Prospectus
Please see section 26 and 32 of the Companies Act, 2013
Fixed Price Issue
Dated: August 23, 2017
(The Prospectus will be updated upon filing with the RoC)

ELEMENTS OF PURITY

PENTA GOLD LIMITED

Our Company was incorporated as 'Penta Gold Private Limited' a private limited company under the Companies Act, 1956 pursuant to Certificate of Incorporation dated March 12, 2012 issued by the Registrar of Companies, Gujarat, Dadra & Nagar Haveli. Subsequently, our Company was converted into a public limited company and the name of our Company was changed to 'Penta Gold Limited' pursuant to a Certificate of Incorporation dated March 22, 2017 issued by the Registrar of Companies, Ahmedabad. For further details of our Company, please refer "General Information" and "History and Certain Other Corporate Matters' on pages 34 and 71, respectively.

Corporate Identification Number: U51109GJ2012PLC069352
Registered Office: 2224, Manek Chowk, Opp. Old Share Bazar, Ahmedabad-380 001, Gujarat, India
Tel: +91 79 2215 3555, **Fax**: Not Available
Corporate Office: 30, 1st Floor, Champa Gully, Zaveri Bazar, Mumbai – 400 002, Maharashtra, India
Tel: +91 22 2240 2255, **Fax**: Not Available
Website: www.pentagold.in**, E-mail:** info@pentagold.in
Company Secretary and Compliance Officer: Savita R. Navik

PROMOTER: KETAN M. SHROFF

PUBLIC ISSUE OF 32,68,000 EQUITY SHARES OF FACE VALUE OF ₹ 10.00 EACH OF PENTA GOLD LIMITED ("OUR COMPANY" OR "THE ISSUER") FOR CASH AT A PRICE OF ₹35.00 PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹25.00 PER EQUITY SHARE) ("ISSUE PRICE") AGGREGATING TO ₹1,143.80 LAKHS ("THE ISSUE"). OF THE ISSUE, 1,64,000 EQUITY SHARES AGGREGATING TO ₹57.40 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER ("MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 31,04,000 EQUITY SHARES OF FACE VALUE OF ₹ 10.00 EACH AT AN ISSUE PRICE OF ₹35.00 PER EQUITY SHARE AGGREGATING TO ₹1,086.40 LAKHS IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.37% AND 25.05%, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, PLEASE REFER "TERMS OF THE ISSUE" ON PAGE 149.

THIS ISSUE IS BEING MADE IN TERMS OF CHAPTER XB OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 ("SEBI (ICDR) REGULATIONS"), AS AMENDED. IN TERMS OF RULE 19(2)(b)(i) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957, AS AMENDED, THIS IS AN ISSUE FOR AT LEAST 25% OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. THIS ISSUE IS A FIXED PRICE ISSUE AND ALLOCATION IN THE NET ISSUE TO THE PUBLIC WILL BE MADE IN TERMS OF REGULATION 43(4) OF SEBI (ICDR) REGULATIONS, AS AMENDED. FOR FURTHER DETAILS, PLEASE REFER "ISSUE PROCEDURE" ON PAGE 154.

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015, all potential investors shall participate in the Issue only through an Application Supported by Blocked Amount ("**ASBA**") process providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("**SCSBs**") for the same. For details in this regard, specific attention is invited to "*Issue Procedure*" on page 154. A copy of the Prospectus will be delivered for registration to the Registrar of companies as required under Section 26 of the Companies Act, 2013.

THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10.00 EACH AND THE ISSUE PRICE OF ₹35.00 IS 3.50 TIMES OF THE FACE VALUE

RISKS IN RELATION TO FIRST ISSUE

This being the first public issue of the Issuer, there has been no formal market for the securities of our Company. The face value of the Equity Shares of our Company is ₹10.00 and the Issue price of ₹35.00 per Equity Share is 3.50 times of the face value. The Issue Price (as determined by our Company in consultation with the Lead Manager, as stated under '*Basis for the Issue Price*' on page 54) should not be taken to be indicative of the market price of the Equity Shares after such Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of the Issuer and this Issue, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Prospectus. **Specific attention of the investors is invited to '*Risk Factors*' on page 14.**

ISSUER'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 the Issue, that the information contained in this Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect.

LISTING

The Equity Shares offered through this Prospectus are proposed to be listed on the EMERGE Platform of National Stock Exchange of India Limited ("**NSE**") in terms of the Chapter XB of the SEBI (ICDR) Regulations, as amended from time to time. Our Company has received an in-principle approval letter dated July 14, 2017 from NSE for using its name in the offer document for listing of our shares on the EMERGE Platform of NSE. For the purpose of this Issue, the Designated Stock Exchange will be NSE.

LEAD MANAGER TO THE ISSUE	REGISTAR TO THE ISSUE
INVENTURE MERCHANT BANKER SERVICES PVT. LTD. Enhancing Fortunes. Enriching Lives.	KARVY Computershare
INVENTURE MERCHANT BANKER SERVICES PRIVATE LIMITED 2nd Floor, Viraj Tower, Nr. Andheri Flyover (North End) Western Express Highway, Andheri (East) Mumbai – 400 069, Maharashtra, India **Tel No**: +91 22 3954 8500; **Fax No**: +91 22 3954 8511; **Email**: sme.ipo@inventuremerchantbanker.com **Investor Grievance Email**: redressal@inventuremerchantbanker.com **Website**: www.inventuremerchantbanker.com **SEBI Registration No**: INM000012003 **Contact Person**: Arvind Gala	**KARVY COMPUTERSHARE PRIVATE LIMITED** Karvy Selenium Tower B, Plot 31-32, Gachibowli, Finacial District, Nanakramguda, Hyderabad-500032, Telangana, India **Tel No:**+91 40 - 6716 2222 **Fax No:**+91 402343 1551 **E-mail:**einward.ris@karvy.com **Investor Grievance Email**: pentagold.ipo@karvy.com **Website:**www.karisma.karvy.com **SEBI Registration No:** INR000000221 **Contact Person**: M. Murali Krishna

ISSUE PROGRAMME

ISSUE OPENS ON:	**Monday, September 4, 2017**
ISSUE CLOSES ON:	**Wednesday, September 6, 2017**

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SECTION I – GENERAL
DEFINITIONS AND ABBREVIATIONS

This Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meanings as provided below. References to any legislation, act or regulation shall be to such legislation, act or regulation as amended from time to time.

The words and expressions used in this Prospectus but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, the SEBI Regulations, the SCRA, the Depositories Act or the rules and regulations made thereunder. Notwithstanding the foregoing, terms used in "Statement of Tax Benefits", "Financial Statements" and "Main Provisions of the Articles of Association" on pages 56, 93 and 197, respectively, shall have the meaning given to such terms in such sections.

In case of any inconsistency between the definitions given below and definitions contained in the General Information Document, the definitions given below shall prevail.

Company Related Terms

Term	Description
"Penta Gold Limited", "PENTA", "PGL" "We" or "us" or "our Company" or "the Issuer'	Unless the context otherwise requires, refers to Penta Gold Limited, a Company incorporated under the Companies Act, 1956 vide a certificate of incorporation dated March 12, 2012 issued by the Registrar of Companies, Gujarat, Ahmedabad and having its registered office at 2224, Manek Chowk, Opp. Old Share Bazar, Ahmedabad-380 001, Gujarat, India.
"you", "your" or "yours"	Prospective investors in this Issue.
AOA/Articles / Articles of Association	Unless the context otherwise requires, refers to the Articles of Association of our Company, as amended from time to time.
Audit Committee	The committee of the Board of Directors constituted as the Company's Audit Committee in accordance with Regulation 18 of the SEBI (LODR) Regulations and Section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014.
Board/ Board of Directors / Our Board	The Board of Directors of our Company, including all duly constituted Committees thereof.
Director(s)	Director(s) on the Board of our Company, as appointed from time to time, unless otherwise specified.
Equity Shareholders	The holders of the Equity Shares.
Equity Shares/Shares	The equity shares of our Company of a face value of ₹10.00 each unless otherwise specified in the context thereof.
Group Companies / Group Entities	Such companies as covered under the applicable accounting standards, being Accounting Standard 18 or other entities as considered material in accordance with the Materiality Policy, as described in "*Our Group Entities*" on page 88.
Key Management Personnel / KMP	Key management personnel of our Company in terms of Regulation 2(1)(s) of the SEBI (ICDR) Regulations, Section 2(51) of the Companies Act, 2013. For details, please refer "*Our Management*" on page 74.
MoA / Memorandum of Association	The Memorandum of Association of our Company, as amended from time to time.
Promoter Group	Persons and entities constituting the promoter group of our Company, pursuant to Regulation 2(1)(zb) of the SEBI (ICDR) Regulations.
Promoter	Ketan M. Shroff.
Registered and Corporate Office	The registered office of our Company situated at 2224, Manek Chowk, Opp. Old Share Bazar, Ahmedabad-380 001, Gujarat, India.
Restated Financial Statements	The restated financial information of our Company which comprises of the restated balance sheet, the restated profit and loss information and the restated cash flow information as at and for the financial years ended March 31, 2017, 2016, March 31, 2015, March 31, 2014 and March 31, 2013 together with the annexures and notes thereto, which have been prepared in accordance with the Companies Act, the Indian GAAP and restated in accordance with the SEBI (ICDR) Regulations.
Statutory Auditor	The Statutory Auditor of our Company, being M/s. R A N K & Associates, Chartered

	Accountants.

Issue Related Terms

Term	Description
Acknowledgement Slip	The slip, document or counter foil issued by the Designated Intermediary to an Applicant as proof of having accepted the Application Form.
Allot / Allotment /Allotted	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Issue of Equity Shares to the successful Applicants.
Allottee	A successful Applicant to whom the Equity Shares are Allotted.
Applicant	Any prospective investor who makes an application pursuant to the terms of the Prospectus and the Application Form. Pursuant to SEBI (Issue of Capital and Disclosure Requirements) (Fifth Amendment) Regulations, 2015, with effect from January 01, 2016 all applicants participating in this Issue are required to mandatorily use the ASBA facility to submit their Applications.
Application	An indication to make an offer during the Issue Period by an Applicant, pursuant to submission of Application Form, to subscribe for or purchase our Equity Shares at the Issue Price including all revisions and modifications thereto, to the extent permissible under the SEBI (ICDR) Regulations.
Application Amount	The number of Equity Shares applied for and as indicated in the Application Form multiplied by the price per Equity Share payable by the Applicants on submission of the Application Form.
Application Form	The form in terms of which an Applicant shall make an Application and which shall be considered as the application for the Allotment pursuant to the terms of the Prospectus.
Application Supported by Blocked Amount/ ASBA	An application, whether physical or electronic, used by an Applicant authorizing a SCSB to block the application amount in the ASBA Account maintained with the SCSB. *Pursuant to SEBI Circular dated November 10, 2015 and bearing Reference No. CIR/CFD/POLICYCELL/11/2015 which shall be applicable for all public issues opening on or after January 01, 2016, all the investors shall apply through ASBA process only*.
ASBA Account	Account maintained with an SCSB and specified in the Application Form which will be blocked by such SCSB to the extent of the appropriate Application Amount in relation to an Application by an Applicant.
ASBA Applicant(s)	Any prospective investors in this Issue who applies for Equity Shares of our Company through the ASBA process in terms of the Prospectus.
Banker to the Issue	Bank which are clearing members and registered with SEBI as banker to an issue and with whom the Public Issue Account will be opened, in this case being ICICI Bank Limited.
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants under the Issue, described in "*Issue Procedure –Basis of Allotment*" on page 67.
Broker Centres	Broker centres notified by the Stock Exchange, where the Applicants can submit the Application Forms to a Registered Broker. The details of such broker centres, along with the name and contact details of the Registered Brokers, are available on the website of the NSE on the following link www.nseindia.com.
Broker to the Issue	All recognized members of the stock exchange would be eligible to act as the Broker to the Issue.
Business Day	Any day on which commercial banks are open for the business.
CAN / Allotment Advice	The note or advice or intimation of Allotment, sent to each successful Applicant who has been or is to be Allotted the Equity Shares after approval of the Basis of Allotment by the Designated Stock Exchange.
Client ID	Client identification number of the Applicant's beneficiary account.
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Collection Centres	Centres at which the Designated Intermediaries shall accept the ASBA Forms.
Compliance Officer	The Company Secretary of our Company, Savita R. Navik
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the Lead Manager, the Registrar to the Issue and the Stock Exchange 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.
Demographic Details	The details of the Applicants including the Applicants' address, names of the Applicants' father/husband, investor status, occupations and bank account details.

Term	Description
Depository / Depositories	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996.
Depository Participant / DP	A depository participant as defined under the Depositories Act.
Designated CDP Locations	Such locations of the CDPs where Applicants can submit the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the website of the Stock Exchange (www.nseindia.com).
Designated Date	The date on which the amounts blocked by the SCSBs are transferred from the ASBA Accounts to the Public Issue Account or unblock such amounts, as appropriate in terms of the Prospectus.
Designated Intermediaries / Collecting Agent	An SCSB with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Registered Broker, Designated CDP Locations for CDP, a registrar to an issue and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for this activity).
Designated Market Maker / Market Maker	In our case, GCM Securities Limited having its corporate office at 805, Raheja Centre, Free Press Journal Marg, Nariman Point, Mumbai – 400 021.
Designated RTA Locations	Such locations of the RTAs where Applicants can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the website of the Stock Exchange (www.nseindia.com).
Designated SCSB Branches	Such branches of the SCSBs which shall collect the Application Forms, a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	NSE.
Draft Prospectus / DP	The Draft Prospectus dated June 14, 2017, filed with NSE.
Eligible NRI	A non-resident Indian, resident in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to subscribe for the Equity Shares.
Eligible QFI	Qualified Foreign Investors from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to purchase the Equity Shares offered thereby and who have opened dematerialised accounts with SEBI registered qualified depositary participants as QFIs and are deemed as FPIs under the SEBI FPI Regulations.
First Applicant	The Applicant whose name appears first in the Application Form or the Revision Form.
General Information Document	The General Information Document for investing in public issues prepared and issued in accordance with the circulars (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 notified by the SEBI and included in "*Issue Procedure – General Information Document for Investing in Public Issues*" on page 174.
Issue / Public issue / Issue size / Initial Public issue / Initial Public Offer / Initial Public Offering / IPO	Public issue of 32,68,000 Equity Shares of face value of ₹10.00 each of our Company for cash at a price of ₹35.00 per Equity Share (including a share premium of ₹25.00 per Equity Share) aggregating to ₹1,143.80 lakhs by our Company, in terms of this Prospectus.
Issue Agreement / MoU	The agreement dated June 13, 2017 entered into amongst 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 the Issue closes for subscription. In this case being September 6, 2017
Issue Opening Date	The date on which the Issue opens for subscription. In this case being September 4, 2017
Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days during which prospective Applicants can submit their Applications, including any revisions thereof.
Issue Price	The price at which Equity Shares are being issued by our Company being ₹35.00 per Equity Share.
Lead Manager / LM	The lead manager to the Issue, in this case being Inventure Merchant Banker Services Private Limited.

Term	Description
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and the EMERGE Platform of NSE.
Market Maker Reservation Portion	1,64,000 Equity Shares of face value of ₹10.00 each at ₹35.00 per Equity Share aggregating to ₹57.40 lakhs reserved for subscription by the Market Maker.
Materiality Policy	The policy on material creditors adopted by our Board on June 14, 2017, in accordance with the requirements of the SEBI (ICDR) Regulations.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of 31,04,000 Equity Shares of face value of ₹10.00 each at an Issue Price of ₹35.00 per equity share aggregating to ₹1,086.40 lakhs
Net Proceeds	Proceeds of the Issue that will be available to our Company, which shall be the gross proceeds of the Issue less the issue expenses.
Non-Institutional Investors / NIIs	All Applicants, including Category III FPIs that are not QIBs or Retail Individual Investors who have made Application for Equity Shares for an amount of more than ₹ 2,00,000 (but not including NRIs other than Eligible NRIs).
Prospectus	The Prospectus to be filed with the RoC for this Issue in accordance with the provisions of Section 26 of the Companies Act, 2013 and the SEBI (ICDR) Regulations, including any addenda or corrigenda thereto.
Public Issue Account	The account to be opened with the Banker to the Issue under Section 40 of the Companies Act, 2013 to receive monies from the ASBA Accounts on the Designated Date.
Qualified Institutional Buyers or QIBs	A qualified institutional buyer as defined under Regulation 2(1)(zd) of the SEBI (ICDR) Regulations.
Registered Brokers	Stock brokers registered with the stock exchanges having nationwide terminals.
Registrar Agreement	The Agreement between the Registrar to the Issue and the Issuer Company dated May 25, 2017, in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Registrar to the Issue	Karvy Computershare Private Limited.
Retail Individual Investors/ RIIs	Applicants (including HUFs, in the name of Karta and Eligible NRIs) whose Application Amount for Equity Shares in the Issue is not more than ₹2,00,000/-.
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares or the Application Amount in any of their Application Forms or any previous Revision Form(s), as applicable.
Self Certified Syndicate Banks or SCSBs	Banks registered with SEBI, offering services in relation to ASBA, a list of which is available on the website of SEBI at www.sebi.gov.in and updated from time to time and at such other websites as may be prescribed by SEBI from time to time.
SME Platform of NSE / SME Exchange / Stock Exchange / NSE EMERGE	The EMERGE platform of NSE, approved by SEBI as an SME Exchange for listing of equity shares offered under Chapter X-B of the SEBI (ICDR) Regulations.
Underwriters	Inventure Merchant Banker Services Private Limited and GCM Securities Limited.
Underwriting Agreement	The agreement dated June 13, 2017 entered into among the Underwriter and our Company.
Working Day(s)	"Working Day" means all days, other than second and fourth Saturday of the month, Sunday or a public holiday, on which commercial banks in Mumbai are open for business; provided however, with reference to Issue Period, "Working Day" shall mean all days, excluding all Saturdays, Sundays or a public holiday, on which commercial banks in Mumbai are open for business; and with reference to the time period between the Issue Closing Date and the listing of the Equity Shares on the SME Segment of NSE, "Working Day" shall mean all trading days of NSE, excluding Sundays and bank holidays, as per the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016.

Conventional and General Terms and Abbreviations

Term	Description
A/c	Account
AGM	Annual General Meeting
AIF(s)	Alternative Investment Fund as defined in and registered with SEBI under the Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012

Term	Description
Air Act	Air (Prevention and Control of Pollution) Act, 1981
AS / Accounting Standards	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount
Authorised Dealers	Authorised Dealers registered with RBI under the Foreign Exchange Management (Foreign Currency Accounts) Regulations, 2000
AY	Assessment Year
B. A.	Bachelor of Arts
B. Arch	Bachelor of Architecture
B.Com	Bachelor of Commerce
Banking Regulation Act	Banking Regulation Act, 1949
Bn	Billion
BSE	BSE Limited (formerly known as Bombay Stock Exchange Limited)
CAGR	Compounded Annual Growth Rate
Category I Foreign Portfolio Investor(s)	FPIs registered as Category I Foreign Portfolio Investors under the SEBI FPI Regulations.
Category II Foreign Portfolio Investor(s)	An FPI registered as a category II foreign portfolio investor under the SEBI FPI Regulations
Category III Foreign Portfolio Investor(s)	FPIs registered as category III FPIs under the SEBI FPI Regulations, which shall include all other FPIs not eligible under category I and II foreign portfolio investors, such as endowments, charitable societies, charitable trusts, foundations, corporate bodies, trusts, individuals and family offices
CBEC	Central Board of Excise and Customs
CDSL	Central Depository Services (India) Limited
Central Sales Tax Act	Central Sales Tax Act, 1956
CENVAT	Central Value Added Tax
CEO	Chief Executive Officer
CESTAT	Customs, Excise and Service Tax Appellate Tribunal
CFO	Chief Financial Officer
CIN	Company Identification Number
CIT	Commissioner of Income Tax
CLRA	Contract Labour (Regulation and Abolition) Act,1979
Companies Act	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections) and the Companies Act, 2013, to the extent in force pursuant to the notification of the Notified Sections, read with the rules, regulations, clarifications and modifications thereunder
Companies Act 1956	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections)
Companies Act 2013	Companies Act, 2013, to the extent in force pursuant to the notification of the Notified Sections, read with the rules, regulations, clarifications and modifications thereunder
Consolidated FDI Policy	The current consolidated FDI Policy, effective from June 7, 2016, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time
Copyright Act	The Copyright Act, 1957
CS	Company Secretary
CDSL	Central Depository Services (India) Limited
CSR	Corporate Social Responsibility
Depositories Act	Depositories Act, 1996
Depository	A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, GoI
DP	Depository Participant
DP ID	Depository Participant's identity number
ECS	Electronic Clearing System

Term	Description
EGM	Extraordinary General Meeting
Environment Protection Act	Environment Protection Act, 1986
EPF Act	Employees' Provident Funds and Miscellaneous Provisions Act, 1952
EPS	Earnings per share
ESI Act	Employees' State Insurance Act, 1948
F&NG	Father and Natural Guardian
F&O	Futures and Options
FCNR Account	Foreign Currency Non Resident (Bank) account established in accordance with the FEMA
FDI	Foreign Direct Investment
FEMA	The Foreign Exchange Management Act, 1999 read with rules and regulations thereunder
FEMA 20	The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000
FII(s)	Foreign Institutional Investors as defined under SEBI FPI Regulations
Financial Year / Fiscal / Fiscal Year / FY	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year
FIPB	Foreign Investment Promotion Board
FMC	Forward Market Commission
Foreign Portfolio Investor or FPIs	A foreign portfolio investor, as defined under the SEBI FPI Regulations and registered with SEBI under applicable laws in India.
FTA	The Foreign Trade (Development and Regulation) Act, 1992
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI
GDP	Gross Domestic Product
GIR Number	General Index Registry Number
GoI/Government	Government of India
HUF(s)	Hindu Undivided Family(ies)
I.T. Act	Income Tax Act, 1961, as amended from time to time
ICAI	Institute of Chartered Accountants of India
ICSI	Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
IFSC	Indian Financial System Code
IMS	IMS Health
Income Tax Act	Income Tax Act, 1961
Indian GAAP	Generally Accepted Accounting Principles in India
INR or Rupee or ₹ or Rs.	Indian Rupee, the official currency of the Republic of India
Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended.
IPO	Initial Public Offering
ISIN	International Securities Identification Number
ISO	International Standards Organization
KMP	Key Managerial Personnel
KW	Kilo Watt
Legal Metrology Act	Legal Metrology Act, 2009
LIBOR	London interbank offered rate
Ltd.	Limited
M. A	Master of Arts
M. Com	Master of Commerce
M.B.A	Master of Business Administration
MAPIN	Market Participants and Investors' Integrated Database
Maternity Benefit Act	Maternity Benefit Act, 1961
MCA	The Ministry of Corporate Affairs, GoI
MCI	Ministry of Commerce and Industry, GoI
Minimum Wages Act	Minimum Wages Act, 1948
Mn	Million

Term	Description
MoEF	Ministry of Environment and Forests
MoF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
Mutual Funds	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
NA	Not Applicable
NAV	Net asset value
NIFTY	National Stock Exchange Sensitive Index
No.	Number
Non Resident	A person resident outside India, as defined under FEMA Regulations
Non-Resident Indian/ NRI	A person resident outside India, who is a citizen of India or a Person of Indian Origin as defined under FEMA Regulations, as amended
Notified Sections	The sections of the Companies Act, 2013 that have been notified by the MCA and are currently in effect
NPV	Net Present Value
NR/ Non-resident	A person resident outside India, as defined under the FEMA and includes a Non-resident Indian
NRE Account	Non-Resident External Account established and operated in accordance with the FEMA
NRO Account	Non-Resident Ordinary Account established and operated in accordance with the FEMA
NSDL	National Securities Depository Limited
NSE	The National Stock Exchange of India Limited
NWR	Negotiable Warehouse Receipt
OCB	Overseas Corporate Bodies
Overseas Corporate Body / OCB	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. **OCBs are not allowed to invest in this Issue.**
p.a.	per annum
P/E Ratio	Price/Earnings Ratio
PAC	Persons Acting in Concert
PAN	Permanent account number
PAT	Profit after tax
Patents Act	Patents Act, 1970
Payment of Bonus Act	Payment of Bonus Act, 1965
Payment of Gratuity Act	Payment of Gratuity Act, 1972
Person or Persons	Any Individual, Sole Proprietorship, Unincorporated Association, Unincorporated Organization, Body Corporate, Corporation, Company, Partnership Firm, Limited Liability Partnership, 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.
PIL	Public Interest Litigation
PPP	Public private partnership
Public Liability Act	Public Liability Insurance Act, 1991
Pvt./(P)	Private
PWD	Public Works Department of state governments
QFI(s)	Qualified Foreign Investor(s) as defined under the SEBI FPI Regulations
QIC	Quarterly Income Certificate
RBI	The Reserve Bank of India
RoC or Registrar of Companies	The Registrar of Companies, Ahmedabad
ROE	Return on Equity
RONW	Return on Net Worth
RTGS	Real Time Gross Settlement
SCRA	Securities Contract (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time.

Term	Description
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act
SEBI (ICDR) Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, including instructions and clarifications issued by SEBI from time to time
SEBI (LODR) Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including instructions and clarifications issued by SEBI from time to time
SEBI (VCF) Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as amended from time to time.
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time.
Sec.	Section
SENSEX	Bombay Stock Exchange Sensitive Index
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
SME	Small and Medium Enterprise
SSI	Small Scale Industry
STT	Securities Transaction Tax
TPH	Tonnes per hour
Trademarks Act	The Trademarks Act, 1999
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
U.S. Securities Act	The United States Securities Act, 1933
US$ or USD or US Dollar	United States Dollar, the official currency of the United States of America
USA or U.S. or US	United States of America
VCF	Venture Capital Funds
VCFs	Venture capital funds as defined in and registered with the SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as the case may be
Wages Act	Payment of Wages Act, 1936
Water Act	Water (Prevention and Control of Pollution) Act, 1974
Workmen's Compensation Act	Workmen's Compensation Act, 1923

Notwithstanding the foregoing:

1. In '*Main Provisions of the Articles of Association*' on page 197, defined terms shall have the meaning given to such terms in that section;

2. In '*Summary of Our Business*' and '*Our Business*' on pages 28 and 63 respectively, defined terms shall have the meaning given to such terms in that section;

3. In '*Risk Factors*' on page 14, defined terms shall have the meaning given to such terms in that section;

4. In '*Statement of Possible Special Tax Benefits*' on page 56, defined terms shall have the meaning given to such terms in that section;

5. In '*Management's Discussion and Analysis of Financial Conditions and Results of Operations*' on page 117, defined terms shall have the meaning given to such terms in that section.

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

In this Prospectus, the terms "we", "us", "our", the "Company", "our Company", "Penta Gold Limited" and "PGL", unless the context otherwise indicates or implies, refers to Penta Gold Limited.

Certain Conventions

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

Financial Data

Unless stated otherwise, the financial data in this Prospectus is derived from our Restated Financial Statements prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, and set out in *'Financial Statements'* on page 93.

Our Company's financial year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year, so all references to a particular financial year are to the 12 month period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year.

There are significant differences between the Indian GAAP, the International Financial Reporting Standards (the "**IFRS**") and the Generally Accepted Accounting Principles in the United States of America (the "**U.S. GAAP**"). Accordingly, the degree to which 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. Any reliance by persons not familiar with Indian accounting practices, the Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations on the financial disclosures presented in this Prospectus should accordingly be limited. We have not attempted to quantify the impact of the IFRS or the U.S. GAAP on the financial data included in this Prospectus, nor do we provide a reconciliation of our financial statements to those under the U.S. GAAP or the IFRS and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

Certain figures contained in this Prospectus, including financial information, have been subject to rounding adjustments. All decimals have been rounded off to two decimal points, except for figures in percentage. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. However, where any figures that may have been sourced from third-party industry sources are rounded off to other than two decimal points in their respective sources, such figures appear in this Prospectus as rounded-off to such number of decimal points as provided in such respective sources.

Currency and units of presentation

In this Prospectus, unless the context otherwise requires, all references to (a) 'Rupees' or '₹' or 'Rs.' or 'INR' are to Indian rupees, the official currency of the Republic of India; (b) 'US Dollars' or 'US$' or 'USD' or '$' are to United States Dollars, the official currency of the United States of America. All references to the word 'Lakh' or 'Lac' or 'Lakhs', means 'One hundred thousand' and the word 'Million' means 'Ten lakhs' and the word 'Crore' means 'Ten Million' and the word 'Billion' means 'One thousand Million'. Any percentage amounts, as set forth in "*Risk Factors*", "*Our Business*", "*Management's Discussion and Analysis of Financial Conditions and Results of Operation*" and elsewhere in this Prospectus, unless otherwise indicated, have been calculated based on our Restated Financial Statements.

Industry and Market Data

Unless stated otherwise, industry and market data used throughout this Prospectus has been obtained or derived from internal Company reports and industry and government publications, publicly available information and sources. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although, our Company believes that industry data used in this Prospectus is reliable, it has not been independently verified. Further, the extent to which the industry and market 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

All statements contained in this Prospectus that are not statements of historical facts constitute 'forward-looking statements'. All statements regarding our expected financial condition and results of operations, business, objectives, strategies, plans, goals and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, our revenue and profitability, planned expansion and other matters discussed in this Prospectus regarding matters that are not historical facts. These forward looking statements and any other projections contained in this Prospectus (whether made by us or any third party) are predictions and involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections.

These forward looking statements can generally be identified by words or phrases such as "will", "aim", "will likely result", "believe", "expect", "will continue", "anticipate", "estimate", "intend", "plan", "contemplate", "seek to", "future", "objective", "goal", "project", "should", "will pursue" and similar expressions or variations of such expressions. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

- general economic and business conditions in the markets in which we operate and in the local, regional and national and international economies;
- our ability to successfully implement strategy, growth and expansion plans and technological initiatives;
- our ability to respond to technological changes;
- our ability to attract and retain qualified personnel;
- the effect of wage pressures, hiring patterns and the time required to train and productively utilize new employees;
- general social and political conditions in India which have an impact on our business activities or investments;
- potential mergers, acquisitions restructurings and increased competition;
- occurrences of natural disasters or calamities affecting the areas in which we have operations;
- market fluctuations and industry dynamics beyond our control;
- changes in the competition landscape;
- our ability to finance our business growth and obtain financing on favourable terms;
- our ability to manage our growth effectively;
- our ability to compete effectively, particularly in new markets and businesses;
- changes in laws and regulations relating to the industry in which we operate changes in government policies and regulatory actions that apply to or affect our business;
- developments affecting the Indian economy; and
- Inability to meet our obligations, including repayment, financial and other covenants under our debt financing arrangements.

For a further discussion of factors that could cause our current plans and expectations and actual results to differ, please refer "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 14, 63 and 117 respectively.

Forward looking statements reflects views as of the date of this Prospectus and not a guarantee of future performance. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Neither our Company / our Directors nor the Lead Manager, nor any of its affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company and the Lead Manager will ensure that investors in India are informed of material developments until such time as the listing and trading permission is granted by the Stock Exchange.

SECTION II - RISK FACTORS

An investment in the Equity Shares involves a high degree of risk. You should carefully consider all the information in this Prospectus, including the risks and uncertainties summarised below, before making an investment in our Equity Shares. The risks described below are relevant to, the industries our Company is engaged in, our Company and our Equity Shares. To obtain a complete understanding of our Company, you should read this section in conjunction with 'Our Business' and 'Management's Discussion and Analysis of Financial Condition and Results of Operations' on pages 63 and 117 respectively, as well as the other financial and statistical information contained in this Prospectus. Prior to making an investment decision, prospective investors should carefully consider all of the information contained in 'Financial Statements' on page 93. Unless stated otherwise, the financial data in this section is as per our financial statements prepared in accordance with Indian GAAP, as restated.

If any one or more of the following risks as well as other risks and uncertainties discussed in this Prospectus were to occur, our business, financial condition and results of our operation could suffer material adverse effects, and could cause the trading price of our Equity Shares and the value of investment in the Equity Shares to materially decline which could result in the loss of all or part of your investment.

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

These risks are not the only ones that our Company face. Our business operations could also be affected by additional factors that are not presently known to us or that we currently consider to be immaterial to our operations. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify financial or other implication of any risks mentioned herein.

Materiality

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

1. *Some events may not be material individually but may be material when considered collectively.*
2. *Some events may have an impact which is qualitative though not quantitative.*
3. *Some events may not be material at present but may have a material impact in the future.*

INTERNAL RISKS

1. ***We have not entered into any long-term contracts with any of our customers.***

We do not have any long-term contracts with our customers and any change in the buying pattern of the customers could adversely affect the business of our Company. Although we have satisfactory business relations with our customers and have received continued business from them in the past, there is no certainty that the same will continue in the years to come and may affect our profitability.

2. ***If we are not successful in managing our growth, our business may be disrupted and our profitability may be reduced.***

We have experienced high growth in recent years and expect our jewellery businesses to continue to grow significantly. We achieved revenue growth at the CAGR of 45.69% for the five years period ended March 31, 2017. Our future growth is subject to risks arising from a rapid increase in order volume, and inability to retain and recruit skilled staff. Although, we plan to continue to expand our scale of operations through organic growth or investments in other entities, we may not grow at a rate comparable to our growth rate in the past, either in terms of income or profit.

Our future growth may place significant demands on our management and operations and require us to continuously evolve and improve our financial, operational and other internal controls within our Company. In particular, continued expansion may pose challenges in:

- recruiting, training and retaining sufficient skilled management;

- developing and improving our internal administrative infrastructure, particularly our financial, operational, communications, internal control and other internal systems;
- making accurate assessments of the resources we will require;
- preserving a uniform culture, values and work environment;
- strengthening internal control and ensuring compliance with legal and contractual obligations;
- managing relationships with clients, suppliers, contractors, investors, lenders and service providers; and
- supporting infrastructure such as IT and HR management systems.

If we are not successful in managing our growth, our business may be disrupted and profitability may be reduced. Our business, prospects, financial condition and results of operations may be adversely affected.

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

For the financial year ended March 31, 2017, our top five largest clients accounted for approximately 81.96% of our revenues from operations while for the financial year ended March 31, 2016 our five largest clients accounted for approximately 83.16%, of our revenues from operations. The loss of a significant client or clients would have a material adverse effect on our financial results. We cannot assure you that we can maintain the historical levels of business from these clients or that we will be able to replace these clients in case we lose any of them. Furthermore, major events affecting our clients, such as bankruptcy, change of management, mergers and acquisitions could adversely impact our business. If any of our major clients becomes bankrupt or insolvent, we may lose some or all of our business from that client and our receivable from that client would increase and may have to be written off, adversely impacting our income and financial condition.

4. ***Our Company has made an appeal to Commissioner of Income-tax (Appeals), which, if determined adversely, may adversely affect our business, results of operations and prospects. Hence there is contingent liability to the extent of disputed amount.***

Our Company has filed an appeal dated January 16, 2017 to the Commissioner of Income-tax (Appeals) against the assessment order and demand notice under section 56(2)(vii)(b) Read With Rule 11UA of Income Tax Rules demanding a sum of ₹ 130.65 Lakhs for the assessment year 2014-2015. The matter is pending.

Hence, as of March 31, 2017, we had contingent liabilities of ₹ 130.65 Lakhs as disclosed in our restated standalone financial statements. The details are as follows:

Name of Statute	Amount of Dispute (31/03/17)	Period to which it relates	Forum where dispute is Pending
Income Tax	₹1,30,65,480	FY 2013-14 AY 2014-15	Commissioner of Income Tax (Appeals).

If these contingent liabilities were to materialize, our resources may not be adequate to meet these liabilities or our financial condition could be adversely affected.

The amounts claimed in these proceedings have been disclosed to the extent ascertainable and include amounts claimed jointly and severally. We can give no assurance that these legal proceedings will be decided in our favour. We may incur significant expenses and management time in such legal proceedings. If any adverse developments arise, for example, a change in Indian law or rulings against us by the appellate courts or tribunals, we may face losses and may have to make provisions in our financial statements, which could increase our expenses and our liabilities.

Any adverse ruling in any of the above proceedings or consequent levy of penalties by other statutory authorities may render us / them liable to liabilities / penalties and may have a material adverse effect on our reputation, business, financial condition and results of operations, which could adversely affect the trading price of our Equity Shares. For further details regarding these legal proceedings, please refer '*Outstanding Litigations and Material Developments*' on page 127.

5. ***The domestic retail jewellery industry is extremely competitive and our growth will depend on our ability to compete effectively.***

The Indian domestic retail jewellery industry is highly fragmented and dominated by the unorganized sector, from which the organized retail jewellery sector faces intense competition. The unorganized sector offers their products at highly

competitive prices which may not be matched by us when we expand our retail operations in the domestic market, which may affect our volume of sales and growth prospects.

6. ***Any decrease in demand of Gold may adversely affect our business and financial condition.***

The latest report from the World Gold Council says that gold demand from India was what supported global gold demand in the first quarter of 2017. Indian purchases of gold jewellery in the first quarter of 2017 accounted for a little over a fifth of world jewellery demand. That is completely out of proportion to India's share of world gross domestic product (GDP), which is around 3% or so, in current US dollars. During Q1, 2017, India's demand for gold jewellery was 92.3 tonnes, compared to 22.9 tonnes for the US. Investment demand for gold in the form of bars and coins was 31.2 tonnes in Q1 2017, compared to 16.2 tonnes for the US. Hence any reduction in demand of gold either due to domestic conditions or global slowdown or change in consumer preferences in favour of other precious metals or stones may adversely affect our business or financial condition.

7. ***We get of our jewellery manufactured on job work basis from third party manufacturers. The operations of our Company are subject to manufacturing risk by failure in the facilities which may further result in delay in supply of our products.***

We get our jewellery manufactured on job work basis from third party manufacturers. Due to the nature of its business and despite compliance with requisite safety requirements and standards, the operations of our Company are subject to operating risks associated with jewellery manufacturing. Operating risks to our job workers may include personal injury and property damage and in the imposition of civil and criminal penalties. The occurrence of any of these events could have a material adverse effect on our business, financial condition and future results of operations of our Company.

Also, the manufacturing facilities of our third party manufacturers are subject to operating risks, such as the breakdown or failure of equipment, power supply or processes, performance below expected levels of output or efficiency, obsolescence, earthquakes other natural disasters and industrial accidents. Occurrence of any of the aforesaid instance may result in delay as our suppliers may not be able to deliver the products in a timely manner in such cases and such delays could adversely affect our business.

8. ***Any fluctuation in price and supply of Gold, which account for the majority of our raw material cost could adversely impact our income.***

Gold is the primary raw material that we use to produce hand crafted jewellery. Historically, the price fluctuation of gold, however, does not affect our margins because gold is a pass through. The price at which our customer fixes the gold content of the jewellery determines the price at which we fix our purchase price to our client. Our inability to increase our sale prices to reflect higher commodity costs would result in lower profitability. However, particularly sharp increases and volatility in commodity costs usually result in a time lag before increased commodity costs are fully reflected in retail prices. Further, any increase in commodity cost is likely to impact demand for our products during high price periods. There is no certainty that such price increase will be sustainable and downward pressure on gross margins and income may occur.

9. ***Our failure to keep up with industry trends may affect our results of operations.***

Jewellery companies and industry has been continuously adding new products. Although we have maintained a high portfolio of designs and keep pace with the consumers' requirements, we cannot assure you that we shall be able to consistently keep up with industry trends which may adversely affect our results of operations. Introduction of any new portfolios in jewellery makes and designs may affect our current business. Further, we have not entered into any confidentiality or non-disclosure agreement with any of our job workers and consequently, our jewellery designs may be shared openly in the market which may damage our results of operations.

10. ***We have issued Equity Shares during the last one year from the date of filing of the Prospectus at a price that is below the Issue Price.***

During the last one year from the date of filing of the Prospectus we have issued Equity Shares at a price that is lower than the Issue Price as detailed in the following table:

Date of allotment	Number of Equity Shares allotted	Face value (₹)	Issue Price (₹)	Nature of Consideration	Nature of allotment	% of Pre-Issue Equity Share Capital	% of Post-Issue Equity Share Capital
30-Dec-16	4,562,500	10.00	-	Nil	Bonus Allotment	50.00	36.82

Our Company issued bonus shares to the existing shareholders in the ratio of 1 Equity Share for every 1 Equity Share held by capitalizing the General Reserves of our Company. Allotment of 45,55,490 Equity Shares to Ketan M. Shroff and 7,010 Equity Shares to Pinakin M. Shroff.

For further details of the aforesaid allotment please refer *"Capital Structure"* on page 41.

11. ***We have not made firm arrangements with any financial institution for funding of our balance working capital requirements. The failure to obtain additional financing may adversely affect our ability to grow and our future profitability.***

Additional working capital requirement has been estimated at ₹1,192.83 lakhs for the FY 2017-2018, of which ₹1098.80 lakhs would be funded out of the Issue Proceeds, whereas the balance amount i.e. ₹94.03 lakhs would be arranged by way of borrowings or internal accruals. However, as on date of the Prospectus our Company has not identified any alternate source of funding for our working capital requirement. Our Company cannot assure you that we will be able to raise such additional financing on acceptable terms in a timely manner or at all. Any failure or delay on our part to mobilize the required resources or any shortfall in the Issue Proceeds can adversely affect our growth plan and profitability. For further details of our working capital requirement, please refer "*Object for the Issue*" on page 50.

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

The following table sets forth our cash flow for the periods indicated:

(₹ in lakhs)

Particulars	For the financial year ended March 31		
	2017	2016	2015
Net Cash from Operating Activities	(787.04)	(2,150.79)	(328.04)

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet its capital expenditure, pay dividends, repay loans and make new investments without raising finance from external resources. Such negative cash flows lead to a net decrease in cash and cash equivalents for Fiscals 2017, 2016 and 2015. Any negative cash flow in future could adversely affect our operations and financial conditions and the trading price of our Equity Shares. For further details, please refer "*Financial Statements*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 93 and 117, respectively.

13. ***We have not made any dividend payments in the past and our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements, capital expenditures and restrictive covenants in our financing arrangements.***

In the past, we have not made dividend payments to the shareholders of our Company. The amount of our future dividend payments, if any, will depend upon various factors including our future earnings, financial condition, cash flows and requirement to fund operations and expansion of the business. There can be no assurance that we will be able to declare dividends. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors. For further details, please refer "*Dividend Policy*" on page 92.

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

Our Company believes that its insurance coverage is adequate and consistent with industry standards. Our Company maintains insurance against various risks inherent in our business activities. Our principal types of coverage include stock, stock in transit, standard fire and special perils cover, burglary and robbery cover and money in transitvehicle.

While we believe that the insurance coverage which we maintain is in keeping with industry standards and would be reasonably adequate to cover the normal risks associated with the operation of our businesses, we cannot assure you that

any claim under the insurance policies maintained by us will be honoured fully, in part or on time, or that we have taken out sufficient insurance to cover all our losses.

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, or successful assertion of one or more large claims against us for events for which we are not insured, or for which we did not obtain or maintain insurance, or 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, financial performance and cash flows could be adversely affected. For further details on our insurance arrangements, please refer "*Our Business – Insurance*" on page 67.

15. ***We have a substantial amount of outstanding indebtedness, which requires significant cash flows to service and limits our ability to operate freely.***

As of March 31, 2017 the outstanding amount of our total borrowings was ₹4648.37 lakhs. Our ability to meet our debt service obligations and repay our outstanding borrowings will depend primarily on the cash generated by our business. Increasing level of our indebtedness also has important consequences to us such as:

- increasing our vulnerability to general adverse economic, industry and competitive conditions;
- limiting our flexibility in planning for, or reacting to, changes in our business and the industry;
- limiting our ability to borrow additional funds; and
- increasing our interest expenditure.

We cannot assure you that we will generate sufficient cash to service existing or proposed borrowings or fund other liquidity needs, which could have an adverse effect on our business, results of operation, cash flows and financial condition.

16. ***Any failure to comply with financial and other restrictive covenants imposed on us under our financing agreements may adversely affect our operational flexibility, business, results of operations and prospects.***

As on March 31, 2017, our total secured borrowings amounted to ₹3486.14 lakhs. Our leverage has several important consequences, including the following:

- a portion of our cash flow will be used towards repayment of debt, which will reduce the availability of cash to fund working capital requirements, capital expenditures and other general corporate purposes;

- our borrowing cost and the existence of encumbrances on a significant portion of our properties may constrain our ability to raise incremental financing in the future, at commercially reasonable terms;

- fluctuations in interest rates may affect our cost of borrowing, as all or a substantial part of our borrowings is at floating rates of interest; and

- our financing agreements require us to obtain the consent of, or to intimate, our lenders for certain actions relating to issuance of new shares, changes in capital structure, making material changes to constitutional documents, incurring further indebtedness, encumbrances on or disposal of assets, paying dividends and making investments over certain thresholds. Furthermore, some of our financing arrangements specify that upon the occurrence of an event of default, the lender shall have the right to, *inter alia*, cancel the outstanding facilities available for drawdown, declare the loan to be immediately due and payable with accrued interest and enforce rights over the security created. There can be no assurance that we will be able to comply with these restrictive covenants, or that we will be able to obtain the consents necessary to proceed with the actions which we believe are necessary to operate and grow our business, which may in turn have a material adverse effect on our business and operations.

The termination of, or declaration or enforcement of default under, any current or future financing agreement (if not waived or cured) may affect our ability to raise additional funds or renew maturing borrowings to finance our existing operations and pursue our growth initiatives and, therefore, have an adverse effect on our business, results of operations and prospects.

We cannot provide any assurance that our lenders will not enforce their rights relating to our breach of restrictive covenants, or grant us waivers with respect to any such breaches. In the event that any lender seeks the accelerated repayment of any such loan or seeks to enforce any other rights against our Company, it may have a material adverse effect on our business, cash flows and financial condition. For further information on the indebtedness of our Company,

please refer "*Financial Indebtedness*" on page 125.

17. ***Our business is concentrated in Mumbai and Ahmedabad and may be affected by various factors associated with Maharashtra and Goa.***

Our business has historically been concentrated in and around Mumbai and Ahmedabad. This concentration of our business subjects us to various risks, including but not limited to:

- regional slowdown in economic activities in Mumbai and/or Ahmedabad;
- vulnerability to change of policies, laws and regulations or the political and economic environment of Mumbai and/or Ahmedabad;
- constraint on our ability to diversify across states;
- perception by our potential clients that we are a regional jewellery company, which hampers us from competing with large national and international companies; and
- limitation on our ability to implement the strategy in the states where we intend to conduct business.

While we strive to diversify across states and reduce our concentration risk, there is no guarantee that the above factors associated with Mumbai and/or Ahmedabad will not continue to have a significant impact on our business. If we are not able to mitigate this concentration risk, we may not be able to develop our business as we planned and our business, financial condition and results of operations could be materially and adversely affected.

18. ***Our Promoter and members of Promoter Group have mortgaged their personal properties and provided personal guarantees for our borrowings to secure our loans. Our business, financial condition, results of operations, cash flows and prospects may be adversely affected by the revocation of all or any of the personal guarantees provided by our Promoter and members of Promoter Group in connection with our Company's borrowings.***

Our Promoter and Managing Director, Mr. Ketan M. Shroff has mortgaged their personal properties and provided personal guarantees for our borrowings to secure our loans. If any of these guarantees are revoked, our lenders may require alternative guarantees or collateral or cancellation of such facilities, entailing repayment of amounts outstanding under such facilities. If we are unable to procure alternative guarantees satisfactory to our lenders, we may need to seek alternative sources of capital, which may not be available to us at commercially reasonable terms or at all, or to agree to more onerous terms under our financing agreements, which may limit our operational flexibility. Accordingly, our business, financial condition, results of operations, cash flows and prospects may be adversely affected by the revocation of all or any of the personal guarantees provided by Ketan M. Shroff in connection with our Company's borrowings.

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

Our Company has availed certain unsecured loans that are recallable on demand by the lenders. For further details of these unsecured loans, please refer "*Financial Indebtedness*" on page 125. In case of any demand from lenders for repayment of such unsecured loans, the resultant cash outgo, may adversely affect our business operations and financial position of our Company.

20. ***We require high working capital for our smooth day to day operations of business and any discontinuance or our inability to acquire adequate working capital timely and on favorable terms may have an adverse effect on our operations, profitability and growth prospects.***

We operate in a working capital intense industry therefore our business demands substantial funds towards working capital requirements. In case there are insufficient cash flows to meet our additional working capital requirement or we are unable to arrange the same from other sources or there are delays in disbursement of arranged funds, or we are unable to procure funds on favourable terms, at a future date, it may result into our inability to finance our working capital needs on a timely basis which may have an adverse effect on our operations, profitability and growth prospects.

21. ***Any variation in the utilisation of the Net Proceeds as disclosed in this Prospectus shall be subject to certain compliance requirements, including prior Shareholders' approval.***

We propose to utilize the Net Proceeds to meet additional working capital requirements. For further details of the proposed objects of the Issue, please refer "*Objects of the Issue*" on page 50.

In accordance with Section 27 of the Companies Act, 2013, we cannot undertake any variation in the utilization of the Net Proceeds as disclosed in this Prospectus without obtaining the shareholders' approval through a special resolution. In

the event of any such circumstances that requires 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 inability in obtaining such Shareholders' approval may adversely affect our business or operations. Further, our Promoter or controlling shareholders would be required to provide an exit opportunity to the shareholders who do not agree with our proposal to modify the objects of the Issue as prescribed in the SEBI (ICDR) Regulations. In terms of regulation 69C of the SEBI ICDR Regulations, 2009, the promoters or shareholders in control shall make the exit offer in accordance with the provisions of this Chapter, to the dissenting shareholders, if:
(a) the public issue has opened after April 1, 2014; and
(b) the proposal for change in objects or variation in terms of a contract, referred to in the prospectus is dissented by at least ten per cent. of the shareholders who voted in the general meeting; and
(c) the amount to be utilized for the objects for which the prospectus was issued is less than seventy five per cent. of the amount raised (including the amount earmarked for general corporate purposes as disclosed in the offer document).

If our shareholders exercise such exit option, our business and financial condition could be adversely affected. Therefore, we may not be able to undertake variation of objects of the Issue to use any unutilized proceeds of the Issue, if any, even if such variation is in the interest of our Company, which may restrict our ability to respond to any change in our business or financial condition, and may adversely affect our business and results of operations.

22. ***Our success depends largely on our senior management and skilled professionals and our ability to attract and retain them.***

Our success depends on the continued services and performance of the members of our senior management team and other key employees. Our continued success also depends upon our ability to attract and retain skilled professionals and staff. The loss of the services of our senior management or our inability to recruit, train or retain a sufficient number of skilled professionals could have a material adverse effect on our operations and profitability. Competition for senior management in our industry in which we operate is intense, and we may not be able to retain our existing senior management or attract and retain new senior management in the future. Moreover, we do not maintain "key man" life insurance policies for senior members of our management team or other key personnel. Any loss of the services of our senior management personnel or skilled professionals could adversely affect our business, prospects, financial condition and results of operation.

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

Our Promoter is interested in us to the extent of any transactions entered into or his shareholding and dividend entitlement in us. Our Directors are also interested in us to the extent of remuneration paid to them for services rendered as our Directors and reimbursement of expenses payable to them. Ketan M. Shroff, our Managing Director has mortgaged his personal properties and provided personal guarantees for our borrowings to secure our loans. Our Directors may also be interested to the extent of any transaction entered into by us with any other company or firm in which they are directors or partners or in their individual capacity. For further details, please refer "*Our Management*" on page 74.

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

We have entered into related party transactions with our Promoter, Promoter Group, Group Entities and Directors. For details of these transactions, please refer "*Related Party Transactions*" on page 91.

We cannot assure you that we will be able to maintain the terms of such transactions or in the event that we enter future transactions with related parties, that the terms of the transactions will be favorable to us. Additionally, while it is our belief that all our related party transactions have been conducted on an arm's-length basis, we cannot provide assurance that we could have achieved more favorable terms had such transactions been entered with third parties. We may also enter related party transactions in the future, which could involve conflicts of interest, although going forward, all related party transactions that we may enter will be subject to audit committee or board or shareholder approval, as applicable, as under the Companies Act, 2013 and the SEBI (LODR) Regulations. As such, we can provide no assurance that these transactions will not adversely affect our business, results of operation, cash flows and financial condition.

25. ***Our Registered office is not owned by us.***

We do not own the premises on which our Registered Office is situated. Our Promoter & Managing Director, Ketan M. Shroff, *vide* his letter dated April 1, 2017, has given the office premises to be used as the registered office, without payment of any lease rent and/or deposit. We cannot assure you that we will own, or have the right to occupy, these premises in the future, or that we will be able to continue with the uninterrupted use of this property, which may impair our operations and adversely affect our financial condition. For further details on the properties of our Company, please refer to the section titled "*Immovable Properties*" appearing under "*Our Business*" on page 63.

26. ***Our group entity has incurred the losses in the last three financial years***

Our Group entity namely Penta Bullion LLP has incurred losses during last 3 financial years. The details of the same were as under:

Name of the Company	**(Loss) after Tax (in ₹Lakhs)**		
	2015-16	**2014-15**	**2013-14**
Penta Bullion LLP	(34.98)	Nil	Nil

27. ***Our funding requirements and deployment of the issue proceeds are based on management estimates and have not been independently appraised by any bank or financial institution.***

Our funding requirements and the deployment of the proceeds of the Issue are based on management estimates and our current business plan. The fund requirements and intended use of proceeds have not been appraised by bank or financial institution and are based on our estimates. In view of the competitive and dynamic nature of our business, we may have to revise our expenditure and fund requirements as a result of variations including in the cost structure, changes in estimates and other external factors, which may not be within the control of our management. This may entail rescheduling, revising or cancelling the planned expenditure and fund requirement and increasing or decreasing the expenditure for a particular purpose from its planned expenditure at the discretion of our board. In addition, schedule of implementation as described herein are based on management's current expectations and are subject to change due to various factors some of which may not be in our control.

28. ***Our Company's management will have flexibility in utilizing the Net Proceeds. There is no monitoring agency appointed by our Company and the deployment of funds is at the discretion of our Management and our Board of Directors, though it shall be monitored by our Audit Committee.***

The deployment of the funds towards the objects of the issue is entirely at the discretion of the Board of Directors/Management and is not subject to monitoring by external independent agency. As per SEBI (ICDR) Regulations, 2009, as amended, appointment of monitoring agency is required only for Issue size above ₹ 10,000.00 lakhs. Hence, we have not appointed any monitoring agency to monitor the utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the NSE and shall also simultaneously make the material deviations / adverse comments of the audit committee public. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our financials.

29. ***Our Group Entity operate in the same line of business as us, which may lead to competition with such Group Entity.***

Our Group Entity, Penta Bullion LLP is either involved in line of business that may potentially compete with our Company or is authorized to carry out business, similar to that of our Company. We may hence have to compete with our Group Entities for business, which may impact our business, financial condition and results of operations. The interests of our Promoter may also conflict in material aspects with our interests or the interests of our shareholders. For further details, please refer "*Group Entities*" on page 88. Further, our Promoter may become involved in ventures that may potentially compete with our Company. The interests of our Promoter may conflict with the interests of our other Shareholders and our Promoter may, for business considerations or otherwise, cause our Company to take actions, or refrain from taking actions, in order to benefit himself instead of our Company's interests or the interests of its other Shareholders and which may be harmful to our Company's interests or the interests of our other Shareholders, which may impact our business, financial condition and results of operations.

We have not entered into any non-compete agreement with our Promoter and our Group Entities. We cannot assure you that our Promoter or our Group Entities or members of the Promoter Group will not compete with our existing business or any future business that we may undertake or that their interests will not conflict with ours. Any such present and

future conflicts could have a material adverse effect on our reputation, business, results of operations and financial condition.

30. ***We have not obtained the registration of our trademarks used in our businesses and our inability to obtain or maintain these registrations may adversely affect our competitive business position.***

Our Corporate logo "Penta Gold Element of Purity" is not registered and we do not enjoy the statutory protections accorded to a registered trademark and are subject to the various risks arising out of the same, including but not limited to infringement or passing off our name and logo by a third party.

Our Company has filed applications for the logo of our Company with the Trade Marks Registry,for registration under the Indian Trademarks Rules, 2002. For further details, please refer "*Business – Intellectual Property*" on page 67. The application is currently pending registration. The registration of any trademark is a time-consuming process, and there can be no assurance that any such registration will be granted as and when applied. In the absence of such registration, competitors or other companies may challenge the validity or scope of our intellectual property. These trademarks are integral to our business, and the loss of any of these intellectual property rights could have a material adverse effect on our business.

There can be no assurance that we will be able to obtain the registration of our trademarks in a timely manner, or at all. If any of our unregistered trademarks are registered in favour of a third party, we may not be able to claim registered ownership of such trademarks and consequently, we may be unable to seek remedies for infringement of those trademarks by third parties other than relief against passing off by other entities. If our application is objected to, we will not have the right to use this trademark or prevent others from using this trademark or its variations. Our inability to obtain or maintain this trademark in our business thus could adversely affect our reputation, goodwill, business, prospectus and results of operations.

31. ***We require certain registrations, licenses, approvals and permissions from government and regulatory authorities in the ordinary course of our business and any delay or failure to obtain them may adversely affect our operations.***

We require certain statutory and regulatory approvals, licenses, registrations and permissions, and applications need to be made at the appropriate stages for our business to operate. There can be no assurance that the relevant authorities will issue these approvals or licenses, or renewals thereof in a timely manner, or at all. We may experience delays in obtaining financial closures, locking in interest rates under loan agreements. As a result, we may not be able to execute our business plan as planned. An inability to obtain or maintain approvals or licenses required for our operations may adversely affect our operations. Government approvals, licenses, clearances and consents are often also subject to numerous conditions, some of which are onerous and may require significant expenditure. Furthermore, approvals, licenses, clearances, and consents covering the same subject matter are often required at both the Central Government and State Government levels. If we fail to comply, or a regulator claims that we have not complied, with these conditions, we may not be able to carry our operations. For further information on various approvals or licenses required in connection with our operations, please refer "*Government and Other Approvals*" on page 130.

Further, we were a private limited company and after complying with the relevant provisions under Companies Act, 2013, we have been converted into a public limited company with the name "*Penta Gold Limited"* in March 2017. In view of change of name of our Company, we are yet to obtain / change the necessary registrations, permissions and approvals etc. under our new name. In case we fail to transfer/obtain the same in name of the company it may adversely affect our business or we may not be able to carry our business.

32. ***Our Promoter and Promoter Group will continue to exercise control post completion of the Issue and will have considerable influence over the outcome of matters.***

Upon completion of this Issue, our Promoter and Promoter Group will continue to own a majority (73.63%) of our Equity Shares. As a result, our Promoter will have the ability to exercise significant influence over all matters requiring shareholders' approval. Our Promoter will also be in a position to influence any shareholder action or approval requiring a majority vote, except where they may be required by applicable law to abstain from voting. This control could also delay, defer or prevent a change in control of our Company, impede a merger, consolidation, takeover or other business combination involving our Company, or discourage a potential acquirer from obtaining control of our Company even if it is in the best interests of our Company. The interests of our Promoter could conflict with the interests of our other equity shareholders, and the Promoter could make decisions that materially and adversely affect your investment in the Equity

Shares. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. We cannot assure you that we will not issue additional Equity Shares. The disposal of Equity Shares by any of our Promoter, or the perception that such sales may occur may significantly affect the trading price of the Equity Shares. Except as disclosed in "*Capital Structure*" on page 41, we cannot assure you that our Promoter will not dispose of, pledge or encumber their Equity Shares in the future.

EXTERNAL RISKS

33. ***Political, economic or other factors that are beyond our control may have an adverse effect on our business and results of operations.***

The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly in emerging market in Asian countries. Financial turmoil in Asia, Europe, the U.S. and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. A loss in investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability, including the financial crisis and fluctuations in the stock markets in China and further deterioration of credit conditions in the U.S. or European markets, could also have a negative impact on the Indian economy. Any financial disruption could have an adverse effect on our business, future financial performance, shareholders' equity and the price of our Equity Shares.

Our performance, growth and market price of our Equity Shares are and will be dependent on the health of the Indian economy. There have been periods of slowdown in the economic growth of India. Demand for our products may be adversely affected by an economic downturn in domestic, regional and global economies. India's economic growth is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports (oil and oil products), global economic uncertainty and liquidity crisis, volatility in exchange currency rates, and annual rainfall which affects agricultural production. Consequently, any future slowdown in the Indian economy could harm our business, results of operations, cash flows and financial condition. Also, a change in the Government or a change in the economic and deregulation policies could adversely affect economic conditions prevalent in the areas in which we operate in general and our business in particular and high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margins.

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

Our business and financial performance could be adversely affected by any change in laws or interpretations of existing laws, or the promulgation of new laws, rules and regulations applicable to us and our business including those relating to the industry in which we operate. There can be no assurance that the Government of India or state governments will not introduce new laws, regulations and policies which will require us to obtain additional approvals and licenses or impose onerous requirements on our business.

For example, the new Companies Act, 2013 contains significant changes to Indian company law, including in relation to the issue of capital by companies, disclosures in offer documents, related party transactions, corporate governance, audit matters, internal controls, shareholder class actions, restrictions on the number of layers of subsidiaries, prohibitions on loans to directors, insider trading and restrictions on directors and key management personnel from engaging in forward dealing. Moreover, effective April 1, 2014, companies exceeding certain net worth, revenue or profit thresholds are required to spend at least 2% of average net profits from the immediately preceding three financial years on corporate social responsibility projects, failing which an explanation is required to be provided in such companies' annual reports.

The Government of India has issued the Income Computation and Disclosure Standards ("**ICDS**") that will be applied in computing taxable income and payment of income taxes thereon, applicable with effect from the assessment period for Fiscal 2017. ICDS shall apply to all taxpayers following an accrual system of accounting for the purpose of computation of income under the heads of "profits and gains of business or profession" and "income from other sources". Such specific standards for computation of income taxes in India are relatively new, and the impact of the ICDS on our results of operations and financial condition is uncertain.

The GoI has proposed a comprehensive national goods and services tax (the "**GST**") regime that will combine taxes and levies by the Central and State Governments into a unified rate structure. Given the limited availability of information in the public domain concerning the GST, we are unable to provide any assurance as to this or any other aspect of the tax

regime following the implementation of the GST.

We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in applicability, interpretation or implementation of any amendment to, or change in, law, regulation or policy, including due to an absence, or a limited body, of administrative or judicial precedent may be time consuming and costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future.

35. ***Under Indian law, foreign investors are subject to investment restrictions that limit our ability to attract foreign investors, which may adversely affect the trading price of the Equity Shares.***

Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to certain exceptions), if they comply with the valuation and reporting requirements specified by the RBI. If a transfer of shares is not in compliance with such requirements and does not fall under any of the exceptions specified by the RBI, then the RBI's or central government's prior approval is required. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no objection or a tax clearance certificate from the Indian income tax authorities. We cannot assure you that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or at all.

Risks Related to the Issue

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

Under current Indian tax laws, unless specifically exempted, 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 will not be subject to capital gains tax in India if STT has been paid on the transaction. STT will be levied on and collected by a domestic stock exchange on which the equity shares are sold. It is pertinent to note that pursuant to the Finance Bill, 2017, it has been proposed, that with effect from April 1, 2017, this exemption would only be available if the original acquisition of equity shares was chargeable to STT. The Central Government is expected to, however notify the transactions which would be exempt from the application of this new amendment. Any gain realized on the sale of equity shares held for more than 12 months, 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 applicable short term capital gains tax in India. Capital gains arising from the sale of the equity shares will be exempt from taxation in India in cases where the exemption is provided under a treaty between India and the country of which the seller is resident, subject to the availability of certain documents. 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.

Prominent Notes:

1. Public issue of 32,68,000 Equity Shares of face value of ₹ 10.00 each of Penta Gold Limited ("Our Company" or "The Issuer") for cash at a price of ₹35.00 per Equity Share (including a share premium of ₹25.00 per Equity Share) ("Issue Price") aggregating to ₹1,143.80 lakhs ("the Issue"). Of the Issue, 1,64,000 Equity Shares aggregating to ₹57.40 lakhs will be reserved for subscription by Market Maker ("Market Maker reservation portion"). The issue less the market maker reservation portion i.e. Issue of 31,04,000 Equity Shares of face value of ₹ 10.00 each at an issue price of ₹35.00 per Equity Share aggregating to ₹1,086.40 lakhs is hereinafter referred to as the "Net Issue". The Issue and the Net Issue will constitute 26.37% and 25.05%, respectively of the post issue paid up equity share capital of our company**.**

2. For information on changes in our Company's name, Registered Office and changes in the objects clause of the MOA of our Company, please refer "*History and Certain Other Corporate Matters*" on page 71.

3. Our Net worth as on March 31, 2017 and March 31, 2016 was ₹1575.37 lakhs and ₹1406.84 lakhs, respectively as per Restated Financial Statements.

4. Our Net Asset Value per Equity Share as at March 31, 2017 and March 31, 2016 was ₹17.26 and ₹30.83, respectively as per Restated Financial Statements.

5. The average cost of acquisition per Equity Share by our Promoter is set forth in the table below:

Name of the Promoter	Average cost of acquisition (in ₹)
Ketan M. Shroff	9.59

Note: The average cost of acquisition of our Equity Shares by our Promoter has been calculated by taking into account the amount paid by him to acquire the Equity Shares, by way of fresh allotment or share transfer. For further details relating to the allotment of Equity Shares to our Promoter, please refer "Capital Structure" on page 41.

6. None of our Group Entities have any business or other interest in our Company, except as stated in "*Financial Statements – Annexure XV – Related Party Disclosures*" on page 91and "*Our Group Entities*" on page 88, and to the extent of any Equity Shares held by them and to the extent of the benefits arising out of such shareholding.

7. This Issue is being made for at least 25% of the post to Rule 19(2) (b) (i) of the Securities Contracts (Regulation) Rules, as amended. This Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, as amended from time to time. As per Regulation 43(4) of the SEBI (ICDR) Regulations, as amended, since the Issue is a fixed price issue 'the allocation' is the net issue to the public category shall be made as follows:
   a) Minimum fifty per cent to Retail Individual Investors; and
   b) Remaining to other than Retail Individual Investors;
   c) The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

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

8. There has been no financing arrangement whereby the Promoter Group, our Directors and their relatives have financed the purchase, by any other person, of securities of our Company other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of this Prospectus.

9. Our Company was incorporated as 'Penta Gold Private Limited' a private limited company under the Companies Act, 1956 pursuant to Certificate of Incorporation dated March 12, 2012 issued by the Registrar of Companies, Ahmedabad. Subsequently, our Company was converted into a public limited company and the name of our Company was changed to 'Penta Gold Limited' pursuant to a Certificate of Incorporation dated March 22, 2017 issued by the Registrar of Companies, Ahmedabad.

10. Investors may contact the Lead Manager or the Company Secretary & Compliance Officer for any clarification, complaint or information pertaining to the Issue. The Lead Manager and our Company shall make all information available to the public and investors at large and no selective or additional information would be made available for a section of the investors in any manner whatsoever. For contact details of the Lead Manager and the Company Secretary & Compliance Officer please refer "*General Information*" on page 34.

11. The Directors / Promoter of our Company have no interest in our Company except to the extent of remuneration and reimbursement of expenses (if applicable) and to the extent of any Equity Shares held by them or their relatives and associates or held by the companies, firms and trusts in which they are interested as director, member, partner, and/or trustee, and to the extent of benefits arising out of such shareholding. For further details please refer "*Our Management"* on page 74.

12. No part of the Net Proceeds of the Issue will be utilized by our Company as consideration to our Promoter, members of the Promoter Group, Directors, Group Entities or key management personnel. Our Company has not entered into or is not planning to enter into any arrangement/ agreements with Promoter, Directors, key management personnel, associates or Group Entities in relation to the utilization of the Net Proceeds of the Issue.

SECTION III – INTRODUCTION
SUMMARY OF INDUSTRY

Gems and Jewellery Industry in India
Source: https://www.ibef.org/industry/gems-jewellery-india.aspx

Introduction

The Gems and Jewellery sector plays a significant role in the Indian economy, contributing around 6-7 per cent of the country's GDP. One of the fastest growing sectors, it is extremely export oriented and labour intensive. Based on its potential for growth and value addition, the Government of India has declared the Gems and Jewellery sector as a focus area for export promotion. The Government has recently undertaken various measures to promote investments and to upgrade technology and skills to promote 'Brand India' in the international market.

India is deemed to be the hub of the global jewellery market because of its low costs and availability of high-skilled labour. India is the world's largest cutting and polishing centre for diamonds, with the cutting and polishing industry being well supported by government policies. Moreover, India exports 95 per cent of the world's diamonds, as per statistics from the Gems and Jewellery Export promotion Council (GJEPC). India's Gems and Jewellery sector has been contributing in a big way to the country's foreign exchange earnings (FEEs). The Government of India has viewed the sector as a thrust area for export promotion. The Indian government presently allows 100 per cent Foreign Direct Investment (FDI) in the sector through the automatic route.
Source: https://www.ibef.org/industry/gems-jewellery-india.aspx

Market size

The gems and jewellery market in India is home to more than 500,000 players, with the majority being small players. India is one of the largest exporters of gems and jewellery and the industry is considered to play a vital role in the Indian economy as it contributes a major chunk to the total foreign reserves of the country. UAE, US, Russia, Singapore, Hong Kong, Latin America and China are the biggest importers of Indian jewellery. India's gems and jewellery exports to the US rose 7.81 per cent year-on-year during October-December 2016 due to a revival in the overall economic activity in the US.

