Prospectus
Dated: June 20, 2018
Please read Section 26 of the Companies Act, 2013
100% Fixed Price Issue

GANGA FORGING LIMITED

Our Company was originally incorporated as "Ganga Forgoing Private Limited" at Ahmedabad, as a private limited company under the provisions of the Companies Act, 1956 *vide* Certificate of Incorporation dated December 29, 1988 bearing registration number 04-11694 issued by the Registrar of Companies, Gujarat. Subsequently, our Company was converted into a public limited company pursuant to a special resolution passed by our shareholders at the extraordinary general meeting held on October 5, 2017 and the name of our Company was changed to "Ganga Forging Limited". A fresh certificate of incorporation consequent upon conversion to a public limited company was issued by the Registrar of Companies, Ahmedabad on October 30, 2017.The Corporate Identification Number of our Company is U28910GJ1988PLC011694.

Registered Office: Plot No 1 SNO 298 & 30 Rajkot Gondal N H, Veraval (Shapar)Rajkot, Gujarat360 024, India
Corporate Identification Number: U28910GJ1988PLC011694
Tel. No.: +912827-252208 /252077; **Fax No.** +91 2827-252208
Contact Person: Minal Lakhlani, Company Secretary and Compliance Officer
Email: info@gangaforging.com ; **Website:** www.gangaforging.com
PROMOTERS OF OUR COMPANY: HIRALAL TILVA AND RAKESH PATEL

THE ISSUE

PUBLIC ISSUE OF 23,82,000 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH ("EQUITY SHARES") OF GANGA FORGING LIMITED (THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF RS. 21/- PER EQUITY SHARE, INCLUDING A SHARE PREMIUM OF RS. 11/- PER EQUITY SHARE (THE "ISSUE PRICE"), AGGREGATING RS. 500.22 LAKHS ("THE ISSUE"), OF WHICH 1,26,000 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH FOR CASH AT A PRICE OF RS. 21/- PER EQUITY SHARE, AGGREGATING RS. 26.46 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS MARKET MAKER RESERVATION PORTION i.e. ISSUE OF 22,56,000 EQUITY SHARES OF FACE VALUE OF RS. 10 EACH FOR CASH AT A PRICE OF RS. 21/- PER EQUITY SHARE, AGGREGATING RS. 473.76 LAKHS IS HEREINAFTER REFERED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 29.97% AND 28.39% RESPECTIVELY OF THE FULLY DILUTED POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE FACE VALUE OF THE EQUITY SHARES IS RS. 10 EACH AND THE ISSUE PRICE OF RS. 21/- IS 2.1 TIMES OF THE FACE VALUE OF THE EQUITY SHARES.

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 the chapter titled "Issue Procedure" beginning on page 239 of this Prospectus. A copy has been delivered for registration to the Registrar as required under Section 26 of the Companies Act, 2013.

THE ISSUE IS BEING MADE IN ACCORDANCE WITH CHAPTER XB OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS AMENDED FROM TIME TO TIME ("SEBI (ICDR) REGULATIONS"). For further details please refer the section titled '*Issue Information'* beginning on page 229 of this Prospectus.

RISKS IN RELATION TO FIRST ISSUE

This being the first public issue of our Company, there has been no formal market for our Equity Shares. The face value of the Equity Shares of our Company is Rs. 10 and the Issue price of Rs. 21/- per Equity Share is 2.1 times of the face value. The Issue Price (as determined by our Company in consultation with the Lead Manager as stated in the chapter titled '*Basis for issue Price*' beginning on page 101 of this Prospectus) should not be taken to be indicative of the market price of the Equity Shares after such Equity Shares are listed. No assurance can be given regarding an active and / or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this issue. For taking an investment decision, investors must rely on their own examination of the Company and this issue, including the risks involved. The Equity Shares issued in the issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Prospectus. **Specific attention of the investors is invited to the section titled 'Risk Factors' beginning on page 17 of this Prospectus.**

COMPANY'S ABSOLUTE RESPONSIBILITY

The Issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus contains all information with regard to our Company and this issue, which is material in the context of this Issue, that the information contained in this Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission or inclusion 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 of our Company issued through this Prospectus are proposed to be listed on the EMERGE Platform of National Stock Exchange of India Limited (''NSE EMERGE"'). In terms of the Chapter XB of the SEBI ICDR Regulations, 2009 as amended from time to time, our Company has received an In principle approval letter dated June 13, 2018 from National Stock Exchange of India Limited for using its name in this issue document for listing of our shares on the EMERGE Platform of National Stock Exchange of India Limited. For the purpose of this issue, National Stock Exchange of India Limited shall be the Designated Stock Exchange.

LEAD MANAGER TO THE ISSUE		REGISTRAR TO THE ISSUE	
PANTOMATH Capital Advisors (P) Ltd.	**PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED** 406-408, Keshava Premises, Behind Family Court, Bandra Kurla Complex, Bandra (East), Mumbai – 400051, Maharashtra, India **Tel**: +91-22 61946719 **Fax**: +91-22 2659 8690 **Website:**www.pantomathgroup.com **Email:** ipo@pantomathgroup.com **Investor Grievance Id:** ipo@pantomathgroup.com **Contact Person:** Hardik Bhuta/Unmesh Zagade **SEBI Registration No:**INM000012110	LINKIntime	**LINK INTIME INDIA PRIVATE LIMITED** C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai- 400 083, Maharashtra India **Tel:** 022-49186200 **Fax:** 022-49186195 **Email:** gangaforging.ipo@linkintime.co.in **Website:** www.linkintime.co.in **Investor Grievance Id**: gangaforging.ipo@linkintime.co.in **Contact Person:** Shanti Gopalkrishnan **SEBI Registration Number:** INR000004058

ISSUE PROGRAMME	
ISSUE OPENS ON JUNE 29, 2018	**ISSUE CLOSES ON JULY 3, 2018**

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SECTION I – GENERAL
DEFINITION AND ABBREVIATION

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 104, 183 and 298 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.

General Terms

Term	Description
"Ganga Forging Limited", or "the Company" ,or "our Company" or "we", "us", "our", or "Issuer" or the "Issuer Company"	Unless the context otherwise requires, refers to Ganga Forging Limited, a public limited company incorporated under the provisions of the Companies Act, 1956.

Company Related Terms

Term	Description
Articles or Articles of Association or AOA	The Articles of Association of our Company, as amended from time to time
Auditor or Statutory Auditor	The Statutory Auditor of our Company, being M. N. Manvar & Co. Chartered Accountants.
Audit Committee	The committee of the Board of Directors constituted vide the Board Meeting held on April 2, 2018 as the Company's Audit Committee in accordance with Section 177 of the Companies Act, 2013
Banker to our Company	Such banks which are disclosed as bankers to the Company in the chapter titled "General Information" beginning on page 63 of this Prospectus.
"Board" or "Board of Directors" or "our Board"	The Board of Directors of our Company, as duly constituted from time to time, or committee(s) thereof
Company Secretary and Compliance Officer	The Company Secretary and Compliance Officer of our Company being Ms. Minal Lakhlani
CIN	Corporate Identification Number U28910GJ1988PLC011694
Director(s)	The Director(s) of our Company, unless otherwise specified
Equity Shares	Equity Shares of our Company of face value of Rs. 10/- each fully paid up
Equity Shareholders	Persons / Entities holding Equity Shares of our Company
Group Companies	Such Companies as are included in the chapter titled "Our Group Companies" beginning on page no. 178 of this Prospectus
ISIN	International Securities Identification Number. In this case Being INE691Z01015

Term	Description
Independent Director	A non-executive, independent Director as per the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
Key Management Personnel	Key Managerial Personnel of our Company in terms of Regulation 2(1)(o) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 2(51) of the Companies Act, 2013 and as disclosed in "Our Management" beginning on page 155.
Materiality Policy	Policy on Group Companies, material creditors and material legal proceedings adopted by the Board pursuant to its resolution dated May 3, 2018
Memorandum of Association or Memorandum or MOA	The Memorandum of Association of our Company, as amended from time to time
Nomination and Remuneration Committee	The committee of the Board of Directors constituted vide the Board Meeting held on April 2, 2018 as the Company's Nomination and Remuneration Committee in accordance with Section 178 of the Companies Act, 2013
Peer Reviewed Auditor	The Peer Reviewed Auditor of our Company means an, Independent Auditor having a valid Peer Review Certificate in our case being M. N. Manvar & Co. Chartered Accountants.
"Promoter", "Promoters" or "our Promoters"	Promoter of our Company being Hiralal Tilva and Rakeshbhai Patel.
Promoter Group	Persons and entities constituting the promoter group of our Company in terms of Regulation 2(1)(zb) of the SEBI Regulations and as disclosed in the chapter titled "Our Promoters and Promoter Group" on page no. 173 of this Prospectus
Registered Office	The Registered office of our Company situated at Plot No 1 SNO 298 & 30 Rajkot Gondal N H Veraval (Shapar) Rajkot GJ 360 024
Restated Financial Information	Collectively, the Restated Consolidated Financial Information and the Restated Standalone Financial Information
RoC / Registrar of Companies	The Registrar of Companies, Ahmedabad, ROC Bhavan , Opp Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad-380013
Shareholders	Shareholders of our Company
Stakeholders Relationship Committee	The Stakeholders Relationship Committee constituted vide Board resolution dated April 2, 2018
Wilful Defaulter(s)	Wilful defaulter as defined under Regulation 2(zn) of the SEBI(Issue of Capital and Disclosure Requirements) Regulations, 2009

Issue Related Terms

Term	Description
Allocation/ Allocation of Equity Shares	The Allocation of Equity Shares of our Company pursuant to Issue of Equity Shares to the successful Applicants
Allotment/ Allot/ Allotted	Issue and allotment of Equity Shares of our Company pursuant to Issue of the Equity Shares to the successful Applicants
Acknowledgement slip	Slip or document issued by designated Intermediary to a bidder as a proof of registration of the Bid

Term	Description
Allottee(s)	Successful Applicant(s) to whom Equity Shares of our Company have been allotted
Applicant	Any prospective investor who makes an application for Equity Shares of our Company in terms of the Prospectus. All the applicants should make application through ASBA only.
Allotment Advice	The note or advice or intimation of Allotment, sent to each successful Bidder who has been or is to be Allotted the Equity Shares after approval of the Basis of Allotment by the Designated Stock Exchange
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 Collecting Intermediaries	a SCSB with whom the bank account to be blocked, is maintained a syndicate member (or sub-syndicate member) if any 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') if any a depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity) 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)
Application Form	The Form in terms of which the prospective investors shall apply for our Equity Shares in the Issue
ASBA / Application Supported by Blocked Amount	Applications Supported by Blocked Amount (ASBA) means an application for Subscribing to the Issue containing an authorization to block the application money in a bank account maintained with SCSB
ASBA Account	Account maintained with SCSBs which will be blocked by such SCSBs to the extent of the Application Amount
ASBA Application Location(s) / Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata, Bangalore
ASBA Investor/ASBA applicant	Any prospective investor(s) / applicants(s) in this Issue who apply(ies) through the ASBA process
Banker/Refund Banker to the Issue/ Public Issue Bank	The banks which are clearing members and registered with SEBI as Banker to an Issue with whom the Public Issue Account and Refund Account will be opened and in this case ICICI Bank Limited.
Basis of Allotment	The basis on which Equity Shares will be Allotted to the successful Applicants under the Issue and which is described under chapter titled "Issue Procedure" beginning on page 239 of this Prospectus
Bid Lot	6000 Equity Shares and in multiples of 6000 Equity Share thereafter
Broker Centres	Broker centres notified by the Stock Exchanges, where the applicants can submit the Application forms to a Registered Broker.
CAN/Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated Equity Shares after Bid/Issue Period
Collecting Centres	Centres at which the Designated Intermediaries shall accept the Application Forms, being the Designated SCSB Branch for SCSBs, Specified Locations for Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Controlling Branch of SCSBs	Such branch of the SCSBs which coordinate Applications under this Issue by the ASBA Applicants with the Registrar to the Issue and the

Term	Description
	Stock Exchanges and a list of which is available at http://www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time
Demographic Details	The demographic details of the Applicants such as their address, PAN, occupation and bank account details
Depositories	Depositories registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time, being NSDL and CDSL
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996
Depositories Act	The Depositories Act, 1996 as amended from time to time
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Application Form from the ASBA Applicant and a list of which is available on http://www.sebi.gov.in/sebiweb/home/detail/32791/no/List-of-Self-Certified-Syndicate-Banks-under-the-ASBA-facility
Designated Date	The date on which the amount blocked by the SCSBs is transferred from the ASBA Account to the Public Issue Account or the amount is unblocked in the ASBA Account, as appropriate, after the Issue is closed, following which the Equity Shares shall be allotted to the successful Applicants
Designated RTA Locations	Such centres of the RTAs where Applicants can submit the Application Forms. The details of such Designated RTA Locations, along with the names and contact details of the RTAs are available on the website of the Stock Exchange (www.bseindia.com) and updated from time to time
Designated Stock Exchange	National Stock Exchange of India Limited
Draft Prospectus	The Draft Prospectus dated May 9, 2018 issued in accordance with section 32 of the Companies Act, 2013 and filed with the National Stock Exchange of India Ltd. under SEBI (ICDR) Regulations
Eligible NRIs	NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to subscribe to the Equity Shares offered herein
Escrow Account(s)	Account(s) opened with the Escrow Collection Bank(s) for the Issue and in whose favour the Applicants (excluding ASBA Applicants) will issue cheques or drafts in respect of the Application Amount when submitting any Application(s) pursuant to this Issue
Escrow Agreement	Agreement to be entered into by our Company, the Registrar to the Issue, the Lead Manager, and the Escrow Collection Bank(s) for collection of the Application Amounts and where applicable, refunds of the amounts collected to the Applicants (excluding ASBA Applicants) on the terms and conditions thereof
General Information Document	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.
First/ Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form
FII/ Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
Issue/ Issue Size/ Initial	Public Issue aggregating 23,82,000 Equity Shares of face value of Rs.

Term	Description
Public Issue/ Initial Public Offer/ Initial Public Offering/ IPO	10 each fully paid of Ganga Forging Limited for cash at a price of Rs 21 per Equity Share (including a premium of Rs. 11 per Equity Share) aggregating Rs.500.22 lakhs.
Issue Agreement	The agreement dated May 3, 2018 between our Company and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Closing date	The date on which Issue Closes for Subscription in our case being July 3, 2018
Issue Opening Date	The date on which Issue Opens for Subscription in our case being June 29, 2018
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both the days during which prospective Investors may submit their application
Issue Price	The price at which the Equity Shares are being issued by our Company under this Prospectus being Rs. 21 per Equity Share of face value of Rs. 10 each fully paid
Issue Proceeds/Gross Proceeds	Proceeds from the Issue that will be available to our Company, being Rs. 500.22 Lakhs
Indian GAAP	Generally Accepted Accounting Principles in India
IFRS	International Financial Reporting Standard
Lead Manager / LM	Lead Manager to the Issue in this case being Pantomath Capital Advisors Private Limited (PCAPL).
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the National Stock Exchange of India Limited
Market Making Agreement	Market Making Agreement dated May 3, 2018 between our Company, Lead Manager and Market Maker.
Market Maker	Market Maker appointed by our Company from time to time, in this case being Pantomath Stock Brokers Private Limited who has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for any other period as may be notified by SEBI from time to time
Market Maker Reservation Portion	The Reserved Portion of 1,26,000 Equity Shares of face value of Rs. 10 each fully paid for cash at a price of Rs 21 per Equity Share aggregating Rs 1.26 lakhs for the Market Maker in this Issue
Mutual Fund(s)	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time
NIF	National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of Government of India published in the Gazette of India
Net Issue	The Issue (excluding the Market Maker Reservation Portion) aggregating 22,56,000 Equity Shares of face value of Rs. 10 each fully paid for cash at a price of Rs 21 per Equity Share aggregating Rs. 500.22 lakhs by our Company
Net Proceeds	The Issue Proceeds, less the Issue related expenses, received by the Company
Non Institutional Investors	All Applicants that are not Qualified Institutional Buyers or Retail Individual Investors and who have applied for Equity Shares for an amount more than Rs. 2,00,000
NSE	National Stock Exchange of India Limited

Term	Description
OCB/ Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs, including overseas trusts in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time. OCBs are not allowed to invest in this Issue
Payment through electronic transfer of funds	Payment through NECS, NEFT or Direct Credit, as applicable
Person/ Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires
Prospectus	This Prospectus dated June 20, 2018 filed with RoC containing, inter-alia, the issue size, the issue opening and closing dates and other information
Public Issue Account	Account opened with the Banker to the Issue i.e. ICICI Bank Limited under Section 40 of the Companies Act, 2013 to receive monies from the SCSBs from the bank accounts of the ASBA Applicants on the Designated Date.
Public Issue Account Agreement/ Banker to the Issue Agreement	Agreement entered on May 3, 2018 amongst our Company, Lead Manager, the Registrar to the Issue and Public Issue Bank/Banker to the Issue for collection of the Application Amount on the terms and conditions thereof.
Qualified Institutional Buyers or QIBs	Qualified Institutional Buyers as defined under Regulation 2(1)(zd) of the SEBI (ICDR) Regulations 2009
Refund Account	Account to which Application monies to be refunded to the Applicants
Refund Bank(s) / Refund Banker(s)	Bank(s) which is / are clearing member(s) and registered with the SEBI as Bankers to the Issue at which the Refund Accounts will be opened, in this case being ICICI Bank Limited
Refund through electronic transfer of funds	Refund through ASBA process
Registered Broker	Individuals or companies registered with SEBI as "Trading Members" (except Syndicate/Sub-Syndicate Members) who hold valid membership with National Stock Exchange of India Limited having right to trade in stocks listed on Stock Exchanges, through which investors can buy or sell securities listed on stock exchanges, a list of which is available on http://www.bseindia.com/members/MembershipDirectory.aspx
Registrar /Registrar to the Issue	Registrar to the Issue, in this case being Link Intime India Private Limited
Registrar Agreement	Agreement dated May 3, 2018 entered into among our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue
Retail Individual Investor	Individual Applicants, or minors applying through their natural guardians, including HUFs (applying through their Karta), who apply for an amount less than or equal to Rs 2,00,000
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares in any of their Application Forms or any previous Revision Form(s)

Term	Description
SCSB/ Self Certified Syndicate Banker	Shall mean a Banker to an Issue registered under SEBI (Bankers to an Issue) Regulations, 1994, as amended from time to time, and which offer the service of making Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised Intermediaries or at such other website as may be prescribed by SEBI from time to time
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SME Exchange	EMERGE Platform of National Stock Exchange of India Limited
Specified Locations	Collection centres where the SCSBs shall accept application form, a list of which is available on the website of the SEBI (www.sebi.gov.in) and updated from time to time
TRS or Transaction Registration Slip	The slip or document issued by the SCSB (only on demand), as the case may be, to the applicant as proof of registration of the application.
Stock Exchange	National Stock Exchange of India Limited
Underwriter	Pantomath Capital Advisors Private Limited
Underwriting Agreement	The agreement dated May 3, 2018 entered into between the Underwriter and our Company
US GAAP	Generally Accepted Accounting Principles (United states)
Working Day	Till Application / Issue closing date: All days other than a Saturday, Sunday or a public holiday; Post Application / Issue closing date and till the Listing of Equity Shares: All trading days of stock exchanges excluding Sundays and bank holidays in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016

Technical and Industry Related Terms

Term	Description
2W	Two Wheelers
4W	Four Wheeler
ABS	Anti-locking Braking System
ACMA	Automotive Component Manufacturers Association of India
AMP	Auto Mission Plan
AMT	Automated Manual Transmission
AWD	All Wheel Drive
BS	Bharat Stage
CNC	Computer Numerial Control
CRISIL	Credit Rating Information Services of India Limited
CSO	Central Statistics Office
CV	Commercial Vehicles
DIPP	Department of Industrial Policy and Promotion
DFRC	Duty Free Replenishment Certificate
EPFO	Employees' Provident Fund Organisation
ESI	Employee State Insurance
EU	European Union
EV	Electric vehicle

Term	Description
FAME	Faster Adoption & Manufacturing of Electric Hybrid Vehicles
FCNR	Foreign Currency Non-Resident
FDI	Foreign Direct Investment
FIPB	Foreign Investment Promotion Board
FY	Financial Year
GDP	Gross Domestic Product
GST	Goods and Services Tax
GVA	Gross Value Added
HEGO	Heated Exhaust Gas System
IBEF	India Brand Equity Foundation
LCV	Light Commercial Vehicle
LNG	Liquefied Natural Gas
MHCV	Medium and Heavy Comercial Vehicle
MoU	Memorandum Of Understanding
M-SIPS	Modified Special Incentive Package Scheme
NMP	National Manufacturing Policy
NVH	Noise Vibration Harshness
OEM	Original Equipment manufacturers
PMGKY	Pradhan Mantri Garib Kalyan Yojana
PV	Passenger Vehicle
RBI	Reserve Bank of India
SAD	Special Additional Duty
SAIL	Steel Authority of India Ltd
SCV	Small Commercial Vehicles
SED	Strategic Engineering Division
SEZ	Special Economic Zone
SIAM	Society of Indian Automobile Manufacturers
US/ U.S./ USA	United States of America
UV	Utility Vehicle
WPI	Wholesale Price Index

Conventional and General Terms / Abbreviations

Term	Description
A/C	Account
AGM	Annual General Meeting
AIF	Alternative Investments Fund
AOA	Article of Association
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
A.Y.	Assessment Year
ASBA	Application Supported by Blocked Amount
BIFR	Board for Industrial and Financial Reconstruction
CA	Chartered Accountant
CAGR	Compounded Annual Growth Rate
Category I Foreign Portfolio Investors	FPIs who are registered as - Category I foreign portfolio investors under the SEBI FPI Regulations
Category II Foreign Portfolio Investors	FPIs who are registered as - Category II foreign portfolio investors under the SEBI FPI Regulations
Category III Foreign	FPIs who are registered as - Category III foreign portfolio investors

Term	Description
Portfolio Investors	under the SEBI FPI Regulations
CB	Controlling Branch
CC	Cash Credit
CDSL	Central Depository Services (India) Limited
CENVAT	Central Value Added Tax
CFO	Chief Financial Officer
CMD	Chairman and Managing Director
CIN	Corporate Identification Number
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.
Companies Act, 2013	The Companies Act, 2013, to the extent in force pursuant to the notification of the notified sections
Depositories	NSDL and CDSL; Depositories registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time
Depositories Act	The Depositories Act, 1996, as amended from time to time.
DIN	Director Identification Number
DGFT	Directorate General of Foreign Trade
DP	Depository Participant
DP ID	Depository Participant's Identity
EBIDTA	Earnings before interest, depreciation, tax, amortization and extraordinary items
ECS	Electronic Clearing Services
EGM	Extraordinary General Meeting
ESIC	Employee State Insurance Corporation
ESOP	Employee Stock Ownership Plan
ESPS	Employee Stock Purchase Scheme
EPS	Earnings Per Share
FDI	Foreign Direct Investment
FCNR Account	Foreign Currency Non Resident Account
FEMA	Foreign Exchange Management Act 1999, as amended from time to time and the regulations framed there under
FII(s)	Foreign Institutional Investors
FIs	Financial Institutions
FIPB	The Foreign Investment Promotion Board, Ministry of Finance, Government of India
FPI(s)	Foreign Portfolio Investor
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000
F.Y./FY	Financial Year
GAAP	Generally Accepted Accounting Principles
GDP	Gross Domestic Product
GIR Number	General Index Registry number
GoI/ Government	Government of India
HNI	High Net worth Individual
HUF	Hindu Undivided Family
ICDR Regulations/ SEBI Regulations/ SEBI	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time

Term	Description
(ICDR) Regulations	
Indian GAAP	Generally Accepted Accounting Principles in India
ICAI	Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
IPO	Initial Public Offering
IRDA	Insurance Regulatory and Development Authority
IT Authorities	Income Tax Authorities
IT Rules	The Income Tax Rules, 1962, as amended from time to time
INR	Indian National Rupee
Key Managerial Personnel/KMP	The officers declared as a Key Managerial Personnel and as mentioned in the chapter titled "Our Management" beginning on page 155 of this Prospectus
LM	Lead Manager
Ltd.	Limited
MD	Managing Director
Mtr	Meter
N/A or N.A.	Not Applicable
NAV	Net Asset Value
NECS	National Electronic Clearing Services
NEFT	National Electronic Fund Transfer
Net Worth	The aggregate of the paid up share capital, share premium account, and reserves and surplus (excluding revaluation reserve) as reduced by the aggregate of miscellaneous expenditure (to the extent not adjusted or written off) and the debit balance of the profit and loss account
NOC	No Objection Certificate
NR	Non Resident
NRE Account	Non Resident External Account
NRI	Non Resident Indian, is a person resident outside India, who is a citizen of India or a person of Indian origin and shall have the same meaning as ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time
NRO Account	Non Resident Ordinary Account
NSDL	National Securities Depository Limited
p.a.	per annum
PAN	Permanent Account Number
PAT	Profit After Tax
Pvt.	Private
PBT	Profit Before Tax
P/E Ratio	Price Earnings Ratio
QIB	Qualified Institutional Buyer
RBI	Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934, as amended from time to time.
RoNW	Return on Net Worth
Rs. / INR	Indian Rupees
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SCSB	Self Certified Syndicate Bank
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time

Term	Description
	to time
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995
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 Insider Trading Regulations	The SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended from time to time, including instructions and clarifications issued by SEBI from time to time
SEBI Takeover Regulations / Takeover Regulations / Takeover Code	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SICA	Sick Industrial Companies (Special Provisions) Act, 1985, as amended from time to time
SME	Small Medium Enterprise
SSI Undertaking	Small Scale Industrial Undertaking
Stock Exchange(s)	National Stock Exchange of India Limited
Sq.	Square
Sq. mtr	Square Meter
TAN	Tax Deduction Account Number
TRS	Transaction Registration Slip
TIN	Taxpayers Identification Number
TNW	Total Net Worth
u/s	Under Section
UIN	Unique Identification Number
US/ U.S./ USA/ United States	United States of America
USD or US$	United States Dollar
U.S. GAAP	Generally accepted accounting principles in the United States of America
UOI	Union of India
WDV	Written Down Value
WTD	Whole-time Director
w.e.f.	With effect from
YoY	Year over year

Notwithstanding the following: -

In the section titled "Main Provisions of the Articles of Association" beginning on page 298 of this Prospectus, defined terms shall have the meaning given to such terms in that section;

In the chapter titled "Financial Statements as Restated" beginning on page 183 of this Prospectus, defined terms shall have the meaning given to such terms in that chapter;

In the section titled "Risk Factors" beginning on page 17 of this Prospectus, defined terms shall have the meaning given to such terms in that section;

In the chapter titled "Statement of Possible Tax Benefits" beginning on page 104 of this Prospectus,

defined terms shall have the meaning given to such terms in that chapter; and

In the chapter titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on page 184 of this Prospectus, defined terms shall have the meaning given to such terms in that chapter.

PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

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

FINANCIAL DATA

Unless stated otherwise, the financial data included in this Prospectus are extracted from the restated financial statements of our Company, prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditors, set out in the section titled *'Financial Statements'* beginning on page 183 of this Prospectus. Our restated financial statements are derived from our audited financial statements prepared in accordance with Indian GAAP and the Companies Act, and have been restated in accordance with the SEBI (ICDR) Regulations.

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

There are significant differences between Indian GAAP, IFRS and US GAAP. The Company has not attempted to quantify their impact on the financial data included herein and urges you to consult your own advisors regarding such differences and their impact on the Company's financial data. Accordingly to what extent, the financial statements included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices / Indian GAAP. Any reliance by persons not familiar with Indian Accounting Practices on the financial disclosures presented in this Prospectus should accordingly be limited.
Any percentage amounts, as set forth in "*Risk Factors*", "*Our Business*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and elsewhere in this Prospectus unless otherwise indicated, have been calculated on the basis of the Company's restated financial statements prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditor, set out in the section titled *'Financial Statements'* beginning on page 183 of this Prospectus.

CURRENCY OF PRESENTATION

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

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

INDUSTRY & MARKET DATA

Unless stated otherwise, Industry and Market data and various forecasts used throughout this Prospectus have been obtained from publically available Information, Industry Sources and Government Publications.

Industry Sources as well as Government Publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

Although we believe that industry data used in this Prospectus is reliable, it has not been independently verified by the Lead Manager or our Company or any of their affiliates or advisors. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the section *"Risk Factors"* on page 17 of this Prospectus. Accordingly, investment decisions should not be based solely on such information.

Future looking statements speak only as of the date of this Prospectus. Neither we, our Directors, Lead Manager, Underwriter nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, the LM and our Company will ensure that investors in India are informed of material developments until the grant of listing and trading permission by the Stock Exchange.

FORWARD LOOKING STATEMENTS

This Prospectus contains certain "forward-looking statements". These forward looking statements can generally be identified by words or phrases such as "aim", "anticipate", "believe", "expect", "estimate", "intend", "objective", "plan", "project", "shall", "will", "will continue", "will pursue" or other words or phrases of similar meaning. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results and property valuations to differ materially from those contemplated by the relevant forward looking statement.

Important factors that could cause actual results to differ materially from our expectations include, but are not limited to the following:-

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

For a further discussion of factors that could cause our actual results to differ, refer to section titled *"Risk Factors"* and chapter titled *"Management's Discussion and Analysis of Financial Condition and Results of Operations"* beginning on pages 17 and 184 respectively of this Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

Future looking statements speak only as of the date of this Prospectus. Neither we, our Directors, Lead Manager, Underwriter nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, the LM and our Company will ensure that investors in India are informed of material developments until the grant of listing and trading permission by the Stock Exchange.

SECTION II – RISK FACTORS

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

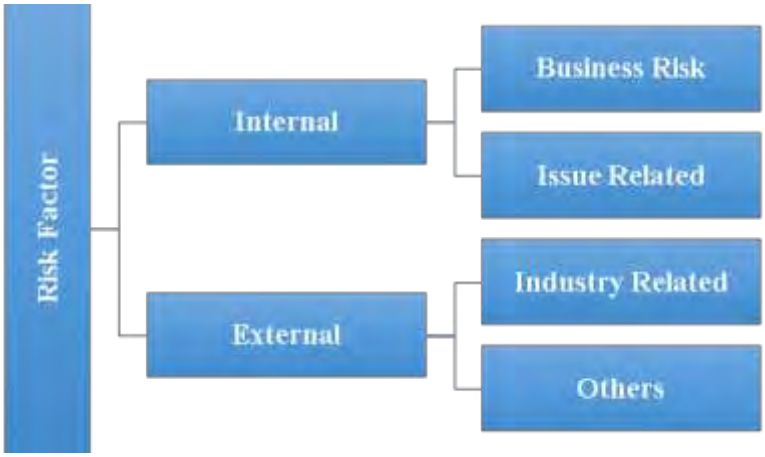
Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other implications of any of the risks mentioned herein. Unless otherwise stated, the financial information of our Company used in this section is derived from our restated financial statements prepared in accordance with Indian GAAP and the Companies Act, 2013 and its applicable Companies Act Rules (as amended from time to time) and restated in accordance with the SEBI ICDR Regulations. To obtain a better understanding, you should read this section in conjunction with the chapters titled "Our Business" beginning on page 127*, "Our Industry" beginning on page* 105 *and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on page* 184 *respectively, of this Prospectus as well as other financial information contained herein.*

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

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

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence the same has not been disclosed in such risk factors. Unless otherwise stated, the financial information of the Company used in this section is derived from our financial statements under Indian GAAP, as restated in this Prospectus. Unless otherwise stated, we are not in a position to specify or quantify the financial or other risks mentioned herein. For capitalized terms used but not defined in this chapter, refer to the chapter titled "Definitions and Abbreviation" beginning on page 2 *of this Prospectus. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk factor over another.*

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



INTERNAL RISK FACTORS

BUSINESS/ COMPANY SPECIFIC RISK

1. ***We have not placed orders for 49.35% of the Plant & Machineries which will be required to be installed in the new manufacturing facility.***

   Our Company has planned to set-up a new manufacturing facility in which Company intends to increase its production capacity of manufacturing closed dies forging items. For this purpose, the Company has already acquired land at Rajkot and our Company has also finalized the list of the machineries which are required to be installed at the new facility. Further, the machineries worth Rs, 78.6 Lakhs have already been received while orders have been placed for machineries worth Rs. 267.83 Lakhs. However, for 49.35% are certain plant and machineries which are yet be installed for which the orders are yet to be placed. Further, we have not entered into any definitive agreement with any of the suppliers for the purchase of the balance plant and machineries as the Company is on the negotiating stage with suppliers. However, we cannot assure you that the Company will be able negotiate successfully and shall be able to procure the balance plant and machineries required

2. ***Our Company has negligible presence in export markets and hence prone to adversity in domestic market.***

   Our Company is into the forging business catering to the demand of domestic market with various third-party suppliers, OEMs. Our Company has been focusing on the domestic market considering the growth opportunity available in the Indian automobile sector. Due to our specialized focus in Indian market, we have not been able to cater to export market and having meagre presence. Our export operations contributes approx. 1.43% of our Total Revenue for the period ended 31st Dec, 2017.

   Due to over-dependency over the Indian markets, our Company faces risk in terms of adversity or events which are unexpected, or beyond our control. Further, lower than anticipated demand from automobile sector within India may lead to lower revenue and hence overall profitability. We may also be not able to explore the opportunity available in export market which may arise due to changing business scenario and demand patterns. However, our Company intends to expand its operations to foreign market but we may not be able to assure that our Company will successfully increase its geographical presence.

3. ***Failure to obtain or maintain pre-qualifications from customers or loss of our pre-qualified status from our existing customers could adversely impact our business.***

Majority of our customers require forging manufacturers to undergo pre-qualification processes. These processes evaluate both the technical ability to provide relevant products with the exact specifications needed by the end-user, and the production capabilities of the supplier. These processes generally take time to complete and involves incurring significant upfront expenses in learning and meeting customer qualification requirements. We continuously strive to retain our pre-qualification status as approved suppliers, with the existing customers. Our failure to obtain pre-qualifications from newer customers or loss of our prequalified status from our existing customers could have an adverse impact on our profits, results of operations and cash flows.

4. ***Any significant decline in the demand for our products or introduction of alternative technology or consumer habits may adversely affect our profitability and business prospects.***

Our products are mainly used in the automobile industry, refineries, oil pipeline industry, etc. Our customers' decision to seek alternative technology coupled with the development of more alternatives and our inability to respond to these changes, may adversely affect our business and results of operations. Our ability to anticipate changes in technology and to supply new and enhanced products successfully and on a timely basis will be a significant factor in our ability to grow and to remain competitive. In addition, our business, operations and prospects may be affected by various policies and statutory and regulatory requirements and developments that affect our customer's industry in India and abroad. In the event of a significant decline in the demand for our products, our business, results of operations and financial condition may be materially and adversely affected.

5. ***Volatility in the supply and pricing of raw material like alloy steel, low carbon and medium carbon steel may have an adverse effect on our business, financial condition and results of operations. We do not generally enter into agreements with our raw material or traded goods suppliers. Any disruption in supplies from them may adversely affect our production process.***

Our Company meets its demand of raw material i.e. alloy steel, low carbon and medium carbon steel, etc. by purchasing the same from the domestic market. Our dependence on local suppliers may adversely affect our purchase and thus affect profitability in future.

We do not have long term agreements with any of our raw material suppliers and we purchase such raw materials on spot order basis. Though we maintain good relations with them, there can be no assurance that we shall be able to continue such relations with any or all of them. Any disruption in supplies from these parties may require us to find additional suppliers. There can be no assurance that we shall be able to find additional suppliers in time or transact business with them on favourable terms and conditions or the quality of products supplied by these suppliers will be at par with those of our existing suppliers. Since such suppliers are not contractually bound to deal with us exclusively, we may face the risk of losing their services to our competitors. Any disruption in supplies from our suppliers due to inexistence of contracts may adversely affect our production process, trading activity and consequently our results of operations. Further, our top 10 and 5 suppliers for the period ended 31st December, 2017 have contributed 62.78% and 46.04% respectively, while for the year ended 31st March, 2017, the same stood at 66.18% and 42.22% respectively, of our total purchases. While we

are not significantly dependent on any single raw material supplier, raw material supply and pricing can be volatile due to a number of factors beyond our control, including demand and supply, general economic and political conditions, transportation and labour costs, labour unrest, natural disasters, competition, import duties, tariffs and currency exchange rates, and there are inherent uncertainties in estimating such variables, regardless of the methodologies and assumptions that we may use. Therefore, we cannot assure you that we will be able to procure adequate supplies of raw materials in the future, as and when we need them on commercially acceptable terms.

Further, there may be volatility in prices of our raw material and if we are not able to compensate for or pass on our increased costs to customers, such price increases could have a material adverse impact on our result of operations, financial condition and cash flows. Additionally, we may not be able to pass on every instance of increase in input cost and may have to pursue internal cost control measures.

6. ***Our Company, Directors/Promoters are parties to certain legal proceedings including taxation. Any adverse decision in such proceedings may have a material adverse effect on our business, results of operations and financial condition.***

There are certain outstanding legal proceedings including tax involving our Company, Directors and our Promoters. These legal proceedings are pending at different levels of adjudication before various courts and tribunals. A summary of outstanding litigation in relation to direct tax matters and other material pending litigation by and against our Company and Directors/ Promoters have been set out below.

Entity	No. of cases	Total outstanding demand (In Rs.)
Company		
Litigation against our Company		
Litigation involving criminal laws		
	Nil	-
Litigation Involving Actions by Statutory/Regulatory Authorities		
	Nil	-
Litigation involving tax liabilities		
(i) ***Direct Tax Liabilities***		
	2	1,73,003
(ii) ***Indirect Tax Liabilities***		
	Nil	-
Other material pending litigation		
	Nil	-
Litigation by our Company		
Litigation Involving Criminal Laws		
	Nil	-
Litigation Involving Actions by Statutory/Regulatory Authorities		
	Nil	-
Litigation Involving Tax Liabilities		
(i) ***Direct Tax Liabilities***		
	Nil	-
(ii) ***Indirect Tax Liabilities***		
	Nil	-
Other material pending litigation		
	Nil	-

Entity	No. of cases	Total outstanding demand (In Rs.)
Directors/Promoters		
Litigation against our Directors and Promoters		
Litigation involving criminal laws		
	Nil	-
Litigation Involving Actions by Statutory/Regulatory Authorities		
	Nil	-
Litigation involving tax liabilities		
(i) ***Direct Tax Liabilities***		
	11	9,15,307
(ii) ***Indirect Tax Liabilities***		
	Nil	-
Other material pending litigation		
	Nil	-
Litigation by our Directors/Promoters		
Litigation involving criminal laws		
	Nil	-
Litigation Involving Actions by Statutory/Regulatory Authorities		
	Nil	-
Litigation involving tax liabilities		
(i) ***Direct Tax Liabilities***		
	Nil	-
(ii) ***Indirect Tax Liabilities***		
	Nil	-
Other material pending litigation		
	1	1,30,03,972
Group Company		
Litigation against Group Company		
Litigation involving criminal laws		
	Nil	-
Litigation Involving Actions by Statutory/Regulatory Authorities		
	Nil	-
Litigation involving tax liabilities		
(i) ***Direct Tax Liabilities***		-
	Nil	
(ii) ***Indirect Tax Liability***		
	Nil	-
Other material pending litigation		
	Nil	-
Litigation by our Group Company		
Litigation involving criminal laws		
	Nil	-
Litigation Involving Actions by Statutory/Regulatory Authorities		
	Nil	-
Litigation involving tax liabilities		
(i) ***Direct Tax Liabilities***		
	Nil	-
(ii) ***Indirect Tax Liabilities***		

Entity	No. of cases	Total outstanding demand (In Rs.)
	Nil	-
Other material pending litigation		
	Nil	-

7. The amounts claimed in the proceedings have been disclosed to the extent ascertainable and include amounts claimed jointly and severally. We may incur significant expenses and management time in such legal proceeding. Decisions in any of the aforesaid proceedings adverse to our interests may have an adverse effect on our business, future financial performance and results of operations. If the courts or tribunals rule against our Company or our Directors/Promoters, we may face monetary and/or reputational losses and may have to make provisions in our financial statements, which could increase our expenses and our liabilities and consequently affect the trading price of our Equity Shares. For further details, please refer to the chapter titled *"Outstanding Litigations and Material Developments"* beginning on page 206 of this Prospectus.

8. ***Our historical revenues have been significantly dependent on few customers. We have not entered into any long term or definitive agreements with our customers. If our customers choose not to source their requirements from us, our business, financial condition and results of operations may be adversely affected.***

A significant proportion of our revenues have historically been derived from a limited number of customers. Our top 10 and top 5 customers for the period ended 31st December, 2017 contributed 62.09% and 45.23% of our total revenue from operations, while, for the financial year 2016-17 the same stood at 61.03% and 39.68% respectively**.** The loss of orders from any of these significant customers will result in a considerable reduction in our revenue. Our business from customers is dependent on our continuing relationship with such customers, the quality of our products, competitive pricing and our ability to timely deliver on their orders, and there can be no assurance that such customers will continue to do business with us in the future on commercially acceptable terms or at all. If our customers do not continue to purchase products from us, or reduce the volume of products purchased from us, our business prospects, results of operations and financial condition may be adversely affected. Significant dependence on them may increase the potential volatility of our results of operations and exposure to individual contract risks. In the event that any of these customers discontinue purchase of products from us, our results of operations and financial condition may be adversely affected.

We have not entered into any long term or definitive agreements with our customers, and instead rely on purchase orders to govern the volume, pricing and other terms of sales of our products. However, such orders may be amended or cancelled prior to finalisation, and should such an amendment or cancellation take place, we may be unable to seek compensation for any surplus unpurchased products that we manufacture. Our customers do not, typically, place firm purchase orders until a short time before the products are required from us as a result of which, we do not hold a significant order book at any time, making it difficult for us to forecast revenue, production or sales. Consequently, there is no commitment on the part of the customer to continue to source their requirements from us, and as a result, our sales from period to period may fluctuate significantly as a result of changes in our customers' vendor preferences.

Any failure to meet our customers' expectations could result in cancellation of orders. There are also a number of factors other than our performance that are beyond our control and that could cause the loss of a customer. Customers may demand price reductions, set-off any

payment obligations, require indemnification for themselves or their affiliates or replace their existing products with alternative products, any of which may have an adverse effect on our business, results of operations and financial condition.

9. ***We require a number of approvals, NOCs, licenses, registrations and permits in the ordinary course of our business. Some of these approvals are required to be transferred in the name of "Ganga Forging Limited" from "Ganga Forging Private Limited" pursuant to name change of our Company and any failure or delay in obtaining the same in a timely manner may adversely affect our operations.***

We require several statutory and regulatory approvals, licenses, registrations and permits to operate our business, some of which our Company has either received or is likely to receive in due course. Our Company has not applied for professional tax registration certificate as required under the Gujarat State Tax on Professions, Trades, Callings and Employments Act, 1976. Further, some of these approvals, licenses, registration and permits are subject to several conditions and we cannot provide any assurance that we will be able to continuously meet such conditions or be able to prove compliance with such conditions to the statutory authorities, which may lead to the cancellation, revocation or suspension of relevant approvals, licenses, registrations and permits. Any failure to renew the approvals, license, registrations and permits that may have been issued to us, could result in delaying the operations of our business, which may adversely affect our business, financial conditions, results of operations and prospects. We cannot assure you that the approvals, licenses, registrations and permits issued to us would not be suspended or revoked to any regulatory actions. Furthermore, most of our licenses are in the name of Ganga Forging Private Limited and we have not applied for change in the same pursuant to conversion of the Company. For more information, please refer to chapter titled "*Government and Other Statutory Approvals*" beginning on page 212 of this Prospectus.

10. ***Our Company could not retrieve certain records, forms filed with the Registrar of Companies***.

Our Company was incorporated as a private limited company in 1988 under the provisions of the Companies Act, 1956. Due to change in methods of record keeping over the years, certain forms filed with the Registrar of Companies prior to the year 2006 such as return of allotment, annual returns, etc. could not be traced by our Company. Online filing of ROC documents was initiated in the year 2006 and all forms prior to the said year were physically filed, hence certain forms, could not be retrieved from the office of Registrar of Companies, Ahmedabad, Gujarat. Further, our Company has not been able to trace transfer forms and the information regarding the same is based on the share transfer register maintained by the Company. Our Company may not be in a position to attend and / or respond appropriately to any legal or business matter due to lack of lost / destroyed records and to that extent the same could affect our Company adversely.

11. ***The initial subscription of 20 shares as per the Memorandum of Association have not been included in the calculation of the paid up capital.***

At the time of subscription, Mr. Chhaganlal Trikambhai Nar and Mr. Shamji Govind Ladani, the initial subscribers to the Memorandum of Association were to be allotted 10 shares each. These 20 shares have not been included in the calculation of the current paid up capital and we have assumed that these shares have been included in the next allotment of 5,000 shares made on January 15, 1990. For further details, please refer to the chapter titled "Capital Structure" beginning on page 73 of this Prospectus

12. Delay in schedule of the setting up of facility may subject our Company to risks related to time and cost overrun which may have a material adverse effect on our business, results of operations and financial condition.

Our Company is currently proposing to set-up a new manufacturing facility at Rajkot. For further details regarding to our proposed manufacturing facility, please refer the chapter titled "*Objects of the Issue*" on page 93 of this Prospectus. We may face risks relating to the delay in schedule of setting up of facility, complete the project within our estimated budget, failure of our contractors and suppliers to adhere to our specifications and timelines, and changes in the general economic and financial conditions in India. Further as and when we complete our set-up work, our material requirements and costs as well as our staffing requirements and employee expenses may increase and we may face other challenges in extending our financial and other controls to our unit managing our consequent growth. In the event that the risks and uncertainties discussed above or any other unanticipated risks, uncertainties, contingencies or other events or circumstances limit or delay our efforts to use the Net Proceeds to achieve the planned growth in our business, the use of the Net Proceeds for purposes identified by our management may not result in actual growth of our business, increased profitability or an increase in the value of your investment in our Equity Shares.

13. Our Company is dependent on third party logistics service providers, with whom we have no formal arrangements, for the delivery of our finished goods and any disruption in their operations or a decrease in the quality of their services or an increase in the transportation costs could adversely affect our Company's reputation and results of operations.

We primarily depend on third party logistics service providers to deliver our finished goods to our customer. Such logistics providers are arranged on spot basis and in certain cases may not be insured for the full value of the load that they are carrying in case of domestic sale. We also rely on third parties logistic service providers, with whom we have no formal arrangement, to provide trucking, shipping and other transportation facilities for the transfer of finished goods to port or customer's country depending upon the requirement. These transportation facilities may not be adequate to support our existing and future operations and there may be disruptions of transportation and logistics services due to weather-related problems, strikes, lock-outs, inadequacies in the road infrastructure and seaport facilities. Also we do not own any trucks or commercial transport vehicles and primarily use third-party logistics providers for all operations. In addition, any increase in the charges imposed by the operators of transportation and logistics facilities would significantly impact our costs and results of our operations. Any disruption of any of our transportation routes or facilities may adversely affect our business, financial condition, results of operations and cash flows.

14. The shortage or non-availability of power facilities may adversely affect our manufacturing process and have an adverse impact on our results of operations and financial condition.

Our manufacturing process requires substantial amount of power facilities. The quantum and nature of power requirements of our industry and Company very high and thus to meet our electricity requirements, we have a sanctioned load power capacity of 700 KW from Paschim Gujarat Vij Company Limited. Any disruption / non availability of power or failure on our part to arrange alternate sources of electricity, in a timely manner and at an acceptable cost shall directly affect our production which in turn shall have an impact on operations and results of our Company.

15. Our Company requires significant amounts of working capital for a continued growth. Our

inability to meet our working capital requirements may have an adverse effect on our results of operations.

Our business is working capital intensive and requires significant portion of working capital and major portion of which is utilized towards trade receivables and trade payables. Further, our Company intends to continue growing by reaching out to newer clients/ customers and also increasing the sales in the existing customer base. Our growing scale and expansion, may result in increase in the quantum of current assets. Our inability to maintain sufficient cash flow, credit facility and other sources of fund, in a timely manner, or at all, to meet the requirement of working capital or pay out of debts, could adversely affect our financial condition and result of our operations. Summary of our working capital position is given below:-

Amount (Rs. In lakhs)

Particulars	For the period ended 31st Dec, 2017	For the year ended 31st March			
		2017	2016	2015	2014
A. Current Assets					
Inventories	444.57	324.63	296.01	277.84	189.46
Trade receivables	900.66	537.00	523.79	495.46	525.47
Cash and cash equivalents	14.66	18.27	8.56	13.76	10.04
Short term loans & advances	33.32	18.20	9.21	9.34	12.69
B. Current Liabilities					
Trade Payables	598.09	369.54	441.94	361.38	107.16
Other Current Liabilities	172.47	76.68	28.63	28.72	43.02
Short Term Provisions	52.08	35.48	34.75	32.32	28.06
Working Capital (A-B)	**570.56**	**416.41**	**332.25**	**373.97**	**559.43**
Trade receivables as % of total current assets	**31.9%**	**36.1%**	**35.3%**	**34.9%**	**25.7%**
Trade Payables as % of total current liabilities	**72.7%**	**76.7%**	**87.5%**	**85.5%**	**60.1%**

16. ***Our Company has negative cash flows from its operating activities, investing activities as well as financing activities in the past years, details of which are given below. Sustained negative cash flow could impact our growth and business.***

Our Company had negative operating cash flows from our operating, investing and financing activities in the previous years as per the Restated Financial Statements and the same are summarized as under:

Amount (Rs. In lakhs)

Particulars	For the period ended 31st Dec, 2017	For the year ended 31st March			
		2017	2016	2015	2014
Cash Flow from / (used in) Operating Activities	(241.00)	49.96	159.5	318.8	(83.75)
Cash Flow from / (used in) Investing Activities	(130.59)	(154.92)	(141.21)	(96.28)	(135.49)
Cash Flow from / (used in) Financing Activities	367.98	114.68	(23.5)	(218.81)	209.55

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet capital expenditure, pay dividends, repay loans and make new investments without raising

finance from external resources. If we are not able to generate sufficient cash flows in future, it may adversely affect our business and financial operations.

17. The industry in which we operate is labour intensive and our manufacturing operations may be materially adversely affected by strikes, work stoppages or increased wage demands by our employees or those of our suppliers.

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

India has stringent labour legislation that protects the interests of workers, including legislation that sets forth detailed procedures for the establishment of unions, dispute resolution and employee removal and legislation that imposes certain financial obligations on employers upon retrenchment. We are also subject to laws and regulations governing relationships with employees, in such areas as minimum wage and maximum working hours, overtime, working conditions, hiring and terminating of employees and work permits. Although our employees are not currently unionized, there can be no assurance that they will not unionize in the future. If our employees unionize, it may become difficult for us to maintain flexible labour policies, and we may face the threat of labour unrest, work stoppages and diversion of our management's attention due to union intervention, which may have a material adverse impact on our business, results of operations and financial condition.

18. Our Company has not complied with certain statutory provisions under Companies Act. Such non-compliances/lapses may attract penalties.

Our Company is required to comply with the applicable provisions under the Companies Act, 2013 and the applicable provisions under the erstwhile Companies Act, 1956. Our Company has lapsed in allotment of equity shares at the time of incorporation. Further, online filing of RoC documents was initiated in the year 2006 and all forms prior to the said year were physically filed, hence forms could not be retrieved from the office of Registrar of Companies. Further the Company could not retrieve all forms filed with ROC and minutes and other statutory records. While this could be attributed to lapses and human errors, our Company would ensure that such instances do not occur in future.

19. Our manufacturing operations are critical to our business and any shutdown of our manufacturing facilities may have an adverse effect on our business, results of operations and financial condition.

Our manufacturing facility is located at, Rajkot, Gujarat. Our success depends on our ability to successfully manufacture and deliver our products to meet our customer demand. Our manufacturing facility is also susceptible to damage or interruption or operating risks, such as human error, power loss, breakdown or failure of equipment, power supply or processes, performance below expected levels of output or efficiency, obsolescence, loss of services of our external contractors, terrorist attacks, acts of war, break-ins, earthquakes, other natural disasters and industrial accidents and similar events. It is also subject to operating risk arising

from compliance with the directives of relevant government authorities. In past, there have been two instances where our facility met with a fire situation. Operating risks may result in personal injury and property damage and in the imposition of civil and criminal penalties.

If our Company experiences delays in production or shutdowns at our facility due to any reason, including disruptions caused by disputes with its workforce or any external factors, our Company's operations will be significantly affected, which in turn would have a material adverse effect on its business, financial condition and results of operations.

Further, continuous addition of industries in and around our manufacturing facilities without commensurate growth of its infrastructural facilities may put pressure on the existing infrastructure therein, which may adversely affect our business.

20. The industry segments in which we operate being fragmented, we face competition from other players, which may affect our business operations and financial conditions.

We compete in forging industry on the basis of the quality of our products, price, and distribution. The industry in which we operate is highly competitive. Factors affecting our competitive success include, amongst other things, price, demand for our products, availability of raw materials, brand recognition and reliability. Our competitors vary in size, and may have greater financial, production, marketing, personnel and other resources than us and certain of our competitors have a longer history of established businesses and reputations in the Indian market as compared with us. Competitive conditions in some of our segments have caused us to incur lower net selling prices and reduced gross margins and net earnings. These conditions may continue indefinitely. Changes in the identity, ownership structure, and strategic goals of our competitors and the emergence of new competitors in our target markets may impact our financial performance. New competitors may include foreign-based companies and domestic producers who could enter our markets. Our failure to compete effectively, including any delay in responding to changes in the industry and market, together with increased spending on advertising, may affect the competitiveness of our products, which may result in a decline in our revenues and profitability.

21. The construction and commencement of commercial operations of our New Project involve many uncertainties and risks that may have a material adverse effect on our business, results of operations and financial condition.

Growth of our Company is mainly dependent upon the successful commencement of our new facility. The proposed facility involves engineering, construction and other commercial risks, including:

(a) reliance on third parties to supply plant and machineries;
(b) engineering design and technological changes;
(c) mobilizing the required resources;
(d) failure to obtain necessary governmental and other approvals;
(e) changes in market conditions;
(f) accidents, natural disasters and weather-related delays;
(g) time and cost overruns and unanticipated expenses; and
(h) regulatory changes.

Any significant delay in completing the proposed project as planned or on schedule may result in commencing operations in an increased competitive environment for its products. Such a scenario may have a material adverse effect on our business, results of operations and financial condition.

22. ***Increasing employee compensation in India may erode some of our competitive advantage and may reduce our profit margins.***

The industry we operate in is a labour intensive industry and employee compensation is one of the major components of our manufacturing cost. Wage costs in India have historically been significantly lower than the wage costs in the developed countries. Rapid economic growth in India and increased demand for skilled and semi-skilled workers in India has resulted in the increase of wages for comparable employees in India at a faster rate. Such wage increase in India may prevent us from sustaining this competitive advantage and may negatively affect our profit margins. Further, many of our employees receive salaries that are linked to minimum wage laws in India and any increase in the minimum wage in any state in which we operate could significantly increase our operating costs. The buoyancy in the industry in which we operate with the opening up of global trade may lead to an increase in wage costs, which could result in increased cost for professionals. This could impact our performance and margins and may result in a material adverse effect on our business. The increase in wages and salaries can be witnessed as per our restated financial statements, where our employee expenses have increased from Rs. 111.43 Lakhs in FY 2015-16 to Rs. 139.72 Lakhs FY 2016-17. Further, the same stood at Rs. 135.23 Lakhs for period ended 31st December, 2017.

23. ***Our Company is engaged in manufacturing of closed die forged products catering to automobile parts, slowdown in the sector will adversely affect our financial performance.***

We are into manufacturing of closed die forged products which is used as automobile parts. Our business activity is closely linked with the growth and prospects of automobile industry. With increased production and demand of vehicles, automobile companies will increase their vehicle production leading to higher demand of our products. Any slowdown in the automobile sector, for any reasons, internal or external, will adversely affect our operational and consequently financial performance owing to decreased demand by the sector.

24. ***Failure to manage our inventory could have an adverse effect on our net sales, profitability, cash flow and liquidity.***

The results of operations of our business are dependent on our ability to effectively manage our inventory and stocks. To effectively manage our inventory, we must be able to accurately estimate customer demand and supply requirements and manufacture and trade inventory accordingly. If our management has misjudged expected customer demand it could adversely impact the results by causing either a shortage of products or an accumulation of excess inventory. Further, if we fail to sell the inventory we manufacture, we may be required to write-down our inventory or pay our suppliers without new purchases, or create additional vendor financing, which could have an adverse impact on our income and cash flows. We estimate our sales based on the forecast, demand and requirements and also on the customer specifications. Natural disasters such as earthquakes, extreme climatic or weather conditions such as floods or droughts may adversely impact the supply of raw material and local transportation. Should our supply of raw materials be disrupted, we may not be able to procure an alternate source of supply in time to meet the demands of our customers. Such disruption to supply would materially and adversely affect our business, profitability and reputation. In addition, disruptions to the delivery of product to our customer may occur for reasons such as poor handling, transportation bottlenecks, or labour strikes, which could lead to delayed or lost deliveries or damaged products and disrupt supply of these products. To improve our line capability, we try to stock our inventory at our manufacturing facility. An

optimal level of inventory is important to our business as it allows us to respond to customer demand effectively. If we over-stock inventory, our capital requirements will increase and we will incur additional financing costs. If we under-stock inventory, our ability to meet customer demand and our operating results may be adversely affected. Any mismatch between our planning and actual consumer consumption could lead to potential excess inventory or out-of-stock situations, either of which could have an adverse effect on our business, financial condition and results of operation

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

We may encounter problems in executing the orders in relation to our products, or executing it on a timely basis. We face breakdown in our manufacturing process due to non-availability of raw material, excessive increase or expected increase in price of raw materials. Further, Company is currently fully dependent on the labours. So if, labours initiate strike then Company may face a breakdown in its manufacturing facility. Moreover, factors beyond our control or the control of our customers may postpone the delivery of such products or cause its cancellation. Due to the possibility of cancellations or changes in scope and schedule of delivery of such products, resulting from our customers discretion or problems we encounter in the delivery of such products or reasons outside our control or the control of our customers, we cannot predict with certainty when, if or to what extent we may be able to deliver the orders placed. Additionally, delays in the delivery of such products can lead to customers delaying or refusing to pay the amount, in part or full, that we expect to be paid in respect of such products. While we have not yet experienced any material delay, cancellation, execution difficulty, payment postponement or payment default with regard to the orders placed with us, or disputes with customers in respect of any of the foregoing, any such adverse event in the future could materially harm our cash flow position and income.

26. Activities involving our manufacturing process can be dangerous and can cause injury to people or property in certain circumstances. A significant disruption at any of our manufacturing facilities may adversely affect our production schedules, costs, sales and ability to meet customer demand.

Our business operations are subject to hazards such as risk of equipment failure, work accidents, fire or explosion and require individuals to work under potentially dangerous circumstances or with flammable materials. Although we employ safety procedures in the operation of our facilities and maintain what we believe to be adequate insurance, there is a risk that an accident or death may occur in one of our facilities. An accident may result in destruction of property or equipment, environmental damage, manufacturing or delivery delays, or may lead to suspension of our operations and/or imposition of liabilities. Any such accident may result in litigation, the outcome of which is difficult to assess or quantify, and the cost to defend litigation can be significant. As a result, the costs to defend any action or the potential liability resulting from any such accident or death or arising out of any other litigation, and any negative publicity associated therewith, may have a negative effect on our business, financial condition, results of operations, cash flows and prospects.

In particular, if operations at our manufacturing facility were to be disrupted as a result of any significant workplace accident, equipment failure, natural disaster, power outage, fire, explosion, terrorism, adverse weather conditions, labour dispute, obsolescence or other reasons, our financial performance may be adversely affected as a result of our inability to meet customer demand or committed delivery schedules for our products.

Interruptions in production may also increase our costs and reduce our sales, and may require us to make substantial capital expenditures to remedy the situation or to defend litigation that we may become involved in as a result, which may negatively affect our profitability, business, financial condition, results of operations, cash flows and prospects.

27. We could become liable to customers, suffer adverse publicity and incur substantial costs as a result of defects in our products, which in turn could adversely affect the value of our brand, and our sales could be diminished if we are associated with negative publicity.

Any failure or defect in our products could result in a claim against us for damages, regardless of our responsibility for such a failure or defect. We currently carry no products liability insurance with respect to our products. Although we attempt to maintain quality standards, we cannot assure that all our products would be of uniform quality, which in turn could adversely affect the value of our brand, and our sales could be diminished if we are associated with negative publicity.

Also, our business is dependent on the trust our customers have in the quality of our products. Any negative publicity regarding our company, brand, or products, including those arising from a drop in quality of merchandise from our vendors, mishaps resulting from the use of our products, or any other unforeseen events could affect our reputation and our results from operations.

28. Our success depends on our ability to attract and retain key employees, and our failure to do so could harm our ability to grow our business and execute our business strategies.

Our performance and success substantially depends on the ability to attract and retain our key employees, including our management team and experienced engineers. Although some of the members of our senior management have been with us for a long period of time, there can be no assurance that any member of our senior management or other key employees will not leave us in the future.

Our success is also highly dependent on our continuous ability to identify, hire, train, retain and motivate highly qualified management, technical, sales and marketing personnel. The loss of the services of one or more of our key employees, especially our key engineers, or our inability to attract and retain qualified engineers, could harm our business, financial condition and results of operations.

29. We have in the past entered into related party transactions and may continue to do so in the future.

Our Company has entered into various transactions with our Promoter, Promoter Group, Directors and their Relatives and Group Company in the past and from, time to time.

While we believe that all such transactions entered into are legitimate business transaction and are conducted on arm's length basis, there can be no assurance that we could not have achieved more favorable terms had such transactions not entered into with related parties. Furthermore, we will continue to enter into related party transactions in future. There can be no assurance that such transactions, individually or in aggregate, will not have an adverse effect on our financial condition and results of operation.

For details on the transactions entered by us, please refer to chapter "*Related Party*

Transactions" beginning on page 181 of the Prospectus.

30. ***We are subject to foreign currency exchange rate fluctuations which could have a material and adverse effect on our results of operations and financial conditions.***

Our foreign exchange transactions are not hedged. Our Company has derived approx. 1.4% of its Revenue for the period ended 31st December, 2017 from export operations. We export our products and receive sale proceeds in foreign currency denominated in USD. Changes in value of currencies with respect to the Rupee may cause fluctuations in our operating results expressed in Rupees. The exchange rate between the Rupee and other currencies is variable and may continue to fluctuate in future. As our exposures are not hedged, we are exposed to foreign currency fluctuation risk and may affect our Company's results of operations.

31. ***Compliance with, and changes in, safety, health and environmental laws and regulations may adversely affect our business, prospects, financial condition and results of operations.***

Due to the nature of our business, we expect to be or continue to be subject to extensive and increasingly stringent environmental, health and safety laws and regulations and various labour, workplace and related laws and regulations. We are also subject to environmental laws and regulations, including but not limited to:

- New Gujarat Industrial Policy 2015
- The Factories Act, 1948
- Industrial Disputes Act, 1947 and Industrial Dispute (Central) Rules, 1957
- The Environment Protection Act, 1986
- The Air (Prevention and Control of Pollution) Act, 1981
- Other regulations Other regulations promulgated by the Ministry of Environment and Forests and the Pollution Control Boards of the state of Gujarat

which govern the discharge, emission, storage, handling and disposal of a variety of substances that may be used in or result from the operations of our business. The scope and extent of new environmental regulations, including their effect on our operations, cannot be predicted and hence the costs and management time required to comply with these requirements could be significant. Amendments to such statutes may impose additional provisions to be followed by our Company and accordingly the Company needs to incur clean-up and remediation costs, as well as damages, payment of fines or other penalties, closure of production facilities for non - compliance, other liabilities and related litigation, could adversely affect our business, prospects, financial condition and results of operations.

32. ***If we are unable to source business opportunities effectively, we may not achieve our financial objectives.***

Our ability to achieve our financial objectives will depend on our ability to identify, evaluate and accomplish business opportunities. To grow our business, we will need to hire, train, supervise and manage new employees, expand our distribution and business network and to implement systems capable of effectively accommodating our growth. However, we cannot assure you that any such employees will contribute to the success of our business or that we will implement such systems effectively. Our failure to source substantial business opportunities effectively could have a material adverse effect on our business, financial condition and results of operations. It also is possible that the strategies used by us in the future may be different from those presently in use. No assurance can be given that our analyses of market and other data or the strategies we use or plans in future to use will be successful under various market conditions.

33. Our insurance coverage may not be adequate.

Our Company has obtained insurance coverage in respect of certain risks. We have taken insurance policies such as Standard Fire and Special Perils Policy. While we believe that we maintain insurance coverage in adequate amounts consistent with size of our business, our insurance policies do not cover all risks, specifically risks like loss of profits, losses due to terrorism, etc. Further, there can be no assurance that our insurance policies will be adequate to cover the losses in respect of which the insurance has been availed. If we suffer a significant uninsured loss or if insurance claim in respect of the subject-matter of insurance is not accepted or any insured loss suffered by us significantly exceeds our insurance coverage, our business, financial condition and results of operations may be materially and adversely affected.

For further details, please refer chapter titled "*Our Business*" beginning on page 127 of this Prospectus.

34. Our Company has certain unsecured loans which are repayable on demand. Any demand loan from lenders for repayment of such unsecured loans, may adversely affect our cash flows.

As on December 31, 2017, our Company has unsecured loans amounting to Rs. 131.01 lakhs from related and other parties that are repayable on demand to the relevant lender. Further, some of these loans are not repayable in accordance with any agreed repayment schedule and may be recalled by the relevant lender at any time. Any such unexpected demand or accelerated repayment may have a material adverse effect on the business, cash flows and financial condition of the borrower against which repayment is sought. Any demand from lenders for repayment of such unsecured loans, may adversely affect our cash flows. For further details of unsecured loans of our Company, please refer the chapter titled "*Financial Statements as Restated"* beginning on page 183 of this Prospectus.

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

As on December 31, 2017, we had a total debt of Rs. 750.76 Lakhs. We have entered into certain understandings/ arrangements for these borrowings. Some of these understandings/ arrangements contain requirements to maintain certain security margins, financial ratios and contain restrictive covenants relating to issuance of new shares, changes in capital structure, making material changes to constitutional documents, implementing any expansion scheme, incurring further indebtedness, encumbrances on, or disposal of assets and paying dividends. For further details, refer page 219 "*Financial Indebtedness"*. There can be no assurance that we will be able to comply with these financial or other covenants or that we will be able to obtain the consents necessary to take the actions we believe are necessary to operate and grow our business. Our level of existing debt and any new debt that we incur in the future has important consequences. Any failure to comply with these requirements or other conditions or covenants under our financing agreements that is not waived by our lenders or is not otherwise cured by us, may require us to repay the borrowing in whole or part and may include other related costs. Our Company may be forced to sell some or all of its assets or limit our operations. This may adversely affect our ability to conduct our business and impair our future growth plans. For further information, see the chapter titled "*Financial*

Indebtedness" on page 204 of the Prospectus.

Though these covenants are restrictive to some extent for us, however it ensures financial discipline, which would help us in the long run to improve our financial performance.

36. We have taken guarantees from Promoter and members of Promoter Group in relation to debt facilities provided to us.

We have taken guarantees from Promoter and members of Promoter Group in relation to our secured debt facilities availed from our lenders. In an event any of these persons withdraw or terminate its/their guarantees, the lender for such facilities may ask for alternate guarantees, repayment of amounts outstanding under such facilities, or even terminate such facilities. We may not be successful in procuring guarantees satisfactory to the lender and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could adversely affect our financial condition.

For more information please see the chapter titled *"Financial Indebtedness"* beginning on page 204 of this Prospectus.

37. Our lenders have charge over our properties in respect of finance availed by us.

We have secured our lenders by creating a charge over properties in respect of loans / facilities availed by us from banks and financial institutions. The total amounts outstanding and payable by us as secured loans were Rs. 619.75 Lakhs as on December 31, 2017. In the event, we default in repayment of the loans / facilities availed by us and any interest thereof, our properties may be forfeited by lenders, which in turn could have significant adverse effect on business, financial condition or results of operations.

For further information on the *Financial Indebtedness* please refer to page 232 of this Prospectus.

38. Within the parameters as mentioned in the chapter titled 'Objects of this Issue' beginning on page 93 of this Prospectus, our Company's management will have flexibility in applying the proceeds of this Issue.

We intend to use Issue Proceeds towards meeting the fund required for setting up new manufacturing facility, general corporate purpose and to meet the issue expenses. We intend to deploy the Net Issue Proceeds by financial year 2018-19 and such deployment is based on certain assumptions and strategy which our Company believes to implement in future. The funds raised from the Issue may remain idle on account of change in assumptions, market conditions, strategy of our Company, etc., For further details on the use of the Issue Proceeds, please refer chapter titled "*Objects of the Issue*" beginning on page 93 of this Prospectus.

The deployment of funds for the purposes described above is at the discretion of our Company's Board of Directors. The fund requirement and deployment is based on internal management estimates and has been appraised by Axis Bank Ltd. Accordingly, within the parameters as mentioned in the chapter titled '*Objects of the Issue*' beginning on page 93 of this Prospectus, the Management will have significant flexibility in applying the proceeds received by our Company from the Issue. Our Board of Directors will monitor the proceeds of this Issue. However, Audit Committee will monitor the utilization of the proceeds of this Issue and prepare the statement for utilization of the proceeds of this Issue. However in accordance with Section 27 of the Companies Act, 2013, and relevant provisions of SEBI

ICDR Regulations, 2009, a company shall not vary the objects of the offer without our Company being authorise to do so by our shareholders by way of special resolution and other compliances in this regard. Our Promoters and controlling shareholders shall provide exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

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

As on date, we have not made any alternate arrangements for meeting our capital requirements for the objects of the Issue. We meet our capital requirements through our bank finance, unsecured loans, owned funds and internal accruals. Any shortfall in our net owned funds, internal accruals and our inability to raise debt in future would result in us being unable to meet our capital requirements, which in turn will negatively affect our financial condition and results of operations. Further, we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this Issue or any shortfall in the Issue proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details please refer to the chapter titled "*Objects of the Issue*" beginning on page 93 of this Prospectus.

40. Our ability to pay dividends in the future will depend upon our future earnings, financial condition, cash flows, working capital requirements, capital expenditure and restrictive covenants in our financing arrangements.

Our Company has not declared any dividend in past. We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our dividend history, see "*Dividend Policy*" on page 182 of this Prospectus.

41. Our future funds requirements, in the form of issue of capital or securities and/or loans taken by us, may be prejudicial to the interest of the shareholders depending upon the terms on which they are eventually raised.

We may require additional capital from time to time depending on our business needs. Any issue of shares or convertible securities would dilute the shareholding of the existing shareholders and such issuance may be done on terms and conditions, which may not be favourable to the then existing shareholders. If such funds are raised in the form of loans or debt, then it may substantially increase our interest burden and decrease our cash flows, thus prejudicially affecting our profitability and ability to pay dividends to our shareholders.

42. The deployment of funds raised through this Issue shall not be subject to any Monitoring Agency and shall be purely dependent on the discretion of the management of our Company.

Since, the Issue size is less than Rs.10,000 lakh and as per the provisions of Regulation 16 (1)

of the SEBI ICDR Regulations, there is no mandatory requirement of appointing an Independent Monitoring Agency for overseeing the deployment of utilization of funds raised through this Issue. The deployment of these funds raised through this Issue, is hence, at the discretion of the management and the Board of Directors of our Company and will not be subject to monitoring by any independent agency. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our financials.

However, our Audit Committee will monitor the utilization of the proceeds of this Issue and prepare the statement for utilization of the proceeds of this Issue. However, in accordance with Section 27 of the Companies Act, 2013, a company shall not vary the objects of the Issue without our Company being authorise to do so by our shareholders by way of special resolution and other compliances as applicable in this regard. Our Promoter and controlling shareholder shall provide exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

43. Our success depends largely upon the services of our Directors, Promoter and other Key Managerial Personnel and our ability to attract and retain them. Demand for Key Managerial Personnel in the industry is intense and our inability to attract and retain Key Managerial Personnel may affect the operations of our Company.

Our success is substantially dependent on the expertise and services of our Directors, Promoter and our Key Managerial Personnel ("KMP"). They provide expertise which enables us to make well informed decisions in relation to our business and our future prospects. Our future performance will depend upon the continued services of these persons. Demand for KMP in the industry is intense. We cannot assure you that we will be able to retain any or all, or that our succession planning will help to replace, the key members of our management. The loss of the services of such key members of our management team and the failure of any succession plans to replace such key members could have an adverse effect on our business and the results of our operations.

44. In addition to normal remuneration or benefits and reimbursement of expenses, some of our Directors and key managerial personnel are interested in our Company to the extent of their shareholding and dividend entitlement in our Company.

Our Whole-time Directors (including Vijay Gupta, our Managing Director and Promoter and Priti Gupta, our Promoter) and Key Managerial Personnel ("KMP") have interests in our Company, in addition to regular remuneration or benefits and reimbursement of expenses. Some of our Directors and KMP may also be interested to the extent of their shareholding and dividend entitlement in our Company. For further information, see "*Capital Structure*" and "*Our Management*" on pages 73 and 155, respectively, of this Prospectus.

45. Our Promoter and members of the Promoter Group will continue jointly to retain majority control over our Company after the Issue, which will allow them to determine the outcome of matters submitted to shareholders for approval.

As on the date of this Prospectus, our Promoter and members of the Promoter Group hold 33.22% of the paid-up share capital of our Company. After completion of the Issue, our Promoter and Promoter Group will collectively own 67.63 % of the Equity Shares. As a result, our Promoter together with the members of the Promoter Group will be able to exercise a significant degree of influence over us and will be able to control the outcome of any proposal that can be approved by a majority shareholder vote, including, the election of members to our Board, in accordance with the Companies Act and our Articles of

Association. Such a concentration of ownership may also have the effect of delaying, preventing or deterring a change in control of our Company.

In addition, our Promoter will continue to have the ability to cause us to take actions that are not in, or may conflict with, our interests or the interests of some or all of our creditors or minority shareholders, and we cannot assure you that such actions will not have an adverse effect on our future financial performance or the price of our Equity Shares.

46. We may not be successful in implementing our business strategies.

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

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

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

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

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

49. Industry information included in this Prospectus has been derived from industry reports commissioned by us for such purpose. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate.

We have relied on the reports of certain independent third party for purposes of inclusion of such information in this Prospectus. These reports are subject to various limitations and based upon certain assumptions that are subjective in nature. We have not independently verified data from such industry reports and other sources. Although, we believe that the data may be considered to be reliable, their accuracy, completeness and underlying assumptions are not guaranteed and their dependability cannot be assured. While we have taken reasonable care in the reproduction of the information, the information has not been prepared or independently verified by us, or any of our respective affiliates or advisors and, therefore, we make no

representation or warranty, express or implied, as to the accuracy or completeness of such facts and statistics. Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced for other economies and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere. Statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Prospectus.

50. The average cost of acquisition of Equity Shares by our Promoter is lower than the Issue price.

Our Promoter average cost of acquisition of Equity Shares in our Company is lower than the Issue Price as decided by the Company in consultation with the Lead Manager. For further details regarding average cost of acquisition of Equity Shares by our Promoter in our Company and build-up of Equity Shares by our Promoter in our Company, please refer chapter title "*Capital Structure*" beginning on page 73 of this Prospectus.

51. We have issued Equity Shares during the last 12 months at a price that are below the Issue price.

We have issued certain Equity shares in the last twelve months at a price that are lower than the Issue price. Details of such issuances are given in the table below:

Date of Allotment	No. of Equity Shares	Issue price	Nature of allotment
September 1, 2017	31,50,000	-	Bonus Issue

For further details of equity shares issued, please refer to the section titled "*Capital Structure*" beginning on page no. 73 of the Prospectus.

ISSUE RELATED RISK

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

The Issue price is be based on numerous factors (For further information, please refer chapter titled "*Basis for Issue Price*" beginning on page 101 of this Prospectus) and may not be indicative of the market price of our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue Price. Among the factors that could affect our share price include without limitation. The following:

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

53. Sale of Equity Shares by our Promoter or other significant shareholder(s) may adversely affect the trading price of the Equity Shares.

Any instance of disinvestments of equity shares by our Promoter or by other significant shareholder(s) may significantly affect the trading price of our Equity Shares. Further, our market price may also be adversely affected even if there is a perception or belief that such sales of Equity Shares might occur.

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

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

EXTERNAL RISK FACTORS

INDUSTRY RISKS

55. Changes in government regulations or their implementation could disrupt our operations and adversely affect our business and results of operations.

Our business and industry is regulated by different laws, rules and regulations framed by the Central and State Government. These regulations can be amended/ changed on a short notice at the discretion of the Government. If we fail to comply with all applicable regulations or if the regulations governing our business or their implementation change adversely, we may incur increased costs or be subject to penalties, which could disrupt our operations and adversely affect our business and results of operations.

OTHER RISKS

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

As stated in the reports of the Auditor included in this Prospectus under chapter "*Financial Statements as restated*" beginning on page 183, the financial statements included in this Prospectus are based on financial information that is based on the audited financial statements that are prepared and presented in conformity with Indian GAAP and restated in accordance with the SEBI ICDR Regulations, and no attempt has been made to reconcile any of the information given in this Prospectus to any other principles or to base it on any other standards. Indian GAAP differs from accounting principles and auditing standards with which

prospective investors may be familiar in other countries, such as U.S. GAAP and IFRS. Significant differences exist between Indian GAAP and U.S. GAAP and IFRS, which may be material to the financial information prepared and presented in accordance with Indian GAAP contained in this Prospectus. Accordingly, the degree to which the financial information included in this Prospectus will provide meaningful information is dependent on familiarity with Indian GAAP, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian GAAP on the financial disclosures presented in this Prospectus should accordingly be limited.

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

Under the Income-tax Act, 1961, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India except any gain realised on the sale of shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if the Securities Transaction Tax ("STT") has been paid on the transaction. The STT will be levied on and collected by an Indian stock exchange on which equity shares are sold. Any gain realised on the sale of shares held for more than 12 months to an Indian resident, which are sold other than on a recognised stock exchange and as a result of which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain realised on the sale of shares on a stock exchange held for a period of 12 months or less will be subject to short term capital gains tax. Further, any gain realised on the sale of listed equity shares held for a period of 12 months or less which are sold other than on a recognised stock exchange and on which no STT has been paid, will be subject to short term capital gains tax at a relatively higher rate as compared to the transaction where STT has been paid in India.

In Finance Bill 2017, Section 10(38) was amended to provide that exemption under this section for income arising on transfer of equity share acquired on or after 1st day of October 2004 shall be available only if the acquisition of share is chargeable to STT under Chapter VII of the Finance (No 2) Act, 2004. In this case, this provision becomes effective, sale shares acquired on or after 1st day of October 2004 on which STT was not charged will attract tax under provisions of Long Term Capital Gains.

As per Finance Bill 2018, exemption under section 10(38) for income arising from long term gains on transfer of equity share shall not be available on or after 1st day of April 2018 if the long term capital gains exceeds Rs. 1,00,000/- p.a. Such income arising from long term gains on transfer of equity share on or after 1st day of April 2018 in excess of Rs. 1,00,000/- pa. shall be chargeable at the rate of 10%.

Capital gains arising from the sale of shares will be exempt from taxation in India in cases where an exemption is provided under a tax treaty between India and the country of which the seller is a resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdictions on gains arising from a sale of the shares subject to relief available under the applicable tax treaty or under the laws of their own jurisdiction.

58. Taxes and other levies imposed by the Government of India or other State Governments, as well as other financial policies and regulations, may have a material adverse effect on our business, financial condition and results of operations.

Taxes and other levies imposed by the Central or State Governments in India that affect our industry include:

- Goods and service tax; and
- Other new or special taxes and surcharges introduced on a permanent or temporary basis from time to time.

These taxes and levies affect the cost and prices of our products and therefore demand for our product. An increase in any of these taxes or levies, or the imposition of new taxes or levies in the future, may have a material adverse effect on our business, profitability and financial condition.

59. Financial instability in Indian financial markets could adversely affect our Company's results of operations and financial condition.

In this globalized world, the Indian economy and financial markets are significantly influenced by worldwide economic, financial and market conditions. Any financial turmoil, say in the United States of America, Europe, China or other emerging economies, may have a negative impact on the Indian economy. Although economic conditions differ in each country, investors' reactions to any significant developments in one country can have adverse effects on the financial and market conditions in other countries. A loss in investor confidence in the financial systems, particularly in other emerging markets, may cause increased volatility in Indian financial markets. Indian financial markets have also experienced the contagion effect of the global financial turmoil. Any prolonged financial crisis may have an adverse impact on the Indian economy, thereby resulting in a material and adverse effect on our Company's business, operations, financial condition, profitability and price of its Shares. Stock exchanges in India have in the past experienced substantial fluctuations in the prices of listed securities.

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

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

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

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

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

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

63. ***The extent and reliability of Indian infrastructure could adversely affect our Company's results of operations and financial condition.***

India's physical infrastructure is in developing phase compared to that of many developed nations. Any congestion or disruption in its port, rail and road networks, electricity grid, communication systems or any other public facility could disrupt our Company's normal business activity. Any deterioration of India's physical infrastructure would harm the national economy, disrupt the transportation of goods and supplies, and add costs to doing business in India. These problems could interrupt our Company's business operations, which could have an adverse effect on its results of operations and financial condition.

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

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

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

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

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

Any major hostilities involving India or other acts of violence, including civil unrest or similar events that are beyond our control, could have a material adverse effect on India's

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

PROMINENT NOTES

1. Public Issue of 23,82,000 Equity Shares of face value of Rs. 10 each of our Company for cash at a price of Rs. 21 per Equity Share ("Issue Price") aggregating Rs. 500.22 Lakhs, of which 1,26,000 Equity Shares of face value of Rs. 10 each will be reserved for subscription by Market Maker to the Issue ("Market Maker Reservation Portion"). The Issue less the Market Maker Reservation Portion i.e. Net Issue of 22,56,000 Equity Shares of face value of Rs. 10 each is hereinafter referred to as the "Net Issue". The Issue and the Net Issue will constitute 29.97 and 28.39% respectively of the post Issue paid up equity share capital of the Company.

2. Investors may contact the Lead Manager or the Company Secretary & Compliance Officer for any complaint/clarification/information pertaining to the Issue. For contact details of the Lead Manager and the Company Secretary & Compliance Officer, please refer to chapter titled "*General Information*" beginning on page 63 of this Prospectus.

3. The pre-Issue net worth of our Company was Rs. 725.66 lakhs as at 31st Dec, 2017 and Rs. 392.95 lakhs for the year ended March 31, 2017. The book value of Equity Share after Bonus Shares was Rs. 14.81 as at 31st Dec, 2017 and Rs. 11.23 as at March 31, 2017 as per the restated financial statements of our Company. For more information, please refer to section titled "*Financial Statements*" beginning on page 183 of this Prospectus.

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

Name of the Promoter	No. of Shares held	Average cost of Acquisition (in Rs.)
Hiralal Tilva	12,02,047	9.12
Rakesh Chhaganlal Patel	6,46,668	8.46

5. For further details relating to the allotment of Equity Shares to our Promoter, please refer to the chapter titled *"Capital Structure"* beginning on page 73 of this Prospectus.

6. For details on related party transactions and loans and advances made to any company in which Directors are interested, please refer *"Related Party Transaction"* under chapter titled *"Financial Statements as restated"* beginning on page 183 of this Prospectus.

7. Investors may note that in case of over-subscription in the Issue, allotment to Retail applicants and other applicants shall be on a proportionate basis. For more information, please refer to the chapter titled *"Issue Structure"* beginning on page 236 of this Prospectus.

8. Except as disclosed in the chapter titled *"Capital Structure", "Our Promoter and Promoter Group*", "*Our Management*" and *"Related Party Transaction"* beginning on pages 73, 173, 155 and 181 respectively, of this Prospectus, none of our Promoter, Directors or Key Management Personnel has any interest in our Company.

9. Except as disclosed in the chapter titled "*Capital Structure*" beginning on page 73 of this

Prospectus, we have not issued any Equity Shares for consideration other than cash.

10. Trading in Equity Shares of our Company for all investors shall be in dematerialized form only.

11. Investors are advised to refer to the chapter titled *"Basis for Issue Price"* beginning on page 101 of the Prospectus.

12. Our Company was originally incorporated as "Ganga Forgoing Private Limited" at Ahmedabad, as a private limited company under the provisions of the Companies Act, 1956 *vide* Certificate of Incorporation dated December 29, 1988 bearing registration number 04-11694 issued by the Registrar of Companies, Gujarat. Subsequently, our Company was converted into a public limited company pursuant to a special resolution passed by our shareholders at the extraordinary general meeting held on October 5, 2017 and the name of our Company was changed to "Ganga Forging Limited". A fresh certificate of incorporation consequent upon conversion to a public limited company was issued by the Registrar of Companies, Ahmedabad on October 30, 2017. The Corporate Identification Number of our Company is U28910GJ1988PLC011694.

13. There are no financing arrangements whereby the Promoter Group, the Directors of our Company and their relatives have financed the purchase by any other person of securities of our Company during the period of six months immediately preceding the date of filing of the Prospectus with the stock exchange.

SECTION III – INTRODUCTION

SUMMARY OF OUR INDUSTRY

The information in this section is derived from extracts from publicly available information, data and statistics and has been derived from various government publications and industry sources. The information has not been independently verified by us, the BRLM, or any of our or their respective affiliates or advisors. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect and, accordingly, investment decisions should not be based on such information. You should read the entire Prospectus, including the information contained in the sections titled "Risk Factors" and "Financial Statements" and related notes beginning on page 17 and 183 respectively of this Prospectus before deciding to invest in our Equity Shares.

INTRODUCTION TO INDIAN AUTOMOBILE INDUSTRY

The Indian auto industry is one of the largest in the world. The industry accounts for 7.1 per cent of the country's Gross Domestic Product (GDP). The Two Wheelers segment with 80 per cent market share is the leader of the Indian Automobile market owing to a growing middle class and a young population. Moreover, the growing interest of the companies in exploring the rural markets further aided the growth of the sector. The overall Passenger Vehicle (PV) segment has 14 per cent market share. India is also a prominent auto exporter and has strong export growth expectations for the near future. Overall automobile exports grew 15.81 per cent year-on-year between April-February 2017-18. In addition, several initiatives by the Government of India and the major automobile players in the Indian market are expected to make India a leader in the 2W and Four Wheeler (4W) market in the world by 2020

(Source: Auto Mobiles Industry in India, India Brand Equity Foundation www.ibef.org)

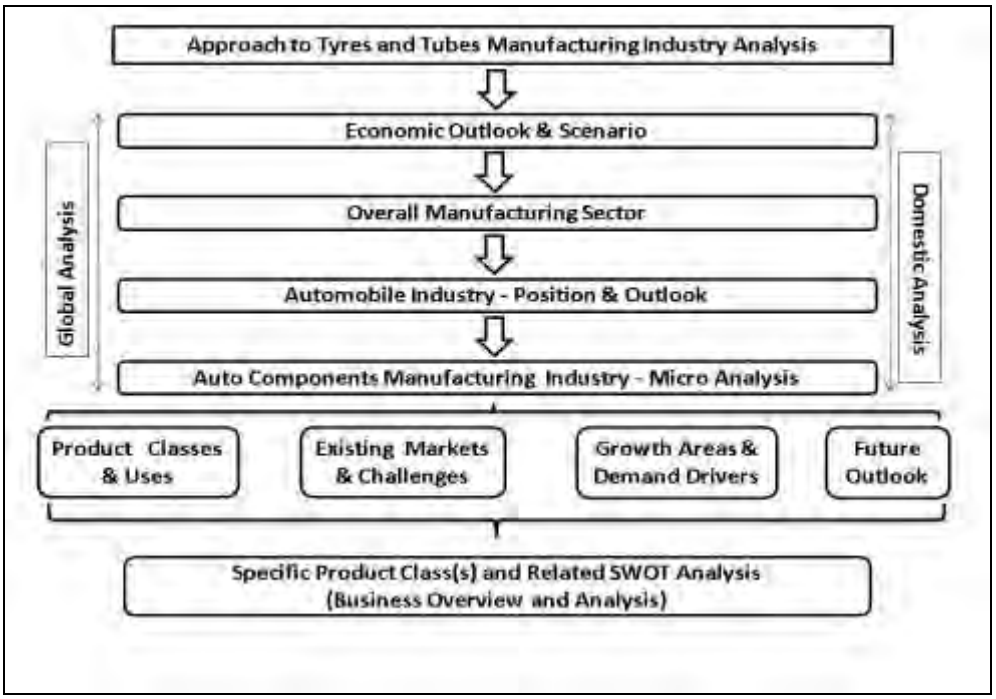
APPROACH TO AUTO COMPONENTS MANUFACTURING INDUSTRY ANALYSIS

Analysis of Auto Components Manufacturing Industry needs to be approached at both macro and micro levels, whether for domestic or global markets. "Forging Products Manufacturing Industry" forms part of Automobile Industry and Manufacturing Industry at broad level and further classified into Auto Components Manufacturing Industry.

