	Negligible	-	-	40
	Hemant Kataria	AJUPK7586N	1	40	-	-	40	Negligible	40	-	40	Negligible	-	Negligible	40	Negligible	-	-	40
	Asha Devi Kataria	ACMPK3615R	1	59,31,532	-	-	59,31,532	59.41	59,31,532	-	59,31,532	59.41	-	59.41	59,31,532	59.41	-	-	59,31,532
	Rani Kataria	AIWPK7111Q	1	5,84,588	-	-	5,84,588	5.86	5,84,588	-	5,84,588	5.86	-	5.86	5,84,588	5.86	-	-	5,84,588
	Samta Kataria	AKAPK6472G	1	5,48,040	-	-	5,48,040	5.49	5,48,040	-	5,48,040	5.49	-	5.49	5,48,040	5.49	-	-	5,48,040
	Sapna Kataria	AKAPK6493M	1	5,93,120	-	-	5,93,120	5.94	5,93,120	-	5,93,120	5.94	-	5.94	5,93,120	5.94	-	-	5,93,120

	Kantilal Kataria HUF	AAEHK3816Q	1	40	-	-	40	Negligible	40	-	40	Negligible	-	Negligible	40	Negligible	-	-	40
	Praveen Kantilal Kataria HUF	AAHHP7358F	1	40	-	-	40	Negligible	40	-	40	Negligible	-	Negligible	40	Negligible	-	-	40
	Arvind Kantilal Kataria HUF	AAFHA1985D	1	40	-	-	40	Negligible	40	-	40	Negligible	-	Negligible	40	Negligible	-	-	40
	Hemant Kantilal Kataria HUF	AACHH2720L	1	40	-	-	40	Negligible	40	-	40	Negligible	-	Negligible	40	Negligible	-	-	40
(b)	Central Government/State Government(s)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Financial Institutions /Banks	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Any other	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

	(Body Corporate)																	
	SAN Industries Pvt. Ltd.	AABCS9669R	1	17,36,000	-	-	17,36,000	17.39	17,36,000	-	17,36,000	17.39	-	17.39	17,36,000	17.39	-	-	17,36,000
	Sub-Total (A) (1)	-	**11**	**93,93,520**	**-**	**-**	**93,93,520**	**94.09**	**93,93,520**	**-**	**93,93,520**	**94.09**	**-**	**94.09**	**93,93,520**	**94.09**	**-**	**-**	**93,93,520**
(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)	**-**	**11**	**93,93,520**	**-**	**-**	**93,93,520**	**94.09**	**93,93,520**	**-**	**93,93,520**	**94.09**	**-**	**94.09**	**93,93,520**	**94.09**	**-**	**-**	**93,93,520**

**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.*

III. 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)	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)	Institutions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

(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-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(a)	i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

	ii.Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	-	1	5,90,480	-	-	5,90,480	5.91	5,90,480	-	5,90,480	5.91	-	5.91	5,90,480	5.91	-	-	5,90,480
	Pankaj Madanlal Kataria HUF	AAHHP7357L	1	5,90,480	-	-	5,90,480	5.91	5,90,480	-	5,90,480	5.91	-	5.91	5,90,480	5.91	-	-	5,90,480
(b)	NBFCs registered with RBI	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C)	Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

(e)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(3)	-	1	5,90,480	-	-	5,90,480	5.91	5,90,480	-	5,90,480	5.91	-	5.91	5,90,480	5.91	-	-	5,90,480
	Total Public Shareholding (B)-(B)(1)+(B)(2)+(B)(3)	-	**1**	**5,90,480**	**-**	**-**	**5,90,480**	**5.91**	**5,90,480**	**-**	**5,90,480**	**5.91**	**-**	**5.91**	**5,90,480**	**5.91**	**-**	**-**	**5,90,480**

**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.*

IV. 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 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 Total Voting rights			No. (a)	As a % of total shares held (B)	No. (Not Applicable)	As a % of total shares held (Not Applicable)	
									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)	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 50% of the Equity Shares held by the public shareholders, have been dematerialized.*

Our Company will file the shareholding pattern or 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 and company).

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.	Asha Devi Kataria	59,31,532	59.41	59,31,532	43.72
2.	Praveen Kataria	40	Negligible	40	Negligible
3.	Hemant Kataria	40	Negligible	40	Negligible
	Promoter Group				
4.	SAN Industries Pvt. Ltd.	17,36,000	17.39	17,36,000	12.79
5.	Sapna Kataria	5,93,120	5.94	5,93,120	4.37
6.	Mrs. Rani Kataria	5,84,588	5.86	5,84,588	4.31
7.	Mrs. Samta Kataria	5,48,040	5.49	5,48,040	4.04
8.	Kantilal Kataria HUF	40	Negligible	40	Negligible
9.	Praveen Kantilal Kataria HUF	40	Negligible	40	Negligible
10.	Arvind Kantilal Kataria HUF	40	Negligible	40	Negligible
11.	Hemant Kantilal Kataria HUF	40	Negligible	40	Negligible
	Total	**93,93,520**	**94.09**	**93,93,520**	**69.23**

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.)
Praveen Kataria	40	2.50
Hemant Kataria	40	2.50

Asha Devi Kataria	59,31,532	0.06

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.	Asha Devi Kataria	59,31,532	59.41
2.	SAN Industries Pvt Ltd	17,36,000	17.39
3.	Sapna Kataria	5,93,120	5.94
4.	Pankaj Madanlal Kataria HUF	5,90,480	5.91
5.	Rani Kataria	5,84,588	5.86
6.	Samta Kataria	5,48,040	5.49
7.	Hemant Kataria	40	Negligible
8.	Praveen Kataria	40	Negligible
9.	Praveen Kantilal Kataria HUF	40	Negligible
10.	Hemant Kantilal Kataria HUF	40	Negligible
	Total	**99,83,920**	**100.00**

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 pre-Issue capital
1.	Asha Devi Kataria	59,31,532	59.41
2.	SAN Industries Pvt Ltd	17,36,000	17.39
3.	Sapna Kataria	5,93,120	5.94
4.	Pankaj Madanlal Kataria HUF	5,90,480	5.91
5.	Rani Kataria	5,84,588	5.86
6.	Samta Kataria	5,48,040	5.49

Sr. No.	Name of shareholder	No. of Shares	% age of pre-Issue capital
7.	Hemant Kataria	40	Negligible
8.	Praveen Kataria	40	Negligible
9.	Praveen Kantilal Kataria HUF	40	Negligible
10.	Hemant Kantilal Kataria HUF	40	Negligible
	Total	**99,83,920**	**100.00**

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.	Asha Devi Kataria	14,82,883	59.41
2.	SAN Industries Pvt Ltd	4,34,000	17.39
3.	Sapna Kataria	1,48,280	5.94
4.	Pankaj Madanlal Kataria HUF	1,47,620	5.91
5.	Rani Kataria	1,46,147	5.86
6.	Samta Kataria	1,37,010	5.49
7.	Hemant Kataria	10	Negligible
8.	Praveen Kataria	10	Negligible
9.	Praveen Kantilal Kataria HUF	10	Negligible
10.	Hemant Kantilal Kataria HUF	10	Negligible
	Total	**24,95,980**	**100.00**

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 92 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 264 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 Emerge Platform.

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 Twelve (12) 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;
2. General Corporate Purposes;
3. 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	2078.00
2.	General Corporate Purposes	550.00
3.	*Issue Expenses	60.00
	Total	**2688.00**

**As of August 25, 2017, our Company has incurred a sum of Rs. 16,34,315/- (Rupees Sixteen Lakhs Thirty-Four Thousand Three Hundred and Fifteen 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 entailer scheduling, 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.

DETAILS OF UTILIZATION OF ISSUE PROCEEDS

Working Capital Requirements:

(Rs. in Lakhs)

Particulars	2015-16 (Audited)	2016-17 (Audited)	2017-18 (Estimated)
Current Assets			
Cash & Cash Equivalents	24.41	20.88	211.41
Deposits for Margin Money	326.63	144.36	200.00
Trade Receivables	2,678.51	3,079.55	5,225.00
Inventories	1,605.83	2,589.76	3,322.85
Other Current Assets	1,302.50	1,382.54	1,258.34
Total (A)	**5,937.88**	**7,217.09**	**10,217.59**
Current Liabilities			
Trade Payables	1,673.06	1,495.92	1,377.42
Statutory Liabilities	33.63	86.08	175.00
Other Current Liabilities	367.44	444.23	435.26
Short Term Provisions	69.72	245.12	368.34
Total (B)	**2,143.85**	**2,271.35**	**2,356.02**
Net Working Capital (A)-(B)	**3,794.03**	**4,945.74**	**7,861.57**
Sources of Working Capital			
Fund Based Borrowings	1,092.78	1,694.02	1,800.00
IPO Proceeds	-	-	2,078.00
Net Worth/Unsecured Loan	2,701.25	3,251.72	6,061.57

The Company's business is working capital intensive and they avail their working capital in the ordinary course of business from Axis Bank Limited and ICICI Bank Limited. As on March 31, 2016 and March 31, 2017 the Company's net working capital consisted of Rs. 3,794.03 Lakhs and Rs. 4,945.74 Lakhs respectively.

The total working capital requirement for the year 2017-18 is estimated to be Rs. 7,861.57 Lakhs. The incremental working capital requirement which will be met through the Net Proceeds to the extent of Rs. 2,078.00 Lakhs and the balance portion will be met through Internal Accruals/ Borrowings.

BASIS OF ESTIMATION

The incremental working capital requirements are based on historical Company data and estimation of the future requirements in FY 2017-18 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	2015-16	2016-17	2017-18
Receivables	Collection Period	55	52	75
Inventory	Raw Material	45	54	60
	Stock in Process	2	2	2
	Finished Goods	3	6	7
Payables	Credit Period	53	38	30

The above estimates are based on the generally accepted norms of our bankers. Our debtors have increased due to increased competition in market and implementation of GST. Stock of raw material has increased due to higher imports. We have reduced credit period of our suppliers since with funds, we shall be able to negotiate better pricing on cash payment basis.

GENERAL CORPORATE PURPOSES

Our Company intends to deploy the balance Net Proceeds aggregating to Rs. 550.00 Lakhs for General Corporate Purposes as decided by our Board from time to time, including but not restricted to, strategic initiatives, strengthening our marketing network & capability, meeting exigencies, brand building exercises in order to strengthen our operations. Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for General Corporate Purposes.

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. 60.00 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.	45.00	75.00	1.67
Regulatory Fees & Other Expenses	15.00	25.00	0.56
Total estimated Issue expenses	**60.00**	**100.00**	**2.23**

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 August 25, 2017	Balance deployment during FY 2017-18
Working Capital	2078.00	-	2078.00
General Corporate Purpose	550.00	-	550.00
*Issue Expenses	60.00	16.34	43.66
Total	**2688.00**	**16.34**	**2671.66**

** As of August 25, 2017, our Company has incurred a sum of Rs. 16,34,315/- (Rupees Sixteen Lakhs Thirty-Four Thousand Three Hundred and Fifteen Only) towards issue expenses.*

Anil Kamal Garg & Company, Chartered Accountants, Statutory Auditor has vide certificate dated August 25, 2017 confirmed that as on August 25, 2017 following funds were deployed for the proposed Objects of the Issue:

(*Rs. in Lakhs*)

Source	Estimated Amount
Internal Accruals	16.34
Total	**16.34**

MEANS OF FINANCE

(*Rs. in Lakhs*)

Particulars	Estimated Amount
Net Proceeds	2688.00
Internal Accruals	Nil
Total	**2688.00**

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, one in Hindi and one in vernacular language of the jurisdiction where our Registered Office of the Company is situated. 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. 75/- 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. 75/- per Equity Share and is 7.50 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;
- Experienced management team and a motivated and efficient work force;
- Wide range of products offered by us.

For further details, refer to heading '***Our Strengths***' under chapter titled '***Our Business'*** beginning on page 107 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 2014-15, 2015-16 and 2016-17 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, 2015	1.66	1
March 31, 2016	1.97	2
March 31, 2017	5.03	3
Weighted Average	**3.45**	

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. 75/- per Equity Share of face value of Rs. 10/- each.

Particulars	P/E Ratio
P/E ratio based on Basic EPS for FY 2016-17	14.91
P/E ratio based on Weighted Average EPS	21.75

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, 2015	8.04	1
March 31, 2016	8.61	2
March 31, 2017	18.04	3
Weighted Average	**13.23**	

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, 2017 – 12.47%

5. Net Asset Value (NAV)

Particulars	Amount (Rs.)
Net Asset Value per Equity Share as of March 31, 2017	27.88
Net Asset Value per Equity Share after the Issue	40.33
Issue Price per equity share	75.00

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. inCr.)	PAT (Rs. in Cr.)	EPS (In Rs.)	P/E Ratio	CMP (In Rs.)
D P Wires Limited	10	217.09	5.00	5.03	14.91	-
Bharat Wire Ropes Ltd	10	64.83	1.64	0.36	243.33	87.60
Rajratan Global Wire Ltd	10	176.61	8.05	18.50	30.26	559.85
Usha Martin Limited	1	3,605.93	-354.95	-11.65	-	19.25

*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, 2017
- The figures for the Peer group are based on audited results for the Financial Year ended March 31, 2017
- Current Market Price (CMP) is the closing prices of respective scrips as on August 28, 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. 75/- 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 20 of this

Prospectus and Financials of the company as set out in the Financial Statements beginning on page 184 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 7.50 times of the face value i.e. Rs. 75/- per share.

For further details, see "Risk Factors" beginning on page 20 of this Prospectus and the financials of the Company including profitability and return ratios, as set out in the "Financial Statements" beginning on page 184 of this Prospectus for a more informed view.

STATEMENT OF TAX BENEFITS

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

To
The Board of Directors,
D P Wires Limited
16-18A, Industrial Estate,
Ratlam – 457001,
Madhya Pradesh.

We refer to proposed issue of the shares of D P Wires Limited, formerly known as D P Wires Private 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 Draft Prospectus as well as Final 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 fulfil.

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 **ANIL KAMAL GARG & COMPANY,**
Chartered Accountants
F.R.N. 004186C

Devendra Bansal
Partner
M. No. 078057

Place: Indore
Date: August 02, 2017

ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO D P WIRES LIMITED ("THE COMPANY") AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

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

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

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:

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

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

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

For **ANIL KAMAL GARG & COMPANY,**
Chartered Accountants
F.R.N. 004186C

Devendra Bansal Partner
M. No. 078057

Place: Indore
Date: August 02, 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's diverse economy encompasses traditional village farming, modern agriculture, handicrafts, a wide range of modern industries, and a multitude of services. Slightly less than half of the work force is in agriculture, but services are the major source of economic growth, accounting for nearly two-thirds of India's output but employing less than one-third of its labor force. India has capitalized on its large educated English-speaking population to become a major exporter of information technology services, business outsourcing services, and software workers.

Thus, the country is attracting many global majors for strategic investments owing to the presence of vast range of industries, investment avenues and a supportive government. Huge population, mostly comprising the youth, is a strong driver for demand and an ample source of manpower.

With 1.33 billion people and the world's fourth-largest economy, India's recent growth and development has been one of the most significant achievements of our times. Over the six and half decades since independence, the country has brought about a landmark agricultural revolution that has transformed the nation from chronic dependence on grain imports into a global agricultural powerhouse that is now a net exporter of food. Life expectancy has more than doubled, literacy rates have quadrupled, health conditions have improved, and a sizeable middle class has emerged. India is now home to globally recognized companies in pharmaceuticals and steel and information and space technologies, and a growing voice on the international stage that is more in keeping with its enormous size and potential.

(Source: IBEF)

GDP AND OTHER INDICATORS

Demonetisation had negative impact on India's growth which slowed down to 7.1% in 2016-17, despite a very good showing by the agricultural sector. India also lost the tag of the fastest growing economy to China in the March quarter with a GDP growth of 6.1%. The GDP, as per the new series with base year of 2011-12, had expanded by 8% in 2015-16. It was 7.9% as based on the old series.

According to the data released by the Central Statistics Office (CSO), the Gross Value Added (GVA) slipped sharply to 6.6% in 2017 ended March 31, from 7.9% growth in 2015-16. The demonetisation seems to have impacted the GVA in the third as well as fourth quarter of 2016-17 which slipped to 6.7% and 5.6% respectively, from 7.3% and 8.7% in the same quarter of 2015-16.

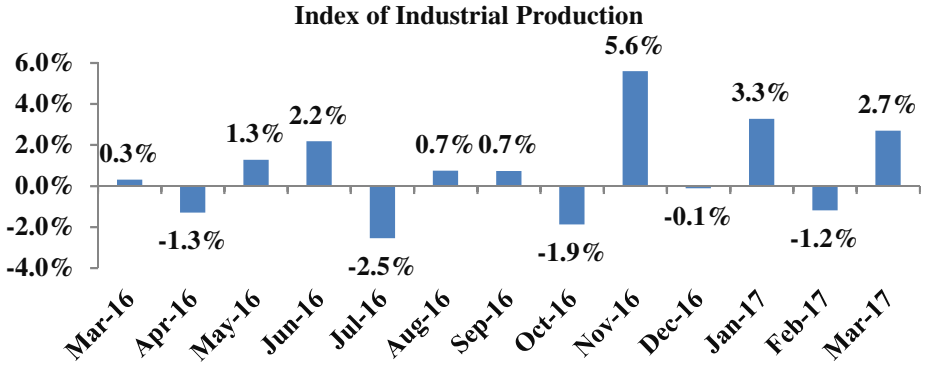
Almost all sectors, with the exception of agriculture, showed deceleration in the aftermath of demonetisation. While the manufacturing sector output in the fourth quarter slowed to 5.3% versus 12.7% in the same period of last year, the construction sector slipped into the negative territory.

INDEX OF INDUSTRIAL PRODUCTION

The IIP registered a growth of 2.7% in March 2017 over the index of March 2016. The growth of index of manufacturing, mining, and electricity was 1.2%, 9.7% and 6.2% respectively during the month.

Cumulatively, the IIP registered a growth of 5.0% during April to March, 2016 -17 over corresponding period of previous year. The index of Manufacturing, Mining and Electricity sector grew by 4.9%, 5.3% and 5.8% respectively during April to March, 2016 – 17 over corresponding period of previous year.

(Source: RBI)



FOREIGN DIRECT INVESTMENT IN INDIA

The inflow of Foreign Direct Investment (FDI) to India has jumped to $60.08 billion in the last three years. According to a release by Ministry of Commerce and Industry, the FDI inflow to India in the financial year 2016-17 was $60.08 billion, which was around $5 billion more than the record $55.6 billion recorded in 2015-16. In the financial year ending March 2015, India had received $45.15 billion as FDI as against the $36.05 billion received in 2013-14.

Foreign Direct Investment trends in 2016-17

- Total FDI equity inflow received during 2016-17 is $ 43.48 billion, which is an increase of 9% compared to 2015-16 ($ 40.00 billion). This is the highest ever for a particular financial year.
- The FDI equity inflow received through approval route during 2016-17 was US$ 5.90 billion, which is 65% higher than the previous year ($ 3.57 billion).
- Manufacturing sectors witnessed 52% growth in comparison to 2015-16 (i.e. from $ 13.35 billion to $ 20.26 billion).
- Total FDI inflow grew by 8% to $60.08 billion in 2016-17 in comparison to $55.56 billion of the previous year. This is the highest ever FDI inflow for a particular financial year. Before this, the highest FDI inflow was reported in 2015-16.

(Source: http://www.financialexpress.com/economy/3-years- of-modi- rule-fdi- inflows-jump-to-60- billion-in-2016-17- from-36- billion-in- 2013-14/676518/)

KEY ECONOMIC VARIABLES

Particulars	FY13	FY14	FY15	FY16 RE	FY17 AE
GDP %	5.6	6.6	7.2	7.9	7.1
GVA Growth Rate (%)	5.4	6.3	7.1	7.8	6.7
Export Growth (%)	-1.8	4.7	-1.3	-5.4	4.7
Import Growth (%)	0.3	-8.3	-0.5	-5.9	-0.17
Inflation – WPI	7.4	6	2	-0.85	-
Inflation- CPI	10.2	9.5	5.9	4.9e	-

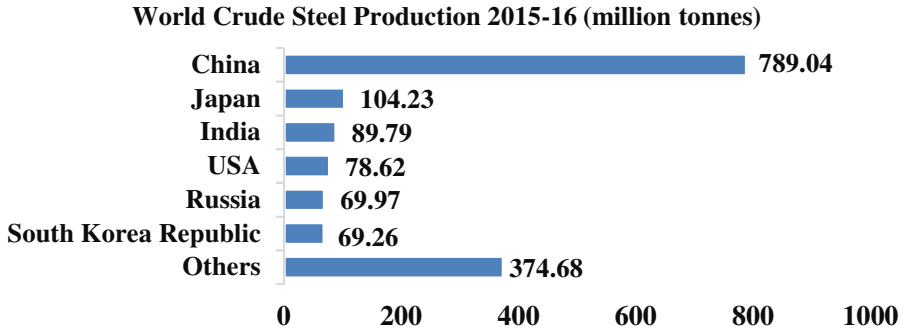
(Source: RBI)

OVERVIEW OF STEEL AND STEEL WIRE INDUSTRY

India was the third-largest steel producer in the world in 2016 according to data released by World Steel Association. In 2014-15, India surpassed United States of America (USA) to become the third largest steel producer in the world. India continued with this position in 2015-16 as well. The country produced 88.97 million tonnes and 89.79 million tonnes of crude steel during 2014-15 and 2015-16, respectively. Steel production in the world is dominated by China followed by Japan. During 2015-16, crude steel output in China stood at 789.04 million tonnes and that in Japan stood at 104.23 million tonnes.

(Source: https://www.ibef.org/industry/steel-presentation)

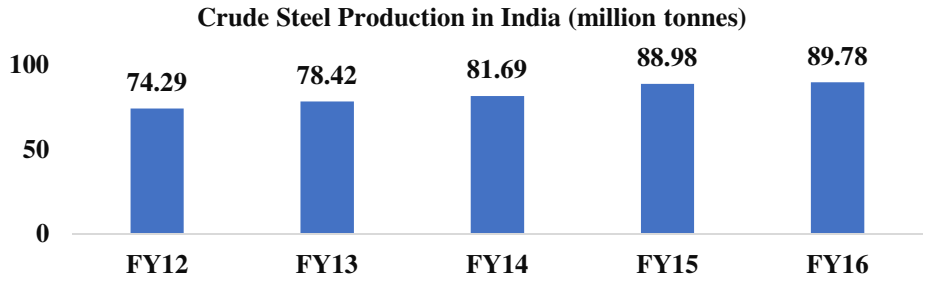
Driven by rising infrastructure development and growing demand for automotive, steel consumption is expected to reach 104 MT by 2017. India's steel production is expected to increase from 100 MTPA to 300 MTPA by 2025. The Government of India has allowed 100 % foreign direct investment (FDI) in the steel sector under the automatic route. Nearly 301 MoUs have been signed with various states for planned capacity of about 486.7 MT. As per the report of the Working Group on Steel for the 12 th Five Year Plan, there exist many factors which carry the potential of raising the per capita steel consumption in the country. These include among others, an estimated infrastructure investment of nearly a trillion dollars, a projected growth of manufacturing from current 8% to 11-12%, increase in urban population to 600 million by 2030 from the current level of 400 million, emergence of the rural market for steel currently consuming around 11 kg per annum buoyed by projects like Bharat Nirman, Pradhan Mantri Gram Sadak Yojana, Rajiv Gandhi Awaas Yojana among others.



(Source: http://steel.gov.in/overview-steel-sector)

During 2015-16, among the top six crude steel producers in the world, crude steel production of only India increased on a y-o-y basis. However, it grew marginally by 0.9% to 89.79 million tonnes during the year while it fell for the

other five countries in the range of 1.9% -5.1%. Steel production has grown for the period of 2012 to 2016 at CAGR of 4.8%.



(Source: http://steel.gov.in/overview-steel-sector)

Scenario in 2016-17

In the financial year 2016-17, production of these top five steel producing countries (excluding India) remained subdued even during April-December 2016 on a y-o-y basis. While crude steel output in China, Japan and Russia grew by mere 0.5%-3%, output in USA remained flat and that in Korea Republic (South) declined by 1.3%. In contrast, crude steel production in India rose by 8.8% to 72.35 million tonnes during this period. This was on account of higher output by the major Indian steel companies. The imposition of Minimum Import Price (MIP) encouraged the producers to increase their output.

Consumption of steel

Consumption of steel, on the other hand, grew by just 3.2% to 73.75 million tonnes during April-December 2016. Post demonetization, steel consumption is expected to remain under pressure in the coming few months to a certain extent. This is because it is likely that the demand for steel from the user industries like construction, real estate will take some time to strengthen. However, government push towards infrastructure will compensate for this reduction in demand.

Demand for steel wire is driven along with infrastructure development

Steel wires are used for various infrastructure projects such as construction of bridge, roads. Infrastructure sector is a key driver for the Indian economy. Infrastructure sector includes power, bridges, dams, roads and urban infrastructure development. The sector is highly responsible for propelling India's overall development and enjoys intense focus from Government for initiating policies that would ensure time-bound creation of world class infrastructure in the country. Infrastructure creates lots of demand for products from non-core industries, like plastic sheets, steel wire, electrical equipment, engineering equipment's and many more.

In the Union Budget 2017-18, the Government of India has increased total infrastructure outlay and defence capital expenditure by 10% and 20.6 per cent to Rs 3,96,135 crore (US$ 59.18 billion) and Rs 86,488 crore (US$ 13.1 billion) respectively, over FY17 revised estimate. A total of 6,604 km out of the 15,000 km of target set for national highways in 2016-17 has been constructed by the end of February 2017, according to the Minister of State for Road, Transport & Highways, Government of India.

The Government of India has announced highway projects worth US$ 93 billion, which include government flagship National Highways Building Project (NHDP) with total investment of US$ 45 billion over next three years.

These developments in new projects creates huge demand for steel wire and gabion sheets, steel wire nets for preventing rock sliding.

(Source: http://www.careratings.com/upload/NewsFiles/SplAnalysis/Steel%20Report%20Feb%202017.pdf)

Global plastic market overview and outlook

Global HDPE market is forecast to show growing trend in coming years. HDPE is one of the major polyethylene material consumed globally. The density of HDPE is from 0.93g/cm3 to 0.97g/cm3. The higher density with stronger intermolecular force provides High-Density Polyethylene (HDPE) resins excellent physical properties such as toughness, rigidity & strength. This makes High-Density Polyethylene (HDPE) resins in demand for various application of blow molding, injection molding, film and extruded products. High-Density Polyethylene (HDPE) resins are being widely used in end-use industry such as automotive, construction, consumer goods, packaging, agriculture, pipe industries etc.

According to Markets and Markets, the Global HDPE Market will be worth $85.19 bn approx. in 2019. It is expected that the industry will show robust CAGR of 10% during the forecast period 2014 – 2019. According to Transparency Market Research, the Global HDPE Market will be worth $84.79 bn in 2023 from $56.13 bn in 2014. The CAGR during this period 4.5%. The highest market worth is in the year 2019 of $91.32 bn expected by Micro Market Monitor at the CAGR of 7.9%.

(Source: https://www.plasticsinsight.com/benchmarks-forecasts/industry/hdpe-market/)

Global plastics market was worth USD 381.83 billion in 2013. Plastics are synthetic or semi-synthetic organic solids which are cast or changed to various valuable products. Plastics are generally organic polymers which occur naturally or sometimes, are derivatives of petrochemicals. The global industry is administered by the application of end-use industry.

Forthcoming technologies which recycle plastics are projected to be the major driving force behind the growth of global market. Key manufacturers of plastics are investing into joint ventures and pooling resources with biotechnology companies so as to produce bio-based plastics.

Polyethylene was the largest plastic type which accounted for over 30% of the market in 2013. Growing demand from several end-use sectors including injection molding, food & beverage packaging, film/sheet and pipes led to the high market share. Several disposal norms and environmental regulations are projected to create major hindrances for the global polyethylene market. Polyethylene terephthalate (PET) plastic type is likely to witness significant gains at a CAGR of 8.5% from 2014 to 2020.

(Source: http://www.grandviewresearch.com/press-release/global-plastics-market-analysis)

OUR BUSINESS

In this section, unless otherwise stated, references to "Company" or to "we", "us" and "our" refers to D P Wires Limited. Unless otherwise stated or the context otherwise requires, the financial information used in this section is derived from our Restated Financial Statements.

OVERVIEW OF OUR COMPANY

The Kataria Group was established by Mr. Kantilal Kataria, the senior member in the Kataria Family. He is B.E. (Mech.) from Indore University and also a University Gold Medalist of Year 1970 Batch. He has vast experience of technical and commercial aspects of Steel Wire. The Group has started production of steel wires in year 1971. Under his guidance the group made an extensive inroad into wire industry. The Kataria Group was split between Mr. Kantilal Kataria, Mr. Anokhilal Kataria, Mr. Madanlal Kataria, Mr. Manoharlal Kataria and Mr. Ashok Kataria due to family restructuring in the year 2014 and effective from April 01, 2014 control of our Company was taken by Mr. Kantilal Kataria along with his sons Mr. Praveen Kataria and Mr. Hemant Kataria.

Our Company was incorporated as D P Wires Private Limited under the provisions of the Companies Act 1956 vide certificate of incorporation dated February 26, 1998, issued by the Registrar of Companies, Maharashtra, Mumbai. The registered office was shifted to Ratlam, Madhya Pradesh in 2012 to achieve operational & administrative efficiency.

We are engaged in manufacturing and supply of Steel wires, plastic pipes and plastic films which find its application in industries like oil & gas, power, environment, civil, energy, automobile, infrastructure etc. All our manufacturing divisions are situated in a single premise at Industrial Estate, Ratlam.

In the year 2001-02, we started commercial production of wire drawing of high carbon, low carbon & alloy steel, polyethene and polyethene layflat tubing. In year 2003-04 we have started production of LRPC Strands used in bridges, flyovers etc. Later on we kept on introducing new products on the basis of demand and our production capacity.

We are also engaged in power generation through 2 wind farms of 0.80 MW each in village Okha-Madhi and Jodhpur in District Jamnagar. We have entered into PPA with Gujarat Urja Vikas Nigam Limited for sale of electricity generated through these wind farms for a period of 20 years. Both these wind farms were installed on turnkey basis by Eneron India Pvt. Ltd. in the year 2006-07.

Our Plastic Products have been used in Lining of Canals, Landfills, Highway & Road Constructions, Ponds, Tanks, Water Reservoirs, Mining, and Solution Ponds and for corrosion Resistant on Steel tanks etc.

Our Wire Products find application in construction, bridges, oil & gas, automobile springs, sleepers of railway track, national highways and state electricity board.

We have developed a renowned name in the field of steel wire and plastic industry having ISO 9001-2008 certification that highlights our capability and facilities requisite for the development of the best in class PE Film, Plastic Films, Pond Lining Film, HDPE Film, Cap Covers, Wires, and others. Our Company Products are durable and highly efficient owing to which, we regularly receive huge appreciation from the customers. We have efficiently met the demand within committed time frame while assuring competitive pricing.

We are known for finding individual solutions based on state-of-the-art industrial standards. We achieve this using customer-oriented processes that are continually optimised and characterised by a spirit of partnership. Due to our long-standing experience we are able to implement large-scale and small-scale customised solutions for our customers.

Our products are supplied as per Indian and International specification. The quality standard applies across the board for us. All areas, from manufacturing to the sustainable securing of our locations right up to the training and safety of our employees and suppliers during the production and distribution process are subjected to the highest requirements.

We are constantly improving and expanding our processes and technologies. The balanced relationship between state-of-the-art technology and automation on the one hand, and experienced, motivated employees on the other, makes us a modern, industrial manufacturing business.

Our top management always emphasis on core strength and policies that focus on technology and great deliverance. With a passion to set high standards of services, the management has always taken all measures to scale up as and when required only to deliver the best. We work diligently and have a wide range of equipment to carter to every need and to reach the client sensitivity and centricity.

Marketing plays a crucial role in our business and our Company has an efficient team of marketing professionals which forms part of our core strength. Our goal is to build relationships through our flexibility to meet customer's customer needs. We constantly make an effort to add more value to our products and services, thereby providing ultimate customer satisfaction.

Environmental protection aspects are taken into account whenever an important decision is made. We are committed to the conscious, economical use of resources.

Over the last 20 years we are continuously serving top companies like Hindalco Industries Ltd (Aditya Birla group), Reliance Industries Ltd., APCO Infratech Ltd. and some of the leaders in the engineering and construction industry like Gannon Dunkerley & Co. Ltd., Larsen & Toubro Ltd., Navyuga Engg Co. Ltd., U.P. State Bridge Corporation Ltd., MM Auto Industries Ltd., Simplex Infrastructures Limited, Reliance Infrastructure Limited, Vascon Engineers Limited, Coventry Coit-O-Matic (Hr) Ltd., and many more.

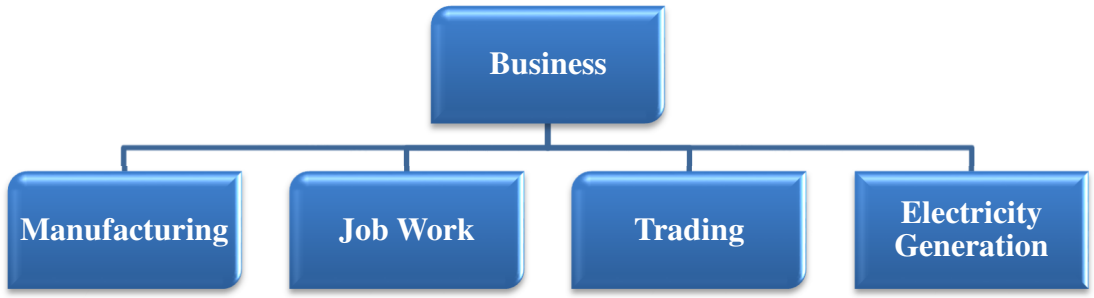
Following are the revenue details of last 3 years of the companies mentioned above:

(Rs. in Lakhs)

Sr. No.	Name of the Company	FY 2016-17	FY 2015-16	FY 2014-15
1	APCO Infratech Ltd.	317.99	21.65	-
2	Coventry Coit-O-Matic (Hr) Ltd.	172.83	307.96	615.40
3	Gannon Dunkerley & Co. Ltd.	383.03	275.23	-
4	Hindalco Industries Ltd (Aditya Birla group)	79.60	69.35	-
5	Larsen & Toubro Ltd.	604.71	350.62	43.58
6	MM Auto Industries Ltd.	778.27	1,208.16	1,657.21
7	Navyuga Engg Co. Ltd.	2180.63	811.30	37.39
8	Reliance Industries Ltd.	476.62	-	-
9	Reliance Infrastructure Limited	-	191.07	434.48
10	Simplex Infrastructures Limited	83.99	74.11	-

11	U.P. State Bridge Corporation Ltd.	717.59	258.32	-
12	Vascon Engineers Limited	5.42	40.91	77.44

OUR BUSINESS:



A. Manufacturing

Our company's manufacturing facilities are located at Ratlam in M.P for both wires and plastic products. The total manufacturing plant area is spread over more than 2,00,000 sq. ft. and about 160 persons working in the plant. We are ISO 9001-2008 certified company that depicts the strength of the company in providing good quality Steel Wire, Plastic Product, and others in compliance with the market norms. Our wire products includes steel wires like prestressing wire, concrete compressed steel wire, concrete poles steel wire, spring wires, etc. Our Plastic products includes leak proofing plastic sheets, geomembrane, etc.

B. Job Work

Apart from manufacturing of above plastic sheets, the Company is also engaged in fixing of sheets at required sites.

C. Trading

Our Company purchases raw materials in bulk quantity which include materials not compatible to our products and such raw materials are sold to other businesses.