The overall net exports of Gems & Jewellery during April-December 2016 stood at Rs 175,879.24 crore (US$ 26.28 billion), whereas exports of cut and polished diamonds stood at Rs 113,171.17 crore (US$ 16.91 billion). Exports of gold coins and medallions stood at Rs 25,819.48 crore (US$ 3.86 billion) and silver jewellery export stood at Rs 18,010.72 crore (US$ 2.69 billion) during April-December 2016. According to GJEPC, gems and jewellery exports are likely to witness a growth of about 10 per cent this fiscal due to increasing demand in the US and Europe.
According to a report by Research and Markets, the jewellery market in India is expected to grow at a Compound Annual Growth Rate (CAGR) of 15.95 per cent over the period 2014-2019.
Source: https://www.ibef.org/industry/gems-jewellery-india.aspx

Investments/Developments

The Gems and Jewellery sector is witnessing changes in consumer preferences due to adoption of western lifestyle. Consumers are demanding new designs and varieties in jewellery, and branded jewellers are able to fulfil their changing demands better than the local unorganised players. Moreover, increase in per capita income has led to an increase in sales of jewellery, as jewellery is a status symbol in India.

The cumulative Foreign Direct Investment (FDI) inflows in diamond and gold ornaments in the period April 2000-September 2016 were US$ 851.34 million, according to Department of Industrial Policy and Promotion (DIPP).
Source: https://www.ibef.org/industry/gems-jewellery-india.aspx

Government Initiatives

- In the Union Budget 2017-18, the Government of India, offered tax cuts for the middle class and other sections of society (5 per cent for the Rs 250,000-500,000 tax slab; which was 10 per cent initially). All these measures will drive consumption, which will be favourable to the gems and jewellery industry.

- The Government of India's proposal to cut corporate tax rates to 25 per cent for micro, small and medium enterprises (MSMEs) having annual turnover up to Rs 50 crore (US$ 7.5 million) will benefit a large number of gems and jewellery exporters from MSME category.

- The Government of India's announcement on establishing gold spot exchange could help in India's participation in determining gold price in the international markets.

- The demonetisation move is encouraging people to use plastic money, debit/ credit cards for buying jewellery. This is good for the industry in the long run and will create more transparency.

- The Reserve Bank of India has announced norms for gold monetisation scheme, which allows individuals, trusts and mutual funds to deposit gold with banks in return for interest, to help reduce gold imports and alleviate pressure on trade balance.

- The Reserve Bank of India (RBI) has liberalised gold import norms. With this, star and premier export houses can import the commodity, while banks and nominated agencies can offer gold for domestic use as loans to bullion traders and jewellers.

- India has signed a Memorandum of Understanding (MoU) with Russia to source data on diamond trade between the two countries. India is the top global processor of diamonds, while Russia is the largest rough diamond producer. The Government of India is planning to establish a special zone with tax benefits for diamond import and trading in Mumbai, in an effort to develop the city as a rival to Antwerp and Dubai, which are currently the top trading hubs for diamond.

- Due to shortage of skilled manpower, the Gems and Jewellery Skill Council of India is planning to train over four million people till 2022. The council aims to train, skill and enhance 4.07 million people by 2022. The council plans to tie-up with the existing training institutes including Gemological Institute of America (GIA) and Indian Gemological Institute (IGI), along with setting up of new institutes in major diamond cutting and processing centres, GJEPC said in a statement.

- The GJEPC has also proposed to develop a jewellery park on Thane-Belapur Road which is around five kilometers from Mumbai with a view to boost the Mumbai-based jewellery industry by providing modern facilities and services.

- Indian Institute of Gems & Jewellery (IIGJ) Mumbai, a project of the GJEPC, has come-up with three-year Graduate Program in Jewellery Design & Manufacturing Techniques with an introduction to Management studies in collaboration with Welingkar Institute of Management.

- In September 2015, the Government of India approved the gold monetisation plan in the form of revamped Gold Deposit Scheme (GDS) and the Gold Metal Loan (GML) Scheme to mobilise tonnes of gold stored in households and temples across the country. The Union Cabinet also approved the introduction of Sovereign Gold Bond Scheme, under which gold bonds denominated in grams of gold will be issued to individuals by the Reserve Bank of India (RBI), in consultation with Ministry of Finance.

  Source: https://www.ibef.org/industry/gems-jewellery-india.aspx

Road Ahead

In the coming years, growth in Gems and Jewellery sector would be largely contributed by the development of large retailers/brands. Established brands are guiding the organised market and are opening opportunities to grow. Increasing penetration of organised players provides variety in terms of products and designs. Also, the relaxation of restrictions of gold import is likely to provide a fillip to the industry. The improvement in availability along with the reintroduction of low cost gold metal loans and likely stabilisation of gold prices at lower levels is expected to drive volume growth for jewellers over short to medium term. The demand for jewellery is expected to be significantly supported by the recent positive developments in the industry.

SUMMARY OF OUR BUSINESS

Overview

We are a retailer, wholesaler and exporter of gold jewellery. We have a retail outlet in Mumbai. We also export our products (gold jewellery studded with diamond) to overseas buyers. We also sell our products to wholesalers domestically.

Our Company was awarded the India SME 100 Award for being SME Achievers of 2015-16 for scoring in the Top 100 among 41832 nominations by India SME Forum in the overall evaluation of financial and non financial parameters.

We primarily sell gold jewellery i.e. Chains, Rings, Bangles, Necklace, Mangalsutra, Bracelet, Earrings and other jewellery studded or non-studded with pearls, diamonds, American diamonds and other precious stones. Further, we also have product line of antique and kundan Jewellery. Further, we also have variety of Italian jewellery products which is famous for its machine designs and light weighted jewellery.

Over last five years, our production team has developed a portfolio, which enables us to provide a range of choices to our customers. We offer our customers a wide range of Jewellery in order to cater to regional as well as international tastes. We also customize Jewellery for individual needs.

We offer our Jewellery across different price ranges from low to high to cater on large scale customer base. We help our customers to choose the best suited product according to latest trends and fashion.

We majorly procure required gold from various banks. We also procure gold and precious stones from local markets. We are located in jewellery hub of Mumbai which give us an added advantage in terms of procurement.

We outsource manufacture of jewellery to various domestic corporate, local artisans and craftsmen. We supply raw material to the job workers who in turn take 7 to 10 days for manufacturing the Jewellery depending upon the size and design of the order.

We also exports our products which constitute more than 22.23% and 22.81% for the FY 2015-16 and FY 2016-17 respectively. Our products are primarily exported to countries such as the U.A.E and USA. We have received the registration as “One Star Export House” from Directorate General of Foreign Trade, Ministry of Commerce & Industry, Government of India.

Our revenue details for previous three financial years are detailed below:

(₹ Lakhs)

Particulars	31-03-17	31-Mar-16	31-Mar-15
Jewellery			
Domestic	**1,7426.62**	**18,794.67**	**14,482.44**
Domestic – Retail	2,730.06	635.01	6,681.78
Domestic - Wholesale	14,696.57	18,159.66	7,800.66
Exports	**5,149.91**	**5,379.34**	**6,945.20**
Export – Retail	0.00	0.00	0.00
Export - Wholesale	**5,149.91**	5,379.34	6,945.20
Sub Total	**22,576.53**	**24,174.01**	**21,427.64**
Bullion	3.28	20.61	2,110.62
Grand Total	**22,579.81**	**24,194.62**	**23,538.26**

SUMMARY FINANCIAL INFORMATION

STATEMENT OF ASSETS AND LIABILITIES (AS RESTATED)

(₹ in lakhs)

Particulars	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Equity & Liabilities					
Shareholders Fund					
Share Capital	912.50	456.25	431.25	431.25	325.00
Reserves and Surplus	662.87	950.59	672.69	514.23	57.10
Total Shareholder's Fund	**1,575.37**	**1,406.84**	**1,103.94**	**945.48**	**382.10**
Non Current Liabilities					
Long Term Borrowings	0.00	3.34	6.70	0.00	802.93
Long Term Provisions	0.00	0.00	0.00	0.00	0.00
Deferred Tax Liability	0.64	1.10	2.17	2.96	0.28
Total Current Liabilities	**0.64**	**4.44**	**8.87**	**2.96**	**803.21**
Current Liabilities					
Short Term Borrowings	4,648.37	3,360.25	2,654.35	2,033.01	399.04
Trade Payables	1,325.61	1,503.63	2,054.04	1,819.44	3,430.38
Other Current Liabilities	9.22	6.66	4.49	3.21	20.23
Short Term Provisions	100.90	100.15	52.35	18.02	33.31
Total Current Liabilities	**6,084.09**	**4,970.69**	**4,765.23**	**3,873.69**	**3,882.96**
Total Equity & Liability	**7,660.11**	**6,381.97**	**5,878.04**	**4,822.13**	**5,068.27**
Non-Current Assets					
A) Fixed Assets					
Tangible Assets	107.81	121.79	139.49	142.02	5.06
Intangible Assets	0.00	0.00	0.00	0.00	0.00
Total Fixed Assets (A)	**107.81**	**121.79**	**139.49**	**142.02**	**5.06**
B) Non Current Investments	0.00	0.00	0.00	0.00	0.00
C) Long Term Loans And Advances	62.59	9.38	7.11	11.47	2.01
D) Other Non Current Assets	0.00	0.00	0.00	0.00	0.00
Total Non Current Assets	**170.39**	**131.17**	**146.60**	**153.49**	**7.07**
Current Assets					
Current Investments	0.00	0.00	0.00	0.00	0.00
Inventories	3,326.79	2,436.62	2,268.96	966.68	1,121.33
Trade Receivables	3,548.35	3,449.56	1,562.37	1,919.68	2,830.09
Cash And Cash Equivalents Balances	591.75	272.71	1,826.71	1,653.84	949.43
Short Term Loans And Advances	9.74	82.20	51.91	71.84	144.47
Other Current Assets	13.09	9.71	21.49	56.59	15.88
Total Current Assets	**7,489.72**	**6,250.80**	**5,731.44**	**4,668.64**	**5,061.20**
Total Assets	**7,660.11**	**6,381.97**	**5,878.04**	**4,822.13**	**5,068.27**

Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

SUMMARY STATEMENT OF PROFIT AND LOSS, AS RESTATED

(₹ in lakhs)

Particulars	FY ended 31.03.17	FY ended 31.03.16	FY ended 31.03.15	FY ended 31.03.14	Period from 12.03.12 to 31.03.13
Income					
Revenue From Operations	22579.81	24194.62	23538.26	83896.56	26299.82
Other Income	287.87	129.49	161.16	84.49	9.54
Changes in Inventories of Finished Goods, Work-in-Progress and Stock- in-Trade	890.17	167.65	1302.28	(154.64)	1121.33
Total Revenue	**23757.84**	**24491.76**	**25001.70**	**83826.41**	**27430.69**
Expenditure					
Cost Of Purchases and Other Direct Expenses	22898.09	23718.39	24361.46	83342.71	27245.81
Other Expenses	110.61	62.74	57.93	49.97	28.12
Employee Benefit Expenses	55.33	54.17	45.45	53.44	21.54
Total (B)	**23064.03**	**23835.30**	**24464.84**	**83446.12**	**27295.47**
Profit Before Interest, Depreciation And Tax	**693.81**	**656.46**	**536.86**	**380.29**	**135.22**
Depreciation	14.44	18.20	17.51	7.76	0.71
Profit Before Interest And Tax	**679.37**	**638.26**	**519.35**	**372.53**	**134.51**
Financial Charges	412.90	357.47	277.67	164.27	49.15
Profit Before Taxation	**266.46**	**280.79**	**241.67**	**208.25**	**85.36**
Provision For Taxation	98.39	103.96	84.00	67.20	27.98
Provision For Deferred Tax	(0.46)	(1.07)	(0.79)	2.68	0.28
Total	**97.93**	**102.89**	**83.21**	**69.88**	**28.26**
Profit After Tax But Before Extra Ordinary Items	**168.54**	**177.90**	**158.46**	**138.38**	**57.10**
Extraordinary Items		0.00	0.00	0.00	0.00
Prior Period Items	0.00	0.00	0.00	0.00	0.00
Net Profit After Adjustments	**168.54**	**177.90**	**158.46**	**138.38**	**57.10**
Net Profit Transferred To Balance Sheet	**168.54**	**177.90**	**158.46**	**138.38**	**57.10**

Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

SUMMARY STATEMENT OF CASH FLOW, AS RESTATED

(₹ in lakhs)

Particulars	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
A. Cash Flow From Operating Activities					
Profit Before Tax	**266.46**	**280.79**	**241.67**	**208.25**	**85.36**
Adjusted For :					
A. Depreciation	14.44	18.20	17.51	7.76	0.71
B. Interest Expenses & Finance Cost	412.90	357.47	277.67	164.27	49.15
C. Interest & Other Income	(287.87)	(129.49)	(161.16)	(84.49)	(9.54)
Operating Profit Before Working Capital Changes	**405.94**	**526.97**	**375.70**	**295.80**	**125.68**
Adjusted For :					
A. Decrease /(Increase) in Inventories	(890.17)	(167.66)	(1,302.28)	154.65	(1,121.33)
B. Decrease / (Increase) in Trade Receivable	(98.79)	(1,887.19)	357.31	910.41	(2,830.09)
C. (Increase) / Decrease in Short Term Loans And Advances	72.46	(30.29)	19.93	72.63	(144.47)
D. Increase / (Decrease) in Trade Payables	(178.02)	(550.41)	234.60	(1,610.94)	3,430.38
E. Increase / (Decrease) in Short Term Provisions	0.75	47.80	34.33	(15.29)	33.31
F. Increase / (Decrease) in Other Current Liabilities	2.56	2.17	1.28	(17.02)	20.23
G. (Increase) / Decrease in Other Current Assets	(3.38)	11.78	35.10	(40.71)	(15.88)
Cash Generated From Operations	**(688.65)**	**(2,046.83)**	**(244.03)**	**(250.47)**	**(502.17)**
Income Tax Paid (Net Of Refunds)	98.39	103.96	84.00	67.20	27.98
Net Cash Generated From Operation	**(787.04)**	**(2,150.79)**	**(328.04)**	**(317.67)**	**(530.15)**
B. Cash Flow From Investing Activites					
A. Purchase (Sale) Of Fixed Assets	(0.45)	(0.50)	(14.98)	(144.72)	(5.76)
B.(Purchase) / Sale Of Non-Current Investment	0.00	0.00	0.00	0.00	0.00
C. (Increase) / Decrease in Long Term Loans And Advances	(53.21)	(2.27)	4.36	(9.46)	(2.01)
D. Increase / (Decrease) in Long Term Provisions	0.00	0.00	0.00	0.00	0.00
E. (Increase) / Decrease in Other Non Current Assets	0.00	0.00	0.00	0.00	0.00
F. (Increase) in Misc. Expenses	0.00	0.00	0.00	0.00	0.00
G. Interest & Other Income	287.87	129.49	161.16	84.49	9.54
H. Dividend Income	0.00	0.00	0.00	0.00	0.00
Net Cash (Used) in Investing Activities	**234.21**	**126.72**	**150.54**	**(69.69)**	**1.77**
C. Cash Flow From Financing Activites					
A. Interest & Finance Cost	(412.90)	(357.47)	(277.67)	(164.27)	(49.15)
B. Proceeds From Share Issued / Application	0.00	125.00	0.00	425.00	325.00
C. (Repayments) / Proceeds Of Long Term Borrowings	(3.34)	(3.36)	6.70	(802.93)	802.93
D. (Repayments) / Proceeds Of Short Term Borrowings	1288.12	705.90	621.34	1,633.97	399.04
Net Cash Generated/(Used) in Financing Activities	**871.88**	**470.07**	**350.37**	**1,091.77**	**1,477.82**

Net Increase / (Decrease) in Cash and Cash Equivalents	**319.04**	**(1,554.00)**	**172.87**	**704.41**	**949.43**
Cash and Cash Equivalents at the Beginning of the Year	**272.71**	**1,826.71**	**1,653.84**	**949.43**	**0.00**
Cash and Cash Equivalents at the end of the Year	**591.75**	**272.71**	**1,826.71**	**1,653.84**	**949.43**

Notes:

- The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard -3 'Cash Flow Statement'. Previous year's figures have been regrouped / rearranged / recasted wherever necessary to make them comparable with those of current year.

- The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

THE ISSUE

Following table summarises the present Issue in terms of this Prospectus:

Particulars	Details of Equity Shares
Issue of Equity Shares by our Company[#]	**Issue of 32,68,000 Equity Shares having face value of ₹10.00 each at a price of ₹35.00 per Equity Share (including a share premium of ₹25.00 per Equity share) aggregating ₹1,143.80 lakhs**
Of which:	
Market Maker Reservation Portion	Issue of 1,64,000 Equity Shares having face value of ₹10.00 each at a price of ₹35.00 per Equity Share aggregating ₹57.40 lakhs
Net Issue to the Public*	Issue of 31,04,000 Equity Shares having face value of ₹10.00 each at a price of ₹35.00 per Equity Share aggregating ₹1086.40 lakhs
	Of which:
	15,52,000 Equity Shares having face value of ₹10.00 each at a price of ₹35.00 per Equity Share aggregating ₹543.20 lakhs will be available for allocation to Retail Individual Investors
	15,52,000 Equity Shares having face value of ₹10.00 each at a price of ₹35.00 per Equity Share aggregating ₹543.20 lakhs will be available for allocation to other than Retail Individual Investors
Pre and Post Issue Share Capital of our Company	
Equity Shares outstanding prior to the Issue	91,25,000 Equity Shares
Equity Shares outstanding after the Issue	1,23,93,000 Equity Shares
Objects of the Issue	Please refer "*Objects of the Issue*" on page 50.

[#] *Public issue of 32,68,000 Equity Shares of ₹10.00 each for cash at a price of ₹35.00 per Equity Share of our Company aggregating to ₹1143.80 lakhs 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 'Terms of the Issue' on page 149.*

The Issue has been authorised by our Board pursuant to a resolution dated May 10, 2017, and by our Equity Shareholders pursuant to a resolution passed at the extraordinary general meeting held on May 25, 2017.

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

a) Minimum fifty percent to retail individual investors; and
b) Remaining to:
   i. Individual applicants other than retail individual investors; and
   ii. Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;
c) The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

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

GENERAL INFORMATION

Our Company was incorporated as 'Penta Gold Private Limited' a private limited company under the Companies Act, 1956 pursuant to Certificate of Incorporation dated March 12, 2012 issued by the Registrar of Companies, Gujarat, Dadra & Nagar Haveli. Subsequently, our Company was converted into a public limited company and the name of our Company was changed to 'Penta Gold Limited' pursuant to a Certificate of Incorporation dated March 22, 2017 issued by the Registrar of Companies, Ahmedabad.

Company Identification Number	U51109GJ2012PLC069352
Registered Office Address	2224, Manek Chowk, Opp. Old Share Bazar, Ahmedabad-380 001, Gujarat, India Tel: +91 79 2215 3555 Fax: +91 79 2215 3555 E-mail: info@pentagold.in Website: www.pentagold.in
Corporate Office Address	30, 1st Floor, Champa Gully, Zaveri Bazar, Mumbai – 400 002, Maharashtra, India Tel: +91 22 2240 2255 Fax: Not Available E-mail: info@pentagold.in Website: www.pentagold.in
Address of Registrar of Companies	**Registrar of Companies, Gujarat** ROC Bhavan , Opp Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad-380013
Designated Stock Exchange	NSE
Listing of Shares offered in this Issue	EMERGE Platform of NSE
Contact Person:	**Rohit Sharma** **Chief Financial Officer** 30, 1st Floor, Champa Gully, Zaveri Bazar, Mumbai – 400 002, Maharashtra, India Tel: +91 22 2240 2255 Fax: Not Available E-mail: info@pentagold.in Website: www.pentagold.in

For details of the changes in our Name, Registered Office and other details, please refer "*History and Certain Other Corporate Matters*" on page 71.

Our Board of Directors

Details regarding our Board of Directors as on the date of this Prospectus are set forth in the table hereunder:

Sr. No.	Name and Designation	DIN	Address
1.	**Ketan M. Shroff** *Chairman and Managing Director*	00332988	701, Anjali Building, Chatrapati Shivaji Marg, Vakola Bridge, Santacruz East, Mumbai – 400055, Maharashtra, India
2.	**Dipti Ketan Shroff**	07745574	701, Anjali Building, Chatrapati Shivaji Marg, Vakola

Sr. No.	Name and Designation	DIN	Address
	Non Executive Director		Bridge, Santacruz East, Mumbai – 400055, Maharashtra, India
3.	**Dilip Rajkumar Patodia** *Independent Director*	01357786	Leo-B/704, Aries Leo Sagittarius CHS, Jankalyan Nagar, Marve Road, Malad West, Maharashtra, India.
4.	**Anand Bhagwanji Chaturvedi** *Independent Director*	01566749	105, New Pancharatn Apartment, RNP Park, Bhayander East, Thane - 401105, Maharashtra, India.

For detailed profile of our Chairman and Managing Director and other Directors, please refer *"Our Management"* and *"Our Promoters and Promoter Group"* on page 74 and 85 respectively.

Company Secretary and Compliance Officer

Savita R. Navik
30, 1st Floor,
Champa Gully, Zaveri Bazar,
Mumbai – 400 002, Maharashtra, India
Tel: +91 22 2240 2255
Fax: Not Available
E-mail: savita@pentagold.in

Chief Financial Officer

Rohit Sharma
30, 1st Floor,
Champa Gully, Zaveri Bazar,
Mumbai – 400 002, Maharashtra, India
Tel: +91 22 2240 2255
Fax: Not Available
E-mail: rohit@pentagold.in

Details of Key Intermediaries pertaining to this Issue of our Company:

Lead Manager of the Issue	Registrar to the Issue
Inventure Merchant Banker Services Private Limited 2nd Floor, Viraj Tower, Nr. Andheri Flyover (North End) Western Express Highway, Andheri (East) Mumbai – 400 069, Maharashtra, India **Tel No**: +91 22 3954 8500; **Fax No**: +91 22 3954 8511; **Email**: sme.ipo@inventuremerchantbanker.com **Investor Grievance Email**: redressal@inventuremerchantbanker.com **Website**: www.inventuremerchantbanker.com **SEBI Registration No**: INM000012003 **Contact Person**: Arvind Gala	**KARVY COMPUTERSHARE PRIVATE LIMITED** Karvy Selenium Tower B, Plot 31-32, Gachibowli, Finacial District, Nanakramguda, Hyderabad-500032, Telangana, India **Tel No:**+91 40 - 6716 2222 **Fax No:**+91 402343 1551 **E-mail:**einward.ris@karvy.com **Investor Grievance Email**: pentagold.ipo@karvy.com **Website:**www.karisma.karvy.com **SEBI Registration No:** INR000000221 **Contact Person**: M. Murli Krishna

Banker to the Company	Banker to the Company
State Bank of India Wagle Industrial Estate Branch, B 35, Road No. 22, Wagle Industrial Estate, Thane– 400 604, Maharashtra, India **Tel No:**+91 22 – 2582 3171 **E-mail:** sbi.01053@sbi.co.in **Website:**www.sbi.co.in	**Axis Bank Limited** 12, Mittal Tower, A-Wing, 1st Floor, Nariman Point, Mumbai- 400021, Maharashtra, India **Tel No:**+91 22 – 2289 5142 **E-mail:** arti.gadodia@axisbank.com **Website:**www.axisbank.com

Contact Person: Rohit Shaha	**Contact Person**: Arti Gadodia

Banker to the Company	**Legal Advisor to the Issue**
The Karur Vysya Bank Limited 276/286, Shop Nos 9 to 12, Kilachand Mansion, Opp. Adarsh Hotel, Kalbadevi, Mumbai – 400 002, Maharashtra, India **Tel No:**+91 22 – 2200 2119 **E-mail:** gauravmittal@kvbmail.com **Website:**www.kvb.co.in **Contact Person**: Gaurav Mittal	**DRC Legal & Associates** Francis Chawl, Opp Jayshree Hotel, Dayal Das Road, Vile Parle (East), Mumbai – 400 057 Maharashtra, India Tel: +91 22 2610 4513 Email: drclegal.associates@gmail.com **Contact Person**: D. R. Chaudhary

Statutory Auditor of the Company	***Independent Auditor (Peer Review certified)***
M/s. R A N K & Associates Chartered Accountants 306, Level III, Eco Space IT park, Mogra Village Lane, Off New Nagardas Road, Andheri (East), Mumbai – 400 069 Maharashtra, India **Tel :** +91 – 22 – 6136 6666 **Fax No.:** +91 – 22 – 6136 6615 **E-mail:** info@rankgroup.in **Contact Person:** Amit Kumar Agarwal **Membership Number:** 141390 **Firm Registration No.:** 105589W	**Maheshwari & Co.** Chartered Accountants 10-11, Third Floor, Esplanade Building, 3 A.K. Naik Marg (Bestian Road), Fort, Mumbai – 400001 Maharashtra, India **Tel:** +91 22 2207 7472 **Fax:** +91 22 2207 2620 **Email:** pawan@maheshwariandco.in **Contact Person:** Pawan Gattani **Membership Number:** 144734 **Firm Registration No.:** 105834W

Banker to the Issue
ICICI Bank Limited Capital Market Division, 1st Floor, 122, Mistry Bhavan, Dinshaw Vachha Road Backbay Reclamation, Churchgate, Mumbai-400 020, Maharashtra, India **Tel:** +91 22 22859924 **Fax:** +91 22 22611138 **Email:** shradha.salaria @icicibank.com **Contact Person: Shradha Salaria**

Applicants can contact the Compliance Officer or the Lead Manager 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 Equity Shares in the respective beneficiary account and refund orders, etc. All complaints, queries or comments received by Stock Exchange / SEBI shall be forwarded to the Lead Manager, who shall respond to the same.

Applicants may contact the Lead Manager for complaints, information or clarifications pertaining to the Issue.

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

Self Certified Syndicate Banks (SCSB's)

The list of SCSBs is available at http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries on the SEBI website, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated Branches of the SCSBs with which an Applicant, not applying through Syndicate/ Sub Syndicate or through a Registered Broker, CRTA or CDP may submit the Application Forms available at http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries on the SEBI website, or at such other website as may be prescribed by SEBI from time to time.

Registered Brokers

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

RTAs

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

Collecting Depository Participants

The list of the CDPs eligible to accept application forms at the Designated CDP Locations, including details such as name and contact details, are provided on the websites of Stock Exchange www.nseindia.com, as updated from time to time. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the application forms from the Designated Intermediaries will be available on the website of the SEBI www.sebi.gov.in and updated from time to time.

Statement of Responsibility of the Lead Manager/ Statement of inter se allocation of responsibilities

Since Inventure Merchant Banker Services Private Limited is the sole Lead Manager to this Issue, a statement of *inter se* allocation of responsibilities amongst Lead Managers is not required.

Credit Rating

This being an issue of Equity Shares, there is no requirement of credit rating for the Issue.

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.

Brokers to the Issue

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

Expert Opinion

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

Our Company has received written consent from the Statutory Auditor namely, M/s. R A N K & Associates, Chartered Accountants to include its name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Prospectus and as "expert" as defined under section 2(38) of the Companies Act, 2013 in respect of the statement of tax benefits dated June 12, 2017 included in this Prospectus and such consent has not been withdrawn as on the date of this Prospectus.

Debenture Trustees

This is an issue of equity shares; hence appointment of debenture trustee is not required.

Appraisal and Monitoring Agency

The objects of the Issue have not been appraised by any agency.

The Objects of the Issue and means of finance, therefore, are based on internal estimates of our Company. In terms of Regulation 16 of the SEBI (ICDR) Regulations, we are not required to appoint a monitoring agency since the Issue size is not in excess of ₹10,000 lakhs.

Underwriting Agreement

This Issue is 100% Underwritten. The Underwriting agreement is dated June 13, 2017. Pursuant to the terms of the

Underwriting Agreement, the obligations of the Underwriters are several and 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:

Details of the Underwriter	No. of shares underwritten	Amount Underwritten (₹in lakhs)	% of the Total Issue Size Underwritten
INVENTURE MERCHANT BANKER SERVICES PRIVATE LIMITED 2nd Floor, Viraj Tower, Nr. Andheri Flyover (North End) Western Express Highway, Andheri (East) Mumbai – 400 069 **Tel No**: +91 22 3954 8500; **Fax No**: +91 22 3954 8511; **Email**: sme.ipo@inventuremerchantbanker.com **Website**: www.inventuremerchantbanker.com **SEBI Registration No**: INM000012003	4,92,000	172.20	15.06
GCM Securities Limited * 805, Raheja Centre, Free Press Journal Marg, Nariman Point, Mumbai – 400 021, Maharashtra, India **Tel**: +91 22 3023 5727 **Fax**: +91 22 3020 1364 **Email:** gcmsecu.kolkata@gmail.com **Website:** www.gcmsecuritiesltd.com **SEBI Registration No**: INB230793439	27,76,000	971.60	84.94
Total	**32,68,000**	**1,143.80**	**100.00**

**Includes 1,64,000 Equity shares of ₹10.00 each for cash of the Market Maker Reservation Portion which are to be subscribed by the Market Maker in its own account in order to claim compliance with the requirements of Regulation 106 V (4) of the SEBI (ICDR) Regulations, 2009, as amended.*

In the opinion of our Board of Directors, the resources of the above mentioned Underwriter are sufficient to enable them to discharge the underwriting obligations in full. The abovementioned Underwriter is registered with SEBI under Section 12(1) of the SEBI Act or registered as broker with the Stock Exchange.

Details of the Market Making Arrangement for this Issue

Our Company has entered into Market Making Agreement dated June 13, 2017, with the Lead Manager and Market Maker, duly registered with NSE to fulfil the obligations of Market Making:

The details of Market Maker are set forth below:

GCM Securities Limited
805, Raheja Centre, Free Press Journal Marg, Nariman Point, Mumbai – 400 021, Maharashtra, India
Tel: +91 22 3023 5727
Fax: +91 22 3020 1364
Email: gcmsecu.kolkata@gmail.com
Website: www.gcmsecuritiesltd.com
SEBI Registration No: INB230793439

The Market Maker shall fulfil the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, and its amendments from time to time and the circulars issued by the NSE and SEBI regarding this matter from time to time. Following is a summary of the key details pertaining to the Market Making arrangement:

1) The Market Maker 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 shall inform the Stock Exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker.

2) The minimum depth of the quote shall be ₹1,00,000. However, the investors with holdings of value less than ₹1,00,000 shall be allowed to offer their holding to the Market Maker in that scrip provided that they sell their entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.

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

4) There shall be no exemption/threshold on downside. However, in the event the market maker exhausts his inventory through market making process, the concerned stock exchange may intimate the same to SEBI after due verification.

5) Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, 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.

7) The shares of the Company will be traded in continuous trading session from the time and day the company gets listed on EMERGE Platform of NSE and Market Maker will remain present as per the guidelines mentioned under NSE and SEBI circulars.

8) 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.

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

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

10) **Risk containment measures and monitoring for Market Makers**: NSE EMERGE Exchange 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.

11) **Punitive Action in case of default by Market Makers:** NSE EMERGE Exchange will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.

    The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.

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

Issue Size	Buy quote exemption threshold (including mandatory initial	Re-Entry threshold for buy quote (including mandatory initial inventory of 5% of the

	inventory of 5% of the Issue Size)	Issue Size)
Up to ₹20 Crores	25%	24%
₹20 to ₹50 Crores	20%	19%
₹50 to ₹80 Crores	15%	14%
Above ₹80 Crores	12%	11%

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

CAPITAL STRUCTURE

The Equity Share capital of our Company, as on the date of this Prospectus and after giving effect to the Issue is set forth below:

No.	Particulars	Amount (₹ in lakhs)	
		Aggregate nominal value	**Aggregate value at Issue Price**
A.	**Authorised Share Capital**		
	1,50,00,000 Equity Shares of face value of ₹ 10 each	1,500.00	-
B.	**Issued, Subscribed and Paid-Up Share Capital before the Issue**		
	91,25,000 Equity Shares of face value of ₹ 10 each	912.50	-
C.	**Present Issue in terms of this Prospectus**		
	Public Issue of 32,68,000 Equity Shares at a Issue price of ₹ 35 per Equity Share	326.80	1143.80
	***Which comprises**:*		
	Reservation for Market Maker(s) – 1,64,000 Equity Shares of face value of ₹ 10 each reserved as Market Maker portion at a price of ₹ 35 per Equity Share	16.40	57.40
	Net Issue to the Public of 31,04,000 Equity Shares of face value of ₹ 10 each at a price of ₹ 35 per Equity Share	310.40	1086.40
	Of the Net Issue to the Public		
	Allocation to Retail Individual Investors		
	15,52,000 Equity Shares of face value of ₹ 10 each at a price of ₹ 35 per Equity Share shall be available for allocation for Investors applying for a value of upto ₹ 2 Lakhs	155.20	543.20
	Allocation to Other than Retail Individual Investors		
	15,52,000 Equity Shares of face value of ₹ 10 each at a price of ₹ 35 per Equity Share shall be available for allocation for Investors applying for value of above ₹ 2 Lakhs	155.20	543.20
D.	**Issued, Subscribed and Paid-up Share Capital after the Issue**		
	1,23,93,000 Equity Shares of ₹ 10 each	1,239.30	-
E.	**Securities Premium Account**		
	Before the Issue		Nil
	After the Issue		817.00

The Issue has been authorised by our Board pursuant to a resolution dated May 10, 2017, and by our Equity Shareholders pursuant to a resolution passed at the extraordinary general meeting held on May 25, 2017.

Notes to the Capital Structure:

1. **Details of increase in Authorised Share Capital:**

Since the incorporation of our Company, the authorised share capital of our Company has been altered in the manner set forth below:

Particulars of Change		Date of Shareholders' Meeting	AGM/EGM
From	To		
₹ 50,00,000 consisting of 5,00,000 Equity shares of ₹ 10 each.		On incorporation	-
₹ 50,00,000 consisting of 5,00,000 Equity shares of ₹ 10 each	₹ 4,00,00,000 consisting of 40,00,000 Equity shares of ₹ 10 each	November 7, 2012	EGM
₹ 4,00,00,000 consisting of 40,00,000 Equity shares of ₹ 10 each	₹ 5,00,00,000 consisting of 50,00,000 Equity shares of ₹ 10 each	March 11, 2014	EGM
₹ 5,00,00,000 consisting of 50,00,000 Equity shares of ₹ 10 each	₹ 15,00,00,000 consisting of 1,50,00,000 Equity shares of ₹ 10 each	December 16, 2016	EGM

2. **History of Issued and Paid Up Share Capital of our Company:**

The history of the equity share capital of our Company is set forth below:

Date of Allotment / Fully Paid-up	No. of Equity Shares allotted	Face value (₹)	Issue Price (₹)	Nature of consid-eration	Nature of Allotment	Cumulative number of Equity Shares	Cumulative Paid -up Capital (₹)	Cumulative Securities premium (₹)
12-Mar-12	10000	10	10	Cash	Subscription to Memorandum of Association (1)	10000	100,000	Nil
12-Nov-12	3,240,000	10	10	Cash	Preferential Allotment (2)	3,250,000	32,500,000	Nil
13-Mar-14	1,062,500	10	40	Cash	Preferential Allotment (3)	4,312,500	43,125,000	31875000
Issue of Equity Shares in the last two years								
31-Mar-16	250,000	10	50	Cash	Preferential Allotment (4)	4,562,500	45,625,000	41875000
30-Dec-16	4,562,500	10	--	Nil	Bonus Issue in the ratio of 1:1 (5)	9,125,000	91,250,000	Nil

1. *Initial allotment of 5,000 Equity Shares each to Ketan M. Shroff and Manish J. Rangari, being the subscribers to the MoA of our Company.*
2. *Allotment of 32,40,000 Equity Shares to Ketan M. Shroff.*
3. *Allotment of 10,60,685 Equity Shares to Ketan M. Shroff and 1,635 Equity Shares to Pinakin M. Shroff.*
4. *Allotment of 2,49,625 Equity Shares to Ketan M. Shroff and 375 Equity Shares to Pinakin M. Shroff.*
5. *Our Company issued bonus shares to the existing shareholders in the ratio of 1 Equity Share for every 1 Equity Share held by capitalizing the General Reserves of our Company. Allotment of 45,55,490 Equity Shares to Ketan M. Shroff and 7,010 Equity Shares to Pinakin M. Shroff.*

3. **Issue of Equity Shares for Consideration other than Cash:**

Except as stated below, no Equity Shares have been issued by our Company for consideration other than cash or out of

revaluation reserves on the date of this Prospectus.

a. Our Company has not issued any Equity Shares out of revaluation reserves since incorporation.

b. Our Company has made bonus issues of Equity Shares in the past. Details of the bonus issues are provided in the following table:

Date of allotment	Number of Equity Shares allotted	Face value (₹)	Issue Price (₹)	Nature of allotment	Benefits Accrued to our Company	Source out of which Bonus Shares Issued
30-Dec-16	4,562,500	10.00	Nil	Bonus Issue	-	General reserves

Our Company issued bonus shares to the existing shareholders in the ratio of 1 Equity Share for every 1 Equity Share held by capitalizing the General Reserves of our Company. Allotment of 45,55,490 Equity Shares to Ketan M. Shroff and 7,010 Equity Shares to Pinakin M. Shroff.

4. No Equity Shares have been allotted pursuant to any scheme approved under Sections 391-394 of the Companies Act, 1956 or Section 230-233 of the Companies Act, 2013.

5. We have not revalued our assets since inception and have not issued any equity share (including bonus shares) by capitalizing any revaluation reserves.

6. **Issue of Shares in the preceding two years**

For details of issue of Equity Shares by our Company in the preceding two years, please refer "- *History of Issued and Paid Up Share Capital of our Company - Capital Structure*" on page 42.

7. **Issue of Equity Shares in the last one year below the Issue Price:**

Except for the following issue of Equity Shares, our Company has not issued any Equity Shares in the one year immediately preceding the date of the Prospectus at a price which is lower than the Issue Price.

Date of allotment	Number of Equity Shares allotted	Face value (₹)	Issue Price (₹)	Nature of Consideration	Nature of allotment	Percentage of Pre-Issue Equity Share Capital (%)	Percentage of Post-Issue Equity Share Capital (%)
30-Dec-16	4,562,500	10.00	Nil	Other than cash	Bonus Issue	50.00	36.82

Our Company issued bonus shares to the existing shareholders in the ratio of 1 Equity Share for every 1 Equity Share held by capitalizing the General Reserves of our Company. Allotment of 45,55,490 Equity Shares to Ketan M. Shroff and 7,010 Equity Shares to Pinakin M. Shroff.

8. **Build Up of our Promoter's Shareholding, Promoter's Contribution and Lock-In:**

Ketan M. Shroff

Date of Allotment / acquisition / transaction and when made fully paid up	Nature of acquisition (Allotment/ transfer)	Number of Equity Shares	Face Value per Equity Share (in ₹)	Issue/Transfer price per Equity Share (in ₹)	Consideration (cash/other than cash)	% of pre issue capital	% of post issue capital	Source of Funds
12-Mar-12	Subscription to Memorandum	5000	10	10	Cash	0.05%	0.04%	Own Funds
12-Nov-12	Preferential Allotment	3,240,000	10	10	Cash	35.51%	26.14%	Own Funds

13-Mar-14	Preferential Allotment	1,060,865	10	40	Cash	11.63%	8.56%	Own Funds
31-Mar-16	Preferential Allotment	249,625	10	50	Cash	2.74%	2.01%	Own Funds
30-Dec-16	Bonus Issue in the ratio of 1:1	4,555,490	10	Nil	Nil	49.92%	36.76%	N.A.
	Total	**91,10,980**				**99.85%**	**73.52%**	

As on the date of this Prospectus, our Promoter holds 91,10,980 Equity Shares, constituting 99.85% of the pre-issued, subscribed and paid-up Equity Share capital of our Company.

a) *Build-up of our Promoter's shareholding in our Company*

Our Promoter has confirmed to the Company and the Lead Manager that the acquisition of the Equity Shares forming part of the Promoter's Contribution has been financed from personal funds/internal accruals and no loans or financial assistance from any banks or financial institution has been availed by our Promoter for this purpose. All the Equity Shares held by our Promoter were fully paid-up on the respective dates of acquisition of such Equity Shares. As on the date of this Prospectus, none of the Equity Shares held by our Promoter are pledged.

b) *Details of Promoter's Contribution Locked-in for Three Years*

Pursuant to Regulations 32 and 36 of the SEBI (ICDR) Regulations, an aggregate of 20% of the fully diluted post-Issue Equity Share capital of our Company held by our Promoter shall be provided towards minimum promoters' contribution and locked-in for a period of three years from the date of Allotment ("**Minimum Promoters' Contribution**"). Details of the Equity Shares (eligible for inclusion in the Minimum Promoters' Contribution, in terms of Regulation 33 of the SEBI (ICDR) Regulations) forming part of Minimum Promoters' Contribution and proposed to be locked-in for a period of three years are as follows:

Date of Allotment / Transfer	**Nature of acquisition (Allotment/ transfer)**	**Number of Equity Shares**	**Face Value per Equity Share (in ₹)**	**Issue / Transfer price per Equity Share (in ₹)**	**Nature of Consideration**	**Percentage of Pre-Issue Equity Share Capital (%)**	**Percentage of Post-Issue Equity Share Capital (%)**
12-Nov-12	Preferential Allotment	25,00,000	10	10	Cash	27.40%	20.17%
Total		**25,00,000**				**27.40%**	**20.17%**

Our Promoter has granted consent to include such number of Equity Shares held by him as may constitute 20% of the post issue Equity Share capital of our Company as Minimum Promoters; Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Minimum Promoters' Contribution from the date of filing of this Prospectus until the commencement of the lock-in period specified above, or for such other time as required under SEBI (ICDR) Regulations, except as may be permitted, in accordance with the SEBI (ICDR) Regulations.

For details on build-up of Equity Shares held by our Promoter, refer "*– Build-up of our Promoter's shareholding in our Company*" at page 44.

The Equity Shares that are being locked-in are not, and will not be, ineligible for computation of Promoter's Contribution under Regulation 33 of the SEBI (ICDR) Regulations. In this computation, as per Regulation 33 of the SEBI Regulations, our Company confirms that the Equity Shares locked-in do not, and shall not, consist of:

(i) The Equity Shares acquired during the three years preceding the date of this Prospectus (a) for consideration other than cash and revaluation of assets or capitalisation of intangible assets, or (b) bonus shares issued out of revaluations reserves or unrealised profits or against equity shares which are otherwise ineligible for computation of Promoter's Contribution;

(ii) The Equity Shares acquired during the one year preceding the date of this Prospectus, at a price lower than the price at which the Equity Shares are being offered to the public in the Issue;

(iii) our Company has not been formed by conversion of a partnership firm into a company and hence, no Equity Shares have been issued in the one year immediately preceding the date of this Prospectus pursuant to conversion of a partnership firm; and

(iv) Equity Shares held by the Promoters that are subject to any pledge or any other form of encumbrance.

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

c) *Equity Shares locked-in for one year*

Other than the Equity Shares held by our Promoter, which will be locked-in as minimum Promoter's contribution for three years, all pre-Issue Equity Shares shall be subject to lock-in for a period of one year from the date of Allotment in this Issue.

d) *Other requirements in respect of 'lock-in'*

Pursuant to Regulation 39 of the SEBI (ICDR) Regulations, the locked-in Equity Shares held by our Promoter can be pledged with any scheduled commercial bank or public financial institution as collateral security for loans granted by such scheduled commercial bank or public financial institution, provided that (i) the pledge of shares is one of the terms of sanction of the loan and (ii) if the shares are locked-in as Promoter's contribution for three years under Regulation 36(a) of the SEBI (ICDR) Regulations, then in addition to the requirement in (i) above, such shares may be pledged only if the loan has been granted by the scheduled commercial bank or public financial institution for the purpose of financing one or more of the objects of the Issue.

Pursuant to Regulation 40 of the SEBI (ICDR) Regulations, Equity Shares held by our Promoter, which are locked-in in accordance with Regulation 36 of the SEBI (ICDR) Regulations, may be transferred to and among our Promoter and any member of the Promoter Group, or to a new promoter or persons in control of our Company subject to continuation of the lock-in in the hands of the transferee for the remaining period and compliance with the SEBI Takeover Regulations, as applicable.

Further, pursuant to Regulation 40 of the SEBI (ICDR) Regulations, Equity Shares held by shareholders other than our Promoter which are locked-in in accordance with Regulation 37 of the SEBI (ICDR) Regulations, may be transferred to any other person holding shares which are locked-in, subject to continuation of the lock-in in the hands of the transferee for the remaining period and compliance with the SEBI Takeover Regulations, as applicable.

9. ***Our shareholding pattern***

Pursuant to Regulation 31 of the SEBI (LODR) Regulations, the holding of specified securities is divided into the following three categories: (a) Promoter and Promoter Group; (b) Public; and (c) Non-Promoter - Non Public.

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV) + (V) + (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (XI)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a % of diluted share capital) As a % of (A+B+C2) (XI) = (VII) + (X)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class : Equity	Class :preference	Total								
(A)	Promoter & Promoter Group	7	9125000	-	-	9125000	100	9125000	-	9125000	100	-	-	-	-	-	-	-
(B)	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C)	Non Promoter - Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	**7**	**9125000**	**-**	**-**	**9125000**	**100**	**9125000**	**-**	**9125000**	**100**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

Note: The term "Encumbrance" has the same meaning as assigned under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

(a) Our Company will file the shareholding pattern of our Company in the form prescribed under Regulation 31 of SEBI (LODR) Regulations, one day prior to the listing of the Equity Shares. The shareholding pattern will be uploaded on the website of NSE before commencement of trading of our Equity Shares.
(b) There are no Equity Shares against which depository receipts have been issued.
(c) Other than the Equity Shares, there is no other class of securities issued by our Company

10. The shareholding pattern of our Promoter and Promoter Group before and after the Issue is set forth below:

Sr.	Particulars	Pre-Issue		Post-Issue	
		No. of Shares	% Holding	No. of Shares	% Holding
a)	**Promoter**				
	Ketan M. Shroff	9,110,980	99.85%	9,110,980	73.52%
	Sub Total	**9,110,980**	**99.85%**	**9,110,980**	**73.52%**
b)	**Promoters Group**				
	Pinakin Shroff	13520	0.15%	13,520	0.11%
	Sulochana Shroff	100	0.001%	100	0.001%
	Dipti Shroff	100	0.001%	100	0.001%
	Dharmendra Shroff	100	0.001%	100	0.001%
	Anita Shroff	100	0.001%	100	0.001%
	Vatsal Shroff	100	0.001%	100	0.001%
	Sub Total	**14,020**	**0.15%**	**14,020**	**0.11%**
	Total	**9,125,000**	**100.00%**	**9,125,000**	**73.63%**

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

Name of the Promoter	No. of Equity Shares held	Average cost of Acquisition (in ₹)
Ketan M. Shroff	39,36,500	9.59

12. None of our Directors or Key Managerial Personnel hold Equity Shares in our Company, other than as set forth below:

Name	No. of Equity Shares held	Pre-Issue percentage of Shareholding
Directors		
Ketan M Shroff	9,110,980	99.85%
Pinakin Shroff	13520	0.15%
Dipti Shroff	100	0.001%

13. **Particulars of top ten shareholders and the number of Equity Shares held by them are set forth below:**

a. Our Company has seven shareholders as on the date of this Prospectus and the number of Equity Shares held by them are as set forth below:

Sr. No.	Name of shareholder	No. of Equity Shares	% of Issued Capital
1.	Ketan M. Shroff	9,110,980	99.85%
2.	Pinakin Shroff	13520	0.15%
3.	Sulochana Shroff	100	0.001%
4.	Dipti Shroff	100	0.001%
5.	Dharmendra Shroff	100	0.001%
6.	Anita Shroff	100	0.001%
7.	Vatsal Shroff	100	0.001%
	Total	**9,125,000**	**100.00%**

b. Our Company had seven shareholders ten days prior to the date of this Prospectus and the number of Equity Shares held by them are as set forth below:

Sr. No.	Name of shareholder	No. of Equity Shares	% of Issued Capital
1.	Ketan M. Shroff	9,110,980	99.85%
2.	Pinakin Shroff	13520	0.15%
3.	Sulochana Shroff	100	0.001%
4.	Dipti Shroff	100	0.001%
5.	Dharmendra Shroff	100	0.001%

6.	Anita Shroff	100	0.001%
7.	Vatsal Shroff	100	0.001%
	Total	**9,125,000**	**100.00%**

c. Our Company had two shareholders two years prior to the date of this Prospectus, and the number of equity shares held by them are as set forth below:

Sr. No.	Name of shareholder	No. of Equity Shares	% of Issued Capital
1.	Ketan M. Shroff	4,305,865	99.85%
2.	Pinakin Shroff	6,635	0.15%
	Total	**4,312,500**	**100.00%**

14. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Plan for our employees and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Plan from the proposed Issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

15. There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of this Prospectus until the Equity Shares have been listed. Further, our Company presently does not have any intention or proposal to alter our capital structure for a period of six months from the date of opening of this Issue, by way of split / consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into exchangeable, directly or indirectly, for our Equity Shares) whether preferential or otherwise, except that if we enter into acquisition(s) or joint venture(s), we may consider additional capital to fund such activities or to use Equity Shares as a currency for acquisition or participation in such joint ventures.

16. Except as disclosed below, none of our Promoter, members of our Promoter Group or our Directors or their immediate relatives have sold or purchased Equity Shares by any other person during the six months immediately preceding the date of this Prospectus:

Date of acquisition	Transferor*	Transferee	Number of Equity Shares	Transfer price per Equity Share (in ₹)	Consideration
2-Mar-17	Purchase from Pinakin Shroff	Sulochana Shroff	100	10	Cash
		Dipti Shroff	100		
		Dharmendra Shroff	100		
		Anita Shroff	100		
		Vatsal Shroff	100		

*The transfer was done to comply with the Companies Act condition of minimum 7 shareholders for conversion of Company from Private Limited to Public Limited.

17. There have been no financial arrangements whereby our Promoter, Promoter Group, our Directors and their relatives have financed the purchase by any other person of securities of our Company, during a period of six months preceding the date of this Prospectus, other than in the normal course of business of the financing entity.

18. Our Company, our Promoters, our Directors and the Lead Manager to this Issue have not entered into any buy-back and/or standby or similar arrangements with any person for purchase of our Equity Shares issued by our Company through this Prospectus.

19. There are no safety net arrangements for this public issue.

20. An oversubscription to the extent of 10% of the Issue can be retained for the purposes of rounding off to the minimum allotment lot and multiple of one share thereafter, while finalizing the Basis of Allotment. Consequently, the actual allotment may go up by a maximum of 10% of the Issue as a result of which, the post-issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoter and subject to lock- in shall be suitably increased so as to ensure that 20% of the Post Issue paid-up capital is locked in for 3 years.

21. Under-subscription in the net Issue, if any, in any category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the Lead Manager and the NSE.

22. As on the date of filing of this Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other financial instruments into our Equity Shares.

23. All the Equity Shares of our Company are fully paid up as on the date of this Prospectus. Further, since the entire money in respect of the Issue is being called on application, all the successful applicants will be issued fully paid-up equity shares.

24. As per RBI regulations, OCBs are not allowed to participate in this Issue.

25. Our Company has not raised any bridge loan against the proceeds of this Issue. However, depending on business requirements, we might consider raising bridge financing facilities, pending receipt of the Net Proceeds.

26. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.

27. Our Company shall comply with such accounting and disclosure norms as specified by SEBI from time to time.

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

29. We have 7 (Seven) Shareholders as on the date of this Prospectus.

30. Our Promoter and the members of our Promoter Group will not participate in this Issue.

31. Our Company has not made any public issue since its incorporation.

32. As on the date of this Prospectus, the Lead Manager and their respective associates (determined as per the definition of 'associate company' under Section 2(6) of the Companies Act, 2013) do not hold any Equity Shares in our Company. The Lead Manager and their respective affiliates may engage in transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company, for which they may in the future receive customary compensation.

33. Our Company shall ensure that transactions in the Equity Shares by the Promoter and the Promoter Group between the date of filing this Prospectus and the Issue Closing Date shall be reported to the Stock Exchange within twenty-four hours of such transaction.

34. For the details of transactions by our Company with our Promoter Group, Group Companies please refer to paragraph titled "*Statement of Transactions with Related Parties, as Restated*" in *'Financial Statements'* on page 93.

OBJECTS OF THE ISSUE

The objects of the Issue are:

- Augmenting additional working capital requirements
- Meeting Issue Expenses

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

The main object clause of Memorandum of Association of our Company enables us to undertake the activities for which the funds are being raised by us through the Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the object clause of our Memorandum of Association. For the main objects clause of our Memorandum of Association, see *"History and Certain Corporate Matters"* on page 71.

The Net Proceeds (as defined below) of the Issue will be utilised as under:

- Augmenting additional working capital requirements

Issue Proceeds and Net Proceeds

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

S. No.	Particulars	Amount (₹ in lakhs)
1.	Gross Proceeds of the Issue	1143.80
2.	Issue Expenses	45.00
	Net Proceeds of the Issue (excluding the Issue Expenses) ("Net Proceeds")	**1098.80**

Issue Related Expenses

The total expenses of the Issue are estimated to be approximately ₹45.00 lakhs. The expenses of this Issue include, among others, underwriting and management fees, printing and distribution expenses, advertisement expenses and legal fees, if applicable. The estimated Issue expenses are as follows:

(₹ in lakhs)

Activity	Estimated expenses	As a % of the total estimated Issue expenses	As a % of the total Issue size
Payment to Merchant Banker including, underwriting and selling commissions, brokerages, Advisors to the Company, payment to other intermediaries such as Legal Advisors, Registrars etc. and other out of pocket expenses.	30.00	66.67	2.62
Advertising and marketing expenses	2.50	5.56	0.22
Printing and stationery expenses, distribution and postage	2.50	5.56	0.22
Regulatory and other expenses including Listing Fee	10.00	22.22	0.87
Total estimated Issue expenses	**45.00**	100.00	**3.93**

Utilisation of Net Proceeds and Means of Finance

The proposed utilisation of the Net Proceeds is set forth below:

S. No.	Object	Amount Proposed to be Utilised from the Net Proceeds (₹ in lakhs)
1.	Augmenting additional working capital requirements	1098.80
	Total	**1098.80**

We propose to meet the entire fund requirement from the Net Proceeds. Accordingly, we confirm that there is no requirement to make firm arrangements of finance under Regulation 4(2)(g) of the SEBI (ICDR) Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Issue or through existing identifiable internal accruals.

The fund requirements, the deployment of funds and the intended use of the Net Proceeds as described herein are based on our current business plan and management estimates and have not been appraised by any bank, financial institution or any other external agency. Given the dynamic nature of our business, we may have to revise our business plan from time to time and consequently our funding requirements and deployment on account of variety of factors such as our financial condition, business and strategy, including external factors such as market conditions, competitive environment, costs of commodities and interest/ exchange rate fluctuations which may not be within the control of our management.

In case of variations in the actual utilisation of funds earmarked for the purpose set forth above or shortfall in the Net Proceeds, increased fund requirement may be financed by our internal accruals and/ or debt, as required. If the actual utilisation towards the said Object is lower than the proposed deployment such balance will be used for general corporate purposes to the extent that the total amount to be utilised towards general corporate purposes will not exceed 25% of the gross proceeds from the Issue in accordance with Regulation 4(4) of the SEBI ICDR Regulations.

Details of the Objects of the Issue

1. Augmenting additional working capital requirements

Our business is working capital intensive. Considering the existing and future growth, the total net working capital needs of our Company, as assessed based on the internal workings of our Company is expected to reach ₹3172.27 lakhs for Fiscal 2017-18. The incremental working capital requirements for FY 2017-18 are expected to be ₹1192.83 lakhs. Our Company will meet the requirement to the extent of ₹1098.80 lakhs from the Net Proceeds of the Issue and balance from internal accruals or unsecured loans at an appropriate time as per the requirement.

Details of Estimation of Working Capital requirement are as follows:

Particulars	31-Mar-16		31-Mar-17		31-Mar-18	
	Actual	No. of Days	Actual	No. of Days	Projected	No. of Days
Current Assets						
Inventories	2,436.62	38.04	3,326.79	54.21	3,863.45	46.56
Trade Receivables	3,449.56	52.04	3,548.35	57.36	4,945.22	58.40
Short term loans & advances	82.20		9.74		76.17	
Other Current Assets	9.71		13.09		9.12	
Total	**5,978.09**		**6,897.97**		**8,893.96**	
Current Liabilities						
Sundry Creditors	1,503.63	23.48	1,325.61	21.60	1,817.37	21.90
Other Current Liabilities	6.66		9.22		7.15	
Short Term Provisions	100.15		100.90		97.17	
Total	**1,610.44**		**1,435.73**		**1,921.69**	
Working Capital Gap	**4,367.65**		**5,462.24**		**6,972.27**	
Less: Existing Bank Borrowings	2480.09		3,482.80		3,800.00	
Net Working Capital Requirement	**1,887.56**		**1,979.44**		**3,172.27**	
Proposed Working Capital to be funded from IPO					**1,098.80**	
Funding through Internal Accruals and Unsecured Loans					94.03	
Funded through Internal Accruals and Unsecured Loans	1,887.56		1,979.44		1,979.44	

Justification:

S. No.	Particulars
Debtors	We expect Debtors Holding days to be at appx.58 Days for Fiscal 2017-18 based on increased Revenue from operation and better credit Management policies ensuring timely recovery of dues.
Inventory	Inventory holding levels of Raw Materials, Semi-finished goods, Finished goods, etc. are expected to be better than previous years due to better inventory management.
Creditors	We expect Creditors payments days to be appx. 22 days more or less similar to previous years.

Schedule of implementation

The entire amount of Working capital and General Corporate Purposes will be utilized during FY 2017-18.

Deployment of Funds in the Project

Our Company has incurred the following expenditure on the project till August 10, 2017. The same has been certified by our statutory auditors R A N K & Associates, Chartered Accountants *vide* their certificate dated August 11, 2017.

(₹ in lakhs)

Sr. No.	Particulars	Amount
1	Public Issue Expenses	10.90
	Total	**10.90**

The above funds were deployed from the Company's internal accruals. The amount deployed so far toward Issue Expenses shall be recouped out of the Gross Issue Proceeds.

Details of balance fund deployment

(₹ in lakhs)

Sr. No.	Particulars	Expenses Already Incurred till August 10, 2017	FY 2017-18	Total
1	Augmenting additional working capital requirements	0.00	1,098.80	**1,098.80**
2	Public Issue Expenses	10.90	34.10	**45.00**
	Total	**10.90**	**1,132.90**	**1,143.80**

Interim Use of Funds

Pending utilization for the purposes described above, we undertake to temporarily deposit the funds from the Net Proceeds only in the scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, for the necessary duration. In accordance with Section 27 of the Companies Act, 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in the equity shares of any other listed company.

Appraisal Report

None of the objects for which the Net Proceeds from the Issue will be utilised have been appraised by any financial institutions/banks.

Bridge Loan

As of the date of this Prospectus, our Company has not raised any bridge loans which are required to be repaid from the Net Proceeds. However, depending on its business requirements, our Company may consider raising bridge financing facilities, pending receipt of the Net Proceeds.

Monitoring of Utilization of Funds

In terms of Regulation 16 of the SEBI (ICDR) Regulations, we are not required to appoint a monitoring agency since the Issue size is not in excess of ₹100 Crores. Our Board will monitor the utilisation of Net Proceeds through its Audit Committee. Please refer "*Risk Factors - Our Company's management will have flexibility in utilizing the Net Proceeds. There is no monitoring agency appointed by our Company and the deployment of funds is at the discretion of our*

Management and our Board of Directors, though it shall be monitored by our Audit Committee" on page 14.

Our Company will disclose the utilisation of the Net Proceeds under a separate head along with details in its balance sheet until the Net Proceeds remain unutilised, clearly specifying the purpose for which the Net Proceeds have been utilised.

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 Issue without our Company being authorized to do so by the shareholders by way of a special resolution. In addition, the notice issued to the shareholders in relation to the passing of such special resolution shall specify the prescribed details and be published in accordance with the Companies Act 2013. Pursuant to the Companies Act 2013, the Promoters or controlling shareholders will be required to provide an exit opportunity to the shareholders who do not agree to such proposal to vary the Objects of the Issue at the fair market value of the Equity Shares as on the date of the resolution of our Board recommending such variation in the terms of the contracts or the objects referred to in the Prospectus, in accordance with such terms and conditions as may be specified on this behalf by SEBI.

Other Confirmations

No part of the Net Proceeds of the Issue will be utilized by our Company as consideration to our Promoter, members of the Promoter Group, Directors, Group Entities or key management personnel. Our Company has not entered into or is not planning to enter into any arrangement/ agreements with Promoter, Directors, key management personnel, associates or Group Entities in relation to the utilization of the Net Proceeds of the Issue.

BASIS FOR ISSUE PRICE

The Issue Price is determined by our Company in consultation with the Lead Manager. The financial data presented in this section are based on our Company's restated financial statements. Investors should also refer to the sections titled '*Risk Factors*' and '*Financial Information*' on pages 14 and 93, respectively, to get a more informed view before making the investment decision.

Qualitative Factors

For details of Qualitative factors please refer to the paragraph "*Our Competitive Strengths*" in *"Our Business"* beginning on page 63.

Quantitative Factors (Based on Standalone Financial Statements)

1. ***Basic & Diluted Earnings Per Share (EPS):***

Period	Basic and Diluted EPS# (₹)	Weights
FY 2017	1.85	3
FY 2016	2.06	2
FY 2015	1.84	1
Weighted Average	**1.92**	

Basic & Diluted Earnings per Equity Share considering bonus of 2:1 in all previous years

2. Price to Earnings (P/E) ratio in relation to Issue Price of ₹ 35.00:

   a. Based on the basic and diluted EPS of ₹1.85 as per restated financial statements for the year ended March 31, 2017, the P/E ratio is 18.95.

   b. Based on the weighted average EPS of ₹1.92, as per restated financial statements the P/E ratio is 18.26.

   c. Industry P/E

Industry P/E	
▪ Highest – Vaibhav Global Limited	70.3
▪ Lowest – Renaissance Jewellery Limited	11.9
▪ Average (Diamond Cutting/Jewellery)	44.5

Source: Capital Market, August 14– August 27, 2017

3. ***Return on Net Worth***

Period	Return on Net Worth (%)	Weights
FY 2017	10.70	3
FY 2016	12.65	2
FY 2015	14.36	1
Weighted Average	**11.96**	

4. ***Minimum Return on increased Net Worth required to maintain pre-Issue EPS.***

The minimum return on increased net worth required maintaining pre-Issue EPS:

A) Based on weighted average EPS of ₹1.92

At the Issue Price of ₹35: 8.75% based on restated financial statements.

B) Based on Basic and Diluted EPS for the year ended March 31, 2017 of ₹0.91

At the Issue Price of ₹35: 8.43% based on restated financial statements.

5. ***Net Asset Value per Equity Share***

- As of March 31, 2017 ₹17.26
- NAV per Equity Share after the Issue is ₹21.94
- Issue Price per Equity Share is ₹35.00

6. ***Peer Competitors - Comparison of Accounting Ratios***

Name of the Company	Face Value (₹)	EPS TTM (₹)#	P/E Ratio	RONW (%)	NAV (₹)
Gitanjali Gems Limited*	10	3.3	19.0	1.7	293.8
Renaissance Jewellery Limited*	10	16.0	11.9	8.9	231.8
Tribhovandas Bhimji Zaveri Ltd.*	10	3.3	32.9	-5.1	69.1
Thangamayil Jewellery Limited*	10	13.9	23.7	9.7	110.4
Penta Gold Limited**	10	1.85	18.95	10.70	17.26

Source: Capital Market, August 14– August 27, 2017

*Based on March 31, 2017 financial statements.
**Based on March 31, 2017 restated financial statements.

The face value of Equity Shares of our Company is ₹10 per Equity Share and the Issue price of ₹35 is 3.5 times of the face value.

The Issue Price of ₹35.00 is determined by our Company, in consultation with the Lead Manager is justified based on the above accounting ratios. For further details, please refer to the section titled *'Risk Factors'*, and chapters titled *'Our Business'* and *'Financial Information'* beginning on page 14, 63 and 93, respectively of the Prospectus.

STATEMENT OF TAX BENEFITS

The Board of Directors
PENTA GOLD LIMITED
2224, Manek Chowk,
Opp. Old Share Bazar,
Ahmedabad-380 001

Dear Sirs,

Sub: Statement of possible special tax benefits ("the Statement") available to Penta Gold Limited ('the Company") and its shareholders prepared in accordance with the requirements in Schedule VIII-Clause (VII) (L) of the Securities Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations 2009, as amended ("the Regulations")

We hereby report that the enclosed annexure, prepared by the Management of the Company, states the possible special tax benefits available to the Company and the shareholders of the Company under the Income - Tax Act, 1961 ('Act') as amended by the Finance Act, 2017 (i.e applicable to Financial Year 2017-18 relevant to Assessment Year 2018-19), presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the Act. Hence, the ability of the Company or its shareholders to derive the special tax benefits is dependent upon fulfilling such conditions which, based on business imperatives which the Company may face in the future, the Company may or may not choose to fulfill.

The benefits discussed in the enclosed annexure cover only special tax benefits available to the Company and its shareholders and do not cover any general tax benefits available to the Company or its shareholders. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. A shareholder is advised to consult his/ her/ its own tax consultant with respect to the tax implications arising out of his/her/its participation in the proposed issue, particularly in view of ever changing tax laws in India.

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

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

The contents of this annexure are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company and the provisions of the tax laws.

*No assurance is given that the revenue authorities / courts will concur with the views expressed herein. The views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We would not assume responsibility to update the view, consequence to such change.

We shall not be liable to Company for 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 of intentional misconduct.

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

For M/s. R A N K & Associates
Chartered Accountants
Sd/-
CA Amit Kumar Agarwal
Partner
Membership Number: 141390
Firm Registration No. 105589W
Date: June 12, 2017
Place: Maharashtra

Annexure

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS

Outlined below are the possible special tax benefits available to the Company and its shareholders under the current direct tax laws in India for the financial year 2017-18.

A. SPECIAL TAX BENEFITS TO THE COMPANY UNDER THE INCOME TAX ACT, 1961 (THE "ACT")

The Company is not entitled to any special tax benefits under the Act.

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDERS UNDER THE INCOME TAX ACT, 1961 (THE "ACT")

The Shareholders of the Company are not entitled to any special tax benefits under the Act.

SECTION IV: ABOUT THE COMPANY
INDUSTRY OVERVIEW

Disclaimer: Pursuant to the requirements of the SEBI ICDR Regulations, the discussion on the business of Our Company in this Prospectus consists of disclosures pertaining to industry grouping and classification. The industry grouping and classification is based on our Company's own understanding and perception and such understanding and perception could be substantially different or at variance from the views and understanding of third parties. Our Company acknowledges that certain product/services described in the Prospectus could be trademarks, brand names and/ or generic names of products owned by third parties and the reference to such trademarks, brand names and/or generic names in the Prospectus is only for the purpose of describing the products. The industry data has been collated from various industry and/or research publications and from information available from the World Wide Web.

The information in this section is derived from various government/Industry Association publications and other sources. Neither we, nor any other person connected with the issue has verified this information. 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.

INDIAN ECONOMY

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organisation (CSO) and International Monetary Fund (IMF). The Government of India has forecasted that the Indian economy will grow by 7.1 per cent in FY 2016-17. As per the Economic Survey 2016-17, the Indian economy should grow between 6.75 and 7.5 per cent in FY 2017-18. The improvement in India's economic fundamentals has accelerated in the year 2015 with the combined impact of strong government reforms, Reserve Bank of India's (RBI) inflation focus supported by benign global commodity prices.

India's consumer confidence index stood at 136 in the fourth quarter of 2016, topping the global list of countries on the same parameter, as a result of strong consumer sentiment, according to market research agency, Nielsen.
Moody's has affirmed the Government of India's Baa3 rating with a positive outlook stating that the reforms by the government will enable the country perform better compared to its peers over the medium term.

India's gross domestic product (GDP) grew by 7 per cent year-on-year in October-December 2016 quarter, which is the strongest among G-20 countries, as per Organisation for Economic Co-operation and Development (OECD) Economic Survey of India, 2017. According to IMF World Economic Outlook Update (January 2017), Indian economy is expected to grow at 7.2 per cent during FY 2016-17 and further accelerate to 7.7 per cent during FY 2017-18.

The tax collection figures between April 2016 and January 2017 show an increase in Net Indirect taxes by 16.9 per cent and an increase in Net Direct Taxes by 10.79 per cent year-on-year, indicating a steady trend of healthy growth. The total number of e-filed Income Tax Returns rose 21 per cent year-on-year to 42.1 million in 2016-17 (till 28.02.17), whereas the number of e-returns processed during the same period stood at 43 million.

Corporate earnings in India are expected to grow by over 20 per cent in FY 2017-18 supported by normalisation of profits, especially in sectors like automobiles and banks, while GDP is expected to grow by 7.5 per cent during the same period, according to Bloomberg consensus.
Source: https://www.ibef.org/economy/indian-economy-overview

Gems and Jewellery Industry in India
Source: https://www.ibef.org/industry/gems-jewellery-india.aspx

Introduction

The Gems and Jewellery sector plays a significant role in the Indian economy, contributing around 6-7 per cent of the country's GDP. One of the fastest growing sectors, it is extremely export oriented and labour intensive. Based on its potential for growth and value addition, the Government of India has declared the Gems and Jewellery sector as a focus area for export promotion. The Government has recently undertaken various measures to promote investments and to upgrade technology and skills to promote 'Brand India' in the international market.