It needs to be assessed with overall Manufacturing Sector at a macro level. Hence, broad picture of overall "Automobile Industry", "Auto Components Manufacturing Industry" and "Manufacturing Sector" should be at preface while analysing the "Auto Components Manufacturing Industry".

Manufacturing sector comprises various industries, which in turn, have numerous sub-classes or products. One such major industry in the overall manufacturing sector is Automobile Industry which if further classified into "Auto Components Manufacturing Industry", which in turn encompasses various segments; one of them being "Auto Components Manufacturing Segment".

Thus, "Auto Components Manufacturing Industry" should be analysed in the light of "Automobile Industry", "Auto Components Manufacturing Industry" at large. An appropriate view on "Auto Components Manufacturing Industry", then, calls for the overall economy outlook, performance and expectations of Manufacturing Sector, position and outlook of Auto Components Industry and Auto Components Manufacturing Industry micro analysis.



This Approach Note is developed by Pantomath Capital Advisors (P) Ltd ("Pantomath") and any unauthorized reference or use of this Note, whether in the context of Engine Parts industry and Auto Components Manufacturing Industry / or any other industry, may entail legal consequences

GLOBAL ECONOMIC OVERVIEW

According to the International Monetary Fund (IMF), the global economy is experiencing a near-synchronous recovery, the most broad-based since 2010. In 2017, roughly three-quarters of countries experienced improvements in their growth rates, the highest share since 2010. The latest World Economic Outlook (WEO) of the IMF shows global GDP growth accelerated to around 3.6 percent in 2017 from 3.2 percent in 2016, and the forecast for 2018 has been upgraded by 0.2 percentage points to 3.9 percent. Although rebounding, global growth is still well below levels reached in the 2000s.

One reason why the recovery has spread around the globe is that world trade in goods and services has finally emerged from its torpor, registering 4.7 percent real volume growth in 2017 compared with 2.5 percent in 2016. Another reason is that commodity producers such as Russia, Brazil, and Saudi Arabia, which for the past few years been suffering from depressed prices, have benefitted from the upswing in demand. Commodity prices increased smartly in 2017, led by petroleum, whose price rose by 16 percent to reach $61 per barrel by the end of the year.

Even as global growth and commodity prices have surged, inflation has remained remarkably quiescent, remaining below 2 percent in the main advanced regions. Consequently, monetary policies in the US, Eurozone and Japan have remained highly accommodative despite a strong recovery. These unusual settings—rapid growth, ultra-low interest rates—at a late stage in the economic cycle have produced the rarest of combinations: record-high high bond prices and stock market valuations, both

at the same time. The consensus forecast calls for these conditions to be sustained in 2018, as companies respond to buoyant demand conditions by stepping up investment, some governments (such as the US) embark on expansionary fiscal policies, while advanced country monetary policies remain stimulative and world trade continues to grow briskly.

What are the risks? Of course, there are the usual geo-political and geo-economic risks: war in the Korean peninsula; political upheaval in the Middle East; aggressive output cuts by Saudi Arabia (and Russia) in advance of the planned listing of the Saudi Arabian oil company, Aramco, which could force oil prices even higher; a final reckoning from China's unprecedented credit surge in the form of capital controls, slowdown in growth, and a sharply depreciating currency with consequences for the global economy (Economic Survey, 2016-17, Chapter 1); and trade tensions that could lead to skirmishes, and then spiral out of control. But perhaps the main risks lie on the macro-finance front in advanced economies. These stem from three, inter-related, sources:

- Asset valuations (price-equity ratios) tend to revert to their mean. And the faster and higher they climb, especially so late in the economic cycle, the greater the risk of sharp corrections.
- Simultaneously high valuations of both bonds and equities tend to be briefly lived because they suffer from an acute tension: if future earnings and economic growth are so bright, justifying high equity prices, interest rates cannot be forever so low.
- And if interest rates rise—or if markets even sense that central banks will need to shift their stance—both bond and equity prices could correct sharply. A plausible scenario would be the following. The IMF is now forecasting that advanced country output gaps will close in 2018 for the first time since the Global Financial Crisis. As this occurs, wages would start rising, eating into profits (which would prick equity valuations); and as inflation rises in tandem, policy makers would be forced into raising rates, deflating bond valuations and further undermining share prices.

What would happen to growth if asset prices correct? Surely, the impact would be far smaller than it was in 2007-09, because advanced countries are far less vulnerable than they were a decade ago. In particular, the leverage tied to these assets is much lower, which would minimize contagious propagation; while banks are much better buffered, with higher levels of capital and core deposits, and lower levels of risky assets.

Even so, there would be some consequences. For one, a large decline in wealth would force advanced country consumers to cut back on their spending, which in turn would lead firms to curtail their investments. And if this happens, monetary and fiscal policies would have much less room for expansionary manoeuvre since interest rates are already low while government debts are high. And the political implications of yet another decline in asset prices, the second in a decade, could also be significant, with effects that are difficult to imagine.

In sum, assessing future risks hinges on two calls: interest rate policy and asset valuations. On policy, extraordinarily low rates have, to paraphrase Paul Krugman, become "an obsession in search of a justification." Initially justified by the dislocations caused by the Global Financial Crisis, then by large output gaps, they are now defended on the grounds that inflation remains weak, even as the slack in product and labor markets is disappearing rapidly. Will the gathering new evidence on closing output gaps and rising employment dispel that obsession?

On valuations, the prognosticator must navigate a narrow strait: steering clear of the "Cry of Wolf" trap (bond prices will finally, finally correct, having defied the prediction of correction in each of the last several years), without succumbing to the siren call of "This Time is Different" (stock valuations are sustainable this time because interest rates will remain at historic lows).

(Source: Economic Survey 2017-18 Volume 1 www.indiabudget.nic.in)

GLOBAL MANUFACTURING SECTOR

World Manufacturing Growth

World manufacturing production continued to grow in the fourth quarter of 2017, maintaining the upward trend that has been observed since the beginning of the year. Industrialized economies gained further strength in manufacturing production and confirmed their dynamic growth. Developing and emerging industrial economies achieved a much higher growth of manufacturing output than industrialized economies. Industrialized economies account for most of the global industrial output. The increased growth pace in these countries has a positive impact on the global economy as a whole. Signs of recovery in the manufacturing sectors of industrialized economies are likely to boost the growth prospects in developing economies. The growth trend observed in the first half of 2017 was largely maintained in the second half of the year. Steady progress over several consecutive quarters contributed to sustained global industrial growth in subsequent periods (Figure 1). Improvements in business conditions, rising consumer spending and promising investment plans are some of the driving forces behind the positive developments in global manufacturing. On the other hand, risks to global growth arising from the uncertainty of the Brexit negotiations, changes in global trade arrangements or high geopolitical uncertainty have not yet dissipated. Global manufacturing output rose by 4.7 per cent in the fourth quarter of 2017 compared to the same quarter of the previous year. This impressive gain was attributable to strong growth since the beginning of the year. The disaggregated data highlight the thriving performance of major industrialized economies with a significant share in global manufacturing output, particularly the United States, Japan, Germany, Italy as well as France.

Figure 1: Growth of world manufacturing output
in % compared to the same quarter of the previous year

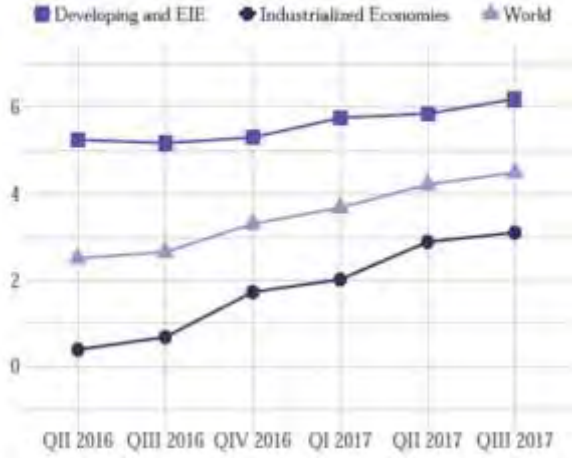
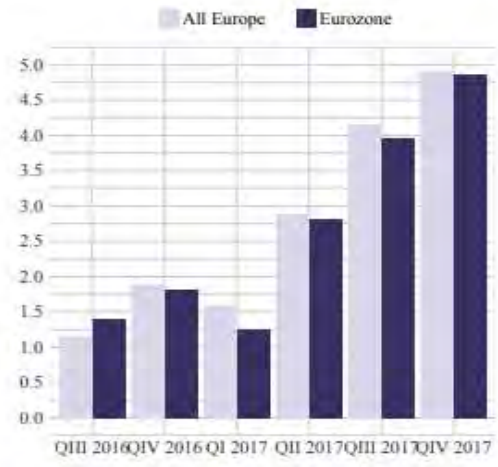


Figure 2: Growth rates of manufacturing output in Europe,
in % to the same period of the previous year



The manufacturing output of industrialized economies has maintained strong growth rates over the last quarters. All industrialized regions, namely East Asia, Europe and North America, recorded positive growth rates and helped strengthen the overall upward trend in industrialized economies in the fourth quarter. Among the industrialized country group, Europe's manufacturing showed a strong growth rate of 4.9 per cent in the fourth quarter of 2017 compared to the same period of the previous year. It experienced the strongest growth in the last six years. An investment-led domestic upturn and rising consumer confidence further supported the expansion of demand and accelerated production in European economies. The growth rate in the eurozone countries followed the same trend as overall Europe. The disaggregated data indicated strong growth in the last quarter of 2017, when yearby-year growth figures are compared among the leading eurozone economies. Manufacturing output increased

by 5.5 per cent in Germany, 5.0 per cent in France and Spain, and 4.3 per cent in Italy. The manufacturing production in other economies of the single currency block continued to witness positive growth figures. Strong growth of over 11.5 per cent was recorded by Slovenia followed by Lithuania with 10.1 per cent, while a fairly robust rate was observed by Estonia (6.3 per cent), Austria (4.9 per cent), the Netherlands (4.9 per cent), Portugal (4.7 per cent) and Finland (4.3 per cent).

(Source: World Manufacturing Production- Statistics for Quarter IV, 2017; United Nations Industrial Development Organisation - www.unido.org)

INDIAN MANUFACTURING SECTOR

Introduction

Manufacturing has emerged as one of the high growth sectors in India. Prime Minister of India, Mr Narendra Modi, had launched the 'Make in India' program to place India on the world map as a manufacturing hub and give global recognition to the Indian economy. India is expected to become the fifth largest manufacturing country in the world by the end of year 2020*.

Investments

With the help of Make in India drive, India is on the path of becoming the hub for hi-tech manufacturing as global giants such as GE, Siemens, HTC, Toshiba, and Boeing have either set up or are in process of setting up manufacturing plants in India, attracted by India's market of more than a billion consumers and increasing purchasing power.

Cumulative Foreign Direct Investment (FDI) in India's manufacturing sector reached US$ 73.70 billion during April 2000-December 2017.

India has become one of the most attractive destinations for investments in the manufacturing sector. Some of the major investments and developments in this sector in the recent past are:

- Mahindra and Mahindra is planning to start operating a fleet of electric cabs and supplying parts to Electric Vehicle (EV) manufacturers.
- Grasim Industries has received clearance for expansion of its plant at Vilayat. The expansion will entail an investment of Rs 2,560 crore (US$ 396.8 million)
- Over 350 mobile charger factories are expected to be set up in India by 2025, on the back of the government's push to encourage production of battery chargers. Setting up of these factories is expected to lead to production of 1.46 billion chargers and generation of 0.8 million jobs.
- Government of India is planning to invite bids for setting up of 20 Gigawatts (GW) of solar power capacity with the objective of boosting domestic manufacturing of solar power equipment.
- JSW Energy has signed a memorandum of understanding (MoU) with the Government of Gujarat, for setting up an electric vehicle (EV) manufacturing unit in Gujarat at an estimated cost of Rs 4,000 crore (US$ 608.88 million).
- With an aim to increase its presence in India, Denmark-based heating ventilation and air-conditioning (HVAC) giant, Danfoss, is planning to take its manufacturing localisation to 50 per cent as well as double its supplier base in India by 2020.

(Source: Indian Manufacturing Sector – India Brand Equity Foundation www.ibef.org)

INDIAN AUTOMOBILE INDUSTRY

Introduction

The Indian auto industry is one of the largest in the world. The industry accounts for 7.1 per cent of the country's Gross Domestic Product (GDP). The Two Wheelers segment with 80 per cent market share is the leader of the Indian Automobile market owing to a growing middle class and a young population. Moreover, the growing interest of the companies in exploring the rural markets further aided the growth of the sector. The overall Passenger Vehicle (PV) segment has 14 per cent market share.

India is also a prominent auto exporter and has strong export growth expectations for the near future. Overall automobile exports grew 15.81 per cent year-on-year between April-February 2017-18. In addition, several initiatives by the Government of India and the major automobile players in the Indian market are expected to make India a leader in the 2W and Four Wheeler (4W) market in the world by 2020.

Investments

In order to keep up with the growing demand, several auto makers have started investing heavily in various segments of the industry during the last few months. The industry has attracted Foreign Direct Investment (FDI) worth US$ 18.413 billion during the period April 2000 to December 2017, according to data released by Department of Industrial Policy and Promotion (DIPP).

Some of the recent/planned investments and developments in the automobile sector in India are as follows:

- The only electric automaker in India, Mahindra and Mahindra Ltd, has partnered with Uber for deploying its electric sedan e-Verito and hatchback e2o Plus on Uber platforms in New Delhi and Hyderabad.
- Mahindra & Mahindra (M & M) is planning to make an additional investment of Rs 500 crore (US$ 77.23 million) for expanding the capacity for electric vehicles in its plant in Chakan.

(Source: Indian Manufacturing Sector – India Brand Equity Foundation www.ibef.org)

INDIAN AUTO COMPONENTS INDUSTRY

Introduction

The Indian auto-components industry has experienced healthy growth over the last few years. Some of the factors attributable to this include: a buoyant end-user market, improved consumer sentiment and return of adequate liquidity in the financial system. The auto-component industry of India has expanded by 14.3 per cent because of strong growth in the after-market sales to reach at a level of Rs 2.92 lakh crore (US$ 43.52 billion) in FY 2016-17.

The auto-components industry accounts for almost seven per cent of India’s Gross Domestic Product (GDP) and employs as many as 25 million people, both directly and indirectly. A stable government framework, increased purchasing power, large domestic market, and an ever increasing development in infrastructure have made India a favourable destination for investment.

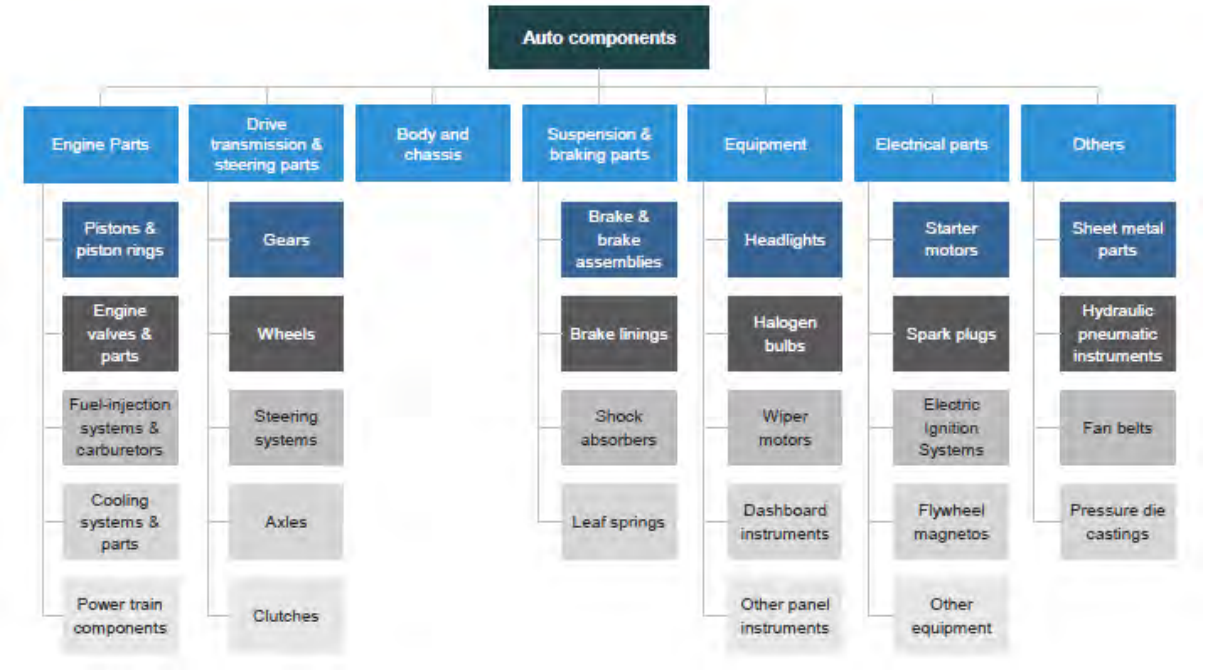
Investments

The Foreign Direct Investment (FDI) inflows into the Indian automobile industry during the period April 2000 – December 2017 were recorded at US$ 18.41 billion, as per data by the Department of Industrial Policy and Promotion (DIPP).

Some of the recent investments made/planned in the Indian auto components sector are as follows:

- Schaeffler India, the Indian arm of Germany's automotive and industrial parts maker, is planning to invest Rs 300 crore (US$ 46.66 million) per annum over FY18-19.
- Major auto component firms such as Krishna Group, Minda Industries, Lumax Industries, Subros Ltd, etc are planning to invest over US$ 233.31 million over the next 2-3 years.
- Setco Automotive is going to invest Rs 250 crore (US$ 38.62 million) over the next two to three years for capacity expansion and modernisation.

THE AUTO COMPONENTS MARKET IS SPLIT INTO SIX PRODUCT SEGMENTS:



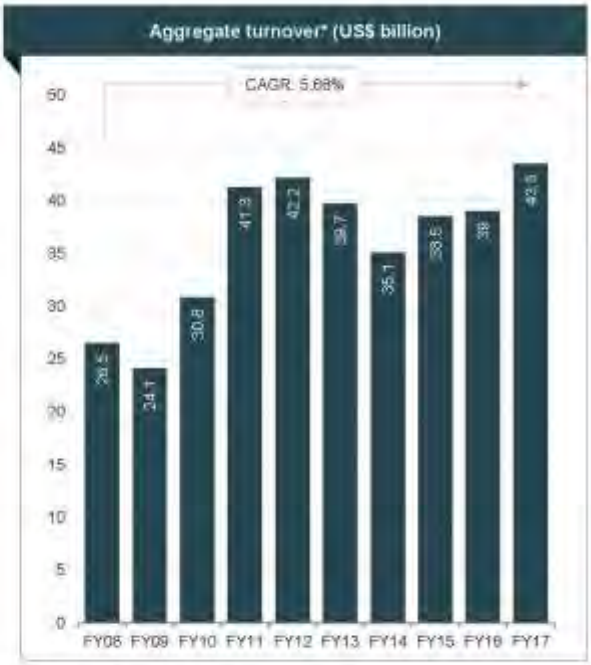
(Source: Auto Components Industry in India, India Brand Equity Foundation www.ibef.org)

THE AUTO COMPONENTS SECTOR HAS RECORDED ROBUST GROWTH OVER THE YEARS

Over the last decade, the automotive components industry has registered a CAGR of 14 per cent and has scaled three times to US$ 43.5 billion in 2016-17 while exports have grown at a CAGR of 14 per cent to US$ 10.9 billion. The growth of global OEM sourcing from India & the increased indigenisation of global OEMs is turning the country into a preferable designing and manufacturing base. The Indian auto-components industry is expected to register a turnover of US$ 100 billion by 2020 backed by strong exports ranging between US$ 80- US$ 100 billion by 2026.

The auto-components industry accounts for almost seven per cent of India's Gross Domestic Product (GDP) and employs as many as 19 million people. India is expected to become the 4th largest automobiles producer globally by 2020 after China, US & Japan. The auto components industry is also expected to become the 3rd largest in the world by 2025.

- Revenues have risen from US$ 26.5 billion in FY06 to US$ 43.5 billion in FY17 at a CAGR of 5.66 per cent during FY06-17.
- The market size for auto component sector increased by 11.5 per cent reaching to US$ 43.5 billion in FY17 from US$ 39 billion in FY16.
- As per Automobile Component Manufacturers Association (ACMA) forecasts, automobile component exports from India are expected to reach US$ 70-billion by 2026 from US$ 10.9 billion in FY17. The Indian auto component industry aims to achieve US$ 200 billion in revenues by 2026.
- The industry is expected to post a 13-15 per cent growth rate in FY18, on the back of robust growth in domestic passenger vehicle, commercial vehicle, tractor and two-wheeler segments.^



*Note: CAGR – Compound Annual Growth Rate; *Turnover data covers supplies to OEMs, aftermarket sales and exports; ^ As per ratings agency ICRA*
Source: ACMA

GROWTH DRIVERS

Demand Side Drivers:

Robust growth in domestic automotive industry. Increasing investment in road infrastructure. Growth in the working population & middle class income to drive the market

Supply Side Drivers:

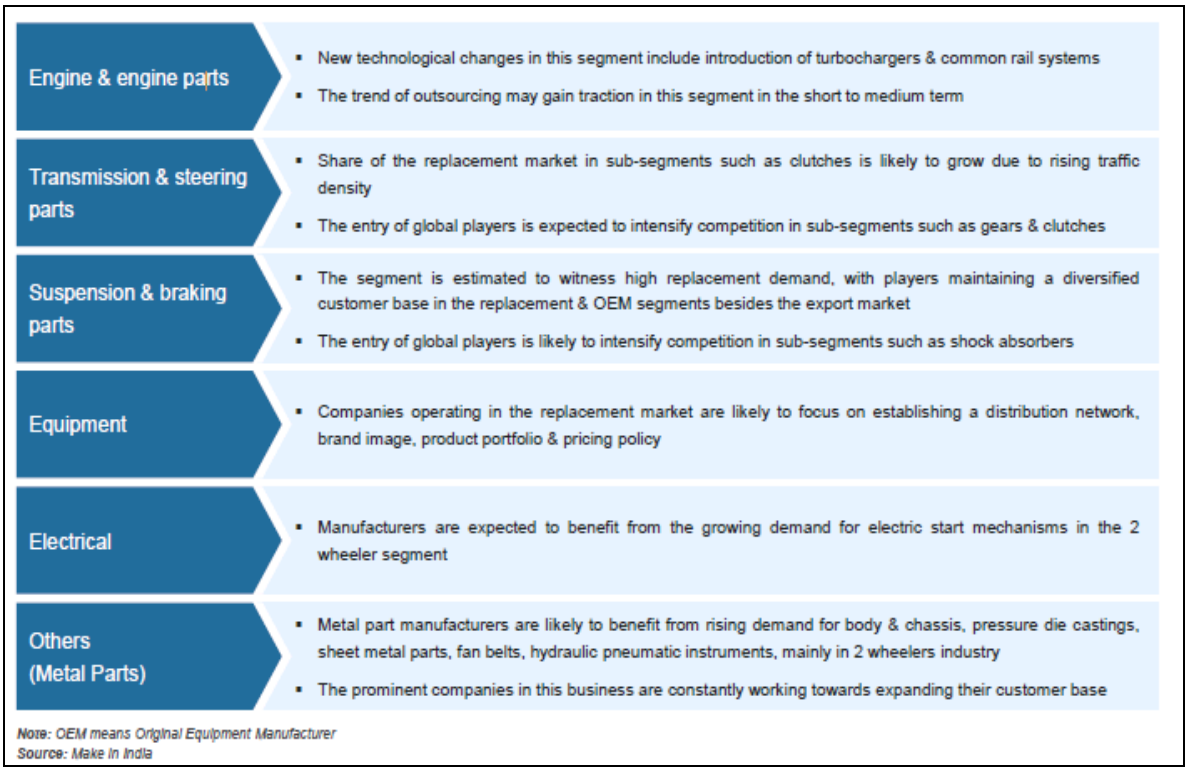
Competitive advantages facilitating emergence of outsourcing hub. Technological shift; focus on R&D

Policy Support:

Establishing special auto parks & virtual SEZs for auto components. Lower excise duty on specific parts of hybrid vehicles. Policies such as Automotive Mission Plan 2016-26, Faster Adoption & Manufacturing of Electric Hybrid Vehicles (FAME, April, 2015), NMEM 2020, likely to infuse growth in the auto component sector of the country.

(Source: Auto Components Industry in India, India Brand Equity Foundation www.ibef.org)

OPPORTUNITIES IN ENGINEERING PRODUCTS



(Source: Auto Components Industry in India, India Brand Equity Foundation www.ibef.org)

FAVOURABLE POLICY MEASURES AIDING GROWTH

Auto Policy 2002

Automatic approval for 100 per cent foreign equity investment in auto component manufacturing facilities. Manufacturing & imports are exempt from licensing & approvals.

NATRiP

Set up at a total cost of USD388.5 million to enable the industry to adopt & implement global performance standards. Focus on providing low-cost manufacturing & product development solutions.

Department of Heavy Industries & Public Enterprises

Created a USD200 million fund to modernise the auto components industry by providing an interest subsidy on loans & investment in new plants & equipment. Provided export benefits to intermediate suppliers of auto components against the Duty Free Replenishment Certificate (DFRC).

Automotive Mission Plan 2016-26 (AMP 2026)

AMP 2026 targets a 4-fold growth in the automobiles sector in India which includes the manufacturers of automobiles, auto components & tractor industry over the next 10 years. It is expected to generate an additional employment of 65 million.

Fame Scheme

The scheme is aimed at incentivising all vehicle segments i.e. 2 Wheeler, 3 Wheeler Auto, Passenger 4 Wheeler Vehicle, Light Commercial Vehicles and Buses. It covers hybrid & electric technologies

like Mild Hybrid, Strong Hybrid, Plug in Hybrid & Battery Electric Vehicles. The scheme has been extended to March 2018 from March 2017

Union Budget 2018–19

Budget 2018-19 imposed a surcharge of 10 per cent on aggregate duties of customs on imports, replacing education and secondary and higher Education Cess, which is expected to boost domestic manufacturing. Reduction of tax to 25 per cent for companies with turnover up to Rs 250 crore (US$ 38.62 million) was also announced in Union Budget.

(Source: Auto Components Industry in India, India Brand Equity Foundation www.ibef.org)

AUTO COMPONENTS: ADVANTAGE INDIA

Robust Demand

Growing working population & expanding middle class are expected to remain key demand drivers**.** India is set to break into the league of top 5 vehicle producing nations**.** Reduction in excise duties in motor vehicles sector to spur the demand for auto components

Export Opportunities

India is emerging as global hub for auto component sourcing. Relative to competitors, India is geographically closer to key automotive markets like the Middle East & Europe

Competitive advantages

A cost-effective manufacturing base keeps costs lower by 10-25 per cent relative to operations in Europe & Latin America. Presence of a large pool of skilled & semi-skilled workforce amidst a strong educational system. 3rd largest steel producer globally hence a cost advantage

Policy support

Continued policy support in the form of Auto Policy 2002 In September 2015, Automotive Mission Plan 2016-26 was unveiled which targets a fourfold growth for the sector. Strong support for R&D & product development by establishing NATRIP centers. 100 per cent FDI allowed under automatic route for auto component sector

(Source: Auto Components Industry in India, India Brand Equity Foundation www.ibef.org

SUMMARY OF OUR BUSINESS

Some of the information contained in the following discussion, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the chapter titled "*Forward-Looking Statements*" beginning on page 16 of this Prospectus, for a discussion of the risks and uncertainties related to those statements and also the section "*Risk Factors*" for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal are to the twelve-month period ended March 31 of that year.

The financial information used in this section, unless otherwise stated, is derived from our Financial Information, as restated prepared in accordance with Indian GAAP, Companies Act and SEBI Regulations. The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Prospectus, including the information contained in the sections titled "*Risk Factors*" and "*Financial Information*" beginning on pages 17 and 183, respectively.

OVERVIEW

Our Company was originally incorporated as "Ganga Forgoing Private Limited" at Ahmedabad, as a private limited company under the provisions of the Companies Act, 1956 *vide* Certificate of Incorporation dated December 29, 1988 bearing registration number 04-11694 issued by the Registrar of Companies, Gujarat. Subsequently, our Company was converted into a public limited company pursuant to a special resolution passed by our shareholders at the extraordinary general meeting held on October 5, 2017 and the name of our Company was changed to "Ganga Forging Limited". A fresh certificate of incorporation consequent upon conversion to a public limited company was issued by the Registrar of Companies, Ahmedabad on October 30, 2017. The Corporate Identification Number of our Company is U28910GJ1988PLC011694.

Originally incorporated in 1989, our Company, Ganga Forging Limited is manufacturer in forging industry and is engaged in manufacturing of closed die forged products catering to both automotive and non-automotive segment. Automotive segment include manufacturing of products catering to commercial vehicle, passenger car, three wheeler, two wheeler and tractor. Non-automotive segment include electric power transmission, dairy equipment manufacturing, agricultural, gear and gear box, crank shafts, connecting road, heavy engineering industrial, hubs and flanges.

Our Company also complies with Quality Assurance System like ISO and strives to deliver quality products to the customers. Our Company is ISO 9001:2008 certified. We believe in manufacturing and delivering quality products and our manufacturing process is under constant supervision by Engineers. The entire system is backed by proper documentation, traceability until the end product, with full proof checks required as per ISO regulations. We are dedicated towards supply of quality products by controlling the procurement of our raw material, monitoring the process parameters and maintaining appropriate measures to comply with applicable statutory and regulatory requirements of our products.

Our Company is equipped with in-house testing laboratory for checking of our raw materials, working in process materials and finished products. Raw material purchased by us undergoes testing and quality check in our laboratory to ensure that they are of relevant quality and match the standards as specified. The finished products are checked in our laboratory to ensure that the same is of relevant standards and design as specified by the customer; the products are then packed and dispatched.

Our Company was started by Mr. Hiralal Tilva and Late Mr. Chhaganlal Patel. Later on, Mr. Rakesh Chhaganlal Patel joined the board of our Company and under their guidance we have expanded our sales and operations. Our Company doesn't market these products in our own brand name. Further, Company sell these product as a semi-finished product to the supplier who further grinds the product. Our existing manufacturing facility is equipped with 4 Drop Hammers, 2 automatic power press, 2 manual power press, 4 furnace in our forge shop. Our manufacturing facilities are well equipped with required facilities including machinery, other handling equipment to facilitate smooth manufacturing process. We endeavour to maintain safety in our premises by adhering to key safety norms.

FINANCIAL SNAPSHOT

(Amount in Rs. Lakhs)

Particulars	For the period ended 31st Dec, 2017	FY 2016-17	FY 2015-16	FY 2014-15
Total Revenue	1,818.46	1,779.17	1,769.45	1,557.19
EBITDA	146.90	166.19	131.94	142.41
Profit After Tax	38.71	48.49	25.26	46.58

Geographical wise break-up of Revenue

(Amount in Rs. Lakhs)

	FY 2017-18 (upto 31st Dec, 2017)		FY 2016-17		FY 2015-16	
Particulars	**Amount**	**% of Total Revenue**	**Amount**	**% of Total Revenue**	**Amount**	**% of Total Revenue**
Export	26.68	1.43%	9.12	0.48%	48.66	2.64%
Domestic	1,835.55	98.57%	1,862.94	99.52%	1,794.10	97.36%
Total	**1,862.23**	**100.00%**	**1,872.06**	**100.00%**	**1,842.76**	**100.00%**

Top 5 customers for period ended 31st December, 2017

(Amount in Rs. Lakhs)

Sr. No.	Customer Name	Amount (in Rs.)	Percentage to Total Sales
1.	Amul Industries Pvt. Ltd.	2,773.60	12.62%
2.	Nashik Forge Pvt. Ltd.	2,708.13	12.32%
3.	Synnova Gears and Transmission	2,064.73	9.39%
4.	Mosdorfer India Pvt. Ltd.	1,260.07	5.73%
5.	Topland Engines Pvt. Ltd.	1,130.67	5.17%
	Total	**9,937.20**	**45.23%**

Top 5 customers for F.Y. 2016-17

(Amount in Rs. Lakhs)

Sr. No.	Customer Name	Amount (in Rs.)	Percentage to Total Sales
1.	Steel Overseas	2,146.29	9.76%
2.	Amul Industries Pvt. Ltd.	2,008.40	9.14%
3.	Mosdorfer India Pvt. Ltd.	1,794.97	8.16%
4.	IAC Electricals Pvt. Ltd.	1,494.26	6.80%
5.	Star Techno Engineers	1,279.77	5.82%
	Total	**8,723.69**	**39.68%**

COMPETITIVE STRENGTHS

Diversified Product portfolio

Company manufactures closed die forged products catering to automobile parts, electric power transmission parts, dairy equipment manufacturing parts, agricultural parts, gear and gear box manufacturers, crank shafts, connecting road, heavy engineering industrial parts, hubs and flanges. With presence in most of the allied products in these industry, our Company caters to wide range of customers.

Experienced Management & Promoters

We are led by a dedicated senior management team with two decade of experience in forging manufacturing. We believe our senior management team leverages our market position and their collective experience and knowledge in the industry, to execute our business strategies and drive our future growth. In addition, we believe the strength and entrepreneurial vision of our Promoters and senior management has been instrumental in driving our growth and implementing our strategies. In addition, we have an experienced team of employees.

Healthy financial condition

Our Company has been growing operationally and the result of the same is visible in our financial position which has witnessed consistent level of growth both in revenue and profitability. Our Total Debt from Banks and FIs was at Rs. 110.00 Lakhs which is comfortably sustainable with PAT for the year ended 31st March, 2017 at Rs. 48.49 Lakhs.

BUSINESS STRATEGY

Improve and increase operational efficiencies

We will continue to focus on further increasing our operations and improving operational effectiveness at our production facilities. Higher operational effectiveness results in greater production volumes and greater sales, and therefore allows us to spread fixed costs over a higher number of units sold, thereby increasing profit margins. We will also continue to identify various strategic initiatives to improve our operational efficiencies and reduce operating costs. We continue to focus on investing in automation, modern technology and equipment to continually upgrade our products including the quality of our products to address changing customer preferences as well as to improve operational efficiency.

Create a global presence

Currently, we export our products only to Russia. Our revenue from export operations is not contributing significantly to our revenue from operations, which is currently less than 1% of our Total Revenue. Our strategy is to expand our footprints in various countries and an increased focus in Russian markets, this will enable us larger customer base giving incremental revenue.

Conversion to automotive production line

Currently, our Company has a manufacturing capacity which is labour intensive and manually operated machineries. This leads to lower level of production and lesser efficiency. As we move forward, we understand to fight competition, we need to have an advanced manufacturing facility. To address the same, our Company plans to expand its production capacity by establishment of its second

manufacturing facility in Rajkot, which will be automotive and less dependent on manual work. Company has already imported automated hammering machine from Korea and plans to import its first press line from China.

Direct supply to OEM

Our Company currently sells products indirectly to OEMs, we sell our products to the third party distributors/suppliers who in turn sell these products to OEM's. After establishment of automated line, we intend to sell directly to OEMs which will lead to expansion in our margins and clientele.

PRODUCT RANGE

Our Company is engaged in manufacturing of closed die forged products catering to automobile parts, electric power transmission parts, dairy equipment manufacturing parts, agricultural parts, gear and gear box manufacturers, crank shafts, connecting road, heavy engineering industrial parts, hubs and flanges.

Our products can majorly be divided as:

Name of the Product	Product Image	Description
Crank Shaft		Crankshafts are the main rotating parts of an engine that are installed on a connecting rod and can convert the reciprocating motion into rotating motion of the connecting rod.
Connecting Rod		A connecting rod is a shaft which connects a piston to a crank or crankshaft in a reciprocating engine. Together with the crank, it forms a simple mechanism that converts reciprocating motion into rotating motion.
Half Connecting Rod		A connecting rod is a shaft which connects a piston to a crank or crankshaft in a reciprocating engine. Together with the crank, it forms a simple mechanism that converts reciprocating motion into rotating motion. Half Connecting rod is in two piece rod & cap, and use in application as same as single piece connecting rod.
Yoke		A yoke is an integral component of a drive shaft assembly. The yoke allows the drive shaft assembly to flex or slip within the required application. The component is also used to allow U-joints to rotate smoothly and properly with the drive shaft.

Name of the Product	Product Image	Description
Gear		A gear is a rotating machine part having cut teeth which mesh with another toothed part to transmit torque. Geared devices can change the speed, torque, and direction of a power source.
Spider/Cross		A Spider/Cross is part of A differential gear mechanism, which is a gear train with three shafts that has the property that the rotational speed of one shaft is the average of the speeds of the others, or a fixed multiple of that average.
Flanges		A flange is joint part, which used usually of two or more shafts or pipe or wherever required joint.
Shaft		A shaft is a rotating machine element, usually circular in cross section, which is used to transmit power from one part to another, or from a machine which produces power to a machine which absorbs power.[1] The various members such as pulleys and gears are mounted on it.
Socket Clevise		A socket clevis fastener is a Four-piece fastener system consisting of a clevis, clevis pin, and tang. The clevis is a U-shaped piece that has holes at the end of the prongs to accept the clevis pin and socket work as a head to hold another fixing part.
Anchor Shackle		A shackle is a U-shaped piece of metal secured with a clevis pin or bolt across the opening, or a hinged metal loop secured with a quick-release locking pin mechanism.

SWOT ANALYSIS

Strength	Weakness
• Quality production capability • Diversification of product basket to diversified industries. • Experienced Promoters • Ability to meet diverse & critical market demand	• Intense domestic competition • High Cost and fluctuation in prices of Inputs • Low productivity due to semi & unskilled labour • Inadequate support from government
Opportunity	**Threat**
• 100% FDI will result in innovative products and technologies • Government initiatives like GST & Make in India • Development in non-automotive sector like railway, defense etc. • Increase in Export	• Cheap imports from China • Variation in raw material quality and pricing • Technological changes and customer preferences • Pricing pressure from OEM's

INTELLECTULAL PROPERTY

Our Company uses GANGA as its logo and brand image for which Company has applied for registration with Trademark Authorities under Class 7 on May 30, 2017.

SUMMARY OF FINANCIAL INFORMATION

Particulars	Page No.
Summary of Financia Information	B1-B3

GANGA FORGING LIMITED

Annexure - 1 : Restated Balance Sheet

(Rs. In Lakhs)

Particulars	ANNEXURE	As at December 31, 2017	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
Equity & Liabilities							
Shareholders funds							
a. Share capital	5	490.00	35.00	35.00	35.00	35.00	35.00
b. Reserves & surplus	6	235.66	357.95	309.46	284.20	237.63	176.89
Sub Total – Shareholders Funds		**725.66**	**392.95**	**344.46**	**319.20**	**272.63**	**211.89**
Non current liabilities							
a. Long term borrowings	7	240.05	292.96	108.44	79.43	88.13	48.72
b. Deferred tax liabilities (net)	9	0.00	0.00	1.13	2.49	7.36	10.77
c. Other Long Term Liabilities	8	18.88	0.00	0.00	0.00	303.90	145.00
d. Long Term Provisions		0.00	0.00	0.00	0.00	0.00	0.00
Sub Total – Non Current Liabilities		**258.93**	**292.96**	**109.57**	**81.93**	**399.39**	**204.49**
Current liabilities							
a. Short term borrowings	10	510.71	346.86	385.98	379.17	228.09	177.03
b. Trade payables	11	598.09	369.54	441.94	361.38	107.16	202.55
c. Other current liabilities	12	172.47	76.68	28.63	28.72	43.02	34.57
d. Short term provisions	13	52.08	35.48	34.75	32.32	28.06	27.81
Sub Total –Current Liabilites		**1333.36**	**828.55**	**891.30**	**801.60**	**406.32**	**441.95**
TOTAL Liabilities (1+2+3)		**2317.96**	**1514.46**	**1345.33**	**1202.73**	**1078.34**	**858.33**
Assets							
Non current assets.							
a. Fixed assets							
- Tangible Assets	28	649.88	607.35	502.32	400.96	335.94	227.01
Intangible Assets		0.00	0.00	0.00	0.00	0.00	0.00
- Capital Work In Progress		57.97	0.00	0.00	0.00	0.00	0.00
b. Non current Investments		0.00	0.00	0.00	0.00	0.00	0.00
c. Deferred tax assets (Net)	14	3.75	3.58	0.00	0.00	0.00	0.00
d. Long-term loans and advances	15	200.12	5.44	5.44	5.37	4.73	10.88
e. Other Non Current Assets	16	13.03	0.00	0.00	0.00	0.00	0.00
Sub Total – Non current Assets		**924.75**	**616.36**	**507.76**	**406.34**	**340.67**	**237.89**
Current assets							
a. Current Investment		0.00	0.00	0.00	0.00	0.00	0.00
b. Inventories	17	444.57	324.63	296.01	277.84	189.46	201.78
c. Trade receivables	18	900.66	537.00	523.79	495.46	525.47	391.65
d. Cash and cash equivalents	19	14.66	18.27	8.56	13.76	10.04	19.73
e. Short term loans & advances	20	33.32	18.20	9.21	9.34	12.69	7.29
f. Other current assets		0.00	0.00	0.00	0.00	0.00	0.00
Sub Total Current Assets.		**1393.20**	**898.10**	**837.57**	**796.40**	**737.66**	**620.44**
TOTAL (4+5)		**2317.96**	**1514.46**	**1345.33**	**1202.73**	**1078.34**	**858.33**

M.N.MANVAR & CO. CHARTERED ACCOUNTANTS MRN : 036292 FRN : 108047W RAJKOT

Annexure - 2 : Restated Profit and Loss Account

(Rs. In Lakhs)

Particulars	Annexure	As at December 31, 2017	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
INCOME							
Revenue from Operations	21	1816.14	1777.73	1756.16	1553.61	1694.42	1555.56
Other income	22	2.32	1.44	13.30	3.59	1.57	1.37
Total revenue - I		**1818.46**	**1779.17**	**1769.45**	**1557.19**	**1695.99**	**1556.93**
EXPENDITURE							
Cost of Materials Consumed	23	1534.20	1466.87	1493.67	1298.40	1385.01	1314.92
Purchase of stock-in-trade		**0.00**	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**
Changes in inventories of finished goods, traded goods and work-in-progress	24	(38.95)	(76.29)	(9.09)	(24.82)	31.22	(11.08)
Employee benefit expenses	25	135.23	139.72	111.43	102.01	96.38	110.08
Finance costs	26	55.84	59.73	59.32	57.29	40.46	39.81
Depreciation and amortisation expense		38.47	49.90	39.85	31.26	26.55	19.57
Other expenses	27	41.08	32.62	41.50	39.20	38.33	34.84
Total expenses - II		**1765.87**	**1722.60**	**1736.68**	**1503.33**	**1617.96**	**1508.13**
Prior period items (net)		**0.00**	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**
Profit before exceptional, extraordinary items and tax		52.59	56.56	32.77	53.86	78.03	48.80
Exceptional items		0.00	0.00	0.07	0.00	0.00	0.00
Profit before extraordinary items and tax		52.59	56.56	32.70	53.86	78.03	48.80
Extraordinary items		0.00	0.00	0.00	0.00	0.00	0.00
Profit before tax		52.59	56.56	32.70	53.86	78.03	48.80
Tax expense:							
(i) Current tax		14.05	12.78	8.81	12.15	20.70	16.23
(ii) MAT Credit Entitlement		0.00	0.00	0.00	0.00	0.00	0.00
(iii) Deferred tax (asset)/liability		(0.18)	(4.70)	(1.37)	(4.86)	(3.41)	0.45
Total tax expense		***13.87***	***8.08***	***7.44***	***7.28***	***17.29***	***16.68***
Profit for the year/ period		38.71	48.49	25.26	46.58	60.74	32.12

M.N.MANVAR & CO. MRN : 036292 FRN : 106047W RAJKOT CHARTERED ACCOUNTANTS

GANGA FORGING LIMITED

Annexure - 3 : Cash Flow Statement as Restated

(Rs. In Lakhs)

Particulars	As at December 31, 2017	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
CASH FLOW FROM OPERATING ACTIVITIES						
Net Profit Before taxes	52.59	56.56	32.70	53.86	55.72	48.80
Adjustments for						
Depreciation	38.47	49.90	39.85	31.26	49.54	19.57
Interest (Net)	55.84	59.73	59.32	57.29	39.81	39.81
Operating Profit Before Working Capital Change						
(Increase)/Decrease in Inventory	(119.93)	(28.63)	(18.17)	(88.38)	12.31	70.98
(Increase)/Decrease in Trade and other receivables	(363.66)	(13.20)	(28.33)	30.01	(133.82)	70.63
(Increase)/Decrease in other Current Asset	(222.82)	(6.98)	0.06	2.71	0.75	2.20
Increase/(Decrease) in Current Liabilities	340.88	(74.20)	82.68	243.91	(84.89)	(380.99)
CASH GENERATED FROM OPERATIONS	(218.64)	91.17	168.10	330.66	(59.77)	(49.01)
Income Tax Paid	(22.36)	(41.22)	(8.60)	(11.86)	(23.98)	(7.63)
NET CASH FROM OPERATING ACTIVITIES	(241.00)	49.96	159.50	318.80	(83.75)	(56.64)
CASH FLOW FROM INVESTING ACTIVITIES						
Purchase of Fixed Assets	(130.59)	(154.92)	(141.21)	(96.28)	(135.49)	(7.71)
NET CASH FROM INVESTMENT ACTIVITIES	(130.59)	(154.92)	(141.21)	(96.28)	(135.49)	(7.71)
CASH FLOW FROM FINANCING ACTIVITIES						
Increase / (Decrease) in Share capital	140.00	0.00	0.00	0.00	0.00	0.00
Increase / (Decrease) in Share Premium	154.00	0.00	0.00	0.00	0.00	0.00
Increase / (Decrease) in Short Term Borrowing	163.85	(39.12)	6.81	151.08	51.06	(7.42)
Increase / (Decrease) in Other Long Term Liabilities	18.88	0.00	0.00	(303.90)	158.90	145.00
Increase / (Decrease) in Long Term Borrowings	(52.91)	213.53	29.01	(8.70)	39.41	(25.07)
Interest Paid	(55.84)	(59.73)	(59.32)	(57.29)	(39.81)	(39.81)
NET CASH FROM FINANCING ACTIVITIES	367.98	114.68	(23.50)	(218.81)	209.55	72.69
NET CASH FLOW (A + B + C)	(3.61)	9.71	(5.20)	3.72	(9.69)	8.34
Increase/(Decrease) in Cash and Cash Equivalents	3.61	(9.71)	5.20	(3.72)	9.69	(8.34)
Cash and Cash Equivalent at the begining of the year	18.27	8.56	13.76	10.04	19.73	11.39
Cash and Cash Equivalent at the end of the year	14.66	18.27	8.56	13.76	10.04	19.73

M.N MANVAR & CO. CHARTERED ACCOUNTANTS MRN : 036292 FRN : 106047W RAJKOT

THE ISSUE

The following table summarizes the Issuer details:

PRESENT ISSUE IN TERMS OF THIS PROSPECTUS	
Particulars	**Details of Equity Shares**
Public Issue of Equity Shares	23,82,000 Equity Shares of face value of Rs.10/- each fully paid of the Company for cash at price of Rs.21/- per Equity Share aggregating Rs. 500.22 lakhs
Of which:	
Market Maker Reservation Portion	1,26,000 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs.21/- per Equity Share aggregating Rs.26.46 lakhs
Net Issue to the Public	22,56,000 Equity Shares of face value of Rs.10/- each fully paid of the Company for cash at price of Rs. 21/-per Equity Share aggregating Rs. 473.76 lakhs
	Of which:
	11,28,000 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. 21/- per Equity Share aggregating Rs.236.88 lakhs will be available for allocation for allotment to Retail Individual Investors of up to Rs. 2 lakhs
	11,28,000 Equity Shares of face value of Rs. 10 /- each fully paid of the Company for cash at price of Rs.21/- per Equity Share aggregating Rs. 236.88 lakhs will be available for allocation to investors above Rs. 2 lakhs
Pre and Post Issue Equity Shares	
Equity Shares outstanding prior to the Issue	55,65,331 Equity Shares
Equity Shares outstanding after the Issue	79,47,331 Equity Shares
Use of Proceeds (Objects of the Issue)	For further details please refer chapter titled *"Objects of the Issue"* beginning on page 93 of this Prospectus for information on use of Issue Proceeds

Notes:

The Issue has been authorized by the Board of Directors *vide* a resolution passed at its meeting held February 15, 2018 and by the shareholders of our Company *vide* a special resolution passed pursuant to section 62(1)(c) of the Companies Act, 2013 at the Extraordinary General Meeting held on March 1, 2018.

As per Regulation 43(4) of the SEBI (ICDR) Regulations, as amended, as present issue is a fixed price issue, the allocation in the net Issue 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

*This Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time.

For further details please refer to section titled *'Issue Information'* beginning on page 229 of this Prospectus

GENERAL INFORMATION

Our Company was originally incorporated as "Ganga Forgoing Private Limited" at Ahmedabad, as a private limited company under the provisions of the Companies Act, 1956 *vide* Certificate of Incorporation dated December 29, 1988 bearing registration number 04-11694 issued by the Registrar of Companies, Gujarat.

Subsequently, our Company was converted into a public limited company pursuant to a special resolution passed by our shareholders at the extraordinary general meeting held on October 5, 2017 and the name of our Company was changed to "Ganga Forging Limited". A fresh certificate of incorporation consequent upon conversion to a public limited company was issued by the Registrar of Companies, Ahmedabad on October 30, 2017. The Corporate Identification Number of our Company is U28910GJ1988PLC011694.

For details of Incorporation and Change of Registered Office of our Company, please refer to the chapter titled "*Our History and Certain Other Corporate Matters*" beginning on page 151 of this Prospectus.

REGISTERED OFFICE OF OUR COMPANY

Ganga Forging Limited
Plot No 1 SNO 298 & 30 Rajkot Gondal N H,
Veraval (Shapar)Rajkot,
Gujarat360 024,
India.
Tel: +912827-252208 /252077
Fax: +91 2827-252208
Email: info@gangaforging.com
Website: www.gangaforging.com
Corporate Identification Number: U28910GJ1988PLC011694

REGISTRAR OF COMPANIES

Registrar of Companies, Ahmedabad

ROC Bhavan, Opp. Rupal Park Society,
Behind Ankur Bus Stop,
Naranpura, Ahmedabad-380013
Website: www.mca.gov.in

DESIGNATED STOCK EXCHANGE

National Stock Exchange of India Limited
Exchange Plaza,Plot No. C/1,
G Block,Bandra-Kurla Complex,
Bandra (E), Mumbai - 400 051,
Maharashtra, India.

BOARD OF DIRECTORS OF OUR COMPANY

Sr. No.	Name	Age	DIN	Address	Designation

Sr. No.	Name	Age	DIN	Address	Designation
1.	Hiralal Mahidas Tilva	69	00022539	Flat-702 B, Hevlok Appartment, Near Gol Residency, Nana Mauva Road, Rajkot – 360004	Chairman & Managing Director
2.	Rakesh Chhaganlal Patel	44	00510990	"Amardeep" 32/B, Shree Society , Shree Colony Street, Behind Panchavati Street, Rajkot 360004	Managing Director
3.	Sheetal Sanjivkumar Chaniara	44	07528297	501 Meghmalhar Apartment, Near Shree Colony,Opp Gandhi Vidhiyalaya, B/H Panchavati Main Road,Rajkot-360001	Whole-time Director
4.	Parulben Rakeshbhai Patel	45	07528313	"Amardeep" 32/B, Shree Society, Shree Colony Street,Behind Panchavati Street, Rajkot 360004	Whole-time Director
5.	Mayurkumar Kalaria	42	08099999	A-701, Havlok Towers, Nana Mava Main Road Nana Mava, Near Gol Residency, Rajkot – 360005, Gujarat	Director
6.	Ramesh Dhingani	53	07946841	Jasmin Tower, G-Building, Flat No. 801, Garden CitSadhuvasvani Road, Rajkot – 360 005, Gujarat	Independent Director
7.	Harshad Ashar	49	07928692	704, Chitralekha Apartment, 150 Feet Ring Road, Near K.K.V Hall, Rajkot – 360 001, Gujarat	Independent Director
8.	Jasubhai Khimjibhai Patel	68	01006449	Amit Umiya Park 2, Jalaram, Saurashtra University Road, Rajkot - 360007	Independent Director

For further details of our Directors, please refer to the chapter titled "*Our Management*" beginning on page 155 of this Prospectus.

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Minal Vinodkumar Lakhlani
Ganga Forging Limited
Plot No 1 SNO 298 & 30 Rajkot Gondal N H,
Veraval (Shapar) Rajkot,
Gujarat 360 024,
India.
Tel: +912827-252208 /252077
Fax: +91 2827-252208
Email: cs@gangaforging.com

CHIEF FINANCIAL OFFICER

Avni Dadhania
Ganga Forging Limited
Plot No 1 SNO 298 & 30 Rajkot Gondal N H,
Veraval (Shapar) Rajkot,
Gujarat360 024
India
Tel: +912827-252208 /252077
Fax: +91 2827-252208
Email: cfo@gangaforging.com

Investors may contact our Company Secretary and Compliance Officer and / or the Registrar to the Issue and / or the Lead Manager, in case of any pre-Issue or post-Issue related problems, such as non-receipt of letters of allotment, non-credit of allotted Equity Shares in the respective beneficiary account or non-receipt of refund orders and non-receipt of funds by electronic mode, etc.

All grievances relating to the ASBA process 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 Bidder, ASBA Form number, Bidder DP ID, Client ID, PAN, date of the ASBA Form, address of the Bidder, number of Equity Shares applied for and the name and address of the Designated Intermediary where the ASBA Form was submitted by the ASBA Bidder.

Further, the investor shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

STATUTORY & PEER REVIEW AUDITOR

M.N. Manvar& Co., Chartered Accountants
504, Star Plaza, Near Circuit House,
Phulchhab Chowk,
Rajkot - 360 001
Tel: +91-2811 6627070
Email: ca.mnmanvar@gmail.com
Contact Person: M.N. Manvar
Firm Registration:106047W
Membership No: 036292
Peer Review No: 005233*

M.N. Manvar & Co., Chartered Accountants, our Statutory Auditor are also appointed as peer review auditors of our Company in compliance with section IX of part A of Schedule VIII of SEBI (ICDR) Regulations and hold a valid peer reviewed certificate dated June 9 , 2011 issued by the Institute of Chartered Accountants of India.

*The *peer review certificate of M. N. Manvar & Co., Chartered Accountants was dated June 9, 2011.. Currentlty M.N.Manvar & Co, Chartered Accountants, is subject to an ongoing peer review process by the peer reviewboard of the ICAI and the process for renewal of peer review certificate has been initiated*

LEAD MANAGER

Pantomath Capital Advisors Private Limited
406-408, Keshava Premises
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051
Tel: +91 22 61946704
Fax: + 91 22 26598690
Email: ipo@pantomathgroup.com
Website: www.pantomathgroup.com
Contact Person: Unmesh Zagade
SEBI Registration No: INM000012110

REGISTRAR TO THE ISSUE

Link IntimeIndia Private Limited
C-101, 1st Floor, 247 Park,
Lal BahadurShastri Marg,
Vikhroli (West),
Mumbai – 400083
Tel: +91 22 49186200
Fax: + 91 22 49186195
Email: gangaforging.ipo@linkintime.co.in
Website: www.linkintime.co.in
Contact Person: Shanti Gopalkrishnan
SEBI Registration No: INR000004058
Investor Grievance Email: gangaforging.ipo@linkintime.co.in

LEGAL ADVISOR TO THE ISSUE

Rajani Associates
Advocates & Solicitors
204-207, Krishna Chambers,
59, New Marine Lines, Mumbai 400020
Maharashtra, India.
Tel: + 91-22-40961000
Fax: +91-22-40961010
Website: www.rajaniassociates.net
Email:sangeeta@rajaniassociates.net
Contact Person: Ms. Sangeeta Lakhi

BANKER TO THE COMPANY

Axis Bank Limited
Rajkot Branch, Titan,
Kalawad Road, Near KKV Circle,
Rajkot 360 005
Tel: 0281 6695922
Fax: 0281 6695900
Email: Rajkot.branchhead.@axisbank.com
Website: www.axisbank.com

PUBLIC ISSUE BANK / BANKER TO THE ISSUE/ REFUND BANKER

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 2266818964
Fax: +91 22 22611138
Email: shweta.surana@icicibank.com
Contact Person: Shweta Surana

DESIGNATED INTERMEDIARIES

Self-certified Syndicate Banks

The lists of banks that have been notified by SEBI to act as SCSB for the Applications Supported by Blocked Amount (ASBA) Process are provided on http://www.sebi.gov.in/sebiweb/home/detail/32931/yes/List-of-Self-Certified-Syndicate-Banks-SCSBsfor- Syndicate-ASBA. For details on Designated Branches of SCSBs collecting the Application Form, please refer to the above-mentioned SEBI link.

Registered Brokers

Applicants can submit Bid cum Application Forms in the Issue using the stock brokers network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centres. 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 National Stock Exchange of India Limited, as updated from time to time. In relation to ASBA Bids submitted to the Registered Brokers at the Broker Centres, the list of branches of the SCSBs at the Broker Centres named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Registered Brokers will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

Registrar to Issue and Share Transfer Agents

The list of the RTAs eligible to accept Bid cum Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the website of Stock Exchange at National Stock Exchange Limited, as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept Bid cum Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the website of Stock Exchange at National Stock Exchange Limited, as updated from time to time. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Bid cum 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.

CREDIT RATING

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

IPO GRADING

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

TRUSTEE

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

INTER-SE ALLOCATION OF RESPONSIBILITIES

Since Pantomath Capital Advisors Private Limited is the sole Lead Manager to this Issue, a statement of inter se allocation of responsibilities among Lead Manager is not applicable.

APPRAISAL AND MONITORING AGENCY

As per regulation 16(1) of the SEBI (ICDR) Regulations, the requirement of Monitoring Agency is not mandatory if the Issue size is below Rs. 10,000 lakhs. Since the Issue size is only of 500.22 lakhs, our Company has not appointed any monitoring agency for this Issue. However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue.

EXPERT OPINION

Except the report of the Peer Reviewed Auditor on statement of tax benefits and report on restated financials for the year ended March 31, 2017, 2016, 2015, 2014 and 2013 and for the quarter ended December 31, 2017in the form and context in which it willappear in the Prospectus and Prospectus and the statement of tax benefits and to be named as anexpert in relation hereto, and such consent has not been withdrawn at the time of delivery of this Prospectus to Stock Exchange. Except the report of the Peer Reviewed Auditor our Company has notobtained any other expert opinion.

DEBENTURE TRUSTEE

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

UNDERWRITER

Our Company and Lead Manager to the Issue hereby confirm that the Issue is 100% Underwritten. The underwriting agreement is dated May 3, 2018 and pursuant to the terms of the underwriting

agreement; obligations of the underwriter are subject to certain conditions specified therein. The Underwriter has indicated their intention to underwrite following number of specified securities being offered through this Issue.

Name and Address of the Underwriters	Indicative Number of Equity shares to be Underwritten	Amount Underwritten (Rupees in Lakhs)	% of the Total Issue Size Underwritten
Pantomath Capital Advisors Private Limited 406-408, Keshava Premises, Behind Family Court, Bandra Kurla Complex, Bandra East, Mumbai – 400051, Maharashtra, India **Tel**: +91 22 61946724 **Fax**: +91 22 26598690 **Email**: ipo@pantomathgroup.com **Contact Person**: Mahavir Toshniwal **SEBI Registration Number**: INM000012110	23,82,000	500.22	100%
Total	**23,82,000**	500.22	**100%**

**Includes 1,26,000 Equity Shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker 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 the Board of Directors of the Company, the resources of the above mentioned underwriter are sufficient to enable them to discharge their respective underwriting obligations in full.

DETAILS OF MARKET MAKING ARRANGEMENT

Our Company and the Lead Manager has entered into a tripartite agreement dated May 3, 2018, with the following Market Maker, duly registered with National Stock Exchange of India Limited to fulfil the obligations of Market Making:-

Pantomath Stock Brokers Private Limited
406-408, Keshava Premises, Behind Family Court,
Bandra Kurla Complex, Bandra (East), Mumbai 400 051,
Maharashtra, India
Tel: +91 22 6194 6774
Fax: +91 22 2659 8690
Email: broking@pantomathgroup.com
Contact Person: Mahavir Toshniwal
SEBI Registration Number: INZ000068338

Pantomath Stock Brokers Private Limited, registered with Emerge Platform of National Stock Exchange of India Limited will act as the Market Maker and has agreed to receive or deliver of the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by any amendment to SEBI (ICDR) Regulations.

The Market Maker shall fulfil the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, as amended from time to time and the circulars issued by National Stock Exchange of India Limited and SEBI in this matter from time to time.

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

1. The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being issued by the Market Maker(s).

2. The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of the EMERGE Platform of National Stock Exchange of India Limited and SEBI from time to time.

3. The minimum depth of the quote shall be Rs.1,00,000/-. However, the investors with holdings of value less than Rs.1,00,000/- shall be allowed to Issue their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker. Based on the IPO price of Rs. 21/- the minimum lot size is 6000 Equity Shares thus minimum depth of the quote shall be Rs. 1,26,000/- until the same, would be revised by Emerge Platform of National Stock Exchange of India Limited.

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

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

6. The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. The spread (difference between the sell and the buy quote) shall not be more than 10% or as specified by the Stock Exchange. Further, the Market Maker (s) shall inform the exchange in advance for each and every black out period when the quotes are not being issued by the Market Maker (s).

7. There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, National Stock Exchange of India Limited may intimate the same to SEBI after due verification.

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

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

10. On the first day of listing, there will be pre-equity market hours. The circuits will apply from the first day of listing on the discovered price during the pre-open call auction.

11. Price Band and Spreads: SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated

January 20, 2012, has laid down that for issue size up to Rs. 250 crores, the applicable price bands for the first day shall be:

i. In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
ii. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the issue price.
iii. Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The following spread will be applicable on the SME Exchange Platform.

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

13. 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.

14. The Market Maker(s) shall have the right to terminate said arrangement by giving a three (3) months notice or on mutually acceptable terms to the Lead Manager, who shall then be responsible to appoint a replacement Market Maker(s). In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 106V of the SEBI (ICDR) Regulations. Further our Company and the Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five (5) or as specified by the relevant laws and regulations applicable at that 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.

15. Risk containment measures and monitoring for Market Makers:

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

16. Punitive Action in case of default by Market Makers:

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

Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines /

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

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

18. 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

Certain forms and resolutions filed with Registrar of Companies (prior to 2006), bank statements of the Company, and transfer forms are not traceable by our Company. With respect to changes in capital structure these include forms and resolutions for increase in authorised share capital, share capital allotment, annual returns, etc. Hence, this chapter is prepared based on the data provided by management and to the best of information available.

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:

Amount (Rs. In lakh except share data)

No.	Particular	Aggregate nominal value	Aggregate value at Issue Price
1	Authorized Share Capital		
2	85,00,000 Equity Shares of face value of Rs. 10/- each	850.00	-
3	Issued, Subscribed and Paid-up Share Capital before the Issue		
4	55,65,331 Equity Shares of face value of Rs. 10/- each	556.53	-
5	Present Issue in terms of this Prospectus		
6	Issue of 23,82,000 Equity Shares of face value of Rs. 10 each at a price of Rs. 21 per Equity Share.	238.20	500.22
7	Consisting:		
8	Reservation for Market Maker of 1,26,000 Equity Shares	12.60	26.46
9	Net Issue to the Public of 22,56,000 Equity Shares	225.60	473.76
10	Of the Net Issue to the public		
11	Allocation of Retail Individual Investors of 11,28,000 Equity Shares	112.80	236.88
12	Allocation of other than Retail Individual Investors of 11,28,000 Equity Shares	112.80	236.88
13	Issued, Subscribed and Paid-Up Share Capital after the Issue		
14	79,47,331 Equity Shares of face value of Rs. 10/- each		794.73
15	Securities Premium Account		
16	Before the Issue		Nil
17	After the Issue		262.02

The Issue has been authorized by the Board of Directors of our Company vide a resolution passed at its meeting held on February 15, 2018 and by the shareholders of our Company vide special resolution passed at its meeting held on March 1, 2018 pursuant to section 62(1)(c) of Companies Act, 2013.

The Company has only one class of share capital i.e. Equity Shares of face value of Rs. 10 each only. All Equity Shares issued are fully paid-up. Our Company has no outstanding convertible instruments as on the date of this Prospectus.

NOTES TO THE CAPITAL STRUCTURE

1. Details of changes in Authorized Share Capital:

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

Particulars of change		**Date of shareholders Meeting**	**AGM/EGM**
Increased from	Increased to		
The authorized share capital of our Company on incorporation comprised of Rs. 10,00,000 divided into 10,000 Equity Shares of Rs. 100 each		On incorporation	-
Rs. 10,00,000 consisting of 10,000 Equity Shares of Rs.100 each	Rs. 25,00,000 consisting of 25,000 Equity Shares of Rs. 100 each	March 24, 2003	EGM
Rs. 25,00,000 consisting of 25,000 Equity Shares of Rs. 100 each	Rs. 35,00,000 consisting of 35,000 Equity Shares of Rs. 100 each	October 25, 2007	EGM
The authorized share capital of our Company was altered by way of sub-division to Rs. 35,00,000 divided into 3,50,000 equity shares of Rs. 10 each, whereby one equity share of Rs. 100 each was sub-divided into ten equity shares of Rs. 10 each		July 31, 2017	AGM
Rs. 35,00,000 consisting of 3,50,000 Equity Shares of Rs. 10 each	Rs. 8,50,00,000 consisting of 85,00,000 Equity Shares of Rs. 10 each	July 31, 2017	AGM

2. History of Equity Share Capital of our Company

Date of allotment /fully paid up	**No. of Equity Shares alloted**	**Face value (Rs.)**	**Issue price (Rs.)**	**Nature of consideration**	**Nature of allotment**	**Cumulative no. of Equity Shares**	**Cumulative Paid-up capital(Rs.)**
On Incorporation	20	100	100	Cash	Subscription to the MOA (1)	20	2,000
January 15, 1990	5,000	100	100	Cash	Allotment (2)	5000	5,00,000
October 7, 1990	5,000	100	100	Cash	Further Allotment (3)	10,000	10,00,000
February 25, 2003	15,000	100	100	Other than Cash	Bonus Issue in the ratio of 9 Equity Shares for every 1 Equity Share held(4)	25,000	25,00,000
February 25,	(5,000)	100	217	Cash	Buy Back of	20,000	20,00,000

Date of allotment /fully paid up	No. of Equity Shares alloted	Face value (Rs.)	Issue price (Rs.)	Nature of consideration	Nature of allotment	Cumulative no. of Equity Shares	Cumulative Paid-up capital(Rs.)
2004					Equity Shares (5)		
October 27, 2007	15,000	100	100	Cash	Further Issue(6)	35,000	35,00,000
Pursuant to a resolution passed by our shareholders on July 31, 2017, our Company sub-divided its equity shares from face value of Rs. 100 to face value of Rs. 10 each. Therefore, the cumulative number of equity shares pursuant to subdivision was 35,00,000 equity shares of face value of Rs. 10 each							
September 1, 2017	31,50,000	10	-	Other than Cash	Bonus Issue in the ratio of 9 Equity Shares for every 1 Equity Share held(7)	35,00,000	3,50,00,000
November 14, 2017	14,00,000	10	21	Cash	Rights Issue in the ratio of 2 Equity Shares for every 5 Equity Shares held (8)	49,00,000	4,90,00,000
March 13, 2018	6,65,331	10	21	Cash	PrivatePlacement through preferential allotment(9)	55,65,331	5,56,53,310

Initial subscribers to Memorandum of Association subscribed 20 Equity Shares of face value of Rs. 100 each fully paid at par as per the details given below:

Sr. No.	Name of Allottees	No. of Shares Subscribed
1	Chhaganlal Trikambhai Nar	10
2	Shamji Govind Ladani	10
	Total	**20**

Further allotment of 5,000 Equity Shares of face value of Rs. 100 each fully paid as on January 15, 1990 as per the details given below:

Sr. No	Name of Allottee	No. of Shares Alloted
1	Shamjibhai Govindbhai Ladani	(90+10*)100
2	Ashwinbhai Shamjibhai Ladani	100
3	Bharatbhai Shamjibhai Ladani	100
4	Pankajbhai Valjibhai Ladani	100
5	Dhansulhlal Govindbhai Ladani	100
6	Chhaganlal Trikambhai Nar	(890+10*)900
7	Atulbhai Chhaganlal Nar	100
8	Mansukhlal Gangjibhai Bhalodi	900
9	Shardaben Mansukhlal Bhalodi	100
10	Madhavjibhai Vasram	250
11	Alkaben Mukeshbhai Tilva	250
12	Niruben Tusharbhai Tilva	250

Sr. No	Name of Allottee	No. of Shares Alloted
13	Jayantilal Mahidas Tilva	400
14	Hiradas Mahidas Tilva	400
15	Daxaben Hiralal Tilva	100
16	Daxaben Jayantilal Tilva	100
17	Mansukhlal Ramjibhai Tilva(HUF)	250
18	Ashokbhai Ramjibhai Tilva (HUF)	250
19	Ashokbhai Chhaganlal Kalaria	250
	Total	**5,000**

*The 10 shares subscribed by Chhaganlal Trikambhai Nar and Shamjibhai Govindbhai Ladani each at the time of incorporation were allotted to them by the Company on January 15, 1990.

Further allotment of 5,000 Equity Shares of face value of Rs. 100 each fully paid up as on October 7, 1990 as per the details given below:

Sr. No	Name of Shareholder	No of Shares Allotted
1	Shamjibhai Govindbhai Ladani	150
2	Ashwinbhai Shamjibhai Ladani	50
3	Bharatbhai Shamjibhai Ladani	150
4	Pankajbhai Valjibhai Ladani	50
5	Dhansulhlal Govindbhai Ladani	50
6	Chhaganlal Trikambhai Nar	850
7	Atulbhai Chhaganlal Nar	150
8	Mansukhlal Gangjibhai Bhalodi	850
9	Shardaben Mansukhlal Bhalodi	150
10	Madhavjibhai Vasram	250
11	Alkaben Mukeshbhai Tilva	330
12	Niruben Tusharbhai Tilva	170
13	Hiradas Mahidas Tilva	200
14	Daxaben Hiralal Tilva	300
15	Daxaben Jayantilal Tilva	500
16	Mansukhlal Ramjibhai Tilva(HUF)	140
17	Ashokbhai Ramjibhai Tilva (HUF)	140
18	Bipinbhai Shamjibhai Ladani	50
19	Ramjibhai Mahudas Tilva	220
20	Ashokbhai Chhaganlal Kalaria	250
	Total	**5,000**

Bonus Issue of 15,000 Equity Shares in the ratio of 9:1 of face value of Rs. 100 each fully paid up as on February 25, 2003 as per the details given below:

Sr. No	Name of Allottee	No. of Shares Allotted
1	Shamjibhai Govindbhai Ladani	375
2	Ashwinbhai Shamjibhai Ladani	255
3	Bharatbhai Shamjibhai Ladani	375
4	Pankajbhai Valjibhai Ladani	225
5	Dhansulhlal Govindbhai Ladani	225
6	Madhavjibhai Vashram	750
7	Alkaben Mukeshbhai Tilva	870
8	Niruben Tusharbhai Tilva	630
9	Jayantilal Mahidas Tilva	600

Sr. No	Name of Allottee	No. of Shares Allotted
10	Hiralal Mahidas Tilva	1,200
11	Daxaben Hiralal Tilva	600
12	Daxaben Jayantilal Tilva	1,200
13	Mansukhlal Ramjibhai Patel	585
14	Ashokbhai Ramjibhai Tilva (HUF)	585
15	Bipinbhai Shamji Ladani	75
16	Ramjibhai Mahidas patel	330
17	Narendrabhai Hirjibhai Nar	150
18	Parsottambhai Hirhibhai Nar	300
19	Tusharbhai Vitthaldas Tilva	300
20	Rakesh Chhanganlal Nar	1,500
21	Manishbhai Chhanganlal Nar	1,500
22	Kantilal Hirjibhai Nar	300
23	Mahendra Mansukhlal Manvar	750
24	Ashokkumar Ramjibhai Patel	300
25	Narmadaben Chhanganlal Nar	1,050
	Total	**15,000**

Buy Back of 5,000 Equity Shares of face value Rs. 100 by the Company as per details given below:

Sr. no	Name of Shareholder	No of Shares bought back
1	Rakesh Chhanganlal Nar	500
2	Shamjibhai Govindbhai Ladani	200
3	Ashwinbhai Shamjibhai Ladani	100
4	Bharatbhai Shamjibhai Ladani	200
5	Madhavjibhai Vashram	250
6	Niruben Tusharbhai Tilva	250
7	Niruben Tusharbhai Tilva	150
8	Hiradas Mahidas Tilva	400
9	Daxaben Hiralal Tilva	200
10	Daxaben Jayantilal Tilva	600
11	Mansukkhlal Ramjibhai Tilva	100
12	Ashokbhai Ramjibhai Tilva	500
13	Parsottambhai Hirjibhai Nar	200
14	Tusharbhai Vitthaldas Tilva	200
15	Manishbhai Chhanglal Nar	500
16	Mahendra Mansukhlal Manvar	250
17	Narmadaben Chhanganlal Nar	350
18	Narendrakumar Nar	50
	Total	**5,000**

Further allotment of 15,000 Equity Shares of face value of Rs. 100 each fully paid up as on October 27, 2007 as per the details given below:

Sr. No	Name of Allottee	No. of Shares Allotted
1	Hiralal Mahidas Tilva	2,750
2	Daxaben Hiralal Patel	850
3	Jayantilal Mahidas Tilva	1,800
4	Daxaben Jayantilal Tilva	1,800
5	Rakesh Chhaganlal Nar	1,500

Sr. No	Name of Allottee	No. of Shares Allotted
6	Manish Chhaganlal Nar	1,500
7	Narmadaben Chhaganlal Nar	1,050
8	Ashwin Shamjibhai Ladani	450
9	Bharatkumar Shamjibhai Ladani	600
10	Bipinkumar Shamjibhai Ladani	450
11	Mahendrabhai M. Manvar	750
12	Kantilal Hirjibhai Nar	750
13	Madhavjibhai V. Nadapara	750
	Total	**15,000**

Bonus Issue of 31,50,000 Equity Shares of face value of Rs. 10 each fully paid up as on September 1, 2017 as per the details given below:

Sr. No	Name of Allottee	No. of Shares Allotted
1	Hiralal Mahidas Tilva	7,42,500
2	Rakeshbhai Chhaganlal Patel	3,62,250
3	Sheetalben Sanjeevkumar Chaniara	1,80,000
4	Hetal Mayurkumar Kalaria	1,80,000
5	Avani Nileshkumar Dadhania	1,80,000
6	Daxaben Hiralal Tilva	2,92,500
7	Manishabhai Chhaganbhai Patel	3,62,250
8	Parulben Rakeshbhai Patel	4,25,250
9	Sheetalben Manishbhai Patel	4,25,250
	Total	**31,50,000**

Rights Issue of 14,00,000 Equity Shares of face value of Rs.10 each fully paid up as on November 14, 2017 as per the details given below:

Sr. No	Name of Allottee	No. of Shares Allotted
1	Hiralal Mahidas Tilva	3,30,000
2	Rakeshbhai Chhaganlal Patel	1,61,000
3	Sheetalben Sanjeevkumar Chaniara	80,000
4	Hetal Mayurkumar Kalaria	80,000
5	Avani Nileshkumar Dadhania	80,000
6	Daxaben Hiralal Tilva	1,30,000
7	Manishabhai Chhaganbhai Patel	1,61,000
8	Parulben Rakeshbhai Patel	1,89,000
9	Sheetalben Manishbhai Patel	1,89,000
	Total	**14,00,000**

Private Placement through preferential allotment of 6,65,331 Equity Shares of face value of Rs.10 each fully paid up as on March 13, 2018 as per the details given below:

Sr. No	Name of Allottee	No. of Shares Allotted
1	Hiralal Mahidas Tilva	47,047
2	Sanjivkumar Vasantbhai Chaniara	1,19,000
3	Sandeepkumar Vasantbhai Chaniara	1,19,000
4	Jaysukhlal Mohanbhai Khanpara	71,428
5	Rakesh Chhaganlal Patel	83,168

Sr. No	Name of Allottee	No. of Shares Allotted
6	Parulben Rakeshbhai Patel	71,261
7	Manish Chhaganlal Patel	83,166
8	Sheetalben Manishkumar Nar	71,261
	Total	**6,65,331**

3. We have not issued any Equity Shares for consideration other than cash except as stated below:

Date of allotment	Number of equity shares	Face Value (Rs.)	Issue Price (Rs.)	Reasons for allotment	Benefits accrued to our Company	Allottees	No. of Shares allotted
September 1, 2017		10	Nil	Bonus issue in ratio of 9 equity shares for every 1 equity share held	Capitalisation of Reserves	Hiralal Mahidas Tilva	7,42,500
						Rakeshbhai Chhaganlal Patel	3,62,250
						Sheetalben Sanjeevkumar Chaniara	1,80,000
						Hetal Mayurkumar Kalaria	1,80,000
						Avani Nileshkumar Dadhania	1,80,000
						Daxaben Hiralal Tilva	2,92,500
						Manishabhai Chhaganbhai Patel	3,62,250
						Parulben Rakeshbhai Patel	4,25,250
						Sheetalben Manishbhai Patel	4,25,250
Total							**31,50,000**

4. No Equity Shares have been allotted pursuant to any scheme approved under Section 230-240 of the Companies Act, 2013.

5. Our Company has not issued any shares pursuant to an Employee Stock Option Scheme.

6. Our Company has not revalued its assets since inception and have not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.

7. We have not issued any shares at price below issue price within last one year fromthe date of this Prospectus except as given below:

Date of allotment	Number of equity shares	Face Value (Rs.)	Issue Price (Rs.)	Reasons for allotment	Benefits accrued to our Company	Allottees	No. of Shares allotted
September 1, 2017	31,50,000	10	Nil	Bonus issue in ratio of 9 equity shares for every 1 equity share held	Capitalisation of Reserves	Hiralal Mahidas Tilva	7,42,500
						Rakeshbhai Chhaganlal Patel	3,62,250
						Sheetalben Sanjeevkumar Chaniara	1,80,000
						Hetal Mayurkumar Kalaria	1,80,000
						Avani Nileshkumar Dadhania	1,80,000
						Daxaben Hiralal Tilva	2,92,500
						Manishabhai Chhaganbhai Patel	3,62,250
						Parulben Rakeshbhai Patel	4,25,250
						Sheetalben Manishbhai Patel	4,25,250
Total							**31,50,000**

8. As on the date of this Prospectus, our Company does not have any preference share capital.

9. Build-up of Promoters' shareholding, Promoters' contribution and lock-in

i. Built up of Promoter's shareholdings:

As on the date of this Prospectus, our Promoters, Hiralal Mahidas Tilva and Rakesh Chhanganlal Patel, hold 18,48,715 Equity Shares which constitutes 33.22% of the paid up share capital of our Company. None of the Equity shares held by our promoters are subject to any pledge.

Mr. Hiralal Mahidas Tilva

Date of Allotment	No. of Equity Shares	Face value per share (Rs.)	Issue/ Acquisition/ Transfer price (Rs.)	Nature of transaction	Pre-issue shareholding	Post-issue shareholding
January 15, 1990	400	100	100	Further Allotment	0.07	0.05
October 7, 1990	200	100	100	Further Allotment	0.04	0.03
July 3, 1994	200	100	100	Transferred	0.04	0.03

Date of Allotment	No. of Equity Shares	Face value per share (Rs.)	Issue/ Acquisition/ Transfer price (Rs.)	Nature of transaction	Pre-issue shareholding	Post-issue shareholding
				from Mansuklal Bhalodi		
February 25, 2003	1,200	100	100	Further Allotment	0.22	0.15
February 25, 2004	(400)	100	100	Buy back	(0.01)	(0.01)
September 18, 2004	250	100	100	Transferred from Alkaben Tilva	0.04	0.03
September 18, 2004	330	100	100	Transferred from Alkaben Tilva	0.06	0.04
September 18, 2004	220	100	100	Transferred from Alkaben Tilva	0.04	0.03
October 27,2007	2750	100	100	Further Allotment	0.49	0.35
June 30, 2009	200	100	100	Transferred from Kantilal Nar	0.04	0.03
June 30, 2009	300	100	100	Transferred from Kantilal Nar	0.05	0.04
June 30, 2009	300	100	100	Transferred from Kantilal Nar	0.05	0.04
June 30, 2009	150	100	100	Transferred from Kantilal Nar	0.03	0.02
June 30, 2009	50	100	100	Transferred from Kantilal Nar	0.01	0.01
June 30, 2009	750	100	100	Transferred from Kantilal Nar	0.13	0.09
January 1, 2016	1,800	100	100	Transferred from Kantilal Nar	0.32	0.23
January 1, 2016	200	100	100	Transferred from Kantilal Nar	0.04	0.03
January 1, 2016	140	100	100	Transferred from Kantilal Nar	0.03	0.02
January 1, 2016	585	100	100	Transferred from Kantilal	0.11	0.07

Date of Allotment	No. of Equity Shares	Face value per share (Rs.)	Issue/ Acquisition/ Transfer price (Rs.)	Nature of transaction	Pre-issue shareholding	Post-issue shareholding
				Nar		
January 1, 2016	330	100	100	Transferred from Kantilal Nar	0.06	0.04
January 1, 2016	300	100	100	Transferred from Kantilal Nar	0.05	0.04
January 1, 2016	150	100	100	Transferred to Kantilal Nar	0.03	0.02
January 1, 2016	95	100	100	Transferred from Kantilal Nar	0.02	0.01
January 1, 2016	600	100	100	Transferred from Kantilal Nar	0.11	0.08
May 20, 2016	250	100	100	Transferred from Kantilal Nar	0.04	0.03
May 20, 2016	750	100	100	Transferred from Kantilal Nar	0.13	0.09
May 20, 2016	750	100	100	Transferred from Kantilal Nar	0.13	0.09
May 20, 2016	50	100	100	Transferred from Kantilal Nar	0.01	0.01
May 20, 2016	600	100	100	Transferred from Kantilal Nar	0.11	0.08
May 20, 2016	100	100	100	Transferred from Kantilal Nar	0.02	0.01
May 20, 2016	25	100	100	Further Allotment	0.00	0.00
May 20, 2016	100	100	100	Further Allotment	0.02	0.01
May 20, 2016	250	100	100	Further Allotment	0.04	0.03
May 20, 2016	275	100	100	Further Allotment	0.05	0.03
June 23,2017	(1,200)	100	100	Transferred to Sheetalben Chaniara	(0.02)	(0.02)
June 23, 2017	(200)	100	100	Transferred to Sheetalben Chaniara	(0.00)	(0.00)

Date of Allotment	No. of Equity Shares	Face value per share (Rs.)	Issue/ Acquisition/ Transfer price (Rs.)	Nature of transaction	Pre-issue shareholding	Post-issue shareholding
June 23, 2017	(200)	100	100	Transferred to Sheetalben Chaniara	(0.00)	(0.00)
June 23, 2017	(250)	100	100	Transferred to Sheetalben Chaniara	(0.00)	(0.00)
June 23, 2017	(150)	100	100	Transferred to Sheetalben Chaniara	(0.00)	(0.00)
June 23, 2017	(330)	100	100	Transferred to Hetal Kalaria	(0.01)	(0.00)
June 23, 2017	(220)	100	100	Transferred to Hetal Kalaria	(0.00)	(0.00)
June 23, 2017	(200)	100	100	Transferred to Hetal Kalaria	(0.00)	(0.00)
June 23, 2017	(300)	100	100	Transferred to Hetal Kalaria	(0.01)	(0.00)
June 23, 2017	(300)	100	100	Transferred to Hetal Kalaria	(0.01)	(0.00)
June 23, 2017	(50)	100	100	Transferred to Hetal Kalaria	(0.00)	(0.00)
June 23, 2017	(600)	100	100	Transferred to Hetal Kalaria	(0.01)	(0.01)
June 23, 2017	(1800)	100	100	Transferred to Avani Dadhaniya	(0.03)	(0.02)
June 23, 2017	(200)	100	100	Transferred to Avani Dadhaniya	(0.00)	(0.00)
Pursuant to a resolution passed by our shareholders on July 31, 2017, our Company sub-divided its equity shares from face value of Rs. 100 to face value of Rs. 10 each. Therefore, cumulative number of equity shares of 8, 250 as on June 23, 2017 of Mr. Hiralal Mahidas Tilva pursuant to subdivision became 82,500 of face value of Rs. 10 each						
September 1, 2017	7,42,500	10	-	Bonus Issue	13.34	9.34
November 14, 2017	3,30,000	10	21	Rights Issue	5.93	4.15
March 13, 2018	47,047	10	21	Preferential Allotment	0.85	0.59
Total	12,02,047				21.60	15.13

Mr. Rakesh Chhanganlal Patel

Date of Allotment	No. of Equity Shares	Face value per share (Rs.)	Issue/ Acquisition/ Transfer price (Rs.)	Nature of transaction	Pre-issue shareholding	Post-issue shareholding
July 3, 1994	300	100	100	Transfer from Mansukhlal Bhalodi	0.05	0.04
May 25, 1998	700	100	100	Transfer from Chhaganlal Nar	0.13	0.09
February 25, 2003	1500	100	100	Further Allotment	0.27	0.19
February 25,2004	(500)	100	100	Buy Back	(0.01)	(0.00)
October 27, 2007	1500	100	100	Further Allotment	0.27	0.19
June 28, 2017	525	100	100	Transferred from Narmadaben Nar	0.09	0.07
Pursuant to a resolution passed by our shareholders on July 31, 2017, our Company sub-divided its equity shares from face value of Rs. 100 to face value of Rs. 10 each. Therefore, cumulative number of equity shares of 4,025 as on June 28, 2017 of Mr. Rakesh Chhanganlal Patel pursuant to subdivision became 40,250 of face value of Rs. 10 each						
September 1, 2017	3,62,250	10	-	Bonus Issue	6.51	4.56
November 14, 2017	1,61,000	10	21	Rights Issue	2.89	2.03
March 13, 2018	83,168	10	21	Preferential Allotment	1.49	1.05
Total	6,46,668				11.62	8.14

ii Details of Promoters Contribution locked in for three years

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

Our Promoters have given written consent to include such number of Equity Shares held by them and subscribed by them as a part of Promoters’ Contribution constituting 20.08% of the post issue Equity Shares of our Company and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters Contribution, for a period of three years from the date of allotment in the Issue.

Date of Allotment/ made fully paid up	No. of Shares Allotted/ Transferred	Face Value	Issue Price	Nature of Allotment	% of Post Issue shareholding	Lock in Period
Hiralal Mahidas Tilva						
September 1, 2017	7,42,500	10	-	Bonus Issue	9.34	3 Years
November 14, 2017	3,30,000	10	21	Rights Issue	4.15	3 Years
Rakesh Chhaganlal Patel						
September 1, 2017	3,62,250	10	-	Bonus Issue	4.56	3 Years
November 14, 2017	1,61,000	10	21	Rights Issue	2.03	3 Years
Total	15,95,750				20.08	

The Minimum Promoters' Contribution has been brought in to the extent of not less than the specified minimum lot and from the persons defined as 'promoter' under the SEBI ICDR Regulations. The Equity Shares that are being locked in are not ineligible for computation of Promoters' Contribution in terms of Regulation 33 of the SEBI ICDR Regulations. In connection, we confirm the following:

The Equity Shares offered for minimum 20 % Promoters' Contribution have not been acquired in the three years preceding the date of this Prospectus for consideration other than cash and revaluation of assets or capitalization of intangible assets nor resulted from a bonus issue out of the revaluation reserves or unrealized profits of the Company or against Equity Shares which are otherwise ineligible for computation of Promoters' contribution;

(a) The minimum Promoters' Contribution does not include Equity Shares acquired during the one year preceding the date of this Prospectus at a price lower than the Issue Price;

(b) No equity shares have been issued to our promoter upon conversion of a partnership firm during the preceding one year at a price less than the issue price.