D. Electricity Generation

Our Company is engaged in power generation for Gujarat Urja Vikas Nigam Limited. We have set up wind energy based 2 wind farms of 0.80 MW each in village Okha-Madhi and Jodhpur in District Jamnagar, Gujarat. These wind farms are connected by 33kV grid capacity Eneron Site, sub-station at Bhogat.

OUR BRIEF FINANCIALS

(Rs. in Lakhs)

Particulars	As at March 31				
	2017	2016	2015	2014	2013
Revenue from Operation					
Gross Sale of Products					
(a) Wire & Allied Materials	17772.94	13594.32	10071.14	7655.87	6259.66

(b) Plastic & Allied Materials	2347.09	2788.14	3216.51	2132.84	2936.31
Less: Excise Duty	2097.92	1695.23	1409.19	1007.65	824.20
Net Sale of Products	**18022.11**	**14687.23**	**11878.46**	**8781.06**	**8371.77**
Sales of Electric Energy (from wind mills)	72.71	64.94	84.16	90.12	93.99
Sale of Services - Job Work Receipts	46.79	155.22	103.74	105.79	155.25
Sales of Traded Goods	1469.03	1034.43	1727.65	289.78	996.59
Other Operating Revenue	0.00	0.00	1.18	0.00	0.00
Total Revenue from Operation	**19610.65**	**15941.82**	**13795.20**	**9266.74**	**9617.60**
Profit for the year	**499.79**	**218.57**	**167.37**	**124.55**	**144.27**
Cash Profit	**625.98**	**345.05**	**268.88**	**222.41**	**253.54**

Wires of Steel and allied materials constitutes 80-90% of gross revenue. The sale of plastics and allied materials has been on declining trend as majority of such products are used in Thermal Power Plants, which have been under operations and financial stress.

Details of segment-wise revenue for last three financial years are as under:

(Rs. in Lakhs)

Particulars	For F.Y. 2014-15				
	Wire Division	Plastic Division	Power Division	Trading Division	Total
Segment Revenue	10071.14	3320.26	84.16	1727.65	15203.21
Segment Result	1213.57	320.64	54.38	127.96	1716.55
Unallocated Income	-	-	-	-	40.17
Increase/decrease in inventory	-	-	-	-	397.97
Total (A)	-	-	-	-	**2154.69**
Less: Unallocated Expenses	-	-	-	-	1944.69
Total (B)	-	-	-	-	**1944.69**
Profit Before Tax (A-B)	-	-	-	-	**210.01**
Less: Provision for Income Tax	-	-	-	-	43.68
Less: Provision for Deferred Tax	-	-	-	-	0.33
Less: Previous year Taxes	-	-	-	-	-
Profit After Taxes	-	-	-	-	**165.99**
Segment Assets	812.92	385.91	209.56	-	1408.39
Unallocable Assets	-	-	-	-	3329.31
Segment Liabilities	-	-	-	-	-
Unallocable Liabilities	-	-	-	-	2978.02
Segment Capital Expenditure	-	139.51	-	-	139.51
Unallocated Capital Expenditure	-	-	-	-	19.46
Segment Depreciation	6.53	30.13	28.45	-	65.11

Unallocated Depreciation	-	-	-	-	36.40

(Rs. in Lakhs)

Particulars	For F.Y. 2015-16				
	Wire Division	Plastic Division	Power Division	Trading Division	Total
Segment Revenue	13594.32	2943.36	92.58	1034.43	17664.70
Segment Result	2076.52	512.20	64.94	96.24	2749.90
Unallocated Income	-	-	-	-	28.89
Increase/decrease in inventory	-	-	-	-	573.24
Total (A)	-	-	-	-	**3353.58**
Less: Unallocated Expenses	-	-	-	-	3097.69
Total (B)	-	-	-	-	**3097.69**
Profit Before Taxes (A-B)	-	-	-	-	**255.89**
Less: Provision for Income Tax	-	-	-	-	68.16
Less: Provision for Deferred Tax	-	-	-	-	10.26
Less: Previous year Taxes	-	-	-	-	1.33
Profit After Taxes	-	-	-	-	**196.65**
Segment Assets	1678.83	224.01	185.47	-	2088.31
Unallocable Assets	-	-	-	-	4768.89
Segment Liabilities	-	-	-	-	-
Unallocable Liabilities	-	-	-	-	4570.56
Segment Capital Expenditure	174.35	21.78	-	-	196.13
Unallocated Capital Expenditure	-	-	-	-	211.75
Segment Depreciation	37.21	28.16	24.97	-	90.33
Unallocated Depreciation	-	-	-	-	61.11

(Rs. in Lakhs)

Particulars	For F.Y. 2016-17				
	Wire Division	Plastic Division	Power Division	Trading Division	Total
Segment Revenue	17772.94	2393.88	96.68	1469.03	21732.53
Segment Result	2930.14	130.07	72.71	87.24	3220.17
Unallocated Income	-	-	-	-	73.30
Increase/decrease in inventory	-	-	-	-	943.35
Total (A)	-	-	-	-	**4236.82**
Less: Unallocated Expenses	-	-	-	-	3533.13
Total (B)	-	-	-	-	**3533.13**

Profit Before Taxes (A-B)	-	-	-	-	**703.69**
Less: Provision for Income Tax	-	-	-	-	217.00
Less: Provision for Deferred Tax	-	-	-	-	12.75
Less; Previous year Taxes	-	-	-	-	2.82
Profit After Taxes	-	-	-	-	**502.27**
Segment Assets	256338556	24402913	15736876	6084842	3025.63
Unallocable Assets	-	-	-	-	5110.30
Segment Liabilities	-	-	-	-	-
Unallocable Liabilities	-	-	-	-	5347.03
Segment Capital Expenditure	4426355	-	-	-	44.26
Unallocated Capital Expenditure	-	-	-	-	95.41
Segment Depreciation	4714592	2297132	2191652	-	92.03
Unallocated Depreciation	-	-	-	-	56.07

OUR COMPETITIVE STRENGTHS

We believe that customer is efficient enough to procure product of his own requirement and quality that comes with reasonable price. At D P Wires Limited we are highly focused on the same philosophy and guiding principles, our cutting-edge technology and skilled manpower is the key to drive the business, at the same time keeping in mind the interest of customer.

Our skilled pool of manpower and state of art machineries and technology helps us to achieve the desired quality product at efficient cost and time. Over the years of experience and competition we have established ourselves as a reputed and faithful brand which our customer admires of. We possess a fully equipped research laboratory with all the latest equipment. We invest in the best machinery, testing equipment & trainers for our people.

Promoters and Management

Our Company has experienced management in the business who are capable of meeting the requirements of our customers. Our experienced management have assisted in expanding our business through proper customization under the guidance of our Managing Director and thereby increasing our revenues. Our Company believes that the skills, industry and business knowledge and operating experience of our senior executives, provide us with a significant competitive advantage as we are set to expand our existing business to newer geographic markets.

Established Player in the Indian Wire Industry

Our Company has around 18 years of experience in wire business with an established client base which helps in continued business. We believe our strength lies in providing quality deliverables which enables us to withstand competition and develop long lasting relations with our customers and to secure repeated orders from our customers.

Product diversification

Our Company enjoys a wide product range with diverse applications. It possesses large manufacturing facilities with the ability to address customer orders with shrinking turnaround time. Our Company has widest range of products enabling it to cater to wide spectrum of applications across the industries and balancing it out from market volatilities

Timely Delivery

We understand the importance of timely delivery. Customers get a clear indication of delivery & lead time, every time. Owing to our timeliness and consistency in product quality as well as industry expertise, our Company has been awarded repetitive orders by certain customers. This has helped us nurture long-term relationships with our customers.

Diversified Client base

Our Company caters to needs of different users which includes government and private sectors. Among the government sector we have clients in central, state and local bodies. Most of the existing clients are loyal and have maintained healthy relationship with the Company. 18 Years of experience helps in a better understanding of requirements, demands & market trends. Customers are held in highest esteem. When dealing with our customers, we are characterized by our reliability, flexibility as well as solution-oriented work approach.

Our People

We have low attrition rate in the industry. Our people like to stay with us, grow with us.

SWOT ANALYSIS

Strengths	Weaknesses
1. In depth knowledge and experience of our promoters in steel wire and plastic industry of about two decades. 2. Track record of about of two decades indicates our company's ability to survive business cycle. 3. Diversified customer base, varied product range and wide spread reach.	1. Intense Competition from several unorganized players. 2. Wire division face competition form big players like Tata Steel Limited and Usha Martin Limited. 3. Declining trend of plastic and allied products.
Opportunities	**Threats**
1. Growth in the economy has resulted creation of huge markets and infrastructure development. 2. Growth in wind power generation in power sector.	1. Change in regulatory norms in our country. 2. Rising global concerns on the trade-offs between economic growth, energy security and environmental sustainability.

OUR STRATEGIES

Expansion of our presence in the domestic markets

Our Company seeks to expand and enhance our presence in our existing business segments by identifying markets where we can provide cost effective, technically advanced products to our clients. Our Company plans to cater to various customers from different geographical locations by following the direct market route for large customers. Further, our Company aims to procure product approvals/registrations from/with all major Power generation PSUs, Infrastructure & engineering companies. Our Company would also aim to build-up our sales force which will enable us to effectively market our products.

Meeting Quality Standards and developing customer focus

Our driving force has always been the quality of our products, as the same would enable us for long standing relationship with our customers. Our technically qualified persons are determined to achieve the objective of zero defects and zero rejection. Our technical team is equipped with testing facilities to ensure that all our products are thoroughly tested prior to dispatch from our factory.

Improving operational efficiency

Our Company intends to improve operating efficiencies to achieve cost reductions to have a competitive edge over the peers. We are addressing the increase in operational output through continuous process improvements, quality check and technology development. Our employees are regularly motivated to increase efficiency with error free exercise. We believe that this can be done through continuous process improvements.

Strengthening of Brand

Over the years we have developed cordial relationship with our clients. We believe this has helped "DP Kataria" been recognized as a well known brand in specialised steel wire and plastic products. We intend to invest in developing and enhancing our brand image, through brand building efforts, communication and promotional initiatives. This is a continuous exercise which would increase the brand image resulting in an increase of sales and profitability.

Continue to develop maintain relationships

We provide services to national as well as international clients. We continue to enjoy the patronage of our clients. We believe that we can leverage our existing relationships, our brand and our technical expertise to grow our client base which would help us in achieving our growth objective.

Track Record

Established track record of about two decades indicates our company's ability to survive business cycle.

OUR PRODUCTS:

1. Geomembrane We are manufacturing and supplying a wide range of Geomembrane like HDPE geomembrane, Polymer Industrial Geomembrane, LDPE Geomembrane. This product is manufactured by making use of utmost quality raw materials and latest machinery under the direction of our experts. In order to maintain its durability, the offered product is properly checked by our quality analysts on various parameters. The		

<table>
<tr>
<td>provided product is used for solid and liquid waste containment, lining, and capping applications. This Geomembrane can be availed from us at marginal rates.

Features:
• Perfect surface finish
• Available in single- or double-sided textured surface
• Superior shear strength
• Resistant to tear or abrasion</td>
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<td>2. Steel Wires

We manufacture general purpose usage steel wires of all grades for different applications.</td>
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<td>3. LRPC Strand

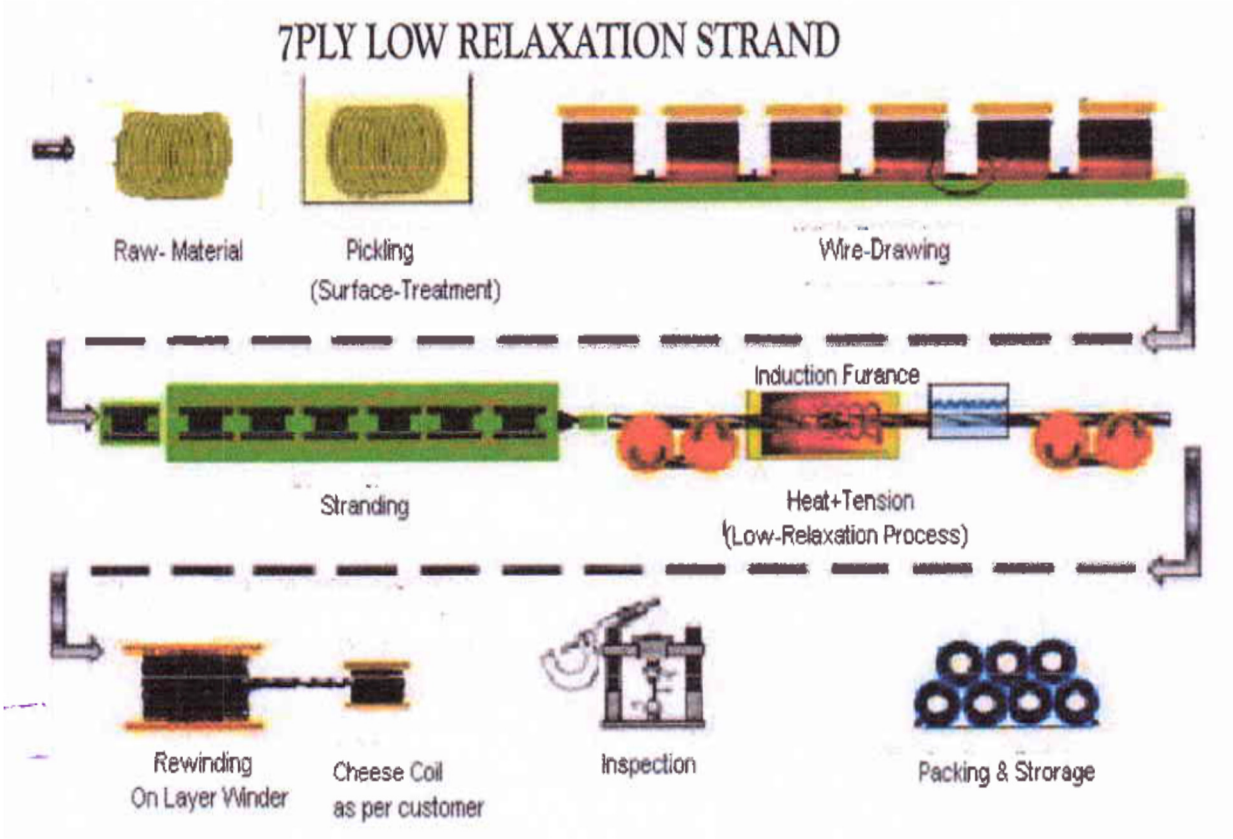
LRPC strand is manufactured by our adroit professionals using supreme quality materials in accordance with set industry norms. It is used in pre-stressed concrete girders for river, railway bridges, roads, highways and buildings. Moreover, this LRPC Strand is offered to our clients in different specifications.

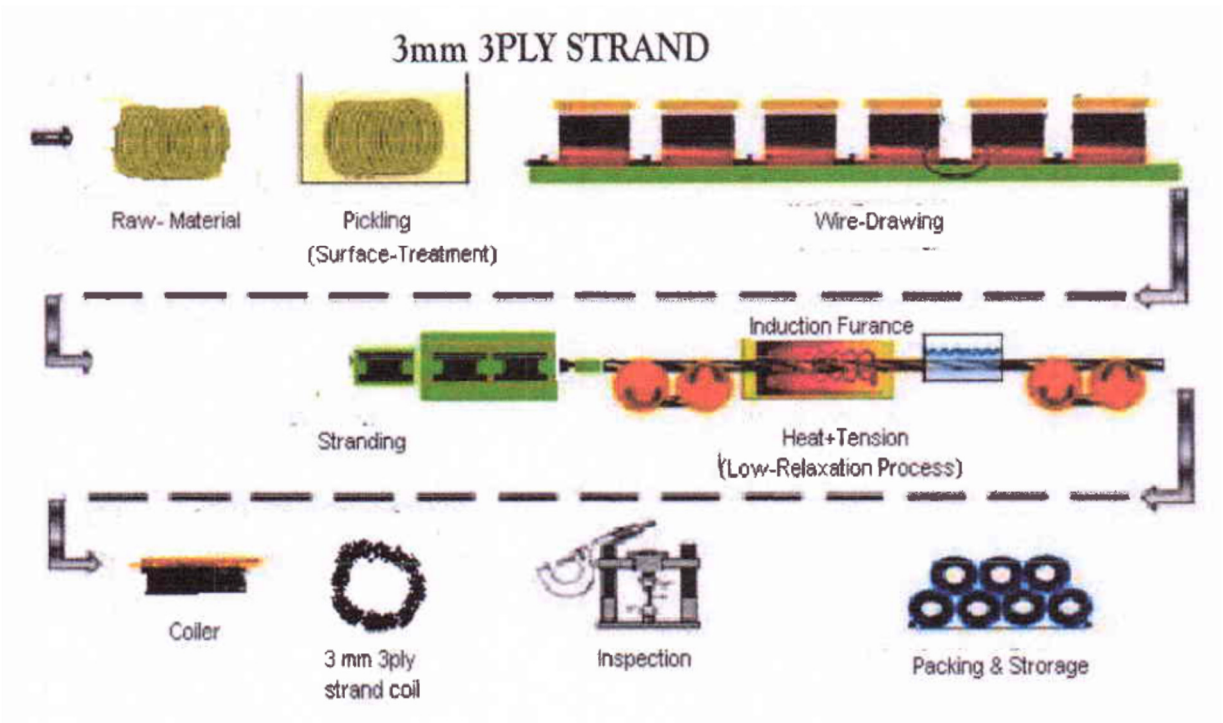
Features:
• Excellent strength
• Superb weather resistance
• Robust in construction</td>
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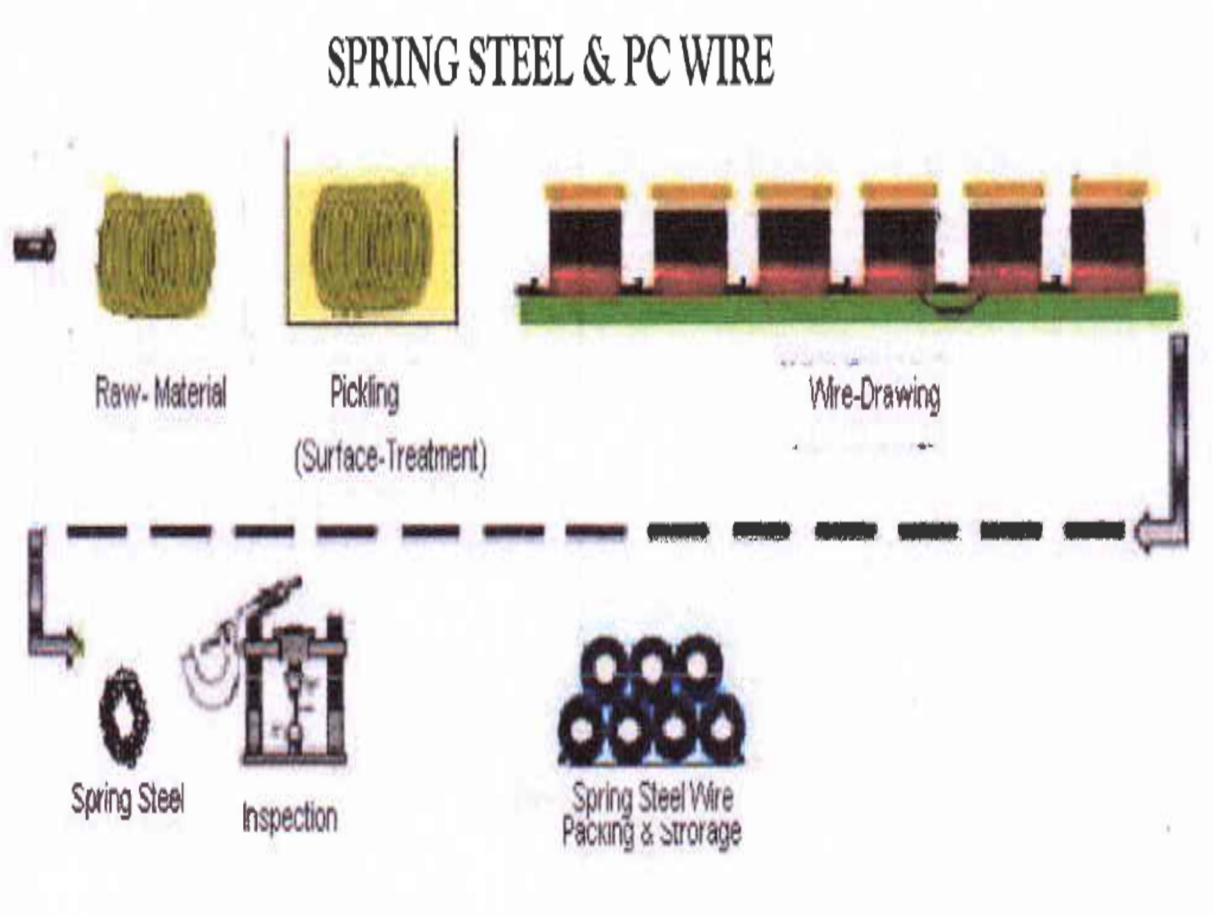
4. Agro HDPE Films Agro HDPE Films are manufactured under the strict vigilance of our team using superlative quality HDPE materials. Widely demanded in agriculture sector, these films are used for production of fruits and vegetables. In addition, these Agro HDPE Films provide superior germination and faster plant growth. **Features:** • Excellent durability • High resilience • Maintains soil moisture	
5. Pond Lining Films With the help of dedicated professionals and modern production unit, we manufacture and supply a qualitative range of Pond Lining Films. As the highly stretchable in nature, this film is used for protecting the pond water from contamination of impurities. It is manufactured by our team using supreme quality materials. Available in different lengths and thicknesses, this Pond Lining Film can be purchased from us at affordable prices. **Features:** • Weather resistance • Resistant to puncture • Enhanced durability	

6. LDPE Canal Lining Films We are providing good quality LDPE Canal Lining Films, used for lining of canal, these films improve water availability over a longer period of time. These films are available in several lengths, finishes, colors and thickness. We are offeringthese LDPE Canal Lining Films to our customers at market leading prices. **Features:** • Perfect finish • Easy to tear by means of cutting tools • Optimum flexibility	
7. Greenhouse Films To manufacture these films in conformity with industry standards, our ingenious professionals utilize fine quality materials. Highly resistant to UV and water, these films are demanded for use in green house. Available in diverse lengths, thickness and colors, **Features:** • Tear resistance • Withstand diverse weather conditions • Highly stretchable	

Wire Division:







Production Process:

Wire Rod

Wire rod is a rolled alloy or non alloy product, made from high carbon steel billets in a hot rolling process. It is usually from 5.5 mm to 15 mm in diameter. Wire rod is wound into coils and transported in this form, depending on the wire rod manufacturer s process.

Surface Treatment/Pickling

All wire rods must be de-scaled to remove the mill scale present on the steel surface. This descaling process is done chemically. After the mill scale has been removed the wire rod is then coated with a textured carrier coating that promotes lubricant adherence during the subsequent wire drawing process. The most commonly carrier coating is Zinc Phosphate but other coatings arc sometimes used borax, lime, etc.

Drawing

The wire is deformation process in which the work piece in form of rod is pulled through a die, the stress applied is tensile. The rod is drawn down in order to reduce its diameter. In general, drawing results in reduction in area of cross section. During the wire drawing, the wire rod is pulled through a series of carbide dies, which gradually decrease in

size. The rod and dies are flooded with a coolant and a lubricant to increase the life of the dies and keep the wire from overheating.

Stranding

The stranding machine pulls the wire off the spool while maintaining a specified rate of wrapping. This rate controls the lay of the strand to company with IS specification. After the wires have been wound into strand, the strand is subjected to a thermo mechanical process in which the strands is continuously heated and under tension of the minimum ultimate tensile strength of the strand, increase the yield strength and reduce relaxation losses.This combination of factors gives the strand a very consistent modulus of elasticity.

After one mother coil of strand is produced in the stander, the mother coil is rewound into thedesired packing size.

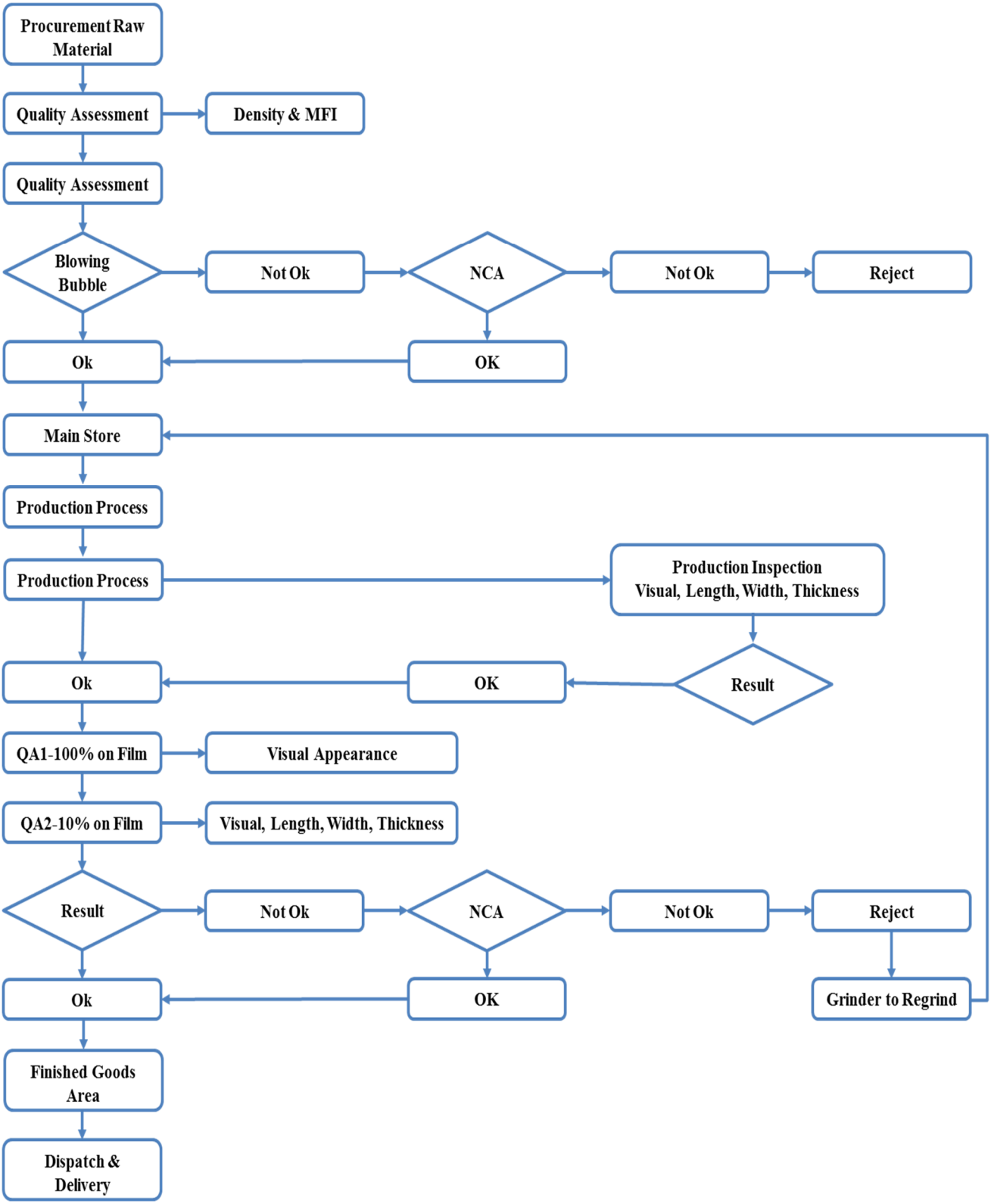
Inspection

Finish coil is tested for compliance to IS specification and STI. These tested include:
1. lay length
2. Diameter of strand
3. Area of strand
4. Yield point at I% Extension under load
5. Ultimate tensile strength
6. Total elongation
7. Modulus of elasticity.

Relaxation testing is also performed as per STI and IS specification.

Plastic Division:

Blown Film Process



Our Manufacturing Facility











DETAILS OF INSTALLED CAPACITY

The following table illustrates the installed production capacity for plants at Industrial Estate, Ratlam in the last five years:

(Units in Metric Ton)

Particulars	2016-17	2015-16	2014-15	2013-14	2012-13
Installed Capacity					
Wire Division	28304.16	28304.16	27215.54	27215.54	27215.54
Plastic Division	5443.11	5443.11	5443.11	5443.11	5443.11
Production					
Wire Division					
Stranded Wire	23853.60	15545.74	9541.13	9972.46	9769.29
Ungalvanised Wire	12413.09	11873.64	8808.00	3868.32	869.53
Steel Scrap	1071.39	749.19	513.13	424.92	299.90
Total	**37338.08**	**28168.57**	**18862.26**	**14265.70**	**10938.72**
Utilisation (In %)	**131.92**	**99.52**	**69.31**	**52.42**	**40.19**
Plastic Division					
Film Sheet	2180.37	2412.82	2545.76	1870.44	2462.10
Plastic Pipe	61.39	64.27	91.49	12.59	538.03
Plastic Scrap	110.53	126.15	124.37	95.06	91.01
Total	**2352.29**	**2603.24**	**2761.62**	**1978.09**	**3091.14**
Utilisation (In %)	**43.22**	**47.83**	**50.74**	**36.34**	**56.79**

The capacity utilisation is more than installed capacity because of change in thickness of steel wire products manufactured.

MAJOR MACHINERIES

Below are some of our major machineries at our manufacturing unit:

Sr. No.	Major Machineries
	Wire Division
1.	Wire Drawing Machine
2.	P.C. S. R. Plant
3.	LRPC Plants
4.	Laboratory Equipment
5.	Pickling Plant
6.	Transformer
7.	Material Handling Equipment

8.	Relaxation Testing Machine
9.	Packing Machine
10.	Oil Storage Tank
11.	Stress Relief Furnace
12.	Flameless Furnace
	Plastic Division
13.	Plastic Films/ Bags Manufacturing Plant
14.	Laboratory Equipment
15.	Blown Film Plant
16.	Multilayer Plastic Film Plant
17.	Welding Equipment
18.	Blown Film Plant with Electric Installation
19.	Plastic Pipe Plant
20.	Fork Lift

COLLABORATIONS

We have not entered into any technical or other collaboration

UTILITIES & INFRASTRUCTURE FACILITIES

Infrastructure Facility

Our registered office & manufacturing units are located in a single premise at Ratlam, Madhya Pradesh. Our Office is well equipped with computer systems, servers, relevant software, other communication equipment's, uninterrupted power supply, internet connectivity, security and other facilities, which are required for our business operations to function smoothly.

Power

The requirement of power for our operations is 2350 KVA and is met from Madhya Pradesh Paschim Kshetra Vidyut Vitaran Company Limited. Our Company has 1 generator set which provide the backup for 160 KVA Electricity.

Raw Materials

The basic raw materials required for manufacturing steel wires and plastic sheets are steel billets and polythelene propylene granuules respectively. Our Raw material is supplied by Reliance Industries Limited, Vishesh Polyimplex Pvt. Ltd. and Uniplas International EST and wire rod coils supplied by Jindal Steel & Power Ltd., JSW Steel Ltd., Mittal Corp Ltd. and Tata Steel Ltd.

We also import raw materials for steel wires from China and Japan and for plastics from United Arab Emirates and other Middle East countries. However, raw materials are imported only when they are price at lower rate as compared to the domestic market. Total imports constitiutes 35.44% of or total purchases.

Manpower

The manpower requirement for our Plants is 165 Nos., being 130 Nos. for production activities and 35 Nos. under administrative category. Since the project is located in industrially developed area of Ratlam manpower is easily available.

Water

The water required for our manufacturing process is relatively low as it is required only for rinsing and cooling stages. Water is procured from external water supply agencies operating in the local area where our existing facilities are situated.

HUMAN RESOURCE

We believe that a motivated and empowered employee base is the key to our operations and business strategy. We focus on attracting and retaining best possible talent. We have developed a large pool of skilled and experienced personnel. As on June 30, 2017 we have 165 employees on payroll comprising of administrative, skilled, semi- skilled and unskilled. Our manpower is a prudent mix of the experienced and young people which gives us the dual advantage of stability and growth, whereas execution of services within time and quality. Our skilled resources together with our strong management team have enabled us to successfully implement our growth plans.

Department wise breakup of employees:

Department	No. of Employees
Operations and Management	10
Accounts & Finance	10
Human Resource and Operations	2
Legal & Secretarial	2
Production Wire Division	90
Production Plastic Division	40
Sales and Marketing	8
General	3
Total	**165**

COMPETITION

We compete with other manufacturers on the basis of product range, product quality, and product price including factors, based on reputation, regional needs, and customer convenience. While these factors are key parameters the in client's decisions matrix in purchasing goods; product range, product quality and product price is often the deciding factor in most deals. Our competitors are many and include companies like Tata Steel Limtied (Wires Division), Usha Martin (Wire Division) to name a few.

We intend to continue competing vigorously to capture more market share and manage our growth in an optimal way.

MARKETING

Our Company sells products directly to customers – B2B basis. We have the advantage of utilizing our relations of over 18 years with its existing customers to promote & sell our end products.

We are already having an established and long term understanding with many Customers who give repeat orders. Further, our Company will seek to grow its marketing reach domestically to explore hitherto untapped markets and segments as part of its strategy to mitigate market risk and widen growth prospects. Our Company will continue to explore opportunities in various countries where it can supply its products to enhance its geographical reach.

In order to maintain good relation with our customers, our promoters and our marketing team regularly interacts with them and focuses on gaining an insight into the additional needs of our customers. Our prime consideration for customer selection is timely payments and consistency.

INSURANCE

The following are the details of the general insurance policies obtained by our Company:

Sr. No.	Name of the Insurance Company	Type of Policy	Validity Period	Description of cover under the policy	Policy No.	Sum Insured (Rs. Lakhs)	Premium p.a (in Rs.)
1.	National Insurance Company Limited	Burglary	March 23, 2017 to March 22, 2018	Stock of all kinds of Iron Rod.	320301/46/16/ 7500000228	1800.00	10,350
2.	National Insurance Company Limited	Standard Fire and Special Perils Insurance Policy	March 23, 2017 to March 22, 2018	All kinds of finished & semi-finished goods, stock in process, pacing materials and raw materials.	320301/11/16/ 3300001126	1800.00	2,04,413

LAND & PROPERTIES

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

Sr. No.	Description of Property	Area	Vendors Details	Purchase Consideration (Rs. in Lakhs)	Document and Date	Status
1.	Agricultural Land situated at Survey No. 64/8 Sejawata, Ratlam	0.600 Hectares	Mr. Sumanbai Kataria	18.54	November 27, 2015	Freehold
2.	House Property situated at House No. 58, Jawahar Marg (New Road), Ratlam	1,512 Sq. Ft	Mr. Navinch and Jain and Mr. Yashwant Singh	83.50	January 22, 2016	Freehold
3.	Flat No. F/101, Tenth Floor, The Vasundhara Co-Op. Housing Society Limited -1, Palm Greens, Ahmedabad, Gujarat	98.94 sq. mtrs	M/s. Manisha Engimark Private Limited	30.00	August 04, 2016	Freehold

The following table sets for the properties taken on long term lease by us:

Sr. No.	Location of the property	Document and Date	Licensor / Lessor	Lease Period	Status
1.	Plot no. 16A, Industrial Estate, Ratlam – 457001, Madhya Pradesh	Lease deed dated January 09, 2001	Governor of Madhya Pradesh	99 years	Mortgaged with ICICI Bank and Axis Bank
2.	Plot no. 16/18A, Industrial Estate, Ratlam – 457001, Madhya Pradesh	Lease deed dated December 15, 1999	Governor of Madhya Pradesh	99 years	Mortgaged with ICICI

Sr. No.	Location of the property	Document and Date	Licensor / Lessor	Lease Period	Status
					Bank and Axis Bank
3.	Plot no. 16-18, Industrial Estate, Ratlam – 457001, Madhya Pradesh	Lease deed dated April 04, 2005	Governor of Madhya Pradesh	99 years	Mortgaged with ICICI Bank and Axis Bank
4.	Back side of Plot no. 16-18, Industrial Estate, Ratlam – 457001, Madhya Pradesh	Lease deed dated May 13, 2003	Governor of Madhya Pradesh	99 years	Mortgaged with ICICI Bank and Axis Bank
5.	Plot no. 17A & B, Industrial Estate, Ratlam – 457001, Madhya Pradesh	Lease deed dated October 25, 2002	Governor of Madhya Pradesh	99 years	Mortgaged with ICICI Bank and Axis Bank
6.	Plot near 18, Industrial Estate, Ratlam – 457001, MadhFya Pradesh	Lease deed dated April 04, 2005	Governor of Madhya Pradesh	30 years	Mortgaged with ICICI Bank and Axis Bank
7.	Plot 18A(I), Industrial Estate, Ratlam – 457001, Madhya Pradesh	Lease deed dated October 19, 2000	Governor of Madhya Pradesh	99 years	Mortgaged with ICICI Bank and Axis Bank
8.	Plot no. 18 B(I), Industrial Estate, Ratlam – 457001, Madhya Pradesh	Lease deed dated April 12, 2002	Governor of Madhya Pradesh	99 years	Mortgaged with ICICI Bank and Axis Bank
9.	Survey No. 131, Village Okha-Madhi, Taluks Dwarka, District Jamnagar, Gujarat	Sub-Lease deed dated December 06, 2006	Enercon (India) Limited	20 years	-
10.	Survey No. 14, Village Jodhpur, Taluka Kalyanpur, District Jamnagar, Gujarat	Lease deed dated March 09, 2007	Enercon Wind Farms Gujarat Pvt. Ltd.	20 years with effect from November 10, 2006	-

INTELLECTUAL PROPERTY

In order to protect our intellectual property rights, we have registered below mentioned trademark/wordmark with the Trademark Registry:

Sr. No.	Logo/Wordmark	Date of Application/Approval date	Application No./Trademark No.	Class	Current Status	Valid Upto
1.		August 29, 2005	1380529	17	Registered	August 29, 2025

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.