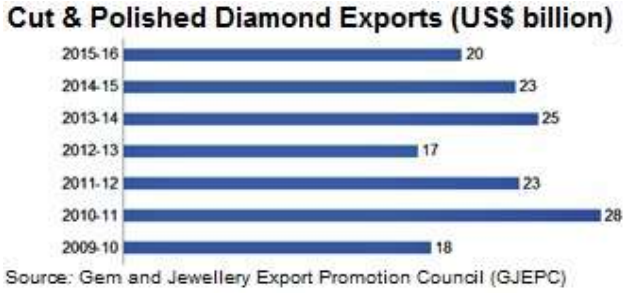
India is deemed to be the hub of the global jewellery market because of its low costs and availability of high-skilled labour. India is the world's largest cutting and polishing centre for diamonds, with the cutting and polishing industry being well supported by government policies. Moreover, India exports 95 per cent of the world's diamonds, as per statistics from the Gems and Jewellery Export promotion Council (GJEPC). India's Gems and Jewellery sector has been contributing in a big way to the country's foreign exchange earnings (FEEs). The Government of India has viewed the sector as a thrust area for export promotion. The Indian government presently allows 100 per cent Foreign Direct Investment (FDI) in the sector through the automatic route.
Source: https://www.ibef.org/industry/gems-jewellery-india.aspx

Market size

The gems and jewellery market in India is home to more than 500,000 players, with the majority being small players. India is one of the largest exporters of gems and jewellery and the industry is considered to play a vital role in the Indian economy as it contributes a major chunk to the total foreign reserves of the country. UAE, US, Russia, Singapore, Hong Kong, Latin America and China are the biggest importers of Indian jewellery. India's gems and jewellery exports to the US rose 7.81 per cent year-on-year during October-December 2016 due to a revival in the overall economic activity in the US.

The overall net exports of Gems & Jewellery during April-December 2016 stood at Rs 175,879.24 crore (US$ 26.28 billion), whereas exports of cut and polished diamonds stood at Rs 113,171.17 crore (US$ 16.91 billion). Exports of gold coins and medallions stood at Rs 25,819.48 crore (US$ 3.86 billion) and silver jewellery export stood at Rs 18,010.72 crore (US$ 2.69 billion) during April-December 2016. According to GJEPC, gems and jewellery exports are likely to witness a growth of about 10 per cent this fiscal due to increasing demand in the US and Europe.
According to a report by Research and Markets, the jewellery market in India is expected to grow at a Compound Annual Growth Rate (CAGR) of 15.95 per cent over the period 2014-2019.
Source: https://www.ibef.org/industry/gems-jewellery-india.aspx





Investments/Developments

The Gems and Jewellery sector is witnessing changes in consumer preferences due to adoption of western lifestyle. Consumers are demanding new designs and varieties in jewellery, and branded jewellers are able to fulfil their changing demands better than the local unorganised players. Moreover, increase in per capita income has led to an increase in sales of jewellery, as jewellery is a status symbol in India.

The cumulative Foreign Direct Investment (FDI) inflows in diamond and gold ornaments in the period April 2000-September 2016 were US$ 851.34 million, according to Department of Industrial Policy and Promotion (DIPP).
Source: https://www.ibef.org/industry/gems-jewellery-india.aspx

Government Initiatives

- In the Union Budget 2017-18, the Government of India, offered tax cuts for the middle class and other sections of society (5 per cent for the Rs 250,000-500,000 tax slab; which was 10 per cent initially). All these measures will drive consumption, which will be favourable to the gems and jewellery industry.

- The Government of India's proposal to cut corporate tax rates to 25 per cent for micro, small and medium enterprises (MSMEs) having annual turnover up to Rs 50 crore (US$ 7.5 million) will benefit a large number of gems and jewellery exporters from MSME category.

- The Government of India's announcement on establishing gold spot exchange could help in India's participation in determining gold price in the international markets.

- The demonetisation move is encouraging people to use plastic money, debit/ credit cards for buying jewellery. This is good for the industry in the long run and will create more transparency.

- The Reserve Bank of India has announced norms for gold monetisation scheme, which allows individuals, trusts and mutual funds to deposit gold with banks in return for interest, to help reduce gold imports and alleviate pressure on trade balance.

- The Reserve Bank of India (RBI) has liberalised gold import norms. With this, star and premier export houses can import the commodity, while banks and nominated agencies can offer gold for domestic use as loans to bullion traders and jewellers.

- India has signed a Memorandum of Understanding (MoU) with Russia to source data on diamond trade between the two countries. India is the top global processor of diamonds, while Russia is the largest rough diamond producer. The Government of India is planning to establish a special zone with tax benefits for diamond import and trading in Mumbai, in an effort to develop the city as a rival to Antwerp and Dubai, which are currently the top trading hubs for diamond.

- Due to shortage of skilled manpower, the Gems and Jewellery Skill Council of India is planning to train over four million people till 2022. The council aims to train, skill and enhance 4.07 million people by 2022. The council plans to tie-up with the existing training institutes including Gemological Institute of America (GIA) and Indian Gemological Institute (IGI), along with setting up of new institutes in major diamond cutting and processing centres, GJEPC said in a statement.

- The GJEPC has also proposed to develop a jewellery park on Thane-Belapur Road which is around five kilometers from Mumbai with a view to boost the Mumbai-based jewellery industry by providing modern facilities and services.

- Indian Institute of Gems & Jewellery (IIGJ) Mumbai, a project of the GJEPC, has come-up with three-year Graduate Program in Jewellery Design & Manufacturing Techniques with an introduction to Management studies in collaboration with Welingkar Institute of Management.

- In September 2015, the Government of India approved the gold monetisation plan in the form of revamped Gold Deposit Scheme (GDS) and the Gold Metal Loan (GML) Scheme to mobilise tonnes of gold stored in households and temples across the country. The Union Cabinet also approved the introduction of Sovereign Gold Bond Scheme, under which gold bonds denominated in grams of gold will be issued to individuals by the Reserve Bank of India (RBI), in consultation with Ministry of Finance.

  Source: https://www.ibef.org/industry/gems-jewellery-india.aspx

Road Ahead

In the coming years, growth in Gems and Jewellery sector would be largely contributed by the development of large retailers/brands. Established brands are guiding the organised market and are opening opportunities to grow. Increasing penetration of organised players provides variety in terms of products and designs. Also, the relaxation of restrictions of gold import is likely to provide a fillip to the industry. The improvement in availability along with the reintroduction of

low cost gold metal loans and likely stabilisation of gold prices at lower levels is expected to drive volume growth for jewellers over short to medium term. The demand for jewellery is expected to be significantly supported by the recent positive developments in the industry.

Gold demand in India witnessed a significant decline of 21% in 2016 at 675.5 tonne, mainly due to challenges like jewellers strike, PAN card requirement and demonetisation move, says World Gold Council. The gold demand for 2015 stood at 857.2 tonne, the WGC data revealed.

Jewellery demand in the country also witnessed a sharp decline of 22.4% in 2016, at 514 tonne compared to 662.3 tonnes in 2015. In value terms, jewellery demand saw a drop of 12.3% in 2016 at Rs1,38,837.8 crore, from Rs1,58,310.4 crore in 2015, the report revealed.

“India’s gold demand for 2016 fell sharply, though the fourth quarter demand grew by 3% to 244 tonne, due to softened gold prices that coincided with Diwali and wedding season. Demand was affected as the industry faced challenges, including PAN card requirement, Excise duty on jewellery, demonetisation and the publicity around income disclosure schemes,” WGC managing director, India, Somasundaram PR said. This was not unique to gold but trade practices and embedded buying behaviour created short-term headwinds, he said.

Looking ahead, these policies aim to deliver stronger economy and a more transparent gold industry, both of which should deliver significant benefits to gold buyers as well as accelerating transformation of the industry in becoming more organised, he said.

Also, the rural community was the hardest hit by cash crunch, but the effect is likely to be temporary as healthy income and good monsoon will support gold demand going forward, he explained. Somasundaram said, “We anticipate that 2017 will see a demand range of 650-750 tonne due to the introduction of the Goods and Services Tax (GST) coupled with gradual adaptation to the previous year’s policy changes.”

Source: http://www.livemint.com/Money/pwVUyQ1gk2SNhSFGoIOF9M/Indias-gold-demand-falls-21-in-2016-World-Gold-Council-re.html

Coming from the demonetisation shock in the last quarter of calendar year 2016 (CY16), the demand for gold jewellery rose 16% to 92.3 tonnes in the first quarter of calendar year 2017 (Q1CY17), says the latest World Gold Council (WGC) report titled Gold Demand Trends Q1 2017. It was the third such instance in a decade where the total demand was less than 100 tonnes.

The rise also pushed the world gold jewellery demand higher in the recently concluded quarter, which was up by 1% at 480.9 tonnes. The overall consumer demand for gold in Indian during the March 2017 quarter stood at 123.5 tonnes, a 15% rise as compared to the previous corresponding period.

WGC attributes spurt to the government's remonetisation efforts. By March-end, nearly 85% of the value of currency removed from circulation under demonetisation had been returned.

Going ahead, the likely implementation of the goods and services tax bill in July and how the monsoons play out will have a bearing on India's demand for gold and gold jewellery, WGC feels.

"Given the likely GST implementation, we have maintained the full year forecast at 650 - 750 tonnes. We see the 15% growth in the first quarter as a signal more than a milestone. We feel that the demand factors are robust and will come back over the longer period. The second half of CY17 will see the biggest tax reform in terms of GST. We also need to monitor the progress of monsoon. That apart, price is another factor that needs to be watched," says Somasundaram PR, managing director, India at the World Gold Council.
Source: https://www.ibef.org/news/indias-gold-demand-up-15-in-q1-post-note-ban-gst-monsoon-key-wgc

BAR AND COIN DEMAND

India's bar and coin demand inched up during the March 2017 quarter, but remains at historically low levels. At 31.2 tonnes in Q1, the bar and coin demand moved up 3.8 tonnes compared to the last year's level, but is just half its five-year quarterly average.

"This belies the modest improvement in the market following the sharp liquidity squeeze caused by demonetisation in November. Economic activity almost ground to a halt at the end of 2016 as cash was pulled from the economy - currency in circulation fell 50% from November 11 to January 6," the WGC report says.
Gold price, on the other hand, held mixed fortunes for Indian jewellery consumers during Q1, according to the WGC. "Rupee strength meant the domestic price rose by 3%, compared with a 9% rise in the LBMA price. The local price rose steeply in the opening weeks of 2017 before a sharp appreciation of the rupee in February and March," the WGC report says.
Source: https://www.ibef.org/news/indias-gold-demand-up-15-in-q1-post-note-ban-gst-monsoon-key-wgc

GLOBAL VIEW

Global gold demand dipped 18% year-on-year (y-o-y) to 1.034.5 tonnes from 1,262 tonnes in the previous corresponding period, mainly led by a fall in inflows into the exchange traded funds (ETFs) at 109.1 tonnes (342.1 tonnes in Q1CY16) and lower central bank demand.

Continuing the trend from the second half of 2016, European investors accounted for the bulk of investment in the sector in Q1 with inflows into European listed products were 92.4 tonnes, compared with just 14.1 tonnes added to holdings of US-listed products.

Central banks, on the other hand, had a slow start to CY17 as net purchases dropped to 76.3 tonnes in Q1 - a fall of 27% decline from the 104.1 tonnes seen in Q1CY16 and almost a third lower than the 108.5 tonnes in Q4CY16. The lower rate of purchases, WGC feels, is likely to continue throughout CY17.
Source: https://www.ibef.org/news/indias-gold-demand-up-15-in-q1-post-note-ban-gst-monsoon-key-wgc

GLOBAL VIEW			
	Q1'16	Q1'17	% change (y-o-y)
Gold demand	1261.8	1034.5	-18.0
Jewellery	474.4	480.9	1.4
Technology	76.4	78.5	2.8
Investment	606.9	398.9	-34.3
Total bar and coin	264.9	289.8	9.4
ETFs and similar products	342.1	109.1	-68.1
Central banks & other inst.	104.1	76.3	-26.7
Source: Metals Focus; World Gold Council			

INDIAN GOLD DEMAND									
	Q1CY16			Q1CY17			Growth (%)		
	Tonnes	Rs crore	USD (bn)	Tonnes	Rs crore	USD (bn)	Volume (tonnes)	Value (Rs)	Value (USD)
Jewellery	79.8	20,484	3	92.3	24,220	3.6	16%	18%	19%
Investment	27.5	7051	1	31.2	8200	1.2	14%	16%	17%
TOTAL	107.3	27535	4	123.5	32420	4.8	15%	18%	19%
Source: WGC report									

Source: https://www.ibef.org/news/indias-gold-demand-up-15-in-q1-post-note-ban-gst-monsoon-key-wgc

OUR BUSINESS

Overview

We are a retailer, wholesaler and exporter of gold jewellery. We have a retail outlet in Mumbai. We also export our products (gold jewellery studded with diamond) to overseas buyers. We also sell our products to wholesalers domestically.

Our Company was awarded the India SME 100 Award for being SME Achievers of FY 2015-16 for scoring in the Top 100 among 41832 nominations by India SME Forum in the overall evaluation of financial and non financial parameters.

We primarily sell gold jewellery i.e. Chains, Rings, Bangles, Necklace, Mangalsutra, Bracelet, Earrings and other jewellery studded or non-studded with pearls, diamonds, American diamonds and other precious stones. Further, we also have product line of antique and kundan Jewellery. Further, we also have variety of Italian jewellery products which is famous for its machine designs and light weighted jewellery.

Over the last five years, our production team has developed a portfolio, which enables us to provide a range of choices to our customers. We offer our customers a wide range of Jewellery in order to cater to regional as well as international tastes. We also customize Jewellery for individual needs.

We offer our Jewellery across different price ranges from low to high to cater on large scale customer base. We help our customers to choose the best suited product according to latest trends and fashion.

We majorly procure required gold from various banks. We also procure gold and precious stones from local markets. We are located in jewellery hub of Mumbai which give us an added advantage in terms of procurement.

We outsource manufacture of jewellery to various domestic corporate, local artisans and craftsmen. We supply raw material to the job workers who in turn take 7 to 10 days for manufacturing the Jewellery depending upon the size and design of the order.

We also exports our products which constitute more than 22.23% and 22.81% for the FY 2015-16 and FY 2016-17 respectively. Our products are primarily exported to countries such as the U.A.E and USA. We have received the registration as “One Star Export House” from Directorate General of Foreign Trade, Ministry of Commerce & Industry, Government of India.

Our revenue details for previous three financial years are detailed below:

(₹ Lakhs)

Particulars	**31-03-17**	**31-Mar-16**	**31-Mar-15**
Jewellery			
Domestic	**1,7426.62**	**18,794.67**	**14,482.44**
Domestic – Retail	2,730.06	635.01	6,681.78
Domestic - Wholesale	14,696.57	18,159.66	7,800.66
Exports	**5,149.91**	**5,379.34**	**6,945.20**
Export – Retail	0.00	0.00	0.00
Export - Wholesale	**5,149.91**	5,379.34	6,945.20
Sub Total	**22,576.53**	**24,174.01**	**21,427.64**
Bullion	3.28	20.61	2,110.62
Grand Total	**22,579.81**	**24,194.62**	**23,538.26**

Location

Currently, our Company is operating from following locations:

Type of Facility	Location
Registered Office	2224, Manek Chowk, Opp. Old Share Bazar, Ahmedabad-380 001, Gujarat
Corporate Office	30, 1st Floor, Champa Gully, Zaveri Bazar, Mumbai – 400 002, Maharashtra
Retail Outlets	Shop No.2, Mumbadevi Chambers, Zaveri Bazar, Mumbai – 400 002, Maharashtra

Our Competitive Strengths

1. **Quality**

Our Company has always believed in the best quality in our sourcing process and products. Our Company is dedicated towards quality of our products. We adhere to quality standards as prescribed by our customers.

2. **Multiple Products**

Our Company offer various products such as Chains, Rings, Bangles, Necklace, Mangalsutra, Bracelet, Earrings and other jewellery studded with pearls and precious stones. Further, we also have product line of Jewellery studded with diamonds, American diamond, antique and kundan. We trade in multiple jewellery products to cater to the specific needs of our clients in retail, wholesale and export segments.

3. **Our domain expertise**

Over a period of five years, we have developed and have a large collection of designs of Jewellery. We believe, we understand the market trends, which enables us to be proactive and to suitably develop product mix for our various customers. We believe that our range of designs and ability to always being abreast of the latest trends helps us to provide more and better choices to our customers.

Further, we believe that we have developed expertise to hedge our stock value as hedging is a way to protect our stock value from a risky situation. Hedging is done to minimize or offset the chance that your assets will lose value. Our management is capable to minimize market risk with its hedging skills.

Further, our Promoter & Managing Director Mr. Ketan M. Shroff has been in Bullion market for more than 25 years and enjoys goodwill. He has rich experience of over Jewellery business, Commodities, FOREX, precious metals, finance and administration. He is a known name in giving updates in relation to international economy impacts on the Gold Industry to various journals, magazines and newspapers.

Our Business Strategy

1. **Enhancing our existing customer base**

Our present customer base comprises of few corporate, large number of domestic retail clients and few foreign clients. Our Company intends to grow in the business continuously by adding new customers.

2. **Competitive Pricing**

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

3. **To increase our global presence**

Our present customer base comprises of corporate in UAE and USA. We intend to expand our customer base to other parts of the world including India.

4. **Expanding our retail presence**

Our Company intends to expand business by expanding the retail market. We have plans to open more retail stores beginning with Mumbai. We follow a detailed showroom selection methodology, we are focusing on retail business and planning to open retail showrooms at Ghatkopar, Borivali and Vashi to cover all areas of Mumbai. Each of these stores will display and sell exclusive products to the retail customers.

Further, we believe that we are trusted jewellers for light weighted jewellery products. We intend to expand our said segment business to achieve quality and quantity of sales to maximize profit with retail sales in our industry.

Our retail network expansion plans are aimed at not only increasing sales volumes, but also enabling us to consolidate our position as one of the leading Indian Jewellery retailers in the retail sector, by increasing our brand visibility, geographical presence and market share.

OUR PRODUCTS AND PROCESSES

We primarily sell gold jewellery i.e. Chains, Rings, Bangles, Necklace, Mangalsutra, Bracelet, Earrings and other jewellery studded or non-studded with pearls, diamonds, American diamonds and other precious stones. Further, we also have product line of antique and kundan Jewellery. Further, we also have variety of Italian jewellery products which is famous for its machine designs and light weighted jewellery.

Operational Process

We get our required jewellery manufactured from third party job workers using gold, polished diamonds and other semi precious and precious stones. Our operations include product development, getting the products manufactured based on orders received from customers on jobwork basis from third party job workers (in the required quality in karatage), packing as per customer requirement and dispatching the same.

Once the order is generated by the marketing department, the same is forwarded for production planning to arrive at delivery date for the order which is further communicated to our customers as well as our third party job workers.

Raw-materials which we use for manufacturing Jewellery include gold, silver, cut and polished diamonds, precious & semi precious stones, platinum findings, gold/silver mountings, alloys, etc. We procure raw materials, domestically.

The production and inventory are planned as per the delivery schedules. We maintain a small inventory of certain fast moving items to meet any repeat orders. The inventory normally consists of raw-materials like gold, diamonds, consumables and work-in-progress. This inventory is maintained to meet the production requirements as per the production plan done for the forthcoming two months.

The final jewellery received from the Job workers is checked for any metal or diamond defects. In case of minor defects they are sent for rework, but in case of major defects if they cannot be worked upon, the pieces are rejected. The final jewellery pieces after another round of quality checks and are forwarded to the packaging division.

Plant and Machinery

We do not own any major plant and machinery.

Collaborations

We have not entered into any technical or other collaboration.

Utilities & Infrastructure Facilities

Raw Material

Raw-materials which we use for manufacturing Jewellery include gold, silver, cut and polished diamonds, precious & semi precious stones, gold/silver mountings, alloys, etc. We procure raw materials domestically.

We majorly procure required gold from various banks. We also procure gold and precious stones from local markets. We are located in jewellery hub of Mumbai which give us an added advantage in terms of procurement.

Manpower

Our Company is committed towards creating an organization that nurtures talent. The following is a break-up of our employees as on the date of the Prospectus:

Sr. No.	Category	Total
1	Management	6
2	Others	3
	Total	9

We outsource our transportation to transportation agencies.

Past Production Figures Industry-wise

For details of the industry data please refer to section titles "Industry Overview" beginning on page 58 of the Prospectus.

Competition

Most of our customers source their requirements from a large number of manufacturers both domestic and international. Thus, we operate in a highly competitive market and competition in these markets is based primarily on quality, design, pricing of such product. To remain competitive in the market we strive to improve our design capability, reduce procurement and production cost and improve operating efficiencies. If we fail to maintain our strengths, our competitors will gain an advantage over us, which would adversely affect our market share and results of operation.

Approach to Marketing and Marketing Set-up

Our top management and key executives enjoy the confidence of several corporate and retail clients and we currently market only to a selected setup of clients. We interact with our customers to get the feedback on the quality of products and services and improve the same as well. The marketing team regularly stays in touch with our customers. They also regularly approach new customers to try and develop a business relationship.

Future Prospects

Our Company promises to meet the high demands of its discerning customers and live up to its commitment as a conscientious organization by ensuring a synchronized unity of corporate social responsibility, environmental sanctity and philanthropic charity.

We believe that we can develop the network of strategically located showrooms to cater requirements of middle class and lower middle class consumer base. We follow a detailed showroom selection methodology, we are focusing on retail business and planning to open retail showrooms at Ghatkopar, Borivali and Vashi to cover all areas of Mumbai.

On the other hand we are expanding our exports sales to overseas buyers to various countries to meet the demand of Indian Jewellery which is known of its art and design in the world.

Capacity and Capacity Utilization

Our Company being in the trading industry installed capacity and capacity utilization is not applicable to us.

Export Possibilities & Export Obligation

Currently, we do not have any outstanding export obligations.

Property

The following table sets forth the location and other details of the owned properties of our Company:

Sr. No	Description of Property	Name of Seller	Agreement Date	Amount	Purpose
1.	30, 1st Floor, Champa Gully, Zaveri Bazar, Mumbai – 400 002, Maharashtra	Mr. Rajesh B. Shah	Sale Deed dated May 15, 2013	₹ 135.00 Lakhs	Corporate Office

The Sellers are not related to our Company in any manner

The following table sets forth the location and other details of the leasehold properties of our Company:

Sr. No	Description of Property	Name of Lessor	Agreement Date, Lease period	Amount	Purpose
1.	Shop No.2, Mumbadevi Chambers, Zaveri Bazar, Mumbai – 400 002, Maharashtra	Mr. Hitesh V. Choksi	Leave & License Agreement dated November 19, 2015 For a period of 36 months from December 1, 2015	Annual license fee of ₹ 3,00,000 for 1st year Annual license fee of ₹ 3,60,000 for 2nd year Annual license fee of ₹ 4,20,000 for 3rd year ₹ 4,80,000 as interest free security deposit	Retail Outlet

Registered Office:

Our Promoter, Mr. Ketan M. Shah *vide* his letter dated April 1, 2017 has allowed our Company to use the Office located at 2224, Manek Chowk, Opp. Old Share Bazar, Ahmedabad-380 001, Gujarat as our Registered Office along with furniture, fixtures and fittings without payment of any rent.

Intellectual Property

Our Company has made an application for registration of following trademark:

Sr No.	Application No.	Date of Application	Description of the Logo / Device / Lable	Class
1.	2474608	February 8, 2013	Penta Gold Element of Purity	14

Insurance

Our Company maintains insurance against various risks inherent in our business activities. Our principal types of coverage include stock, stock in transit, standard fire and special perils cover, burglary and robbery cover and money in transitvehicle.

While we believe that the insurance coverage which we maintain is in keeping with industry standards and would be reasonably adequate to cover the normal risks associated with the operation of our businesses, we cannot assure you that any claim under the insurance policies maintained by us will be honoured fully, in part or on time, or that we have taken out sufficient insurance to cover all our losses. The Insurance Policies taken by the Company are detailed below:

Name of Insurance Company	Type of Policy	Policy Number	Amount Insured
Bajaj Allianz General Insurance Company Limited	Standard Fire and Special Perils Policy	OG-17-1933-4001- 00008870 Coverage Period: October 18, 2016 to October 17, 2017	Office Premises & Equipments 13,11,304

Bajaj Allianz General Insurance Company Limited	Jewellers Comprehensive Protection Policy	OG-17-1902-4097-00000164 Coverage Period: December 21, 2016 to December 20, 2017	Stock In Premises Rs. 51,00,00,000 Stock In Custody Of The Insured And Specified Persons: Rs. 17,00,00,000 Stock In Transit (Destinations within India only) Rs. 1,00,00,000 Standard Fire And Special Perils Cover For Building, Fixture, Fittings And Contents Excluding Stock And Stock In Trade Rs. 12,00,000 Burglary And Robbery Cover For Furniture, Fixture, Fittings And Contents Excluding Stock And Stock In Trade Rs. 12,00,000 Money In Transit Rs. 50,00,000 **Total: 69,74,00,000** Optional Cover: Terrorism Damage Cover Rs. 51,24,00,000

KEY INDUSTRIAL REGULATIONS AND POLICIES IN INDIA

The following description is a summary of certain sector-specific laws currently in force in India, which are applicable to our Company. The information detailed in this chapter has been obtained from publications available in the public domain. The description below may not be exhaustive, and is only intended to provide general information to investors, and is neither designed as, nor intended to substitute, professional legal advice. Judicial and administrative interpretations are subject to modification or clarification by subsequent legislative, judicial or administrative decisions. The information detailed in this chapter has been obtained from various legislations, including rules and regulations promulgated by the regulatory bodies that are available in the public domain.

The Company may be required to obtain licenses and approvals depending upon the prevailing laws and regulations as applicable. For information on regulatory approvals obtained by us, see "Government and Other Approvals" on page 130. We are required to obtain and regularly renew certain licenses / registrations / sanctions / permissions required statutorily under the provisions of various Central and State Government regulations, rules, bye laws, acts and policies.

Following is an overview of some of the important laws and regulations, which are relevant to our business.

INDUSTRY-SPECIFIC REGULATIONS

There are no specific laws in India governing the gems and jewellery industry in India.

INTELLECTUAL PROPERTY LAWS

Certain laws relating to intellectual property rights such as patent protection under the Patents Act, 1970, copyright protection under the Copyright Act, 1957 trademark protection under the Trade Marks Act, 1999, and design protection under the Designs Act, 2000 are also applicable to us.

The Copyright Act, 1957 (the "**Copyright Act**") governs copyright protection in India. Even while copyright registration is not a prerequisite for acquiring or enforcing a copyright in an otherwise copyrightable work, registration under the Copyright Act acts as a *prima facie* evidence of the particulars entered therein and helps expedite infringement proceedings and reduce delay caused due to evidentiary considerations.

The Trademarks Act, 1999 (the "**Trademarks Act**") provides for the process for making an application and obtaining registration of trademarks in India. The purpose of the Trademarks Act is to grant exclusive rights to marks such as a brand, label, heading and to obtain relief in case of infringement for commercial purposes as a trade description. The Trademarks Act prohibits registration of deceptively similar trademarks and provides for penalties for infringement, falsifying and falsely applying trademarks.

Under statute, India provides for the patent protection under the Patents Act, 1970 (the "**Patents Act**"). The Patents Act governs the patent regime in India and recognises process patents as well as product patents. Patents obtained in India are valid for a period of 20 years from the date of filing the application. The Patents Act also provides for grant of compulsory license on patents after expiry of three years of its grant in certain circumstances such as reasonable requirements of the public, non-availability of patented invention to public at affordable price or failure to work the patented invention.

The Designs Act, 2000 (the "**Designs Act**") protects any visual design of objects that are not purely utilitarian. An industrial design consists of the creation of a shape, configuration or composition of pattern or colour, or combination of pattern and colour in three-dimensional form containing aesthetic value. It provides an exclusive right to apply a design to any article in any class in which the design is registered.

Other Laws and Regulation

In addition to the above, our Company is also required to comply with the provisions of the Companies Act, and other applicable statutes imposed by the Centre or the State for its day-to-day operations. Our Company is also amenable to various central and state tax laws.

The significant legislations and regulations that generally govern our industry in India are acts such as the Income Tax Act, 1961, Service Tax Rules, 1994, State Shops and Establishment Act, State Tax on Professions, and such other acts as

applicable. Taxation statutes such as the Income Tax Act, 1961, Central Sales Tax Act, 1956 and applicable local sales tax statutes, Sales Tax, VAT and labour laws apply to us as they do to any other Indian company.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief History of our Company

Our Company was incorporated as 'Penta Gold Private Limited' a private limited company under the Companies Act, 1956 pursuant to Certificate of Incorporation dated March 12, 2012 issued by the Registrar of Companies, Gujarat, Dadra & Nagar Haveli. Subsequently, our Company was converted into a public limited company and the name of our Company was changed to 'Penta Gold Limited' pursuant to a Certificate of Incorporation dated March 22, 2017 issued by the Registrar of Companies, Ahmedabad.Our corporate identification number is U51109GJ2012PLC069352.

Names of signatories to the Memorandum of Association of the Company and the number of Equity Shares subscribed by them:

The names of the signatories of the Memorandum of Association of the Company and the number of Equity Shares subscribed for by them at the time of signing of the Memorandum of Association: Ketan M. Shroff (5,000 Equity Shares) and Manish J. Rangari (5,000 Equity Shares) aggregating to 10,000 Equity Shares.

Changes in our Registered Office:

As on the date of this Prospectus, our Registered Office is located at 2224, Manek Chowk, Opp. Old Share Bazar, Ahmedabad-380 001, Gujarat, India. Following are the details of the changes in the address of the registered office of our Company since incorporation:

From	To	Effective Date	Reason
F 203, Uma Sharnam, Opp. Nirman Homes, New S. G. Road, Gotha, Ahmedabad – 382481, Gujarat	2224, Manek Chowk, Opp. Old Share Bazar, Ahmedabad-380 001, Gujarat	September 28, 2013	For administrative convenience

Main Objects of our Company:

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

1. To carry on the business as buyers, sellers, importers, exporters, traders, distributors, processors, refiners, goldsmith, Jewellers, makers, inventors, convectors, wholesalers, retailers, Suppliers, indenters, packers, movers, preservers, stockiest, agents, dealers, refinery, minting unit, service providers of Over the counter platform / exchange, SPOT platform/exchange, brokers, custodians, collateral managers for the business carried on by the company whether in physical or electronic, collateral managers for the business carried on by the Company whether in physical market or through futures & spot exchanges in India or globally and to carry on and undertake business in all classes, kinds, types, nature and description of precious, semi precious metals and bullion, including gold, silver and platinum, precious, semi precious and imitation stones, including diamonds, pearls and gems, ornaments, articles and jewelleries made of or containing gold, silver, platinum or any other precious, semi-precious or imitation stones, take membership of spot and future exchanges, act as members, sub-brokers, business Associates, Authorised persons and clients of other brokers of Exchanges.

The main objects as contained in the Memorandum of Association enable our Company to carry on the business presently being carried out as well as to carry on the activities for which the funds are being raised in the Issue.

Amendments to the Memorandum of Association

The following changes have been made in the Memorandum of Association of our Company since inception:

Date of Shareholders' Resolution	Nature of Amendment
November 7, 2012	Increase in the authorized share capital of our Company from ₹50,00,000 consisting of 5,00,000 Equity shares of ₹10.00 each to ₹4,00,00,000 consisting of 40,00,000 Equity Shares of ₹10.00 each.
March 11, 2014	Increase in the authorized share capital of our Company from ₹4,00,00,000 consisting of 40,00,000 Equity Shares of ₹10.00 each to ₹5,00,00,000 consisting of 50,00,000 Equity Shares

Date of Shareholders' Resolution	Nature of Amendment
	of ₹10.00 each.
December 16, 2016	Increase in the authorized share capital of our Company from ₹5,00,00,000 consisting of 50,00,000 Equity Shares of ₹10.00 each to ₹15,00,00,000 consisting of 1,50,00,000 Equity Shares of ₹10.00 each.
March 10, 2017	Our Company was converted into a public limited company under the Companies Act, 2013 and the name of our Company was changed to '*Penta Gold Limited*' pursuant to fresh certificate of incorporation consequent upon conversion to public limited company dated March 22, 2017 issued by the Registrar of Companies, Ahmedabad.

Major Events and Milestones

The table below sets forth some of the key events in the history of our Company:

Calendar Year	Event
2012	Incorporation
2012	Opening of Retail Outlet in Mumbai
2017	Conversion of our company from Private Limited Company to Public Limited Company.
2017	Awarded the India SME 100 Award for SME Achievers of 2015-16 for scoring in the Top 100 among 41832 nominations by India SME Forum

Other Details regarding our Company

For details of our Company's corporate profile, business, marketing, the description of our activities, services, products, market segment, the growth of our Company, standing of our Company in relation to prominent competitors with reference to our products and services, environmental issues, technology, market, major suppliers, major customers and geographical segment, please refer "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 63 and 117, respectively.

For details of the management of our Company and its managerial competence, please refer "*Our Management*" on page 74.

Capital raising activities through equity or debt

For details regarding our capital raising activities through equity and debt, please refer "*Capital Structure*" and "*Financial Indebtedness*" on pages 41 and 125 respectively.

Injunctions or restraining order against our Company

There are no injunctions or restraining orders against our Company.

Guarantees provided by our Promoter

Other than the guarantees given to our lenders and as disclosed in the section "*Financial Indebtedness*" on page 125, our Promoter has not given any guarantees to third parties that are outstanding as on the date of filing of the Prospectus.

Changes in the Activities of our Company during the last five years

Our Company was incorporated on March 12, 2012. Since then there have been no changes in the activities of our Company which may have had a material effect on the profits and loss account of our Company, including discontinuance of lines of business, loss of agencies or markets and similar factors.

Changes in the Management

There has been no change in the management of our Company since its incorporation on March 12, 2012.

Defaults or rescheduling of borrowings from financial institutions/ banks and conversion of loans into equity

No defaults have been called by any financial institution or bank in relation to borrowings from financial institutions or banks. For details of our financing arrangements, please refer "*Financial Indebtedness*" on page 125. Further, none of our loans have been rescheduled or been converted into Equity Shares.

We hereby certify and confirm that there have been no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by our Company, promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) during the past three years.

Lock outs and strikes

There have been no lock outs or strikes in our Company since its incorporation.

Time and cost overruns

Our Company has not experienced any time or cost overruns.

Details regarding acquisition of business/undertakings, mergers, amalgamations and revaluation of assets

Our Company has not acquired any business or undertaking, and has not undertaken any merger, amalgamation or revaluation of assets.

Holding Company of our Company

As of the date of the Prospectus, our Company does not have a holding company.

Subsidiary of our Company

As of the date of the Prospectus, our Company does not have a subsidiary company.

Collaboration Agreements

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

Shareholders' Agreements

As on the date of the Prospectus, our Company has not entered into any shareholders' agreements.

Material Agreements

Except as described in this section, we have not entered into any material contract, not being a contract entered into in the ordinary course of business carried on or intended to be carried on by us or contract entered into more than two years before the filing of the Prospectus.

Strategic and Financial Partners

As of the date of the Prospectus, our Company does not have any strategic or financial partners.

Number of Shareholders

Our Company has 7 (seven) shareholders on date of the Prospectus.

OUR MANAGEMENT

Board of Directors

Under our Articles of Association, we are required to have not less than three directors and not more than 15 Directors. As on the date of this Prospectus, we have 4 Directors on our Board.

Set forth below are details regarding our Board as on the date of this Prospectus:

Name, Designation, Occupation, Term, DIN and Nationality	Age (years)	Address	Other Directorships
Ketan M. Shroff **Designation**: Managing Director **Occupation:** Business **Term:** Three years with effect from June 1, 2017. **DIN:** 00332988 **Nationality:** Indian	46	701, Anjali Building, Chatrapati Shivaji Marg, Vakola Bridge, Santacruz East, Mumbai – 400055, Maharashtra, India	*Indian Companies* • NIL
Dipti Ketan Shroff **Designation: Non** Executive Director **Occupation:** Business **Term:** Liable to retire by rotation **DIN**: 07745574 **Nationality:** Indian	45	701, Anjali Building, Chatrapati Shivaji Marg, Vakola Bridge, Santacruz East, Mumbai – 400055, Maharashtra, India.	*Indian Companies* • NIL
Dilip Rajkumar Patodia **Designation** Independent Director **Occupation:** Business **Term:** Appointed as additional director upto the date of AGM with effect from April 13**,** 2017. **DIN**: 01357786 **Nationality:** Indian	43	Leo-B/704, Aries Leo Sagittarius CHS Jankalyan Nagar, Marve Road, Malad West, Mumbai, Maharashtra, India	*Indian Companies* • Sidhivinayak Broking Limited

Anand Bhagwanji Chaturvedi **Designation** Independent Director **Occupation: Service** **Term:** Appointed as additional director upto the date of AGM with effect from April 13, 2017. **DIN**: 01566749 **Nationality:** Indian	43	105, New Pancharatn Apartment, RNP Park, Bhayander East, Thane - 401105, Maharashtra, India.	*Indian Companies* • Prithvi Sales Private Limited • Van Hall Impex Private Limited

Brief Profile of our Directors

Ketan M. Shroff, aged 46 years, is the Chairman and Managing Director of our Company. He is a resident Indian national. He is an under graduate. He has experience of over 25 years in the bullion market, gold jewellery business, commodities, FOREX and precious metals. He is known in giving updates in relation to international economy impacts on the Gold Industry to various journals and news papers. He has also been the joint secretary of the India Bullion and Jewellers Association Limited. He has been on our Board since the incorporation of our Company. He is entrusted with the responsibility of looking after the overall management and operations, planning and implementation of the strategies of our Company.

Dipti Ketan Shroff, aged 45 years, is a Non Executive Director of our Company. She holds a bachelor's degree in Commerce from Mumbai University. She has also completed MCX–DICM (Diploma in Commodities Market) from Welingkar Institute of Management Development & Research, Mumbai and Certificate Programme in Capital Markets from Jamnalal Bajaj Institute of Management Studies, Mumbai University. She has experience of over 13 years in gold & bullion industry and equity market. She provides overall operations and administrative guidance to our Company. She has been on the Board of our Company since March 2, 2017.

Dilip Rajkumar Patodia, aged 43 years, is an Independent Director of our Company. He holds a bachelor's degree in Commerce from Mumbai University. He has over 15 years of experience in finance and debt syndication. He has been on our Board since April 13, 2017.

Anand Bhagwanji Chaturvedi, aged 43 years, is an Independent Director of our Company. He has completed his B.Sc (Maths) from Agra University. He has over 15 years of experience in accounts, finance, budget preparation & control and HR. He has been on our Board since April 13, 2017.

Further Confirmations:

- There are no arrangements or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the Directors were selected as a Director.
- There is no service contracts entered into by the Directors with our Company providing for benefits upon termination of employment.
- None of the Directors is declared as wilful defaulters by the RBI or any bank or financial institution or consortium thereof.
- None of our Directors is or was a director of any listed company during the last five years preceding the date of this Prospectus or the Draft Prospectus, whose shares have been or were suspended from being traded on the Stock Exchange(s), during the term of their directorship in such company.
- None of our Directors is or was a director of any listed company which has been or was delisted from any stock exchange during the term of their directorship in such company.
- 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.

- No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms of companies in which they are interested by any person either to induce him to become or to help him qualify as a Director, or otherwise for services rendered by him or by the firm or company in which he is interested, in connection with the promotion or formation of our Company.

- None of the Directors is or was a director of any listed company which has been or was delisted from any recognized stock exchange in India during the term of their directorship in such company.

Relationship between our Directors

None of our directors are related to each other. Except for the ones mentioned below:

Sr. No.	Name of the Director	Related To	Nature of Relationship
1.	Ketan M. Shroff	Dipti Ketan Shroff	Spouse

Compensation of our Directors

Set forth below is the remuneration paid by our Company to our Directors for the FY 2017:

Sr. No.	Name of Director	Remuneration paid in (₹ in lakhs)
1.	Ketan M. Shroff	25.20

Terms and conditions of employment of our Managing Director

Ketan M. Shroff was appointed as a director of our Company, upon incorporation and appointed as Managing Director of our Company *vide* Board resolution dated May 10, 2017. His has been reappointed as Managing Director of our Company for a period of three years commencing from June 1, 2017. The significant terms of his employment are as below:

Salary	Basic salary of ₹2,10,000per month
Perquisites and other benefits	• Reimbursement of expenses on medical treatment incurred the appointee and his family subject to ceiling of one month salary in a year or three months salary over a period of five years. • Fee of clubs subject to a maximum of two clubs, excluding admission and life membership fees • Premium not to exceed ₹ 10,000/- per annum for personal accident insurance. • Provision of Car for official-cum-personal use, however, the valuation for personal use of car shall be treated as perquisite in the hands of the Managing Director. • Provisions of Telephone at residence for official-cum-personal use. However, the valuation of personal use of telephone shall be treated as perquisite of the Managing Director. In addition to the perquisites as aforesaid, the Managing Director shall also be entitled to the following benefits in accordance with the Rules of the Company, which shall not be included in the computation of ceiling on remuneration: Reimbursement of all entertainment, traveling, hotel and other expenses incurred by the Managing Director during the course of and in connection with the business of the Company.
Term	Appointed as Managing Director for the period of five years w.e.f. June 1, 2017 up to June 1, 2020.
Remuneration in the event of loss or inadequacy of profits	In the event of inadequacy or absence of profits in any financial years during his tenure, the Managing Director will be entitled to above remuneration along with the perquisites/ benefits mentioned in the said board resolution dated May 10, 2017.

Remuneration details of our Non-Executive and Independent Directors

Pursuant to a resolution of our Board dated May 10, 2017 our Non-Executive Directors and Independent Directors are entitled to receive sitting fees of ₹5,000/- (Rupees Five Thousand only) for attending each of the meeting of our Board of Directors and ₹3,000/- (Rupees Three Thousand only) for attending each of the meeting of the Committee of the Board of Directors. During the Fiscal 2017, none of our Non-Executive Directors or Independent Directors were paid any sitting fee.

Borrowing Powers of our Board

Our Articles of Association, subject to applicable law, authorize our Board to raise or borrow money or secure the payment of any sum of money for the purposes of our Company. Pursuant to a resolution passed by our shareholders at their meeting held on May 25, 2017, our shareholders have authorized our Board to borrow any sum of money from time to time notwithstanding that the sum or sums so borrowed together with the monies, if any, already borrowed by the company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the paid up capital and free reserves of the Company provided such amount does not exceed ₹200,00,00,000/- (Rupees Two Hundred Crore Only) in excess of its paid up capital and free reserves which may have not been set apart for any purpose.

Corporate Governance

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

Our Board has been constituted in compliance with the Companies Act and SEBI (LODR) Regulations, to the extent applicable. Our Board functions either as a full board or through various committees constituted to oversee specific functions. In compliance with the requirements of the Companies Act and the SEBI (LODR) Regulations, to the extent applicable our Board of Directors consists of 5 (five) Directors (including one woman Director) of which three are non-executive Independent Directors which is in compliance with the requirements of Regulation 17 of SEBI (LODR) Regulations.

Constitution of our Board of Directors:

Sr. No.	Name and Designation	DIN	Nature of Directorship
1.	Ketan M. Shroff	00332988	Managing Director
2.	Dipti Ketan Shroff	07745574	Non Executive Director
3.	Dilip Rajkumar Patodia	01357786	Independent Director
4.	Anand Bhagwanji Chaturvedi	01566749	Independent Director

Committees of our Board

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

a. ***Audit Committee***

Our Audit Committee was constituted pursuant to a resolution of our Board dated May 10, 2017. The Audit Committee comprises:

Name of Director	Status in Committee	Nature of Directorship

Name of Director	Status in Committee	Nature of Directorship
Mr. Anand Bhagwanji Chaturvedi	Chairman	Independent Director
Mr. Dilip Rajkumar Patodia	Member	Independent Director
Mrs. Dipti Ketan Shroff	Member	Non Executive Director

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

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

A. Powers of Audit Committee

The Audit Committee shall have powers, including the following:

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

B. Role of Audit Committee

The role of the Audit Committee shall include the following:

- Oversight of our Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, re-appointment and replacement, remuneration and terms of appointment of auditors of our Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
  - Changes, if any, in accounting policies and practices and reasons for the same;
  - Major accounting entries involving estimates based on the exercise of judgment by management;
  - Significant adjustments made in the financial statements arising out of audit findings;
  - Compliance with listing and other legal requirements relating to financial statements;
  - Disclosure of any related party transactions; and
  - Modified opinion(s) in the draft audit report.
- Reviewing, the quarterly financial statements with the management before submission to the Board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of our Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of our Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Monitoring the end use of funds raised through public offers and related matters;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;

- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussion with statutory auditors before the commencement of the audit, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To establish and review the functioning of the whistle blower mechanism;
- Approval of appointment of the chief financial officer (*i.e.*, the whole-time finance director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other terms of reference as may be decided by the Board or specified/ provided under the Companies Act, 2013 or the SEBI (LODR) Regulations or by any other regulatory authority; and
- Review of (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 including (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI (LODR) Regulations; (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI (LODR) Regulations.

As required under Regulation 18 of the SEBI (LODR) Regulations, the Audit Committee shall meet at least four times in a year, and not more than four months shall elapse between two meetings. The quorum shall be two members present, or one-third of the members, whichever is greater, provided that there should be a minimum of two independent members present.

b. Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee was constituted by a resolution of our Board dated May 10, 2017. The Stakeholders' Relationship Committee comprises:

Name of Director	Status in Committee	Nature of Directorship
Mr. Ketan M. Shroff	Chairman	Managing Director
Mr. Anand Bhagwanji Chaturvedi	Member	Independent Director
Mr. Dilip Rajkumar Patodia	Member	Independent Director

The Company Secretary of the Company shall act as the Secretary of the Stakeholders' Relationship Committee.

Set forth below are the terms of reference of our Stakeholders' Relationship Committee.

- To look into the redressal of grievances of shareholders, debenture holders and other security holders;
- To investigate complaints relating to allotment of shares, approval of transfer or transmission of shares;
- To consider and resolve the grievances of the security holders of the company including complaints related to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends; and
- To carry out any other function as prescribed under the SEBI (LODR) Regulations as and when amended from time to time.

c. Nomination and Remuneration Committee

The Nomination and Remuneration Committee was constituted by our Board on May 10, 2017. The scope and function of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, 2013 and the SEBI (LODR) Regulations. The Nomination and Remuneration Committee include the following:

Name of Director	Status in Committee	Nature of Directorship
Mr. Dilip Rajkumar Patodia	Chairman	Independent Director
Mr. Anand Bhagwanji	Member	Independent Director

Name of Director	Status in Committee	Nature of Directorship
Chaturvedi		
Mrs. Dipti Ketan Shroff	Member	Non Executive Director

The Company Secretary of the Company shall act as the Secretary of the Nomination and Remuneration Committee.

The scope, functions and the terms of reference of the Nomination and Remuneration Committee is in accordance with the Section 178 of the Companies Act, 2013 read with Regulation 19 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Set forth below are the terms of reference of our Nomination and Remuneration Committee.

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees. The Nomination and Remuneration Committee shall, while formulating such policy ensure that (a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully; (b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and (c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;

- Devising a policy on diversity of board of directors;

- Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance;

- To extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

Shareholding of Directors in our Company

Our Articles of Association do not require our Directors to hold qualification shares. As on date of the Prospectus, our Directors hold the following number of Equity Shares of our Company:

Name of Directors	Number of Equity Shares Held (Pre-Issue)	Percentage of pre-Issue capital
Ketan M. Shroff	9,110,980	99.85
Dipti Shroff	100	0.001

Interest of our Directors

Our Chairman and Managing Director may be interested to the extent of remuneration paid to them, respectively for services rendered as a Director of our Company and reimbursement of expenses payable to them. For details please refer "**-***Terms and conditions of employment of our Managing Director and Executive Director*" above. Further, all our Non-executive and Independent Directors may be interested to the extent of fees payable to them and/or the commission payable (if any) to them for attending meetings of the Board of Directors or a committee thereof.

Further, except as disclosed under "– *Shareholding of Directors in our Company*" above, none of our Directors hold any Equity Shares or any other form of securities in our Company. Our Directors may also be interested to the extent of Equity Shares, if any, held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors or trustees or held by their relatives or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Issue. Further, 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 Equity Shares.

Our Managing Director Ketan M. Shroff may be interested to the extent our Company is promoted by him and is a subscriber to the Memorandum of Association of our Company on its incorporation. For details, please refer "*History and Certain Other Corporate Matters*" on page 71.

None of our Directors have any interest in any property acquired by our Company within two years of the date of the Prospectus or proposed to be acquired by it or in any transaction in acquisition of land and construction of building etc. Except as stated in the "*Related Party Transactions*" on page 91, our Directors do not have any interest in any supply of machinery to our Company.

Further, our Directors may be directors on the board, or are members, or are partners, or are trustees of certain Group Entities and may be deemed to be interested to the extent of the payments made by our Company, if any, to such Group Entities. For the payments that are made by our Company to certain Group Entities, please refer "*Financial Statements*" on page 93.

As on the date of the Prospectus, our Directors Ketan M. Shroff and Dipti M. Shroff may be interested to the extent of mortgaging personal properties and giving personal guarantee as security in relation to certain loans availed by our Company. Further, our Directors Ketan M. Shroff may be interested to the extent the Company has availed unsecured loans from them which are repayable on demand. For further details, please refer "*Financial Statements*" and "*Financial Indebtedness*" on pages 93 and 125 respectively.

Other than as stated above and except as stated in the chapters "*Financial Statements*" and in "*Our Promoter and Promoter Group*" on pages 93 and 85, respectively, our Directors do not have any other interest in the business of our Company.

Appointment of relatives of Directors to any office or place of profit

Except as disclosed in the Prospectus, none of the relatives of our Directors currently hold any office or place of profit in our Company.

Bonus or Profit Sharing Plan for our Directors

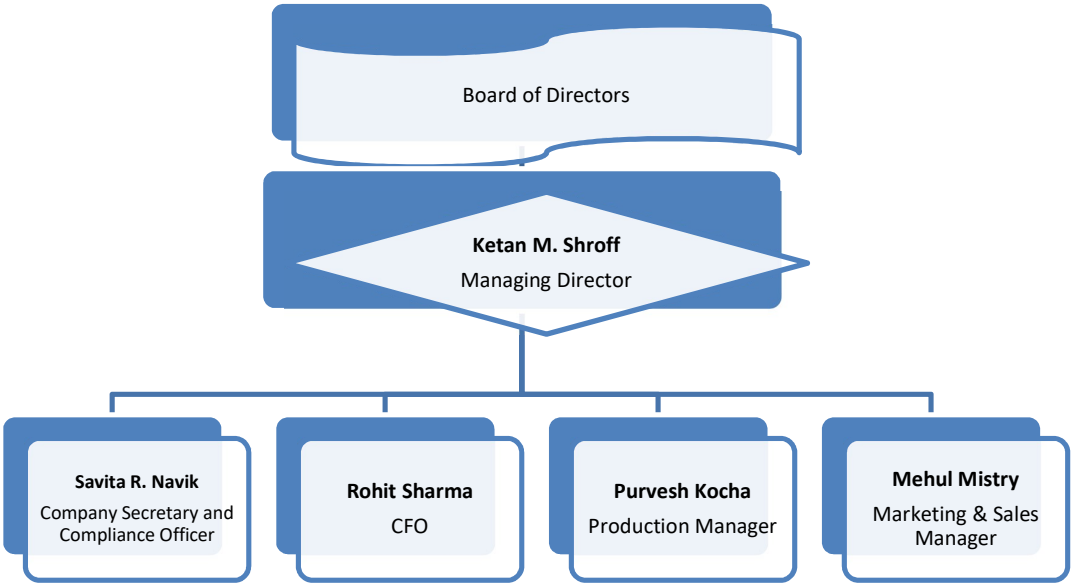
None of our Directors are a party to any bonus or profit sharing plan.

Changes in our Board during the Last Three Years

Except as disclosed below, there have been no changes in our Board during the last three years:

Name of Director	Date of appointment	Date of cessation	Reason
Dipti Ketan Shroff	March 2, 2017	-	Appointed as Non Executive Director
Ketan M. Shroff	May 10, 2017	-	Reappointed as Managing Director
Pinakin M. Shroff	August 30, 2012	March 31, 2017	Resignation
Dilip Rajkumar Patodia	April 13, 2107	-	Appointment as an Independent Director
Anand Bhagwanji Chaturvedi	April 13, 2107	-	Appointment as an Independent Director

ORGANIZATION STRUCTURE



OUR KEY MANAGERIAL PERSONNEL

Set forth below are the details of our key managerial personnel in addition to our Directors as on the date of the Prospectus. For details of our Directors, please refer "*Our Management*" on page 74.

Rohit Sharma, aged 37 years, is the CFO of our Company. He holds a bacholers degress in science from Jiwaji University, Gwalior. He has completed his MBA (Finance) from Sikkim Manipal University. He is having an experience of over 5 years in the field of finance and equity market. He joined our Company on October 31, 2012. He was appointed as CFO with effect from April 10, 2017. His responsibilities in our Company include overseeing the corporate finance, accounts, statutory audit, and financial projections of our Company. He looks after the day to day accounting system, tax and other liasioning work with various government authorities. The gross remuneration paid to him during FY 2017 was ₹ 2.94 lakhs.

Purvesh Kocha, aged 44 years, is the Production Manager of our Company. He has completed Diploma in Production Technology from Board of Technical Examination, Maharashtra. He has experience of over 15 years in gold and bullion business. Prior to joining our Company, he was associated with Shirpur Gold Refinery Limited. He has been associated with our Company since January 1, 2014. He was appointed as Production Manager with effect from April 10, 2017. He is currently responsible for ensuring quality production on outsource job work basis and timely delivery of goods. In Fiscal 2017, he received gross remuneration of ₹ 4.55 lakhs.

Mehul Mistry, aged 37 Years, is the Marketing and Sales Manager of our company. He has completed bachelor degree in commerce from Mumbai University. He has experience of over 5 years in marketing and sales in the gems & jewellery sector. Prior to joining our Company, he was associated with Jorss Bullion Private Limited. He has been associated with our Company since September 1, 2015. He is currently responsible for business development and client relationships. In Fiscal 2017, he received gross remuneration of ₹ 3.58 Lakhs.

Savita R. Navik, aged 30 years, is the Company Secretary and Compliance officer of our Company. She has completed her Masters in Commerce from University of Mumbai and is a qualified Company Secretary from the Institute of Company Secretaries of India. She has approximately over 2 years of experience in legal and secretarial matters. Prior to joining our Company, she was working with Satyug Gold Private Limited. At present, she is responsible for looking after

the secretarial matters of our Company. No remuneration was paid to her in the Fiscal 2017 by our Company as she joined our Company on March 29, 2017.

Shareholding of KMP

Except as disclosed in the Prospectus, none of the above mentioned key managerial personnel hold any Equity Shares in our Company. For details of shareholding of our Executive Directors and key managerial personnel, please refer "*Capital Structure*" on page 41.

Status of Key Managerial Personnel

All our key managerial personnel are permanent employees of our Company.

Nature of family relationship

Except as disclosed in the Prospectus, none of the above mentioned key managerial personnel are related to each other and neither are they related to our Promoters or Directors.

Bonus or Profit Sharing Plan for our Key Managerial Personnel

As on the date of this Prospectus our Company does not have any performance linked bonus or profit sharing plan with any of our key managerial personnel

Loans to Key Managerial Personnel

There is no loan outstanding against key managerial personnel as on 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 as per their terms of appointment, reimbursement of expenses incurred by them during the ordinary course of business.

None of the key managerial personnel has been paid any consideration of any nature from our Company, other than their remuneration.

Employees Stock Option Scheme

Our Company does not have any Employee Stock Option Scheme/ Employee Stock Purchase Scheme as on the date of filing of the Prospectus.

Payment or Benefit to officers of our Company

Except as stated in the Prospectus and any statutory payments made by our Company, no non-salary amount or benefit has been paid, in two preceding years, or given or is intended to be paid or given to any of our Company's officers except remuneration of services rendered as Directors, officers or employees of our Company.

Except as stated in the section "*Financial Statements*" on page 93 of the Prospectus, none of the beneficiaries of loans and advances and sundry debtors are related to our Company, our Directors or our Promoters.

Currently, our Company does not have any profit sharing plans or any employee stock option or purchase schemes for our employees.

Arrangements and Understanding with Major Shareholders

None of our key managerial personnel or Directors has been appointed pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others. For more information, please refer "*History and Certain Other Corporate Matters*" on page 71.

Changes in our Company's Key Managerial Personnel during the last three years

Except as disclosed below, there have been no changes in our Key Managerial Personnel during the last three years

Name of KMP	Date of appointment	Date of cessation	Reason
Mehul Mistry	September 1, 2015	--	Appointment
Savita R. Navik	March 29, 2017	-	Appointment as Company Secretary & Compliance Officer

Employees

The details about our employees appear under the paragraph titled "*Our Business - Manpower*" on page 66.

OUR PROMOTERS AND PROMOTER GROUP

Ketan M. Shroff is the Promoter of our Company.

Details of our Promoter:



Ketan M. Shroff, aged 46 years, is the Chairman and Managing Director of our Company. He is a resident Indian national. He is an under graduate. He has experience of over 25 years in the bullion market, gold jewellery business, commodities, FOREX and precious metals. He is known in giving updates in relation to international economy impacts on the Gold Industry to various journals and news papers. He has also been the joint secretary of the India Bullion and Jewellers Association Limited. He has been on our Board since the incorporation of our Company. He is entrusted with the responsibility of looking after the overall management and operations, planning and implementation of the strategies of our Company.

For further details of Ketan M. Shroff, including his terms of appointment as the Chairman and Managing Director and other directorships, please refer "*Our Management*" on page 74.

Passport No: Z2289941
Driving License: MH02 2006 2063892
AADHAR: 3903 2138 4021
Address: 701, Anjali Building, Chatrapati Shivaji Marg, Vakola Bridge, Santacruz East, Mumbai – 400055, Maharashtra

As on the date of the Prospectus, Ketan M. Shroff holds 91,10,980 Equity Shares representing 99.85% of the pre-issue paid-up share capital of our Company.

For details of other ventures of Ketan M. Shroff, please refer "*Our Group Entities*" on page 88.

We confirm that the PAN, bank account number and passport number of our Promoter will be submitted to NSE on whose EMERGE Platform the Equity Shares are proposed to be listed at the time of filing the Prospectus with NSE.

Interest of our Promoter

Our Promoter is interested in our Company to the extent (i) that he has promoted our Company; (ii) of his shareholding and the shareholding of his relatives in our Company and the dividend payable, if any and other distributions in respect of the Equity Shares held by him or his relatives; (iii) of being Chairman and Managing Director and Key Management Personnel of our Company and the remuneration, sitting fees and reimbursement of expenses payable by our Company to him; (iv) that he has mortgaged his personal properties and provided personal guarantees for the loans availed by our Company; (v) of being a subscriber to the Memorandum of Association of our Company; (v) of his relatives having been appointed to places of profit in our Company; and (vi) that our Company has undertaken transactions with him, or his relatives or entities in which our Promoter hold shares. For details regarding the shareholding of our Promoter in our Company, please refer "*Capital Structure*", "*Our Management*" and "*Related Party Transactions*" on pages 41, 74 and 91, respectively.

Our Promoter does not have any interest in any property acquired by our Company within two years of the date of the Prospectus or proposed to be acquired by it or in any transaction in acquisition of land and construction of building etc. Except as stated in the "*Related Party Transactions*" on page 91, our Promoters do not have any interest in any supply of machinery to our Company.

Other than as disclosed in the section "*Financial Statements - Annexure XV – Statement of Related Party Transactions*" on page 114, there are no sales/purchases between our Company and our Promoter and Promoter Group and Group Companies when such sales or purchases exceeding in value in the aggregate 10% of the total sales or purchases of our Company or any business interest between our Company, our Promoter, our Promoter Group and Group Companies as on the date of the last financial statements.

As on the date of the Prospectus, our Promoter may be interested to the extent of mortgaging personal properties and giving personal guarantee as security in relation to certain loans availed by our Company. Further, our Promoter may be interested to the extent the Company has availed unsecured loans from him which are repayable on demand. For further details, please refer "*Financial Statements - Annexure XV – Statement of Related Party Transactions*" and "*Financial Indebtedness*" on pages 114 and 125, respectively.

Change in the management and control of our Company

Our Promoter is the original promoter of our Company and there has not been any change in the management or control of our Company.

Group Company

For details of our group entities, please refer "Our *Group Entities*" on page 88.

Payment or Benefit to Promoter

Except as stated above in "*Interest of Promoter*" and in "*Financial Statements - Annexure XV – Statement of Related Party Transactions*" on pages 85 and 114, respectively, there has been no payment of benefits to our Promoter, members of our Promoter Group and Group Entities, during the two years preceding the filing of the Prospectus.

Litigation

For details relating to legal proceedings involving the Promoter, please refer '*Outstanding Litigation and Material Developments*' on page 127.

Other Confirmations

Our Promoter and his relatives have not been declared as Wilful Defaulters and there are no violations of securities laws committed by our Promoter in the past and no proceedings for violation of securities laws are pending against him.

Our Promoter and members of our Promoter Group have not been prohibited from accessing or operating in capital markets, or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other regulatory or governmental authority.

There is no litigation or legal action pending or taken by any ministry, department of the Government or statutory authority during the last five years preceding the date of the Prospectus against our Promoter.

Our Promoter is not and has never been a promoter, director or person in control of any other company which is debarred, prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Except as disclosed in "*Related Party Transactions*" on page 91, our Promoter is not related to any of the sundry debtors or beneficiaries of loans and advances of our Company.

Our Promoter is not interested in any entity which holds any intellectual property rights that are used by our Company.

Guarantees

Except as stated in "*Financial Indebtedness*" on page 125, our Promoter has not given any guarantee to any third party as of the date of the Prospectus.

Companies with which our Promoter has disassociated in the last three years

Except as stated under, our Promoter has not disassociated himself as a promoter(s) from any Company in three years preceding the date of the Prospectus:

Name of the Entity	Reason for Disassociation	Date of Disassociation
Royal Refinery Private Limited	Ceased to be a Shareholder and a Director	April 1, 2016

OUR PROMOTER GROUP

In addition to the Promoter named above, the following individuals and entities form part of the Promoter Group:

A. **Individuals forming part of Promoter Group:**

Relationship	**Mr. Ketan M. Shroff**
Father	Mr. Madhusudan Shroff
Mother	Mrs. Sulochana Shroff
Spouse	Mrs. Dipti Shroff
Brother	Mr. Pinakin Shroff Mr. Dharmendra Shroff
Sister	--
Son	--
Daughter	--
Spouse's Father	Mr. Jagdish R. Sanghvi
Spouse's Mother	Mrs. Jyoti Sanghvi
Spouse's Brother	--
Spouse's Sister	Ms. Niti Sanghvi Ms. Priti Sanghvi

B. **Entities forming part of Promoter Group:**

Companies: ***NIL***

Partnership Firms : ***NIL***

LLPs: ***PENTA BULLION LLP***

H.U.F: ***Ketan M. Shroff (H.U.F.)***

Proprietary concern: ***NIL***

Trusts: ***Nil***

All persons whose shareholding is aggregated for the purpose of disclosing in the Prospectus under the heading "shareholding of the promoter group": ***Nil***

Relationship of Promoter with our Directors

Ketan M. Shroff: Spouse of Dipti Ketan Shroff

OUR GROUP ENTITIES

As per the requirements of SEBI (ICDR) Regulations, for the purpose of identification of 'Group Companies', our Company considered companies as covered under the applicable accounting standards, being AS 18 (as mentioned in our restated financial statements), or other companies as considered material by our Board.

Based on above, our Board has identified following entities as our Group Entities. Set forth below are details of our Group Entity as on the date of this Prospectus.

1. GROUP COMPANIES : NIL

2. PARTNERSHIP FIRM

M/s. PENTA BULLION LLP

M/s. Penta Bullion LLP is a Limited Liability Partnership formed under the LLP Act, 2008 *vide* LLP agreement dated July 17, 2013. Changes in the LLP were made vide the Amendment to LLP Agreement dated October 7, 2013. The LLP registration number is AAB-6496.

M/s. Penta Bullion LLP has its office at 2224, Manek Chowk, Opp. Old Share Bazar, Ahmedabad-380 001, Gujarat. M/s. Penta Bullion LLP is currently engaged in the business *inter alia* of trading of Bullion.

As on the date of the Prospectus, M/s. Penta Bullion LLP has two partners, Mr. Ketan M. Shroff and Mrs. Pinakin M. Shroff. The partners share the profits and losses of M/s. Penta Bullion LLP in the ratio of 99% and 1% between Mr. Ketan M. Shroff and Mrs. Pinakin M. Shroff, respectively.

Financial Information

(₹ in Lakhs)

Particulars	For the period ended March 31		
	2016	2015	2014
Total Income	17820.95	38740.93	8429.83
Net Profit	(34.98)	16.19	1.39
Partners Funds	1.00	1.00	1.00

3. HUFs:

Ketan M Shroff HUF

Mr. Ketan M. Shroff is the karta of the HUF. There are no operations and no transactions in the HUF.

Related Party Transactions and sales and purchases between our Company and Group Entities

For details of related party transactions entered into by our Company, please refer to "*Related Party Transactions"* on page 91.

Common Pursuits

Our Promoter and our Group Entities are authorized to carry on similar lines of business as conducted by our Company, pursuant to the provisions of their respective constitutional documents. We have in the past entered and expect to continue to enter into transactions with certain related parties in the ordinary course of our business, including due to the industry and regulatory framework in which we operate. For details of related party transactions with our Promoter and Group Entities, please refer "*Financial Statements*" on page 93. While we believe that all our related party transactions have been conducted on arm's length basis, our Promoter and members of the Promoter Group have interests in other companies and entities, either as directors or otherwise, that may compete with us. For more information, please refer "*Risk Factors*" on page 14, "*Our Management*" on page 74 and "*Financial Statements*" on page 93.

As a result, conflicts of interests may arise in allocating business opportunities amongst our Company and our Group Entities in circumstances where our respective interests diverge. In cases of conflict, our Promoter may favour other

companies in which our Promoter has interest. We have not entered into any non-compete agreement with our Promoter and/or Group Entities. While, we shall adopt necessary procedures and practices as permitted by law to address any conflict situations, as and when they may arise, we cannot assure you that our Promoter or our Group Entities or members of the Promoter Group will not compete with our existing business or any future business that we may undertake or that their interests will not conflict with ours.

Other Confirmations

Business interest of Group Entities in our Company

None of our Group Entities have any business or other interest in our Company except for business conducted on an arms' length basis. For more information on business transactions with our Group Entities and their significance on our financial performance, please refer "*Financial Statements*" on page 93.

Sale or Purchase between our Company and our Promoter Group Companies

There are no sales or purchases between our Company and any Company in the Promoter Group and the Group Companies / Entities except as stated under the titled "*Related party transactions*" on page 91 exceeding 10% of the sales or purchases of our Company.

Interest in promotion of Our Company

None of our Group Entities were interested in the promotion of our Company.

Interest in the property of Our Company

Our Group Entities do not have any interest in any property acquired by or proposed to be acquired by our Company two years prior to filing of this Prospectus.

Interest in the transaction involving acquisition of land

None of our Group Entities were interested in any transaction with our Company involving acquisition of land and construction of building etc. Except as stated in the "*Related Party Transactions*" on page 91, our Group Entities do not have any interest in any supply of machinery to our Company.

Litigation

For details relating to legal proceedings involving our Group Entities, please refer '*Outstanding Litigation and Material Developments*' on page 127.

Payment or Benefit to our Group Entities

Except as stated in the "*Related Party Transactions"* on page 91, there has been no payment of benefits to our Group Entities during the two years prior to the filing of this Prospectus.

Other Confirmations

As on the date of this Prospectus, none 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.

As on the date of this Prospectus, none of the Group Companies: (i) are listed on any stock exchange; (ii) have completed any public or rights issue since the date of its incorporation; (iii) have become a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1995 in India; (iv) has received any winding up petition accepted by a court; (v) have become defunct; (vi) have made an application to the relevant registrar of companies (in India), for striking off its name; (vii) have been identified as wilful defaulters, as defined under the SEBI (ICDR) Regulations and there are no violations of securities laws committed by them in the past and no proceedings pertaining to such penalties are pending against them (viii) have been refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad (ix) had negative net worth as of the date of their last audited financial statements.

DISCLOSURES PERTAINING TO WILFUL DEFAULTERS

Our Company, our Promoter, Group Entities and/or our Directors, have not been declared as wilful defaulters by the RBI or any bank or financial institution or consortium thereof. Further, our Company, our Promoter, Group Entities and/or our Directors, have not been debarred from dealing in securities and/or accessing capital markets by SEBI or any other regulatory or governmental authority. No disciplinary action has been taken by the SEBI or any stock exchanges against our Company, our Promoter or our Directors, that may have a material adverse effect on our business or financial position, nor, so far as we are aware, are there any such proceedings pending or threatened.

We hereby certify and confirm that there have been no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by our Company, promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) during the past three years.

RELATED PARTY TRANSACTIONS

For details of related party transactions of our Company during the last five financial years, as per the requirements under Accounting Standard 18 "*Related Party Disclosures*" issued by the Institute of Chartered Accountants of India and as reported in the Restated Financial Statements, please refer "*Financial Statements*" on page 93.