(c) The Equity Shares held by the Promoters and offered for minimum Promoters' contribution are pledge;

(d) All the Equity Shares of our Company held by the Promoters are in the process of being dematerialized; and

(e) The Equity Shares offered for Promoter's Contribution do not consist of Equity Shares for which specific written consent has not been obtained from the Promoter for inclusion of its subscription in the Promoter's Contribution subject to lock-in.

iii **Details of Share Capital locked in for one year**

Other than the above Equity Shares that are locked in for three years, the entire pre-Issue Equity Share capital of our Company shall be locked-in for a period of one year from the date of allotment in the Public Issue.

iv **Other requirements in respect of lock-in:**

Pursuant to Regulation 39 of the SEBI ICDR Regulations, the locked-in Equity Shares held by the Promoters, as specified above, can be pledged only with scheduled commercial banks or public financial institutions as collateral security for loans granted by such scheduled commercial banks or public financial institution, provided that the pledge of the Equity Shares is one of the terms of the sanction of the loan.

Provided that securities locked in as Promoters' Contribution for 3 years under Regulation 36(a) of the SEBI ICDR Regulations may be pledged only if, in addition to fulfilling the above requirement, the loan has been granted by such scheduled commercial bank or public financial institution for the purpose of financing one or more of the objects of the Issue.

Further, pursuant to Regulation 40 of the SEBI ICDR Regulations, the Equity Shares held by persons other than the Promoters prior to the Issue may be transferred to any other person holding the Equity Shares which are locked-in as per Regulation 37 of the SEBI ICDR Regulations, along with the Equity Shares proposed to be transferred, provided that lock-in on such Equity Shares will continue for the remaining period with the transferee and such transferee shall not be eligible to transfer such Equity Shares till the lock-in period stipulated under the SEBI ICDR Regulations has ended, subject to compliance with the Takeover Code, as applicable.

We further confirm that our Promoters' Contribution of 20.08% of the post Issue Equity Share capital does not include any contribution from Alternative Investment Fund.

10. Except as mentioned below, there were no shares purchased/sold by the Promoter and Promoter Group, directors and their immediate relatives during last 6 months:

Date of Allotment/ transfer	Name of Allot tee/ Transferee	Number of Shares Allotted/ Transferred	Face Value	Issue Price/ Transfer Price	Reason of Allotment/ Transfer
March 13, 2018	Hiralal Mahidas Tilva	47,047	10	21	Private Placement through Preferential Allotment
	Sanjivkumar Vasantbhai Chaniara	1,19,000			
	Sandeepkumar Vasantbhai Chaniara	1,19,000			
	Jaysukhlal Mohanbhai Khanpara	71,428			
	Rakesh Chhaganlal Patel	83,168			
	Parulben Rakeshbhai Patel	71,261			
	Manish Chhaganlal Patel	83,166			
	Sheetalben Manishkumar Nar	71,261			
	Total	6,65,331			

11. Our Shareholding Pattern

The table below presents the shareholding pattern of our company.

Summary of shareholding pattern as on the date of this Prospectus:

Category	Category of Shareholder	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities*		of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form***
								No of Voting Rights	Total as a % of (A+B+C)			No.(a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
I	II	III	IV	V	VI	VII = IV + V+ VI	VIII	IX		X	XI = VII + X	XII		XIII		XIV
A	Promoter and Promoter Group	-	53,74,903	-	-	53,74,903	96.58	53,74,903	96.58	-	96.58	-	-	-	-	53,74,903
B	Public	-	1,90,428	-	-	1,90,428	3.42	1,90,428	3.42	-	3.42	-	-	-	-	1,90,428
C	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	**12**	**55,65,331**	**-**	**-**	**55,65,331**	**100**	**55,65,331**	**100**	**-**	**100**	**-**	**-**	**-**	**-**	**100**

As on the date of filing of this Prospectus 1 equity Share holds 1 vote.

All Pre-IPO Equity Shares of our Company will be locked in as mentioned above prior to listing of Equity Shares on Emerge Platform of National Stock Exchange India Limited.

Note: PAN of shareholders will be provided to the Stock Exchange by our Company prior to listing of its Equity Shares on the Stock Exchange.

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

In terms of SEBI Listing Regulations, our Company shall ensure that the Equity Shares held by the Promoters / members of the Promoter Group shall be dematerialized prior to listing of Equity shares.

12. **The details of the holding of securities (including shares, warrants, convertible securities) of persons belonging to the category Promoter and Promoter Group are as under:**

Sr. No.	Name of Shareholder	Pre-Issue		Post Issue	
		No of Equity Shares	% of Pre-Issue Capital	No of Equity Shares	% of Pre-Issue Capital
(I)	(II)	(III)	(IV)	(V)	(VI)
	Promoter				
1.	Hiralal Mahidas Tilva	12,02,047	21.60	12,02,047	15.13
2.	Rakesh Chhaganlal Patel	6,46,668	11.62	6,46,668	8.14
	Subtotal (A)	**18,48,715**	**33.22**	**18,48,715**	**23.27**
	Promoter Group				
1.	Sheetal Sanjivkumar Chaniara	2,80,000	5.03	2,80,000	3.52
2.	Hetal Mayur Kalaria	2,80,000	5.03	2,80,000	3.52
3.	Avni Nileshkumar Dadhaniya	2,80,000	5.03	2,80,000	3.52
4.	Daxaben Hiralal Tilva	4,55,000	8.18	4,55,000	5.73
5.	Manishkumar Chhaganlal Patel	6,46,666	11.62	6,46,666	8.14
6.	Parulben Rakeshbhai Patel	7,32,761	13.17	7,32,761	9.22
7.	Shitalben Manishkumar Nar	7,32,761	13.17	7,32,761	9.22
8.	Sanjivkumar Chaniara	1,19,000	2.14	1,19,000	1.50
	Subtotal (B)	**35,26,188**	**63.36**	**35,26,188**	**44.37**
	Total (A+B)	**53,74,903**	**96.58**	**53,74,903**	**67.63**

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

Name of promoter	No. of Shares held	Average Cost of Acquisition
Hiralal Mahidas Tilva	12,02,047	9.12
Rakesh Chhaganbhai Patel	6,46,668	8.46

14. Except the persons given below, no other persons belonging to the category "Public" holds securities (including shares, warrants, convertible securities) of more than 1% of the total number of shares:

Sr. No.	Name of shareholder	No. of Shares held	% of total pre-issue shareholding
1.	Jaysukhlal Khanpara	71,428	1.28
2.	Sandeepkumar Vasantbhai Chaniara	1,19,000	2.14
	Total	**1,90,428**	**3.42**

15. The lists of top 10 shareholders of our Company and the number of Equity Shares held by them as on the date of filing, ten days before the date of filing and two years before the date of filing of this Prospectus are set forth below:

(a) Particulars of top 10shareholders as on the date of filling of this Prospectus:

Sr. No.	Name of Shareholder	Number of Equity Shares	% of total Paid-up Share Capital
1.	Hiralal Mahidas Tilva	12,02,047	21.60
2.	Parulben Rakeshbhai Patel	7,32,761	13.17
3.	Shitalben Manishkumar Nar	7,32,761	13.17
4.	Rakesh Chhaganlal Patel	6,46,668	11.62
5.	Maniskumar Chhaganlal Patel	6,46,666	11.62
6.	Daxaben Hiralal Tilva	4,55,000	8.18
7.	Sheetal Sanjivkumar Chaniara	2,80,000	5.03
8.	Hetal Mayur Kalaria	2,80,000	5.03
9.	Avni Nileshkumar Dadhaniya	2,80,000	5.03
10.	Sanjivkumar Chaniara	1,19,000	2.14
	Total	**53,74,903**	**96.58**

(b) Particulars of the top10 shareholders as at ten days prior to the date of filing of this Prospectus:

Sr. No.	Name of Shareholder	Number of Equity Shares	% of total Paid-up Share Capital
1.	Hirala Mahidas Tilva	12,02,047	21.60
2.	Parulben Rakeshbhai Patel	7,32,761	13.17
3.	Shitalben Manishkumar Nar	7,32,761	13.17
4.	Rakesh Chhaganlal Patel	6,46,668	11.62
5.	Maniskumar Chhaganlal Patel	6,46,666	11.62
6.	Daxaben Hiralal Tilva	4,55,000	8.18
7.	Sheetal Sanjivkumar Chaniara	2,80,000	5.03
8.	Hetal Mayur Kalaria	2,80,000	5.03
9.	Avni Nileshkumar Dadhaniya	2,80,000	5.03
10.	Sanjiv Kumar Chaniara	1,19,000	2.14
	Total	**53,74,903**	**96.58**

(c) Particulars of the top ten shareholders two years prior to the date of filing of this Prospectus:

Sr. No.	Name of Shareholder	Number of Equity Shares	% of total then existing Paid-up Share Capital
1.	Hirala Mahidas Tilva	11,000	31.71
2.	Rakesh Chhaganlal Patel	3500	10.00
3.	Manish Nair	3500	10.00
4.	Daxaben HiralalTilva	3,250	9.29
5.	Narmadaben Nar	2,450	7.00
6.	Sheetal Patel	2,100	6.00
7.	Parul Patel	2,100	6.00
8.	Madhavjibhai Nadapara	1,750	5.00
9.	Mahendrabhai Manvar	1,750	5.00
10.	Bharatkumar Ladani	1,417	4.05
	Total	**32,817**	**94.05**

16. 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 SEBI (Share Based Employee Benefits) Regulations, 2014.

17. Neither the Lead Manager viz. Pantomath Capital Advisors Private Limited, nor their associates hold any Equity Shares of our Company as on the date of this Prospectus.

18. Under subscription, if any, in any category, shall be allowed to be met with spillover from the other categories at the sole discretion of our Company and in consultation with the Lead Manager and the Designated Stock Exchange and in accordance with applicable laws, rules, regulations and guidelines.

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

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

21. The The Issue is being made through the Fixed Price Process and allocation would under regulation43(4) wherein (a) minimum fifty per cent would be allotted to retail individual investors; and (b)remaining to Individual applicants other than retail individual investors; and other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for; 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. For details, see chapter titled “Issue Procedure” beginning on page 239 of this Prospectus.

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

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

24. 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 the Prospectus until the Equity Shares have been listed. Further, our Company does not intend to alter its capital structure within six months from the date of opening of the Issue, by way of split / consolidation of the denomination of Equity Shares. However, our Company may

further issue Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the listing of equity shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board may deem fit, if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.

25. None of the persons/entities comprising our Promoter Group, or our Directors or 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 any such entity/individual or otherwise during the period of six months immediately preceding the date of filing of this Prospectus.

26. Our Company, our Promoters, our Directors and the Lead Manager have not entered into any buy back or standby or similar arrangements for the purchase of Equity Shares being offered through the Issue from any person.

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

28. An over-subscription to the extent of 10% of the Issue can be retained for the purpose of rounding off to the nearest multiple of minimum allotment lot, 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 our Promoters and subject to lock- in shall be suitably increased; so as to ensure that a minimum of 20% of the post Issue paid-up capital is locked in.

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

30. All the Equity Shares of our Company are fully paid up as on the date of the Prospectus. Further, since the entire issue price in respect of the Issue is payable on application, all the successful applicants will be issued fully paid-up equity shares and thus all shares offered through this issue shall be fully paid-up.

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

32. Our Company has not raised any bridge loans against the proceeds of the Issue.

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

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

35. An applicant cannot make an application for more than the number of Equity Shares being issued through this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.

36. No payment, direct or indirect in the nature of discount, commission, and allowance or otherwise shall be made either by us or our Promoters to the persons who receive allotments, if any, in this Issue other than to the Eligible Employees who shall be eligible for Employee Discount.

37. Our Company has 12shareholders as on the date of filing of this Prospectus.

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

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

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

41. For the details of transactions by our Company with our Promoter Group, Group Companies during the financial years ended March 31, 2017, 2016, 2015, 2014 and 2013 and half year ended December31, 2017, please refer to paragraph titled Details of Related Parties Transactions as restated in the chapter titled Financial Statements as restated on page 183 of this Prospectus.

42. None of our Directors or Key Managerial Personnel holds Equity Shares in our Company, except as stated in the chapter titled Our Management beginning on page 155 of this Prospectus

OBJECT OF THE ISSUE

Requirement of Funds

The proceeds of the Issue, after deducting Issue related expenses, are estimated to be Rs. 460.22 lakhs (the "**Net Proceeds**")

We intend to utilize the Net Proceeds towards the following objects:
1. To finance setting up of Closed Die Forging manufacturing facility; and
2. General corporate purposes.

(Collectively, herein referred to as the "**Objects**")

The main objects clause of our Memorandum of Association and the objects incidental and ancillary to the main objects enables us to undertake the activities for which funds are being raised in the Issue. The existing activities of our Company are within the objects clause of our Memorandum of Association.

Also, we believe that the listing of Equity Shares will enhance our Company's corporate image, brand name and create a public market for our Equity Shares in India.

ISSUE PROCEEDS

The details of the proceeds of the Issue are set out in the following table:

(Rs. in Lakhs)

Particulars	Estimated amount[(1)]
Gross Proceeds from the Issue	500.22
(Less) Issue related expenses	40.00
Net Proceeds	460.22

[(1)]To be finalized on determination of the Issue Price.

UTILISATION OF NET PROCEEDS

The Net Proceeds are proposed to be used in the manner set out in the following table:

(Rs in lakhs)

Sr. No.	Particulars	Estimated Amount
1.	To finance setting up of Closed Die Forging manufacturing facility	460.12
2.	General corporate purposes[(1)]	0.10
	Total Net Proceeds	460.22

[(1)]To be finalized on determination of the Issue Price and updated in the Prospectus prior to filing with the RoC.

SCHEDULE OF IMPLEMENTATION AND DEPLOYMENT OF FUNDS

We propose to deploy the Net Proceeds for the aforesaid purposes in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below.

(*Rs. In lakhs)*

Sr. No.	Particulars	Amount to be funded from the Net Proceeds	Estimated Utilisation of Net Proceeds (Financial Year 2019)
1.	To finance setting up of Closed Die Forging manufacturing facility	460.12	460.12
2.	General corporate purposes[(1)]	0.10	0.10
	Total Net Proceeds	460.22	460.22

[(I)]To be finalized on determination of the Issue Price and updated in the Prospectus prior to filing with the RoC.

To the extent our Company is unable to utilise any portion of the Net Proceeds towards the Objects, as per the estimated schedule of deployment specified above, our Company shall deploy the Net Proceeds in the subsequent Financial Years towards the Objects

Means of Finance

The setting up of closed die forging manufacturing facility will be met through the Net Proceeds to the extent of Rs. 460.12 lakhs and balance through internal accruals/ net worth. The details of the means of finance has been given as follows:

(Rs. in lakhs)

Object of the Issue	Amount Required	IPO Proceeds	Bank Finance
To finance setting up of Closed Die Forging manufacturing facility	870.12	460.12	410.00
General Corporate purposes	0.10	0.10	-
Total	870.22	460.22	410.00

The total cost of the Project of setting up of Closed Die Forging manufacturing facility is Rs. 870.12 Lakhs. The Company intends to raise Rs. 460.12 Lakhs through proceeds of IPO and by taking a term loan of Rs. 410 Lakhs from Axis Bank. Accordingly, all the documentation has been duly completed between the Company and the Axis Bank and the Bank has issued a sanction letter to the Company for the said amount vide a sanction letter dated September 7, 2017. Please note that the said amount of Rs. 410 Lakhs will be disbursed by the Axis Bank after raising of funds successfully through IPO.

Accordingly, we confirm that we are in compliance with the 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 Net Proceeds and existing identifiable internal accruals.

APPRAISAL BY APPRAISING AGENCY

Axis Bank Limited has appraised the setting up of Closed Die Forging manufacturing facility while sanctioning the finance for the project. Further, M/s M.N. Manvar and Company, Chartered Accounts has certified the Project Report dated April 05, 2018.

The fund requirements mentioned above for setting up of closed die forging manufacturing facility is based on the internal management estimates of our Company and the appraisal and project report issued by Axis Bank Limited and M/s M.N. Manvar and Company, Chartered Accountants, respectively and have not been verified by the Lead Manager. The fund requirements are based on current circumstances of our business and our Company may have to revise its estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment, costs of commodities and interest or exchange rate fluctuations. The actual costs would

depend upon the negotiated prices with the suppliers/contractors and may vary from the above estimates. Consequently, the fund requirements of our Company are subject to revisions in the future at the discretion of the management. In the event of any shortfall of funds for the activities proposed to be financed out of the Net Proceeds as stated above, our Company may re-allocate the Net Proceeds to the activities where such shortfall has arisen, subject to compliance with applicable laws. Further, in case of a shortfall in the Net Proceeds or cost overruns, our management may explore a range of options including utilising our internal accruals or seeking debt financing.

Details of the Object

The details of the objects of the Issue are set out below.

1. To finance setting up of Closed Die Forging manufacturing facility

Our Company is having existing set up of manufacturing of closed die forging items at Plot No.1, Survey No. 298/30, Rajkot Gondal Highway, Shapar (Varval), Distt: Rajkot. The existing installed capacity of the manufacturing plant is 5,000 MTPA. As a part of our business strategy, our Company intends to expand manufacturing capacity by 2,400 MTPA to meet future demand for its products at Survey No. 55/1, Paiki 6/Paiki 1/Paiki1 at Vill : Pipalia, Tal : Gondal, Dist; Rajkot.

Estimated Costs

The total estimated cost of setting up of closed die forging manufacturing facility as per the appraisal report is Rs. 870.14 lakhs. The total cost for setting up of additional manufacturing facility has been estimated by our management in accordance with our business plan approved by our Board of Directors pursuant to its meeting dated May 3, 2018 and based on Appraisal Report of Axis Bank Limited and Project Report issued by M/s M.N. Manvar and Company, Chartered Accountants and quotations received from third party suppliers.

The detailed breakdown of such estimated cost is set forth below.

(Rs. in lakhs)

Sr. No	Description of Cost	Project Cost
1	Land*	35.00
2	Factory Building	75.00
3	Plant & Machinery	683.99
4	Miscellaneous Fixed Assets	41.95
5	Contingencies	7.36
6	Margin for Working Capital	26.82
	Total Estimated Cost of the Project	**870.12**

**Our Company has already acquired the land required for the manufacturing facility at a total cost of Rs. 42.36 lakhs out of the internal accruals. The escalated cost of Rs. 7.36 lakhs has been included under Contingencies above. The same has also been certified by M/s M.N. Manvar and Company, Chartered Accountants vide certificate dated May 02, 2018.*

Means of finance

The total estimated cost for setting up of closed die forging manufacturing facility is proposed to be finances as follows:

Particulars	Amount (Rs. in Lakhs)
Out of Issue Proceeds	460.12
Term Loan	410.00
Total Means of Finance	**870.12**

Note: Any increase in the cost of setting up of Closed Die Forging manufacturing unit or shortfall in the funding would be financed through internal accruals.

Land

Our Company has already acquired plot of land, at Survey no. 55/1, Paiki 6/Paiki 1/Paiki1 at Vill : Pipalia, Tal : Gondal, Distt: Rajkot. The total area of theses plots of land is approximately 8093 square meters.

Factory Building

Our Company is planning to build factory shed on the above land to setup the proposed plant and machineries. Our company proposes to construct space of approximately 1,718 square meters to meet the above requirement. The cost of the civil construction is estimated to be Rs. 75.00 lakhs.

Plant & Machinery

The company propose to acquire plant & machinery for expanding production capacity at an estimated cost of Rs. 683.99 lakhs. The detailed list of plant & machinery to be acquired by the company is as under:-

Sr. No.	Particulars	Quantity	Amount (Rs. in Lakhs)	Suppliers	Date of Quotation
1.	C31.5K Hydraulic Die Hammer	1	173.25	Anyang Forging Press Machinery Industry Co. Ltd	May 15, 2017
2.	Trimming Press 100 Ton	1	14.16	Sadhu Engineering Works	12 June,2017
3.	Trimming Press 150 Ton	1	17.70	Sadhu Engineering Works	January 23, 2018
4.	Induction Furnace 200KVA	1	16.52	RA Induction	February 2, 2018
5.	Induction Furnace 300KVA	1	24.78	RA Induction	February 2, 2018
6.	Reduced Roller	1	12.98	Sadhu Engineering Works	May 25,2017
7.	Cutting Machine (ITL CS9C80)	1	21.94	ITL Industries Limited	July 3, 2017
8.	Hot & Warm Forging Press	1	301.27	Machine Tools (India) Limited	May 15, 2017
9.	Air Compressor CSD 125	1	9.77	Kaeser Compressors India Pvt.Ltd	February 2, 2018
10.	Reduced Roller	1	11.21	Sadhu Engineering	January 23, 2018

Sr. No.	Particulars	Quantity	Amount (Rs. in Lakhs)	Suppliers	Date of Quotation
				Works	
11.	Overhead Crane 10 Ton	1	23.60	Safex Industries Limited	January 01, 2018
12.	Hydraulic Press 200 Ton	1	15.34	Precision Forge	January 16, 2018
13.	Cooling Conveyor	2	21.47	Union Automation Systems (India) Private Limited	December 9, 2017
14.	Transportation, Start-up, Foundation and Installation Charges	NA	20.00	-	-
	Total		**683.99**		

We have not entered into any definitive agreements with the suppliers and there can be no assurance that the same suppliers would be engaged to eventually set-up the closed die forging facility at the same costs. The cost of closed die forging manufacturing unit is based on the estimates of our management.

Our Promoters, Directors, Key Management Personnel or Group Entities have no interest in the proposed procurements, as stated above.

Misc. Fixed Assets and Contingencies

Apart from the above plant and machineries, our Company proposes to purchase certain other fixed assets amounting to Rs. 49.31 lakhs including various contingencies like increase in cost, escalations etc. required to set up the Closed Die Forging manufacturing facility.

Margin Money for Working Capital

We have made a total provision of Rs. 20.00 lakhs towards margin money for working capital based on an estimate. The requirement of funds in relation to the objects of the Issue are based on current conditions which are subject to change.

Proposed Schedule of Implementation:

Activities	Commencement	Estimated Completion Date
Acquisition of land	Already acquired	NA
Construction of Factory Building	To be commenced	June 2018
Purchase of Plant and Machineries and Miscellaneous Fixed Assets	Under Process	July 2018
Arrangement of Power and Water	Already Applied	June 2018
Trial Run	-	August 2018
Commissioning	-	August 2018

Power:

The power requirement for proposed expansion unit is 1000 KVA which will be supplied by Paschim Gujarat Vij. Company Limited (PGVCL). The company has already applied for the same.

Water:

Water requirement for proposed expansion unit is 10,000 litres per month which will be met from the local authority and bore wills.

2. General Corporate Purpose

The Net Proceeds will be first utilized towards the Objects as mentioned above. The balance is proposed to be utilized for general corporate purposes, subject to such utilization not exceeding 25% of the Net Proceeds, in compliance with the SEBI ICDR Regulations. Our Company intends to deploy the balance Net Proceeds, if any, for general corporate purposes, subject to above mentioned limit, as may be approved by our management, including but not restricted to, the following:

- strategic initiatives
- brand building and strengthening of marketing activities; and
- On-going general corporate exigencies or any other purposes as approved by the Board subject to compliance with the necessary regulatory provisions.

The quantum of utilization of funds towards each of the above purposes will be determined by our Board of Directors based on the permissible amount actually available under the head "General Corporate Purposes" and the business requirements of our Company, from time to time. We, in accordance with the policies of our Board, will have flexibility in utilizing the Net Proceeds for general corporate purposes, as mentioned above.

ISSUE RELATED EXPENSES

The total expenses of the Issue are estimated to be approximately Rs 40.00 lakhs. The expenses of this include, among others, underwriting and management fees, printing and distribution expenses, advertisement expenses, legal fees and listing fees. The estimated Issue expenses are as follows:

Expenses	Expenses (Rs. in Lakhs)*	Expenses (% of total Issue expenses)	Expenses (% of Gross Issue Proceeds)
Payment to Merchant Banker including expenses towards printing, advertising, and payment to other intermediaries such as Registrars, Bankers etc.	35.00	87.50	7.00
Regulatory fees	3.00	7.50	0.60
Marketing and Other Expenses	2.00	5.00	0.40
Total estimated Issue expenses	40.00	100.00	8.00

As on the date of Prospectus, our Company has incurred Rs. 9.46 Lakhs towards Issue Expenses out of internal accruals.

**Selling commission payable to the members of the Syndicate, CDPs, RTA and SCSBs, on the portion for RIIs and NIIs, would be as follows:

Portion for RIIs	0.25% ^ (exclusive of Goods and Service Tax)
Portion for NIIs	0.15% ^ (exclusive of Goods and Service Tax)

^Percentage of the amounts received against the Equity Shares Allotted (i.e. the product of the number of Equity Shares Allotted and the Issue Price)

Further, the Members of Syndicate, RTAs and CDPs will be entitled to bidding charges of Rs 10 (plus applicable Goods and Service Tax) per valid ASBA Form. The terminal from which the Bid has been uploaded will be taken into account in order to determine the total bidding charges payable to the relevant RTA/CDP.

***Registered Brokers, will be entitled to a commission of Rs. 10 (plus applicable Goods and Service Tax) per Bid cum Application Form, on valid Bids, which are eligible for allotment, procured from RIIs and NIIs and submitted to the SCSB for processing. The terminal from which the bid has been uploaded will be taken into account in order to determine the total processing fees payable to the relevant Registered Broker, on valid bids, which are eligible for allotment, procured from Retail Individual Bidders and Non-Institutional Bidders and submitted to the SCSB for processing.

**** SCSBs would be entitled to a processing fee of Rs. 10 (plus Goods and Service Tax) for processing the Bid cum Application Forms procured by the members of the Syndicate, Registered Brokers, RTAs or the CDPs and submitted to SCSBs on valid bids for processing the Bid cum Application Form procured by the members of the Syndicate or the Registered Brokers or the CDPs or RTAs and submitted to them.

BRIDGE FINANCING

We have not entered into any bridge finance arrangements that will be repaid from the Net Issue Proceeds. However, we may draw down such amounts, as may be required, from an overdraft arrangement / cash credit facility with our lenders, to finance setting up of additional manufacturing facility requirements until the completion of the Issue. Any amount that is drawn down from the overdraft arrangement / cash credit facility during this period to finance setting up of additional manufacturing facility requirements will be repaid from the Net Proceeds of the Issue.

INTERIM USE OF FUNDS

Pending utilization of the Issue Proceeds for the Objects of the Issue described above, our Company shall deposit the funds only in Scheduled Commercial Banks included in the Second Schedule of Reserve Bank of India Act, 1934.

In accordance with Section 27 of the Companies Act, 2013, our Company confirms that, pending utilisation of the proceeds of the Issue as described above, it shall not use the funds from the Issue Proceeds for any investment in equity and/or real estate products and/or equity linked and/or real estate linked products.

MONITORING UTILIZATION OF FUNDS

There is no requirement for the appointment of a monitoring agency, as the Issue size is less than ` 1,000 million. Our Board will monitor the utilization of the proceeds of the Issue and will disclose the utilization of the Net Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. Our Company will indicate investments, if any, of unutilized Net Proceeds in the balance sheet of our Company for the relevant Fiscal subsequent to receipt of listing and trading approvals from the Stock Exchanges.

Pursuant to Regulation 32(5) of the Listing Regulations, our Company shall disclose to the Audit Committee the uses and applications of the Net Proceeds. Our Company shall prepare an annual statement of funds utilized for purposes other than those stated in this Prospectus, certified by the statutory auditors of our Company and place it before the Audit Committee, as required under applicable laws. Such disclosure shall be made only until such time that all the Net Proceeds have been utilized in full. Furthermore, in accordance with the Regulation 32(1) of the Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the utilization of the proceeds of the Issue from the objects of the Issue as stated

above; and (ii) details of category wise variations in the utilization of the proceeds from the Issue from the objects of the Issue as states above. This information will also be published in newspapers simultaneously with the interim or annual financial results, after placing the same before the Audit Committee.

VARIATION IN OBJECTS

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013 and applicable rules, our Company shall not vary the objects of the Issue without our Company being authorised to do so by the Shareholders by way of a special resolution through postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the "Postal Ballot Notice") shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in the vernacular language of the jurisdiction where the Registered Office is situated. Our Promoters or controlling Shareholders will be required to provide an exit opportunity to such Shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

OTHER CONFIRMATIONS

No part of the proceeds of the Issue will be paid by us to the Promoters and Promoter Group, the Directors, Associates, Key Management Personnel or Group Companies except in the normal course of business and in compliance with the applicable law.

BASIS FOR ISSUE PRICE

The Issue Price will be determined by our Company in consultation with the Lead Manager, on the basis of an assessment of quantitative and qualitative factors as described below. The face value of the Equity Shares is Rs. 10 each and the Issue Price is Rs. 21 per equity share and is 2.1 times of the face value of equity shares. Investors should also refer sections titled *"Risk Factors"*, *"Financial Statements"* and chapter titled *"Our Business"* beginning on pages 17, 183, and 127 respectively of this Prospectus, to have an informed view before making an investment decision. The trading price of the Equity Shares of our Company could decline due to these risk factors and you may lose all or part of your investments.

QUALITATIVE FACTORS

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

- Diversified product portfolio
- Experienced management an promoters
- Healthy financial conditions

For further details, refer to heading *"Our Competitive Strengths"* under chapter titled *"Our Business"* beginning on page 127 of this Prospectus.

QUANTITATIVE FACTORS

The information presented below is based on the restated financial statements of the Company for the Financial Years ended March 31, 2017, 2016 and 2015 and for the period ended December 31, 2017 prepared in accordance with Indian GAAP. Some of the quantitative factors, which form the basis for computing the price, are as follows:

1. Basic and Diluted Earnings per Share (EPS) as per Accounting Standard 20 as adjusted for changes in capital

Year/ Period Ended	EPS (Rs.)	Weight
March 31, 2017	1.39	3
March 31, 2016	0.72	2
March 31, 2015	1.33	1
Weighted Average		**1.15**
For the period ended December 31, 2017*		**1.04**

**Not Annualized*

Notes:

- The earnings per share has been computed by dividing net profit as restated, attributable to equity shareholders by restated weighted average number of equity shares outstanding during the year period. Restated weighted average number of equity shares has been computed as per AS-20. The face value of each Equity Share is Rs. 10/-. Basic EPS is Net Profit attributable to equity shareholders divided by weighted average number of equity shares outstanding during the year/ period.
- On September 01, 2017, our Company issued 31,50,000 equity shares to the existing shareholders as fully paid Bonus Shares in the ratio of 9:1. For calculating the NAV above, these bonus shares have been taken into account.

2. Price to Earnings (P/E) ratio in relation to Issue Price of Rs. 21 per Equity Share of Rs. 10 each fully paid up

Particulars	P/E Ratio
P/E ratio based on Basic and Diluted EPS for FY 2016-17	15.11
P/E ratio based on Weighted Average Basic and Diluted EPS	18.26
***Industry P/E**	
Highest	34.55
Lowest	31.22
Average	32.89

**Industry Composite comprises of Pradeep Metals Limited & MM Forgings Limited.*

3. Return on Net worth (RoNW)

Return on Net Worth ("RoNW") as per restated financial statements:

Year/ Period Ended	RoNW (%)	Weight
March 31, 2017	12.34	3
March 31, 2016	7.33	2
March 31, 2015	14.59	1
Weighted Average		**11.05%**
For the period ended December 31, 2017*		**5.34%**

**Not annualized*

Note: RoNW has been computed by dividing net profit after tax as restated, by Net Worth as at the end of the year/ period. Networth is calculated as sum of Equity Share Capital and Reserves and Surplus as at the end of respective year/ period.

4. Minimum Return on Total Net Worth post Issue needed to maintain Pre-Issue EPS for the year ended March 31, 2017 is 10.66 %.

5. Net Asset Value (NAV)

NAV per Equity Share	Amount (in Rs.)
Net Asset Value per Equity Share as of March 31, 2017	11.23
Net Asset Value per Equity Share as of December 31, 2017	14.81
Net Asset Value per Equity Share after the Issue	16.69
Issue Price per equity share	21.00

Notes:

- Net Asset Value per Equity Share has been calculated as net worth divided by number of equity shares at the end of the year/period. Networth is calculated as sum of Equity Share Capital and Reserves and Surplus as at the end of respective year/ period.
- On September 01, 2017, our Company issued 31,50,000 equity shares to the existing shareholders as fully paid Bonus Shares in the ratio of 9:1. For calculating the NAV above, these bonus shares have been taken into account.
- On March 13, 2018 our company issued 665,331 shares of face value Rs. 10 each at Rs. 21 paid up (Rs. 11 premium) as preferential allotment. For calculation the NAV per equity shares after the issue the effect of these shares have been considered.

6. Comparison with other listed companies

Companies	CMP*	EPS (Basic and Diluted)	PE Ratio	RONW (%)*	NAV (Rs. per share)	Face Value	Total Income(Rs. in Lakhs)
Ganga Forging Limited	21	1.39	15.11	12.34	11.23	10.00	1,779.17
Peer Groups**							
Pradeep Metals Limited	103.65	3.00	34.55	11.61	25.80	10.00	12,319.61
MM Forgings Limited	1123.00	35.97	31.22	13.80	260.64	10.00	48,966.20

**CMP of the Company is considered as Issue Price*
***Source: www.bseindia.com*

Notes:

- Considering the nature and size of business of our Company the peers are not strictly comparable. However, same have been included for broad comparison.
- The figures for Ganga Forging Limited are based on the restated results for the year ended March 31, 2017.
- The figures for the peer group are based on the standalone audited results for the year ended March 31, 2017.
- Current Market Price (CMP) are the closing prices of respective scrips as on April 26, 2018 on BSE.
- NAV is computed as the closing net worth divided by the closing outstanding number of paid up equity shares. Net worth has been computed as the aggregate of share capital and reserves and surplus (excluding Revaluation Reserves and miscellaneous expenditure).
- P/E Ratio has been computed based on the closing market price of respective equity shares on April 26, 2018 sourced from BSE website as divided by the respective EPS provided under note.
- RoNW is computed as net profit after tax divided by closing net worth. Net worth has been computed as the aggregate of share capital and reserves and surplus (excluding Revaluation Reserves and miscellaneous expenditure).
- The Issue Price of Ganga Forging Limited is Rs. 21 per Equity Share.

For further details see section titled *"Risk Factors"* beginning on page 17 of this Prospectus and the financials of the Company including profitability and return ratios, as set out in the section titled *"Financial Statements"* beginning on page 183 of this Prospectus for a more informed view.

STATEMENT OF POSSIBLE TAX BENEFITS

Particulars	Page No.
Restated Financial Statements	A1-A3

M. N. MANVAR
B.com, F.C.A.

M.N.MANVAR & CO.
CHARTERED ACCOUNTANTS

504, Star Plaza, Near Circuit House, Phulchhab Chowk, Rajkot - 360 001.
Phone : [0281] 6627070 / 2455750 E-mail : ca.mnmanvar@gmail.com

STATEMENT OF TAX BENEFITS

The Board of Directors
Ganga Forging Limited
Plot No. 1 Survey No. 298 & 30,
Vill: Shapar(Veraval),
Rajkot – 360002

Dear Sirs,

Sub: Statement of possible Special tax benefit ('the Statement') available to Ganga Forging Ltd. and its shareholders prepared in accordance with the requirements under Schedule VIII Part A Clause (VII) (L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (the 'Regulations')

We hereby confirm that the enclosed annexure, prepared by Ganga Forging Ltd. ('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'), presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders' to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the company may or may not choose to fulfil.

The amendments in Finance Act 2018 have been incorporated to the extent relevant in the enclosed annexure.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and do not cover any general-tax benefits available to the Company. Further, these benefits are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that this statement is only intended to provide general information to the Investors and hence is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.

Our views are based on the existing provisions of the Act and its interpretations, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. Any such change, which could also be retroactive, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein.

M.N.MANVAR & CO. CHARTERED ACCOUNTANTS MRN : 036292 FRN : 106047W RAJKOT

M. N. MANVAR
B.com, F.C.A.

M.N.MANVAR & CO.
CHARTERED ACCOUNTANTS

504, Star Plaza, Near Circuit House, Phulchhab Chowk, Rajkot - 360 001.
Phone : [0281] 6627070 / 2455750 E-mail : ca.mnmanvar@gmail.com

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

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

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

For M.N. Manvar & Co.
Chartered Accountants,
FRN : 106047W

[M.N. Manvar]
Proprietor
M. No. 036292

Place: Rajkot
Date: 07-05-2018

M. N. MANVAR
B.com, F.C.A.

M.N.MANVAR & CO.
CHARTERED ACCOUNTANTS

504, Star Plaza, Near Circuit House, Phulchhab Chowk, Rajkot - 360 001.
Phone : [0281] 6627070 / 2455750 E-mail : ca.mnmanvar@gmail.com

Annexure to the statement of possible Tax Benefits

Available to Ganga Forging Ltd. and its shareholders

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

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

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

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

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

Notes:

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



SECTION IV – ABOUT THE COMPANY

OUR INDUSTRY

The information in this section is derived from extracts from publicly available information, data and statistics and has been derived from various government publications and industry sources. The information has not been independently verified by us, the BRLM, or any of our or their respective affiliates or advisors. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect and, accordingly, investment decisions should not be based on such information. You should read the entire Prospectus, including the information contained in the sections titled "Risk Factors" and "Financial Statements" and related notes beginning on page 17 and 183 respectively of this Prospectus before deciding to invest in our Equity Shares.

INTRODUCTION TO INDIAN AUTOMOBILE INDUSTRY

The Indian auto industry is one of the largest in the world. The industry accounts for 7.1 per cent of the country's Gross Domestic Product (GDP). The Two Wheelers segment with 80 per cent market share is the leader of the Indian Automobile market owing to a growing middle class and a young population. Moreover, the growing interest of the companies in exploring the rural markets further aided the growth of the sector. The overall Passenger Vehicle (PV) segment has 14 per cent market share. India is also a prominent auto exporter and has strong export growth expectations for the near future. Overall automobile exports grew 15.81 per cent year-on-year between April-February 2017-18. In addition, several initiatives by the Government of India and the major automobile players in the Indian market are expected to make India a leader in the 2W and Four Wheeler (4W) market in the world by 2020

(Source: Auto Mobiles Industry in India, India Brand Equity Foundation www.ibef.org)

INTRODUCTION TO AUTO COMPONENTS INDUSTRY

The Indian auto-components industry has experienced healthy growth over the last few years. Some of the factors attributable to this include: a buoyant end-user market, improved consumer sentiment and return of adequate liquidity in the financial system. The auto-component industry of India has expanded by 14.3 per cent because of strong growth in the after-market sales to reach at a level of Rs 2.92 lakh crore (US$ 43.52 billion) in FY 2016-17. The auto-components industry accounts for almost seven per cent of India's Gross Domestic Product (GDP) and employs as many as 25 million people, both directly and indirectly. A stable government framework, increased purchasing power, large domestic market, and an ever increasing development in infrastructure have made India a favourable destination for investment.

(Source: Auto Components Industry in India, India Brand Equity Foundation www.ibef.org)

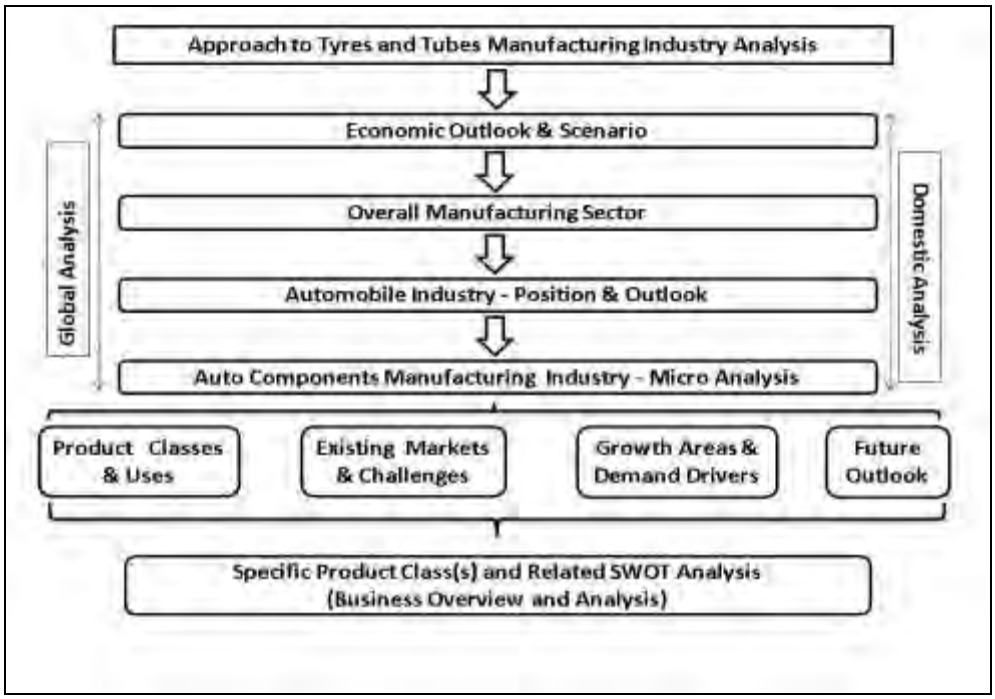
APPROACH TO AUTO COMPONENTS MANUFACTURING INDUSTRY ANALYSIS

Analysis of Auto Components Manufacturing Industry needs to be approached at both macro and micro levels, whether for domestic or global markets. "Forging Products Manufacturing Industry" forms part of Automobile Industry and Manufacturing Industry at broad level and further classified into Auto Components Manufacturing Industry.

It needs to be assessed with overall Manufacturing Sector at a macro level. Hence, broad picture of overall "Automobile Industry", "Auto Components Manufacturing Industry" and "Manufacturing Sector" should be at preface while analysing the "Auto Components Manufacturing Industry".

Manufacturing sector comprises various industries, which in turn, have numerous sub-classes or products. One such major industry in the overall manufacturing sector is Automobile Industry which if further classified into "Auto Components Manufacturing Industry", which in turn encompasses various segments; one of them being "Auto Components Manufacturing Segment".

Thus, "Auto Components Manufacturing Industry" should be analysed in the light of "Automobile Industry", "Auto Components Manufacturing Industry" at large. An appropriate view on "Auto Components Manufacturing Industry", then, calls for the overall economy outlook, performance and expectations of Manufacturing Sector, position and outlook of Auto Components Industry and Auto Components Manufacturing Industry micro analysis.



This Approach Note is developed by Pantomath Capital Advisors (P) Ltd ("Pantomath") and any unauthorized reference or use of this Note, whether in the context of Engine Parts industry and Auto Components Manufacturing Industry / or any other industry, may entail legal consequences

GLOBAL ECONOMIC OVERVIEW

According to the International Monetary Fund (IMF), the global economy is experiencing a near-synchronous recovery, the most broad-based since 2010. In 2017, roughly three-quarters of countries experienced improvements in their growth rates, the highest share since 2010. The latest World Economic Outlook (WEO) of the IMF shows global GDP growth accelerated to around 3.6 percent in 2017 from 3.2 percent in 2016, and the forecast for 2018 has been upgraded by 0.2 percentage points to 3.9 percent. Although rebounding, global growth is still well below levels reached in the 2000s.

One reason why the recovery has spread around the globe is that world trade in goods and services has finally emerged from its torpor, registering 4.7 percent real volume growth in 2017 compared with 2.5 percent in 2016. Another reason is that commodity producers such as Russia, Brazil, and Saudi Arabia, which for the past few years been suffering from depressed prices, have benefitted from the

upswing in demand. Commodity prices increased smartly in 2017, led by petroleum, whose price rose by 16 percent to reach $61 per barrel by the end of the year.

Even as global growth and commodity prices have surged, inflation has remained remarkably quiescent, remaining below 2 percent in the main advanced regions. Consequently, monetary policies in the US, Eurozone and Japan have remained highly accommodative despite a strong recovery. These unusual settings—rapid growth, ultra-low interest rates—at a late stage in the economic cycle have produced the rarest of combinations: record-high high bond prices and stock market valuations, both at the same time. The consensus forecast calls for these conditions to be sustained in 2018, as companies respond to buoyant demand conditions by stepping up investment, some governments (such as the US) embark on expansionary fiscal policies, while advanced country monetary policies remain stimulative and world trade continues to grow briskly.

What are the risks? Of course, there are the usual geo-political and geo-economic risks: war in the Korean peninsula; political upheaval in the Middle East; aggressive output cuts by Saudi Arabia (and Russia) in advance of the planned listing of the Saudi Arabian oil company, Aramco, which could force oil prices even higher; a final reckoning from China's unprecedented credit surge in the form of capital controls, slowdown in growth, and a sharply depreciating currency with consequences for the global economy (Economic Survey, 2016-17, Chapter 1); and trade tensions that could lead to skirmishes, and then spiral out of control. But perhaps the main risks lie on the macro-finance front in advanced economies. These stem from three, inter-related, sources:

- Asset valuations (price-equity ratios) tend to revert to their mean. And the faster and higher they climb, especially so late in the economic cycle, the greater the risk of sharp corrections.

- Simultaneously high valuations of both bonds and equities tend to be briefly lived because they suffer from an acute tension: if future earnings and economic growth are so bright, justifying high equity prices, interest rates cannot be forever so low.

- And if interest rates rise—or if markets even sense that central banks will need to shift their stance—both bond and equity prices could correct sharply. A plausible scenario would be the following. The IMF is now forecasting that advanced country output gaps will close in 2018 for the first time since the Global Financial Crisis. As this occurs, wages would start rising, eating into profits (which would prick equity valuations); and as inflation rises in tandem, policy makers would be forced into raising rates, deflating bond valuations and further undermining share prices.

What would happen to growth if asset prices correct? Surely, the impact would be far smaller than it was in 2007-09, because advanced countries are far less vulnerable than they were a decade ago. In particular, the leverage tied to these assets is much lower, which would minimize contagious propagation; while banks are much better buffered, with higher levels of capital and core deposits, and lower levels of risky assets.

Even so, there would be some consequences. For one, a large decline in wealth would force advanced country consumers to cut back on their spending, which in turn would lead firms to curtail their investments. And if this happens, monetary and fiscal policies would have much less room for expansionary manoeuvre since interest rates are already low while government debts are high. And the political implications of yet another decline in asset prices, the second in a decade, could also be significant, with effects that are difficult to imagine.

In sum, assessing future risks hinges on two calls: interest rate policy and asset valuations. On policy, extraordinarily low rates have, to paraphrase Paul Krugman, become "an obsession in search of a justification." Initially justified by the dislocations caused by the Global Financial Crisis, then by large output gaps, they are now defended on the grounds that inflation remains weak, even as the

slack in product and labor markets is disappearing rapidly. Will the gathering new evidence on closing output gaps and rising employment dispel that obsession?

On valuations, the prognosticator must navigate a narrow strait: steering clear of the "Cry of Wolf" trap (bond prices will finally, finally correct, having defied the prediction of correction in each of the last several years), without succumbing to the siren call of "This Time is Different" (stock valuations are sustainable this time because interest rates will remain at historic lows).

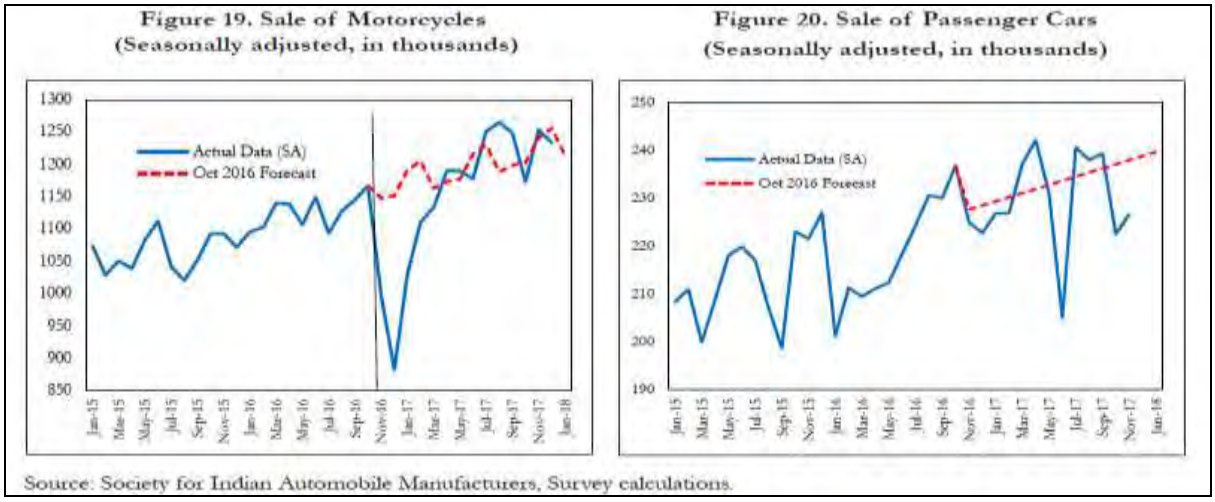
(Source: Economic Survey 2017-18 Volume 1 www.indiabudget.nic.in)

OVERVIEW OF INDIA'S ECONOMIC PERFORMANCE IN 2017-18

Economic activity

The key question going forward is whether the economy has troughed, and if so at what pace it will recover toward its medium term trend. High frequency indicators do suggest that a robust recovery is taking hold as reflected in a variety of indicators, including overall GVA, manufacturing GVA, the IIP, gross capital formation (Figure 17) and exports.

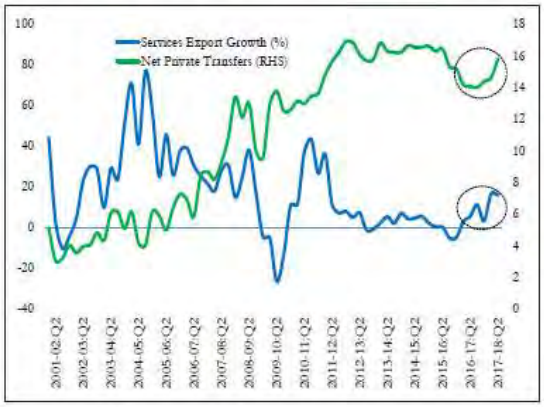
Similarly, real non-food credit growth has rebounded to 4 percent in November 2017 on a year-on-year basis, while the squeeze on real credit to industry is abating (Figure 18). Moreover, the flow of nonbank resources to the corporate sector, such as bond market borrowing and lending by NBFCs, has increased by 43 percent (April-December 2017 compared to the same period a year ago), substituting in part for weak bank credit. Rural demand, proxied by motor cycle sales, and auto sales, while not yet back to its pre-demonetization trend, are recovering (Figures 19 and 20).



Perhaps most significantly, the behaviour of manufacturing exports and imports in the second and third quarters of this fiscal year has started to reverse. The re-acceleration of export growth to 13.6 percent in the third quarter of FY2018 and deceleration of import growth to 13.1 percent, in line with global trends, suggest that the demonetization and GST effects are receding. Services export and private remittances are also rebounding (Figure 21).

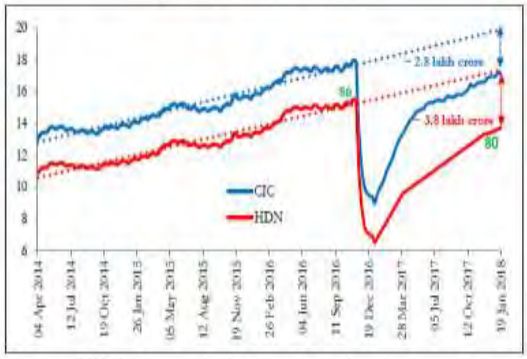
On demonetization specifically, the cash-to-GDP ratio has stabilized, suggesting a return to equilibrium. The evidence is that since about June 2017 the trend in currency is identical to that pre-demonetization (Figure 22). The stabilization also permits estimation of the impact of demonetization: about Rs. 2.8 lakh Crores less cash (1.8 percent of GDP) and about Rs. 3.8 lakh Crores less high denomination notes (2.5 percent of GDP).

Figure 21. Services Export Growth (percent) and Net Private Remittances (in US$ billion)



Source: RBI, Survey calculations.

Figure 22. Currency in Circulation (CIC) and High Denomination Notes (HDN) (In Rs. lakh crore)



Source: RBI, Survey calculations; Numbers in green denote HDN as share of CIC.

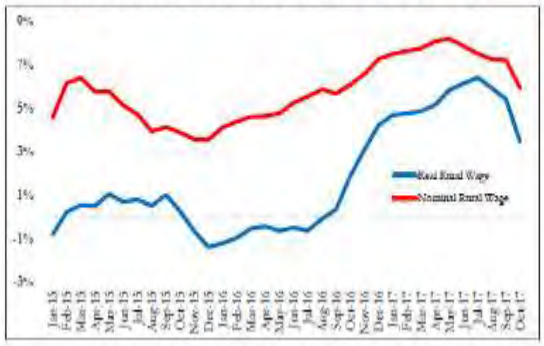
A final, important factor explaining the growth recovery is fiscal, which is providing a boost to aggregate demand. For reasons related to smoothening the transition, GST revenues will only be collected for 11 months, which is akin to a tax cut for consumers. Meanwhile, overall revenue expenditure growth by the central and state governments at remains strong at 11.7 percent (April to November). Cyclical conditions may also lead to lower tax and non-tax revenues, which act as an automatic stabilizer.

All this said, while the direction of the indicators is positive, their level remains below potential. IIP growth (April-November 2017 over same period in the previous year) is 3.2 percent, real credit growth to industry is still in negative territory, and the growth in world trade remains less than half its level of a decade ago. Moreover, even though the cost of equity has fallen to low levels, corporates have not raised commensurate amounts of capital, suggesting that their investment plans remain modest (Box 6). In other words, the twin engines that propelled the economy's take-off in the mid-2000s – exports and investment – are continuing to run below take-off speed.

Meanwhile, developments in the agriculture sector bear monitoring. The trend acceleration in rural wages (agriculture and non-agriculture), which had occurred through much of 2016 because of increased activity on the back of a strong monsoon, seems to have decelerated beginning just before the kharif season of 2017-18 (Figure 23) but it is still greater than much of the last three years. Three crop-specific developments are evident. Sowing has been lower in both kharif and rabi, reducing the demand for labor. The acreage for kharif and rabi for 2017-18 is estimated to have declined by 6.1 percent and 0.5 percent, respectively. Pulses and oilseeds have seen an increase in sowing, but this has translated into unusually low farmgate prices (below their minimum support price, MSP), again affecting farm revenues. The so-called TOP perishables (tomatoes, onions, and potatoes) have meanwhile fluctuated between high and low prices, engendering income uncertainty for farmers.

The CSO has forecast real GDP growth for 2017-18 at 6.5 percent. However, this estimate has not fully factored in the latest developments in the third quarter, especially the greater-than-CSO-forecast exports and government contributions to demand. Accordingly, real GDP growth for 2017-18 as a whole is expected to be close to 6 3/4 percent. Given real GDP growth of 6 percent in the first half, this implies that growth in the second half would rebound to 7.5 percent, aided by favourable base effects, especially in the fourth quarter.

Figure 23. Real and Nominal Rural Wages Growth (percent, 3 month moving average)



Source: Labour Bureau, Survey calculations.

Figure 24. Inflation: CPI and Variants* (percent, year-on-year)



Source: MoSPI, Survey calculations.
*CPI Refined Core is obtained by stripping out the volatile food and fuel components

Average CPI inflation for the first nine months has averaged 3.2 percent and is projected to reach 3.7 percent for the year as a whole. Thisimplies average CPI inflation in the last quarter of 5 percent, in line with the RBI's forecast. Therefore, the GDP deflator is expected to grow by 3.6 percent for 2017-18, somewhat higher than the CSO's forecast of 2.8 percent. Consequentially, nominal GDP growth is estimated at 10.5 percent, compared with the CSO's 9.5 percent estimate.

Macroeconomic indicators

After 13 months of continuously under-shooting the inflation target by an average of 130 basis points, headline inflation for the first time crossed the RBI's 4 percent target in November, posting a rate of 5.2 percent in December 2017 (Figure 24). The recent upswing in inflation stems from rising global oil prices (not all of which has been passed on to consumers), unseasonal increases in the prices of fruits and vegetables, and the 7th Pay Commission housing rent allowances, which mechanically increase inflation. Stripped of all these factors, underlying inflation has been increasing at a more modest pace, reaching 4.3 percent at end-December—in part because firms are passing the incidence of GST on to final consumers only gradually.

The current account deficit has also widened in 2017-18 and is expected to average about 1.5-2 percent of GDP for the year as a whole. The current account deficit can be split into a manufacturing trade deficit, an oil and gold deficit, a services deficit, and a remittances deficit (Figure 25). In the first half of 2017-18, the oil and gold balance has improved (smaller deficit of $47 billion) but this has been offset by a higher trade deficit ($18 billion) and a reduced services surplus ($37 billion), the latter two reflecting a deterioration in the economy's competitiveness.

Despite these developments, the overall external position remains solid. The current account deficit is well below the 3 percent of GDP threshold beyond which vulnerability emerges. Meanwhile, foreign exchange reserves have reached a record level of about $432 billion (spot and forward) at end-December 2017, well above prudent norms.

Fiscal developments

Bond yields have increased sharply (Figure 26) since August 2017, reflecting a variety of factors, including concerns that the fiscal deficit might be greater-than-budgeted, expectations of higher inflation, a rebound in activity that would narrow the output gap, and expectations of rate increases in the US. As a result, the yield curve has become unusually steep (Figure 27).

The fiscal deficit for the first eight months of 2017-18 reached 112 percent of the total for the year, far above the 89 percent norm (average of last 5 years), largely because of a shortfall in non-tax revenue, reflecting reduced dividends from government agencies and enterprises. Expenditure also progressed at a fast pace, reflecting the advancing of the budget cycle by a month which gave considerable

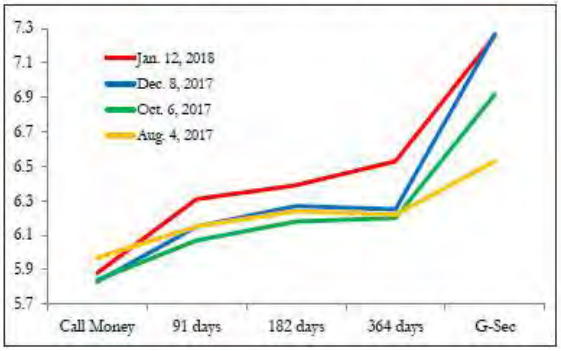
leeway to the spending agencies to plan in advance and start implementation early in the financial year. Partially offsetting these trends will be disinvestment receipts which are likely to exceed budget targets.

Figure 26. 10-year G-sec Yields : India and US



Source: Bloomberg; RBI.

Figure 27. Yield Curve



Source: Bloomberg; RBI, Survey calculations.

GST revenue collections are surprisingly robust given that these are early days of such a disruptive change (See Box 7). Government measures to curb black money and encourage tax formalization, including demonetization and the GST, have increased personal income tax collections substantially (excluding the securities transactions tax). From about 2 percent of GDP between 2013-14 and 2015-16, they are likely to rise to 2.3 percent of GDP in 2017-18, a historic high. Precise estimates of the government's contribution to this improvement vary depending on the methodology used. An econometric exercise yields an estimate of Rs. 40,000 Crores over the two fiscal years of 2016-17 and 2017-18.3 Another based on comparing the difference in actual tax buoyancy in 2016-17 and 2017-18 over the previous seven-years' average buoyancy, yields an estimate of about Rs. 65,000 Crores (both exclude the 25,000 Crores collected under the Income Disclosure Scheme and Pradhan Mantri Garib Kalyan Yojana). Thus, the sum of all government efforts increased income tax collections, thus far, between Rs. 65,000 and Rs. 90,000 Crores. These numbers imply a substantial increase in reported incomes (and hence in formalization) of about 1.5 percent to 2.3 percent of GDP.

As a result of the budget overruns, the central government's fiscal deficit until November 2017 was Rs. 6.1 lakh crore compared to the budgeted Rs. 5.5 lakh crore. In contrast, state governments seem to be hewing closely to their targeted fiscal consolidation – in part because the centre has guaranteed them a large increase in their indirect tax take, as part of the GST agreement.

Reflecting largely fiscal developments at the centre, a pause in general government fiscal consolidation relative to 2016-17 cannot be ruled out. In addition, the measured deficit for 2017-18 will include Rs. 80,000 crore (0.5 percent of GDP) in capital provided to public sector banks. But this will not affect aggregate demand, as reflected in international accounting practice which deems such operations as financing ("below-the-line") rather than expenditure.

In the case of borrowing by the states, markets have perhaps inadequately taken into account the fact that higher market borrowings by them does not reflect higher deficits; rather about Rs. 50,000 crore or 0.3 percent of GDP of market borrowings is due to changes in the composition of financing, away from higher cost NSSF borrowings toward lower cost market borrowings. This lack of strict correspondence between the deficit and borrowings at the central and state levels (Figure 28) is discussed in greater detail in Box 8. For general government, about Rs. 40,000 Crores represents greater market borrowings that is not due to deficits—a fact which markets apparently have not internalized.

Another factor contributing to the rise in bond yields has been stepped-up Open Market Operations (OMO) by the RBI. This amounted to a net sale of about Rs. 90,000 Crores during April-December 2017-18 (compared to a net redemption of Rs. 1.1 lakh Crores during the same period in 2016-17) to

sterilize the impact of foreign flows, themselves induced by high interest rates.

(Source: Economic Survey 2017-18 Volume 1 www.indiabudget.nic.in)

OUTLOOK FOR 2018-19

The outlook for 2018-19 will be determined by economic policy in the run-up to the next national election. If macro-economic stability is kept under control, the ongoing reforms are stabilized, and the world economy remains buoyant as today, growth could start recovering towards its medium term economic potential of at least 8 percent.

Consider the components of demand that will influence the growth outlook. The acceleration of global growth should in principle provide a solid boost to export demand. Certainly, it has done so in the past, particularly in the mid-2000s when the booming global economy allowed India to increase its exports by more than 26 percent per annum. This time, the export response to world growth has been in line with the long-term average, but below the response in the mid-2000s. Perhaps it is only a matter of time until exports start to grow at a healthy rate. Remittances are already perking up, and may revive further due to higher oil prices.

Private investment seems poised to rebound, as many of the factors exerting a drag on growth over the past year finally ease off. Translating this potential into an actual investment rebound will depend on the resolution and recapitalization process. If this process moves ahead expeditiously, stressed firms will be put in the hands of stronger ownership, allowing them to resume spending. But if resolution is delayed, so too will the return of the private cape cycle. And if this occurs public investment will not be able to step into the breach, since it will be constrained by the need to maintain a modicum of fiscal consolidation to head off market anxieties.

Consumption demand, meanwhile, will encounter different tugs. On the positive side, it will be helped by the likely reduction in real interest rates in 2018-19 compared to the 2017-18 average. At the same time, average oil prices are forecast by the IMF to be about 12 percent higher in 2018-19, which will crimp real incomes and spending—assuming the increase is passed on into higher prices, rather than absorbed by the budget through excise tax reductions or by the oil marketing companies. And if higher oil prices requires tighter monetary policy to meet the inflation target, real interest rates could exert a drag on consumption.

Putting all these factors together, a pick-up in growth to between 7 and 7.5 percent in 2018-19 can be forecasted, re-instating India as the world's fastest growing major economy. This forecast is subject to upside potential and downside risks. The biggest source of upside potential will be exports. If the relationship between India's exports and world growth returns to that in the boom phase, and if world growth in 2018 is as projected by the IMF, then that could add another ½ percentage point to growth.
Another key determinant of growth will be the implementation of the IBC process. Here timeliness in resolution and acceptance of the IBC solutions must be a priority to kick-start private investment. The greater the delays in the early cases, the greater the risk that uncertainty will soon shroud the entire IBC process. It is also possible that expeditious resolution may require the government to provide more resources to PSBs, especially if the haircuts required are greater than previously expected, the ongoing process of asset quality recognition uncovers more stressed assets, and if new accounting standards are implemented.

Persistently high oil prices (at current levels) remain a key risk. They would affect inflation, the current account, the fiscal position and growth, and force macroeconomic policies to be tighter than otherwise. One eventuality to guard against is a classic emerging market "sudden stall" induced by sharp corrections to elevated stock prices. (Box 9 suggests that India's stock price surge is different from that in other countries but does not warrant sanguine-ness about its sustainability.) Savers, already smarting from reduced opportunities in the wake of demonetization, from depressed gold prices, and from lower nominal interest rates, would feel aggrieved, leading to calls for action. Stock

price corrections could also trigger capital outflows, especially if monetary policy unwinds less hesitantly in advanced countries and if oil prices remain high. Policy might then have to respond with higher interest rates, which could choke off the nascent recovery. The classic emerging market dilemma of reconciling the trade-off between macro-stability and growth could then play itself out.

A key policy question will be the fiscal path for the coming year. Given the imperative of establishing credibility after this year, given the improved outlook for growth (and hence narrowing of the output gap), and given the resurgence of price pressures, fiscal policy should ideally have targeted a reasonable fiscal consolidation. However, setting overly ambitious targets for consolidation—especially in a pre-election year—based on optimistic forecasts that carry a high risk of not being realized will not garner credibility either. Pragmatically steering between these extremes would suggest the following: a modest consolidation that credibly signals a return to the path of gradual but steady fiscal deficit reductions.

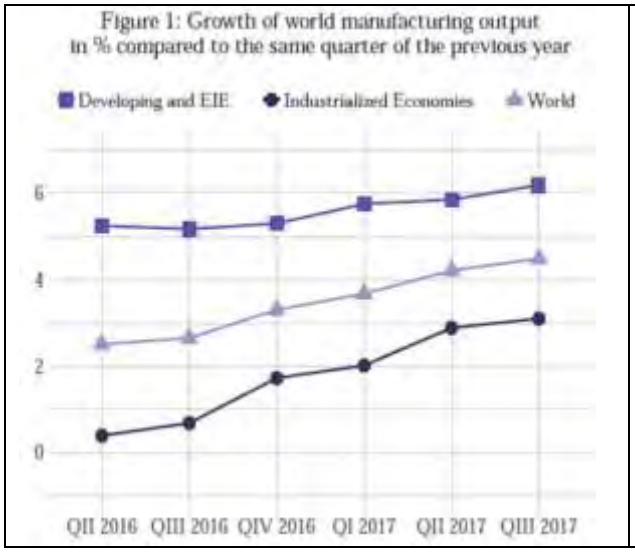
Against this overall economic and political background, economic management will be challenging in the coming year. If the obvious pitfalls (such as fiscal expansion) are avoided and the looming risks are averted that would be no mean achievement.

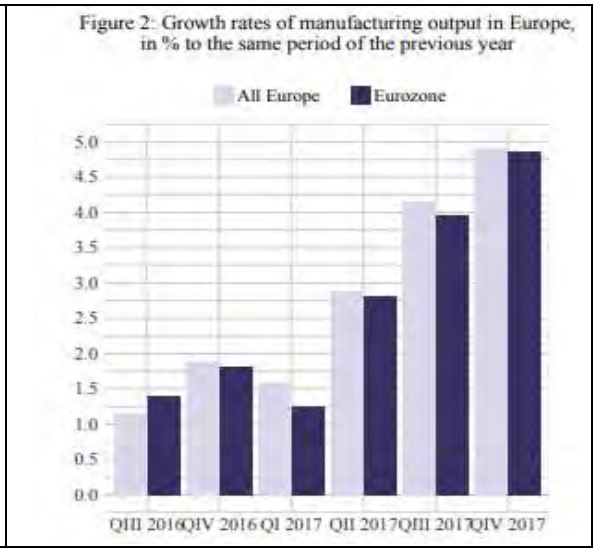
(Source: Economic Survey 2017-18 Volume 1 www.indiabudget.nic.in)

GLOBAL MANUFACTURING SECTOR

World Manufacturing Growth

World manufacturing production continued to grow in the fourth quarter of 2017, maintaining the upward trend that has been observed since the beginning of the year. Industrialized economies gained further strength in manufacturing production and confirmed their dynamic growth. Developing and emerging industrial economies achieved a much higher growth of manufacturing output than industrialized economies. Industrialized economies account for most of the global industrial output. The increased growth pace in these countries has a positive impact on the global economy as a whole. Signs of recovery in the manufacturing sectors of industrialized economies are likely to boost the growth prospects in developing economies. The growth trend observed in the first half of 2017 was largely maintained in the second half of the year. Steady progress over several consecutive quarters contributed to sustained global industrial growth in subsequent periods (Figure 1). Improvements in business conditions, rising consumer spending and promising investment plans are some of the driving forces behind the positive developments in global manufacturing. On the other hand, risks to global growth arising from the uncertainty of the Brexit negotiations, changes in global trade arrangements or high geopolitical uncertainty have not yet dissipated. Global manufacturing output rose by 4.7 per cent in the fourth quarter of 2017 compared to the same quarter of the previous year. This impressive gain was attributable to strong growth since the beginning of the year. The disaggregated data highlight the thriving performance of major industrialized economies with a significant share in global manufacturing output, particularly the United States, Japan, Germany, Italy as well as France.





Industrialized economies as a whole registered a relatively high growth rate of 3.5 per cent in the fourth quarter of 2017 compared to the same period of 2016. This was the highest growth performance of manufacturing output in a year-by-year comparison in the post-crisis period. Such growth was attributable to Europe's dynamic recovery, which recorded a 4.9 per cent growth rate. At the same time, the manufacturing output in the North America region rose by 2.6 per cent compared to the fourth quarter of 2016. An impressive growth rate was also observed in East Asia's industrialized economies, which had a very positive impact on the overall manufacturing growth of industrialized countries. The manufacturing output of these economies increased by 3.2 per cent in the last quarter of 2017. The manufacturing output of developing and emerging industrial economies increased by 6.1 per cent in the fourth quarter of 2017 in comparison to the same period of the previous year. The growth rate was slightly down from 6.3 per cent of the previous quarter. Asia's developing economies recorded a high growth rate of 6.5 per cent in the fourth quarter. China, the world's largest manufacturer, contributed most to Asian economies' growth. Latin America continued its recovery from the third quarter of 2017 in a yearby-year comparison. Brazil's economy has had a considerable impact on Latin America's recovery in the fourth quarter. The region experienced positive growth of 0.7 per cent compared to the previous quarter. Growth estimates based on limited data showed positive growth for Africa's manufacturing output. The growth of manufacturing production was observed across all industrialized and developing regions in the last quarter of 2017 compared to the same period of the previous year, which confirms the sustained recovery of manufacturing production both in advanced and in emerging economies.

The manufacturing output of industrialized economies has maintained strong growth rates over the last quarters. All industrialized regions, namely East Asia, Europe and North America, recorded positive growth rates and helped strengthen the overall upward trend in industrialized economies in the fourth quarter. Among the industrialized country group, Europe's manufacturing showed a strong growth rate of 4.9 per cent in the fourth quarter of 2017 compared to the same period of the previous year. It experienced the strongest growth in the last six years. An investment-led domestic upturn and rising consumer confidence further supported the expansion of demand and accelerated production in European economies. The growth rate in the eurozone countries followed the same trend as overall Europe. The disaggregated data indicated strong growth in the last quarter of 2017, when yearby-year growth figures are compared among the leading eurozone economies. Manufacturing output increased by 5.5 per cent in Germany, 5.0 per cent in France and Spain, and 4.3 per cent in Italy. The manufacturing production in other economies of the single currency block continued to witness positive growth figures. Strong growth of over 11.5 per cent was recorded by Slovenia followed by Lithuania with 10.1 per cent, while a fairly robust rate was observed by Estonia (6.3 per cent), Austria (4.9 per cent), the Netherlands (4.9 per cent), Portugal (4.7 per cent) and Finland (4.3 per cent).

(Source: World Manufacturing Production- Statistics for Quarter IV, 2017; United Nations Industrial Development Organisation - www.unido.org)

Industrialized economies

The manufacturing output of industrialized economies has followed a progressively improving upward trend over the last quarters. All industrialized regions, namely Europe, North America and East Asia, were characterized by robust dynamics in the third quarter and took a step towards a steady future. The latest data revealed an acceleration of growth in the manufacturing sector of European economies during the third quarter of 2017 in a year-by-year comparison, beating expectations. Improved business and consumer confidence complemented by strong domestic and external demand resulted in new business and export orders. All of these factors provide tremendous opportunities to investors and signal that Europe's manufacturing sector is gradually stabilizing.

Taking a closer look at specific numbers, Europe's manufacturing sector as a whole stepped up production by 4.0 per cent in the third quarter of 2017, while the growth rate in the Eurozone countries increased by 3.9 per cent compared to the same period of the previous year. In both cases, the result meant a 1.0 per cent jump from the previous quarter's results

The major economies of the Eurozone recorded strong growth in the third quarter of 2017. Manufacturing output rose by 4.6 per cent in Germany, 3.8 per cent in Italy and 2.8 per cent in France comparing year-to-year developments. Spain, another leading Eurozone economy, achieved a 3.3 per cent growth rate. The manufacturing output of other economies of the single currency block seemingly remained healthy in the third quarter and continued on the trajectory of continuous improvement. The highest growth of over 8.0 per cent was observed in Slovenia and Lithuania.

Among other economies, manufacturing output grew by 5.8 per cent in Austria, 4.7 per cent in Belgium, 5.2 per cent in Portugal and 3.8 per cent in Slovakia. Among individual economies beyond the euro zone, the Swiss manufacturing sector experienced the strongest increase in the last 10 years and expanded sharply by 8.7 per cent compared to the same period of the previous year. The rapid surge from an upwardly revised 3.3 per cent gain in the previous quarter was primarily boosted by the manufacturing of pharmaceuticals and of computer, electronic and optical products. The manufacturing output in the United Kingdom rose by 2.7 per cent compared to the same period of the previous year. Another exceptionally positive result was observed in Sweden with a 5.8 per cent growth rate. Higher growth rates above 5.0 per cent were also observed in Czech and Hungary.

North America's overall manufacturing growth was lower than in other industrialized regions at 1.4 per cent. The United States' manufacturers have recently picked up as the dollar dropped in value, making U.S. goods cheaper in foreign markets and boosting exports. However, a 1.2 per cent growth in the U.S.' total manufacturing production in the third quarter of 2017 represents a slight slowdown, given the performance of the U.S.' manufacturing sector in the second quarter. A solid performance was witnessed in Canadian manufacturing, where production expanded by 3.2 per cent.

Strong global growth continued to drive manufacturing activity in industrialized East Asian economies during the third quarter, leading the manufacturing production to expand by 4.5 per cent. Japan's manufacturing output rose by 4.7 per cent compared to the same period of the previous year. Despite the slightly lower figure in the third quarter, Japan has maintained an uninterrupted period of high growth for several consecutive quarters. Growth momentum strengthened in Malaysia, where manufacturing output recorded a 7.0 per cent increase in the third quarter of 2017. A particularly strong two-digit growth rate was observed in Singapore, while the Republic of Korea and Taiwan, Province of China's manufacturing production expanded only moderately by 1.4 per and 3.3 per cent, respectively.

The manufacturing recovery in Russia remained largely on track in the third quarter of 2017, with a nearly 1.0 per cent expansion recorded on a year-to-year basis. A similar growth rate was also

observed in Norway which further reduced its contraction rate.

(Source: World Manufacturing Production- Statistics for Quarter IV, 2017; United Nations Industrial Development Organisation - www.unido.org)

Developing and Emerging Industrial Economies

In the fourth quarter of 2017, overall manufacturing growth in developing and emerging industrial regions remained strong at 6.1 per cent (Figure 3). Latin America continued to recover from its downturn in 2016. Brazil's manufacturing sector, which suffered considerable losses a year ago, largely recovered during 2017. In the last quarter of 2017, Brazil's manufacturing output rose by 6.5 per cent. Impressive growth was also observed in Argentina and Mexico, however, negative growth prevailed in Ecuador, Peru, Uruguay and Colombia. Manufacturing growth was largely stable and high in Asian economies.

China remained high at 6.7 per cent. The overall growth of manufacturing output in Asia and the Pacific region was recorded at a rate of 6.5 per cent. Manufacturing output rose by 13.4 per cent in Mongolia and 4.3 per cent in Indonesia. Similarly, Sri Lanka and Pakistan achieved 4.1 per cent and 2.4 per cent growth in manufacturing output, respectively. India's manufacturing output rose by 4.7 per cent, indicating a clear recovery of the sector after the sluggish growth in several previous quarters. Growth estimates based on limited data for African countries indicated a rise in manufacturing output in several countries. The manufacturing output of South Africa, the largest economy of Africa, rose by 2.0 per cent. A similarly positive growth rate was observed in Cˆote d'Ivoire, Egypt, Morocco and Senegal. The manufacturing production of Nigeria dropped to 2.1 per cent. Eastern European developing countries maintained the stable growth of manufacturing output. A strong growth rate of 13.1 per cent was recorded in Cyprus, 12.9 per cent in Romania and 12.2 per cent in Moldova, attributable in particular to high growth rates in the production of electrical equipment in those countries. Looking at the other countries in the region, the manufacturing sector also expanded by over 7 per cent in Turkey, Bosnia and Herzegovina, Belarus and Latvia

(Source: World Manufacturing Production- Statistics for Quarter IV, 2017; United Nations Industrial Development Organisation - www.unido.org)

Findings by Industry Groups

Global manufacturing production maintained a positive growth rate in nearly all industries in the fourth quarter of 2017. Advanced manufacturing such as automation, robotics and digitalization have been steadily expanding at the global level. Structural change represented by shifting from low technology to high technology manufacturing industries plays a key role in promoting innovation in the long term. Investment in new technology is a key component in the generation of innovation shaping the future of manufacturing in both advanced and emerging economies. The medium-high and high-technology industries witnessed solid high growth rates leading to an increase in high value goods and a high level of consumer confidence (Figure 4). UNIDO data largely support this pro-technology approach. Globally, medium-high and high technology manufacturing continued to outperform other industry groups, increasing the year-by-year growth rate to 6.0 per cent in the fourth quarter of 2017. This was largely driven by strong growth rates of over 9 per cent in China and Eastern European developing countries. At the same time, the average growth of medium-high and high-technology manufacturing was considerably lower in African as well as East Asian economies at around 0.7 per cent and 2.0 per cent, respectively. Growth of manufacturing industries by technological intensity, in % to the same quarter of the previous year Overall, the highest growth rate of 9.1 per cent was registered in the production of machinery and equipment, continuing the upward trajectory of the industry over the past couple of years. Growth in the production of capital goods indicated rising consumer confidence in the purchase of durable goods. The manufacturing of computer, electronic and optical products also maintained a steady growth rate of 7.8 per cent. The production of basic pharmaceutical products and pharmaceutical preparations expanded at 5.8 per cent

compared to the fourth quarter of 2016. Figure 5 shows that the highest growth rates in these industries were attained by developing and emerging industrial economies.

Figure 3: Growth of manufacturing output of developing economies in % to the same quarter of the previous year

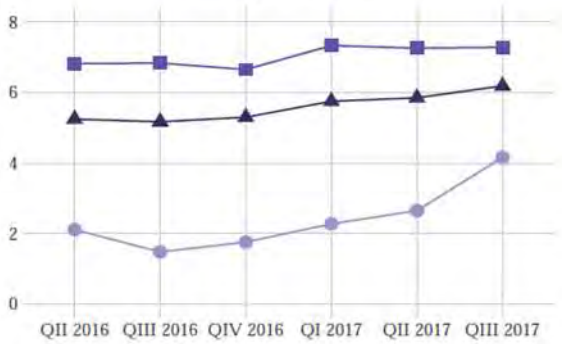
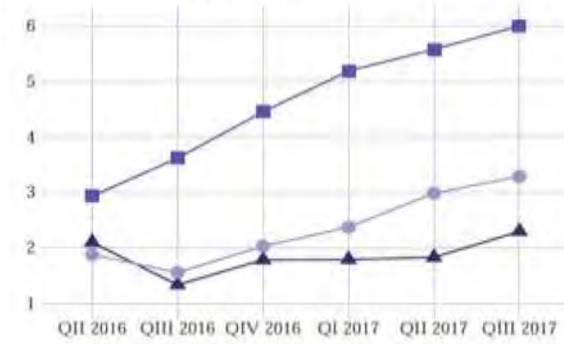
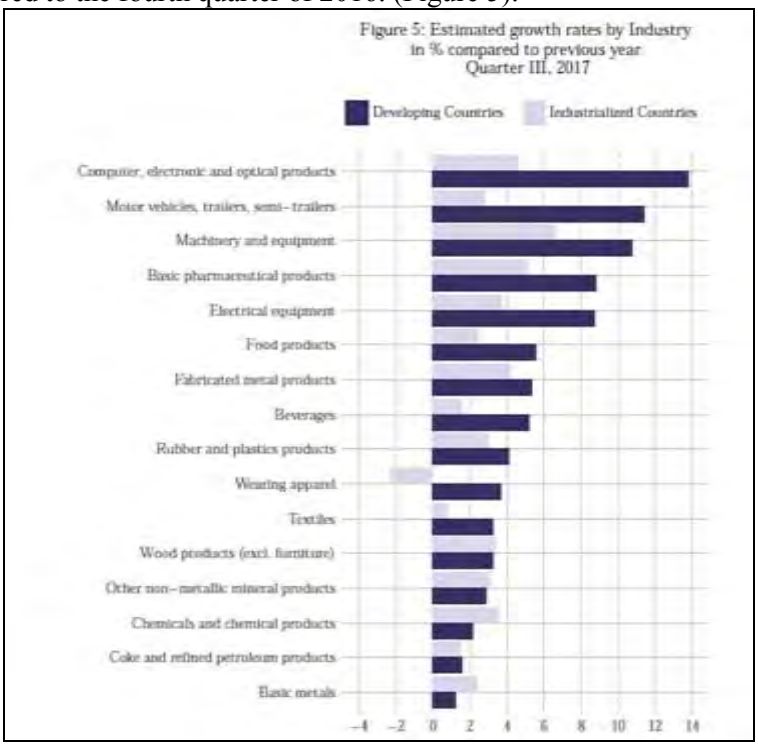


Figure 4: Growth of manufacturing industries by technological intensity, in % to the same quarter of the previous year



Medium-technology manufacturing industries recorded a growth rate of 2.7 per cent worldwide in the fourth quarter in a year-by year comparison. The global manufacturing of rubber and plastic products grew by 4.2 per cent compared to the same quarter in the previous year, followed by the manufacturing of non-metallic mineral products, reaching a growth rate of 2.7 per cent. The manufacturing of basic metals retained a moderate pace of a 1.7 per cent at the global level. The year-by-year growth of low-technology manufacturing industries remained stable at 3.4 per cent in the last quarter of 2017. The strongest growth in this sector occurred in developing countries in Eastern Europe, reaching 6.5 per cent, as well as in the Asia and Pacific region, where a 5.4 per cent growth rate was observed. Global growth in the low-technology manufacturing sector was largely driven by greater output in the production of fabricated metal products of 5.1 per cent, in particular in Eastern Europe. This was followed by the expansion of the manufacturing of basic consumer goods: The industries for food products and beverages grew by 4.5 per cent and 3.7 per cent, respectively. The manufacturing of leather as well as wood products also performed well, both industries growing by 4.0 per cent compared to the fourth quarter of 2016. (Figure 5).

Figure 5: Estimated growth rates by Industry in % compared to previous year Quarter III, 2017



(Source: World Manufacturing Production- Statistics for Quarter IV, 2017; United Nations Industrial Development Organisation - www.unido.org)

INDIAN MANUFACTURING SECTOR

Introduction

Manufacturing has emerged as one of the high growth sectors in India. Prime Minister of India, Mr Narendra Modi, had launched the 'Make in India' program to place India on the world map as a manufacturing hub and give global recognition to the Indian economy. India is expected to become the fifth largest manufacturing country in the world by the end of year 2020*.

Market Size

The Gross Value Added (GVA) at basic current prices from the manufacturing sector in India grew at a CAGR of 4.34 per cent during FY12 and FY18 as per the second advance estimates of annual national income published by the Government of India. Quarterly GVA at basic prices from manufacturing sector grew by 10.92 per cent in the third quarter of FY18. Under the Make in India initiative, the Government of India aims to increase the share of the manufacturing sector to the gross domestic product (GDP) to 25 per cent by 2022, from 16 per cent, and to create 100 million new jobs by 2022. Business conditions in the Indian manufacturing sector continue to remain positive.

Investments

With the help of Make in India drive, India is on the path of becoming the hub for hi-tech manufacturing as global giants such as GE, Siemens, HTC, Toshiba, and Boeing have either set up or are in process of setting up manufacturing plants in India, attracted by India's market of more than a billion consumers and increasing purchasing power.

Cumulative Foreign Direct Investment (FDI) in India's manufacturing sector reached US$ 73.70 billion during April 2000-December 2017.

India has become one of the most attractive destinations for investments in the manufacturing sector. Some of the major investments and developments in this sector in the recent past are:

- Mahindra and Mahindra is planning to start operating a fleet of electric cabs and supplying parts to Electric Vehicle (EV) manufacturers.
- Grasim Industries has received clearance for expansion of its plant at Vilayat. The expansion will entail an investment of Rs 2,560 crore (US$ 396.8 million)
- Over 350 mobile charger factories are expected to be set up in India by 2025, on the back of the government's push to encourage production of battery chargers. Setting up of these factories is expected to lead to production of 1.46 billion chargers and generation of 0.8 million jobs.
- Government of India is planning to invite bids for setting up of 20 Gigawatts (GW) of solar power capacity with the objective of boosting domestic manufacturing of solar power equipment.
- JSW Energy has signed a memorandum of understanding (MoU) with the Government of Gujarat, for setting up an electric vehicle (EV) manufacturing unit in Gujarat at an estimated cost of Rs 4,000 crore (US$ 608.88 million).
- With an aim to increase its presence in India, Denmark-based heating ventilation and air-conditioning (HVAC) giant, Danfoss, is planning to take its manufacturing localisation to 50 per cent as well as double its supplier base in India by 2020.

Government Initiatives

The Government of India has taken several initiatives to promote a healthy environment for the growth of manufacturing sector in the country. Some of the notable initiatives and developments are:

- As of March 2018, Government of India is in the process of coming up with a new industrial policy which envisions development of a globally competitive Indian industry.
- The government has introduced two new World Bank assisted projects viz. SANKALP scheme and STRIVE scheme for skill development in the country.
- In Union Budget 2018-19, the Government of India reduced the income tax rate to 25 per cent for all companies having a turnover of up to Rs 250 crore (US$ 38.75 million).
- Under the Mid-Term Review of Foreign Trade Policy (2015-20), the Government of India increased export incentives available to labour intensive MSME sectors by 2 per cent.
- The Ministry of Electronics and Information Technology is in the process of formulation of a new electronics manufacturing policy. The aim of the new policy will be to create an ecosystem of manufacturing in the country, enable India to become a significant global player in some of these categories.
- Ministry of Home Affairs liberalised Arms Rules to boost 'Make in India' manufacturing policy of the government. The liberalisation of the policy is expected to encourage investment in the manufacturing of arms and ammunition and weapon systems and promote employment generation.
- The Government of India has launched a phased manufacturing programme (PMP) aimed at adding more smartphone components under the Make in India initiative thereby giving a push to the domestic manufacturing of mobile handsets.
- The Government of India is in talks with stakeholders to further ease foreign direct investment (FDI) in defence under the automatic route to 51 per cent from the current 49 per cent, in order to give a boost to the Make in India initiative and to generate employment.
- The Ministry of Defence, Government of India, approved the "Strategic Partnership" model which will enable private companies to tie up with foreign players for manufacturing submarines, fighter jets, helicopters and armoured vehicles.
- The Union Cabinet has approved the Modified Special Incentive Package Scheme (M-SIPS) in which, proposals will be accepted till December 2018 or up to an incentive commitment limit of Rs 10,000 crore (US$ 1.5 billion).

Road Ahead

India is an attractive hub for foreign investments in the manufacturing sector. Several mobile phone, luxury and automobile brands, among others, have set up or are looking to establish their manufacturing bases in the country.

The manufacturing sector of India has the potential to reach US$ 1 trillion by 2025 and India is expected to rank amongst the top three growth economies and manufacturing destination of the world by the year 2020. The implementation of the Goods and Services Tax (GST) will make India a common market with a GDP of US$ 2.5 trillion along with a population of 1.32 billion people, which will be a big draw for investors.

With impetus on developing industrial corridors and smart cities, the government aims to ensure holistic development of the nation. The corridors would further assist in integrating, monitoring and

developing a conducive environment for the industrial development and will promote advance practices in manufacturing.