The statements below are based on current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. For details of government approvals obtained by us, see the chapter titled "Government and other statutory Approvals" beginning on page 234 of this Prospectus.

RELATED TO OUR BUSINESS

FACTORIES ACT, 1948

This Act came into force on 1st April, 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.

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.

WORKMEN'S COMPENSATION ACT 1923

This Act came into force on 1st April, 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.

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.

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.

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) The 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).

THE GUJARAT ELECTRICITY REGULATORY COMMISSION (PROCUREMENT OF ENERGY FROM RENEWABLE SOURCES) REGULATIONS, 2010

Gujarat Electricity Regulatory Commission had made these regulations for promoting the sale of power from renewable energy sources to any person and for procurement of energy from renewable sources by distribution licensee within the State of Gujarat. These regulations are applicable to Distribution licensees and any other person consuming electricity (i) generated from conventional Captive Generating Plant having capacity of 5 MW and above for his own use and / or (ii) procured from conventional generation through open access and third-party sale.

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 WATER (PREVENTION AND CONTROL OF POLLUTION) CESS ACT, 1977, AS AMENDED (THE "WATER CESS ACT")

The Water Cess Act provides for levy and collection of a cess on water consumed by industries with a view to augment the resources of the Central and State Pollution Control Boards constituted under the Water Act. Every person carrying on an industry specified under the Water Cess Act is required to pay a cess calculated on the basis of the amount of water consumed for any of the purposes specified under the Water Cess Act at such rate not exceeding the rate specified under the Water Cess Act. A rebate of up to 25% on the cess payable is available to those persons who install any plant for the treatment of sewage or trade effluent, provided that they consume water within the quantity prescribed for that category of industries and also comply with the provision relating to restrictions on new outlets and discharges under the Water Act or any standards laid down under the EPA. For the purpose of recording the water consumption, every industry is required to affix meters as prescribed. Penalties for non-compliance with the obligation to furnish a return and evasion of cess include imprisonment of any person for a period up to six months or a fine of Rs. 1,000 or both and penalty for non-payment of cess within a specified time includes an amount not exceeding the amount of cess which is in arrears.

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.

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 GOODS AND SERVICES TAX ACT, 2017 (GST)

GST is a single tax on the supply of goods and services, right from the manufacturer to the consumer. Credits of input taxes paid at each stage will be available in the subsequent stage of value addition, which makes GST essentially a tax only on value addition at each stage. The final consumer will thus bear only the GST charged by the last dealer in the supply chain, with set-off benefits at all the previous stages.

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. The Ministry of Corporate Affairs has vide its notification dated September 12, 2013 notified 100 Sections and on March 26, 2014 notified 183 Sections of the Companies Act, 2013. The same are applicable from September 12, 2013 and April 01, 2014, respectively. The Ministry of Corporate Affairs has issued the rules and new improved e-forms complementary to the Act establishing the procedure to be followed by companies in order to comply with the substantive provisions of the Act.

OUR HISTORY AND CERTAIN OTHER CORPORATE MATTERS

Our Company was incorporated as D P Wires Private Limited under the provisions of the Companies Act 1956 vide certificate of incorporation dated February 26, 1998, issued by the Registrar of Companies, Maharashtra, Mumbai. Due to change in registered office from one state (Registrar of Companies, Maharashtra, Mumbai) to another state (Registrar of Companies, Madhya Pradesh, Gwalior) the Corporate Identification Number (CIN) of the Company was also changed from U27100MH1998PTC113737 to U27100MP1998PTC029523 dated October 19, 2012. Subsequently, the name of our Company was changed to D P Wires Limited pursuant to conversion into a public company vide Shareholders' approval on May 09, 2017 and fresh certificate of incorporation dated May 16, 2017, issued by the Registrar of Companies, Madhya Pradesh, Gwalior.

The registered office of our company is situated at 16-18A, Industrial Estate, Ratlam – 457001, Madhya Pradesh, India.

Corporate Identification Number: U27100MP1998PLC029523

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 145, 107 and 102 respectively of this Prospectus.

CHANGE IN REGISTERED OFFICE

The details of changes in the registered office of our Company are given below:

Date of change	Details of change in the address of the Registered Office
October 19, 2012	From 72 Gandhi Nagar Industrial Estate, Drainage Channel Rd Worli, Mumbai – 400018, Maharashtra, India to 16-18A, Industrial Estate, Ratlam – 457001, Madhya Pradesh, India.

The change in the Registered Office was made due to administrative and operational convenience.

KEY EVENTS AND MILESTONES IN THE HISTORY OF OUR COMPANY

Year	Event
1997-98	Our Company was incorporated as D P Wires Private Limited.
2001-02	Commencement of production of Wire drawing of Stainless Steel, Alloy Steel, Gas Cylinders, Polyethene and polyethene layflat tubing.
2003-04	Commencement of production of LRPC Strands.
2006-07	Established wind farms in Jamnagar.
2012-13	Shifted our Registered Office from Mumbai, Maharashtra to Ratlam, Madhya Pradesh.
2012-13	Gross turnover of our company crossed Rs. 100 Crore.
2017-18	Issue of bonus shares in ratio of 3:1

2017-18	Conversion of our company into public limited company.

OUR MAIN OBJECTS

The main objects of our Company, as contained in our Memorandum of Association, are as set forth below:

- To carry on in India and elsewhere in the world, the business of manufacturers, producers, processors, founders, converters, finishers, exporters, importers, indenting agent, wholesellers, commission agent, distributors, stockists, retailers and dealers in all kinds of casting the ingots of iron steel, copper, bronze, aluminium and other ferrous and non-ferrous ingots and/or the rollings of bars and rods' of iron steel, copper, brass, bronze, aluminium and other ferrous and non-ferrous metals and/or the drawings and extrusion of wires, pipes and tubes of iron, steel, copper, brass, bronze, aluminium and other ferrous and non-ferrous metals, cables of copper, iron, steel, bronze, aluminium and other ferrous and non-ferrous metals and/or the manufacturers of finished products of ropes of ferrous and non-ferrous metals, cables of copper, iron, steel, bronze, aluminium and other ferrous and non-ferrous metals, trolly wires made of bronze, iron, steel, copper, brass, bronze, aluminium and other ferrous and non-ferrous metals, galvanized iron wires, wire fencing, wire netting, wire nails, wire clips and staples of all types of ferrous and non-ferrous metals, and/or fabricators, founders, smelters, engineers, converters, repairers, producers, importers, exporters, dealers, agents and suppliers or special steel, mild steel, bright bars, sections, shaftings and bright steel or its products or by-products of every description , nature or form, in all its branches.
- To generate, develop, accumulate, distribute, transmission, supply and or otherwise, deal in any kind of power or electric energy and to set up power plants wind turbines, thermal power station, solar energy system or any other source and to do all such acts, deeds and things including construction, laying down, establishing, fixing and carrying out and the generation, distribution supply, accumulation, transmission of power and electricity to cities, towns, streets, market, docks, theater, buildings and to set up power plants, development of electric system etc. at public and private sector.

**Note: The company adopted clause 54 under "other objects" vide board resolution passed in the meeting of Board of Directors dated August 21, 2001 to carry out following activities:*

"To carry on the business of manufacturers and dealers of all kind of plastics materials, industry styrene, polystyrene, vinyl chloride, polyvinylchloride, polyethylene, polyoleifines, vinyl acetate and copolymers of one or more of the above and/or other products, acrylics, and polysters, polycarbonates and polyethers and epoxy resins and compositions silicon resins and compositions P-F, U-F and other thermosettings resins and moulding compositions, nylons, rilsan and similar, thermoplastic moulding compositions, nylons, rilsan and similar thermoplastic compositions including prefabricated sections and shapes, cellulose plastics and other thermosetting and thermoplastic materials (of synthetic or natural origin), oxygen, nitrogen, hydrogen, halogins, hydrocarbon gases, including ethylene and acetylene, propylene, butanes and gualogues and allied type re-agents, agricultural chemicals, insecticides, fumigants, weedicides, pesticides, colouring materials, pigments and lakes, paints, varnishes, lacquers, finishers, dyes, toners, rubber chemicals, plastic and resinous materials, elastomers, gums, glues and adhesive compositions, plasticizers, surface, active agents, tanning agents, coating resins, drugs and pharmaceutical chemicals, solvents, marine chemicals, synthetic fibres, fertilizers and all types of industrial chemicals, acides, alkalies, hormones, trace elements."

AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION

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

Date of Shareholders' Approval	Amendment
February 20, 2001	The authorized Share Capital of Rs. 50,00,000 (Rupees Fifty Lakhs only) consisting of 5,00,000 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, 2001	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. 1,25,00,000 (Rupees One crore twenty-five lakhs only) consisting of 12,50,000 Equity Shares of face value of Rs.10/- each.
July 03, 2002	The authorized Share Capital of Rs. 1,25,00,000 (Rupees One crore twenty-five lakhs only) consisting of 12,50,000 Equity shares of face value of Rs. 10/- each was increased to Rs. 2,00,00,000 (Rupees Two Crore only) consisting of 20,00,000 Equity Shares of face value of Rs.10/- each.
March 25, 2005	The authorized share capital of Rs. 2,00,00,000 (Rupees Two Crore only) consisting of 20,00,000 Equity Shares of face value of Rs. 10/- each was increased to Rs. 2,50,00,000 (Rupees Two Crore Fifty Lakhs only) consisting of 25,00,000 Equity Shares of face value of Rs.10/- each.
November 15, 2006	The Memorandum of Association was amended to insert additional clause in Main Objects.
April 15, 2009	The authorized share capital of Rs. 2,50,00,000 (Rupees Two Crore Fifty Lakhs only) consisting of 25,00,000 Equity Shares of face value of Rs. 10/- each was increased to Rs. 3,50,00,000 (Rupees Three Crore Fifty Lakhs only) consisting of 35,00,000 Equity Shares of face value of Rs.10/- each.
March 21, 2017	The authorized share capital of Rs. 3,50,00,000 (Rupees Three Crore Fifty Lakhs only) consisting of 35,00,000 Equity Shares of face value of Rs. 10/- each was increased to Rs. 14,00,00,000 (Rupees Fourteen Crore only) consisting of 1,40,00,000 Equity Shares of face value of Rs.10/- each.
May 16, 2017	The name of our Company was changed to D. P. Wires Limited vide fresh certificate of incorporation.

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.

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 184 of this Prospectus.

SHAREHOLDERS AGREEMENTS

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

OTHER AGREEMENTS

Our Company has not entered into any specific or special agreements except it has been entered into in ordinary course of business the following agreements as on the date of filing of this Prospectus:

a) Power Purchase Agreements dated April 03, 2007 with Gujarat Urja Vikas Nigam Limited (GUVNL) for site at Village Okha Madhi, and Village Jodhpur

b) Agreement dated April 11, 2017 with Managing Director for his appointment

c) Agreement dated June 15, 2017 Whole Time Director for his appointment.

1) Below are the major terms and conditions of the Power Purchase Agreements dated April 03, 2007:

1. The Power Producer, at its sole cost and expenses shall acquire and maintain in effect all clearances, consents, permits, licenses and approvals required from time to time.
2. The Power Producer shall provide to the State Load Dispatch Center (SLDC) and General Manager (Commerce), GUVL, information regarding electricity generated during testing, commissioning, synchronization and startup.
3. The Power Producer shall construct, operate and maintain the Project during the term of Power Purchase Agreement.
4. The Power Producer shall sell all available capacity from identified wind farms to the extent of contracted capacity on first priority basis to GUVNL and not to sell to any third party.
5. The Power Producer shall seek approval of the Gujarat Electricity Transmission Corporation Limited (GETCO) in respect of Interconnection facilities and the Sending station.
6. The Power Producer shall undertake at its own cost construction/ upgradation of (a) the Interconnection facilities, (b) Transmission lines and (c) Sending station as per the specifications and requirements of GETCO, as notified to the Power Producer.
7. The Power Producer shall operate and maintain the Project in accordance with Prudent Utility Practices.
8. The Power Producer shall be responsible for all payments on account of any taxes, cesses, duties or levies imposed by the Government of the State of Gujarat or its competent statutory authority on the land equipped, material or works of the Project or on the electricity generated or consumed by the Project or by itself or on the income or assets owned by it.
9. For evacuation facility and maintenance of the transmission, the Power Producer shall enter into separate agreement with GETCO, if applicable.
10. To procure startup power required for the plant from respective Discom.
11. Fulfilling all other obligations undertaken by him under the Agreement.

12. The Power Producer cannot inject the power three months earlier to Scheduled Commercial Operation Date from wind turbine generator.
13. GUVNL shall pay a fixed rate of Rs. 3.37 per kWh for delivered energy as certified by SEA of Gujarat State Energy Account of Gujarat SLDC during the 20 years ife of the project.

2) Below are the major terms and conditions of the Agreement with Managing Director dated April 11, 2017:

1. Managing, conducting and transacting all the business, affairs and operations of the company in accordance with the Memorandum and Articles of Association of the Company including power to enter into contracts and vary and rescind them;
2. Subject to the provisions of the Act, to raise or borrow (otherwise than by debentures) from time to time in the name or otherwise on behalf of the company by not exceeding the total amount specified by the Board from time to time, such sum or sums of money as the Managing Director may think expedient;
3. Subject to the provisions of section 179 and 180 of the Act and when so authorised by the Board and within the limits from time to time fixed by the Board, to invest and deal with the moneys of the company not immediately required, upon investments of such nature as may be specified by the Board from time to time or to deposit the same with banks, shroffs or persons and from time to time to realise and vary such investments;
4. Subject to the provisions of section 179 and 180 of the Act and when so authorised by the Board and within the limits from time to time fixed by the Board to make loans for such purposes and up to such maximum amount for such purpose as may be specified by the Board from time to time;
5. Generally, to make all such arrangements and to do all acts, deeds, matters and things on behalf of the company as may be usual, necessary or expedient in the conduct and management of business, as are not governed by the Act or by the Memorandum and Articles of association of the Company or expressly required to be done by the Company in general meeting or by the Board.
6. The Managing Director shall throughout the said term, devote his entire time, attention and abilities to the business of the company and shall carry out the orders, from time to time, of the Board and in all respect conform to and comply with the directions and regulations made by the Board, and shall faithfully serve the company and use their utmost endeavors to promote the interests of the company.
7. Subject to the limits of 5% and 10% of the net profits as the case may be, and the overall limits of 11% of the net profits as laid down in sub-section (1) of section 197 of the Act and further subject to the approval of the Central Government in terms of sections 190, 196, 197, 198, 203 and other applicable provisions, if any of the Act and rules made there under read with Schedule V to the Act, the Company shall, in consideration of his services, the company shall pay to the Managing Director during the continuance of this agreement the remuneration not exceeding Rs. 84,00,000/- (Rupees Eighty-Four Lakhs Only) per year and
    - The perquisites shall be valued in terms of the actual expenditure. However, where such actual expenditure cannot be ascertained, such perquisites shall be valued as per the Income Tax Rules;
    - Managing Director shall not be entitled to any sitting fees for attending the meetings of the Board or of the Committee(s) of which he is Member.
    - Managing Director shall be subject to all other service conditions and employee benefit schemes, as applicable to any other employee of the Company.

The Managing Director shall not, during the period of his employment and without the previous consent in writing of the Board, engage or interest himself either directly or indirectly in the business or affairs of any other person, firm, company, body corporate or in any undertaking or business of a nature similar to or competing with the company's business and further, shall not, in any manner, whether directly or indirectly use, apply or utilize his knowledge or experience for or in the interest of any such person, firm, company or body corporate as aforesaid or any such competing undertaking or business as aforesaid.

3) Below are the major terms and conditions of the Agreement with Whole Time Director dated June 15, 2017:

1. Managing, conducting and transacting all the business, affairs and operations of the company in accordance with the Memorandum and Articles of Association of the Company including power to enter into contracts and vary and rescind them;

2. Subject to the provisions of the Act, to raise or borrow (otherwise than by debentures) from time to time in the name or otherwise on behalf of the company by not exceeding the total amount specified by the Board from time to time, such sum or sums of money as the Whole Time Director may think expedient;

3. Subject to the provisions of section 179 and 180 of the Act and when so authorised by the Board and within the limits from time to time fixed by the Board, to invest and deal with the moneys of the company not immediately required, upon investments of such nature as may be specified by the Board from time to time or to deposit the same with banks, shroffs or persons and from time to time to realise and vary such investments;

4. Subject to the provisions of section 179 and 180 of the Act and when so authorised by the Board and within the limits from time to time fixed by the Board to make loans for such purposes and up to such maximum amount for such purpose as may be specified by the Board from time to time;

5. Generally, to make all such arrangements and to do all acts, deeds, matters and things on behalf of the company as may be usual, necessary or expedient in the conduct and management of business, as are not governed by the Act or by the Memorandum and Articles of association of the Company or expressly required to be done by the Company in general meeting or by the Board.

6. The Whole Time Director shall throughout the said term, devote his entire time, attention and abilities to the business of the company and shall carry out the orders, from time to time, of the Board and in all respect conform to and comply with the directions and regulations made by the Board, and shall faithfully serve the company and use their utmost endeavors to promote the interests of the company.

7. Subject to the limits of 5% and 10% of the net profits as the case may be, and the overall limits of 11% of the net profits as laid down in sub-section (1) of section 197 of the Act and further subject to the approval of the Central Government in terms of sections 190, 196, 197, 198, 203 and other applicable provisions, if any of the Act and rules made there under read with Schedule V to the Act, the Company shall, in consideration of his services, the company shall pay to the Whole Time Director during the continuance of this agreement the remuneration not exceeding Rs. 84,00,000/- (Rupees Eighty-Four Lakhs Only) per year and

    - The perquisites shall be valued in terms of the actual expenditure. However, where such actual expenditure cannot be ascertained, such perquisites shall be valued as per the Income Tax Rules;
    - Whole Time Director shall not be entitled to any sitting fees for attending the meetings of the Board or of the Committee(s) of which he is Member.

- Whole Time Director shall be subject to all other service conditions and employee benefit schemes, as applicable to any other employee of the Company.

RESTRICTIVE COVENANTS IN LOAN AGREEMENTS

Our Company has received Credit facilities from Axis Bank Limited and ICICI Bank Limited vide Sanction letter dated August 09, 2016 and December 23, 2016 respectively. Axis Bank Limited and ICICI Bank Limited has issued us No Objection Certificate in relation to our IPO vide letter dated May 25, 2017 and May 19, 2017 respectively.

Following are certain restrictive conditions which require prior permission in writing given by Axis Bank Limited for sanction of Credit facilities:

- conclude any fresh borrowing arrangement either secured or unsecured with any other Bank or Financial Institutions and shall not create any further charge over their fixed assets;
- undertake any expansion or fresh project or acquire fixed assets;
- Invest by way of share capital or lend or advance to or place deposits with any other concern;
- formulate any scheme of amalgamation with any other borrower or reconstruction or acquire any borrower;
- undertake guarantee obligation on behalf of any other borrower or any third party'
- declare dividend for any year out of profits relating to that year after making all the due and necessary provisions provided that no default has occurred in any repayment obligation and Bank's permission is obtained.
- make any repayment of loans and deposits and discharge other liabilities except those shown in the funds flow statement submitted from time to time;
- make any change in the management set-up.

Following are certain restrictive conditions given by ICICI Bank Limited for sanction of Credit facilities:

- Adjusted Tangible Net Worth shall be maintained at minimum of Rs. 25.06 Cr. from FY 2017 onwards during the currency of the loan wherein Adjusted Tangible Net Worth shall be defined as "Share Capital + Reserves & Surplus + Unsecured loans subordinated - Intangible assets - Advance / Investment to group company".
- during the currency of the facilities, it shall not avail of any credit facility / opening of current account from other Banks / Financial Institutions without prior written permission.

Apart from the above specific covenants, Axis Bank Limited and ICICI Bank Limited has also imposed general terms and conditions on our Company.

Details of borrowing and charges:

Sr. No.	Date of charge creation/modification	Charge amount secured	Charge holder	Facilities	Security
1.	September 30, 2015 and November 04, 2015	Rs. 10.50 Cr.	ICICI Bank Limited	Letters of Credit – Rs. 10 Cr. Derivative – Rs. 0.5 Cr.	**Primary Security:** Hypothecation of entire stocks of raw material, semi-finished goods, finished goods and book debts.

					Collateral Security: Plot No. 17A, 17B, 18B(1), 16, 18A, 18(A)(1), 16A and Back side land of Plot No. 16 and 18. **Personal Guarantee:** Mr. Kantilal Kataria Mr. Hemant Kataria Mr. Praveen Kataria Ms. Asha Kataria
2.	February 12, 2014 and October 27, 2015	*Rs. 21 Cr.	Axis Bank Limited	Cash Credit – Rs. 14 Cr. LCBD – Rs. 8 Cr. Letter of Credit – Rs. 5.50 Cr. Bank Guarantee – Rs. 1.50 Cr. LER – Rs. 0.12 ***Total 29.12****	**Primary Security:** Hypothecation of entire current assets on pari-passu basis with ICICI Bank Limited. **Collateral Security:** Hypothecation on entire fixed assets on pari-passu basis with ICICI Bank Limited. **Personal Guarantee:** Ms. Arvind Kataria Mr. Hemant Kataria Mr. Kantilal Kataria Mr. Praveen Kataria

**There is no charge created by Axis Bank Limited for Bill Discounting backed with Letter of Credit (LCBD) of Rs. 8 Cr and Loan Equivalent Risk (LER) of R. 0.12 Cr as per sanction/ renewal letter dated December 23, 2015.*

UNSECURED LOANS

Details of Unsecured Loans outstanding as on March 31, 2017 are as under:

Sr. No.	Name of Lenders	Rate of Interest (%)	Amount* (Rs. in Lakhs)
1.	Hemant Kataria	12.50	82.85
2.	Parveen Kataria	12.50	152.84
3.	ARP Securities limited	8.00	10.09
4.	Sea Entertainment Pvt. Ltd.	6.00	15.16
5.	Sky Touch Infrastructure Pvt. Ltd.	6.00	10.02
6.	Navkar Abhikaran Ltd.	8.00	7.06
7.	Samyak Shares & Stock brokers Pvt. Ltd.	8.00	65.72

8.	Murdeshwar Logistics Private Limited	7.00	18.27
9.	Nandan Trading Private Limited	7.00	11.07
10.	Nirmal Advisory Private Limited	8.00	151.79
11.	Sagar Tex Creation Private Limited	7.00	507.20
12.	Sangini Tradelinks Private Limited	8.00	275.77
	Total		**1307.84**

**Including interest accrued.*

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. Further, our Promoters, Group Company (ies), Companies promoted by the Promoters have confirmed that they have not defaulted in respect of payment of interest and/or principal to the debenture/ bond/fixed deposit holder/ Banks/ FIs during the past three years.

NUMBER OF SHAREHOLDERS

Our Company has 12 (Twelve) shareholders on date of this Prospectus.

OUR MANAGEMENT

BOARD OF DIRECTORS

Under our Articles of Association 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 Five 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	Other Directorships
1.	**Name:** Mr. Praveen Kataria **Age:** 43 Years **Father's Name:** Mr. Kantilal Kataria **Designation:** Managing Director **Address:** 63, Choumukhi Pul, Ratlam – 457001, Madhya Pradesh. **Occupation:** Business **Nationality:** Indian **Term:** 5 years **DIN:** 00088633	Initial Appointment as Director on January 01, 2015 Appointed as Managing Director on April 10, 2017	1. Trophic Wellness Private Limited 2. SAN Industries Private Limited
2.	**Name:** Mr. Hemant Kataria **Age:** 39 Years **Father's Name:** Mr. Kantilal Kataria **Designation:** Whole Time Director and Chief Financial Officer **Address:** 63, Choumukhi Pul, Ratlam – 457001, Madhya Pradesh. **Occupation:** Business **Nationality:** Indian **Term:** Five years **DIN:** 00088833	Initial Appointment as Director on November 16, 2000 Re-appointed as Whole Time Director on June 15, 2017	1. SAN Industries Private Limited
3.	**Name:** Mr. Kantilal Kataria **Age:** 69 Years **Father's Name:** Mr. Pannalal Kataria **Designation:** Non-Executive Director	Appointment on March 21, 2017	1. Nirmal Advisory Private Limited

	Address: 63, Ghas Bazar Alot, Ratlam – 457001, Madhya Pradesh. **Occupation:** Business **Nationality:** Indian **Term:** Retire by rotation **DIN:** 00088599		
4.	**Name:** Mr. Anil Kumar Mehta **Age:** 60 Years **Father's Name:** Raj Mal Mehta **Designation:** Independent & Non-Executive Director **Address:** 90/3, Sajjan Mill Road, Sajjan Mill Ratlam – 457001, Madhya Pradesh. **Occupation:** Retired **Nationality:** Indian **Term:** 5 Years **DIN:** 07657024	Appointed on March 21, 2017	NIL
5.	**Name:** Ms. Madhubala Jain **Age:** 45 Years **Father's Name:** Jawaharlal Jain **Designation:** Independent & Non-Executive Director **Address:** 9, Snehum Appartment, Mitrani was Colony Near Kali Ka Mata Mandir Ratlam – 457001, Madhya Pradesh. **Occupation:** Business **Nationality:** Indian **Term:** 5 Years **DIN:** 07657026	Appointed on March 21, 2017	NIL

BRIEF BIOGRAPHIES OF OUR DIRECTORS

	**Mr. Praveen Kataria**, aged 43 Years, is the Promoter and Managing Director of our Company. He holds a degree in Bachelor of Engineering (Production) from the College of Engineering and Technology, Akola. He has experience of 22 years in the Production and Quality Control departments. Apart from this he is involved in implementing production processes, researching market demand, understanding and attaining worldwide quality standards, developing strategies, integrating innovative technology, personally visiting abroad to improve technology and to reduce cost of production of steel wires and plastic division.
	**Mr. Hemant Kataria,** aged 39 Years, is the Promoter, Whole Time Director and Chief Financial Officer of our Company. He holds in a degree Bachelor of technology in Chemical Engineering from the College of Engineering & Technology, Akola. He has 17 years of experience in steel industry. He manages the overall financial risks of the Company and supervises the compilation and preparation of financial statements and reports, develops and pursues positive business ventures, develops strategies for internal growth and effectively manages the revenue of the Company. He closely monitors Company affairs and its functions.
	**Mr. Kantilal Kataria,** aged 69 years, is the Non-Executive Director of our Company. He is B.E. (Mech.) from Indore University and also a University Gold Medalist of Year 1970 Batch. He is engaged in business of steel wire production and plastics product since last 40 years and has gained vast Experience of Technical and Commercial aspects of Steel Wire Making. His optimistic and passionate approach will be helpful for the growth of the Company.
	**Mr. Anil Kumar Mehta,** aged 60 years, is the Non-Executive and Independent Director of our Company. He holds Bachelor's Degree in Law and holds Masters Degree in Commerce. He is a retired General Manager of Madhya Pradesh Financial Corporation. He holds 35 years of experience in the field of finance. His experience is the result of his successful accomplishment of various tasks such as directing employees, administrative tasks like accounting, paperwork and payroll. He ensures administrative efficiency, proper procedure, implementation of policies and employee morale in his work.
	**Ms. Madhubala Jain**, aged 45 years, is the Non - Executive & Independent Director of our Company. She holds Masters Degree in Science. She has about 20 years of experience in the field of teaching. She also has rich experience in HRD Management, General Administrative and specialization in the area of Corporate Social Responsibility and Corporate Governance.

CONFIRMATIONS

As on the date of this Prospectus:

1. Apart from Mr. Praveen Kataria, Mr. Hemant Kataria, and Mr. Kantilal Kataria, who are related to each other, none of the Directors of the Company are related to each other pursuant to the provisions of the Companies Act, 2013 and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.
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 page 227 of this Prospectus.
7. Our Promoters, Group Company (ies), Companies promoted by the Promoters have confirmed that they have not defaulted in respect of payment of interest and/or principal to the debenture/ bond/fixed deposit holder/ Banks/ FIs during the past three years.

REMUNERATION / COMPENSATION OF DIRECTORS

Directors of the Company may be paid 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 Mr. Praveen Kataria and Mr. Hemant Kataria who have been paid Gross Compensation of Rs. 42 Lakhs each during Fiscal Year 2016-17, none of our Directors had received any remuneration during preceding financial year.

REMUNERATION / COMPENSATION OF RELATIVE OF DIRECTORS / PROMOTERS

Following are the details of Relatives of Directors / Promoters employed in the Company and their remuneration paid in FY 2016-17:

Sr. No.	Name	Relation with Management	Remuneration (Rs. in Lakhs)
1.	Samta Kataria	Wife of Praveen Kataria	3.90
2.	Rani Kataria	Wife of Hemant Kataria	3.90

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. Praveen Kataria	40	Negligible	Negligible
2.	Mr. Hemant Kataria	40	Negligible	Negligible
3.	Mr. Kantilal Kataria	Nil	Nil	Nil
4.	Mr. Anil Kumar Mehta	Nil	Nil	Nil
5.	Ms. Madhubala Jain	Nil	Nil	Nil

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 or any loan or advances provided to anybody 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, promoters, 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 pages 145 and 182 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. Kantilal Kataria	January 01, 2015	Resignation	Resigned as Director
Mr. Praveen Kataria	January 01, 2015	Appointment	Appointment as Whole Time Director
Mr. Kantilal Kataria	March 21, 2017	Appointment	Appointment as Non-Executive Director
Mr. Anil Kumar Mehta	March 21, 2017	Appointment	Appointment as Non-Executive & Independent Director
Ms. Madhubala Jain	March 21, 2017	Appointment	Appointment as Non-Executive & Independent Director
Mr. Praveen Kataria	April 10, 2017	Change in Designation	Appointment as Managing Director
Mr. Hemant Kataria	June 15, 2017	Re-appointment	Re-appointment as Whole Time Director

BORROWING POWERS OF THE BOARD

Pursuant to a special resolution passed at Extra Ordinary General Meeting of our Company held on April 11, 2017 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.100 Crores (Rupees One Hundred Crore Only).

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 Five Directors. We have One Managing Director, One Whole Time Director, One Non-Executive Director and Two Non-Executive & Independent Directors. The constitution of our Board is in compliance with the requirements of Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

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

A. Audit Committee

B. Stakeholder Relationships Committee

C. Nomination and Remuneration Committee

A) Audit Committee

Our Company has reconstituted 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 May 17, 2017.

The terms of reference of Audit Committee complies with the requirements of Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, proposed to be entered into with the Stock Exchange in due course. The committee presently comprises the following three (3) directors.

Composition of Audit Committee:

Name of the Director	Status	Nature of Directorship
Mr. Anil Kumar Mehta	Chairman	Non- Executive & Independent Director
Ms. Madhubala Jain	Member	Non- Executive & Independent Director
Mr. Praveen Kataria	Member	Managing Director

Mr. Anil Kumar Mehta is the Chairman of the Audit Committee.

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) **Stakeholder Relationships Committee**

Our Company has constituted a stakeholder relationships committee *("stakeholder relationships Committee")* to redress the complaints of the shareholders. The stakeholder relationships 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 May 17, 2017.

Composition of Stakeholder Relationships Committee

Name of the Director	Status	Nature of Directorship
Ms. Madhubala Jain	Chairperson	Non- Executive & Independent Director
Mr. Anil Kumar Mehta	Member	Non- Executive & Independent Director
Mr. Hemant Kataria	Member	Whole Time Director

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

1. Redressal of shareholders'/investors' complaints;
2. 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;
3. Issue of duplicate certificates and new certificates on split/consolidation/renewal;
4. Non-receipt of declared dividends, balance sheets of the Company; and
5. Carrying out any other function as prescribed under the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

C) **Nomination and Remuneration Committee**

Our Company has reconstituted a Nomination and Remuneration Committee. The 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, 2015was approved by a Meeting of the Board of Directors held on May 17, 2017.

Composition of Nomination and Remuneration Committee

Name of the Director	Status	Nature of Directorship
Mr. Anil Kumar Mehta	Chairman	Non-Executive & Independent Director
Ms. Madhubala Jain	Member	Non-Executive & Independent Director
Mr. Kantilal Kataria	Member	Non-Executive Director

Mr. Anil Kumar Mehta is the Chairman of the Nomination and Remuneration Committee.