DIVIDEND POLICY

The declaration and payment of dividends, if any, will be recommended by our Board of Directors and approved by our shareholders at their discretion, subject to the provision of the Articles of Association and the Companies Act. The dividends, if any, will depend on a number of factors, including but not limited to the earnings, capital requirements and overall financial position of our Company. In addition, our ability to pay dividends may be impacted by a number of other factors, including, restrictive covenants under the loan or financing documents we may enter into from time to time. For further details on restrictive covenants, please refer "*Financial Indebtedness*" on page 125. Our Company has no formal dividend policy. Our Board may also, from time to time, pay interim dividends. Our Company has not declared any dividends since its incorporation.

SECTION V – FINANCIAL INFORMATION
FINANCIAL STATEMENTS

RESTATED FINANCIAL STATEMENTS

Auditor's Report

The Board of Directors,
Penta Gold Limited
30, 1st Floor, Champa Gully,
Zaveri Bazar,Mumbai – 400 002,
Maharashtra, India

Dear Sirs,

We have examined the Restated Summary Financial Statements and Other Financial Information of PENTA GOLD LIMITED; CIN: U51109GJ2012PLC069352 (the 'Company') for the period from March 12, 2012 to March 31, 2013; financial years ended March 31, 2014, 2015, 2016 and 2017 based on the audited financial statements reviewed by us annexed to this report and initialed by us for identification. The said Restated Summary Financial Statements and Other Financial Information have been prepared for the purposes of inclusion in the Prospectus (hereinafter referred to as "Offer Document") in connection with the proposed Initial Public Offer ("IPO") of the Company in accordance with the requirements of:

(i) Section 26 read with applicable provisions within Rule 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act, 2013, As amended (hereinafter referred to as the "Act");

(ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the 'SEBI Regulations') issued by the Securities and Exchange Board of India ('SEBI'); and the related clarifications issued by the Securities and Exchange Board of India as amended to date;

(iii) The terms of our letter of engagement dated May 15, 2017 with the Company requesting us to carry out assignment in connection with the Offer Document being issued by the Company for its proposed IPO.

(iv) In terms of Schedule VIII, Clause IX (9) of the SEBI (ICDR) Regulations, 2009 and other provisions relating to accounts of the Penta Gold Limited, We, M/s. Maheshwari& Co., Chartered Accountants, have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the 'Peer Review Board' of the ICAI.

(v) Audit of the financial statements for the period from March 12, 2012 to March 31, 2013; financial years ended March 31, 2014, 2015, 2016 and 2017 has been conducted by Company's Statutory Auditor, M/s R A N K & Associates, Chartered Accountants, Mumbai. The company has prepared these restated financial statements in compliance and as provided in SEBI (ICDR) Regulations, 2009.

(vi) The Proposed public issue will be for a fresh issue of equity shares of ₹ 10 each, at the issue price of 35 per Equity Share (referred to as 'the issue').

(vii) Financial Information of the Company

The Restated Summary financial Statements and Other Financial Information have been prepared by the Company and approved by the Board of Directors of the Company.

A. Restated Summary Financial Statements:

1. We have examined the attached 'Summary financial Statement of Assets and Liabilities, As Restated' (Annexure I) as at March 31, 2013, 2014, 2015, 2016 and 2017 and the attached 'Summary Statement of Profits and Losses, As Restated' (Annexure II) and the attached 'Summary Statement of Cash Flows, As Restated' (Annexure III) for the period from March 12, 2012 to March 31, 2013; financial years ended March 31, 2014, 2015, 2016 and 2017;which have been extracted by the management and approved by the board of directors. Representations have been taken from the management for the additional information for these years. (Annexure I, II and III are collectively referred to in this report as the "Restated Summary Financial Statements").

2. The Restated Summary Financial Statements are after making adjustments and regroupings as in our opinion were appropriate and more fully described in the 'Statement of Significant Accounting Policies' and 'Notes to the Re-stated Financial Statements' (Annexure IV) and (Annexure V) respectively.

3. In accordance with the requirements of section 26 read with applicable provisions within Rule 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act, 2013, As amended (hereinafter referred to as the "Act"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 and terms of our engagement agreed with the company, and based on our examination of the Restated Summary Statements, we confirm that:

a. The Restated summary Financial Statement - the restated summary statement of assets and liabilities, the restated summary statement of profit and loss, and the restated summary statement of cash flow ("summary statements") of the company, for the period from March 12, 2012 to March 31, 2013; financial years ended March 31, 2014, 2015, 2016 and 2017 has been examined by us, as set out in annexure-I, II and III to this report read with and subject to the adjustment in Annexure V - Notes to the restated Financial statements and other observations as given herein after, are after making material adjustments and regrouping as in our opinion were appropriate and more fully described in Significant Accounting Policies, Notes to the financial statements (refer annexure- IV & V).

b. Based on and subject to our comments as above, we are of the opinion that restated financial information have been made after incorporating:

i. Adjustments if any, made for the changes in Accounting Policies and Estimates adopted by the Company with retrospective effect to reflect the significant accounting policies being adopted by company as on March 31, 2017 are explained in annexure V to this report.

ii. The "Restated Summary Financial Statements" have to be read in conjunction with the Significant Accounting Policies and Notes given in Annexure IV of this report.

iii. Amounts if any, relating to adjustments for previous years have been identified and adjusted in the statements in the year to which they relate;

iv. There are no extra-ordinary items that need to be disclosed separately in the Restated Summary financial Statements;

v. There are no qualifications in auditor's reports for incorrect accounting policies that require Adjustment in the Restated Summary Statements.

Summary of significant accounting policies adopted by the Company and material adjustments carried out in the preparation of the Restated Summary Statements & the significant notes to thereto be enclosed as Annexure IV and Annexure V to this report.

B. Other Financial Information:

4. At the request of the company, we have also examined the following financial information ("Other Financial Information") proposed to be included in the offer document prepared by the management and approved by the board of directors of the company and annexed to this report:

i Restated Statement of Share Capital - Annexure – I.1;
ii Restated Statement of Reserve & Surplus - Annexure – I.2 ;
iii Restated Statement of Long Term Borrowings - Annexure I.3;
iv Restated Statement of Deferred Tax liability/Assets (net)- Annexure I.4;
v Restated Statement of Short Term Borrowings - Annexure I.5;
vi Restated Statement of Trade Payables - Annexure I.6;
vii Restated Statement of Other Current Liabilities - Annexure I.7;
viii Restated Statement of Short Term Provision - Annexure I.8;
ix Restated Statement of Fixed Assets - Annexure I.9;
x Restated Statement of Long Term Loans and Advances - Annexure I.10;
xi Restated Statement of Inventories - Annexure I.11;
xii Restated Statement of Trade Receivables - Annexure I.12;
xiii Restated Statement of Cash and Cash Equivalents - Annexure I.13;

xiv Restated Statement of Short Term Loans and Advances - Annexure I.14;
xv Restated Statement of Other Current Assets - Annexure I.15;
xvi Restated Statement of Revenue from operations - Annexure II.1;
xvii Restated Statement of Other Income - Annexure II.2;
xviii Restated Statement of Changes in Inventories - Annexure II.3;
xix Restated Statement of Cost of Purchases and Other Direct Expenses - Annexure II.4;
xx Restated Statement of Other Expenses - Annexure II.5;
xxi Restated Statement of Employees Benefit Expenses - Annexure II.6;
xxii Restated Statement of Finance Cost - Annexure II.7;

Other Annexure:

Annexure IV : Statement of Significant Accounting Policies
Annexure V : Notes to the Re-stated Financial Statements
Annexure VI : Statement of Accounting & Other Ratios, As Restated
Annexure VII : Statement of Capitalization, As Restated
Annexure VIII : Statement of Tax Shelter, As Restated
Annexure IX : Statement of Principle Terms of Secured Loans and Assets Charged as Security.
Annexure X : Statement of Related Parties & Transactions.
Annexure XI : Statement of Dividends.
Annexure XII : Changes in the Significant Accounting Policies.

5. In our opinion, the Restated Summary Financial Statements and the other Financial Information set forth in Annexure I to XVII read with the significant accounting policies and notes to the restated financial statements have been prepared in accordance with section 26 read with applicable provisions within Rule 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act, 2013 and the SEBI Regulations and the Guidance Note on the reports in Company Prospectus (Revised) issued by the Institute of Chartered Accountants of India (ICAI).

   Consequently the financial information has been prepared after making such regroupings and adjustments as were, in our opinion, considered appropriate to comply with the same. As result of these regrouping and adjustments, the amount reported in the financial information may not necessarily be the same as those appearing in the respective audited financial statements for the relevant years.

6. This report should not in any way construed as a reissuance or redrafting of any of the previous audit report issued by us or by any other firm of Chartered Accountants nor should this report be construed as new opinion on any of the financial statement referred to therein.

7. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

8. This report is intended solely for your information and for inclusion in the Offer document in connection with the Company's proposed IPO of equity shares and is not to be used, referred to or distributed for any other purpose without our prior written consent.

As per our Report Attached
For Maheshwari& Co.
Chartered Accountants
Firm Registration Number – 105834W

(Pawan Gattani)
Partner
Membership Number - 144734

Place: Mumbai
Date: August 18, 2017

Annexure - I

Statement of Assets and Liabilities, As Restated

(₹Lakhs)

Particulars	Note No.	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Equity & Liabilities						
Shareholders Fund						
Share Capital	I.1	912.50	456.25	431.25	431.25	325.00
Reserves and Surplus	I.2	662.87	950.59	672.69	514.23	57.10
Total Shareholder's Fund		**1,575.37**	**1,406.84**	**1,103.94**	**945.48**	**382.10**
Non Current Liabilities						
Long Term Borrowings	I.3	0.00	3.34	6.70	0.00	802.93
Long Term Provisions	--	0.00	0.00	0.00	0.00	0.00
Deferred Tax Liability	I.4	0.64	1.10	2.17	2.96	0.28
Total Current Liabilities		**0.64**	**4.44**	**8.87**	**2.96**	**803.21**
Current Liabilities						
Short Term Borrowings	I.5	4,648.37	3,360.25	2,654.35	2,033.01	399.04
Trade Payables	I.6	1,325.61	1,503.63	2,054.04	1,819.44	3,430.38
Other Current Liabilities	I.7	9.22	6.66	4.49	3.21	20.23
Short Term Provisions	I.8	100.90	100.15	52.35	18.02	33.31
Total Current Liabilities		**6,084.09**	**4,970.69**	**4,765.23**	**3,873.69**	**3,882.96**
Total Equity & Liability		**7,660.11**	**6,381.97**	**5,878.04**	**4,822.13**	**5,068.27**
Non-Current Assets						
A) Fixed Assets						
Tangible Assets	I.9	107.81	121.79	139.49	142.02	5.06
Intangible Assets		0.00	0.00	0.00	0.00	0.00
Total Fixed Assets (A)		**107.81**	**121.79**	**139.49**	**142.02**	**5.06**
B) Non Current Investments	--	0.00	0.00	0.00	0.00	0.00
C) Long Term Loans And Advances	I.10	62.59	9.38	7.11	11.47	2.01
D) Other Non Current Assets	--	0.00	0.00	0.00	0.00	0.00
Total Non Current Assets		**170.39**	**131.17**	**146.60**	**153.49**	**7.07**
Current Assets						
Current Investments	--	0.00	0.00	0.00	0.00	0.00
Inventories	I.11	3,326.79	2,436.62	2,268.96	966.68	1,121.33
Trade Receivables	I.12	3,548.35	3,449.56	1,562.37	1,919.68	2,830.09
Cash And Cash Equivalents Balances	I.13	591.75	272.71	1,826.71	1,653.84	949.43
Short Term Loans And Advances	I.14	9.74	82.20	51.91	71.84	144.47
Other Current Assets	I.15	13.09	9.71	21.49	56.59	15.88
Total Current Assets		**7,489.72**	**6,250.80**	**5,731.44**	**4,668.64**	**5,061.20**
Total Assets		**7,660.11**	**6,381.97**	**5,878.04**	**4,822.13**	**5,068.27**

Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

Annexure - II

Summary Statement of Profit and Loss, As Restated

(₹Lakhs)

Particulars	Note No.	FY ended 31.03.17	FY ended 31.03.16	FY ended 31.03.15	FY ended 31.03.14	Period from 12.03.12 to 31.03.13
Income						
Revenue From Operations	II.1	22579.81	24194.62	23538.26	83896.56	26299.82
Other Income	II.2	287.87	129.49	161.16	84.49	9.54
Changes in Inventories of Finished Goods, Work-in-Progress and Stock- in-Trade	II.3	890.17	167.65	1302.28	(154.64)	1121.33
Total Revenue		**23757.84**	**24491.76**	**25001.70**	**83826.41**	**27430.69**
Expenditure						
Cost Of Purchases and Other Direct Expenses	II.4	22898.09	23718.39	24361.46	83342.71	27245.81
Other Expenses	II.5	110.61	62.74	57.93	49.97	28.12
Employee Benefit Expenses	II.6	55.33	54.17	45.45	53.44	21.54
Total (B)		**23064.03**	**23835.30**	**24464.84**	**83446.12**	**27295.47**
Profit Before Interest, Depreciation And Tax		**693.81**	**656.46**	**536.86**	**380.29**	**135.22**
Depreciation		14.44	18.20	17.51	7.76	0.71
Profit Before Interest And Tax		**679.37**	**638.26**	**519.35**	**372.53**	**134.51**
Financial Charges	II.7	412.90	357.47	277.67	164.27	49.15
Profit Before Taxation		**266.46**	**280.79**	**241.67**	**208.25**	**85.36**
Provision For Taxation		98.39	103.96	84.00	67.20	27.98
Provision For Deferred Tax		(0.46)	(1.07)	(0.79)	2.68	0.28
Total		**97.93**	**102.89**	**83.21**	**69.88**	**28.26**
Profit After Tax But Before Extra Ordinary Items		**168.54**	**177.90**	**158.46**	**138.38**	**57.10**
Extraordinary Items			0.00	0.00	0.00	0.00
Prior Period Items		0.00	0.00	0.00	0.00	0.00
Net Profit After Adjustments		**168.54**	**177.90**	**158.46**	**138.38**	**57.10**
Net Profit Transferred To Balance Sheet		**168.54**	**177.90**	**158.46**	**138.38**	**57.10**

Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

Annexure - III

Summary Statement of Cash Flow, As Restated

(₹Lakhs)

Particulars	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
A. Cash Flow From Operating Activities					
Profit Before Tax	**266.46**	**280.79**	**241.67**	**208.25**	**85.36**
Adjusted For :					
A. Depreciation	14.44	18.20	17.51	7.76	0.71
B. Interest Expenses & Finance Cost	412.90	357.47	277.67	164.27	49.15
C. Interest & Other Income	(287.87)	(129.49)	(161.16)	(84.49)	(9.54)
Operating Profit Before Working Capital Changes	**405.94**	**526.97**	**375.70**	**295.80**	**125.68**
Adjusted For :					
A. Decrease /(Increase) in Inventories	(890.17)	(167.66)	(1,302.28)	154.65	(1,121.33)
B. Decrease / (Increase) in Trade Receivable	(98.79)	(1,887.19)	357.31	910.41	(2,830.09)
C. (Increase) / Decrease in Short Term Loans And Advances	72.46	(30.29)	19.93	72.63	(144.47)
D. Increase / (Decrease) in Trade Payables	(178.02)	(550.41)	234.60	(1,610.94)	3,430.38
E. Increase / (Decrease) in Short Term Provisions	0.75	47.80	34.33	(15.29)	33.31
F. Increase / (Decrease) in Other Current Liabilities	2.56	2.17	1.28	(17.02)	20.23
G. (Increase) / Decrease in Other Current Assets	(3.38)	11.78	35.10	(40.71)	(15.88)
Cash Generated From Operations	**(688.65)**	**(2,046.83)**	**(244.03)**	**(250.47)**	**(502.17)**
Income Tax Paid (Net Of Refunds)	98.39	103.96	84.00	67.20	27.98
Net Cash Generated From Operation	**(787.04)**	**(2,150.79)**	**(328.04)**	**(317.67)**	**(530.15)**
B. Cash Flow From Investing Activites					
A. Purchase (Sale) Of Fixed Assets	(0.45)	(0.50)	(14.98)	(144.72)	(5.76)
B.(Purchase) / Sale Of Non-Current Investment	0.00	0.00	0.00	0.00	0.00
C. (Increase) / Decrease in Long Term Loans And Advances	(53.21)	(2.27)	4.36	(9.46)	(2.01)
D. Increase / (Decrease) in Long Term Provisions	0.00	0.00	0.00	0.00	0.00
E. (Increase) / Decrease in Other Non Current Assets	0.00	0.00	0.00	0.00	0.00
F. (Increase) in Misc. Expenses	0.00	0.00	0.00	0.00	0.00
G. Interest & Other Income	287.87	129.49	161.16	84.49	9.54
H. Dividend Income	0.00	0.00	0.00	0.00	0.00
Net Cash (Used) in Investing Activities	**234.21**	**126.72**	**150.54**	**(69.69)**	**1.77**
C. Cash Flow From Financing Activites					
A. Interest & Finance Cost	(412.90)	(357.47)	(277.67)	(164.27)	(49.15)
B. Proceeds From Share Issued / Application	0.00	125.00	0.00	425.00	325.00
C. (Repayments) / Proceeds Of Long Term Borrowings	(3.34)	(3.36)	6.70	(802.93)	802.93
D. (Repayments) / Proceeds Of Short Term Borrowings	1288.12	705.90	621.34	1,633.97	399.04
Net Cash Generated/(Used) in Financing Activities	**871.88**	**470.07**	**350.37**	**1,091.77**	**1,477.82**

Net Increase / (Decrease) in Cash and Cash Equivalents	**319.04**	**(1,554.00)**	**172.87**	**704.41**	**949.43**
Cash and Cash Equivalents at the Beginning of the Year	**272.71**	**1,826.71**	**1,653.84**	**949.43**	**0.00**
Cash and Cash Equivalents at the end of the Year	**591.75**	**272.71**	**1,826.71**	**1,653.84**	**949.43**

Notes:

- The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard -3 'Cash Flow Statement'. Previous year's figures have been regrouped / rearranged / recasted wherever necessary to make them comparable with those of current year.
- The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

Annexure – I.1

Restated Statement of Share Capital

(₹Lakhs)

Statement of Share Capital

Particulars	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Authorised					
Equity shares of ₹ 10/- each	1,500.00	500.00	500.00	500.00	400.00
Issued, Subscribed & Fully Paid-up					
Equity shares of ₹ 10/- each	912.50	456.25	431.25	431.25	325.00

Note: The Company has only one class of equity shares of par value ₹ 10 each. Each equity shareholder is entitled to one vote per share held, and on liquidation entitled to receive balance of net assets remaining after settlement of all debts, creditors & preferential amounts, proportionate to their respective shareholding. No dividend is proposed.

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

(No. of Equity Shares)

Particulars	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Shares outstanding at the beginning of the year	4562500	4312500	4312500	3250000	10000
Shares issued during the year	0.00	250000	0.00	1062500	3240000
Bonus Issued during the year	4562500	0.00	0.00	0.00	0.00
Share outstanding at the end of the year	9125000	4562500	4312500	4312500	3250000

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

Particulars	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Ketan M. Shroff					
No. of Shares	9110980	4555490	4305865	4305865	3245000
% Holding	99.85	99.85	99.85	99.85	99.85

Annexure – I.2

Restated Statement of Reserve & Surplus

(₹Lakhs)

Particulars	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Statement of Profit & Loss					
Opening balance	531.84	353.94	195.48	57.10	0.00
Add: Profit for the year	168.54	177.90	158.46	138.38	57.10
Profit available for appropriation	**700.37**	**531.84**	**353.94**	**195.48**	**57.10**
Less: Utilised for Bonus Issue	37.50	0.00	0.00	0.00	0.00
Balance as at the end of the year	**662.87**	**531.84**	**353.94**	**195.48**	**57.10**
Securities Premium Account					
Opening balance	418.75	318.75	318.75	0.00	0.00
Add: Additions during the year	0.00	100.00	0.00	318.75	0.00
Less: Utilised for Bonus Issue	418.75	0.00	0.00	0.00	0.00
Balance as at the end of the year	**0.00**	**418.75**	**318.75**	**318.75**	**0.00**
Total Reserve & Surplus	**662.87**	**950.59**	**672.69**	**514.23**	**57.10**

Annexure – I.3

Restated Statement of Long Term Borrowings

(₹Lakhs)

Particulars	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Secured Loans					
Term Loans					
Vehicle Loan Axis Bank	0.00	3.34	6.70	0.00	0.00
Unsecured Loans					
Mr. Ketan M. Shroff	0.00	0.00	0.00	0.00	802.93
Total	**0.00**	**3.34**	**6.70**	**0.00**	**802.93**

Annexure – I.4

Restated Statement of Deferred Tax liability/Assets (net)

(₹Lakhs)

Particulars	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Opening Deferred Tax Liability / (Asset)	1.10	2.17	2.96	0.28	0.00
Deferred Tax Asset					
On the Block of Fixed Assets	0.46	1.07	0.79	0.00	0.00
On Other Items	0.00	0.00	0.00	0.00	0.00
Sub Total	**0.46**	**1.07**	**0.79**	**0.00**	**0.00**
Deferred Tax Liability					
On the Block of Fixed Assets	0.00	0.00	0.00	2.68	0.28
On Other Items	0.00	0.00	0.00	0.00	0.00
Sub Total	**0.00**	**0.00**	**0.00**	**2.68**	**0.28**
Net Deferred Tax Liability / (Asset)	-0.46	-1.07	-0.79	2.68	0.28
Closing Deferred Tax Liability / (Asset)	**0.64**	**1.10**	**2.17**	**2.96**	**0.28**

Annexure – I.5

Restated Statement of Short Term Borrowings

(₹Lakhs)

Particulars	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Secured					
Cash Credit/ Over Draft from State Bank of India	794.457	799.83	800.01	745.01	399.04
Cash Credit/ Over Draft from Axis Bank	611.73	676.89	1498.31	0.00	0.00
FCDL Axis Bank	395.27	0.00	0.00	0.00	0.00
FCDL Axis Bank	983.39	1003.37	0.00	0.00	0.00
Cash Credit/ Over Draft from KarurVysya Bank	697.95	0.00	0.00	0.00	0.00
Vehicle Loan - Axis Bank	3.34	3.35	3.02	0.00	0.00
Gold Loan from Bank of India	0.00	0.00	0.00	1,288.00	0.00
Unsecured					
Mr. Ketan M. Shroff	1,047.36	876.81	353.01	0.00	0.00
Magma Fincorp Limited	17.21	0.00	0.00	0.00	0.00
Capital First Limited	17.95	0.00	0.00	0.00	0.00
Edelweiss Retail Finance Limited	19.65	0.00	0.00	0.00	0.00
Neogrowth Credit Private Limited	22.84	0.00	0.00	0.00	0.00
United Petro Finance Limited	27.35	0.00	0.00	0.00	0.00
Kotak Mahindra Bank	9.88	0.00	0.00	0.00	0.00
Total	**4,648.37**	**3360.25**	**2654.35**	**2033.01**	**399.04**

Annexure – I.6

Restated Statement of Trade Payables

(₹Lakhs)

Particulars	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Trade Payables	1,305.61	1,503.63	1,375.21	1,819.44	3,430.38
Trade Advances	20.00	0.00	623.00	0.00	0.00
Others	0.00	0.00	55.83	0.00	0.00
Total	**1,325.61**	**1,503.63**	**2,054.04**	**1,819.44**	**3,430.38**

Annexure – I.7

Restated Statement of Other Current Liabilities

(₹Lakhs)

Particulars	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Statutory Dues	5.40	2.36	4.29	3.21	8.40
Salaries Payable	3.82	4.30	0.20	0.00	11.83
Total	**9.22**	**6.66**	**4.49**	**3.21**	**20.23**

Annexure – I.8

Restated Statement of Short Term Provision

(₹Lakhs)

Particulars	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Provision for Income Tax	94.58	97.55	49.62	12.72	16.30
Provision for Expenses	6.32	2.61	2.73	5.30	17.01
Total	**100.90**	**100.15**	**52.36**	**18.02**	**33.31**

Annexure – I.9

Restated Statement of Fixed Assets

(₹Lakhs)

Particulars	Gross Block (At Cost)				Depreciation / Amortisation				Net Block
	As At 01-04-2016	Additions during the Period	Deduc-tions during the Period	As At 31-03-17	Upto 01-04-16	For the Period	Deduc-tions during the Period	Upto 31-03-17	As At 31-03-17
Tangible Assets -									
Computer & Peripherals	4.96	0.38	0.00	5.34	4.36	0.28	0.00	4.64	0.69
Plant & Machinery	6.08	0.08	0.00	6.16	4.24	0.83	0.00	5.07	1.09
Vehicle	12.87	0.00	0.00	12.87	4.42	2.64	0.00	7.06	5.81
Office Building	142.05	0.00	0.00	142.05	31.16	10.69	0.00	41.84	100.21
Current Period Total	**165.96**	**0.45**	**0.00**	**166.42**	**44.17**	**14.44**	**0.00**	**58.61**	**107.81**
Previous Period Total	165.46	0.50	0.00	165.96	25.97	18.20	0.00	44.17	121.79
As at March 31, 2016									
Particulars	**Gross Block (At Cost)**				**Depreciation / Amortisation**				**Net Block**
	As At 01-04-2015	**Additions during the Period**	**Deductions during the Period**	**As At 31-03-2016**	**Upto 01-04-2015**	**For the Period**	**Deductions during the Period**	**Upto 31-03-2016**	**As At 31-03-16**
Tangible Assets -									
Computer & Peripherals	4.46	0.50	0.00	4.96	3.37	0.98	0.00	4.36	0.60
Plant & Machinery	6.08	0.00	0.00	6.08	2.68	1.56	0.00	4.24	1.84
Vehicle	12.87	0.00	0.00	12.87	0.58	3.84	0.00	4.42	8.45

Office Building	142.05	0.00	0.00	142.05	19.33	11.82	0.00	31.16	110.89
Current Period Total	**165.46**	**0.50**	**0.00**	**165.96**	**25.97**	**18.20**	**0.00**	**44.17**	**121.79**
Previous Period Total	150.48	14.98	0.00	165.46	8.46	17.51	0.00	25.97	139.49
As at March 31, 2015									
Particulars	**Gross Block (At Cost)**				**Depreciation / Amortisation**				**Net Block**
	As At 01-04-2014	**Additions during the Period**	**Deductions during the Period**	**As At 31-03-2015**	**Upto 01-04-2014**	**For the Period**	**Deductions during the Period**	**Upto 31-03-2015**	**As At 31-03-2015**
Tangible Assets -									
Computer & Peripherals	3.91	0.54	0.00	4.45	1.72	1.66	0.00	3.37	1.08
Plant & Machinery	4.52	1.56	0.00	6.08	0.50	2.18	0.00	2.68	3.40
Vehicle	0.00	12.87	0.00	12.87	0.00	0.58	0.00	0.58	12.29
Office Building	142.05	0.00	0.00	142.05	6.25	13.09	0.00	19.33	122.72
Current Period Total	**150.48**	**14.98**	**0.00**	**165.46**	**8.46**	**17.51**	**0.00**	**25.97**	**139.49**
Previous Period Total	5.76	144.72	0.00	150.48	0.70	7.76	0.00	8.46	142.02
As at March 31, 2014									
Particulars	**Gross Block (At Cost)**				**Depreciation / Amortisation**				**Net Block**
	As At 01-04-2013	**Additions during the Period**	**Deductions during the Period**	**As At 31-03-2014**	**Upto 01-04-2013**	**For the Period**	**Deductions during the Period**	**Upto 31-03-2014**	**As At 31-03-2014**
Tangible Assets -									
Computer & Peripherals	3.13	0.78	0.00	3.91	0.59	1.12	0.00	1.72	2.20
Plant & Machinery	2.63	1.89	0.00	4.52	0.11	0.39	0.00	0.50	4.02
Vehicle	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Office Building	0.00	142.05	0.00	142.05	0.00	6.25	0.00	6.25	135.80
Current Period Total	**5.76**	**144.72**	**0.00**	**150.48**	**0.70**	**7.76**	**0.00**	**8.46**	**142.02**
Previous Period Total	0.00	5.76	0.00	5.76	0.00	0.70	0.00	0.70	5.06
As at March 31, 2013									
Particulars	**Gross Block (At Cost)**				**Depreciation / Amortisation**				**Net Block**
	As At 12-03-2012	**Additions during the Period**	**Deductions during the Period**	**As At 31-03-2013**	**Upto 12-03-2013**	**For the Period**	**Deductions during the Period**	**Upto 31-03-13**	**As At 31-03-13**
Tangible Assets -									
Computer & Peripherals	0.00	3.13	0.00	3.13	0.00	0.59	0.00	0.59	2.54
Plant & Machinery	0.00	2.63	0.00	2.63	0.00	0.11	0.00	0.11	2.52
Current Period Total	**0.00**	**5.76**	**0.00**	**5.76**	**0.00**	**0.70**	**0.00**	**0.70**	**5.06**

nnexure – I.10

Restated Statement of Long Term Loans and Advances

(₹Lakhs)

	As at				
Particulars	**31.03.17**	**31.03.16**	**31.03.15**	**31.03.14**	**31.03.13**
Long Term					
Deposits - With Government Bodies	44.59	0.00	1.47	9.47	0.01
Income Tax	13.19	2.57	3.63	0.00	0.00
Trade Deposits	0.00	6.80	2.00	2.00	2.00
Other	4.81	0.01	0.01	0.00	0.00

Total	**62.59**	**9.38**	**7.11**	**11.47**	**2.01**

Annexure – I.11

Restated Statement of Inventories

(₹Lakhs)

Particulars	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Jewellery					
Raw material	1,923.74	182.38	1,438.67	11.45	0.14
Stock in process	1,249.30	1,450.24	218.30	0.00	317.76
Finished goods	153.75	779.62	611.99	921.49	685.92
Bullion	0.00	0.00	0.00	33.75	117.52
Silver Bars	0.00	24.39	0.00	0.00	0.00
Total	**3,326.79**	**2,436.62**	**2,268.96**	**966.68**	**1,121.33**

Annexure – I.12

Restated Statement of Trade Receivables

(₹Lakhs)

	As at				
Particulars	**31.03.17**	**31.03.16**	**31.03.15**	**31.03.14**	**31.03.13**
Debts due for the period exceeding 6 months	31.78	123.97	5.75	5.75	0.00
Other Debts	3516.57	3325.59	1,556.62	1,913.93	2830.09
Total	**3548.35**	**3449.56**	**1,562.37**	**1,919.68**	**2,830.09**

Annexure – I.13

Restated Statement of Cash and Cash Equivalents

(₹Lakhs)

Particulars	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Balances with banks in current account	278.48	23.32	791.87	186.41	519.14
Cash on hand	3.58	0.49	3.70	2.98	13.66
Other Bank Balances					
Fixed Deposit Receipts	309.69	248.90	1,031.14	1,464.45	416.63
Total	**591.75**	**272.71**	**1,826.71**	**1,653.84**	**949.43**

Annexure – I.14

Restated Statement of Short Term Loans and Advances

(₹Lakhs)

Particulars	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Advance for Office Premises	0.00	0.00	0.00	0.00	135.00
Deposits with government bodies	0.00	69.18	51.91	1.84	9.47
Trade Advances	9.74	13.02	0.00	70.00	0.00
Total	**9.74**	**82.20**	**51.91**	**71.84**	**144.47**

Annexure – I.15

Restated Statement of Other Current Assets

(₹Lakhs)

Particulars	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Margin Money with Broker	6.55	0.01	11.13	49.25	5.46
Membership Deposit- Bombay Bullion Association	1.35	1.35	1.35	1.35	1.35
Prepaid Expenses	5.20	8.05	7.27	5.09	7.87
Miscellaneous Expenditure to the extent not written off	0.00	0.30	0.60	0.90	1.20
Interest receivable on MVAT Refund	0.00	0.00	1.14	0.00	0.00
Total	**13.09**	**9.71**	**21.49**	**56.59**	**15.88**

Annexure –II.1

Restated Statement of Revenue from operations

(₹Lakhs)

Particulars	For the FY/Period ended				
	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Sale of products					
Jewellery					
- Domestic Sales	17,426.62	18,794.67	14,482.44	10,734.15	5,011.08
- Exports Sales	5,149.91	5,379.34	6,945.20	0.00	0.00
	22,576.53	**24,174.01**	**21,427.64**	**10,734.15**	**5,011.08**
Bullion	3.28	0.00	2,110.62	73,162.41	21,288.75
Silver Articles	0.00	20.61	0.00	0.00	0.00
Total	**22,579.81**	**24,194.62**	**23,538.26**	**83,896.56**	**26,299.83**

Annexure –II.2

Restated Statement of Other Income

(₹Lakhs)

	For the FY/Period ended				
Particulars	**31.03.17**	**31.03.16**	**31.03.15**	**31.03.14**	**31.03.13**
Interest Received	21.46	39.71	81.25	44.73	6.82
Profit on Hedge & Foreign Exchange Fluctuation	261.61	89.78	79.24	39.76	2.72
Commission	0.00	0.00	0.67	0.00	0.00
Other	4.79	0.00	0.00	0.00	0.00
Total	**287.86**	**129.49**	**161.16**	**84.49**	**9.54**

Annexure –II.3

Restated Statement of Changes in Inventories

(₹Lakhs)

Particulars	For the FY/Period ended				
	31.03.17	**31.03.16**	**31.03.15**	**31.03.14**	**31.03.13**
Jewellery					
Inventories at the end of the year					
Raw materials	1923.74	182.38	1438.67	11.45	0.14
Stock in process	1249.30	1450.24	218.30	0.00	317.76
Finished goods	153.75	779.62	611.99	921.49	685.92
	3326.79	**2412.23**	**2268.96**	**932.93**	**1003.81**
Inventories at the begining of the year					
Raw materials	182.38	1438.67	11.45	0.14	0.00
Stock in process	1450.24	218.30	0.00	317.76	0.00
Finished goods	779.62	611.99	921.49	685.91	0.00
	2412.23	**2268.96**	**932.93**	**1003.80**	**0.00**
Net increase (-) / decrease in Inventories (A)	**(914.55)**	**(143.27)**	**(1336.03)**	**70.87**	**(1003.81)**
Bullion					
Inventories at the end of the year (Silver Bars)	0.00	24.39	0.00	33.75	117.52
Inventories at the begin of the year	24.39	0.00	33.75	117.52	0.00
Net increase (-) / decrease in inventories (B)	24.39	(24.39)	33.75	83.77	(117.52)
Total Net increase (-) / decrease in Inventories (A+B)	**(890.16)**	**(167.66)**	**(1302.28)**	**154.64**	**(1121.33)**

Annexure –II.4

Restated Statement of Cost of Purchases and Other Direct Expenses

(₹Lakhs)

Particulars	For the FY/Period ended				
	31.03.17	**31.03.16**	**31.03.15**	**31.03.14**	**31.03.13**
Purchases	22,400.98	23,377.82	23,889.15	83,246.18	27,196.14
Commission (on Gold Metal Loan)	0.00	5.20	5.76	3.13	2.97
Job Work Charges	485.53	320.90	453.30	57.27	46.16
Packing Material	1.75	3.91	0.00	0.00	0.50
Premium & Other Charges	0.00	0.00	0.00	26.87	0.00
Service Tax, Octroi, Freight etc.	0.00	0.00	1.30	1.83	0.05
Import / Export Expenses	9.82	10.56	11.95	7.43	0
Total	**22,898.09**	**23,718.39**	**24,361.46**	**83,342.71**	**27,245.81**

Annexure –II.5

Restated Statement of Other Expenses

(₹Lakhs)

Particulars	For the FY/Period ended				
	31.03.17	**31.03.16**	**31.03.15**	**31.03.14**	**31.03.13**
Audit Fees	7.71	1.72	2.02	2.20	2.02
Advertisement Expenses	0.00	0.00	2.19	6.91	2.65
Bank charges	11.17	5.64	0.00	0.00	0.00
Bad Debts	6.33	0.00	0.00	0.00	0.00
Computer Expenses	4.25	3.69	3.83	2.46	0.74
Commission Expenses	2.44	3.07	0.00	0.00	0.00
Donations	5.06	0.17	0.00	0.32	1.56
Electricity Charges	1.96	3.00	2.48	1.61	0.53
Insurance Expenses	10.76	9.99	10.23	2.26	0.34
Interest On TDS	0.35	0.24	0.11	0.92	0.21
Legal & Professional Charges	41.99	13.72	8.01	4.84	8.50
Membership & Subscriptions	1.26	0.00	0.00	0.00	0.00
Miscellaneous Expenses	0.02	1.40	0.72	0.97	0.23
Office Expenses	0.31	0.18	0.89	0.70	1.30
Preliminary Expenses W/off	0.30	0.30	0.30	0.30	0.30
Printing & Stationery	0.20	0.25	0.41	0.98	0.62
Professional Tax (PTEC)	0.00	0.03	0.03	0.03	0.03
Rates & Taxes	0.06	0.00	0.00	0.00	0.00
Rent	10.40	15.20	20.60	21.36	7.55
Repairs & Maintenance Charges	0.18	1.27	1.83	1.44	0.81
Telephone Charges	1.50	1.75	1.22	0.92	0.43
Travelling Expenses	4.39	1.15	3.07	1.75	0.31
Total	**110.61**	**62.74**	**57.93**	**49.97**	**28.12**

Annexure –II.6

Restated Statement of Employees Benefit Expenses

(₹Lakhs)

Particulars	For the FY/Period ended				
	31.03.17	**31.03.16**	**31.03.15**	**31.03.14**	**31.03.13**
Salaries &Staff Welfare	26.91	25.76	18.64	26.44	3.79
Managerial Remuneration	28.42	28.42	26.81	27.00	17.75
Total	**55.33**	**54.17**	**45.45**	**53.44**	**21.54**

Annexure –II.7

Restated Statement of Finance Cost

(₹Lakhs)

Particulars	For the FY/Period ended				
	31.03.17	**31.03.16**	**31.03.15**	**31.03.14**	**31.03.13**
Interest Expenses	299.68	302.59	258.52	109.97	32.63
Other Borrowing Costs	113.22	54.88	19.16	54.31	16.52
Total	**412.90**	**357.47**	**277.67**	**164.28**	**49.15**

Annexure –IV

Statement of Significant Accounting Policies

A. Basis of preparation of Financial Statements:

(a) Basis of Preparation – These financial statements have been prepared to comply in all material aspects with applicable accounting principles in India, the applicable Accounting Standards prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and other accounting principles generally accepted in India, to the extent applicable.

(b) Use of Estimates – The preparation of the financial statements entail the management to make certain estimates and assumptions that affect the facts and figures reported. Disparities between actual result and estimates are recognised in the period in which they materialise.

(c) Method of Accounting – The Company generally follows the accrual method of accounting subject to the extent of determinability of accruals and keeping the materiality concept in view. All assets and liabilities are classified into current and non-current, based on the criteria of realisation or settlement within twelve months period from the balance sheet date.

B. Revenue Recognition:

(a) Revenue is recognised net of sales tax and upon transfer of significant risks and rewards of ownership to the buyer. Revenue is not recognised to the extent where there are significant uncertainties regarding recovery of the consideration due, associated costs or the possible return of goods.

(b) Interest on fixed deposits with bank is accounted on accrual basis. Revenue is generally recognised on accrual basis.

C. Fixed Assets and Depreciation:

(a) The fixed assets are shown at their cost of acquisition including any attributable costs. None of the fixed assets have been re-valued during the period.
(b) The management has physically verified the fixed assets during the period and no material discrepancies have been noticed on such verification.
(c) Depreciation is provided on pro-rata basis on the period of usage of the assets. Depreciation is provided on written down value basis at the rates prescribed under Schedule II to the Companies Act, 2013.

D. Investments:

(a) Current investments are valued at the lower of cost and fair value as at the Balance Sheet date.
(b) Investments in mutual fund are considered as current investments.
(c) Non-Current investments are carried at cost. However, when there is a decline, other than temporary, in the value of the long term investment, the carrying amount is reduced to recognize the decline.

E. Inventories:

(a) The closing inventories of raw materials are valued at lower of cost (inclusive of all costs attributable) and net realisable value on FIFO basis.
(b) The closing inventories of finished goods and trading goods are valued at lower of cost (inclusive of all costs attributable) and market value on FIFO basis.

F. Retirement Benefits:

The management is of the opinion that no provisions for employees retirement benefits are required to be made.

G. Prior Period Items:

The Company follows the accrual system of accounting barring the effects and outcome of the provision for expenses which is made on the basis of the materiality concept and wherever ascertainable and treatment of certain items on receipt basis, as stated earlier.

H. Expenses:

Certain payments like the use of mobile phones, vehicles, club memberships, subscriptions to certain agencies/institutions, traveling etc., incurred by the directors and/or family members, are being provided to the directors, as the size and nature of business necessitates the use of these facilities, and are wholly for the purpose and business of the Company. The management confirms the propriety of these expenses/payments and of the debits given to the respective account heads.

I. Borrowing Costs:

Generally the borrowing costs attributable to acquisition and construction of assets are capitalised as a part of the cost of such asset upto the date when such asset is ready for its intended use. Other borrowing costs are charged to the profit and loss account.

J. Foreign Currency Transactions:

(a) Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.
(b) Monetary items denominated in foreign currencies at the end of the period are restated at the exchange rate prevailing at the end of period.
(c) Any income or expense on account of exchange difference either on settlement or on translation is recognised in the Statement of Profit and Loss.

K. Earnings Per Share:

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

L. Hedge Transactions:

(a) The Company in accordance with its risk management policies and procedures has entered into currency option and commodity option forward contracts to manage its exposure in commodity and currency rates by way of hedging.
(b) These contracts are for a period between one day and three months.
(c) The commodities futures & currency futures contracts are initially valued at their transaction price and are marked to market on a daily basis. The open derivative contracts as on the balance sheet date are valued at their notional cut off prices.

M. Impairment of Assets:

An asset is treated as impaired when the carrying cost of an asset exceeds its realisable or recoverable value. An impairment loss (if any), is charged to the statement of profit and loss of the period in which any asset is identified as impaired. During the period none of the assets were identified by the management as impaired.

N. Tax Expense

(a) Current Tax – Tax expense for the period, comprising of current tax (including MAT) and deferred tax are charged to the profits for the period. Current tax is measured at the amount expected to be paid to the revenue authorities in accordance with the prevailing tax laws. Minimum alternate tax (MAT) paid is recognised as an asset as it shall accrue future benefit in the form of a set off against current tax expense.

(b) Deferred Tax – Pursuant to AS 22 - "Accounting for Taxes on Income", the Company computes the deferred tax arising on account of temporary timing differences between the taxable income and accounting income that

originates in one period and is capable of being reversed in one or more subsequent periods, using the tax rates and laws that have been enacted or substantively enacted as of the balance sheet date. The net deferred tax liability (DTL) is charged to the profits, whereas a deferred tax asset (DTA) is recognised and carried forward only to the extent there is a reasonable certainty of future taxable profits to realize such DTA.

O. Contingent Liability & Subsequent Events:

All disputed and/or contingent liabilities are either provided for or disclosed as such, on the basis of mutual acceptances or depending on the management's perception of its potential outcome. The management has taken adequate steps to provide sufficiently for all known, anticipated or contingent liabilities. Events occurring after the balance sheet date up to the date of adoption of the financial statements, having a material bearing are considered while preparing the financial statements.

Annexure –V

Notes to the Re-stated Financial Statements

1. The Profit and Loss Accounts of certain years includes amount paid / provided for or refunded, in respect of short/excess income tax arising out of assessments, appeals etc. and account of short/excess provision of tax for earlier years. *The impact on accounts of such short/excess income tax has been adjusted in respective years*.

2. **Material Adjustments**

In Profit and Loss Account

(₹Lakhs)

Particulars	For the FY/Period ended				
	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Profit After Tax as per Books of Accounts	**168.54**	**188.51**	**159.34**	**140.57**	**58.98**
Short Provision in prior year Taxes adjusted in earlier years	0.00	(10.61)	(0.82)	(1.75)	(1.88)
Prior Period Expenses adjusted in earlier years	0.00	0.00	(0.06)	(0.45)	0.00
Restated Profit After Tax	**168.54**	**177.90**	**158.46**	**138.38**	**57.10**

In Balance Sheet

(₹Lakhs)

Particulars	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Reserves and Surplus	(13.18)	(13.18)	(4.50)	(4.07)	(1.88)
Short Term Provisions	13.18	13.18	4.50	4.07	1.88

3. Non-adjustment Items:

   No Audit qualifications for the respective periods which require any corrective adjustment in these Restated Financial Statements of the Company have been pointed out during the last five years.

4. Material Regroupings:

   Appropriate adjustments have been made in the restated summary statements of Assets and Liabilities Profits 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 requirements of the SEBI Regulations.

5. The Company does not possess information as to which of its supplier are Micro small and Medium Enterprise registered under The Micro small and Medium Enterprise Development Act 2006.Consequently the liability, if any, of interest which would be payable under The Micro small and Medium Enterprise Development Act 2006,cannot be ascertained. However, the Company has not received any claims in respect of such interest and as such, no provision has been made on the books of accounts.

6. Other figures of the previous years have been regrouped / reclassified and / or rearranged wherever necessary.

7. The balance of Sundry Creditors, Sundry Debtors, Loans Advances, Unsecured Loans, Current Liabilities are subject to confirmation and reconciliation.

8. The contingent liabilities as at March 31, 2017 were as follows:

Name of Statute	Amount of Dispute (31/03/17)	Period to which it relates	Forum where dispute is Pending
Income Tax	Rs.1,30,65,480	FY 2013-14	Commissioner of Income Tax (Appeals).

Note: While applying for the Stay of Demand the company has to pay 20% of the disputed amount and company has paid two installments (Rs. 200000+653274) and balance amount of Rs. 1759822 is pending for payment.

Annexure –VI

Statement of Accounting & Other Ratios, As Restated

Particulars	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Net Profit as restated (₹Lakhs)	168.54	177.90	158.46	138.38	57.10
Net Worth (₹Lakhs)	1,575.37	1,406.84	1,103.34	944.58	380.90
Return on Net worth (%)	10.70%	12.65%	14.36%	14.65%	14.99%
Equity Share at the end of year (in Nos.)	9,125,000	4,562,500	4,312,500	4,312,500	3,250,000
(Face Value ₹ 10)	10.00	10.00	10.00	10.00	10.00
Weighted No. of Equity Shares	9,125,000	4,313,185	4,312,500	3,320,297	1,252,740
Weighted No. of Equity Shares considering bonus of 2:1 in all previous years	9,125,000	8,626,370	8,625,000	6,640,594	2,505,480
Basic & Diluted Earnings per Equity Share	1.85	4.12	3.67	4.17	4.56
Basic & Diluted Earnings per Equity Share considering bonus of 2:1 in all previous years	1.85	2.06	1.84	2.08	2.28
Net Asset Value/Book Value per Equity share (Based on no of share at the end of year)	17.26	30.83	25.58	21.90	11.72

Note:- Earnings per share (₹) = Profit available to equity shareholders / Weighted No. of shares outstanding at the end of the year
Return on Net worth (%) = Restated Profit after taxation / Net worth x 100
Net asset value/Book value per share (₹) = Net worth / No. of equity shares
The Company does not have any revaluation reserves or extra-ordinary items.

Annexure –VII

Statement of Capitalization, As Restated

(₹Lakhs)

Particulars	Pre Issue As at 31.03.2017	Post Issue*
Debt :		
Short Term Debt	4,648.37	4,648.37
Long Term Debt	0.00	0.00
Total Debt	**4,648.37**	**4,648.37**
Shareholders Funds		
Equity Share Capital	912.50	1,239.30
Reserves and Surplus	662.87	1,479.87
Less: Revaluation Reserves	0.00	0.00
Less: Misc. Expenditure	0.00	0.00
Total Shareholders' Funds	**1,575.37**	**2,719.17**
Long Term Debt/ Shareholders' Funds	0.00	0.00
Total Debt / Shareholders Fund	2.95	1.71

* Based on assumption that issue will be fully subscribed.

Annexure –VIII

Statement of Tax Shelter, As Restated

(₹Lakhs)

Particulars	As At				
	31.03.17	**31.03.16**	**31.03.15**	**31.03.14**	**31.03.13**
Profit Before Tax	266.46	280.79	241.67	208.25	85.36
-- Normal Tax rate	0.33	0.33	0.32	0.32	0.31
-- Minimum Alternative Tax rate	0.20	0.20	0.20	0.19	0.15
-- Short Term Capital Gain U/S 111(A)	0.00	0.00	0.00	0.00	0.00
Notional Tax at normal rates	88.09	92.83	78.41	67.57	26.38
Tax at Special Rate	0.00	0.00	0.00	0.00	0.00
Total Tax (A)	88.09	92.83	78.41	67.57	26.38
Permanent differences					
Other adjustments	0.00	0.00	0.00	0.00	0.00
Disallowances	0.00	0.00	0.11	1.25	0.00
Total (B)	**0.00**	**0.00**	**0.11**	**1.25**	**0.00**
Timing Differences					
Depreciation as per Books	14.44	18.20	17.51	7.76	0.71
Depreciation as per Income Tax	12.91	14.78	15.40	15.97	1.63
Difference between tax depreciation and book depreciation	1.53	3.42	2.11	(8.21)	(0.92)
Other adjustments	0.00	0.00	0.00	0.00	0.00
Foreign income included in the statement	0.00	0.00	0.00	0.00	0.00
Total (C)	**1.53**	**3.42**	**2.11**	**(8.21)**	**(0.92)**
Net Adjustments (B+C)	**1.53**	**3.42**	**2.22**	**(6.96)**	**(0.92)**
Tax expense/(savings) thereon (D)	0.51	1.13	0.72	(2.26)	(0.28)
Total Taxation (E = A+D)	**88.60**	**93.96**	**79.13**	**65.31**	**26.09**
Brought forward losses set off (Depreciation)	0.00	0.00	0.00	0.00	0.00
Tax effect on the above (F)	0.00	0.00	0.00	0.00	0.00
Net tax for the year/period (E+F)	88.60	93.96	79.13	65.31	26.09
Interest on Delay in Tax Payment	0.00	9.99	4.86	1.75	1.88
Net Payable	0.00	103.95	83.99	67.06	27.97
MAT Credit Utilised	0.00	0.00	0.00	0.00	0.00
Tax Payable for the year	88.60	93.96	79.13	65.31	26.09
Tax Payable as per MAT	54.33	57.25	49.28	38.61	13.19
Tax Expense Recognized	98.39	103.96	84.00	67.20	27.98

Annexure –IX

Statement of Principle Terms of Secured Loans and Assets Charged as Security

(₹Lakhs)

Sr. No.	Name of the Lender	Facility/ Sanctioned Amount	Amount Outstanding (as on March 31, 2017) (₹Lakhs)	Interest Rate	Repayment Schedule	Security
1	State Bank of India	Cash Credit of ₹ 800.00 Lakhs	794.46	13.80%	Repayable on Demand	**Primary Security:** Hypothecation, by way of charge on entire current assets of the company, including stock & book debt (present & future), stocks in transit and also stocks under process with various job workers on paripassu basis. **Collateral Security:** Flat Situated at 701, Anjali Building, ChatrapatiShivaji Marg, Vakola Bridge, Santacruz East, Mumbai – 400055, Maharashtra
2	Axis Bank Limited	Cash Credit of ₹ 2000.00 Lakhs, FCDL ₹ 1400 Lakhs (Sublimit of CC), Gold Metal Loan ₹ 500 Lakhs	1990.39	11.30%	Repayable on Demand; To be availed in foreign currency at the ROI applicable at the time of availment	Primary Security: Hypothecation, by way of charge on entire current assets of the company, including stock & book debt (present & future), stocks in transit and also stocks under process with various job workers on paripassu basis **Collateral Security:** Exclusive First equitable mortage charge on Shop No. 1, Ground Floor, VallabhVihar, Ghatkopar East, Mumbai - 400077; Exclusive charge on commercial premises situated at 2224, ManekChowk, Opp. Old Share Bazar, Ahmedabad-380 001, Gujarat; Exclusive charge on residential premises situated at 603, Anjali Building, ChatrapatiShivaji Marg, Vakola Bridge, Santacruz East, Mumbai – 400055, Maharashtra
3	The KarurVysya Bank Limited	OCC Limit of ₹ 1000 Lakhs	697.95	12.25%	Repayable on Demand	Primary Security: Hypothecation, by way of charge on entire current assets of the company, including stock & book debt (present & future), stocks in transit and also stocks under process with various job workers on paripassu basis **Collateral Security:**Equitablemortage charge on 402, 4th Floor, A Wing, Rizvi Plalace CHSL, Hill Road, Bandra West, Mumbai - 400077; and 30, 1st Floor, Champa Gully, Zaveri Bazar, Mumbai – 400 002, Maharashtra
4	Axis Bank Limited	Vehicle Loan (Nissan Sunny) ₹ 10 Lakhs	3.34		36 monthly installments of ₹ 32389 each	Secured by Vehicle
		Total	**3,486.14**			

Annexure –X

Statement of Related Parties& Transactions

The company has entered into following related party transactions for the periods covered under audit. Such parties and transactions are identified as per accounting standard 18 issued by Institute of Chartered Accountants of India.

Name of the Key Managerial Personnel	Relationship
Mr. Ketan M. Shroff	Promoter / Managing Director
Mrs. Dipti Shroff	Director
Mr. Pinakin Shroff	Promoter Group
Mrs. Sulochana Shroff	Promoter Group
Mr. Manish Rangari	Ex Director
Royal Refinery Pvt. Ltd.	Erstwhile Associate Company

Transactions with Related Parties:

(₹ In Lakhs)

Particulars	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Remuneration					
Ketan M. Shroff	25.20	25.20	24.00	24.00	16.00
Pinakin Shroff	3.60	3.60	3.00	3.00	1.75
Dipti Shroff	0.00	0.00	0.00	6.00	0.00
Rent Paid					
Ketan M. Shroff	0.00	1.60	4.80	2.40	0.00
Sulochana Shroff	7.20	7.20	7.20	7.20	0.00
Purchase of Goods					
Royal Refinery Pvt. Ltd.	0.00	0.00	0.00	0.00	321.37
Sale of Goods					
Royal Refinery Pvt. Ltd.	0.00	0.00	0.00	775.00	0.00
Unsecured Loans Received					
Mr. Ketan Shroff	2,199.55	1,577.60	5,587.85	3,130.31	1,901.22
Manish Rangari	0.00	0.00	0.00	0.00	2.10
Dipti Shroff	0.00	0.00	0.00	0.00	29.00
Unsecured Loans Repaid					
Mr. Ketan Shroff	2029.00	1,053.80	5,234.84	3,922.43	1,109.10
Manish Rangari	0.00	0.00	0.00	0.00	2.10
Dipti Shroff	0.00	0.00	0.00	0.00	29.00
Interest on Loan					
Mr. Ketan Shroff	0.00	0.00	0.00	0.00	12.01
Closing Balances					
Unsecured Loans					
Mr. Ketan Shroff	1047.36	876.81	353.01	0.00	792.12
Manish Rangari	0.00	0.00	0.00	0.00	0.00
Dipti Shroff	0.00	0.00	0.00	0.00	0.00
Creditors					
Royal Refinery Pvt. Ltd.	0.00	0.00	0.00	0.00	288.37

Annexure –XI

Statement of Dividends

No Dividend Paid Till Date

Annexure –XII

Changes in the Significant Accounting Policies

There have been no changes in the accounting policies of the company for the period covered under audit.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations together with our restated financial statements included in the Prospectus. You should also read the section entitled "Risk Factors" on page 14, which discusses a number of factors, risks and contingencies that could affect our financial condition and results of operations. The following discussion relates to our Company and, is based on our restated financial stastements, which have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI Regulations. Portions of the following discussion are also based on internally prepared statistical information and on other sources.

Business Overview

We are a retailer, wholesaler and exporter of gold jewellery. We have a retail outlet in Mumbai. We also export our products (gold jewellery studded with diamond) to overseas buyers. We also sell our products to wholesalers domestically.

Our Company was awarded the India SME 100 Award for being SME Achievers of FY 2015-16 for scoring in the Top 100 among 41832 nominations by India SME Forum in the overall evaluation of financial and non financial parameters.

We primarily sell gold jewellery i.e. Chains, Rings, Bangles, Necklace, Mangalsutra, Bracelet, Earrings and other jewellery studded or non-studded with pearls, diamonds, American diamonds and other precious stones. Further, we also have product line of antique and kundan Jewellery. Further, we also have variety of Italian jewellery products which is famous for its machine designs and light weighted jewellery.

Over the last five years, our production team has developed a portfolio, which enables us to provide a range of choices to our customers. We offer our customers a wide range of Jewellery in order to cater to regional as well as international tastes. We also customize Jewellery for individual needs.

We offer our Jewellery across different price ranges from low to high to cater on large scale customer base. We help our customers to choose the best suited product according to latest trends and fashion.

We majorly procure required gold from various banks. We also procure gold and precious stones from local markets. We are located in jewellery hub of Mumbai which give us an added advantage in terms of procurement.

We outsource manufacture of jewellery to various domestic corporate, local artisans and craftsmen. We supply raw material to the job workers who in turn take 7 to 10 days for manufacturing the Jewellery depending upon the size and design of the order.

We also export our products which constitute more than 22.23% and 22.81% for the FY 2015-16 and FY 2016-17 respectively. Our products are primarily exported to countries such as the U.A.E and USA. We have received the registration as "One Star Export House" from Directorate General of Foreign Trade, Ministry of Commerce & Industry, Government of India.

For further details please refer to the section titled '*Our Business'* on page 63.

Significant developments subsequent to the last financial year:

Except as otherwise stated in this Prospectus, after the date of last balance sheet i.e. March 31, 2017, the Directors of our Company confirm that, there have not been any significant material developments.

Key factors affecting the results of operation:

Our Company's future results of operations could be affected potentially by the following factors:

General Economic Conditions

We are likely to be affected by general economic conditions prevailing in the country where we operate and also the countries where we export. Growth rates of the economy and income levels of consumers are one of the determinants of

demand in the Gems & Jewellery industry.

Raw material availability and cost

Gold is the primary raw material that we use to produce hand crafted jewellery. The price fluctuation of gold, however, does not affect our margins because gold is a pass through. The price at which our customer fixes the gold content of the jewellery determines the price at which we fix our purchase price to our client. We majorly procure required gold from various banks. We also procure gold and precious stones from local markets. We are located in jewellery hub of Mumbai which give us an added advantage in terms of procurement.

Demand for our Products

The demand for our products is determined by fluctuations in price of gold, changes in consumer preference from gold to diamonds & other stones, changes in consumer preference from handmade to machine made jewellery. Further, jewellery forms part of the discretionary purchases for consumers having higher disposable income. Any reduction in consumer spending or disposable income may affect demand of our products.

OUR SIGNIFICANT ACCOUNTING POLICIES

For Significant accounting policies please refer *Significant Accounting Policies, "Annexure IV" beginning under "Auditors' Report and Financial Information of our Company" beginning on page 108 of the Prospectus.*

Discussion on Results of Operation:

The following discussion on results of operations should be read in conjunction with the audited financial results of our Company for the financial years ended March 31, 2017, 2016 and 2015.

RESULTS OF OUR OPERATION

Our Revenue Breakup:

(₹ Lakhs)

Particulars	31-03-17	31-Mar-16	31-Mar-15
Jewellery			
Domestic	**1,7426.62**	**18,794.67**	**14,482.44**
Domestic – Retail	2,730.06	635.01	6,681.78
Domestic - Wholesale	14,696.57	18,159.66	7,800.66
Exports	**5,149.91**	**5,379.34**	**6,945.20**
Export – Retail	0.00	0.00	0.00
Export - Wholesale	**5,149.91**	5,379.34	6,945.20
Sub Total	**22,576.53**	**24,174.01**	**21,427.64**
Bullion	3.28	20.61	2,110.62
Grand Total	**22,579.81**	**24,194.62**	**23,538.26**

Comparison of Financial Years ended March 31, 2017, 2016, 2015 and 2014

(₹ lakhs)

Particulars	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14
Income				
Revenue from Operations	22,579.81	24,194.62	23,538.26	83,896.56
Increase/Decrease (%)	-6.67%	2.79%	-71.94%	
Other Income	287.868	129.49	161.16	84.49
Increase/(Decrease) in Inventory	890.17	167.65	1302.28	(154.64)
Total Income	**23,757.84**	**24,491.76**	**25,001.70**	**83,826.41**

Increase/Decrease (%)	-3.00%	-2.04%	-70.17%	
Expenditure				
Cost of Purchases and Other Direct Expenses	**22,898.09**	**23,718.39**	**24,361.46**	**83,342.71**
Increase/Decrease (%)	-3.46%	-2.64%	-70.77%	
% to Total Income	96.38%	96.84%	97.44%	99.42%
Other Expenses	**110.61**	**62.74**	**57.93**	**49.97**
Increase/Decrease (%)	76.31%	8.30%	15.94%	
% to Total Income	0.47%	0.26%	0.23%	0.06%
Employee Benefit Expenses	**55.33**	**54.17**	**45.45**	**53.44**
Increase/Decrease (%)	2.14%	19.19%	-14.95%	
% to Total Income	0.23%	0.22%	0.18%	0.06%
Total Expenditure	**23,064.03**	**23,835.30**	**24,464.84**	**83,446.12**
Increase/Decrease (%)	-3.24%	-2.57%	-70.68%	
% to Total Income	97.08%	97.32%	97.85%	99.55%
PBIDT	**693.81**	**656.46**	**536.86**	**380.29**
Increase/Decrease (%)	5.69%	22.28%	41.17%	
% to Total Income	2.92%	2.68%	2.15%	0.45%
Depreciation	**14.44**	**18.20**	**17.51**	**7.76**
Increase/Decrease (%)	-20.66%	3.94%	125.64%	
% to Total Income	0.06%	0.07%	0.07%	0.01%
Interest & Financial Charges	**412.904**	**357.47**	**277.67**	**164.27**
Increase/Decrease (%)	15.51%	28.74%	69.03%	
% to Total Income	1.74%	1.46%	1.11%	0.20%
Profit before Taxation	**266.46**	**280.79**	**241.67**	**208.25**
Increase/Decrease (%)	-5.10%	16.19%	16.05%	
% to Total Income	1.12%	1.15%	0.97%	0.25%
Tax Effect	**97.93**	**102.89**	**83.21**	**69.88**
Increase/Decrease (%)	-4.83%	23.65%	19.09%	
% to Total Income	0.41%	0.42%	0.33%	0.08%
Profit After Tax	**168.54**	**177.90**	**158.46**	**138.38**
Increase/Decrease (%)	-5.26%	12.26%	14.51%	
% to Total Income	0.71%	0.73%	0.63%	0.17%

Comparison of FY 2017with FY 2016:

Operating Revenue

The Operating Revenue for the FY 2017 is ₹ 22579.81 lakhs as compared to ₹ 24194.62 lakhs during the FY 2016 showing decrease of 6.67%. The domestic revenue stood at ₹ 17426.62 lakhs during FY 2017 as compared to ₹ 18794.67

lakhs during the FY 2016. The exports revenue stood at ₹ 5149.91 lakhs during FY 2017 as compared to ₹ 5379.34 lakhs during the FY 2016. Decrease in turnover and revenue was mainly due to the Jewellers strike during the first quarter of FY 2017. During FY 2017 we recorded turnover of ₹ 3.28 lakhs from bullion trading as compared to ₹ 20.61 lakhs during FY 2016. The decrease in bullion trading was in line with the management's decision to stop bullion trading business over the period and focus on jewellery business.

Total Income

Other Income for the FY 2017 was ₹ 287.87 lakhs as compared to ₹ 129.49 lakhs during the FY 2016. Changes in inventory stood at ₹ 890.17 lakhs for FY 2017 as compared to ₹ 167.65 lakhs for the FY 2016. Hence the Total Income for the FY 2017 is ₹ 23757.84 lakhs as compared to ₹ 24491.76 lakhs during the FY 2016 showing decrease of 3.00%.

Expenditure:

Cost of Purchases and Other Direct Expenses

Cost of Purchases and Other Direct Expenses decreased to ₹ 22898.09 lakhs for FY 2017 from ₹ 23718.39 lakhs for FY 2016 showing decrease of 3.46%. This decrease was mainly due to decrease in purchases due to decrease overall jewellery turnover. Purchases decreased to ₹ 22400.98 lakhs for FY 2017 from ₹ 23,377.82 lakhs for FY 2016. Job work charges increased to ₹ 485.53 lakhs for FY 2017 from ₹ 320.90 lakhs for FY 2016. The Cost of Purchases and Other Direct Expenses was 96.38% of total income during FY 2017 as against that of 96.84% during FY 2016.

Other Expenses

Other Expenses increased to ₹ 110.61 lakhs for FY 2017 from ₹ 62.74 lakhs for FY 2016 showing an increase of 76.31%. The increase was mainly due to increase in legal and professional charges, donations, travelling expenses amongst others. Other Expenses was 0.47% of Total income during FY 2017 as against 0.26% during FY 2016.

Employee Benefit Expenses

Employee Benefit Expenses increased from ₹ 54.17 lakhs for the year ended March 31, 2016 to ₹ 55.33 lakhs for FY 2017 showing a marginal increase of 2.14%. This increase was mainly due to increase in salaries, staff welfare expenses and managerial remuneration. Employee Benefit Expenses stood at 0.22% and 0.23% of Total income for FY 2016 and FY 2017 respectively.

Profit before Depreciation, Interest and Tax (PBDIT)

PBDIT increased from ₹ 656.46 lakhs for FY 2016 to ₹ 693.81 lakhs for FY 2017, mainly on account of decrease in Cost of Purchases and Other Direct Expenses. During FY 2017, our Company recorded PBDIT of 2.92% of the Total income as against 2.68% during FY 2016.

Depreciation

Depreciation on fixed assets was 0.06% of Total income during FY 2017 as compared to 0.07% during FY 2016. The total depreciation during FY 2016 was ₹ 18.20 lakhs and during FY 2017 it was ₹ 14.44 lakhs.

Interest and Financial Charges

Interest and Financial Charges increased from ₹ 357.47 lakhs for FY 2016 to ₹ 412.90 lakhs for the FY 2017. Interest cost mainly includes interest on secured and unsecured loans. Our outstanding short term secured & unsecured loans as on March 31, 2017 were ₹ 4648.37 lakhs as compared to ₹ 3360.25 lakhs as on March 31, 2016.

Profit after Tax and restatement adjustment (PAT)

PAT decreased from ₹ 177.90 lakhs for the FY 2016 to ₹ 168.54 lakhs in FY 2017. This decrease was mainly due to increase in Interest and Financial charges. During FY 2017, our Company recorded PAT margin of 0.71% as against 0.73% for FY 2016.

Comparison of FY 2016with FY 2015:

Operating Revenue

The Operating Revenue for the FY 2016 is ₹ 24194.62 lakhs as compared to ₹ 23538.26 lakhs during the FY 2015 showing increase of 2.79%. The domestic revenue stood at ₹ 18794.67 lakhs during FY 2016 as compared to ₹ 14482.44 lakhs during the FY 2015. The exports revenue stood at ₹ 5379.34 lakhs during FY 2016 as compared to ₹ 6945.20 lakhs during the FY 2015. Increase in revenue was mainly due to increase in domestic turnover of our Company. During FY 2016 we recorded turnover of ₹ 20.61 lakhs from bullion trading as compared to ₹ 2110.62 lakhs during FY 2015.

Total Income

Other Income for the FY 2016 was ₹ 129.49 lakhs as compared to ₹ 161.16 lakhs during the FY 2015. Changes in inventory stood at ₹ 167.65 lakhs for FY 2016 as compared to ₹ 1302.28 lakhs for the FY 2015. Hence the Total Income for the FY 2016 is ₹ 24491.76 lakhs as compared to ₹ 25001.70 lakhs during the FY 2015 showing decrease of 2.04%.

Expenditure:

Cost of Purchases and Other Direct Expenses

Cost of Purchases and Other Direct Expenses decreased to ₹ 23718.39 lakhs for FY 2016 from ₹ 24361.46 lakhs for FY 2015 showing decrease of 2.64%. This decrease was mainly due to decrease in purchases due to decrease in bullion trading. Purchases decreased to ₹ 23,377.82 lakhs for FY 2016 from ₹ 23,889.15lakhs for FY 2015. Job work charges decreased to ₹ 320.90 lakhs for FY 2016 from ₹ 453.30 lakhs for FY 2015. The Cost of Purchases and Other Direct Expenses was 96.84% of total income during FY 2016 as against that of 97.44% during FY 2015.

Other Expenses

Other Expenses increased to ₹ 62.74 lakhs for FY 2016 from ₹ 57.93 lakhs for FY 2015 showing an increase of 8.30%. Other Expenses was 0.26% of Total income during FY 2016 as against 0.23% during FY 2015.

Employee Benefit Expenses

Employee Benefit Expenses increased from ₹ 45.45 lakhs for the year ended March 31, 2015 to ₹ 54.17 lakhs for FY 2016 showing a increase of 19.19%. This increase was mainly due to increase in salaries, staff welfare expenses and managerial remuneration. Employee Benefit Expenses stood at 0.18% and 0.22% of Total income for FY 2015 and FY 2016 respectively.

Profit before Depreciation, Interest and Tax (PBDIT)

PBDIT increased from ₹ 536.86 lakhs for FY 2015 to ₹ 656.46 lakhs for FY 2016, mainly on account of decrease in Cost of Purchases and Other Direct Expenses. During FY 2016, our Company recorded PBDIT of 2.68% of the Total income as against 2.15% during FY 2015.