Exchange Rate Used: INR 1 = US$ 0.015 as on March 01, 2018

(Source: Indian Manufacturing Industry Analysis - India Brand Equity Foundation - www.ibef.org)

INDIAN AUTOMOBILE INDUSTRY

Introduction

The Indian auto industry is one of the largest in the world. The industry accounts for 7.1 per cent of the country's Gross Domestic Product (GDP). The Two Wheelers segment with 80 per cent market share is the leader of the Indian Automobile market owing to a growing middle class and a young population. Moreover, the growing interest of the companies in exploring the rural markets further aided the growth of the sector. The overall Passenger Vehicle (PV) segment has 14 per cent market share.

India is also a prominent auto exporter and has strong export growth expectations for the near future. Overall automobile exports grew 15.81 per cent year-on-year between April-February 2017-18. In addition, several initiatives by the Government of India and the major automobile players in the Indian market are expected to make India a leader in the 2W and Four Wheeler (4W) market in the world by 2020.

Market Size

Production of passenger vehicles, commercial vehicles, three wheelers and two wheelers grew at 14.41 per cent year-on-year between April-February 2017-18 to 26,402,671 vehicles.

The auto industry is set to witness major changes in the form of electric vehicles (EVs), shared mobility, Bharat Stage-VI emission and safety norms. Electric cars in India are expected to get new green number plates and may also get free parking for three years along with toll waivers@. India's electric vehicle (EV) sales increased to 25,000 units during FY 2016-17 and are poised to rise further on the back of cheaper energy storage costs and the Government of India’s vision to see six million electric and hybrid vehicles in India by 2020.

Investments

In order to keep up with the growing demand, several auto makers have started investing heavily in various segments of the industry during the last few months. The industry has attracted Foreign Direct Investment (FDI) worth US$ 18.413 billion during the period April 2000 to December 2017, according to data released by Department of Industrial Policy and Promotion (DIPP).

Some of the recent/planned investments and developments in the automobile sector in India are as follows:

- The only electric automaker in India, Mahindra and Mahindra Ltd, has partnered with Uber for deploying its electric sedan e-Verito and hatchback e2o Plus on Uber platforms in New Delhi and Hyderabad.
- Mahindra & Mahindra (M & M) is planning to make an additional investment of Rs 500 crore (US$ 77.23 million) for expanding the capacity for electric vehicles in its plant in Chakan.

Government Initiatives

The Government of India encourages foreign investment in the automobile sector and allows 100 per cent FDI under the automatic route.

Some of the recent initiatives taken by the Government of India are –

- The Government of Karnataka is going to obtain electric vehicles under FAME Scheme and set up charging infrastructure across Bengaluru, according to Mr R V Deshpande, Minister for Large and Medium Industries of Karnataka.

- The Ministry of Heavy Industries, Government of India has shortlisted 11 cities in the country for introduction of electric vehicles (EVs) in their public transport systems under the FAME (Faster Adoption and Manufacturing of (Hybrid) and Electric Vehicles in India) scheme.

- Energy Efficiency Services Limited (EESL), under Ministry for Power and New and Renewable Energy, Government of India, is planning to procure 10,000 e-vehicles via demand aggregation, and has already awarded contracts to Tata Motors Ltd for 250 e-cars and to Mahindra and Mahindra for 150 e-cars.

- The government is planning to set up a committee to develop an institutional framework on large-scale adoption of electric vehicles in India as a viable clean energy mode, especially for shared mass transport, to help bring down pollution level in major cities.

Road Ahead

The automobile industry is supported by various factors such as availability of skilled labour at low cost, robust R&D centres and low cost steel production. The industry also provides great opportunities for investment and direct and indirect employment to skilled and unskilled labour.

The Indian automotive aftermarket is estimated to grow at around 10-15 per cent to reach US$ 16.5 billion by 2021 from around US$ 7 billion in 2016. It has the potential to generate up to US$ 300 billion in annual revenue by 2026, create 65 million additional jobs and contribute over 12 per cent to India's Gross Domestic Product#.

Exchange Rate Used: INR 1 = US$ 0.015 as of March 1, 2018

References: Media Reports, Press Releases, Department of Industrial Policy and Promotion (DIPP), Automotive Component Manufacturers Association of India (ACMA), Society of Indian Automobile Manufacturers (SIAM), Union Budget 2015-16, Union Budget 2017-18

 # - As per the Automotive Mission Plan 2016-26 prepared jointly by the Society of Indian Automobile Manufacturers (SIAM) and government, @ - as per the draft policy on e-vehicles prepared by NITI Aayog, Government of India

(Source: Indian Manufacturing Sector – India Brand Equity Foundation www.ibef.org)

INDIAN AUTO COMPONENTS INDUSTRY

Introduction

The Indian auto-components industry has experienced healthy growth over the last few years. Some of the factors attributable to this include: a buoyant end-user market, improved consumer sentiment and return of adequate liquidity in the financial system. The auto-component industry of India has expanded by 14.3 per cent because of strong growth in the after-market sales to reach at a level of Rs 2.92 lakh crore (US$ 43.52 billion) in FY 2016-17.

The auto-components industry accounts for almost seven per cent of India's Gross Domestic Product (GDP) and employs as many as 25 million people, both directly and indirectly. A stable government framework, increased purchasing power, large domestic market, and an ever increasing development

in infrastructure have made India a favourable destination for investment.

Market Size

The Indian auto-components industry can be broadly classified into the organised and unorganised sectors. The organised sector caters to the Original Equipment Manufacturers (OEMs) and consists of high-value precision instruments while the unorganised sector comprises low-valued products and caters mostly to the aftermarket category.

The total value of India's automotive aftermarket stood at Rs 56,098 Crore (US$ 8.4 billion) in FY 2016-17 and exports were at Rs 73,128 crore (US$ 10.9 billion) as compared Rs 70,916 crore ($10.8 billion) in the year 2015-16, up by 3.1 per cent whereas imports in the year 2016-17 has decreased from Rs 90,662 crore (US$ 13.5 billion) to Rs 90,571 crore (US$13.81 billion), down by 0.1 per cent. This has been driven by strong growth in the domestic market and increasing globalisation (including exports) of several Indian suppliers.

The Indian automotive aftermarket is expected to grow at a CAGR of 10.5 per cent and reach Rs 75,705 crore (US$ 13 billion) by the year 2019-20, according to the Automotive Component Manufacturers Association of India (ACMA). These estimates are in sync with the targets of the Automotive Mission Plan (AMP) 2016-26. The Indian Auto Component industry is expected to grow by 8-10 per cent in FY 2017-18, based on higher localisation by Original Equipment Manufacturers (OEM), higher component content per vehicle, and rising exports from India, as per ICRA Limited.

According to the Automotive Component Manufacturers Association of India (ACMA), the Indian auto-components industry is expected to register a turnover of US$ 100 billion by 2020 backed by strong exports ranging between US$ 80- US$ 100 billion by 2026, from the current US$ 11.2 billion.

Investments

The Foreign Direct Investment (FDI) inflows into the Indian automobile industry during the period April 2000 – December 2017 were recorded at US$ 18.41 billion, as per data by the Department of Industrial Policy and Promotion (DIPP).
Some of the recent investments made/planned in the Indian auto components sector are as follows:

- Schaeffler India, the Indian arm of Germany's automotive and industrial parts maker, is planning to invest Rs 300 crore (US$ 46.66 million) per annum over FY18-19.
- Major auto component firms such as Krishna Group, Minda Industries, Lumax Industries, Subros Ltd, etc are planning to invest over US$ 233.31 million over the next 2-3 years.
- Setco Automotive is going to invest Rs 250 crore (US$ 38.62 million) over the next two to three years for capacity expansion and modernisation.

Government Initiatives

The Government of India's Automotive Mission Plan (AMP) 2006–2016 has come a long way in ensuring growth for the sector. Indian Automobile industry is expected to achieve a turnover of $300 billion by the year 2026 and will grow at a rate of CAGR 15 per cent from its current revenue of $74 billion.

Government has drafted Automotive Mission Plan (AMP) 2016-26 which will help the automobile industry to grow and will benefit Indian economy in the following ways:-

- Contribution of auto industry in the country's GDP will rise to 13 per cent, currently which is less than 10 per cent
- More than 100 million jobs will be created in the economy
- Companies will invest around US $80 billion as a part of their capital expenditure.
- End of life Policy will be implemented for old vehicles

Some of the other government initiatives are listed below:

- Electric cars in India are expected to get new green number plates and may also get free parking for three years along with toll waivers.#
- The Ministry of Heavy Industries, Government of India has shortlisted 11 cities in the country for introduction of electric vehicles (EVs) in their public transport systems under the FAME (Faster Adoption and Manufacturing of (Hybrid) and Electric Vehicles in India) scheme.

Road Ahead

The rapidly globalising world is opening up newer avenues for the transportation industry, especially while it makes a shift towards electric, electronic and hybrid cars, which are deemed more efficient, safe and reliable modes of transportation. Over the next decade, this will lead to newer verticals and opportunities for auto-component manufacturers, who would need to adapt to the change via systematic research and development.

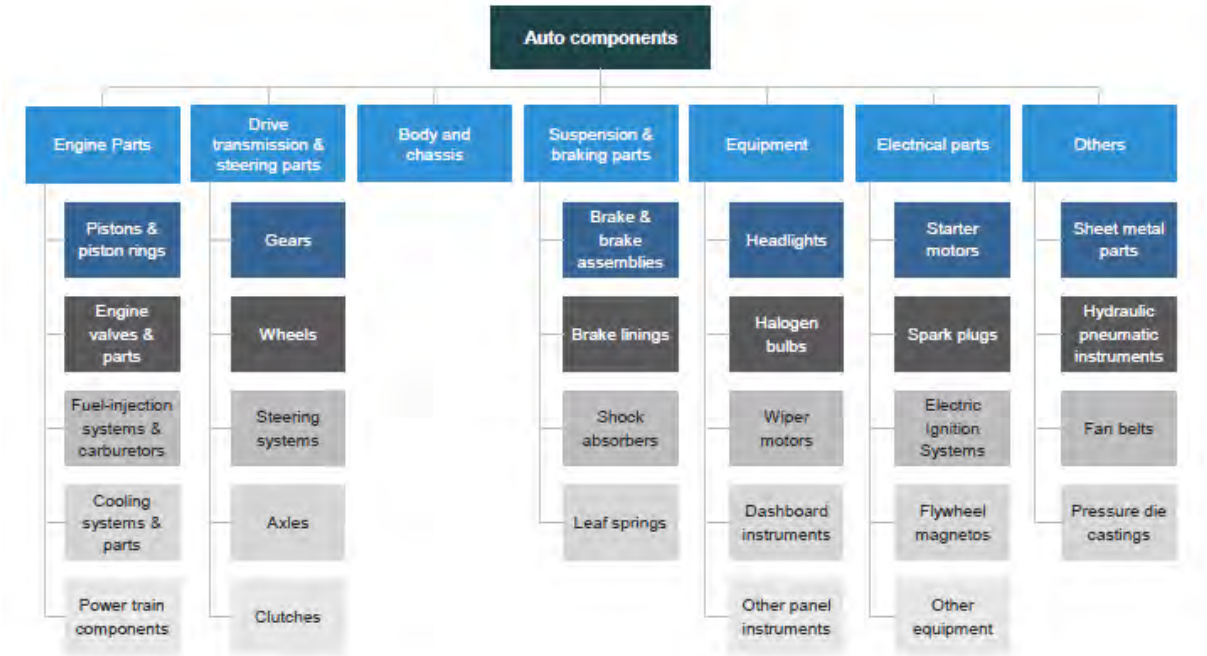
The Indian auto-components industry is set to become the third largest in the world by 2025 Indian auto-component makers are well positioned to benefit from the globalisation of the sector as exports potential could be increased by up to four times to US$ 40 billion by 2020.

Exchange Rate Used: INR 1 = US$ 0.015 as of March 01, 2018

Notes: # - as per the draft policy on e-vehicles prepared by NITI Aayog, Government of India

(Source: Auto component Industry in India, India Brand Equity Foundation www.ibef.org)

THE AUTO COMPONENTS MARKET IS SPLIT INTO SIX PRODUCT SEGMENTS:



(Source: Auto Components Industry in India, India Brand Equity Foundation www.ibef.org)

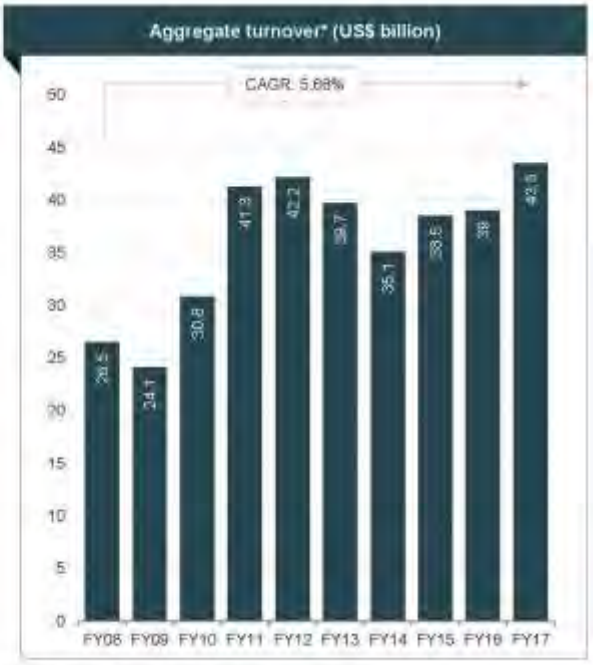
THE AUTO COMPONENTS SECTOR HAS RECORDED ROBUST GROWTH OVER THE YEARS

Over the last decade, the automotive components industry has registered a CAGR of 14 per cent and has scaled three times to US$ 43.5 billion in 2016-17 while exports have grown at a CAGR of 14 per

cent to US$ 10.9 billion. The growth of global OEM sourcing from India & the increased indigenisation of global OEMs is turning the country into a preferable designing and manufacturing base. The Indian auto-components industry is expected to register a turnover of US$ 100 billion by 2020 backed by strong exports ranging between US$ 80- US$ 100 billion by 2026.

The auto-components industry accounts for almost seven per cent of India's Gross Domestic Product (GDP) and employs as many as 19 million people. India is expected to become the 4th largest automobiles producer globally by 2020 after China, US & Japan. The auto components industry is also expected to become the 3rd largest in the world by 2025.

- Revenues have risen from US$ 26.5 billion in FY08 to US$ 43.5 billion in FY17 at a CAGR of 5.66 per cent during FY08-17.
- The market size for auto component sector increased by 11.5 per cent reaching to US$ 43.5 billion in FY17 from US$ 39 billion in FY16.
- As per Automobile Component Manufacturers Association (ACMA) forecasts, automobile component exports from India are expected to reach US$ 70-billion by 2026 from US$ 10.9 billion in FY17. The Indian auto component industry aims to achieve US$ 200 billion in revenues by 2026.
- The industry is expected to post a 13-15 per cent growth rate in FY18, on the back of robust growth in domestic passenger vehicle, commercial vehicle, tractor and two-wheeler segments.^



*Note: CAGR – Compound Annual Growth Rate; *Turnover data covers supplies to OEMs, aftermarket sales and exports; ^ As per ratings agency ICRA*
Source: ACMA

GROWTH DRIVERS

Demand Side Drivers:

Robust growth in domestic automotive industry. Increasing investment in road infrastructure. Growth in the working population & middle class income to drive the market

Supply Side Drivers:

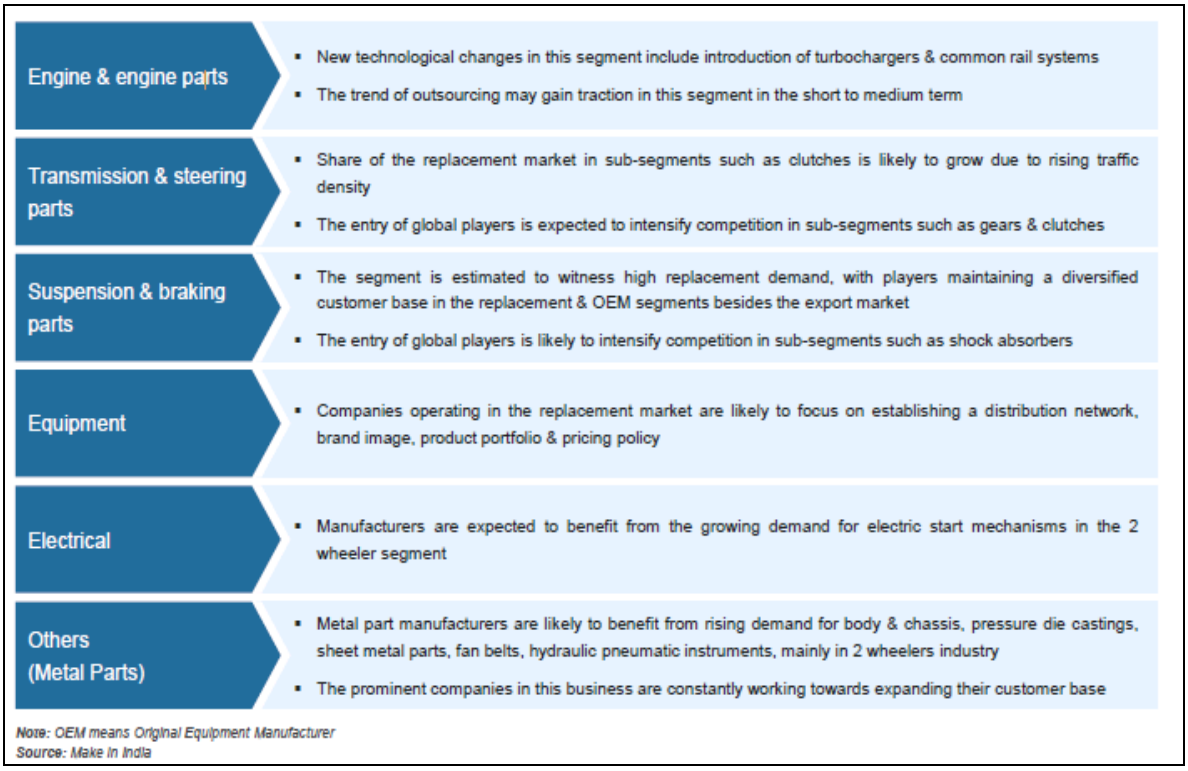
Competitive advantages facilitating emergence of outsourcing hub. Technological shift; focus on R&D

Policy Support:

Establishing special auto parks & virtual SEZs for auto components. Lower excise duty on specific parts of hybrid vehicles. Policies such as Automotive Mission Plan 2016-26, Faster Adoption & Manufacturing of Electric Hybrid Vehicles (FAME, April, 2015), NMEM 2020, likely to infuse growth in the auto component sector of the country.

(Source: Auto Components Industry in India, India Brand Equity Foundation www.ibef.org)

OPPORTUNITIES IN ENGINEERING PRODUCTS



(Source: Auto Components Industry in India, India Brand Equity Foundation www.ibef.org)

FAVOURABLE POLICY MEASURES AIDING GROWTH

Auto Policy 2002

Automatic approval for 100 per cent foreign equity investment in auto component manufacturing facilities. Manufacturing & imports are exempt from licensing & approvals.

NATRiP

Set up at a total cost of USD388.5 million to enable the industry to adopt & implement global performance standards. Focus on providing low-cost manufacturing & product development solutions.

Department of Heavy Industries & Public Enterprises

Created a USD200 million fund to modernise the auto components industry by providing an interest subsidy on loans & investment in new plants & equipment. Provided export benefits to intermediate suppliers of auto components against the Duty Free Replenishment Certificate (DFRC).

Automotive Mission Plan 2016-26 (AMP 2026)

AMP 2026 targets a 4-fold growth in the automobiles sector in India which includes the manufacturers of automobiles, auto components & tractor industry over the next 10 years. It is expected to generate an additional employment of 65 million.

Fame Scheme

The scheme is aimed at incentivising all vehicle segments i.e. 2 Wheeler, 3 Wheeler Auto, Passenger 4 Wheeler Vehicle, Light Commercial Vehicles and Buses. It covers hybrid & electric technologies like Mild Hybrid, Strong Hybrid, Plug in Hybrid & Battery Electric Vehicles. The scheme has been extended to March 2018 from March 2017

Union Budget 2018–19

Budget 2018-19 imposed a surcharge of 10 per cent on aggregate duties of customs on imports, replacing education and secondary and higher Education Cess, which is expected to boost domestic manufacturing. Reduction of tax to 25 per cent for companies with turnover up to Rs 250 crore (US$ 38.62 million) was also announced in Union Budget.

(Source: Auto Components Industry in India, India Brand Equity Foundation www.ibef.org)

AUTO COMPONENTS: ADVANTAGE INDIA

Robust Demand

Growing working population & expanding middle class are expected to remain key demand drivers**.** India is set to break into the league of top 5 vehicle producing nations**.** Reduction in excise duties in motor vehicles sector to spur the demand for auto components

Export Opportunities

India is emerging as global hub for auto component sourcing. Relative to competitors, India is geographically closer to key automotive markets like the Middle East & Europe

Competitive advantages

A cost-effective manufacturing base keeps costs lower by 10-25 per cent relative to operations in Europe & Latin America. Presence of a large pool of skilled & semi-skilled workforce amidst a strong educational system. 3rd largest steel producer globally hence a cost advantage

Policy support

Continued policy support in the form of Auto Policy 2002 In September 2015, Automotive Mission Plan 2016-26 was unveiled which targets a fourfold growth for the sector. Strong support for R&D & product development by establishing NATRIP centers. 100 per cent FDI allowed under automatic route for auto component sector
(Source: Auto Components Industry in India, India Brand Equity Foundation www.ibef.org)

OUR BUSINESS

Some of the information contained in the following discussion, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the chapter titled "*Forward-Looking Statements*" beginning on page 16 of this Prospectus, for a discussion of the risks and uncertainties related to those statements and also the section "*Risk Factors*" for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal are to the twelve-month period ended March 31 of that year.

The financial information used in this section, unless otherwise stated, is derived from our Financial Information, as restated prepared in accordance with Indian GAAP, Companies Act and SEBI Regulations. The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Prospectus, including the information contained in the sections titled "*Risk Factors*" and "*Financial Information*" beginning on pages 17 and 183, respectively.

OVERVIEW

Our Company was originally incorporated as "Ganga Forgoing Private Limited" at Ahmedabad, as a private limited company under the provisions of the Companies Act, 1956 *vide* Certificate of Incorporation dated December 29, 1988 bearing registration number 04-11694 issued by the Registrar of Companies, Gujarat. Subsequently, our Company was converted into a public limited company pursuant to a special resolution passed by our shareholders at the extraordinary general meeting held on October 5, 2017 and the name of our Company was changed to "Ganga Forging Limited". A fresh certificate of incorporation consequent upon conversion to a public limited company was issued by the Registrar of Companies, Ahmedabad on October 30, 2017. The Corporate Identification Number of our Company is U28910GJ1988PLC011694.

Originally incorporated in 1989, our Company, Ganga Forging Limited is manufacturer in forging industry and is engaged in manufacturing of closed die forged products catering to both automotive and non-automotive segment. Automotive segment include manufacturing of products catering to commercial vehicle, passenger car, three wheeler, two wheeler and tractor. Non-automotive segment include electric power transmission, dairy equipment manufacturing, agricultural, gear and gear box, crank shafts, connecting road, heavy engineering industrial, hubs and flanges.

Our Company also complies with Quality Assurance System like ISO and strives to deliver quality products to the customers. Our Company is ISO 9001:2008 certified. We believe in manufacturing and delivering quality products and our manufacturing process is under constant supervision by Engineers. The entire system is backed by proper documentation, traceability until the end product, with full proof checks required as per ISO regulations. We are dedicated towards supply of quality products by controlling the procurement of our raw material, monitoring the process parameters and maintaining appropriate measures to comply with applicable statutory and regulatory requirements of our products.

Our Company is equipped with in-house testing laboratory for checking of our raw materials, working in process materials and finished products. Raw material purchased by us undergoes testing and quality check in our laboratory to ensure that they are of relevant quality and match the standards as specified. The finished products are checked in our laboratory to ensure that the same is of relevant standards and design as specified by the customer; the products are then packed and dispatched.

Our Company was started by Mr. Hiralal Tilva and Late Mr. Chhaganlal Patel. Later on, Mr. Rakesh

Chhaganlal Patel joined the board of our Company and under their guidance we have expanded our sales and operations. Our Company doesn't market these products in our own brand name. Further, Company sell these product as a semi-finished product to the supplier who further grinds the product. Our existing manufacturing facility is equipped with 4 Drop Hammers, 2 automatic power press, 2 manual power press, 4 furnace in our forge shop. Our manufacturing facilities are well equipped with required facilities including machinery, other handling equipment to facilitate smooth manufacturing process. We endeavour to maintain safety in our premises by adhering to key safety norms.

FINANCIAL SNAPSHOT

(Amount in Rs. Lakhs)

Particulars	For the period ended 31st Dec, 2017	FY 2016-17	FY 2015-16	FY 2014-15
Total Revenue	1,818.46	1,779.17	1,769.45	1,557.19
EBITDA	146.90	166.19	131.94	142.41
Profit After Tax	38.71	48.49	25.26	46.58

Geographical wise break-up of Revenue

(Amount in Rs. Lakhs)

	FY 2017-18 (upto 31st Dec, 2017)		FY 2016-17		FY 2015-16	
Particulars	**Amount**	**% of Total Revenue**	**Amount**	**% of Total Revenue**	**Amount**	**% of Total Revenue**
Export	26.68	1.43%	9.12	0.48%	48.66	2.64%
Domestic	1,835.55	98.57%	1,862.94	99.52%	1,794.10	97.36%
Total	**1,862.23**	**100.00%**	**1,872.06**	**100.00%**	**1,842.76**	**100.00%**

Breakup of revenue on the basis of products manufactured and procured form job work

Particulars	As at December 31, 2017	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
Sale of Goods						
Sales of Manufactured Goods	1807.47	1762.99	1746.81	1462.15	1580.97	1478.84
Other Operating Income						
Job work	8.67	14.74	9.35	91.46	113.45	76.72
Total	**1816.14**	**1777.73**	**1756.16**	**1553.61**	**1694.42**	**1555.56**

Top 5 customers for period ended 31st December, 2017

(Amount in Rs. Lakhs)

Sr. No.	Customer Name	Amount (in Rs.)	Percentage to Total Sales
1.	Amul Industries Pvt. Ltd.	2,773.60	12.62%
2.	Nashik Forge Pvt. Ltd.	2,708.13	12.32%
3.	Synnova Gears and Transmission	2,064.73	9.39%
4.	Mosdorfer India Pvt. Ltd.	1,260.07	5.73%
5.	Topland Engines Pvt. Ltd.	1,130.67	5.17%
	Total	**9,937.20**	**45.23%**

Top 5 customers for F.Y. 2016-17

(Amount in Rs. Lakhs)

Sr. No.	Customer Name	Amount (in Rs.)	Percentage to Total Sales
1.	Steel Overseas	2,146.29	9.76%
2.	Amul Industries Pvt. Ltd.	2,008.40	9.14%
3.	Mosdorfer India Pvt. Ltd.	1,794.97	8.16%
4.	IAC Electricals Pvt. Ltd.	1,494.26	6.80%
5.	Star Techno Engineers	1,279.77	5.82%
	Total	**8,723.69**	**39.68%**

PROPOSED PROJECT

Our Company is planning to set-up a new manufacturing unit for expanding its business of manufacturing of closed die forging items.

For further details of the proposed facility, please refer to chapter titled – "*Objects of the Issue*" beginning Page 93 of this Prospectus.

Location

Survey No. 55/1, Paiki 6/Paiki 1at Vill. Pipalia, Tal: Gondal, Dist – Rajkot, Gujarat

Plant Capacity

Company is planning to have an annual capacity of 2,400 mt in its new manufacturing facility.

Raw Material

Major raw material requirement would be - (a) Low Carbon steel, (b) Medium Carbon Steel, (c) Alloy Steel, (d) Stainless Steel for manufacturing, etc.

Raw materials will be procured from steel mills in form of cast billets, rolled billets, etc. in various sizes as per the requirement of the final products.

Power

Company is expected to consume 1,000 Kwa of Power in its new manufacturing facility which will be met by Gujarat Vij Company Ltd.

Water

It will be required for general drinking and sanitary purposes. Estimated water requirement is 10,000 litres per month and will be met by local authority and bore wells.

Safety procedures

In compliance with safety standards, a unit will be created under the facility to see the implementation of all the safety measures in the factory.

Plant & Machinery

S. No.	Name of Plant & Machinery	No. of Machines	Total Cost (in Rs. Lakhs)
1.	C31.5K Hydraulic Die Hammer	1	173.25
2.	Trimming Press 100 ton	1	14.16
3.	Trimming Press 150 ton	1	17.70
4.	Induction Furnace 200 KVA	1	16.52
5.	Induction Furnace 300 KVA	1	24.78
6.	Reduced roller	1	12.98
7.	Cutting Machine	1	21.94
8.	Hot & Warm Forging Press	1	301.27
9.	Air Compressor CSD 125	1	9.77
10.	Reduced Roller	1	11.21
11.	Overhead Crane 10 ton	1	23.60
12.	Hydraulic Press 200 ton	1	15.34
13.	Cooling Conveyor	2	21.47
14.	Transportation and Installation charges		20.00
	Total machinery cost		**684.01**

Note: Our Company have not yet placed any order for any of the machinery required to be installed, further we have not entered into any definitive agreements with the suppliers.

COMPETITIVE STRENGTHS

Diversified Product portfolio

Company manufactures closed die forged products catering to automobile parts, electric power transmission parts, dairy equipment manufacturing parts, agricultural parts, gear and gear box manufacturers, crank shafts, connecting road, heavy engineering industrial parts, hubs and flanges. With presence in most of the allied products in these industry, our Company caters to wide range of customers.

Experienced Management & Promoters

We are led by a dedicated senior management team with two decade of experience in forging manufacturing. We believe our senior management team leverages our market position and their collective experience and knowledge in the industry, to execute our business strategies and drive our future growth. In addition, we believe the strength and entrepreneurial vision of our Promoters and senior management has been instrumental in driving our growth and implementing our strategies. In addition, we have an experienced team of employees.

Healthy financial condition

Our Company has been growing operationally and the result of the same is visible in our financial position which has witnessed consistent level of growth both in revenue and profitability. Our Total Debt from Banks and FIs was at Rs. 110.00 Lakhs which is comfortably sustainable with PAT for the year ended 31st March, 2017 at Rs. 48.49 Lakhs.

BUSINESS STRATEGY

Improve and increase operational efficiencies

We will continue to focus on further increasing our operations and improving operational effectiveness at our production facilities. Higher operational effectiveness results in greater

production volumes and greater sales, and therefore allows us to spread fixed costs over a higher number of units sold, thereby increasing profit margins. We will also continue to identify various strategic initiatives to improve our operational efficiencies and reduce operating costs. We continue to focus on investing in automation, modern technology and equipment to continually upgrade our products including the quality of our products to address changing customer preferences as well as to improve operational efficiency.

Create a global presence

Currently, we export our products only to Russia. Our revenue from export operations is not contributing significantly to our revenue from operations, which is currently less than 1% of our Total Revenue. Our strategy is to expand our footprints in various countries and an increased focus in Russian markets, this will enable us larger customer base giving incremental revenue.

Conversion to automotive production line

Currently, our Company has a manufacturing capacity which is labour intensive and manually operated machineries. This leads to lower level of production and lesser efficiency. As we move forward, we understand to fight competition, we need to have an advanced manufacturing facility. To address the same, our Company plans to expand its production capacity by establishment of its second manufacturing facility in Rajkot, which will be automotive and less dependent on manual work. Company has already imported automated hammering machine from Korea and plans to import its first press line from China.

Direct supply to OEM

Our Company currently sells products indirectly to OEMs, we sell our products to the third party distributors/suppliers who in turn sell these products to OEM's. After establishment of automated line, we intend to sell directly to OEMs which will lead to expansion in our margins and clientele.

PRODUCT RANGE

Our Company is engaged in manufacturing of closed die forged products catering to automobile parts, electric power transmission parts, dairy equipment manufacturing parts, agricultural parts, gear and gear box manufacturers, crank shafts, connecting road, heavy engineering industrial parts, hubs and flanges.

Our products can majorly be divided as:

Name of the Product	Product Image	Description
Crank Shaft		Crankshafts are the main rotating parts of an engine that are installed on a connecting rod and can convert the reciprocating motion into rotating motion of the connecting rod.
Connecting Rod		A connecting rod is a shaft which connects a piston to a crank or crankshaft in a reciprocating engine. Together with the crank, it forms a simple mechanism that converts reciprocating motion into rotating motion.

Name of the Product	Product Image	Description
Half Connecting Rod		A connecting rod is a shaft which connects a piston to a crank or crankshaft in a reciprocating engine. Together with the crank, it forms a simple mechanism that converts reciprocating motion into rotating motion. Half Connecting rod is in two piece rod & cap, and use in application as same as single piece connecting rod.
Yoke		A yoke is an integral component of a drive shaft assembly. The yoke allows the drive shaft assembly to flex or slip within the required application. The component is also used to allow U-joints to rotate smoothly and properly with the drive shaft.
Gear		A gear is a rotating machine part having cut teeth which mesh with another toothed part to transmit torque. Geared devices can change the speed, torque, and direction of a power source.
Spider/Cross		A Spider/Cross is part of A differential gear mechanism, which is a gear train with three shafts that has the property that the rotational speed of one shaft is the average of the speeds of the others, or a fixed multiple of that average.
Flanges		A flange is joint part, which used usually of two or more shafts or pipe or wherever required joint.
Shaft		A shaft is a rotating machine element, usually circular in cross section, which is used to transmit power from one part to another, or from a machine which produces power to a machine which absorbs power.[1] The various members such as pulleys and gears are mounted on it.

Name of the Product	Product Image	Description
Socket Clevise		A socket clevis fastener is a Four-piece fastener system consisting of a clevis, clevis pin, and tang. The clevis is a U-shaped piece that has holes at the end of the prongs to accept the clevis pin and socket work as a head to hold another fixing part.
Anchor Shackle		A shackle is a U-shaped piece of metal secured with a clevis pin or bolt across the opening, or a hinged metal loop secured with a quick-release locking pin mechanism.

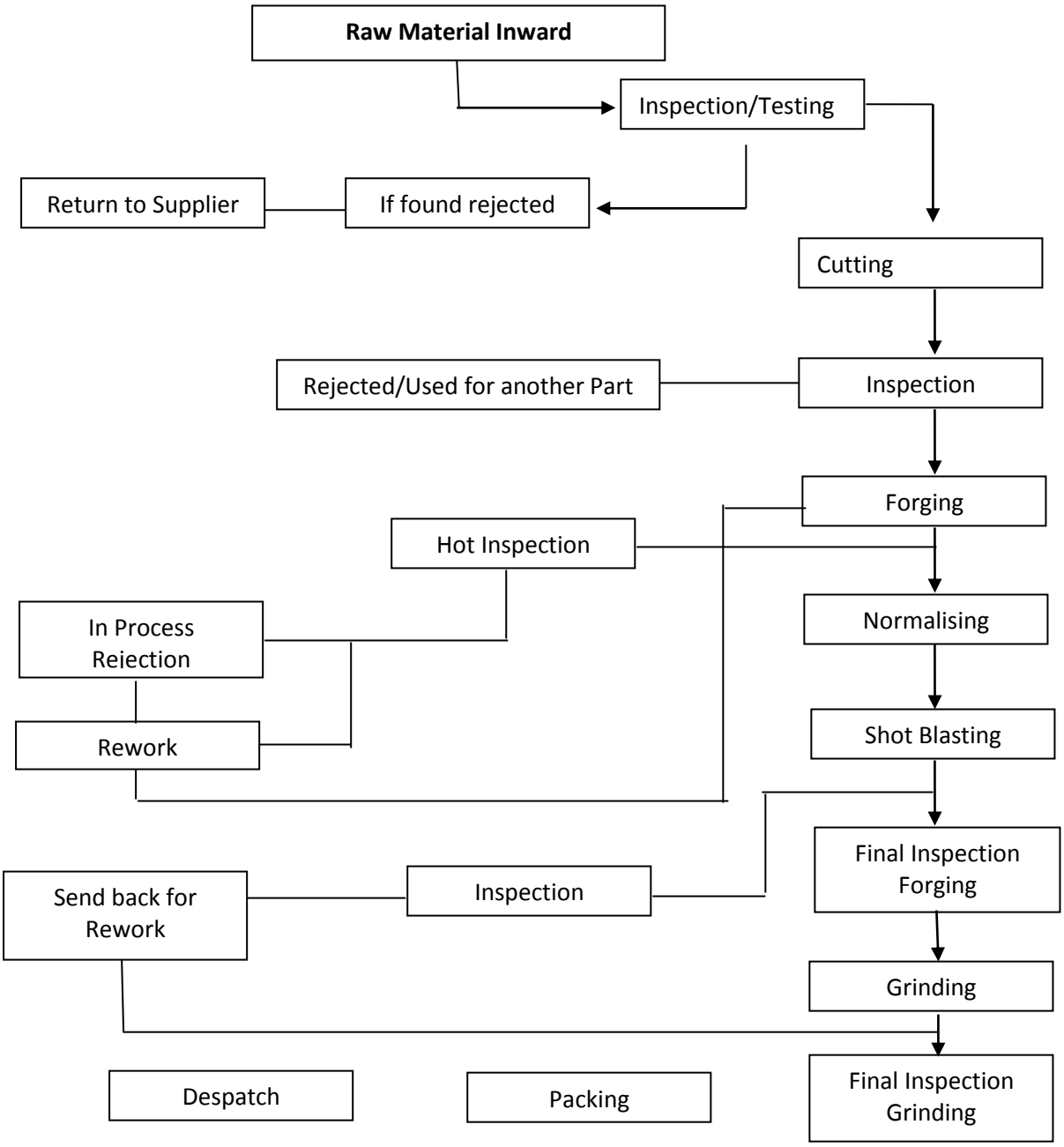
END USERS

Our products are generally used in the following type of industries:

1. Automotive – Range of vehicles from light to heavy commercial vehicles, passenger vehicles, heavy earth moving equipment, etc.
2. Locomotive – Railway engine parts
3. Agriculture – Rotovator parts
4. Transmission – Hardware parts
5. Other – Flanges, Hubs

The Company is mainly catering to the domestic market for auto, agriculture and transmission and earth moving parts and railway components to foreign buyers.

MANUFACTURING PROCESS



Design & Development

Company receives the requirement of the customer and in accordance to it, Company sketches drawings through CAD/CAM PRO-E Simulation software. Company caters to the customers' needs from concept design to validation and testing.

Die Shop

Company has fully equipped die shop with VMC machines for making precision dies. The Die prepared is then approved by the customer by comparing the plaster cast report generated by VMC machine.

Procurement of Raw material

After, Company has received the approval from customer, Company procure low carbon steel, medium carbon steel, alloy steel, stainless steel and any other type of steel as per the requirement of the customer. Further, selected on random basis per batch of order raw materials are sent to in house laboratory for spectro analysis for checking chemical composition of the billet test the composition of the raw material to judge the suitability of material composition to our requirements.

Cutting into Billets

Raw material procured is then cut and converted into billets as per the product design requirement of the customers. Company follow internally prepared colour grade for traceability of raw material from ingot condition till forging. Further, Company measures the weight of billets to ensure its suitability as per the design.

Forging

The cut billets are sent for forging where the billets are heated through induction furnace. Forging provides strength to the products and thus the method is accepted worldwide for increasing the strength of the product. Forging is done as per customer specification and their technical drawings and requirements.

Shot Blasting

After the products is forged, they are normalised and sent for shot blasting to avoid pit marks, scaling and conducted fettling operations.

Final Inspection

Finished products are inspected by our engineers in our in house testing lab for checking the strength, physical testing, micro structure, dimension check etc as per customer technical requirements and their drawings. Post completion of final inspection, a report is prepared based on ISO 9001:2008 quality requirements and the batch is sent for final packing.

INFRASTRUCTURE

Land and Manufacturing Facility:

Our manufacturing facility located at Shapar (Veraval), dist. Rajkot, is fully equipped with required machineries, computer system, internet facility and other facilities like CCTV cameras, which are required for smooth functioning of business and manufacturing operations. We have in house testing laboratory for quality control checks and testing of our products.

Electricity:

Electricity plays a major role in our production process. We have sanctioned load capacity of 700 KVA from Paschim Gujarat Vij Company Limited.

Water Facilities:

Adequate arrangements with respect to water are made through use of bore well at our facility.

Effluent treatment process:

Our manufacturing process does not produce any effluents and hence do not require any effluent

treatment plant.

Fire-fighting equipment:

In order to combat any occurrence of fire in the plant premises and adequate fire-fighting equipment are installed.

SWOT ANALYSIS

Strength	**Weakness**
• Quality production capability • Diversification of product basket to diversified industries. • Experienced Promoters • Ability to meet diverse & critical market demand	• Intense domestic competition • High Cost and fluctuation in prices of Inputs • Low productivity due to semi & unskilled labour • Inadequate support from government
Opportunity	**Threat**
• 100% FDI will result in innovative products and technologies • Government initiatives like GST & Make in India • Development in non-automotive sector like railway, defense etc. • Increase in Export	• Cheap imports from China • Variation in raw material quality and pricing • Technological changes and customer preferences • Pricing pressure from OEM's

HUMAN RESOURCE

We believe that our employees are the key contributors to our business. As on the date of this Prospectus, our Company has 68 employees as on March 31, 2018 engaged in manufacturing, marketing, and administration, financial, legal and other activities of our Company.

Our manpower is a prudent mix of experienced and youth which gives us dual advantage of stability and growth.

RAW MATERIAL

Our major raw material includes (a) Low Carbon steel, (b) Medium Carbon Steel, (c) Alloy Steel, (d) Stainless Steel for manufacturing.

Raw materials are procured from steel mills in form of cast billets, rolled billets, etc. in various sizes as per the requirement of the final products. Raw materials are procured from domestic market on price negotiation basis and availability of size and grade with the suppliers.

COMPETITION

We operate in a competitive industry where our competitors may have greater resources than those available to us. While product quality, brand value, etc are key factors in client decisions among competitors, however price plays a deciding factor in most cases.

MARKETING

The efficiency of our marketing strategy plays a crucial role in success of our Company. Our success lies in our relationship with customers. To increase our client base, we identify them, understand their needs and try to fulfil and provide them tailor made solution by manufacturing products as per their

requirement. We strictly adhere to quality standards as specified. Our marketing efforts are directed to adhere and promote sales through various methods of marketing. We intend to expand our existing customer base by reaching out to other geographical areas and addition of new products in our portfolio.

COLLABRATIONS

As on the date of this Prospectus, our Company has not entered into any financial or technical collaboration.

EXPORT AND EXPORT OBLIGATIONS

Our Company does not have any Export Obligation as on the date of this Prospectus.

CAPACITY UTILIZATION

Particulars	Actual (In MT)			Estimated (In MT)		
	FY 2015-16	FY 2016-17	FY 2017-18	FY 2018-19	FY 2019-20	FY 2020-21
Installed Capacity	4000	4200	5000	7400	7400	
Actual Utilization	3344	3440	4100	5940	6180	
Actual Utilization %	83.60%	81.90%	82.00%	80.27%	83.51%	

Note:

1. In FY 2015-16, capacity utilization increased by 1,009 MT in comparison to FY 2014-15 as installed capacity increased by 1200 MT.
2. Estimated increase in capacity utilization for FY 2018-19 by 1,840 MT in comparison to FY 2017-18 as the Company is planning to enhance its installed capacity by 2,400 MT.

PLANT & MACHINERY

Following is the list of plant & machinery installed in our facility. Further, all the machineries installed in our facility is new.

Sr. No.	Name of the Machine	Maker	Capacity	Location
1	Drop Hammer	NKH	1.0 MT	Forge Shop
2	Drop Hammer	NKH	1.5 MT	Forge Shop
3	Drop Hammer	Ratan	1.5 MT	Forge Shop
4	Drop Hammer	Ratan	2.5 MT	Forge Shop
5	Power Press	MANKU	100 MT	Forge Shop
6	Power Press	Kabeer	200 MT	Forge Shop
7	Power Press	Amreet	250 MT	Forge Shop
8	Power Press	Silver Forge	250 MT	Forge Shop
9	Furnace	Self	1.0 Ton	Forge Shop
10	Furnace	Self	1.5 Ton	Forge Shop
11	Furnace	Self	1.5 Ton	Forge Shop
12	Furnace	Self	2.5 Ton	Forge Shop
13	Milling Machine	Singar	4 Ft.	Die Shop
14	Milling Machine	Bhambhar	4 Ft.	Die Shop
15	Milling Machine	Bhambhar	6 Ft.	Die Shop

Sr. No.	Name of the Machine	Maker	Capacity	Location
16	Saping Machine	Sagar	24 ”	Die Shop
17	Saping Machine	Kabeer	30 ”	Die Shop
18	Saping Machine	Sagar	36 ”	Die Shop
19	Lathe Machine	New India	10 Ft.	Die Shop
20	Lathe Machine	AK Machine	10 Ft.	Die Shop
21	Lathe Machine	-	4 Ft.	Die Shop
22	VMC Machine	Jyoti CNC	1050	Die Shop
23	VMC Machine	ACE Manufacture	MCV-550L	Die Shop
24	Planning Machine	Sagar	8 Ft.	Die Shop
25	Photograph Machine	Atlash Ludhiana	24 ”	Die Shop
26	Bansaw Machine	Universal	120RCS	Cutting Shop
27	Bansaw Machine	Universal	120RCS	Cutting Shop
28	Bansaw Machine	Universal	120RCS	Cutting Shop
29	Bansaw Machine	Universal	120RCS	Cutting Shop
30	Grinder Machine	Parag	1HP	Cutting Shop
31	Grinder Machine	Parag	1HP	Cutting Shop
32	Shot Blasting	Patel Furnace	2 Ton	Cutting Shop
33	Shearing Machine	SHREE Engineering	2 ”	Cutting Shop
34	Shearing Machine	SHREE Engineering	4 ”	Cutting Shop
35	Normalizing Furnace	AXIMO Thermo	2 MT	Cutting Shop
36	Metallurgical Microscope	OLYMPUS Japan	GX41F	Laboratory
37	Foundry master Spectrometer	Raman Instruments	Ferrous	Laboratory
38	Universal Testing Machine	Western Engintech	40 Ton	Laboratory

INTELLECTULAL PROPERTY

Our Company uses GANGA as its logo and brand image for which Company has applied for registration with Trademark Authorities under Class 7 on May 30, 2017.

INSURANCE

We have taken different insurance policies under Standard fire and special peril policy and workmen compensation, brief details of which are as under:

Sr. No	Insurance Policy No.	Insured Amount	Type	Assets Insured
1.	OG-18-2204-4001-00014811	Rs. 950 Lakhs	Standard Fire and Special Perils Policy	Forging Unit
2.	OG-18-2204-2801-00001150	Rs. 91 Lakhs	Workmen Compensation	Employees

PROPERTY

Owned

Our Company owns the following property:

Sr. No.	Address of the Property	Area of the Property	Usage

1.	Shapar, Taluka Kotda Sangani, Rajkot	65,340 sq. ft.	Industrial purpose
2.	Survey No. 55/1, Paiki 6/Paiki 1at Vill. Pipalia, Tal: Gondal, Dist – Rajkot, Gujarat	3,376 sq. mtrs.	Proposed Manufacturing facility

Rented

Our Company does not have any rented property as on the date of this Prospectus.

KEY INDUSTRY REGULATIONS AND POLICIES

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

Approvals

For the purpose of the business undertaken by our Company, our Company is required to comply with various laws, statutes, rules, regulations, executive orders, etc. that may be applicable from time to time. The details of such approvals have more particularly been described for your reference in the chapter titled *"Government and Other Statutory Approvals"* beginning on page 212 of this Prospectus.

Applicable Laws and Regulations

I. BUSINESS/TRADE RELATED LAWS/REGULATIONS

The Micro, Small and Medium Enterprises Development Act, 2006

The Micro, Small and Medium Enterprise Act ("**MSMED Act**"),seeks to provide for the promotion and development along with facilitating and enhancing competition among micro, small and medium enterprises. The MSMED Act inter-alia empowers the Central Government to classify by notification, any class of enterprises including a company, a partnership, firm or any other undertaking engaged in the manufacture or production as specified in the first schedule to the Industries (Development and Regulation) Act, 1951, as follows:

(i) A micro enterprise, where the investment in plant and machinery does not exceed Rs. 25,00,000/- (Rupees Twenty Five Lakhs Only);

(ii) A small enterprise, where the investment in plant and machinery is more than Rs. 25,00,000/- (Rupees Twenty Five Lakh Only) but does not exceed Rs. 5,00,00,000/- (Rupees Five Crores Only); or

(iii) A medium enterprise, where the investment in plant and machinery is more than Rs. 5,00,00,000/- (Rupees Five Crores Only) but does not exceed Rs. 10,00,00,000/- (Rupees Ten Crores Only).

The MSMED Act also stipulates that any person who intends to establish, a micro or small enterprise or a medium enterprise engaged in rendering of services, may at his discretion and a medium enterprise engaged in the manufacture or production of goods as specified hereinabove, file a memorandum of micro, small or medium enterprise, as the case may be, with the prescribed authority.

The Government has proposed an amendment to the Act whereby, it proposes to define units producing goods and rendering services in terms of the annual turnover as follows:

- A micro enterprise will be defined as a unit where the annual turnover does not

exceed five crore rupees;

- A small enterprise will be defined as a unit where the annual turnover is more than five crore rupees but does not exceed Rs 75 crore;
- A medium enterprise will be defined as a unit where the annual turnover is more than seventy five crore rupees but does not exceed Rs 250 crore.

Additionally, the Central Government may, by notification, vary turnover limits, which shall not exceed thrice the limits specified in Section 7 of the MSMED Act. This proposal has been approved by the Cabinet and is pending the approval of the Lok Sabha.

Industrial Policy of Relevant State

New Gujarat Industrial Policy 2015

Gujarat has witnessed strong growth in Micro, Small & Medium Enterprises (MSMEs) sector which covers the medium sector of Gujarat. MSME sector has a special importance as this is the sector which belongs to common man. Gujarat Government wishes to strengthen the sector by making it more technology-driven. This type of support will come by way of interest subsidy for manufacturing and service sector, venture capital assistance, quality certification, technology acquisition fund, patent assistance for national and international, energy and water conservation audit, market development assistance and support, MSMEs for credit rating, raising capital through –SME exchange, reimbursement of CGTSME scheme for collateral free loan, state awards under MSMEs and skill development etc. Support would also be extended for development of ancillary and auxiliary enterprises for labour intensive industries. The Government of Gujarat will constitute separate awards for MSMEs. The awards will be for achieving excellence through growth and production profit, quality improvement measures, environment improvement measures and innovation and new product/process/technology development. The New Gujarat Industrial Policy 2015 ("**the Policy**") encourages adoption of new and innovative technologies by providing financial support will be provided to each cluster for every innovative technology, setting up R&D Institutions, setting new laboratories, financial support through partial reimbursement of cost for filing domestic patents and international patents. Gujarat government shall be taking market development initiatives with the intention of giving enhanced visibility to local produce from large industries and specifically from MSMEs. Government of Gujarat stresses on "Zero Defect" to produce globally-competitive, locally manufactured goods. One of the expansive marketing practices around the globe is participation in international and domestic trade fairs to show one‘s products or wares. Government of Gujarat will make market credit available to MSMEs. Quality improvement is strongly envisaged in the new industrial policy. The assistance will be granted by national (approved by quality council of India) and international certification. The policy also intends to encourage use of enterprise resources planning system (ERP) for MSMEs. Government of Gujarat also provides assistance for raising capital through SME exchange on one time basis.

The Factories Act, 1948

The Factories Act seeks to regulate labor employed in factories and makes provisions for the safety, health and welfare of the workers. Section 2(m) of the Act, defines, a ‘factory’ to cover any premises whereon ten or more workers are working, or were working on any day of the preceding twelve months, and in which manufacturing process is carried on with the aid of power and any premises where twenty or more workers are working, or were working on any day of the preceding twelve months, and in any part of which a manufacturing process is being carried on without the aid of power. Each State Government has set out rules in respect of the prior submission of plans and their approval for the establishment, registration and licensing of factories. The Act provides that occupier of a factory i.e. the person who has ultimate control over the affairs of the factory and in the case of a company, any one of the

directors, must ensure the health, safety and welfare of all workers especially in respect of safety and proper maintenance of the factory such that it does not pose health risks, the safe use, handling, storage and transport of factory articles and substances, provision of adequate instruction, training and supervision to ensure workers' health and safety, cleanliness and safe working conditions. There is a prohibition on employing children below the age of 14 years in a factory**.**

The Legal Metrology Act, 2009

The Legal Metrology Act, 2009 ("**Metrology Act**") (i) establishes and enforces standards of weights and measures; (ii) regulates trade and commerce in weights; (iii) and measures other goods which are sold or distributed by weight, measure or number and for matters connected therewith. The Metrology Act states that any transaction/contract relating to goods/class of goods shall be as per the weight/measurement/numbers prescribed by the Metrology Act. Moreover, the Metrology Act prohibits any person from quoting any price, issuing a price list, cash memo or other document, in relation to goods or things, otherwise than in accordance with the provisions of the Metrology Act.

II. GENERAL CORPORATE COMPLIANCE

The Companies Act 1956 and the Companies Act, 2013

The consolidation and amendment in law relating to Companies Act, 1956 made way to enactment of Companies Act, 2013. The Companies act 1956 is still applicable to the extent not repealed and the Companies Act, 2013 is applicable to the extent notified. The act deals with incorporation of companies and the procedure for incorporation and post incorporation. The conversion of private company into public company and vice versa is also laid down under the Companies Act, 2013. The procedure relating to winding up, voluntary winding up, appointment of liquidator also forms part of the act. The provision of this act shall apply to all the companies incorporated either under this act or under any other previous law. It shall also apply to banking companies, companies engaged in generation or supply of electricity and any other company governed by any special act for the time being in force. A company can be formed by seven or more persons in case of public company and by two or more persons in case of private company. A company can even be formed by one person i.e., a One Person Company. The provisions relating to forming and allied procedures of One Person Company are mentioned in the act. Further, Schedule V (read with sections 196 and 197), Part I lay down conditions to be fulfilled for the appointment of a managing or whole time director or manager. It provides the list of acts under which if a person is prosecuted he cannot be appointed as the director or Managing Director or Manager of the firm. The provisions relating to remuneration of the directors payable by the companies is under Part II of the said schedule.

Competition Act, 2002

An act to prevent practices having adverse effect on competition, to promote and sustain competition in markets, to protect interest of consumer and to ensure freedom of trade in India. The act deals with prohibition of agreements and Anti-competitive agreements. No enterprise or group shall abuse its dominant position in various circumstances as mentioned under the Act. The prima facie duty of the commission is to eliminate practices having adverse effect on competition, promote and sustain competition, protect interest of consumer and ensure freedom of trade. The commission shall issue notice to show cause to the parties to combination calling upon them to respond within 30 days in case it is of the opinion that there has been an appreciable adverse effect on competition in India. In case a person fails to comply with the directions of the Commission and Director General he shall be punishable with a fine which may exceed to Rs. 1 lakh for each day during such failure subject to

maximum of Rupees One Crore.

III. EMPLOYMENT AND LABOUR LAWS

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

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

Employees Deposit Linked Insurance Scheme, 1976

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

The Employees Pension Scheme, 1995

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

Employees’State Insurance Act, 1948

Employees’ State Insurance Act, 1948 **("the ESI Act")** is an act to provide for certain benefits to employees in case of sickness, maternity and employment injury and to make provision for certain other matters in relation thereto. It shall apply to all factories (including factories belonging to the Government other than seasonal factories. Provided that nothing contained in this sub-section shall apply to a factory or establishment belonging to or under the control of the Government whose employees are otherwise in receipt of benefits substantially similar or superior to the benefits provided under this Act. The ESI Act requires all the employees of the establishments to which it applies to be insured in the manner provided there under. Employer and employees both are required to make contribution to the fund. The return of the contribution made is required to be filed with the Employee State Insurance department.

Payment of Bonus Act, 1965

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

Payment of Gratuity Act, 1972

The Payment of Gratuity Act, 1972Act shall apply to every factory, mine plantation, port and railway company; to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a State, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; such other establishments or class of establishments, in which ten or more employees are employed, on any day of the preceding twelve months, as the Central Government, may by notification, specify in this behalf.. A shop or establishment to which this act has become applicable shall be continued to be governed by this act irrespective of the number of persons falling below ten at any day. The gratuity shall be payable to an employee on termination of his employment after he has rendered continuous service of not less than five years on superannuation or his retirement or resignation or death or disablement due to accident or disease. The five year period shall be relaxed in case of termination of service due to death or disablement.

Minimum Wages Act, 1948

The Minimum Wages Act, 1948 ("**MWA**") came into force with an objective to provide for the fixation of a minimum wage payable by the employer to the employee. Under the MWA, every employer is mandated to pay the minimum wages to all employees engaged to do any work skilled, unskilled, manual or clerical (including out-workers) in any employment listed in the schedule to the MWA, in respect of which minimum rates of wages have been fixed or revised under the MWA. Construction of Buildings, Roads, and Runways are scheduled employments. It prescribes penalties for non-compliance by employers for payment of the wages thus fixed.

Maternity Benefit Act, 1961

The Maternity Benefit Act, 1961 provides for leave and right to payment of maternity benefits to women employees in case of confinement or miscarriage etc. The act is applicable to every establishment which is a factory, mine or plantation including any such establishment belonging to government and to every establishment of equestrian, acrobatic and other performances, to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a state, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; provided that the state government may, with the approval of the Central Government, after giving at least two months‘ notice shall apply any of the provisions of this act to establishments or class of establishments, industrial, commercial, agricultural or otherwise.

Equal Remuneration Act, 1979

The Equal Remuneration Act 1979 provides for payment of equal remuneration to men and women workers and for prevention discrimination, on the ground of sex, against Female employees in the matters of employment and for matters connected therewith. The act was enacted with the aim of state to provide Equal Pay and Equal Work as envisaged under Article 39 of the Constitution.

Child Labour Prohibition and Regulation Act, 1986

The Child Labour Prohibition and Regulation Act 1986 prohibits employment of children below 14 years of age in certain occupations and processes and provides for regulation of employment of children in all other occupations and processes. Employment of Child Labour in our industry is prohibited as per Part B (Processes) of the Schedule.

Trade Union Act, 1926 and Trade Union (Amendment) Act, 2001

Provisions of the Trade Union Act, 1926 provides that any dispute between employers and workmen or between workmen and workmen, or between employers and employers which is connected with the employment, or non-employment, or the terms of employment or the conditions of labour, of any person shall be treated as trade dispute. For every trade dispute a trade union has to be formed. For the purpose of Trade Union Act, 1926, Trade Union means combination, whether temporary or permanent, formed primarily for the purpose of regulating the relations between workmen and employers or between workmen and workmen, or between employers and employers, or for imposing restrictive condition on the conduct of any trade or business etc.

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

In order to curb the rise in sexual harassment of women at workplace, this act was enacted for prevention and redressal of complaints and for matters connected therewith or incidental thereto. The terms sexual harassment and workplace are both defined in the act. Every employer should also constitute an 'Internal Complaints Committee' and every officer and member of the company shall hold office for a period of not exceeding three years from the date of nomination. Any aggrieved woman can make a complaint in writing to the Internal Committee in relation to sexual harassment of female at workplace. Every employer has a duty to provide a safe working environment at workplace which shall include safety from the persons coming into contact at the workplace, organising awareness programs and workshops, display of rules relating to the sexual harassment at any conspicuous part of the workplace, provide necessary facilities to the internal or local committee for dealing with the complaint, such other procedural requirements to assess the complaints.

Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979

This Act has been enacted with an aim to regulate the employment of inter-state migrant workmen and to provide for their conditions of service. It is applicable to every establishment employing five or more inter-state migrant workmen or having employed in the past twelve months and to every contractor who employs or who employed five or more inter-state migrant workmen in the past twelve months. Every Principal Employer of the establishment employing inter-state migrant workmen has to make an application for the registration of the establishment in the prescribed manner and time. Also a contractor employing inter-state migrant workmen has to obtain a license for the same from the licensing officer appointed for the purpose by the Central or the state Government. The license is valid only for a specified period and requires to be renewed at its expiry. The Act levies some duties on the principal employer and the contractor. The contractor is to provide for adequate wages, medical facilities and other benefits while it is the responsibility of the principal employer to provide for the displacement allowance and journey allowance to the workmen.

Industrial Disputes Act, 1947 and Industrial Dispute (Central) Rules, 1957

The Industrial Disputes Act, 1947("**ID Act**")and the Rules made thereunder provide for the investigation and settlement of industrialdisputes. The ID Act was enacted to make provision

for investigation and settlement of industrial disputes and for other purposes specified therein. Workmen under the ID Act have been provided with several benefits and are protected under various labour legislations, whilst those persons who have been classified as managerial employees and earning salary beyond prescribed amount may not generally be afforded statutory benefits or protection, except in certain cases. Employees may also be subject to the terms of their employment contracts with their employer, which contracts are regulated by the provisions of the Indian Contract Act, 1872. The ID Act also sets out certain requirements in relation to the termination of the services of the workman. The ID Act includes detailed procedure prescribed for resolution of disputes with labour, removal and certain financial obligations up on retrenchment. The Industrial Dispute (Central) Rules, 1957 specify procedural guidelines for lockouts, closures, lay-offs and retrenchment.

IV. TAX RELATED LEGISLATIONS

Income Tax Act, 1961

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

Goods and Service Tax

Goods and Services Tax ("**GST**") is levied on supply of goods or services or both jointly by the Central and State Governments. It was introduced as The Constitution (One Hundred and First Amendment) Act 2017 and is governed by the GST Council. GST provides for imposition of tax on the supply of goods or services and will be levied by centre on intra-state supply of goods or services and by the States including Union territories with legislature/ Union Territories without legislature respectively. A destination based consumption tax GST would be a dual GST with the centre and states simultaneously levying tax with a common base. The GST law is enforced by various acts viz. Central Goods and Services Act, 2017 (CGST), State Goods and Services Tax Act, 2017 (SGST), Union Territory Goods and Services Tax Act, 2017 (UTGST), Integrated Goods and Services Tax Act, 2017 (IGST) and Goods and Services Tax (Compensation to States) Act, 2017 and various rules made thereunder. It replaces following indirect taxes and duties at the central and state levels:

Central Excise Duty, Duties of Excise (Medicinal and Toilet Preparations), additional duties on excise – goods of special importance, textiles and textile products, commonly known as CVD – special additional duty of customs, service tax, central and state surcharges and cesses relating to supply of goods and services, state VAT, Central Sales Tax, Luxury Tax, Entry Tax (all forms), Entertainment and Amusement Tax (except when levied by local bodies), taxes on advertisements, purchase tax, taxes on lotteries, betting and gambling.

It is applicable on all goods except for alcohol for human consumption and five petroleum products. Taxpayers with an aggregate turnover of Rs. 20 lakhs would be exempt from tax. The exemption threshold for special category of states like North-East shall be Rs. 10 lakhs. Small taxpayers with an aggregate turnover in preceding financial year upto Rs. 75 lakhs (50 lakhs in case of special category states) may opt for composition levy. Under GST, goods and services are taxed at the following rates, 5%, 12% and 18% and 28%.

Export and supplies to SEZ shall be treated as zero-rated supplies. Import of goods and services would be treated as inter-state supplies. Every person liable to take registration under these Acts shall do so within a period of 30 days from the date on which he becomes liable to

registration. The Central/State authority shall issue the registration certificate upon receipt of application. The Certificate shall contain fifteen digit registration number known as Goods and Service Tax Identification Number (GSTIN). In case a person has multiple business verticals in multiple location in a state, a separate application will be made for registration of each and every location. The registered assessee are then required to pay GST as per the rules applicable thereon and file the appropriate returns as applicable thereon.

Professional Tax

The Gujarat (Panchayats, Municipalities, Municipal Corporations and State) Tax on Professions, Traders, Callings and Employments Act, 1976.

Professional tax in Gujarat is governed by the Gujarat Panchayats, Muncipalities, Muncipal Corporation and State Tax on Professions, Traders, Callings and Employment Act, 1976 and rules of 1976. All registered partnership firms, all factory owners, all shops or establishment owners (if the shop has employed on an average five employees per day during the year), all businesses covered under the definition of 'dealer' defined in the Gujarat Value Added Tax Act, 2003 whose annual turnover is more than Rs. 2.50 lakhs, all transport permit holders, money lenders, petrol pump owners, all limited companies, all banks, all district or state level co-operative societies, estate agents, brokers, building contractors, video parlors, video libraries, members of associations registered under Forward Contract Act, members of stock exchange, other professionals, like legal consultants, solicitors, doctors, insurance agents, etc are covered under this Act. It is duty of the employers to deduct tax from the person earning any salary/wage in the organisation. For the purpose of this act, employer means in relation to an employee earning any salary or wages on regular basis under him, means the person or the officer who is responsible for disbursement of such salary or wages, and includes the head of the office or any establishment as well as the manager of agent of the employer..

V. ENVIRONMENTAL LEGISLATIONS

The Environment Protection Act, 1986

The purpose of the Environment Protection Act,1986 ("**the Environment Protection Act**")is to act as an "umbrella" legislation designed to provide a frame work for Central government co-ordination of the activities of various central and state authorities established under previous laws. The Environment Protection Act authorizes the central government to protect and improve environmental quality, control and reduce pollution from all sources, and prohibit or restrict the setting and /or operation of any industrial facility on environmental grounds. The Act prohibits persons carrying on business, operation or process from discharging or emitting any environmental pollutant in excess of such standards as may be prescribed. Where the discharge of any environmental pollutant in excess of the prescribed standards occurs or is apprehended to occur due to any accident or other unforeseen act, the person responsible for such discharge and the person in charge of the place at which such discharge occurs or is apprehended to occur is bound to prevent or mitigate the environmental pollution caused as a result of such discharge and should intimate the fact of such occurrence or apprehension of such occurrence; and (b) be bound, if called upon, to render all assistance, to such authorities or agencies as may be prescribed.

The Water (Prevention and Control of Pollution) Act, 1974

The Water (Prevention and Control of Pollution) Act, 1974 ("**Water Act**") aims to prevent and control water pollution as well as restore water quality by establishing and empowering the Central Pollution Control Board and the State Pollution Control Boards. Under the Water Act, any person establishing any industry, operation or process, any treatment or disposal system, use of any new or altered outlet for the discharge of sewage or new discharge of

sewage, must obtain the consent of the relevant State Pollution Control Board, which is empowered to establish standards and conditions that are required to be complied with. In certain cases, the State Pollution Control Board may cause the local Magistrates to restrain the activities of such person who is likely to cause pollution. Penalty for the contravention of the provisions of the Water Act include imposition of fines or imprisonment or both. The Central Pollution Control Board has powers, inter alia, to specify and modify standards for streams and wells, while the State Pollution Control Boards have powers, inter-alia, to inspect any sewage or trade effluents, and to review plans, specifications or other data relating to plants set up for treatment of water, to evolve efficient methods of disposal of sewage and trade effluents on land, to advise the State Government with respect to the suitability of any premises or location for carrying on any industry likely to pollute a stream or a well, to specify standards for treatment of sewage and trade effluents, to specify effluent standards to be complied with by persons while causing discharge of sewage, to obtain information from any industry and to take emergency measures in case of pollution of any stream or well. A central water laboratory and a state water laboratory have been established under the Water Act.

The Air (Prevention and Control of Pollution) Act, 1981

Pursuant to the provisions of the Air (Prevention and Control of Pollution) Act, 1981 ("**Air Act**"), any person, establishing or operating any industrial plant within an air pollution control area, must obtain the consent of the relevant State Pollution Control Board prior to establishing or operating such industrial plant. The State Pollution Control Board is required to grant consent within a period of four months of receipt of an application, but may impose conditions relating to pollution control equipment to be installed at the facilities. No person operating any industrial plant in any air pollution control area is permitted to discharge the emission of any air pollutant in excess of the standards laid down by the State Pollution Control Board. The penalties for the failure to comply with the above requirements include imprisonment of up to six years and the payment of a fine as may be deemed appropriate. Under the Air Act, the Central Board for the Prevention and Control of Water Pollution has powers, inter alia, to specify standards for quality of air, while the State Board for the Prevention and Control of Water Pollution have powers, inter alia, to inspect any control equipment, industrial plant or manufacturing process, to advise the State Government with respect to the suitability of any premises or location for carrying on any industry and to obtain information from any industry.

Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2016

Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2016 ("**Hazardous Waste Rules**") regulate the management, treatment, storage and disposal of hazardous waste by imposing an obligation on every occupier and operator of a facility generating hazardous waste to dispose of such waste without harming the environment. Every occupier and operator of a facility generating hazardous waste must obtain approval from the relevant state pollution control board. The occupier is liable for damages caused to the environment resulting from the improper handling and disposal of hazardous waste and must pay any financial penalty that may be levied by the respective state pollution control board.

The Public Liability Insurance Act, 1991

The Public Liability Insurance Act, 1991 imposes liability on the owner or controller of hazardous substances for any damage arising out of an accident involving such hazardous substances. A list of hazardous substances covered by the legislation has been enumerated by the Government by way of a notification. The owner or handler is also required to take out an insurance policy insuring against liability under the legislation. The rules made under the

Public Liability Act mandate that the employer has to contribute towards the environment relief fund, a sum equal to the premium paid on the insurance policies. The amount is payable to the insurer.

VI. INTELLECTUAL PROPERTY LEGISLATIONS

Indian Patents Act, 1970

A patent is an intellectual property right relating to inventions and is the grant of exclusive right, for limited period, provided by the Government to the patentee, in exchange of full disclosure of his invention, for excluding others from making, using, selling, importing the patented product or process producing that product. The term invention means a new product or process involving an inventive step capable of industrial application.

The Copyright Act, 1957

Copyright is a right given by the law to creators of literary, dramatic, musical and artistic works and producers of cinematograph films and sound recordings. In fact, it is a bundle of rights including, inter alia, rights of reproduction, communication to the public, adaptation and translation of the work. There could be slight variations in the composition of the rights depending on the work.

Trade Marks Act, 1999

The Trade Marks Act, 1999 (the "**Trade Marks Act**") provides for the application and registration of trademarks in India for granting exclusive rights to marks such as a brand, label and heading and obtaining relief in case of infringement for commercial purposes as a trade description. The Trade Marks Act prohibits any registration of deceptively similar trademarks or chemical compounds among others. It also provides for penalties for infringement, falsifying and falsely applying for trademarks.

VII. GENERAL LAWS

Apart from the above list of laws – which is inclusive in nature and not exhaustive - general laws like the Indian Contract Act 1872, Specific Relief Act 1963, Negotiable Instrument Act 1881,The Information Technology Act, 2000, Sale of Goods Act 1930 and Consumer Protection Act 1986 are also applicable to the company.

VIII. OTHER LAWS

Foreign Trade (Development and Regulation) Act, 1992

The Foreign Trade (Development and Regulation) Act, 1992 facilitates imports and exports from and to India. The Import-Export Code number and licence to import or export includes a customs clearance permit and any other permission issued or granted under this act. The Export and Import policy, provision for development and regulation of foreign trade shall be made by the Central Government by publishing an order. The Central Government may also appoint Director General of Foreign Trade (DGFT) for the purpose of Export-Import Policy formulation. If any person makes any contravention to any law or commits economic offence or imports/exports in a manner prejudicial to the trade relations of India or to the interest of other person engaged in imports or exports then there shall be no Import Export Code number granted by Director-General to such person and if in case granted shall stand cancelled or suspended. Provision of search and seizure of Code of Criminal Procedure, 1973 shall apply to every search and seizure made under this Act. In case of appeals in a case the order made by the appellate authority shall be considered to be final. The powers of all the civil court

under Code of Civil Procedure, 1908 shall vest in him. The EXIM Policy is a set of guidelines and instructions established by the DGFT in matters related to the export and import of goods in India. This policy is regulated under the said act. Director General of Foreign Trade (herein after referred to as DGFT) is the main governing body in matters related to the EXIM Policy. The Act shall provide development and regulation of foreign trade by facilitating imports into, and augmenting exports from India. Trade Policy is prepared and announced by the Central Government (Ministry of Commerce).

Foreign Exchange Management Act, 1999

Foreign investment in India is primarily governed by the provisions of the Foreign Exchange Management Act, 1999("**FEMA**") and the rules and regulations promulgated there under. FEMA aims at amending the law relating to foreign exchange with facilitation of external trade and payments for promoting orderly developments and maintenance of foreign exchange market in India. It applies to all branches, offices and agencies outside India owned or controlled by a person resident in India and also to any contravention there under committed outside India by any person to whom this Act applies. Every exporter of goods is required to a) furnish to the Reserve Bank or to such other authority a declaration in such form and in such manner as may be specified, containing true and correct material particulars, including the amount representing the full export value or, if the full export value of the goods is not ascertainable at the time of export, the value which the exporter, having regard to the prevailing market conditions, expects to receive on the sale of the goods in a market outside India; b) furnish to the Reserve Bank such other information as may be required by the Reserve Bank for the purpose of ensuring the realization of the export proceeds by such exporter. The Reserve Bank may, for the purpose of ensuring that the full export value of the goods or such reduced value of the goods as the Reserve Bank determines, having regard to the prevailing market conditions, is received without any delay, direct any exporter to comply with such requirements as it deems fit. Every exporter of services shall furnish to the Reserve Bank or to such other authorities a declaration in such form and in such manner as may be specified, containing the true and correct material particulars in relation to payment for such services.

FEMA Regulations

As laid down by the FEMA Regulations, no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the automatic route within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIPB and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 ("**FEMA Regulations**") to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India. Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India.

OUR HISTORY AND CERTAIN OTHER CORPORATE MATTERS

CORPORATE PROFILE AND BRIEF HISTORY

Our Company was originally incorporated as "Ganga Forgoing Private Limited" at Ahmedabad, as a private limited company under the provisions of the Companies Act, 1956 *vide* Certificate of Incorporation dated December 29, 1988 bearing registration number 04-11694 issued by the Registrar of Companies, Gujarat. Subsequently, ourCompany was converted into a public limited company pursuant to a special resolution passed by our shareholders at the extraordinary general meeting held on October 5, 2017 and the name of our Company was changed to "Ganga Forging Limited". A fresh certificate of incorporation consequent upon conversion to a public limited company was issued bythe Registrar of Companies, Ahmedabad on October 30, 2017.The Corporate Identification Number of our Company is U28910GJ1988PLC011694.

Mr. Hiralal Mahidas Tilva and Mr. Rakesh Chhaganlal Patel are the Promoters of our Company. Mr. Chhanganlal Trikambhai Nar and Mr. Shamjibhai Govindbhai Ladani were the initial subscribers to the MoA of our Company.

For information on our Company's profile, activities, market, service, etc., market of each segment, capacity built-up, standing of our Company in comparison with prominent competitors, with reference to its services, management, managerial competence, technology, market, major suppliers and customers, environmental issues, geographical segment, etc. wherever applicable, please refer to the chapters titled "*Our Business*", "*Our Industry*", "*Financial Statements as Restated*", "*Management's Discussion and Analysis of Financial Condition and Results of Operation*", "*Government and Other Statutory Approvals*" beginning on pages 127, 105, 183, 184 and 212 respectively of this Prospectus.

ADDRESS OF THE REGISTERED OFFICE

Ganga Forging Limited
Plot No 1 SNO 298 & 30 Rajkot Gondal N H,
Veraval (Shapar) Rajkot,
Gujarat 360 024**,** India.

CHANGES IN THE REGISTERED OFFICE OF OUR COMPANY

There has been no change in our Registered Office from inception till the date of this Prospectus.

KEY EVENTS AND MILESTONES IN THE HISTORY OF OUR COMPANY

Year	Event
1988	Incorporation of our Company
1989	Commencement of Manufacturing facility at factory of the Company
2014	Certified as an ISO 9001:2008 Company
2017	Obtaining of SMERA- D & B NSIC Certificate (Grade: SMERA MSE 3)
2017	Conversion from a private limited to a public limited and change of name consequent to the same (i.e Ganga Forging Private Limited to Ganga Forging Limited)

MAIN OBJECTS OF OUR COMPANY

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

To carry on the business of manufacturer, importers, exporters, dealers, merchants, and commission

agents in all kind of forgings required for Engineering and Automotive Goods, articles, parts, spares and Accessories.

AMENDMENT TO THE MOA OF OUR COMPANY SINCE INCORPORATION

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

Date of AGM/EGM	Amendment
March 24, 2003	Alteration of the Clause V – Increase in Authorised Capital from Rs. 10,00,000 consisting of 10,000 Equity Shares of Rs.100 each to Rs. 25,00,000 consisting of 25,000 Equity Shares of Rs.100 each.
October 25, 2007	Alteration of the Clause V – Increase in Authorised Capital from Rs. 25,00,000 consisting of 25,000 Equity Shares of Rs.100 each to Rs. 35,00,000 consisting of 35,000 Equity Shares of Rs.100 each.
July 31, 2017	Alteration of the Clause V – Sub-division of Authorised Capital from Rs. 35,00,000divided into 35,000 Equity Shares of Rs. 100 each to Rs. 35,00,000 divided into 3,50,000 Equity Shares of 10 each. Increase in Authorised Capital from Rs. 35,00,000 consisting of 3,50,000 Equity Shares of Rs.10 each to Rs. 8,50,00,000 consisting of 85,00,000 Equity Shares of Rs.10each.
October 5, 2017	Alteration of Clause I - Change of name of the Company from Ganga Forging Private Limited to Ganga Forging Limited consequent upon conversion of the Company from a private limited to a public limited. Alteration of Clause III - Adoption of new set of Memorandum of Association by transferring all the incidental & ancillary objects and other objectsunder a single head i.e. "Matters which are necessary for furtherance of the objects specifiedin clause III[A]".

AWARDS AND CERTIFICATIONS

Year	Details
2016	Russian Federation Certificate from Solis Group stating that the Company is the manufacturer of goods of Solis Group
2018	ISO 9001: 2008 for "Manufacture And Supply of Hot Forgings like Connecting Rod, Transmission & Insulation Parts for Automotive, Electrical, Defense, Agriculture And Engineering Applications" granted by the Certification Body of TUV SUD South Asia Private Limited.

COUNTRYWISE EXPORT SALES FOR THE PERIOD ENDED DECEMBER 31, 2017

(Rs. In Lakhs)

Country Name	Amount	% of total sales
Solis Impex Ltd (Russia)	26.68	1.43%

HOLDING COMPANY OF OUR COMPANY

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

SUBSIDIARY COMPANY OF OUR COMPANY

As on date of this Prospectus, our Company doesn't have any subsidiary company.

CAPITAL RAISING ACTIVITIES THROUGH EQUITY OR DEBT

Our Equity issuances in the past have been provided in the chapter titled "*Capital Structure*" beginning on page 73 of this Prospectus. Further, our Company has not undertaken any public offering of debt instrument since inception.

REVALUATION OF ASSETS

There has been no revaluation of our assets and we have not issued any Equity Shares including bonus shares by capitalizing any revaluation reserves.

CHANGES IN THE ACTIVITIES OF OUR COMPANY IN THE LAST FIVE YEARS

There has been no change in the activities being carried out by our Company in the last five years prior to the date of filing of this Prospectus which may have has a material effect on our profits or loss, including discontinuance of our lines of business, loss of agencies or markets and similar factors.

INJUNCTIONS OR RESTRAINING ORDERS

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

MERGERS AND ACQUISITIONS IN THE HISTORY OF OUR COMPANY

Our Company has not merged / amalgamated itself nor has acquired any business / undertaking, since incorporation.

SHAREHOLDER'S AGREEMENT

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

JOINT VENTURE AND OTHER AGREEMENTS

As on the date of filing this Prospectus, there is no existing joint venture or other material agreements entered into by our Company which is not in its ordinary course of business.

OTHER MATERIAL AGREEMENTS

There are no material agreements or contracts which have been entered into by our Company within a period of two years prior to the date of this Prospectus which are not in the ordinary course of business.

STRIKES AND LOCK-OUTS

There have been no strikes or lockouts in our Company since incorporation.

TIME AND COST OVERRUNS IN SETTING UP PROJECTS

As on the date of this Prospectus, there have been no time and cost overruns in any of the projects undertaken by our Company.

STRATEGIC PARTNERS

Our Company does not have any strategic/financial partner as on the date of filing of this Prospectus

FINANCIAL PARTNERS

Apart from the various arrangements with bankers and financial institutions which our Company undertakes in the ordinary course of business, our Company does not have any other financial partners as on the date of this Prospectus

DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS / BANKS

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

NUMBER OF SHAREHOLDERS

Our Company has 12 shareholders as on date of this Prospectus. For further details, please refer to the chapter titled "*Capital Structure*" beginning on page 73 of this Prospectus.

OUR MANAGEMENT

Board of Directors

As per the Articles of Association, our Company is required to have not less than three directors and not more than fifteen. Currently, our Company has eight (8) Directors out of which four (4) are Executive Directors. The following table sets forth details regarding the Board of Directors as on the date of this Prospectus:

Name, Age, Father's Name, Designation, Address, Occupation, Nationality, Term, and DIN	Date of Appointment/Reappointment as Director	Other Directorships as on the date of this Prospectus
Name: Mr. Hiralal Mahidas Tilva **Age:** 69 years **Father's Name:** Mr. Mahidas Tilva **Designation:** Chairman & Managing Director **Address:** Flat-702 B, Hevlok Appartment, Near Gol Residency, Nana Mauva Road, Rajkot – 360004 **Occupation:** Business **Nationality:** Indian **Term:** 5 years from April 2, 2018 to April 1, 2023 **DIN:** 00022539	Originally appointed as Director on September 28, 1990 Appointed as Director with effect from April 2, 2018 Appointed as Chairman & Managing Director with effect from April 2, 2018	Narmada Forge Private Limited Narmada Rings Private Limited
Name: Mr. Rakesh Chhaganlal Patel **Age:** 43 years **Father's Name:** Mr. Chhaganlal Trikambahi Patel **Designation:** Managing Director **Address:** Amardeep 32/B, Shree Society, Shree Colony Street, Behind Panchavati Street, Rajkot 360004 **Occupation:** Business **Nationality:** Indian **Term:** 5 years from February 15, 2018 to February 14, 2023 **DIN:** 00510990	Originally appointed as an Additional Director on April 28, 2009 Re-appointed as an Executive Director on March 10, 2016 with effect from January 1, 2016 Re-designated as Managing Director on February 15, 2018 with effect from February 15, 2018 to February 14, 2023	Nil
Name: Mrs. Parulben Rakeshbhai Patel **Age**: 45 years **Father's Name**: Mr. Valjibhai Arjanbhai Zalavadia **Designation**: Director **Address**: Amardeep 32/B, Shree Society, Shree Colony Street, Behind Panchavati Street, Rajkot 360004 **Occupation**: Business **Nationality**: Indian **Term**: 5 years from February 15, 2018 to February 14, 2023 **DIN**: 07528313	Appointed as a Director on September 1, 2017 Re-designated as Whole time Director on February 15, 2018 with effect from February 15, 2018 to February 14, 2023	Nil
Name: Mrs. Sheetal Sanjivkumar Chaniara	Appointed as a Director on September 1, 2017	Nil

Name, Age, Father's Name, Designation, Address, Occupation, Nationality, Term, and DIN	Date of Appointment/Reappointment as Director	Other Directorships as on the date of this Prospectus
Age: 43 years **Father's Name**: Hirabhai Mahidasbhai Tilva **Designation**: Director **Address**: 501 Meghmalhar Apartment, Near Shree Colony, Opp Gandhi Vidhiyalaya, B/H Panchavati Main Road, Rajkot-360001 **Occupation**: Business **Nationality**: Indian **Term**: 5 years from February 15, 2018 to February 14, 2023 **DIN**: 07528297	Re-designated as Whole time Director on February 15, 2018 with effect from February 15, 2018 to February 14, 2023	
Name: Mr. Mayurkumar Mansukhlal Kalaria **Age**: 42 years **Father's Name**: Mansukhlal Punjabhai Kalaria **Designation**: Director **Address**: A- 701, Havlok Towers, Nana Mava Main Road, Nana Mava, Near Gol Residency **Occupation**: Business **Nationality**: Indian **Term**: Liable to retire by rotation **DIN**: 07528297	Appointed as an Additional Director with effect from April 2, 2018	Nil
Name: Mr. Harshad V. Asher **Age**: 49 years **Father's Name**: Mr. Vinodrai Asher **Designation**: Independent Director **Address**: 704, Chitralekha Apartment, 150 Feet Ring Road, Near K.K.V. Hall, Rajkot – 360001, Gujarat **Occupation**: Professional **Nationality**: Indian **Term**: 5 years with effect from March 1, 2018 **DIN**: 07928692	Appointed as an Independent Director for a period of 5 years with effect from March 1, 2018	Nil
Name: Mr. Rameshbhai Gordhanbahi Dhingani **Age**: 53 years **Father's Name**: Mr. Gordhanbahi Dhingani **Designation**: Independent Director **Address**: Jasmin Tower, G-Building Flat No. 801, Garden City, Sadhuvasvani Road, Rajkot – 360005, Gujarat **Occupation**: Business **Nationality**: Indian **Term**: 5 years with effect from March 1, 2018	Appointed as an Independent Director for a period of 5 years with effect from March 1, 2018	Nil

Name, Age, Father's Name, Designation, Address, Occupation, Nationality, Term, and DIN	Date of Appointment/Reappointment as Director	Other Directorships as on the date of this Prospectus
DIN: 07946841		
Name: Mr. Jasubhai Khimjibhai Patel **Age**: 68 years **Father's Name**: Mr Khimjibhai Patel **Designation**: Independent Director **Address**: Amit Umiya Park 2, Jalaram, Saurashtra University Road, Rajkot - 360007 **Occupation**: Business **Nationality**: Indian **Term**: 5 years with effect from April 21, 2018 **DIN**: 01006449	Appointed as an Independent Director for a period of 5 years with effect from April 21, 2018	Kisan Plastics Private Limited

Brief Biographies of our Directors

Mr. Hiralal Mahidas Tilva

Mr. Hiralal Mahidas Tilva, aged 69 years, is one of the Promoters of our Company. He is an Indian national and has been associated with our Company since incorporation. He holds a Bachelor's degree in Science from Saurashtra University. Mr. Hiralal Mahidas Tilva is a first generation entrepreneur and has an experience of over 30 (Thirty) years in Forging Industry. He has been the driving force behind the promotion and building of our Company and has contributed immensely towards the overall growth, innovation and success of our Company. He is responsible for expansion of our business and finding new products.

Mr. Rakesh Chhaganlal Patel

Mr. Rakesh Chhaganlal Patel, aged 43 years, is one of our Promoters and Managing Director of our Company. He has been associated with our Company since 2004. He was appointed as a Director on March 10, 2016. He possesses 14 years of work experience in forging industry, marketing and purchase. He was appointed as the Managing Director of our Company with effect from February 15, 2018 for a period of 5 years. He presently heads the marketing team of our Company.

Mrs. Parulben Rakeshbhai Patel

Mrs. Parulben Rakeshbhai Patel, aged 45 years, is a whole-time Director of our Company. She is the wife of Mr. Rakesh Chhaganlal Patel, the Managing Director of our Company. She holds a master's degree in commerce from Saurashtra University. She was appointed as a Director of our Company on September 1, 2017. She has over eight years of experience in office administration. Presently, she is entrusted with office administration function of our Company.

Mrs. Sheetal Sanjivkumar Chaniara

Mrs. Sheetal Sanjivkumar Chaniara, aged 43 years, is a whole-time Director of our Company. She has completed her First B. Com examination from Saurashtra University. She was appointed as a Director of our Company on September 1, 2017. She possesses 10 years of work experience in various fields such as fashion designing. Presently, she is entrusted with the research and development function of our Company.

Mr. Mayurkumar Mansukhlal Kalaria

Mr. Mayurkumar Mansukhlal Kalaria, aged 42 years, is a Director of our Company. He has completed his bachelor's degree in business administration from Saurashtra University. He was appointed as an Additional Director of our Company on April 2, 2018. He has more than 20 years of experience in the field of engineering particularly in manufacturing of pipes, pipe fittings etc.

Mr. Harshad V. Asher

Mr. Harshad V. Asher, aged 49 years, is one of our independent Directors. He has been associated with our Company since March 1, 2018. Mr. Asher is associated with the field of insurance and management since 1994. He has a diploma in Mechanical Engineering from the Technical Examination Board, Gujarat State. He has previously worked as a management trainee and manager personnel & administration with Saurashtra Paper & Board Mills from 1990 to 1996. He has also worked as a project manager with SPB Comer India Limited from 1996 to 1998. He holds a Chartered Financial Goal Planner Certification from the American Academy of Financial Management India. He has also successfully completed a course under the IQA International Register of Certified Auditors by Portsmouth Management Centre. He has been awarded the Excellent New Business Performance from April 1, 2017 to November 15, 2017 and he became 'SATAT SAKRIA ABHIKARTA' by LIC, Rajkot Division. He has also been certified as the member of the 2013 Million Dollar Round Table (MDRT) and has been awarded a certificate of excellence for becoming MDRT-14 by LIC. He has 20 years of experience in the field of finance management.