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

Role of Nomination and Remuneration Committee are:

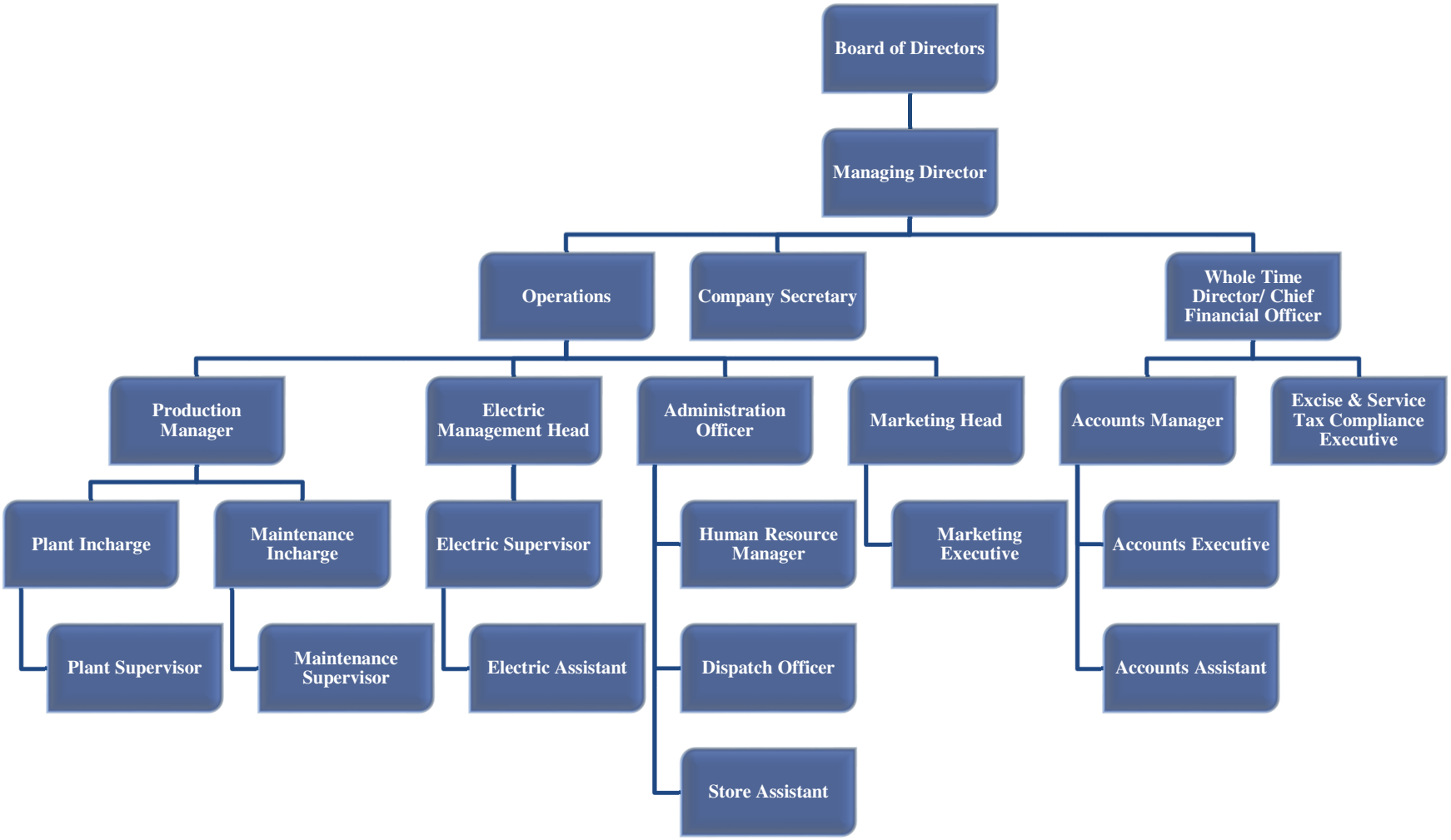
1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, Key Managerial Personnel and other employees.
2. Formulation of criteria for evaluation of 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.

Mr. Jaidev Nagar, 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.

ORGANIZATIONAL STRUCTURE



FUNCTIONAL HEADS OF OUR COMPANY

Mr. Salim Siddhique aged 38 years, is Production Manager of wire division of our company. He is a diploma in Mechanical Engineering. He is having 15 years of experience in wire division. He is Associated with our company since April 15, 2002.

Mr. Vijay Soni aged 43 years, holds diploma in Electrical Engineering and has more than 15 years of experience. He is engaged in electric management of our company and is associated with us since April 01, 2002.

Mr. R.S. Rathi aged 58 years, is associated with our Company since April 01, 2014 as Administration Officer. He holds Bachelors Degree in Commerce and Law. He is having an experience of more than 30 years.

Mr. Lokesh Thakre aged 35 years, is working with our Company since January 1, 2005 as Accounts Manager. He is graduate in commerce. He is having a work experience of more than 10 Years.

Mr. Rohit Jain aged 36 years, is working with us as Marketing Head. He is graduate in commerce and is having a work experience of 15 years. He is associated with us since April 01, 2002.

KEY MANAGERIAL PERSONNEL

Mr. Praveen Kataria *(Promoter and Managing Director)*

Mr. Praveen Kataria, aged 43 Years, is the Promoter and Managing Director of our Company. He holds a degree in Bachelor of Engineering (Production) from the College of Engineering and Technology, Akola. He has huge experience of 22 years in the commercial, Production and Quality Control departments. Apart from this he is involved in implementing production processes, researching market demand, understanding and attaining worldwide quality standards, developing strategies, integrating innovative technology, personally visiting abroad to improve technology and to reduce cost of production of steel wires. He has earned a gross remuneration of Rs. 45 Lakhs during Financial Year 2016-17.

Mr. Hemant Kataria *(Whole Time Director & Chief Financial Officer)*

Mr. Hemant Kataria, aged 39 Years, is the Promoter, Whole Time Director and Chief Financial Officer of our Company. He holds a degree in Bachelor of technology in Chemical Engineering from the College of Engineering & Technology, Akola. He has 17 years of experience in this industry. He manages the overall financial risks of the Company and supervises the compilation and preparation of financial statements and reports, develops and pursues positive business ventures, watch over mergers and acquisitions, develops strategies for internal growth and effectively manages the revenue of the Company. He closely monitors Company affairs and its functions. He has earned a gross remuneration of Rs. 42 Lakhs during Financial Year 2016-17.

Mr. Jaidev Nagar *(Company Secretary & Compliance Officer)*

Mr. Jaidev Nagar, aged 27 years, is the Company Secretary & Compliance Officer of the Company. He is an associate member of the Institute of the Company Secretaries of India and also holds graduate degree in commerce. He joined the Company on May 17, 2017. Since he joined the Company in FY 2017-18, therefore no remuneration has been paid to him during Financial Year 2016-17.

RELATIONSHIPS BETWEEN KEY MANAGERIAL PERSONNEL

Apart from Mr. Praveen Kataria and Mr. Hemant Kataria who are related to each other, there is no relationship between the Key Managerial Personnel.

FAMILY RELATIONSHIPS OF DIRECTORS WITH KEY MANAGERIAL PERSONNEL

Apart from Mr. Praveen Kataria, Mr. Hemant Kataria and Mr. Kantilal Kataria who are related to each other, there is no relationship between the Key Managerial Personnel and Director of our Company pursuant to the provisions of the Companies Act, 2013 and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

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

Mr. Praveen Kataria and Mr. Hemant Kataria holds 40 Equity shares each of our Company as on the date of this Prospectus.

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.

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. Praveen Kataria	Managing Director	April 10, 2017	Appointed as Managing Director
Mr. Hemant Kataria	Chief Financial Officer	April 10, 2017	Appointed as Chief Financial Officer
Mr. Jaidev Nagar	Company Secretary	May 17, 2017	Appointed as Company Secretary
Mr. Hemant Kataria	Whole Time Director	June 15, 2017	Re-appointed as Whole Time Director

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, we do 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 184 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. Praveen Kataria
2. Mr. Hemant Kataria
3. Mrs. Asha Devi Kataria

DETAILS OF OUR INDIVIDUAL PROMOTERS

1. Mr. Praveen Kataria



Mr. Praveen Kataria, aged 43 Years, is the Promoter and Managing Director of our Company. He holds a degree in Bachelor of Engineering (Production) from the College of Engineering and Technology, Akola. He has experience of 22 years in the Production and Quality Control departments. Apart from this he is involved in implementing production processes, researching market demand, understanding and attaining worldwide quality standards, developing strategies, integrating innovative technology, personally visiting abroad to improve technology and to reduce cost of production of steel wires and plastic division.

Particulars	Details
Permanent Account Number Aadhar Number	ACMPK3616N 583751739518
Bank Account Details	**Axis Bank** Anklesaria Complex, Opposite DRM Office, 2 Batti, Ratlam, Madhya Pradesh - 457001 A/c No. - 914010014270926

2. Mr. Hemant Kataria



Mr. Hemant Kataria, aged 39 Years, is the Promoter, Whole Time Director and Chief Financial Officer of our Company. He holds a degree in Bachelor of technology in Chemical Engineering from the College of Engineering & Technology, Akola. He has 17 years of experience in steel industry. He manages the overall financial risks of the Company and supervises the compilation and preparation of financial statements and reports, develops and pursues positive business ventures, develops strategies for internal growth and effectively manages the revenue of the Company. He closely monitors Company affairs and its functions.

Particulars	Details
Permanent Account Number Aadhar Number	AJUPK7586N 730540992556
Bank Account Details	**Axis Bank**

	Anklesaria Complex, Opposite DRM Office, 2 Batti, Ratlam, Madhya Pradesh - 457001 A/c No. - 914010014270955

3. Mrs. Asha Devi Kataria



Mrs. Asha Devi Kataria aged 64 years is the Promoter of the Company. She has necessary experience in the field of administration.

Particulars	Details
Permanent Account Number Aadhar Number	ACMPK3615R 263232565770
Bank Account Details	**Axis Bank** Anklesaria Complex, Opposite DRM Office, 2 Batti, Ratlam, Madhya Pradesh - 457001 A/c No. - 914010036136622

OUR PROMOTER GROUP

Our Promoter Group in terms of Regulation 2(1) (zb) of SEBI (ICDR) Regulations includes the following persons:

1. Individuals

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:

Relationship	Mr. Praveen Kataria	Mr. Hemant Kataria	Mrs. Asha Devi Kataria
Father	Mr. Kantilal Kataria	Mr. Kantilal Kataria	Mr. Mangilal Ji Jain
Mother	Mrs. Asha Devi Kataria	Mrs. Asha Devi Kataria	Mrs. Mohan Bai Jain
Spouse	Mrs. Samta Kataria	Mrs. Rani Kataria	Mr. Kantilal Kataria
Brother	1. Mr. Hemant Kataria 2. Mr. Arvind Kataria	1. Mr. Praveen Kataria 2. Mr. Arvind Kataria	1. Mr. Dhulchand Jain 2. Mr. Parasmal Jain 3. Mr. Santosh Jain 4. Late Kailash Jain 5. Late Prakash Jain
Sister	-	-	1. Mrs. Usha Kunwar 2. Mrs. Nirmala Jain

			3. Late Pukhraj Vaya 4. Mrs. Lalita Moonat
Children	1. Mr. Suyash Kataria 2. Ms. Suhani Kataria 3. Ms. Sunidhi Kataria	1. Mr. Sujay Kataria 2. Mr. Sauveer Kataria	1. Mr. Praveen Kataria 2. Mr. Hemant Kataria 3. Mr. Arvind Kataria
Spouse Father	Mr. Surajmal Jain	Mr. Rajendra Gandhi	Mr. Pannalal Kataria
Spouse Mother	Mrs. Kusum S. Jain	Mrs. Pushpa Gandhi	Mrs. Sugan Bai Kataria
Spouse Brother	Mr. Sumeet Jain	1. Mr. Ravi Gandhi 2. Mr. Punit Gandhi	1. Mr. Anokhilal Kataria 2. Mr. Madanlal Kataria 3. Mr. Manoharlal Kataria 4. Mr. Ratanlal Kataria 5. Mr. Ashok Kataria
Spouse Sister	-	Mrs. Shaifali Moonat	1. Mrs. Nirmala Jain 2. Mrs. Pushpa Jain 3. Mrs. Vimla Jain

2. Companies and proprietorship firms forming part of our Promoter Group are as follows:

Relationship with promoters	Mr. Praveen Kataria, Mr. Hemant Kataria and Mrs. Asha Devi Kataria
Any company in which 10% or more of the share capital is held by the promoter or an immediate relative of the promoter or a firm or HUF in which the promoter or any one or more of his immediate relative is a member	1. Kataria Plastics Private Limited 2. Sonic Overseas (India) Private Limited 3. Nirmal Advisory Private Limited 4. Trophic Wellness Private Limited 5. D P Polyplast Industries Private Limited 6. SAN Industries Private Limited
Any company in which a company (mentioned above) holds 10% of the total holding	Nil
Any HUF or firm in which the aggregate share of the promoter	1. D P Plastics 2. Asha Real Estate

and his immediate relatives is equal to or more than 10% of the total holding	3. D P Wires Products 4. Sugan Agritech 5. Kataria Construction Company 6. K R Real Estate 7. Supanna Enterprises 8. Praveen Kantilal Kataria HUF 9. Kantilal Pannalal Kataria HUF 10. Hemant Kantilal Kataria HUF

OTHER UNDERTAKINGS AND CONFIRMATIONS

Our Company undertakes that the details of Permanent Account Number, Bank Account Number and Passport Number/Aadhar Number of the Promoter will be submitted to the NSE Emerge Platform, where the securities of our Company are proposed to be listed at the time of submission of this Prospectus.

COMMON PURSUITS OF OUR PROMOTER GROUP

None of our Group Entities have objects similar to that of our Company's business except Kataria Plastics Private Limited, D P Polyplast Industries Private Limited, D P Plastics and D P Wires Products as mentioned in the Chapter "Our Group Entities" beginning on page 164 of this Prospectus. 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 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 hold 59,31,612 Equity Shares of our Company and is therefore interested to the extent of his shareholding and the dividend declared, if any, by our Company. Except to the extent of shareholding of the Promoter in our Company our Promoter does 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 pages 145, 184 and 62 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 227 of this Prospectus. Our Promoters have not been declared as willful defaulters by the RBI or any other governmental authority.

RELATED PARTY TRANSACTIONS

Except as disclosed in the "*Related Party Transactions*" beginning on page 182 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 Companies includes:

1. Kataria Plastics Private Limited
2. Trophic Wellness Private Limited
3. Sonic Overseas (India) Private Limited
4. SAN Industries Private Limited
5. D P Polyplast Industries Private Limited
6. Nirmal Advisory Private Limited

B. Other Group Entities includes:

1. Kantilal Kataria HUF
2. Praveen Kantilal Kataria HUF
3. Hemant Kantilal Kataria HUF
4. Arvind Kantilal Kataria HUF
5. Asha Real Estate
6. D P Plastics
7. D P Wires Products
8. Kataria Construction Company
9. K R Real Estate
10. Sugan Agritech
11. Sugan Real Estate
12. Supanna Enterprises
13. D P Synthetics

A. Our Group Companies includes:

The details of our Group Companies are provided below:

1. Kataria Plastics Private Limited

Corporate Information

Kataria Plastics Private Limited was incorporated on March 21, 1996 under the provisions of Companies Act, 1956.The Corporate Identification Number of the Company is U25203MP1996PTC010637.The Registered Office of the Company is situated at 39-43, 44A Industrial Estate Area, Ratlam – 457001, Madhya Pradesh. The permanent account number (PAN) of company is AACCS4959D.

The Main Objects of the Company is

i. To carry on business as manufacturers, moulders, producers, refiners, fabricators, assemblers, suppliers and dealers in Plastic Materials, Plastic Articles and goods, substances and Plastic Products including articles made from the same and compounds, intermediates, derivatives and by-products thereof, goods for household use, commercial use, defence needs and requirements; and to manufacture, process, buy, sell, prepare for market, import, export and deal in plastic articles, plastic film sheets, goods and products of all kind in the manufacture of which plastic or its compounds, intermediates or derivatives, are used including all types of plastic pipes, HDPE Pipes, PE Compound, PVC Sprinkler Pipes, duct pipes, etc. and all types of fitting and accessories for the same and to act as plastic contractors, merchants, dealers, broker and commission agents.

ii. To promote, establish, acquire and run or otherwise carry on the business of plastic industry or business of manufacturers, producers, moulders, importers, exporters, merchants, distributors, commission agents and brokers and whole sale and retail dealers in all kinds and types of plastic

products, articles, goods and materials or thermoplastic and of bakelites, celluloid products and other articles, components or things and similar and allied products or process including defence equipments, stores and armaments.

iii. To carry on the business of manufacturing, buying, selling, exchanging, converting, processing, altering, importing, exporting, Polyethylene, P.V.C. Nylons, HDPE LDPE, P.P. Polystyrene and various other plastic Powders, Papers, Hessian, Jute, Canvass, Aluminium Foil, Fabric Cloth, P.V.C. Compounds, Solvents and Lamination materials, making Pipes Tubes, Fittings.

Board of Directors

Name	Designation
Arvind Kataria	Director
Sapna Kataria	Director

Top 5 shareholders as on March 31, 2017

Sr. No.	Name	No. of Shares held	Percentage (%)
1.	Arvind Kataria	6,07,685	32.52
2.	Kantilal Kataria	3,44,119	18.41
3.	Rani Kataria	2,15,062	11.51
4.	Samta Kataria	1,93,500	10.35
5.	Asha Devi Kataria	1,37,516	7.36

Financial Information

(Rs. in Lakhs)

Particulars	March 31, 2016	March 31, 2015	March 31, 2014
Equity Capital	186.87	186.87	129.75
Reserve (Excluding Revaluation Reserve)	1164.04	1027.13	676.35
Total Income	15042.23	12766.87	5160.69
Profit after Tax	136.91	69.61	58.96
Earnings Per Share (Basic) (Rs.)	7.33	4.53	4.54
Earnings Per Share (Diluted) (Rs.)	7.33	4.53	4.54
Net worth	1350.91	1214.00	806.10
Net Asset Value per Share of face value Rs. 10/-	72.29	64.96	62.13

2. Trophic Wellness Private Limited

Corporate Information

Trophic Wellness Private Limited was incorporated on August 12, 2010 under the provisions of Companies Act, 1956. The Corporate Identification Number of the Company is U24100MH2010PTC206526.The Registered Office of the Company is situated at 142-AB, Kandivli Industrial Estate Kandivli West Mumbai - 400067. The Permanent account number (PAN) of company is AADCT5576G.

The Main Object of the company is:

i. To carry on the business of manufacturing, producing, processing, formulating, marketing, exporting, importing, indenting, buying, selling, storing, distributing, exchanging, broking, merchandising or otherwise dealing in all kinds of neutraceuticals, /dietary supplements, health care products, nutrition health cae, vitamins preparation, pharmaceutical products, pharmaceuticals formulation, ayurvedic and herbal medicines, herbal products, ayurvedic products, medicines, diletic restorative and therapeutic preparations, ingredients, substances, tonics, syrups, baby foods, drugs, other drinks, organic and inorganic chemicals, medical and phosphorus compounds, veterinary and hospital products, drugs, medicines, chemicals, food supplements, fast-moving, consumer goods and articles required by laboratories, hospitals, nursing homes, clinics, health clubs, health resorts and medical practitioners and to carry on the business of chemists, druggists, in chemicals and pharmaceuticals, ayurvedic, homoepathic and unani medicines and the business of setting up and running treatment centres, medicals dispensaries and hospitals.

Board of Directors

Name	Designation
Arvind Sakhi	Whole-Time Director
Prakash Chandra Roshanlal Kothari	Director
Praveen Kataria	Director
Manish Jain	Director
Rajesh Rishikesh Yadav	Director

Top 5 shareholder as on March 31, 2017

Sr. No.	Name	No. of Shares held	Percentage (%)
1.	Brand Equity Treaties Limited	8,10,000	20.00
2.	Ipca Laboratories Ltd	7,80,000	19.26
3.	Saraswati Entertainment Pvt Ltd	6,80,000	16.79
4.	Panjon Pharma Limited	6,00,000	14.81
5.	Paschim chemicals Private Limited	2,00,000	4.94

Financial Information

(Rs. In Lakhs)

Particulars	March 31, 2016	March 31, 2015	March 31, 2014
Equity Capital	368.50	368.50	368.50
Reserve (Excluding Revaluation Reserve)	5577.20	4820.65	4770.79
Total Income	5335.94	3607.13	2115.24
Profit after Tax	756.55	49.87	176.35
Earnings Per Share (Basic) (Rs.)	20.39	1.34	4.75
Earnings Per Share (Diluted) (Rs.)	20.39	1.34	4.75
Net worth	5945.70	5189.15	5139.29
Net Asset Value per Share of face value Rs. 10/-	161.35	140.82	139.47

3. Sonic Overseas (India) Private Limited

Corporate Information

Sonic Overseas (India) Private Limited was incorporated on June 29, 1994 under the provisions of Companies Act, 1956. The Corporate Identification Number of the Company is U51505MP1994PTC008434.The Registered Office of the Company is situated at 10-13, Industrial Estate Ratlam Madhya Pradesh - 457001. The Permanent account number (PAN) of company is AAGCS1273C.

The Main Object of the company is:

i. To carry on and undertake the business of finance and trading, hire purchase, leasing and to finance lease operations by and to subsidize, finance or assist in subsidising or financing and to provide and deal in financial documents like commercial paper, bills of exchange, hundies, E 0 U.'s, promissory notes, and other negotiable instruments including bill discounting, but shall not carry out Banking Activities as defined in Banking Regulation Act 1949.

ii. To carry on business of and to act as financial and investment consultants and advisors and for that purpose to buy, underwrite, invest in and otherwise acquire and hold and sell, dispose of, provided braking services otherwise deal in shares, debentures stocks, debenture stocks, bonds, units obligations and securities issued or guaranteed by India or Foreign Government, State, Domipions, Sovereigns, Municipalities, Public authorities, and or any Company, Corporation. Body corporate, firm, association of persons or any person whether incorporated or established in Indi a or elsewhere.

Board of Directors

Name	Designation
Harsh Kataria	Director
Yash Kataria	Director

Top 5 shareholders as on March 31, 2017

Sr. No.	Name	No. of Shares held	Percentage (%)
1.	Kantilal Kataria HUF	285	27.94
2.	Madanlal Pannalal HUF	225	22.06
3.	Ashok Kumar Pannalal HUF	225	22.06
4.	Anokhilal Pannalal HUF	160	15.69
5.	Manoharlal Pannalal HUF	110	10.78

Financial Information

(Rs. in Lakhs)

Particulars	March 31, 2016	March 31, 2015	March 31, 2014
Equity Capital	1.02	1.02	1.02
Reserve (Excluding Revaluation Reserve)	624.79	592.36	562.67
Total Income	50.89	46.99	41.98
Profit after Tax	32.44	29.69	26.23
Earnings Per Share (Basic) (Rs.)	3180.14	2910.90	2571.11
Earnings Per Share (Diluted) (Rs.)	3180.14	2910.90	2571.11
Net worth	625.81	593.38	563.69
Net Asset Value per Share of face value Rs. 100/-	61354.33	58174.18	55263.29

4. San Industries Private Limited

Corporate Information

San Industries Private Limited was incorporated on May 21, 1993 under the provisions of Companies Act, 1956. The Corporate Identification Number of the Company is U51100MP1993PTC007692.The Registered Office of the Company is situated at 16-18 A, Industrial Estate Ratlam – 457001, Madhya Pradesh. The Permanent account number (PAN) of company is AABCS9669R.

The Main Object of the company is:

i. To manufacture, produce, sell distribute, import, export and otherwise deal in India and abroad in all kinds of mosquito coils and allied products to manufacture the same.

ii. To manufacture, produce, sell, distribute, import, export and otherwise deal in India and abroad in all kinds of mosquito mats made out of paper or any other material and all kinds of domestic insect repellants.

iii. To carry on the business of manufacturing, importers, exporters and dealers in all kinds and class of pulp viz. cotton lintel pulp, paper pulp, soda pulp, mechanical pulp, semi chemical pulp and all kinds of paper pulp board or any other articles or things of a character similar or analogous to the foregoing or any of them or connected therewith.

iv. To manufacture, produce, sell, distribute, import, export, and otherwise deal in India and abroad in all kinds of disinfectants, naphthalene balls, phenyle, de-odorants, liquid disinfectants, insecticides, toiletries, fresheners and all types of domestic insecticides.

Board of Directors

Name	Designation
Hemant Kataria	Whole-Time Director
Praveen Kataria	Director

Top 5 shareholders as on March 31, 2017

Sr. No.	Name	No. of Shares held	Percentage (%)
1.	Asha Devi Kataria	3,772	36.27
2.	Praveen Kataria	2,000	19.23
3.	Rani Kataria	1,029	9.89
4.	Sapna Kataria	1,023	9.84
5.	Sunil Kataria (Karta – Sunil Anokhilal HUF)	1,000	9.62

Financial Information

(Rs. in Lakhs)

Particulars	March 31, 2016	March 31, 2015	March 31, 2014
Equity Capital	10.40	10.40	10.40
Reserve (Excluding Revaluation Reserve)	599.02	571.25	542.40
Total Income	46.62	45.46	39.77
Profit after Tax	27.77	28.85	24.86
Earnings Per Share (Basic) (Rs.)	267.00	277.41	238.99
Earnings Per Share (Diluted) (Rs.)	267.00	277.41	238.99
Net worth	609.42	581.65	552.80
Net Asset Value per Share of face value Rs. 100/-	5859.81	5592.81	5315.40

5. D P Polyplast Industries Private Limited

Corporate Information

D P Polyplast Industries Private Limited was incorporated on July 09, 2010 under the provisions of Companies Act, 1956. The Corporate Identification Number of the Company is U25199MH2010PTC205372.The Registered Office of the Company is situated at 30, Kaamdar Shopping Centre, 2nd Floor Opposite Railway Station, Vileparle East. Mumbai - 400057. The Permanent account number (PAN) of company is AADCD7571P.

The Main Object of the company is:

i. To takeover, purchase or acquire as a going concern all or any of the undertakings, properties, assets (whether tangible or intangible) and rights of the business being carried on by IWS. D.P. PLASTICS, a partnership firm with Shri Santosh Kataria& Shri Praveen Kataria as partners, located at Ratlam with or without debts, liabilities, engagements, goodwill and on such takeover the said firm shall stand dissolved

ii. To carry on the business of manufacturing, trading, dealing, importing, exporting' buying, selling of plastic Granules, Plastic Industrial master Bataches, Blends and compounds

iii. To carry on the business of impolters, exporters, dealers, stockiest, suppliers and manufacturers of commercial, industrial and domestic plastic products of any nature, substance and form and of any raw material including styrene, polystyrene, vinyl, acetate and co-polymers and other allied materials, acrylics and polyesters, polycarbonates and polyether and epoxy resins and compositions, silicon resin and compositions, including prefabricated sections and shapes, cellulosic plastics and other thermosetting and thermoplastic materials (ofsynthetic or natural origin) colouring materials, plastic and resinous materials and adhesive compositions.

iv. To carry on in India or abroad the business to manufacture, process, produce, formulate, mix, disinfect, clean, wash, dilute, dye, concentrate' compound, segregate, pack, repack, add, remove, heat, grade, design, develop, distribute, display, melt, improve, mould, blow, extrude, draw, derive, discover, fabricate, treat, work, manipulate, prepare, promote, supervise, supply, import, export, acquire, barter, store, forward, buy, sell, turn to account, market and to act as agent, broker, representative, concessionaries, consultant, collaborator, franchiser,jobworker or otherwise to deal in all varieties, characteristics, descriptions, strength, applications, colours and use of plastic goods & materials including, lumps, powders, pipes, films, tubes, fibres, laminates, granules, sheets, blocks, chips, flakes, bars or other related goods, articles and things their compounds, by products, co-products, formulations, intermediates, ingredients, residues, mixtures & blends made of PVC, nylon, HDPE, LDPE, LLDPE, polystyrene, polymers, monomers, elastomers, resins, polyesters, and other related chemicals.

Board of Directors

Name	Designation
Santosh Kataria	Director
Punit Gandhi	Director

Top 5 shareholders as on March 31, 2017

Sr. No.	Name	No. of Shares held	Percentage (%)
1.	Asha Devi Kataria	1,30,000	16.05
2.	Praveen Kataria	95,000	11.73

3.	Hemant Kataria HUF	95,000	11.73
4.	Sapna Kataria	90,000	11.11
5.	KantilalKataria HUF	90,000	11.11

Financial Information

(Rs. in Lakhs)

Particulars	March 31, 2016	March 31, 2015	March 31, 2014
Equity Capital	81.00	81.00	81.00
Reserve (Excluding Revaluation Reserve)	8.56	6.89	5.34
Total Income	6.66	5.66	6.27
Profit after Tax	1.67	1.55	1.83
Earnings Per Share (Basic) (Rs.)	0.21	0.19	0.23
Earnings Per Share (Diluted) (Rs.)	0.21	0.19	0.23
Net worth	89.56	87.89	86.34
Net Asset Value per Share of face value Rs. 10/-	11.06	10.85	10.66

6. Nirmal Advisory Private Limited

Corporate Information

Nirmal Advisory Private Limited was incorporated on May 08, 2007 under the provisions of Companies Act, 1956. The Corporate Identification Number of the Company is U74140GJ2007PTC050785.The Registered Office of the Company is situated at 10, First Floor, Punit Tenament, Harbholenath Park Society,N.H.8,Odhav Ahmedabad – 382415, Gujarat.The Permanent account number (PAN) of company is AACCN5063H.

The Main Object of the company is:

i. To carry on the business as and to act as consultants, agents and advisors in all the respective branches of finance, management, mutual, legal, accounts, legal, secretarial, and allied services, investment advisory services and in such capacity to give advice and information and tender services to persons, firms, company or body incorporate or authority or Government which may be given or rendered while carrying in such business as aforesaid.

Board of Directors

Name	Designation
Kantilal Kataria	Director
Punit Gandhi	Director

Shareholding Pattern

Sr. No.	Name	No. of Shares held	Percentage (%)
1.	Arvind Kataria	27,500	9.39
2.	Kantilal Kataria	25,500	8.70
3.	Kantilal Pannalal Kataria HUF	25,000	8.53
4.	Pravin Kataria	25,000	8.53
5.	Samatadevi Kataria	25,000	8.53

Financial Information

(Rs. in Lakhs)

Particulars	March 31, 2016	March 31, 2015	March 31, 2014
Equity Capital	29.30	29.30	29.30
Reserve (Excluding Revaluation Reserve)	295.26	286.03	278.25
Total Income	18.46	16.25	16.17
Profit after Tax	9.23	7.78	6.94
Earnings Per Share (Basic) (Rs.)	3.15	2.65	2.37
Earnings Per Share (Diluted) (Rs.)	3.15	2.65	2.37
Net worth	324.56	315.33	307.55
Net Asset Value per Share of face value Rs. 10/-	110.77	107.62	104.97

Other Group Entities includes:

1. Kantilal Kataria HUF

Kantilal Kataria HUF is an ancestral HUF and is situated at 63, Chomukhi Pool, Ratlam. The Permanent Account Number (PAN) of the HUF is AAEHK3816Q. Kantilal Kataria HUF derives income from interest on deposits.

Members of Kantilal Kataria HUF:

Sr. No.	Particulars	Status
1.	Kantilal Kataria	Karta
2.	Asha Devi Kataria	Co-Parcener
3.	Praveen Kataria	Co-Parcener

4.	SamtaKataria	Co-Parcener
5.	Arvind Kataria	Co-Parcener
6.	Sapna Kataria	Co-Parcener
7.	Hemant Kataria	Co-Parcener
8.	Rani Kataria	Co-Parcener

Financial Information of the HUF for last 3 years:

(Rs. in Lakhs)

Particulars	For the Year ended		
	March 31, 2016	March 31, 2015	March 31, 2014
Total Income	11.12	7.59	5.02
Tax Paid	1.27	0.56	0.20

2. Praveen Kantilal Kataria HUF

Praveen Kantilal Kataria HUF was created on March 10, 1999 and is situated at 63, Chomukhi Pool, Ratlam. The Permanent Account Number (PAN) of the HUF is AAHHP7358F. Praveen Kantilal Kataria HUF derives income from interest on deposits.

Members of Praveen Kantilal Kataria HUF:

Sr. No.	Particulars	Status
1.	Praveen KantilalKataria	Karta
2.	SamtaKataria	Co-Parcener
3.	SuyashKataria	Co-Parcener
4.	Suhani Kataria	Co-Parcener
5.	Sunidhi Kataria	Co-Parcener

Financial Information of the HUF for last 3 years:

(Rs. in Lakhs)

Particulars	For the Year ended		
	March 31, 2016	March 31, 2015	March 31, 2014
Total Income	12.53	9.77	5.69
Tax Paid	1.61	1.31	0.45

3. Hemant Kantilal Kataria HUF

Hemant Kantilal Kataria HUF was created on November 21, 2003 and is situated at 63, Chomukhi Pool, Ratlam. The Permanent Account Number (PAN) of the HUF is AACHH2720L. Hemant Kantilal Kataria HUF derives income from interest on deposits.

Members of Hemant Kantilal Kataria HUF:

Sr. No.	Particulars	Status
1.	Hemant Kantilal Kataria	Karta
2.	Rani Kataria	Co-Parcener
3.	Sujay Kataria	Co-Parcener
4.	Sauveer Kataria	Co-Parcener

Financial Information of the HUF for last 3 years:

(Rs. in Lakhs)

Particulars	For the Year ended		
	March 31, 2016	March 31, 2015	March 31, 2014
Total Income	14.43	12.23	9.21
Tax Paid	2.34	1.62	1.19

4. Arvind Kantilal Kataria HUF

Arvind Kantilal Kataria HUF was created on January 27, 2003 and is situated at 63, Chomukhi Pool, Ratlam. The Permanent Account Number (PAN) of the HUF is AAFHA1985D. Arvind Kantilal Kataria HUF derives income from interest on deposits.

Members of Arvind Kantilal Kataria HUF:

Sr. No.	Particulars	Status
1.	Arvind Kantilal Kataria	Karta
2.	Sapna Kataria	Co-Parcener
3.	Sukruti Kataria	Co-Parcener
4.	Subodhi Kataria	Co-Parcener
5.	Snehal Kataria	Co-Parcener

Financial Information of the HUF for last 3 years:

(Rs. in Lakhs)

Particulars	For the Year ended		
	March 31, 2016	March 31, 2015	March 31, 2014
Total Income	17.64	11.48	10.06
Tax Paid	3.64	1.40	1.35

5. Asha Real Estate (Partnership Firm)

Asha Real Estate was created on April 07, 2011 and is situated at 63, Chomukhi Pool, Ratlam. The Permanent Account Number (PAN) of the Partnership Firm is AATFA2604D. Asha Real Estate is engaged in real estate and agricultural activities.

Partners and their profit sharing ratio:

Sr. No.	Particulars	% Stake
1.	Ratanlal Kataria	50.00
2.	Ashok Pipada	25.00
3.	Praveen Kataria	25.00
	Total	**100.00**

Financial Information of the Partnership Firm for last 3 years:

(Rs. in Lakhs)

Particulars	For the Year ended		
	March 31, 2016	March 31, 2015	March 31, 2014
Total Capital	389.45	381.45	381.45
Total Income	Nil	Nil	Nil
Net Profit	Nil	Nil	Nil

6. D P Plastics (Partnership Firm)

D P Plastics was created on March 07, 2007 and is situated at 74-C, D, Sector A, Industrial Area, Ratlam. The Permanent Account Number (PAN) of the Partnership Firm is AAFFD7988K. D P Plastics is engaged in manufacturing of plastic ropes.

Partners and their profit sharing ratio:

Sr. No.	Particulars	% Stake
1.	Praveen Kataria	50.00

2.	Santosh Kataria	50.00
	Total	**100.00**

Financial Information of the Partnership firm for last 3 years:

(Rs. in Lakhs)

Particulars	For the Year ended		
	March 31, 2016	March 31, 2015	March 31, 2014
Total Capital	207.92	180.63	159.87
Net Sales	3155.78	2796.41	3581.93
Net Profit	41.05	29.42	20.26

7. D P Wires Products (Partnership Firm)

D P Wires Productswas created on April 01, 2012 and is situated at 81, Dhoshi Gaon, Jaora road, Madhya Pradesh - 457001. The Permanent Account Number (PAN) of the Partnership Firm is AAIFD5896M. D P Wires Products is engaged in trading of Wire rods.

Partners and their profit sharing ratio:

Sr. No.	Particulars	% Stake
1.	Hemant Kataria	50.00
2.	Arvind Kataria	50.00
	Total	**100.00**

Financial Information of the Partnership firm for last 3 years:

(Rs. in Lakhs)

Particulars	For the Year ended		
	March 31, 2016	March 31, 2015	March 31, 2014
Total Capital	236.08	65.15	46.22
Net Sales	1761.06	1012.20	899.63
Net Profit	56.94	22.82	22.88

8. Kataria Construction Company (Partnership Firm)

Kataria Construction Company was created on February 28, 1997 and is situated at 304, Jhabua Tower, 170, RNT Marg, Indore - 452001. The Permanent Account Number (PAN) of the Partnership Firm is AAEFK4450G. Kataria Construction Company is engaged in real estated business.