Depreciation

Depreciation on fixed assets was 0.07% of Total income during FY 2016 as compared to 0.07% during FY 2015. The total depreciation during FY 2015 was ₹ 17.51 lakhs and during FY 2016 it was ₹ 18.20 lakhs. This marginal increase was due to increase in fixed assets of our Company. Gross block for FY 2015 was ₹ 165.46 lakhs which increased to ₹ 165.96 lakhs during FY 2016.

Interest and Financial Charges

Interest and Financial Charges increased from ₹ 277.67 lakhs for FY 2015 to ₹ 357.47 lakhs for the FY 2016. Interest cost mainly includes interest on secured and unsecured loans. Our outstanding short term secured & unsecured loans as on March 31, 2016 were ₹ 3360.25 lakhs as compared to ₹ 2654.35 lakhs as on March 31, 2015.

Profit after Tax and restatement adjustment (PAT)

PAT increased from ₹ 158.46 lakhs for the FY 2015 to ₹ 177.90 lakhs in FY 2016. This increase was mainly due to decrease in Cost of Purchases and Other Direct Expenses and the other reasons as detailed above. During FY 2016, our Company recorded PAT margin of 0.73% as against 0.63% for FY 2015.

Comparison of FY 2015 with FY 2014:

Operating Revenue

The Operating Revenue for the FY 2015 was ₹ 23538.26 lakhs as compared to ₹ 83896.56 lakhs during the FY 2014 showing decrease of 71.94%. The decrease was mainly due to decrease in bullion trading. The management of our Company decided to stop bullion trading business over the period and focus on jewellery business. During FY 2015 we recorded turnover of ₹ 2110.62 lakhs from bullion trading as compared to ₹ 73162.41 lakhs during FY 2014. The domestic revenue stood at ₹ 14482.44 lakhs during FY 2015 as compared to ₹ 7895.85 lakhs during the FY 2014. The exports revenue stood at ₹ 6945.20 lakhs during FY 2015 as compared to ₹ 2838.30 lakhs during the FY 2014.

Total Income

Other Income for the FY 2015 was ₹ 161.16 lakhs as compared to ₹ 84.49 lakhs during the FY 2014. Changes in inventory stood at ₹ 1302.28 lakhs for FY 2015 as compared to ₹ (154.64) lakhs for the FY 2014. Hence the Total Income for the FY 2015 is ₹ 25001.70 lakhs as compared to ₹ 83826.41 lakhs during the FY 2014 showing decrease of 70.17%.

Expenditure:

Cost of Purchases and Other Direct Expenses

Cost of Purchases and Other Direct Expenses decreased to ₹ 24361.46 lakhs for FY 2015 from ₹ 83342.71 lakhs for FY 2014 showing decrease of 70.77%. The decrease is in line with decrease in revenues. This decrease was mainly due to decrease in purchases due to decrease in bullion trading. Purchases decreased to ₹ 23,889.15 lakhs for FY 2015 from ₹ 83,246.18 lakhs for FY 2014. Job work charges increased to ₹ 453.30 lakhs for FY 2015 from ₹ 57.27 lakhs for FY 2014. The Cost of Purchases and Other Direct Expenses was 97.44% of total income during FY 2015 as against that of 99.42% during FY 2014.

Other Expenses

Other Expenses increased to ₹ 57.93 lakhs for FY 2015 from ₹ 49.97 lakhs for FY 2014 showing an increase of 15.94%. Other Expenses was 0.23% of Total income during FY 2015 as against 0.06% during FY 2014.

Employee Benefit Expenses

Employee Benefit Expenses decreased from ₹ 53.44 lakhs for the year ended March 31, 2014 to ₹ 45.45 lakhs for FY 2015 showing a decrease of 14.95%. This decrease was mainly due to decrease in salaries, staff welfare expenses and managerial remuneration. Employee Benefit Expenses stood at 0.06% and 0.18% of Total income for FY 2014 and FY 2015 respectively.

Profit before Depreciation, Interest and Tax (PBDIT)

PBDIT increased from ₹ 380.29 lakhs for FY 2014 to ₹ 536.86 lakhs for FY 2015, mainly on account of decrease in low margin bullion trading and increase in revenue from jewellery business which consists of better margins. During FY 2015, our Company recorded PBDIT of 2.15% of the Total income as against 0.45% during FY 2014.

Depreciation

Depreciation on fixed assets was 0.07% of Total income during FY 2015 as compared to 0.01% during FY 2014. The total depreciation during FY 2014 was ₹ 7.76 lakhs and during FY 2015 it was ₹ 17.51 lakhs. This increase was due to increase in fixed assets of our Company. Gross block for FY 2014 was ₹ 150.48 lakhs which increased to ₹ 165.46 lakhs during FY 2015.

Interest and Financial Charges

Interest and Financial Charges increased from ₹ 164.27 lakhs for FY 2014 to ₹ 277.67 lakhs for the FY 2015. Interest cost mainly includes interest on secured and unsecured loans. Our outstanding short term secured & unsecured loans as on March 31, 2015 were ₹ 2654.35 lakhs as compared to ₹ 2033.01 lakhs as on March 31, 2014.

Profit after Tax and restatement adjustment (PAT)

PAT increased from ₹ 138.38 lakhs for the FY 2014 to ₹ 158.46 lakhs in FY 2015. This increase was mainly due to decrease in low margin bullion trading and increase in revenue from jewellery business which consists of better margins. This was partly offset by increase in interest & financial charges. During FY 2015, our Company recorded PAT margin of 0.63% as against 0.17% for FY 2014.

Related Party Transactions: For further information please refer *"Related Party Transactions"* on page 91.

Financial Market Risks: We are exposed to financial market risks from changes in borrowing costs, interest rates and inflation.

Interest Rate Risk: Our Company is exposed to interest rate risks to the extent of our borrowings. Any future borrowings may increase our risk.

Effect of Inflation: We are affected by inflation as it has an impact on the operating cost, staff costs etc. In line with changing inflation rates, we rework our margins so as to absorb the inflationary impact.

FACTORS THAT MAY AFFECT THE RESULTS OF THE OPERATIONS:

1. **Unusual or infrequent events or transactions**

To our knowledge there have been no unusual or infrequent events or transactions that have taken place during the last three years.

2. **Significant economic changes that materially affected or are likely to affect income from continuing operations.**

Our business has been subject, and we expect it to continue to be subject, to significant economic changes arising from the trends identified above in '*Factors Affecting our Results of Operations'* and the uncertainties described in the section entitled '*Risk Factors*' beginning on page 14 of the Prospectus. To our knowledge, except as we have described in the Prospectus, there are no known factors which we expect to bring about significant economic changes.

3. **Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.**

Apart from the risks as disclosed under Section titled *"Risk Factors"* on page 14 in the Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

4. **Future changes in relationship between costs and revenues, in case of events such as future increase in labour or material costs or prices that will cause a material change are known.**

Our Company's future costs and revenues will be determined by demand/supply situation, government policies and prices quoted by service providers.

5. **Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices.**

Changes in revenues during the last three fiscal years are explained in "Management's Discussion and Analysis of Financial Condition & Results of Operations" under the subsection "Comparison of Financial Years ended March 31, 2017, 2016, 2015 amd 2014" under the respective paragraphs titled "Operating Revenue".

6. **Total turnover of each major industry segment in which the issuer company operated.**

For details on the total turnover of the industry please refer to "*Industry Overview*" on page 58.

7. Status of any publicly announced new products or business segment.

Our Company has not announced any new product or business segment.

8. The extent to which business is seasonal.

Our Company's business is not seasonal in nature, however, we experience higher sales during festive seasons.

9. Any significant dependence on a single or few suppliers or customers.

Customers' contribution:

Particulars	Financial Year ended March 31, 2017	Financial Year ended March 31, 2016
Top 5 (%)	81.96	83.16

Suppliers Contribution:

Particulars	Financial Year ended March 31, 2017	Financial Year ended March 31, 2016
Top 5 (%)	76.54	80.63

10. Competitive conditions.

Competitive conditions are as described under "*Industry Overview*" and "*Our Business*" on pages 58 and 63, respectively.

FINANCIAL INDEBTEDNESS

We hereby certify and confirm that there have been no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by our Company, promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) during the past three years.

Our Company utilizes various credit facilities from banks and financial institutions for conducting its business. Following are the details of our Company's outstanding borrowings as on March 31, 2017:

I. Secured Borrowings

Set forth below is a summary of the outstanding secured borrowings of our Company as on March 31, 2017, together with a brief description of certain significant terms of such financing arrangements:

Sr. No.	Name of the Lender	Facility/ Sanctioned Amount	Amount Outstanding (as on March 31 31, 2017) (₹ Lakhs)	Interest Rate	Repayment Schedule	Security
1	State Bank of India	Cash Credit of ₹ 800.00 Lakhs	794.46	13.80%	Repayable on Demand	**Primary Security:** Hypothecation, by way of charge on entire current assets of the company, including stock & book debt (present & future), stocks in transit and also stocks under process with various job workers on paripassu basis. **Collateral Security:** Flat Situated at 701, Anjali Building, Chatrapati Shivaji Marg, Vakola Bridge, Santacruz East, Mumbai – 400055, Maharashtra
2	Axis Bank Limited	Cash Credit of ₹ 2000.00 Lakhs, FCDL ₹ 1400 Lakhs (Sublimit of CC), Gold Metal Loan ₹ 500 Lakhs	1990.39	11.30%	Repayable on Demand; To be availed in foreign currency at the ROI applicable at the time of availment	Primary Security: Hypothecation, by way of charge on entire current assets of the company, including stock & book debt (present & future), stocks in transit and also stocks under process with various job workers on paripassu basis **Collateral Security:** Exclusive First equitable mortage charge on Shop No. 1, Ground Floor, Vallabh Vihar, Ghatkopar East, Mumbai - 400077; Exclusive charge on commercial premises situated at 2224, Manek Chowk, Opp. Old Share Bazar, Ahmedabad-380 001, Gujarat; Exclusive charge on residential premises situated at 603, Anjali Building, Chatrapati Shivaji Marg, Vakola Bridge, Santacruz East, Mumbai – 400055, Maharashtra

3	The Karur Vysya Bank Limited	OCC Limit of ₹ 1000 Lakhs	697.95	12.25%	Repayable on Demand	Primary Security: Hypothecation, by way of charge on entire current assets of the company, including stock & book debt (present & future), stocks in transit and also stocks under process with various job workers on paripassu basis **Collateral Security:**Equitable mortage charge on 402, 4th Floor, A Wing, Rizvi Plalace CHSL, Hill Road, Bandra West, Mumbai - 400077; and 30, 1st Floor, Champa Gully, Zaveri Bazar, Mumbai – 400 002, Maharashtra
4	Axis Bank Limited	Vehicle Loan (Nissan Sunny) ₹ 10 Lakhs	3.34		36 monthly installments of ₹ 32389 each	Secured by Vehicle
		Total	**3,486.14**			

There has not been any re-scheduling, prepayment, penalty or default by our Company in respect of the term loan detailed above, until the date of this Prospectus.

II. Unsecured Borrowings

Following are the details of the unsecured borrowings of our Company as on March 31, 2017:

(*₹ in lakhs)*

Sr. No.	Name of the Lender	Amount Outstanding (as on March 31, 2017) ₹ Lakhs	Interest Rate	Repayment Schedule
1	Magma Fincorp Limited	17.21	19.49%	24 Monthly Installments
2	Capital First Limited	17.95	17.65%	18 Monthly Installments
3	Edelweiss Retail Finance Limited	19.65	18.50%	25 Monthly Installments
4	Kotak Mahindra Bank	9.88	16%	18 Monthly Installments
5	Neogrowth Credit Private Limited	22.84	18.00%	52 Weekly Installments
6	United Petro Finance Limited	27.35	18.00%	51 Weekly Installments
7	Mr. Ketan M. Shroff	1,047.36	N.A.	On Demand
	Total	**1,162.23**		

SECTION VI – LEGAL AND OTHER INFORMATION
OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated below there is no (i) pending criminal litigation involving our Company, Directors, Promoter or Group Companies; (ii) actions taken by statutory or regulatory authorities involving our Company, Directors, Promoter or Group Companies; (iii) outstanding claims involving our Company, Directors, Promoter or Group Companies for any direct and indirect tax liabilities; (iv) outstanding proceedings initiated against our Company for economic offences; (v) defaults or non-payment of statutory dues by our Company; (vi) material fraud against our Company in the last five years immediately preceding the year of this Prospectus; (vii) inquiry, inspection or investigation initiated or conducted under the Companies Act 2013 or any previous companies law against our Company during the last five years immediately preceding the year of this Prospectus and if there were prosecutions filed (whether pending or not); (viii) fines imposed or compounding of offences for our Company in the last five years immediately preceding the year of this Prospectus; (ix) litigation or legal action against our Promoter by any ministry or Government department or statutory authority during the last five years immediately preceding the year of this Prospectus; (x) pending litigations involving our Company, Directors, Promoter, Group Companies or any other person, as determined to be material by the Company's Board of Directors in accordance with the SEBI (ICDR) Regulations; or (xi) outstanding dues to creditors of our Company as determined to be material by our Company's Board of Directors in accordance with the SEBI (ICDR) Regulations and dues to small scale undertakings and other creditors.

Our Company, our Promoter and/or our Directors, have not been declared as wilful defaulters by the RBI or any governmental authority, have not been debarred from dealing in securities and/or accessing capital markets by the SEBI and no disciplinary action has been taken by the SEBI or any stock exchanges against our Company, our Promoter or our Directors, that may have a material adverse effect on our business or financial position, nor, so far as we are aware, are there any such proceedings pending or threatened.

Unless otherwise stated, all proceedings are pending as of the date of this Prospectus. All information provided below is as of the date of this Prospectus.

LITIGATION INVOLVING OUR COMPANY

Litigation against our Company

Income Tax Matter (AY 2014-2015)

Our company received a demand notice dated December 19, 2016 pursuant to assessment order of the same date under section 156 of the Income Tax Act, 1961 for AY 2014-2015 demanding a sum of ₹ 1,30,65,480. The Assessing Officer on verification of the audited books of accounts and from the details submitted found the our Company had issued and allotted 10,62,500 equity shares of face value ₹ 10 each amongst two existing shareholders Mr. Ketan Shroff and Mr. Pinakin Shroff at ₹ 40 per share (₹ 30 Premium) on right issue. The AO has considered the excess premium as taxable income during the year under review. Our Company has filed an appeal dated January 16, 2017 to the Commissioner of Income-tax (Appeals) against the aforesaid assessment order and demand notice under section 56(2)(vii)(b) Read With Rule 11UA of Income Tax Rules. While applying for the Stay of Demand the company has to pay 20% of the disputed amount and company has paid two installments (Rs. 200000+653274) and balance amount of Rs. 1759822 is pending for payment. The matter is pending and the next hearing is scheduled on August 28, 2017.

Litigation by our Company

NIL

LITIGATION INVOLVING THE DIRECTORS

NIL

LITIGATION INVOLVING OUR PROMOTER

NIL

LITIGATION INVOLVING OUR GROUP ENTITIES

Nil

MATERIAL FRAUDS AGAINST OUR COMPANY

There have been no material frauds committed against our Company in the five years preceding the year of this Prospectus.

PROCEEDINGS INITIATED AGAINST OUR COMPANY FOR ECONOMIC OFFENCES

There are no proceedings initiated against our Company for any economic offences.

NON PAYMENT OF STATUTORY DUES

As on the date of the Prospectus there have been no (i) instances of non-payment or defaults in payment of statutory dues by our Company, (ii) over dues to companies or financial institutions by our Company, (iii) defaults against companies or financial institutions by our Company, or (iv) contingent liabilities not paid for.

PAST CASES WHERE PENALTIES WERE IMPOSED

There are no past cases where penalties were imposed on our Company by concerned authorities/courts.

LEGAL NOTICES RECEIVED BY OUR COMPANY, OUR PROMOTER AND OUR DIRECTORS

NIL

OUTSTANDING LITIGATION AGAINST OTHER PERSONS AND COMPANIES WHOSE OUTCOME COULD HAVE AN ADVERSE EFFECT ON OUR COMPANY

As on the date of the Prospectus, there is no outstanding litigation against other persons and companies whose outcome could have a material adverse effect on our Company.

PAST INQUIRIES, INSPECTIONS OR INVESTIGATIONS

There have been no inquiries, inspections or investigations initiated or conducted under the Companies Act 2013 or any previous company law in the last five years immediately preceding the year of the Prospectus in the case of Company, Promoter, Directors. Other than as described above, there have been no prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last five years immediately preceding the year of the Prospectus.

Further, there is no legal action pending or taken by any Ministry or Department of the Government or a statutory authority against the promoters during the last five years immediately preceding the year of the issue of the Prospectus and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action.

OUTSTANDING DUES TO CREDITORS

As per the Materiality Policy, our Board has approved that each creditor, to whom our Company individually owes a net aggregate amount that exceeds 5.00% of the trade payables as per the Restated Financial Statements for the most recent financial year, shall be considered as a material creditor of our Company. Our Board has also approved that dues owed by our Company to small scale undertakings as per the Restated Financial Statements for the most recent financial year shall be disclosed in a consolidated manner.

As of March 31, 2017, our Company, in its ordinary course of business, has an aggregate amount of ₹1305.61 lakhs, which is due towards trade payables. As per the above policy, consolidated information of outstanding dues, as at March 31, 2017, owed to small scale undertakings, material dues to creditors and other dues to creditors separately, giving details of number of cases and aggregate amount for such dues is as under:

(₹ in lakhs)

Particulars	Number of cases	Amount Outstanding
Creditors for Job Work		
Dues to small scale undertakings	Nil	Nil

Material dues to creditors	1	173.11
Creditor for Purchases		
Dues to small scale undertakings	Nil	Nil
Material dues to creditors	1	1071.38

Further, our Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure, if any, in relation to amount unpaid together with interest payable as required under the said Act have not been furnished. Our Company does not owe any small scale industries or any MSMEs any amounts exceeding ₹1 lakh which is outstanding for more than 30 days. There are no disputes with such entities in relation to payments to be made to them.

The details pertaining to net outstanding dues towards our creditors are available on the website of our Company at http://www.pentagold.in. It is clarified that such details available on our website do not form a part of this Prospectus. Anyone placing reliance on any other source of information, including our Company's website, http:// www.pentagold.in, would be doing so at their own risk.

MATERIAL DEVELOPMENTS

Except as stated in "*Management's Discussion and Analysis of Financial Condition and Results of Operation*" on page 117, there have not arisen, since the date of the last financial statements disclosed in the Prospectus, any circumstances which materially and adversely affect or are likely to affect our profitability taken as a whole or the value of our assets or our ability to pay our liabilities within the next 12 months.

GOVERNMENT AND OTHER APPROVALS

In view of the licenses / permissions / approvals / no-objections / certifications / registrations, (collectively "Authorizations") from the Government of India and various statutory / regulatory / governmental authorities listed below, our Company can undertake this Issue and our current business activities and to the best of our knowledge, no further approvals from any governmental or statutory or regulatory authority or any other entity are required to undertake this Issue or continue our business activities. Unless otherwise stated, these approvals are all valid as on the date of the Prospectus.

The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to undertake its existing business activities. For further details in connection with the regulatory and legal framework within which we operate, please refer "Key Industrial Regulations and Policies in India" on page 69 of the Prospectus.

A. **Corporate / General Authorizations**

Sr. No.	Authorisation granted	Issuing Authority	Registration No./Reference No./License No.	Date of Issue	Valid up to
1.	Certificate of Incorporation in the name of 'Penta Gold Private Limited'	Registrar of Companies, Gujarat, Dadra & Nagar Haveli	U51109GJ2012PTC069352	Companies Act, 1956	March 12, 2012
2.	Certificate of Incorporation in the name of 'Penta Gold Limited'	Registrar of Companies, Gujarat	U51109GJ2012PLC069352	Companies Act, 2013	March 22, 2017

B. **Issue Related Authorizations**

1. Our Board of Directors has, pursuant to a resolution passed at its meeting held on May 02, 2017, authorised the Issue subject to the approval by the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013 and approvals by such other authorities as may be necessary.

2. The shareholders of our Company have authorised the Issue, pursuant to a special resolution under Section 62(1)(c) of the Companies Act, 2013, passed at their EGM held on May 25, 2017.

3. Our Company has obtained approval dated July 14, 2017 from the NSE.

4. Our Company's International Securities Identification Number ("ISIN") is INE175Y01012.

C. **Business Related Authorisations**

Sr. No.	Authorization granted	Issuing Authority	Registration No./Reference No./License No.	Validity
1.	Registration Certificate for Establishment for Corporate Office	Office of the Inspector under Maharashtra Shops & Establishment Act, 1948	760139708/Commercial II Ward C	December 31, 2019
2.	Registration Certificate for Establishment for Registered Office	Ahmedabad Municipal Corporation, Shops & Establishment Department	PII/J1/46/0000006	December 31, 2019
3.	Registration Certificate for Establishment for Mumbai Retail Outlet	Office of the Inspector under Maharashtra Shops & Establishment Act, 1948	760333631/Commercial II Ward C	December 31, 2018
4.	Registration as a Merchant Exporter	The Gem & Jewellery Export Promotion	GJC/REGN/MER/HO-MUM(M)/G26763/2013-2018	March 31, 2018

Sr. No.	Authorization granted	Issuing Authority	Registration No./Reference No./License No.	Validity
		Council		
5.	One Star Export House	Directorate General of Foreign Trade, Ministry of Commerce & Industry, Government of India	08/1/4043/20160101	December 31, 2020

D. **Tax Related Authorisations**

Sr. No.	Authorization granted	Issuing Authority	Registration No./Reference No./License No.	Validity
1.	Permanent Account Number	Income Tax Department, GoI	AAGCP4918D	Valid until cancellation
2.	Tax Deduction Account Number	Income Tax Department, GoI	AHMP08460E	Valid until cancellation
3.	GSTIN	Government of India	24AAGCP4918D1ZM	Provisional Registration
4.	GSTIN	Government of India	27AAGCP4918D1ZG	Provisional Registration
5.	Tax payer Identification Number	The Central Sales Tax (Registration & Turnover Rules)	27670901534C 27670901534V	Valid until cancellation
6.	Importer Exporter Code	Office of the Joint Director General of Foreign Trade	0812013948	Valid until cancellation
7.	Central Excise Registration Certificate	Central Excise Rules 2002	AAGCP4918DEM001	Valid until cancellation
8.	Central Sales Tax	Central Sales Tax (Registration & Turnover) Rules, 1957	24574206283	Valid until cancellation
9.	GVAT	Gujarat Value Added Tax Act 2003	24074206283	Valid until cancellation
10.	Professional Tax Registration	Profession Tax Officer	27670901534P	Valid until cancellation

E. **Intellectual property**

Our Company has applied for the following trademarks:

Sr No.	Application No.	Date of Application	Description of the Logo / Device / Lable	Class
2.	2474608	February 8, 2013	Penta Gold Element of Purity	14

F. **Approvals applied for but not yet received / Renewals made in the usual course of business:**

Nil.

G. **Material licenses / approvals for which our Company is yet to apply for / Statutory Approvals / Licenses required:**

Nil.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

Corporate Approvals

- Our Board has, pursuant to its resolution dated May 10, 2017, authorized the Issue, subject to the approval of the Equity Shareholders of our Company under Section 62(1)(c) of the Companies Act 2013.

- Our Equity Shareholders have, pursuant to a resolution dated May 25, 2017, under Section 62(1)(c) of the Companies Act, authorized the Issue.

We have received approval from NSE *vide* their letter dated July 14, 2017 to use the name of NSE in this Offer Document for listing of our Equity Shares on EMERGE Platform of NSE. NSE is the Designated Stock Exchange.

Prohibition by SEBI, the RBI or other Governmental Authorities

None of our Company, our Promoters, our Promoter Group, our Directors, our Group Entities and persons in control of our Company are or have ever been prohibited from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by the SEBI or any other governmental authorities. Neither our Promoters, nor any of our Directors or persons in control of our Company were or are 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 the SEBI or any other governmental authorities. Further, there has been no violation of any securities law committed by any of them in the past and no such proceedings are currently pending against any of them.

Neither our Company, nor any of our Promoters, Group Entities, nor our Directors, nor the relatives (as per the Companies Act) of our Promoters are or have been identified as wilful defaulters by the RBI or any other governmental authorities.

The listing of securities of our Company has never been refused at any time by any stock exchange in India or abroad.

Association with Securities Market

We confirm that none of our Directors are associated with the securities market in any manner except for trading on day to day basis for the purpose of investment.

Eligibility for this Issue

Our Company is in compliance with the following conditions specified in Regulation 4(2) of the SEBI Regulations to the extent applicable.

a. Our Company, our Directors and the companies with which our Directors are associated as directors or promoters or persons in control have not been prohibited from accessing or operating in the capital markets under any order or direction passed by SEBI;

b. Our Company has applied to the EMERGE Platform of NSE for obtaining their in-principle listing approval for listing of the Equity Shares under this Issue and has received the in-principle approval from the EMERGE Platform of NSE pursuant to its letter dated July 14, 2017. For the purposes of this Issue, NSE shall be the Designated Stock Exchange;

c. Our Company has entered into the tripartite agreements with NSDL & CDSL along with our Registrar for facilitating trading in dematerialized mode.

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

Further, in compliance with Regulation 4 (5) of the SEBI Regulations, none of our Company, Promoters or Directors is a Wilful Defaulter, as on the date of this DP.

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations; and this Issue is an "Initial Public Offer" in terms of the SEBI (ICDR) Regulations.

Our Company is eligible for the Issue in accordance with Regulation 106(M)(2) and other provisions of Chapter XB of the SEBI (ICDR) Regulations, as we are an Issuer whose post issue face value capital exceeds ten crores rupees, and we propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the EMERGE Platform of NSE)

We confirm that:

a) In accordance with Regulation 106(P) of the SEBI (ICDR) Regulations, this Issue has been hundred percent underwritten and that the Lead Manager to the Issue has underwritten more than 15% of the Total Issue Size. For further details pertaining to said underwriting please refer to "*General Information – Underwriting*" on page 34.

b) 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 (8) days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight (8) days, be liable to repay such application money, with interest as prescribed under section 40 of the Companies Act, 2013.

c) In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, we have not filed any Draft 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.

d) In accordance with Regulation 106(V) of the SEBI (ICDR) Regulations, we have entered into an agreement with the Lead Manager and Market Maker to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in this Issue. For further details of the arrangement of market making please refer to the section titled *"General Information – Details of the Market Making Arrangements for this Issue"* on page 34.

   We further confirm that we shall be complying with all the other requirements as laid down for such an offer under Chapter XB of SEBI (ICDR) Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange/s.

   As per Regulation 106(M)(3) of SEBI (ICDR) Regulations, 2009, the provisions of Regulations 6(1), 6(2), 6(3), Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Sub-regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to us in this Issue.

e) There has been no change in the promoter/s of the Company in the preceding one year from date of filing application to NSE for listing on EMERGE Platform of NSE.

f) Our Company has positive cash accruals (earnings before depreciation and tax) from operations for at least 2 financial years preceding the application and its net-worth as on March 31, 2017 is positive.

g) The distributable Profit, Net tangible Assets and Net worth of our Company as per the restated financial statements for financial year ended March 31, 2017 is as set forth below:

(₹ in lakhs)

Particulars	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2015	Year ended March 31, 2014
Distributable Profit[(1)]	168.54	177.90	158.46	138.38
Net tangible Assets[(2)]	1,576.02	1,411.28	1,112.81	948.44
Net Worth[(3)]	1,575.37	1,406.84	1,103.34	944.58

1. *Distributable profits have been computed in terms section 123 of the Companies Act, 2013.*
2. *'Net tangible assets' are defined as the sum of all net assets (i.e. non current assets, current assets less current liabilities) of our Company, excluding deferred tax asset and intangible assets as defined in Accounting Standard 26 (AS 26) issued by the Institute of Chartered Accountants of India.*
3. *"Net Worth" has been defined as the aggregate of the paid up share capital, share application money (excluding the portion included in other current liabilities) and reserves and surplus excluding revaluation reserve and after deducting miscellaneous expenditure, if any.*

h) As on the date of this Prospectus, our Company has a paid up capital of ₹912.50 lakhs which is more than ₹100 lakhs and the Post Issue Paid-up Equity Share Capital will be ₹1239.30 lakhs which is less than ₹2,500 lakhs.

i) Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).

j) There is no winding up petition against the Company, which has been admitted by the court or a liquidator has not been appointed.

k) We confirm that no material regulatory or disciplinary action by a stock exchange or regulatory authority has been taken in the past three years against our Company.

l) We have a website: www.pentagold.in

Compliance with Part A of Schedule VIII of the SEBI (ICDR) Regulations

Our Company is in compliance with the provisions specified in Part A of the SEBI (ICDR) Regulations. No exemption from eligibility norms has been sought under Regulation 109 of the SEBI (ICDR) Regulations, with respect to the Issue. Further, our Company has not been formed by the conversion of a partnership firm into a company.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MERCHANT BANKER, INVENTURE MERCHANT BANKER SERVICES PRIVATE LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING 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 MERCHANT BANKER, INVENTURE MERCHANT BANKER SERVICES 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 MERCHANT BANKER, INVENTURE MERCHANT BANKER SERVICES PRIVATE LIMITED HAS FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED AUGUST 21, 2017 WHICH READS AS FOLLOWS:

1. **WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THIS PROSPECTUS PERTAINING TO THE SAID ISSUE;**

2. **ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:**

   A. **THE PROSPECTUS FILED WITH THE BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;**

   B. **ALL 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, 1956, THE COMPANIES ACT, 2013 (TO THE EXTENT NOTIFIED), 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 HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS.

5. WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTERS DURING THE PERIOD STARTING FROM THE DATE OF FILING OF 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 PROMOTERS CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE PROSPECTUS.

7. WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. – *NOT APPLICABLE*

8. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE "MAIN OBJECTS" LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.

9. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM THE STOCK EXCHANGE MENTIONED IN THIS PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION

10. WE CERTIFY ALL THE SHARES SHALL BE ISSUED IN DEMATERIALIZED FORM IN COMPLIANCE WITH THE PROVISIONS OF SECTION 29 OF THE COMPANIES ACT, 2013 AND THE DEPOSITORIES ACT, 1996 AND THE REGULATIONS MADE THEREUNDER.

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 - *NOTED FOR COMPLIANCE*

14. WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OF THE ISSUER, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTERS EXPERIENCE, ETC.

15. WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.

16. WE ENCLOSE STATEMENT ON PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKER, AS PER FORMAT SPECIFIED BY THE BOARD THROUGH CIRCULAR.

17. WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS.

THE FILING OF THIS OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER SECTION 63 OR SECTION 68 OF THE COMPANIES ACT, 1956 (SECTION 34 OR SECTION 36 OF THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE LEAD MERCHANT BANKER ANY IRREGULARITIES OR LAPSES IN THE OFFER DOCUMENT.

ADDITIONAL CONFIRMATIONS/ CERTIFICATIONS TO BE GIVEN BY MERCHANT BANKER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH OFFER DOCUMENT REGARDING SME EXCHANGE.

(1) WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.

(2) WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE

ISSUER OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES OFFERED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN.

(3) WE CONFIRM THAT THE ABRIDGED PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009. NOTED FOR COMPLIANCE.

(4) WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE ISSUER.

(5) WE CERTIFY THAT AS PER THE REQUIREMENTS OF FIRST PROVISO TO SUB-REGULATION (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 36 and Section 38 (1) of the Companies Act, 2013 or from the requirement of obtaining such statutory and / or other clearances as may be required for the purpose of the proposed Issue. SEBI further reserves the right to take up at any point of time, with the LM any irregularities or lapses in the Prospectus.

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the Registrar of Companies, Ahmedabad in terms of Section 26 and 30 of the Companies Act, 2013.

Disclaimer Clause of NSE

As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: NSE/LIST/9303 dated July 14, 2017 permission to the Issuer to use the Exchange's name in this Offer Document as one of the stock exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

CAUTION – Disclaimer from our Company, our Directors and the Lead Manager

Our Company, its 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 our instance and anyone placing reliance on any other source of information, including our website, www.pentagold.in, would be doing so at his or her own risk.

The Lead Manager accepts no responsibility, save to the limited extent as provided in the MOU / Issue Agreement entered into between the Lead Manager and our Company dated June 13, 2017 and the Underwriting Agreement dated June 13, 2017 entered into between the Underwriter and our Company and the Market Making Agreement dated June 13, 2017 entered into among the Lead Manager, the Market Maker and our Company.

All information shall be made available by our Company and the Lead Manager to the Applicants and public at large and no selective or additional information would be available for a section of the investors in any manner whatsoever,

including at road show presentations, in research or sales reports, at collection centres or elsewhere.

The Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for our Company, our Group Entities and our respective affiliates and associates in the ordinary course of business, and have engaged, or may in the future engage in commercial banking and investment banking transactions with our Company or our Group Entities or their respective affiliates or associates for which they have received, and may in future receive compensation.

Note:

Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

Statement on Price Information of Past Issues handled by Inventure Merchant Banker Services Private Limited:-

Price information of past issues handled by Inventure Merchant Banker Services Private Limited

Sr No	*Issue Name*	*Issue Size ₹(Cr.)*	*Issue price (₹)*	*Listing date*	*Opening price on listing date*	*Closing price on listing date*	*% Change in Price on listing date (Closing) vs. Issue Price*	*Benchmark index on listing date (Closing)*	*Closing price as on 10th calendar day from listing day*	*Benchmark index as on 10th calendar days from listing day (Closing)*	*Closing price as on 20th calendar day from listing day*	*Benchmark index as on 20th calendar days from listing day (Closing)*	*Closing price as on 30th calendar day from listing day*	*Benchmark index as on 30th calendar days from listing day (Closing)*
1	Univastu India Limited	5.99	40	July 27, 2017	48	40.20	0.50	10020.65	40.60	10066.40	42.45	9897.30	--	--

Summary statement of price information of past issues handled by Inventure Merchant Banker Services Private Limited

Financial Year	*Total no. of IPOs*	*Total Funds Raised (₹ Cr.)*	*Nos. of IPOs trading at discount on listing date*			*Nos. of IPOs trading at premium on listing date*			*Nos. of IPOs trading at discount as on 30th calendar day from listing*			*Nos. of IPOs trading at premium as on 30th 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%*
2015-16	--	--	--	--	--	--	--	--	--	--	--	--	--	--
2016-17	--	--	--	--	--	--	--	--	--	--	--	--	--	--
2017-18	1	5.99	--	--	--	--	--	1	--	--	--	--	--	--

Track records of past issues handled by Inventure Merchant Banker Services Private Limited

For details regarding the track record of the Inventure Merchant Banker Services Private Limited, as specified under Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer to the website of Inventure Merchant Banker Services Private Limited at www.inventuremerchantbanker.com.

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 authorised 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 authorised under their constitution to hold and invest in shares, 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, Alternative Investment Fund, multilateral and bilateral development financial institution, venture capital fund registered with SEBI, foreign venture capital investor registered with SEBI, state industrial development corporation, insurance company registered with Insurance Regulatory and Development Authority, provident fund with minimum corpus of ₹2,500 lakhs, pension fund with minimum corpus of ₹2,500 lakhs, National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India, insurance funds set up and managed by army, navy or air force of the Union of India and Insurance funds set up and managed by the Department of Posts, India, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company this 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 Offer will be subject to the jurisdiction of appropriate court(s) in Maharashtra, India only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that the Draft 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 the Draft Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of the Draft 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.

Filing

The Draft Prospectus shall not be filed with SEBI, nor will SEBI issue any observation on the Offer Document in term of Regulation 106(M)(3) of SEBI (ICDR) Regulations. However, a copy of the Prospectus shall be filed with SEBI at the Corporate Finance Department at their Office situated at: Unit No: 002, Ground Floor, SAKAR I, Near Gandhigram Railway Station, Opp. Nehru Bridge, Ashram Road, Ahmedabad, Gujarat 380009.

A copy of the Prospectus, along with the documents required to be filed under Section 26 of the Companies Act, 2013 will be delivered for registration with the RoC, *Ahmedabad* situated at ROC Bhavan , Opp Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad-38001.

Listing

In terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, application shall be made to EMERGE Platform of NSE for obtaining permission for listing of the Equity Shares being offered and sold in the Issue on its EMERGE Platform after the allotment in the Issue.

If the permissions to deal in, and for an official quotation of, the Equity Shares are not granted by NSE, our Company will forthwith repay, all moneys received from the applicants in pursuance of the Prospectus. If such money is not repaid within the prescribed time, then our Company and every officer in default shall be liable to repay the money, with interest, as prescribed under applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at NSE are taken within six Working Days of the Issue Closing Date.

The Company has obtained approval from NSE vide letter dated July 14, 2017 to use the name of NSE in this Offer document for listing of equity shares on EMERGE Platform of NSE.

Impersonation

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who –

a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities, or

b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447."

The liability prescribed under Section 447 of the Companies Act, 2013, includes imprisonment for a term of not less than six months extending up to ten years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

Consents

Consents in writing of the Directors, the Promoter, Chief Financial Officer, the Company Secretary & Compliance Officer, the Statutory Auditor, Peer Review Auditor, the Banker to the Company, the Lead Manager, Registrar to the Issue, Banker to the Issue, Legal Advisor to the Issue, Underwriter to the Issue and Market Maker to the Issue to act in their respective capacities, will be obtained and filed along with a copy of the Prospectus with the RoC, as required under Sections 26 of the Companies Act, 2013 and such consents will not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC.

Expert Opinion

Our Company has received written consent from our Statutory Auditor, M/s. R A N K & Associates, Chartered Accountants to include their name as required under section 26(1)(a)(v) of the Companies Act, 2013 in this Prospectus and as "Expert" as defined under section 2(38) of the Companies Act, 2013 in respect of the report on the Statement of Tax Benefits dated June 12, 2017, issued by them, included in this Prospectus and such consent has not been withdrawn as on the date of this Prospectus.

Issue Related Expenses

The total expenses of the Issue are estimated to be approximately ₹45.00 lakhs. The expenses of this Issue include, among others, underwriting and management fees, printing and distribution expenses, advertisement expenses and legal fees, if applicable. The estimated Issue expenses are as follows:

(₹ in lakhs)

Activity	Estimated expenses	As a % of the total estimated Issue expenses	As a % of the total Issue size
Payment to Merchant Banker including, underwriting and selling commissions, brokerages, Advisors to the Company, payment to other intermediaries such as Legal Advisors, Registrars etc. and other out of pocket expenses.	30.00	66.67	2.62
Advertising and marketing expenses	2.50	5.56	0.22
Printing and stationery expenses, distribution and postage	2.50	5.56	0.22
Regulatory and other expenses including Listing Fee	10.00	22.22	0.87
Total estimated Issue expenses	**45.00**	100.00	**3.93**

Details of Fees Payable

Fees Payable to the Lead Manager

The total fees payable to the Lead Manager (including underwriting fees) will be as per the Memorandum of Understanding and Underwriting Agreement among our Company and the Lead Manager, copy of which is available for inspection at the Registered Office of our Company.

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 May 25, 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, Statutory Auditor and Advertisers, etc. will be as per the terms of their respective engagement letters, if any.

Commission and Brokerage Paid on Previous Issues of our Equity Shares

Since this is the Initial Public Offer of the 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 the Equity Shares since inception of the Company.

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 "*Capital Structure*" on page 41, we have not made any previous issues of shares for consideration otherwise than for cash.

Previous capital issue during the last three years by listed Group Companies and Subsidiary of our Company

None of the Group Companies of our Company are listed. Further, none of our Group Companies have made any public or rights issue of securities in the preceding three years.

Performance vis-à-vis objects

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.

None of the Group Entities has made public issue of equity shares during the period of ten years immediately preceding the date of filing draft offer document with the NSE.

Outstanding Debentures or Bond Issues or Redeemable Preference Shares

As on the date of this Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

Partly Paid-Up Shares

As on the date of this Prospectus, there are no partly paid-up Equity Shares of our Company.

Outstanding Convertible Instruments

Our Company does not have any outstanding convertible instruments as on the date of filing this Prospectus.

Option to Subscribe

a. Investors will get the allotment of specified securities in dematerialization form only.
b. The equity shares, on allotment, shall be traded on stock exchange in demat segment only.

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.

Investor Grievances and Redressal System

The Company has appointed Karvy Computershare Private Limited as the Registrar to the Issue, to handle the investor grievances in co-ordination with the Compliance Officer of the Company. All grievances relating to the present Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and name of bank and branch. The Company would monitor the work of the Registrar to ensure that the investor grievances are settled expeditiously and satisfactorily.

The Registrar to the Issue, namely, Karvy Computershare Private Limited, will handle investor's grievances pertaining to the Issue. A fortnightly status report of the complaints received and redressed by them would be forwarded to the Company. The Company would also be co-coordinating with the Registrar to the Issue in attending to the grievances to the investor.

All grievances relating to the ASBA process may be addressed to the SCSBs, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch of the SCSB where the Application Form was submitted by the Applicant. We estimate that the average time required by us or the Registrar to the Issue or the SCSBs for the redressal of routine investor grievances will be seven business days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

Our Board by a resolution on May 10, 2017 constituted a Stakeholders Relationship Committee. For further details, please refer to the "*Our Management*" on page 74.

The Company assures that the Board of Directors in respect of the complaints, if any, to be received shall adhere to the following schedules:

Sr. No.	Nature of Complaint	Time Table
1.	Non receipt of Demat Credit of Shares	Within 7 days of receipt of complaint subject to production of satisfactory evidence

Sr. No.	Nature of Complaint	Time Table
2.	Any other complaint in relation to Public Issue	Within 7 days of receipt of complaint with all relevant details.

Redressal of investors' grievance is given top priority by the Company. The Committee oversees redressal of complaints of shareholders/investors and other important investor related matters. The Company has adequate arrangements for redressal of investor complaints as follows:

Our Company has appointed Savita R. Navik as the Company Secretary and Compliance Officer and he may be contacted at the following address:

Savita R. Navik
30, 1st Floor,
Champa Gully, Zaveri Bazar,
Mumbai – 400 002, Maharashtra, India
Tel: +91 22 2240 2255
Fax: Not Available
E-mail: savita@pentagold.in

Investors can contact the Company Secretary and 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 Equity Shares in the respective beneficiary account or refund orders, *etc*.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web based complaints redress system "SCORES". This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website www.scores.gov.in.

Status of Investor Complaints

We confirm that we have not received any investor compliant during the three years preceding the date of this Prospectus and hence there are no pending investor complaints as on the date of this Prospectus.

Disposal of Investor Grievances by Listed Companies under the Same Management as the Company

As on the date of this Prospectus our Company does not have any Listed Group Company.

Changes in Auditors during the last three financial years

There has been no change in the auditors of our Company in last three financial years.

Capitalisation of Reserves or Profits

Save and except as stated in "*Capital Structure*" on page 41, 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.

SECTION VII – ISSUE RELATED INFORMATION
ISSUE STRUCTURE

This Issue is being made in terms of Regulation 106(M)(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 ten crores rupees, may also 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 EMERGE Platform of NSE). For further details regarding the salient features and terms of such an issue please refer "*Terms of the Issue*" and "*Issue Procedure*" on page 149 and 154, respectively.

Following is the Issue structure:

Public issue of 32,68,000 Equity Shares of face value of ₹ 10.00 each of Penta Gold Limited ("Our Company" or "The Issuer") for cash at a price of ₹35.00 per Equity Share (including a share premium of ₹25.00 per Equity Share) ("Issue Price") aggregating to ₹1,143.80 lakhs ("the Issue"). Of the Issue, 1,64,000 Equity Shares aggregating to ₹57.40 lakhs will be reserved for subscription by Market Maker ("Market Maker reservation portion"). The issue less the market maker reservation portion i.e. Issue of 31,04,000 Equity Shares of face value of ₹ 10.00 each at an issue price of ₹35.00 per Equity Share aggregating to ₹1,086.40 lakhs is hereinafter referred to as the "Net Issue". The Issue and the Net Issue will constitute 26.37% and 25.05%, respectively of the post issue paid up equity share capital of our company**.**

Particulars	Net Issue to Public^	Market Maker reservation portion
Number of Equity Shares	31,04,000 Equity Shares	1,64,000 Equity Shares
Percentage of Issue Size available for allocation	94.98% of the Issue Size (50% for the Retail Individual Investors and the balance 50% for Other than Retail Individual Investors).	5.02% of the Issue Size
Basis of Allotment/Allocation if respective category is oversubscribed	Proportionate subject to minimum allotment of 4,000 Equity Shares and Further allotment in multiples of 4,000 Equity Shares each. For further details please refer to the section titled *"Issue Procedure – Basis of Allotment"* on page 154.	Firm Allotment
Mode of Application*	All Applications by the Applicants must be made compulsorily through ASBA mode (Online or Physical).	Through ASBA mode
Minimum Application Size	***For QIB and NII:*** Such number of Equity Shares in multiples of 4,000 Equity Shares such that the Application Value exceeds ₹2,00,000 ***For Retail Individuals:*** 4,000 Equity Shares	1,64,000 Equity Shares
Maximum Application	***For QIB and NII:*** The maximum application size is the Net Issue to public subject to limits the investor has to adhere under the relevant laws and regulations as applicable.	1,64,000 Equity Shares

Particulars	Net Issue to Public^	Market Maker reservation portion
	For Retail Individuals: 4,000 Equity Shares	
Mode of Allotment	Dematerialized Form	Dematerialized Form
Trading Lot	4, 000 Equity Shares	4,000 Equity Shares. However the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations.
Terms of payment	The SCSBs shall be authorized to block such funds in the bank account of the Applicant that are specified in the ASBA Application Form.	

^As per Regulation 43(4) of the SEBI (ICDR) Regulations, as amended, as present issue is a fixed price issue 'the allocation' is the net issue to the public category shall be made as follows: (a) Fifty percent to Retail Individual Investors; and (b) Remaining to Investors Other than Retail Individual Investors. The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

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

** In case of joint Application, the Application Form should contain only the name of the first Applicant whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders.*

Withdrawal of the Issue

The Company, in consultation with the Lead Manager, reserves the right not to proceed with the Issue at any time before the Issue Opening Date, without assigning any reason thereof. Notwithstanding the foregoing, the Issue is also subject to obtaining the following:

1. The final listing and trading approvals of NSE for listing of Equity Shares offered through this issue on its EMERGE Platform, which the Company shall apply for after Allotment and,

2. The final ROC approval of the Prospectus after it is filed with the ROC.

In case, the Company wishes to withdraw the Issue after Issue opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (One each in English and Hindi) and one in regional newspaper.

The Lead Manager, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly. If our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh offer document with the stock exchange where the Equity Shares may be proposed to be listed.

Issue Programme

Issue Opening Date	**September 4, 2017**
Issue Closing Date	**September 6, 2017**

Applications and any revisions to the same will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form except that on the Issue Closing Date applications will be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time).

Standardization of cut-off time for uploading of Applications on the Issue Closing Date:
a) A standard cut-off time of 3.00 p.m. for acceptance of Applications.

b) A standard cut-off time of 4.00 p.m. for uploading of Applications received from other than Retail Individual Applicants.
c) A standard cut-off time of 5.00 p.m. for uploading of Applications received from only Retail Individual Applicants, which may be extended up to such time as deemed fit by NSE after taking into account the total number of Applications received up to the closure of timings and reported by Lead Manager to NSE within half an hour of such closure.

It is clarified that Applications not uploaded in the book, would be rejected. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Application Form, for a particular Applicant, the details as per physical application form of that Applicant may be taken as the final data for the purpose of Allotment.

Applications will be accepted only on Working days i.e. all trading days of stock exchanges excluding Sunday and bank holidays as per SEBI circular No. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016.

TERMS OF THE ISSUE

The Equity Shares being offered are subject to the provisions of the Companies Act, SEBI (ICDR) Regulations, 2009 our Memorandum and Articles of Association, the terms of this Prospectus, Prospectus, Application Form, the Revision Form and other terms and conditions as may be incorporated in the allotment advices and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchange, the RBI, RoC and/or other authorities, as in force on the date of the Issue and to the extent applicable.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment.

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorized to collect the application forms. Investor may visit the official website of the concerned for any information on operationalization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.

Ranking of Equity Shares

The Equity Shares being issued in the Issue shall be subject to the provisions of the Companies Act and the Memorandum and Articles of Association and shall rank *pari-passu* with the existing Equity Shares of our Company including rights in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. The Allottees in receipt of Allotment of Equity Shares under this Issue will be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, please refer "*Main Provisions of Articles of Association*" on page 197 of the Prospectus.

Authority for the Issue

This Issue has been authorized by a resolution of the Board passed at their meeting held on May 10, 2017 subject to the approval of shareholders through a special resolution to be passed pursuant to section 62 (1) (c) of the Companies Act, 2013. The shareholders have authorized the Issue by a special resolution in accordance with Section 62 (1) (c) of the Companies Act, 2013 passed at the EGM of the Company held on May 25, 2017.

Mode of Payment of Dividend

The declaration and payment of dividend will be as per the provisions of Companies Act, 1956 and Companies Act, 2013, Article of Association, the provision of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 any other rules, regulations or guidelines as may be issued by Government of India in connection to recommendation by the Board of Directors and the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividend, in cash as per the provisions of the Companies Act and our Articles of Association.

Face Value and Issue Price per Share

The face value of the Equity Shares is ₹10.00 each and the Issue Price is ₹35.00 per Equity Share.

The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under "*Basis for Issue Price"* on page 54. At any given point of time there shall be only one denomination for the Equity Shares.

Compliance with SEBI (ICDR) Regulations

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the Equity shareholders shall

have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive offer for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation subject to any statutory and preferential claim being satisfied;
- Right of free transferability subject to applicable law, including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public limited company under the Companies Act, the terms of the listing agreements with the Stock Exchange(s) and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association relating to voting rights, dividend, forfeiture and lien and/or consolidation/splitting, please refer "*Main Provisions of Articles of Association*" on page 197 of the Prospectus.

Jurisdiction

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities in Maharashtra, India.

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 Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

Joint Holders

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as joint – tenants with benefits of survivorship.

Nomination Facility to Investor

In accordance with Section 72 of the Companies Act, 2013 the sole or first Applicant, along with other joint 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 to the registrar and transfer agents of our Company.

In accordance with Section 72 of the Companies Act, 2013 any person who becomes a nominee by virtue of the provisions 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 ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized mode 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 investor wants to change the nomination, they are requested to inform their respective depository participant.

Minimum Subscription

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. If the Issuer does not receive the subscription of 100% of the Issue through this offer document including devolvement of Underwriters within sixty days from the date of closure of the Issue, the Issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the Issuer becomes liable to pay the amount, the Issuer shall pay interest prescribed under section 40 of the Companies Act, 2013.

In accordance with Regulation 106 P (1) of the SEBI (ICDR) Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the offer through this Prospectus and shall not be restricted to the minimum subscription level.

In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will allotted will not be less than 50 (Fifty).

Further, the minimum application size in terms of number of specified securities shall not be less than Rupees One lakh per application.

Minimum Number of Allottees

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies collected shall be refunded within 15 days of closure of Issue.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Arrangements for Disposal of Odd Lots

The trading of the equity shares will happen in the minimum contract size of 4,000 shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the market maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the EMERGE Platform of NSE.

Minimum Application Value; Market Lot and Trading Lot

In terms of Section 29 of Companies Act, 2013, the Equity Shares shall be allotted only in dematerialised form. As per the SEBI Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar and Share Transfer Agent to the Issue:

1) Tripartite agreement dated August 11, 2017 between our Company, NSDL and the Registrar and Share Transfer Agent to the Issue.

2) Tripartite agreement dated August 7, 2017 between our Company, CDSL and the Registrar and Share Transfer Agent to the Issue.

Trading of the Equity Shares will happen in the minimum contract size of 4,000 Equity Shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012 and the same may be modified by 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 4,000 Equity Share subject to a minimum allotment of 4,000 Equity Shares to the successful Applicants.

Application by Eligible NRIs, FIIs registered with SEBI, VCFs registered with SEBI and QFIs

It is to be understood that there is no reservation for Eligible NRIs or FIIs registered with SEBI or VCFs or QFIs. Such Eligible NRIs, QFIs, FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of

Allocation.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for the lock-in of the pre-Issue capital of our Company, Promoters' minimum contribution as provided in "*Capital Structure*" on page 41, and except as provided in the Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details, please refer "*Main Provisions of Articles of Association*" on page 197.

Option to receive Equity Shares in Dematerialized Form

Pursuant to Section 29 of the Companies Act, the Equity Shares in the Issue shall be allotted only in dematerialised form. Further, as per the SEBI (ICDR) Regulations, the trading of the Equity Shares shall only be in dematerialised form on the Stock Exchange.

Migration to Main Board

In accordance with the NSE Circular dated March 10, 2014, our Company will have to be mandatorily listed and traded on the EMERGE Platform of the NSE for a minimum period of 2 (Two) years from the date of listing and only after that it can migrate to the Main Board of NSE as per the guidelines specified by SEBI and as per the procedures laid down under Chapter XB of the SEBI (ICDR) Regulations. Our Company may migrate to the main board of NSE from the EMERGE Platform on a later date subject to the following:

a) If the Paid up Capital of the company is likely to increase above ₹25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), we shall have to apply to NSE for listing our shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.

OR

b) If the Paid up Capital of the company is more than ₹10 crores but below ₹25 crores, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

Market Making

The shares offered though this Issue are proposed to be listed on the EMERGE Platform of NSE, wherein the Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Makers of the EMERGE Platform for a minimum period of three years from the date of listing on the EMERGE Platform of NSE. For further details of the agreement entered into between the Company, the Lead Manager and the Market Maker please refer *"General Information – Details of the Market Making Arrangements for this Issue"* on page 34.

In accordance with the SEBI Circular No.CIR/MRD/DSA/31/2012 dated November 27, 2012; it has decided to make applicable limits on the upper side for the Market Maker during market making process taking into consideration the Issue size in the following manner:

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

Further, the following shall apply to market makers while managing their inventory during the process of market making:

The exemption from threshold shall not be applicable for the first three months of market making and the market maker shall be required to provide two way quotes during this period irrespective of the level of holding.

Any initial holdings over and above such 5% of issue size would not be counted towards the inventory levels prescribed.

Apart from the above mandatory inventory, only those shares which have been acquired on the platform of the exchange during market making process shall be counted towards the Market Maker's threshold. Threshold limit will take into consideration, the inventory level across market makers.

The Market Maker shall give two way quotes till it reaches the upper limit threshold; thereafter it has the option to give only sell quotes. Two way quotes shall be resumed the moment inventory reaches the prescribed re-entry threshold.

In view of the Market Maker obligation, there shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts its inventory through market making process on the platform of the exchange, the concerned stock exchange may intimate the same to SEBI after due verification.

New Financial Instruments

The Issuer Company is not issuing any new financial instruments through this Issue.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act, 2013 our Company shall, after registering the Prospectus with the RoC publish a pre-Issue advertisement, in the form prescribed by the SEBI (ICDR) Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation where the Registered Office of our Company is situated.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws and regulations, which may occur after the date of the Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws and regulations.

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") and including SEBI circular bearing number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and SEBI circular bearing number SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 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 (LODR) Regulations 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 Exchange 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. Also, Regulation 65, sub regulation (1) and (2) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements)(Fifth Amendment)Regulations, 2015 have certain changes in public issue, the lead merchant banker shall submit final post-issue report as specified in Part C of Schedule XVI, within seven days of the date of finalization of 2 basis of allotment or within seven days of refund of money in case of failure of issue. Further, SEBI, by its circular No. (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, reduced the time taken for listing after the closure of an issue to six working days. These changes are applicable for all public issues which open on or after January 1, 2016.

Please note that the information stated/ covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Applicants are advised to make their independent investigations and ensure that their Applications do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Prospectus and the Prospectus. All the Applicants shall ensure that the ASBA Account has sufficient credit Balance such that the full Application Amount can be blocked by the SCSB at the time of submitting the application. 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 Lead Manager are not liable for any amendments, modifications or change in applicable laws or regulations, which may occur after the date of this Prospectus.

ASBA Applicants are required to submit ASBA Applications to the Selected Branches / Offices of the RTAs, DPs, Designated Bank Branches of SCSBs. 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. For details on designated branches of SCSB collecting the Application Form, please refer the above mentioned SEBI link. The list of Stock Brokers, Depository Participants ("DP"), Registrar to an Issue and Share Transfer Agent ("RTA") that have been notified by NSE to act as intermediaries for submitting Application Forms are provided on http://www.nseindia.com. For details on their designated branches for submitting Application Forms, please see the above mentioned NSE website. Pursuant to the SEBI (Issue of Capital and Disclosure Requirements) (Fifth Amendment) Regulations, 2015, the ASBA process become mandatory for all investors w.e.f. January 1, 2016 and it allows the registrar, share transfer agents, depository participants and stock brokers to accept application forms.

In case of Non-Institutional Applicants and Retail Individual Applicants, Our Company would have a right to reject the applications only on technical grounds.

Pursuant to the SEBI (Issue of Capital and Disclosure Requirements) (Fifth Amendment) Regulations, 2015, the ASBA process become mandatory for all investors w.e.f. January 1, 2016 and it allows the registrar, share transfer agents, depository participants and stock brokers to accept application forms.

PART-A

FIXED PRICE ISSUE PROCEDURE

The Issue is being made in compliance with the provisions of Reg. 106(M)(2) of Chapter XB of the SEBI (ICDR) Regulations, 2009 and through the Fixed Price Process wherein 50% of the Net Issue to Public is being offered to the Retail Individual Applicants and the balance shall be offered to Non Retail Category i.e. QIBs and Non-Institutional Applicants. However, if the aggregate demand from the Retail Individual Applicants is less than 50%, then the balance Equity Shares in that portion will be added to the non retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject to valid Applications being received from them at or above the Issue Price.

Subject to the valid Applications being received at or above the Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for the Retail Portion where Allotment to each Retail Individual Applicants shall not be less than the minimum lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription, if any, in any category, would be allowed to be met with spillover from any other category or a combination of categories at the discretion of our Company in consultation with the Lead Manager and the Stock Exchange.

Investors should note that according to section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialised form. The Application Forms which do not have the details of the Applicant's depository account including DP ID, PAN and Beneficiary Account Number shall be treated as incomplete and rejected. In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic system of the stock exchange, do not match with the DP ID, Client ID and PAN available in the depository database, the application is liable to be rejected. Applicants will not have the option of getting allotment of the Equity Shares in physical form. The Equity Shares on allotment shall be traded only in the dematerialised segment of the Stock Exchange.

APPLICATION FORM

Copies of the Application Form and the abridged prospectus will be available at the offices of the Lead Manager, the Designated Intermediaries, and Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the websites of the NSE (www.nseindia.com), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one day prior to the Issue Opening Date.

ASBA Applicants shall ensure that the Applications are made on Application Forms bearing the stamp of the Designated Intermediary, submitted at the Collection Centres only (except in case of electronic Application Forms) and the Application Forms not bearing such specified stamp are liable to be rejected.

Category	Colour[(1)]
Indian Public / eligible NRI's applying on a non-repatriation basis (ASBA)	White
Non-Residents including eligible NRI's, FPI's, FII's, FVCI's, etc. applying on a repatriation basis (ASBA)	Blue

(1) Excluding electronic Application Form.

Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Prospectus. An Investor, intending to subscribe to this Issue, shall submit a completed application form to any of the following Intermediaries (Collectively called "Designated Intermediaries")

Sr. No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained.
2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity)('broker')
4.	A depository participant ('DP')(whose name is mentioned on the website of the Stock Exchange as eligible for this activity)
5.	A registrar to an issue and share transfer agent ("RTA")(whose name is mentioned on the website of the stock exchange as eligible for this activity)

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as proof of having accepted the application form, in physical form or electronic mode respectively.

The upload of the details in the electronic bidding system of the stock exchange will be done by:

For the applications submitted by the investors to SCSB	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the Bank account specified in the form, to the extent of the application money specified.
For applications submitted by investors to intermediaries other than SCSBs:	After accepting the application form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of the Issue.

Availability of the Prospectus and Application Forms

The Application Forms and copies of the Prospectus may be obtained from the Registered Office of our company, (Lead Manager to the Issue, Registrar to the Issue, as mentioned in the Application Form. The application forms may also be downloaded from the website of NSE EMERGE i.e. www.nseindia.com/emerge.

Designated Intermediaries shall submit Application Forms to SCSBs and shall not submit it to any non-SCSB bank.

Who Can Apply?

1. Indian nationals resident in India, who are not minors (except through their Legal Guardians), in single or joint names (not more than three);

2. 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;

3. Companies, Corporate Bodies and Societies registered under the applicable laws in India and authorized to invest in equity shares;

4. Mutual Funds registered with SEBI;

5. 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;

6. Indian financial institutions, scheduled commercial banks (excluding foreign banks), regional rural banks, cooperative banks (subject to RBI regulations and the SEBI Regulations and other laws, as applicable);

7. FIIs and sub-accounts registered with SEBI, other than a sub-account which is a foreign corporate or foreign individual under the QIB portion;

8. Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional Applications portion;

9. Venture Capital Funds registered with SEBI;

10. Foreign Venture Capital Investors registered with SEBI;

11. Eligible Qualified Foreign Investors;

12. Foreign Nationals and other non-residents (subject to eligibility norms specified in SEBI FPI Regulations, 2014 and other applicable provisions);

13. Multilateral and bilateral development financial institutions;

14. State Industrial Development Corporations;

15. Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to trusts/societies and who are authorized under their respective constitutions to hold and invest in equity shares;

16. Scientific and/or industrial research organizations authorized in India to invest in equity shares;

17. Insurance companies registered with Insurance Regulatory and Development Authority;

18. Provident Funds with a minimum corpus of ₹250 million and who are authorised under their constitution to hold and invest in equity shares;

19. Pension Funds with a minimum corpus of ₹250 million and who are authorised under their constitution to hold and invest in equity shares;

20. Limited liability partnerships;

21. National Investment Fund set up by resolution no. F.NO.2/3/2005-DDII dated November 23, 2005 of the Government of India, published in the Gazette of India;

22. Nominated Investor and Market Maker;

23. Insurance funds set up and managed by the army, navy or air force of the Union of India and by the Department of Posts, India;

24. Any other person eligible to Apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws.

25. As per the existing policy of the Government of India, OCBs cannot participate in this Issue. 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.

26. Applications not to be made by:
    1. Minors (except through their Guardians)
    2. Partnership firms or their nominations
    3. Overseas Corporate Bodies

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.

Maximum and Minimum Application Size

a) For Retail Individual Applicants:

The Application must be for a minimum of 4,000 Equity Shares and in multiples of 4,000 Equity Shares thereafter, so as to ensure that the Application Amount payable by the Applicant does not exceed ₹2,00,000. In case of revision of the Application, the Retail Individual Applicants have to ensure that the Application Amount does not exceed ₹2,00,000.

b) For Other Applicants [Non-Institutional Applicants and Qualified Institutional Buyer(s) (QIB)]:

The Application must be for a minimum of such number of Equity Shares such that the Application Amount exceeds ₹2,00,000 and in multiples of 4,000 Equity Shares thereafter. Application cannot be submitted for more than the Issue Size. However, the maximum application size by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. **A QIB and a Non-Institutional Applicant cannot withdraw or lower the size of their Application at any stage and are required to pay the entire Application Amount upon submission of the**

Application. Under the 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.

The identity of QIBs applying in the Net Issue shall not be made public during the Issue Period. In case of revision in Application, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

The above Information is given for the benefits of the Applicants. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section. 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.

Participation by associates and affiliates of the Lead Manager and the Syndicate Members

The Lead Manager shall not be allowed to subscribe to this Issue in any manner except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Lead Manager may subscribe to Equity Shares in the Issue in non Retail Portion, where the allocation is on a proportionate basis and such subscription may be on their own account or on the behalf of their clients.

Option to subscribe in the Issue

a) As per Section 29(1) of the Companies Act, 2013, allotment of Equity Shares shall be dematerialized form only. Investors will not have the option of getting of specified securities in physical form. However, they may get the specified securities re-materialized subsequent to allotment.

b) The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.

c) A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable laws.

Applications by Indian Public including eligible NRIs applying on Repatriation Basis

Application Forms have been made available for eligible NRIs at our Registered Office and at the Registered Office of the Lead manager. Eligible NRIs may obtain copies of Application Form from our Registered Office and the registered offices of the Lead Manager and the Designated Intermediaries. Eligible NRI Applicants please note that only such applications as are accompanied by payment in free Foreign Exchange shall be considered for Allotment under the Reserved Category. The Eligible NRIs who intend to make payment through Non Resident Ordinary (NRO) accounts shall use the Forms meant for Resident Indians and should not use the forms meant for the Reserved category. Under FEMA, general permissions is granted to Companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRIs subject to the terms and condition on stipulated therein. Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 days from the date of issue of shares of allotment to NRIs on Repatriation Basis. Allotment of Equity shares to Non Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in equity shares will be allowed to be repatriated along with the income thereon subject to the permission of the RBI and the subject to the Indian tax laws and Regulations and any other applicable laws.

Applications by Indian Public including eligible NRIs applying on Non-Repatriation Basis

Application must be made only in the names of individuals, Limited Companies or Statutory Corporations/institutions and not in the name of Minors, Foreign Nationals, Non Residents Indian (except for those applying on non-repatriation), trusts, (unless the Trust is registered under the Societies Registration Act, 1860 or any other applicable Trust Laws and is authorized under its constitution to hold shares and debentures in a company), Hindu Undivided Families, Partnership firms or their nominees. In case of HUFs, application shall be made by the Karta of the HUF. An applicant in Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public. Eligible NRIs applying on a non-repatriation basis should authorize their SCSB to block their NRE/FCNR accounts as well as NRO accounts.

Applications by FPI (including FIIs and QFIs)

On January 7, 2014, the SEBI notified the Securities and Exchange Board of India (Foreign Portfolio Investor) Regulations 2014 ("**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'. On March 13, 2014, the RBI amended FEMA 20 and specified 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 Issue, 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 6, 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 Issue.

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 Issue, until the expiry of its registration as a FII or sub-account, or until it obtains a certificate of registration as FPI, whichever is earlier. Further, in case of Applications made by SEBI-registered FIIs or sub-accounts, which are not registered as FPIs, a certified copy of the certificate of registration as an FII issued by SEBI is required to be attached to the Application Form, failing which our Company reserves the right to reject any Application without assigning any reason.

In terms of the SEBI FPI Regulations, the Issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) 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.

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 Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by 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 Issue are advised to use the Application Form for Non-Residents (blue in color). FPIs are required to apply through the ASBA process to participate in the Issue.

Applications by Mutual Funds

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to reject the Application without assigning any reason thereof.

Applications made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Applications are made.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Applications by SEBI registered Venture Capital Funds, Alternative Investment Fund (AIF) and Foreign Venture Capital Investors

The Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 as amended, (the "**SEBI VCF Regulations**") and the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended, among other things prescribe the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 (the "**SEBI AIF Regulations**") prescribe, amongst others, the investment restrictions on AIFs.

The holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

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. Limited Liability Partnerships can participate in the Issue only through the ASBA Process.

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 ("**IRDA Investment Regulations**"), as amended, as amended, are broadly set forth below:

1) Equity shares of a company: the least of 10.00% of the investee company's subscribed capital (face value) or 10.00% of the respective fund in case of life insurer or 10.00% of investment assets in case of general insurer or reinsurer;
2) The entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
3) The industry sector in which the investee company belongs to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be. Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Applications under Power of Attorney

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, Mutual Funds, insurance companies and provident funds with minimum corpus of ₹25 Crores (subject to applicable law) and pension funds with a minimum corpus of ₹25 Crores a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

In addition to the above, certain additional documents are required to be submitted by the following entities:

(a). With respect to applications by 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 ₹25 Crores (subject to applicable law) and pension funds with a minimum corpus of ₹25 Crores, 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 printing particulars and 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 Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

Applications by Provident Funds / Pension Funds

In case of Applications made by provident funds with minimum corpus of ₹25 crores (subject to applicable law) and pension funds with minimum corpus of ₹ 25 crores, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

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 reserves the right to reject any Application without assigning any reason therefore.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949 (the "**Banking Regulation Act**"), and Master Circular – Para-banking Activities dated July 1, 2015 is 10% of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever is less. Further, the investment in a non-financial services company by a banking company together with its subsidiaries, associates, joint ventures, entities directly or indirectly controlled by the bank and mutual funds managed by asset management companies controlled by the banking company cannot exceed 20% of the investee company's paid-up share capital. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

Applications by Self Certified Syndicate Banks (SCSBs)

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for ASBA applications.

Information for the Applicants

a) Our Company shall file the Prospectus with the Registrar of Companies at least three working days before the Issue Opening Date.

b) Our Company and the Lead Manager shall declare the Issue Opening Date and Issue Closing Date in the Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a Regional newspaper with wide circulation. This advertisement, subject to the provisions of the Companies Act, shall be in the format prescribed in Part A of Schedule XIII of the ICDR Regulations.

c) Copies of the Application Form along with the Abridged prospectus and copies of the Prospectus will be available at the offices of the Lead Manager, Registrar to the Issue, the Designated Intermediaries, and Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the websites of the NSE (www.nseindia.com), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one day prior to the Issue Opening Date.

d) Applicants who are interested in subscribing to the Equity Shares should approach any of the Application Collecting Intermediaries or their authorized agent(s).

e) Application should be submitted in the prescribed Application Form only. Application Forms submitted to the SCSBs should bear the stamp of the respective intermediary to whom the application form is submitted. Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and / or the Designated Intermediaries. Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.

f) The Application Form can be submitted either in physical or electronic mode, to the Application Collecting Intermediaries. Further Application Collecting Intermediary may provide the electronic mode of collecting either

through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account.

g) Except for the Applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Applicants, or in the case of application in joint names, the first Applicant (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the Sole identification number for participating transaction in the securities market, irrespective of the amount of the transaction. Any Application Form without PAN is liable to be rejected. The demat accounts of Applicants for whom PAN details have not been verified, excluding person resident in the state of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Applicants.