Mr. Rameshbhai Gordhanbhai Dhingani

Mr. Rameshbhai Gordhanbhai Dhingani, aged 53 years, is one of our independent Directors. He has been associated with our Company since March 1, 2018. He has completed is Higher Secondary Education from Gujarat Secondary Education Board. He is connected with the manufacturing of HDPE pipe, LLDPE and all kinds of plastic pipes for more than 35 years.

Mr. Jasubhai Khimjibhai Patel

Shri Jasubhai K Patel, aged 68 years, is one of our independent Directors. He has been associated with our Company since April 21, 2018. He is a commerce graduate. He is connected with the field of plastic product manufacturing since 35 years. He has received many awards for his excellence in the field of plastic products manufacturing and polymer business.

Nature of any family relationship between our Directors

Except as disclosed below, no other directors are termed as relatives within the meaning of section 2(77) of the Companies Act, 2013; none of our directors of our Company are related to each other.

Name of Director	Relationship
Mr. Hiralal Mahidas Tilva	Father of Mrs. Sheetal Sanjivkumar Chaniara
Mrs. Sheetal Sanjivkumar Chaniara	Daughter of Mr. Hiralal Mahidas Tilva
Mr. Rakesh Chhaganlal Patel	Spouse of Mrs. Parulbhai Rakeshbhai Patel
Mrs. Parulben Rakeshbhai Patel	Spouse of Mr. Rakesh Chhaganlal Patel

We also confirm that:

1. All of our directors are Indian nationals.
2. None of the above mentioned Directors are on the RBI List of willful defaulters as on the date of this Prospectus.
3. None of our Directors are or were directors of any company whose shares were (a) suspended

from trading by stock exchange(s) or (b) delisted from the stock exchanges during the term of their directorship in such companies. None of our Promoter, Directors or persons in control of our Company, have been or are involved as 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.

4. None of our Directors are directors on the board of any company, which is a service provider to our Company.
5. There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the above mentioned Directors were selected as director or member of senior management.
6. There is no service contract entered into by the Directors with the Company providing for benefits upon termination of employment.
7. Further, none of our Directors is / was a Director of any listed Company which has been / was delisted from any recognized stock exchange.

Details of Borrowing Powers of our Directors

Pursuant to a special resolution passed at the Extra-ordinary General Meeting of our Company held on March 1, 2018 under the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under, the Board of Directors of our Company is authorized to borrow monies from time to time in excess of aggregate of paid up capital and free reserves (apart from temporary loans obtained / to be obtained from bankers in the ordinary course of business), provided that the outstanding principal amount of such borrowing at any point of time shall not exceed in the aggregate of Rs. 100 Crores.

Director's association with the Securities Market

None of the Directors of our Company are associated with securities market.

Terms of appointment of Managing Director and Whole-time Directors

The compensation payable to our Managing Director and Whole-time Directors will be governed as per the terms of their appointment and shall be subject to the provisions of Sections 2 (54), 2(94), 188, 196, 197, 198 and 203 and any other applicable provisions of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, 1956, for the time being in force. Our Company has one (1) Managing Director and 2 whole-time directors. The terms of the appointment of our Managing Director and whole-time Directors are set out below:

Mr. Hiralal Mahidas Tilva

Particulars	Remuneration
Remuneration	Rs. 1,70,000 per month
Designation	Chairman & Managing Director
Re-appointment as Chairman & Managing Director	With effect from April 2, 2018 for a period of five years upto April 1, 2023
Remuneration paid for F.Y. 2016-2017	Nil
Perquisites	In addition to the remuneration, Mr. Hiralal Mahidas Tilva will be entitled to the following: - provident fund and other perquisites as per the discretion of the Board; - re-imbursements for any pre-approved business expenses in writing in accordance with the policies of the Company.

Mr. Rakesh Chhaganlal Patel

Particulars	Remuneration
Remuneration	Rs. 2,00,000 per month
Designation	Managing Director
Re-appointment as Managing Director	With effect from February 15, 2018 for a period of five years upto February 14, 2023
Remuneration paid for F.Y. 2016-2017	9,60,000
Perquisites	In addition to the remuneration, Mr. Rakesh Chhaganlal Patel will be entitled to the following: - provident fund and other perquisites as per the discretion of the Board; - re-imbursements for any pre-approved business expenses in writing in accordance with the policies of the Company.

Mrs. Parulben Rakeshbhai Patel

Particulars	Remuneration
Basic Salary	Rs. 30,000 per month
Designation	Whole-time Director
Appointment as Whole-time Director	September 1, 2017 for a period of five years with effect from February 15, 2018 upto February 14, 2023
Remuneration paid for F.Y. 2016-2017	Nil
Perquisites	In addition to the remuneration, Mrs. Parulben Rakeshbhai Patel will be entitled to the following: - House rent allowance, provident fund, superannuation fund, gratuity, retirement benefits, leave encashment and any other benefit and facilities as per the rules of the Company; - Company maintained car with driver, medical insurance and club membership; - Reimbursement of reasonable medical cost incurred by her and her family either directly or through appropriate insurance; - Telephone facility at residence including cell phone to the used for the purpose of business.

Mrs. Sheetal Sanjivkumar Chaniara

Particulars	Remuneration
Basic Salary	Rs. 30,000 per month
Designation	Whole-time Director
Appointment as Whole-time Director	September 1, 2017 for a period of five years with effect from February 15, 2018 upto February 14, 2023
Remuneration paid for F.Y. 2016-2017	Rs. 2,40,000
Perquisites	In addition to the remuneration, Mrs. Sheetal Sanjivkumar Chaniara will be entitled to the following: - House rent allowance, provident fund, superannuation fund, gratuity, retirement benefits, leave encashment and any other benefit and facilities as per the rules of the Company; - Company maintained car with driver, medical insurance and club membership; - Reimbursement of reasonable medical cost incurred by

Particulars	Remuneration
	her and her family either directly or through appropriate insurance; - Telephone facility at residence including cell phone to the used for the purpose of business.

Payment or benefit to Non-Executive Directors of our Company

Apart from the remuneration of our Executive Directors as provided under the heading "Terms of appointment of Managing Director and Whole-time Directors" above, our Non-Executive Directors are entitled to be paid a sitting fee as decided by our board of directors subject to the limits prescribed by the Companies Act, 2013 and the rules made thereunder and actual travel, boarding and lodging expenses for attending the Board or committee meetings. They may also be paid commissions and any other amounts as may be decided by the Board in accordance with the provisions of the Articles, the Companies Act and any other applicable Indian laws and regulations.

Shareholding of Directors in our Company

The details of the shareholding of our Directors as on the date of this Prospectus are as follows.

Sr. No.	Name of the Shareholder	No. of Equity Shares	Percentage of Pre-Issue Capital (%)	Percentage of Post-Issue Capital (%)
1.	Mr. Hiralal Mahidas Tilva	12,02,047	21.60	15.13
2.	Mr. Rakesh Chhaganlal Patel	6,46,668	11.62	8.14
3.	Mrs. Parulben Rakeshbhai Patel	7,32,761	13.17	9.22
4.	Ms. Sheetal Sanjivkumar Chaniara	2,80,000	5.03	3.52
	Total	28,61,476	51.42	36.01

Interest of Directors

All of our Directors may be deemed to be interested to the extent of fees payable to them for attending meetings of the Board or a committee thereof as well as to the extent of other remuneration and reimbursement of expenses payable to them under our Articles. The Executive Directors will be interested to the extent of remuneration paid to them for services rendered as an officer or employee of our Company.

Our Directors may also be regarded as interested in the Equity Shares, if any, held by them or that may be subscribed by or allotted to their relatives or the companies, firms, trusts, in which they are interested as directors, members, partners, trustees and promoters, pursuant to this Issue. All of our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares.

Our Directors may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by our Company with any Company in which they hold Directorships or any partnership firm in which they are partners. For further details, please refer to the chapter titled *"Related Party Transaction"* beginning on page 181 of this Prospectus.

Except as stated otherwise in this Prospectus, our Company has not entered into any contract, agreements or arrangements during the preceding 2 (two) years from the date of this Prospectus in

which our Directors are interested directly or indirectly and no payments have been made to them in respect of such contracts, agreements or arrangements. For further details, please refer to chapter titled *"Restated Financial Statements"* beginning on page 183 of this Prospectus.

Further, none of our Directors have any interest in any property acquired by our Company within two (2) years of the date of this Prospectus or proposed to be acquired by it or in any transaction in acquisition of land or any construction of building. Further, except as disclosed under sub-section "Shareholding of Directors in our Company" above, none of our Directors hold any Equity Shares, Preference Shares or any other form of securities in our Company. Our Directors may also be interested to the extent of Equity Shares, if any, held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors or trustees or held by their relatives or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Issue.

Other than as stated above and except as stated in the sections titled *"Financial Information"* and *"Our Promoters and Promoter Group"* beginning on pages 183 and 173 respectively of this Prospectus, our Directors do not have any other interest in the business of our Company.

None of the relatives of our Directors have been appointed to a place or office of profit in our Company. For further details, please refer to chapter titled *"Our Management – Remuneration to Executive Directors"* beginning on page 155 of this Prospectus.

Other Confirmations

As on the date on this Prospectus:

1. There is no contingent or deferred compensation payable to any Director, Managing Director which has accrued for this year and payable in current or any future period.
2. There is no bonus or profit sharing plan for the Directors.
3. No amount or benefit has been paid or given within the 2 (two) preceding years or is intended to be paid or given to any of our Directors, except the normal remuneration for services rendered as Directors.

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

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

Sr. No.	Name of the Director & Designation	Date of Appointment/ Reappointment/ Resignation	Reason
1.	Mr. Rakesh Chhaganlal Patel	March 10, 2016	Re-appointed as an Executive Director
2.	Mr. Hiralal M. Tilva	December 17, 2017	Resigned as a Director
3.	Mrs. Parulben Rakeshbhai Patel	September 1, 2017	Appointed as a Director
4.	Mrs. Sheetal Sanjivkumar Chaniara	September 1, 2017	Appointed as a Director
5.	Mr. Rakesh Chhaganlal Patel	February 15, 2018	Re-designated as a Managing Director
6.	Mrs. Parulben Rakeshbhai Patel	February 15, 2018	Re-designated as a whole-time Director
7.	Mrs. Sheetal Sanjivkumar Chaniara	February 15, 2018	Re-designated as a whole-time Director
8.	Mr. Harshad V. Asher	March 1, 2018	Appointed as an Independent Director

Sr. No.	Name of the Director & Designation	Date of Appointment/ Reappointment/ Resignation	Reason
9.	Mr. Rameshbhai G. Dhingani	March 1, 2018	Appointed as an Independent Director
10.	Mr. Mayur Kalaria	April 2, 2018	Appointed as an Additional Director
11.	Mr. Hiralal M. Tilva	April 2, 2018	Appointed as a Director Appointed as Chairman & Managing Director
12.	Mr. Jasubhai K. Patel	April 21, 2018	Appointed as an Independent Director

Compliance with Corporate Governance

The requirements pertaining to the composition of the Board of Directors as per Section 149 of Companies Act, 2013 and the constitution of the committees such as the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committees as per Section 177 & 178 of companies Act, 2013 will be applicable to our company on listing on SME platform of BSE and shall be complied with prior to listing.

Our Board has been constituted in compliance with the Companies Act and in accordance with the best practices in corporate governance. Our Board functions either as a full board or through various committees constituted to oversee specific operational areas. The executive management provides our Board detailed reports on its performance periodically. Our Board of Directors consists of eight (8) directors of which four (4) are Non-Executive Independent Directors, and we have two women director on the Board. The constitution of our Board is in compliance with Section 149 of the Companies Act, 2013 read with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Our Company has constituted the following committees.

Committees of our Board

We have constituted the following committees of our Board of Directors for compliance with Corporate Governance requirements:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholder's Relationship Committee

1. Audit Committee

Our Company has constituted an audit committee ("Audit Committee"), as per section 177 of the Companies Act 2013 vide resolution passed in the meeting of the Board of Directors dated April 2, 2018. The constituted Audit Committee comprises following members:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Harshad V. Asher	Chairman	Independent Director
Mr. Ramesh Gordhanbhai Dhingani	Member	Independent Director
Mr. Mayur Kalaria	Member	Non-Executive Director

The Company Secretary and Compliance Officer of the Company would act as the Secretary to the Audit Committee.

The Audit Committee shall have following powers/responsibilities:

(a) To investigate any activity within its terms of reference.
(b) To seek information from any employee.

(c) To obtain outside legal or other professional advice, and
(d) To secure attendance of outsiders with relevant expertise if it considers necessary

The Audit Committee shall mandatorily review the following information:
(a) Management discussion and analysis of financial condition and results of operations Statement of significant related party transactions (as defined by the audit committee), submitted by management;
(b) Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
(c) Management letters / letters of internal control weaknesses issued by the statutory auditors;
(d) Internal Audit reports relating to internal control weaknesses; and
(e) The appointment, removal and terms of remuneration of the Chief Internal Auditor.

The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the Committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The Chairman of the Audit committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit.

The role of the Audit Committee not limited to but includes:
1. Overseeing the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
3. Approving payment to statutory auditors for any other services rendered by the statutory auditors;
4. Approving initial or any subsequent modification of transactions of the Company with related parties;
5. Scrutinizing inter-corporate loans and investments;
6. Valuation of undertakings or assets of the Company, wherever it is necessary;
7. Evaluation of internal financial controls and risk management systems;
8. Monitoring the end use of funds raised through public offers and related matters;
9. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
    (a) 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;
    (b) Changes, if any, in accounting policies and practices along with reasons for the same;
    (c) Major accounting entries involving estimates based on the exercise of judgment by management;
    (d) Significant adjustments made in the financial statements arising out of audit findings;
    (e) Compliance with listing and other legal requirements relating to financial statements;
    (f) Disclosure of any related party transactions; and
    (g) Qualifications in the draft audit report.
10. Reviewing, with the management, the half yearly financial statements before submission to the board for approval;
11. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
12. Reviewing, with the management, performance of statutory and internal auditors, and

adequacy of the internal control systems;

13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussing with the internal auditors any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
16. Discussing with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. Reviewing the functioning of the Whistle Blower mechanism, in case the same is existing;
19. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
20. Approving the appointment of the Chief Financial Officer (i.e. the whole time finance director or any other person heading the finance function) after assessing the qualifications, experience and background, etc., of the candidate;
21. To investigate any other matters referred to by the Board of Directors;
22. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee or contained in the equity listing agreements as and when amended from time to time.

Explanation i) The term "related party transactions" shall have the same meaning as contained in the Accounting Standard 18, Related Party Transactions, issued by The Institute of Chartered Accountants of India.

Meeting of Audit Committee and relevant Quorum

The committee shall meet at least four times in a year and not more than four months shall elapse between any two meetings. The quorum for the meeting shall be either two members or one third of the members of the committee, whichever is higher but there shall be presence of minimum two Independent members at each meeting. Meeting of the Audit Committee shall be called by at least seven day's notice in advance.

Tenure:

The Audit Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Audit Committee as approved by the Board.

2. Nomination and Remuneration Committee

Our Company has constituted a Nomination and Remuneration Committee in accordance section 178 of Companies Act 2013. The constitution of the Nomination and Remuneration Committee was approved by a Meeting of the Board of Directors held on April 2, 2018. The Nomination and Remuneration Committee comprises the following Directors:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Ramesh Gordhanbhai Dhingani	Chairman	Independent Director
Mr. Harshad V. Asher	Member	Independent Director
Mr. Mayur Kalaria	Member	Non-Executive Director

The Company Secretary and Compliance Officer of our Company shall act as a Secretary to the Nomination and Remuneration Committee. The scope and function of the Committee and its terms of reference shall include the following:

A. **Tenure:** The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

B. **Meetings:** The committee shall meet as and when the need arise for review of Managerial Remuneration. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher. Meeting of the Nomination and Remuneration/Compensation Committee shall be called by at least seven day's notice in advance. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher. Meeting of the Nomination and Remuneration Committee shall be called by at least seven day's notice in advance.

C. **Terms of Reference**:

a) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the level and composition of remuneration of the directors, key managerial personnel and other employees;
b) Formulation of criteria for evaluation of independent directors and the Board;
c) To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
d) Devising a policy on Board diversity; and
e) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

3. Stakeholders Relationship Committee

Our Company has constituted a shareholder / investors grievance committee ("Stakeholders' Relationship Committee") to redress complaints of the shareholders. The Stakeholders Relationship Committee was constituted vide resolution passed at the meeting of the Board of Directors held on April 2, 2018. The Stakeholder's Relationship Committee comprises the following Directors:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Harshad V. Asher	Chairman	Independent Director
Mr. Ramesh Gordhanbhai Dhingani	Member	Independent Director
Mr. Rakesh Chhaganlal Patel	Member	Managing Director

The Company Secretary and Compliance Officer of our Company shall act as a Secretary to the Stakeholder's Relationship Committee.

The scope and function of the Stakeholder's Relationship Committee and its terms of reference shall include the following:

A. **Tenure**: The Stakeholder/ Investor Relationship Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Stakeholder / Investor Relationship Committee as approved by the Board.

B. **Meetings**: The Stakeholder/ Investor Relationship Committee shall meet at least at least four times a year with maximum interval of four months between two meetings and shall report to the Board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company. The quorum for the meeting shall be either two members or one third of the members of the committee, whichever is higher.

C. **Terms of Reference**: Redressal of shareholders' and investors' complaints, including and in respect of:

(a) Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares and debentures;

(b) Redressal of security holders's/investor's complaints Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares and debentures;

(c) Reviewing on a periodic basis the approval/refusal of transfer or transmission of shares, debentures or any other securities;

(d) Issue of duplicate certificates and new certificates on split/consolidation/renewal;

(e) Allotment and listing of shares;

(f) Reference to statutory and regulatory authorities regarding investor grievances; and

(g) To otherwise ensure proper and timely attendance and redressal of investor queries and grievances;

(h) Any other power specifically assigned by the Board of Directors of the Company.

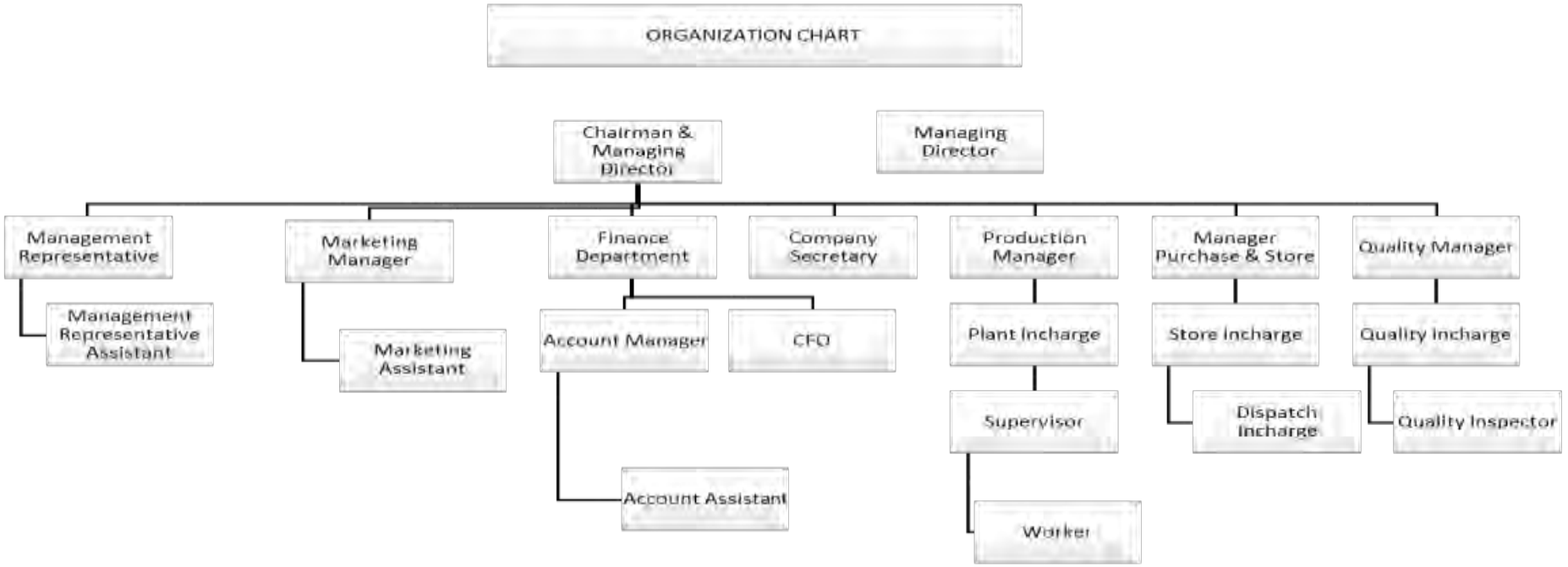
Policy on disclosure and internal procedure for prevention of Insider Trading:

The provisions of Regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the EMERGE Platform of National Stock Exchange of India Limited. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of Equity Shares on stock exchanges. Further, Board of Directors at their meeting held on April 2, 2018 have formulated and adopted the code of conduct to regulate, monitor and report trading by its employees and other connected persons. Ms. Minal V. Lakhlani, Company Secretary & Compliance Officer will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the board.

Policy for determination of materiality and materiality of related party transactions and on dealing with Related Party Transactions:

The provisions of the Listing Regulations will be applicable to our Company immediately upon the listing of Equity Shares of our Company on EMERGE Platform of National Stock Exchange of India Limited. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended on listing of Equity Shares on the EMERGE Platform of National Stock Exchnage of India Limited. The Board of Directors at their meeting held on April 2, 2018 have approved and adopted the policy for determination of materiality and determination of materiality of related party transactions and on dealing with related party transactions.

Management Organizational Structure



Profiles of our Key Managerial Personnel

The details of the Key Managerial Personnel as on the date of this Prospectus are set out below.

For details pertaining to Mr. Hiralal Mahidas Tilva, Mr. Rakesh Chhaganlal Patel, Mrs. Parulben Rakeshbhai Patel and Mrs. Sheetal Sanjivkumar Chaniara please refer to the heading "Brief Biographies of our Directors" as mentioned in the chapter titled "*Our Management*" beginning on page 155 of this Prospectus.

Mrs. Avani Dadhaniya

Mrs. Avani Dadhaniya, aged 36 years, is the Chief Financial Officer of our Company. She has been associated with our Company since February, 2018. She holds a bachelor's degree in commerce from Saurashtra University. She handles the administration and day to day operations of the Company. She is also responsible for the efficient flow of funds and management of finance for the smooth administration of the Company. She has over five years of experience in Finance.

Ms. Minal V. Lakhlani

Ms. Minal Lakhlani, aged 26 years, is the Company Secretary & Compliance Officer of the Company. She has been associated with our Company since April 21, 2018. She has completed her post-graduation in commerce and is an Associate Member of the Institute of Company Secretaries of India, New Delhi. She has post qualification experience of one year. She is responsible for compliance of the Companies Act, 2013, SEBI Act, 1992 and the rules and regulations made thereunder and all other applicable laws to the Company.

Status of Key Management Personnel in our Company

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

Shareholding of Key Management Personnel in our Company

Except as disclosed below, none of the Key Management Personnel holds Equity Shares in our Company as on the date of this Prospectus.

Sr. No.	Name of the KMP	No. of Equity Shares	Percentage of Pre-Offer Capital (%)
1.	Mr. Hiralal Mahidas Tilva	12,02,047	21.60
2.	Mr. Rakesh Chhaganlal Patel	6,46,668	11.62
3.	Mrs. Parulben Rakeshbhai Patel	7,32,761	13.17
4.	Mrs. Sheetal Sanjivkumar Chaniara	2,80,000	5.03

Bonus or profit sharing plan of the Key Managerial Personnel

Our Company does not have a performance linked bonus or a profit sharing plans for the Key Management Personnel. However, our Company pays incentive to all its employees based on their performance including the Key Managerial Personnel's of our Company.

Interests of Key Management Personnel

The Key Management Personnel do not have any interest in our Company other than to the extent of the remuneration and their shareholding in the company or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

Payment of Benefits to Officers of our Company (*non-salary related*)

Except as disclosed in the heading titled "Annexure"- XXXII Restated statement of *Related Party Transactions*" in the section titled "*Restated Financial Statements*" beginning on page 183 of this Prospectus, no amount or benefit has been paid or given within the three preceding years or is intended to be paid or given to any of our officers except the normal remuneration for services rendered as officers or employees.

Except as disclosed in this Prospectus and any statutory payments made by our Company to its officers, our Company has not paid any sum, any non-salary related amount or benefit to any of its officers or to its employees including amounts towards super-annuation, ex-gratia/rewards.

Except statutory benefits upon termination of employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of such officer's employment in our Company or superannuation. Contributions are made by our Company towards provident fund, gratuity fund and employee state insurance.

Except as stated under section titled "*Financial Information*" beginning on page 183 of this Prospectus, none of the beneficiaries of loans and advances or sundry debtors are related to our Company, our Directors or our Promoter.

Retirement Benefits

Except as provided for in the terms of appointment, our Company does not provide any specific retirement benefits.

Relationship amongst the Key Managerial Personnel of our Company

Except as disclosed as disclosed below, there is no family relationship amongst the Key Managerial Personnel of our Company.

Name of Key Managerial personnel	Relationship
Mr. Hiralal Mahidas Tilva	Father of Mrs Sheetal Chaniara & Mrs Avani Dadhania
Mr. Rakesh Chhaganlal Patel	Spouse of Mrs. Parulben Rakeshbhai Patel
Mrs. Parulben Rakeshbhai Patel	Spouse of Mr. Rakesh Chhaganlal Patel
Mrs. Sheetal Sanjivkumar Chaniara	Daughter of Mr. Hiralal Mahidas Tilva and sister of Mrs. Avni Dadhaniya
Mrs. Avni Dadhaniya	Daughter of Mr. Hiralal Mahidas Tilva and sister of Mrs.Sheetal Sanjivkumar Chaniara

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

Other than as disclosed above under "*Our Management - Relationship amongst the Key Managerial*

Personnel" on page 155, none of the relatives of our Directors currently hold any office or place of profit in our Company.

Relationship between the Directors and Key Managerial Personnel

Except as disclosed in chapter titled "*Our Management – Nature of any family relationship between our Directors*" beginning on page 155 of this Prospectus, there are no family relationships between the Directors and Key Managerial Personnel of our Company.

Arrangement and Understanding with Major Shareholders/Customers/ Suppliers

None of the above Key Managerial Personnel have been selected pursuant to any arrangement/understanding with major shareholders/customers/suppliers.

Details of Service Contracts of the Key Managerial Personnel

Except for the terms set forth in the appointment letters, the Key Managerial Personnel have not entered into any other contractual arrangements with our Company for provision of benefits or payments of any amount upon termination of employment.

Employee Stock Option or Employee Stock Purchase

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

Loans availed by Directors / Key Managerial Personnel of our Company

None of the Directors or Key Managerial Personnel's have availed loan from our Company which is outstanding as on the date of this Prospectus.

Contingent or Deferred Compensation

None of our Key Managerial Personnel have received or are entitled to any contingent or deferred compensation.

Changes in our Company's Key Managerial Personnel during the last three (3) years

The changes in the Key Managerial Personnel of our Company in the last three (3) years are as follows:

Sr. No.	Name of the Key Managerial Personnel & Designation	Date of Appointment/ Resignation	Reason
1.	Mr. Hiralal Mahidas Tilva	April 2, 2018	Appointed as a Director Appointed as Chairman & Managing Director
2.	Mr. Rakesh Chhaganlal Patel	February 15, 2018	Re-designated as the Managing Director
3.	Mrs. Parulben Rakeshbhai Patel	February 15, 2018	Re-designated as a Whole time Director
4.	Mrs. Sheetal Sanjivkumar Chaniara	February 15, 2018	Re-designated as a

Sr. No.	Name of the Key Managerial Personnel & Designation	Date of Appointment/ Resignation	Reason
			Whole time Director
5.	Mrs. Avani Dadhaniya	February 15, 2018	Appointed as a Chief Financial Officer
6.	Ms. Minal V. Lakhlani	April 21, 2018	Appointed as a Company Secretary & Compliance Officer

OUR PROMOTERS AND PROMOTER GROUP

OUR PROMOTERS

The Promoters of our Company are Mr. Hiralal Mahidas Tilva and Mr. Rakesh Chaganlal Patel. As on the date of this Prospectus, the Promoters hold 18,48,715 Equity Shares in aggregate, which is equivalent to 33.22% of the pre-Issue paid-up Equity Share capital of our Company.

The brief profiles of our Promoters are as under:

Mr. Hiralal Mahidas Tilva



Mr. Hiralal Mahidas Tilva, aged 69 years, is one of the Promoters of our Company. He is an Indian national and has been associated with our Company since incorporation. He holds a Bachelor's degree in Science from Saurashtra University. Mr. Hiralal Mahidas Tilva is a first generation entrepreneur and has an experience of over 30 (Thirty) years in Forging Industry. He has been the driving force behind the promotion and development of our Company and has contributed immensely towards the overall growth, innovation and success of our Company. He is responsible for expansion of our business and finding new products.

Nationality: Indian
PAN: AAOPT1819J
Passport No: N6234299
Voter ID:WQT3306578
Address: Flat-702 B, Hevlok Appartment, Near Gol Residency, Nana Mauva Road, Rajkot-360004, Gujarat.

Mr. Rakesh Chaganlal Patel



Mr. Rakesh Chhaganlal Patel, aged 43 years, is one of our Promoters and Managing Director of our Company. He has been associated with our Company since 2004. He was appointed as a Director on March 10, 2016. He possesses 14 years of work experience in forging industry, marketing and purchase. He was appointed as the Managing Director of our Company with effect from February 15, 2018 for a period of 5 years. He presently heads the marketing team of our Company.

Nationality: Indian
PAN: AKSPP988OH
Passport No: J4531537
Voter ID:GJ/04/018/279790
Address:31/B Shree Society, Parnakutir society, Rajkot-36005, Gujarat.

For further details relating to Mr. Hiralal Mahidas Tilva and Mr. RakeshChaganlal Patel, including terms of appointment, please refer to the chapter titled *"Our Management"* beginning on page 155 of this Prospectus.

Our Company confirms that the personal details of our Promoters viz. Permanent Account Number, Passport Number, Bank Account Number have been submitted with the National Stock Exchange of India Limited at the time of filing of this Prospectus with them.

Interest of Promoters

Our Promoters are interested in our Company to the extent that they have promoted our Company and to the extent of their shareholding and the dividend receivable, if any, and other distributions in respect of the equity shares held by them. For details regarding shareholding of our Promoters in our Company, please refer to the chapter titled *"Capital Structure"* beginning on page 73 of this Prospectus.

Our Promoters who are Directors of the Company may be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of the Board or a Committee thereof as well as to the extent of other remuneration, reimbursement of expenses payable to them for services rendered to us in accordance with the provisions of the Companies Act and in terms of the agreements entered into with our Company, if any, and the AoA of our Company.

Except as stated in the chapter titled *"Our Promoters and Promoter Group"*, none of our Promoters have any interest in the promotion of our Company.

Further, our Promoters have extended unsecured loans amounting to 22.03 Lakhs as on December 31, 2017, and is therefore, interested to the extent of the said loans. Accordingly, our Promoters may be interested in our Company to that extent. Also, our Promoters have provided personal guarantees to Axis Bank Limited pursuant to loan provided by Axis Bank Limited to the Company. For details regarding the loans availed by our Company from Promoters, please refer to the chapter titled *"Financial Indebtedness"* beginning on page 204

Our Promoters may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by the Company with any other Company in which they hold Directorships or any partnership or proprietorship firm in which they are partners or proprietors as declared in their respective declarations.

Our Promoters are not interested as a member of a firm or a company, and no sum has been paid or agreed to be paid to our Promoters or to such firm or company in cash or shares or otherwise by any person for services rendered by them or by such firm or company in connection with the promotion or formation of our Company.

Other than as disclosed in our Financial Statements, our Company has not entered into any contracts, agreements or arrangements during the preceding two years from the date of this Prospectus. For details of related party transactions entered into by our Company during last financial year with our Promoters and Group Companies, the nature of transactions and the cumulative value of transactions, please refer to the chapter titled *"Related Party Transactions"* beginning on page 181 of this Prospectus.

Other Ventures of our Promoters

Save and except as disclosed in the chapter titled, *"Our Promoter and Our Promoter Group"* and the chapter titled *"Our Group Companies"* beginning on page 173 and 178 respectively of this Prospectus, there are no ventures promoted by our Promoters in which they have any business interests/ other interests.

Related Party Transactions

For details of related party transactions entered by our Promoters, members of our Promoter Group

and our Company during the last financial year, the nature of transactions and the cumulative value of transactions, refer to the chapter titled *"Related Party Transactions"* beginning on page 181 of this Prospectus.

Payment of benefits to our Promoters

Except as stated in the chapter titled *"Related Party Transactions"* and the chapter titled *"Our Management"* beginning on pages 181 and 155 respectively, there has been no payment of benefits to our Promoters during the two years preceding the date of filing of this Prospectus.

Companies with which our Promoters have disassociated in the last three years

Except as disclosed below, our Promoters have not disassociated with any company or firm during the three years preceding the date of filing of this Prospectus.

Sr. No	Name of Promoter	Name of Company	Date of disassociation
1.	Hiralal Mahidas Tilva	Vinyoflex Limited	June 20, 2017
		Kaveri Polymers Private Limited	May 18, 2017

Changes in Control

Except as stated in the chapter titled *"Our Management -Changes in our Company's Board of Directors during the last three (3) years and changes in our Company's Key Managerial Personnel during the last three (3) years"* beginning on page 155 of this Prospectus, there has been no change in the management or control of our Company in the last three years.

OUR PROMOTER GROUP

Our Promoter Group in terms of Regulation 2(1)(zb) of the SEBI (ICDR) Regulations is as under:

A. Individuals who are immediate relatives of our Promoters:

Promoter	Hiralal Mahidas Tilva	Rakesh Chhaganlal Patel
Relation with Promoter		
Father	Late Mahidas Meghji Tilva	Late Chhaganlal Trikambhai Patel
Mother	Late KadvibenMahidasTilva	Narmadaben Chhaganlal Patel
Wife	Dakshaben Hiralal Tilva	Parulben Rakeshbhai Patel
Brother(s)	Mohanbhai Mahidas Tilva Late Ramjibhai Mahidas Tilva Late Vitthal Mahidas Tilva Jayantilal Mahidas Tilva	Manishbhai Chhaganlal Patel
Sister(s)	Late Nanduben Keshavjibhai Zalavadia Late Godavariben Chhaganlal Ghetia	Pannaben Sourabhkumar Hashalia
Son(s)	-	Prem Rakeshbhai Patel (minor)

Promoter	Hiralal Mahidas Tilva	Rakesh Chhaganlal Patel
Daughter(s)	Sheetalben Sanjivkumar Chaniara Hetalben Mayurkumar Kalaria Avniben Nileshbhai Dadhania	Prachi Rakeshbhai Patel (minor)
Wife's Father	Late Madhavjibhai Vachhani	Late Valjibhai Arjanbhai Zalavadia
Wife's Mother	Late Rambhaben Madhavjibhai Vachhani	Varshaben Valjibhai Zalavadia
Wife's Brother(s)	Satishbhai Madhavjibhai Vachhani Subhashbhai Madhavjibhai Vachhani	Nileshbhai Valjibhai Zalavadia Bakulbhai Valjibhai Zalavadia Darshanbhai Valjibhai Zalavadia
Wife's Sister(s)	Damyantiben Mohanlal Tilva Varshaben Navinbhai Makadia Anilaben Rajanbhai Bhanvadia Induben Rajubhai Sinojia	Sweetuben Sanjaybhai Gohil

B. Entities and Body Corporate forming part of our Promoter Group:

The entities and body corporate forming part of the Promoter Group are as follows:

- Kaveri Polymers Private Limited
- Narmada Forge Private Limited
- Hiralal M Tilva HUF
- Polymet Formings
- Sandeep Enterprise

C. Other Natural Persons forming part of our Promoter Group:

The other natural persons forming part of our Promoter Group are as under: Nil

The Promoter Group of our Company does not include Mr. Mohanbhai Mahidas Tilva, Mr. Jayantilal Mahidas Tilva, Mr. Satishbhai Madhavjibhai Vachhani, Mr. Subhashbhai Madhavjibhai Vachhani, Ms. Damyantiben Mohanlal Tilva, Ms. Varshaben Navinbhai Makadia, Ms. Anilaben Rajanbhai Bhanvadia, Ms. Induben Rajubhai Sinojia, Mr. Manishbhai Chhaganlal Patel, Ms. Pannaben Sourabhkumar Hashalia, Ms. Varshaben Valjibhai Zalavadia, Mr. Nileshbhai Valjibhai Zalavadia, Mr. Bakulbhai Valjibhai Zalavadia, Mr. Darshanbhai Valjibhai Zalavadia and Ms. Sweetuben Sanjaybhai Gohil or any entity in which the persons mentioned herein have interest since they have refused to provide any information pertaining to them and other entities in which they may have interest.

Relationship of Promoters with our Directors

Except as disclosed herein, none of our Promoter(s) are related to any of our Company's Directors within the meaning of Section 2(77) of the Companies Act, 2013.

Promoters	Directors	Relationship
Mr. Hiralal Tilva	Sheetalben Sanjivkumar	Father

	Chaniara Mayurbhai Kalaria	Mansukhbhai	Father-in law
Mr. Rakesh Chaganlal Patel	Parulben Rakeshbhai Patel		Husband

Litigation involving our Promoters

For details of legal and regulatory proceedings involving our Promoters, please refer to the chapter titled *"Outstanding Litigation and Material Developments"* beginning on page 206 of this Prospectus.

Our Company, our Promoters and their relatives (as defined under Companies Act, 2013) have not been identified as wilful defaulters in terms of the SEBI (ICDR) Regulations. Further, there are no violations of securities laws committed by our Promoters in the past and no proceedings for violation of securities laws are pending against them.

Our Promoters and Promoter Group entities have not been prohibited from accessing the capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

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

Except as disclosed in this Prospectus, our Promoters are not interested in any entity which holds any intellectual property rights that are used by our Company.

OUR GROUP COMPANIES

In accordance with the provisions of the SEBI (ICDR) Regulations, for the purpose of identification of "Group Companies", our Company has considered companies as covered under the applicable accounting standards, i.e. Accounting Standard 18 issued by the Institute of Chartered Accountant of India and such other companies as considered material by our Board. Pursuant to a resolution dated April 2, 2018, our Board vide a policy of materiality has resolved that except as mentioned in the list of related parties prepared in accordance with Accounting Standard 18 no other Company is material in nature. Further companies which have been disclosed as related parties in the restated financial statements of our company for the last five financial years and which are no longer associated with our company have not been disclosed as group companies.

OUR GROUP COMPANY:

The Details of our group Company are provided below:

KAVERI POLYMERS PRIVATE LIMITED

Kaveri Polymers Private Limited was incorporated on May 25, 1990 under the provisions of Companies Act, 1956. The Company has its registered office at Survey No. 211, Plot No. 11, Narmada Road, NH - 8b, Veraval (Shapar), Taluka Kotdasangani, Rajkot, Gujarat 360024 India. The paid up capital of the company is Rs. 42.00 lakhs. The Corporate Identification Number is U25200GJ1990PTC013809.

In terms of its Memorandum of Association, it is, inter alia carrying on business of manufacturers, processors, importers, exporters, designers, dealers, printers, stockists merchants and commission agents of pipes, household crockeries, sanitarywares, platic packaging products, toys and agricultural items by way of moulding, extrusion, casting, rolling, treating, lamination or by other process to make into shapes which are retained on removal of external influence whether in independent form or coated and /or joined with other non-plastic metals and / or materials made from low and High density polythelene, Linear low density polypropylene, soft and rigid Polyvinyl chloride, nylon, ABs, acrylic and other synthetic polymers.

Board of Directors

Name of the Directors
Mansukhlal Ramjibhai Tilva
Sunny Mansukhbhai Tilva
Ravi Ashokkumar Tilva

Financial Information;

The audited financial statements of the company for the last three Financial Years are as follows:

(Rs. In Lakhs except EPS and NAV)

Particulars	2016-17	2015-16	2014-15
Paid Up Capital	42.00	42.00	42.00
Reserves & Surplus (excluding revaluation reserve, if any)	209.10	195.98	232.89
Total Income	1,102.36	1,260.43	1,455.22
Profit/(Loss) after tax	7.11	(36.90)	4.76

Particulars	2016-17	2015-16	2014-15
Earnings per share (Basic and diluted) (in Rs.)	1.69	(8.79)	1.13
NAV (in Rs.)	58.36	56.66	65.45

Nature and extent of interest of Promoters

Our Promoter Hiralal Tilva holds 44,300 Equity Shares constituting to 10.55% of total paid up share capital of Kaveri Polymers Private Limited.

CONFIRMATION

None of the securities of our Group Company are listed on any stock exchange and none of our Group Company have made any public or rights issue of securities in the preceding three years.

Our Group Company has not been declared as wilful defaulters by the RBI or any other governmental authority 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.

Our Group Companies have not been declared sick companies under the SICA. Additionally, Group Company has not been restrained from accessing the capital markets for any reasons by SEBI or any other authorities.

LITIGATION INVOLVING OUR GROUP COMPANIES

For details related to litigations and regulatory proceedings involving our Group Companies and defaults made by them, please refer to the chapter titled, "*Outstanding Litigations and Material Developments*" on page 206 of this Prospectus.

DISSOCIATION BY THE PROMOTER IN THE LAST THREE YEARS

None of our Group Company has negative net worth as on the date of filing this Prospectus.

NEGATIVE NET WORTH

None of Our Group Company has negative net worth as on the date of filing of this Prospectus.

DEFUNCT / STRUCK-OFF COMPANY

None of our Group Company has become defunct or struck – off in the five years preceding the filing of this Prospectus.

INTEREST OF OUR GROUP COMPANIES

Interest in the promotion of our Company

None of Our Group Company have any interest in the promotion of our Company.

Interest in the properties acquired or proposed to be acquired by our Company in the past two years before filing the Prospectus

Our Group Company does not have any interest in the properties acquired or proposed to be acquired

by our Company in the two years preceding the filing of Prospectus or proposed to be acquired by it.

Interest in the transactions for acquisition of land, construction of building and supply of machinery.

Our Group Company is not interested in any transactions for the acquisition of land, construction of building or supply of machinery**.**

COMMON PURSUITS

None of our group company has common pursuits with our company and also these companies do not have any non–compete agreements in place amongst themselves, there is no conflict of interest between our Company and Group Company.-

SALES/PURCHASES BETWEEN OUR COMPANY & GROUP COMPANIES

Other than as disclosed in the chapter titled *"Related Party Transactions"* on page 181 of this Prospectus, there are no sales / purchases between the Company and the Group Companies.

RELATED BUSINESS TRANSACTIONS WITHIN THE GROUP COMPANIES AND SIGNIFICANCE OF THE FINANCIAL PERFORMANCE OF OUR COMPANY

For details, please refer to the section titled ―Related Party Transactions beginning on page 181 of this Prospectus.

PAYMENT OR BENEFIT TO OUR GROUP COMPANIES

Except as stated in chapter titled *"Related Party Transactions"* beginning on page 181 of this Prospectus, there has been no payment of benefits to our Group Companies during the period ended December 31, 2017 and financial years ended March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013 nor is any benefit proposed to be paid to them.

RELATED PARTY TRANSACTIONS

For details on Related Party Transactions of our Company, please refer to *Annexure XXXII* of restated financial statement under the section titled, *Financial Statements as restated*' beginning on page 183 of this Prospectus.

DIVIDEND POLICY

The declaration and payment of dividends, if any, will be recommended by our Board of Directors and approved by our shareholders, at their discretion, subject to the provisions of the Articles of Association and the Companies Act. In addition, our ability to pay dividends may be impacted by a number of factors, including the results of operations, financial condition, contractual restrictions, and restrictive covenants under the loan or financing arrangements we may enter into to finance our various projects and also the fund requirements for our projects. Our Company has no formal dividend policy. Our Company has not declared dividends during the last five Fiscals. For further details, please refer to chapter titled "Financial Statements as Restated" in the section titled *"Financial Information"* beginning on page 183 of this Prospectus. Our Company may also, from time to time, pay interim dividends.

SECTION V –FINANCIAL INFORMATION

FINANCIAL STATEMENTS AS RESTATED

Particulars	Page No.
Restated Financial Statements	F1-F25

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M.N.MANVAR & CO.
CHARTERED ACCOUNTANTS

504, Star Plaza, Near Circuit House, Phulchhab Chowk, Rajkot - 360 001.
Phone : [0281] 6627070 / 2455750 E-mail : ca.mnmanvar@gmail.com

SECTION V – FINANCIAL STATEMENTS

RESTATED FINANCIAL STATEMENT

Independent Auditor's Report for the Restated Financial Statements of GANGA FORGING LIMITED (Formally known as Ganga Forging Pvt. Ltd.)

The Board of Directors
Ganga Forging Ltd.
Plot No.1, Survey No.298 & 30,
Rajkot Gondal National Highway
Vill : Shapar (Veraval)
Tal : Kotda Sangani,
Dist : Rajkot.

Dear Sirs,

We have examined the attached Restated Statement of Assets and Liabilities of **Ganga Forging Ltd. (hereinafter referred to as "the Company")** as at December 31, 2017 and March 31, 2017, 2016, 2015, 2014 and 2013 and the related Restated Statement of Profit & Loss and Restated Statement of Cash Flow for the period ended December 31, 2017 and March 31, 2017, 2016, 2015, 2014 and 2013 (collectively the"**Restated Summary Statements**" or "**Restated Financial Statements**") annexed to this report and initialled by us for identification purpose. These Restated Summary Statements have been prepared by the Company and approved by the Board of Directors of the company in connection with the Initial Public Offering (IPO) in SME Platform NSE Limited **("NSE")**

1. These Restated Summary Statements have been prepared in accordance with the requirements of:

   (i) Part I of Chapter III to the Companies Act, 2013 ("the Act") read with Companies (Prospectus and Allotment of Securities) Rule, 2014;

   (ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 (**"ICDR Regulations"**) issued by the Securities and Exchange Board of India (**"SEBI"**) in pursuance to Section 11 of the Securities and Exchange Board of India Act, 1992 and related amendments / clarifications from time to time;

   The preparation of the Restated Financial Information is the responsibility of the Management of the Company for the purpose set out in paragraph 12 below. The Management's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Management is also responsible for identifying and ensuring that the Company complies with the Rules and ICDR Regulations.

2. We have examined such Restated Financial Statements taking into consideration

   (i) The terms of reference to our engagements with the Company requesting us to carry out the assignment, in connection with the Prospectus/ Prospectus being issued by the

M.N.MANVAR & CO. MRN : 036292 FRN : 106047W RAJKOT CHARTERED ACCOUNTANTS

M. N. MANVAR
B.com, F.C.A.

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CHARTERED ACCOUNTANTS

504, Star Plaza, Near Circuit House, Phulchhab Chowk, Rajkot - 360 001.
Phone : [0281] 6627070 / 2455750 E-mail : ca.mnmanvar@gmail.com

Company for its proposed Initial Public Offering of equity shares in SME Platform of NSE Limited ("**IPO**" or "**SME IPO**"); and

(ii) The Guidance Note on Reports in Company Prospectus (Revised 2016) issued by the Institute of Chartered Accountants of India **("The Guidance Note").**

3. The Restated Summary Statements of the Company have been compiled by the management from the Audited Financial Statements of the Company for the financial year ended on December 31, 2017 and March 31, 2017, 2016, 2015, 2014 and 2013 which have been approved by the Board of Directors.

4. Audit for the financial period ended December 31, 2017 and March 31, 2017, 2016, 2015, 2014 and 2013 was conducted by M/s M. N. Manvar & Co.,, Chartered Accountants and accordingly, reliance has been placed on the financial information examined by them for the said years.

5. In accordance with the requirements of Paragraph B(1) of Part II of Schedule II of Act, ICDR Regulations, The Guidance Note and Engagement Letter, we report that:

(i) The "**Restated Statement of Asset and Liabilities**" as set out in **Annexure 1** to this report, of the Company as at December 31, 2017 and March 31, 2017, 2016, 2015, 2014, and 2013 are prepared by the Company and approved by the Board of Directors. These Statement of Asset and Liabilities, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in **Annexure IV** to this Report.

(ii) The "**Restated Statement of Profit and Loss**" as set out in **Annexure 2** to this report, of the Company for the Period Ended/financial year ended on December 31, 2017 and March 31, 2017, 2016, 2015, 2014, and 2013 are prepared by the Company and approved by the Board of Directors. These Statement of Profit and Loss, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in **Annexure IV** to this Report.

(iii) The "**Restated Statement of Cash Flow**" as set out in **Annexure 3** to this report, of the Company for the Period Ended/financial year ended on December 31, 2017 and March 31, 2017, 2016, 2015, 2014, and 2013 are prepared by the Company and approved by the Board of Directors. These Statement of Cash Flow, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Restated Summary Statements as set out in **Annexure 4** to this Report.

6. Based on the above, we are of the opinion that the Restated Financial Statements have been made after incorporating:

a) Adjustments for the changes in accounting policies retrospectively in respective financial years/period to reflect the same accounting treatment as per the changed accounting policy for all reporting periods.

b) Adjustments for prior period and other material amounts in the respective financial years/period to which they relate and there are not qualifications which require adjustments.



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Phone : [0281] 6627070 / 2455750 E-mail : ca.mnmanvar@gmail.com

c) There are no extra-ordinary items that need to be disclosed separately other than those presented in the restated summary statements in the accounts and which contains the audit qualifications requiring adjustments. The required adjustments in this Restated Financial Statements of the Company have been made and its effect on the Restated Profit & Loss is disclosed separately in the Notes to accounts under "Reconciliation of Restated profit".

d) These Profits and Losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Polices and Notes to Restated Summary Statements as set out in **Annexure 4** to this report.

7. We have also examined the following regrouped/ rearranged financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company for the financial year ended on December 31, 2017 and March 31, 2017, 2016, 2015, 2014, and 2013 proposed to be included in the Draft Prospectus (**"Offer Document"**).

Annexure of Restated Financial Statements of the Company:-

1. Summary Statement of Assets and Liabilities, as restated as **Annexure 1**;
2. Summary Statement of Profit and Loss, as restated as **Annexure 2**;
3. Summary Statement of Cash Flow as **Annexure 3**;
4. Significant Accounting Policies in **Annexure 4**;
5. Details of Share Capital as Restated as appearing in as **ANNEXURE 5** to this report;
6. Details of Reserves and Surplus as Restated as appearing in **ANNEXURE 6** to this report
7. Details of Long Term Borrowings as Restated as appearing in **ANNEXURE 7** to this report;
8. Details of Other Long Term Liability as Restated as appearing in **ANNEXURE 8** to this report;
9. Details of Short Term Borrowing as Restated as appearing in **ANNEXURE 10** to this report;
10. Details of Trade Payables as Restated as appearing in **ANNEXURE 11** to this report;
11. Details of Other Current Liabilities as Restated as appearing in **ANNEXURE 12** to this report;
12. Details of Short Term Provisions as Restated as appearing in **ANNEXURE 13** to this report;
13. Details of Deferred Tax Asset (Net) as Restated as appearing in **ANNEXURE 9 & 14** to this report;
14. Details of Long Term Loans and Advances as Restated as appearing in **ANNEXURE 15** to this report;
15. Details of Other Non-Current Assets as Restated as appearing in **ANNEXURE 16** to this report;
16. Details of Inventories as Restated as appearing in **ANNEXURE 17** to this report;
17. Details of Trade Receivables as Restated as appearing in **ANNEXURE 18** to this report;
18. Details of Cash and Cash Equivalents as Restated as appearing in **ANNEXURE 19** to this report;
19. Details of Short Term Loans & Advances as Restated as appearing in **ANNEXURE 20** to this report;
20. Details of Revenue From Operations as Restated as appearing in **ANNEXURE 21** to this report;
21. Details of Other Income as Restated as appearing in **ANNEXURE 22** to this report;

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22. Details of Revenue Expenditure as Restated as appearing in **ANNEXURE 23 to 27** to this report;
23. Details of Fixed Assets as Restated as appearing in **ANNEXURE 28** to this report;
24. Details of Significant Accounting Ratios as Restated as appearing in **ANNEXURE 29** to this report;
25. Capitalization Statement as Restated as at 31st December, 2017 as appearing in **ANNEXURE 30** to this report;
26. Statement of Tax Shelters as Restated as appearing in **ANNEXURE 31** to this report;
27. Details of Related Parties Transactions as Restated as appearing in **ANNEXURE 32** to this report;

8. We, M. N. Manvar & Co., Chartered Accountants, have been subjected to the peer review process of the Institute of Chartered Accountants of India ("**ICAI**") and hold a valid peer review certificate issued by the "Peer Review Board" of the ICAI (**"Peer Reviewed Auditor"**).
9. The preparation and presentation of the Financial Statements referred to above are based on the Audited financial statements of the Company and are in accordance with the provisions of the Act and ICDR Regulations. The Financial Statements and information referred to above is the responsibility of the management of the Company.
10. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other Firm of Chartered Accountants nor should this report be construed as a new opinion on any of the financial statements referred to therein.
11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
12. In our opinion, the above financial information contained in Annexure I to XXVII of this report read with the respective Significant Accounting Polices and Notes to Restated Summary Statements as set out in **Annexure 4** are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Act, ICDR Regulations, Engagement Letter and Guidance Note to the extent applicable, as amended from time to time. We did not perform audit tests for the purpose of expressing an opinion on individual balances of account or summaries of selected transactions and accordingly, we express no such opinion thereon.
13. Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the SME IPO. Our report should not be used, referred to or adjusted for any other purpose except with our consent in writing.

For M. N. Manvar & Co.
Chartered Accountants
FRN : 106047W

(M. N. Manvar)
Proprietor
MRN: 036292

Date: 26.03.2018
Place: Rajkot

Annexure - 1 : Restated Balance Sheet

(Rs. In Lakhs)

Particulars	ANNEXURE	As at December 31, 2017	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
Equity & Liabilities							
Shareholders funds							
a. Share capital	5	490.00	35.00	35.00	35.00	35.00	35.00
b. Reserves & surplus	6	235.66	357.95	309.46	284.20	237.63	176.89
Sub Total – Shareholders Funds		**725.66**	**392.95**	**344.46**	**319.20**	**272.63**	**211.89**
Non current liabilities							
a. Long term borrowings	7	240.05	292.96	108.44	79.43	88.13	48.72
b. Deferred tax liabilities (net)	9	0.00	0.00	1.13	2.49	7.36	10.77
c. Other Long Term Liabilities	8	18.88	0.00	0.00	0.00	303.90	145.00
d. Long Term Provisions		0.00	0.00	0.00	0.00	0.00	0.00
Sub Total – Non Current Liabilities		**258.93**	**292.96**	**109.57**	**81.93**	**399.39**	**204.49**
Current liabilities							
a. Short term borrowings	10	510.71	346.86	385.98	379.17	228.09	177.03
b. Trade payables	11	598.09	369.54	441.94	361.38	107.16	202.55
c. Other current liabilities	12	172.47	76.68	28.63	28.72	43.02	34.57
d. Short term provisions	13	52.08	35.48	34.75	32.32	28.06	27.81
Sub Total –Current Liabilites		**1333.36**	**828.55**	**891.30**	**801.60**	**406.32**	**441.95**
T O T A L Liabilities (1+2+3)		**2317.96**	**1514.46**	**1345.33**	**1202.73**	**1078.34**	**858.33**
Assets							
Non current assets.							
a. Fixed assets							
- Tangible Assets	28	649.88	607.35	502.32	400.96	335.94	227.01
Intangible Assets		0.00	0.00	0.00	0.00	0.00	0.00
- Capital Work In Progress		57.97	0.00	0.00	0.00	0.00	0.00
b. Non current Investments		0.00	0.00	0.00	0.00	0.00	0.00
c. Deferred tax assets (Net)	14	3.75	3.58	0.00	0.00	0.00	0.00
d. Long-term loans and advances	15	200.12	5.44	5.44	5.37	4.73	10.88
e. Other Non Current Assets	16	13.03	0.00	0.00	0.00	0.00	0.00
Sub Total – Non current Assets		**924.75**	**616.36**	**507.76**	**406.34**	**340.67**	**237.89**
Current assets							
a. Current Investment		0.00	0.00	0.00	0.00	0.00	0.00
b. Inventories	17	444.57	324.63	296.01	277.84	189.46	201.78
c. Trade receivables	18	900.66	537.00	523.79	495.46	525.47	391.65
d. Cash and cash equivalents	19	14.66	18.27	8.56	13.76	10.04	19.73
e. Short term loans & advances	20	33.32	18.20	9.21	9.34	12.69	7.29
f. Other current assets		0.00	0.00	0.00	0.00	0.00	0.00
Sub Total Current Assets.		**1393.20**	**898.10**	**837.57**	**796.40**	**737.66**	**620.44**
T O T A L (4+5)		**2317.96**	**1514.46**	**1345.33**	**1202.73**	**1078.34**	**858.33**

M.N.MANVAR & CO. CHARTERED ACCOUNTANTS MRN : 036292 FRN : 108047W RAJKOT

Annexure - 2 : Restated Profit and Loss Account

(Rs. In Lakhs)

Particulars	Annexure	As at December 31, 2017	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
INCOME							
Revenue from Operations	21	1816.14	1777.73	1756.16	1553.61	1694.42	1555.56
Other income	22	2.32	1.44	13.30	3.59	1.57	1.37
Total revenue - I		**1818.46**	**1779.17**	**1769.45**	**1557.19**	**1695.99**	**1556.93**
EXPENDITURE							
Cost of Materials Consumed	23	1534.20	1466.87	1493.67	1298.40	1385.01	1314.92
Purchase of stock-in-trade		**0.00**	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**
Changes in inventories of finished goods, traded goods and work-in-progress	24	(38.95)	(76.29)	(9.09)	(24.82)	31.22	(11.08)
Employee benefit expenses	25	135.23	139.72	111.43	102.01	96.38	110.08
Finance costs	26	55.84	59.73	59.32	57.29	40.46	39.81
Depreciation and amortisation expense		38.47	49.90	39.85	31.26	26.55	19.57
Other expenses	27	41.08	32.62	41.50	39.20	38.33	34.84
Total expenses - II		**1765.87**	**1722.60**	**1736.68**	**1503.33**	**1617.96**	**1508.13**
Prior period items (net)		**0.00**	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**
Profit before exceptional, extraordinary items and tax		52.59	56.56	32.77	53.86	78.03	48.80
Exceptional items		0.00	0.00	0.07	0.00	0.00	0.00
Profit before extraordinary items and tax		52.59	56.56	32.70	53.86	78.03	48.80
Extraordinary items		0.00	0.00	0.00	0.00	0.00	0.00
Profit before tax		52.59	56.56	32.70	53.86	78.03	48.80
Tax expense:							
(i) Current tax		14.05	12.78	8.81	12.15	20.70	16.23
(ii) MAT Credit Entitlement		0.00	0.00	0.00	0.00	0.00	0.00
(iii) Deferred tax (asset)/liability		(0.18)	(4.70)	(1.37)	(4.86)	(3.41)	0.45
Total tax expense		***13.87***	***8.08***	***7.44***	***7.28***	***17.29***	***16.68***
Profit for the year/ period		38.71	48.49	25.26	46.58	60.74	32.12

M.N.MANVAR & CO. MRN : 036292 FRN : 106047W RAJKOT CHARTERED ACCOUNTANTS

Annexure - 3 : Cash Flow Statement as Restated

(Rs. In Lakhs)

Particulars	As at December 31, 2017	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
CASH FLOW FROM OPERATING ACTIVITIES						
Net Profit Before taxes	52.59	56.56	32.70	53.86	55.72	48.80
Adjustments for						
Depreciation	38.47	49.90	39.85	31.26	49.54	19.57
Interest (Net)	55.84	59.73	59.32	57.29	39.81	39.81
Operating Profit Before Working Capital Change						
(Increase)/Decrease in Inventory	(119.93)	(28.63)	(18.17)	(88.38)	12.31	70.98
(Increase)/Decrease in Trade and other receivables	(363.66)	(13.20)	(28.33)	30.01	(133.82)	70.63
(Increase)/Decrease in other Current Asset	(222.82)	(6.98)	0.06	2.71	0.75	2.20
Increase/(Decrease) in Current Liabilities	340.88	(74.20)	82.68	243.91	(84.89)	(380.99)
CASH GENERATED FROM OPERATIONS	(218.64)	91.17	168.10	330.66	(59.77)	(49.01)
Income Tax Paid	(22.36)	(41.22)	(8.60)	(11.86)	(23.98)	(7.63)
NET CASH FROM OPERATING ACTIVITIES	(241.00)	49.96	159.50	318.80	(83.75)	(56.64)
CASH FLOW FROM INVESTING ACTIVITIES						
Purchase of Fixed Assets	(130.59)	(154.92)	(141.21)	(96.28)	(135.49)	(7.71)
NET CASH FROM INVESTMENT ACTIVITIES	(130.59)	(154.92)	(141.21)	(96.28)	(135.49)	(7.71)
CASH FLOW FROM FINANCING ACTIVITIES						
Increase / (Decrease) in Share capital	140.00	0.00	0.00	0.00	0.00	0.00
Increase / (Decrease) in Share Premium	154.00	0.00	0.00	0.00	0.00	0.00
Increase / (Decrease) in Short Term Borrowing	163.85	(39.12)	6.81	151.08	51.06	(7.42)
Increase / (Decrease) in Other Long Term Liabilities	18.88	0.00	0.00	(303.90)	158.90	145.00
Increase / (Decrease) in Long Term Borrowings	(52.91)	213.53	29.01	(8.70)	39.41	(25.07)
Interest Paid	(55.84)	(59.73)	(59.32)	(57.29)	(39.81)	(39.81)
NET CASH FROM FINANCING ACTIVITIES	367.98	114.68	(23.50)	(218.81)	209.55	72.69
NET CASH FLOW (A + B + C)	(3.61)	9.71	(5.20)	3.72	(9.69)	8.34
Increase/(Decrease) in Cash and Cash Equivalents	3.61	(9.71)	5.20	(3.72)	9.69	(8.34)
Cash and Cash Equivalent at the begining of the year	18.27	8.56	13.76	10.04	19.73	11.39
Cash and Cash Equivalent at the end of the year	14.66	18.27	8.56	13.76	10.04	19.73

M.N MANVAR & CO. CHARTERED ACCOUNTANTS MRN : 036292 FRN : 106047W RAJKOT

ANNEXURE 4: RESTATED SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS

a. **Basis of Presentation :: -**

The restated summary statement of assets and liabilities of the Company as at December 31, 2017 and March 31, 2017, 2016, 2015, 2014 and 2013 and the related restated summary statement of profits and loss and cash flows for the period / years ended December 31, 2017 and March 31, 2017, 2016, 2015, 2014 and 2013 (herein collectively referred to as (' Restated Summary Statements')) have been complied by the management from the audited financial statements statements of the Company for the period/years ended on December 31, 2017 and March 31, 2017, 2016, 2015, 2014 and 2013, approved by the board of Directors of the Company. Restated Summary Statements have been prepared to comply in all material respects with provisions of Part – I of Chapter III of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("the SEBI Guidelines") issued by SEBI and Guidance note on Reports in Companies Prospectus (Revised). Restated Summary Statements have been prepared specifically for inclusion in the offer document to be filed by the Company with the SME Platform of BSE in connection with its proposed Initial Public offering of equity shares. The Company's management has recast the financial statements in the form required by Schedule III of the Companies Act, 2013 for the purpose of Restated Summary Statements.

b. **Use of Estimates**

The Preparation of restated financial statements in conformity with the Generally Accounting Principles (GAAP) requires management to make estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from these estimates. The difference between the actual results and estimates are recognized in the period in which the results are known/materialized.

c. **AS - 2 Valuation of Inventory : -**

Items of inventories are measured at lower of cost or net realizable value after providing for obsolescence, if any. Cost of inventories comprises of cost of purchase, cost of conversion and other cost including manufacturing overheads incurred in bringing them to their respective present condition and location. Cost of Raw Material including components. Dies and consumable stores are determined on FIFO basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

d. **AS - 4 Contingencies and Events Occurring After the Balance Sheet Date : -**

Effects of, events occurred after Balance Sheet date and having material effect on financial statements are reflected in the accounts at appropriate places.

e. **AS - 5 Net Profit or loss for the period, prior period items and changes in accounting policies : -**

Material items of prior period, non-recurring and extra ordinary items are shown separately, If any

f. **AS – 6 Depreciation accounting : -**

Depreciation on tangible assets and intangible assets is provided on the Straight Line Method (SLM) over the useful lives of assets prescribed under Part C of Schedule II of the Companies Act, 2013.

In the restated Financial Statement, for the purpose of change in method of Depreciation from Written Down Value to Straight Line Method in F.Y. 2012-13, the applicable useful lives of assets prescribed under Part C of Schedule II of the Companies Act, 2013 are applied for the assets purchased in F.Y. 2011-12 and earlier years

The company has been consistently providing depreciation for full year for assets purchased and put to use during the year.

g. **AS - 9 Revenue Recognition :-**

In appropriate circumstances, Revenue income is recognized when no significant uncertainty as to determination or realization exists. Interest income is recognized on a time proportion basis taking into account the amount outstanding and rate applicable.

h. **AS - 10 Accounting for Fixed Assets :-**

Tangible fixed assets are stated at cost net of recoverable taxes less accumulated depreciation.

Intangible assets are stated at cost of acquisition net of recoverable taxes less accumulated depreciation.

i. **AS - 11 Accounting for effects of changes in foreign exchange rates :-**

(i) Transactions dominated in foreign currencies are recorded at the exchange rate prevailing on the date of transaction or that approximates the actual rate at the date of the transaction.
(ii) Monetary items denominated in foreign currencies at the year-end are restated at year end rates.
(iii) Any income or expenses on account of exchange difference either on settlement or on translation is recognized in the profit or loss account.

j. **AS – 12 Accounting for Government Grants :-**

Capital subsidiary receivable specific to fixed assets is treated as per accounting standard 12 and other revenue grants is recorded as revenue items.

Capital Subsidy incentive is granted to setup unit in backward area and it is not specifically to compensate cost of fixed assets and therefore, it is shown as capital subsidy reserves in Restated financial Statement.

k. **AS – 13 Accounting for Investments :-**

Investments are valued at cost.

l. **AS – 14 Accounting for Amalgamations :-**

During the year there was no amalgamation.

m. **AS – 15 Employees Retirement Benefit Plan :-**

a. **Provident Fund :-**
Retirement benefit in the form of provident fund is a defined contribution scheme. The contributions to the provident fund are charged to the statement of profit and loss for the year when the contributions are due. The company has no obligation, other than the contribution payable to the provident fund.

b. **Gratuity Plan :-**
The company has defined benefit plan with LIC for its employees. The cost of providing benefit under the scheme are determined on the basis of actuarial valuation at each year end and contribution for the year is charged to the statement of profit and loss for the year.

c. **Leave Encashment:-**
The company measures the expected cost that it expects to pay as a result of unused entitlement that has accumulated at the reporting date and the earned leave amount for the current reporting period is charged to the statement of profit and loss for the year. The company presents the entire

leave as current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

n. **AS – 16 Borrowing Cost :-**

Borrowing costs that are attributable to the acquisition or construction of assets are capitalized as part of cost of such assets. All other borrowing costs are charged to revenue.

o. **AS – 18 Related Party Disclosure :-**

The Disclosures of Transaction with the related parties as defined in the related parties as defined in the Accounting Standard are given in notes of accounts.

p. **AS – 19 Accounting for Leases :-**

The Company has not entered into any lease agreements during the year.

q. **AS – 20 Earnings Per Share :-**

Disclosure is made in the Notes of accounts as per the requirements of the standard.

r. **AS – 22 Accounting for Taxes on Income :-**

Provision for Current tax is based on the assessable income under the provisions of the Income-tax Act, 1961.

Deferred tax is recognized on timing difference between taxable income and accounting income that originate in one period and capable of reversal in one or more subsequent periods. Deferred tax resulting from "timing differences" is accounted for using tax rates and laws that have been enacted or substantively enacted as on the balance sheet date. The deferred tax assets is recognized and carried forward only to the extent that there is a reasonable / virtual certainty that the asset will be realized in future.

s. **AS – 24 Discontinuing Operations :-**

During the year the company has not discontinued any of its operations.

t. **AS – 28 Impairment of Assets :-**

At the date of each Balance Sheet, the company evaluates, indications of the impairment internally, if any, to the carrying amounts of its fixed and other assets. If any indication does exist, the recoverable amount is estimated at the higher of the realizable value and value in use, as considered appropriate. If the estimated realizable value is less than the carrying amount, an impairment loss is recorded.

Reversal of impairment losses recognized in prior years is recorded when there is an indication that the impairment losses recognized for the asset no longer exist or have decreased. However, the increase in carrying amount of an asset due to reversal of an impairment loss is recognized to the extent it does not exceed the carrying amount that would have been determined (Net of Depreciation) had no impairment loss been recognized for the assets in prior years.

u. **AS – 29 Provisions Contingent liabilities and contingent assets :-**

Provision is recognized in the accounts when there is a present obligation as a result of past event(s) and it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Contingent liabilities are not recognized but are disclosed as under.

Contingent assets are neither recognized nor disclosed in the Financial Statements.

Sr. No.	Particulars	Amount as at 31.12.2017	Amount as at 31.03.2017	Amount as at 31.03.2016	Amount as at 31.03.2016	Amount as at 31.03.2014	Amount as at 31.03.2013
(i)	Contingent Liability						
	Claim against the company / disputed liabilities not acknowledged as debt	NIL	NIL	NIL	NIL	NIL	NIL
	Guarantees						
	Guarantees to Bank and Financial Institution against	NIL	NIL	NIL	NIL	NIL	NIL
	Credit Facilities	NIL	NIL	NIL	NIL	NIL	NIL
	extended to third parties and other	NIL	NIL	NIL	NIL	NIL	NIL
	Guarantees						
	Performance Guarantees						
	Outstanding Guarantees furnished to Bank or financial institution including in respect of Letter of Credit						
	Other Money for which the company is contingent liable	NIL	NIL	NIL	NIL	NIL	NIL
(ii)	Commitment						
	Estimated amount of contract remaining to	NIL	NIL	NIL	NIL	NIL	NIL
	be executed on capital account and not provided for	NIL	NIL	NIL	NIL	NIL	NIL
	Other Commitment						

v. Disclosure On Specified Bank Notes (SBNs)

During the Year, the company has specified Bank notes or other denomination notes in the MCA notification G.S.R. 308(E) dated March 31, 2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from November 8, 2016 to December 30, 2016, the denomination wise SBN and other notes as per the notification is given below:

Particulars	SBNs	Other Denomination notes	Total
Closing cash in hand as on November 8, 2016	600000	418063	1018063
(+) Permitted Receipts	-	220000	220000
(-) Permitted Payments	-	81854	81854
(-) Amount Deposited in banks	600000	-	600000
Closing cash in hand as on December 30, 2016	-	556209	556209

For the purpose of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government India, in the Ministry of Finance, Department of Economic Affairs S.O.3407(E), dated the 8th November, 2016.

Reconciliation of Restated profit

Particulars	As at December 31, 2017	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
Net Profit/(Loss) after tax as per Audited Profit & Loss Account	3909403	3578482	2347137	3495488	3653903	2255458
Adjustment for :						
Income Tax Appeal Fees	0	0	0	(130000)	0	0
Provision for Gratuity	0	283115	(12453)	(77662)	(8965)	(111362)
Excise Duty Expenses	0	124993	0	0	0	0
Change in Stock Valuation	(156190)	123686	(266605)	390499	(58763)	64346
Change in Depreciation	(2127)	(466939)	(82097)	(1)	2299198	1469559
Change in Provision for Income Tax	327426	113651	160056	(106458)	146413	(49598)
Change in Deferred Tax	(207052)	1091685	379479	1085844	42307	(416728)
Net Profit/(Loss) after tax as Restated	3871461	4848672	2525518	4657710	6074092	3211675

Notes of Reconciliation of Profits

- The demand Rs. 649080 was raised on completion of assessment u/s 143(3) of the I.T. Act, 1961 for A.Y. 2007-08 and appeal was filed before CIT(A), Rajkot. And 20% of the said demand Rs. 130000 was paid for stay of balance demand in F.Y. 2009-10 and was debited to profit and loss account under the head "Income Tax Appeal Fee Expense" in F.Y. 2009-10. CIT(A) allowed the appeal and the said amount is refunded in F.Y. 2014-15 and credited to profit and loss account under the "Income Tax Appeal Fee - Refund" A/c. There is no interest received on the said amount paid. In the Restated Financial Statement, reserve & Surplus is adjusted by creating assets and refund in F.Y. 2014-15 is credited against the said asset.

- The company has not been providing provision for Gratuity in audited financial statement. However, the company has defined benefit plan with LIC for its employees. In Restated financial Statement, the cost of providing benefit under the scheme are determined on the basis of actuarial valuation at each year end and contribution for the year is charged to the Restated profit and loss account for the respective year.

- In Audited financial Statement, Excise duty rebate claimed in F.Y. 2009-10 but not materialized is written off as excise duty expenses in F.Y. 2016-17. In restated financial statement, the same has been adjusted by reducing opening balance of Reserve & Surplus.

- In the restated financial statement, valuation of closing stock of finished goods is revalued by including depreciation on Plant & Machinery in the conversion of cost.

- In the restated Financial Statement, for the purpose of change in method of Depreciation from Written Down Value to Straight Line Method in F.Y. 2012-13, the applicable useful lives of assets prescribed under Part C of Schedule II of the Companies Act, 2013 are applied for the assets purchased in F.Y. 2011-12 and earlier years.

- In the restated financial statement, deferred tax is re-calculated by including unpaid statutory liabilities

covered u/s. 43B of the Income Tax Act, 1961 and changes in depreciation.

- In the restated financial statement, provision for income tax is re-calculated and provided.

Material Regrouping

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 regroupings as per audited financial of the company , prepared in accordance with Revised Schedule VI, and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 (As Amended)



Annexure – 5

Details of Share Capital, As Restated

(Rs. in Lacs)

Particulars	As at December	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
Authorised Share Capital :						
Equity Share of Rs.100 each upto F.Y. 2016-17 and Rs. 10 each for the period thereafter	850.00	35.00	35.00	35.00	35.00	35.00
Issue, Subscribe and Fully paid up :						
Equity Share of Rs.100 each upto F.Y. 2016-17 and Rs. 10 each for the period thereafter	490.00	35.00	35.00	35.00	35.00	35.00

Reconciliation of number of shares outstanding at the end of year

Particulars	As at December	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
Equity share at the beginning of the Year	350000	35000	35000	35000	35000	35000
Add : Issued during the Year	4550000					-
Less : Buy back during the Year	-	-	-	-	-	-
Equity share at the end of the Year	4900000	35000	35000	35000	35000	35000

Details of Shareholders holding more than 5% of the aggregate shares in the Company

Particulars	As at December 31, 2017	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
Avni Nileshkumar Dadhania	280000					
% of Holding	*5.71%*					
Hetalben Mayurkumar Kalaria	280000					
% of Holding	*5.71%*					
Sheetalben Manishbhai Patel	661500					
% of Holding	*13.50%*					
Parulben Rakeshbhai Patel	661500	2100				
% of Holding	*13.50%*	*6.00%*				
Sheetalben Sanjivkumar Chaniara	280000	2100				
% of Holding	*5.71%*	*6.00%*	*0.00%*	*0.00%*	*0.00%*	*0.00%*
Jayantilal Mahidas Tilva		3600	3600	3600	3600	3600
% of Holding		*10.29%*	*10.29%*	*10.29%*	*10.29%*	*10.29%*
Hiralal Mahidas Tilva	1155000	11100	6900	6900	6900	6900
% of Holding	*23.57%*	*31.71%*	*19.71%*	*19.71%*	*19.71%*	*19.71%*
Daxaben Jayantilal Tilva			4800	4800	4800	4800
% of Holding			*13.71%*	*13.71%*	*13.71%*	*13.71%*
Daxaben Hiralal Tilva	455000	3250	3250	3250	3250	3250
% of Holding	*9.29%*	*9.29%*	*9.29%*	*9.29%*	*9.29%*	*9.29%*
Rakeshbhai Chhaganbhai Nar	563500	3500	3500	3500	3500	3500
% of Holding	*11.50%*	*10.00%*	*10.00%*	*10.00%*	*10.00%*	*10.00%*
Manishbhai Chhaganbhai Nar	563500	3500	3500	3500	3500	3500
% of Holding	*11.50%*	*10.00%*	*10.00%*	*10.00%*	*10.00%*	*10.00%*
Narmadaben Chhaganbhai Nar		2450	2450	2450	2450	2450
% of Holding		*7.00%*	*7.00%*	*7.00%*	*7.00%*	*7.00%*

M N MANVAR & CO. CHARTERED ACCOUNTANTS RAJKOT

Annexure - 6 : Reserve & Surplus (Rs. In Lakhs)

Particulars	As at December 31, 2017	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
(i) General Reserve	18.66	4.53	4.53	4.53	4.53	4.53
(ii) Capital Redemption Reserve	0.00	5.00	5.00	5.00	5.00	5.00
(iii) Capital Reserve - Subsidy Received	0.00	9.13	9.13	9.13	9.13	9.13
OPENING BALANCE (A)						
(ii) Balance of Statement of Profit & Loss						
Balance of Profit & Loss	339.29	290.80	265.54	218.97	158.23	126.11
Less : Bonus Issed	315.00	0.00	0.00	0.00	0.00	0.00
Add: Profit after tax for the year	38.71	48.49	25.26	46.58	60.74	32.12
Closing Balance	63.00	339.29	290.80	265.54	218.97	158.23
(iii) Securities Premium	154.00	0.00	0.00	0.00	0.00	0.00
Total	**235.66**	**357.95**	**309.46**	**284.20**	**237.63**	**176.89**

Annexure - 7 : Long Term Borrowing, As Restated (Rs. In Lakhs)

Particulars	As at December 31, 2017	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
(I) SECURED LOAN						
- Term Loan						
- From Bank	109.04	111.44	14.69	26.38	37.09	20.50
(II) UNSECURED LOAN						
- From Bank / NBFC	57.11	0.00	37.13	0.00	0.00	0.00
- From Directors	14.29	103.15	27.81	32.96	24.59	7.41
- From Relatives of Director	59.61	78.38	28.81	20.09	26.45	20.81
TOTAL	**240.05**	**292.96**	**108.44**	**79.43**	**88.13**	**48.72**

Name of Lender	Purpose	Loan Agreement No	Sanctioned Amount	Rate of Interest	Repayment Schedule	Outstanding as on 31.12.2017
(I) SECURED LOAN						
Axis Bank Limited, Rajkot	Purchase and Installation of Plant & Machinery	AB/RSC/398 /2016-17	172.00	9.75	Monthly	150.34

Security **Extension of Equitable Mortgage on following Property**

Equitable Morigage on Industriol Property : Survey no.30-1 & 289/P, Plot No 1, National Highway 8-B Shapar (Veraval) Taluko - Kotda Sangani, Dist. Rajkot

M.N.MANVAR & CO. MRN : 035292 FRN : 106047W RAJKOT CHARTERED ACCOUNTANTS

NATURE OF SECURITY AND TERMS OF REPAYMENT FOR UNSECURED LOAN:

(Rs. in Lacs)

Name of Lender	Purpose	Rate of Interest	Repayment Schedule	Outstanding as on 31.03.2017
From Directors				
Rakeshbhai C Nar	Business	12.00%	On Demand	14.29
From Relatives of Directors				
Manishbhai C. Patel	Business	12.00%	On Demand	41.19
Hiralal M Tilva	Business	12.00%	On Demand	7.74
Daxaben Hiralal Tilva	Business	12.00%	On Demand	10.68
From Banks & NBFC				
HDFC Bank Limited	Business	15.50%	Monthly	40.00
ICICI Bank Limited	Business	15.50%	Monthly	30.00
Kotak Mahindra Bank Limited	Business	17.00%	Monthly	40.00

Annexure - 8 : Deferred Tax Liability, As Restated **(Rs. In Lakhs)**

Particulars	As at December 31, 2017	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
Opening Balance (A)						
Deferred Tax (Asset) / Liability	0.00	0.00	2.49	7.36	10.77	10.32
Current Year Provision (B)						
(DTA) / DTL on Depreciation	0.00	0.00	(2.17)	(6.00)	(4.11)	(0.82)
(DTA) / DTL on Other Timing Difference	0.00	0.00	0.81	1.14	0.70	1.27
Total	**0.00**	**0.00**	**1.13**	**2.49**	**7.36**	**10.77**

Annexure - 9 : Other Long Term Liability, As Restated **(Rs. In Lakhs)**

Particulars	As at December 31, 2017	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
Trade Payable for Capital Goods	18.88	0.00	0.00	0.00	0.00	0.00
Supplier Security Deposits	0.00	0.00	0.00	0.00	303.90	145.00
	18.88	**0.00**	**0.00**	**0.00**	**303.90**	**145.00**



Annexure - 10 : Short Term Borrowing, As Restated (Rs. In Lakhs)

Particulars	As at December 31, 2017	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
(I) SECURED LOAN						
Loan Repayable on Demand						
Working Capital Finance From Bank	510.71	346.86	385.98	379.17	228.09	168.29
	510.71	**346.86**	**385.98**	**379.17**	**228.09**	**168.29**

Name of Lender	Purpose	Loan Agreement No	Sanctioned Amount	Rate of Interest	Repayment Schedule	Outstanding as on 31.12.2017
(I) SECURED LOAN						
Axis Bank Limited, Rajkot	Working Capital Finance	AB/RSC/398 /2016-17	700.00	9.75	Monthly	510.71

Security **Extension of Equitable Mortgage on following Property**

Equitable Morigoge on Industriol Property : Survey no.30-1 & 289/P, Plot No 1, National Highway 8-B Shapar (Veraval) Taluko - Kotda Sangani, Dist. Rajkot

Annexure - 11 : Trade Payable, As Restated (Rs. In Lakhs)

Particulars	As at December 31, 2017	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
Due To MSME	0.00	0.00	0.00	0.00	0.00	0.00
Due To Other	598.09	369.54	441.94	361.38	107.16	202.55
	598.09	**369.54**	**441.94**	**361.38**	**107.16**	**202.55**

Annexure - 12 : Other Current, As Restated (Rs. In Lakhs)

Particulars	As at December 31, 2017	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
A) Current Maturities of Long Term Debt	94.19	56.00	11.56	11.56	31.52	26.40
B) Statutory Dues						
- Vat Payable	0.00	4.23	4.30	9.42	4.38	2.76
- TDS Payable	2.14	2.31	1.52	1.37	2.02	1.39
- Excise Payable	57.84	4.02	0.21	0.00	0.00	0.00
C) Advance from Customers	18.31	10.13	11.04	6.37	4.74	4.02
D) Other Payable	0.00	0.00	0.00	0.00	0.36	0.00
	172.47	**76.68**	**28.63**	**28.72**	**43.02**	**34.57**

Annexure - 13 : Short Term Provisions, As Restated (Rs. In Lakhs)

Particulars	As at December 31, 2017	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
A) Provision for Employee Benefits						
- Contribution to PF	1.38	5.11	0.44	0.35	0.26	0.30
- Bonus Payable	8.12	5.02	15.82	14.45	12.45	10.81
- Gratuity Payable	15.60	8.03	2.83	2.71	1.93	1.84
- Wages Payable	8.00	4.53	4.66	5.15	4.80	4.10
- Professional Tax	5.12	4.43	3.28	2.26	1.45	0.87
- Leave Encashment	3.72	0.00	0.00	0.00	0.00	0.00
- ESIC Payable	2.02	0.00	0.00	0.00	0.00	0.00
A) Other Provisions						
- Income Tax	7.83	7.75	7.17	6.96	6.68	9.28
- Audit Fees	0.30	0.60	0.54	0.45	0.50	0.62
	52.08	**35.48**	**34.75**	**32.32**	**28.06**	**27.81**

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Annexure - 14 : Deferred Tax Assets, As Restated

(Rs. In Lakhs)

Particulars	As at December 31, 2017	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
Opening Balance (A)						
Deferred Tax (Asset) / Liability	(1.13)	(1.13)	0.00	0.00	0.00	0.00
Current Year Provision (B)						
(DTA) / DTL on Depreciation	0.00	0.00	0.00	0.00	0.00	0.00
(DTA) / DTL on Other Timing Difference	0.00	0.00	0.00	0.00	0.00	0.00
Total	(1.13)	(1.13)	0.00	0.00	0.00	0.00

Annexure - 15 : Long Term Loans & Advances, As Restated

(Rs. In Lakhs)

Particulars	As at December 31, 2017	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
Advance paid for Capital Goods	193.65	0.00	0.00	0.00	0.00	0.00
Security Deposits	6.47	5.44	5.44	5.37	4.73	10.88
	200.12	5.44	5.44	5.37	4.73	10.88

Annexure - 16 : Other Non - Current Assets, As Restated

(Rs. In Lakhs)

Particulars	As at December 31, 2017	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
Pre-Operative Expenses (To the extent not written off) (Unit-II)	0.04	0.00	0.00	0.00	0.00	0.00
Priliminary Expenses (To the extent not written off) (Unit-II)	12.98	0.00	0.00	0.00	0.00	0.00
	13.03	0.00	0.00	0.00	0.00	0.00

Annexure - 17 : Inventories, As Restated

(Rs. In Lakhs)

Particulars	As at December 31, 2017	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
Raw Materials and Components	154.91	112.48	133.19	108.93	46.47	66.37
Finished Goods	119.25	80.29	54.06	44.97	20.14	51.36
Die	170.41	131.86	108.76	123.94	122.85	84.04
	444.57	324.63	296.01	277.84	189.46	201.78



Annexure - 18 : Trade Receivables, As Restated (Rs. In Lakhs)

Particulars	As at December 31, 2017	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
Unsecured, considered good						
Less than six months						
-From related party	0.00	0.00	0.00	0.00	0.00	0.00
-From Others	873.96	517.52	523.79	495.46	504.48	368.82
More than six months						
-From related party	0.00	0.00	0.00	0.00	0.00	0.00
-From Others	26.69	19.47	0.00	0.00	20.98	22.82
	900.66	537.00	523.79	495.46	525.47	391.65

Annexure - 19 : Cash & Bank Balance, As Restated (Rs. In Lakhs)

Particulars	As at December 31, 2017	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
A) Balance With Bank						
- In Current Account	9.18	10.21	7.66	5.79	3.25	0.83
- In Fixed Deposit	4.89	4.73	0.00	4.23	3.91	15.71
B) Cash on Hand	0.59	3.33	0.90	3.73	2.88	3.19
	14.66	18.27	8.56	13.76	10.04	19.73

Annexure - 20 : Short Term Loans & Advances, As Restated (Rs. In Lakhs)

Particulars	As at December 31, 2017	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
(II) OTHER ADVANCES						
(a) Receivables from Revenue Authority						
(Unsecured, considered good)						
- Income Tax Authority	0.00	0.00	0.00	0.00	1.30	1.30
- Sales Tax Authority	2.10	0.00	0.00	0.00	0.00	0.00
- Excise Tax Authority	9.99	7.92	2.75	5.41	2.70	0.88
(b) Other advances recoverable in cash or kind						
(Unsecured, considered good)						
- Advance to Suppliers	12.79	4.61	3.87	1.21	6.51	2.69
- Advance to Employees	7.09	0.00	0.00	0.00	0.00	0.00
- Other Loans & Expenses	1.36	3.06	2.59	2.72	2.19	2.42
	33.32	15.59	9.21	9.34	12.69	7.29

Annexure - 21 : Revanue From Operations, As Restated (Rs. In Lakhs)

Particulars	As at December 31, 2017	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
Sale of Goods *						
Sales of Manufactured Goods	1807.47	1762.99	1746.81	1462.15	1580.97	1478.84
Other Operating Income						
Jobwork	8.67	14.74	9.35	91.46	113.45	76.72
Total	1816.14	1777.73	1756.16	1553.61	1694.42	1555.56

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Annexure - 22 : Other Income, As Restated (Rs. In Lakhs)