Partners and their profit sharing ratio:

Sr. No.	Particulars	% Stake
1.	Praveen Kataria	16.68
2.	Sunil Kataria	16.68
3.	Sanjay Kataria	16.60
4.	ArunKataria	16.68
5.	VikasKataria	16.68
6.	Pankaj Kataria	16.68
	Total	**100.00**

Financial Information of the Partnership firm for last 3 years:

(Rs. in Lakhs)

Particulars	For the Year ended		
	March 31, 2016	March 31, 2015	March 31, 2014
Total Capital	159.09	158.77	176.46
Total Income	2.74	36.49	24.04
Net Profit	0.68	4.56	3.61

9. K R Real Estate (Partnership Firm)

K R Real Estate was created on May 23, 2011 and is situated at 50 Ghass Bazaar, Ratlam, Madhya Pradesh - 457001. The Permanent Account Number (PAN) of the Partnership Firm is AALFK2415N. K R Real Estate is engaged in real estate and agricultural activities.

Partners and their profit sharing ratio:

Sr. No.	Particulars	% Stake
1.	Hemant Kataria	50.00
2.	Santosh Kataria	50.00
	Total	**100.00**

Financial Information of the Partnership firm for last 3 years:

(Rs. in Lakhs)

Particulars	For the Year ended		
	March 31, 2016	March 31, 2015	March 31, 2014
Total Capital	21.26	19.26	18.70
Net Sales	8.88	0.08	-
Net Profit	2.51	0.08	-

10. Sugan Agritech (Partnership Firm)

Sugan Agritech was created on July 10, 2006 and is situated at 63, Ghass Bazzar Choumukhi Pool, Ratlam. The Permanent Account Number (PAN) of the Partnership Firm is ABHFS6346R. Sugan Agritech is engaged in agricultural activities.

Partners and their profit sharing ratio:

Sr. No.	Particulars	% Stake
1.	Arvind Kataria	50.00
2.	Hemant Kataria	50.00
	Total	**100.00**

Financial Information of the Partnership firm for last 3 years:

(Rs. in Lakhs)

Particulars	For the Year ended		
	March 31, 2016	March 31, 2015	March 31, 2014
Total Capital	70.73	17.49	69.49
Net Sales	38.86	3.41	2.99
Net Profit	24.09	3.41	2.84

11. Sugan Real Estate (Partnership Firm)

Sugan Real Estate was created on April 07, 2011 and is situated at 63, Choumukhi Pool, Ratlam. The Permanent Account Number (PAN) of the Partnership Firm is ABXFS2160D. Sugan Real Estate isengaged in real estate and agricultural activities.

Partners and their profit sharing ratio:

Sr. No.	Particulars	% Stake
1.	Arvind Kataria	25.00
2.	Hemant Kataria	25.00
3.	KantilalKataria	25.00
4.	Praveen Kataria	25.00
	Total	**100.00**

Financial Information of the Partnership firm for last 3 years:

(Rs. in Lakhs)

Particulars	For the Year ended		
	March 31, 2016	March 31, 2015	March 31, 2014
Total Capital	196.75	125.15	156.17
Total Income	57.67	110.87	70.48
Net Profit	44.88	39.08	16.75

12. Supanna Enterprises (Partnership Firm)

Supanna Enterprises was created on January 15, 2008 and is situated at 74-C, D, Sector A, Industrial Area, Ratlam. The Permanent Account Number (PAN) of the Partnership Firm is AAFFD7988K. Supanna Enterprises is engaged in trading of plastic materials.

Partners and their profit sharing ratio:

Sr. No.	Particulars	% Stake
1.	Arvind Kataria	50.00
2.	Vikas Kataria	50.00
	Total	**100.00**

Financial Information of the Partnership firm for last 3 years:

(Rs. in Lakhs)

Particulars	For the Year ended		
	March 31, 2016	March 31, 2015	March 31, 2014
Total Capital	16.33	16.12	15.95
Net Sales	31.69	17.08	38.56

Net Profit	0.29	0.26	0.48

13. D P Synthetics

D P Synthetics was created on March 18, 2011 and is situated in Ratlam. The Permanent Account Number (PAN) of the Partnership Firm is AAHFD8311J. D P Synthetics has not started any commercial activity.

Partners and their profit sharing ratio:

Sr. No.	Particulars	% Stake
1.	Hemant Kataria	50.00
2.	Arvind Kataria	50.00
	Total	**100.00**

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. Further, our Promoters, Group Company (ies), Companies promoted by the Promoters have confirmed that they have not defaulted in respect of payment of interest and/or principal to the debenture/ bond/fixed deposit holder/ Banks/ FIs during the past three years. 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 184 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 Companies.

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 227 of this Prospectus.

DISASSOCIATION BY THE PROMOTERS IN THE LAST THREE YEARS

Our Promoters have not disassociated himself from any of the companies/partnership firms during preceding three years except as follows: -

Sr. No.	Name of the Promoters	Name of Concern	Date of Disassociation	Reason
1.	Praveen Kataria	D.P. Polyplast Industries Private Limited	1/12/2014	Personal
2.	Praveen Kataria	Kataria Industries Private Limited	10/01/2015	Personal
3.	Praveen Kataria	Utkarsh Land Developers Limited	10/02/2015	Personal
4.	Praveen Kataria	Shree Hanuman Wind-Infra Private Limited	30/03/2015	Personal
5.	Praveen Kataria	Sonic Fiscal Services Private Limited	09/10/2014	Personal
6.	Hemant Kataria	Panna Resources Private Limited	31/01/2015	Personal
7.	Hemant Kataria	Shree Hanuman Wind-Infra Private Limited	30/03/2015	Personal

SALES/PURCHASES BETWEEN OUR COMPANY AND GROUP ENTITIES

For further details, please refer to chapter titled 'Related Party Transactions' beginning on page 182 of this Prospectus.

COMMON PURSUITS

None of our Group Entities have objects similar to that of our Company's business except Kataria Plastics Private Limited, D P Polyplast Industries Private Limited, D P Plastics and D P Wires Products. Further, 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.

RELATED PARTY TRANSACTIONS

For details on Related Party Transactions of our Company, please refer to Annexure VIII of restated financial statement under the section titled, '*Financial Statements*' beginning on page 184 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 a company in the year in which the dividend is declared or out of the undistributed profits or reserves of the previous Years or out of both.

Our Company does not have a formal dividend policy. Any 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.

We have not declared dividend in any Financial Year.

SECTION V – FINANCIAL INFORMATION

FINANCIAL INFORMATION, AS RESTATED IN RELATION TO PROSPECTUS

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,
D P Wires Limited
16-18A, Industrial Estate,
Ratlam – 457001, Madhya Pradesh

Dear Sirs,

1. We have examined the attached Restated Financial Information of **D P Wires Limited** (Formerly D P Wires Private Limited and hereinafter referred to as "the Company") as approved by the Board of Directors of the Company in their meeting on July 10, 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 upon with you in accordance with our engagement letter dated June 16, 2017, in connection with the proposed Initial Public Offer (IPO) of the Company.

2. These Restated Financial Information (included in Annexure I to XIII) have been extracted by the Management of the Company from:

   The Company's Audited Financial Statements for the year ended March 31, 2017, 2016, 2015, 2014 and 2013, which have been approved by the Board of Directors at their meeting held on June 16, 2017 and September 02, 2016, September 5, 2015, August 16, 2014 and September 10, 2013 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 Financial Information, are the responsibility of the Company's Management. The Financial Statement of the Company for the financial year ended March 31, 2017, 2016 and 2015 have been audited by Anil Kamal Garg & Company, Chartered Accountants and had issued unqualified reports for these years and for financial year ended March 31, 2013 and 2012 have been audited by P. D. Nagar & Co., Chartered Accountants and had issued unqualified reports for these years

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 Statement of Assets and Liabilities as at March 31, 2017, 2016, 2015, 2014 and 2013, examined by us, as set out in Annexure – I to this report, read with the 'Basis of Preparation and Significant Accounting Policies of the Restated Financial Statements' appearing in Annexure- IV are after making such adjustments and regrouping/reclassification as in our opinion were appropriate and are more fully described in the statement of Material Adjustments to the 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 years.

(ii) The Restated Statement of Profit and Loss of the Company for the years ended March 31, 2017, 2016, 2015, 2014 and 2013, examined by us, as set out in Annexure – II to this report, read with the 'Basis of Preparation and Significant Accounting Policies of the Restated 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 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 years.

(iii) The Restated Statement of Cash flows of the Company for the years ended March 31, 2017, 2016, 2015, 2014 and 2013, examined by us, as set out in Annexure – III (to this report, read with the 'Basis of Preparation and Significant Accounting Policies of the Restated 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 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 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 Financial Information:

(a) have been made after incorporating adjustments for the changes in accounting policies retrospectively in 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 March 31, 2017;

(b) have been made after incorporating adjustments for prior period and other material amounts in the 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 Financial Information and do not contain any qualification requiring adjustments.

5. We have also examined the following Restated Financial Information as set out in the Annexures to this report and forming part of the Restated Financial Information, prepared by the management of the Company and approved by the Board of Directors on July 10, 2017, relating to the company for the years ended March 31, 2017, 2016, 2015, 2014 and 2013:

i) Restated Statement of Assets and Liabilities included in Annexure – I;

ii) Restated Statement of Profit and Loss included in Annexure – II;

iii) Restated Statement of Cash flow from Restated Financial Statement included in Annexure III;

iv) Basis of Preparation and Significant Accounting Policies of the Restated Financial Statements as included in Annexure IV;

v) Statement of Reconciliation of Restated Profits to Profit as per Audited Financial Statements included on Annexure V:

vi) Restated Statement of Share Capital included in Annexure I.1;

vii) Restated Statement of Long Term Borrowings included in Annexure I.3;

viii) Restated Statement of Long Term &Short Term Loans and Advances included in Annexure I.12 & I.16;

ix) Notes to Restated Financial Information as included in Annexure VI;

x) Restated Statement of Contingent Liabilities, included in Annexure VII;

xi) Restated Statement of Related Party Transaction, included in Annexure VIII;

xii) Restated Statement of Accounting Ratios, included in Annexure IX;

xiii) Restated Statement of Capitalisation, included in Annexure X;

xiv) Restated Statement of Tax Shelters, included in Annexure XI;

xv) Restated Statement of Financial indebtness, included in Annexure XII;

xvi) Restated Statement of Dividend, included in Annexure XIII.

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 by us, nor should this report be construed as an opinion on any of the financial statements 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 Financial Information contained in Annexure I to XIII to this report read along with the Basis of Preparation and Significant Accounting policies (Refer Annexure – IV) and Notes to Restated Financial Information (Refer Annexure – VI) 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 RPMD & Associates.
Chartered Accountants
ICAI Firm's Reg. No. 005961C

Rahul Jain
(Partner)
M. No. 518352

Place: Delhi
Dated: July 10, 2017

ANNEXURE – I: RESTATED STATEMENT OF ASSETS AND LIABILITIES

(Rs. in Lakhs)

Sr. No.	Particulars	Note No.	As at 31st March				
			2017	2016	2015	2014	2013
A.	**Equity and Liabilities**						
1	**Shareholders' Funds**						
	Share Capital	**I.1**	249.60	249.60	249.60	249.60	249.60
	Reserves & Surplus	**I.2**	2,534.16	2,034.37	1,815.80	1,649.08	1,524.52
	Share application money pending allotment						
2	**Non-Current Liabilities**						
	Long-term borrowings	**I.3**	1,340.71	1,277.90	425.01	96.45	503.70
	Other Long Term Liabilities	**I.4**	-	-	-	-	11.56
	Deferred Tax Liabilities (Net)	**I.5**	29.98	39.43	50.77	51.38	55.04
	Long Term Provisions	**I.6**	16.12	9.97	6.85	3.79	13.48
3	**Current Liabilities**						
	Short Term Borrowings	**I.7**	1,694.02	1,092.78	353.47	628.09	1,508.69
	Trade Payables	**I.8**	1,495.92	1,673.06	1,806.88	188.86	469.72
	Other Current Liabilities	**I.9**	530.31	401.07	284.26	216.74	148.73
	Short Term Provisions	**I.10**	245.11	69.72	34.08	(11.15)	13.74
	Total		**8,135.94**	**6,847.91**	**5,026.72**	**3,072.83**	**4,498.78**
B.	**Assets**						
4	**Non-Current Assets**						
	Fixed Assets						
	Tangible Assets	**I.11**	818.06	826.65	571.73	515.67	487.14
	Capital Work In Progress	**I.11**	-	-	-	-	123.62
	Long Term Loans and Advances	**I.12**	100.79	83.37	100.88	75.43	85.28
5	**Current Assets**						
	Inventories	**I.13**	2,589.76	1,605.83	1,050.47	657.82	386.42
	Trade Receivables	**I.14**	3,079.55	2,678.51	2,414.84	1,192.50	2,140.19
	Cash and Cash Equivalents	**I.15**	165.23	351.05	249.39	99.45	56.93
	Short-term loans and advances	**I.16**	1,349.54	1,252.35	622.86	491.15	893.20
	Other Current Assets	**I.17**	33.00	50.15	16.56	40.82	326.00
	Total		**8,135.94**	**6,847.91**	**5,026.72**	**3,072.83**	**4,498.78**

ANNEXURE – II: RESTATED STATEMENT OF PROFIT AND LOSS

(Rs. in Lakhs)

Sr. No	Particulars	Note No.	For The Year Ended March 31,				
			2017	2016	2015	2014	2013
A.	**Revenue:**						
	Revenue from Operations (gross)	**II.1**	21,708.56	17,637.06	15,204.39	10,274.39	10,441.79
	Less: Excise Duty		2,097.92	1,695.23	1,409.19	1,007.65	824.20
	Revenue from operations (net)		19,610.65	15,941.82	13,795.20	9,266.74	9,617.60
	Other income	**II.2**	72.56	63.88	118.08	94.85	164.98
	Total revenue		**19,683.21**	**16,005.70**	**13,913.28**	**9,361.60**	**9,782.58**
B.	**Expenses:**						
	Cost of material Consumed	**II.3**	14,218.94	11,415.67	10,122.71	7,425.98	6,967.57
	Purchase of Traded Goods	**II.4**	1,381.79	938.20	1,599.69	276.68	994.08
	Manufacturing and Operating Costs	**II.5**	1,894.64	1,754.25	1,088.66	803.93	711.43
	Changes in inventories of Finished goods, work-in-progress and others	**II.6**	(223.72)	197.90	(109.35)	(123.29)	117.54
	Employee benefit expenses	**II.7**	226.67	132.19	103.75	63.28	65.91
	Finance costs	**II.8**	281.61	240.75	189.99	236.50	177.23
	Depreciation and Amortization	**I.11**	126.19	126.48	101.51	97.86	109.27
	Other expenses	**II.9**	1,074.87	914.02	605.46	413.34	380.85
	Total Expenses		**18,981.00**	**15,719.46**	**13,702.43**	**9,194.29**	**9,523.88**
	Profit/(Loss) before exceptional and extraordinary items and tax		**702.20**	**286.25**	**210.85**	**167.31**	**258.70**
	Less/(Add) : Exceptional Items	**II.10**	(0.75)	(0.08)	(0.27)	(1.86)	(0.36)
	Profit/(Loss) before extraordinary items &tax		**702.95**	**286.33**	**211.12**	**169.17**	**259.06**
	Less/(Add) : Extraordinary Items	**II.11**	**-**	**-**	**-**	**-**	**93.64**
	Profit before tax		**702.95**	**286.33**	**211.12**	**169.17**	**165.43**
	Tax expense :						
	Current tax		217.00	78.75	44.36	32.52	40.29
	Prior Period Taxes		(4.38)	0.35	-	15.76	0.28
	Deferred Tax		(9.45)	(11.34)	(0.61)	(3.66)	(19.41)
	Profit/(Loss) for the period/ year		**499.79**	**218.57**	**167.37**	**124.55**	**144.27**
	Earning per equity share in Rs.:						
	(1) Basic		5.03	1.97	1.66	1.35	1.62
	(2) Diluted		5.03	1.97	1.66	1.35	1.62

ANNEXURE – III: RESTATED STATEMENT OF CASH FLOWS

(Rs. in Lakhs)

Particulars	For The Year Ended March 31,				
	2017	2016	2015	2014	2013
A. CASH FLOW FROM OPERATING ACTIVITIES					
Profit/ (Loss) before tax	**702.95**	**286.33**	**211.12**	**169.17**	**165.43**
Adjustments for:					
Depreciation	126.19	126.48	101.51	97.86	109.27
Interest Expense	281.61	240.75	189.99	236.50	177.23
Interest/ Other Income Received	-	(35.07)	(79.37)	(90.97)	(122.50)
Profit/(Loss) on Sale of Fixed Assets	(0.75)	(0.08)	(0.27)	(1.86)	(0.36)
Operating profit before working capital changes	**1,110.00**	**618.40**	**422.98**	**410.70**	**329.07**
Movements in working capital :					
(Increase)/ Decrease in Inventories	(983.93)	(555.36)	(392.65)	(271.39)	329.41
(Increase)/Decrease in Trade Receivables	(401.04)	(263.67)	(1,222.34)	947.69	(838.23)
(Increase)/Decrease in Other Current Assets/ Non Current Assets	17.15	(33.59)	24.26	285.18	(319.41)
(Increase)/Decrease in Loans & Advances	(114.61)	(611.99)	(157.15)	411.90	176.77
Increase/(Decrease) in Trade Payables and Other Current Liabilities	582.45	725.42	1,413.98	(1,114.69)	318.80
Cash generated from operations	**210.02**	**(120.79)**	**89.08**	**669.38**	**(3.60)**
Income tax paid during the year	60.19	43.45	(0.87)	73.17	26.82
Net cash from operating activities (A)	**149.83**	**(164.24)**	**89.95**	**596.21**	**(30.42)**
B. CASH FLOW FROM INVESTING ACTIVITIES					
Purchase/ Sale of Fixed Assets	(117.76)	(382.24)	(158.96)	(3.61)	(92.22)
Purchase of Long Term Investments	-	-	-	-	-
Purchase of Current Investments	-	-	-	-	-
Sale of Fixed Assets	0.91	0.92	1.02	2.70	0.75
Interest Received / Other Income	-	35.07	79.37	90.97	122.50
Net cash from investing activities (B)	**(116.85)**	**(346.24)**	**(78.57)**	**90.06**	**31.03**
Proceeds from issue of share capital/application money	-	-	-	-	-
Interest paid on borrowings	(281.61)	(240.75)	(189.99)	(236.50)	(177.23)
Proceeds/(Repayment) of Borrowings	62.81	852.89	328.56	(407.25)	46.25
Net cash from financing activities (C)	**(218.80)**	**612.14**	**138.57**	**(643.75)**	**(130.98)**
Net increase in cash and cash equivalents (A+B+C)	**(185.82)**	**101.66**	**149.94**	**42.51**	**(130.37)**
Cash and cash equivalents at the beginning of the year	351.05	249.39	99.45	56.93	187.31
Cash and cash equivalents at the end of the year	**165.23**	**351.05**	**249.39**	**99.45**	**56.93**

Annexure IV: Basis of Preparation and Significant Accounting Polices of the Restated Financial Statements for the years ended March 31, 2017, 2016, 2015, 2014 and 2013.

1. General Information

D P Wires Limited was incorporated as D P Wires Private Limited under the provisions of the Companies Act 1956 vide certificate of incorporation dated February 26, 1998, issued by the Registrar of Companies, Maharashtra, Mumbai. The registered office was shifted to Ratlam, Madhya Pradesh in 2012 to achieve operational & administrative efficiency. Subsequently, the name of our Company was changed to D P Wires Limited pursuant to conversion into a public company vide Shareholders' approval on May 09, 2017 and fresh certificate of incorporation dated May 16, 2017, issued by the Registrar of Companies, Madhya Pradesh, Gwalior.

The Company engaged in manufacturing and supply of Steel wires, plastic pipes and plastic films which find its application in industries like oil & gas, power, environment, civil, energy, automobile, infrastructure etc. It is also engaged in power generation through 2 wind farms of 0.80 MW each in village Okha-Madhi and Jodhpur in District Jamnagar.

2. Basis of Preparation of Restated Summary Financial Information

i. The Restated Summary Statement of Assets and Liabilities of the Company as at March 31, 2017, 2016, 2015, 2014 and 2013 and the related Restated Summary Statement of Profit and Loss and Cash Flows for the years ended March 31, 2017, 2016, 2015, 2014 and 2013 (collectively referred to as the 'Restated Summary Financial Information') have been prepared specifically for the purpose of inclusion in the Offer Documents to be filed with NSE Emerge Platform in connection with the proposed Initial Public Offering (hereinafter referred to as 'IPO').

ii. The Restated Summary Financial Information has been prepared by applying necessary adjustments to:

The financial statements ('financial statements') of the Company for the years ended March 31, 2017, 2016, 2015, 2014 and 2013, prepared and presented under the historical cost convention using the accrual system of accounting in accordance with the generally accepted accounting principles in India ('Indian GAAP'), the provisions of the Companies Act, 1956 (up to March 31, 2014), and notified sections, schedules and rules of the Companies Act, 2013 (with effect from 01 April, 2014), including the Accounting Standards as prescribed by the Companies (Accounting Standards) Rules, 2006 as per 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.

iii. With effect from 1 April 2014, Schedule III notified under the Act, has become applicable to the Company for the preparation and presentation of its financial statements. Accordingly, previous years' figures have been regrouped/reclassified wherever applicable. Appropriate re-classifications/regrouping have been made in the Restated Summary 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 rounded off to the nearest lakhs.

Operating Cycle:

Operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalent.

3. Significant Accounting Policies:

3.1 Use of Estimates

The preparation of financial statements in conformity with GAAP in India requires the management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent liabilities at the date of financial statements, and the reported amount of revenues and expenses during the reporting period. Actual results could differ from these estimates. On an ongoing basis, estimates are evaluated based on historical experience and on various other assumptions that are believed to be reasonable, the results of which forms the basis for making judgments about the carrying value of assets and liabilities. Actual results could differ from those estimates. Any revision to estimates or difference between the actual result and estimates are recognized in the period in which the results are known/ materialized.

3.2 Fixed Assets

(i) Fixed assets are accounted for on historical cost basis (inclusive of the cost of installation and other incidental costs till commencement of commercial production) net of recoverable taxes, less accumulated depreciation and impairment loss, if any.

(ii) Expenditure on renovation/ modernization relating to existing fixed assets is added to the cost of such assets where it increases its performance/life significantly.

3.3 Depreciation

(i) Depreciation on fixed assets is provided on written down value basis over the useful life of the assets estimated by the management, in the manner prescribed in Schedule II of the Companies Act, 2013.

3.4 Revenue Recognition

(i) All known income and expenditure quantifiable till the date of signing of report are accounted on accrual basis when virtual certainty is established.

(ii) Sales Revenue is recognised when property in the goods with all risk rewards and effective control of goods usually associated with ownership are transferred to buyer.

(iii) Export incentive is recognized on post export basis on the basis of their entitlement rates.

(iv) Interest income is recognised on time proportion basis.

(v) Insurances claims are recognised to the extent the Company is reasonably certain of their ultimate receipt.

(vi) Sales are recorded net of Excise duty, trade discounts, rebates and VAT Tax. Purchases are recorded net of Input credit for taxes that are subsequently eligible for Input Credit / Refund.

3.5 Provisions and contingent liabilities

(i) The Company creates a provision when there is a present obligation arising as result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation, at the balances sheet date and are not discounted to its present value.

(ii) A disclosure for a contingent liability is made when there is a present obligation arising as a result of past event that probably will not require an outflow of resources or where a reliable estimate of the obligation cannot be made.

3.6 Inventory Valuation

(i) Inventories are valued at the lower of cost and net realisable value.

(ii) In respect of raw material, packing material and stores & spares, cost is computed on first in first out basis.

(iii) Finished goods and stock-in-process include cost of input conversion and other costs including manufacturing overheads incurred in bringing them to their present location and condition.

(iv) Obsolete, defective and unserviceable stocks are provided for, wherever required.

(v) Excise duty on finished goods manufactured is accounted for on clearance of goods from factory premises.

3.7 Impairment of Assets

The management periodically assesses using, external and internal sources, whether there is an indication that an asset may be impaired. An impaired loss is recognized wherever the carrying value of an asset exceeds its recoverable amount. The recoverable amount is the higher of the asset's net selling price and value in use, which means the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal An impairment loss for an asset is reversed, if and only if, the reversal can be related objectively to an event occurring after the impairment loss was recognized, the carrying amount of an asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss being recognized for the asset in prior year/s.

3.8 Borrowing costs

Borrowing costs attributable to the acquisition and/or construction of qualifying assets are capitalized as a part of the cost of such assets, upto the date when such assets are ready for intended use. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. Other borrowing costs are charged to the Statement of Profit and Loss.

3.9 Foreign Currency Transactions

Foreign currency transactions are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities in foreign currency existing at balance sheet date are translated at the year end exchange rates. Exchange rate differences arising on settlement of transaction and translation of monetary items are recognized as income or expenses in the year in which they arise. Premium or discount on forward exchange contract is amortised as income or expense over the life of the contract. Exchange difference on such contract is recognized in the Statement of Profit and Loss in the reporting period in which the exchange rate changes. Any profit or loss arising on cancellation or renewal of forward contract is recognized as income or expenditure during the period.

3.12 Taxation

Provision for current taxes is made after taking into consideration benefits admissible under the provisions of Income Tax Act, 1961. Deferred Tax resulting from "timing differences" between taxable and accounting income is accounted for using the tax rates and laws that have been substantially enacted as of the balance sheet date.

Deferred tax assets arising from timing differences are recognized to the extent there is reasonable certainty that these would be realized in future.

3.15 Earnings per Share:

Basic earnings per share is calculated by dividing net profit of the year by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

The above should necessarily be read with the 'Statement of Material Adjustments to the Restated Financial Statements' appearing in Annexure – V and 'Notes to the Restated Financial Statements' appearing in Annexure – VI.

ANNEXURE - I.1: RESTATED STATEMENT OF SHARE CAPITAL

(Rs. In Lakhs)

Particulars	As at 31st March				
	2017	2016	2015	2014	2013
Authorized					
Equity Shares of Rs. 10 each	1,400.00	350.00	350.00	350.00	350.00
Issued					
Equity Shares of Rs. 10 each	249.60	249.60	249.60	249.60	249.60
Subscribed & Fully Paid Up					
Equity Shares of Rs. 10 each	249.60	249.60	249.60	249.60	249.60
Total	**249.60**	**249.60**	**249.60**	**249.60**	**249.60**

Notes:

I.1.1 Right, Preferences and Restrictions attached to Shares:

The Company has one class of equity shares having a par value of Rs. 10/- per share. Each Shareholder is eligible for on vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company in proportion of their shareholding.

I.1.2 Reconciliation of No. of Shares Outstanding at the end of the year

Particulars	As at 31st March				
	2017	2016	2015	2014	2013
Shares outstanding at the beginning of the year	2,496,000	2,496,000	2,496,000	2,496,000	2,496,000
Shares issued during the year	-	-	-	-	-
Bonus Shares issued during the year		-	-	-	
Shares bought back during the year	-	-	-	-	-
Any other movement (please specify)	-	-	-	-	-
Share outstanding at the end of the year	**2,496,000**	**2,496,000**	**2,496,000**	**2,496,000**	**2,496,000**

I.1.3 The company has increased the authorized capital from Rs. 350 Lacs to Rs. 1,400 lacs vide shareholders approval dated 21.03.2017

I.1.4 Subsequently, the Company has issued bonus shares (74,88,000 equity shares for consideration other than cash) in the ratio of 3:1 (3 bonus shares for 1 equity share held) approved by Board of Directors pursuant to a resolution passed at their meeting held on 10.04.2017 and resolution passed by Shareholders at the Extraordinary General Meeting held on 11.04.2017 through capitalisation of the balance outstanding in Profit & Loss account. These equity shares have been allotted on 12.04.2017.

I.1.5 Details of Shareholding more than 5% of the aggregate shares in the company

Name of Shareholder	31-Mar-17		31-Mar-16		31-Mar-15		31-Mar-14		31-Mar-13	
	Nos	% of Holding	Nos	% of Holding	Nos	% of Holding	Nos	% of Holding	Nos	% of Holding
Nagina Devi Kataria	-	-	-	-	-	-	183,992	7.37%	183,992	7.37%
Sapna Kataria	148,280	5.94%	148,280	5.94%	148,280	5.94%	82,200	3.29%	82,200	3.29%
Asha Kataria	1,482,883	59.41%	1,482,883	59.41%	1,482,883	59.41%	84,647	3.39%	84,647	3.39%
Samta Kataria	137,010	5.49%	137,010	5.49%	137,010	5.49%	7,630	0.31%	7,630	0.31%
Chanda Devi Kataria	-	0.00%	-	0.00%	-	0.00%	188,171	7.54%	188,171	7.54%
San Industries Pvt. Ltd.	434,000	17.39%	434,000	17.39%	434,000	17.39%	434,000	17.39%	434,000	17.39%
Kantilal Kataria	-	0.00%	-	0.00%	-	0.00%	195,520	7.83%	195,520	7.83%
Nishtha Kataria	-	0.00%	-	0.00%	-	0.00%	128,545	5.15%	128,545	5.15%
Rani Kataria	146,147	5.86%	146,147	5.86%	146,147	5.86%	146,147	5.86%	146,147	5.86%
Ashok Kataria	-	0.00%	-	0.00%	-	0.00%	193,225	7.74%	193,225	7.74%
Pankaj Madanlal Kataria HUF	147,620	5.91%	147,620	5.91%	147,620	5.91%	147,620	5.91%	147,620	5.91%

ANNEXURE – I.2: Restated Statement of Reserves and Surplus

(Rs. In Lakhs)

Particulars	As at 31st March				
	2017	2016	2015	2014	2013
Share Premium Account					
Balance as at the beginning of the year	589.40	589.40	589.40	589.40	589.40
Add: Share Premium received during the year	-	-	-	-	-
Less: Utilized for Bonus Shares Issued	-	-	-	-	-
Balance as at the end of the year	**589.40**	**589.40**	**589.40**	**589.40**	**589.40**
General Reserve					
Balance as at the beginning of the year	50.00	50.00	50.00	50.00	50.00
Add: Addition during the year	-	-	-	-	
Balance as at the end of the year	**50.00**	**50.00**	**50.00**	**50.00**	**50.00**
Balance in Statement of Profit & Loss					
Balance as at the beginning of the year	1,394.97	1,176.40	1,009.68	885.12	740.85
Add: Profit for the year	499.79	218.57	167.37	124.55	144.27
Less: Utilized for Bonus Shares Issued	-	-	-	-	
Less: Addl Dep pursuant to change in law	-	-	(0.65)	-	-
Balance as at the end of the year	**1,894.76**	**1,394.97**	**1,176.40**	**1,009.68**	**885.12**
Grand Total	**2,534.16**	**2,034.37**	**1,815.80**	**1,649.08**	**1,524.52**

ANNEXURE – I.3: RESTATED STATEMENT OF LONG TERM BORROWINGS

(Rs. In Lakhs)

Particulars	31-Mar-17		31-Mar-16		31-Mar-15		31-Mar-14		31-Mar-13	
	Non-Current	Current	Non-Current	Current	Non-Current	Current	Non-Current	Current	Non-Current	Current
Secured:										
Term Loan:										
From Banks:							-		-	-
Vehicle Loans:										
Loan from HDFC Bank Ltd (Hyundai I20 car)	2.76	1.43	4.19	1.29	5.48	1.16	-	-	-	-
Loan from ICICI Bank Ltd (Audi Car)	23.29	8.64	31.94	7.67	-	-	-	-	-	-
From NBFC:										
Sundaram Finance Limited	6.82	2.19								
Unsecured:										
From Related Parties										
Samta Kataria	-	-	-	-	-	-	-	-	115.11	-
Rani Kataria	-	-	-	-	-	-	-	-	67.88	-
Sapna Kataria	-	-	-	-	-	-	-	-	58.76	-
Arvind Kataria	-	-	-	-	-	-	-	-	14.30	-
Hemant Kataria	82.85	-	29.31	-	225.84	-	17.21	-	4.01	-
Parveen Kataria	152.84	-	26.44	-	193.68	-	0.71	-	-	-
Hemant Kantilal Kataria HUF	-	-	-	-	-	-	57.39	-	51.52	-
Kantilal Kataria	-	-	-	-	-	-	8.43	-	34.92	-
Parveen Kantilal Kataria HUF	-	-	-	-	-	-	-	-	25.66	-
Arvind Kantilal	-	-	-	-	-	-	-	-	74.78	-

Kataria HUF										
Asha Devi Kataria	-	-	89.77	-	-	-	12.71	-	-	-
Kataria Industries Pvt Ltd	-	-	-	-	-	-	-	-	56.77	-
From Bodies Corporate										
ARP Securities limited	10.09									
Sea Entertainment Pvt. Ltd.	15.16									
Sky Touch Infrastructure Pvt. Ltd.	10.02									
Navkar Abhikaran Ltd	7.06									
A.B. Corp Limited	-	-	100.00	-	-	-	-	-	-	-
Samyak Shares & Stock brokers Pvt. Ltd.	65.72									
Murdeshwar Logistics Private Limited	18.27	-	17.19	-	-	-	-	-	-	-
Nandan Trading Private Limited	11.07	-	10.42	-	-	-	-	-	-	-
Nirmal Advisory Private Limited	151.79	-	222.51	-	-	-	-	-	-	-
Sagar Tex Creation Private Limited	507.20	-	561.28	-	-	-	-	-	-	-
Sangini Tradelinks Private Limited	275.77	-	184.85	-	-	-	-	-	-	-
Total	**1,340.71**	**12.27**	**1,277.90**	**8.96**	**425.01**	**1.16**	**96.45**	**-**	**503.70**	**-**
Less : Amount disclosed under the	-	**12.27**	-	**8.96**	-	**1.16**	-	**-**	-	-

head "Other current liabilities" (Refer Note I.7)										
Total	**1,340.71**	**-**	**1,277.90**	**-**	**425.01**	**-**	**96.45**	**-**	**503.70**	**-**

Out of the above amounts outstanding from related parties are as follows:

(Rs. In Lakhs)

Particulars	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
Samta Kataria	-				115.11
Rani Kataria	-	-	-	-	67.88
Sapna Kataria	-	-	-	-	58.76
Arvind Kataria	-	-	-	-	14.30
Hemant Kataria	82.85	29.31	225.84	17.21	4.01
Parveen Kataria	152.84	26.44	193.68	0.71	-
Hemant Kantilal Kataria HUF	-	-	-	57.39	51.52
Kantilal Kataria	-	-	-	8.43	34.92
Parveen Kantilal Kataria HUF	-	-	-	-	25.66
Arvind Kantilal Kataria HUF	-	-	-	-	74.78
Asha Devi Kataria	-	89.77	-	12.71	-
Kataria Industries Pvt Ltd	-	-	-	-	56.77
Total	**235.69**	**145.52**	**419.53**	**96.45**	**503.70**

Note: There were no re-schedulement or default in the repayment of loans taken by the Company.