Instructions for Completing the Application Form

The Applications should be submitted on the prescribed Application Form and in **BLOCK LETTERS** in **ENGLISH** only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. Application Forms should bear the stamp and acknowledge by the Designated Intermediary.

The Applicants should note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic system of the Stock Exchange does not match with the PAN, DP ID and Client ID available in the database of Depositories, the Application Form is liable to be rejected.

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'). These Demographic Details would be used for all correspondence with the Applicants including mailing of the 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.

Procedure and Time Schedule for Allotment of Equity Shares

The Issue will be conducted through the "Fixed Price Method" pursuant to which the Designated Intermediary will accept Applications for the Equity Shares during the Issue Period. The Issue Period will commence on September 4, 2017 and expire on September 6, 2017. Following the expiration of the Issue Period, our Company, in consultation with the Lead Manager, will determine the basis of allotment and entitlement to allotment based on the applications received and subject to the confirmation by the Stock Exchange. Successful Applicants will be provided with a confirmation of their allocation for the Equity Shares within a prescribed time. The SEBI (ICDR) Regulations, 2009 require our Company to complete the allotment to successful Applicants within 4 days of the expiration of the Issue Period. The Equity Shares will then be credited and allotted to the investors demat accounts maintained with the relevant depository participant. Upon approval by the Stock Exchange, the Equity Shares will be listed and trading will commence.

Payment Instructions

All Applicants are required to use the ASBA facility to make payment.

Basis of Allotment

Allotment will be made in consultation with NSE (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

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 4,000equity shares the allotment will be made as follows:

   a) Each successful applicant shall be allotted 4,000 Equity Shares; and
   b) The successful applicants out of the total applicants for that category shall be determined by the withdrawal 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 4,000 equity shares, the number in excess of the multiple of 4,000 would be rounded off to the nearest multiple of 4,000, subject to minimum allotment of 4,000 Equity Share.

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 lower nearest multiple of 4,000 equity shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the offer specified under the Capital Structure mentioned in this Prospectus.

6. The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for small individual applicants as described below:

   a) A minimum of 50% of the net offer of shares to the Public shall initially be made available for allotment to retail individual investors as the case may be.

   b) The balance net offer of shares to the public shall be made available for allotment to a) individual applicants other than retails individual investors and b) 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.

As per Regulation 43 (4) of SEBI (ICDR) Regulations, 2009 as amended, if the retail individual investor category is entitled to more than fifty per cent on proportionate basis, the retail individual investors shall be allocated that higher percentage.

'Retail Individual Investor' means an investor who applies for shares of value of not more than ₹ 2,00,000/- Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with NSE.

The Executive Director / Managing Director of NSE - the Designated Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2009.

As per the RBI regulations, OCBs are not permitted to participate in the Issue.

There is no reservation for Non Residents, NRIs, FIIs and foreign venture capital funds and all Non Residents, NRI, FII and Foreign Venture Capital Funds applicants will be treated on the same basis with other categories for the purpose of allocation.

Terms of Payment / Payment Instructions

The entire Issue price of ₹35/- per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, The Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Applicants.

- All Applicants are required to make use ASBA for applying in the Issue;
- Application Amount cannot be paid in cash, through money order, cheque or through postal order or through stock invest;
- Applicants may submit the Application Form in physical mode to the Designated Intermediaries;
- Applicants must specify the Bank Account number in the Application Form. The Application Form submitted by an Applicant and which is accompanied by cash, demand draft, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, will not be accepted;
- Applicants should ensure that the Application Form is also signed by the ASBA Account holder(s) if the Applicant is not the ASBA Account holder;
- Applicants shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account;
- From one ASBA Account, a maximum of five Applications can be submitted;
- Applicants applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained;
- Upon receipt of the Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form;
- If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Application Amount mentioned in the Application Form and may upload the details on the Stock Exchange Platform;
- If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Applications on the Stock Exchange platform and such Applications are liable to be rejected;
- Upon submission of a completed Application Form each Applicant may be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount specified in the Application Form in the ASBA Account maintained with the SCSBs;
- The Application Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Application, as the case may be;
- SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB; else their Applications are liable to be rejected.

Unblocking of ASBA Account

a. Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines:
   (i) The number of Equity Shares to be allotted against each Application,
   (ii) The amount to be transferred from the relevant bank account to the Public Issue Account, for each Application,
   (iii)The date by which funds referred to in (ii) above may be transferred to the Public Issue Account, and
   (iv)The Details of rejected Applications, if any, along with reasons for rejection and details of withdrawn or unsuccessful Applications, if any, to enable the SCSBs to unblock the respective bank accounts.

b. On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful Application to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.

c. In the event of withdrawal or rejection of the Application Form and for unsuccessful Applications, the Registrar to the Issue may give instructions to the SCSB to unblock the Application Amount in the relevant ASBA Account within six Working Days of the Issue Closing Date.

Electronic Registration of Applications

1. The Designated Intermediary will register the Applications using the on-line facilities of the Stock Exchange. There will be at least one on-line connectivity facility in each city, where a stock exchange is located in India and where Applications are being accepted. The Lead Manager, our Company and the Registrar are not responsible for any acts, mistakes or errors or omission and commissions in relation to,
   (i) The Applications accepted by the Designated Intermediary,
   (ii)The Applications uploaded by the Designated Intermediary,
   (iii) The Applications accepted but not uploaded by the Designated Intermediary, or
   (iv)The Applications accepted and uploaded without blocking funds.

2. The Designated Intermediary shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the Applications accepted by the Designated Intermediary, (ii) the Applications uploaded by the Designated Intermediary, (iii) the Applications accepted but not uploaded by the Designated Intermediary and (iv) the Applications accepted and uploaded without blocking funds. It shall be presumed that for Applications uploaded by the Designated Intermediary, the full Application Amount has been blocked.

3. In case of apparent data entry error either by the Designated Intermediary in entering the Application Form number in their respective schedules other things remaining unchanged, the Application Form may be considered as valid and such exceptions may be recorded in minutes of the meeting submitted to Stock Exchange.

4. The Designated Intermediary will undertake modification of selected fields in the Application details already uploaded within before 1.00 p.m. of the next Working Day from the Issue Closing Date.

5. The Stock Exchange will offer an electronic facility for registering Applications for the Issue. This facility will be available with the Designated Intermediary and their authorized agents during the Issue Period. The Designated Branches or the Agents of the Designated Intermediary can also setup facilities for off-line electronic registration of Applications subject to the condition that they will subsequently upload the off-line data file into the on-line facilities on a regular basis. On the Issue Closing Date, the Designated Intermediary shall upload the Applications till such time as may be permitted by the Stock Exchange. This information will be available with the Lead Manager on a regular basis. Applicants are cautioned that a high inflow of high volumes on the last day of the Issue Period may lead to some Applications received on the last day not being uploaded and such Applications will not be considered for allocation.

6. At the time of registering each Application submitted by an Applicant, Designated Intermediary shall enter the following details of the investor in the on-line system, as applicable:

   - Name of the Applicant;
   - IPO Name;
   - Application Form number;
   - Investor Category;
   - PAN(of First Applicant, if more than one Applicant);
   - DP ID of the demat account of the Applicant;
   - Client Identification Number of the demat account of the Applicant;
   - Numbers of Equity Shares Applied for;
   - Location of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
   - Bank account number.

7. In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above mentioned details and mention the bank account number, except the Electronic Application Form number which shall be system generated.

8. The Designated intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively. The registration of the Application by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.

9. Such acknowledgement will be non-negotiable and by itself will not create any obligation of any kind.

10. In case of QIB Applicants, the Lead Manager has the right to accept the Application or reject it. However, the rejection should be made at the time of receiving the Application and only after assigning a reason for such rejection in writing. In case on Non-Institutional Applicants and Retail Individual Applicants, Applications would be rejected on technical grounds.

11. The permission given by the Stock Exchange to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Lead Manager are cleared or approved by the Stock Exchange; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our Company, our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchange.

12. Only Applications that are uploaded on the online IPO system of the Stock Exchange shall be considered for allocation/Allotment. The Designated Intermediary will be given time till 1.00 p.m. on the next working day after the Issue Closing Date to verify the PAN, DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar will receive this data from the Stock Exchange and will validate the electronic Application details with depository's records. In case no corresponding record is available with depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such Applications are liable to be rejected.

General Instructions:

***Do's*:**

- Check if you are eligible to apply as per the terms of the Prospectus and under applicable law rules, regulations, guidelines and approvals;
- Ensure that you have Applied at the Issue Price;
- Read all the instructions carefully and complete the Application Form in the prescribed form;
- Ensure that the details about the PAN, DP ID and Client ID are correct and the Applicant's depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only;
- Ensure that the Application Form is signed by the account holder in case the Applicant is not the account holder. Ensure that you have mentioned the correct bank account number in the Application Form;
- With respect to Applications by SCSBs, ensure that you have a separate account in your own name with any other SCSB having clear demarcated funds for applying under the ASBA process and that such separate account (with any other SCSB) is used as the ASBA Account with respect to your Application;
- Ensure that you request for and receive an acknowledgement of the Application from the concerned Designated Intermediary, for the submission of your Application Form;
- Ensure that you have funds equal to the Application Amount in the ASBA Account maintained with the SCSB before submitting the Application Form under the ASBA process to the respective member of the syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centres) the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
- Instruct your respective banks to not release the funds blocked in the ASBA Account for any other purpose;
- Submit revised Application to such Designated Intermediary through whom the original Application was placed and obtain a revised acknowledgement;
- Except for Applications (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Applications by persons resident in the state of Sikkim, who, in terms of the SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Applicants should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the demographic details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the demographic details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
- Ensure that the Demographic Details (as defined below) are updated, true and correct in all respects;
- Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

- Ensure that the signature of the First Applicant, in case of joint Application, is included in the Application Forms;
- Ensure that the name(s) given in the Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Application, the Application Form should contain only the name of the First Applicant whose name should also appear as the first holder of the beneficiary account held in joint names;
- Ensure that the category and sub-category is indicated;
- Ensure that in case of Application under power of attorney or by limited companies, corporate, trust etc., relevant documents are submitted;
- Ensure that Application submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
- Applicants should note that in case the DP ID, Client ID and the PAN mentioned in their Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Applications are liable to be rejected. Where the Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Application Form;
- Ensure that you tick the correct investor category, as applicable, in the Application Form to ensure proper upload of your Application in the online IPO system of the Stock Exchange;
- Ensure that the Application Form is delivered within the time prescribed as per the Application Form and the Prospectus;
- Ensure that you have mentioned the correct ASBA Account number in the Application Form;
- Ensure that the entire Application Amount is paid at the time of submission of the Application or in relation to the ASBA Applications, ensure that you have correctly signed the authorization/undertaking box in the Application Form, or have otherwise provided an authorisation to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form;
- Ensure that you receive an acknowledgement from the Designated Branch of the SCSB, for the submission of your Application Form.

Dont's:

- Do not Apply for lower than the minimum Application size;
- Do not Apply /revise Application Amount to less than or higher than the Issue Price;
- Do not Apply on another Application Form after you have submitted an Application to the Lead Manager, the SCSBs or the Registered Brokers, as applicable;
- Do not pay the Application Amount in cash, by money order or by postal order or by stock invest;
- The payment of the Application Amount in any mode other than blocked amounts in the bank account maintained with an SCSB shall not be accepted;
- Do not send Application Forms by post; instead submit the same to the Designated Intermediaries only;
- Do not Apply for an Application Amount exceeding ₹200,000 if you are applying under the Retail category;
- 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 the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Prospectus;
- Do not submit the General Index Register number instead of the PAN;
- Do not instruct your respective banks to release the funds blocked in the ASBA Account for any other purpose;
- Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
- Do not submit Applications on plain paper or on incomplete or illegible Application Forms or on Application Forms in a colour prescribed for another category of Applicant;
- Do not submit an Application in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
- Do not Apply if you are not competent to contract under the Indian Contract Act, 1872, as amended (other than minors having valid depository accounts as per Demographic Details provided by the Depositories);
- Do not withdraw your Application or lower the size of your Application (in terms of quantity of the Equity Shares or the Application Amount) at any stage, if you are a QIB or a Non-Institutional Investor;
- Do not submit more than five Application Forms per ASBA Account;

The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

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 of Rejections

Application Form can be rejected on the below mentioned technical grounds either at the time of their submission to any of the Designated Intermediaries, or at the time of finalisation of the Basis of Allotment. Applicants are advised to note that the Applications are liable to be rejected, *inter-alia*, on the following grounds, which have been detailed at various placed in this GID:-

- Application by persons not competent to contract under the Indian Contract Act, 1872, as amended, (other than minors having valid Depository Account as per Demographic Details provided by Depositories);
- Applications by OCBs;
- In case of partnership firms, Application for Equity Shares made in the name of the firm. However, a limited liability partnership can apply in its own name;
- In case of Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents not being submitted along with the Application Form;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Applications by any person outside India if not in compliance with applicable foreign and Indian laws;
- PAN not mentioned in the Application Form, except for Applications by or on behalf of the Central or State Government and officials appointed by the court and by the investors residing in the State of Sikkim, provided such claims have been verified by the Depository Participant;
- In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;
- Applications for lower number of Equity Shares than the minimum specified for that category of investors;
- The amounts mentioned in the Application Form does not tally with the amount payable for the value of the Equity Shares Applied for;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Submission of more than five Application Form as through a single ASBA Account;
- Applications for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the Prospectus;
- Multiple Applications as defined in the GID and the Prospectus;
- Application Forms are not delivered by the Applicants within the time prescribed as per the Application Form, Issue Opening Date advertisement and as per the instructions in the Prospectus and the Application Forms;
- Inadequate funds in the bank account to block the Application Amount specified in the Application Form at the time of blocking such Application Amount in the bank account;
- Where no confirmation is received from SCSB for blocking of funds;
- Applications by Applicants not submitted through ASBA process;
- Applications not uploaded on the terminals of the Stock Exchange; and
- Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Application Form.
- Applications or revisions thereof by QIB Applicants, Non Institutional Applicants where the Application Amount is in excess of ₹ 2,00,000, received after 3.00 pm on the Issue Closing Date , unless the extended time is permitted by the Stock Exchange.

Applicants Should Note that in Case the PAN, the DP ID and client ID mentioned in the application form and entered into the electronic application system of the stock exchange do not match with PAN, the DP ID and client ID available in the depository database, the application form is liable to be rejected.

Signing of Underwriting Agreement

Vide an Underwriting Agreement dated June 13, 2017 this issue is 100% Underwritten.

Filing of the Prospectus with the ROC

The Company will file a copy of the Prospectus with the ROC in terms of 26 of the 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. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the Issue Price.

Issuance of a Confirmation of Allocation Note ("CAN")

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the Lead Manager or Registrar to the

Issue shall send to the Brokers a list of their Applicants who have been allocated Equity Shares in the Issue.

2. The Registrar will then dispatch a CAN to their Applicants who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Applicant.

Designated Date and Allotment of Equity Shares

(a) **Designated Date:** On the Designated Date, the SCSBs shall transfer the funds represented by allocation of Equity Shares into the Public Issue Account with the Bankers to the Issue.

(b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. Applicants are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue.

(c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.

(d) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) credit of shares to the successful Applicants Depository Account will be completed within six Working Days of the Issue Closing Date.

The Issuer also ensures the credit of shares to the successful Applicant's depository account is completed within five Working Days from the Issue Close Date.

Disposal of Applications and Application Moneys and Interest in Case of Delay

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within two working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at EMRGE Platform of NSE where the Equity Shares are proposed to be listed are taken within 6 (Six) Working Days of closure of the Issue.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1) Allotment of Equity Shares shall be made within 3 (Three) Working Days of the Issue Closing Date;
2) Giving of Instructions for refund by unblocking of amount via ASBA not later than 4(Four) Working Days of the Issue Closing Date, would be ensured; and
3) If such money is not repaid within eight days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

Undertakings by our Company

Our Company undertakes the following:

(i) If our Company does not proceed with the Issue after the Issue Closing Date the reason thereof shall be given as a public notice to be issued by our Company within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers where the pre-Issue advertisements were published. The Stock Exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;

(ii) If our Company withdraws the Issue after the Issue Closing Date, our Company shall be required to file a fresh offer document with the Stock Exchange(s)/RoC/SEBI, in the event our Company subsequently decide to proceed with the Issue;

(iii) That the complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;

(iv) All steps for completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed are taken within six Working Days of the Issue Closing Date;

(v) Allotment will be made or the Application money will be refunded within six Working Days from the Issue Closing Date or such lesser time as specified by SEBI or the application money will be refunded to the Applicants forthwith, failing which interest will be due to be paid to the Applicants at the rate of 15% per annum for the delayed period;

(vi) Where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the Applicant within six Working Days from the Issue Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

(vii) That funds required for making refunds to unsuccessful Applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company;

(viii) That no further issue of Equity Shares shall be made until the Equity Shares offered through the Prospectus are listed or until the Application monies are refunded on account of non-listing, under-subscription etc.;

(ix) Adequate arrangements shall be made to collect all Application Forms from the Applicants;

(x) That the certificates of the securities/refund orders to Eligible NRIs shall be dispatched within specified time; and

(xi) Our Company shall not have recourse to the proceeds from the Issue until the approval for trading of the Equity Shares from the Stock Exchange where listing is sought has been received.

Utilization of Issue Proceeds

Our Board certifies that:

(i) All monies received from the Issue shall be transferred to separate bank account other than the bank account referred to in sub-section (3) of section 40 of the Companies Act, 2013;

(ii) Details of all monies utilised out of the Issue referred to in sub item (i) shall be disclosed and continue to be disclosed until the time any part of the Issue proceeds remains unutilised, under an appropriate separate head in the balance-sheet of the Issuer indicating the purpose for which such monies had been utilised;

(iii) Details of all unutilised monies out of the Issue referred to in sub-item (i) shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilised monies have been invested; and

(iv) Our Company shall comply with the requirements of the SEBI (LODR) Regulations in relation to the disclosure and monitoring of the utilisation of the proceeds of the Issue.

Our Company declares that all monies received out of the Public Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013.
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 at anytime, including after the Issue Closing Date but before the Board meeting for Allotment, without assigning any reason. Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which the Company shall apply for after Allotment.

In case, the Company wishes to withdraw the Issue after Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national

newspapers (one each in English and Hindi) and one in regional newspaper. The Stock Exchange where the Equity Shares are proposed to be listed shall also be informed promptly.

If the Company withdraws the Issue after the Issue Closing Date, the Company will be required to file a fresh Offer Document with the 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 had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

(a) Agreement dated August 11, 2017 between NSDL, the Company and the Registrar to the Issue;

(b) Agreement dated August 7, 2017 between CDSL, the Company and the Registrar to the Issue.

The Company's shares bear an ISIN No. INE175Y01012

- 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 exchange having electronic connectivity with NSDL and CDSL. The Stock Exchange where our Equity Shares are proposed to be listed have electronic connectivity with CDSL and NSDL.

- The 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 cheque or draft number and issuing bank thereof and a copy of the acknowledgement slip. Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre Issue or post Issue related problems such as non receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts etc.

PART-B

General Information Document for Investing in Public Issues

This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, 2013 (to the extent notified and in effect), the Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon the notification of the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Issue. For taking an investment decision, the Applicants should rely on their own examination of the Issuer and the Issue, and should carefully read the Draft Prospectus / Prospectus before investing in the Issue.

SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)

This document is applicable to the public issues undertaken inter-alia through Fixed Price Issues. The purpose of the "*General Information Document for Investing in Public Issues*" is to provide general guidance to potential Applicants in IPOs, on the processes and procedures governing IPOs, undertaken in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations, 2009").

Applicants should note that investment in equity and equity related securities involves risk and Applicant should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/or for subscribing to securities in an Issue and the relevant information about the Issuer undertaking the Issue; are set out in the Prospectus filed by the Issuer with the Registrar of Companies ("RoC"). Applicants should carefully read the entire Prospectus and the Application Form and the Abridged Prospectus of the Issuer in which they are proposing to invest through the Issue. In case of any difference in interpretation or conflict and/or overlap between the disclosure included in this document and the Prospectus, the disclosures in the Prospectus shall prevail. The Prospectus of the Issuer is available on the websites of Stock Exchange, on the website of the LM to the Issue and on the website of Securities and Exchange Board of India at www.sebi.gov.in.

For the definitions of capitalized terms and abbreviations used herein Applicants may refer to the section "Glossary and Abbreviations".

SECTION 2: BRIEF INTRODUCTION TO IPOs ON SME EXCHANGE

2.1 Initial Public Offer (IPO)

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is *inter-alia* required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) of the SEBI ICDR Regulations, 2009, if applicable. For details of compliance with the eligibility requirements by the Issuer, Applicants may refer to the Prospectus.

The Issuer may also undertake IPO under of chapter XB of the SEBI (ICDR) Regulations, wherein as per,

- Regulation 106M (1): An issuer whose post-issue face value capital does not exceed ten crores rupees shall issue its specified securities in accordance with provisions of this Chapter.

- Regulation 106M (2): An issuer, whose post issue face value capital, is more than ten crores rupees and up to twenty five crores rupees, may also issue specified securities in accordance with provisions of this Chapter.

The present Issue is being made under Regulation 106M (2) of Chapter XB of SEBI (ICDR) Regulations.

2.2 Other Eligibility Requirements

In addition to the eligibility requirements specified in paragraphs 2.1, an Issuer proposing to undertake an IPO is required to comply with various other requirements as specified in the SEBI ICDR Regulations, 2009, the Companies Act, 2013 and the Companies Act, 1956 to the extent applicable (the "Companies Act"), The Securities Contracts

(Regulation) Rules, 1957 (the "SCRR"), industry- specific regulations, if any, and other applicable laws for the time being in force.

Following are the eligibility requirements for making an SME IPO under Regulation 106M of Chapter XB of SEBI (ICDR) Regulation:

(a) In accordance with regulation 106(P) of the SEBI (ICDR) Regulations, Issue has to be 100% underwritten and the LM has to underwrite at least 15% of the total issue size.

(b) In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, total number of proposed allottees in the Issue shall be 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 the company becomes liable to repay it, than the Company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed under section 40 of the Companies Act, 2013

(c) In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, Company is not required to file any Offer Document with SEBI nor has SEBI issued any observations on the Offer Document. The Lead Manager shall submit the copy of Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.

(d) In accordance with Regulation 106(V) of the SEBI ICDR Regulations, the LM has to ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares offered in the Issue.

(e) The Issuer shall have Net Tangible assets of at least ₹3 crores and is positive as per the latest audited financial results.

(f) The Net worth (excluding revaluation reserves) of the Issuer shall be at least ₹3 crores as per the latest audited financial results.

(g) The Issuer should have a track record of distributable profits in terms of section 123 of Companies Act, 2013 for two out of immediately preceding three financial years or it should have net worth of at least ₹ 5 Crores.

(h) The Post-issue paid up capital of the Issuer shall be at least ₹3 Crores.

(i) The Issuer shall mandatorily facilitate trading in demat securities.

(j) The Issuer should not been referred to Board for Industrial and Financial Reconstruction.

(k) No petition for winding up is admitted by a court or a liquidator has not been appointed of competent jurisdiction against the Company.

(l) No material regulatory or disciplinary action should have been taken by any stock exchange or regulatory authority in the past three years against the Issuer.

(m) The Company should have a website.

(n) There has been no change in the promoter(s) of the Company in the one year preceding the date of filing application to NSE for listing on SME segment.

Issuer shall also comply with all the other requirements as laid down for such an Issue under Chapter X-B of SEBI (ICDR) Regulations and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

As per Regulation 106(M)(3) of SEBI (ICDR) Regulations, 2009, the provisions of Regulations 6(1), 6(2), 6(3), Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Sub regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to this Issue.

Thus Company is eligible for the Issue in accordance with regulation 106M (2) and other provisions of chapter XB of the SEBI (ICDR) Regulations as the post issue face value capital does not exceed ₹ 2500 lakhs. Company also complies with the eligibility conditions laid by the SME Platform of NSE for listing of our Equity Shares.

2.3 Details of our Company fulfilling Requirements

Our Company fulfils Requirements as specified in the SEBI ICDR Regulations, 2009, the Companies Act, 2013 and the Companies Act, 1956 to the extent applicable (the "Companies Act"), The Securities Contracts (Regulation) Rules, 1957 (the "SCRR"), industry- specific regulations, if any, and other applicable laws for the time being in force.

- The company has incorporated in March 12, 2012 and hence it has track record of more than 4 years. Ketan M. Shroff is a promoter of company. For further details, please refer to the "*Our Business*" and "*Our Management*" on page 63 and 74.

2.4 Types of Public Issues – Fixed Price Issues and Book Built Issues

In accordance with the provisions of the SEBI ICDR Regulations, 2009, an Issuer can either determine the Issue Price through the Book Building Process ("**Book Built Issue**") or undertake a Fixed Price Issue ("**Fixed Price Issue**"). An Issuer may mention Floor Price or Price Band in the RHP (in case of a Book Built Issue) and a Price or Price Band in the Prospectus (in case of a fixed price Issue) an determine the price at a later date before registering the Prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The Issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre-issue advertisement was given at least five Working Days before the Issue Opening Date, in case of an IPO and at least one Working Day before the Issue Opening Date, in case of an FPO.

The Floor Price or the Issue price cannot be lesser than the face value of the securities.

Applicants should refer to the Prospectus or Issue advertisements to check whether the Issue is a Book Built Issue or a Fixed Price Issue.

2.5 Issue Period

The Issue may be kept open for a minimum of three Working Days (for all category of Applicants) and not more than ten Working Days. Applicants are advised to refer to the Application Form and Abridged Prospectus or Prospectus for details of the Issue Period. Details of Issue Period are also available on the website of Stock Exchange(s).

2.6 Migration To Main Board

SME Issuer may migrate to the Main Board of Stock Exchange from the SME Exchange at a later date subject to the following:

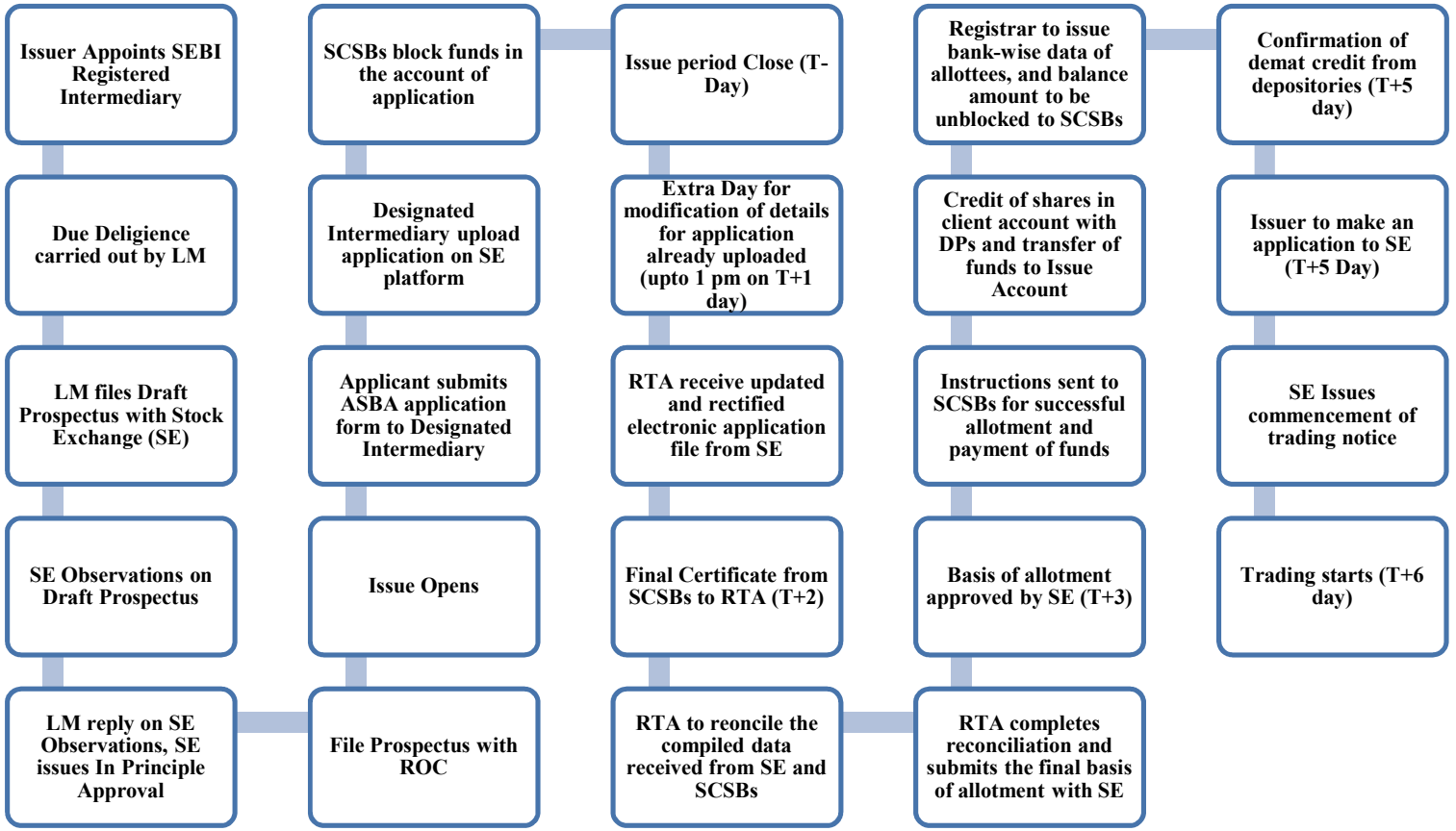
a) If the Paid up Capital of the Company is likely to increase above ₹ 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), the Company shall apply to Stock Exchange for listing of its shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.

OR

b) If the Paid up Capital of the company is more than ₹ 10 crores and upto ₹ 25 crores, the Company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

2.7 Flowchart of Timelines

A flow chart of process flow in Fixed Price and Book Built Issues is as follows.


Issuer Appoints SEBI Registered Intermediary
Due Deligience carried out by LM
LM files Draft Prospectus with Stock Exchange (SE)
SE Observations on Draft Prospectus
LM reply on SE Observations, SE issues In Principle Approval
File Prospectus with ROC
Issue Opens
Applicant submits ASBA application form to Designated Intermediary
Designated Intermediary upload application on SE platform
SCSBs block funds in the account of application
Issue period Close (T-Day)
Extra Day for modification of details for application already uploaded (upto 1 pm on T+1 day)
RTA receive updated and rectified electronic application file from SE
Final Certificate from SCSBs to RTA (T+2)
RTA to reoncile the compiled data received from SE and SCSBs
RTA completes reconciliation and submits the final basis of allotment with SE
Basis of allotment approved by SE (T+3)
Instructions sent to SCSBs for successful allotment and payment of funds
Credit of shares in client account with DPs and transfer of funds to Issue Account
Registrar to issue bank-wise data of allottees, and balance amount to be unblocked to SCSBs
Trading starts (T+6 day)
SE Issues commencement of trading notice
Issuer to make an application to SE (T+5 Day)
Confirmation of demat credit from depositories (T+5 day)

SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN ISSUE

Each Applicant should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.

Subject to the above, an illustrative list of Applicants is as follows:

- 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);
- FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI;
- Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- State Industrial Development Corporations;
- Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts 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 IRDA;
- Provident Funds and Pension Funds with minimum corpus of ₹ 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 or by Department of Posts, India;
- Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws.

As per the existing regulations, OCBs cannot participate in this Issue.

SECTION 4: APPLYING IN THE ISSUE

Fixed Price Issue: Applicants should only use the specified Application Form bearing the stamp of an SCSB as available or downloaded from the websites of the Stock Exchange. Application Forms are available with the registered office of the Issuer, and office of the RTA and at the office of the Lead Manager .Application Forms are available with the Designated Branches of the SCSBs and at the Registered and Corporate Office of the Issuer. For further details, regarding availability of Application Forms, Applicants may refer to the Prospectus.

Applicants should ensure that they apply in the appropriate category. The prescribed colour of the Application Form for various categories of Applicants is as follows:

Category	Colour of the Application Form
Resident Indian, Eligible NRIs applying on a non-repatriation basis	White
NRIs, FVCIs, FIIs, their Sub-Accounts (other than Sub-Accounts which are foreign corporate(s) or foreign individuals applying under the QIB), FPIs, QFIs, on a repatriation basis	Blue

Securities Issued in an IPO can only be in dematerialized form in compliance with Section 29 of the Companies Act, 2013. Applicants will not have the option of getting the allotment of specified securities in physical form. However, they

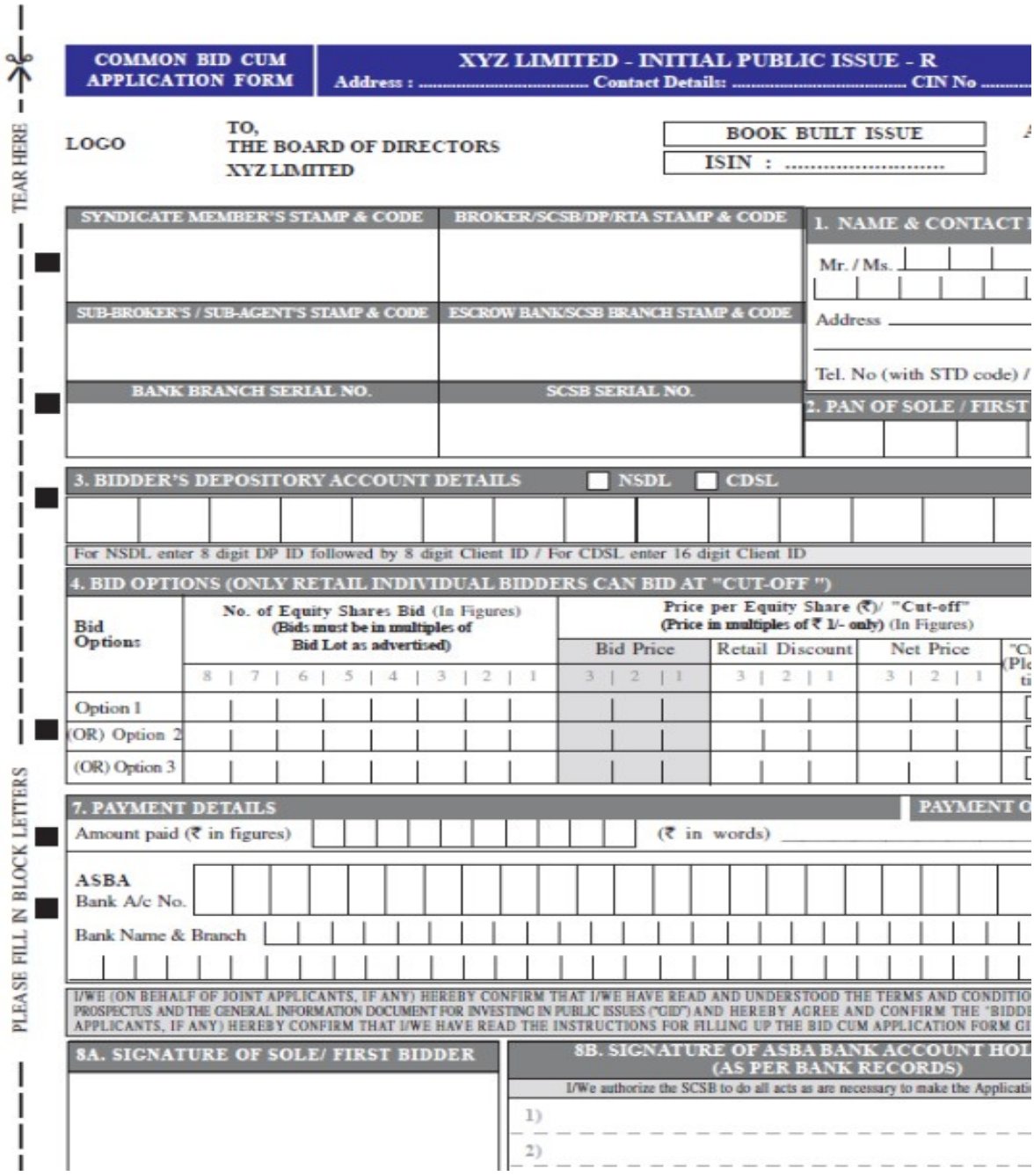
may get the specified securities rematerialised subsequent to allotment.

4.1 INSTRUCTIONS FOR FILING THE APPLICATION (FIXED PRICE ISSUE) FORM

Applicants may note that forms not filled completely or correctly as per instructions provided in the GID, the Prospectus and the Application Form are liable to be rejected.

Instructions to fill each field of the Application Form can be found on the reverse side of the Application Form. Specific instructions for filling various fields of the Resident Application Form and Non-Resident Application Form and samples are provided below.

The samples of the Application Form for resident Applicants and the Application Form for non-resident Applicants are reproduced below:



TEAR HERE

COMMON BID CUM APPLICATION FORM

XYZ LIMITED - INITIAL PUBLIC ISSUE - R

Address : ..... Contact Details: ..... CIN No .....

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

BOOK BUILT ISSUE

ISIN : .....

SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/DP/RTA STAMP & CODE
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	**ESCROW BANK/SCSB BRANCH STAMP & CODE**
BANK BRANCH SERIAL NO.	**SCSB SERIAL NO.**

1. NAME & CONTACT

Mr. / Ms.

Address

Tel. No (with STD code) /

2. PAN OF SOLE / FIRST

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF ")

Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)			
		Bid Price	Retail Discount	Net Price	"C (Pl ti
	8 | 7 | 6 | 5 | 4 | 3 | 2 | 1	3 | 2 | 1	3 | 2 | 1	3 | 2 | 1	
Option 1					
(OR) Option 2					
(OR) Option 3					

7. PAYMENT DETAILS **PAYMENT O**

Amount paid (₹ in figures) (₹ in words)

ASBA
Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIO PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE "BIDDE APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GI

8A. SIGNATURE OF SOLE/ FIRST BIDDER

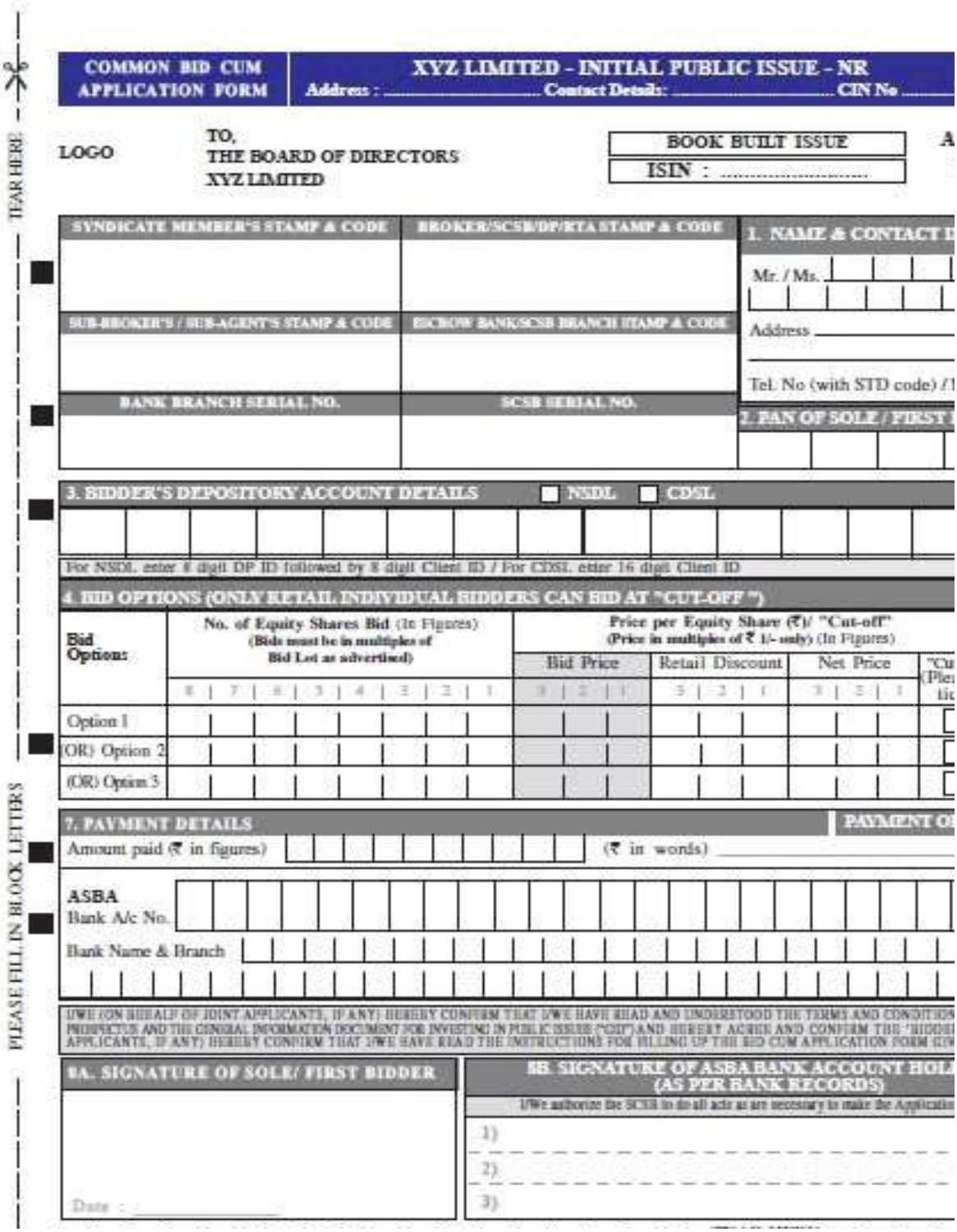
8B. SIGNATURE OF ASBA BANK ACCOUNT HOL (AS PER BANK RECORDS)

I/We authorize the SCSB to do all acts as are necessary to make the Applicati

1)

2)

PLEASE FILL IN BLOCK LETTERS



COMMON BID CUM APPLICATION FORM

XYZ LIMITED – INITIAL PUBLIC ISSUE - NR

Address : ..... Contact Details: ..... CIN No .....

TEAR HERE

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

BOOK BUILT ISSUE

ISIN : .....

SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/DP/RTA STAMP & CODE	1. NAME & CONTACT D
		Mr. / Ms.
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	ESCROW BANK/SCSB BRANCH STAMP & CODE	Address
		Tel. No (with STD code) /
BANK BRANCH SERIAL NO.	SCSB SERIAL NO.	2. PAN OF SOLE / FIRST

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL

For NSDL, enter 8 digit DP ID followed by 8 digit Client ID / For CDSL, enter 16 digit Client ID

4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")

Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)			
		Bid Price	Retail Discount	Net Price	"Cu (Ple tic
	8 | 7 | 6 | 5 | 4 | 3 | 2 | 1	3 | 2 | 1	3 | 2 | 1	3 | 2 | 1	
Option 1					
(OR) Option 2					
(OR) Option 3					

7. PAYMENT DETAILS PAYMENT O

Amount paid (₹ in figures) (₹ in words)

ASBA
Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE "BIDDE APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GI

8A. SIGNATURE OF SOLE/ FIRST BIDDER

Date : .....

8B. SIGNATURE OF ASBA BANK ACCOUNT HOL (AS PER BANK RECORDS)

I/We authorize the SCSB to do all acts as are necessary to make the Applicatio

1)

2)

3)

PLEASE FILL IN BLOCK LETTERS

4.1.1 **FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/FIRST APPLICANT**

(a) Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

(b) **Mandatory Fields**: Applicants should note that the name and address fields are compulsory and e-mail and/or telephone number/mobile number fields are optional. Applicants should note that the contact details mentioned in the Application Form may be used to dispatch communications (including letters notifying the unblocking of the bank accounts of Applicants) in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Application Form may be used by the Issuer, the Registered Broker and the Registrar to the Issue only for correspondence(s) related to an Issue and for no other purposes.

(c) **Joint Applications**: In the case of Joint Applications, the Applications should be made in the name of the Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Applicant whose name appears in the Application Form or the Revision Form and all communications may be addressed to such Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

(d) **Impersonation**: Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who:

(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."

The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

(e) **Nomination Facility to Applicant:** Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Applicants should inform their respective Depository Participant.

4.1.2 **FIELD NUMBER 2: PAN NUMBER OF SOLE/FIRST APPLICANT**

(a) PAN (of the sole/first Applicant) provided in the Application Form should be exactly the same as the PAN of the person(s)in whose name the relevant beneficiary account is held as per the Depositories' records.

(b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Applications on behalf of the Central or State Government, Applications by officials appointed by the courts and Applications by Applicants residing in Sikkim ("PAN Exempted Applicants"). Consequently, all Applicants, other than the PAN Exempted Applicants, are required to disclose their PAN in the Application Form, irrespective of the Application Amount. An Application Form without PAN, except in case of Exempted Applicants, is liable to be rejected. Applications by the Applicants whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.

(c) The exemption for the PAN Exempted Applicants is subject to (a) the Demographic Details received from the respective Depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status";and(b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.

(d) Application Forms which provide the General Index Register Number instead of PAN may be rejected.

(e) Applications by Applicants whose demat accounts have been 'suspended for credit' are liable to be rejected pursuant to the circular issued by SEBI on July29, 2010, bearing number CIR/MRD/DP/22/2010.Such accounts are classified as "Inactive demat accounts" and demographic details are not provided by depositories.

4.1.3 FIELD NUMBER 3: APPLICANTS DEPOSITORY ACCOUNT DETAILS

(a) Applicants should ensure that DP ID and the Client ID are correctly filled in the Application Form. The DP ID and Client ID provided in the Application Form should match with the DP ID and Client ID available in the Depository database, **otherwise, the Application Form is liable to be rejected.**

(b) Applicants should ensure that the beneficiary account provided in the Application Form is active.

(c) Applicants should note that on the basis of DP ID and Client ID as provided in the Application Form, the Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for unblocking of ASBA Account or for other correspondence(s) related to an Issue.

(d) Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Applicant's sole risk.

4.1.4 FIELDNUMBER4:APPLICATIONDETAILS

(a) The Issuer may mention Price in the Prospectus. However a prospectus registered with RoC contains one price.

(b) Minimum And Maximum Application Size

i. For Retail Applicants

The Application must be for a minimum of 4,000 Equity Shares. As the Application Price payable by the Retail Individual Applicants cannot exceed ₹2,00,000, they can make Application for only minimum Application size i.e. for 4,000 Equity Shares.

ii. For Other Applicants (Non Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares such that the Application Amount exceeds ₹200,000 and in multiples of 4,000 Equity Shares thereafter. An Application cannot be submitted for more than the Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB and a NII Applicant cannot withdraw or lower its quantity or price in its application once the application is submitted and is required to pay 100% Margin upon submission of Application. In case of revision in Applications, the Non Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than ₹2,00,000 for being considered for allocation in the Non Institutional Portion. Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Prospectus.

(c) **Multiple Applications:** An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or to different Designated Intermediary and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.

(d) Applicants are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple applications:

i. All applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds and FPI sub-accounts, Applications bearing the same PAN may be treated as multiple applications by an Applicant and may be rejected.

ii. For applications from Mutual Funds and FPI sub-accounts, submitted under the same PAN, as well as Applications on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. In any such applications which have the same DP ID and Client ID, these may be treated as multiple applications and may be rejected.

(e) The following applications may not be treated as multiple Applications:

i. Applications by Reserved Categories in their respective reservation portion as well as that made by them in the Net Issue portion in public category.

ii. Separate applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Applications clearly indicate the scheme for which the Application has been made.

iii. Applications by Mutual Funds, and sub-accounts of FPIs (or FPIs and its subaccounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

4.1.5 **FIELD NUMBER 5 : CATEGORY OF APPLICANTS**

i. The categories of applicants identified as per the SEBI ICDR Regulations, 2009 for the purpose of application, allocation and allotment in the Issue are RIIs, individual applicants other than RII's and other investors (including corporate bodies or institutions, irrespective of the number of specified securities applied for).

ii. An Issuer can make reservation for certain categories of Applicants permitted under the SEBI ICDR Regulations, 2009. For details of any reservations made in the Issue, applicants may refer to the Prospectus.

iii. The SEBI ICDR Regulations, 2009 specify the allocation or allotment that may be made to various categories of applicants in an Issue depending upon compliance with the eligibility conditions. For details pertaining to allocation and Issue specific details in relation to allocation, applicant may refer to the Prospectus.

4.1.6 **FIELD NUMBER 6: INVESTOR STATUS**

(a) Each Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective allotment to it in the Issue is incompliance with the investment restrictions under applicable law.

(b) Certain categories of Applicants, such as NRIs, FIIs/FPIs and FVCIs may not be allowed to Apply in the Issue or hold Equity Shares exceeding certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.

(c) Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Application Form and Non-Resident Application Form.

(d) Applicants should ensure that their investor status is updated in the Depository records.

4.1.7 **FIELD NUMBER 7: PAYMENT DETAILS**

(a) All Applicants are required to make payment of the full Amount (net of any Discount, as applicable) along-with the Application Form. If the Discount is applicable in the Issue, the RIIs should indicate the full amount in the Application Form and the payment shall be made for Amount net of Discount. Only in cases where the Prospectus indicates that part payment may be made, such an option can be exercised by the Applicant.

(b) 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.

(c) In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015, all potential investors shall participate in the Issue only through ASBA process providing details about the bank account which will be blocked by the SCSBs for the same.

4.1.7.1 **Payment instructions for Applicants**

(i) Applicants may submit the Application Form either (i) in physical mode to the Designated Branch of an SCSB where the Applicants have ASBA Account, or (ii) in electronic mode through the internet banking facility offered by an SCSB authorizing blocking of funds that are available in the ASBA account specified in the Application Form, or (iii) in physical mode to any Designated Intermediary.

(ii) Applicants should specify the Bank Account number in the Application Form. The Application Form submitted

by an Applicant and which is accompanied by cash, demand draft, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, may not be accepted.

(iii) Applicants should ensure that the Application Form is also signed by the ASBA Account holder(s) if the Applicant is not the ASBA Account holder.

(iv) Applicants shall note that that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.

(v) From one ASBA Account, a maximum of five Application Forms can be submitted.

(vi) Applicants applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.

(vii) Applicants applying through a Registered Broker, RTA or CDP should note that Application Forms submitted to them may not be accepted, if the SCSB where the ASBA Account, as specified in the Application Form, is maintained has not named at least one branch at that location for the Registered Brokers, RTA or CDP, as the case may be, to deposit Application Forms.

(viii) Upon receipt of the Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application form.

(ix) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Application Amount mentioned in the Application Form and may upload the details on the Stock Exchange Platform.

(x) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Applications on the Stock Exchange platform and such Applications are liable to be rejected.

(xi) Upon submission of a completed Application Form each Applicant may be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount specified in the Application Form in the ASBA Account maintained with the SCSBs.

(xii) The Application Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Application, as the case may be.

(xiii) SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB; else their Applications are liable to be rejected.

4.1.7.2 **Unblocking of ASBA Account**

(a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Application , (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Application,(iii) the date by which funds referred to in (ii)above may be transferred to the Public Issue Account, and (iv)details of rejected Applications, if any, along with reasons for rejection, if any to enable the SCSBs to unblock the respective bank accounts.

(b) On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful Applicant to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.

(c) In the event of withdrawal or rejection of the Application Form and for unsuccessful Applications, the Registrar to the Issue may give instructions to the SCSB to unblock the Amount in the relevant ASBA Account within six Working Days of the Issue Closing Date.

4.1.7.3 **Discount** (if applicable)

(a) The Discount is stated in absolute rupee terms.

(b) Applicants applying under RII category, Retail Individual Shareholder and employees are only eligible for discount. For Discounts offered in the Issue, Applicants may refer to the Prospectus.

(c) The Applicants entitled to the applicable Discount in the Issue may make payment for an amount i.e. the Amount less Discount (if applicable).

Applicant may note that in case the net payment (post Discount) is more than two lakhs Rupees, the system automatically considers such applications for allocation under Non-Institutional Category. These applications are neither eligible for Discount nor fall under RII category.

4.1.8 **FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS**

(a) Only the First Applicant is required to sign the Application Form. Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.

(b) If the ASBA Account is held by a person or persons other than the ASBA Applicant, then the Signature of the ASBA Accountholder(s) is also required.

(c) Signature has to be correctly affixed in the authorization/undertaking box in the Application Form, or an authorisation has to be provided to the SCSB via the electronic mode, for blocking funds in theASBAAccountequivalenttotheAmountmentionedintheApplicationForm.

(d) Applicants must note that Application Form without signature of Applicant and /or ASBA Account holder is liable to be rejected.

4.1.9 **ACKNOWLEDGEMENT AND FUTURE COMMUNICATION**

(a) Applicants should ensure that they receive the Acknowledgement Slip duly signed and stamped by the Designated Intermediary, as applicable, for submission of the Application Form.

(b) All communications in connection with Applications made in the Issue should be addressed as under:

i. In case of queries related to Allotment, non-receipt of Allotment Advice, credit of Allotted Equity Shares, unblock fund, the Applicants should contact the Registrar to the Issue.
ii. In case of Applications submitted to the Designated Branches of the SCSBs, the Applicants should contact the relevant Designated Branch of the SCSB.
iii. In case of queries relating to uploading of Applications by a Registered Broker, the Applicants should contact the relevant Registered Broker
iv. In case of Application submitted to the RTA, the Applicants should contact the RTA.
v. In case of Application submitted to the DP, the Applicants should contact the relevant DP.
vi. Applicant may contact our Company Secretary and Compliance Officer or LM in case of any other complaints in relation to the Issue.

(c) The following details(as applicable) should be quoted while making any queries-

i. Full name of the sole or First Applicant, Application Form number, Applicants 'DP ID, Client ID, PAN, number of Equity Shares applied for, amount paid on application.
ii. Name and address of the Designated Branch, as the case may be, where the application was submitted.
iii. ASBA Account number in which the amount equivalent to the Amount was blocked.

For further details, Applicant may refer to the Prospectus and the Application Form.

4.2 INSTRUCTIONS FOR FILING THE REVISIONFORM

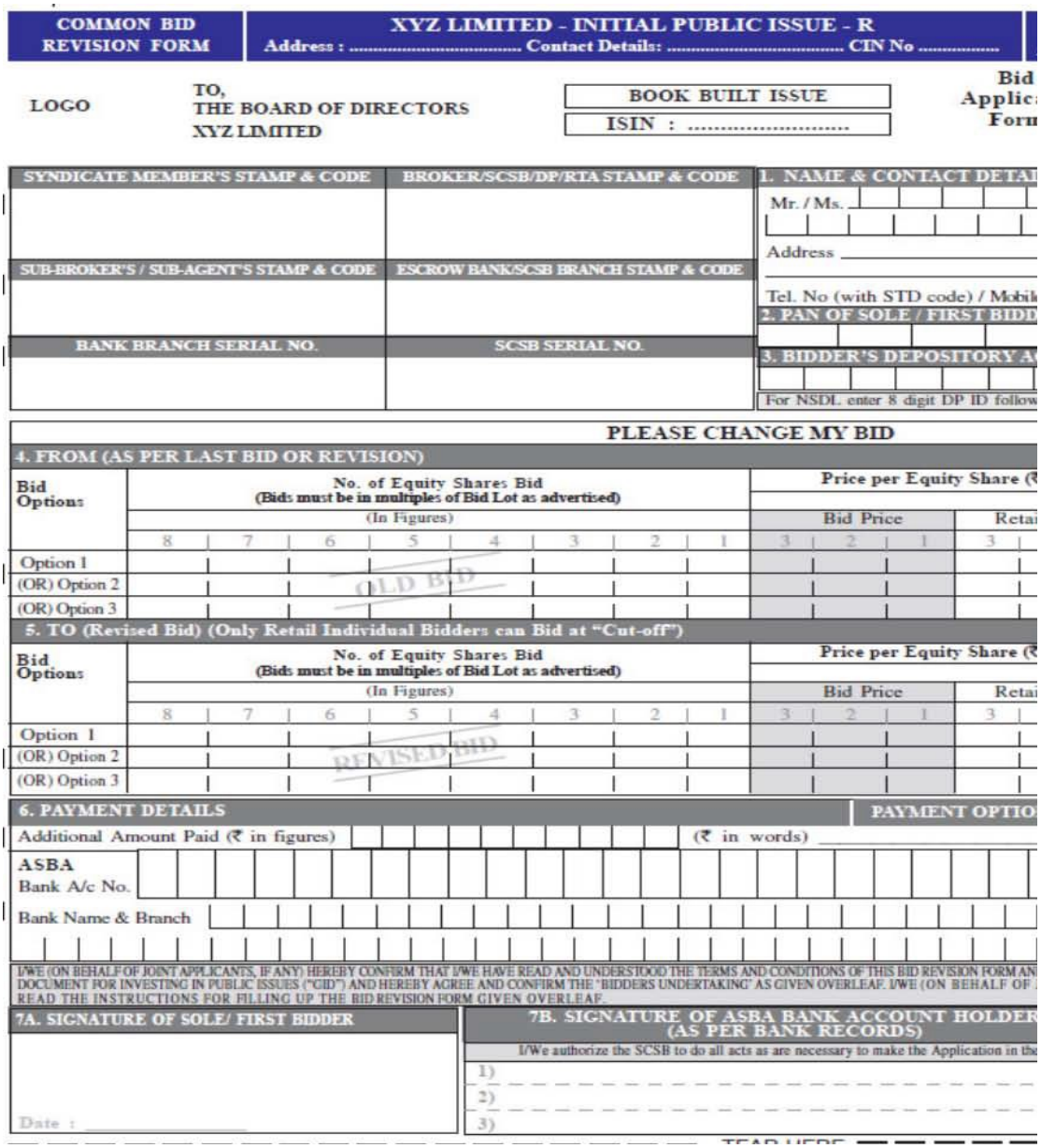
(a) During the Issue Period, any Applicant (other than QIBs and NIIs, who can only revise their application amount upwards) who has registered his or her interest in the Equity Shares for a particular number of shares is free to revise number of shares applied using revision forms available separately.
(b) RII may revise their applications till closure of the Issue period or withdraw their applications until finalization of

allotment.

(c) Revisions can be made only in the desired number of Equity Shares by using the Revision Form.

(d) The Applicant can make this revision any number of times during the Issue Period. However, for any revision(s) in the Application, the Applicants will have to use the services of the SCSB through which such Applicant had placed the original Application.

A sample Revision form is reproduced below:



COMMON BID REVISION FORM | **XYZ LIMITED - INITIAL PUBLIC ISSUE - R**
Address : ..... Contact Details: ..... CIN No .....

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

BOOK BUILT ISSUE
ISIN : .....

Bid Applic Form

SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/DP/RTA STAMP & CODE	1. NAME & CONTACT DETAI
		Mr. / Ms.
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	ESCROW BANK/SCSB BRANCH STAMP & CODE	Address
		Tel. No (with STD code) / Mobil
BANK BRANCH SERIAL NO.	SCSB SERIAL NO.	2. PAN OF SOLE / FIRST BIDD
		3. BIDDER'S DEPOSITORY A
		For NSDL enter 8 digit DP ID follow

PLEASE CHANGE MY BID

4. FROM (AS PER LAST BID OR REVISION)

Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures) 8 7 6 5 4 3 2 1	Price per Equity Share (₹ Bid Price 3 2 1	Reta 3
Option 1			
(OR) Option 2			
(OR) Option 3			

OLD BID

5. TO (Revised Bid) (Only Retail Individual Bidders can Bid at "Cut-off")

Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures) 8 7 6 5 4 3 2 1	Price per Equity Share (₹ Bid Price 3 2 1	Reta 3
Option 1			
(OR) Option 2			
(OR) Option 3			

REVISED BID

6. PAYMENT DETAILS | PAYMENT OPTIO

Additional Amount Paid (₹ in figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID REVISION FORM AN DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("CID") AND HEREBY AGREE AND CONFIRM THE 'BIDDERS UNDERTAKING' AS GIVEN OVERLEAF. I/WE (ON BEHALF OF READ THE INSTRUCTIONS FOR FILLING UP THE BID REVISION FORM GIVEN OVERLEAF.

7A. SIGNATURE OF SOLE/ FIRST BIDDER	7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER (AS PER BANK RECORDS)
Date :	I/We authorize the SCSB to do all acts as are necessary to make the Application in the 1) 2) 3)

TEAR HERE

Instructions to fill each field of the Revision Form can be found on the reverse side of the Revision Form. Other than instructions already highlighted at paragraph 4.1 above, point wise instructions regarding filling up various fields of the Revision Form are provided below:

4.2.1 **FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST APPLICANT,PANOF SOLE/FIRSTAPPLICANT& DEPOSITORY ACCOUNTDETAILS OF THE APPLICANT**

Applicants should refer to instructions contained inparagraphs4.1.1, 4.1.2and 4.1.3.

4.2.2 **FIELD 4 & 5: APPLICATION FORM REVISION'FROM'AND'TO'**

(a) Apart from mentioning the revised number of shares in the Revision Form, the Applicant must also mention the details of shares applied for given in his or her Application Form or earlier Revision Form.

(b) In case of revision of applications by RIIs, Employees and Retail Individual Shareholders, such Applicants should ensure that the application amount should not exceed ₹ 2,00,000/-. In case amount exceeds ₹2,00,000/- due to revision and the application may be considered, subject to eligibility, for allocation under the Non-Institutional Category.

4.2.3 **FIELD 6: PAYMENT DETAILS**

(a) All Applicants are required to make payment of the full application amount along with the Revision Form.

(b) Applicant may Issue instructions to block the revised amount in the ASBA Account, to Designated Branch through whom such Applicant had placed the original application to enable the relevant SCSB to block the additional application amount, if any.

4.2.4 **FIELDS 7 : SIGNATURES AND ACKNOWLEDGEMENTS**

Applicants may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

4.3 SUBMISSIONOFREVISIONFORM/APPLICATION FORM

4.3.1 **Applicants may submit completed application form/Revision Form in the following manner:-**

Mode of Application	Submission of Application Form
ALL Application	To the Designated Intermediary

SECTION 5: ISSUE PROCEDURE IN FIXED PRICE ISSUE

Applicants may note that there is no Bid cum Application Form in a Fixed Price Issue. As the Issue Price is mentioned in the Fixed Price Issue therefore on filing of the Prospectus with the RoC, the Application so submitted is considered as the application form.

Applicants may only use the specified Application Form for the purpose of making an Application in terms of the Prospectus which may be submitted through the Designated Intermediaries.

Applicants may submit an Application Form either in physical form to the Designated Intermediaries or in the electronic form to the SCSB or the Designated Branches of the SCSBs authorising blocking of funds that are available in the bank account specified in the Application Form only. The Application Form is also made available on the websites of the Stock Exchange at least one day prior to the Issue Opening Date.

In a fixed price Issue, allocation in the net offer to the public category is made as follows: minimum fifty percent to Retail Individual Investors; and remaining to (i) individual investors other than Retail Individual Investors; and(ii)other Applicants including corporate bodies or institutions, irrespective of the number of specified securities applied for. The unsubscribed portion in either of the categories specified above may be allocated to the Applicants in the other category.

GROUNDS OF TECHNICAL REJECTIONS

Application Form can be rejected on the below mentioned technical grounds either at the time of their submission to any of the Designated Intermediaries, or at the time of finalisation of the Basis of Allotment. Applicants are advised to note that the Applications are liable to be rejected, *inter-alia*, on the following grounds, which have been detailed at various placed in this GID:-

- Application by persons not competent to contract under the Indian Contract Act, 1872, as amended, (other than minors having valid Depository Account as per Demographic Details provided by Depositories);

- Applications by OCBs;
- In case of partnership firms, Application for Equity Shares made in the name of the firm. However, a limited liability partnership can apply in its own name;
- In case of Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents not being submitted along with the Application Form;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Applications by any person outside India if not in compliance with applicable foreign and Indian laws;
- PAN not mentioned in the Application Form, except for Applications by or on behalf of the Central or State Government and officials appointed by the court and by the investors residing in the State of Sikkim, provided such claims have been verified by the Depository Participant;
- In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;
- Applications for lower number of Equity Shares than the minimum specified for that category of investors;
- The amounts mentioned in the Application Form does not tally with the amount payable for the value of the Equity Shares Applied for;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Submission of more than five Application Form as through a single ASBA Account;
- Applications for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the Prospectus;
- Multiple Applications as defined in this GID and the Prospectus;
- Application Forms are not delivered by the Applicants within the time prescribed as per the Application Form, Issue Opening Date advertisement and as per the instructions in the Prospectus and the Application Forms;
- Inadequate funds in the bank account to block the Application Amount specified in the Application Form at the time of blocking such Application Amount in the bank account;
- Where no confirmation is received from SCSB for blocking of funds;
- Applications by Applicants not submitted through ASBA process;
- Applications not uploaded on the terminals of the Stock Exchange; and
- Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Application Form.
- Applications or revisions thereof by QIB Applicants, Non Institutional Applicants where the Application Amount is in excess of ₹ 2,00,000, received after 3.00 pm on the Issue Closing Date , unless the extended time is permitted by NSE.

Applicants should note that in case the PAN, the DP ID and client ID mentioned in the application form and entered into the electronic application system of the stock exchange by the brokers do not match with PAN, the DP ID and client ID available in the depository database, the application form is liable to be rejected.

For details of instructions in relation to the Application Form, Applicants may refer to the relevant section of the GID.

SECTION 6: ISSUE PROCEDURE IN BOOK BUILT ISSUE

This being Fixed Price Issue, this section is not applicable for this Issue.

SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

7.1 BASIS OF ALLOTMENT

Allotment will be made in consultation with the NSE (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth hereunder:

(a) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of Applicants in the category x number of Shares applied for).

(b) The number of Shares to be allocated to the successful Applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).

(c) For applications where the proportionate allotment works out to less than 4,000 equity shares the allotment will be

made as follows:

i. Each successful Applicant shall be allotted 4,000 equity shares; and
ii. The successful Applicants out of the total applicants for that category shall be determined by the withdrawal of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.

(d) If the proportionate allotment to an Applicant works out to a number that is not a multiple of 4,000 equity shares, the Applicant would be allotted Shares by rounding off to the nearest multiple of 4,000 equity shares subject to a minimum allotment of 4,000 equity shares.

(e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Applicants in that category, the balance available Shares or 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 Applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of 4,000 Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the offer specified under the Capital Structure mentioned in the Prospectus.

(f) The above proportionate allotment of Shares in an Issue that is oversubscribed shall be subject to the reservation for Retail individual Applicants as described below:

i. As per Regulation 43 (4) of SEBI (ICDR), as the retail individual investor category is entitled to more than fifty per cent on proportionate basis, the retail individual investors shall be allocated that higher percentage.

ii. The balance net offer of shares to the public shall be made available for allotment to
- individual applicants other than retails individual investors and
- other investors, including corporate bodies/ institutions irrespective of number of shares applied for.

iii. 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 ₹ 2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with NSE.

The Executive Director / Managing Director of NSE - the Designated Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with SEBI (ICDR) Regulations.

7.2 DESIGNATED DATE AND ALLOTMENT OF EQUITYSHARES

(a) **Designated Date:** On the Designated Date, the Registrar to the Issue shall instruct the SCSBs to transfer funds represented by allocation of Equity Shares from ASBA Accounts into the Public Issue Account.

(b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. Applicants are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue. Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Applicants who have been Allotted Equity Shares in the Issue.

(c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.

(d) Issuer will ensure that:(i) the Allotment of Equity Shares; and (ii) credit of shares to the successful Applicants Depository Account will be completed within six Working Days of the Issue Closing Date. The Issuer also ensures the credit of shares to the successful Applicant's depository account is completed within five Working Days from the Issue Close Date.

SECTION 8: INTEREST AND REFUNDS

8.1 COMPLETIONOF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange are taken within six Working Days of the Issue Closing Date. The Registrar to the Issue may give instructions for credit to Equity Shares the beneficiary account with CDPs, and dispatch the Allotment Advice within six Working Days of the Issue Closing Date.

8.2 GROUNDS FOR UNBLOCKING OF FUND/REFUND

8.2.1 NON RECEIPTOF LISTING PERMISSION

An Issuer makes an application to the Stock Exchange for permission to deal in/list and for an official quotation of the Equity Shares. The Stock Exchange from where such permission is sought are disclosed in this Prospectus. The Designated Stock Exchange may be as disclosed in the Draft Prospectus/the Prospectus with which the Basis of Allotment may be finalised.

If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange, the Issuer may forthwith take steps to refund, without interest, all moneys received from Applicants. If such money is not repaid within eight days after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of eight days, be liable to repay the money, with interest at such rate, as prescribed under Section 73 of the Companies Act, and as disclosed in the Prospectus.

8.2.2 NON RECEIPT OF MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten.

As per Section 39 of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, if the "amount stated in the prospectus as minimum amount" has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus or such other period as may be specified by the Securities and Exchange Board, the application money has to be returned within such period as may be prescribed.

If the Issuer does not receive the subscription of 100% of the Issue through this offer document including devolvement to Underwriters within sixty days from the date of closure of the Issue, the Issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the Issuer becomes liable to pay the amount, the Issuer shall pay interest at the rate of 15% p.a.

8.2.3 MINIMUM NUMBER OF ALLOTTEES

The Issuer may ensure that the number of prospective Allotees to whom Equity Shares may be allotted may not be less than 50 failing which the entire application monies maybe refunded forthwith.