Particulars	As at December 31, 2017	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
Other income	2.32	1.44	13.30	3.59	1.57	1.37
Net profit before tax as restated	**0.04**	**0.03**	**0.41**	**0.07**	**0.02**	**0.03**
Percentage						
Source of income						
Duty Drawback	0.00	0.45	0.56	0.00	0.00	0.00
Exchange Rate Gain / Loss	0.00	0.00	0.88	0.00	0.00	0.00
Interest Income	0.18	0.50	0.72	0.83	1.57	1.37
Interest Subsidy	0.00	0.00	10.98	2.70	0.00	0.00
Other Income	1.92	0.49	0.16	0.06	0.00	0.00
Service Tax	0.22	0.00	0.00	0.00	0.00	0.00
Total	**2.32**	**1.44**	**13.30**	**3.59**	**1.57**	**1.37**

Annexure - 23 : Cost of Material Consumed, As Restated (Rs. In Lakhs)

Particulars	As at December 31, 2017	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
Opening Stock	112.48	133.19	108.93	46.47	66.37	143.76
Add : Purchases	1297.19	1248.83	1309.08	1181.24	1061.94	1090.34
Add : Direct Expenses	298.35	291.66	297.47	268.40	413.85	260.07
	1708.03	**1673.69**	**1715.47**	**1496.12**	**1542.16**	**1494.16**
Less : Closing Stock	154.91	112.48	133.19	108.93	46.47	66.37
Less : Sale of Scrap	(18.91)	(94.34)	(88.61)	(88.79)	(110.68)	(112.87)
	1534.20	**1466.87**	**1493.67**	**1298.40**	**1385.01**	**1314.92**

Annexure - 24 : Change in Inventory, As Restated (Rs. In Lakhs)

Particulars	As at December 31, 2017	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
Inventories at the end of the year						
Finished Goods	119.25	80.29	54.06	44.97	20.14	51.36
Inventories at the beginning of the year						
Finished Goods	80.29	54.06	44.97	20.14	51.36	40.28
(Increase) / Decrease in Stock	(38.95)	(26.24)	(9.09)	(24.82)	31.22	(11.08)

Annexure - 25 : Employees Benefits, As Restated (Rs. In Lakhs)

Particulars	As at December 31, 2017	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
Employee Benefits Expenses						
Bonus paid to Staff	8.12	5.02	15.82	14.45	12.45	10.81
Director Remuneration	39.60	15.60	3.60	3.60	3.60	3.60
Gratuity	8.57	5.20	0.12	0.78	0.09	1.11
Leave Encashment	3.72	4.50	3.99	3.48	2.95	2.50
Other Benefits	0.21	0.55	0.07	0.26	0.48	0.83
Provident Fund	4.88	4.07	2.51	1.93	1.65	1.85
Salary & Wages	64.35	97.60	80.90	72.60	70.89	83.27
Staff Medical	0.00	0.59	0.38	0.10	0.10	0.04
Staff Walfare	5.79	6.60	4.04	4.81	4.18	6.06
	135.23	**139.72**	**111.43**	**102.01**	**96.38**	**110.08**

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Annexure - 26 : Finance Cost, As Restated (Rs. In Lakhs)

Particulars	As at December 31, 2017	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
Interest Paid						
To Bank for Term Loan	13.15	10.52	4.89	6.29	5.98	10.96
To Bank for Working Capital	29.72	41.89	43.56	41.47	22.45	21.56
To Government	0.00	0.00	0.00	0.00	0.00	0.53
To Other	0.00	1.00	0.00	0.00	0.00	1.80
To Unsecured Loan Depositors	0.00	0.00	7.83	7.02	5.20	3.81
Other Borrowing Cost						
Bank Charges	12.98	6.32	3.04	2.51	6.83	1.16
	55.84	**59.73**	**59.32**	**57.29**	**40.46**	**39.81**

Annexure - 27 : Other Expenses, As Restated (Rs. In Lakhs)

Particulars	As at December 31, 2017	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
Administrative Expenses						
Advertizement Expennses	0.00	2.30	0.07	0.13	0.23	0.00
Bad Debt Written Off	3.25	0.80	0.00	0.00	0.00	0.00
Donation	0.62	0.02	0.00	0.20	0.02	0.00
Electric Repairing & Maintenance	5.15	4.15	6.48	2.90	2.84	1.57
Excise Duty	2.25	0.00	0.21	0.00	0.00	0.05
Insurance	0.08	3.04	1.41	2.87	1.92	1.91
Interest on Late Payment of Dues	2.09	0.19	0.86	0.60	0.23	0.00
Other Administrative Expenses	12.50	8.20	6.47	4.54	6.28	7.58
Other Interest	0.00	0.00	0.00	0.00	0.00	0.00
Payment to Auditors	0.50	0.95	0.91	0.50	0.80	0.62
Postage & Courier	0.24	0.35	0.35	0.16	0.12	0.12
Printing & Stationery	0.80	1.33	1.39	0.31	0.50	0.38
Professioanl Fees	2.78	2.22	2.98	1.80	1.27	1.13
Rate, Rate & Taxes	2.19	0.00	4.57	0.98	0.79	0.28
ROC Filing Fees	0.13	0.07	0.03	0.29	0.02	0.03
Telephone Expenses	0.96	1.78	0.87	1.09	1.19	1.15
Travelling	2.94	1.60	2.94	2.94	0.38	0.11
Selling & Distribution Expenses						
Other Selling & Distribution Expenses	0.46	1.06	0.94	4.32	0.03	0.43
Outward Transportation	0.80	1.53	4.27	4.51	5.30	4.42
Selling Commission	3.34	3.04	6.74	11.06	16.42	15.05
	41.08	**32.62**	**41.50**	**39.20**	**38.33**	**34.84**

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Annexure - 28 : Fixed Assets, As Restated

(Rs. In Lakhs)

Particulars	As at December 31, 2017	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
Gross Block						
Buildings	312.56	311.13	271.05	184.77	143.34	85.14
Furniture and Fixtures	18.78	18.42	15.19	3.70	3.53	3.23
Land	44.59	2.23	2.23	2.23	2.23	2.23
Office equipment	17.27	16.87	14.67	7.40	6.37	5.57
Plant and Equipment	550.48	514.01	404.59	368.42	314.78	238.59
Vehicles	2.47	2.47	2.47	2.47	2.47	2.47
	946.14	**865.13**	**710.21**	**569.00**	**472.73**	**337.24**
Less : Accumulated Depreciation						
Buildings	56.56	49.30	39.09	30.20	24.14	19.36
Furniture and Fixtures	6.72	5.40	3.68	2.28	2.02	1.77
Land	0.00	0.00	0.00	0.00	0.00	0.00
Office equipment	12.78	10.90	8.32	5.98	5.15	4.39
Plant and Equipment	217.99	190.05	154.76	127.65	103.64	83.03
Vehicles	2.21	2.13	2.04	1.94	1.84	1.68
	296.26	**257.79**	**207.89**	**168.04**	**136.78**	**110.23**
Net Block						
Buildings	256.00	261.83	231.97	154.58	119.20	65.78
Furniture and Fixtures	12.05	13.01	11.51	1.43	1.51	1.46
Land	44.59	2.23	2.23	2.23	2.23	2.23
Office equipment	4.48	5.97	6.35	1.42	1.22	1.18
Plant and Equipment	332.49	323.96	249.83	240.78	211.14	155.56
Vehicles	0.26	0.34	0.44	0.53	0.63	0.80
	649.88	607.35	502.32	400.96	335.94	227.01
Add : Capital Work - In - Progress	57.97					
	707.86	**607.35**	**502.32**	**400.96**	**335.94**	**227.01**

M.N MANVAR & CO. MRN : 036292 FRN : 106047W RAJKOT CHARTERED ACCOUNTANTS

GANGA FORGING LIMITED

Annexure - 29 : Details of Significant Accounting Ratios as Restated (Rs. In Lakhs)

Particulars	As at December 31, 2017	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
Restated PAT as per statement of profit and loss	38.71	48.49	25.26	46.58	60.74	32.12
Equity Shares (Before Bonus and Split of Shares)	4900000	35000	35000	35000	35000	35000
Equity Shares (After Bonus and Split of Shares)	4900000	3500000	3500000	3500000	3500000	3500000
Weighted average number of equity shares at the end of the year/ period (Before Bonus and Split of Shares)	3739273	35000	35000	35000	35000	35000
Weighted average number of equity shares at the end of the year/ period (After Bonus and Split of Shares)	3739273	3500000	3500000	3500000	3500000	3500000
Net worth	725.66	392.95	344.46	319.20	272.63	211.89
Earnings Per Share						
Basic & Diluted EPS (Before Bonus and Split of Shares)	1.04	138.53	72.16	133.08	173.55	91.76
Basic & Diluted EPS (After Bonus and Split of Shares)	1.04	1.39	0.72	1.33	1.74	0.92
Return on net worth (%)	0.05	0.12	0.07	0.15	0.22	0.15
Net asset value per share (Before bonus and Split of Shares) (Rs)**	14.81	1122.70	984.17	912.01	778.94	605.39
Net asset value per share (After bonus and Split of Shares) (Rs)**	14.81	11.23	9.84	9.12	7.79	6.05
Nominal value per equity share (Before Split of Shares (Rs.)	10	100	100	100	100	100
Nominal value per equity share (After Split of Shares (Rs.)	10	10	10	10	10	10

Annexure - 30 : Capitalization Statement as Restated as at 31st December, 2017

(Rs. In Lakhs)

Particulars	Pre Issue	Post Issue
Borrowings		
Short term debt (A)	604.90	604.90
Long term debt (B)	240.05	240.05
Total debts (C)	**844.95**	**844.95**
Shareholders' funds		
Equity share capital	490.00	*
Reserve and surplus - as restated	235.66	*
Total shareholders' funds	**725.66**	
Long term debt / shareholders' funds	**0.33**	
Total debt / shareholders' funds	**1.16**	

M.N.MANVAR & CO. CHARTERED ACCOUNTANTS FRN : 106047W RAJKOT

GANGA FORGING LIMITED

Annexure - 31 : Statement of Tax Shelters as Restated (Rs. In Lakhs)

Particulars	As at December 31, 2017	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
Profit before tax as per books (A)	52.59	56.56	32.70	53.86	78.03	48.80
Tax Rate (%)	25.75%	30.90%	30.90%	30.90%	30.90%	30.90%
Tax at Notional Rate on Profits	13.54	17.48	10.10	16.64	24.11	15.08
Adjustments :						
Permanent differences (B)						
Donation	0.62	0.02	-	0.20	0.02	-
Income Tax Expenes	1.06	-	-	0.98	-	0.06
Penalty	0.97	-	0.23	-	-	-
Total permanent differences(B)	**2.65**	**0.02**	**0.23**	**1.18**	**0.02**	**0.06**
	-	-	-	-	-	-
Permanent differences (B)	-	-	-	-	-	-
Total Income considered separately (C)	-	-	-	-	-	-
Timing differences (D)						
Difference between tax depreciation and book depreciation	(8.30)	(15.44)	(7.04)	(19.41)	(13.31)	(2.66)
Difference of Disallowance / Allowance for PF/Bonus/Professional Tax	0.05	(4.98)	2.49	2.90	2.18	5.22
Difference due to Gratuity allowable/ disallowable	7.57	5.20	0.12	0.78	0.09	1.11
Total timing differences (D)	(0.68)	(15.22)	(4.42)	(15.73)	(11.05)	**3.67**
Net adjustments E = (B+C+D)	1.97	(15.21)	(4.19)	(14.55)	(11.03)	3.74
Tax expense / (saving) thereon F = [E * Tax Rate]	**0.51**	(4.70)	(1.30)	(4.50)	(3.41)	**1.16**
Taxable income/(loss) (A+E+F)	**54.56**	**41.36**	**28.50**	**39.31**	**67.01**	**52.54**
Less : Set off of Brought Forward Losses	-	-	-	-	-	-
Taxable income/(loss) Carried Forward of Looses	**54.56** -	**41.36** -	**28.50** -	**39.31** -	**67.01** -	**52.54** -
Taxable income/(loss) as per MAT	53.65	56.56	32.70	54.84	78.03	48.86
Income tax as returned/computed	14.05	12.78	8.81	12.15	20.70	16.23
Tax paid as per normal or MAT	NORMAL	NORMAL	NORMAL	NORMAL	NORMAL	NORMAL

M.N.MANVAR & CO. CHARTERED ACCOUNTANTS MRN : 035292 FRN : 105047W RAJKOT

(Rs. In Lakhs)

Annexure - 32 : Details of Related Parties Transactions as Restated

Year	Assciate Concern	Key Managerial personnel	Relative of Key Managerial personnel	Particular	Acceptance of Loan	Issue of Right Shares	Payment of Interest	Remuneration	Repayment of Loan	Net Payable / (Receivable)
2012-13	Kaveri Polymers Pvt. Ltd.	H. M. Tilva	Daxaben Hiralal Tilva	Associate Concern	24.11	0.00	0.00	0.00	24.11	0.00
		J. M. Tilva	Daxaben J. Tilva	Director	0.00	0.00	0.98	3.60	0.00	7.41
		Rakeshbhai C. Patel	Manish Chhaganbhai Nar	Relative of Key Managerial Personnel	0.00	0.00	2.28	0.00	0.00	17.23
			Narmadaben C. Nar							
2013-14	Kaveri Polymers Pvt. Ltd.	H. M. Tilva	Daxaben Hiralal Tilva	Associate Concern	23.00	0.00	0.00	0.00	23.00	0.00
		J. M. Tilva	Daxaben J. Tilva	Director	16.50	0.00	1.74	3.60	0.88	24.59
		Rakeshbhai C. Patel	Manish Chhaganbhai Nar	Relative of Key Managerial Personnel	5.50	0.00	2.53	0.00	2.05	22.95
			Narmadaben C. Nar							
2014-15	Kaveri Polymers Pvt. Ltd.	H. M. Tilva	Daxaben Hiralal Tilva	Director	7.50	0.00	3.78	3.60	2.53	32.96
		J. M. Tilva	Daxaben J. Tilva	Relative of Key Managerial Personnel	0.00	0.00	2.79	0.00	8.81	16.66
		Rakeshbhai C. Patel	Manish Chhaganbhai Nar							
			Narmadaben C. Nar							
2015-16	Kaveri Polymers Pvt. Ltd.	H. M. Tilva	Daxaben Hiralal Tilva	Director	0.00	0.00	4.63	3.60	9.32	27.81
		J. M. Tilva	Daxaben J. Tilva	Relative of Key Managerial Personnel	10.00	0.00	2.69	0.00	4.16	24.91
		Rakeshbhai C. Patel	Manish Chhaganbhai Nar							
			Narmadaben C. Nar							
2016-17		H. M. Tilva	Sheetalben Manishbhai Nar	Director	36.55	0.00	0.00	15.60	7.00	57.36
		J. M. Tilva	Daxaben Hiralal Tilva	Relative of Key Managerial Personnel	99.25	0.00	0.00	0.00	0.00	124.16
		Rakeshbhai C. Patel	Daxaben J. Tilva							
			Manish Chhaganbhai Nar							
			Narmadaben C. Nar							
			Parulben Rakeshbhai Nar							
			Sheetalben Manishbhai Nar							
2017-18 (Up to Dec 2017)		Parulben Rakeshbhai Nar	Daxaben Hiralal Tilva	Director	22.25	50.61	0.00	21.60	87.31	14.29
		Rakeshbhai C. Patel	H. M. Tilva	Relative of Key Managerial Personnel	119.75	209.79	0.00	18.00	162.31	59.61
		Sheetalben S. Chaniara	Manish Chhaganbhai Nar							
			Narmadaben C. Nar							
			Parulben Rakeshbhai Nar							
			Sheetalben Manishbhai Nar							

M.N.MANVAR & CO. CHARTERED ACCOUNTANTS MRN : 036292 FRN : 106047W RAJKOT

MANAGEMENT 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 which have been included in this Prospectus. The following discussion and analysis of our financial condition and results of operations is based on our Restated Financial Statements for the years ended March 31, 2017, 2016 and 2015, and period ended December 31, 2017 including the related notes and reports, included in this Prospectus have been prepared in accordance with requirements of the rules and provisions of Companies Act, 2013 and restated in accordance with the SEBI Regulations, which differ in certain material respects from IFRS, U.S. GAAP and GAAP in other countries. Our Financial Statements, as restated have been derived from our audited financial statements for the respective years and period ended December 31, 2017. Accordingly, the degree to which our Restated Financial Statements will provide meaningful information to a prospective investor in countries other than India is entirely dependent on the reader's level of familiarity with Indian GAAP, Companies Act, SEBI Regulations and other relevant accounting practices in India.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those described under "Risk Factors" and "Forward Looking Statements" beginning on pages 17 and 16, respectively, and elsewhere in this Prospectus.

Our FY ends on March 31 of each year. Accordingly, all references to a particular FY are to the 12 months ended March 31 of that year.

OVERVIEW

Our Company was originally incorporated as "Ganga Forgoing Private Limited" at Ahmedabad, as a private limited company under the provisions of the Companies Act, 1956 *vide* Certificate of Incorporation dated December 29, 1988 bearing registration number 04-11694 issued by the Registrar of Companies, Gujarat. Subsequently, our Company was converted into a public limited company pursuant to a special resolution passed by our shareholders at the extraordinary general meeting held on October 5, 2017 and the name of our Company was changed to "Ganga Forging Limited". A fresh certificate of incorporation consequent upon conversion to a public limited company was issued by the Registrar of Companies, Ahmedabad on October 30, 2017. The Corporate Identification Number of our Company is U28910GJ1988PLC011694.

Originally incorporated in 1989, our Company, Ganga Forging Limited is manufacturer in forging industry and is engaged in manufacturing of closed die forged products catering to both automotive and non-automotive segment. Automotive segment include manufacturing of products catering to commercial vehicle, passenger car, three wheeler, two wheeler and tractor. Non-automotive segment include electric power transmission, dairy equipment manufacturing, agricultural, gear and gear box, crank shafts, connecting road, heavy engineering industrial, hubs and flanges.

Our Company also complies with Quality Assurance System like ISO and strives to deliver quality products to the customers. Our Company is ISO 9001:2008 certified. We believe in manufacturing and delivering quality products and our manufacturing process is under constant supervision by Engineers. The entire system is backed by proper documentation, traceability until the end product, with full proof checks required as per ISO regulations. We are dedicated towards supply of quality products by controlling the procurement of our raw material, monitoring the process parameters and

maintaining appropriate measures to comply with applicable statutory and regulatory requirements of our products.

Our Company is equipped with in-house testing laboratory for checking of our raw materials, working in process materials and finished products. Raw material purchased by us undergoes testing and quality check in our laboratory to ensure that they are of relevant quality and match the standards as specified. The finished products are checked in our laboratory to ensure that the same is of relevant standards and design as specified by the customer; the products are then packed and dispatched.

Our Company was started by Mr. Hiralal Tilva and Late Mr. Chhaganlal Patel. Later on, Mr. Rakesh Chhaganlal Patel joined the board of our Company and under their guidance we have expanded our sales and operations. Our Company doesn't market these products in our own brand name. Further, Company sell these product as a semi-finished product to the supplier who further grinds the product.

Our existing manufacturing facility is equipped with 4 Drop Hammers, 2 automatic power press, 2 manual power press, 4 furnace in our forge shop. Our manufacturing facilities are well equipped with required facilities including machinery, other handling equipment to facilitate smooth manufacturing process. We endeavour to maintain safety in our premises by adhering to key safety norms.

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL PERIOD

In the opinion of the Board of Directors of our Company, since the date of the last financial statements disclosed in this Prospectus, there have not arisen any circumstance that materially or adversely affect or are likely to affect the profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next

1. The Board approved and passed resolution on February 15, 2018 to raise funds by making Initial Public Offering;
2. The shareholders approved and passed resolution on March 01, 2018 to authorize the Board of Directors to raise funds by making Initial Public Offering.
3. On March 13, 2018, our Company raised funds by issuing 6,65,331 Equity Shares under Private Placement at a price of Rs. 21 per Equity Share.

FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subjected to various risks and uncertainties, including those discussed in the section titled *"Risk Factors"* beginning on page 17 of this Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- Competition from existing and new entrants
- General economic and business condition
- Change in laws and regulations that apply to our industry
- Volatility in the supply and pricing of raw material
- Negligible presence in export markets

SIGNIFICANT ACCOUNTING POLICIES

a. Basis of Presentation :

The restated summary statement of assets and liabilities of the Company as at December 31, 2017 and March 31, 2017, 2016, 2015, 2014 and 2013 and the related restated summary statement of profits and loss and cash flows for the period / years ended December 31, 2017 and March 31, 2017, 2016, 2015, 2014 and 2013 (herein collectively referred to as (' Restated Summary Statements')) have been complied by the management from the audited financial

statements of the Company for the period/years ended on December 31, 2017 and March 31, 2017, 2016, 2015, 2014 and 2013, approved by the board of Directors of the Company. Restated Summary Statements have been prepared to comply in all material respects with provisions of Part - I of Chapter III of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("the SEBI Guidelines") issued by SEBI and Guidance note on Reports in Companies Prospectus (Revised). Restated Summary Statements have been prepared specifically for inclusion in the offer document to be filed by the Company with the SME Platform of BSE in connection with its proposed Initial Public offering of equity shares. The Company's management has recast the financial statements in the form required by Schedule III of the Companies Act, 2013 for the purpose of Restated Summary Statements.

b. Use of Estimates

The Preparation of restated financial statements in conformity with the Generally Accounting Principles (GAAP) requires management to make estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from these estimates. The difference between the actual results and estimates are recognized in the period in which the results are known/materialized.

c. AS - 2 Valuation of Inventory : -

Items of inventories are measured at lower of cost or net realizable value after providing for obsolescence, if any. Cost of inventories comprises of cost of purchase, cost of conversion and other cost including manufacturing overheads incurred in bringing them to their respective present condition and location. Cost of Raw Material including components. Dies and consumable stores are determined on FIFO basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

d. AS - 4 Contingencies and Events Occurring After the Balance Sheet Date : -

Effects of, events occurred after Balance Sheet date and having material effect on financial statements are reflected in the accounts at appropriate places.

e. AS - 5 Net Profit or loss for the period, prior period items and changes in accounting policies : -

Material items of prior period, non-recurring and extra ordinary items are shown separately, If any

f. AS – 6 Depreciation accounting : -

Depreciation on tangible assets and intangible assets is provided on the Straight Line Method (SLM) over the useful lives of assets prescribed under Part C of Schedule II of the Companies Act, 2013.

In the restated Financial Statement, for the purpose of change in method of Depreciation from Written Down Value to Straight Line Method in F.Y. 2012-13, the applicable useful lives of

assets prescribed under Part C of Schedule II of the Companies Act, 2013 are applied for the assets purchased in F.Y. 2011-12 and earlier years

The company has been consistently providing depreciation for full year for assets purchased and put to use during the year.

g. AS - 9 Revenue Recognition :-

In appropriate circumstances, Revenue income is recognized when no significant uncertainty as to determination or realization exists. Interest income is recognized on a time proportion basis taking into account the amount outstanding and rate applicable.

h. AS - 10 Accounting for Fixed Assets :-

Tangible fixed assets are stated at cost net of recoverable taxes less accumulated depreciation.

Intangible assets are stated at cost of acquisition net of recoverable taxes less accumulated depreciation.

i. AS - 11 Accounting for effects of changes in foreign exchange rates :-

i. Transactions dominated in foreign currencies are recorded at the exchange rate prevailing on the date of transaction or that approximates the actual rate at the date of the transaction.

ii. Monetary items denominated in foreign currencies at the year-end are restated at year end rates.

iii. Any income or expenses on account of exchange difference either on settlement or on translation is recognized in the profit or loss account.

j. AS – 12 Accounting for Government Grants :-

Capital subsidiary receivable specific to fixed assets is treated as per accounting standard 12 and other revenue grants is recorded as revenue items.

Capital Subsidy incentive is granted to setup unit in backward area and it is not specifically to compensate cost of fixed assets and therefore, it is shown as capital subsidy reserves in Restated financial Statement

k. AS – 13 Accounting for Investments :-

Investments are valued at cost.

l. AS – 14 Accounting for Amalgamations :-

During the year there was no amalgamation.

m. AS – 15 Employees Retirement Benefit Plan :-

a) Provident Fund :-

Retirement benefit in the form of provident fund is a defined contribution scheme.

The contributions to the provident fund are charged to the statement of profit and loss for the year when the contributions are due. The company has no obligation, other than the contribution payable to the provident fund.

b) **Gratuity Plan :-**

The company has defined benefit plan with LIC for its employees. The cost of providing benefit under the scheme are determined on the basis of actuarial valuation at each year end and contribution for the year is charged to the statement of profit and loss for the year.

c) **Leave Encashment:-**

The company measures the expected cost that it expects to pay as a result of unused entitlement that has accumulated at the reporting date and the earned leave amount for the current reporting period is charged to the statement of profit and loss for the year. The company presents the entire leave as current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

n. **AS – 16 Borrowing Cost :-**

Borrowing costs that are attributable to the acquisition or construction of assets are capitalized as part of cost of such assets. All other borrowing costs are charged to revenue.

o. **AS – 18 Related Party Disclosure :-**

The Disclosures of Transaction with the related parties as defined in the related parties as defined in the Accounting Standard are given in notes of accounts.

p. **AS – 19 Accounting for Leases :-**

The Company has not entered into any lease agreements during the year.

q. **AS – 20 Earnings Per Share :-**

Disclosure is made in the Notes of accounts as per the requirements of the standard.

r. **AS – 22 Accounting for Taxes on Income :-**

Provision for Current tax is based on the assessable income under the provisions of the Income-tax Act, 1961.

Deferred tax is recognized on timing difference between taxable income and accounting income that originate in one period and capable of reversal in one or more subsequent periods. Deferred tax resulting from "timing differences" is accounted for using tax rates and laws that have been enacted or substantively enacted as on the balance sheet date. The deferred tax assets is recognized and carried forward only to the extent that there is a reasonable / virtual certainty that the asset will be realized in future.

s. **AS – 24 Discontinuing Operations :-**

During the year the company has not discontinued any of its operations.

t. AS – 28 Impairment of Assets :-

At the date of each Balance Sheet, the company evaluates, indications of the impairment internally, if any, to the carrying amounts of its fixed and other assets. If any indication does exist, the recoverable amount is estimated at the higher of the realizable value and value in use, as considered appropriate. If the estimated realizable value is less than the carrying amount, an impairment loss is recorded.

Reversal of impairment losses recognized in prior years is recorded when there is an indication that the impairment losses recognized for the asset no longer exist or have decreased. However, the increase in carrying amount of an asset due to reversal of an impairment loss is recognized to the extent it does not exceed the carrying amount that would have been determined (Net of Depreciation) had no impairment loss been recognized for the assets in prior years.

u. AS – 29 Provisions Contingent liabilities and contingent assets :-

Provision is recognized in the accounts when there is a present obligation as a result of past event(s) and it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

OVERVIEW OF REVENUE AND EXPENSES

Revenue and Expenses

Our revenue and expenses are reported in the following manner:

Total Revenue

Our Total Revenue comprises of revenue from operations and other income.

Revenue from operations

Our revenue from operations comprises of revenue from the sale of manufactured closed die forged products viz., crank shaft, connecting rod, half connecting rod, yoke, gear, spider, flanges, shaft, socket clevise and anchor shackle among others. Our revenue from operations also include revenue from job works.

Other Income

Our other income comprises of income from duty drawback on export sales, gain on foreign currency exchange rate difference, interest income, interest subsidy, service tax refund and miscellaneous income.

Expenses

Our expenses comprise of cost of materials consumed, changes in inventories of finished goods, employee benefit expenses, finance costs, depreciation and amortisation expense and other expenses.

Cost of Raw material consumed

Our cost of raw material consumed primarily consist of consumption of low carbon steel, medium carbon steel, alloy steel and stainless steel. It also includes direct expenses incurred thereon viz. consumable dies & tools, inward transportation, job work, machinery repairs & maintenance, power & fuel, rate & taxes and other manufacturing expenses,.

Changes in inventories of finished goods:

It includes changes in inventories level of finished goods during the period.

Employee benefit expenses

Our employee benefit expenses include salary & wages, bonus paid to staff, staff welfare expenses, leave encashment, contribution to provident funds, directors' remuneration, gratuity expenses and staff medical & other benefits.

Finance costs

Our finance costs comprise of interest on term loan and working capital loan from banks and interest on to unsecured loan and others. Our finance costs also includes bank charges.

Depreciation and amortisation expenses

Depreciation and amortisation expenses comprise of depreciation on tangible fixed assets and amortisation of intangible fixed assets.

Other expenses

Our Other expenses comprises of administrative expenses and selling & distribution expenses. Administrative expenses mainly include advertisement expenses, bad debt written off, donation, electric repairing & maintenance, excise duty, insurance, interest on late payment of dues, other administrative expenses, payment to auditors, postage & courier, printing & stationery, professional fees, rate, rate & taxes, ROC filing fees, telephone expenses, travelling expenses. Selling & Distribution expenses include outward transportation, selling commission and other selling & distribution expenses.

Our Results of Operations

The following table sets forth select financial data from our restated financial statement of profit and loss for the financial years 2017, 2016 and 2015 and for the period ended December 31, 2017, the components of which are also expressed as a percentage of total revenue for such periods:

(Rs. in Lakhs)

Particulars	For the period ended December 31, 2017	For the Year ended March 31,		
		2017	2016	2015
Total Revenue:				
Revenue from operations	1,816.14	1,777.73	1,756.16	1,553.61
As a % of Total Revenue	99.87%	99.92%	99.25%	99.77%
Other income	2.32	1.44	13.30	3.59
As a % of Total Revenue	0.13%	0.08%	0.75%	0.23%

Particulars	For the period ended December 31, 2017	For the Year ended March 31,		
		2017	2016	2015
Total Revenue	**1,818.46**	**1,779.17**	**1,769.45**	**1,557.19**
Expenses:				
Cost of material consumed	1,534.20	1,466.87	1,493.67	1,298.40
As a % of Total Revenue	84.37%	82.45%	84.41%	83.38%
Change in inventory of WIP & finished goods	(38.95)	(26.24)	(9.09)	(24.82)
As a % of Total Revenue	(2.14%)	(1.47%)	(0.51%)	(1.59%)
Employee benefit expenses	135.23	139.72	111.43	102.01
As a % of Total Revenue	7.44%	7.85%	6.30%	6.55%
Finance costs	55.84	59.73	59.32	57.29
As a % of Total Revenue	3.07%	3.36%	3.35%	3.68%
Depreciation and Amortisation expense	38.47	49.90	39.85	31.26
As a % of Total Revenue	2.12%	2.80%	2.25%	2.01%
Other Expenses	41.08	32.62	41.50	39.20
As a % of Total Revenue	2.26%	1.83%	2.35%	2.52%
Total Expenses	**1,765.87**	**1,722.60**	**1,736.68**	**1,503.33**
As a % of Total Revenue	97.11%	96.82%	98.15%	96.54%
Profit before exceptional, extraordinary items and tax	**52.59**	**56.56**	**32.77**	**53.86**
As a % of Total Revenue	2.89%	3.18%	1.85%	3.46%
Exceptional items	-	-	0.07	-
As a % of Total Revenue	-	-	0.00%	-
Profit before extraordinary items and tax	**52.59**	**56.56**	**32.70**	**53.86**
As a % of Total Revenue	2.89%	3.18%	1.85%	3.46%
Extraordinary items	-	-	-	-
Profit before tax	**52.59**	**56.56**	**32.70**	**53.86**
PBT Margin	2.89%	3.18%	1.85%	3.46%
Tax expense :				
(i) Current tax	14.05	12.78	8.81	12.15
(ii) Deferred tax	(0.18)	(4.70)	(1.37)	(4.86)
(iii) MAT Credit	-	-	-	-
Total Tax Expense	**13.87**	**8.08**	**7.44**	**7.29**
% of total income	**0.76%**	**0.45%**	**0.42%**	**0.47%**
Profit for the year/ period	**38.71**	**48.49**	**25.26**	**46.58**
PAT Margin	**2.13%**	**2.73%**	**1.43%**	**2.99%**

Review of Operation for the Period Ended December 31, 2017

Total Revenue

Revenue from operations

Our Revenue from operations for the period ended December 31, 2017 amounted to Rs. 1,816.14 lakhs which was primarily on account of sale of manufactured crank shaft, connecting rod, half connecting rod, yoke, gear, spider, flanges, shaft, socket clevise and anchor shackle among others . Our revenue from operation also included job work income of Rs. 8.67 lakhs.

Other income

Our Other income was Rs. 2.32 lakhs for the period ended December 31, 2017, which mainly comprised of service tax refund of Rs. 0.22 lakh, interest income of Rs. 0.18 lakh and miscellaneous income of Rs. 1.92 lakhs.

Total Expenses

Our Total expenses, excluding tax amounted to Rs. 1,765.87 lakhs for the period ended December 31, 2017, which comprised of the following:

Cost of material consumed

Our cost of material consumed for the period ended December 31, 2017 was Rs. 1,534.20 lakhs which majorly comprised of low carbon steel, medium carbon steel, alloy steel and stainless steel. Our cost of raw material consumed also included direct expenses for the production of the finished goods. Our cost of material consumed was 84.37% of our total revenue for the period ended December 31, 2017.

Change in inventory of Finished Goods

Our change in inventory of finished goods for the period ended December 31, 2017 was Rs. (38.95) lakhs which was (2.14 %) of our total revenue.This was primarily due to higher inventory of finished goods at the end of the period.

Employee Benefit Expenses

Our employee benefit expenses for the period ended December 31, 2017 were Rs. 135.23 lakhs which mainly comprised of salary and wages of Rs. 64.35 lakhs, directors' remuneration of Rs. 39.60 lakhs, gratuity expenses of Rs. 8.57 lakhs, bonus of Rs. 8.12 lakhs, staff welfare expenses of Rs. 5.79 lakhs, contribution to PF of Rs. 4.88 lakhs and leave encashment of Rs.3.72 lakhs. Our employee benefit expenses was 7.44% of our total revenue for the period ending December 31, 2017.

Finance Costs

Our Finance costs for the period ended December 31, 2017 were Rs. 55.84 lakhs which comprised of interest expense of Rs. 29.72 lakhs on working capital loan, interest expense of Rs 13.15 lakhs on term loan and bank charges of Rs. 12.98 lakhs. Our finance costs were 3.07% of our total revenue for the period ended December 31, 2017.

Depreciation Expense

Our Depreciation expense on tangible assets was Rs. 38.47 lakhs for the period ended December 31, 2017 which is 2.12% of our total revenue for the period ended December 2017.

Other expenses

Our other expenses for the period ended December 31, 2017 were Rs. 41.08 lakhs which comprised of administrative expenses of Rs. 36.49 lakhs and selling & distribution expenses of Rs. 4.59 lakhs. Our administrative expenses comprises of electric repairing & maintenance of Rs 5.15 lakhs, bad debt written off of Rs 3.25 lakhs, travelling expenses of Rs 2.94 lakhs, professional fees of Rs 2.78 lakhs, excise duty of Rs 2.25 lakhs, rate & taxes of Rs 2.19 lakhs, interest on late payment of dues of Rs

2.09 lakhs, telephone expenses of Rs 0.96 lakhs, printing & stationery of Rs 0.80 lakh, donation of Rs 0.62 lakh, payment to auditors of Rs 0.50 lakh, postage & courier of Rs 0.24 lakh, ROC filing fees of Rs 0.13 lakh, insurance of Rs 0.08 lakh and other administrative expenses of Rs 12.50 lakhs. Our selling & distribution expenses comprises of selling commission of Rs 3.34 lakhs, outward transportation of Rs 0.80 lakh and other selling & distribution expenses of Rs 0.46 lakh. Our total other expenses for the period ended December 31, 2017 is 2.26% of our total revenue.

Profit before Tax

Our Profit before tax for the period ended December 31, 2017 was Rs. 52.59 lakhs which was 2.89% of our total revenue.

Tax Expenses

Our tax expenses for the period ended December 31, 2017 were Rs. 13.87 lakhs. This was on account of current tax of Rs. 14.05 lakhs and deferred tax benefit of Rs 0.18 lakh. Our tax expenses was 0.76 % of our total revenue for the period ended December 31, 2017.

Profit after Tax

Due to above mentioned factors, our profit after tax for the period ended December 31, 2017 was Rs.38.71 lakhs forming 2.13 % of our total revenue.

FINANCIAL YEAR 2016-17 COMPARED WITH FINANCIAL YEAR 2015-16

Total Revenue

Our total revenue increased by 0.55% to Rs. 1,779.17 lakhs for the financial year 2016-17 from Rs. 1,769.45 lakhs for the financial year 2015-16 due to the factors described below:

Revenue from operations

Our revenue from operations increased by 1.23% to Rs. 1,777.73 lakhs for the financial year 2016-17 from Rs. 1,756.16 lakhs for the financial year 2015-16. The increase was due to increase in sale of manufactured products by 0.93% to Rs. 1,762.99 lakhs for the financial year 2016-17 from Rs. 1,746.81 lakh for the financial year 2015-16 and increase in job work income by 57.67% to Rs. 14.74 lakhs for the financial year 2016-17 from Rs. 9.35 lakhs for the financial year 2015-16.

Other income

Our other income decreased by 89.18% to Rs. 1.44 lakhs for the financial year 2016-17 from Rs. 13.30 lakhs for the financial year 2015-16. Decrease in our other income was mainly due to decrease in interest subsidy received by our Company to nil in the financial year 2016-17 from Rs 10.98 lakhs in the financial year 2015-16. Apart from this our duty drawback income by Rs 0.11 lakhs, foreign exchange gain by Rs 0.88 lakhs and interest income by Rs 0.23 lakhs in the financial year 2016-17. However, this decrease was partially offset by increase in other income by 214.28% to Rs. 0.49 lakhs for the financial year 2016-17 from Rs. 0.15 lakhs for the financial year 2015-16.

Total Expenses

Our total expenses decreased slightly by 0.81% to Rs. 1,722.60 lakhs for the financial year 2016-17 from Rs.1,736.68 lakhs for the financial year 2015-16, due to the factors described below:

Cost of material consumed: Our cost of material consumed decreased by 1.79 % to Rs. 1,466.87 lakhs for the financial year 2016-17 from Rs. 1,493.67 lakhs for the financial year 2015-16. This was in line with our revenue from operations.

Change in inventory of finished goods

Our level of change in inventory of finished goods changed by 188.74 % to Rs. (26.24) lakhs for the financial year 2016-17 from Rs. (9.09) lakhs for the financial year 2015-16. This was due to higher level of finished goods inventory at the end of the financial year 2016-17.

Employee benefits expenses

Our employee benefit expenses increased by 25.39% to Rs. 139.72 lakhs for the financial year 2016-17 from Rs. 111.43 lakhs for the financial year 2015-16. The increase was due to increase in salary & wages by Rs. 16.69 lakhs, director remuneration by Rs. 12.00 lakhs, gratuity by Rs. 5.08 lakhs and increased in staff welfare expenses by 2.56 lakhs, contribution to provident fund by Rs 1.55 lakhs, leave encashment by Rs 0.52 lakhs, staff medical expenses & other benefits by Rs. 0.68 lakhs. However, the increase was partially offset by decrease in bonus to staff by Rs. 10.80 lakhs.

Finance costs: Our finance costs increased by 0.69% to Rs. 59.73 lakhs for the financial year 2016-17 from Rs. 59.32 lakhs for the financial year 2015-16. The increase was mainly on account of increase in bank charges by Rs. 3.28 lakhs. However, the increase was offset by net decrease in interest cost by Rs. 2.88 lakhs.

Depreciation expense

Our depreciation expense increased by 25.22% to Rs. 49.90 lakhs for the financial year 2016-17 from Rs. 39.85 lakhs for the financial year 2015-16. The increase in depreciation was in line with the change in our gross block of fixed assets by Rs. 154.92 lakhs in the financial year 2016-17 to Rs. 865.13 when compared with financial year 2015-16 which was amounting to Rs. 710.21 lakhs.

Other expenses

Our other expenses decreased by 21.39% to Rs. 32.62 lakhs for the financial year 2016-17 from Rs. 41.50 lakhs for the financial year 2015-16. Decrease in our other expenses was due to decrease in our administrative expenses by 8.63 % to Rs. 27.00 lakhs in the financial year 2016-17 from Rs. 29.55 lakhs in the financial year 2015-16 and our selling and distribution expenses decreased by 21.39% to Rs. 32.62 lakhs for financial year 2016-17 from Rs. 41.50 lakhs in the financial year 2015-16. Decrease in our administrative expenses was mainly on account of decrease in rate & taxes expenses by Rs. 4.57 lakhs, electric repair & maintenance expenses by Rs. 2.33 lakhs and travelling expenses by Rs. 1.34 lakhs among others in the financial year 2016-17. However, this decrease in administrative expenses was offset by increase in advertisement expenses by Rs. 2.23 lakhs, insurance expenses by Rs. 1.63 lakhs and other administrative expenses by Rs. 1.73 lakhs among others in the financial year 2016-17. Decrease in our selling and distribution expenses was mainly on account of decrease in selling commission by Rs. 3.70 lakhs and outward transportation by 2.75 lakhs.

Profit before tax

Our profit before tax increased by 72.99% to Rs. 56.56 lakhs for the financial year 2016-17 from Rs. 32.70 lakhs for the financial year 2015-16.

Tax expenses

Our tax expenses increased by 8.53% to Rs. 8.08 lakhs for the financial year 2016-17 from Rs. 7.44 lakhs for the financial year 2015-16. Our current tax expense increased by 45.09 % to Rs. 12.78 lakhs for the financial year 2016-17 from Rs. 8.81 lakhs for the financial year 2015-16 which was slightly set off by increase in our deferred tax benefit to Rs. 4.70 lakhs for the financial year 2016-17 from Rs. 1.37 lakhs for the financial year 2015-16.

Profit after tax

Our profit after tax increased significantly by 91.99% to Rs. 48.49 lakhs for the financial year 2016-17 from Rs. 25.26 lakhs for the financial year 2015-16 due to reasons mentioned above.

FINANCIAL YEAR 2015-16 COMPARED WITH FINANCIAL YEAR 2014-15

Total Revenue

Our total revenue increased significantly by 13.63 % to Rs. 1,769.45 lakhs for the financial year 2015-16 from Rs. 1,557.19 lakhs for the financial year 2014-15 due to the factors described below:

Revenue from operations

Our revenue from operations increased significantly by 13.04% to Rs. 1,756.16 lakhs for the financial year 2015-16 from Rs. 1,553.61 lakhs for the financial year 2014-15. The increase was primarily due to increase in sale of manufactured products by 19.47% to Rs. 1,746.81 lakhs in 2015-16 from Rs.1,462.15 lakhs in the year 2014-15 which was partially offset by decrease in job work income by 89.78% to Rs. 9.35 lakhs in 2015-16 from Rs.91.45 lakhs in the year 2014-15.

Other income

Our other income increased significantly by 270.85% to Rs. 13.30 lakhs for the financial year 2015-16 from Rs. 3.59 lakhs for the financial year 2015-14 mainly due to increase in interest subsidy received by our Company by 306.72% to Rs. 10.98 lakhs for the financial year 2015-16 from Rs. 2.70 lakhs for the financial year 2014-15.Apart, from this our income from duty drawback increase by Rs 0.56 lakhs, foreign exchange gains by Rs 0.88 lakhs and other income by Rs 0.10 lakhs in the financial year 2015-16. However, this increase was partially offset by decrease in interest income by Rs 0.10 lakhs in the financial year 2015-16.

Total Expenses

Our total expenses increased by 15.52% to Rs. 1,736.68 lakhs for the financial year 2015-16 from Rs. 1,503.33 lakhs for the financial year 2014-15, due to the factors described below:

Cost of material consumed

Our cost of material consumed increased by 15.04 % to Rs. 1,493.67 lakhs for the financial year 2015-16 from Rs. 1,298.40 lakhs for the financial year 2014-15. Increase in cost of material consumed was primarily due to increase in our revenue from operations.

Change in inventory of finished goods

Our inventory of finished goods changed by 63.39% to Rs. (9.09) lakhs for the financial year 2015-16

from Rs. (24.82) lakhs for the financial year 2014-15. Our stock of finished goods increased by 20.21% to Rs 54.06 lakhs in the financial year 2015-16 from Rs 44.97 lakhs in the financial 2014-15.
Employee benefits expenses: Our employee benefit expenses increased significantly by 9.24% to Rs. 111.43 lakhs for the financial year 2015-16 from Rs. 102.01 lakhs for the financial year 2015-16. The increase was mainly due to increase in salary & wages by Rs. 8.30 lakhs, bonus to staff by Rs 1.38 lakhs, leave encashment by Rs 0.51 lakhs, provident fund expenses by Rs 0.59 lakhs and staff medical expenses by Rs 0.28 lakhs. However, this increase was offset by decrease in gratuity by Rs 0.65 lakhs, staff welfare by Rs 0.78 lakhs and other benefits by Rs 0.20 lakhs.

Finance costs

Our finance costs increased by 3.54% to Rs. 59.32 lakhs for the financial year 2015-16 from Rs. 57.29 lakhs for the financial year 2014-15. The increase was mainly on account of increase in interest expense on working capital loan from bank loan by Rs. 2.10 lakhs, bank charges by Rs 0.53 lakhs and interest expense on unsecured loan by Rs 0.81 lakhs in the financial year 2015-16. However, this increase was offset by decrease in interest expense on term loan from bank by Rs. 1.40 lakhs in the financial year 2015-16.

Depreciation expense:

Our depreciation expense increased by 27.47% to Rs. 39.85 lakhs for the financial year 2015-16 from Rs. 31.26 lakhs for the financial year 2014-15.

Other expenses

Our other expenses increased slightly by 5.88% to Rs. 41.50 lakhs for the financial year 2015-16 from Rs. 39.20 lakhs for the financial year 2014-15. Increase in our other expenses was due to increase in our administrative expenses by 53.01% to Rs. 29.55 lakhs for the financial year 2015-16 from Rs. 19.31 lakhs for the financial year 2014-15. However, this increase was offset by decrease in our selling and distribution expenses decreased by 39.90% to Rs. 11.95 lakhs for financial year 2015-16 from Rs. 19.88 lakhs in the financial year 2014-15. Increase in our administrative expenses was mainly on account of increase in rate & taxes by Rs. 3.59 lakhs, electric repair & maintenance expense by Rs. 3.58 lakhs, professional fees by Rs. 1.18 lakhs, printing & stationery expenses by Rs. 1.08 lakhs and other administrative expenses by Rs. 1.93 lakhs among others in the financial year 2015-16. However, this increase in administrative expenses was partially offset by decreased in insurance expenses by 1.46 lakhs and ROC filing fees by Rs 0.27 lakhs in the financial year 2015-16. Decreased in selling and distribution expenses mainly on account of selling and commission expenses by Rs. 4.32 lakhs and other selling & distribution expenses by Rs. 3.38 lakhs in the financial year 2015-16

Exceptional Item

Our Exceptional item for financial year 2015-16 was of Rs. 0.07 lakh the same was nil for financial year 2014-15.

Profit before tax

Our profit before tax decrease by 39.30% to Rs. 32.70 lakhs for the financial year 2015-16 from Rs. 53.86 lakhs for the financial year 2014-15. Decrease in our PBT was primarily due to increase in our employee benefit expenses and depreciation expenses.

Tax expenses

Our tax expenses increased by 2.14% to Rs. 7.44 lakhs for the financial year 2015-16 from Rs. 7.28 lakhs for the financial year 2014-15 which was due to decrease in our current tax by Rs 8.81 lakhs which was offset by decrease in deferred tax benefit by Rs 3.49 lakhs in the financial year 2014-15.

Profit after tax

Due to factors mentioned above, our profit after tax decreased by 45.78% to Rs.25.26 lakhs for the financial year 2015-16 from Rs. 46.58 lakhs in the financial year 2014-15.

Other Key Ratios

The table below summarises key ratios from our Restated Financial Statements for the financial years ended March 31, 2017, 2016 and 2015 and for the period ended December 31, 2017:

Particulars	For the period ended December 31, 2017	For the year ended March 31,		
		2017	2016	2015
Fixed Asset Turnover Ratio	2.79*	2.93	3.50	3.87
Debt Equity Ratio	1.16	1.77	1.47	1.47
Current Ratio	1.04	1.08	0.94	0.99
Inventory Ratio	4.72*	5.73	6.12	6.65

** Not Annualized*

Fixed Asset Turnover Ratio: This is defined as revenue from operations divided by total net fixed assets, based on Restated Financial Statements. Capital work-in-progress has not been considered as part of the fixed assets for calculation of total net fixed assets.

Debt Equity Ratio: This is defined as total debt divided by total shareholder funds. Total debt is the sum of long-term borrowings, short-term borrowings and current maturities of long term debt, based on Restated Financial Statements.

Current Ratio: This is defined as current assets divided by current liabilities, based on Restated Financial Statements.

Inventory Turnover Ratio: This is defined as revenue from operations divided by average inventory. Average inventory is computed by dividing the sum of opening inventory and closing inventory by two, based on Restated Standalone Financial Information.

Cash Flow

The table below summaries our cash flows from our Restated Financial Information for the financial years 2017, 2016, 2015 and for the period ended December 31, 2017:

(Rs. in lakhs)

Particulars	For the period ended December 31, 2017	For the year ended March 31,		
		2017	2016	2015
Net cash (used in)/ generated from	(241.00)	49.96	159.50	318.80

Particulars	For the period ended December 31, 2017	For the year ended March 31,		
		2017	2016	2015
operating activities				
Net cash (used in)/ generated from investing activities	(130.59)	(154.92)	(141.21)	(96.28)
Net cash (used in)/ generated from financing activities	367.98	114.68	(23.50)	(218.81)
Net increase/ (decrease) in cash and cash equivalents	(3.61)	9.71	(5.20)	3.72
Cash and Cash Equivalents at the beginning of the period	18.27	8.56	13.76	10.04
Cash and Cash Equivalents at the end of the period	14.66	18.27	8.56	13.76

Operating Activities

Nine months ended December 31, 2017

Our net cash used from operating activities was Rs. 241.00 lakhs for nine month ended December 31, 2017. Our operating profit before working capital changes was Rs. 146.90 lakhs for nine month ended December 31, 2017 which was primarily adjusted by payment of income tax of Rs 22.36 lakhs, increase in trade receivable by Rs. 363.66 lakhs, increase in other current assets by Rs 222.82 lakhs, increase in inventories by Rs 119.93 lakhs and increase in current liabilities by Rs. 340.88 lakhs.

Financial year 2016-17

Our net cash generated from operating activities was Rs. 49.96 lakhs for the financial year 2016-17. Our operating profit before working capital changes was Rs. 166.19 lakhs for the financial year 2016-17, which was primarily adjusted by payment of income tax of Rs. 41.22 lakhs, increase in inventory by Rs. 28.63 lakhs, decrease in current liability by Rs. 24.20 lakhs, increase in trade receivable by Rs. 13.20 lakhs and increase in other current assets by Rs. 8.98 lakhs.

Financial year 2015-16

Our net cash generated from operating activities was Rs. 159.50 lakhs for the financial year 2015-16. Our operating profit before working capital changes was Rs. 131.86 lakhs for the financial year 2015-16, which was primarily adjusted by payment of income tax of Rs. 8.60 lakhs, increase in current liability by Rs. 82.68 lakhs, decrease in other current assets by Rs. 0.06 lakh, increase in trade receivable by Rs. 28.33 lakhs and increase in inventory by Rs. 18.17 lakhs.

Financial year 2014-15

Our net cash generated from operating activities was Rs. 318.80 lakhs for the financial year 2014-15. Our operating profit before working capital changes was Rs. 142.41 lakhs for the financial year 2014-15, which was primarily adjusted by payment of income tax of Rs. 11.86 lakhs, increase in current liability by Rs. 243.91 lakhs, decrease in trade receivable by Rs. 30.01 lakhs, decrease in other current assets by Rs. 2.71 lakhs and increase in inventory by Rs. 88.38 lakhs.

Investing Activities

Nine months ended December 31, 2017

Net cash used in investing activities was Rs. 130.59 lakhs for nine months ended December 31, 2017. This was primarily on account of purchase of fixed assets amounting to Rs. 130.59 lakhs.

Financial year 2016-17

Net cash used in investing activities was Rs. 154.92 lakhs for the financial year 2016-17. This was primarily on account of purchase of fixed assets amounting to Rs.154.92 lakhs.

Financial year 2015-16

Net cash used in investing activities was Rs. 141.24 lakhs for the financial year 2015-16.This was primarily on account of purchase of fixed assets amounting to Rs. 141.24 lakhs.

Financial year 2014-15

Net cash used in investing activities was Rs. 96.28 lakhs for the financial year 2014-15. This was primarily on account of purchase of fixed assets amounting to Rs. 96.28 lakhs.

Financing Activities

Nine months ended December 31, 2017

Net cash generated in financing activities for nine months ended December 31, 2017 was Rs. 367.98 lakhs which was primarily on account of proceeds from issue of equity share capital including share premium amounting to Rs. 294.00 lakhs, proceeds from short term borrowings amounting to Rs. 163.85 lakhs and proceeds from other long term liabilities of Rs. 18.88 lakhs which was partially offset by interest payment amounting of Rs. 55.84 lakhs and repayment of long term borrowing amounting to Rs. 52.91 lakhs.

Financial year 2016-17

Net cash generated in financing activities for the financial year 2016-17 was Rs. 114.68 lakhs primarily on account of proceeds from long term borrowings amounting to Rs. 213.53 lakhs which was partially offset by interest payment amounting to Rs. 59.73 lakhs and repayment of short term borrowings amounting to Rs. 39.12 lakhs.

Financial year 2015-16

Net cash used in financing activities for the financial year 2015-16 was Rs. 23.50 lakhs primarily on account of payment of interest expense amounting to Rs. 59.32 lakhs which was offset by proceeds from long term borrowings amounting to Rs.29.01 lakhs and proceeds from short term borrowing amounting to Rs. 6.81 lakhs.

Financial year 2014-15

Net cash used in financing activities for the financial year 2014-15 was Rs. 218.81 lakhs on account of repayment of other long term liability amounting to Rs. 303.90 lakhs, payment of interest expense amounting to Rs. 57.29 lakhs and repayment of long term borrowing amounting to Rs. 8.70 lakhs

which was partially offset by proceeds from short term borrowing amounting to Rs. 151.08 lakhs.

Financial Indebtedness

As on December 31, 2017, the total outstanding borrowings of our Company aggregated to Rs. 844.95 lakhs which includes long-term borrowings of Rs. 240.05 lakhs, short-term borrowings of Rs. 510.71 lakhs and current maturities of long term debt of Rs. 94.19 lakhs. For further details, refer chapter titled *"Financial Indebtedness"* beginning on page 204 of this Prospectus.

(Rs. in lakhs)

Particulars	**As at December 31, 2017**
Long Term Borrowings	
(I) Secured loan	
Term Loan From Bank	
-Term loan- Axis Bank	109.04
Total (A)	**109.04**
(II) Unsecured loan	
-Term loan from Bank	57.11
-Loan from directors	14.29
-Loan from relatives of directors	59.61
Total (B)	**131.01**
Total Long Term Borrowings (A+B) (1)	**240.05**
Short Term Borrowings	
Secured loan	
-Working capital loan from bank	510.71
Total Short-term Borrowings (2)	**510.71**
Current maturities of long term loan (3)	**94.19**
Total (1)+(2)+(3)	**844.95**

In the event, any of our lenders declare an event of default, this could lead to acceleration of our repayment obligations, termination of one or more of our financing agreements or force us to sell our assets, any of which could adversely affect our business, results of operations and financial condition.

Related Party Transactions

Related party transactions with certain of our promoters, directors and their entities and relatives primarily relates to remuneration payable, loans& advances given and taken and Issue of Equity Shares. For further details of such related parties under AS18, refer chapter titled *"Financial Statements"* beginning on page 183 of this Prospectus.

Contingent Liabilities

As on December 31, 2017 and March 31, 2017, our Company does not have any contingent liability.

Off-Balance Sheet Items

We do not have any other off-balance sheet arrangements, derivative instruments or other relationships with any entity that have been established for the purposes of facilitating off-balance sheet arrangements.

Qualitative Disclosure about Market Risk

Financial Market Risks

Market risk is the risk of loss related to adverse changes in market prices, including interest rate risk. We are exposed to interest rate risk, inflation and credit risk in the normal course of our business.

Interest Rate Risk

Our financial results are subject to changes in interest rates, which may affect our debt service obligations and our access to funds.

Effect of Inflation

We are affected by inflation as it has an impact on the freight charges, servicing costs, wages, etc. In line with changing inflation rates, we rework our margins so as to absorb the inflationary impact.

Credit Risk

We are exposed to credit risk on monies owed to us by our customers. If our customers do not pay us promptly, or at all, we may have to make provisions for or write-off such amounts.

Reservations, Qualifications and Adverse Remarks

Except as disclosed in chapter titled *"Financial Statements"* beginning on page 183 of this Prospectus, there have been no reservations, qualifications and adverse remarks.

Details of Default, if any, Including Therein the Amount Involved, Duration of Default and Present Status, in Repayment of Statutory Dues or Repayment of Debentures or Repayment of Deposits or Repayment of Loans from any Bank or Financial Institution

Except as disclosed in chapter titled *"Financial Statements"* beginning on page 183 of this Prospectus, there have been no defaults in payment of statutory dues or repayment of debentures and interest thereon or repayment of deposits and interest thereon or repayment of loans from any bank or financial institution and interest thereon by the Company during the period April 1, 2015 up to December 31, 2017.

Material Frauds

There are no material frauds, as reported by our statutory auditor, committed against our Company, in the last five Fiscals and for the period ended December 31, 2017.

Unusual or Infrequent Events or Transactions

As on date, there have been no unusual or infrequent events or transactions including unusual trends on account of business activity, unusual items of income, change of accounting policies and discretionary reduction of expenses.

Significant Economic Changes that Materially Affected or are Likely to Affect Income from Continuing Operations

Indian rules and regulations as well as the overall growth of the Indian economy have a significant bearing on our operations. Major changes in these factors can significantly impact income from

continuing operations.

There are no significant economic changes that materially affected our Company's operations or are likely to affect income from continuing operations except as described in chapter titled *"Risk Factors"* beginning on page 17 of this Prospectus.

Known Trends or Uncertainties that have had or are expected to have a Material Adverse Impact on Sales, Revenue or Income from Continuing Operations

Other than as described in the section titled *"Risk Factors"* beginning on page 17 of this Prospectus and in this chapter, to our knowledge there are no known trends or uncertainties that are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

Future Changes in Relationship between Costs and Revenues, in Case of Events Such as Future Increase in Labour or Servicing Costs or Costs that will Cause a Material Change are known

Other than as described in chapter titled *"Risk Factors"* beginning on page 17 of this Prospectus and in this section, to our knowledge there are no known factors that might affect the future relationship between cost and revenue.

Extent to which Material Increases in Net Sales or Revenue are due to Increased Service Volume, Introduction of New Services or Increased Service Charges

Changes in revenue in the last three financial years are as explained in the part *"Financial Year 2016-17 compared with financial year 2015-16 and Financial Year 2015-16 Compared with Financial Year 2014-15"*above.

Total Turnover of Each Major Industry Segment in Which the Issuer Operates

Our Company is operating only in one segment, thus segment reporting is not applicable.

Competitive Conditions

We have competition with other Indian and International forging industry operators and our results of operations could be affected by competition in the forging industry in India and international market in the future. We expect competition to intensify due to possible new entrants in the market, existing competitors further expanding their operations and our entry into new markets where we may compete with well-established unorganized companies / entities. This we believe may impact our financial condition and operations. For details, please refer to the chapter titled "Risk Factors" beginning on page 17 of this Prospectus.

Increase in income

Increases in our income are due to the factors described above in in this chapter.

Status of any Publicly Announced New Services or Business Segments

Except as disclosed elsewhere in the Prospectus, we have not announced and do not expect to announce in the near future any new services or business segments.

Significant Dependence on a Single or Few Suppliers or Customers

Significant proportion of our revenues have historically been derived from a limited number of customers The % of Contribution of our Company's customer and supplier vis a vis the total revenue from operations respectively as at March 31, 2017, are as follows:

Particulars	Customers		Suppliers	
	December 31, 2017	March 31, 2017	December 31, 2017	March 31, 2017
Top 5 (%)	45.23	39.68	46.04	42.22
Top 10 (%)	62.09	61.03	62.78	66.18

Seasonality of Business

The nature of business is not seasonal.

FINANCIAL INDEBTEDNESS

In terms of the Articles of Association of the Company, the Board is authorized to accept deposits from members either in advance of calls or otherwise, and generally accept deposits, raise loans or borrow or secure the payment of any sum of moneys to be borrowed together with the moneys already borrowed including acceptance of deposits apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, exceeding the aggregate of the paid-up capital of the Company and its free reserves (not being reserves set apart for any specific purpose) or upto such amount as may be approved by the shareholders from time to time.

Our Company has obtained the necessary consents required under the relevant loan documentation with banks and financial institutions for undertaking activities, such as change in its capital structure, change in its shareholding pattern and change in promoter's shareholding which has a possible change in the management control of our Company.

As on December 31, 2017, our Company has total outstanding secured borrowings from banks and financial institutions aggregating to Rs. 771.05 Lakhs.

Set forth below is a brief summary of our aggregate borrowings from banks and financial institutions as of December 31, 2017:

Category of Borrowing	Lender	Sanctioned Amount (Rs. in lacs)	Outstanding Amount (Rs. in lacs)	Rate of Interest	Terms of Repayment
LONG TERM BORROWINGS					
Secured Loans					
Term Loans	Axis Bank	580.74	150.34	9.75%	Repayable in monthly instalments.
Unsecured Loans					
Term Loam	ICICI Bank	30.00	30.00	15.50%	Repayable in 24 EMIs of Rs. 1.47 lakhs each.
Working Capital Loan	Kotak Mahindra Bank	40.00	40.00	16.50%	Repayable in 18 EMIs of Rs. 2.52 lakhs each.
Business Loan	HDFC Bank	40.00	40.00	15.50%	Repayable in 24 EMIs of Rs. 1.95 lakhs each.
SHORT TERM BORROWINGS					
Secured Loans					
Cash Credit	Axis Bank	700.00	510.71	9.25%	Repayable on demand.

Note: Outstanding amount includes current maturities of long term debt.

Principal terms of the secured borrowings availed by us from banks:

Security: In terms of our borrowings where security needs to be created, our Company has created the following securities:

A. Primary Security

For Cash Credit: Hypothecation charge on entire current assets of the company (Both present and future).

For Term Loans: Extension of Hypothecation charge on entire movable fixed assets (excluding vehicles and including machinery financed out of term loan) of the company (both Present and future) and equitable mortgage of Industrial Land & Building at Plot No.1, Survey No.298 & 30, Shapar (Veraval), Rajkot..

B. Collateral Security

Equitble Mortgage of Industrial Property located at Survey no. 30-1 & 298/P, Plot no. 1, National highway 8B, Shapar (Veraval), Taluka - Kotada Sngani, Dist. – Rajkot and Industrial land located at Survey No. 55/1 paiki 6, paiki 1, paiki 1, Village Pipaliya, Taluka Gondal, Dist.- Rajkot.

C. Guarantors

Personal Guarantee of the following:
Mr. Hiralal M. Tilva
Mr. Rakesh C. Nar (Patel)
Mrs. Sheetal S. Chaniara
Mrs. Parul R. Patel

Restrictive Covenants: Borrower shall not, without the prior written approval of the Bank

i. shall not repay borrowings availed from promoter, directors, and their relatives
ii. make any amendments to it's constitutional documents
iii. permit any change in its ownership/management/control
iv. effect change in the capital structure of the Company
v. formulate any scheme of amalgamation or reconstruction
vi. undertake any new project or expansion scheme
vii. make any investment in other concern by way of share capital or advance funds or deposits

This is an indicative list and there may be additional terms that may amount to an event of default under the various loan facilities availed by our Company.

Unsecured Borrowings

In addition to the secured and unsecured borrowings availed by us from banks, we have also availed certain unsecured loans from our Directors and their relatives. As of December 31, 2017, our Company has total outstanding unsecured borrowings from Directors and their relatives aggregating to Rs. 181.53 Lakhs.

Tenor/Re-payment:

The borrowings availed by us from our Directors and their relatives are repayable on demand.

Interest Rate

No interest is payable on the borrowings availed by us from our Directors and their relatives.

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated below, there are no outstanding litigation, suits, criminal or civil prosecutions, proceedings or tax liabilities against our Company, our Directors or our Promoters that would have a material adverse effect on our business. Further, except as stated below there are no defaults, non-payment of statutory dues, over-dues to banks/financial institutions, defaults against banks/financial institutions, defaults in dues payable to holders of any debenture, bonds and fixed deposits and arrears of preference shares issued by our Company, default in creation of full security as per terms of issue/other liabilities. No proceedings have been initiated for economic/civil/any other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under paragraph (a) of Part I of Schedule V of the Companies Act, 2013) other than unclaimed liabilities of our Company and no disciplinary action has been taken by SEBI or any stock exchanges against our Company, our Promoters and our Directors.

Our Board of Directors, in its meeting held on April 2, 2018 determined that outstanding legal proceedings involving our Company, Directors and Promoters shall be considered material if: (a) the aggregate amount involved in such individual litigation exceeds Rs. 5 Lakhs, as per the last audited financial statements; (b) where the decision in one litigation is likely to affect the decision in similar litigations, even though the amount involved in such single litigation individually may not exceed Rs. 5 Lakhs as per the last audited financial statements, if similar litigations put together collectively exceed Rs. 5 Lakhs; (c) litigations whose outcome could have a material impact on the business, operations, prospects or reputations of the Company and the Board or any of its committees shall have the power and authority to determine the suitable materiality thresholds for the subsequent financial years on the aforesaid basis or any other basis as may be determined by the Board or any of its committees.

*Further, dues owed by our Company to small scale undertakings and other creditors, which exceeds Rs. 50 Lakh as at April 2, 2018 ("**Material Creditors**") have been considered as material dues for the purposes of disclosure in this Prospectus.*

Further, except as stated below, in the last five years preceding the date of this Prospectus there have been (a) no instances of material frauds committed against our Company (b) no inquiries, inspections or investigations initiated or conducted under the Companies Act or any previous companies law in the case of our Company and no prosecutions have been filed (whether pending or not), fines imposed or compounding of offences for our Company (c) no litigation or legal action pending or taken by any ministry or department of the government or any statutory body against our Promoters.

Further, except as described below, there are no proceedings initiated or penalties imposed by any authorities against our Company, and Directors and no adverse findings in respect of our Company and our Promoters and the persons/entities connected therewith, as regards compliance with securities laws. Further, except as described below, there are no instances where our Company, or Directors have been found guilty in suits or criminal or civil prosecutions, or proceedings initiated for economic or civil offences or any disciplinary action by SEBI or any stock exchange, or tax liabilities.

Further, except as disclosed below there are no (i) litigation against our Directors or our Promoters involving violation of statutory regulations or alleging criminal offence; (ii) past cases in which penalties were imposed by the relevant authorities on our Company, our Directors and our Promoters; and (iii) outstanding litigation or defaults relating to matters likely to affect the operations and finances of our Company including disputed tax liabilities and prosecution under any

enactment in respect of Schedule V to the Companies Act, 2013.

Unless stated to the contrary, the information provided below is as on the date of this Prospectus.

CONTINGENT LIABILITIES

Nil

A. **LITIGATION INVOLVING OUR COMPANY**

(I) **Litigation against our Company:**

(a) ***Litigation Involving Criminal Laws:*** Nil

(b) ***Litigation Involving Actions by Statutory/Regulatory Authorities:*** Nil

(c) ***Litigation Involving Tax Liabilities:***

(i) ***Direct Tax Liabilities***

Assessment Year	Section	Date of demand	Outstanding Demand (Rs.)	Status
2006-07	143(3)	April 17, 2008	5,885	As per return of income, the Company is eligible for refund of Rs. 1,45,104. The Company has filed a letter for correction in demand and refund, which is currently pending.
2007-08	143(3)	September 29, 2009	1,67,118	Company's appeal allowed vide CIT order dated January 3, 2012. The effect of order is pending as on date.

(d) ***Other Material Pending Litigations:*** Nil

(II) **Litigation by our Company:**

(a) ***Litigation Involving Criminal Laws:*** Nil

(e) ***Litigation Involving Actions by Statutory/Regulatory Authorities:*** Nil

(b) ***Litigation Involving Tax Liabilities:*** Nil

(c) ***Other Material Pending Litigations:*** Nil

B. **LITIGATION INVOLVING OUR DIRECTORS**

(I) **Litigation against our Directors:**

(a) ***Litigation Involving Criminal Laws:*** Nil

(b) ***Litigation Involving Actions by Statutory/Regulatory Authorities:*** Nil

(c) ***Litigation Involving Tax Liabilities:***

(i) ***Direct Tax Liabilities***

Assessment Year	Section	Date of demand	Outstanding Demand (Rs.)	Status
Mr. Hiralal Mahidas Tilva				
2008-09	143(1B)	June 23, 2010	65,890	Pending for payment
2015-16	154	December 18, 2016	8,06,250	Mr. Hiralal Mahidas Tilva has disagreed with the demand. While online payment, Mr. Hiralal Mahidas Tilva has selected AY 2014-15 instead of AY 2015-16 hence the credit was not given.
Mrs. Parulben Rakeshbhai Patel				
2010-11	143 (1a)	August 17, 2011	6,690	Pending for payment
Mrs. Sheetal Sanjivkumar Chaniara				
2014-15	-	January 31, 2016	13,410	Pending for payment
Mr. Mayurkumar Mansukhlal Kalaria				
2013-14	143 (1a)	March 16, 2014	1,430	The assesse is a Partner in M/s Polymet, a firm. The due date of filing was 30 September 2013, but, as per calculation made by IT Dept., it is August 5, 2013. So, demand is not accepted.
Mr. Rameshbhai Gordhanbahi Dhingani				
2006-07	143 (1)	May 18, 2007	1,625	Pending for payment
2014-15	220 (2)	February 23, 2017	72	Pending for payment
Mr. Jasubhai Khimjibhai Patel				
2007-08	143 (1)	March 6, 2009	8,425	Pending for payment
2010-11	143 (1a)	October	8,130	Pending for payment

Assessment Year	Section	Date of demand	Outstanding Demand (Rs.)	Status
		15, 2011		
2012-13	220 (2)	July 6, 2015	25	Pending for payment
2014-15	143 (1a)	February 2, 2015	3,360	Pending for payment

(d) ***Other Material Pending Litigations:*** Nil

(II) **Litigation by our Directors:**

(a) ***Litigation Involving Criminal Laws:*** Nil

(b) ***Litigation Involving Actions by Statutory/Regulatory Authorities:*** Nil

(c) ***Litigation Involving Tax Liabilities:*** Nil

(d) ***Other Material Pending Litigations:*** Nil

C. **LITIGATION INVOLVING OUR PROMOTERS:**

(I) **Litigation against our Promoters:**

(a) ***Litigation Involving Criminal Laws:*** Nil

(b) ***Litigation Involving Actions by Statutory/Regulatory Authorities:*** Nil

(c) ***Litigation Involving Tax Liabilities:***

Mr. Hiralal Mahidas Tilva

Please refer B. "Litigation involving our Directors" – "Litigation against our Directors" – "Litigation Involving Tax Liabilities" – Mr. Hiralal Mahidas Tilva on page 206 of this Prospectus.

(d) ***Other Material Pending Litigations:*** Nil

(II) **Litigation by our Promoters:**

(a) ***Litigation Involving Criminal Laws:*** Nil

(b) ***Litigation Involving Actions by Statutory/Regulatory Authorities:*** Nil

(c) ***Litigation Involving Tax Liabilities:*** Nil

(d) ***Other Material Pending Litigations:***

Jayantilal Mahidas Tilva, Daxaben Jayantilal Tilva, Hiralal Mahidas Tilva, Daxaben Hiralal Tilva vs. Narmada Rings Private Limited – Company Petition No. 109 of 2016

Our Promoter, Mr. Hiralal Mahidas Tilva and certain members of our Promoter Group

("***Petitioners***") have filed a petition for winding up against Narmada Rings Private Limited under section 433 and 434 of the Companies Act, 1956 ("***Winding up Petition***") in the High Court of Gujarat ("***Hon'ble Court"***). The Winding up Petition has been filed on the ground that the Respondent has become commercially insolvent and that it is just and equitable that the Respondent is ordered to be wound up under the provisions of the Companies Act, 1956. Prior to filing of the said Winding up Petition, the Petitioners had issued a notice to the Respondent calling upon the Respondent to pay the outstanding dues of Rs. 1,30,03,972 due to the Petitioners together with interest at 12% p.a. with effect from April 1, 2015 within a period of 21 days from the date of receipt of the notice. The Petitioners have submitted that despite issuance of the notice, the Respondent did not reply to the same and did not pay the outstanding dues. The Petitioners were thus constrained to file the Winding up Petition. *Vide* order dated April 11, 2016, the Hon'ble Court was pleased to issue notice on the Winding up Petition returnable May 5, 2016. The Petitioners accordingly prayed for an order for winding up of the Respondent, appointment of the official liquidator to take over the assets of the Respondent and that the Respondent be retrained from disposing off any property through order of injunction. Further, the Petitioners have filed an application with the Hon'ble Court and submitted that the amount claimed has been admitted however no payments have been made. Accordingly, the Petitioners have requested the Hon'ble Court to make appropriate orders for admission and advertisement of the Petition and for the appointment of an official liquidator to take over the control over the management, affairs and property of the Respondent.

D. LITIGATION INVOLVING GROUP COMPANIES

(I) Litigation against our Group Company

(a) ***Litigation Involving Criminal Laws:*** Nil

(b) ***Litigation Involving Actions by Statutory/Regulatory Authorities:*** Nil

(c) ***Litigation Involving Tax Liabilities:*** Nil

(d) ***Other Material Pending Litigations:*** NIL

(II) Litigation by our Group Company

(a) ***Litigation Involving Criminal Laws:*** Nil

(b) ***Litigation Involving Actions by Statutory/Regulatory Authorities:*** Nil

(c) ***Litigation Involving Tax Liabilities:*** Nil

(d) ***Other Material Pending Litigations:*** NIL

E. OUTSTANDING DUES TO CREDITORS OF OUR COMPANY

As on December 31, 2017 our Company does not owe a sum exceeding Rs. 50 lakhs to any undertaking except the following:

Sr. No.	Particulars	Amount
1.	Phoenix Special Steels	2,89,26,086
2.	Subhdra Corporation	2,29,28,723

Sr. No.	Particulars	Amount
3.	Global Enterprise	1,17,32,102
4.	Steel House	98,34,970
5.	Gujarat Steel & Pipes	90,05,877
6.	Vallabh Ispat	84,44,527
7.	Vasa Steels	63,48,390
8.	Narayani Steels Limited	55,54,883
9.	AS Steel Traders VSP Pvt Ltd	51,18,645
	Total	**10,78,94,203**

The details pertaining to net outstanding dues towards our Material Creditors shall be made available under investors' section on the website of our Company i.e. www.gangaforging.com. 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, www.gangaforging.com would be doing so at their own risk.

F. MATERIAL DEVELOPMENTS SINCE THE LAST BALANCE SHEET DATE

Except as mentioned under the chapter *"Management Discussion and Analysis of Financial Condition and Result of Operation"* beginning on page 184 of this Prospectus, there have been no material developments, since the date of the last audited balance sheet.

GOVERNMENT AND OTHER STATUTORY APPROVALS

We have received the necessary consents, licenses, permissions and approvals from the Central and State Government and other governmental agencies/regulatory authorities/certification bodies required to undertake the Issue or continue our business activities. It must be distinctly understood that in granting these approvals, the Government of India does not take any responsibility for the financial soundness of the Company or for the correctness of any of the statements made or opinions expressed in this behalf.

In view of the approvals listed below, we can undertake the Issue and our current/ proposed business activities and no further material approvals from any statutory authority are required to be undertaken, in respect of the Issue or to continue our business activities.

The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to carry out its activities.

Approvals for the Issue

1. The Board of Directors have, pursuant to Section 62(1)(c) of the Companies Act 2013, by a resolution passed at its meeting held on February 15, 2018, authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.

2. The shareholders of our Company have, pursuant to Section 62(1)(c) of the Companies Act 2013, by a special resolution passed in the extra ordinary general meeting held on, March 1, 2018 authorized the Issue.

3. In-principle approval from the National Stock Exchange of India dated June 13, 2018.

4. The Company's International Securities Identification Number (**ISIN**) is INE691Z01015.

Approvals in relation to the incorporation of our Company

1. Certificate of Incorporation dated December 29, 1988 issued by the Registrar of Companies, Ahmedabad, Gujarat in the name of "Ganga Forging Private Limited".

2. A fresh certificate of incorporation pursuant to change of name from "Ganga Forging Private Limited" to "Ganga Forging Limited" was issued onOctober 30, 2017, by the Registrar of Companies, Ahmedabad.

3. The Corporate Identity Number (**CIN**) of the Company is U28910GJ1988PLC011694.

Tax approvals in relation to our Company

1. The Permanent Account Number (**PAN**) of our Company is AAACG7807J.

2. The Tax Deduction Account (**TAN**) number of our Company is RKTG00173F.

3. The GST registration number of our Company is 24AAACG7807J1ZM received on January 11, 2018 and is valid until cancelled.

Approvals in relation to the business of our Company

1. Our Company has obtained the Udhyog Aadhar Memorandum bearing number GJ20C0027510 for manufacturing of basic previous and other non-ferrous metal, forging, pressing, stamping and roll-forming of metals etc. under the Micro, Small and Medium Enterprise Development Act, 2006 issued by the Ministry of Micro, Small and Medium Enterprises dated March 24, 2017.

2. Our Company has obtained the factory's license bearing license no. 2037 under the Factories Act, 1948 issued by the Directorate Industrial Safety & Health , Gujarat State dated March 17, 2017. This license is valid till December 31, 2021.

3. Our Company has obtained certificate of Importer Exporter Code (IEC) bearing IEC number 2403004316 by Foreign Trade Development Officer, Ministry of Commerce dated November 25, 2003.

4. Our Company has obtained certificate of registration bearing no. 9910010026 of Quality Management System issued by the certification body of TUV SUD South Asia Private Limited for manufacture and supply of hot forging like Connecting Rods, Transmission & Insulation parts for Automotive, Electrical, Defence, Agriculture and Engineering Applications which states that the requirements as per ISO 9001:2008 are fulfilled. The certificate is dated January 6, 2018 and is valid till June 13, 2020.

Labour approvals in relation to our Company

1. Our Company has registered bearing registration number GJRAJ0023441000 under the Employee Provident Funds and Miscellaneous Provisions Act, 1952 issued by the Employee Provident Fund Commissioner, Regional Office, dated October 1, 2010.

Environment approvals in relation to our Company

1. Our Company has obtained a "Consent to Establish (NOC)" bearing number GPCB/CCA/RJ-1355/ID-22950/371805 from Gujarat Pollution Control Board under the Water (Prevention and Control Pollution) Act, 1974 and the Air (Prevention and Control of Pollution) Act, 1981 dated October 1, 2016 valid till September 8, 2023.

Intellectual property approval obtained by our Company

SR. NO	BRAND NAME/ LOGO TRADEMARK	REGISTRATION NUMBER	CLASS	NATURE OF TRADEMARK	Validity
1.	Trademark	3559893	**7**		Objected

OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE ISSUE

The Issue has been authorized by a resolution passed by our Board of Directors at its meeting held on February 15, 2018 and by the shareholders of our Company by a special resolution, pursuant to Section 62(1)(c) of the Companies Act, 2013 passed at the Extraordinary General Meeting of our Company held on March 1, 2018 at registered office of the Company.

Our Company has obtained in-principle approval from the EMERGE Platform of National Stock Exchange of India Limited for using its name in the Prospectus pursuant to an approval letter dated June 13, 2018. National Stock Exchange of India limited is the Designated Stock Exchange.

PROHIBITION BY SEBI, RBI OR OTHER GOVERNMENTAL AUTHORITIES

We confirm that our Company, our Promoters, relatives of Promoters, our Promoter Group, our Directors or the persons in control of our Company and our Group Companies have not been prohibited from accessing the capital markets for any reason, or restrained from buying, selling or dealing in securities, under any order or directions by the SEBI or any other regulatory or government authorities.

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.

We confirm that our Company, Promoters, relatives of Promoters, Promoter Group, Directors, persons in control of our Company, or Group Companies have not been debarred or prohibited from accessing or operating in the capital markets under any order or direction passed by SEBI or any other government authority. Neither our Promoter, 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.

None of our Directors are associated with the securities market in any manner, including securities market related business and there has been no action taken by SEBI against the Directors or any other entities with which our Directors are associated as promoters or directors.

Neither our Company, nor our Promoters, our Directors, relatives (as per Companies Act, 2013) of Promoter or the person(s) in control of our Company have been identified as a wilful defaulter by the RBI or other governmental authority and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them.

ELIGIBITY FOR THIS ISSUE

Our Company is in compliance with the following conditions specified in Regulation 4(2) of the SEBI (ICDR) 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 National Stock Exchange India

Limited 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 National Stock Exchange of India Limited pursuant to its letter dated June 13, 2018. For the purposes of this Issue, the NATIONAL STOCK EXCHANGE OF INDIA LIMITED shall be the Designated Stock Exchange;

c) Our Company has entered into tripartite agreement dated March 19, 2018 with NSDL and the Registrar and Transfer Agent, who in this case is Link Intime India Private Limited for dematerialisation of the Equity Shares;

d) Our Company has entered into tripartite agreement dated March 14, 2018 with CDSL and the Registrar and Transfer Agent, who in this case is Link Intime India Private Limited, for dematerialisation of the Equity Shares; and

e) 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 ICDR Regulations, none of our Company, Promoters or Directors is a Willful Defaulter, as on the date of this Prospectus.

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)(1) and other provisions of Chapter XB of the SEBI (ICDR) Regulations, as we are an Issuer whose post issue paid up capital is less than 10 Core. Therefore, we may issue Equity Shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the "EMERGE Platform of National Stock Exchange of India Limited").

We confirm that:

1. In accordance with regulation 106(P) of the SEBI (ICDR) Regulations, this Issue will be hundred percent underwritten and that the Lead Manager will underwrite at least 15% of the total issue size. For further details pertaining to underwriting please refer to chapter titled *"General Information"* beginning on page 63 of this Prospectus.

2. In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight days from the date our company becomes liable to repay it, 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 section 40 of the Companies Act, 2013.

3. In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, we have not filed any Issue document with SEBI nor has SEBI issued any observations on our Issue document. Also, we shall ensure that our Lead Manager submits the copy of Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.

4. In accordance with Regulation 106(V) of the SEBI (ICDR) Regulations, the Lead Manager will ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares offered in the Issue. For further details of the market making

arrangement, please refer to the chapter titled *"General Information"* beginning on page 63 of this Prospectus.

5. The Company has track record of 3 Years and positive cash accruals (earnings before depreciation and tax) from operations for at least 2 financial years preceding the application and

6. Net worth of the Company is positive.

7. The Company has not been referred to Board for Industrial and Financial Reconstruction.

8. No petition for winding up is admitted by a court of competent jurisdiction against the Company.

9. No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company.

10. The Company has a website www.gangaforging.com

We further confirm that we shall be complying with all the other requirements as laid down for such an Issue under Chapter XB of SEBI (ICDR) Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.
As per Regulation 106(M)(3) of SEBI (ICDR) Regulations, 2009, the provisions of Regulations 6(1), 6(2), 6(3),Regulation 7, Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Sub-regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to us in this Issue.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE OFFER DOCUMENT TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED TO MEAN THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THIS ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MANAGER, PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS PROSPECTUS, THE LEAD MANAGER, PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED, IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER, PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED, HAS FURNISHED TO STOCK EXCHANGE A DUE DILIGENCE CERTIFICATE AND WHICH SHALL ALSO BE SUBMITTED TO SEBI AFTER REGISTERING THE PROSPECTUS

WITH ROC AND BEFORE OPENING OF THE ISSUE IN ACCORDANCE WITH THE SEBI (MERCHANT BANKERS) REGULATIONS, 1992.

WE, THE UNDER NOTED LEAD MANAGER TO THE ABOVE MENTIONED FORTHCOMING ISSUE, STATE AND CONFIRM AS FOLLOWS:

1. **WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE PROSPECTUS PERTAINING TO THE SAID ISSUE;**

2. **ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:**

    A. **THE PROSPECTUS FILED WITH THE EXCHANGE / 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, 2013, 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 FULFILL THEIR UNDERWRITING COMMITMENTS – NOTED FOR COMPLIANCE**

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 PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF**

FILING THE PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE PROSPECTUS.

6. **WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF 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 ALL THE STOCK EXCHANGES MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION – NOTED FOR COMPLIANCE**

10. **WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE.- NOT APPLICABLE, AS IN TERMS OF THE PROVISIONS OF SECTION 29 OF THE COMPANIES ACT, 2013, THE SHARES ISSUED IN THE PUBLIC ISSUE SHALL BE IN DEMAT FORM ONLY**

11. **WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL**

AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.

12. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE PROSPECTUS:

A. AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND

B. AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.

13. WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE ISSUE. – NOTED FOR COMPLIANCE

14. WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE THAT HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OF THE ISSUER, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, 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 (SEBI) THROUGH CIRCULAR – DETAILS ARE ENCLOSED IN "ANNEXURE A"

17. WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS. " *COMPLIED WITH TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS REPORTED IN ACCORDANCE WITH ACCOUNTING STANDARD 18 IN THE FINANCIAL STATEMENTS OF THE COMPANY INCLUDED IN THE PROSPECTUS*

ADDITIONAL CONFIRMATIONS / CERTIFICATION TO BE GIVEN BY MERCHANT BANKER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH OFFER DOCUMENT REGARDING SME EXCHANGE

(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.

(6) WE CONFIRM THAT UNDERWRITING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 106P OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE.

(7) WE CONFIRM THAT 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 and 36 of the Companies Act, 2013 or from the requirement of obtaining such statutory and other clearances as may be required for the purpose of the proposed Issue. SEBI further reserves the right to take up at any point of time, with the Lead Manager any irregularities or lapses in the Prospectus.

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the Registrar of Companies, Ahmedabad, in terms of Section 26 of the Companies Act, 2013.

DISCLAIMER STATEMENT FROM OUR COMPANY AND THE LEAD MANAGER

Our Company, our Directors and the Lead Manager accept no responsibility for statements made otherwise than in this Prospectus or in the advertisements or any other material issued by or at instance of our Company and anyone placing reliance on any other source of information, including our website www.gangaforging.com would be doing so at his or her own risk.

Caution

The Lead Manager accepts no responsibility, save to the limited extent as provided in the Agreement for Issue Management entered into among the Lead Manager and our Company dated May, 2018, the Underwriting Agreement dated May 3, 2018 entered into among the Underwriter and our Company and the Market Making Agreement dated May 3, 2018 entered into among the Market Maker, Lead Manager and our Company.

Our Company and the Lead Manager shall make all information available to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centers, etc.

The Lead Manager and its associates and affiliates may engage in transactions with and perform services for, our Company and associates of our Company in the ordinary course of business and may in future engage in the provision of services for which they may in future receive compensation. Pantomath Capital Advisors Private Limited is not an 'associate' of the Company and is eligible to Lead Manage this Issue, under the SEBI (Merchant Bankers) Regulations, 1992.

Investors who apply in this Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares and will not offer, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares. Our Company and the Lead Manager and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.

PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE LEAD MANAGER

For details regarding the price information and track record of the past issue handled by Pantomath Capital Advisors Private Limited, as specified in Circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015 issued by SEBI, please refer "Annexure A" of this Prospectus and the website of the Lead Manager at www.pantomathgroup.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 authorized to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the

Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of Rs. 2,500 Lakhs, pension funds with minimum corpus of Rs. 2,500 Lakhs and the National Investment Fund, and permitted non-residents including FPIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company. The Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Mumbai only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Prospectus has been filed with National Stock Exchange of India Limited for its observations and National Stock Exchange of India Limited shall give its observations in due course. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws, legislations and Prospectus in each jurisdiction, including India.

DISCLAIMER CLAUSE OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED

National Stock Exchange of India Limited has given vide its letter dated 13th June, 2018 permission to this Company to use its name in this offer document as one of the stock exchange's on which this Company's securities are proposed to be listed on the EMERGE Platform of National Stock Exchange of India Limited. The Exchange has scrutinized this issue document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by National Stock Exchange of India Limited should not in any way be deemed or construed that the offer document has been cleared or approved by National Stock Exchange of India Limited; 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.

DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the "**Securities Act**") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India

FILING

The Prospectus has not been filed with SEBI, nor SEBI has issued any observation on the Offer Document in terms of Regulation 106(M)(3). However, a copy of the Prospectus has been filed with SEBI at the SEBI Regional Office, Western Regional Office, Unit No: 002, Ground Floor SAKAR I, Near Gandhigram Railway Station opposite Nehru Bridge Ashram Road, Ahmedabad- 380 009. A copy of the Prospectus, along with the documents required to be filed under Section 26 of the Companies Act, 2013 has been delivered to the RoC situated at Registrar Of Companies, Ahmedabad ,Gujarat, India.

LISTING

In terms of Chapter XB of the SEBI (ICDR) Regulations, there is no requirement of obtaining in-principle approval from EMERGE Platform of National Stock Exchange of India Limited. However, application has been made to the EMERGE Platform of National Stock Exchange of India Limited for obtaining permission to deal in and for an official quotation of our Equity Shares. National Stock Exchange of India Limited is the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

The EMERGE Platform of National Stock Exchange of India Limited has given its in-principle approval for using its name in our Prospectus *vide* its letter dated 13th June, 2018.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the EMERGE Platform of National Stock Exchange of India Limited, our Company will forthwith repay, without interest, all moneys received from the applicants in pursuance of the Prospectus. If such money is not repaid within 8 days after our Company becomes liable to repay it (i.e. from the date of refusal or within 15 working days from the Issue Closing Date), then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of 8 days, be liable to repay the money, with interest at the rate of 15% per annum on application money, as prescribed under section 40 of the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the EMERGE Platform of NSE mentioned above are taken within six Working Days from the Issue Closing Date.

IMPERSONATION

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

Any person who

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 to action under section 447 of the Companies, Act 2013.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: (a) the Directors, the Promoters, the Company Secretary & Compliance Officer, Chief Financial Officer, Chief Executive Officer, the Statutory Auditors, the Peer Reviewed Auditors, the Banker to the Company; and (b) Lead Manager, Underwriter, Market Maker, Registrar to the Issue, Public Issue Bank / Banker to the Issue and Refund Banker to the Issue, Legal Advisor to the Issue to act in their respective capacities have been obtained and is filed along with a copy of the Prospectus with the RoC, as required under Sections 26 of the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of this Prospectus for registration with the RoC. Our Peer Reviewed Auditors have given their written consent to the inclusion of their report in the form and context in which it appears in this Prospectus and such consent and report shall not be withdrawn up to the time of delivery of the Prospectus for filing with the RoC.

EXPERT TO THE ISSUE

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

- Report of the Peer Reviewed Auditor on Statement of Tax Benefits.
- Report of the Peer Reviewed Auditor on the Restated Financial Statements for the period ended as on December 31, 2017

EXPENSES OF THE ISSUE

The expenses of this Issue include, among others, underwriting and management fees, printing and distribution expenses, legal fees, statutory advertisement expenses, and listing fees. For details of total expenses of the Issue, refer to chapter *"Objects of the Issue"* beginning on page 93 of this Prospectus.

DETAILS OF FEES PAYABLE

Fees Payable to the Lead Manager

The total fees payable to the Lead Manager will be as per the Mandate Letter issued by our Company to the Lead Manager, the copy of which is available for inspection at our Registered Office.

Fees Payable to the Registrar to the Issue

The fees payable to the Registrar to the Issue will be as per the Agreement signed by our Company and the Registrar to the Issue dated May 3, 2018, a copy of which is available for inspection at our Registered Office. The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty and communication expenses. Adequate funds will be provided by the Company to the Registrar to the Issue to enable them to send allotment advice by registered post / speed post / under certificate of posting.

Fees Payable to Others

The total fees payable to the Legal Advisor, Auditor and Advertiser, etc. will be as per the terms of their respective engagement letters if any.

UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION

The underwriting commission and selling commission for this Issue is as set out in the Underwriting Agreement entered into between our Company and the Lead Manager. Payment of underwriting commission, brokerage and selling commission would be in accordance with Section 40 of Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014.

PREVIOUS RIGHTS AND PUBLIC ISSUES SINCE THE INCORPORATION

We have not made any previous rights and / or public issues since incorporation, and are an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations and this Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations.

PREVIOUS ISSUES OF SHARES OTHERWISE THAN FOR CASH

Except as stated in the chapter titled *"Capital Structure"* beginning on page 73 of this Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

COMMISSION AND BROKERAGE ON PREVIOUS ISSUES

Since this is the initial public offer of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares since our inception.

PARTICULARS IN REGARD TO OUR COMPANY AND OTHER LISTED COMPANIES UNDER THE SAME MANAGEMENT WITHIN THE MEANING OF SECTION 370 (1B) OF THE COMPANIES ACT, 1956 WHICH MADE ANY CAPITAL ISSUE DURING THE LAST THREE YEARS:

None of the equity shares of our Group Companies are listed on any recognized stock exchange. None of the above companies have raised any capital during the past 3 years.

LISTED VENTURES OF OUR PROMOTERS

There are no listed ventures of our Company as on date of filing of this Prospectus.

PROMISE VERSUS PERFORMANCE FOR OUR COMPANY

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, and this Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations. Therefore, data regarding promise versus performance is not applicable to us.

OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY OUR COMPANY

As on the date of this Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

OUTSTANDING CONVERTIBLE INSTRUMENTS

Our Company does not have any outstanding convertible instruments as on the date of filing this Prospectus.

OPTION TO SUBSCRIBE

Equity Shares being offered through the Prospectus can be applied for in dematerialized form only.

STOCK MARKET DATA FOR OUR EQUITY SHARES

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, and this Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations. Thus there is no stock market data available for the Equity Shares of our Company.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Agreement between the Registrar and our Company provides for retention of records with the Registrar for a period of at least three year from the last date of dispatch of the letters of allotment, demat credit, and unblocking of funds to enable the investors to approach the Registrar to this Issue for redressal of their grievances. All grievances relating to this Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as the name, address of the applicant, number of Equity Shares applied for, amount paid on application and the bank branch or collection centre where the application was submitted.

All grievances relating to the ASBA process may be addressed to the SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch or the collection centre of the SCSB where the Application Form was submitted by the ASBA applicants.

DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

Our Company or the Registrar to the Issue or the SCSB in case of ASBA Applicant shall redress routine investor grievances within 15 working days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

We have constituted the Stakeholders Relationship Committee of the Board *vide* resolution passed at the Board Meeting held on April 2, 2018. For further details, please refer to the chapter titled *"Our Management"* beginning on page 155 of this Prospectus.

Our Company has appointed Ms. Minal Vinod Lakhlani as Compliance Officer and she may be contacted at the following address:

Ms. Minal Vinodkumar Lakhlani
Ganga Forging Limited
Plot No 1 SNO 298 & 30 Rajkot Gondal N H,
Veraval (Shapar) Rajkot,
Gujarat360 024,
India.
Tel: +912827-252208 /252077
Fax: +91 2827-252208
Email: cs@gangaforging.com

Investors can contact the Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account or unblocking of funds, etc.

CHANGES IN AUDITORS DURING THE LAST THREE FINANCIAL YEARS

There has been no change in Auditors of our Company in the last three financial years.

CAPITALISATION OF RESERVES OR PROFITS

Save and except as stated in the chapter titled "*Capital Structure*" beginning on page 73 of this Prospectus, our Company has not capitalized its reserves or profits during the last five years.

REVALUATION OF ASSETS

Our Company has not revalued its assets since incorporation.

TAX IMPLICATIONS

Investors who are allotted Equity Shares in the Issue will be subject to capital gains tax on any resale of the Equity Shares at applicable rates, depending on the duration for which the investors have held the Equity Shares prior to such resale and whether the Equity Shares are sold on the Stock Exchanges. For details, please refer the chapter titled “Statement of Tax Benefits” beginning on page 104 of this Prospectus.

PURCHASE OF PROPERTY

Other than as disclosed in this Prospectus, there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of this Prospectus.

Except as stated elsewhere in this Prospectus, our Company has not purchased any property in which the Promoters and / or Directors have any direct or indirect interest in any payment made there under.

SERVICING BEHAVIOR

There has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

PAYMENT OR BENEFIT TO OFFICERS OF OUR COMPANY

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company or superannuation.

Except as disclosed in chapter titled "*Our Management*" beginning on page 155 and "*Related Party Transactions*" beginning on page 181 of this Prospectus, none of the beneficiaries of loans and advances and sundry debtors are related to the Directors of our Company

SECTION VII – ISSUE RELATED INFORMATION

TERMS OF THE ISSUE

The Equity Shares being issued and transferred pursuant to this Issue shall be subject to the provisions of the Companies Act, 2013, SEBI (ICDR) Regulations, SCRA, SCRR, the Memorandum and Articles of Association, the SEBI Listing Regulations, the terms of the Prospectus, the Prospectus, the Abridged Prospectus, Application Form, the Revision Form, the CAN/ the Allotment Advice 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, rules, 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 FIPB, the Stock Exchanges, the RBI, RoC and/or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by SEBI, the RBI, the Government of India, the FIPB, the Stock Exchanges, the RoC and any other authorities while granting their approval for the Issue. SEBI has notified the SEBI Listing Regulations on September 02, 2015, which among other things governs the obligations applicable to a listed company which were earlier prescribed under the Equity Listing Agreement. The Listing Regulations have become effective from December 01, 2015.

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 authorised to collect the Application forms. Investors may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by Registrar to the Issue and DPs as and when the same is made available.

RANKING OF EQUITY SHARES

The Equity Shares being issued and transferred in the Issue shall be subject to the provisions of the Companies Act, 2013 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 dividend. The Allottees upon 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 in accordance with Companies Act, 1956 and Companies Act, 2013 and the Articles. For further details, please refer to the section titled "*Main Provisions of Articles of Association*" beginning on page 298 of this Prospectus.

MODE OF PAYMENT OF DIVIDEND

The declaration and payment of dividend will be as per the provisions of Companies Act, SEBI Listing Regulations and recommended by the Board of Directors at their discretion and approved by the shareholders and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividend, if declared, to our shareholders as per the provisions of the Companies Act, SEBI Listing Regulations and our Articles of Association. For further details, please refer to the chapter titled *"Dividend Policy"* beginning on page 182 of this Prospectus.

FACE VALUE AND ISSUE PRICE PER SHARE

The face value of the Equity Shares is Rs. 10 each and the Issue Price is Rs. 21/- per Equity Share.

The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the chapter titled "*Basis for Issue Price*" beginning on page 101 of this Prospectus. At any given point of time there shall be only one denomination of 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 receive Annual Reports and notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive issue 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, 2013 Act, the terms of the SEBI Listing Regulations and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association relating to voting rights, dividend, forfeiture and lien and / or consolidation / splitting, please refer to the section titled "*Main Provisions of Articles of Association*" beginning on page 298 of this Prospectus.

MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT

Pursuant to Section 29 of the Companies Act, 2013 the Equity Shares shall be allotted only in dematerialised form. As per the SEBI (ICDR) Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed amongst our Company, the respective Depositories and the Registrar to the Issue:

- Agreement dated March 19, 2018 amongst NSDL, our Company and the Registrar to the Issue; and
- Agreement dated March 14, 2018 amongst CDSL, our Company and the Registrar to the Issue.

Since trading of the Equity Shares is in dematerialised form, the tradable lot is 6000 Equity Share. Allotment in this Issue will be only in electronic form in multiples of one Equity Share subject to a minimum Allotment of 6000 Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

Allocation and allotment of Equity Shares through this Issue will be done in multiples of 6000 Equity Share subject to a minimum allotment of 6000 Equity Shares to the successful applicants.

MINIMUM NUMBER OF ALLOTTEES

Further in accordance with the Regulation 106R of SEBI (ICDR) Regulations, 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 blocked by the SCSBs shall be unblocked within 4 working days of closure of issue.

JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Mumbai, Maharashtra, India.

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States and may not be issued or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being issued and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those issues and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

JOINT HOLDER

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 APPLICANTS

In accordance with Section 72 of the Companies Act, 2013 the sole Bidder, or the first Bidder along with other joint Applicants, may nominate any one person in whom, in the event of the death of sole Bidder 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 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/transfer/alienation 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.

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.

PERIOD OF OPERATION OF SUBSCRIPTION LIST OF PUBLIC ISSUE

Issue Opening Date	Friday, June 29, 2018
Issue Closing Date	Tuesday, July 3, 2018
Finalisation of Basis of Allotment with the Designated Stock Exchange	Friday, July 6, 2018
Initiation of Unblocking	On or before Monday, July 9, 2018
Credit of Equity Shares to demat accounts of Allottees	On or before Tuesday, July 10, 2018
Commencement of trading of the Equity Shares on the Stock Exchange	On or before Wednesday, July 11, 2018

The above timetable is indicative and does not constitute any obligation on our Company, and the Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 6 Working Days of the Issue Closing Date, the timetable may change due to various factors, such as extension of the Issue Period by our Company or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Applications and any revision to the same shall be accepted **only between 10.00 a.m. and 5.00 p.m. (IST)** during the Issue Period. On the Issue Closing Date, the Applications and any revision to the same shall be accepted between **10.00 a.m. and 5.00 p.m. (IST)** or such extended time as permitted by the Stock Exchanges, in case of Applications by Retail Individual Applicants after taking into account the total number of Applications received up to the closure of timings and reported by the Lead Manager to the Stock Exchange. It is clarified that Applications not uploaded on the electronic system would be rejected. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

Due to limitation of time available for uploading the Applications on the Issue Closing Date, the Applicants are advised to submit their Applications one day prior to the Issue Closing Date and, in any case, not later than 5.00 p.m. (IST) on the Issue Closing Date. All times mentioned in this Prospectus are Indian Standard Times. Applicants are cautioned that in the event a large number of Applications are received on the Issue Closing Date, as is typically experienced in public issue, some Applications may not get uploaded due to lack of sufficient time. Such Applications that cannot be uploaded will not be considered for allocation under the Issue. Applications will be accepted only on Business Days. Neither our Company nor the Lead Manager is liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise. Any time mentioned in this Prospectus is Indian Standard Time.

In case of any discrepancy in the data entered in the electronic book vis-à-vis the data contained in the Bid cum Application Form, for a particular Bidder, the Registrar to the Issue shall ask for rectified data

MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level and is 100% underwritten.

As per Section 39 of the Companies Act, 2013, if the "stated minimum amount" has not be subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the issue through the Issue Document including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI (ICDR) Regulations, the Companies Act 2013 and applicable law.

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 issue through the Prospectus and shall not be restricted to the minimum subscription level.

Further, 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, in accordance with Regulation 106(Q) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than Rs.1,00,000/- (Rupees One Lakh) per application.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

MIGRATION TO MAIN BOARD

Our company may migrate to the Main board of National Stock Exchange of India Limited from SME Exchange on a later date subject to the following:

(a) If the Paid up Capital of our Company is likely to increase above Rs. 2,500 lakhs by virtue of any further issue of capital by way of rights issue, 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), our Company shall apply to National Stock Exchange of India Limited 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 our company is more than Rs. 1,000 lakhs but below Rs. 2,500 lakhs, our Company may still apply for migration to the Main Board and if the Company fulfils the eligible criteria for listing laid by the Main Board and 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.

MARKET MAKING

The shares issued and transferred through this Issue are proposed to be listed on the EMERGE Platform of National Stock Exchange of India Limited (SME Exchange) with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on EMERGE Platform of National Stock Exchange of India Limited. For further details of the market making arrangement please refer to chapter titled *"General Information"* beginning on page 63 of this Prospectus.

ARRANGEMENT FOR DISPOSAL OF ODD LOT

The trading of the equity shares will happen in the minimum contract size of 6000 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 EMERGE Platform of National Stock Exchange of India Limited.

AS PER THE EXTANT POLICY OF THE GOVERNMENT OF INDIA, OCBS CANNOT PARTICIPATE IN THIS ISSUE

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FIIs and foreign venture capital investors registered with SEBI to invest in shares of Indian Companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India / RBI while granting such approvals.

OPTION TO RECEIVE SECURITIES IN DEMATERIALISED FORM

In accordance with the SEBI (ICDR) Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange. Allottees shall have the option to re-materialise the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act.

NEW FINANCIAL INSTRUMENTS

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company.

APPLICATION BY ELIGIBLE NRIs, FPI'S REGISTERED WITH SEBI, VCF'S, AIF'S REGISTERED WITH SEBI AND QFI'S

It is to be understood that there is no reservation for Eligible NRIs or FPIs or QFIs or VCFs or AIFs registered with SEBI. Such Eligible NRIs, QFIs, FPIs, VCFs or AIFs 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 lock-in of the pre-Issue Equity Shares and Promoter's minimum contribution in the Issue as detailed in the chapter "*Capital Structure*" beginning on page 73 of this Prospectus and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation / splitting except as provided in the Articles of Association. For details please refer to the section titled "*Main Provisions of the Articles of Association*" beginning on page 298 of this Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead 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 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.

ISSUE STRUCUTRE

This Issue is being made in terms of Regulation 106(M)(1) of Chapter XB of SEBI (ICDR) Regulations, 2009, as amended from time to time, whereby, our post issue face value capital does not exceed ten crore rupees. The Company shall issue specified securities 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 National Stock of Exchange of India Limited). For further details regarding the salient features and terms of such an issue please refer to the chapters titled "*Terms of the Issue*" and "*Issue Procedure*" beginning on page 229 and 239 of this Prospectus.

Following is the issue structure:

Initial Public Issue of 23,82,000 Equity Shares of face value of Rs. 10 each fully paid (the 'Equity Shares') for cash at a price of Rs. 21 (including a premium of Rs. 11) aggregating to Rs. 500.22 ('the issue').

The Issue comprises a Net Issue to the public of 22,56,000 Equity Shares (the "Net Issue"), a reservation of 1,26,000 Equity Shares for subscription by the designated Market Maker ('the Market Maker Reservation Portion') The Issue and Net Issue will constitute 29.97% and 28.39% 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	22,56,000 Equity Shares	1,26,000 Equity Shares
Percentage of Issue Size available for allocation	94.71% of Issue Size	5.29 % of Issue Size
Basis of Allotment / Allocation if respective category is oversubscribed	Proportionate subject to minimum allotment of 6000 equity shares and further allotment in multiples of 6000 equity shares each. For further details please refer to the chapter titled *"Issue Procedure"* beginning on page 239 of this - Prospectus	Firm allotment
Mode of Bid cum Application	All Applicants shall make the application (Online or Physical through ASBA Process only)	Through ASBA Process only
Minimum Bid Size	***For QIB and NII*** Such number of Equity Shares in multiples of 6000 Equity Shares such that the Application size exceeds Rs. 2,00,000 ***For Retail Individuals*** 6000 Equity shares	1,26,000 Equity Shares of Face Value of Rs. 10 each
Maximum Bid Size	***For Other than Retail Individual Investors:*** For all other investors the maximum application size is the	1,26,000 Equity Shares of Face Value of Rs. 10 each

Particulars	Net issue to Public*	Market Maker Reservation Portion
	Net Issue to public subject to limits as the investor has to adhere under the relevant laws and regulations as applicable. ***For Retail Individuals:*** 6000 Equity Shares	
Mode of Allotment	Compulsorily in Dematerialised mode	Compulsorily in Dematerialised mode
Trading Lot	6000 Equity Shares	6000 Equity Shares, however the Market Maker may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations
Terms of payment	The entire Bid Amount will be payable at the time of submission of the	

**As per Regulation 43(4) of the SEBI (ICDR) Regulations, in an issue made other than through the book building process, allocation in the net offer to public category shall be made as follows:*

(a) minimum fifty per cent. to retail individual investors; and

(b) remaining to:

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

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

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

For the purpose of sub-regulation 43(4), *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.*

WITHDRAWAL OF THE ISSUE

Our Company in consultation with the Lead Manager, reserve the right to not to proceed with the Issue after the Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Lead Manager through, the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Applicants within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed.

Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment, and (ii) the final RoC approval of the Prospectus after it is filed with the RoC. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an issue for sale of the Equity Shares, our Company shall file a fresh Prospectus with Stock Exchange. In terms of the SEBI (ICDR) Regulations, Non retail applicants shall not be allowed to withdraw their Application after the Issue Closing Date.

ISSUE OPENING DATE

Issue Opening Date	Friday, June 29, 2018
Issue Closing Date	Tuesday, July 3, 2018
Finalisation of Basis of Allotment with the Designated Stock Exchange	Friday, July 6, 2018
Initiation of Unblocking	On or before Monday, July 9, 2018
Credit of Equity Shares to demat accounts of Allottees	On or before Tuesday, July 10, 2018
Commencement of trading of the Equity Shares on the Stock Exchange	On or before Wednesday, July 11, 2018

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, or in the case of ASBA Applicants, at the Designated Bank Branches except that on the Issue Closing Date applications will be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time). Applications will be accepted only on Working Days, i.e., all trading days of stock exchanges excluding Sundays and bank holidays.

ISSUE PROCEDURE

*All Applicants should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI (the "General Information Document") included below under section "**Part B – General Information Document**", which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 1956, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI Regulations. The General Information Document has been updated to include reference to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, SEBI Listing Regulations 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 provisions of the General Information Document which are applicable to the Issue.*

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. Our Company and the Lead Manager would not be liable for any amendment, modification or change in applicable law, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that their Applications do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Prospectus and the Prospectus.

This section applies to all the Applicants, please note that all the Applicants are required to make payment of the full Application Amount along with the Application Form.

Our Company and the 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.

PART A

FIXED PRICE ISSUE PROCEDURE

The Issue is being made under Regulation 106(M) (1) of Chapter XB of SEBI (Issue of Capital and Disclosure Requirements) *Regulations*, 2009 via Fixed Price Process.

Applicants are required to submit their Applications to the Application Collecting Intermediaries. In case of QIB Applicants, the *Company* in consultation with the Lead Manager may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing.

In *case* of Non Institutional Applicants and Retail Individual Applicants, our Company would have a right to reject the Applications only on technical grounds.

Investors should note that the Equity Shares will be allotted to all successful Applicants only in dematerialized form. Applicants will not have the option of being Allotted Equity Shares in physical form.

Investors should note that according to section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialized form. Applicants will not have the option of being Allotted Equity Shares in physical form. Further the Equity shares on

allotment shall be trade only in the dematerialized segment of the Stock Exchange, as mandated by SEBI.

APPLICATION FORM

Pursuant to SEBI Circular dated January 01, 2016 and bearing No. CIR/CFD/DIL/1/2016, the Application Form has been standardized. Also please note that pursuant to SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 investors in public issues can only invest through ASBA Mode. The prescribed colours of the Application Form for various investors applying in the Issue are as follows:

Category	Colour of Application Form
Resident Indians and Eligible NRIs applying on a non-repatriation basis	White
Eligible NRIs, FVCIs, FIIs, their Sub-Accounts (other than Sub- Accounts which are foreign corporates or foreign individuals bidding under the QIB Portion), applying on a	Blue
(ASBA)	

Applicants shall only use the specified Application Form for the purpose of making an application in terms of the Prospectus. The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number.

Applicants 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")

i. an SCSB, with whom the bank account to be blocked, is main
ii. Applicants are required to submit their applications only through any of the following Application Collecting Intermediaries
iii. a syndicate member (or sub-syndicate member)
iv. a stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')
v. a depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
vi. 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 intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

For applications Submitted by investors to SCSB:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) 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 stock exchange(s). Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants are deemed to have authorised our Company to make the necessary changes in the Prospectus, without prior or subsequent notice of such changes to the Applicants.

Availability of Prospectus and Application Forms

The Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, Lead Manager to the Issue, Registrar to the Issue as mentioned in the Application Form. The application forms may also be downloaded from the website of National Stock Exchange of India Limited i.e. www.nseindia.com.

WHO CAN APPLY?

In addition to the category of Applicants set forth under "– General Information Document for Investing in Public Issues – Category of Investors Eligible to participate in an Issue", the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines, including:

- FPIs and sub-accounts registered with SEBI other than Category III foreign portfolio investor;
- Category III foreign portfolio investors, which are foreign corporates or foreign individuals only under the Non Institutional Investors (NIIs) category;
- Scientific and/or industrial research organizations authorized in India to invest in the Equity Shares.
- Any other persons eligible to apply in this Issue under the laws, rules, regulations, guidelines and policies applicable to them.
- Any other persons eligible to apply in this Issue under the laws, rules, regulations, guidelines and policies applicable to them.

Applications not to be made by:

- Minors (except through their Guardians)
- Partnership firms or their nominations
- Foreign Nationals (except NRIs)
- Overseas Corporate Bodies

MAXIMUM AND MINIMUM APPLICATION SIZE

- **For Retail Individual Applicants**

  The Application must be for a minimum of 6000 Equity Shares and in multiples of 6000 Equity Shares thereafter, so as to ensure that the Application Price payable by the Applicant does not exceed Rs. 2,00,000. In case of revision of Applications, the Retail Individual Applicants have to ensure that the Application Price does not exceed Rs. 2,00,000.

- **For Other than Retail Individual Applicants (Non-Institutional Applicants and QIBs):**

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds Rs. 2,00,000 and in multiples of 6000 Equity Shares thereafter. An Application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than Rs. 2, 00,000 for being considered for allocation in the Non-Institutional Portion.

Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Prospectus.

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 this Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

Participation by Associates /Affiliates of Lead Manager and the Syndicate Members

The Lead Manager, Market Maker and the Underwriter, if any shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting and market making obligations. However, associates/affiliates of the Lead Manager and Syndicate Members, if any may subscribe for Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Category as may be applicable to the Applicants, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

OPTION TO SUB SCRIB E IN THE ISSUE

a. As per Section 29(1) of the Companies Act, 2013 allotment of Equity Shares shall be in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.
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 specified securities that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

PARTICIPATION BY ASSOCIATED/ AFFILIATES OF LEAD MANAGER AND SYNDICATE MEMBERS

The Lead Manager and the Syndicate Members, if any, shall not be allowed to purchase in this Issue in any manner except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Lead Manager and the Syndicate Members, if any, may purchase the Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Applicants, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

APPLICATION BY INDIAN PUBLIC INCLUDING ELIGIBLE NRI'S APPLYING ON NON

REPATRIATION

Application must be made only in the names of individuals, limited companies or statutory corporations / institutions and not in the names of minors (other than minor having valid depository accounts as per demographic details provided by the depository), foreign nationals, non residents (except for those applying on non repatriation), trusts, (unless the trust is registered under the Societies Registration Act, 1860 or any other applicable trust laws and is authorized under its constitution to hold shares and debentures in a company), Hindu Undivided Families (HUF), partnership firms or their nominees. In case of HUFs, application shall be made by the Karta of the HUF. An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public. Eligible NRIs applying on a non-repatriation basis may make payments by inward remittance in foreign exchange through normal banking channels or by debits to NRE/FCNR accounts as well as NRO accounts.

APPLICATIONS BY ELIGIBLE NRI'S/RFPI's ON REPATRIATION BASIS

Application Forms have been made available for eligible NRIs at our Registered Office and at the Registered Office of the Lead manager. Eligible NRI Applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment under the reserved category. The eligible NRIs who intend to make payment through Non Resident Ordinary (NRO) accounts shall use the Forms meant for Resident Indians and should not use the forms meant for the reserved category. Under FEMA, general permission is granted to companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRIs subject to the terms and conditions stipulated therein. Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 days from the date of issue of shares for allotment to NRIs on repatriation basis. Allotment of equity shares to Non Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in equity shares will be allowed to be repatriated along with the income thereon subject to permission of the RBI and subject to the Indian tax laws and regulations and any other applicable laws. Vide circular dated April 10, 2018, SEBI has clarified that NRIs are not eligible to make investments as an FPI. Accordingly, a company which is majority owned by one or more NRIs shall not be allowed to make investments as an FPI. However, if such company is appropriately regulated it may be given registration as Category II FPI for the purpose of acting as investment manager for other FPIs. This position is the same as in FII regime where companies promoted by NRIs were registered as non investing FIIs.

As per the current regulations, the following restrictions are applicable for investments by FPIs:

(1). A foreign portfolio investor shall invest only in the following securities, namely- (a) Securities in the primary and secondary markets including shares, debentures and warrants of companies, listed or to be listed on a recognized stock exchange in India through primary and secondary markets; (b) Units of schemes floated by domestic mutual funds, whether listed on a recognized stock exchange or not; (c) Units of schemes floated by a collective investment scheme; (d) Derivatives traded on a recognized stock exchange; (e) Treasury bills and dated government securities; (f) Commercial papers issued by an Indian company; (g) Rupee denominated credit enhanced bonds; (h) Security receipts issued by asset reconstruction companies; (i) Perpetual debt instruments and debt capital instruments, as specified by the Reserve Bank of India from time to time; (j) Listed and unlisted non-convertible debentures/bonds issued by an Indian company in the infrastructure sector, where 'infrastructure' is defined in terms of the extant External Commercial Borrowings (ECB) guidelines; (k) Non-convertible debentures or bonds issued by Non-Banking Financial Companies categorized as 'Infrastructure Finance Companies'(IFCs) by the Reserve Bank of

India; (l) Rupee denominated bonds or units issued by infrastructure debt funds; (m) Indian depository receipts; (n) Unlisted non-convertible debentures/bonds issued by an Indian company subject to the guidelines issued by the Ministry of Corporate Affairs, Government of India from time to time; (o) Securitized debt instruments, including – (i) any certificate or instrument issued by a special purpose vehicle set up for securitisation of asset/s with banks, financial institutions or non-banking financial institutions as originators; and (ii) any certificate or instrument issued and listed in terms of the SEBI (Public Offer and Listing of Securitised Debt Instruments) Regulations, 2008; and (p) Such other instruments specified by the Board from time to time.

(2). Where a foreign institutional investor or a sub account, prior to commencement of these regulations, holds equity shares in a company whose shares are not listed on any recognized stock exchange, and continues to hold such shares after initial public offering and listing thereof, such shares shall be subject to lock-in for the same period, if any, as is applicable to shares held by a foreign direct investor placed in similar position, under the policy of the Government of India relating to foreign direct investment for the time being in force.

(3). In respect of investments in the secondary market, the following additional conditions shall apply:

a) A foreign portfolio investor shall transact in the securities in India only on the basis of taking and giving delivery of securities purchased or sold;

b) Nothing contained in clause (a) shall apply to:

i. Any transactions in derivatives on a recognized stock exchange;

ii. Short selling transactions in accordance with the framework specified by SEBI;

iii. Any transaction in securities pursuant to an agreement entered into with the merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

iv. Any other transaction specified by SEBI.

c) No transaction on the stock exchange shall be carried forward;

d) The transaction of business in securities by a foreign portfolio investor shall be only through stock brokers registered by SEBI; provided nothing contained in this clause shall apply to:

i. transactions in Government securities and such other securities falling under the purview of the Reserve Bank of India which shall be carried out in the manner specified by the Reserve Bank of India;

ii. sale of securities in response to a letter of offer sent by an acquirer in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

iii. sale of securities in response to an offer made by any promoter or acquirer in accordance with the Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2009;

iv. Sale of securities, in accordance with the Securities and Exchange Board of India (Buy-back of securities) Regulations, 1998;

v. divestment of securities in response to an offer by Indian Companies in accordance with Operative Guidelines for Disinvestment of Shares by Indian Companies in the overseas market through issue of American Depository Receipts or Global Depository Receipts as notified by the Government of India and directions issued by Reserve Bank of India from time to time;

vi. Any bid for, or acquisition of, securities in response to an offer for disinvestment of shares made by the Central Government or any State

Government;

vii. Any transaction in securities pursuant to an agreement entered into with merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

viii. Transactions by category I and Category II foreign portfolio investors, in corporate bonds, as may be specified by SEBI;

ix. Transactions on the electronic book provider platform of recognised stock exchanges;

x. Any other transaction specified by the Board.

e) A foreign portfolio investor shall hold, deliver or cause to be delivered securities only in dematerialized form:

Provided that any shares held in non-dematerialized form, before the commencement of these regulations, can be held in non-dematerialized form, if such shares cannot be dematerialized.

Unless otherwise approved by SEBI, securities shall be registered in the name of the foreign portfolio investor as a beneficial owner for the purposes of the Depositories Act, 1996.

(4). The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below ten percent of the total issued capital of the company.

(5). The investment by the foreign portfolio investor shall also be subject to such other conditions and restrictions as may be specified by the Government of India from time to time.

(6). In cases where the Government of India enters into agreements or treaties with other sovereign Governments and where such agreements or treaties specifically recognize certain entities to be distinct and separate, SEBI may, during the validity of such agreements or treaties, recognize them as such, subject to conditions as may be specified by it.

(7). A foreign portfolio investor may lend or borrow securities in accordance with the framework specified by SEBI in this regard.

(8). No foreign portfolio investor may issue, subscribe to or otherwise deal in offshore derivative instruments, directly or indirectly, unless the following conditions are satisfied:

(a) Such offshore derivative instruments are issued only to persons who are regulated by an appropriate foreign regulatory authority;

(b) Such offshore derivative instruments are issued after compliance with 'know your client' norms:

Provided that those unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated shall not issue, subscribe or otherwise deal in offshore derivatives instruments directly or indirectly:

Provided further that no Category III foreign portfolio investor shall issue, subscribe to or otherwise deal in offshore derivatives instruments directly or indirectly.

(9). A foreign portfolio investor shall ensure that further issue or transfer of any offshore derivative instruments issued by or on behalf of it, is made subject to the following conditions:

(a) such offshore instruments are transferred to persons subject to fulfilment of the conditions mentioned above; and (b) prior consent of the foreign portfolio investor is obtained for such transfer,except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the foreign portfolio investor.

(10). Foreign portfolio investors shall fully disclose to SEBI any information concerning the terms of and parties to off-shore derivative instruments such as participatory notes, equity linked notes or any other such instruments, by whatever names they are called, entered into by it relating to any securities listed or proposed to be listed in any stock exchange in India, as and when and in such form as SEBI may specify.

(11). Any offshore derivative instruments issued under the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995 before commencement of SEBI (Foreign Portfolio Investors) Regulations, 2014 shall be deemed to have been issued under the corresponding provisions of SEBI (Foreign Portfolio Investors) Regulations, 2014.

(12). An FII or its sub account which holds a valid certificate of registration shall, subject to payment of conversion fees, be eligible to continue to buy, sell or otherwise deal in securities till the expiry of its registration as a foreign institutional investor or sub-account, or until he obtains a certificate of registration as foreign portfolio investor, whichever is earlier.

(13). A qualified foreign investor may continue to buy, sell or otherwise deal in securities subject to the provisions of the SEBI (Foreign Portfolio Investors) Regulations, 2014, for a period of one year from the date of commencement of the aforesaid regulations, or until it obtains a certificate of registration as foreign portfolio investor, whichever is earlier.

APPLICATIONS BY M UTUAL FUNDS

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 index funds or sector or industry specific funds. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

The Applications made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

APPLICATIONS B Y LIM ITED LIAB ILITY 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 COM PANIES

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 reasons thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000 (the 'IRDA Investment Regulations'), are broadly set forth below:

(1). *Equity shares of a company:* The least of 10% of the investee company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;

(2). The entire group of the investee company: not more than 15% of the respective funds in case of life insurer or 15% of investment assets in case of general insurer or re-insurer 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 operates:* not more than 15% of the fund of a life insurer or a general insurer or a re-insurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in case of investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or a general insurer and the amount calculated under points (1), (2) and (3) above, as the case may be.

APPLICATIONS UNDER POWER OF ATTORNEY

In case of Applications made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of Rs. 2500 Lacs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2500 Lacs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the Memorandum of Association and Articles of Association and/ or bye laws must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

With respect to applications by VCFs, FVCIs, and FPIs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may belong with a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.

In case of Applications made pursuant to a power of attorney by Mutual Funds, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with the certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of Applications made by insurance companies registered with the Insurance Regulatory and Development Authority, a certified copy of certificate of registration issued by Insurance Regulatory

and Development Authority must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of Applications made pursuant to a power of attorney by FIIs, 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 their SEBI registration certificate must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of Applications made by provident funds with minimum corpus of Rs. 25 crore (subject to applicable law) and pension funds with minimum corpus of Rs. 25 crore, 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, the 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 PROVIDENT FUNDS/PENSION FUNDS

In case of Applications made by provident funds with minimum corpus of Rs. 25 Crore (subject to applicable law) and pension funds with minimum corpus of Rs. 25 Crore, 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, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

The above information is given for the benefit of the Applicants. Our Company and 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 any single application from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in this Prospectus/ Prospectus.

Method and Process of Applications

- The Designated Intermediaries shall accept applications from the Applicants during the Issue Period.

- The Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Issue Period may be extended, if required, by an additional three Working Days, subject to the total Issue Period not exceeding 10 Working Days.

- During the Issue Period, Applicants who are interested in subscribing to the Equity Shares should approach the Designated Intermediaries to register their applications.

- The Applicant cannot apply on another Application Form after applications on one Application Form have been submitted to the Designated Intermediaries. Submission of a second Application form to either the same or to another Designated Intermediaries will be treated as multiple applications and is liable to rejected either before entering the application into the electronic collecting system or at any point prior to the allocation or Allotment of Equity Shares in this Issue.

- Designated Intermediaries accepting the application forms shall be responsible for uploading the application along with other relevant details in application forms on the

electronic bidding system of stock exchange and submitting the form to SCSBs for blocking of funds (except in case of SCSBs, where blocking of funds will be done by respective SCSBs only). All applications shall be stamped and thereby acknowledged by the Designated Intermediaries at the time of receipt.

- The Designated Intermediaries will enter each application option into the electronic collecting system as a separate application and generate a TRS and give the same to the applicant.

- Upon receipt of the Application Form, submitted whether in physical or electronic mode, the Designated Intermediaries shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, prior to uploading such applications with the Stock Exchange.

- If sufficient funds are not available in the ASBA Account, the Designated Intermediaries shall reject such applications and shall not upload such applications with the Stock Exchange.

- If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each application option into the electronic collecting system as a separate application and generate a TRS for each price and demand option. The TRS shall be furnished to the Applicant on request.

- The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdraw/ failure of the Issue or until withdrawal/ rejection of the Application Form, as the case may be. Once the Basis of Allotment if finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Applicants to the Public Issue Account. In case of withdrawal/ failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

INFORMATION FOR THE APPLICANTS

1. 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 one regional newspaper with wide circulation. This advertisement shall be in the prescribed format.

2. Our Company will file the Prospectus with the RoC at least five days before the Issue Opening Date.

3. Any Applicant who would like to obtain the Prospectus and/or the Application Form can obtain the same from our Registered Office.

4. Applicants who are interested in subscribing to the Equity Shares should approach any of the Application Collecting Intermediaries or their authorised agent(s).

5. Applications 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 Branch. Application Forms submitted by Applicants whose beneficiary account is inactive shall be rejected.

6. 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.

7. Except for applications by or on behalf of the Central or State Government and the officials appointed by the courts and by investors residing in the State of Sikkim, the Applicants, or in the case of application in joint names, the first Applicant (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participants transacting in the securities market, irrespective of the amount of transaction. Any Application Form without PAN is liable to be rejected. The demat accounts of Applicants for whom PAN details have not been verified, excluding persons resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Applicants.

8. The Applicants may note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic collecting system of the Stock Exchange by the Bankers to the Issue or the SCSBs do not match with PAN, the DP ID and Client ID available in the Depository database, the Application Form is liable to be rejected.

M ETHOD AND PROCESS OF APPLICATIONS

1. Applicants are required to submit their applications during the Issue Period only through the following Application Collecting intermediary
   i. an SCSB, with whom the bank account to be blocked, is maintained
   ii. a syndicate member (or sub-syndicate member), if any
   iii. a stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')
   iv. a depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
   v. a registrar to an issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

   The Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Issue Period may be extended, if required, by an additional three Working Days, subject to the total Issue Period not exceeding 10 Working Days.

   The Intermediaries shall accept applications from all Applicants and they shall have the right to vet the applications during the Issue Period in accordance with the terms of the Prospectus.

   The Applicant cannot apply on another Application Form after one Application Form has been submitted to Application Collecting intermediaries Submission of a second Application Form to either the same or to another Application Collecting Intermediary will be treated as multiple applications and is liable to be rejected either before entering the application into the electronic collecting system, or at any point of time prior to the allocation or Allotment

of Equity Shares in this Issue.

2. The intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

3. The upload of the details in the electronic bidding system of stock exchange and post that blocking of funds will be done by as given below

For applications Submitted by Investors to SCSB:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) 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 stock exchange(s). Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.

4. Upon receipt of the Application Form directly or through other intermediary, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, and If sufficient funds are not available in the ASBA Account the application will be rejected.

5. If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each application option into the electronic collecting system as a separate application and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Applicant on request.

6. The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Applicants to the Public Issue Account. In case of withdrawal / failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

TERMS OF PAYMENT

Terms of Payment

The entire Issue price of Rs. 21/- per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, The Registrar to the Issue shall instruct the SCSBs to unblock the excess amount blocked.

SCSBs will transfer the amount as per the instruction received by the Registrar to the Public Issue Bank Account post finalisation of Basis of Allotment. The balance amount after transfer to the Public

Issue Account shall be unblocked by the SCSBs.

The Applicants should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, the Bankers to the Issue and the Registrar to the Issue to facilitate collections from the Applicants.

Payment mechanism for Applicants

The Applicants shall specify the bank account number in the Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non Retail Applicants shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalisation of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the application by the ASBA Applicant, as the case may be.

Please note that pursuant to the applicability of the directions issued by SEBI vide its circular bearing number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all Investors are applying in this Issue shall mandatorily make use of ASBA facility.

ELECTRONIC REGISTRATION OF APPLICATIONS

1. The Application Collecting Intermediary will register the applications using the on-line facilities of the Stock Exchange.

2. The Application Collecting Intermediary will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of the next Working day from the Issue Closing Date.

3. The Application collecting Intermediary shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the applications accepted by them, (ii) the applications uploaded by them, (iii) the applications accepted but not uploaded by them or (iv) In case the applications accepted and uploaded by any Application Collecting Intermediary other than SCSBs, the Application form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and Uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be re will be responsible for blocking the necessary amounts in the ASBA Accounts (v) Application accepted and uploaded but not sent to SCSBs for blocking of funds.

4. Neither the Lead Manager nor our Company, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the applications accepted by any Application Collecting Intermediaries, (ii) the applications uploaded by any Application Collecting Intermediaries or (iii) the applications accepted but not uploaded by the Application Collecting Intermediaries.

5. The Stock Exchange will offer an electronic facility for registering applications for the Issue. This facility will be available at the terminals of the Application Collecting Intermediaries and their authorized agents during the Issue Period. The Designated Branches or the Agents of the Application Collecting Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date, the Application Collecting Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Lead Manager on a regular basis.

6. With respect to applications by Applicants, at the time of registering such applications, the Application Collecting Intermediaries shall enter the following information pertaining to the Applicants into in the on-line system:
   - Name of the Applicant;
   - IPO Name;
   - Application Form number;
   - Investor Category;
   - PAN (of First Applicant, if more than one Applicant);
   - DP ID of the demat account of the Applicant;
   - Client Identification Number of the demat account of the Applicant;
   - Numbers of Equity Shares Applied for;
   - Bank account number.

7. With respect to applications by Applicants, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Applicants into in the on-line system:

8. Name of the Applicant;
   1. IPO Name:
   2. Application Form Number;
   3. Investor Category;
   4. PAN (of First Applicant, if more than one Applicant);
   5. DP ID of the demat account of the Applicant;
   6. Client Identification Number of the demat account of the Applicant;
   7. Number of Equity Shares Applied for;
   8. Bank Account details;
   9. Locations 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
   10. Bank account number.

9. 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.

10. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively. The registration of the Application by the Application Collecting Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.

11. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.

12. In case of Non Retail Applicants and Retail Individual Applicants, applications would not be rejected except on the technical grounds as mentioned in the Prospectus. The Application Collecting Intermediaries shall have no right to reject applications, except on technical grounds.

13. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our Company, our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

14. The Application Collecting Intermediaries will be given time till 1.00 P.M on the next working day after the Issue Closing Date to verify the PAN No, DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue 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.

15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for ASBA applications.

ALLOCATION OF EQUITY SHARES

1. The Issue is being made through the Fixed Price Process wherein 1,26,000 Equity Shares shall be reserved for Market Maker. 11,28,000 Equity Shares will be allocated on a proportionate basis to Retail Individual Applicants, subject to valid applications being received from Retail Individual Applicants at the Issue Price. The balance of the Net Issue will be available for allocation on a proportionate basis to Non Retail Applicants.

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

3. Allocation to Non-Residents, including Eligible NRIs, FIIs and FVCIs registered with SEBI, applying on repatriation basis will be subject to applicable law, rules, regulations, guidelines and approvals.

4. In terms of the SEBI Regulations, Non Retail Applicants shall not be allowed to either withdraw or lower the size of their applications at any stage.

5. Allotment status details shall be available on the website of the Registrar to the Issue.

SIGNING OF UNDERWRITING AGREEMENT AND FILING OF PROSPECTUS WITH ROC

a) Our Company has entered into an Underwriting agreement dated January 15, 2018.
b) A copy of the Prospectus has been filed with the RoC in terms of Section 26 of the Companies Act.

PRE- ISSUE ADVERTISEM ENT

Subject to Section 30 of the Companies Act, 2013, our Company shall, after registering the Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in: (i) English National Newspaper; (ii) Hindi National Newspaper; and (iii) Regional Newspaper, each with wide circulation.

ISSUANCE OF ALLOTM ENT ADVICE

1. Upon approval of the Basis of Allotment by the Designated Stock Exchange.
2. The Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Applicants who have been allocated Equity Shares in the Issue.

The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Applicant.

GENERAL INSTRUCTIONS

Do's:

- Check if you are eligible to apply;
- Read all the instructions carefully and complete the applicable Application Form;
- Ensure that the details about Depository Participant and Beneficiary Account are correct as Allotment of Equity Shares will be in the dematerialized form only;
- Each of the Applicants should mention their Permanent Account Number (PAN) allotted under the Income Tax Act, 1961;
- Ensure that the demographic details are updated, true and correct in all respects;
- Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant.
- Ensure that you have funds equal to the Application Amount in your bank account maintained with the SCSB before submitting the Application Form to the respective Designated Branch of the SCSB;
- Ensure that the Application Form is signed by the account holder in case the applicant is not the account holder. Ensure that you have mentioned the correct bank account number in the Application Form;
- Ensure that the Application Forms are delivered by the applicants within the time prescribed as per the Application Form and the Prospectus;
- Ensure that you have requested for and receive a TRS;
- Ensure that you have requested for and receive a acknowledgement;
- All applicants should submit their applications through the ASBA process only.
- The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Dont's:

- Do not apply for lower than the minimum Application size;
- Do not apply at a Price Different from the Price mentioned herein or in the Application Form

- Do not apply on another Application Form after you have submitted an Application to the Banker to of the Issue.
- Do not pay the Application Price in cash, by money order or by postal order or by stock invest;
- Do not send Application Forms by post; instead submit the same to the Application Collecting Intermediaries. Do not fill in the Application Form such that the Equity Shares applied for exceeds the Issue Size and/ or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the GIR number instead of the PAN as the Application is liable to be rejected on this ground.
- Do not submit incorrect details of the DP ID, beneficiary account number and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue
- Do not submit Applications on plain paper or incomplete or illegible Application Forms in a colour prescribed for another category of Applicant
- Do not submit more than five Application Forms per ASBA Account.
- Do not make Applications if you are not competent to contract under the Indian Contract Act, 1872, as amended.

INSTRUCTIONS FOR COMPLETING THE APPLICATION FORM

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. Application Forms should bear the stamp of the Application Collecting Intermediaries. Application Forms, which do not bear the stamp of the Application Collecting Intermediaries, will be rejected.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Application forms in public issues using the stock broker (‘broker) network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e. www.bseindia.com and NSE i.e. www.nseindia.com. With a view to broadbase the reach of Investors by substantially enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Application forms in Public Issue with effect from January 01, 2016. The List of RTA and DPs centres for collecting the application shall be disclosed is available on the websites of BSE i.e. www.bseindia.com and NSE i.e. www.nseindia.com.

APPLICANT'S DEPOSITORY ACCOUNT AND BANK DETAILS

Please note that, providing bank account details, PAN Nos, Client ID and DP ID in the space provided in the application form is mandatory and applications that do not contain such details are liable to be rejected.

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form as entered into the Stock Exchange online system, the Registrar to the 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 Allotment Advice. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the 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.

SUBMISSION OF APPLICATION FORM

All Application Forms duly completed shall be submitted to the Application Collecting Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

COM M UNICATIONS

All future communications in connection with 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 Application Collecting Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the 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.

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 Emerge Platform of National Stock Exchange of India Limited where the Equity Shares are proposed to be listed are taken within 6 working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 6 (Six) days of the Issue Closing Date;
2. The Company will provide adequate funds required for dispatch of Allotment Advice to the Registrar to the Issue.

Right to Reject Applications

In case of QIB Applicants, the Company in consultation with the Lead Manager 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.

IM PERSONATION

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."

UNDERTAKINGS BY THE COM PANY

Our Company undertake as follows:

1. That the complaints received in respect of the Issue shall be attended expeditiously and satisfactorily;
2. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at all the stock exchanges where the Equity Shares are proposed to be listed on sixth day from issue closure date. Working Days from the Issue Closing Date;That if the Company do not proceed with the Issue, the reason thereof shall be given as a public notice to be issued by our Company within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers where the pre- Issue advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
3. That our Promoter's contribution in full has already been brought in;
4. That no further issue of Equity Shares shall be made till the Equity Shares offered through the Prospectus are listed or until the Application monies are refunded on account of non-listing, under-subscription etc.; andThat if the Company withdraws the Issue after the Issue Closing Date, our Company shall be required to file a fresh offer document with the ROC/ SEBI, in the event our Company subsequently decides to proceed with the Issuer;

UTILIZATION OF THE ISSUE PROCEEDS

The Board of Directors of our Company certifies that:

1. all monies received out of the Issue shall be transferred to a separate Bank Account other than the bank account referred to in Sub-Section (3) of Section 40 of the Companies Act, 2013;
2. details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the Issue Proceeds remains unutilised, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized;
3. details of all unutilized monies out of the Issue, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested; and
4. Our Company shall comply with the requirements of the SEBI Listing Regulations in relation to the disclosure and monitoring of the utilisation of the proceeds of the Issue.

Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from all the Stock Exchanges where listing is sought has been received.

The Lead manager undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactory.

EQUITY SHARES IN DEM ATERIALSED FORM WITH NSDL OR CDSL

To enable all shareholders of the Company to have their shareholding in electronic form, the Company has entered into the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

a. Agreement dated March 19, 2018 among NSDL, the Company and the Registrar to the Issue;
b. Agreement dated March 14, 2018 among CDSL, the Company and the Registrar to the Issue; The Company's shares bear ISIN no INE691Z01015.

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 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 Issue. 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 exchanges, on the website of the Lead Manager to the Issue and on the website of Securities and Exchange Board of India **("SEBI")** at www.sebi.gov.in.

For the definitions of capitalized terms and abbreviations used herein Applicants may refer to the section "Glossary and Abbreviations".

SECTION 2: BRIEF INTRODUCTION TO IPOs ON SME EXCHANGE

2.1 INITIAL PUBLIC OFFER (IPO)

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is *inter-alia* required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) of the SEBI ICDR Regulations, 2009, if applicable. For details of compliance with the eligibility requirements by the Issuer, Applicants may refer to the Prospectus

The Issuer may also undertake IPO under chapter XB of the SEBI (ICDR) Regulations, wherein as per:

- Regulation 106M (1): An issuer whose post-issue face value Capital does not exceed ten crore 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 crore rupees and upto twenty five crore rupees, may also issue specified securities in accordance with provisions of this Chapter.

The present Issue is being made under Regulation 106M (1) of Chapter XB of SEBI (ICDR) Regulation.

2.2 OTHER ELIGIBILITY REQUIREMENTS

In addition to the eligibility requirements specified in paragraphs 2.1, an Issuer proposing to undertake an IPO is required to comply with various other requirements as specified in the SEBI ICDR Regulations, 2009, the Companies Act, 1956 (the "Companies Act"), The Securities Contracts (Regulation) Rules, 1957 (the "SCRR"), industry-specific regulations, if any, and other applicable laws for the time being in force. Following are the eligibility requirements for making an SME IPO under Regulation 106M(1) of Chapter XB of SEBI (ICDR) Regulation:

(a) In accordance with regulation 106(P) of 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 issue 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 company should have track record of at least 3 years

(f) The company should have positive cash accruals (earnings before depreciation and tax) from operations for at least 2 financial years preceding the application and its net-worth should be positive

(g) The post issue paid up capital of the company (face value) shall not be more than Rs. 25 crore.

(h) The issuer shall mandatorily facilitate trading in demat securities.

(i) The issuer should not been referred to Board for Industrial and Financial Reconstruction.

(j) No petition for winding up is admitted by a court or a liquidator has not been appointed of competent jurisdiction against the Company

(k) 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

(l) The Company should have a website.

2.3 THERE HAS BEEN NO CHANGE IN THE PROMOTER(S) OF THE COMPANY IN THE 1 YEAR PRECEDING THE DATE OF FILING APPLICATION TO NATIONAL STOCK EXCHANGE OF INDIA FOR LISTING ON EMERGE PLATFORM.

(a) Issuer shall also comply with all the other requirements as laid down for such an Issue under Chapter XB of SEBI (ICDR) Regulations and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

(b) As per Regulation 106(M)(3) of SEBI (ICDR) Regulations, 2009, the provisions of Regulations 6(1), 6(2), 6(3), Regulation 7, Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Sub regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to this issue.

(c) Thus Company is eligible for the issue in accordance with regulation 106M (1) and other provisions of chapter XB of the SEBI (ICDR) Regulations as the post issue face value capital does not exceed Rs. 1,000 Lakhs. Company also complies with the eligibility conditions laid by the Emerge Platform of National Stock Exchange Limited for listing of our Equity Shares.

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) and determine the price at a later date before registering the Prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The Issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre-issue advertisement was given at least five Working Days before the 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 shall 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 SE from the SME Exchange at a later date subject to the following:

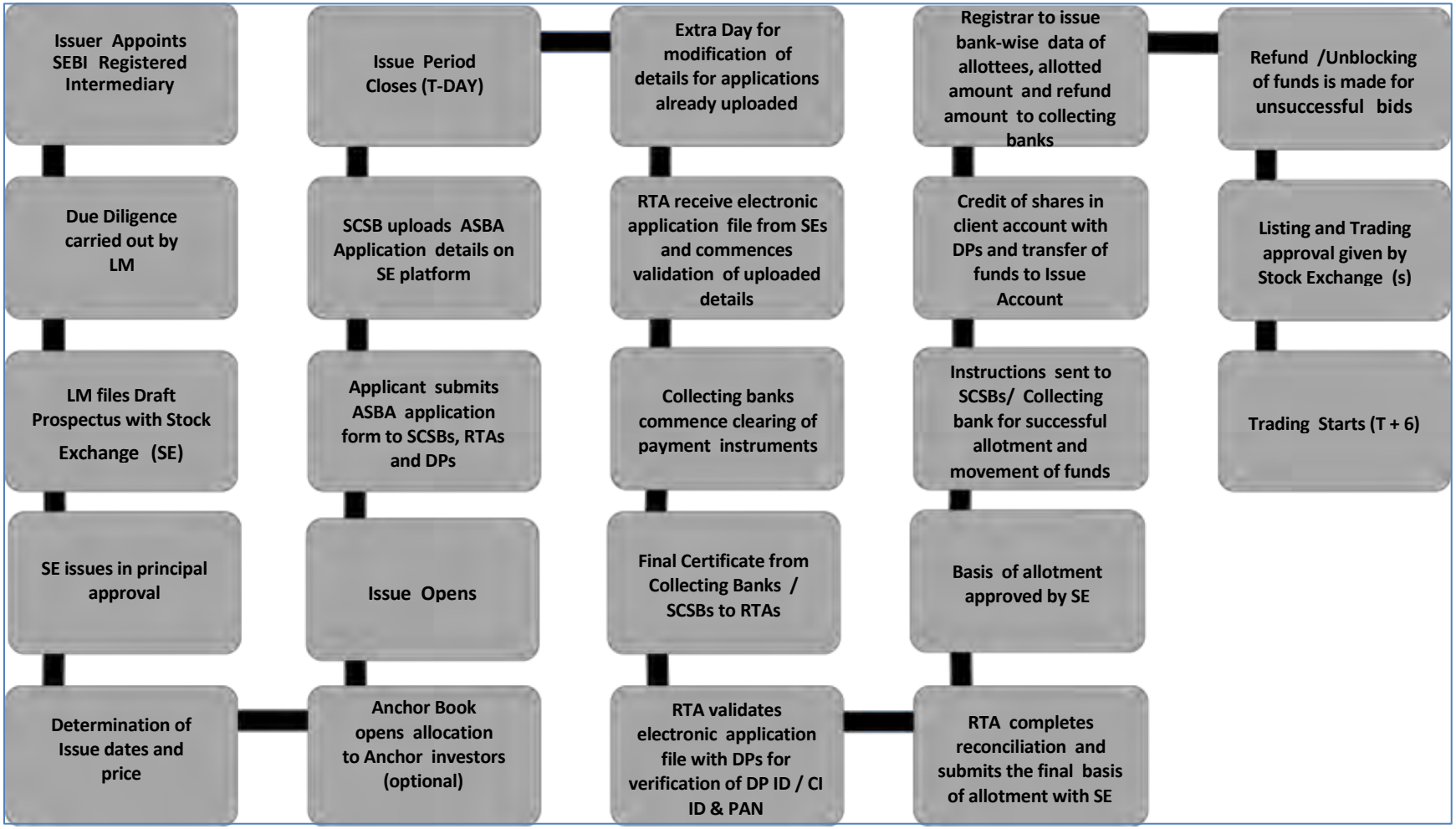
(a) If the Paid up Capital of the Company is likely to increase above Rs. 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), the Company shall apply to SE for listing of its shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board.

OR

(b) If the Paid up Capital of the company is more than 10 crores but below Rs. 25 crores, the Company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the 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 Diligence carried out by LM
LM files Draft Prospectus with Stock Exchange (SE)
SE issues in principal approval
Determination of Issue dates and price
Anchor Book opens allocation to Anchor investors (optional)
Issue Opens
Applicant submits ASBA application form to SCSBs, RTAs and DPs
SCSB uploads ASBA Application details on SE platform
Issue Period Closes (T-DAY)
Extra Day for modification of details for applications already uploaded
RTA receive electronic application file from SEs and commences validation of uploaded details
Collecting banks commence clearing of payment instruments
Final Certificate from Collecting Banks / SCSBs to RTAs
RTA validates electronic application file with DPs for verification of DP ID / CI ID & PAN
RTA completes reconciliation and submits the final basis of allotment with SE
Basis of allotment approved by SE
Instructions sent to SCSBs/ Collecting bank for successful allotment and movement of funds
Credit of shares in client account with DPs and transfer of funds to Issue Account
Registrar to issue bank-wise data of allottees, allotted amount and refund amount to collecting banks
Refund /Unblocking of funds is made for unsuccessful bids
Listing and Trading approval given by Stock Exchange (s)
Trading Starts (T + 6)

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:

1. 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 through natural/legal guardian;

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 the Equity Shares under their respective constitutional and charter documents;

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, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);

7. FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI

8. Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;

9. State Industrial Development Corporations;

10. 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;

11. Scientific and/or Industrial Research Organizations authorized to invest in equity shares;

12. Insurance Companies registered with IRDA;

13. Provident Funds and Pension Funds with minimum corpus of Rs. 2,500 Lakhs and who are authorized under their constitution to hold and invest in equity shares;

14. Multilateral and Bilateral Development Financial Institutions;

15. 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;

16. Insurance funds set up and managed by army, navy or air force of the Union of India or by Department of Posts, India;

17. Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws

18. 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 either bearing the stamp of Application Collecting Intermediaries as available or downloaded from the websites of the Stock Exchanges. Application Forms are available Designated Branches of the SCSBs, at the registered office of the Issuer and at the corporate office of LM. For further details regarding availability of Application Forms, Applicants may refer to the Prospectus.

Applicants should ensure that they apply in the appropriate category. The prescribed colour of the Application Form for various categories of Applicants is as follows:

Category	Colour of the Application
Resident Indian, Eligible NRIs applying on a non-repatriation	White
NRIs, FVCIs, FPIs, their Sub-Accounts (other than Sub-Accounts which are foreign corporate(s) or foreign individuals applying under the QIB), on a repatriation basis	Blue
Anchor Investors (where applicable) & Applicants applying in the reserved category	Not Applicable

Securities Issued in an IPO can only be in dematerialized form in compliance with Section 29 of the Companies Act, 2013. Applicants will not have the option of getting the allotment of specified securities in physical form. However, they may get the specified securities rematerialized subsequent to allotment.

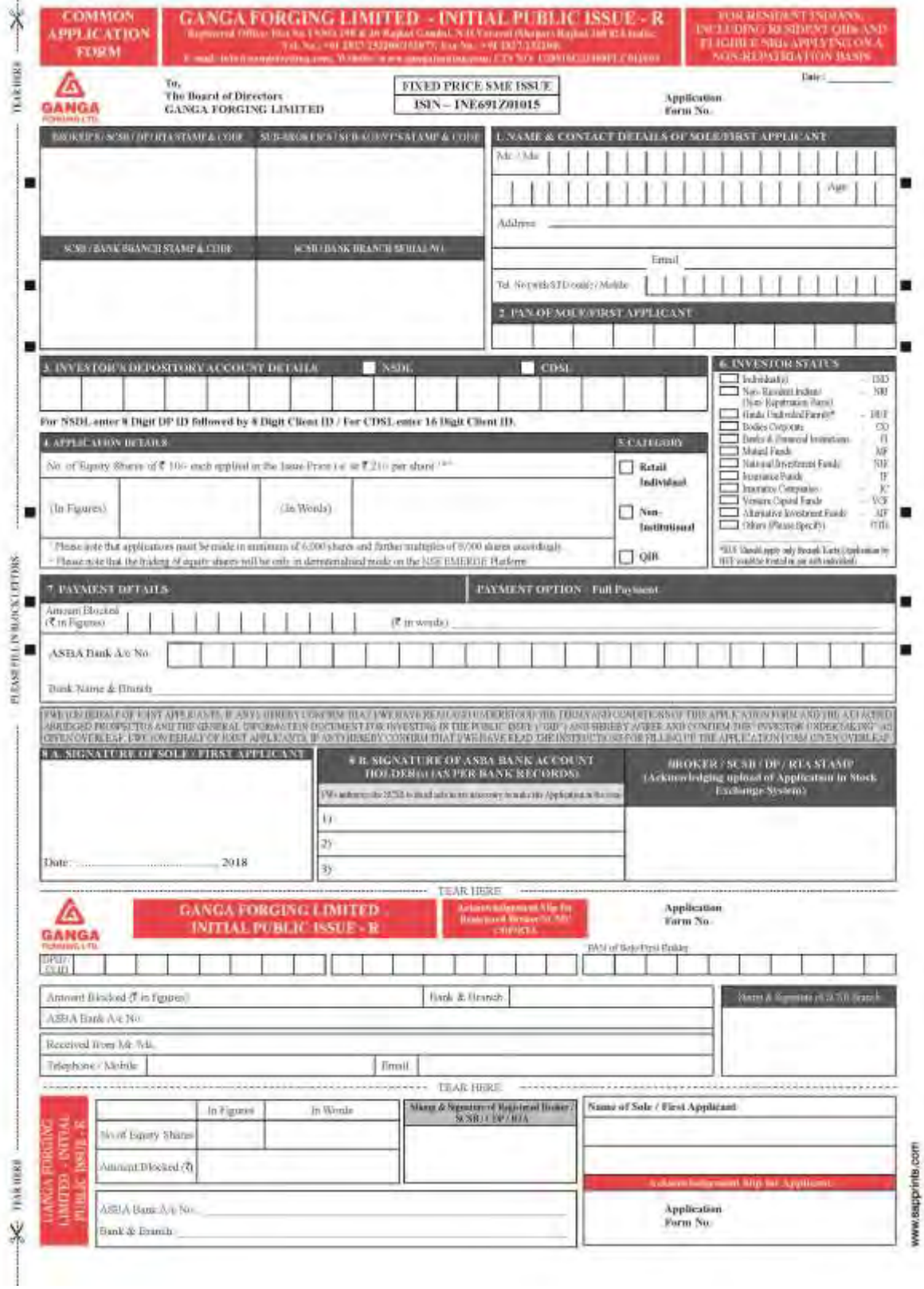
4.1 INSTRUCTIONS FOR FILING THE APPLICATION FORM (FIXED PRICE ISSUE)

Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the Prospectus and 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

R Application Form



COMMON APPLICATION FORM

GANGA FORGING LIMITED - INITIAL PUBLIC ISSUE - R

FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

Date: _____

GANGA FORGING (I) LTD.

To,
The Board of Directors
GANGA FORGING LIMITED

FIXED PRICE SME ISSUE
ISIN – INE691Z01015

Application Form No.

BROKER'S / SCSB / DP/ RTA STAMP & CODE | SUB-BROKER'S / SCSB AGENT'S STAMP & CODE

SCSB / BANK BRANCH STAMP & CODE | SCSB / BANK BRANCH SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE/FIRST APPLICANT

Mr. / Ms.

Age

Address

Email

Tel. No. (with STD code) / Mobile

2. PAN OF SOLE/FIRST APPLICANT

3. INVESTOR'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. APPLICATION DETAILS

No. of Equity Shares of ₹ 10/- each applied at the Issue Price i.e. at ₹ 21/- per share *#

(In Figures) (In Words)

* Please note that applications must be made in minimum of 6,000 shares and further multiples of 6000 shares accordingly.
# Please note that the trading of equity shares will be only in dematerialized mode on the NSE EMERGE Platform.

5. CATEGORY

☐ Retail Individual
☐ Non-Institutional
☐ QIB

6. INVESTOR STATUS

☐ Individual(s)	IND
☐ Non-Resident Indian/ Person Resident Outside India	NRI
☐ Hindu Undivided Family*	HUF
☐ Bodies Corporate	CO
☐ Banks & Financial Institutions	FI
☐ Mutual Funds	MF
☐ National Investment Funds	NIF
☐ Insurance Funds	IF
☐ Insurance Companies	IC
☐ Venture Capital Funds	VCF
☐ Alternative Investment Funds	AIF
☐ Others (Please Specify)	OTH

*HUF should apply only through Karta (Application by HUF would be treated as an individual)

7. PAYMENT DETAILS | PAYMENT OPTION - Full Payment

Amount Blocked (₹ 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 APPLICATION FORM AND THE ACCOMPANIED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THAT I/WE SHALL MAKE ALL APPLICATIONS ONLY THROUGH THE ASBA PROCESS. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.

8 A. SIGNATURE OF SOLE / FIRST APPLICANT

Date: 2018

8 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS)

I/We authorize the SCSB to block the amount mentioned in the Application Form.

1)
2)
3)

BROKER / SCAB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)

TEAR HERE

GANGA FORGING LIMITED - INITIAL PUBLIC ISSUE - R

Acknowledgement Slip for Registered Broker/ SCSB/ DP/ RTA

Application Form No.

DP ID / CLID | PAN of Sole/First Holder

Amount Blocked (₹ in Figures) | Bank & Branch | Stamp & Signature of SCSB Branch

ASBA Bank A/c No.

Received from Mr. /Ms.

Telephone / Mobile | Email

TEAR HERE

GANGA FORGING LIMITED - INITIAL PUBLIC ISSUE - R

	In Figures	In Words
No. of Equity Shares		
Amount Blocked (₹)		

Stamp & Signature of Registered Broker / SCSB / DP / RTA

Name of Sole / First Applicant

Acknowledgement Slip for Applicant

Application Form No.

ASBA Bank A/c No.

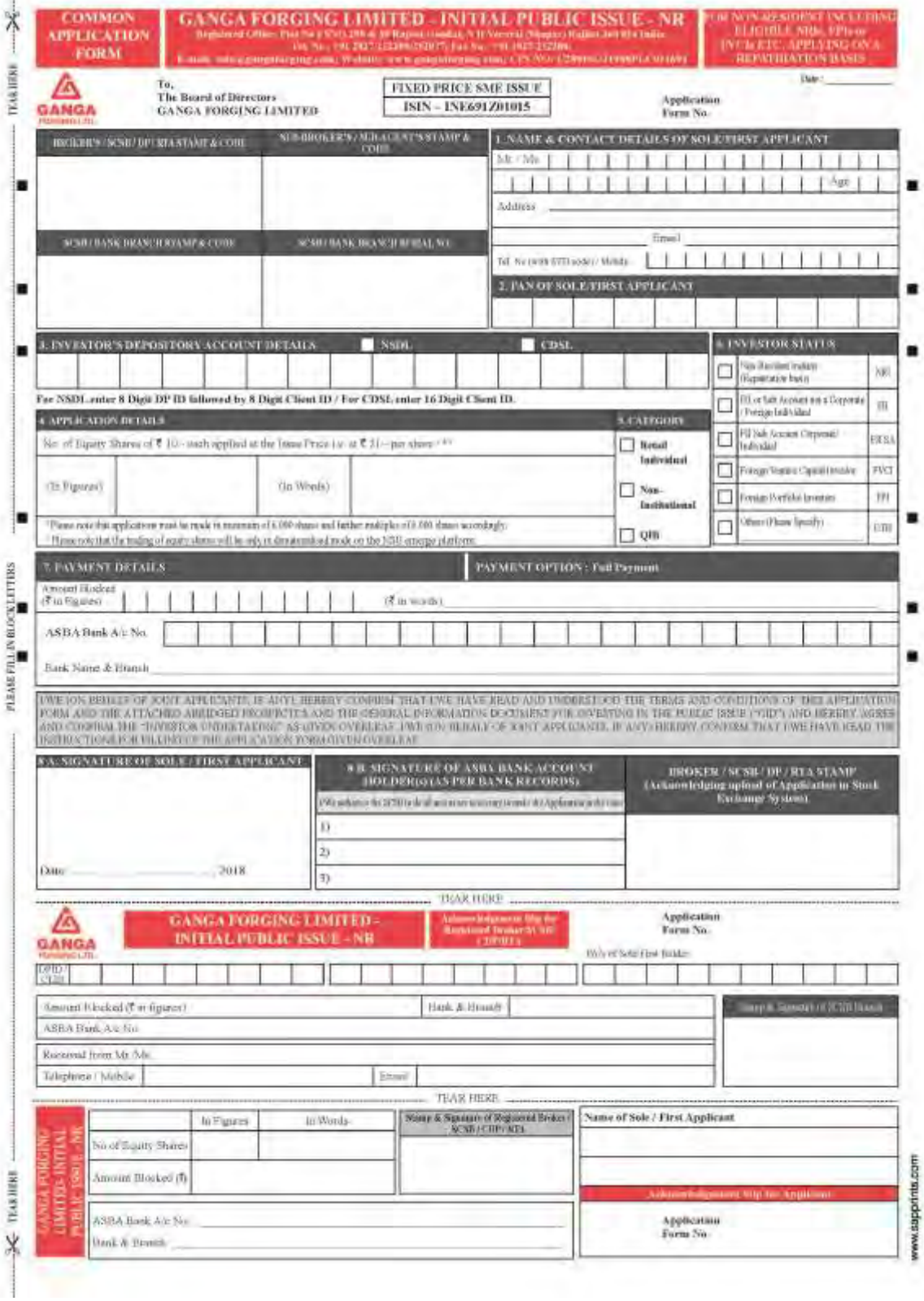
Bank & Branch

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NR Application Form



COMMON APPLICATION FORM

GANGA FORGING LIMITED - INITIAL PUBLIC ISSUE - NR

FOR NON-RESIDENT INCLUDING ELIGIBLE NRIs, FPIs or INVESTORS APPLYING ON A REPATRIATION BASIS

GANGA FORGING LTD.

To,
The Board of Directors
GANGA FORGING LIMITED

FIXED PRICE SME ISSUE
ISIN – INE691Z01015

Date: _____

Application Form No.

BROKER'S / SCSB / DP / RTA STAMP & CODE | SUB-BROKER'S / SUB-AGENT'S STAMP & CODE

SCSB / BANK BRANCH STAMP & CODE | SCSB / BANK BRANCH SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE/FIRST APPLICANT

Mr. / Ms.

Age

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE/FIRST APPLICANT

3. INVESTOR'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.

6. INVESTOR STATUS

☐	Non Resident Indian (Repatriation basis)	NRI
☐	FII or Sub Account on a Corporate / Foreign Individual	FII
☐	FII Sub Account (Corporate/ Individual)	FIISA
☐	Foreign Venture Capital Investor	FVCI
☐	Foreign Portfolio Investor	FPI
☐	Others (Please Specify)	OTH

4. APPLICATION DETAILS

No. of Equity Shares of ₹ 10/- each applied at the Issue Price i.e. at ₹ 21/- per share (*)(**)

(In Figures) | (In Words)

*Please note that applications must be made in minimum of 6,000 shares and further multiples of 6,000 shares accordingly.
**Please note that the trading of equity shares will be only in dematerialised mode on the NSE emerge platform.

5. CATEGORY

☐ Retail Individual
☐ Non-Institutional
☐ QIB

7. PAYMENT DETAILS | PAYMENT OPTION : Full Payment

Amount Blocked (₹ 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 APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE / FIRST APPLICANT

Date: _____ 2018

8 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)

(All applicants for DEMAT shares must sign irrespective of whether the Application is jointly made)

1)
2)
3)

BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)

TEAR HERE

GANGA FORGING LIMITED - INITIAL PUBLIC ISSUE - NR

Acknowledgement Slip for Registered Broker/ SCSB / DP/ RTA

Application Form No.

DP ID / CLID

Amount Blocked (₹ in figures) | Bank & Branch | Stamp & Signature of SCSB Branch

ASBA Bank A/c No.

Received from Mr./Ms.

Telephone / Mobile | Email

TEAR HERE

GANGA FORGING LIMITED - INITIAL PUBLIC ISSUE - NR

	In Figures	In Words	Stamp & Signature of Registered Broker / SCSB / CDP/ RTA
No of Equity Shares			
Amount Blocked (₹)			

ASBA Bank A/c No.

Bank & Branch

Name of Sole / First Applicant

Acknowledgement Slip for Applicant

Application Form No.

PLEASE FILL IN BLOCK LETTERS

TEAR HERE

www.sapnrits.com

4.1.1 FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/ FIRST APPLICANT

Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

(a) **Mandatory Fields:** Applicants should note that the name and address fields are compulsory and e-mail and/or telephone number/ mobile number fields are optional. Applicants should note that the contact details mentioned in the Application Form may be used to dispatch communications) 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 members of the Syndicate, the Registered Broker and the Registrar to the Issue only for correspondence(s) related to an Issue and for no other purposes.

(b) The Designated Intermediaries 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:

- makes or abets making of an application in a fictitious name to a Company for acquiring, or subscribing for, its securities; or
- makes or abets making of multiple applications to a Company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- otherwise induces directly or indirectly a Company to allot, or register any transfer of securities to him, or to any other person in a fictitious name,

Shall be liable for action under section 447 of the said Act.

(e) **Nomination Facility to Applicant:** Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Applicants should inform their respective DP.

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 July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as "Inactive demat accounts" and demographic details are not provided by depositories.

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 sending allocation advice and for other correspondence(s) related to an Issue.

(d) Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Applicants' sole risk.

4.1.4 FIELD NUMBER 4: APPLICATION DETAILS

(a) The Issuer may mention Price in the Prospectus. However a prospectus registered with RoC contains one price.

(b) Minimum And Maximum Application Size

(i) **For Retail Individual Applicants**
The Application must be for a minimum of 6000 Equity Shares. As the Application Price payable by the Retail Individual Applicants cannot exceed Rs. 2,00,000, they can make Application for only minimum Application size i.e. for 6000 Equity Shares.

(ii) **For Other Applicants (Non Institutional Applicants and QIBs):**

The Application must be for a minimum of such number of Equity Shares such that the Application Amount exceeds Rs. 2,00,000 and in multiples of 6000 Equity Shares thereafter. An Application cannot be submitted for more than the Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application. In case of revision in Applications, the Non Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than Rs. 2,00,000 for being considered for allocation in the Non Institutional Portion. Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Prospectus.

(c) **Multiple Applications:** An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or to any other Application Collecting 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 sub-accounts) 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 in compliance with the investment restrictions under applicable law.

(b) Certain categories of Applicants, such as NRIs, 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 7: PAYMENT DETAILS

- All Applicants are required to use ASBA facility to block the full Amount (net of any Discount, as applicable) along-with the Application Form. If the Discount is applicable in the Issue, the RIIs should indicate the full Amount in the Application Form and the funds shall be blocked for Amount net of Discount. Only in cases where the Prospectus indicates that part payment may be made, such an option can be exercised by the Applicant.

- All categories of investors can participate in the Issue only through ASBA mechanism.

- Application Amount cannot be paid in cash, through money order or through postal order or through stock invest.

4.1.1.1 **Payment instructions for Applicants**

(a) Applicants may submit the Application Form in physical mode to the Application Collecting Intermediaries.

(b) Applicants should specify the Bank Account number in the Application Form.

(c) 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;

(d) Applicants shall note that that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.

(e) From one Bank Account, a maximum of five Application Forms can be submitted.

(f) 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. In case Applicant applying through Application Collecting Intermediary other than SCSB, after verification and upload, the Application Collecting Intermediary shall send to SCSB for blocking of fund.

(g) 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.

(h) 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.

(i) 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.

(j) Upon submission of a completed Application Form each ASBA Applicant may be deemed to haveagreed 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.

(k) The Application Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of allotment and subsequent transfer of the Application Amount against the Allotted Equity Shares, if any, 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.

(l) SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB; else their Applications are liable to be rejected.

4.1.8 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/ partial/ non allotment ASBA 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 ASBA 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 6 Working Days of the Issue Closing Date.

4.1.8.1 Discount (if applicable)

(a) The Discount is stated in absolute rupee terms.
(b) RIIs, Employees and Retail Individual Shareholders 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
(d) i.e. the Application Amount less Discount (if applicable).

4.1.8.2 Additional Payment Instructions for NRIs

The Non-Resident Indians who intend to block funds in their Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians (non-repatriation basis). In the case of applications by NRIs applying on a repatriation basis, payment shall not be accepted out of NRO Account.

4.1.9 FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS

(a) Only the First Applicant is required to sign the Application Form. Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.

(b) If the ASBA Account is held by a person or persons other than the Applicant, then the Signature of the ASBA Account holder(s) is also required.

(c) In relation to the Applications, signature has to be correctly affixed in the authorization/undertaking box in the Application Form, or an authorisation has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the application amount mentioned in the Application Form.

(d) Applicants must note that Application Form without signature of Applicant and /or ASBA Account holder is liable to be rejected.

4.1.10 ACKNOWLEDGEMENT AND FUTURE COMMUNICATION

Applicants should ensure that they receive the acknowledgment duly signed and stamped by Application Collecting Intermediaries, as applicable, for submission of the Application Form.

(a) 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, unblocking of funds, 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. Applicant may contact the Company Secretary and Compliance Officer or LM(s) in case of any other complaints in relation to the Issue.

(b) 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 blocked on application And ASBA Account Number and Name.
   ii. name and address of the Designated Intermediary, where the Application was submitted; or
   iii. In case of ASBA applications, ASBA Account number in which the amount equivalent to the application amount was blocked.

   For further details, Applicant may refer to the Prospectus and the Application Form.

4.2 INSTRUCTIONS FOR FILING THE REVISION FORM

(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/withdraw their applications till closure of the Issue period

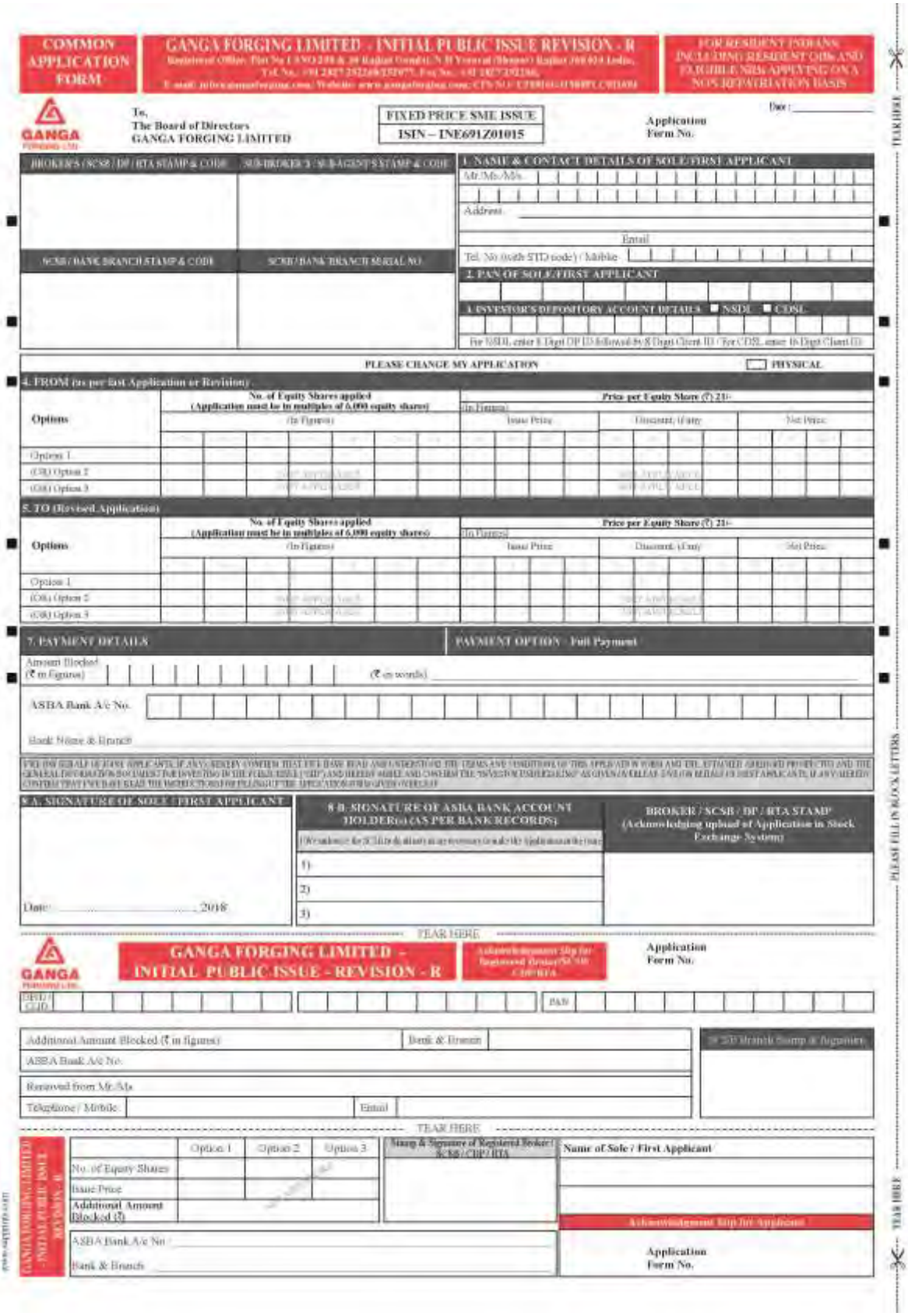
(c) Revisions can be made only in the desired number of Equity Shares by using the Revision Form.

(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:

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:

Revision Form – R



COMMON APPLICATION FORM

GANGA FORGING LIMITED - INITIAL PUBLIC ISSUE REVISION - R

FOR RESIDENT INDIANS INCLUDING RESIDENT QIBs AND FOR QIBs, NRIs APPLYING ON A NON-REPATRIATION BASIS

GANGA FORGING LTD.

To,
The Board of Directors
GANGA FORGING LIMITED

FIXED PRICE SME ISSUE
ISIN – INE691Z01015

Date :

Application Form No.

BROKER'S / SCSB / DP / RTA STAMP & CODE | SUB-BROKER'S / SUB-AGENT'S STAMP & CODE

SCSB / BANK BRANCH STAMP & CODE | SCSB / BANK BRANCH SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE/FIRST APPLICANT

Mr./Ms./M/s.

Address

Email

Tel. No. (with STD code) / Mobile

2. PAN OF SOLE/FIRST APPLICANT

3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL

For NSDL, enter 8 Digit DP ID followed by 8 Digit Client ID / For CDSL, enter 16 Digit Client ID

PLEASE CHANGE MY APPLICATION ☐ PHYSICAL

4. FROM (as per last Application or Revision)

Options	No. of Equity Shares applied (Application must be in multiples of 6,000 equity shares) (In Figures)	Price per Equity Share (₹) 21/- (In Figures) Issue Price	Discount, if any	Net Price
Option 1				
(OR) Option 2				
(OR) Option 3				

5. TO (Revised Application)

Options	No. of Equity Shares applied (Application must be in multiples of 6,000 equity shares) (In Figures)	Price per Equity Share (₹) 21/- (In Figures) Issue Price	Discount, if any	Net Price
Option 1				
(OR) Option 2				
(OR) Option 3				

7. PAYMENT DETAILS | PAYMENT OPTION – Full Payment

Amount Blocked (₹ 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 APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN AT ITEM 12 OF SECTION II (DETAILS OF FIRST APPLICANT). IF ANY, I/WE CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM AS GIVEN OVERLEAF.

8 A. SIGNATURE OF SOLE / FIRST APPLICANT

Date: 2018

8 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS)

(Co-applicant(s) for A/C (Additional) as may be necessary (as made by Applicant(s) in the Bank)

1)

2)

3)

BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)

TEAR HERE

GANGA FORGING LIMITED - INITIAL PUBLIC ISSUE - REVISION - R

Acknowledgement Slip for Registered Broker/SCSB/CDP/RTA

Application Form No.

DP ID / CLID | PAN

Additional Amount Blocked (₹ in figures) | Bank & Branch

ASBA Bank A/c No.

Received from Mr./Ms.

Telephone / Mobile | Email

SCSB Branch Stamp & Signature

TEAR HERE

	Option 1	Option 2	Option 3
No. of Equity Shares			
Issue Price			
Additional Amount Blocked (₹)			

Stamp & Signature of Registered Broker / SCSB / CDP / RTA

Name of Sole / First Applicant

Acknowledgement Slip for Applicant

ASBA Bank A/c No.

Bank & Branch

Application Form No.

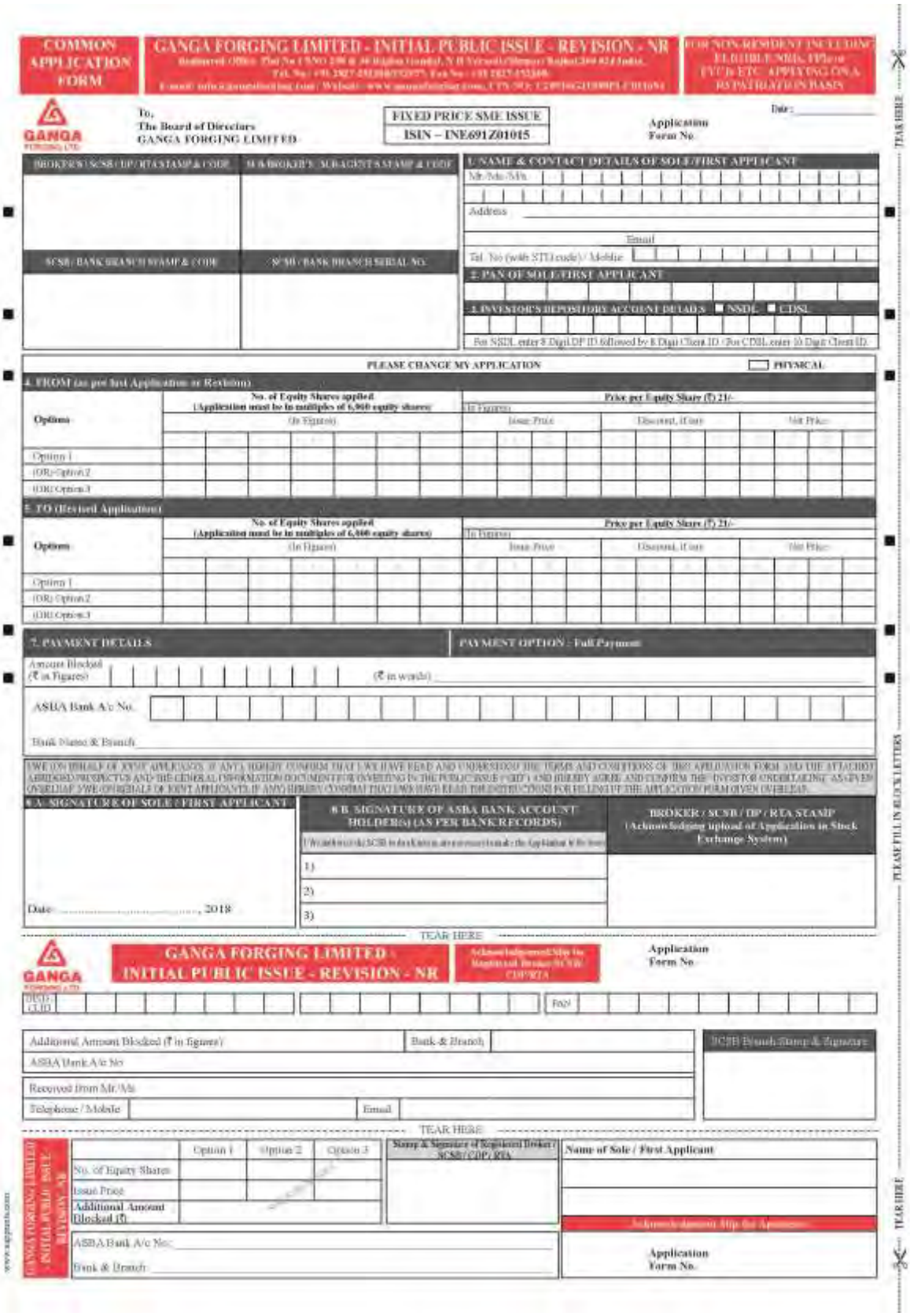
GANGA FORGING LIMITED - INITIAL PUBLIC ISSUE - REVISION - R

PLEASE FILL IN BLOCK LETTERS

TEAR HERE

TEAR HERE

Revision Form – NR



COMMON APPLICATION FORM

GANGA FORGING LIMITED - INITIAL PUBLIC ISSUE - REVISION - NR

FOR NON-RESIDENT (INCLUDING ELIGIBLE NRIs, FPIs or FVCIs ETC. APPLYING ON A REPATRIATION BASIS

GANGA FORGING LTD.