ANNEXURE – I.4: Other Long-Term Liabilities

(Rs. In Lakhs)

Particulars	As at 31st March				
	2017	2016	2015	2014	2013
Creditors For Capital Goods	-	-	-	-	11.56
Grand Total	**-**	**-**	**-**	**-**	**11.56**

ANNEXURE – I.5: Restated Statement of Deferred Tax Assets/(Liabilities) (Net)

(Rs. In Lakhs)

Particulars	As at 31st March				
	2017	2016	2015	2014	2013
Deferred Tax Assets					
Disallowance of expense u/s 43B	0.01	0.01			
Provision for gratuity	5.33	3.30	2.22	1.29	4.58
Related to Fixed Assets	-	-	-	-	-
Total (a)	**5.34**	**3.30**	**2.22**	**1.29**	**4.58**
Deferred Tax Liability					
Preliminary expenses	-	-	-	-	-
Related to Fixed Assets	35.31	42.74	52.99	52.67	59.62
Disallowance under the Income Tax Act	-	-	-	-	-
Total (b)	**35.31**	**42.74**	**52.99**	**52.67**	**59.62**
Net deferred tax (asset)/liability{(b)-(a)}	**29.98**	**39.43**	**50.77**	**51.38**	**55.04**

ANNEXURE – I.6: Restated Statement of Long Term Provisions

(Rs. In Lakhs)

Particulars	As at 31st March				
	2017	2016	2015	2014	2013
Provision for gratuity	16.12	9.97	6.85	3.79	13.48
Grand Total	**16.12**	**9.97**	**6.85**	**3.79**	**13.48**

ANNEXURE – I.7: Restated Statement of Short Term Borrowings

(Rs. In Lakhs)

Particulars	As at 31st March				
	2017	2016	2015	2014	2013
Secured Loan Repayable on Demand:					
Working Capital Facility from State Bank of India	-	-	-	-	1,351.02
Working Capital Facility from Axis Bank*	1,380.24	1,066.42	353.47	397.89	
Working Capital Facility from ICICI Bank#	313.78	26.36			
HDFC Bank C/A	-	-	-	160.01	-
Axis Bank C/A	-	-	-	70.19	-
Buyers Credit	-	-	-	-	157.67
Grand Total	**1,694.02**	**1,092.78**	**353.47**	**628.09**	**1,508.69**

Notes: I.1.7.1

(a) * Axis Bank had sanctioned cash credit limit of Rs. 1,400 Lakhs secured against hypothecation of inventories, books debts, other current assets , plant & machineries and other fixed assets of the company including land & building, besides personal guarantees of the Mr. Arvind Kataria, Mr. Hemant Kataria, Mr.Kantilal Kataria & Mr Praveen Kataria.

(b) * The above loan carry Base Rate + 1.75% spread interest rate.

(c) #ICICI Bank had sanctioned cash credit limit of Rs. 400 Lakhs secured against hypothecation of inventories, books debts, other current assets, plant & machineries and other fixed assets of the company including land & building, besides personal guarantees of the Asha Kataria, Hemant Kataria, Mr Kantilal Kataria & Mr Praveen Kataria.

(d) #The above loan carry MCLR(6m) Rate + 1.90% spread interest rate.

(e) There were no re-schedulements or default in the repayment of loan taken by the Company.

ANNEXURE – I.8: Restated Statement of Trade Payables

(Rs. In Lakhs)

Particulars	As at 31st March				
	2017	2016	2015	2014	2013
Trade Payables due to		-	-	-	-
- Micro and Small Enterprises	-	-	-	-	
- Others	1,495.92	1,673.06	1,806.37	53.75	469.72
- Related Parties			0.51	135.11	
Grand Total	**1,495.92**	**1,673.06**	**1,806.88**	**188.86**	**469.72**

Out of the above amounts outstanding from promoters/promoter group/group directors/relative of directors are as follows:

(Rs. In Lakhs)

Particulars	As at 31st March				
	2017	2016	2015	2014	2013
From Group Companies					
-Kataria Plastics Pvt. Ltd.	-	-	0.51		
-D. P. Plastics	-	-	-	100.00	
-Kataria Industries Pvt. Ltd.	-	-	-	35.11	
TOTAL	**-**	**-**	**0.51**	**135.11**	**-**

ANNEXURE – I.9: Restated Statement of Other Current Liabilities

(Rs. In Lakhs)

Particulars	As at 31st March				
	2017	2016	2015	2014	2013
Current Maturities of Long Term Borrowing	12.27	8.96	1.16	-	-
Advances from Customers	272.55	182.29	114.54	132.45	38.05
Statutory Dues	86.08	33.63	53.12	13.13	23.47
Expenses Payable	159.41	176.19	115.45	71.16	87.21
Grand Total	**530.31**	**401.07**	**284.26**	**216.74**	**148.73**

ANNEXURE – I.10: Restated Statement of Short Term Provisions

(Rs. In Lakhs)

Particulars	As at 31st March				
	2017	2016	2015	2014	2013
Provision for Income Tax	222.15	69.72	34.08	(11.15)	13.74
Provision for Employee benefit	22.97	-	-	-	-
Grand Total	**245.11**	**69.72**	**34.08**	**(11.15)**	**13.74**

ANNEXURE – I.11: Restated Statement of Fixed Assets

(Rs. In Lakhs)

Particulars	As at 31st March				
	2017	2016	2015	2014	2013
Tangible Assets					
Land					
Gross Block	26.49	26.49	6.55	6.55	6.55
Less: Accumulated Depreciation	-	-	-	-	-
Net Block	26.49	26.49	6.55	6.55	6.55
Land Development					
Gross Block	1.17	1.17	1.17	1.17	1.17
Less: Accumulated Depreciation	0.91	0.88	0.85	0.82	0.78
Net Block	0.27	0.29	0.32	0.35	0.39
Flat at Ahemdabad					
Gross Block	32.40	-	-	-	-
Less: Accumulated Depreciation	3.08	-	-	-	-
Net Block	29.32	-	-	-	-
Building & Civil Works					
Gross Block	264.46	264.46	169.75	169.75	146.61
Less: Accumulated Depreciation	138.83	125.18	110.05	103.21	96.70
Net Block	125.63	139.28	59.70	66.54	49.91

Plant and Machinery					
Gross Block	1,484.93	1,394.29	1,198.15	1,050.47	1,022.48
Less: Accumulated Depreciation	1,130.38	1,060.26	994.90	958.23	926.89
Net Block	354.55	334.02	203.26	92.24	95.59
Electric Installation					
Gross Block	222.37	222.37	181.42	181.42	113.02
Less: Accumulated Depreciation	146.37	129.49	108.51	91.32	80.45
Net Block	76.01	92.88	72.91	90.10	32.57
Office Equipments and Furnitures					
Gross Block	33.24	30.58	27.27	26.52	24.10
Less: Accumulated Depreciation	27.00	24.19	21.60	18.91	17.57
Net Block	6.24	6.39	5.67	7.62	6.53
Vehicles					
Gross Block	113.84	105.07	60.18	54.78	58.84
Less: Accumulated Depreciation	73.18	58.50	42.27	36.04	38.75
Net Block	40.66	46.57	17.91	18.73	20.08
Computers					
Gross Block	17.47	15.89	14.23	12.84	12.35
Less: Accumulated Depreciation	15.95	14.45	13.08	11.99	11.66
Net Block	1.52	1.44	1.15	0.85	0.69
Wind Energy Generator Plant					
Gross Block	750.00	750.00	750.00	750.00	750.00
Less: Accumulated Depreciation	592.63	570.71	545.75	517.30	475.17
Net Block	157.37	179.29	204.25	232.70	274.83
Total Tangible Assets	**818.06**	**826.65**	**571.73**	**515.67**	**487.14**
Capital Work in Progress	**-**	**-**	**-**	**-**	**123.62**

ANNEXURE – I.12: Restated Statement of Long Term Loans and Advances

(Rs. In Lakhs)

Particulars	As at 31st March				
	2017	2016	2015	2014	2013
(Unsecured considered good)					
Security Deposits	100.79	83.37	100.88	75.43	85.28
Grand Total	**100.79**	**83.37**	**100.88**	**75.43**	**85.28**

ANNEXURE – I.13: Restated Statement of Inventories

(Rs. In Lakhs)

Particulars	As at 31st March				
	2017	2016	2015	2014	2013
(at cost or net realizable value, whichever is lower)					
Raw Material	2,132.72	1,413.09	640.40	351.78	216.95
Work-in-progress	58.36	55.25	37.52	51.71	36.63
Finished goods	261.78	102.02	317.65	194.11	85.90
Stores & Spares	25.25	11.29	20.13	19.64	25.42
Packing Material	42.57	13.06	25.22	35.25	21.52
Traded Goods	60.85	-	-	-	-
Oil & Fuel	8.24	11.12	9.55	5.33	-
Grand Total	**2,589.76**	**1,605.83**	**1,050.47**	**657.82**	**386.42**

ANNEXURE – I.14: Restated Statement of Trade Receivables

(Rs. In Lakhs)

Particulars	As at 31st March				
	2017	2016	2015	2014	2013
Trade Receivables:					
Outstanding for a period less than six months from the date they are due for payment					
Unsecured, Considered Good	2,841.11	2,497.71	2,378.43	1,143.60	2,026.09
Outstanding for a period exceeding six months from the date they are due for payment					
Unsecured, Considered Good	238.44	157.91	32.06	42.01	114.10
Unsecured, Considered Doubtful	-	22.90	4.35	6.89	-
Grand Total	**3,079.55**	**2,678.51**	**2,414.84**	**1,192.50**	**2,140.19**

Out of the above amounts outstanding from promoters/promoter group/group directors/relative of directors are as follows:

(Rs. In Lakhs)

Particulars	As at 31st March				
	2017	2016	2015	2014	2013
From Promoters/Directors/Relatives	-	-	-	-	-
From Group Companies	-	-	-	-	-
TOTAL	**-**	**-**	**-**	**-**	**-**

ANNEXURE – I.15: Restated Statement of Cash and Cash Equivalents

(Rs. In Lakhs)

Particulars	As at 31st March				
	2017	2016	2015	2014	2013
Cash in hand	15.80	17.40	7.08	16.79	14.51
Balances with Banks:					
-in current accounts	5.07	7.02	43.23	10.22	17.32
Other Bank Balances:					
Term deposit receipts	144.36	326.63	199.08	72.43	25.10
Grand Total	**165.23**	**351.05**	**249.39**	**99.45**	**56.93**

ANNEXURE – I.16: Restated Statement of Short Term Loans and Advances

(Rs. In Lakhs)

Particulars	As at 31st March				
	2017	2016	2015	2014	2013
Advance to Suppliers					
-To Related parties	200.00	-	-	-	-
-To others	692.16	741.52	298.35	298.68	291.12
Advances to others	15.18	31.46	2.53	0.74	3.53
Balances with Revenue Authorities:					
Indirect Taxes	257.78	409.79	277.20	160.07	136.88
VAT	12.76				
Income Tax	146.00	46.70	36.54		12.65
TDS	5.15				
Exports Incentive	13.17	12.52			
Prepaid expenses	7.35	10.37	8.23	0.90	24.88
other advances to Related Parties:				30.77	424.14

Grand Total	**1,349.54**	**1,252.35**	**622.86**	**491.15**	**893.20**

Out of the above amounts outstanding from promoters/promoter group/group directors/relative of directors are as follows:

(Rs. In Lakhs)

Particulars	As at 31st March				
	2017	2016	2015	2014	2013
From Promoters/Directors/Relatives					
-Arvind Kataria	-	-	-	1.58	-
-Praveen Kataria	-	-	-	-	1.75
-Asha Devi Kataria	-	-	-	-	14.35
From Group Companies					
-Kataria Plastics Pvt. Ltd.	200.00	-	-	-	-
-Kantilal Panna Lal Kataria HUF	-	-	-	9.00	1.00
-Kataria Wires Pvt. Ltd.	-	-	-	7.92	68.02
-Kataria Industries Pvt. Ltd.	-	-	-	7.89	-
-Ratlam Wires Pvt. Ltd.	-	-	-	4.38	339.01
TOTAL	**200.00**	**-**	**-**	**30.77**	**424.14**

ANNEXURE – I.17: Restated Statement of Other Current assets

(Rs. In Lakhs)

Particulars	As at 31st March				
	2017	2016	2015	2014	2013
Income Accrued	12.30	18.82	5.36	7.27	-
Insurance Claim Receivables	-	-	-	-	294.10
Interest Accrued	18.18	5.28	9.24	3.81	1.20
Rebate & Discount	-	24.95	-	-	-
Accrued Income of Lying of Plastic Film Sheet	2.52	1.09	1.96	29.74	10.07
Salvage stock of burned material					20.63
Grand Total	**33.00**	**50.15**	**16.56**	**40.82**	**326.00**

ANNEXURE – II.1: Restated Statement of Revenue from Operations

(Rs. In Lakhs)

Particulars	For The Year Ended March 31,				
	2017	2016	2015	2014	2013
Sale of Manufactured Products:					
(a) Wire & Allied Materials	17772.94	13594.32	10071.14	7655.87	6259.66
(b) Plastic & Allied Materials	2347.09	2788.14	3216.51	2132.84	2936.31
Sales of Electric Energy (from wind mills)	72.71	64.94	84.16	90.12	93.99
Sale of Services - Job Work Receipts	46.79	155.22	103.74	105.79	155.25
Sales of Traded Goods	1,469.03	1,034.43	1,727.65	289.78	996.59
Other Operating Income	-	-	1.18	-	-
Revenue from operations (gross)	**21,708.56**	**17,637.06**	**15,204.39**	**10,274.39**	**10,441.79**

Details of Other Operating Income:

(Rs. In Lakhs)

Particulars	For The Year Ended March 31,				
	2017	2016	2015	2014	2013
(a) Service Charges	-	-	-	-	-
(b) Export Incentives	-	-	1.18	-	-
Total	**-**	**-**	**1.18**	**-**	**-**

ANNEXURE – II.2: Restated Statement of Other Income

(Rs. In Lakhs)

Particulars	For The Year Ended March 31,				
	2017	2016	2015	2014	2013
Interest Received	-	35.07	79.37	90.97	122.50
Commission Earned	-	-	0.49	3.36	8.31
Handling Charges	-	-	-	0.52	1.47
Misc Income	-	1.41	-	-	-
Receipt on account of quality control claims	-	1.47	-	-	-
Receipts from sale of used spare parts	12.87	7.25	3.21	-	-
Rent Income	0.12	0.12	-	-	-
VAT Refund	-	18.37	-	-	-
Insurance Claim Received	-	-	-	-	5.69
Sundry Balances Written Off	1.40	0.18	0.24	-	0.49
Foreign Exchange Fluctuation	58.17	-	34.78	-	26.52
Grand Total	**72.56**	**63.88**	**118.08**	**94.85**	**164.98**

ANNEXURE – II.3: RESTATED STATEMENT OF COST OF MATERIALS CONSUMED

(Rs. In Lakhs)

Particulars	For The Year Ended March 31,				
	2017	2016	2015	2014	2013
Material Consumed					
Inventory at the beginning of the year	1,413.09	640.40	351.78	216.95	370.01
Add: Purchase	16,421.85	13,543.29	11,035.04	7,540.57	6,924.19
Add: Entry Tax	23.37	20.21	17.42	25.76	11.09
Less: Sales of Raw Material	1,506.66	1,375.13	641.14	5.52	120.76
Less: inventory at the end of the year	2,132.72	1,413.09	640.40	351.78	216.95
Grand Total	**14,218.94**	**11,415.67**	**10,122.71**	**7,425.98**	**6,967.57**

ANNEXURE – II.4: Restated Statement of Purchase of Traded Goods

(Rs. In Lakhs)

Particulars	For The Year Ended March 31,				
	2017	2016	2015	2014	2013
Purchase of Traded Goods	1,381.79	938.20	1,599.69	276.68	994.08
Grand Total	**1,381.79**	**938.20**	**1,599.69**	**276.68**	**994.08**

ANNEXURE – II.5: RESTATED STATEMENT OF MANUFACTURING AND OPERATIONG COSTS

(Rs. In Lakhs)

Particulars	For The Year Ended March 31,				
	2017	2016	2015	2014	2013
Consumables	276.21	245.54	142.12	57.99	45.70
Wages	189.43	205.36	149.73	92.97	90.86
Power & Fuel	808.31	654.76	492.26	420.65	349.65
Job Work charges	33.99	108.70	77.95	77.97	85.25
Packing Material Consumed	325.59	313.07	129.99	101.31	87.63
Repair & Maintenance	228.30	201.40	79.81	48.32	47.79
Other Manufacturing Expenses	32.82	25.41	16.81	4.72	4.54
Grand Total	**1,894.64**	**1,754.25**	**1,088.66**	**803.93**	**711.43**

ANNEXURE – II.6: Restated Statement of Changes in Inventories of Finished Goods, WIP and Others

(Rs. In Lakhs)

Particulars	For The Year Ended March 31,				
	2017	2016	2015	2014	2013
Opening Stock					
Work in progress	55.25	37.52	51.71	36.63	51.32
Traded Goods	-	-	-	-	-
Finished Goods	102.02	317.65	194.11	85.90	188.74
Scrap	-	-	-	-	-
Total (a)	**157.27**	**355.17**	**245.82**	**122.53**	**240.06**
Closing Stock					
Work in progress	58.36	55.25	37.52	51.71	36.63
Traded Goods	60.85				-
Finished Goods	261.78	102.02	317.65	194.11	85.90
Scrap	-	-	-	-	-
Total (b)	**380.99**	**157.27**	**355.17**	**245.82**	**122.53**
Grand Total	**(223.72)**	**197.90**	**(109.35)**	**(123.29)**	**117.54**

ANNEXURE – II.7: Restated Statement of Employee benefit expense

(Rs. In Lakhs)

Particulars	For The Year Ended March 31,				
	2017	2016	2015	2014	2013
Salary & Wages	124.36	78.25	68.16	37.64	21.88
Directors Remuneration	84.00	40.00	24.00	18.36	30.10
Contribution to Statutory Funds	10.64	9.66	7.73	6.16	8.99
Gratuity	6.35	3.25	3.18	0.39	3.57
Staff & worker Welfare	1.32	1.03	0.69	0.74	1.37
Grand Total	**226.67**	**132.19**	**103.75**	**63.28**	**65.91**

ANNEXURE – II.8: Restated Statement of Finance costs

(Rs. In Lakhs)

Particulars	For The Year Ended March 31,				
	2017	2016	2015	2014	2013
Interest on borrowings	227.71	156.88	151.90	136.42	132.35
Interest on Income Tax	5.15	1.56	0.98	0.54	1.22
Bank Charges	48.75	74.14	35.93	37.11	22.96
Loss on Forex Difference	-	6.62	-	5.42	-
Interest to Others	-	1.55	1.19	57.00	20.69

Grand Total	**281.61**	**240.75**	**189.99**	**236.50**	**177.23**

ANNEXURE – II.9: Restated Statement of Other Expenses

(Rs. In Lakhs)

Particulars	For The Year Ended March 31,				
	2017	2016	2015	2014	2013
Auditor's Remuneration	1.73	1.73	1.71	1.65	1.50
Advertisement and Business Promotion Expenses	26.66	22.09	2.56	1.27	0.98
Bad Debt	-	-	-	16.32	22.05
Commission	83.00	99.56	44.88	33.03	8.22
Conveyance & Travelling Expenses	41.34	38.29	20.68	23.42	19.89
Freight & Cartage	811.55	672.15	490.56	284.12	293.89
General Expenses	20.02	18.81	10.79	12.82	13.79
Insurance	5.91	6.31	4.27	2.83	2.74
Statutory fees for Increase in Authorized capital	7.88	-	-	-	-
Legal & Professional Charges	13.79	13.93	5.72	4.63	3.20
Liquidated damages due to non supply	-	-	-	15.93	-
Postage & Telephone	5.13	3.78	3.53	4.51	4.37
Printing & Stationery	1.40	1.68	1.13	1.01	1.00
Rent, Rates & Taxes	3.10	3.03	4.42	0.53	0.62
Indirect Taxes Paid	45.55	32.65	15.21	11.28	8.60
CSR Expense	7.80	-	-	-	-
Grand Total	**1,074.87**	**914.02**	**605.46**	**413.34**	**380.85**

ANNEXURE – II.10: Restated Statement of Exceptional Items

(Rs. In Lakhs)

Particulars	For The Year Ended March 31,				
	2017	2016	2015	2014	2013
(Profit) / Loss on sale of Fixed Assets	(0.75)	(0.08)	(0.27)	(1.86)	(0.36)
Grand Total	**(0.75)**	**(0.08)**	**(0.27)**	**(1.86)**	**(0.36)**

ANNEXURE – II.11: Restated Statement of Extraordinary Items

(Rs. In Lakhs)

Particulars	For The Year Ended March 31,				
	2017	2016	2015	2014	2013
Loss by fire (net of insurance claim)	-	-	-	-	93.64
Grand Total	**-**	**-**	**-**	**-**	**93.64**

ANNEXURE – V: MATERIAL ADJUSTMENT TO THE RESTATED FINANCIAL STATEMENT

1. **Material Regrouping**

   Appropriate adjustments have been made in the Restated Financial 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.

2. Material Adjustments:

The Summary of results of restatement made in the Audited Financial Statements for the respective years and its impact on the profit/(loss) of the Company is as follows:

(Rs. In Lakhs)

Particulars	For The Year Ended March 31,				
	2017	2016	2015	2014	2013
(A) Net Profits as per audited financial statements (A)	502.27	196.65	165.99	135.01	161.71
Add/(Less) : Adjustments on account of -					
1. Interest on Deferment of advance tax	1.56	(1.56)	(0.98)	-	(1.22)
2. Prior Period Tax	(5.15)	0.98	-	1.22	-
3. Loss by Fire	-	-	-	1.80	(1.80)
4. Deferred tax on gratuity	-	1.07	0.94	(3.30)	1.19
5. Reversal of deferred tax on Gratuity	(3.30)	-	-	-	-
6. Reversal of Bad Debt	4.41	32.00	2.09	1.96	-
7. Bad Debt Expense	-	-	-	(16.32)	(22.05)
8. Deferred tax on expense disallowed in 43B	-	0.01	-	-	-
Total Adjustments (B)	**499.79**	**229.15**	**168.05**	**120.38**	**137.82**
Add/(less) : Tax Impact (C)	-	10.58	0.68	(4.17)	(6.45)
Restated Profit/ (Loss) (A+B+C)	**499.79**	**218.57**	**167.37**	**124.55**	**144.27**

3. Notes on Material Adjustments pertaining to prior years

(1) &(2) Interest on deferment of Advance Tax (234C) & Prior Period Tax

During the years in which Provision for Interest on Income Tax u/s 234C were not created the same has been created with a subsequent credit to the Provision for Income Tax Account and prior period tax.

(3) Loss by Fire

During the year FY 2013-14 the loss due to the fire was adjusted to the year it which relate.

(4)&(5) Deferred tax on Gratuity

During the year FY 2015-16 deferred tax on gratuity was adjusted to the year it which relate.

(6)&(7) Bad debt written off

During the year FY 2016-17, FY 2015-16, FY 2014-15, FY 2013-14 bad debts written off were adjusted to the year it which relate.

(8) Deferred Tax on expense disallowed u/s 43B

During the year FY 2015-16 deferred tax was created on such Time Difference.

(9) Current tax impact on adjustments/ Earlier year/s

The tax implications of the adjustments / restatement has been computed and adjusted in the respective year/s and in the audited opening balance figures in the net surplus in the statement of profit and loss for the year 2012-13 i.e. as at 1 April, 2012 for impact upto March 31, 2012.

(Rs. In Lakhs)

Particulars	For The Year Ended March 31, 2013
(A) Opening Balance of Balance in Profit & Loss Account as per audited financial statements (A)	**738.91**
Add/(Less) : Adjustments on account of -	
1. Bad Debt for FY 2009-2010	(1.96)
2. Difference of tax expense in FY 2009-2010	0.64
3. Deferred tax on Gratuity	3.39
4. Bad Debt for FY 2007-2008	(5.00)
5. Sundry Balance W/off for FY 2010-2011	4.87
Total Adjustments (B)	**1.94**
Restated opening Balance of balance in Profit & Loss Account(A+B)	**740.85**

Annexure VI: Notes to the Restated Financial Statements

1 Closing stock is as taken, valued & certified by by the management of the company. Stock of expiry goods at the period end have been excluded from valuation of closing stock quantity as well as its value so as to reflect true position of financial statements of the company as on the respective date. At the same time, provision for reversal of excise duty for input credit availed in respect of Raw Material as well as packing material items consumed for manufacturing of the expiry goods as calculated & certified by the management of the company is provided in the books of accounts of the company.

2 Amount of deposits brought in by the promoters of the company or their relatives or by both , by way of unsecured loan in pursuance of stipulation of bank (secured lender) during these years is exempt from definition of Deposits under clause (xiii) of 2(C) specified under The Companies (Acceptance of deposits) Rules, 2014 . Hence, the same is not treated as public deposits

3 The Company has not provided for the Segment Reporting in the financial statements as per requirement of mandatory Accounting Standard - 17 on Segment Reporting issued by Institute of Chartered Accountants of India.

4 The company identifies the enterprises which have been providing goods and services to the company and which qualify under the definition of Micro Small and Medium Enterprise Development Act, 2006. As per the explanation given by the management, the company owes no dues to any company/entity that qualifies as Micro Small and Medium Enterprise for more than 30 Days.

5 In the opinion of the Board of Directors, the Current Assets, Loans & Advances are approximately of the value stated if realized in ordinary course of business. Provisions for known liabilities are made & not in excess of the amount reasonably necessary. Moreover Balances of Unsecured Loans, Receivables, Loans & Advances and Current Liabilities are subject to confirmation, reconciliation and adjustments, if any.

6 The figures of the previous year have been regrouped / recast wherever necessary so as to make them comparable with current year's figures. Figures have been rounded off to the nearest lakhs.

ANNEXURE - VII: RESTATED STATEMENT OF CONTINGENT LIABILITIES

(Rs. In Lakhs)

Particulars	As at 31st March				
	2017	2016	2015	2014	2013
1. Bank Guarantee/LC Discounting for which FDR margin money has been givento the bank as Security	132.04	178.47	-	57.96	14.31
2. Entry tax disputed	5.19	-	-	-	-
3. Income Tax Demand	-	-	423.68	423.68	-
4. VAT Demand	70.84	70.84	70.84	70.84	50.53
5. CST Demand	187.19	151.95	181.32	79.19	165.99
6. Excise Demand	24.67	347.78	347.78	323.11	254.05
Total	**419.93**	**749.04**	**1,023.62**	**954.78**	**484.88**

ANNEXURE – VIII: RESTATED 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 Related Parties				
	2017	2016	2015	2014	2013
1. Enterprises where control exist					
a) Entities other than companies	M/s D.P. Plastic				
	M/s D.P. Wire Products				
2. Other Related Parties:					
a) Entities in which directors & relatives are interested	M/s. D.P. Industries				
	Kataria Industries Pvt Ltd.*				
	Ratlam Wires Pvt. Ltd*				
	Kataria Wires Pvt. Ltd*				
	Sonic Overseas India Pvt. Ltd				
	Daulatram Metals (P) Ltd*				
	Jalaram Metals Pvt. Ltd*				
	Arvind Kantilal Kataria (HUF)				
	Praveen Kantilal Kataria (HUF)				
	Kantilal Kataria HUF				
	Sugan Real Estate				
	Kantilal Kataria (HUF)				
	Hemant Kantilal Kataria (HUF)				
b) Key Management Personnel's	Sanjay Kataria				
	Kantilal Kataria				
	Hemant Kataria				
	Praveen Kataria				

	Anil Kumar Mehta
	Madhubala Jain
	Pankaj Kataria
c) Relatives of Key Management Personnel's	Rani Kataria
	Arvind Kataria
	Asha Devi Kataria
	Hemant Kataria
	Sapna Kataria
	Samta Kataria
	Suyash Kataria
	Praveen kataria

*These Companies have ceased to be group companies owing to mutual settlement among family member since the year 2014.

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 Related Parties	As at March 31				
		2017	2016	2015	2014	2013
1. Directors Remuneration	Sanjay Kataria	-	-	-	-	10.20
	Kantilal Kataria	-	-	9.00	10.32	0.86
	Hemant Kataria	42.00	20.00	12.00	8.04	8.04
	Praveen Kataria	42.00	20.00	3.00	-	-
	Pankaj Kataria	-	-	-	-	11.00
Total		**84.00**	**40.00**	**24.00**	**18.36**	**30.10**
2. Purchases of Goods from entities in which the directors and their relative have substantive control	Kataria Industries Pvt Ltd.	-	3.55	557.26	264.34	1,267.80
	M/S D.P. Plastic	598.09	1,023.94	889.63	857.15	1,405.75
	Kataria Plastics Pvt. Ltd.	352.09	1,211.51	-	-	-
	M/S. D.P Wire Products	67.43	517.37	719.59	-	-
Total		**1,017.61**	**2,756.38**	**2,166.49**	**1,121.50**	**2,673.56**
3. Salary paid to relative of KMP	Arvind Kataria	-	-	4.00	2.01	-
	Rani Kataria	3.90	3.00	-	-	-
	Samta Kataria	3.90	1.50	-	-	-
Total		**7.80**	**4.50**	**4.00**	**2.01**	**-**
4. Rent paid to concern in which KMP or their relative is interested	M/S. Kantilal Pannalal Kataria HUF	3.00	3.00	3.00	-	-
Total		**3.00**	**3.00**	**3.00**	**-**	**-**

5. Interest paid to Relatives & Related Entities	Daulatram Metals (P) Ltd.	-	-	-	-	0.26
	Sonic Overseas India Pvt. Ltd.	-	-	-	-	0.33
	Jalaram Metals (P) Ltd.	-	-	-	-	0.42
	Suyash Kataria	2.32	-	-	-	-
	Samta Kataria	9.03	1.05	-	7.69	1.51
	Sapna Kataria	-	-	-	6.52	0.84
	Hemant Kataria	9.36	14.92	13.32	0.65	0.01
	Hemant Kantilal Kataria HUF	7.20	-	6.88	6.86	0.02
	Kantilal Kataria	2.90	-	14.46	1.90	0.13
	Praveen Kantilal Kataria HUF	6.72	-	-	2.75	0.07
	Arvind Kantilal Kataria HUF	-	-	-	10.11	0.20
	Ashadevi Kataria	9.28	5.86	1.49	0.38	0.06
	Arvind Kataria	-	-	-	-	0.05
	Rani Kataria	8.85	1.50	-	4.77	1.42
	Kantilal Kataria HUF	-	-	-	2.36	-
	Praveen Kataria	16.50	8.35	5.56	0.33	-
	Sugan Real Estate	-	-	-	3.69	-
Total		**72.14**	**31.68**	**41.71**	**48.00**	**5.32**
6. Sale of Goods to entities in which the directors and their relative have substantive control	M/S D.P. Plastic	-	1.34	18.51	141.26	76.00
	M/S D.P. Wire Products	483.96	549.83	422.87	-	-
	Kataria Plastics Pvt Ltd	461.99	225.21	588.10	-	-
	Kataria Industries Pvt. Ltd.	-	-	255.35	348.19	892.19
	Kataria Wires Pvt. Ltd.	-	-	-	160.67	1,579.58
	Ratlam Wires Pvt. Ltd.	-	-	-	150.56	-
Total		**945.95**	**776.39**	**1,284.83**	**800.69**	**2,547.77**
7. Interest Received	Kataria Wires Pvt. Ltd.				8.11	35.99
	Ratlam Wires Pvt. Ltd.				5.85	51.45
	Kataria Industries Pvt. Ltd.				42.10	3.89
	Praveen Kataria				-	0.00
	Arvind Kataria				0.04	-
Total		**-**	**-**	**-**	**56.10**	**91.34**
8. Loan Received during the Year from KMP & entities in which the directors and their relative have substantive control	Kataria Industries Pvt. Ltd.	-	-	-	1,136.14	933.57
	Samta Kataria	144.53	41.05	-	15.20	114.50
	Rani Kataria	120.25	53.75	-	21.00	111.00
	Sapna Kataria	-	-	-	-	58.00
	Ashadevi Kataria	56.18	101.86	2.80	16.65	8.00
	Arvind Kataria	-	-	-	-	14.25
	Hemant Kataria	534.43	665.27	417.52	22.42	4.00

	Hemant Kantilal Kataria HUF	-	-	7.15	23.45	51.50
	Kantilal Kataria	-	-	694.81	9.35	34.80
	Praveen Kantilal Kataria HUF	-	-	-	41.31	28.20
	Kantilal Pannalal Kataria HUF	-	-	-	44.15	-
	Sugan Real Estate	-	-	-	124.68	-
	Praveen Kataria	716.95	474.10	277.13	23.85	-
	Ratlam Wires Pvt. Ltd.	-	-	-	315.26	-
	Kataria Plastics Pvt. Ltd.	-	499.20	-	-	-
	Yash Kataria	-	60.00	-	-	-
	Suyash Kataria	53.32	-	-	-	-
	Arvind Kantilal Kataria HUF	-	-	-	24.00	77.25
Total		**1,625.64**	**1,895.22**	**1,399.42**	**1,817.46**	**1,435.07**
9. Loan Repaid during the Year to KMP & entities in which the directors and their relative have substantive control	Sonic Overseas India Pvt.Ltd.	-	-	-	-	26.75
	Jalaram Metals Pvt. Ltd.	-	-	-	-	7.48
	Daulatram Metal Pvt. Ltd.	-	-	-	-	4.60
	Kataria Wires Pvt. Ltd.	-	-	-	-	61.47
	Kataria Industries Pvt. Ltd.	-	-	-	1,155.02	873.30
	Sonic Biochem Extraction Ltd.	-	-	-	-	366.46
	Samta Kataria	144.53	41.05	-	137.23	0.75
	Rani Kataria	120.25	53.75	-	93.17	44.40
	Ashadevi Kataria	145.95	12.09	15.51	4.29	8.00
	Praveen Kantilal Kataria HUF	-	-	-	69.45	2.60
	Ratlam Wires Pvt. Ltd.	-	-	-	310.00	-
	Sapna Kataria	-	-	-	64.63	-
	Arvind Kataria	-	-	-	14.30	-
	Hemant Kataria	480.91	861.80	208.89	9.80	-
	Hemant Kantilal Kataria HUF	-	-	64.54	23.76	-
	Kantilal Kataria	-	-	703.24	37.55	-
	Praveen Kataria	590.55	641.34	84.16	23.43	-
	Kantilal Pannalal Kataria HUF	-	-	-	46.27	-
	Sugan Real Estate	-	-	-	128.00	-
	Kataria Plastics Pvt Ltd	-	499.20	-	-	-
	Suyash Kataria	53.32	-	-	-	-
	Yash Kataria	-	60.00	-	-	-
	Arvind Kantilal Kataria HUF	-	-	-	107.88	2.65

Total	**1,535.51**	**2,169.23**	**1,076.34**	**2,224.77**	**1,398.46**

C. Outstanding Balance as at the end of the year

(Rs. In Lakhs)

Nature of Transactions	Name of Related Parties	As at March 31				
		2017	**2016**	**2015**	**2014**	**2013**
1. Receivables	Asha Devi Kataria	-	-	-	-	14.35
	Kantilal Kataria HUF	-	-	-	-	1.00
	Kataria Wires Pvt. Ltd.	-	-	-	7.92	68.02
	Praveen Kataria	-	-	-	-	1.75
	Kantilal Pannalal Kataria HUF	-	-	-	9.00	-
	Arvind Kataria	-	-	-	1.58	-
	Kataria Industries Private Limited	-	-	-	7.89	-
	Ratlam Wires Pvt. Ltd.	-	-	-	4.38	339.01
Total		**-**	**-**	**-**	**30.77**	**424.14**
2. Payables	Arvind Kantilal Kataria HUF	-	-	-	-	74.78
	Arvind Kataria	-	-	-	-	14.30
	Hemant Kantilal Kataria HUF	-	-	-	57.39	51.52
	Hemant Kataria	82.82	29.31	225.84	17.21	4.01
	Kantilal Kataria	-	-	-	8.43	34.92
	Kataria Industries Pvt. Ltd.	-	-	-	-	56.77
	Praveen Kantilal Kataria HUF	-	-	-	-	25.66
	Rani Kataria	-	-	-	-	67.88
	Samta Kataria	-	-	-	-	115.11
	Praveen Kataria	152.84	26.44	193.68	0.71	-
	Ashadevi Kataria	-	89.77	-	12.71	-
	Sapna Kataria	-	-	-	-	58.76
Total		**235.66**	**145.52**	**419.53**	**96.45**	**503.70**

ANNEXURE - IX: RESTATED STATEMENT OF ACCOUNTING RATIOS

Particulars	As at 31st March				
	2017	**2016**	**2015**	**2014**	**2013**
Restated PAT as per P& L Account (Rs. in Lakhs)	502.27	196.65	165.99	135.01	161.71
Weighted Average Number of Equity Shares at the end of the Year (Note -2)	9,984,000	9,984,000	9,984,000	9,984,000	9,984,000
Net Worth (Rs. in Lakhs)	2783.76	2283.97	2065.40	1898.68	1774.12
Earnings Per Share (with Bonus affect)					
Basic (In Rupees) (Note 1.a)	5.03	1.97	1.66	1.35	1.62
Diluted (In Rupees)* (Note 1.b)	5.03	1.97	1.66	1.35	1.62
Return on Net Worth (%)	18.04%	8.61%	8.04%	7.11%	9.11%
Net Asset Value Per Share (Rs)	27.88	22.88	20.69	19.02	17.77

Nominal Value per Equity share (Rs.)	10	10	10	10	10

* 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.