8.3 MODE OF UNBLOCKING OF FUND/REFUND

Within six Working Days of the Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Application and also for any excess amount blocked on Application or in the event of withdrawal or failure of the Issue.

8.4 INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer may pay interest at the rate of 15% per annum if demat credits are not made to Applicants or instructions for unblocking of funds in the ASBA Account are not dispatched within the 6 Working days of the Issue Closing Date.

The Issuer may pay interest at 15% per annum for any delay beyond 15 days from the Issue Closing Date, if Allotment is not made.

SECTION 9: GLOSSARY AND ABBREVIATIONS

Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document may have

the meaning as provided below. References to any legislation, act or regulation may be to such legislation, act or regulation as amended from time to time.

Term	Description
Allotment/Allot/Allotted	The allotment of Equity Shares pursuant to the Issue to successful Applicants.
Allottee	An Applicant to whom the Equity Shares are Allotted.
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchange.
Applicant	The Applicant whose name appears first in the Application Form or Revision Form.
Application	An indication to make an offer during the Issue Period by a prospective pursuant to submission of Application Form or during the Anchor Investor Issue Period by the Anchor Investors, to subscribe for or purchase the Equity Shares of the Issuer at a price including all revisions and modifications thereto.
Application	An indication to make an offer during the Issue Period by an Applicant, pursuant to submission of Application Form, to subscribe for or purchase our Equity Shares at the Issue Price including all revisions and modifications thereto, to the extent permissible under the SEBI (ICDR) Regulations.
Application Amount	The value indicated in Application Form and payable by the Applicant upon submission of the Application, less discounts (if applicable).
Application Form	The form in terms of which an Applicant shall make an Application and which shall be considered as the application for the Allotment pursuant to the terms of the Prospectus (Except Book Building Process).
Application Supported by Blocked Amount/ ASBA	The application (whether physical or electronic) by an Applicant to make an Application authorizing the relevant SCSB to block the Application Amount in the relevant ASBA Account. Pursuant to SEBI Circular dated November 10, 2015 and bearing Reference No.CIR/CFD/POLICYCELL/11/2015 which shall be applicable for all public issues opening on or after January 01, 2016, all potential investors shall participate in the Issue only through ASBA process providing details about the bank account which will be blocked by the SCSBs.
ASBA Account	Account maintained with an SCSB and specified in the Application Form which will be blocked by such SCSB to the extent of the appropriate Application Amount in relation to an Application by an Applicant.
Banker(s)to the Issue/	The banks which are clearing members and registered with SEBI as Banker to the Issue with whom the Public Issue Account(s) may be opened, and as disclosed in the Prospectus and Application Form of the Issuer.
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Applicants under the Issue.
Book Building Process/ Book Building Method	The book building process as provided under SEBI (ICDR) Regulations.
Business Day	Monday to Friday (except public holidays).
CAN/Confirmation of Allotment Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which may be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange.
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account.
Companies Act	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections) and the Companies Act, 2013, to the extent in force pursuant to the notification of the Notified Sections, read with the rules, regulations, clarifications and modifications there under.
Demographic Details	Details of the Bidders/Applicants including the Bidder/Applicant's address, name of the Applicant's father/husband, investor status, occupation and bank account details.
Depositories	National Securities Depository Limited and Central Depository Services (India) Limited.
Designated Date	The date on which the amounts blocked by the SCSBs are transferred from the ASBA Accounts to the Public Issue Account following which the board of directors may give delivery instructions for the transfer of the Equity Shares constituting the Issue.
Designated Intermediaries / Collecting Agent	Syndicate Members, Sub-Syndicate/Agents, SCSBs, Registered Brokers, Brokers, the CDPs and RTAs, who are authorized to collect Application Forms from the Applicants, in

	relation to the Issue.
Designated CDP Locations	Such locations of the CDPs where Applicants can submit the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the website of the Stock Exchange (www.nseindia.com/emerge/).
Designated RTA Locations	Such locations of the RTAs where Applicants can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the website of the Stock Exchange (www.nseindia.com/emerge/).
Designated SCSB Branches	Such branches of the SCSBs which shall collect the Application Forms, a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	The designated stock exchange as disclosed in this Prospectus/Prospectus of the Issuer.
Discount	Discount to the Issue Price that may be provided to Applicants in accordance with the SEBI (ICDR) Regulations.
DP	Depository Participant.
DP ID	Depository Participant's Identification Number.
Draft Prospectus	The Draft prospectus filed with the Designated stock exchange in case of Fixed Price Issues and which may mention a price or a Price Band.
Employees	Employees of an Issuer as defined under SEBI (ICDR) Regulations and including, in case of a new company, persons in the permanent and full time employment of the promoting companies excluding the promoter and immediate relatives of the promoter. For further details /Applicant may refer to the Prospectus.
Equity Shares	Equity shares of the Issuer.
FCNR Account	Foreign Currency Non-Resident Account.
Fixed Price Issue/ Fixed Price Process/Fixed Price Method	The Fixed Price process as provided under SEBI (ICDR) Regulations, in terms of which the Issue is being made.
Foreign Venture Capital Investors or FVCIs	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations, 2000.
FPI(s)	Foreign Portfolio Investor.
FPO	Further public offering.
IPO	Initial public offering.
Issue	Public Issue of Equity Shares of the Issuer including the Offer for Sale if applicable.
Issuer/ Company	The Issuer proposing the initial public offering/further public offering as applicable.
Issue Closing Date	The date after which the SCSBs may not accept any Application for the Issue, which may be notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation Applicants may refer to the Prospectus for the Issue Closing Date.
Issue Opening Date	The date on which the SCSBs may start accepting application for the Issue, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants may refer to the Prospectus for the Issue Opening Date.
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants (can submit their application inclusive of any revisions thereof. The Issuer may consider closing the Issue Period for QIBs one working day prior to the Issue Closing Date in accordance with the SEBI (ICDR) Regulations. Applicants may refer to the Prospectus for the Issue Period.
MICR	Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf.
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996.
Net Issue	The Issue less Market Maker Reservation Portion.
NECS	National Electronic Clearing Service.
NEFT	National Electronic Fund Transfer.
NRE Account	Non-Resident External Account.
Non-Institutional Investors or NIIs	All Applicants, including sub accounts of FPIs registered with SEBI which are foreign corporate or foreign individuals, that are not QIBs or RIBs and who have Bid for Equity

	Shares for an amount of more than ₹2,00,000 (but not including NRIs other than Eligible NRIs).
Non-Institutional Category	The portion of the Issue being such number of Equity Shares available for allocation to NIIs on a proportionate basis and as disclosed in the Draft Prospectus/the Prospectus and the Application Form.
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FPIs registered with SEBI and FVCIs registered with SEBI.
NRO Account	Non-Resident Ordinary Account.
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA.
Offer for Sale	Public offer of such number of Equity Shares as disclosed in the Prospectus through an offer for sale by the Selling Shareholder.
Other Investors	Investors other than Retail Individual Investors in a Fixed Price Issue. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
PAN	Permanent Account Number allotted under the Income Tax Act, 1961.
Prospectus	The Prospectus, to be filed with the RoC in accordance with the provisions of Section 26 of the Companies Act, 2013.
Public Issue Account	An account opened with the Banker to the Issue to receive monies from the ASBA Accounts on the Designated Date.
QIB Category Qualified Institutional Buyers or QIBs	The portion of the Issue being such number of Equity Shares to be Allotted to QIBs on a proportionate basis As defined under SEBI (ICDR) Regulations.
RTGS	Real Time Gross Settlement.
Refunds through electronic transfer of funds	Refunds through ASBA.
Registrar to the Issue/RTI	The Registrar to the Issue as disclosed in the Draft Prospectus / Prospectus and Application Form.
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion.
Reservation Portion	The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI (ICDR) Regulations.
Retail Individual Investors / RIIs	Investors who applies or for a value of not more than ₹2,00,000.
Retail Individual Shareholders	Shareholders of a listed Issuer who applies for a value of not more than ₹2,00,000.
Retail Category	The portion of the Issue being such number of Equity Shares available for allocation to RIIs which shall not be less than the minimum bid lot, subject to availability in RII category and the remaining shares to be allotted on proportionate basis.
Revision Form	The form used by the Applicant in an issue to modify the quantity of Equity Shares in an Application Forms or any previous Revision Form(s).
RoC	The Registrar of Companies.
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992.
SEBI (ICDR) Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
SME IPO	Initial public offering as chapter XB of SEBI (ICDR) Regulation.
SME Issuer	The Company making the Issue under chapter XB of SEBI (ICDR) Regulation.
Stock Exchange/SE	The Stock Exchange as disclosed in the Draft Prospectus/ Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Issue are proposed to be listed.
Self Certified Syndicate Banks or SCSBs	Banks registered with SEBI, offering services in relation to ASBA, a list of which is available on the website of SEBI at www.sebi.gov.in and updated from time to time and at such other websites as may be prescribed by SEBI from time to time.
Syndicate	The Book Running Lead Manager(s) and the Syndicate Member.
Syndicate Agreement	The agreement to be entered into among the Issuer, and the Syndicate in relation to

	collection of the Bids in this Issue (excluding Application from ASBA Applicants).
Syndicate Member(s)/SM	The Syndicate Member(s) as disclosed in the Prospectus.
Working Day(s)	"Working Day" means all days, other than second and fourth Saturday of the month, Sunday or a public holiday, on which commercial banks in Mumbai are open for business; provided however, with reference to Issue Period, "Working Day" shall mean all days, excluding all Saturdays, Sundays or a public holiday, on which commercial banks in Mumbai are open for business; and with reference to the time period between the Issue Closing Date and the listing of the Equity Shares on the SME Segment of NSE, "Working Day" shall mean all trading days of NSE, excluding Sundays and bank holidays, as per the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated primarily through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are FIPB and the RBI.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The DIPP, issued the consolidated FDI Policy by way of circular no. D/o IPP F. No. 5(1)/2016-FC-1 dated June 7, 2016 ("**FDI Policy**"), which with effect from June 7, 2016, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect as on June 6, 2016. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, FDI Policy will be valid until the DIPP issues an updated circular.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment ("**FDI**") Policy and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI and RBI.

As per the existing policy of the Government of India, OCBs cannot participate in the Issue.

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, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws in the United States. Accordingly, the Equity Shares are being offered and sold outside the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

SECTION VIII – MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

1. CONSTITUTION OF THE COMPANY

(a) *The regulations contained in Table "F" of Schedule I to the Companies Act, 2013 shall apply only in so far as the same are not provided for or are not inconsistent with these Articles. In the event of any conflict or inconsistency between the provisions of these Articles and Table F, these Articles shall prevail.*

(b) *The regulations for the management of the Company and for the observance of the members thereof and their representatives shall be such as are contained in these Articles subject however to the exercise of the statutory powers of the Company in respect of repeal, additions, alterations, substitution, modifications and variations thereto by Special Resolution.*

2. INTERPRETATION

A. DEFINITIONS

In the interpretation of these Articles the following words and expressions shall have the following meanings unless repugnant to the subject or context or otherwise.

(a) "**Act**" shall mean the (i) Companies Act, 2013 and the rules and clarifications issued thereunder to the extent in force pursuant to the notification of the Notified Sections; and (ii) Companies Act, 1956 and the rules thereunder (without reference to the provisions thereof that have ceased to have effect upon the notification of the Notified Sections).

(b) "**ADRs**" shall mean American depository receipts, representing ADSs.

(c) "**Annual General Meeting**" shall mean a general meeting of the holders of Equity Shares held in accordance with the applicable provisions of the Act.

(d) "**ADSs**" shall mean American depository shares, each of which represents a certain number of Equity Shares.

(e) "**Articles**" shall mean the articles of association as adopted or as altered from time to time in accordance with the provisions of these articles and the Act.

(f) "**Auditors**" shall mean and include those Persons appointed as such for the time being by the Company.

(g) "**Board**" shall mean the board of directors of the Company, as constituted from time to time, in accordance with Law and the provisions of these Articles.

(h) "**Board Meeting**" shall mean any meeting of the Board, as convened from time to time and any adjournment thereof, in accordance with Law and the provisions of these Articles.

(i) "**Beneficial Owner**" shall mean beneficial owne**r** as defined in clause (a) of sub-section (1) of section (2) of the Depositories Act.

(j) "**Business Day**" shall mean a day (other than a Saturday or a Sunday or any public holiday) on which scheduled commercial banks are generally open for business in India.

(k) "**Capital**" **or** "**Share Capital**" shall mean the share capital for the time being, raised or authorized to be raised for the purpose of the Company.

(l) "**Chairman**" shall mean such Person as is nominated or appointed in accordance with Article 37 herein below.

(m) "**Companies Act, 1956**" shall mean the Companies act, 1956(Act I of 1956) as may be in force for the time being.

(n) "**Company**" **or** "**this Company**" shall mean **Penta Gold Limited.**

(o) "**Committees**" shall have the meaning ascribed to such term in Article 73.

(p) "**Debenture**" shall include debenture stock, bonds and any other securities of the Company, evidencing a debt, whether constituting a charge on the assets of the Company or not.

(q) "**Depositories Act**" shall mean The Depositories Act, 1996 and shall include any statutory notification or re-enactment thereof.

(r) "**Depository**" shall mean a Depository as defined in clause (e) of sub-section (1) of section 2 of the Depositories Act.

(s) "**Director**" shall mean any director of the Company, including alternate directors, Independent Directors and nominee directors appointed in accordance with Law and the provisions of these Articles.

(t) "**Dividend**" shall mean such dividend as is declared by the Company in accordance with the Act and shall include interim dividends.

(u) "**Equity Share Capital**" shall mean the total issued and Paid up equity share capital of the Company, calculated on a Fully Diluted Basis.

(v) "**Equity Shares**" shall mean fully Paid up equity shares of the Company having a par value of INR 10 (Rupees ten only) per equity share, and one vote per equity share or any other issued Share Capital of the Company that is reclassified, reorganized, reconstituted or converted into equity shares.

(w) "**Executor**" **or** "**Administrator**" shall mean a person who has obtained probate or letters of administration, as the case may be, from a court of competent jurisdiction and shall include the holder of succession certificate authorizing the holder thereof, to negotiate or Transfer the Equity Share or Equity Shares of the deceased Shareholder and shall also include the holder of a certificate granted by the administrator-general appointed under the Administrator Generals Act, 1963.

(x) "**Extraordinary General Meeting**" shall mean an extraordinary general meeting of the holders of the Equity Shares duly called and constituted in accordance with the provisions of the Act;

(y) "**Financial Year**" shall mean any fiscal year of the company, beginning on April 1 of each calendar year and ending on March 31 of the following calendar year.

(z) "**Fully Diluted Basis**" shall mean, in reference to any calculation, that the calculation should be made in relation to the Equity Share Capital of any Person, assuming that all outstanding convertible preference shares or debentures, options, warrants and other equity Securities convertible into or exercisable or exchangeable for Equity Shares of that Person (whether or not by their terms then currently convertible, exercisable or exchangeable) have been so converted, exercised or exchanged to the maximum number of Equity Shares possible under the terms thereof.

(aa) "**Global Depository Receipt**" shall mean any instrument in the form of a depository receipt, by whatever name called, created by a foreign depository outside India and authorized by the Company making an issue of such depository receipts**.**

(bb) "**GDRs**" shall mean the registered Global Depository Receipts, representing GDSs.

(cc) "**GDSs**" shall mean the global depository shares, each of which represents certain number of Equity Shares.

(dd) "**General Meeting**" shall mean any meeting of the Shareholders of the Company, including Annual General Meetings as well as Extraordinary General Meetings of the Shareholders of the Company, convened from time to time in accordance with the Law and the provisions of these Articles and any adjournments thereof.

(ee) "**Independent Director**" shall mean an independent director as defined under the Act.

(ff) "**India**" shall mean the Republic of India.

(gg) "**Law**" shall mean all applicable provisions of all (i) constitutions, treaties, statutes, laws (including the common law), codes, rules, regulations, circulars, ordinances or orders of any governmental authority and SEBI; (ii) governmental approvals; (iii) orders, decisions, injunctions, judgments, awards and decrees of or agreements with any governmental authority; (iv) rules of any stock exchanges; (v) international treaties, conventions and protocols; and (vi) Indian GAAP or any generally accepted accounting principles.

(hh) "**Managing Director**" shall have the meaning assigned to it under the Act.

(ii) "**MCA**" shall mean the Ministry of Corporate Affairs, Government of India.

(jj) "**Memorandum**" shall mean the memorandum of association of the Company as amended from time to time.

(kk) "**Notified Sections**" shall mean the sections of the Companies Act, 2013 that have been notified by Ministry of Corporate Affairs, Government of India and are currently in effect.

(ll) "**Office**" shall mean the registered office for the time being of the Company.

(mm) "**Officer**" shall have the meaning assigned thereto by section 2(59) of the Act.

(nn) "**Ordinary Resolution**" shall have the meaning assigned thereto by section 114 of the Act.

(oo) "**Paid up**" shall include such aggregate amount of money credited as paid-up as is equivalent to the amount received as paid up in respect of shares issued and also includes any amount credited as paid-up in respect of shares of the Company, but does not include any other amount received in respect of such shares, by whatever name called.

(pp) "**Person**" shall mean any natural person, sole proprietorship, partnership, company, body corporate, governmental authority, joint venture, trust, association or other entity(whether registered or not and whether or not having separate legal personality).

(qq) "**Register of Members**" shall mean register of shareholders to be kept pursuant to section 88 of the Act.

(rr) "**Registrar**" shall mean Registrar of Companies, from time to time having jurisdiction over the Company.

(ss) "**Rules**" shall mean the rules made under the Act and notified from time to time.

(tt) "**Seal**" shall mean common seal(s) for the time being of the Company.

(uu) "**SEBI**" shall mean the Securities and Exchange Board of India, constituted under the Securities and Exchange Board of India Act, 1992.

(vv) "**Secretary**" shall mean company secretary within the meaning of clause (c) of sub-section 1 of section 2 of the Company Secretaries Act, 1980 and includes any other individual possessing the prescribed qualifications and appointed to perform the duties which may be performed by a secretary under the act and any other administrative duties.

(ww) "**Security**" or "**Securities**" shall mean any Equity Shares or any other securities, debentures warrants or options whether or not, directly or indirectly convertible into, or exercisable or exchangeable into or for Equity Shares.

(xx) "**Share Equivalents**" shall mean any Debentures, preference shares, foreign currency convertible bonds, floating rate notes, options (including options to be approved by the Board (whether or not issued) pursuant to an employee stock option plan) or warrants or other securities or rights which are by their terms convertible or exchangeable into or for Equity Shares.

(yy) "**Shareholder**" shall mean any Person holding shares of the Company, from time to time**.**

(zz) "**Special Resolution**" shall have the meaning assigned to it under section 114 of the Act.

(aaa) "**Transfer**" shall mean (i) any direct or indirect, transfer or other disposition of any shares, Securities (including convertible securities) or voting interests or any interest therein, including, without limitation, by operation of Law, by court order, or judicial process, or by foreclosure, levy or attachment; (ii) any, direct or indirect, sale, assignment, gift, donation, redemption, conversion or other disposition of such shares, Securities (including convertible securities) or voting interests or any interest therein, pursuant to an agreement, arrangement, instrument or understanding by which legal title to or beneficial ownership of such shares, Securities (including convertible securities) or voting interests or any interest therein passes from one Person to another Person or to the same Person in a different legal capacity, whether or not for value; (iii) the granting of any security interest or encumbrance in, or extending or attaching to, such shares, Securities (including convertible securities) or voting interests or any interest therein, and the word "**Transferred**" shall be construed accordingly.

(bbb) "**Tribunal**" shall mean the National Company Law tribunal constituted under section 408 of the Act.

B. CONSTRUCTION

In these Articles (unless the context requires otherwise):

(a) References to a party shall, where the context permits, include such party's respective successors, legal heirs and permitted assigns.

(b) The descriptive headings of Articles are inserted solely for convenience of reference and are not intended as complete or accurate descriptions of content thereof and shall not be used to interpret the provisions of these Articles and shall not affect the construction of these Articles.

(c) References to articles and sub-articles are references to Articles and sub-articles of and to these Articles unless otherwise stated and references to these Articles include references to these articles and sub-articles herein.

(d) Words importing the singular include the plural and vice versa, pronouns importing a gender include each of the masculine, feminine, neutral genders and where a word or phrase is defined, other parts of speech and grammatical of that word or phrase shall have the corresponding meanings.

(e) Wherever the words "include", "includes" or "including" is used in these Articles, such words shall be deemed to be followed by the words "without limitation".

(f) The terms "hereof", "herein", "hereto", "hereunder" or similar expressions used in these Articles mean and refer to these Articles and not to any particular article of these Articles, unless expressly stated otherwise.

(g) Unless otherwise specified, time periods within or following which any payment is to be made or act is to be done shall be calculated by excluding the day on which the period commences and including the day on which the period ends and by extending the period to the next Business Day following if the last day of such period is not a Business Day and whenever any payment is to be made or action to be taken under these Articles is required to be made or taken on a day other than a Business Day, such payment shall be made or action taken on the next Business Day following.

(h) A reference to party being liable to another party, or to liability, includes, but is not limited to, any liability in equity, contract or tort (including negligence).

(i) Reference to statutory provisions shall be construed as meaning and including references also to any amendment or re-enactment for the time being in force and to all statutory instruments or orders made pursuant to such statutory provisions.

(j) References to any particular number or percentage of Securities of a Person (whether on a Fully Diluted Basis or otherwise) shall be adjusted for any form of restructuring of the share capital of that Person, including without limitation, consolidation or subdivision or splitting of its shares, issue of bonus shares, issue of shares in a scheme of arrangement (including amalgamation or de-merger) and reclassification of Equity Shares or variations of rights into other kinds of Securities.

(k) References made to any provision of the Act shall be construed as meaning and including the references to the rules and regulations made in relation to the same by the MCA. The applicable provisions of the Companies Act, 1956 shall cease to have effect from the date on which the corresponding provisions under the Act shall be notified.

(l) In the event any of the provisions of the Articles are contrary to the provisions of the Act and the Rules, the provisions of the Act and the Rules shall prevail.

3. EXPRESSIONS IN THE ACT AND THESE ARTICLES

Save as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

4. SHARE CAPITAL

(a) The authorized Share Capital of the Company shall be as stated under clause V of the Memorandum from time to time.

(b) The Paid up Share Capital shall be at all times be as required under the Act.

(c) The Company has power, from time to time, to increase its authorized or issued and Paid up Share Capital.

(d) The Share Capital of the Company may be classified into Equity shares with differential rights as to Dividend, voting or otherwise in accordance with applicable provisions of the Act, Rules, and Law, from time to time.

(e) Subject to Article 4(d) all the Equity Shares shall be of the same class and shall be alike in all respects and the holders thereof shall be entitled to identical rights and privileges including without limitation to identical rights and privileges with respect to Dividends, voting rights and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company.

(f) The Board may allot and issue shares of the Company as payment or part payment for any property purchased by the Company or in respect of goods sold or transferred or machinery or appliances supplied or for services rendered to the Company in or about the formation of the Company or the acquisition and/or in the conduct of its business or for any goodwill provided to the Company; and any shares which maybe so allotted maybe issued as fully/partly Paid up shares and if so issued shall be deemed as fully/partly Paid up shares. However, the aforesaid shall be subject to the approval of Shareholders under the relevant provisions of the Act and Rules.

(g) Nothing herein contained shall prevent the Directors from issuing fully Paid up shares either on payment of the entire nominal value thereof in cash or in satisfaction of any outstanding debt or obligation of the Company.

(h) Except so far as otherwise provided by the conditions of issue or by these presents, any Capital raised by the creation of new Equity 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.

(i) All of the provisions of these Articles shall apply to the Shareholders.

(j) Any application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any Equity Shares therein, shall be an acceptance of shares within the meaning of these Articles and every Person who thus or otherwise accepts any shares and whose name is on the Register of Members shall for the purposes of the Articles be a Shareholder.

(k) The money, (if any) which the Board 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 insertion of the name of the allotee, in the Register of Members as the name of the holder of such Equity Shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.

5. BRANCH OFFICES

The Company shall have the power to establish one or more branch offices, in addition to the Office, in such places as the Board may deem fit.

6. PREFERENCE SHARES

(a) **Redeemable Preference Shares**

The Company, subject to the applicable provisions of the Act and the consent of the Board, shall have the power to issue on a cumulative or non-cumulative basis, preference shares liable to be redeemed in any manner permissible under the Act and the Directors may, subject to the applicable provisions of the Act, exercise such power in any manner as they deem fit and provide for redemption of such shares on such terms including the right to redeem at a premium or otherwise as they deem fit.

(b) **Convertible Redeemable Preference Shares**

The Company, subject to the applicable provisions of the Act and the consent of the Board, shall have power to issue on a cumulative or non-cumulative basis convertible redeemable preference shares liable to be redeemed in any manner permissible under the Act and the Directors may, subject to the applicable provisions of the Act, exercise such power as they deem fit and provide for redemption at a premium or otherwise and/or conversion of such shares into such Securities on such terms as they may deem fit.

7. PROVISIONS IN CASE OF PREFERENCE SHARES

Upon the issue of preference shares pursuant to Article 6, above, the following provisions shall apply:

(a) No such shares shall be redeemed except out of profits of the Company which would otherwise be available for Dividend or out of the proceeds of fresh issue of shares made for the purposes 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 securities premium account, before the shares are redeemed;

(d) Where any such shares are proposed to be redeemed out of the profits of the Company, there shall, out of such profits be Transferred, a sum equal to the nominal amount of the shares to be redeemed, to a reserve, to be called the "**Capital Redemption Reserve Account"** and the applicable provisions of the Act relating to the reduction of the Share Capital of the Company shall, except as provided by section 55 of the Act apply as if the Capital Redemption Reserve Account were the Paid up Share Capital of the Company.

(e) The redemption of preference shares under this Article by the Company shall not be taken as reduction of Share Capital;

(f) The Capital Redemption Reserve Account may, notwithstanding anything in this Article, be applied by the Company, in paying up un-issued shares of the Company to be issued to the Shareholders as fully paid bonus shares; and

(g) Whenever the Company shall redeem any redeemable preference shares or cumulative convertible redeemable preference shares, the Company shall, within 30 (thirty) days thereafter, give notice thereof to the Registrar as required by section 64 of the Act.

8. SHARE EQUIVALENT

The Company shall, subject to the applicable provisions of the Act, compliance with Law and the consent of the Board, have the power to issue Share Equivalents on such terms and in such manner as the Board deems fit including their conversion, repayment, and redemption whether at a premium or otherwise.

9. ADRs/GDRs

The Company shall, subject to the applicable provisions of the Act, compliance with all Laws and the consent of the Board, have the power to issue ADRs or GDRs on such terms and such manner as the Board deems fit including their conversion and repayment. Such terms may include at the discretion of the Board, limitations on voting by holders of ADRs or GDRs, including without limitation, exercise of voting rights in accordance with the directions of the Board.

10. ALTERATION OF SHARE CAPITAL

Subject to these Articles and the applicable provisions of the Act (including section 61 of the Act), the Company may, by Ordinary Resolution in General Meeting from time to time, alter the conditions of its Memorandum as follows that is to say it may:

(a) increase its authorized share Capital by such amount as it thinks expedient;

(b) consolidate and divide all or any of its Share Capital into shares of larger amount than its existing shares;

Provided that, no consolidation and division which results in changes in the voting percentage of Shareholders shall take effect unless it is approved by the Tribunal on an application made in the prescribed manner.

(c) convert all or any of its fully Paid-up shares into stock and reconvert that stock into fully Paid-up shares of any denomination.

(d) sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum, so however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; and

(e) cancel shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any Person, and diminish the amount of its Share Capital by the amount of the shares so cancelled. A cancellation of shares in pursuance of this Article shall not be deemed to be a reduction of Share Capital within the meaning of the Act.

11. REDUCTION OF SHARE CAPITAL

The Company may, subject to the applicable provisions of the Act, from time to time, reduce its Capital, any capital redemption reserve account and the securities premium account in any manner for the time being authorized by Law. This Article is not to derogate any power the Company would have under Law, if it were omitted.

12. POWER OF COMPANY TO PURCHASE ITS OWN SECURITIES

Notwithstanding anything contained in these Articles, pursuant to a resolution of the Board, the Company may purchase its own Equity Shares or other Securities as may be specified by the MCA, by way of a buy-back arrangement, in accordance with sections 68, 69 and 70 of the Act, the Rules and subject to compliance with Law.

13. POWER TO MODIFY RIGHTS

Where, the Capital, is divided (unless otherwise provided by the terms of issue of the shares of that class) into different classes of shares, all or any of the rights and privileges attached to each class may, subject to the provisions of section 48 of the Companies Act, 2013 and Law, whether or not the Company is being wound up, be modified, commuted, affected or abrogated or dealt with by agreement between the Company and any Person purporting to contract on behalf of that class, provided the same is affected with consent in writing and by way of a Special Resolution passed at a separate meeting of the holders of the issued shares of the class.

14. REGISTERS TO BE MAINTAINED BY THE COMPANY

(a) The Company shall, in terms of provisions of the section 88 of the Act, cause to be kept the following registers in terms of the applicable provisions of the Act.

(i) A Register of Members indicating separately for each class of Equity Shares and preference shares held by each Shareholder residing in or outside India;

(ii) A register of Debenture holders;

(iii) A register of any other security holders.

(b) The Company shall also be entitled to keep in any country outside India, a part of the registers referred above, called "foreign register" containing names and particulars of the Shareholders, Debenture holders or holders of other Securities or Beneficial Owners residing outside India.

(c) The registers mentioned in this Article shall be kept and maintained in the manner prescribed under the Companies (Management and Administration) Rules, 2014.

15. SHARES AND SHARE CERTIFICATES

(a) The Company shall issue, re-issue share certificates and issue duplicate share certificates in accordance with the provisions of the Act and in the form and manner prescribed under the Companies (Share Capital and Debenture) Rules, 2014.

(b) A duplicate certificate of shares may be issued, if such certificate:

(i) is proved to have been lost or destroyed; or

(ii) has been defaced, mutilated or torn and is surrendered to the Company.

(c) The Company shall be entitled to dematerialize its existing shares, rematerialize its shares held in the Depository and/or to offer its fresh shares in a dematerialized form pursuant to the Depositories Act, and the rules framed thereunder, if any.

(d) A certificate, issued under the Seal, specifying the shares held by any Person shall be prima facie evidence of the title of the Person to such shares. Where the shares are held in depository form, the record of the Depository shall be prima facie evidence of the interest of the Beneficial Owner.

(e) If any certificate be worn out, defaced, mutilated or torn or 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 is lost or destroyed then upon proof thereof, to the satisfaction of the Company and on execution of such indemnity as the Company deems accurate, 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 Articles shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rupees two for each certificate) as the Directors shall prescribe. Provided that, no fee shall be charged for issue of a new certificate 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 that what is stated above, the Directors shall comply with the applicable provisions of the Act and Law.

(f) The provisions of this Article shall mutatis mutandis apply to Debentures and other Securities of the Company.

(g) When a new certificate has been issued in pursuance sub-article (e) of this Article, it shall be in the form and manner stated under the Companies (Share Capital and Debenture) Rules, 2014.

(h) Where a new share certificate has been issued in pursuance of sub-articles (e) and (f) of this Article, particulars of every such share certificate shall be entered in a register of renewed and duplicate certificates maintained in the form and manner specified under the Companies (Share Capital and Debenture) Rules, 2014.

(i) All books referred to in this Article, shall be preserved in the manner specified in the Companies (Share Capital and Debenture) Rules, 2014.

(j) The details in relation to any renewal or duplicate share certificate shall be entered in the register of renewed and duplicate share certificates, as prescribed under the Companies (Share Capital and Debenture) Rules, 2014.

(k) If any Share stands in the name of 2 (two) or more Persons, the Person first named in the Register of Members shall as regards receipt of Dividends or bonus, or service of notices and all or any other matters connected with the Company except voting at meetings and the Transfer of shares, be deemed the sole holder thereof, but the joint holders of a share shall be severally as well as jointly liable for the payment of all installments and calls due in respect of such shares, and for all incidents thereof according to these Articles.

(l) Except as ordered by a court of competent jurisdiction or as may be required by Law, the Company shall be entitled to treat the Shareholder whose name appears on the Register of Members as the holder of any share or whose name appears as a Beneficial Owner of shares in the records of the Depository, as the absolute owner thereof and accordingly shall not be bound to recognize any benami, trust or equity or equitable, contingent or other claim to or interest in such share on the part of any other Person whether or not he shall have express or implied notice thereof. The Board shall be entitled at their sole discretion to register any shares in the joint names of any 2 (two) or more Persons or the survivor or survivors of them.

16. SHARES AT THE DISPOSAL OF THE DIRECTORS

(a) Subject to the provisions of section 62, other applicable provisions of the Act and these Articles, the shares in the Capital of the Company for the time being (including any shares forming part of any increased Capital of the Company) shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them to such Persons, in such proportion and on such terms and conditions and either at a premium or at par at such time as they may, from time to time think fit.

(b) If, by the conditions of allotment of any share, the whole or part of the amount 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, shall be the registered holder of the shares or by his Executor or Administrator.

(c) Every Shareholder, or his heirs, Executors or Administrators shall pay to the Company, the portion of the Capital represented by his share or shares which may for the time being remain unpaid thereon in such amounts at such time or times and in such manner as the Board shall from time to time in accordance with the Articles require or fix for the payment thereof.

(d) In accordance with section 56 and other applicable provisions of the Act and the Rules:

(i) Every Shareholder or allotee of shares shall be entitled without payment, to receive one or more certificates specifying the name of the Person in whose favor it is issued, the shares to which it relates and the amount Paid up thereon. Such certificates shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupon of requisite value, save in cases of issue of share certificates against letters of acceptance or of renunciation, or in cases of issue of bonus shares. Such share certificates shall also be issued in the event of consolidation or sub-division of shares of the Company. Provided however, no Shareholder shall be entitled to sub-divide/consolidate share certificates without the prior permission from the Company. Every such certificate shall specify the shares to which it relates and the amount paid thereon be issued under the Seal which shall be affixed in the presence of 2 (two) Directors or Persons acting on behalf of the Board under a duly registered power of attorney and the Secretary or some other Person appointed by the Board for that purpose and the 2 (two) Directors and their attorneys the Secretary or some other Person shall sign the share certificate(s), provided if the composition of the Board permits at least 1 (one) of the aforesaid 2 (two) directors shall be a Person other than a Managing Director(s), or an executive Director(s). Particulars of every share certificate issued shall be entered in the Register of Members against the name of the Person, to whom it has been issued, indicating the date of issue. For any further certificate, the Board shall be entitled, but shall not be bound to prescribe a charge not exceeding rupees two;

(ii) Every Shareholder shall be entitled without payment, to one or more certificates, in marketable slots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fees as the Directors may from time to 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 2 (two) months from the date of allotment, or within 1 (one) month of the receipt of instrument of Transfer, transmission, sub-division, consolidation, or renewal of its shares as the case may be. Every certificate of shares shall be in the form and manner specified in Article 15 above and 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 the first named joint holders shall be sufficient delivery to all such holders;

(iii) the Board may, at their absolute discretion, refuse any applications for the sub-division of share certificates or Debenture certificates, into denominations less than marketable lots except where sub-division is required to be made to comply with any statutory provision or an order of a competent court of Law or at a request from a Shareholder or to convert holding of odd lot into transferrable/marketable lot;

(iv) A Director may sign a share certificate by affixing his signature thereon by means of a machine, equipment or other mechanical or other mechanical means, such as engraving in metal or lithography, but not by means of a rubber stamp, provided that the Director shall be responsible for the safe custody of such machine, equipment or other material used for that purpose.

17. UNDERWRITING AND BROKERAGE

(a) Subject to the applicable provisions of the Act, the Company may at any time pay a commission to any Person in consideration of his subscribing or agreeing to subscribe or procuring or agreeing to procure subscription, (whether absolutely or conditionally), for any shares or Debentures in the Company in accordance with the provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014.

(b) The Company may also, on any issue of shares or Debentures, pay such brokerage as may be lawful.

18. CALLS

(a) Subject to the provisions of section 49 of the Act, the Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board, (and not by circular resolution), make such call as it thinks fit upon the Shareholders in respect of all money unpaid on the shares held by them respectively and each Shareholder shall pay the amount of every call so made on him to the Person or Persons and Shareholders and at the times and places appointed by the Board. A call may be made payable by installments. Provided that the Board shall not give the option or right to call on shares to any Person except with the sanction of the Company in the General Meeting.

(b) A 30 (thirty) days' notice in writing at the least of every call (otherwise than on allotment) shall be given by the Company specifying the time and place of payment and if payable to any Person other than the Company, the name of the Person to whom the call shall be paid, provided that before the time for payment of such call, the Board may by notice in writing to the Shareholders revoke the same.

(c) The Board of Directors may, when making a call by resolution, determine the date on which such call shall be deemed to have been made, not being earlier than the date of resolution making such call and thereupon the call shall be deemed to have been made on the date so determined and if no date is determined, the call shall be deemed to have been made at the time when the resolution of the Board authorizing such call was passed and may be made payable by the Shareholders whose names appear on the Register of Members on such date or at the discretion of the Board on such subsequent date as shall be fixed by the Board. A call may be revoked or postponed at the discretion of the Board.

(d) The joint holder of a share shall be jointly and severally liable to pay all installments and calls due in respect thereof.

(e) The Board may, from time to time at its discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the Shareholders who, from residence at a distance or other cause the Board may deem fairly entitled to such extension; but no Shareholders shall be entitled to such extension save as a matter of grace and favour.

(f) If any Shareholder or allottee fails to pay the whole or any part of any call or installment, due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such Shareholder.

(g) Any sum, which by the terms of issue of a share or otherwise, becomes payable on allotment or at any fixed date or by installments at a fixed time whether on account of the nominal value of the share or by way of premium shall for the purposes of these Articles be deemed to be a call duly made and payable on the date on which by the terms of issue or otherwise the same became payable, and in case of non-payment, all the relevant provisions of these Articles as to payment of call, interest, expenses, forfeiture or otherwise shall apply as if such sum became payable by virtue of a call duly made and notified.

(h) On the trial or hearing of any action or suit brought by the Company against any Shareholder or his legal representatives for the recovery of any money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the Shareholder in respect of whose shares the money is sought to be recovered appears entered on the Register of Members as the holder, or 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; that the resolution making the call is duly recorded in the minute book, and that notice of such call was duly given to the Shareholder or his representatives so sued in pursuance of these Articles; and it shall not be necessary to prove the appointment of the Directors who made such call nor that a quorum of Directors was present at the Board at which any call was made, nor that the meeting at which any call was made was duly convened or constituted nor any other matters whatsoever; but the proof of the matters aforesaid shall be conclusive evidence of the debt.

(i) Neither a judgment nor a decree in favour of the Company for calls or other money due in respect of any share nor any part payment or satisfaction thereunder, nor the receipt by the Company of a portion of any money which shall from time to time be due from any Shareholder to the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as hereinafter provided.

(j) The Board may, if it thinks fit (subject to the provisions of section 50 of the Act) agree to and receive from any Shareholder willing to advance the same, the whole or any part of the money due upon the shares held by him beyond the sums actually called up, and upon the amount so paid or satisfied in advance or so much thereof as from time to time and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares in respect of which such advance has been made, the Company may pay interest, as the Shareholder paying such sum in advance and the Board agree upon, provided that the money paid in advance of calls on any share may carry interest but shall not confer a right to participate in profits or Dividend. The Directors may at any time repay the amount so advanced.

(k) No Shareholder shall be entitled to voting rights in respect of the money (ies) so paid by him until the same would but for such payment, become presently payable.

(l) The provisions of these Articles shall *mutatis mutandis* apply to the calls on Debentures of the Company.

19. COMPANY'S LIEN:

A. ON SHARES**:**

(a) The Company shall have a first and paramount lien:

(i) on every share (not being a fully paid share), for all money (whether presently payable or not) called, or payable at a fixed time, in respect of that share;

(ii) on all shares (not being fully paid shares) standing registered in the name of a single Person, for all money presently payable by him or his estate to the Company.

Provided that, the Board may at any time, declare any shares wholly or in part to be exempt from the provisions of this Article.

(b) The Company's lien, if any, on the shares, shall extend to all the Dividends payable and bonuses declared from time to time in respect of such shares.

(c) Unless otherwise agreed, the registration of the Transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares. The fully Paid up shares shall be free from all lien and that in case of partly paid shares, the Company's lien shall be restricted to money called or payable at a fixed price in respect of such shares.

(d) For the purpose of enforcing such lien, the Board may sell the shares, subject thereto in such manner as they shall think fit, and may authorize one of their Shareholders to execute and register the Transfer thereof on behalf of and in the name of any purchaser. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

Provided that no sale shall be made:

(i) Unless a sum in respect of which the lien exists is presently payable; or

(ii) Until the expiration of 14 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.

The net proceeds of any such sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. The residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the Person entitled to the shares at the date of the sale.

(e) No Shareholder shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid, or in regard to which the Company has exercised any right of lien.

B. ON DEBENTURES**:**

(a) The Company shall have a first and paramount lien:

(i) on every Debenture (not being a fully paid Debenture), for all money (whether presently payable or not) called, or payable at a fixed time, in respect of that Debenture;

(ii) on all Debentures (not being fully paid Debentures) standing registered in the name of a single Person, for all money presently payable by him or his estate to the Company.

Provided that the Board may, at any time, declare any Debentures wholly or in part to be exempt from the provisions of this Article.

(b) Company's lien, if any, on the Debentures, shall extend to all interest and premium payable in respect of such Debentures.

(c) Unless otherwise agreed, the registration of a transfer of Debentures shall operate as a waiver of the Company's lien, if any, on such Debentures. The fully Paid up Debentures shall be free from all lien and that in case of partly paid Debentures, the Company's lien shall be restricted to money called or payable at a fixed price in respect of such Debentures.

(d) For the purpose of enforcing such lien, the Board may sell the Debentures, subject thereto in such manner as they shall think fit, and for that purpose may cause to be issued a duplicate certificate in respect of such Debentures and may authorize the Debenture trustee acting as trustee for the holders of Debentures or one of the holder of Debentures to execute and register the transfer thereof on behalf of and in the name of any purchaser. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the Debentures be affected by any irregularity or invalidity in the proceedings in reference to the sale.

Provided that no sale shall be made:

(i) unless a sum in respect of which the lien exists is presently payable; or

(ii) until the expiration of 14(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 Debenture or the Person entitled thereto by reason of his death or insolvency.

The net proceeds of any such sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. The residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the Debentures before the sale) be paid to the Person entitled to the Debentures at the date of the sale.

(e) No holder of Debentures shall exercise any voting right in respect of any Debentures 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.

20. FORFEITURE OF SHARES

(a) If any Shareholder fails to pay any call or installment or any part thereof or any money due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same or any such extension thereof as aforesaid, the Board may, at any time thereafter, during such time as the call or installment or any part thereof or other money remain unpaid or a judgment or decree in respect thereof remain unsatisfied, give notice to him or his legal representatives 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.

(b) The notice shall name a day, (not being less than 14 (fourteen) days from the date of the notice), and a place or places on or before which such call or installment or such part or other money as aforesaid and interest thereon, (at such rate as the Board shall determine and payable from the date on which such call or installment ought to have been paid), and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment at or before the time and at the place appointed, the shares in respect of which the call was made or installment is payable, will be liable to be forfeited.

(c) If the requirements of any such notice as aforesaid are not be complied with, any share in respect of which such notice has been given, may at any time, thereafter before payment of all calls, installments, other money due in respect thereof, interest and expenses as required by the notice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all Dividends declared or any other money payable in respect of the forfeited share and not actually paid before the forfeiture subject to the applicable provisions of the Act. There shall be no forfeiture of unclaimed Dividends before the claim becomes barred by Law.

(d) When any share shall have been so forfeited, notice of the forfeiture shall be given to the Shareholder on whose name it stood immediately prior to the forfeiture or if any of his legal representatives or to any of the Persons entitled to the shares by transmission, and an entry of the forfeiture with the date thereof, shall forth-with 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.

(e) 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 thereof or to any other Person upon such terms and in such manner as the Board shall think fit.

(f) Any Shareholder 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 and other money 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 as the Board may determine and the Board may enforce, (if it thinks fit), payment thereof as if it were a new call made at the date of forfeiture.

(g) The forfeiture of a share shall involve extinction at the time of the forfeiture of all interest in all claims and demands against the Company, in respect of the share and all other rights incidental to the share, except only such of these rights as by these Articles are expressly saved.

(h) A duly verified declaration in writing that the declarant is a Director, the manager or Secretary of the Company and that a share in the Company has been duly forfeited in accordance with these Articles on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all Persons claiming to be entitled to the shares.

(i) 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 purchaser 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.

(j) Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate or certificates originally issued in respect of the relevant shares shall, (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting Shareholder), stand cancelled and become null and void and of no effect and the Board shall be entitled to issue a new certificate or certificates in respect of the said shares to the Person or Persons entitled thereto.

(k) The Board 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.

21. FURTHER ISSUE OF SHARE CAPITAL

(a) Where at any time, the Company proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered—

(i) 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:-

a. the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than 15 (fifteen) days and not exceeding 30 (thirty) days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined;

b. the offer aforesaid shall be deemed-to include a right exercisable by the Person concerned to renounce the shares offered to him or any of them in favour of any other Person; and the notice referred to in clause a. above shall contain a statement of this right;

c. 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 may dispose of them in such manner which is not disadvantageous to the Shareholders and the Company;

(ii) to employees under a scheme of employees' stock option, subject to Special Resolution passed by the Company and subject to the Rules and such other conditions, as may be prescribed under the Law; or

(iii) to any Persons, if it is authorized by a Special Resolution, whether or not those Persons include the Persons referred to in clause (i) or clause (ii) above, 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 the Rules.

(b) the notice referred to in sub-clause a. of clause (i) of sub-article (a) shall be dispatched through registered post or speed post or through electronic mode to all the existing Shareholders at least 3 (three) days before the opening of the issue.

(c) Nothing in this Article shall apply to the increase of the subscribed capital of a Company caused by the exercise of an option as a term attached to the Debentures issued or loan raised by the Company to convert such Debentures or loans into shares in the Company:

Provided that the terms of issue of such Debentures or loan containing such an option have been approved before the issue of such Debentures or the raising of loan by a Special Resolution passed by the Company in a General Meeting.

(d) The provisions contained in this Article shall be subject to the provisions of the section 42 and section 62 of the Act, the Rules and the applicable provisions of the Companies Act, 2013.

22. TRANSFER AND TRANSMISSION OF SHARES

(a) The Company shall maintain a register of Transfers and shall have recorded therein fairly and distinctly particulars of every Transfer or transmission of any Share, Debenture or other Security held in a material form.

(b) In accordance with section 56 of the Act, the Rules and such other conditions as may be prescribed under Law, every instrument of Transfer of shares held in physical form shall be in writing. In case of Transfer of shares where the Company has not issued any certificates and where the shares are held in dematerialized form, the provisions of the Depositories Act shall apply.

(c) An application for the registration of a Transfer of the shares in the Company may be made either by the transferor or the transferee within the time frame prescribed under the Act.

(d) 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 in a prescribed manner and the transferee communicates no objection to the Transfer within 2 (two) weeks from the receipt of the notice.

(e) Every such instrument of Transfer shall be executed by both, the transferor and the transferee and attested and 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.

(f) The Board shall have power on giving not less than 7 (seven) days previous notice by advertisement in a vernacular newspaper and in an English newspaper having wide circulation in the city, town or village in which the Office is situated, and publishing the notice on the website as may be notified by the Central Government and on the website of the Company, to close the transfer books, the Register of Members and/or register of Debenture-holders at such time or times and for such period or

periods, not exceeding 30 (thirty) days at a time and not exceeding in the aggregate 45 (forty-five) days in each year, as it may deem expedient.

(g) Subject to the provisions of sections 58 and 59 of the Act, these Articles and other applicable provisions of the Act or any other Law for the time being in force, the Board may, refuse to register the Transfer of, or the transmission by operation of Law of the right to, any Securities or interest of a Shareholder in the Company. The Company shall, within 30 (thirty) days from the date on which the instrument of Transfer, or the intimation of such transmission, as the case may be, was delivered to the Company, send a notice of refusal to the transferee and transferor or to the Person giving notice of such transmission, as the case may be, giving reasons for such refusal.

Provided that, registration of a Transfer shall not be refused on the ground of the transferor being either alone or jointly with any other Person or Persons indebted to the Company on any account whatsoever.

(h) Subject to the applicable provisions of the Act and these Articles, the Directors shall have the absolute and uncontrolled discretion to refuse to register a Person entitled by transmission to any shares or his nominee as if he were the transferee named in any ordinary Transfer presented for registration, and shall not be bound to give any reason for such refusal and in particular may also decline in respect of shares upon which the Company has a lien.

(i) Subject to the provisions of these Articles, any Transfer of shares in whatever lot should not be refused, though there would be no objection to the Company refusing to split a share certificate into several scripts of any small denominations or, to consider a proposal for Transfer of shares comprised in a share certificate to several Shareholders, involving such splitting, if on the face of it such splitting/transfer appears to be unreasonable or without a genuine need. The Company should not, therefore, refuse Transfer of shares in violation of the stock exchange listing requirements on the ground that the number of shares to be transferred is less than any specified number.

(j) In case of the death of any one or more Shareholders named in the Register of Members as the joint-holders of any shares, the survivors shall be the only Shareholder or Shareholders recognized by the Company as having any title to or interest in such shares, but nothing therein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other Person.

(k) The Executors or Administrators or holder of the succession certificate or the legal representatives of a deceased Shareholder, (not being one of two or more joint-holders), shall be the only Shareholders recognized by the Company as having any title to the shares registered in the name of such Shareholder, and the Company shall not be bound to recognize such Executors or Administrators or holders of succession certificate or the legal representatives unless such Executors or Administrators or legal representatives shall have first obtained probate or letters of administration or succession certificate, as the case may be, from a duly constituted court in India, provided that the Board may in its absolute discretion dispense with production of probate or letters of administration or succession certificate, upon such terms as to indemnity or otherwise as the Board may in its absolute discretion deem fit and may under Article 22(a) of these Articles register the name of any Person who claims to be absolutely entitled to the shares standing in the name of a deceased Shareholder, as a Shareholder.

(l) The Board shall not knowingly issue or register a Transfer of any share to a minor or insolvent or Person of unsound mind, except fully paid shares through a legal guardian.

(m) Subject to the provisions of the Articles, any Person becoming entitled to shares in consequence of the death, lunacy, bankruptcy of any Shareholder or Shareholders, 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 his title, as the Board thinks sufficient, either be registered himself as the holder of the shares 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, he shall testify the election by executing in favour of his nominee an instrument of Transfer in accordance with the provisions herein contained and until he does so, he shall not be freed from any liability in respect of the shares.

(n) A Person becoming entitled to a share by reason of the death or insolvency of a Shareholder shall be entitled to the same Dividends and other advantages to which he would be entitled if he were the registered holder of the shares, except that he shall not, before being registered as a Shareholder in respect of the shares, be entitled to exercise any right conferred by membership in relation to the meetings of the Company.

Provided that the Directors shall, at any time, give notice requiring any such Person to elect either to be registered himself or to Transfer the shares, and if such notice is not complied with within 90 (ninety) days, the Directors may thereafter withhold payment of all Dividends, bonuses or other monies payable in respect of the shares until the requirements of the notice have been complied with.

(o) 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. Every registered instrument of Transfer shall remain in the custody of the Company until destroyed by order of the Board.

(p) Where any instrument of Transfer of shares has been received by the Company for registration and the Transfer of such shares has not been registered by the Company for any reason whatsoever, the Company shall transfer the Dividends in relation to such shares to a special account unless the Company is authorized by the registered holder of such shares, in writing, to pay such Dividends to the transferee and will keep in abeyance any offer of right shares and/or bonus shares in relation to such shares.

(q) In case of Transfer and transmission of shares or other marketable Securities where the Company has not issued any certificates and where such shares or Securities are being held in any electronic and fungible form in a Depository, the provisions of the Depositories Act shall apply.

(r) Before the registration of a Transfer, the certificate or certificates of the share or shares to be transferred must be delivered to the Company along with a properly stamped and executed instrument of Transfer in accordance with the provisions of section 56 of the Act.

(s) No fee shall be payable to the Company, in respect of the registration of Transfer or transmission of shares, or for registration of any power of attorney, probate, letters of administration and succession certificate, certificate of death or marriage or other similar documents, sub division and/or consolidation of shares and Debentures and sub-divisions of letters of allotment, renounceable letters of right and split, consolidation, renewal and genuine transfer receipts into denomination corresponding to the market unit of trading.

(t) 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 a Person or Persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had any notice of such equitable right, title or interest or notice prohibiting registration of such Transfer, and may have entered such notice or referred thereto, in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some book 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.

(u) There shall be a common form of Transfer in accordance with the Act and Rules.

(v) The provision of these Articles shall subject to the applicable provisions of the Act, the Rules and any requirements of Law. Such provisions shall mutatis mutandis apply to the Transfer or transmission by operation of Law to other Securities of the Company.

23. DEMATERIALIZATION OF SECURITIES

(a) Dematerialization:

Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its existing Securities, rematerialize its Securities held in the Depositories and/or to offer its fresh Securities in a dematerialized form pursuant to the Depositories Act, and the rules framed thereunder, if any.

(b) Subject to the applicable provisions of the Act, either the Company or the investor may exercise an option to issue, dematerialize, hold the Securities (including shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialized, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereto shall be governed by the provisions of the Depositories Act.

(c) Notwithstanding anything contained in these Articles to the contrary, in the event the Securities of the Company are dematerialized, the Company shall issue appropriate instructions to the Depository not to Transfer the Securities of any Shareholder except in accordance with these Articles. The Company shall cause the Promoters to direct the respective Depository participants not to accept any instruction slip or delivery slip or other authorization for Transfer in contravention of these Articles.

(d) If a Person opts to hold his Securities with a Depository, the Company shall intimate such Depository the details of allotment or the Securities and on receipt of the information, the Depository shall enter in its record the name of the allottee as the Beneficial Owner of the Securities.

(e) Securities in Depositories to be in fungible form:

All Securities held by a Depository shall be dematerialized and be held in fungible form. Nothing contained in sections 88, 89 and 186 of the Act shall apply to a Depository in respect of the Securities held by it on behalf of the Beneficial Owners.

(f) Rights of Depositories & Beneficial Owners:

(i) Notwithstanding anything to the contrary contained in the Act or these Articles, a Depository shall be deemed to be the Registered Owner for the purposes of effecting transfer of ownership of Securities on behalf of the Beneficial Owner;

(ii) Save as otherwise provided in (i) above, the Depository as the Registered Owner of the Securities shall not have any voting rights or any other rights in respect of the Securities held by it;

(iii) Every Person holding shares of the Company and whose name is entered as the Beneficial Owner in the records of the Depository shall be deemed to be a Shareholder;

(iv) The Beneficial Owner of Securities shall, in accordance with the provisions of these Articles and the Act, be entitled to all the rights and subject to all the liabilities in respect of his Securities, which are held by a Depository.

(g) Except as ordered by a court of competent jurisdiction or as may be required by Law and subject to the applicable provisions of the Act, the Company shall be entitled to treat the Person whose name appears in the register as the holder of any share or whose name appears as the Beneficial Owner of any share in the records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognize any benami trust or equity, equitable contingent, future, partial interest, other claim to or interest in respect of such shares or (except only as by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto in accordance with these Articles, on the part of any other Person whether or not it has expressed or implied notice thereof but the Board shall at their sole discretion register any share in the joint names of any two or more Persons or the survivor or survivors of them.

(h) Register and Index of Beneficial Owners:

The Company shall cause to keep a register and index of members with details of shares and Debentures held in materialized and dematerialized forms in any media as may be permitted by Law including any form of electronic media.

The register and index of Beneficial Owners maintained by a Depository under the Depositories Act shall be deemed to be a register and index of members for the purposes of the Act. The Company shall have the power to keep in any state or country outside India a register resident in that state or country.

(i) Cancellation of Certificates upon surrender by Person:

Upon receipt of certificate of Securities on surrender by a Person who has entered into an agreement with the Depository through a participant, the Company shall cancel such certificates and shall substitute in its record, the name of the Depository as the registered owner in respect of the said Securities and shall also inform the Depository accordingly.

(j) Service of Documents:

Notwithstanding anything contained 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 electronic mode or by delivery of floppies or discs.

(k) Transfer of Securities:

(i) Nothing contained in section 56 of the Act or these Articles shall apply to a transfer of Securities effected by transferor and transferee both of whom are entered as Beneficial Owners in the records of a Depository;

(ii) In the case of Transfer or transmission of shares or other marketable Securities where the Company has not issued any certificates and where such shares or Securities are being held in any electronic or fungible form in a Depository, the provisions of the Depositories Act shall apply.

(l) Allotment of Securities dealt within a Depository:

Notwithstanding anything in the Act or these Articles, where Securities are dealt with by a Depository, the Company shall intimate the details of allotment of relevant Securities thereof to the Depository immediately on allotment of such Securities.

(m) Certificate Number and other details of Securities in Depository:

Nothing contained in the Act or these Articles regarding the necessity of having certificate number/distinctive numbers for Securities issued by the Company shall apply to Securities held with a Depository.

(n) Register and Index of Beneficial Owners:

The register and index of beneficial owners maintained by a Depository under the Depositories Act, shall be deemed to be the register and index (if applicable) of Shareholders and Security-holders for the purposes of these Articles.

(o) Provisions of Articles to apply to Shares held in Depository:

Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and Transfer and transmission of shares shall be applicable to shares held in the Depository so far as they apply to shares held in physical form subject to the provisions of the Depositories Act.

(p) Depository to furnish information:

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 Law and the Company in that behalf.

(q) Option to opt out in respect of any such Security:

If a Beneficial Owner seeks to opt out of a Depository in respect of any Security, he shall inform the Depository accordingly. The Depository shall on receipt of such information make appropriate entries in its records and shall inform the Company. The Company shall within 30 (thirty) days of the receipt of intimation from a Depository and on fulfillment of such conditions and on payment of such fees as may be specified by the regulations, issue the certificate of Securities to the Beneficial Owner or the transferee as the case may be.

(r) Overriding, effect of this Article:

Provisions of this Article will have full effect and force not withstanding anything to the contrary or inconsistent contained in any other Article.

24. NOMINATION BY SECURITIES HOLDERS

(a) Every holder of Securities of the Company may, at any time, nominate, in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, a Person as his nominee in whom the Securities of the Company held by him shall vest in the event of his death.

(b) Where the Securities of the Company are held by more than one Person jointly, the joint holders may together nominate, in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, a Person as their nominee in whom all the rights in the Securities Company shall vest in the event of death of all the joint holders.

(c) Notwithstanding anything contained in any other Law for the time being in force or in any disposition, whether testamentary or otherwise, in respect of the Securities of the Company, where a nomination made in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, purports to confer on any Person the right to vest the Securities of the Company, the nominee shall, on the death of the holder of Securities of the Company or, as the case may be, on the death of the joint holders become entitled to all the rights in Securities of the holder or, as the case may be, of all the joint holders, in relation to such Securities of the Company to the exclusion of all other Persons, unless the nomination is varied or cancelled in the prescribed manner under the Companies (Share Capital and Debentures) Rules, 2014.

(d) Where the nominee is a minor, the holder of the Securities concerned, can make the nomination to appoint in prescribed manner under the Companies (Share Capital and Debentures) Rules, 2014, any Person to become entitled to the Securities of the Company in the event of his death, during the minority.

(e) The transmission of Securities of the Company by the holders of such Securities and Transfer in case of nomination shall be subject to and in accordance with the provisions of the Companies (Share Capital and Debentures) Rules, 2014.

25. NOMINATION FOR FIXED DEPOSITS

A depositor (who shall be the member of the Company) may, at any time, make a nomination and the provisions of section 72 of the Act shall, as far as may be, apply to the nominations made in relation to the deposits made subject to the provisions of the Rules as may be prescribed in this regard.

26. NOMINATION IN CERTAIN OTHER CASES

Subject to the applicable provisions of the Act and these Articles, any Person becoming entitled to the Securities in consequence of death, lunacy, bankruptcy or insolvency of any holder of the Securities, 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 Securities 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, he shall testify the election by executing in favour of his nominee an instrument of Transfer in accordance with the provisions herein contained and until he does so, he shall not be freed from any liability in respect of the Securities.

27. COPIES OF MEMORANDUM AND ARTICLES TO BE SENT TO MEMBERS

Copies of the Memorandum and Articles and other documents referred to in section 17 of the Act shall be sent by the Company to every Shareholder at his request within 7 (seven) days of the request on payment of such sum as prescribed under the Companies (Incorporation) Rules, 2014.

28. BORROWING POWERS

(a) Subject to the provisions of sections 73, 179 and 180, and other applicable provisions of the Act and these Articles, the Board may, from time to time, at its discretion by resolution passed at the meeting of a Board:

(i) accept or renew deposits from Shareholders;

(ii) borrow money by way of issuance of Debentures;

(iii) borrow money otherwise than on Debentures;

(iv) accept deposits from Shareholders either in advance of calls or otherwise; and

(v) generally raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company.

Provided, however, that where the money to be borrowed together with the money 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 shall not borrow such money without the consent of the Company by way of a Special Resolution in a General Meeting.

(b) Subject to the provisions of these Articles, the payment or repayment of money borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the resolution of the Board shall prescribe including by the issue of bonds, perpetual or redeemable Debentures or debenture-stock, or any mortgage, charge, hypothecation, pledge, lien or other security on the undertaking of the whole or any part of the property of the Company, both present and future. Provided however that the Board shall not, except with the consent of the Company by way of a Special Resolution in the General Meeting, mortgage, charge or otherwise encumber, the Company's uncalled Capital for the time being or any part thereof and Debentures and other Securities may be assignable free from any equities between the Company and the Person to whom the same may be issued.

(c) Any bonds, Debentures, debenture-stock or other Securities may if permissible in Law be issued at a discount, premium or otherwise by the Company and shall with the consent of the Board be issued upon such terms and conditions and in such manner and for such consideration as the Board shall consider to be for the benefit of the Company, and on the condition that they or any part of them may be convertible into Equity Shares of any denomination, and with any privileges and conditions as to the redemption, surrender, allotment of shares, appointment of Directors or otherwise. Provided that Debentures with rights to allotment of or conversion into Equity Shares shall not be issued except with, the sanction of the Company in a General Meeting accorded by a Special Resolution.

(d) Subject to the applicable provisions of the Act and these Articles, if any uncalled Capital of the Company is included in or charged by any mortgage or other Security, the Board shall make calls on the Shareholders in respect of such uncalled Capital in trust for the Person in whose favour such mortgage or Security is executed, or if permitted by the Act, may by instrument under Seal authorize the Person in whose favour such mortgage or Security is executed or any other Person in trust for him to make calls on the Shareholders in respect of such uncalled Capital and the provisions hereinafter contained in regard to calls shall *mutatis mutandis* apply to calls made under such authority and such authority may be made exercisable either conditionally or unconditionally or either presently or contingently and either to the exclusion of the Board's power or otherwise and shall be assignable if expressed so to be.

(e) The Board shall cause a proper Register to be kept in accordance with the provisions of section 85 of the Act of all mortgages, Debentures and charges specifically affecting the property of the Company; and shall cause the requirements of the relevant provisions of the Act in that behalf to be duly complied within the time prescribed under the Act or such extensions thereof as may be permitted under the Act, as the case may be, so far as they are required to be complied with by the Board.

(f) Any capital required by the Company for its working capital and other capital funding requirements may be obtained in such form as decided by the Board from time to time.

(g) The Company shall also comply with the provisions of the Companies (Registration of Charges) Rules, 2014 in relation to the creation and registration of aforesaid charges by the Company.

29. SHARE WARRANTS

(a) The Company may issue share warrants subject to, and in accordance with, the provisions of Act; and accordingly the Board may in its discretion, with respect to any Share which is fully Paid-up, on application in writing signed by the Persons registered as holder of the Share, and authenticated by such evidence (if any) as the Board may, from time to time, require as to

the identity of the Person signing the application, and on receiving the certificate (if any) of the Share, and the amount of the stamp duty on the warrant and such fee as the Board may from time to time require, issue a share warrant.

(b) The bearer of a share warrant may at any time deposit the warrant at the Office, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for calling a meeting of the Company, and of attending, and voting and exercising the other privileges of a Shareholder at any meeting held after the expiry of 2 (two) clear days from the time of deposit, as if his name were inserted in the Register of Members as the holder of the Share included in the deposited warrant.

(i) Not more than one Person shall be recognized as depositor of the share warrant;

(ii) The Company shall, on 2 (two) day's written notice, return the deposited share warrant to the depositor.

(c) Subject as herein otherwise expressly provided, no Person shall, as bearer of a share warrant, sign a requisition for calling a meeting of the Company, or attend, or vote or exercise any other privileges of a Shareholder at a meeting of the Company, or be entitled to receive any notices from the Company.

(i) The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the Register of Members as the Shareholder included in the warrant, and he shall be a Shareholder.

(d) The Board may, from time to time, make rules as to the terms on which (if it shall think fit) a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.

(e) The provisions contained under this Article shall cease to have effect post the notification of section 465 of the Act which shall repeal the provisions of Companies Act, 1956.

30. CONVERSION OF SHARES INTO STOCK AND RECONVERSION

(a) The Company in the General Meeting may, by an Ordinary Resolution, convert any Paid-up shares into stock and when any shares shall have been converted into stock, the several holders of such stock may henceforth transfer their respective interest therein, or any part of such interests, in the same manner and subject to the same regulations as those subject to which shares from which the stock arose might have been transferred, if no such conversion had taken place or as near thereto as circumstances will admit. The Company may, by an Ordinary Resolution, at any time reconvert any stock into Paid-up shares of any denomination. Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so however such minimum shall not exceed the nominal account from which the stock arose.

(b) The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards Dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose, but no such privileges or advantages, (except participation in the Dividends and profits of the Company and in the assets on winding-up), shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

31. ANNUAL GENERAL MEETING

In accordance with the provisions of the Act, the Company shall in each year hold a General Meeting specified as its Annual General Meeting and shall specify the meeting as such in the notices convening such meetings. Further, not more than 15 (fifteen) months gap shall exist between the date of one Annual General Meeting and the date of the next. All General Meetings other than the Annual General Meetings shall be the Extraordinary General Meetings.

32. WHEN ANNUAL GENERAL MEETING TO BE HELD

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 within which any Annual General Meeting may be held.

33. VENUE, DAY AND TIME FOR HOLDING ANNUAL GENERAL MEETING

(a) Every Annual General Meeting shall be called during business hours, that is, between 9 A.M. and 6 P.M. on a day that is not a national holiday, and shall be held at the Office or at some other place within the city, town or village in which the Office is situated, as the Board may determine and the notices calling the Meeting shall specify it as the Annual General Meeting.

(b) Every Shareholder shall be entitled to attend the Annual General Meeting either in person or by proxy and the Auditor of the Company shall have the right to attend and to be heard at any General Meeting which he attends on any part of the business which concerns him as the Auditor. At every Annual General Meeting of the Company there shall be laid on the table, the directors' report and audited statement of accounts, auditors' report, (if not already incorporated in the audited statement of accounts), the proxy register with proxies and the register of directors' shareholdings which latter register shall remain open and accessible during the continuance of the Meeting. The Board shall cause to be prepared the Annual Return and forward the

same to the concerned Registrar, in accordance with sections 92 and 137 of the Act. The Directors are also entitled to attend the Annual General Meeting.

34. NOTICE OF GENERAL MEETINGS

(a) Number of day's notice of General Meeting to be given: A General Meeting of the Company may be called by giving not less than 21 (twenty one) days clear notice in writing or in electronic mode, excluding the day on which notice is served or deemed to be served (i.e., on expiry of 48 (forty eight) hours after the letter containing the same is posted). However, a General Meeting may be called after giving shorter notice if consent is given in writing or by electronic mode by not less than 95 (ninety five) percent of the Shareholders entitled to vote at that meeting.

The notice of every meeting shall be given to:

(i) Every Shareholder, legal representative of any deceased Shareholder or the assignee of an insolvent member of the Company;

(ii) Auditor or Auditors of the Company; and

(iii) All Directors.

(b) Notice of meeting to specify place, etc., and to contain statement of business: Notice of every meeting of the Company shall specify the place, date, day and hour of the meeting, and shall contain a statement of the business to be transacted thereat shall be given in the manner prescribed under section 102 of the Act.

(c) Special Business: Subject to the applicable provisions of the Act, where any items of business to be transacted at the meeting are deemed to be special, there shall be annexed to the notice of the meeting a statement setting out all material facts concerning each item of business including any particular nature of the concern or interest if any therein of every Director or manager (as defined under the provisions of the Act), if any or key managerial personnel (as defined under the provisions of the Act) or the relatives of any of the aforesaid and where any item of special business relates to or affects any other company, the extent of shareholding interest in that other company of every Director or manager (as defined under the provisions of the Act), if any or key managerial personnel (as defined under the provisions of the Act) or the relatives of any of the aforesaid of the first mentioned company shall also be set out in the statement if the extent of such interest is not less than 2 per cent of the Paid up share capital of that other company. All business transacted at any meeting of the Company shall be deemed to be special and all business transacted at the Annual General Meeting of the Company with the exception of the business specified in section 102 of the Act shall be deemed to be special.

(d) Resolutions requiring Special Notice: With regard to resolutions in respect of which special notice is required to be given by the Act, a special notice shall be given as required by section 115 of the Act.