Notes:

1. The ratios have been calculated as below:
   a. Basic Earnings Per Share (Rs.) = Restated PAT attributable to Equity Shareholders/ Weighted Average Number of Equity Shares outstanding during the six months/year.
   b. Diluted Earnings Per Share (Rs.) = Restated PAT attributable to Equity Shareholders/ Weighted Average Number of Diluted Potential Equity Shares outstanding during the six months/year.
   c. Return on Net Worth (%) = Restated PAT attributable to Equity Shareholders/ Net Worth X 100
   d. Restated Net Asset Value per equity share (Rs.) = Restated Net Worth as at the end of the six months/year/ Total Number of Equity Shares outstanding during the six months/year.

2. Weighted Average Number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion to total number of days during the year. Further, number of shares are after considering impact of the bonus shares in the ratio of 3 bonus share for 1 fully paid up equity share to the existing shareholders (Allotted on 12-04-2017) , an issue without consideration, treating the said issue as if it had occurred prior to the beginning of the year 2012-13, the earliest period reported.
3. Earnings Per Share calculation are in accordance with Accounting Standard 20- Earnings Per Share, notified under the Companies (Accounting Standards) Rules 2006, as amended.
4. Net Worth = Equity Share Capital + Reserve and Surplus (including surplus in the Statement of Profit & Loss)
5. The figures disclosed above are based on the Restated Financial Statements of the Company.

ANNEXURE - X: RESTATED STATEMENT OF CAPITALISATION

(Rs. In Lakhs)

Sr. No	Particulars	Pre Issue	Post Issue
	Debts		
A	Long Term Debt	1,352.98	1,352.98
B	Short Term Debt	1,694.02	1,694.02
C	**Total Debt**	**3,047.00**	**3,047.00**
	Equity Shareholders Funds		
	Equity Share Capital	998.40	1,356.80
	Reserves and Surplus	1,785.36	4,114.96
D	**Total Equity**	**2,783.76**	**5,471.76**
E	**Total Capitalization**	**5,830.77**	**8,518.77**
	Long Term Debt/ Equity Ratio (A/D)	0.49	0.25
	Total Debt/ Equity Ratio (C/D)	1.09	0.56

Notes:

1. Long Term Debt are borrowings other than short-term borrowings and also includes current maturities of long- term debt included in other current liabilities

ANNEXURE - XI: RESTATED STATEMENT OF TAX SHELTERS

(Rs. In Lakhs)

Sr. No	Particulars	As at 31st March				
		2017	2016	2015	2014	2013
A	**Restated Profit before tax**	702.95	286.33	211.12	169.17	165.43
	Short Term Capital Gain at special rate	-	-	-	-	-
	Normal Corporate Tax Rates (%)	33.06%	33.06%	32.45%	32.45%	32.45%
	Short Term Capital Gain at special rate	-	-	-	-	-
	MAT Tax Rates (%)	20.39%	20.39%	20.01%	20.01%	19.06%
B	**Tax thereon (including surcharge and education cess)**					
	Tax on normal profits	232.42	94.67	68.50	54.89	53.67
	Short Term Capital Gain at special rate	-	-	-	-	-
	Total	**232.42**	**94.67**	**68.50**	**54.89**	**53.67**
	Adjustments:					
C	**Permanent Differences**					
	Deduction allowed under Income Tax Act	(95.33)	(91.45)	(82.82)	(88.62)	(91.49)
	Exempt Income	-	-	-	-	-
	Allowance of Gratuity under the Income Tax Act		-	-	-	(10.00)
	Disallowance of Income under the Income Tax Act	(0.75)	(0.08)	(0.27)	(1.86)	(0.36)
	Disallowance of Expenses under the Income Tax Act	22.50	6.07	1.21	1.06	2.16
	Total Permanent Differences	**(73.57)**	**(85.46)**	**(81.89)**	**(89.42)**	**(99.69)**
D	**Timing Differences**					
	Difference between tax depreciation and book depreciation	26.28	34.16	4.43	20.47	58.42
	Provision for Gratuity disallowed	6.15	3.12	3.07	0.31	3.50
	Expense disallowed u/s 43B	-	0.02	-	-	-
	Total Timing Differences	**32.42**	**37.30**	**7.50**	**20.78**	**61.92**
E	**Net Adjustments E= (C+D)**	**(41.15)**	**(48.16)**	**(74.39)**	**(68.64)**	**(37.77)**
F	**Tax expense/(saving) thereon**	(13.61)	(15.92)	(24.14)	(22.27)	(12.25)
G	**Total Income/(loss) (A+E)**	**661.80**	**238.17**	**136.73**	**100.53**	**127.66**
	Taxable Income/ (Loss) as per MAT	709.84	-	-	182.27	98.54

I	**Income Tax as per normal provision**	218.81	78.75	44.36	32.62	41.42
J	**Income Tax under Minimum Alternative Tax under Section 115 JB of the Income Tax Act**	144.73	-	-	36.47	18.78
	Net Tax Expenses (Higher of I,J)	218.81	78.75	44.36	36.47	41.42
K	Adjustment for Interest on income tax	1.99	0.97	0.45	-	1.69
	Total Current Tax Expenses	**220.80**	**79.72**	**44.82**	**36.47**	**43.11**

ANNEXURE - XII: RESTATED STATEMENT OF FINANCIAL INDEBTEDNESS

(Rs. In Lakhs)

Sr. No	Bank Name	Facility Key term			Outstanding as on March 31, 2017	Security
		Loan Amount	Rate of Interest (%)	Total Term (Months)		
1	Loan from HDFC Bank Ltd(Hyundai I20 car)	7 Lacs	10.75%	60	4.19	Secured by way of Hypothecation of Car
2	Loan from ICICI Bank Ltd(Audi Car)	45 Lacs	12.00%	60	31.94	Secured by way of Hypothecation of Car
3	Sundram Finance Limited	10 Lacs	10.52%	48	9.01	Secured by way of Hypothecation of Truck
4	Working Capital & other Facility from Axis Bank	**Cash Credit**:- 1400 Lacs **LC Backed Bill discounting Facility**:- 800 Lakh **Bank Guarantee**:- 150Lakh **LOU/SBLC** 1400 Lakh (Sublimit to LC) **Letter of credit (Inland/Import) :-** 550 Lakh (Sublimit to CC)	**Cash Credit**:- Base Rate(BR) + 1.75% Spread **Bill discounting Facility**:- Commission 5000 for LC advising charges + Discounting charges Usance<=90Days :- BR+0.50% or Usance>90Days upto 180Days:- BR+0.75% **Bank Guarantee**:-	**Cash Credit**:- Repayable on demand **Bill Discounting**:- Upto 180Days from discounting **Bank Guarantee**:- Max 36 months **LOU/SBLC:-** 180days from shipment **Letter of credit (Inland/Import) :-**Inland-90Days Import-180Days	**Cash Credit Balance**:- 1,380.24	Secured against hypothecation of inventories, books debts, other current assets, plant & machineries and other fixed assets of the company including land & building, besides personal guarantees of the Mr. Arvind Kataria, Mr.

		Loan Equivalent Risk:- 12 Lakh & 60 Lakh (Sublimit of CC)	1.5%p.a comission **LOU/SBLC:-** 1.5% p.a **Letter of credit (Inland/Import): -** Inland LC 2% p.a. Import LC 1.75% p.a			Hemant Kataria, Mr Kantilal Kataria& Mr Praveen Kataria.
5	Working Capital & other Facility from ICICI Bank	**Cash Credit**:- 400 Lacs (Sublimit of LC) **Buyers Credit:-** 1000 Lacs (Sublimit of LC) **Letter of Credit:-** 1000 Lakhs **Derivative:** 50 Lakh	**Cash Credit:-** MCLR-6m + 1.90% Spread **Buyers Credit:-** Interest as per bank's standard rate Commission of Rs 500 per BG Other charges of Rs500 each at the time of opening and at the time of retirement as Swift/telex Charges **Letter of Credit:-** Commission Max of Rs 1,000 or 1.3% p.a Swift Charges Rs 500 per foreign LC	**Cash credit:-** Repayable on demand **Buyers Credit:-** 180 Days from date of shipment **LC:-** For Inland LC:- 90days For Foreign LC:- 180Days	**Cash Credit:-** 313.78 lakh	secured against hypothecation of inventories, books debts, other current assets , plant & machineries and other fixed assets of the company including land & building, besides personal guarantees of the Asha Kataria, Hemant Kataria, Mr Kantilal Kataria & Mr Praveen Kataria.

ANNEXURE - XIII: RESTATED STATEMENT OF DIVIDEND

(Rs. In Lakhs)

Particulars	As at 31st March				
	2017	2016	2015	2014	2013
Share Capital					
Equity Share Capital	249.60	249.60	249.60	249.60	249.60
Dividend on equity shares					
Dividend in %	NIL				
Interim Dividend	NIL				

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read in conjunction with our restated financial statements as of and for the years ended March 31, 2017, 2016, 2015, 2014, and 2013 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 184 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 20 and 19 respectively, of this Prospectus.

BUSINESS OVERVIEW

Our Company was incorporated as D P Wires Private Limited under the provisions of the Companies Act 1956 vide certificate of incorporation dated February 26, 1998, issued by the Registrar of Companies, Maharashtra, Mumbai. The registered office was shifted to Ratlam, Madhya Pradesh in 2012 to achieve operational & administrative efficiency. Subsequently, the name of our Company was changed to D P Wires Limited pursuant to conversion into a public company vide Shareholders' approval on May 09, 2017 and fresh certificate of incorporation dated May 16, 2017, issued by the Registrar of Companies, Madhya Pradesh, Gwalior.

We are engaged in manufacturing and supply of Steel wires, plastic pipes and plastic films which find its application in industries like oil & gas, power, environment, civil, energy, automobile, infrastructure etc. All our manufacturing divisions are situated in a single premise at Industrial Estate, Ratlam.

In the year 2001-02, we started commercial production of wire drawing of stainless steel & alloy steel, polyethene and polyethene layflat tubing. In year 2003-04 we have started production of LRPC Strands used in bridges, flyovers etc. Later on we kept on introducing new products on the basis of demand and our production capacity.

We are also engaged in power generation through 2 wind farms of 0.80 MW each in village Okha-Madhi and Jodhpur in District Jamnagar. We have entered into PPA with Gujarat Urja Vikas Nigam Limited for sale of electricity generated through these wind farms for a period of 20 years. Both these wind farms were installed on turnkey basis by Eneron India Pvt. Ltd. in the year 2006-07.

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. The Company was converted into Public Limited Company vide fresh Certificate of Incorporation dated May 16, 2017 issued by Registrar of Companies, Madhya Pradesh, Gwalior.
2. Allotment of 74,88,000 Equity Shares of Rs. 10 each as bonus shares in the ratio 3:1 on April 12, 2017
3. We passed a special resolution for approval for our IPO vide Shareholders resolution dated May 17, 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 20 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, 2017, 2016, 2015, 2014 and 2013.

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				
	2017	2016	2015	2014	2013
Income					
Revenue from Operations	19610.65	15941.82	13795.20	9266.74	9617.60
Increase/Decrease in %	23.01	15.56	48.87	-3.65	NA
Other Income	72.56	63.88	118.08	94.85	164.98
Increase/Decrease in %	13.58	-45.90	24.49	-42.51	NA
Total Revenue	**19683.21**	**16005.70**	**13913.28**	**9361.60**	**9782.58**

The following is the Income mix in terms of value of total income of our Company for different services.

(Rs. In Lakhs)

Particulars	As at March 31				
	2017	2016	2015	2014	2013
Revenue from Operation					
Gross Sale of Products					
(a) Wire & Allied Materials	17772.94	13594.32	10071.14	7655.87	6259.66
(b) Plastic & Allied Materials	2347.09	2788.14	3216.51	2132.84	2936.31
Less: Excise Duty	2097.92	1695.23	1409.19	1007.65	824.20
Net Sale of Products	**18022.11**	**14687.23**	**11878.46**	**8781.06**	**8371.77**
Sales of Electric Energy (from wind mills)	72.71	64.94	84.16	90.12	93.99
Sale of Services - Job Work Receipts	46.79	155.22	103.74	105.79	155.25
Sales of Traded Goods	1469.03	1034.43	1727.65	289.78	996.59

Other Operating Revenue	0.00	0.00	1.18	0.00	0.00
Total Revenue from Operation	**19610.65**	**15941.82**	**13795.20**	**9266.74**	**9617.60**

The following is the Income mix in terms of percentage of total income of our Company for different services.

Particulars	As at March 31				
	2017	2016	2015	2014	2013
Revenue from Operation					
Sale of Products					
(a) Wire & Allied Materials	90.63%	85.27%	73.00%	82.62%	65.09%
(b) Plastic & Allied Materials	11.97%	17.49%	23.32%	23.02%	30.53%
Less: Excise Duty	10.70%	10.63%	10.22%	10.87%	8.57%
Net Sale of Products	**91.90%**	**92.13%**	**86.11%**	**94.76%**	**87.05%**
Sales of Electric Energy (from wind mills)	0.37%	0.41%	0.61%	0.97%	0.98%
Sale of Services - Job Work Receipts	0.24%	0.97%	0.75%	1.14%	1.61%
Sales of Traded Goods	7.49%	6.49%	12.52%	3.13%	10.36%
Other Operating Revenue	0.00%	0.00%	0.01%	0.00%	0.00%
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				
	2017	2016	2015	2014	2013
Interest Received	-	35.07	79.37	90.97	122.50
Commission Earned	-	-	0.49	3.36	8.31
Handling Charges	-	-	-	0.52	1.47
Misc. Income	12.99	10.25	3.21	-	-
VAT Refund	-	18.37	-	-	-
Insurance Claim Received	-	-	-	-	5.69
Sundry Balances Written Off	1.40	0.18	0.24	-	0.49
Foreign Exchange Fluctuation	58.17		34.78	-	26.52
Total Other Income	**72.56**	**63.88**	**118.08**	**94.85**	**164.98**

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				
	2017	2016	2015	2014	2013
Interest on Fixed Deposit Receipts	0.00%	54.90%	67.22%	95.91%	74.25%
Profit (Loss) on Forex Difference	0.00%	0.00%	0.41%	3.54%	5.04%
Profit (Loss) on Sale of Fixed Assets	0.00%	0.00%	0.00%	0.55%	0.89%
Rental Income	17.90%	16.05%	2.72%	0.00%	0.00%
Rebate & Discount	0.00%	28.76%	0.00%	0.00%	0.00%
Insurance Claim	0.00%	0.00%	0.00%	0.00%	3.45%

Liabilities Written Back	1.93%	0.28%	0.20%	0.00%	0.30%
Misc. Income	80.17%	0.00%	29.45%	0.00%	16.08%
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				
	2017	2016	2015	2014	2013
Unsecured and Considered Good					
Outstanding for a period not exceeding six months	2,841.11	2,497.71	2,378.43	1,143.60	2,026.09
As a % of total Trade receivables	92.26%	93.25%	98.49%	95.90%	94.67%
Outstanding for a period exceeding six months	238.44	157.91	32.06	42.01	114.10
As a % of total Trade receivables	7.74	5.95	1.33	3.54	5.33
Unsecured and Considered Doubtful	0.00	22.90	4.35	6.89	0.00
As a % of total Trade receivables	0.00%	0.85%	0.18%	0.58%	0.00%
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	3079.55	2678.51	2414.84	1192.50	2140.19
Avg. Trade receivables	2867.58	2533.05	1798.05	1662.90	NA
Trade receivables Turnover Ratio	6.37	5.95	5.71	7.77	4.49
Average Collection Period (in days)	57.32	61.33	63.89	46.97	81.22

Expenditure

Our Company's operating expenditure consists of following:-

- Cost of Materials Consumed and Change in Inventories, Manufacturing expenses, Purchase of Traded Goods, 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,				
	2017	2016	2015	2014	2013
INCOME					
Revenue from Operations					
Revenue	19610.65	15941.82	13795.20	9266.74	9617.60
Increase/Decrease in %	23.01	15.56	48.87	-3.65	NA
Other Income	72.56	63.88	118.08	94.85	164.98
Increase/Decrease in %	13.58	-45.90	24.49	-42.51	NA
Total Revenue	**19683.21**	**16005.70**	**13913.28**	**9361.60**	**9782.58**
EXPENDITURE					

Cost of Materials Consumed including change in Inventories	13995.22	11613.57	10013.36	7302.69	7085.11
As a % of Total Revenue	71.10	72.56	71.97	78.01	72.43
Manufacturing Expense	1,894.64	1,754.25	1,088.66	803.93	711.43
As a % of Total Revenue	9.63	10.96	7.82	8.59	7.27
Traded Goods	1381.79	938.20	1599.69	276.68	994.08
As a % of Total Revenue	7.02	5.86	11.50	2.96	10.16
Employee Benefits Expense	226.67	132.19	103.75	63.28	65.91
As a % of Total Revenue	1.15	0.83	0.75	0.68	0.67
Finance Cost	281.61	240.75	189.99	236.50	177.23
As a % of Total Revenue	1.43	1.50	1.37	2.53	1.81
Depreciation and Amortisation Expenses	126.19	126.48	101.51	97.86	109.27
As a % of Total Revenue	0.64	0.79	0.73	1.05	1.12
Other Expenses	1074.87	914.02	605.46	413.34	380.85
As a % of Total Revenue	5.46	5.71	4.35	4.42	3.89
Total Expenditure	**18981.00**	**15719.46**	**13702.43**	**9194.29**	**9523.88**
As a % of Total Revenue	96.43	98.21	98.48	98.21	97.36
Profit Before Exceptional & Extraordinary items and tax	**702.20**	**286.25**	**210.85**	**167.31**	**258.70**
As a % of Total Revenue	3.57	1.79	1.52	1.79	2.64
Exceptional Items	-0.75	-0.08	-0.27	-1.86	-0.36
As a % of Total Revenue	0.00	0.00	0.00	-0.02	0.00
Extraordinary Items	0.00	0.00	0.00	0.00	93.64
As a % of Total Revenue	0.00	0.00	0.00	0.00	1.32
Profit before tax	**702.95**	**286.33**	**211.12**	**169.17**	**165.43**
PBT Margin	3.57%	1.79%	1.52%	1.81%	1.69%
Tax expense:					
(i) Current tax	217.00	78.75	44.36	32.52	40.29
(ii)Prior Period Taxes	(4.38)	0.35	-	15.76	0.28
(iii) Deferred Tax Liability/(Assets)	-9.45	-11.34	-0.61	-3.66	-19.41
Total	**203.16**	**67.76**	**43.75**	**44.62**	**21.16**
As a % of Total Revenue	1.03%	0.42%	0.31%	0.48%	0.22%
Profit for the year	**499.79**	**218.57**	**167.37**	**124.55**	**144.27**
PAT Margin	**2.54%**	**1.37%**	**1.20%**	**1.33%**	**1.47%**
Cash Profit	**625.98**	**345.05**	**268.88**	**222.41**	**253.54**
Cash Profit Margin	**3.18%**	**2.16%**	**1.93%**	**2.38%**	**2.59%**

FISCAL YEAR ENDED MARCH 31, 2017 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2016

Income

Total revenue increased by Rs. 3677.50 Lacs and 22.98% from Rs. 16005.70 lacs in the fiscal year ended March 31, 2016 to Rs. 19683.21 lacs in the fiscal year ended March 31, 2017. The revenue has increased due to increase in domestic sales and traded goods both in terms of volume and prices.

Expenditure

Total Expenditure increased by Rs. 3261.54 Lacs and 20.75%, from Rs. 15719.46 Lacs in the fiscal year ended March 31, 2016 to Rs. 18981.00 Lacs in the fiscal year ended March 31, 2017. Overall expenditure has increased mainly due to increase in our cost of material consumed & traded goods purchased commensurate to increase in sale, manufacturing expenses, traded goods and other expenses.

Cost of Materials consumed including Change in Inventories

The Cost of Materials consumed including Change in Inventories in terms of value and percentage increased by Rs. 2381.65 Lacs and 20.51%, from Rs. 11613.57 Lacs in the fiscal year ended March 31, 2016 to Rs. 13995.22 Lacs in the fiscal year ended March 31, 2017. The Cost of material consumed has increased commensurate to the increase in sale of products.

Manufacturing Expenses

Manufacturing Expenses in terms of value and percentage increased by Rs. 140.39 Lacs and 8.00% from Rs. 1754.25 Lacs in the fiscal year ended March 31, 2016 to Rs. 1894.64 Lacs in the fiscal year ended March 31, 2017. Manufacturing Expenses has increased due to increase in power & fuel, repair & maintenance, packing material consumed and other manufacturing expenses, which are in line with increase in production.

Purchase of Traded Goods

Purchase Traded Goods in terms of value and percentage increased by Rs. 443.59 Lacs and 47.28% from Rs. 938.20 Lacs in the fiscal year ended March 31, 2016 to Rs. 1894.64 Lacs in the fiscal year ended March 31, 2017. Purchase of Traded Goods has increased due to increase in sale of traded goods.

Employee Benefit Expenses

Employee Benefit Expenses in terms of value and percentage increased by Rs. 94.49 Lacs and 71.48% from Rs. 132.19 Lacs in the fiscal year ended March 31, 2016 to Rs. 226.67 Lacs in the fiscal year ended March 31, 2017. Overall employee cost has increased due to increase in no. of employees, general increment in salary, increase in directors remuneration & increase in gratuity.

Finance Costs

Finance Costs in terms of value and percentage increased by Rs. 40.86 Lacs and 16.97% from Rs. 240.75 Lacs in the fiscal year ended March 31, 2016 to Rs. 281.61 Lacs in the fiscal year ended March 31, 2017. Finance Costs has increased mainly due to higher interest out go on borrowings both secured & unsecured.

Depreciation & Amortization Expenses

Depreciation in terms of value decreased by Rs.0.29 Lacs and 0.23% from Rs 126.48 Lacs in the fiscal year ended March 31, 2016 to Rs. 126.19 Lacs in the fiscal year ended March 31, 2017. Decrease in Depreciation is marginal.

Other Expenses

Other Expenses in terms of value and percentage increased by Rs. 165.26 Lacs and 18.08% from Rs. 914.02 Lacs in the fiscal year ended March 31, 2016 to Rs. 1079.28 Lacs in the fiscal year ended March 31, 2017. Other Expenses has increased mainly due to increase in Advertisement and Business Promotion Expenses, Freight & Cartage, Postage & Telephone, Indirect Taxes Paid & CSR Expense.

Profit before exceptional & extraordinary items and Tax

Profit before exceptional & extraordinary items and Tax has increased by Rs. 416.62 Lacs and 145.50% from Rs. 286.33 Lacs in the fiscal year ended March 31, 2016 to Rs. 702.95 Lacs in the fiscal year ended March 31, 2017. Profit before exceptional & extraordinary items and Tax has increased due to increase in revenue from operations and better utilization of resources.

Net Profit after Tax and Extraordinary items

Net Profit has increased by Rs. 281.22 Lacs and 128.66% from profit of Rs. 218.57 Lacs in the fiscal year ended March 31, 2016 to profit of Rs. 499.79 Lacs in the fiscal year ended March 31, 2017. Net profit has increased due to increase in revenue from operations and better utilization of resources.

FISCAL YEAR ENDED MARCH 31, 2016 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2015

Income

Total revenue increased by Rs. 2092.42 Lacs and 15.04%, from Rs. 13913.28 Lacs in the fiscal year ended March 31, 2015 to Rs. 16005.70 Lacs in the fiscal year ended March 31, 2016. The revenue has increased due to increase in sale of manufactured products.

Expenditure

Total Expenditure increased by Rs. 2017.02 Lacs, and 14.72%, from Rs. 13702.43 Lacs in the fiscal year ended March 31, 2015 to Rs. 15719.46 Lacs in the fiscal year ended March 31, 2016. 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. 1600.22 Lacs and 15.98%, from Rs. 10013.36 Lacs in the fiscal year ended March 31, 2015 to Rs. 11613.57 Lacs in the fiscal year ended March 31, 2016. Overall cost of material consumed has increased mainly due to increase in manufacturing activities commensurate to increase in order.

Manufacturing Expenses

Manufacturing Expenses in terms of value and percentage increased by Rs. 665.59 Lacs and 61.14% from Rs. 1088.65 Lacs in the fiscal year ended March 31, 2015 to Rs. 1754.25 Lacs in the fiscal year ended March 31, 2016. Manufacturing Expenses has increased due to increase in power & fuel, wages, repair & maintenance, packing material consumed and other manufacturing expenses.

Purchase of Traded Goods

Purchase Traded Goods in terms of value and percentage decreased by Rs. 661.50 Lacs and 41.35% from Rs. 1599.69 Lacs in the fiscal year ended March 31, 2015 to Rs. 938.20 Lacs in the fiscal year ended March 31, 2017. Purchase of Traded Goods has decreased due to decrease in sale of traded goods.

Employee Benefit Expenses

Employee benefit expenses in terms of value and percentage increased by Rs. 28.43 Lacs and 27.41% from Rs. 103.75 Lacs in the fiscal year ended March 31, 2015 to Rs. 132.19 Lacs in the fiscal year ended March 31, 2016. Overall employee cost has increased mainly due to, general increment in salary, increase in directors remuneration, increase in contribution towards statutory funds.

Finance Costs

Finance Costs in terms of value and percentage increased by Rs. 50.76 Lacs and 26.71% from Rs. 189.99 Lacs in the fiscal year ended March 31, 2015 to Rs. 240.75 Lacs in the fiscal year ended March 31, 2016. Finance Costs has increased mainly due to increase in higher interest outgo on borrowings and payment of bank charges.

Depreciation & Amortization

Depreciation in terms of value increased by 24.97 Lacs and 24.59% from Rs 101.51 Lacs in the fiscal year ended March 31, 2015 to Rs. 126.48 Lacs in the fiscal year ended March 31, 2016. Increase in Depreciation was due to additions to plant & machinery factory & office building Electric Installation Vehicles, Office equipment and furniture.

Other Expenses

Other Expenses in terms of value and percentage increased by Rs. 308.56 Lacs and 50.96% from Rs. 605.46 Lacs in the fiscal year ended March 31, 2015 to Rs. 914.02 Lacs in the fiscal year ended March 31, 2016. Other Expenses has increased mainly due increase in commission, conveyance & travelling expenses, freight & cartage, advertisement & business promotion expenses and payment of indirect taxes paid.

Profit before exceptional & extraordinary items and Tax

Profit before exceptional & extraordinary items and Tax has increased by Rs. 75.21 Lacs and 35.62% from Rs. 211.12 Lacs in the fiscal year ended March 31, 2015 to Rs. 286.33 Lacs in the fiscal year ended March 31, 2016. 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. 51.20 Lacs and 30.59% from Rs. 167.37 Lacs in the fiscal year ended March 31, 2015 to Rs. 218.57 Lacs in the fiscal year ended March 31, 2015. Net profit has increased due to increase in revenue & better realisation of resources.

FISCAL YEAR ENDED MARCH 31, 2015 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2014

Income

Total revenue increased by Rs. 4551.69 Lacs and 48.62%, from Rs. 9361.60 Lacs in the fiscal year ended March 31, 2014 to Rs. 13913.28 Lacs in the fiscal year ended March 31, 2015. The revenue has increased due to increase in overall sale of products in domestic market and increase in sale of traded goods.

Expenditure

Total Expenditure increased by Rs. 4508.15 Lacs and 49.03%, from Rs. 9194.29 Lacs in the fiscal year ended March 31, 2014 to Rs. 13702.43 Lacs in the fiscal year ended March 31, 2015. 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. 2710.67 Lacs and 37.12% from Rs. 7302.69 Lacs in the fiscal year ended March 31, 2014 to Rs. 10013.36 Lacs in the fiscal year ended March 31, 2015. Cost of material consumed has increased mainly due to increase in materials consumed.

Manufacturing Expenses

Manufacturing Expenses in terms of value and percentage increased by Rs. 284.73 Lacs and 35.42% from Rs. 803.93 Lacs in the fiscal year ended March 31, 2014 to Rs. 1088.66 Lacs in the fiscal year ended March 31, 2015. Manufacturing Expenses has increased due to increase in consumables, wages, power & fuel, packing material consumed, repair & maintenance, other manufacturing expenses.

Purchase of Traded Goods

Purchase Traded Goods in terms of value and percentage increased by Rs. 1323.01 Lacs and 478.17% from Rs. 276.68 Lacs in the fiscal year ended March 31, 2014 to Rs. 1599.69 Lacs in the fiscal year ended March 31, 2017. Purchase of Traded Goods has increased due to increase in sale of traded goods.

Employee Benefit Expenses

Employee benefit expenses in terms of value and percentage increased by Rs. 40.47 Lacs and 63.95% from Rs. 63.28 Lacs in the fiscal year ended March 31, 2014 to Rs. 103.75 Lacs in the fiscal year ended March 31, 2015. Overall employee cost has increased mainly due to increase in no. of employees, general increments in salary & directors remuneration.

Finance Costs

Finance Costs in terms of value and percentage decreased by Rs. 46.51 Lacs and 19.66% from Rs. 236.50 Lacs in the fiscal year ended March 31, 2014 to Rs. 189.99 Lacs in the fiscal year ended March 31, 2015. Finance Costs has decreased mainly due to set off increase in Interest on borrowings with decrease in other interest paid.

Depreciation & Amortization

Depreciation & Amortization in terms of value increased by 3.65 Lacs and 3.73% from Rs 97.86 Lacs in the fiscal year ended March 31, 2014 to Rs. 101.51 Lakh in the fiscal year ended March 31, 2015. Increase in Depreciation is due to addition in Plant & machinery office equipment, vehicles, and computers.

Other Expenses

Other Expenses in terms of value and percentage increased by Rs. 192.12 Lacs and 46.48% from Rs. 413.34 Lacs in the fiscal year ended March 31, 2014 to Rs. 605.46 Lacs in the fiscal year ended March 31, 2015. Other Expenses has increased mainly due to increase in Commission, Freight & Cartage, Insurance, Rent, Rates & Taxes and Indirect Taxes Paid.

Profit before Exceptional & Extraordinary items and Tax

Profit before exceptional & extraordinary items and tax has increased by Rs. 41.95 Lacs and 24.80% from Rs. 169.17 Lacs in the fiscal year ended March 31, 2014 to Rs. 211.12 Lacs in the fiscal year ended March 31, 2015. Profit before exceptional & extraordinary items and tax has increased due to increase in revenue and lower expenses.

Net Profit after Tax and Extraordinary items

Net Profit has increased by 42.82 Lacs and 34.38% from Rs. 124.55 Lacs in the fiscal year ended March 31, 2014 to Rs. 167.37 Lacs in the fiscal year ended March 31, 2015. Net profit has increased due to increase revenue and lower expenses.

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 20 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 20 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 products, 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 steel and plastic industry, Relevant industry data, as available, has been included in the chapter titled *"Our Industry"* beginning on page 102 of this Prospectus.

7. **Status of any publicly announced new products or business segments**

   Our Company has not announced any new products 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 not significantly dependent on any suppliers or customers.

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 107 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 Against Our Company:

Details of outstanding demand in respect of Income Tax:

A.Y.	Section	Outstanding demand amount (Rs.in lakhs)	Pending with jurisdiction
2009-10	220(2)	0.02	CPC
2010-11	220(2)	0.34	CPC
2012-13	143(3)/153A	0.19	ITAT

A search was conducted at Company premises and promoters against which Deputy Commissioner of Income Tax, Indore had passed an Assessment Order dated March 21, 2014 demanding tax for Assessment Years 2007-08, 2008-09, 2008-09, 2010-11, 2011-12. Our Company got partial relief at CIT (Appeals) against the order of Deputy Commissioner of Income Tax, Indore. Our Company had filed appeal against said order with Hon'ble ITAT and Hon'ble ITAT vide its order dated July 26, 2017 has dismissed the appeal of Income Tax Department. The Income Tax department may go to Hon'ble High Court against the decision.

Details of outstanding demand in respect of EXCISE, VAT, CST & Entry Tax:

Period for which the amount relate (F.Y.)	Nature of Dues	Name of the statute	Amount (Rs. in Lakhs)	Forum where dispute is pending
2004-05	VAT	MP VAT Act, 2002	25.58	M.P.C.T Appellate Board, Bhopal
2005-06	VAT	MP VAT Act, 2002	24.90	M.P.C.T Appellate Board, Bhopal
2006-07	VAT	MP VAT Act, 2002	20.36	M.P.C.T Appellate Board, Bhopal
2006-07	CST	Central Sales Tax Act, 1956	20.79	M.P.C.T Appellate Board, Bhopal
2008-09	CST	Central Sales Tax Act, 1956	58.12	M.P.C.T Appellate Board, Bhopal
2009-10	CST	Central Sales Tax Act, 1956	6.90	M.P.C.T Appellate Board, Bhopal
2010-11	CST	Central Sales Tax Act, 1956	12.87	M.P.C.T Appellate Board, Bhopal
2012-13	Excise Duty	Central Excise Act, 1944	24.67	Commissioner Appeal, Bhopal

F.Y.	Excise Duty	Authority	Outstanding demand amount (Rs. in Lakhs)	Status
2011-12	CST	Central Sales Tax Act, 1956	19.74	Commissioner Appeal, Indore
2012-13	CST	Central Sales Tax Act, 1956	13.66	Commissioner Appeal, Indore
2013-14	CST	Central Sales Tax Act, 1956	15.05	Commissioner Appeal, Indore
2014-15	CST	Central Sales Tax Act, 1956	40.06	Commissioner Appeal, Indore
2014-15	Entry Tax	Entry Tax Act,1 976	5.19	Commissioner Appeal, Indore
Total			**287.89**	

LITIGATIONS RELATING TO THE PROMOTERS OF OUR COMPANY

Cases filed by Our Promoters

Nil

Cases filed against our Promoters

Nil

Cases Pending with Tax Authorities

Income tax demand pending against our Promoters

- **Mr. Hemant Kataria**

A.Y.	Section	Outstanding demand amount (Rs. in Lakhs)	Pending with jurisdiction
2010-11	143(1)(a)	5.10	Assessing Officer

- **Asha Devi Kataria**

A.Y.	Section	Outstanding demand amount (in Rs.)	Pending with jurisdiction
2010-11	250	190	Assessing Officer
2015-16	143(1)	290	CPC

LITIGATIONS RELATING TO THE DIRECTORS OTHER THAN PROMOTERS OF THE COMPANY

Cases filed against the Directors

Nil

Cases filed by the Directors

Nil

Cases Pending with Tax Authorities

- **Kantilal Kataria**

A.Y.	Section	Outstanding demand amount (Rs. in Lakhs)	Pending with jurisdiction
2012-13	143(3)	60.97	CIT(A)

- **Madhubala Jain**

A.Y.	Section	Outstanding demand amount (in Rs.)	Pending with jurisdiction
2007-08	143(1)	192	Assessing Officer

LITIGATIONS RELATING TO THE GROUP COMPANIES

Cases Filed Against the Group Companies

Nil

Cases Filed By the Group Companies

Nil

Cases Pending with Tax Authorities

- **Kataria Plastics Private Limited**

Details of outstanding demand in respect of Income Tax:

Kataria Plastics Private Limited has received a notice dated September 26, 2016 from Assistant Commissioner of Income Tax, Ratlam under section 143(2) of the Income Tax Act for seeking information against return of income submitted for A.Y. 2015-16.

Details of outstanding demand in respect of VAT and CST:

F.Y.	CST/VAT	Authority	Outstanding demand amount (in Rs. in Lakhs)	Status
2014-15	VAT	Deputy Commissioner, Commercial Tax Department, Ratlam	1.74	-
2014-15	CST	Deputy Commissioner, Commercial Tax Department, Ratlam	3.26	-

- **D P Plastics**

Details of outstanding demand in respect of Income Tax:

A.Y.	Section	Outstanding demand amount (in Rs.)	Pending with jurisdiction
2009-10	220(2)	413	CPC
2014-15	154	11,040	Assessing Officer

- D P Plastics has received a notice dated February 23, 2017 from Assistant Commissioner of Income Tax, Indore under section 142(1) and 143(3) of the Income Tax Act for seeking information with respect to A.Y. 2015-16 in continuation to notice of scrutiny under section 143(2) dated September 06, 2016.

Details of outstanding demand in respect of TDS:

F.Y.	Amount (Rs. in Lakhs)
2016-17	0.01

Details of outstanding demand in respect of VAT and CST:

F.Y.	CST/VAT	Authority	Outstanding demand amount (Rs. in Lakhs)	Status
2014-15	CST	Deputy Commissioner, Commercial Tax Department, Indore	4.78	Filed an application for rectification
2014-15	VAT	Deputy Commissioner, Commercial Tax Department, Indore	0.45	Filed an application for rectification

- **Sugan Real Estate**

Details of outstanding demand in respect of Income Tax:

Sugan Real Estate has received a notice dated September 23, 2016 from Assistant Commissioner of Income Tax, Ratlam under section 143(2) of the Income Tax Act for scrutiny of documents of A.Y. 2015-16.

- **San Industries Private Limited**

Details of outstanding demand in respect of Income Tax:

A.Y.	Section	Outstanding demand amount (Rs. in Lakhs)	Pending with jurisdiction
2007-08	143(3)	11.80	Assessing Officer
2009-10	143(1)(a)	5.07	Assessing Officer
2012-13	143(3)	0.13	Assessing Officer

- **Supanna Enterprises**

Details of outstanding demand in respect of Income Tax:

A.Y.	Section	Outstanding demand amount (Rs. in Lakhs)	Pending with jurisdiction
2010-11	154	0.01	CPC

- **Praveen Kantilal Kataria HUF**

Details of outstanding demand in respect of Income Tax:

A.Y.	Section	Outstanding demand amount (in Rs.)	Pending with jurisdiction
2008-09	143(1)	415	Assessing Officer

- **D P Wires Products**

Details of outstanding demand in respect of VAT and CST:

F.Y.	CST/VAT	Authority	Outstanding demand (Rs. in Lakhs)	Status
2012-13	CST	Commercial Tax Officer, Commercial Tax Department, Ratlam	0.11	-
2013-14	CST	Commercial Tax Officer, Commercial Tax Department, Ratlam	2.88	-

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 follows:

Sr. No.	Financial Year	Amount (Rs. in Lakhs)	Reason
1.	2013-14	0.28	Commercial tax penalty
2.	2013-14	0.12	Commercial tax penalty, Interest
3.	2014-15	0.16	Commercial tax penalty
4.	2015-16	0.18	Commercial tax penalties

CREDITORS OF THE COMPANY FOR THE AMOUNT EXCEEDING RS. 1 LAKHS OUTSTANDING FOR MORE THAN 30 DAYS.

The Company has total of 25 trade creditors as on March 31, 2017 for the total amount of Rs. 14,96,90,880 /- 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 217 of this Prospectus, no material developments have taken place after March 31, 2017, the date of the latest balance sheet, that would materially adversely affect the performance 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 Emerge Platform.

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 March 31, 2017 to whom 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.	Organization	Amount (Rs.)
1.	Metax Corporation	4,93,75,267
2.	L.E.B. Enterprises Inc.	2,87,12,965
3.	Sun Organo Chem	1,16,35,629
4.	Mcl Global Steel Private Limited	1,05,79,719
5.	Vora Wires Industries (India) Limited	88,52,048
6.	V. N. Polymers Private Limited	48,85,657
7.	D P Plastics	47,09,948
8.	Aegis Polymers	45,51,599
9.	D P Plastics (Wires)	36,96,547
10.	Systematic Industries Private Limited	34,89,705
11.	Vinodlspat Limited	34,16,692
12.	AVJ Polymer India LLP	23,52,800
13.	Basant Electricals	19,82,327
14.	Kasturi Chemtech India Private Limited	15,35,520
15.	Charu Agroplast P. Ltd. Unit-II	14,71,092
16.	Sigma Organics and Chemicals Private Limited	13,76,084
17.	Jay Sales Corporation	13,46,047
18.	Coro Chem	12,95,998
19.	Gandhar Oil Refinery (I) Ltd.	12,01,789
20.	Padma Polymers	9,79,200
21.	Siddhi Vinayak Metal Pressing Work	8,42,381
22.	Shree Maheshwari Traders	5,00,100
23.	M M Corporation	3,55,983
24.	Plastiblends India Limited	2,72,933
25.	Kiran Industries	2,72,850
	Total	**14,96,90,880**

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 May 17, 2017 authorized the Issue.
2. Our shareholders have pursuant to a resolution passed at their meeting dated May 17, 2017 under Section 62(1)(c) of the Companies Act 2013, authorized the Issue.

Approvals from Lenders

1. The Company has obtained all the relevant approvals from Axis Bank Limited and ICICI Bank Limited dated May 25, 2017 and May 19, 2017 respectively.

II. INCORPORATION DETAILS

1. Corporate Identity Number: U27100MP1998PTC029523.
2. Certificate of Incorporation dated February 26, 1998 issued by the Registrar of Companies, Maharashtra, Mumbai.
3. Our Company has shifted its from 72 Gandhi Nagar Industrial Estate, Drainage Channel Rd Worli, Mumbai – 400018, Maharashtra, India to 16-18A, Industrial Estate, Ratlam – 457001, Madhya Pradesh, India pursuant to resolution passed by the shareholders of the Company dated May 12, 2012 and order of Regional Director, Western Region, Mumbai
4. Fresh Certificate of Incorporation dated May 16, 2017 issued by the Registrar of Companies, Madhya Pradesh, Gwalior, 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	Authority	Particulars of License / Approvals	Validity Period	Special conditions, if any
1.	Registration in Income Tax Department	Income Tax Department, Govt. of India	PAN: AABCD2393P	Perpetual	-
2.	Allotment of Tax Deduction Account Number (TAN)	Income Tax Department, Govt. of India	TAN: BPLD02506A	Perpetual	-

Sr. No.	Nature of License / Approvals	Authority	Particulars of License / Approvals	Validity Period	Special conditions, if any
3.	Certificate of Registration and Allotment of TIN	Department of Commercial Tax, Govt. of Madhya Pradesh	TIN: 23073403172	Perpetual	-
4.	Central Excise Registration Certificate	Deputy Commissioner/ Assistant Commissioner of	Registration No.: AABCD2393PXM001	Perpetual	-
5.	VAT Permanent Registration Certificate	Commercial Tax Officer, Ratlam, Madhya Pradesh	TIN: 23073403172	Perpetual	-
6.	CST Permanent Registration Certificate	Commercial Tax Officer, Ratlam, Madhya Pradesh	TIN: 23073403172	Perpetual	-
7.	GST Registration	Government of India and Government of Madhya Pradesh	23AABCD2393P1ZF	Perpetual	-
8.	Registration under Central Sales Tax, 1956	Department of Commercial Tax, Gujarat	Registration No.:24573303431	Perpetual	-
9.	Registration under The Gujarat Value Added Tax Act, 2003	Department of Commercial Tax, Gujarat	Registration No.: 24073303431	Perpetual	-
10.	Certificate of Importer – Exporter Code (IEC)	Additional Director General of Foreign Trade	IEC No: 0301060541	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.	License to work a Factory	Directorate Industrial Health and Safety, Madhya Pradesh	67/15738/RTM/2m(i)/H	December 31, 2019	-

Sr. No.	Nature of License / Approvals	Authority	Particulars of License / Approvals	Validity Period	Special conditions, if any
2.	Employee State Insurance	Deputy Director	18-13486-64	Perpetual	-
3.	Registration under Employees' Provident Fund and Miscellaneous Provisions Act, 1952	Assistant provident fund commissioner	M.P./U.J.N./14154	Perpetual	-
4.	Water (Prevention and Control of Pollution) Act, 1974	Member Secretary, M. P. Pollution Control Board.	830/TS/MPPCB/2014	August 31, 2017	-
5.	Commencement of Production	General Manager, District Trade & Industries Centre, Ratlam	1463/SIA/IMO/2001, 1464/SIA/IMO/2001, 1465/SIA/IMO/2001	Perpetual	-
6.	Certificate of Commissioning	Director, Gujarat Energy Development Agency	GEDA/DWPL/PWF/OM/06-07/8045	Perpetual	-
7.	Certificate of Commissioning	Director, Gujarat Energy Development Agency	GEDA/DWPL/PWF/JOD/06-07/9089	Perpetual	-
8.	Entrepreneur's memorandum for manufacturing Enterprise at Ratlam- 457001, Madhya Pradesh	Directorate of Industries, Government of Madhya Pradesh	Entrepreneur's Memorandum No.: 230201201631Part-II	Perpetual	-

C. Other Registrations and Certifications

Sr. No.	Nature of License / Approvals	Authority	Particulars of License / Approvals	Validity Period	Special conditions, if any
1.	Certification for ISO 9001:2008	DUV Certification Pvt. Ltd.	Cert. No. : 910121031608	March 20, 2019	-

INTELLECTUAL PROPERTY

In order to protect our intellectual property rights, we have registered below mentioned trademark/wordmark with the Trademark Registry:

Sr. No.	Logo/Wordmark	Date of Application/Approval date	Application No./Trademark No.	Class	Current Status	Valid Upto
1.		August 29, 2005	1380529	17	Registered	August 29, 2025

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 May 17, 2017 and by the shareholders of our Company by a special resolution, pursuant to Section 62(1)(c) of the Companies Act, 2013, passed at the Extra Ordinary General Meeting of our Company held on May 17, 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. There are no violations of securities laws committed by them in the past or no proceedings thereof are pending against them.

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.

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 is more than Rs. 1,000 Lakhs and upto Rs. 2,500 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 National Stock Exchange of India Limited for listing of our Equity Shares on NSE Emerge Platform.

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 54 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 54 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, 2017 is Rs. 27.84 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. 13.57 Crores after the issue.
8. The Company shall mandatorily facilitate trading in demat securities and has entered into agreement 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.dpwires.co.in
13. There has been no change in the Promoter(s) of the Company in the preceding one year from the date of filing application to NSE EMERGE Platform.

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 our company 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 SEPTEMBER 01, 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 BOARD/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 AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40(3) OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION – NOTED FOR COMPLIANCE, ALL MONIES RECEIVED OUT OF THE ISSUE SHALL BE CREDITED/TRANSFERRED TO A SEPARATE BANK ACCOUNT AS REFERRED TO IN SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 - 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. UNDER SECTION 29 OF THE COMPANIES ACT, 2013, EQUITY SHARES IN THE OFFER/ISSUE HAVE TO BE ISSUED IN DEMATERIALISED FORM ONLY.**

11. **WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL-INFORMED DECISION.**

12. **WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE 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 BANKERS 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. – NOTED FOR COMPLIANCE.

(3) WE CONFIRM THAT THE ABRIDGED PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009. – NOTED FOR COMPLIANCE.

(4) WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE ISSUER.

(5) WE CERTIFY THAT AS PER THE REQUIREMENTS OF FIRST PROVISO TO SUB-REGULATION (4) OF REGULATION 32 OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CASH FLOW STATEMENT HAS BEEN PREPARED AND DISCLOSED IN THE 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 this 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, Madhya Pradesh, Gwalior in terms of sections 26, 32 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.dpwires.co.in 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 June 12, 2017, the Underwriting Agreement dated June 12, 2017 entered into among the Underwriter and our Company and the Market Making Agreement dated June 12, 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 Madhya Pradesh 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 EMERGE PLATFORM

National Stock Exchange of India Limited (NSE) has given permission vide letter dated August 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/15310 dated August 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 the 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 in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever."

FILING

This 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 situated at Plot No.C4-A,'G' Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051, Maharashtra, India. A copy of the Prospectus, along with the documents required to be filed under Section 32 and 26 of the Companies Act, 2013 will be delivered to the RoC situated at 3rd Floor, A Block, Sanjay Complex, Jayendra Ganj, Gwalior – 474009, Madhya Pradesh.

LISTING

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-principal approval for using its name in our Prospectus vide its letter dated August 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 NSE EMERGE Platform 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, Secretarial 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 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 92 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 19, 2016, issued by the 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 June 12, 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 refund orders or 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 62 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 years 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 May 17, 2017. For further details, please refer to the chapter titled "*Our Management*" beginning on page 145 of this Prospectus.

Our Company has appointed Mr. Jaidev Nagar as the Company Secretary and Compliance Officer and he may be contacted at the following address:

D P Wires Limited

16-18A, Industrial Estate, Ratlam – 457001, Madhya Pradesh India

Tel: +91-7412-261130, 07412-260646

Email: info@dpkataria.in

Website: www.dpwires.co.in

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. Anil Kamal Garg & Company, Chartered Accountants were appointed as the statutory Auditors of our company in place of M/s P.D. Nagar & Company, Chartered Accountants w.e.f. September 30, 2014.

CAPITALISATION OF RESERVES OR PROFITS

Save and except as stated in the chapter titled "*Capital Structure*" beginning on page 62 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. Our Promoters, Group Company (ies), Companies promoted by the Promoters have confirmed that they have not defaulted in respect of payment of interest and/or principal to the debenture/ bond/fixed deposit holder/ Banks/ FIs during the past three years.

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 274 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 183 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. 75/- 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 97 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 1,600 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 1,600 Equity Shares subject to a minimum allotment of 1,600 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 two or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

NOMINATION FACILITY TO INVESTOR

In accordance with Section 72 of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014, the sole Applicant, or the first Applicant along with other joint Applicants, may nominate any one person in whom, in the event of the death of sole Applicant or in case of joint Applicants, 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 our Registered Office or Corporate Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

a. to register himself or herself as the holder of the Equity Shares; or
b. to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may, at any time, give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, the Board may, thereafter, withhold payment of all dividends, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialised form, there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the applicant would prevail. If the Applicants require changing of their 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 National Stock Exchange of India Limited at a later date subject to the following:

a) If the Paid up Capital of our Company is likely to increase above Rs. 25 crore 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 crore but below Rs. 25 crore, 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 through 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 National Stock Exchange of India Limited 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 54 of this Prospectus.

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 62 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 274 of this Prospectus.

ARRANGEMENTS FOR DISPOSAL OF ODD LOTS

The trading of the Equity Shares will happen in the minimum contract size of 1,600 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.

ALLOTMENT OF EQUITY SHARES IN DEMATERIALIZED FORM

Our Company shall issue shares only in dematerialized form. 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 Small and Medium Enterprise Exchange ("SME Exchange", in this case being the NSE EMERGE). 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 248 and 254 of this Prospectus.

The Issue is being made by way of Fixed Price method.

FOLLOWING IS THE ISSUE STRUCTURE:

Public Issue of 35,84,000 Equity shares of face value of Rs. 10/- each fully paid (the 'Equity Shares') for cash at a price of Rs. 75/- per Equity Share aggregating to Rs. 2,688 Lakhs ('the Issue') by our Company.

The Issue comprises a Net Issue to Public of 34,01,600 Equity Shares ('the Net Issue') and a reservation of 1,82,400 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	34,01,600 Equity Shares	1,82,400 Equity Shares
Percentage of Issue Size available for allocation	94.91% of the Issue size (50% to Retail Individual Investors and the balance 50% to other investors).	5.09 % of the Issue size
Basis of Allotment	Proportionate subject to minimum allotment of 1,600 Equity Shares and further allotment in multiples of 1,600 Equity Shares each. For further details, please refer to the "Basis of Allotment" on page 264 of this Prospectus.	Firm Allotment
Mode of Application	All Applicants must compulsorily apply through ASBA Process (online or the physical form)	Through ASBA Process Only
Minimum Application Size	For QIB and NII: Such number of Equity Shares in multiples of 1,600 Equity Shares such that the Application Value exceeds Rs. 2,00,000/- For Retail Individuals: 1,600 Equity Shares	1,82,400 Equity Shares
Maximum Application Size	For QIB and NII: Such number of equity shares in multiples of 1,600 Equity Shares such that the Application Size does not exceed 34,01,600 Equity Shares. For Retail Individuals:	Application size shall be 1,82,400 equity shares since there is a firm allotment

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
	Such number of Equity Shares in multiples of 1,600 Equity Shares such that the Application Value does not exceed Rs. 2,00,000/-.	
Mode of Allotment	Dematerialized Form	Dematerialized Form
Trading Lot	1,600 Equity Shares	1,600 Equity Shares, However the Market Maker may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2009.
Terms of Payment	The entire Application Amount will be payable at the time of submission of the Application Form.	

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 252 of this Prospectus.

*As per Regulation 43, sub regulation (4) of the 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 (a) or (b) above may be allocated to the 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	**SEPTEMBER 21, 2017**
ISSUE CLOSING DATE	**SEPTEMBER 26, 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 Centers 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 01, 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 securitiessubscribed for in demat form.

ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSB'sauthorizing blocking funds that are available in the bank account specified in the Application Form used by ASBAapplicants.

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	White
Non-Residents and Eligible NRIs applying on a repatriation basis	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.

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;
- Alternative Investment Funds, Venture Capital Funds, Foreign Venture Capital Investors registered with SEBI;
- Portfolio Manager 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. All categories of Applicants, including associates and affiliates of the LM, shall be treated equally for the purpose of allocation to be made 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 with the Application Form. Failing this, our Company reserves the right to reject any 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. As per the current regulations, the following restrictions are applicable for investments by mutual funds:

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any single Company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific funds/Schemes. No mutual fund under all its schemes should own more than 10% of any Company's paid up share capital carrying voting rights.

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.

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 May 03, 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 subaccounts, 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 colour). 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 nonconvertible 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 stockbrokers 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 theReserve Bank of India which shall be carried out in the manner specified by the Reserve Bank ofIndia;

      ii. Sale of securities in response to a letter of offer sent by an acquirer in accordance with theSecurities 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 theSecurities 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 ofSecurities) Regulations, 1998;

      v. divestment of securities in response to an offer by Indian Companies in accordance with OperativeGuidelines of Disinvestment of shares of Indian Companies in the overseas market through issueof American Depository Receipts or Global Depository Receipts as notified by the Governmentof 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 dematerializedform: Provided that any shares held in non-dematerialized form, before the commencement of theseregulation, 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 portfolioinvestor 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 specifiedby the Board in this regard.

No foreign portfolio investor may issue, subscribe to or otherwise deal in offshore derivative instruments, directlyor indirectly, unless the following conditions are satisfied:

a) Such offshore derivative instruments are issued only to persons who are regulated by an appropriateforeign 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 investorby 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 inoffshore derivatives instruments directly or indirectly.

A foreign portfolio investor shall ensure that further issue or transfer of any offshore derivative instruments issuedby 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 partiesto 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 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 a further 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:

1. 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;
2. 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
3. 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 1, 2015 sets forth prudential norms required to be followed for classification, valuation and operation of investment portfolio of banking companies.

Applications by SCSBs: SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

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 or by limited companies, corporate bodies, registered societies, eligible FPIs (including FIIs), Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of 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 along with the Application Form. Failing this, our Company reserve the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

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. 250.00 million (subject to applicable law) and pension funds with a minimum corpus of Rs. 250.00 million, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form. 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 1,600 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 1,600 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 1,600 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, Madhya Pradesh, Gwalior, 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.

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.

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 the National Stock Exchange of India Limited (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

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 1,600 equity shares the allotment will be made as follows:
   a) Each successful applicant shall be allotted 1,600 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 1,600 equity shares, the applicant would be allotted Shares by rounding off to the nearest multiple of 1,600 equity shares subject to a minimum allotment of 1,600 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 1,600 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.

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.

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 5, 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.
- 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 2, 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 blocked 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, duplicate PAN and mismatch of PAN;
- 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 1,600;
- 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/ cheque/ demand draft/ pay order;
- 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 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, NonInstitutional Applicants where the Application Amount is in excess of Rs. 2,00,000, received after 3.00 pm on the Issue Closing Date;
- Detailed of ASBA Account not provided in the Application Form;
- Amount not blocked in ASBA within prescribed time;
- More than five application forms blocked from one ASBA Account.

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 June 12, 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, Madhya Pradesh, Gwalior 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 if our Company do not proceed with the Issue after the Issue Closing Date, the reason thereof shall be given as a public notice in the newspapers to be issued by our Company within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers in which the Pre-Issue advertisement was published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
2. that if our Company withdraw the Issue after the Issue Closing Date, our Company shall be required to file a fresh offer document with the ROC/SEBI, in the event our Company subsequently decides to proceed with the Issue;
3. that the complaints received in respect of this Issue shall be attended to by us expeditiously and satisfactorily;
4. that all steps shall be taken to ensure the listing and commencement of trading of the Equity Shares at the Stock Exchange where the Equity Shares are proposed to be listed are taken within six Working days of Issue Closing Date or such time as prescribed;

5. that if allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under applicable law for the delayed period;

6. that the letter of allotment/unblocking of funds to the non-resident Indians shall be dispatched within specified time; and

7. 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 Lead Manager, reserves the right not to proceed with the Issue, in whole or any part thereof at any time after the Issue Opening Date but before the Allotment, with assigning reason thereof. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared within Two days of Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for such decision and. 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. Our Company shall also inform the same to the Stock Exchange on which Equity Shares are proposed to be listed. Notwithstanding the foregoing; the Issue is also subject to obtaining the following:

1. The final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment, and

2. The final RoC approval of the Prospectus after it is filed with the concerned RoC.

If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with afresh public offering of Equity Shares, our Company shall file a fresh Prospectus with Stock Exchange.

EQUITY SHARES IN DEMATERIALISED FORM WITH NSDL OR CDSL

To enable all shareholders of the Company to have their shareholding in electronic form, the Company has entered into following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

(a) We have entered into tripartite agreement between NSDL, the Company and the Registrar to the Issue dated August 08, 2017.

(b) We have entered into tripartite agreement between CDSL, the Company and the Registrar to the Issue dated June 23, 2017.

The Company's Equity shares bear an ISIN No. INE864X01013

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 was submitted 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 AMOUNT) APPLICANTS

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. 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.

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 the 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/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34. 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 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 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 or Registered Brokers or Registered RTAs or DPs registered with SEBI. 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 November10,2015 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 fulfilment 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; (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI and such other conditions as provided in the FDI Policy from time to time. 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 PROVISION 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.
Redeemable Preference Shares	**6.** 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.

Title of Article	Article Number and contents
Voting rights of preference shares	**7.** 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	**8.** 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	**9.** 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. inany 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.

Title of Article	Article Number and contents
Purchase of own Shares	**10.** 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	**11.** 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	**12.** 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 106 and 107 of the Companies Act 1956, 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 paripassu therewith.

SHARES, CERTIFICATES AND DEMATERIALISATION

Title of Article	Article Number and contents
Restriction onallotment and return of allotment	**13.** 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	**14.** (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 not have the 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 (b) shall contain a statement to this effect. (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 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

Title of Article	Article Number and contents
	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	**15.** 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	**15A** (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. (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.

Title of Article	Article Number and contents
Application of premium received on Shares	**16.** (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 sharecapital of the Company. (2) The securities premium account may, notwithstanding anything in clause (1) there of 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	**17.** 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 tosuch 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 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	**17A** (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

Title of Article	Article Number and contents
	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	**18.** 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.
Installments of Shares to be duly paid	**19.** 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	**20.** 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	**21.** 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.

Title of Article	Article Number and contents
Deposit and call etc., to be debt payable	**22.** 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	**23.** 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.
Dematerialisationof securities	**24.(A) Definitions:** **Beneficial Owner** "Beneficial Owner" means a person whose name is recorded as such with a Depository. **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.
Dematerialisationof securities	**24.(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.

Title of Article	Article Number and contents
Options to receive security certificates or hold securities with depository	**24.(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 tobe in fungibleform	**24.(D)** All Securities held by a Depository shall be dematerialised and shall be in a fungible form;
Rights ofdepositories andbeneficial owners	**24.(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; (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 ToFurnishInformation	**24.(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	**24.(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 optout in respect ofany security	**24.(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 fulfilment of such conditions and on payment

Title of Article	Article Number and contents
	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 and56 of the Companies Act, 2013 not to apply	**24.(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	**25.** (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 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	**26.** 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.

Title of Article	Article Number and contents
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. 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 Shareswithout VotingRights	**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 ofShares andSecurities	**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.

Title of Article	Article Number and contents
Employees StockOptions 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.
Company not bound to recognize any interest in Shares other than of registered holder	**34.** 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	**35.** (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.

Title of Article	Article Number and contents
Declaration by person not holding beneficial interest in any Shares	**36.** (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. (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	**37.** 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	**38.** 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.

Title of Article	Article Number and contents
Brokerage	**39.** The Company may on any issue of Shares or Debentures or on deposits pay such brokerage as may be reasonable and lawful.
Commission to be included in the annual return	**40.** 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	**41.** (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	**42.** (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	**43.** 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	**44.** 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	**45.** 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	**46.** 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.
	47. 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 upto 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	**48.** 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 respectof 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	**49.** 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	**50.** 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	**51.** 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	**52.** 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	**53.** (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	**54.** 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	**55.** 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	**56.** The notice shall name a day, (not being less than fourteen days from 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 notexceedingeighteen 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	**57.** 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	**58.** 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.	**59.** 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	**60.** 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	**61.** 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	**62.** 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	**63.** (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	**64.** 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	**65.** 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	**66.** 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	**67.** 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	**68.** 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.	**69.** 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.

Title of Article	Article Number and contents
Instrument of transfer	**70.** 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.
Application for transfer	**71.** (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	**72.** 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	**73.** 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	**74.** 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	**75.** 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

Title of Article	Article Number and contents
	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 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	**76.** 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	**77.** 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	**78.** 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)	**79.** 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

Title of Article	Article Number and contents
	liability in respect of the Shares. This clause is hereinafter referred to as the "Transmission Clause".
Refusal to register nominee	**80.** 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.
Person entitled may receive dividend without being registered as a Member	**81.** 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	**82.** 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	**83.** 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	**84.** 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	**85.** 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	**86.** 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	**87.** 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	**88.** 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	**89.** 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	**90.** 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	**91.** 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	**92.** 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	**93.** 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	**94.** 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

Title of Article	Article Number and contents
Related Party Transactions	**95.** **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	**96.** (a) 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. (b) 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. (c) 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 national holiday, 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. (d) The company may in any one Annual General Meeting fix the time for its subsequent Annual General Meeting. (e) Every Member of the Company shall be entitled to attend, either in person or by proxy and the Auditors of the Companyshall 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. (f) 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. (g) 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	**97.** 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

Title of Article	Article Number and contents
Annual General Meeting	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	**98.** All General Meeting other than Annual General Meeting shall be called Extra-Ordinary General Meeting.
Requisitionists' Meeting	**99.** (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: (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

Title of Article	Article Number and contents
	General Meeting is called for a date six week 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 byBoard and by requisition When a Director or any two Members may call an ExtraOrdinary General Meeting	**100.** (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.
Contents of requisition, and number of requisitionistsrequired and the conduct of Meeting	**101.** (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.

Title of Article	Article Number and contents
	(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: (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	**102.** (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

Title of Article	Article Number and contents
	(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.
Contents and manner of service of notice and persons on whom it is to be served	**103.** (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	**104.** (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.

Title of Article	Article Number and contents
	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 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	**105.** 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.
Notice of business to be given	**106.** 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	**107.** 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	**108.** 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 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.

Title of Article	Article Number and contents
Resolution passed at adjourned Meeting	**109.** 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.	**110.** 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	**111.** 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	**112.** No business shall be discussed at any General Meeting except the election of a Chairman whilst the Chair is vacant.
Chairman may adjourn Meeting	**113.** (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.
How questions are decided at Meetings	**114.** 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.

Title of Article	Article Number and contents
Chairman's declaration of result of voting on show of hands	**115.** 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	**116.** 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	**117.** 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	**118.** 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	**119.** 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.
Demand for poll not to prevent transaction of other business	**120.** 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.

Title of Article	Article Number and contents
Special notice	**121.** 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.
Postal Ballot	**122.** 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.

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

Title of Article	Article Number and contents
	the paid-up equity share capital of theCompany. 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) 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 mayappoint 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.
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

Title of Article	Article Number and contents
	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 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.
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 containedin 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 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

Title of Article	Article Number and contents
	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.
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.

Title of Article	Article Number and contents
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 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 upto 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

Title of Article	Article Number and contents
	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 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;

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	(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 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.

Title of Article	Article Number and contents
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 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

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	(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 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

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	(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. (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.

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	(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 (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 ofcompaniespromoted 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 filling of vacancies	**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 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.

Title of Article	Article Number and contents
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.
Appointment of Directors to be voted individually	**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 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.

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	(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 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

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	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. (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.
	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

Title of Article	Article Number and contents
Powers of Managing Director	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.
	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) (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.

Title of Article	Article Number and contents
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.
Meeting of the Committee how to be governed	**197.** The meetings and proceedings of any such Committee of the Board consisting of two or moremembers shall be governed by the provisions hereincontained for regulating the meetings and proceedingsof 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 theDirectors 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.

Title of Article	Article Number and contents
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. 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

Title of Article	Article Number and contents
	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, (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

Title of Article	Article Number and contents
	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 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

Title of Article	Article Number and contents
	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 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

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	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 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

Title of Article	Article Number and contents
	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. (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

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	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. (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

Title of Article	Article Number and contents
	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. (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.

Title of Article	Article Number and contents
The Seal, its custody and use	**208.** (a) The Board shall provide for the safe custody of the seal. (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; (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 or which any person under that Article is entitled to transfer until such person shall become a Member or shall duly transfer the same.

Title of Article	Article Number and contents
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.
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.

Title of Article	Article Number and contents
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 "D P Wires 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.
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.

Title of Article	Article Number and contents
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; (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

Title of Article	Article Number and contents
	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
Books to be kept	**229.** (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.
Appointment of Auditors	**234.** (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	**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

or given to previous holders	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 anofficer thereof by sending it to the Company or officerat the Registered Office of the Company by post undera certificate of posting or by registered post or byleaving 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.
	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

Title of Article	Article Number and Contents
Inspection of Registers	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.

Title of Article	Article Number and Contents
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 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

Title of Article	Article Number and Contents
	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 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 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 16-18A, Industrial Estate, Ratlam- 457001, Madhya Pradesh, 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 19, 2016 issue by the Lead Manager to our Company.
2. Issue Agreement dated June 12, 2017 between our Company and the Lead Manager.
3. Agreement dated June 12, 2017 between our Company and the Registrar to the Issue.
4. Public Issue Account Agreement dated August 10, 2017 among our Company, the Lead Manager, the Public Issue Banks/Bankers to Issue and the Registrar to the Issue.
5. Underwriting agreement dated June 12, 2017 between our Company and Lead Manager.
6. Market Making Agreement dated June 12, 2017 between our Company, the Lead Manager and the Market Maker.
7. Tripartite agreement dated August 08, 2017, among NSDL, our Company and the Registrar to the Issue.
8. Tripartite agreement dated June 23, 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 May 17, 2017 authorizing the Issue.
3. Special Resolution of the shareholders passed at the Extra-Ordinary General Meeting dated May 17, 2017 authorizing the Issue.
4. Statement of Tax Benefits dated August 02, 2017, issued by Statutory Auditor, Anil Kamal Garg & Company, Chartered Accountants.
5. Report of the Peer Review Auditor, RPMD & Associates, Chartered Accountants, on the Restated Financial Statements for Financial Year ended on March 31, 2017, 2016, 2015, 2014 and 2013 of our Company.
6. Consents of Promoters, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditors, Peer Review Auditor, Banker to our Company, Lenders, 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 August 09, 2017 to use the name of NSE in this offer document for listing of Equity Shares on NSE EMERGE Platform.
8. Due Diligence Certificate dated September 01, 2017 the Lead Manager.
9. Copy of Managing Director Agreement with Mr. Praveen Kataria and our Company dated April 11, 2017 for his appointment.
10. Copy of the Special Resolution dated April 11, 2017 for the detailed terms of appointment of Mr. Praveen Kataria, Managing Director of the Company.

11. Copy of Whole Time Director Agreement with Mr. Hemant Kataria and our Company dated June 15, 2017 for his appointment.

12. Copy of the Special Resolution dated June 15, 2017 for the detailed terms of appointment of Mr. Hemant Kataria, 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 under signed, hereby certify and declare that, all relevant provisions of the Companies Act, 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, 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
Praveen Kataria	00088633	Managing Director	
Hemant Kataria	00088833	Whole Time Director	
Kantilal Kataria	00088599	Non-Executive Director	
Anil Kumar Mehta	07657024	Independent & Non-Executive Director	
Madhubala Jain	07657026	Independent & Non-Executive Director	

Signed by Company Secretary& Compliance Officer and Chief Financial Officer

Jaidev Nagar
Company Secretary & Compliance Officer

Hemant Kataria
Chief Financial Officer

Date: September 01, 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	25.50	11.00 [3.88]	7.40 [-0.75]	30.00 [6.23]
2.	Tiger Logistics (India) Limited[$]	7.52	66.00	September 12, 2013	69.20	-13.17 [4.17]	-7.38 [7.02]	-8.10 [10.34]
3.	R J Bio-Tech Limited	5.00	20.00	September 25, 2013	21.00	92.97 [4.17]	63.49 [5.92]	36.05 [11.08]
4.	RCI Industries & Technologies Limited[$]	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]	101.34 [18.81]
22.	Libas Designs Limited*	13.60	68.00	January 09, 2017	78.25	-3.36 [6.47]	-8.26 [11.48]	-18.77[18.64]
23.	Focus Lighting and Fixtures Limited*	4.05	45.00	April 13, 2017	54.00	135.00 [3.22]	177.78[7.27]	-
24.	M K Proteins Limited*	10.23	70.00	April 18, 2017	72.00	-0.14 [3.56]	2.50[8.90]	-

25.	Infobeans Technologies Limited*	36.78	58.00	May 02, 2017	69.60	-1.87 [3.25]	-3.09 [8.20]	-
26.	Jalan Transolutions (India) Limited*	17.71	46.00	May 31, 2017	42.25	-14.18 [-1.04]	-	-
27.	Shri Ram Switchgears Limited*	5.07	19.00	June 07, 2017	22.80	0.88 [0.02]	-	-
28.	Pushpanjali Realms and Infratech Limited*	14.55	55.00	July 10, 2017	55.00	11.27 [1.40]	-	-
29.	Salasar Techno Engineering Limited*	35.95	108	July 25, 2017	250.00	-23.31 [-1.08]	-	-
30.	Total Transport Systems Limited*	17.01	45.00	August 07, 2017	54.00	-	-	-
31.	Servotech Power Systems Limited*	15.13	31.00	August 24, 2017	30.70	-	-	-

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. in Crores)	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	9*	156.48	-	-	3	1	-	1	-	-	-	-	-	-

**In Table 1 and Table 2 the shares of few company(s) have not reached the consequent milestones.*

#The name of Mahibir Metallex Limited has been changed to SVP Housing Limited vide Certificate dated March 14, 2017.

$The companies Tiger Logistics (India) Limited, RCI Industries & Technologies Limited and Akme Star Housing Finance Limited have been migrated to the Main Board of BSE.