(e) Notice of Adjourned Meeting when necessary: When a meeting is adjourned for 30 (thirty) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting in accordance with the applicable provisions of the Act.

(f) Notice when not necessary: Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

(g) The notice of the General Meeting shall comply with the provisions of Companies (Management and Administration) Rules, 2014.

35. REQUISITION OF EXTRAORDINARY GENERAL MEETING

(a) The Directors may, whenever it thinks fit, call an Extraordinary General Meeting and it shall do so upon a requisition received from such number of Shareholders who hold, on the date of receipt of the requisition, not less than one-tenth of such of the Paid up Share Capital of the Company as on that date carries the right of voting and such meeting shall be held at the Office or at such place and at such time as the Board thinks fit.

(b) Any valid requisition so made by Shareholders must state the object or objects of the meeting proposed to be called, and must be signed by the requisitionists and be deposited at the Office; provided that such requisition may consist of several documents in like form each signed by one or more requisitionists.

(c) Upon the receipt of any such valid requisition, the Board shall forthwith call an Extraordinary General Meeting and if they do not proceed within 21 (twenty-one) days from the date of the requisition being deposited at the Office to cause a meeting to be called on a day not later than 45 (forty-five) days from the date of deposit of the requisition, the requisitionists or such of their number 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 such of the Paid-up Share Capital of the Company as is referred to in section 100 of the Act, whichever is less, may themselves call the meeting, but in either case any meeting so called shall be held within three months from the date of the delivery of the requisition as aforesaid.

(d) Any meeting called under the foregoing sub-articles by the requisitionists, shall be called in the same manner, as nearly as possible, as that in which a meeting is to be called by the Board.

(e) The accidental omission to give any such notice as aforesaid to any of the Shareholders, or the non-receipt thereof, shall not invalidate any resolution passed at any such meeting.

(f) No General Meeting, Annual or Extraordinary, shall be competent to enter into, discuss or transact any business which has not been mentioned in the notice or notices by which it was convened.

(g) The Extraordinary General Meeting called under this article shall be subject to and in accordance with the provisions contained under the Companies (Management and Administration) Rules, 2014.

36. NO BUSINESS TO BE TRANSACTED IN GENERAL MEETING IF QUORUM IS NOT PRESENT

The quorum for the Shareholder's Meeting shall be in accordance with section 103 of the Act. Subject to the provisions of section 103(2) of the Act, if such a quorum is not present within half an hour from the time set for the Shareholder's Meeting, the General Meeting shall be adjourned to the same time and place or to such other date and such other time and place as the Board may determine and the agenda for the adjourned Shareholder's Meeting shall remain the same. If at such an adjourned meeting also, a quorum is not present, at the expiration of 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.

37. CHAIRMAN OF THE GENERAL MEETING

The Chairman of the Board shall be entitled to take the chair at every General Meeting, whether Annual or Extraordinary. If there is no such Chairman of the Board or if at any meeting he shall not be present within fifteen minutes of the time appointed for holding such meeting or if he is unable or unwilling to take the chair, then the Directors present shall elect one of them as Chairman. If no Director is present or if all the Directors present decline to take the chair, then the Shareholders present shall elect one of their member to be the Chairman of the meeting. No business shall be discussed at any General Meeting except the election of a Chairman while the chair is vacant.

38. CHAIRMAN CAN ADJOURN THE GENERAL MEETING

The Chairman may, with the consent given in the meeting at which a quorum is present (and if so directed by the meeting) adjourn the General Meeting from time to time and from place to place within the city, town or village in which the Office is situated but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

39. QUESTIONS AT GENERAL MEETING HOW DECIDED

(a) At any General Meeting, a resolution put to the vote of the General Meeting shall, unless a poll is demanded, be decided by a show of hands. Before or on the declaration of the result of the voting on any resolution by a show of hands, a poll may be carried out in accordance with the applicable provisions of the Act or the voting is carried out electronically. Unless a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact, of passing of such resolution or otherwise.

(b) In the case of equal votes, the Chairman shall both on a show of hands and at a poll, (if any), have a casting vote in addition to the vote or votes to which he may be entitled as a Shareholder.

(c) If a poll is demanded as aforesaid, the same shall subject to anything stated in these Articles be taken at such time, (not later than forty-eight hours from the time when the demand was made), and place within the city, town or village in which the Office is situated and either by a show of hands or by ballot or by postal ballot, as the Chairman shall direct and either at once or after an interval or adjournment, or otherwise and the result of the poll shall be deemed to be the decision of the meeting at which the poll was demanded. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll. The demand for a poll may be withdrawn at any time by the Person or Persons who made the demand.

(d) Any poll duly demanded on the election of a Chairman of a meeting or any question of adjournment, shall be taken at the meeting forthwith. A poll demanded on any other question shall be taken at such time not later than 48 hours from the time of demand, as the Chairman of the meeting directs.

(e) The demand for a poll except on the question of the election of the Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

(f) No report of the proceedings of any General Meeting of the Company shall be circulated or advertised at the expense of the Company unless it includes the matters required by these Articles or section 118 of the Act to be contained in the minutes of the proceedings of such meeting.

(g) The Shareholders will do nothing to prevent the taking of any action by the Company or act contrary to or with the intent to evade or defeat the terms as contained in these Articles.

40. PASSING RESOLUTIONS BY POSTAL BALLOT

(a) Notwithstanding any of the provisions of these Articles, the Company may, and in the case of resolutions relating to such business as notified under the Companies (Management and Administration) Rules, 2014, as amended, or other Law required to be passed by postal ballot, shall get any resolution passed by means of a postal ballot, instead of transacting the business in the General Meeting of the Company. Also, the Company may, in respect of any item of business other than ordinary business and any business in respect of which Directors or Auditors have a right to be heard at any meeting, transact the same by way of postal ballot.

(b) Where the Company decides to pass any resolution by resorting to postal ballot, it shall follow the procedures as prescribed under section 110 of the Act and the companies (Management and Administration) Rules, 2014, as amended from time any other law as may be applicable to the Company

41. VOTES OF MEMBERS

(a) No Shareholder shall be entitled to vote either personally or by proxy at any General Meeting or meeting of a class of Shareholders either upon a show of hands or upon a poll in respect of any shares registered in his name on which 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.

(b) No member shall be entitled to vote at a General Meeting unless all calls or other sums presently payable by him have been paid, or in regard to which the Company has lien and has exercised any right of lien.

(c) Subject to the provisions of these Articles, without prejudice to any special privilege or restrictions as to voting for the time being attached to any class of shares for the time being forming a part of the Capital of the Company, every Shareholder not disqualified by the last preceding Article, shall be entitled to be present, and to speak and vote at such meeting, and on a show of hands, every Shareholder present in person shall have one vote and upon a poll, the voting right of such Shareholder present, either in person or by proxy, shall be in proportion to his share of the Paid up Share Capital of the Company held alone or jointly with any other Person or Persons.

Provided however, if any Shareholder holding preference shares be present at any meeting of the Company, save as provided in section 47(2) of the Act, he shall have a right to vote only on resolutions placed before the Meeting, which directly affect the rights attached to his preference shares.

(d) On a poll taken at a meeting of the Company, a Shareholder entitled to more than one vote, or his proxy, or any other Person entitled to vote for him (as the case may be), need not, if he votes, use or cast all his votes in the same way.

(e) A Shareholder of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, through a committee or through his legal guardian; and any such committee or guardian may, on a poll vote by proxy. If any Shareholder be a minor his vote in respect of his share(s) shall be exercised by his guardian(s), who may be selected (in case of dispute), by the Chairman of the meeting.

(f) If there be joint registered holders of any shares, any one of such Persons may vote at any meeting or may appoint another Person, (whether a Shareholder or not) as his 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, then one of the said Persons so present whose name stands higher in the Register of Members shall alone be entitled to speak and to vote in respect of such shares, but the other joint- holders shall be entitled to be present at the meeting. Several Executors or Administrators of a deceased Shareholder in whose name shares stand shall for the purpose of these Articles be deemed joint-holders thereof.

(g) Subject to the provision of these Articles, votes may be given personally or by an attorney or by proxy. A body corporate, whether or not a Company within the meaning of the Act, being a Shareholder may vote either by a proxy or by a representative duly authorized in accordance with section 113 of the Act and such representative 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 have exercised if it were an individual Shareholder.

(h) Any Person entitled to Transfer any shares of the Company may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that forty-eight hours at least before the time of holding the meeting or adjourned meeting, as the case may he, at which he proposes to vote, he shall satisfy the Board of his right to such shares and give such indemnity (if any) as the Board may require unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.

(i) Every proxy, (whether a Shareholder or not), shall be appointed in writing under the hand of the appointer or his attorney, or if such appointer is a corporation under the common seal of such corporation or be signed by an officer or an attorney duly authorized by it, and any committee or guardian may appoint proxy. The proxy so appointed shall not have any right to speak at a meeting.

(j) An instrument of proxy may appoint a proxy either for (i) the purposes of a particular meeting (as specified in the instrument); or (ii) for any adjournment thereof; or (iii) it may appoint a proxy for the purposes of every meeting of the Company; or (iv) of every meeting to be held before a date specified in the instrument for every adjournment of any such meeting.

(k) A Shareholder present by proxy shall be entitled to vote only on a poll.

(l) An instrument appointing a proxy and a power of attorney or other authority (including by way of a Board Resolution, (if any), under which it is signed or a notarially certified copy of that power or authority or resolution as the case may be, shall be deposited at the Office not later than forty-eight hours before the time for holding the meeting at which the Person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution. An attorney shall not be entitled to vote unless the power of attorney or other instrument or resolution as the case may be appointing him or a notarially certified copy thereof has either been registered in the records of the Company at any time not less than forty-eight hours before the time for holding the meeting at which the attorney proposes to vote, or is deposited at the Office not less than forty-eight hours before the time fixed for such meeting as aforesaid. Notwithstanding that a power of attorney or other authority has been registered in the records of the Company, the Company may, by notice in writing addressed to the Shareholder or the attorney, given at least 48 (forty eight) hours before the meeting, require him to produce the original power of attorney or authority or resolution as the case may be and unless the same is deposited with the Company not less than forty-eight hours before the time fixed for the meeting, the attorney shall not be entitled to vote at such meeting unless the Board in their absolute discretion excuse such non-production and deposit.

(m) Every instrument of proxy whether for a specified meeting or otherwise should, as far as circumstances admit, be in any of the forms set out in the Companies (Management and Administration) Rules, 2014.

(n) If any such instrument of appointment be confined to the object of appointing an attorney or proxy for voting at meetings of the Company it shall remain permanently or for such time as the Directors may determine in the custody of the Company; if embracing other objects a copy thereof, examined with the original, shall be delivered to the Company to remain in the custody of the Company.

(o) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or the revocation of the proxy or of 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, revocation or Transfer shall have been received at the Office before the meeting.

(p) No objection shall be made to the validity of any vote, except at the Meeting or poll at which such vote shall be tendered, and every vote whether given personally or by proxy, not disallowed at such meeting or poll shall be deemed valid for all purposes of such meeting or poll whatsoever.

(q) 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 in the sole judge of the validity of every vote tendered at such poll.

(i) The Company shall cause minutes of all proceedings of every General Meeting to be kept by making within 30 (thirty) days of the conclusion of every such meeting concerned, entries thereof in books kept for that purpose with their pages consecutively numbered;

(ii) Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each meeting in such book shall be dated and signed by the Chairman of the same meeting within the aforesaid period of 30 (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 that purpose;

(iii) In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise;

(iv) The Minutes of each meeting shall contain a fair and correct summary of the proceedings thereat;

(v) All appointments of Directors of the Company made at any meeting aforesaid shall be included in the minutes of the meeting;

(vi) Nothing herein contained shall require or be deemed to require the inclusion in any such Minutes of any matter which in the opinion of the Chairman of the Meeting (i) is or could reasonably be regarded as, defamatory of any Person; or (ii) is irrelevant or immaterial to the proceedings; or (iii) is detrimental to the interests of the Company. The

Chairman of the meeting shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the aforesaid grounds;

(vii) Any such minutes shall be evidence of the proceedings recorded therein;

(viii) The book containing the minutes of proceedings of the General Meetings shall be kept at the Office and shall be open, during business hours, for such periods not being less in the aggregate than two hours in each day as the Board determines, for the inspection of any Shareholder without charge;

(ix) The Company shall cause minutes to be duly entered in books provided for the purpose of: -

a. the names of the Directors and alternate Directors present at each General Meeting;

b. all resolutions and proceedings of the General Meeting.

(r) The Shareholders shall vote (whether in person or by proxy) all of the shares owned or held on record by them at any Annual or Extraordinary General Meeting of the Company called for the purpose of filling positions to the Board, appointed as a Director of the Company under sections 152 and 164(l) of the Act in accordance with these Articles.

(s) The Shareholders will do nothing to prevent the taking of any action by the Company or act contrary to or with the intent to evade or defeat the terms as contained in these Articles.

(t) All matters arising at a General Meeting of the Company, other than as specified in the Act or these Articles if any shall be decided by a majority vote.

(u) The Shareholders shall exercise their voting rights to ensure that the Act or these Articles are implemented and acted upon by the Shareholders, and by the Company and to prevent the taking of any action by the Company or by any Shareholder, which is contrary to or with a view or intention to evade or defeat the terms as contained in these Articles.

(v) Any corporation which is a Shareholder of the Company may, by resolution of the Board or other governing body, authorize such Person as it thinks fit to act as its representative at any meeting of the Company and the said Person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could have exercised if it were an individual Shareholder in the Company (including the right to vote by proxy).

(w) The Company shall also provide e-voting facility to the Shareholders in terms of the provisions of the Companies (Management and Administration) Rules, 2014, or any other Law, if applicable to the Company.

42. DIRECTORS

Subject to the applicable provisions of the Act, the number of Directors of the Company shall not be less than 3 (three) and not more than 15 (fifteen). The Company shall also comply with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014.

43. CHAIRMAN OF THE BOARD OF DIRECTORS

(a) The members of the Board shall elect any one of them as the Chairman of the Board. The Chairman shall preside at all meetings of the Board and the General Meeting of the Company. The Chairman shall have a casting vote in the event of a tie.

(b) If for any reason the Chairman is not present at the meeting or is unwilling to act as Chairman, the members of the Board shall appoint any one of the remaining Directors as the Chairman.

44. APPOINTMENT OF ALTERNATE DIRECTORS

Subject to section 161 of the Act, any Director (hereinafter called "**the Original Director**") shall be entitled to nominate an alternate director (subject to such Person being acceptable to the Chairman) (the "**Alternate Director**") to act for him during his absence for a period of not less than 3 (three) months from India. The Board may appoint such a Person as an Alternate Director to act for a Director during the Original Director's absence for a period of not less than three months from India. An Alternate Director appointed under this Article shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to the State. If the term of the office of the Original Director is determined before he so returns to the state, any provisions in the Act or in these Articles for automatic re-appointment shall apply to the Original Director and not to the Alternate Director.

45. CASUAL VACANCY AND ADDITIONAL DIRECTORS

Subject to the applicable provisions of the Act and these Articles, the Board shall have the power at any time and from time to time to appoint any qualified Person to be a Director either as an addition to the Board or to fill a casual vacancy but so that the total number of Directors shall not at any time exceed the maximum number fixed under Article 42. Any Person so appointed as an addition shall hold office only up to the earlier of the date of the next Annual General Meeting or at the last date on which the Annual General Meeting should have been held but shall be eligible for appointment by the Company as a Director at that meeting subject to the applicable provisions of the Act.

46. DEBENTURE DIRECTORS

If it is provided by a trust deed, securing or otherwise, in connection with any issue of Debentures of the Company, that any Person/lender or Persons/lenders shall have power to nominate a Director, then in the case of any and every such issue of Debentures, the Person/lender or Persons/lenders having such power may exercise such power from time to time and appoint a Director accordingly. Any Director so appointed is herein referred to as the Debenture Director. The Debenture Director may be removed from office at any time by the Person/lender or Persons/lenders in whom for the time being is vested the power under which he was appointed and another Director may be appointed in his place. The Debenture Director shall not be bound to hold any qualification shares and shall not be liable to retire by rotation or be removed by the Company. The trust deed may contain ancillary provisions as may be arranged between the Company and the trustees and all such provisions shall have effect notwithstanding any other provisions contained herein.

47. INDEPENDENT DIRECTORS

The Company shall have such number of Independent Directors on the Board of the Company, as may be required in terms of the provisions of section 149 of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 or any other Law, as may be applicable. Further, the appointment of such Independent Directors shall be in terms of the aforesaid provisions of Law.

48. EQUAL POWER TO DIRECTOR

Except as, otherwise provided in these Articles, all the Directors of the Company shall have in all matters, equal rights and privileges and shall be subject to equal obligations and duties in respect of the affairs of the Company.

49. NOMINEE DIRECTORS

(a) Whenever the Board enters into a contract with any lenders for borrowing any money or for providing any guarantee or security or for technical collaboration or assistance or enter into any other arrangement, the Board shall have, subject to the provisions of section 152 of the Act the power to agree that such lenders shall have the right to appoint or nominate by a notice in writing addressed to the Company one or more Directors on the Board for such period and upon such conditions as may be mentioned in the common loan agreement/ facility agreement. The nominee director representing lenders shall not be required to hold qualification shares and not be liable to retire by rotation. The Directors may also agree that any such Director, or Directors may be removed from time to time by the lenders entitled to appoint or nominate them and such lenders may appoint another or other or others in his or their place and also fill in any vacancy which may occur as a result of any such Director, or Directors ceasing to hold that office for any reason whatsoever. The nominee director shall hold office only so long as any monies remain owed by the Company to such lenders.

(b) The nominee director shall be entitled to all the rights and privileges of other Directors including the sitting fees and expenses as payable to the other Directors but, if any other fees, commission, monies or remuneration in any form are payable to the Directors, the fees, commission, monies and remuneration in relation to such nominee director shall accrue to the lenders and the same shall accordingly be paid by the Company directly to the lenders.

Provided that if any such nominee director is an officer of any of the lenders, the sittings fees in relation to such nominee director shall also accrue to the lenders concerned and the same shall accordingly be paid by the Company directly to that lenders.

(c) Any expenditure that may be incurred by the lenders or the nominee director in connection with the appointment or directorship shall be borne by the Company.

(d) The nominee director so appointed shall be a member of the project management sub-committee, audit sub-committee and other sub-committees of the Board, if so desired by the lenders.

(e) The nominee director shall be entitled to receive all notices, agenda, etc. and to attend all the General Meetings and the Board Meetings and meetings of any committee(s) of the Board of which he is a member and to receive all notices, agenda and minutes, etc. of the said meeting.

(f) If at any time, the nominee director is not able to attend a meeting of Board or any of its committees, of which he is a member, the lenders may depute an observer to attend the meeting. The expenses incurred by the lenders in this connection shall be borne by the Company.

50. NO QUALIFICATION SHARES FOR DIRECTORS

A Director shall not be required to hold any qualification shares of the Company.

51. REMUNERATION OF DIRECTORS

(a) Subject to the applicable provisions of the Act, the Rules, Law, the Managing Director and any other Directors of the Company may be paid remuneration either by a way of monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other, subject to the limits prescribed under the Act.

(b) Subject to the applicable provisions of the Act, a Director (other than a Managing Director or an executive Director) may receive a sitting fee not exceeding such sum as may be prescribed by the Act or the central government from time to time for each meeting of the Board or any Committee thereof attended by him.

(c) The remuneration payable to each Director for every meeting of the Board or Committee of the Board attended by them shall be such sum as may be determined by the Board from time to time within the maximum limits prescribed from time to time by the Central Government pursuant to the first proviso to section 197 of the Act.

52. SPECIAL REMUNERATION FOR EXTRA SERVICES RENDERED BY A DIRECTOR

If any Director be called upon to perform extra services or special exertions or efforts (which expression shall include work done by a Director as a member of any Committee formed by the Directors), the Board may arrange with such Director for such special remuneration for such extra services or special exertions or efforts either by a fixed-sum or otherwise as may be determined by the Board. Such remuneration may either be in addition, to or in substitution for his remuneration otherwise provided, subject to the applicable provisions of the Act.

53. TRAVEL EXPENSES OF DIRECTORS

The Board may allow and pay to any Director, who is not a bona fide resident of the place where the meetings of the Board/Committee meetings are ordinarily held; and who shall come to such place for the purpose of attending any meeting, such sum as the Board may consider fair compensation for travelling, lodging and/ or other expenses, in addition to his fee for attending such Board / Committee meetings as above specified; and if any Director be called upon to go or reside out of his ordinary place of his residence on the Company's business, he shall be entitled to be repaid and reimbursed travelling and other expenses incurred in connection with the business of the Company in accordance with the provisions of the Act.

54. CONTINUING DIRECTORS

The continuing Directors may act notwithstanding any vacancy in their body, but if, and so long as their number is reduced below the minimum number fixed by Article 42 hereof, the continuing Directors not being less than 2(two) may act for the purpose of increasing the number of Directors to that number, or for summoning a General Meeting, but for no other purpose.

55. VACATION OF OFFICE BY DIRECTOR

(a) Subject to relevant provisions of sections 167 and 188 of the Act, the office of a Director, shall *ipso facto* be vacated if:

(i) he is found to be of unsound mind by a court of competent jurisdiction; or

(ii) he applies to be adjudicated an insolvent; or

(iii) he is adjudged an insolvent; or

(iv) he is convicted by a court of any offence involving moral turpitude and is sentenced in respect thereof to imprisonment for not less than 6 (six) months; or

(v) he fails to pay any calls made on him in respect of shares of the Company held by him whether alone or jointly with others, within 6 (six) months from the date fixed for the payment of such call, unless the Central Government has by notification in the Official Gazette removed the disqualification incurred by such failure; or

(vi) 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 Act; or

(vii) having been appointed 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; or

(viii) he acts in contravention of section 184 of the Act; or

(ix) he is removed in pursuance of section 169 of the Act; or

(x) he is disqualified under section 164 of the Act.

Subject to the applicable provisions of the Act, a Director may resign his office at any time by notice in writing addressed to the Board and such resignation shall become effective upon its acceptance by the Board.

56. RELATED PARTY TRANSACTIONS

(a) Except with the consent of the Board and as may be required in terms of the provisions of section 188 of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014, no company shall enter into any contract or arrangement with a related party with respect to:

(h) Sale, purchase or supply of any goods or materials;
(ii) Selling or otherwise disposing of, or buying, property of any kind;
(iii) Leasing property of any kind;
(iv) Availing or rendering of any services;
(v) Appointment of any agent for purchase or sale of goods, materials, services or property;
(vi) Such related party's appointment to any office or place of profit in the Company, its subsidiary company or associate company; and
(vii) Underwriting the subscription of any Securities or derivates thereof, of the Company:
Without the consent of the Shareholders by way of a Special Resolution in accordance with section 188 of the Act.

(b) no Shareholder shall vote on such Special Resolution, to approve any contract or arrangement which may be entered into by the Company, if such Shareholder is a related party.

(c) Nothing in this Article shall apply to any transactions entered into by the Company in its ordinary-course of business other than transactions which are not on an arm's length basis.

(d) The Director, so contracting or being so interested shall not be liable to the Company for any profit realized by any such contract or the fiduciary relation thereby established.

(e) The terms 'office of profit' and 'arm's length basis' shall have the meaning ascribed to them under section 188 of the Act.

(f) The term related party shall have the same meaning as ascribed to it under the Companies Act, 2013.

(g) The compliance of the Companies (Meetings of Board and its Powers) Rules, 2014 shall be made for the aforesaid contracts and arrangements.

57. DISCLOSURE OF INTEREST

(a) A Director of the Company who is in any way, whether directly or indirectly concerned or interested in a contract or arrangement, or proposed contract or arrangement entered into or to be entered into 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 Act; Provided that it shall not be necessary for a Director to disclose his concern or interest in any such contract or arrangement entered into or to be entered into with any other company where any of the Directors of the company or two or more of them together holds or hold not more than 2% (two per cent) of the paid-up share capital in the other company or the Company as the case may be. A general notice given to the Board by the Director, to the effect that he is a director or member of a specified body corporate or is a member of a specified firm and is to be regarded as concerned or interested in any contract or arrangement which may, after the date of the notice, be entered into with that body corporate or firm, shall be deemed to be a sufficient disclosure of concern or interest in relation to any contract or arrangement so made. Any such general notice shall expire at the end of the Financial Year in which it is given but may be renewed for a further period of one Financial Year at a time by a 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 it is brought up and read at the first meeting of the Board after it is given.

(b) No Director shall as a Director, take any part in the discussion of, vote on any contract or arrangement entered into or to he 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 arrangements; nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote; and if he does vote, his vote shall be void; provided however that nothing herein contained shall apply to:-

(i) any contract or 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;

(ii) any contract or arrangement entered into or to be entered into with a public company or a private company which is subsidiary of a public company in which the interest of the Director consists solely,

a. in his being —

i. director of such company; and

ii. the holder of not more than shares of such number or value therein as is requisite to qualify him for appointment as a Director thereof, he having been nominated as such Director by this Company; or

b. in his being a member holding not more than 2 (two) per cent of its paid-up share capital.

Subject to the provisions of section 188 of the Act and other applicable provisions, if any, of the Act, any Director, any partner or relative of such Director, any firm in which such Director or a relative of such Director is a partner, any private company of which such Director is a director or member, and any director or manager of such private company, may hold any office or place of profit in the Company.

(c) The Company shall keep a register in accordance with section 189 of the Act and shall within the time specified therein enter therein such of the particulars as may be. The register aforesaid shall also specify, in relation to each Director of the Company, the names of the bodies corporate and firms of which notice has been given by him under Article 57(a). The Register shall be kept at the Office and shall be open to inspection at the Office, and extracts may be taken therefrom and copies thereof may be required by any Shareholder to the same extent, in the same manner, and on payment of the same fee as in the case of the Register of Members of the Company and the provisions of section 94 of the Act shall apply accordingly.

(d) A Director may be or become a Director of any Company promoted by the Company, or on which it may be interested as a vendor, shareholder, or otherwise, and no such Director shall be accountable for any benefits received as director or shareholder of such Company except in so far as section 188 or section 197 of the Act as may be applicable.

58. ONE-THIRD OF DIRECTORS TO RETIRE EVERY YEAR

At the Annual General Meeting of the Company to be held every year, one third of such of the Directors as are liable to retire by rotation for the time being, or, if their number is not three or a multiple of three then the number nearest to one third shall retire from office, and they will be eligible for re-election. Provided nevertheless that the Managing Director or whole-time Director(s), appointed or the Directors appointed as a Debenture Director, or the Directors appointed as Independent Director(s) under the Articles hereto shall not retire by rotation under this Article nor shall they be included in calculating the total number of Directors of whom one third shall retire from office under this Article.

59. PROCEDURE, IF PLACE OF RETIRING DIRECTORS IS NOT FILLED UP

(a) If the place of the 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 national holiday, till the next succeeding day which is not a national 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 that meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been reappointed at the adjourned meeting, unless:-

(i) at that meeting or at the previous meeting a resolution for the reappointment of such Director has been put to the meeting and lost;

(ii) retiring Director has, by a notice in writing addressed to the Company or the Board expressed his unwillingness to be so reappointed;

(iii) he is not qualified or is disqualified for appointment; or

(iv) a resolution whether special or ordinary is required for the appointment or reappointment by virtue of any applicable provisions of the Act.

60. COMPANY MAY INCREASE OR REDUCE THE NUMBER OF DIRECTORS.

Subject to Article 42 and sections 149, 152 and 164 of the Act, the Company may, by Ordinary Resolution, from time to time, increase or reduce the number of Directors, and may alter their qualifications and the Company may, (subject to the provisions of section 169 of the Act), remove any Director before the expiration of his period of office and appoint another qualified in his stead. The Person so appointed shall hold office during such time as the Director in whose place he is appointed would have held the same if he had not been removed.

61. REGISTER OF DIRECTORS ETC.

The Company shall keep at its registered office, a register containing the particulars of its Directors, Managing Directors, Manager, Secretaries and other Persons mentioned in section 170 of the Act and shall otherwise comply with the provisions of the said section in all respects.

62. DISCLOSURE BY DIRECTOR OF APPOINTMENT TO ANY OTHER BODY CORPORATE.

Every Director shall in accordance with the provisions of Companies (Meeting of Board and its Powers) Rules, 2014 shall disclose his concern or interest in any company or companies or bodies corporate (including shareholding interest), firms or other association of individuals by giving a notice in accordance with such rules.

63. MANAGING DIRECTOR(S)/ WHOLE TIME DIRECTOR(S) / EXECUTIVE DIRECTOR(S)/ MANAGER

Subject to the provisions of section 203 of the Act and of these Articles, the Board shall have the power to appoint from time to time any full time employee of the Company as Managing Director/ whole time director or executive director or manager of the Company. The Managing Director(s) or the whole time director(s) manager or executive director(s), as the case may be, so appointed, shall be responsible for and in charge of the day to day management and affairs of the Company and subject to the applicable provisions of the Act and these Articles, the Board shall vest in such Managing Director/s or the whole time director(s) or manager or executive director(s), as the case may be, all the powers vested in the Board generally. The remuneration of a Managing Director/ whole time director or executive director or manager may be by way of monthly payment, fee for each meeting or participation in profits, or by any or all those modes or any other mode not expressly prohibited by the Act.

64. PROVISIONS TO WHICH MANAGING DIRECTOR(S)/ WHOLE TIME DIRECTOR(S) / EXECUTIVE DIRECTOR(S)/ MANAGER ARE SUBJECT

Notwithstanding anything contained herein, the Managing Director(s)/whole time director(s)/executive director(s)/ manager(s) shall subject to the provisions of any contract between him and the Company be subject to the same provisions as to resignation and removal as the other Directors of the Company, and if he ceases to hold the office of a Director he shall ipso facto and immediately cease to be a Managing Director(s) / whole time director(s) / executive director(s) / manager, and if he ceases to hold the office of a Managing Director(s) / whole time director(s) / executive director(s)/ manager he shall ipso facto and immediately cease to be a Director,

65. REMUNERATION OF MANAGING DIRECTOR(S)/ WHOLE TIME DIRECTOR(S) / EXECUTIVE DIRECTOR(S)/ MANAGER

The remuneration of the Managing Director(s)/whole time director(s)/executive director(s)/ manager shall (subject to sections 196, 197 and 203 and other applicable provisions of the Act and of these Articles and of any contract between him and the Company) be fixed by the Directors, from time to time and may be by way of fixed salary and/or perquisites or commission or profits of the Company or by participation in such profits, or by any or all these modes or any other mode not expressly prohibited by the Act.

66. POWER AND DUTIES OF MANAGING DIRECTOR(S)/ WHOLE TIME DIRECTOR(S) / EXECUTIVE DIRECTOR(S)/ MANAGER

Subject to the superintendence, control and direction of the Board, the day-to-day management of the Company shall be in the hands of the Managing Director(s)/ whole time director(s)/executive director(s)/manager(s) in the manner as deemed fit by the Board and subject to the applicable provisions of the Act, and these Articles, the Board may by resolution vest any such Managing Director(s)/whole time director(s)/ executive director(s)/ manager with such of the powers hereby vested in the Board generally as it thinks fit and such powers may be made exercisable for such period or periods and upon such conditions and subject to the applicable provisions of the Act, and these Articles confer such power either collaterally with or to the exclusion of or in substitution for all or any of the Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.

67. POWER TO BE EXERCISED BY THE BOARD ONLY BY MEETING

(a) The Board shall exercise the following powers on behalf of the Company and the said powers shall be exercised only by resolutions passed at the meeting of the Board:

(i) to make calls on the Shareholders in respect of money unpaid on their shares;

(ii) to authorize buy-back of the Securities under section 68 of the Act;

(iii) to issue the Securities whether in or outside India;

(iv) to borrow money(ies);

(v) to invest the funds of the Company;

(vi) to grant loans or give guarantee or provide security in respect of loans;

(vii) to approve financial statements and the Board's report;

(viii) to diversify the business of the Company;

(ix) to approve amalgamation, merger or reconstruction;

(x) to take over a company or acquire a controlling or substantial stake in another company;

(xi) fees/compensation payable to non-executive directors including independent directors of the Company; and

(xii) any other matter which may be prescribed under the Companies (Meetings of Board and its Powers) Rules, 2014

(b) The Board may, by a resolution passed at a meeting, delegate to any Committee of Directors, the Managing Director, or to any Person permitted by Law the powers specified in sub clauses(iv) to (vi) above.

(c) The aforesaid powers shall be exercised in accordance with the provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 and shall be subject to the provisions of section 180 of the Act.

(d) In terms of section 180 of the Act, the Board may exercise the following powers subject to receipt of consent by the Company by way of a Special Resolution:

(i) to sell, lease or otherwise dispose of the whole or substantial part of the undertaking of the Company;

(ii) to borrow money; and

(iii) any such other matter as may be prescribed under the Act, and other applicable provisions of Law.

68. PROCEEDINGS OF THE BOARD OF DIRECTORS

(a) The Board Meetings shall be held at least once in every 3 (three) month period and there shall be at least 4 (four) Board Meetings in any calendar year and there should not be a gap of more than 120 (one hundred twenty) days between two consecutive Board Meetings.

(b) The participation of Directors in a meeting of the Board may be either in Person or through video conferencing or other audio visual means, as may be prescribed, which are capable of recording and recognizing the participation of the Directors and of recording and storing the proceedings of such meetings along with the date and time. However, such matters as provided under the Companies (Meetings of Board and its Powers) Rules, 2014 shall not be dealt with in a meeting through video conferencing or other audio visual means. Any meeting of the Board held through video conferencing or other audio visual means shall only be held in accordance with the Companies (Meetings of Board and its Powers) Rules, 2014.

(c) The Secretary or any Director shall, as and when directed by the Chairman convene a meeting of the Board by giving a notice in writing to every Director in accordance with the provisions of the Act and the Companies (Meetings of Board and its Powers) Rules, 2014.

(d) The Board may meet either at the Office, or at any other location in India or outside India as the Chairman may determine.

(e) At least 7 (seven) days' notice of every meeting of the Board shall be given in writing to every Director for the time being at his address registered with the Company and such notice shall be sent by hand delivery or by post or by electronic means. A meeting of the Board may be convened in accordance with these Articles by a shorter notice in case of any emergency as directed by the Chairman or the Managing Director or the executive director, as the case may be, subject to the presence of 1 (one) Independent Director, if any, in the said meeting. If an Independent Director is not present in the said meeting, then decisions taken at the said meeting shall be circulated to all the Directors and shall be final only upon ratification by one Independent Director, if any. Such notice or shorter notice may be sent by post or by fax or e-mail depending upon the circumstances.

(f) At any Board Meeting, each Director may exercise 1 (one) vote. The adoption of any resolution of the Board shall require the affirmative vote of a majority of the Directors present at a duly constituted Board Meeting.

69. QUORUM FOR BOARD MEETING

(a) Quorum for Board Meetings

Subject to the provisions of section 174 of the Act, the quorum for each Board Meeting shall be one-third of its total strength and the presence of Directors by video conferencing or by other audio visual means shall also be counted for the purposes of calculating quorum.

If any duly convened Board Meeting cannot be held for want of a quorum, then such a meeting shall automatically stand adjourned for 7 (seven) days, alter the original meeting at the same time and place, or if that day is a national holiday, on the succeeding day which is not a public holiday to the same time and place. Provided however, the adjourned meeting may be held on such other date and such other place as may be unanimously agreed to by all the Directors in accordance with the provisions of the Act.

(b) If in the event of a quorum once again not being available at such an adjourned meeting, the Directors present shall constitute the quorum and may transact business for which the meeting has been called.

70. QUESTIONS AT THE BOARD MEETINGS HOW DECIDED

(a) Questions arising at any meeting of the Board, other than as specified in these Articles and the Act, if any, shall be decided by a majority vote. In the case of an equality of votes, the Chairman shall have a second or casting vote.

(b) No regulation made by the Company in the General Meeting, shall invalidate any prior act of the Board, which would have been valid if that regulation had not been made.

71. ELECTION OF CHAIRMAN OF BOARD

(a) The Board may elect a Chairman of its meeting and determine the period for which he is to hold office.

(b) If no such Chairman is elected, or at any meeting the Chairman is not present within five minutes after the time appointed for holding the meeting the Directors present may choose one among themselves to be the Chairman of the meeting.

72. POWERS OF THE BOARD

Subject to the applicable provisions of the Act, these Articles and other applicable provisions of Law:

(a) The Board shall be entitled to exercise all such power and to do all such acts and things as the Company is authorized to exercise and do under the applicable provisions of the Act or by the Memorandum and Articles.

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(b) The Board is vested with the entire management and control of the Company, including as regards any and all decisions and resolutions to be passed, for and on behalf of the Company.

(c) Provided that the Board shall not, except with the consent of the Company by a Special Resolution:-

(i) Sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or where the Company owns more than one undertaking, of tie whole, or substantially the whole, of any such undertaking. The term 'undertaking' and the expression 'substantially the whole of the undertaking' shall have the meaning prescribed to them under the provisions of section 180 of the Act;

(ii) Remit, or give time for repayment of, any debt due by a Director;

(iii) Invest otherwise than in trust securities the amount of compensation received by the Company as a result of any merger or amalgamation; and

(iv) Borrow money (ies) where the money (ies) to be borrowed together with the money (ies) already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of businesses), will exceed the aggregate of the Paid up Capital of the Company and its free reserves.

73. COMMITTEES AND DELEGATION BY THE BOARD

(a) The Company shall constitute such Committees as may be required under the Act and applicable provisions of Law. Without prejudice to the powers conferred by the other Articles and so as not to in any way to limit or restrict those powers, the Board may, subject to the provisions of section 179 of the Act, delegate any of its powers to the Managing Director, the executive director (s) or manager or the chief executive officer of the Company. The Managing Director, the executive director(s) or the manager or the chief executive officer(s) as aforesaid shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on them by the Board and all acts done by them in exercise of the powers so delegated and in conformity with such regulations shall have the like force and effect as if done by the Board.

(b) Subject to the applicable provisions of the Act, the requirements of Law and these Articles, the Board may delegate any of its powers to Committees of the Board consisting of such member or members of the Board as it thinks fit, and it may from time to time revoke and discharge any such committee of the Board either wholly or in part and either as to Persons or purposes. Every Committee of the Board so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee of the Board in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.

(c) The meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors, so far as the same are applicable thereto and are not superseded by any regulation made by the Directors under the last preceding Article.

(d) The Board of the Company shall in accordance with the provisions of the Companies (Meetings of the Board and its Powers) Rules, 2014 or any other applicable Law form such committees as may be required under such rules in the manner specified therein, if the same are applicable to the Company.

74. ACTS OF BOARD OR COMMITTEE VALID NOTWITHSTANDING INFORMAL APPOINTMENT

All acts undertaken at any meeting of the Board or of a Committee of the Board, or by any Person acting as a Director shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment of such Director or Persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such Person had been duly appointed, and was qualified to be a Director. Provided that nothing in this Article shall be deemed to give validity to the acts undertaken by a Director after his appointment has been shown to the Company to be invalid or to have been terminated.

75. PASSING OF RESOLUTION BY CIRCULATION

No resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation, unless the resolution has been circulated in draft form, together with the necessary papers, if any, to all the Directors, or members of the Committee, as the case may be, at their addresses registered with the Company in India by hand delivery or by post or by courier, or through such electronic means as may be provided under the Companies (Meetings of Board and its Powers) Rules, 2014 and has been approved by majority of Directors or members, who are entitled to vote on the resolution. However, in case one-third of the total number of Directors for the time being require that any resolution under circulation must be decided at a meeting, the chairperson shall put the resolution to be decided at a meeting of the Board.

A resolution mentioned above shall be noted at a subsequent meeting of the Board or the Committee thereof, as the case may be, and made part of the minutes of such meeting.

76. MINUTES OF THE PROCEEDINGS OF THE MEETING OF THE BOARD

(a) The Company shall prepare minutes of each Board Meeting and the entries thereof in books kept for that purpose with their pages consecutively numbered. Such minutes shall contain a fair and correct summary of the proceedings conducted at the Board Meeting.

(b) The Company shall circulate the minutes of the meeting to each Director within 7 (seven) Business Days after the Board Meeting.

(c) Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each meeting in such book shall be dated and signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting.

(d) In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.

(e) The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat and shall also contain: -

(i) all appointments of Officers;

(ii) the names of the Directors present at each meeting of the Board;

(iii) all resolutions and proceedings of the meetings of the Board;

(iv) the names of the Directors, if any, dissenting from, or not concurring in, any resolution passed by the Board.

(f) Nothing contained in sub-articles (a) to (c) above shall be deemed to require the inclusion in any such minutes of any matter which in the opinion of the Chairman of the meeting: -

(i) is or could reasonably be regarded as defamatory of any Person;

(ii) is irrelevant or immaterial to the proceedings; or

(iii) is detrimental to the interests of the Company.

(g) The Chairman shall exercise absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the ground specified in sub-article (f) above.

(h) Minutes of meetings kept in accordance with the aforesaid provisions shall be evidence of the proceedings recorded therein.

(i) The minutes kept and recorded under this Article shall also comply with the provisions of secretarial standard 3 issued by the Institute of Company Secretaries of India constituted under the Company Secretaries Act, 1980 and approved as such by the central government and applicable provisions of the Act and Law.

77. REGISTER OF CHARGES

The Directors shall cause a proper register to be kept, in accordance with the applicable provisions of the Act, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the applicable provisions of the Act in regard to the registration of mortgages and charges therein specified.

78. CHARGE OF UNCALLED CAPITAL

Where any uncalled capital of the Company is charged as security or other security is created on such uncalled capital, the Directors may authorize, subject to the applicable provisions of the Act and these Articles, making calls on the Shareholders in respect of such uncalled capital in trust for the Person in whose favour such charge is executed.

79. SUBSEQUENT ASSIGNS OF UNCALLED CAPITAL

Where, any uncalled capital of the Company is charged, all Persons taking any subsequent charge thereon shall take the same, subject to such prior charges and shall not be entitled to obtain priority over such prior charge.

80. CHARGE IN FAVOUR OF DIRECTOR FOR INDEMNITY

If the Director or any Person, shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed, any mortgage, charge or security over or affecting the whole or part of the assets of the Company by way of indemnity to secure the Directors or other Persons so becoming liable as aforesaid from any loss in respect of such liability.

81. OFFICERS

(a) The Company shall have its own professional management and such officers shall be appointed from time to time as designated by its Board. The officers of the Company shall serve at the discretion of the Board.

(b) The officers of the Company shall be responsible for the implementation of the decisions of the Board, subject to the authority and directions of the Board and shall conduct the day to day business of the Company.

(c) The officers of the Company shall be the Persons in charge of and responsible to the Company for the conduct of the business of the Company and shall be concerned and responsible to ensure full and due compliance with all statutory Laws, rules and regulations as are required to be complied with by the Company and/or by the Board of the Company.

(d) Qualified experienced managerial and marketing executives and other officers shall be appointed for the operation and conduct of the business of the Company.

(e) The Board shall appoint with the approval of the Chairman, the president and/or chief executive officer and/or chief operating officer of the Company, as well as Persons who will be appointed to the posts of senior executive management.

82. THE SECRETARY

(a) Subject to the provisions of section 203 of the Act, the Board may, from time to time, appoint any individual as Secretary of the Company to perform such functions, which by the Act or these Articles for the time being of the Company are to be performed by the Secretary and to execute any other duties which may from time to time be assigned to him by the Board. The Board may confer upon the Secretary so appointed any powers and duties as are not by the Act or by these Articles required to be exercised by the Secretary and may from time to time revoke, withdraw, alter or vary all or any of them. The Board may also at any time appoint some individual (who need not be the Secretary), to maintain the Registers required to be kept by the Company.

(b) The Secretary shall be an individual responsible to ensure that there shall be no default, non-compliance, failure, refusal or contravention of any of the applicable provisions of the Act, or any rules, regulations or directions which the Company is required to conform to or which the Board of the Company are required to conform to and shall be designated as such and be the officer in default.

83. DIRECTOR'S & OFFICER'S LIABILITY INSURANCE

Subject to the provisions of the Act and applicable Laws, the Company shall procure, at its own cost, comprehensive directors and officers liability insurance for each Director which shall not form a part of the remuneration payable to the Directors in the circumstances described under section 197 of the Act: -

(a) on terms approved by the Board;

(b) which includes each Director as a policyholder;

(c) is from a reputed insurer approved by the Board; and

(d) such amount as may be decided by the Board, from time to time.

84. SEAL

(a) The Board shall provide a Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of the Board or a Committee of the Board, previously given.

(b) The Company shall also be at the liberty to have an official Seal in accordance with the Act for use in any territory, district or place outside India.

(c) Every deed or other instrument to which the Seal of the Company shall be affixed shall be signed by at least one Authorized Person as the Board may appoint for the purpose; and such Authorized Person aforesaid shall sign every instrument to which the seal of the Company is so affixed in his presence

85. ACCOUNTS

(a) The Company shall prepare and keep at the Office, books of accounts or other relevant books and papers and financial statements for every Financial Year which give a true and fair view of the state of affairs of the Company, including its branch office or offices, if any, and explain the transactions effected both at the Office and its branches and such books shall be kept on accrual basis and according to the double entry system of accounting.

(b) Where the Board decides to keep all or any of the books of account at any place other than the Office, the Company shall, within 7 (seven) days of the decision, file with the Registrar, a notice in writing giving the full address of that other place. The Company may also keep such books of accounts or other relevant papers in electronic mode in accordance with the provisions of the Act.

(c) The Company shall preserve in good order the books of account relating to a period of not less than eight years preceding the current year.

(d) When the Company has a branch office, whether in or outside India, the Company shall be deemed to have complied with this Article if proper books of account relating to the transactions effected at the branch office are kept at the branch office and proper summarized returns made up to dates at intervals of not more than three months, are sent by the branch office to the Company at its office or at the other place in India, at which the Company's books of account are kept as aforesaid.

(e) No Shareholder (not being a Director) shall have any right of inspecting any account or books or documents of the Company except specified under the Act and Law.

(f) In accordance with the provisions of the Act, along with the financial statements laid before the Shareholders, there shall be laid a Board's report which shall include:

(i) the extract of the annual return as provided under sub-section (3) of section 92 of the Act;

(ii) number of meetings of the Board;

(iii) Directors' responsibility statement as per the provisions of section 134 (5) of the Act;

(iv) a statement on declaration given by the Independent Directors under sub-section (6) of section 149 of the Act;

(v) in the event applicable, as specified under sub-section (1) of section 178 of the Act, Company's policy on Director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of section 178 of the Act;

(vi) Explanations or comments by the Board on every qualification, reservation or adverse remark or disclaimer made-

a. by the auditor in his report; and

b. by the Secretary in practice in his secretarial audit report;

(vii) Particulars of loans, guarantees or investments under section 186 of the Act;

(viii) Particulars of contracts or arrangements with related parties referred to in sub-section (1) of section 188 in the prescribed form;

(ix) the state of the Company's affairs;

(x) the amounts, if any, which it proposes to carry to any reserves;

(xi) the amount, if any, which it recommends should be paid by way of Dividends;

(xii) material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the Financial Year of the Company to which the financial statements relate and the date of the report;

(xiii) the conservation of energy, technology absorption, foreign exchange earnings and outgo, in such manner as may be prescribed;

(xiv) a statement indicating development and implementation of a risk management policy for the Company including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the Company;

(xv) the details about the policy developed and implemented by the Company on corporate social responsibility initiatives taken during the year;

(xvi) in case of a listed company and every other public company having such paid-up share capital as may be prescribed, a statement indicating the manner in which formal annual evaluation has been made by the Board of its own performance and that of its committees and individual directors; and

(xvii) such other matters as may be prescribed under the Law, from time to time.

(g) All the aforesaid books shall give a fair and true view of the affairs of the Company or its branch office, as the case may be, with respect to the matters herein and explain its transactions.

86. AUDIT AND AUDITORS

(a) The Auditors shall be appointed and their rights and duties shall be regulated in accordance with sections 139 to 147 of the Act and as specified under Law.

(b) Every account of the Company when audited shall be approved by the General Meeting and shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period the account shall forthwith be corrected, and henceforth shall be conclusive.

(c) Every balance sheet and profit and loss account shall be audited by one or more Auditors to be appointed as hereinafter set out.

(d) The Company at the Annual General Meeting in each year shall appoint an Auditor or Auditors to hold office from the conclusion of that meeting until conclusion of the next Annual General Meeting and every Auditor so appointed shall be intimated of his appointment within 7 (seven) days.

(e) Where at an Annual General Meeting, no Auditors are appointed, the Central Government may appoint a Person to fill the vacancy and fix the remuneration to be paid to him by the Company for his services.

(f) The Company shall within 7 (seven) days of the central government's power under sub clause (b) becoming exercisable, give notice of that fact to the government.

(g) The Directors may fill any casual vacancy in the office of an Auditor but while any such vacancy continues, the remaining Auditors (if any) may act. Where such a vacancy is caused by the resignation of an Auditor, the vacancy shall only be filled by the Company in the General Meeting.

(h) A Person, other than a retiring Auditor, shall not be capable of being appointed at an Annual General Meeting unless special notice of a resolution of appointment of that Person to the office of Auditor has been given by a Shareholder to the Company not less than 14 (fourteen) days before the meeting in accordance with section 115 of the Act, and the Company shall send a copy of any such notice to the retiring Auditor and shall give notice thereof to the Shareholders in accordance with provisions of section 115 of the Act and all the other provision of section 140 of the Act shall apply in the matter. The provisions of this sub-article shall also apply to a resolution that a retiring auditor shall not be re-appointed.

(i) The Persons qualified for appointment as Auditors shall be only those referred to in section 141 of the Act.

(j) None of the Persons mentioned in section 141 of the Act as are not qualified for appointment as auditors shall be appointed as Auditors of the Company.

87. AUDIT OF BRANCH OFFICES

The Company shall comply with the applicable provisions of the Act and the Companies (Audit and Auditor) Rules, 2014 in relation to the audit of the accounts of branch offices of the Company.

88. REMUNERATION OF AUDITORS

The remuneration of the Auditors shall be fixed by the Company as authorized in General Meeting from time to time in accordance with the provisions of the Act and the Companies (Audit and Auditor) Rules, 2014.

89. DOCUMENTS AND NOTICES

(a) A document or notice may be given or served by the Company to or on any Shareholder whether having his registered address within or outside India either personally or by sending it by post to him to his registered address.

(b) Where a document or notice is sent by post, service of the document or notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document or notice, provided that where a Shareholder has intimated to the Company in advance that documents or notices should be sent to him under a certificate of posting or by registered post with or without acknowledgement due or by cable or telegram and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the document or notice shall be deemed to be effected unless it is sent in the manner intimated by the Shareholder. Such service shall be deemed to have effected in the case of a notice of a meeting, at the expiration of forty eight hours after the letter containing the document or notice is posted or after a telegram has been dispatched and in any case, at the time at which the letter would be delivered in the ordinary course of post or the cable or telegram would be transmitted in the ordinary course.

(c) A document or notice may be given or served by the Company to or on the joint-holders of a share by giving or serving the document or notice to or on the joint-holder named first in the Register of Members in respect of the share.

(d) 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 previous to his name and address being entered on the register of Shareholders, shall have been duly served on or given to the Person from whom he derives his title to such share.

(e) Any document or notice to be given or served by the Company may be signed by a Director or the Secretary or some Person duly authorized by the Board for such purpose and the signature thereto may be written, printed, photostat or lithographed.

(f) All documents or notices to be given or served by Shareholders on or to the Company or to any officer thereof shall be served or given by sending the same to the Company or officer at the Office by post under a certificate of posting or by registered post or by leaving it at the Office.

(g) Where a document is sent by electronic mail, service thereof shall be deemed to be effected properly, where a member has registered his electronic mail address with the Company and has intimated the Company that documents should be sent to his registered email address, without acknowledgement due. Provided that the Company, shall provide each member an opportunity to register his email address and change therein from time to time with the Company or the concerned depository. The Company shall fulfill all conditions required by Law, in this regard.

90. SHAREHOLDERS TO NOTIFY ADDRESS IN INDIA

Each registered Shareholder from time to time notify in writing to the Company such place in India to be registered as his address and such registered place of address shall for all purposes be deemed to be his place of residence.

91. SERVICE ON MEMBERS HAVING NO REGISTERED ADDRESS

If a Shareholder does not have registered address in India, and has not supplied to the Company any address within India, for the giving of the notices to him, a document advertised in a newspaper circulating in the neighborhood of the Office shall be deemed to be duly served to him on the day on which the advertisement appears.

92. SERVICE ON PERSONS ACQUIRING SHARES ON DEATH OR INSOLVENCY OF SHAREHOLDERS

A document may be served by the Company on the Persons entitled to a share in consequence of the death or insolvency of a Shareholders by sending it through the post in a prepaid letter addressed to them by name or by the title or representatives of the deceased, assignees of the insolvent by any 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 serving the document in any manner in which the same might have been served as if the death or insolvency had not occurred.

93. PERSONS ENTITLED TO NOTICE OF GENERAL MEETINGS

Subject to the applicable provisions of the Act and these Articles, notice of General Meeting shall be given:

(a) To the Shareholders as provided by these Articles.

(b) To the Persons entitled to a share in consequence of the death or insolvency of a Shareholder.

(c) To the Auditors for the time being of the Company in the manner authorized by as in the case of any Shareholder.

94. NOTICE BY ADVERTISEMENT

Subject to the applicable provisions of the Act, any document required to be served or sent by the Company on or to the Shareholders, or any of them and not expressly provided for by these Articles, shall be deemed to be duly served or sent if advertised in a newspaper circulating in the district in which the Office is situated.

95. DIVIDEND POLICY

(a) The profits of the Company subject to any special rights relating thereto being created or authorized to be created by the Memorandum or these Articles and subject to the provisions of these Articles shall be divisible among the Shareholders in proportion to the amount of Capital Paid-up or credited as Paid-up and to the period during the year for which the Capital is Paid-up on the shares held by them respectively. Provided always that, (subject as aforesaid), any Capital Paid-up on a Share during the period in respect of which a Dividend is declared, shall unless the Directors otherwise determine, only entitle the holder of such share to an apportioned amount of such Dividend as from the date of payment.

(b) Subject to the provisions of section 123 of the Act the Company in General Meeting may declare Dividends, to be paid to the Shareholders according to their respective rights and interests in the profits. No Dividends shall exceed the amount recommended by the Board, but the Company in General Meeting may, declare a smaller Dividend, and may fix the time for payments not exceeding 30 (thirty) days from the declaration thereof.

(c) No Dividend shall be declared or paid otherwise than out of profits of the Financial Year arrived at after providing for depreciation in accordance with the provisions of section 123 of the Act or out of the profits of the Company for any previous Financial Year or years arrived at after providing for depreciation in accordance with those provisions and remaining undistributed or out of both provided that: -

(i) if the Company has not provided for depreciation for any previous Financial Year or years it shall, before declaring or paying a Dividend for any Financial Year provide for such depreciation out of the profits of that Financial Year or out of the profits of any other previous Financial Year or years; and

(ii) if the Company has incurred any loss in any previous Financial Year or years the amount of the loss or an amount which is equal to the amount provided for depreciation for that year or those years whichever is less, shall be set off against the profits of the Company for the year for which the Dividend is proposed to be declared or paid or against the profits of the Company for any previous Financial Year or years arrived at in both cases after providing for depreciation in accordance with the provisions of section 123 of the Act or against both;

(iii) The declaration of the Board as to the amount of the net profits shall be conclusive.

(d) The Board may, from time to time, pay to the Shareholders such interim dividend as in their judgment the position of the Company justifies.

(e) Where Capital is paid in advance of calls upon the footing that the same shall carry interest, such Capital shall not whilst carrying interest, confer a right to participate in profits or Dividend.

(f) Subject to the rights of Persons, if any, entitled to shares with special rights as to Dividend, all Dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof Dividend is paid but if and so long as nothing is Paid upon any shares in the Company, Dividends may be declared and paid according to the amount of the shares.

(i) No amount paid or credited as paid on shares in advance of calls shall be treated for the purpose of this regulation as paid on shares;

(ii) 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 shares are issued on terms providing that it shall rank for Dividend as from a particular date such shares shall rank for Dividend accordingly.

(g) Subject to the applicable provisions of the Act and these Articles, the Board may retain the Dividends payable upon shares in respect of any Person, until such Person shall have become a Shareholder, in respect of such shares or until such shares shall have been duly transferred to him.

(h) Any one of several Persons who are registered as the joint-holders of any Share may give effectual receipts for all Dividends or bonus and payments on account of Dividends or bonus or sale proceeds of fractional certificates or other money (ies) payable in respect of such shares.

(i) Subject to the applicable provisions of the Act, no Shareholder shall be entitled to receive payment of any interest or Dividends in respect of his share(s), whilst any money may be due or owing from him to the Company in respect of such share(s); either alone or jointly with any other Person or Persons; and the Board may deduct from the interest or Dividend payable to any such Shareholder all sums of money so due from him to the Company.

(j) Subject to section 126 of the Act, a transfer of shares shall not pass the right to any Dividend declared thereon before the registration of the transfer.

(k) Unless otherwise directed any Dividend may be paid by cheque or warrant or by a pay slip or receipt (having the force of a cheque or warrant) and sent by post or courier or by any other legally permissible means to the registered address of the Shareholder or Person entitled or in case of joint-holders to that one of them first named in the Register of Members in respect of the joint-holding. Every such cheque or warrant shall be made payable to the order of the Person to whom it is sent and in case of joint-holders to that one of them first named in the Register of Members in respect of the joint-holding. The Company shall not be liable or responsible for any cheque or warrant or pay slip or receipt lost in transmission, or for any Dividend lost to a Shareholder or Person entitled thereto, by a forged endorsement of any cheque or warrant or a forged signature on any pay slip or receipt of a fraudulent recovery of Dividend. If 2 (two) or more Persons are registered as joint-holders of any share(s) any one of them can give effectual receipts for any money (ies) payable in respect thereof. Several Executors or Administrators of a deceased Shareholder in whose sole name any share stands shall for the purposes of this Article be deemed to the joint-holders thereof.

(l) No unpaid Dividend shall bear interest as against the Company.

(m) Any General Meeting declaring a Dividend may on the recommendation of the Board, make a call on the Shareholders of such amount as the meeting fixes, but so that the call on each Shareholder shall not exceed the Dividend payable to him, and so that the call will be made payable at the same time as the Dividend; and the Dividend may, if so arranged as between the Company and the Shareholders, be set-off against such calls.

(n) Notwithstanding anything contained in this Article, the dividend policy of the Company shall be governed by the applicable provisions of the Act and Law.

(o) The Company may pay dividends on shares in proportion to the amount paid-up on each Share in accordance with section 51 of the Act.

96. UNPAID OR UNCLAIMED DIVIDEND

(a) If the Company has declared a Dividend but which has not been paid or the Dividend warrant in respect thereof has not been posted or sent within 30 (thirty) days from the date of declaration, transfer the total amount of Dividend, which remained unpaid or unclaimed within 7 (seven) days from the date of expiry of the said period of 30 (thirty) days to a special account to be opened by the Company in that behalf in any scheduled bank to be called the “Unpaid Dividend of Penta Gold Limited”.

(b) Any money so transferred to the unpaid Dividend account of the Company which remains unpaid or unclaimed for a period of 7 (seven) years from the date of such transfer, shall be transferred by the Company to the fund established under sub-section (1) of section 125 of the Act, viz. "Investors Education and Protection Fund".

(c) No unpaid or unclaimed Dividend shall be forfeited by the Board before the claim becomes barred by Law.

97. CAPITALIZATION OF PROFITS

The Company in the General Meeting may, upon the recommendation of the Board, resolve:

(a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the Company's profit and loss account or otherwise, as available for distribution; and

(b) that such sum be accordingly set free for distribution in the manner specified herein below in sub-article (iii) as amongst the Shareholders who would have been entitled thereto, if distributed by way of Dividends and in the same proportions.

(c) The sum aforesaid shall not be paid in cash but shall he applied either in or towards:

(i) paying up any amounts for the time being unpaid on any shares held by such Shareholders respectively;

(ii) paying up in full, un-issued shares of the Company to be allotted, distributed and credited as fully Paid up, to and amongst such Shareholders in the proportions aforesaid; or

(iii) partly in the way specified in sub-article (i) and partly in the way specified in sub-article (ii).

(d) A share premium account may be applied as per section 52 of the Act, and a capital redemption reserve account may, duly be applied in paying up of unissued shares to be issued to Shareholders as fully paid bonus shares.

98. RESOLUTION FOR CAPITALISATION OF RESERVES AND ISSUE OF FRACTIONAL CERTIFICATE

(a) The Board shall give effect to a resolution passed by the Company in pursuance of this regulation.

(b) Whenever such a resolution as aforesaid shall have been passed, the Board shall:

(i) make all appropriation and applications of undivided profits (resolved to be capitalized thereby), and all allotments and issues of fully paid shares or Securities, if any; and

(ii) generally do all acts and things required to give effect thereto.

(c) The Board shall have full power:

(i) to make such provisions, by the issue of fractional certificates or by payments in cash or otherwise as it thinks fit, in the case of shares or Debentures becoming distributable in fraction; and

(ii) to authorize any Person, on behalf of all the Shareholders entitled thereto, to enter into an agreement with the Company providing for the allotment to such Shareholders, credited as fully paid up, of any further shares or Debentures to which they may be entitled upon such capitalization or (as the case may require) for the payment of by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalized of the amounts or any parts of the amounts remaining unpaid on the shares.

(d) Any agreement made under such authority shall be effective and binding on all such Shareholders.

99. DISTRIBUTION OF ASSETS IN SPECIE OR KIND UPON WINDING UP

(a) If the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Act divide amongst the Shareholders, in specie or kind the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(b) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Shareholders or different classes of Shareholders.

(c) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other Securities whereon there is any liability.

100. DIRECTOR'S AND OTHER'S RIGHTS TO INDEMNITY

Subject to the provisions of section 197 of the Act, every Director, manager and other officer or employee of the Company shall be indemnified by the Company against any liability incurred by him and it shall be the duty of the Directors to pay out the funds of the Company all costs, losses and expenses which any Director, manager, officer or employee may incur or become liable to by reason of any contact entered into by him on behalf of the Company or in any way in the discharge of his duties and in particular, and so as not to limit the generality of the foregoing provisions against all liabilities incurred by him as such Director, manager, Officer or employee in defending any proceedings whether civil or criminal in which judgment is given in his favour or he is acquitted or in connection with any application under section 463 of the Act in which relief is granted by the court and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Company and have priority as between the Shareholders over all the claims.

101. DIRECTOR'S ETC. NOT LIABLE FOR CERTAIN ACTS

Subject to the provision of section 197 of the Act, no Director, manager, Officer or employee of the Company shall be liable for the acts, defaults, receipts and neglects of any other Director, manager, Officer or employee or for joining in any receipts or other acts for the sake of conformity or for any loss or expenses happening to the Company through the insufficiency or deficiency of any Security in or upon which any of the monies of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any Person with whom any monies, Securities or effects shall be deposited or for any loss occasioned by an error of judgment or oversight on his part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution thereof unless the same shall happen through negligence, default, misfeasance, breach of duty or breach of trust. Without

prejudice to the generality of the foregoing, it is hereby expressly declared that any filing fee payable or any document required to be filed with the Registrar in respect of any act done or required to be done by any Director or other officer by reason of his holding the said office shall be paid and borne by the Company.

102. INSPECTION BY SHAREHOLDERS

The register of charges, register of investments, Register of Members, books of accounts and the minutes or the meeting of the board and Shareholders shall be kept at the Office and shall be open, during business hours, for such periods not being less in the aggregate than two hours in each day as the board determines for inspection of any Shareholder without charge. In the event such Shareholder conducting inspection of the abovementioned documents requires extracts of the same, the Company may charge a fee which shall not exceed Rupees ten per page or such other limit as may be prescribed under the Act or other applicable provisions of Law.

103. AMENDMENT TO MEMORANDUM AND ARTICLES OF ASSOCIATION

(a) The Shareholders shall vote for all the Equity Shares owned or held on record by such Shareholders at any Annual or Extraordinary General Meeting of the company in accordance with these Articles.

(b) The Shareholders shall not pass any resolution or take any decision which is contrary to any of the terms of these Articles.

(c) The Articles shall be amended in accordance with the applicable provisions under the Act.

104. SECRECY

No Shareholder shall he entitled to inspect the Company's work without permission of the Managing Director/Directors or to require discovery of any information respectively any details of the Company's trading or any matter which is or may be in the nature of a trade secret, history of trade or secret process which may be related to the conduct of the business of the Company and which in the opinion of the Managing Director/Directors will be inexpedient in the interest of the Shareholders to communicate to the public.

105. DUTIES OF THE OFFICER TO OBSERVE SECRECY

Every Director, Managing Director, manager, Secretary, Auditor, trustee, members of the committee, officer, servant, agent, accountant or other Persons employed in the business of the Company shall, if so required by the Director before entering upon his duties, or any time during his term of office, sign a declaration pledging himself to observe secrecy relating to all transactions of the Company and the state of accounts and in matters relating thereto and shall by such declaration pledge himself not to reveal any of such matters which may come to his knowledge in the discharge of his official duties except which are required so to do by the Directors or the Auditors, or by resolution of the Company in the General Meeting or by a court of Law and except so far as may be necessary in order to comply with any of the provision of these Articles or Law. Nothing herein contained shall affect the powers of the central government or any officer appointed by the government to require or to hold an investigation into the Company's affair.

106. PROVISIONS OF THE COMPANIES ACT, 1956 SHALL CEASE TO HAVE EFFECT

Notwithstanding anything contained in these Articles, the provisions of the Companies Act, 1956, as are mentioned under these Articles shall cease to have any effect once the said provisions are repealed upon notification of the corresponding provisions under the Act.

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 2224, Manek Chowk, Opp. Old Share Bazar, Ahmedabad-380 001, Gujarat, India, from 10.00 a.m. to 5.00 p.m. on working days from the date of the Prospectus until the Issue Closing Date.

Material Contracts

1. Memorandum of Understanding dated June 13, 2017 between our Company and the Lead Manager.

2. Agreement between Karvy Computershare Private Limited and our Company dated dated May 25, 2017 appointing them as the Registrar to the Issue.

3. Underwriting Agreement dated June 13, 2017 between our Company and Underwriter.

4. Market Making Agreement dated June 13, 2017 between our Company, Lead Manager and Market Maker.

5. Tripartite agreement among the NSDL, our Company and Registrar to the Issue dated August 11, 2017.

6. Tripartite agreement among the CDSL, our Company and Registrar to the Issue dated August 7, 2017.

7. Public Issue Account Agreement dated August 16, 2017 between our Company, the Lead Manager, Banker to the Issue and Registrar to the Issue.

Material Documents

1. Certificate of Incorporation of our Company dated March 12, 2012, issued by the Registrar of Companies, Maharashtra, Ahmedabad.

2. Fresh certificate of incorporation consequent upon conversion to public limited company dated March 22, 2017 issued by the Registrar of Companies, Ahmedabad.

3. Certified true copy of the Memorandum and Articles of Association of our Company, as amended.

4. Copy of the resolution passed at the meeting of the Board of Directors held May 10, 2017 authorizing the Issue.

5. Special Resolution of the Shareholders passed at the Extraordinary General Meeting dated May 25, 2017 authorizing the Issue.

6. Statement of Tax Benefits dated June 12, 2017 issued by our Statutory Auditor, M/s. R A N K & Associates, Chartered Accountants.

7. Report of our Peer Review Auditor, M/s. Maheshwari & Co., Chartered Accountants dated August 18, 2017, on the Restated Financial Statements included in this Prospectus.

8. Copies of annual reports of our Company for Fiscal 2013, 2014, 2015, 2016 and 2017.

9. Copy of Certificate from the Statutory Auditor, M/s. R A N K & Associates, Chartered Accountants dated August 11, 2017, regarding the source and deployment of funds as on August 10, 2017.

10. Copy of the resolution passed at the meeting of the Board of Directors held on May 10, 2017, for appointment of our Chairman and Managing Director, Ketan M. Shroff.

11. Consents of Directors, Chief Financial Officer, Company Secretary and Compliance Officer, Statutory Auditor, Legal Advisor to the Issue, Banker to our Company, the Lead Manager, Registrar to the Issue, Underwriter, Market Maker, Bankers to the Issue, Peer Review Auditor to our Company, to act in their respective capacities.

12. Due Diligence Certificate dated June 14, 2017 from the Lead Manager to NSE.

13. Due Diligence Certificate dated August 21, 2017 from the Lead Manager to SEBI.

14. Copy of in-principle approval from NSE *vide* letter dated July 14, 2017 to use the name of NSE in this document for listing of Equity Shares on EMERGE Platform of NSE.

Any of the contracts or documents mentioned in the Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We, the undersigned, hereby declare that, all the relevant provisions of the Companies Act, and the guidelines issued by the Government of India or the guidelines and regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this 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 or guidelines issued, as the case may be. We further certify that all the disclosures and statements made in this Prospectus are true and correct.

Signed by all the Directors of Penta Gold Limited

Name and designation	Signature
Ketan M. Shroff *Chairman and Managing Director*	Sd/-
Dipti Ketan Shroff *Non Executive Director*	Sd/-
Anand Bhagwanji Chaturvedi *Independent Director*	Sd/-
Dilip Rajkumar Patodia *Independent Director*	Sd/-

Signed by the – Chief Financial Officer

Sd/-
Rohit Sharma
Chief Financial Officer

Signed by the – Company Secretary and Compliance Officer

Sd/-
Savita R. Navik
Company Secretary & Compliance Officer

Place: Mumbai

Date: August 23, 2017