To,
The Board of Directors
GANGA FORGING LIMITED

FIXED PRICE SME ISSUE
ISIN – INE691Z01015

Application Form No.

Date: _____

BROKER'S/ SCSB/ DP/ RTA STAMP & CODE	SUB-BROKER'S/ SUB-AGENT'S STAMP & CODE
SCSB/ BANK BRANCH STAMP & CODE	SCSB/ BANK BRANCH SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE/FIRST APPLICANT

Mr./Ms./M/s.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE/FIRST APPLICANT

3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL

For NSDL, enter 8 Digit DP ID followed by 8 Digit Client ID / For CDSL, enter 16 Digit Client ID

PLEASE CHANGE MY APPLICATION ☐ PHYSICAL

4. FROM (as per last Application or Revision)

Options	No. of Equity Shares applied (Application must be in multiples of 6,000 equity shares) (In Figures)	Price per Equity Share (₹) 21/- (In Figures) Issue Price	Discount, if any	Net Price
Option 1				
(OR) Option 2				
(OR) Option 3				

5. TO (Revised Application)

Options	No. of Equity Shares applied (Application must be in multiples of 6,000 equity shares) (In Figures)	Price per Equity Share (₹) 21/- (In Figures) Issue Price	Discount, if any	Net Price
Option 1				
(OR) Option 2				
(OR) Option 3				

7. PAYMENT DETAILS — PAYMENT OPTION : Full Payment

Amount Blocked (₹ 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 APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE INVESTOR UNDERTAKING AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR HOW TO FILL UP THE APPLICATION FORM GIVEN OVERLEAF.

8 A. SIGNATURE OF SOLE / FIRST APPLICANT	8 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS)	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)
Date: _____, 2018	1)	
	2)	
	3)	

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GANGA FORGING LTD.

GANGA FORGING LIMITED - INITIAL PUBLIC ISSUE - REVISION - NR

Acknowledgement Slip for Applicant (Broker/SCSB/DP/RTA)

Application Form No.

DEMAT / CLID | PAN

Additional Amount Blocked (₹ in figures)	Bank & Branch	SCSB Branch Stamp & Signature
ASBA Bank A/c No.		
Received from Mr./Ms.		
Telephone / Mobile	Email	

TEAR HERE

GANGA FORGING LIMITED - INITIAL PUBLIC ISSUE - REVISION - NR

	Option 1	Option 2	Option 3
No. of Equity Shares			
Issue Price			
Additional Amount Blocked (₹)			

Stamp & Signature of Registered Broker / SCSB / CDP / RTA

Name of Sole / First Applicant

Acknowledgement Slip for Applicant

ASBA Bank A/c No.:

Bank & Branch:

Application Form No.

www.agamarks.com

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PLEASE FILL IN BLOCK LETTERS

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4.2.1. FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST APPLICANT, PAN OF SOLE/FIRST APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE APPLICANT

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.2.2. FIELD 4 & 5: BID OPTIONS 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 exceed Rs. 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. 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. SIGNATURES AND ACKNOWLEDGEMENTS

Applicants may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

4.3 SUBMISSION OF REVISION FORM/ APPLICATION FORM

4.3.1 Applicants may submit completed application form / Revision Form in the following manner:-

Mode of Application	Submission of Application Form
All Investors Application	To the Application Collecting Intermediaries as mentioned in the Prospectus/ Application Form

SECTION 5: ISSUE PROCEDURE IN FIXED PRICE ISSUE)

5.1 APPLICANTS MAY NOTE THAT THERE IS NO BID CUM APPLICATION FORM IN A FIXED PRICE ISSUE

As the 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 Application Collecting Intermediaries and apply only through ASBA facility.

ASBA Applicants may submit an Application Form either in physical/electronic form to the Application Collecting Intermediaries authorising blocking of funds that are available in the bank account specified in the Application Form only ("ASBA Account"). The Application Form is also made available on the websites of the Stock Exchanges at least one day prior to the Issue Opening Date.

In a fixed price Issue, allocation in the net offer to the public category is made as follows: minimum fifty per cent to Retail Individual Investors; and remaining to (i) individual investors other than Retail Individual Investors; and (ii) other Applicants including corporate bodies or institutions, irrespective of the number of specified securities applied for. The unsubscribed portion in either of the categories specified above may be allocated to the Applicants in the other category.

5.2 GROUNDS OF REJECTIONS

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount blocked does not tally with the amount payable for the Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Application by persons not competent to contract under the Indian Contract Act, 1872 (other than minor having valid depository accounts as per demographic details provided by the depositary);
- PAN not mentioned in the Application Form;
- GIR number furnished instead of PAN;
- Applications for lower number of Equity Shares than specified for that category of investors;
- Applications at a price other than the Fixed Price of the Issue;
- Applications for number of Equity Shares which are not in multiples of 6000;
- Category not ticked;
- Multiple Applications as defined in the Prospectus;
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash/ cheque/ demand / pay order;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Prospectus

and as per the instructions in the Prospectus and the Application Forms;

- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Applications not duly signed by the sole/ first Applicant;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Applications or revisions thereof by QIB Applicants, Non Institutional Applicants where the Application Amount is in excess of Rs. 2,00,000, received after 3.00 pm on the Issue Closing Date, unless the extended time is permitted by National Stock Exchange of India Limited.
- Details of ASBA Account not provided in the Application form

For details of instructions in relation to the Application Form, Applicants may refer to the relevant section the GID.

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 EXCHANGES BY THE APPLICATION COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE APPLICATION FORM IS LIABLE TO BE REJECTED.

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 EMERGE Platform of National Stock Exchange of India (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 6,000 equity shares the allotment will be made as follows:

i. Each successful Applicant shall be allotted 6,000 equity shares; and

ii. The successful Applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.

(d) If the proportionate allotment to an Applicant works out to a number that is not a multiple of 6,000 equity shares, the Applicant would be allotted Shares by rounding off to the nearest multipleof 6,000 equity shares subject to a minimum allotment of 6,000 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 6,000 Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the issue specified under the Capital Structure mentioned in this Prospectus.

(f) The above proportionate allotment of Shares in an Issue that is oversubscribed shall be subject to the reservation for Retail individual Applicants as described below:

i. As per Regulation 43(4) of 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 Rs. 2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with National Stock Exchange of India Limited.

The Executive Director / Managing Director of National Stock Exchange of India Limited - 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.

7.2 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

(a) **Designated Date:** On the Designated Date, the SCSBs shall transfer the funds represented by allocation of Equity Shares into the Public Issue Account with the Bankers to the 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) 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.

(d) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.

(e) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) initiate corporate action for credit of shares to the successful Applicants Depository Account will be completed within 4 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 one Working Day from the date of Allotment, after the funds are transferred from the Public Issue Account on the Designated Date.

SECTION 8: INTEREST AND REFUNDS

8.1 COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within 6 Working Days of the Issue Closing Date. The Registrar to the Issue may give instructions for credit to Equity Shares the beneficiary account with DPs, and dispatch the Allotment Advice within 6 Working Days of the Issue Closing Date.

8.2 GROUNDS FOR REFUND

8.2.1 NON RECEIPT OF LISTING PERMISSION

An Issuer makes an application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in Prospectus. The Designated Stock Exchange may be as disclosed in the Prospectus with which the Basis of Allotment may be 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(s), the Issuer may forthwith repay, without interest, all moneys received from the Applicants in pursuance of the Prospectus.

If such money is not repaid within eight days after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of eight days, be liable to repay the money, with interest at such rate, as prescribed under Section 73 of the Companies Act, and as disclosed in the Prospectus.

8.2.2 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, if the "stated minimum amount" has not be subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If 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 73 of the Companies Act, 1956 (or the Company shall follow any other substitutional or additional provisions as has been or may be notified under the Companies Act, 2013).

8.2.3 MINIMUM NUMBER OF ALLOTTEES

The Issuer may ensure that the number of prospective Allottees to whom Equity Shares may be allotted may not be less than 50 failing which the entire application monies may be refunded forthwith.

Mode of Unblocking of Funds

Within 6 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.

8.3 MODE OF REFUND

Within 6 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.

8.3.1 Mode of making refunds

The Registrar to the Issue may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA Bids 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 /or demat credits are not made to Applicants or instructions for unblocking of funds in the ASBA Account are not done within the 4 Working days of the Issue Closing Date.

The Issuer may pay interest at 15% per annum for any delay beyond 6 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 Exchanges
Application Form	The form in terms of which the Applicant should make an application for Allotment in case of issues other than Book Built Issues, includes Fixed Price Issue
Application Supported by Blocked Amount/ (ASBA)/ASBA	An application, whether physical or electronic, used by Applicants to make a Application authorizing an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB to the extent of the Application Amount of the ASBA Applicant
ASBA Application	An Application made by an ASBA Applicant
Applicant	Prospective Applicants in the Issue who apply through ASBA
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Applicants under the Issue
Bid	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

Term	Description
Issue Closing 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 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

Term	Description
Issue Period	Except in the case of Anchor Investors (if applicable), the period between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants (other than Anchor Investors) can submit their Application, inclusive of any revisions thereof. The Issuer may consider closing the Issue Period for QIBs one working day prior to the Issue Closing Date in accordance with the SEBI ICDR Regulations, 2009. Applicants may refer to the Prospectus for the Issue Period
Application Amount	The value indicated in the Application Form and payable by the Applicant upon submission of the Application (except for Anchor Investors), less discounts (if applicable).
Application Form	The form in terms of which the Applicant should make an offer to subscribe for or purchase the Equity Shares and which may be considered as the application for Allotment for the purposes of the Prospectus, whether applying through the ASBA or otherwise.
Applicant	Any prospective investor (including an ASBA Applicant) who makes a Application pursuant to the terms of the Prospectus and the Application Form. In case of issues undertaken through the fixed price process, all references to a Applicant should be construed to mean an Applicant
Book Built Process/ Book Building Process/ Book Building Method	The book building process as provided under SEBI ICDR Regulations, 2009,
Broker Centres	Broker Centres notified by the Stock Exchanges, where Applicants can submit the Application Form to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchanges.
Lead Manager/ LM	The Lead Manager to the Issue as disclosed in the Prospectus and the Application Form of the Issuer.
Business Day	Monday to Friday (except public holidays)
CAN/Confirmation	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which may be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
DP	Depository Participant
DP ID	Depository Participant's Identification Number
Depositories	National Securities Depository Limited and Central Depository Services (India) Limited

Term	Description
Demographic Details	Details of the Applicants including the Applicant's address, name of the Applicant's father/husband, investor status, occupation and bank account details
Designated Branches	Such branches of the SCSBs which may collect the Application Forms used by the ASBA Applicants applying through the ASBA and a list of which is available on http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries.
Designated CDP Locations	Such locations of the CDPs where Applicant can submit the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange i.e. www.nseeindia.com
Designated RTA Locations	Such locations of the RTAs where Applicant can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the websites of the Stock Exchange i.e. www.nseindia.com
Designated Date	The date on or after which funds are transferred by the SCSBs to the Public Issue Account of the Issuer.
Designated Stock Exchange	The designated stock exchange as disclosed in the Prospectus of the Issuer
Designated Intermediaries /Collecting Agent	Syndicate Members, Sub-Syndicate/Agents, SCSBs, Registered Brokers, Brokers, the CDPs and RTAs, who are authorized to collect Application Forms from the Applicants, in relation to the Issue
Discount	Discount to the Issue Price that may be provided to Applicants in accordance with the SEBI ICDR Regulations, 2009.
Prospectus	The Prospectus filed with Stock Exchange in case of Fixed Price Issues and which may mention a price
Employees	Employees of an Issuer as defined under SEBI ICDR Regulations, 2009 and including, in case of a new company, persons in the permanent and full time employment of the promoting companies excluding the promoters and immediate relatives of the promoter. For further details Applicant may refer to the Prospectus
Equity Shares	Equity shares of the Issuer
FCNR Account	Foreign Currency Non-Resident Account
First Applicant	The Applicant whose name appears first in the Application Form or Revision Form
FII(s)	Foreign Institutional Investors as defined under the SEBI (Foreign Institutional Investors) Regulations, 1995 and registered with SEBI under applicable laws in India

Term	Description
Fixed Price Issue/Fixed Price Process/Fixed Price Method	The Fixed Price process as provided under SEBI ICDR Regulations, 2009, in terms of which the Issue is being made
FPIs	Foreign Portfolio Investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
FPO	Further public offering

Term	Description
Foreign Venture Capital Investors or FVCIs	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations,
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 Price	The final price, less discount (if applicable) at which the Equity Shares may be Allotted in terms of the Prospectus. The Issue Price may be decided by the Issuer in consultation with the Lead Manager(s)
Maximum RII Allottees	The maximum number of RIIs who can be allotted the minimum Application Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum
MICR	Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
NRE Account	Non-Resident External Account
NRI	NRIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares
NRO Account	Non-Resident Ordinary Account
Net Issue	The Issue less reservation portion
Non-Institutional Investors or NIIs	All Applicants, including sub accounts of FIIs registered with SEBI which are foreign corporate or foreign individuals and FPIs which are Category III foreign portfolio investors, that are not QIBs or RIBs and who have Applied for Equity Shares for an amount of more than` 200,000 (but not including NRIs other than Eligible NRIs)

Term	Description
Non-Institutional Category	The portion of the Issue being such number of Equity Shares available for allocation to NIIs on a proportionate basis and as disclosed in the Prospectus and the Application Form
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FIIs, FPIs and FVCIs
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
Offer for Sale	Public offer of such number of Equity Shares as disclosed in the Prospectus through an offer for sale by the Selling Shareholder
Other Investors	Investors other than Retail Individual Investors in a Fixed Price Issue. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.

Term	Description
PAN	Permanent Account Number allotted under the Income Tax Act, 1961
Pricing Date	The date on which the Issuer in consultation with the Lead Manager(s), finalize the Issue Price
Prospectus	The prospectus filed with the RoC in accordance with Section 32 of the Companies Act, 2013 read with section 26 of Companies Act 2013 after the Pricing Date, containing the Issue Price, the size of the Issue and certain other information
Public Issue Account	An account opened with the Banker to the Issue to receive monies from the ASBA Accounts on the Designated Date
QIB Category	The portion of the Issue being such number of Equity Shares to be Allotted to QIBs on a proportionate basis
Qualified Institutional Buyers or QIBs	As defined under SEBI ICDR Regulations, 2009
RTA	Registrar to the Issue and Share Transfer Agent
Registered Broker	Stock Brokers registered with the Stock Exchanges having nationwide terminals, other than the members of the Syndicate
Registrar to the Issue/RTI	The Registrar to the Issue as disclosed in the Prospectus and Application Form
Reserved Category/ Categories	Categories of persons eligible for making application/bidding under reservation portion
Reservation Portion	The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI ICDR Regulations, 2009
Retail Individual Investors / RIIs	Investors who applies or bids for a value of not more than ` 200,000.

Term	Description
Retail Individual Shareholders	Shareholders of a listed Issuer who applies or bids for a value of not more than ` 200,000.
Retail Category	The portion of the Issue being such number of Equity Shares available for allocation to RIIs which shall not be less than the minimum bid lot, subject to availability in RII category and the remaining shares to be allotted on proportionate basis.
Revision Form	The form used by the Applicant in an issue to modify the quantity of Equity Shares indicates therein in any of their Application Forms or any previous Revision Form(s)
RoC	The Registrar of Companies
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992
SEBI ICDR Regulations, 2009	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
Self Certified Syndicate Bank(s) or SCSB(s)	A bank registered with SEBI, which offers the facility of ASBA and a list of which is available on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html
Specified Locations	Refer to definition of Broker Centers
Stock Exchanges/ SE	The stock exchanges as disclosed in the Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Issue are proposed to be listed
Syndicate	The Lead Manager and the Syndicate Member

Term	Description
Syndicate Agreement	The agreement to be entered into among the Issuer, and the Syndicate in relation to collection of the Bids in this Issue (excluding Application from ASBA Applicants)
Syndicate Member(s)/SM	The Syndicate Member(s) as disclosed in the Prospectus
Underwriters	The Lead Manager(s)
Underwriting Agreement	The agreement dated May 03, 2018 entered into between the Underwriters and our company.
Working Day	Any day, other than 2nd and 4th Saturday of the month, Sundays or public holidays, on which commercial banks in India are open for business, provided however, with reference to announcement Issue Period, "Working Days" shall mean all days, excluding Saturdays, Sundays and public holidays, which are working days for commercial

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and Foreign Exchange Management Act, 1999 ("**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 the Reserve Bank of India ("**RBI**") and Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("**DIPP**") and the concerned Ministry/ Department as laid out in the FDI Policy 2017.

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment ("**FDI**") through press notes and press releases. The DIPP, has issued consolidated FDI Policy Circular of 2017 ("**FDI Policy 2017**"), with effect from August 28, 2017, which consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2017 will be valid until the DIPP issues an updated circular.

The Reserve Bank of India also issues Master Circular on Foreign Investment in India every year. Presently, FDI in India is being governed by Master Circular on Foreign Investment dated July 01, 2015 as updated from time to time by RBI. In terms of the Master Circular, an Indian company may issue fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Circular. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including filing of Form FC-GPR.

Under the current FDI Policy of 2017, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations. At present 100% foreign direct investment through automatic route is permitted in the sector in which our Company operates.

The transfer of shares between an Indian resident to a non-resident does not require the prior approval of the RBI, subject to fulfilment of certain conditions as specified by DIPP/RBI, from time to time. Such conditions include:

i. where the transfer of shares requires the prior approval of the Government as per the extant FDI policy provided that:
   a. the requisite approval of the Government has been obtained; and
   b. the transfer of shares adheres with the pricing guidelines and documentation requirements as specified by the Reserve Bank of India from time to time.;

ii. where the transfer of shares attract SEBI (SAST) Regulations subject to the adherence with the pricing guidelines and documentation requirements as specified by Reserve Bank of India from time to time;

iii. where the transfer of shares does not meet the pricing guidelines under the FEMA, 1999 provided that:

a. The resultant FDI is in compliance with the extant FDI policy and FEMA regulations in terms of sectoral caps, conditionality's (such as minimum capitalization, etc.), reporting requirements, documentation etc.;

b. The pricing for the transaction is compliant with the specific/explicit, extant and relevant SEBI regulations/guidelines (such as IPO, Book building, block deals, delisting, exit, open offer/substantial acquisition/SEBI SAST); and Chartered Accountants Certificate to the effect that compliance with the relevant SEBI regulations/guidelines as indicated above is attached to the form FC-TRS to be filed with the AD bank; and

iv. where the investee company is in the financial sector provided that:

a. Any fit and proper/due diligence requirements as regards the non-resident investor as stipulated by the respective financial sector regulator, from time to time, have been complied with; and

b. The FDI policy and FEMA regulations in terms of sectoral caps, conditionalities (such as minimum capitalization, pricing, etc.), reporting requirements, documentation etc., are complied with.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of our Company. Investors 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. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

Investment conditions/restrictions for overseas entities

Under the current FDI Policy 2017, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, FPI, NRI/OCI, LLPs, FVCI, Investment Vehicles and DRs under Schedule 1, 2, 3, 6, 7, 8, 9, 10 and 11 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations, 2017. Any equity holding by a person resident outside India resulting from conversion of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap.

Portfolio Investment upto aggregate foreign investment level of 49% or sectoral/statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions, if such investment does not result in transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral/statutory cap.

Investment by FPIs under Portfolio Investment Scheme (PIS)

With regards to purchase/sale of capital instruments of an Indian company by an FPI under PIS, the total holding by each FPI or an investor group as referred in SEBI (Foreign Portfolio Investor) Regulations, shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or less

than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24% of paid-up equity capital on fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10% and 24% will be called the individual and aggregate limit, respectively. However, this limit of 24% may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body. For arriving at the ceiling on holdings of FIIs, shares/ convertible debentures acquired both through primary as well as secondary market will be included. However, the ceiling will not include investment made by FII through off-shore Funds, Global Depository receipts and Euro- Convertible Bonds. With regard to convertible debentures, these investments permitted to be made shall not exceed 5 % of the total paid-up equity capital or 5% of the paid-up value of each series of convertible debentures issued by an Indian Company, and shall also not exceed the over-all ceiling limit of 24 % of paid-up equity capital or paid up value of each series of convertible debentures.

Investment by NRI or OCI on repatriation basis:

The purchase/sale of equity shares, debentures, preference shares and share warrants issued by a listed Indian company (hereinafter referred to as "Capital Instruments") on a recognised stock exchange in India by Non-Resident Indian (NRI) or Overseas Citizen of India (OCI) on repatriation basis is allowed subject to certain conditions under Schedule 3 of the FEMA (Transfer or Issue of security by a person resident outside India) Regulations, 2017 i.e.:

- The total holding by any individual NRI or OCI shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

Investment by NRI or OCI on non-repatriation basis

As per current FDI Policy 2017, schedule 4 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations – Purchase/ sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by a NRI or OCI on non- repatriation basis – will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("US Securities Act") or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of "US Persons" as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.

Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

Further, no offer to the public (as defined under Directive 20003/71/EC, together with any amendments) and implementing measures thereto, (the "Prospectus Directive") has been or will be made in respect of the Offer in any member State of the European Economic Area which has implemented the Prospectus Directive except for any such offer made under exemptions available under the Prospectus Directive, provided that no such offer shall result in a requirement to publish or supplement a prospectus pursuant to the Prospectus Directive, in respect of the Offer.

Any forwarding, distribution or reproduction of this document in whole or in part may be unauthorised. Failure to comply with this directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions. Any investment decision should be made on the basis of the final terms and conditions and the information contained in this Prospectus.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

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 Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

SECTION VIII – MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

ARTICLE NO.	INTERPRETATION	HEADING
1.(a)	The Act' or 'The Companies Act' shall mean 'The Companies Act, 2013, its rules and any statutory modifications or re-enactments thereof.'	**The Act**
(b)	'The Board' or 'The Board of Directors' means a meeting of the Directors duly called and constituted or as the case may be, the Directors assembled at a Board, or the requisite number of Directors entitled to pass a circular resolution in accordance with these Articles.	**Board or Board of Directors**
(c)	'The Company' or 'This Company' means PUBLIC LIMITED.	**The Company**
(d)	'Directors' means the Directors for the time being of the Company.	**Directors**
(e)	'Writing' includes printing, lithograph, typewriting and any other usual substitutes for writing.	**Writing**
(f)	'Members' means members of the Company holding a share or shares of any class.	**Members**
(g)	'Section' or 'Sec.' means Section of the Act.	**Section**
(h)	'These presents' or 'Regulations' shall mean these Articles of Association as now framed or altered from time to time and shall include the Memorandum where the context so requires.	**Regulations**
(i)	'Person' shall include any corporation as well as individual.	**Person**
(j)	'Month' shall mean a calendar month.	**Month**
(k)	'The Office' means the Registered Office for the time being of the Company.	**Office**
(l)	'Paid-up' shall include 'credited as fully paid-up'.	**Paid up**
(m)	'The Register' means the Register of Members to be kept pursuant to Section 88 of the Companies Act, 2013.	**The Register**
(n)	'Proxy' includes Attorney duly constituted under a Power of Attorney.	**Proxy**
(o)	'Special Resolution' means special resolution as defined by Section 114 in the Act.	**Special Resolution**
	'Beneficial Owner' means a person or persons whose name is recorded as such with a depository.	**Beneficial Owner**
	'SEBI' means the Securities and Exchange Board of India.	**SEBI**
	'Depository' means a company formed and registered under the Companies Act, 2013, and which has been granted a certificate of registration to act as a depository under the Securities and Exchange Board of India Act, 1992.	**Depository**
	'Security' means such security as may be specified by SEBI from time to time.	**Security**
(p)	Words importing the masculine gender shall include	

ARTICLE NO.	INTERPRETATION	HEADING
	the feminine gender.	
(q)	Except where the context otherwise requires, words importing the singular shall include the plural and the words importing the plural shall include the singular.	
2.	The Authorized Share Capital of the Company shall be as prescribed in Clause V of the Memorandum of Association of the Company. Subject to the 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 allot 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 or at a discount (subject to compliance with the provisions of the Act) and at such terms as they may, from time to time, think fit and proper and with the sanction of the Company in General Meeting by a Special Resolution give to any person the option to call for or be allotted shares of any class of the Company, either at par, at a premium or subject as aforesaid at a discount, such option being exercisable at such times and for such consideration as the Board thinks fit unless the Company in General Meeting, by a Special Resolution, otherwise decides. The Directors may, with the sanction of the Company in General Meeting by means of a special resolution, offer and allot shares to any person at their discretion by following the provisions of section 62 of the Act and other applicable provisions, if any. Nothing in this Article shall apply to the increase in the subscribed capital of the Company which has been approved by: a) A Special Resolution passed by the Company in General Meeting before the issue of the debentures or the raising of the loans, and b) The Central Government before the issue of the debentures or raising of the loans or is in conformity with the rules, if any, made by that Government in this behalf. To every such separate General Meeting, the provisions of these Articles relating to General Meeting shall Mutatis Mutandis apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-tenth of the issued shares of that class.	**Share Capital**

ARTICLE NO.	INTERPRETATION	HEADING
	An application signed by or on behalf of the applicant for shares in the Company, followed by an allotment of any share therein, shall be acceptance of the shares within the meaning of these Articles; and every person who thus or otherwise accepts any share and whose name is on the Register shall, for the purpose of these Articles, be a shareholder. If, by the conditions of allotment of any share, the whole or part of the amount or issue price thereof shall be payable by instalments, every such instalment, shall, when due, be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative or representatives, if any.	
3.	Subject to the provisions of the Act, the rights conferred upon the holders of the shares of any class issued with preferred or other rights or not, unless otherwise expressly provided for by the terms of the issue of shares of that class, be deemed to be varied by the creation of further shares ranking paripassu therewith. The Company shall not issue any shares (not being Preference Shares) which carry voting rights or rights in the Company as to dividend, capital or otherwise which are disproportionate to the rights attached to the holders of other shares not being Preference Shares.	**Shares with disproportionate rights**
4.	The Company may, at any time, pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any share, debenture or debenture stock of the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for shares, such commission in respect of shares shall be paid or payable out of the capital, the statutory conditions and requirements shall be observed and complied with and the amount or rate of commission shall not exceed five percent of the price at which theshares are issued and in the case of debentures, the rate of commission shall not exceed, two and half percent of the price at which the debentures are issued. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also, on any issue of shares, pay such brokerage as may be lawful.	**Power to pay commission**
5.	Any such debenture, debenture stock, bond or other	**Issue of Debentures**

ARTICLE NO.	INTERPRETATION	HEADING

security may be issued at a discount, premium or otherwise, and with any special privilege as the redemption, surrender, drawing, allotment of shares of the Company, or otherwise, provided that debentures with the right to allotment or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.

Any trust deed for securing of any debenture or debenture stock and or any mortgage deed and/or other bond for securing payment of moneys borrowed by or due by the Company and/or any contract or any agreement made by the Company with any person, firm, body corporate, Government or authority who may render or agree to render any financial assistance to the Company by way of loans advanced or by guaranteeing of any loan borrowed or other obligations of the Company or by subscription to the share capital of the Company or provide assistance in any other manner may provide for the appointment from time to time, by any such mortgagee, lender, trustee of or holders of debentures or contracting party as aforesaid, of one or more persons to be a Director or Directors of the Company. Such trust deed, mortgage deed, bond or contract may provide that the person appointing a Director as aforesaid may, from time to time, remove any Director so appointed by him and appoint any other person in his place and provide for filling up of any casual vacancy created by such person vacating office as such Director. Such power shall determine and terminate on the discharge or repayment of the respective mortgage, loan or debt or debenture or on the termination of such contract and any person so appointed as Director under mortgage or bond or debenture trust deed or under such contract shall cease to hold office as such Director on the discharge of the same. Such appointment and provision in such document as aforesaid shall be valid and effective as if contained in these presents.

The Director or Directors so appointed by or under a mortgage deed or other bond or contract as aforesaid shall be called a Mortgage Director or Mortgage Directors and the Director if appointed as aforesaid under the provisions of a debenture trust deed shall be called “Debenture Director”. The words “Mortgage” or “Debenture Director” shall mean the Mortgage Director for the time being in office. The Mortgage Director or Debenture Director shall not be required

ARTICLE NO.	INTERPRETATION	HEADING
	to hold any qualification shares and shall not be liable to retire by rotation or to be removed from office by the Company. Such mortgage deed or bond or trust deed or contract may contain such auxiliary provision as may be arranged between the Company and mortgagee lender, the trustee or contracting party, as the case may be, and all such provisions shall have effect notwithstanding any of the other provisions herein contained but subject to the provisions of the Act. The Directors appointed as Mortgage Director or Debenture Director or Corporate Director under the Article shall be deemed to be ex-officio Directors. The total number of ex-officio Directors, if any, so appointed under this Article together with the other exofficio Directors, if any, appointment under any other provisions of these presents shall not at any time exceed one-third of the whole number of Directors for the time being.	
6.	1. Every person whose name is entered as a member in the Register shall be entitled to receive without payment: a) One certificate for all his shares; or b) Share certificate shall be issued in marketable lots, where the share certificates are issued either for more or less than the marketable lots, sub-division/consolidation into marketable lots shall be done free of charge. 2. The Company shall, within two months after the allotment and within fifteen days after application for registration of the transfer of any share or debenture, complete and have it ready for delivery; the share certificates for all the shares and debentures so allotted or transferred unless the conditions of issue of the said shares otherwise provide. 3. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon. 4. The certificate of title to shares and duplicates thereof when necessary shall be issued under the seal of the Company and signed by two Directors and the Secretary or authorised official(s) of the Company.	**Issue of Share Certificates**

ARTICLE NO.	INTERPRETATION	HEADING
	If a certificate be worn out, defaced, destroyed, or lost or if there is no further space on the back thereof for endorsement of transfer, it shall, if requested, be replaced by a new certificate without any fee, provided however that such new certificate shall not be given except upon delivery of the worn out or defaced or used up certificate, for the purpose of cancellation, or upon proof of destruction or loss, on such terms as to evidence, advertisement and indemnity and the payment of out of pocket expenses as the Board may require in the case of the certificate having been destroyed or lost. Any renewed certificate shall be marked as such in accordance with the provisions of the act in force. For every certificate issued under the last preceding Article, no fee shall be charged by the Company. Where any share under the powers in that behalf herein contained are sold by the Directors and the certificate thereof has not been delivered up to the Company by the former holder of the said shares, the Directors may issue a new certificate for such shares distinguishing it in such manner as they think fit from the certificate not so delivered up The shares of the Company will be split up/consolidated in the following circumstances: (i) At the request of the member/s for split up of shares in marketable lot. and (ii)At the request of the member/s for consolidation of fraction shares into marketable lot.	
7.	Save as otherwise provided by these Articles, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly, the Company shall not, except as ordered by a Court of competent jurisdiction or as by a statute required, be bound to recognise any equitable, contingent, future or partial interest lien, pledge or charge in any share or (except only by these presents otherwise provided for) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder. The rights attached to each class of shares (unless otherwise provided by the terms of the issue of the shares of the class) may, subject to the provisions of Section 48 of the Act, be varied with the consent in writing of the holders of not less than three fourths of the issued shares of that class or with the sanction of a	**Variations of Shareholder's Rights**

ARTICLE NO.	INTERPRETATION	HEADING
	Special Resolution passed at a General Meeting of the holders of the shares of that class.	
8.	Subject to the provisions of the Act, any redeemable Preference Share, including Cumulative Convertible Preference Share may, with the sanction of an ordinary resolution be issued on the terms that they are, or at the option of the Company are liable to be redeemed or converted on such terms and in such manner as the Company, before the issue of the shares may, by special resolution, determine.	**Issue of Preference Shares**
9.	Any offer of further shares shall be deemed to include a right, exercisable by the person to whom the shares are offered, to renounce the shares offered to him in favour of any other person. The Board may at any time increase the subscribed capital of the Company by issue of new shares out of the unissued part of the Share Capital in the original or subsequently created capital, but subject to Section 62 of the Act, and subject to the following conditions namely: I. a) Such further shares shall be offered to the persons who, at the date of the offer, are holder of the equity shares of the Company in proportion, as nearly as circumstances admit, to the capital paid up on those shares at that date. b) The offer aforesaid shall be made by notice specifying the number of shares offered and limiting a time not being less than twenty-one days, from the date of the offer within which the offer, if not accepted, will be deemed to have been declined. c) 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 (b) shall contain a statement of this right. d) After the expiry of the time specified in the notice aforesaid, or in respect 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 as it thinks most beneficial to the Company.	**Furtherance of Shares**

ARTICLE NO.	INTERPRETATION	HEADING
	The Board may issue and allot shares in the capital of the Company as payment or part payment for any property sold or goods transferred or machinery or appliances supplied or for services rendered or to be rendered to the Company in or about the formation or promotion of the Company or the acquisition and or conduct of its business and shares may be so allotted as fully paid-up shares, and if so issued, shall be deemed to be fully paid-up shares.	
10.	The Company shall have first and paramount lien upon all shares other than fully paid-up shares registered in the name of any member, either or jointly with any other person, and upon the proceeds or sale thereof for all moneys called or payable at a fixed time in respect of such shares and such lien shall extend to all dividends from time to time declared in respect of such shares. But the Directors, at any time, may declare any share to be exempt, wholly or partially from the provisions of this Article. Unless otherwise agreed, the registration of transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares. For the purpose of enforcing such lien, the Board of Directors may sell the shares subject thereto in such manner as it thinks fit, but no sale shall be made until the expiration of 14 days after a notice in writing stating and demanding payment of such amount in respect of which the lien exists has been given to the registered holders of the shares for the time being or to the person entitled to the shares by reason of the death of insolvency of the register holder.	**Lien**
11.	The joint holders of a share or shares shall be severally as well as jointly liable for the payment of all instalments and calls due in respect of such share or shares. In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate for the same share or shares and the delivery of a certificate for the share or shares to one of several joint holders shall be sufficient delivery to all such holders. Subject as aforesaid, where more than one share is so held, the joint holders shall be entitled to apply jointly for the issue of several certificates in accordance with Article 20 below.	**Joint Holdings**
12.	Subject to the provisions of Section 49 of the Act, the Board of Directors may, from time to time, make such calls as it thinks fit upon the members in respect of all	**Calls on Shares**

ARTICLE NO.	INTERPRETATION	HEADING
	moneys unpaid on the shares held by them respectively and not by the conditions of allotment thereof made payable at fixed times, and the member shall pay the amount of every call so made on him to the person and at the time and place appointed by the Board of Directors. A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed. The Board of Directors making a call may by resolution determine that the call shall be deemed to be made on a date subsequent to the date of the resolution, and in the absence of such a provision, a call shall be deemed to have been made on the same date as that of the resolution of the Board of Directors making such calls. Not less than thirty days' notice of any call shall be given specifying the time and place of payment provided that before the time for payment of such call, the Directors may, by notice in writing to the members, extend the time for payment thereof. The provisions of these Articles as to payment of interest shall apply in the case of non-payment of any such sum which by the terms of issue of a share, become payable at a fixed time, whether on account of the amount of the share or by way of premium, as if the same had become payable by virtue of a call duly made and notified. The Board of Directors, may, if it thinks fit, receive from any member willing to advance all of or any part of the moneys uncalled and unpaid upon any shares held by him and upon all or any part of the moneys so advance may (until the same would, but for such advance become presently payable) pay interest at such rate as the Board of Directors may decide but shall not in respect of such advances confer a right to the dividend or participate in profits. If by the terms of issue of any share or otherwise, any amount is made payable at any fixed times, or by instalments at fixed time, whether on account of the share or by way of premium, every such amount or instalment shall be payable as if it were a call duly made by the Directors, on which due notice had been given, and all the provisions herein contained in respect of calls shall relate and apply to such amount or instalment accordingly.	

ARTICLE NO.	INTERPRETATION	HEADING
	If the sum payable in respect of any call or, instalment be not paid on or before the day appointed for payment thereof, the holder for the time being of the share in respect of which the call shall have been made or the instalment shall fall due, shall pay interest for the same at the rate of 12 percent per annum, from the day appointed for the payment thereof to the time of the actual payment or at such lower rate as the Directors may determine. The Board of Directors shall also be at liberty to waive payment of that interest wholly or in part.	
13.	a) The instrument of transfer of any share in the Company shall be executed both by the transferor and the transferee and the transferor shall be deemed to remain holder of the shares until the name of the transferee is entered in the register of members in respect thereof. b) The Board shall not register any transfer of shares unless a proper instrument of transfer duly stamped and executed by the transferor and the transferee has been delivered to the Company along with the certificate and such other evidence as the Company may require to prove the title of the transferor or his right to transfer the shares. Provided that where it is proved to the satisfaction of the Board that an instrument of transfer signed by the transferor and the transferee has been lost, the Company may, if the Board thinks fit, on an application on such terms in writing made by the transferee and bearing the stamp required for an instrument of transfer, register the transfer on such terms as to indemnity as the Board may think fit. c) An application for the registration of the transfer of any share or shares may be made either by the transferor or the transferee, provided that where such application is made by the transferor, no registration shall, in the case of partly paid shares, be effected unless the Company gives notice of the application to the transferee. The Company shall, unless objection is made by the transferee within two weeks from the date of receipt of the notice, enter in the register the name of the transferee in the same manner and subject to the same conditions as if the application for registration was made	**Transfer of Shares**

ARTICLE NO.	INTERPRETATION	HEADING

by the transferee.

d) For the purpose of Sub-clause (c), notice to the transferee shall be deemed to have been duly given if despatched by prepaid registered post to the transferee at the address given in the instrument of transfer and shall be delivered in the ordinary course of post.

e) Nothing in Sub-clause (d) shall prejudice any power of the Board to register as a shareholder any person to whom the right to any share has been transmitted by operation of law.

Shares in the Company shall be transferred by an instrument in writing in such common form as specified in Section 56 of the Companies Act.

To give effect to such sale, the Board of Directors may authorise any person to transfer the shares sold to the purchaser thereof and the purchaser shall be registered as the holder of the shares comprised in any such transfer.The purchaser shall not be bound to see the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale.

The net proceeds of any such sale shall be applied in or towards satisfaction of the said moneys due from the member and the balance, if any, shall be paid to him or the person, if any, entitled by transmission to the shares on the date of sale.

No transfer shall be made to an infant or a person of unsound mind.

Every endorsement upon the certificate of any share in favour of any transferee shall be signed by the Secretary or by some person for the time being duly authorised by the Board in that behalf.

The instrument of transfer shall, after registration, remain in the custody of the Company. The Board may cause to be destroyed all transfer deeds lying with the Company for a period of ten years or more.

The Company shall incur no liability or responsibility whatever in consequence of their registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as

ARTICLE NO.	INTERPRETATION	HEADING
	shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares not withstanding that the Company may have had notice of such equitable right or title or interest prohibiting registration of such transfer and may have entered such notice referred thereto in any book of the Company and the Company shall not be bound by or required to regard or attend to 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 the books of the Company; but the Company shall nevertheless be at liberty to have regard and to attend to any such notice and give effect thereto, if the Board shall so think fit.	
14.	The Board, may, at its absolute discretion and without assigning any reason, decline to register 1. The transfer of any share, whether fully paid or not, to a person of whom it does not approve or 2. Any transfer or transmission of shares on which the Company has a lien: a) Provided that registration of any transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except a lien on the shares. b) If the Board refuses to register any transfer or transmission of right, it shall, within fifteen days from the date of which the instrument or transfer of the intimation of such transmission was delivered to the Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission as the case may be. c) In case of such refusal by the Board, the decision of the Board shall be subject to the right of appeal conferred by Section 58. d) The provisions of this clause shall apply to transfers of stock also. The Company shall keep a book to be called the Register of Members, and therein shall be entered the particulars of every transfer or transmission of any share and all other particulars of shares required by the Act to be entered in such Register.	**Register of Transfers**

ARTICLE NO.	INTERPRETATION	HEADING
	The Board may, after giving not less than seven days previous notice by advertisement in some newspapers circulating in the district in which the Registered Office of the Company is situated, close the Register of Members or the Register of Debenture Holders for any period or periods not exceeding in the aggregate forty-five days in each year but not exceeding thirty days at any one time. All instruments of transfer which shall be registered shall be retained by the Company but any instrument of transfer which the Directors may decline to register shall be returned to the person depositing the same.	
15.	Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise or re-materialise its securities and to offer securities in a dematerialised form pursuant to the Depositories Act, 1996 and the rules framed thereunder, if any. Every person subscribing to securities offered by the Company shall have the option to receive security certificates or to hold the securities with a depository. Such a person, who is the beneficial owner of the securities, can at any time opt out of a depository, if permitted by law, in respect of any security in the manner provided by the Depositories Act and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates of securities. If a person opts to hold his security with a depository, the Company shall intimate such depository the details of allotment of the security, and on receipt of the information, the depository shall enter in its record the name of the allottee as the beneficial owner of the security. All securities held by a depository shall be dematerialised and be in fungible form. Nothing contained in Sections 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. (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 security on behalf of the beneficial owner. (ii) Save as otherwise provided in (a) above, the depository, as the registered owner of the	**Dematerialisation of Securities**

ARTICLE NO.	INTERPRETATION	HEADING

securities, shall not have any voting rights or any other rights in respect of the securities held by it.

(iii) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of the securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a depository.

Notwithstanding anything in the Act or these Articles to the contrary, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.

Nothing contained in Section 56 of the Act or these Articles shall apply to transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository. Notwithstanding anything in the Act or these Articles, where securities are dealt with in a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities. Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers of securities issued by the Company shall apply to securities held in a depository. The Register and Index of Beneficial Owners, maintained by a depository under the Depositories Act, 1996, shall be deemed to be the Register and Index of Members and Security Holders for the purposes of these Articles. Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share, as also the beneficial owner of the shares in records of the depository as the absolute owner thereof as regards receipt of dividends or bonus or services of notices and all or any other matters connected with the Company, and accordingly, the Company shall not, except as ordered by a Court of competent jurisdiction or as by law required, be bound to recognise 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 it shall have express or implied notice thereof.

ARTICLE NO.	INTERPRETATION	HEADING
16.	a) In the event of death of any one or more of several joint holders, the survivor, or survivors, alone shall be entitled to be recognised as having title to the shares. b) In the event of death of any sole holder or of the death of last surviving holder, the executors or administrators of such holder or other person legally entitled to the shares shall be entitled to be recognised by the Company as having title to the shares of the deceased. Provided that on production of such evidence as to title and on such indemnity or other terms as the Board may deem sufficient, any person may be recognised as having title to the shares as heir or legal representative of the deceased shareholder. Provided further that if the deceased shareholder was a member of a Hindu Joint Family, the Board, on being satisfied to that effect and on being satisfied that the shares standing in his name in fact belonged to the joint family, may recognise the survivors of Karta thereof as having titles to the shares registered in the name of such member. Provided further that in any case, it shall be lawful for the Board in its absolute discretion, to dispense with the production of probate or letters of administration or other legal representation upon such evidence and such terms as to indemnity or otherwise as the Board may deem just. If the person so becoming entitled shall elect to be registered as holder of the shares himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice of transfer had been signed by that member.	**Transmission of shares**
17.	If a member fails to pay any call or instalment of a call on the day appointed for the payment not paid thereof, the Board of Directors may during such time as any part of such call or instalment remains unpaid serve a notice on him requiring payment of so much	**Forfeiture of shares**

ARTICLE NO.	INTERPRETATION	HEADING

of the call or instalment as is unpaid, together with any interest, which may have accrued. The Board may accept in the name and for the benefit of the Company and upon such terms and conditions as may be agreed upon, the surrender of any share liable to forfeiture and so far as the law permits of any other share.

On the trial or hearing of any action or suit brought by the Company against any shareholder or his representative to recover any debt or money claimed to be due to the Company in respect of his share, it shall be sufficient to prove that the name of the defendant is or was, when the claim arose, on the Register of shareholders of the Company as a holder, or one of the holders of the number of shares in respect of which such claim is made, and that the amount claimed is not entered as paid in the books of the Company and it shall not be necessary to prove the appointment of the Directors who made any call nor that a quorum of Directors was present at the Board at which any call was made nor that the meeting at which any call was made was duly convened or constituted nor any other matter whatsoever; but the proof of the matters aforesaid shall be conclusive evidence of the debt.

On the trial or hearing of any action or suit brought by the Company against any shareholder or his representative to recover any debt or money claimed to be due to the Company in respect of his share, it shall be sufficient to prove that the name of the defendant is or was, when the claim arose, on the Register of shareholders of the Company as a holder, or one of the holders of the number of shares in respect of which such claim is made, and that the amount claimed is not entered as paid in the books of the Company and it shall not be necessary to prove the appointment of the Directors who made any call nor that a quorum of Directors was present at the Board at which any call was made nor that the meeting at which any call was made was duly convened or constituted nor any other matter whatsoever; but the proof of the matters aforesaid shall be conclusive evidence of the debt.

The notice shall name a further day (not earlier than the expiration of fourteen days from the date of service of the notice), on or before which the payment required by the notice is to be made, and shall state that, in the event of non-payment on or before the day

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appointed, the shares in respect of which the call was made will be liable to be forfeited.

If the requirements of any such notice as, aforementioned are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

When any share shall have been so forfeited, notice of the resolution shall be given to the member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture shall not be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.

A forfeited or surrendered share may be sold or otherwise disposed off on such terms and in such manner as the Board may think fit, and at any time before such a sale or disposal, the forfeiture may be cancelled on such terms as the Board may think fit.

A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall, notwithstanding such forfeiture, remain liable to pay and shall forthwith pay the Company all moneys, which at the date of forfeiture is payable by him to the Company in respect of the share, whether such claim be barred by limitation on the date of the forfeiture or not, but his liability shall cease if and when the Company received payment in full of all such moneys due in respect of the shares.

The forfeiture of a share shall involve in the extinction of all interest in and also of all claims and demands against the Company in respect of the shares and all other rights incidental to the share, except only such of these rights as by these Articles are expressly saved.

A duly verified declaration in writing that the declarant is a Director of the Company and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share, and that declaration and the receipt of the Company for the

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	consideration, if any, given for the shares on the sale or disposal thereof, shall constitute a good title to the share and the person to whom the share is sold or disposed of shall be registered as the holder of the share and shall not be bound to see to the application of the purchase money (if any) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which by terms of issue of a share, becomes payable at a fixed time, whether, on account of the amount of the share or by way of premium or otherwise as if the same had been payable by virtue of a call duly made and notified. Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers herein before given, the Directors may cause the purchaser's name to be entered in the register in respect of the shares sold and may issue fresh certificate in the name of such a purchaser. The purchaser shall not be bound to see to the regularity of the proceedings, nor to the application of the purchase money and after his name has been entered in the register 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.	
18.	Neither a judgement nor a decree in favour of the Company for calls or other moneys 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 member in respect of any share, either by way of principal or interest nor any indulgency 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 herein after provided.	**Initial payment not to proceed forfeiture**
19.	The Company may, by Ordinary Resolution, convert all or any fully paid share(s) of any denomination into stock and vice versa. The holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations, under which, the shares from which the stock arose might before the conversion have been	**Conversion of shares into stock**

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	transferred, or as near thereto as circumstances admit; provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose. The holders of the stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company and other matters, as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company and its 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. Such of the regulations contained in these presents, other than those relating to share warrants as are applicable to paid-up shares shall apply to stock and the words shares and shareholder in these presents shall include stock and stockholder respectively.	
20.	The Company may, by Special Resolution, reduce in any manner with and subject to any incident authorised and consent as required by law: a) its share capital; b) any capital redemption reserve account; or c) any share premium account. The Company may, from time to time, in accordance with the provisions of the Act, alter by Ordinary Resolution, the conditions of the Memorandum of Association as follows: i. increase its share capital by such amount as it thinks expedient by issuing new shares; ii. consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; iii. convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of the denomination; iv. 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 on 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 shares from which the reduced share	**Alteration of Capital**

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	is derived. v. a. Cancel shares which, at the date of 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. b. The resolution whereby any share is sub-divided may determined that, as between the holder of the shares resulting from such sub-division, one or more such shares shall have some preference or special advantage as regards dividend, capital or otherwise over or as compared with the others. vi. Classify and reclassify its share capital from the shares on one class into shares of other class or classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions and to vary, modify or abrogate any such rights, privileges, conditions or restrictions in such manner as may for the time being be permitted under legislative provisions for the time being in force in that behalf.	
21.	The Directors may, subject to the provisions of the Act, accept the surrender of any share by way of compromise of any question as to the holder being properly registered in respect thereof.	**Surrender of Shares**
22.	The rights and privileges attached to each class of shares may be modified, commuted, affected, abrogated in the manner provided in Section 48 of the Act.	**Modification of Rights**
23.	Any money due from the Company to a shareholder may, without the consent of such shareholder, be applied by the Company in or towards payment of any money due from him, either alone or jointly with any other person, to the Company in respect of calls.	**Money due to Shareholders**
24.	The Company in General Meeting, may on the recommendation of the Board, resolve: (a) that the whole or any part of any amount standing to the credit of the Share Premium Account or the Capital Redemption Reserve Fund or any money, investment or other asset forming part of the undivided profits, including profits or surplus moneys arising from the realisation and (where permitted by law) from the appreciation in value of any Capital assets of the Company standing to the credit of the General Reserve, Reserve or any Reserve Fund or any amounts standing to the credit of the	**Capitalisation of Profit**

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	Profit and Loss Account or any other fund of the Company or in the hands of the Company and available for the distribution as dividend capitalised; and (b) that such sum be accordingly set free for distribution in the manner specified in Sub-clause (2) amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportion. The sum aforesaid shall not be paid in cash but shall be applied, subject to the provisions contained in Subclause (3) either in or towards: - 37 – (a) paying up any amount for the time being unpaid on any share held by such members respectively; (b) paying up in full unissued shares of the Company to be allotted and distributed and credited as fully paid-up to and amongst such members in the proportion aforesaid; or (c) partly in the way specified in Sub-clause (i) and partly in that specified in Sub-clause (ii). A share premium account and a capital redemption reserve account may for the purpose of this regulation be applied only in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares. The Board shall give effect to resolutions passed by the Company in pursuance of this Article.	
25.	The Company shall in each year hold in addition to the other meetings a general meeting which shall be styled as its Annual General Meeting at intervals and in accordance with the provisions of Section 96 of the Act. Extraordinary General Meetings may be held either at the Registered Office of the Company or at such convenient place as the Board or the Managing Director (subject to any directions of the Board) may deem fit. The Chairman or Vice Chairman may, whenever they think fit, and shall if so directed by the Board, convene an Extraordinary General Meeting at such time and place as may be determined.	**General Meeting**

ARTICLE NO.	INTERPRETATION	HEADING

(a) The Board shall, on the requisition of such number of members of the Company as is specified below, proceed duly to call an Extraordinary General Meeting of the Company and comply with the provisions of the Act in regard to meetings on requisition.

(b) The requisition shall set our matters for the consideration of which the meeting is to be called, shall be signed by the requisitionists and shall be deposited at the Registered Office of the Company or sent to the Company by Registered Post addressed to the Company at its Registered Office.

(c) The requisition may consist of several documents in like forms, each signed by one or more requisitionists.

(d) The number of members entitled to requisition a meeting in regard to any matter shall be such number of them as hold, on the date of the deposit of the requisition, not less than 1/10th of such of the paid-up capital of the Company as at the date carries the right of the voting in regard to the matter set out in the requisition.

(e) If the Board does not, within 21 days from the date of receipt of deposit of the requisition with regard to any matter, proceed duly to call a meeting for the consideration of these matters on a date not later than 45 days from the date of deposit of the requisition, the meeting may be called by the requisitionists themselves or such of the requisitionists, as represent either majority in the value of the paid-up share capital held by them or of not less than one tenth of such paid-up capital of the Company as is referred to in Sub-clause (d) above, whichever is less.

A General Meeting of the Company may be called by giving not less than twenty onedays notice in writing, provided that a General Meeting may be called after giving shorter notice if consent thereto is accorded by the members holding not less than 95 per cent of the part of the paid- up share capital which gives the right to vote on the matters to be considered at the meeting. Provided that where any member of the Company is entitled to vote only on some resolution or resolutions

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	to be moved at a meeting and not on the others, those members, shall be taken into account for purpose of this clause in respect of the former resolution or resolutions and not in respect of the latter. The accidental omission is to give notice of any meeting to or the non-receipt of any such notice by any of the members shall not invalidate the proceedings of any resolution passed at such meeting. If within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if called upon the requisition of members, shall be dissolved; in any other case, it shall stand adjourned to the same day in the next week and at the same time and place or to such other day and to be at such other time and place as the Board may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum. The Chairman of the Board of Directors shall preside at every General Meeting of the Company and if he is not present within 15 minutes after the time appointed for holding the meeting, or if he is unwilling to act as Chairman, the Vice Chairman of the Board of Directors shall preside over the General Meeting of the Company. If there is no such Chairman, or Vice Chairman or if at any General Meeting, either the Chairman or Vice Chairman is not present within fifteen minutes after the time appointed for holding the meeting or if they are unwilling to take the chair, the members present shall choose one of their members to be the Chairman. Subject to the provisions of Section 101 the Act and these Articles, notice of General Meeting shall be given to; (a) every member of the company, legal representative of any deceased member or the assignee of an insolvent member; (b) the auditor or auditors of the company; and (c) every director of the company. Any accidental omission to give notice to, or the non-receipt of such notice by, any member or other person who is entitled to such notice for any meeting shall not invalidate the proceedings of the meeting.	
26.	At a General Meeting, a resolution put to the vote of the meeting shall be decided on a show of	**Proceedings at General Meetings**

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	hands/result of electronic voting as per the provisions of Section 108, unless a poll is (before or on the declaration of the result of the show of hands/ electronic voting) demanded in accordance with the provisions of Section 109. Unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands/ electronic voting, been carried unanimously or by a particular majority or lost and an entry to that effect in the book of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number of proportion of the votes recorded in favour of or against that resolution.	
27.	A demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than that on which a poll has been demanded; The demand for a poll may be withdrawn at any time by the person or persons who made the demand.	**Demand for Poll**
28.	If a poll is duly demanded in accordance with the provisions of Section 109, it shall be taken in such manner as the Chairman, subject to the provisions of Section 109 of the Act, may direct, and the results of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken. A poll demanded on the election of Chairman or on a question of adjournment shall be taken forthwith. Where a poll is demanded on any other question, adjournment shall be taken at such time not being later than forty-eight hours from the time which demand was made, as the Chairman may direct.	**Time of taking poll**
29.	The Chairman may, with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn that meeting from time to time from place to place, 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. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of adjournment or of the business to be transacted at an adjourned meeting.	**Adjournment of meeting**
30.	Every member of the Company holding Equity Share(s), shall have a right to vote in respect of such capital on every resolution placed before the Company. On a show of hands, every such member present shall have one vote and shall be entitled to vote in person or by proxy and his voting right on a	**Voting Rights**

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	poll or on e-voting shall be in proportion to his share of the paid-up Equity Capital of the Company. Every member holding any Preference Share shall in respect of such shares have a right to vote only on resolutions which directly affect the rights attached to the Preference Shares and subject as aforesaid, every such member shall in respect of such capital be entitled to vote in person or by proxy, if the dividend due on such preference shares or any part of such dividend has remained unpaid in respect of an aggregate period of not less than two years preceding the date of the meeting. Such dividend shall be deemed to be due on Preference Shares in respect of any period, whether a dividend has been declared by the Company for such period or not, on the day immediately following such period. Whenever the holder of a Preference Share has a right to vote on any resolution in accordance with the provisions of this article, his voting rights on a poll shall be in the same proportion as the capital paid-up in respect of such Preference Shares bear to the total equity paid-up capital of the Company . In the case of joint holders, the vote of the first named of such joint holders who tender a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll vote by proxy. No member shall be entitled to vote at a General Meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.	
31.	In the case of an equality of votes, the Chairman shall, whether on a show of hands, or electronically or on a poll, as the case may be, have a casting vote in addition to the vote or votes to which he may be entitled as a member.	**Casting vote**
32.	Save as otherwise expressly provided in the Act, a resolution in writing circulated in draft together with necessary papers, if any, to all the members of the Committee then in India (not being less in number than the quorum fixed for the meeting of the Board or the Committee as the case may) and to all other Directors or members at their usual address in India	**Circulation of Member's Resolution**

ARTICLE NO.	INTERPRETATION	HEADING
	or by a majority of such of them as are entitled to vote on the resolution shall be valid and effectual as if it had been a resolution duly passed at a meeting of the Board or Committee duly convened and held.	
33.	The Company shall comply with the requirements of Section 118 of the Act, in respect of the keeping of the minutes of all proceedings of every General Meeting and every meeting of the Board or any Committee of the Board. The Chairman of the meeting shall exclude at his absolute discretion such of the matters as are or could reasonably be regarded as defamatory of any person irrelevant or immaterial to the proceedings or detrimental to the interests of the Company.	**Minutes of proceedings of general meeting and of Board and other meetings**
34.	On a poll, votes may be given either personally or by proxy provided that no Company shall vote by proxy as long as resolution of its Directors in accordance with provisions of Section 113 is in force. The instrument appointing a proxy shall be in writing under the hand of the appointed or of the attorney duly authorised in writing, or if the appointer is a Corporation, either under the common seal or under the hand of an officer or attorney so authorised. Any person may act as a proxy whether he is a member or not. A body corporate (whether a company within the meaning of this Act or not) may: 1. If it is a member of the Company by resolution of its Board of Directors or other governing body, authorise such persons as it thinks fit to act as its representatives at any meeting of the Company, or at any meeting of any class of members of the Company; 2. If it is a creditor (including a holder of debentures) of the Company, by resolution of its Directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of any creditors of the Company held in pursuance of this Act or of any rules made thereunder, or in pursuance of the provisions contained in any debenture or trust deed, as the case may be. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate which he represents, as if he were personally the member, creditor or debenture holder.	**Proxy**

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	The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notary certified copy of that power of authority shall be deposited at the Registered Office of the Company not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, and in default, the instrument of proxy shall not be treated as valid. A vote given in accordance with the terms of an instrument of proxy shall be valid not withstanding the previous death of the appointer, or revocation of the proxy, or transfer of the share in respect of which the vote is given provided no intimation in writing of the death, revocation or transfer shall have been received at the Registered Office of the Company before the commencement of the meeting or adjourned meeting at which the proxy is used. Any instrument appointing a proxy may be a two way proxy form to enable the shareholders to vote for or against any resolution at their discretion. The instrument of proxy shall be in the prescribed form as given in Form MGT-11.	
35.	Unless otherwise determined by a General Meeting, the number of Directors shall not be less than 3 and not more than 15. The First directors of the Company are 1. Shri MansukhlalGangajibhaiBhalodi 2. Shri ChhaganlalTrikmbhai Nar 3. Shri JayantilalMahidasTilva Subject to the provisions of the Act as may be applicable, the Board may appoint any person as a Managing Director to perform such functions as the Board may decide from time to time. Such Director shall be a Member of the Board. Any person, whether a member of the Company or not, may be appointed as a Director. No qualification by way of holding shares in the capital of the Company shall be required of any Director.	**Board of Directors**
36.	The proportion of directors to retire by rotation shall be as per the provisions of Section 152 of the Act. At every annual meeting, one-third of the Directors shall retire by rotation in accordance with provisions of Section 152 of the Act.	**Retirement and Rotation of Directors**

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	A retiring Director shall be eligible for re-election and the Company at the General Meeting at which a Director retires in the manner aforesaid may fill up vacated office by electing a person thereto. The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who become Directors on the same day, those to retire shall, unless they otherwise agree among themselves, be determined by lot. Subject to Section 152 of the Act, if at any meeting at which an election of Directors ought to take place, the place of the vacating or deceased Directors is not filled up and the meeting has not expressly resolved not to fill up or appoint 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 holiday at the same time, place, and if at the adjourned meeting the place of vacating Directors is not filled up and the meeting has also not expressly resolved not to fill up the vacancy, then the vacating Directors or such of them as have not had their places filled up shall be deemed to have been reappointed at the adjourned meeting.	
37.	Notwithstanding anything to the contrary contained in the Articles, so long as any moneys remain owing by the Company the any finance corporation or credit corporation or body, (herein after in this Article referred to as "The Corporation") out of any loans granted by them to the Company or as long as any liability of the Company arising out of any guarantee furnished by the Corporation, on behalf of the Company remains defaulted, or the Company fails to meet its obligations to pay interest and/or instalments, the Corporation shall have right to appoint from time to time any person or person as a Director or Directors (which Director or Directors is/are hereinafter referred to as "Nominee Director(s)") on the Board of the Company and to remove from such office any person so appointed, any person or persons in his or their place(s). The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s as long as such default continues. Such Nominee Director/s shall not be required to hold any share	**Nominee Director**

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	qualification in the Company, and such Nominee Director/s shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company. The Nominee Director/s appointed shall hold the said office as long as any moneys remain owing by the Company to the Corporation or the liability of the Company arising out of the guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said power shall ipso facto vacate such office immediately the moneys owing by the Company to the Corporation are paid off or on the satisfaction of the liability of the Company arising out of the guarantee furnished by the Corporation. The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, and of the Meeting of the Committee of which the Nominee Director/s is/are member/s. The Corporation shall also be entitled to receive all such notices. The Company shall pay to the Nominee Director/s sitting fees and expenses to which the other Director/s of the Company are entitled, but if any other fee, commission, monies or remuneration in any form is payable to the Director/s of the Company, the fee, commission, monies and remuneration in relation to such Nominee Director/s shall accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation. Any expenses that may be incurred by the Corporation or such Nominee Director/s in connection with their appointment to Directorship shall also be paid or reimbursed by the Company to the Corporation or, as the case may be, to such Nominee Director/s. Provided that if any such Nominee Director/s is an officer of the Corporation, the sitting fees, in relation to such Nominee Director/s shall so accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation. The Corporation may at any time and from time to time remove any such Corporation Director appointed by it and may at the time of such removal and also in the case of death or resignation of the person so appointed, at any time appoint any other person as a Corporation Director in his place. Such appointment or removal shall be made in writing signed by the Chairman or Joint Chairman of the Corporation or any person and shall be delivered to the Company at	

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	its Registered office. It is clarified that every Corporation entitled to appoint a Director under this Article may appoint such number of persons as Directors as may be authorised by the Directors of the Company, subject to Section 152 of the Act and so that the number does not exceed 1/3 of the maximum fixed under Article 93.	
38.	The office of a Director shall be vacated if: 1. he is found to be unsound mind by a Court of competent jurisdiction; 2. he applies to be adjudicated as an insolvent; 3. he is an undischarged insolvent; 4. he is convicted by a Court of any offence whether involving moral turpitude or otherwise and is sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence; 5. he fails to pay any call in respect of shares of the Company held by him, whether alone or jointly with others, within six months from the last date fixed for the payment of the call; 6. an order disqualifying him for appointment as Director has been passed by court or tribunal and the order is in force. 7. he has not complied with Subsection (3) of Section 152 8. he has been convicted of the offence dealing with related party transaction under section 188 at any time during the preceding five years. 9. he absents himself from all meetings of the Board for a continuous period of twelve months, with or without seeking leave of absence from the Board; 10. he acts in contravention of Section 184 of the Act and fails to disclose his interest in a contract in contravention of section 184. 11. he becomes disqualified by an order of a court or the Tribunal 12. he is removed in pursuance of the provisions of the Act, 13. having been appointed a Director by virtue of holding any office or other employment in the Company, he ceases to hold such office or other employment in the Company; notwithstanding anything in Clause (4), (6) and (8) aforesaid, the disqualification referred to in those clauses shall not take effect: a) for thirty days from the date of the	**Removal of Directors**

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	adjudication, sentence or order; b) where any appeal or petition is preferred within the thirty days aforesaid against the adjudication, sentence or conviction resulting in the sentence or order until the expiry of seven days from the date on which such appeal or petition is disposed off; or c) where within the seven days as aforesaid, any further appeal or petition is preferred in respect of the adjudication, sentence, conviction or order, and appeal or petition, if allowed, would result in the removal of the disqualification, until such further appeal or petition is disposed off. Subject to provisions of Section 169 the Company, by Ordinary Resolution, may at any time remove any Director except Government Directors before the expiry of his period of office, and may by Ordinary Resolution appoint another person in his place. The person so appointed shall hold office until the date upto which his predecessor would have held office if he had not been removed as aforementioned. A Director so removed from office shall not be re-appointed as a Director by the Board of Directors. Special Notice shall be required of any resolution to remove a Director under this Article, or to appoint somebody instead of the Director at the meeting at which he is removed.	
39.	(a) Until otherwise determined by the Company in General Meeting, each Director shall be entitled to receive and be paid out of the funds of the Company a fee for each meeting of the Board of Directors or any committee thereof, attended by him as may be fixed by the Board of Directors from time to time subject to the provisions of Section 197 of the Act, and the Rules made thereunder. For the purpose of any resolution in this regard, none of the Directors shall be deemed to be interested in the subject matter of the resolution. The Directors shall also be entitled to be paid their reasonable travelling and hotel and other expenses incurred in consequence of their attendance at meetings of the Board or of any committee of the Board or otherwise in the execution of their duties as Directors either in India or elsewhere. The Managing/Whole-time Director of the Company	**Remuneration and sitting fees to Directors including Managing and whole time Directors**

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	who is a full time employee, drawing remuneration will not be paid any fee for attending Board Meetings. (b) Subject to the provisions of the Act, the Directors may, with the sanction of a Special Resolution passed in the General Meeting and such sanction, if any, of the Government of India as may be required under the Companies Act, sanction and pay to any or all the Directors such remuneration for their services as Directors or otherwise and for such period and on such terms as they may deem fit. (c) Subject to the provisions of the Act, the Company in General Meeting may by Special Resolution sanction and pay to the Director in addition to the said fees set out in sub-clause (a) above, a remuneration not exceeding one per cent (1%) of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act. The said amount of remuneration so calculated shall be divided equally between all the Directors of the Company who held office as Directors at any time during the year of account in respect of which such remuneration is paid or during any portion of such year irrespective of the length of the period for which they held office respectively as such Directors. (d) Subject to the provisions of Section 188 of the Companies Act, and subject to such sanction of the Government of India, as may be required under the Companies Act, if any Director shall be appointed to advise the Directors as an expert or be called upon to perform extra services or make special exertions for any of the purposes of the Company, the Directors may pay to such Director such special remuneration as they think fit; such remuneration may be in the form of either salary, commission, or lump sum and may either be in addition to or in substitution of the remuneration specified in clause (a) of the Article.	
40.	Except as otherwise provided by these Articles and subject to the provisions of the Act, all the Directors of the Company shall have in all matters equal rights and privileges,and be subject to equal obligations and duties in respect of the affairs of the Company.	**Power and duties of Directors: Certain powers to be exercised by the Board only at Meeting.**

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Notwithstanding anything contained in these presents, any Director contracting with the Company shall comply with the provisions of Section 184 of the Companies Act, 2013.

The Board may appoint at any time and from time to time by a power of attorney under the Company's seal, any person to be the Attorney of the Company for such purposes and with such powers, authorities and discretions not exceeding those vested in or exercisable by the Board under these Articles and for such period and subject to such conditions as the Board may from time to time think fit and any such appointment, may, if the Board thinks fit, be made in favour of the members, or any of the members of any firm or company, or the members, Directors, nominees or managers of any firm or company or otherwise in favour of any body or persons whether nominated directly or indirectly by the Board and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with such attorney as the Board may think fit.

The Board may authorise any such delegate or attorney as aforesaid to sub-delegate all or any of the powers and authorities for the time being vested in him.

The Board shall duly comply with the provisions of the Act and in particular with the provisions in regard to the registration of the particulars of mortgages and charges affecting the property of the Company or created by it, and keep a register of the Directors, and send to the Registrar an annual list of members and a summary of particulars relating thereto, and notice of any consolidation or increase of share capital and copies of special resolutions, and such other resolutions and agreements required to be filed under Section 117 of the Act and a copy of the Register of Directors and notifications of any change therein.

Subject to the provisions of the Act, the Board shall exercise the following powers on behalf of the Company and the said power shall be exercised only by resolution passed at the meetings of the Board.

(a) to make calls on shareholders in respect of money unpaid on their shares;
(b) to authorise buy-back of securities under section 68;
(c) to issue securities, including debentures,

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whether in or outside India;

(d) to borrow monies;

(e) to invest the funds of the company;

(f) to grant loans or give guarantee or provide security in respect of loans;

(g) to approve financial statement and the Board's report;

(h) to diversify the business of the company;

(i) to approve amalgamation, merger or reconstruction;

(j) to take over a company or acquire a controlling or substantial stake in another company;

(k) to make political contributions;

(l) to appoint or remove key managerial personnel (KMP);

(m) to take note of appointment(s) or removal(s) of one level below the Key Management Personnel;

(n) to appoint internal auditors and secretarial auditor;

(o) to take note of the disclosure of director's interest and shareholding;

(p) to buy, sell investments held by the company (other than trade investments), constituting five percent or more of the paid up share capital and free reserves of the investee company;

(q) to invite or accept or renew public deposits and related matters;

(r) to review or change the terms and conditions of public deposit;

(s) to approve quarterly, half yearly and annual financial statements or financial results as the case may be.

(t) such other business as may be prescribed by the Act.

The Board may by a meeting delegate to any Committee of the Board or to the Managing Director the powers specified in Sub-clauses, d, e and f above. Every resolution delegating the power set out in Sub-clause d shall specify the total amount outstanding at any one time up to which moneys may be borrowed by the said delegate. Every resolution delegating the power referred to in Sub-clause e shall specify the total amount upto which the funds may be invested and the nature of investments which may be made by the delegate. Every resolution delegating the power referred to in Sub-clause f above shall specify the total amount upto which loans may be made by the delegate, the purposes for which the loans may be

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	made, and the maximum amount of loans that may be made for each such purpose in individual cases.	
41.	Subject to the limitations prescribed in the Companies Act, 2013, the Directors shall be entitled to contract with the Company and no Director shall be disqualified by having contracted with the Company as aforesaid. The business of the Company shall be managed by the Directors who may exercise all such powers of the Company as are not, by the act or any statutory modification thereof for the time being in force, or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to any regulation of these Articles, to the provisions of the said Act, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting, shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made. Whenever such a resolution as aforesaid shall have been passed, the Board shall: (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issue or fully paid shares if any; and (b) generally do all acts and things required to give effect thereto. The Board shall have full power: (a) to make such provision by the issue of fractional certificates or by payments in cash or otherwise as it thinks fit in the case of shares becoming distributable in fractions and also; (b) to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the Company providing for the allotment to them respectively credited as fully paid-up of any further shares to which they may be entitled upon such capitalisation, or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised of the amounts or any part of the amounts remaining unpaid on the existing shares.	**General powers of the Company vested in Directors**

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	Any agreement made under such authority shall be effective and binding on all such members.	
42.	A Director may at any time request the Secretary to convene a meeting of the Directors and seven days notice of meeting of directors shall be given to every director and such notice shall be sent by hand delivery or by post or by electronic means. The continuing Directors may act notwithstanding any vacancy in the Board, but if and as long as their number if reduced below three, the continuing Directors or Director may act for the purpose of increasing the number of Directors to three or for summoning a General Meeting of the Company and for no other purpose. In furtherance of and without prejudice to the general powers conferred by or implied in Article 130 and other powers conferred by these Articles, and subject to the provisions of Sections 179 and 180 of the Act, that may become applicable, it is hereby expressly declared that it shall be lawful for the Directors to carry out all or any of the objects set forth in the Memorandum of Association and to the following things. a. To purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorised to acquire at such price and generally on such terms and conditions as they think fit and to sell, let, exchange, or otherwise dispose of the property, privileges and undertakings of the Company upon such terms and conditions and for such consideration as they may think fit. b. At their discretion to pay for any property, rights and privileges acquired by or services rendered to the Company, either wholly or partially, in cash or in shares, bonds, debentures or other securities of the Company and any such shares may be issued either as fully paid-up or with such amount credited as paidup, the sum as may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged. c. To secure the fulfillment of any contracts or agreements entered into by the Company by mortgage or charge of all or any of the property	**Specific power given to Directors**

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of the Company and its uncalled capital for the time being or in such other manner as they think fit.

d. To appoint and at their discretion remove, or suspend such agents, secretaries, officers, clerks and servants for permanent, temporary or special services as they may from time to time think fit and to determine their powers and duties and fix their powers and duties and fix their salaries or emoluments and to the required security in such instances and to such amount as they think fit. To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payments or satisfaction of any dues and of any claims or demands by or against the Company.

e. To refer to, any claims or demands by or against the Company to arbitration and observe and perform the awards.

f. To make and give receipts, releases and other discharges for money payable to the Company and of the claims and demands of the Company.

g. To act on behalf of the Company in all matters relating to bankrupts and insolvents.

h. To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability for the benefit of the Company such mortgages of the Company's property (present and future) as they think fit and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed upon.

i. To give any person employed by the Company a commission on the profits of any particular business or transaction or a share in the general profits of the Company.

j. To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in

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	the name and on behalf of the Company as they consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company. k. From time to time, make, vary and repeal bye-laws for the regulations of the business for the Company, its officers and servants. l. Before recommending any dividends, to set-aside portions of the profits of the Company to form a fund to provide for such pensions, gratuities or compensations; or to create any provident fund or benefit fund in such or any other manner as the Directors may deem fit. m. To make and alter rules and regulations concerning the time and manner of payments of the contributions of the employees and the Company respectively to any such fund and accrual, employment, suspension and forfeiture of the benefits of the said fund and the application and disposal thereof and otherwise in relation to the working and management of the said fund as the Directors shall from time to time think fit. And generally, at their absolute discretion, to do and perform every act and thing which they may consider necessary or expedient for the purpose of carrying on the business of the Company, excepting such acts and things as by Memorandum of Association of the Company or by these presents may stand prohibited.	
43.	All the powers conferred on the Managing Director by these presents, or otherwise may, subject to any directions to the contrary by the Board of Directors, be exercised by any of them severally.	**MANAGING DIRECTORS Power to appoint Managing and Whole-time Director**
44.	The meeting and proceedings of any such Committee 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 not superseded by any regulations made by the Directors under the last proceeding Article.	**Proceedings of the Board**
45.	If no person has been appointed as Chairman or Vice Chairman under Article 98(a) or if at any meeting, the Chairman or Vice Chairman of the Board is not present within fifteen minutes after the time appointed for holding the meeting, the Directors present may choose one of their members to be the Chairman of	**Delegation of Powers of Board to Committee**

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	the meeting. The Board may, from time to time, and at any time and in compliance with provisions of the act and listing agreement constitute one or more Committees of the Board consisting of such member or members of its body, as the Board may think fit. Subject to the provisions of Section 179 the Board may delegate from time to time and at any time to any Committee so appointed all or any of the powers, authorities and discretions for the time being vested in the Board and such delegation may be made on such terms and subject to such conditions as the Board may think fit and subject to provisions of the act and listing agreement.The Board may from, time to time, revoke, add to or vary any powers, authorities and discretions so delegated subject to provisions of the act and listing agreement.	
46.	The Board shall have power to appoint a Secretary a person fit in its opinion for the said office, for such period and on such terms and conditions as regards remuneration and otherwise as it may determine. The Secretary shall have such powers and duties as may, from time to time, be delegated or entrusted to him by the Board. Subject to the provisions of the Act, the Directors may appoint any person as Manager for such term not exceeding five years at a time at such remuneration and upon such conditions as they may think fit and any Manager so appointed may be removed by the Board.	**Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer**
47.	The profits of the Company, subject to any special rights relating thereto created or authorised to be created by these presents and subject to the provisions of these presents as to the Reserve Fund, shall be divisible among the equity shareholders. The Company in General Meeting may declare dividends but no dividend shall exceed the amount recommended by the Board. The declarations of the Directors as to the amount of the net profits of the Company shall be conclusive. The Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the Company.	**Dividend**

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	No dividend shall be payable except out of the profits of the year or any other undistributed profits except as provided by Section 123 of the Act. The Board may, before recommending any dividends, set aside out of the profits of the Company such sums as it thinks proper as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends and pending such application may, at the like discretion either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit. The Board may also carry forward any profits which it may think prudent not to divide without setting them aside as Reserve. Subject to the rights of persons, if any, entitled to share with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid. No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of these regulations as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividends as from a particular date, such shares shall rank for dividend accordingly. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls in relation to the shares of the Company or otherwise. Any General Meeting declaring a dividend or bonus may make a call on the members of such amounts as the meeting fixes, but so that the call on each member shall not exceed the dividend payable to him and so that the call be made payable at the same time as the dividend and the dividend may, if so arranged between the Company and themselves, be set off against the call.	

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Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through post directly to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named in the Register of Members or to such person and to such address of the holder as the joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Every dividend or warrant or cheque shall be posted within thirty days from the date of declaration of the dividends.

The Directors may retain the dividends payable upon shares in respect of which any person is under the transmission clause entitled to become a member in respect thereof or shall duly transfer the same.

Where any instrument of transfer of shares has been delivered to the Company for registration on holders, the Transfer of such shares and the same has not been registered by the Company, it shall, and notwithstanding anything contained in any other provision of the Act:

a. transfer the dividend in relation to such shares to the Special Account referred to in Sections 123 and 124 of the Act, unless the Company is authorised by the registered holder, of such shares in writing to pay such dividend to the transferee specified in such instrument of transfer, and

b. Keep in abeyance in relation to such shares any offer of rights shares under Clause(a) of Subsection (1) of Section 62 of the Act, and any issue of fully paid-up bonus shares in pursuance of Sub-section (3) of Section 123 of the Act".

Any one of two of the joint holders of a share may give effectual receipt for any dividend, bonus, or other money payable in respect of such share. Notice of any dividend that may have been declared shall be given to the person entitled to share therein in the manner mentioned in the Act.

No dividend shall bear interest against the Company.

No unclaimed dividends shall be forfeited. Unclaimed

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	dividends shall be dealt with in accordance to the provisions of Sections 123 and 124 of the Companies Act, 2013. Any transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.	
48.	The Board shall cause proper books of accounts to be kept in respect of all sums of money received and expanded by the Company and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the Company, and of the assets and liabilities of the Company. All the aforesaid books shall give a fair and true view of the affairs of the Company or of its branch as the case may be, with respect to the matters aforesaid, and explain in transactions.The books of accounts shall be open to inspection by any Director during business hours. The books of account shall be kept at the Registered Office or at such other place as the Board thinks fit. The Board shall, from time to time, determine whether and to what extent and at what time and under what conditions or regulations the accounts and books and documents of the Company or any of them shall be open to the inspection of the members and no member (not being a Director) shall have any right of inspection any account or book or document of the Company except as conferred by statute or authorised by the Board or by a resolution of the Company in General Meeting. The Board shall lay before such Annual General Meeting, financial statements made up as at the end of the financial year which shall be a date which shall not precede the day of the meeting by more than six months or such extension of time as shall have been granted by the Registrar under the provisions of the Act. Subject to the provisions of Section 129, 133 of the Act, every financial statements of the Company shall be in the forms set out in Parts I and II respectively of Schedule III of the Act, or as near thereto as circumstances admit. Subject to Section 134 of the Act, every financial statements of the Company shall be signed on behalf	**Accounts**

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of the Board by not less than two Directors.The financial statements shall be approved by the Board before they are signed on behalf of the Board in accordance with the provisions of this Article and before they are submitted to the Auditors for their report thereon.The Auditor's Report shall be attached to the financial statements.

Every financial statement laid before the Company in General Meeting shall have attached to it a report by the Board with respect to the state of the Company's affairs, the amounts, if any, which it proposes to carry to any reserve either in such Balance Sheet or in a subsequent Balance Sheet and the amount, if any, which it recommends to be paid by way of dividend.The report shall, so far as it is material for the appreciation of the state of the Company's affairs by its members and will not in the Board's opinion be harmful to its business or that of any of its subsidiaries, deal with any change which has occurred during the financial year in the nature of the Company's business or that of the Company's subsidiaries and generally in the classes of business in which the Company has an interest and material changes and commitments, if any, affecting the financial position of the Company which has occurred between the end of the financial year of the Company to which the Balance Sheet relates and the date of the report.The Board shall also give the fullest information and explanation in its report or in case falling under the provision of Section 134 of the Act in an addendum to that Report on every reservation, qualification or adverse remark contained in the Auditor's Report.The Board's Report and addendum, if any, thereto shall be signed by its Chairman if he is authorised in that behalf by the Board; and where he is not authorised, shall be signed by such number of Directors as is required to sign the Financial Statements of the Company under Article 181.The Board shall have the right to charge any person not being a Director with the duty of seeing that the provisions of Sub-clauses (a) to (e) of this Article are complied with.

The Company shall comply with the requirements of Section 136.The Company shall make the requisite annual return in accordance with Section 92 of the Act.

Every account of the Company when audited and

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	approved by a General Meeting 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 accounts shall forthwith be corrected, and henceforth be conclusive.	
49.	Any Director or Member or person can inspect the statutory registers maintained by the company, which may be available for inspection of such Director or Member or person under provisions of the act by the company, provided he gives fifteen days' notice to the company about his intention to do so. Any,Director or Member or person can take copies of such registers of the company by paying Rs. 10 per page to the company. The company will take steps to provide the copies of registers to such person within Fifteen days of receipt of money.	**Inspection of Statutory Documents of the Company**
50.	The Directors shall cause a proper register and charge creation documents to be kept in accordance with the provisions of the Companies Act, 2013 for all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the said Act, in regard to the registration of mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the said Act, in regard to the registration of mortgages and charges therein specified and otherwise and shall also duly comply with the requirements of the said Act as to keeping a copy of every instrument creating any mortgage or charge by the Company at the office. Every register of holders of debentures of the Company may be closed for any period not exceeding on the whole forty five days in any year, and not exceeding thirty days at any one time. Subject as the aforesaid, every such register shall be open to the inspection of registered holders of any such debenture and of any member but the Company may in General Meeting impose any reasonable restriction so that at least two hours in every day, when such register is open, are appointed for inspection. The Company shall comply with the provisions of the Companies Act, 2013, as to allow inspection of copies kept at the Registered Office in pursuance of the said Act, and as to allowing inspection of the Register of charges to be kept at the office in pursuance of the said Act.	**Register of charges**

ARTICLE NO.	INTERPRETATION	HEADING
	The Company shall comply with the provisions of the Companies Act, 2013, as to supplying copies of any register of holders of debentures or any trust deed for securing any issue of debentures.	
51.	a. Every Financial Statement shall be audited by one or more Auditors to be appointed as hereinafter mentioned. b. Subject to provisions of the Act, The Company at the Annual General Meeting shall appoint an Auditor or Firm of Auditors to hold office from the conclusion of that meeting until the conclusion of the fifth Annual General Meeting and shall, within seven days of the appointment, give intimation thereof to every Auditor so appointed unless he is a retiring Auditor. c. At every Annual General Meeting, reappointment of such auditor shall be ratified by the shareholders. d. Where at an Annual General Meeting no Auditors are appointed or reappointed, the Central Government may appoint a person to fill the vacancy. e. The Company shall, within seven days of the Central Government's power under Sub-clause (d) becoming exercisable, give notice of that fact to that Government. f. 1. The first Auditor or Auditors of the Company shall be appointed by the Board of Directors within one month of the date of registration of the Company and the Auditor or Auditors so appointed shall hold office until the conclusion of the first Annual General Meeting. Provided that the Company may at a General Meeting remove any such Auditor or all or any of such Auditors and appoint in his or their places any other person or persons who have been nominated for appointment by any such member of the Company and of whose nomination notice has been given to the members of the Company, not less than 14 days before the date of the meeting; and 2. If the Board fails to exercise its power under this Sub-clause, the Company in General Meeting may appoint the first Auditor or	**Audit**

ARTICLE NO.	INTERPRETATION	HEADING

Auditors.

g. The Directors may fill any casual vacancy in the office of an Auditor, but while any such vacancy continues, the remaining Auditor or Auditors, if any, may act, but where such a vacancy is caused by the resignation of an Auditor, the vacancy shall only be filled by the Company in 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 for appointment of that person to the office of Auditor has been given by a member to the Company not less than 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 members in accordance with Section 190 of the Act and all other provisions of Section140 of the Act shall apply in the matter. The provisions of this Sub-clause shall also apply to a resolution that retiring Auditor shall be reappointed.

i. The persons qualified for appointment as Auditors shall be only those referred to in Section 141 of the Act.

j. Subject to the provisions of Section 146 of the Act, the Auditor of the company shall attend general meetings of the company.

The Company shall comply with the provisions of Section 143 of the Act in relation to the audit of the accounts of Branch Offices of the Company.

The remuneration of the Auditors shall be fixed by the Company in General Meeting except that the remuneration of any Auditor appointed to fill and casual vacancy may be fixed by the Board.

Every Auditor of the Company shall have a right of access at all times to the books of accounts and vouchers of the Company and shall be entitled to require from the Directors and officers of the Company such information and explanations as may be necessary for the performance of his duties as Auditor.All notices of, and other communications

ARTICLE NO.	INTERPRETATION	HEADING

relating to any General Meeting of a Company which any member of the Company is entitled to have sent to him shall also be forwarded to the Auditor, and the Auditor shall be entitled to attend any General Meeting and to be heard at any General Meeting which he attends on any part of the business which concerns him as Auditor.The Auditor shall make a report to the members of the Company on the accounts examined by him and on Financial statements and on every other document declared by this Act to be part of or annexed to the Financial statements, which are laid before the Company in General Meeting during his tenure of office, and the report shall state whether, in his opinion and to the best of his information and according to explanations given to him, the said accounts give the information required by this Act in the manner so required and give a true and fair view:

1. in the case of the Balance Sheet, of the state of affairs as at the end of the financial year and

2. in the case of the Statement of Profit and Loss, of the profit or loss for its financial year.

The Auditor's Report shall also state:

a) whether he has sought and obtained all the information and explanations which to the best of his knowledge and belief were necessary for the purpose of his audit and if not, the details thereof and the effect of such information on the financial statements;

b) whether, in his opinion, proper books of account as required by law have been kept by the company so far as appears from his examination of those books and proper returns adequate for the purposes of his audit have been received from branches not visited by him;

c) whether the report on the accounts of any branch office of the company audited under sub-section (8) by a person other than the company's auditor has been sent to him under the proviso to that subsection and the manner in which he has dealt with it in preparing his report;

d) whether the company's balance sheet and profit and loss account dealt with in the report are in agreement with the books of account and

ARTICLE NO.	INTERPRETATION	HEADING
	returns; e) whether, in his opinion, the financial statements comply with the accounting standards; f) the observations or comments of the auditors on financial transactions or matters which have any adverse effect on the functioning of the company; g) whether any director is disqualified from being appointed as a director under sub-section (2) of section 164; h) any qualification, reservation or adverse remark relating to the maintenance of accounts and other matters connected therewith; i) whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls; j) whether the company has disclosed the impact, if any, of pending litigations on its financial position in its financial statement; (k) whether the company has made provision, as required under any law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts; k) whether there has been any delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company. Where any of the matters referred to in Clauses (i) and (ii) of Sub-section (2) of Section 143 of the Act or in Clauses (a), (b) and (c) of Sub-section (3) of Section 143 of the Act or Sub-clause (4) (a) and (b) and (c) hereof is answered in the negative or with a qualification, the Auditor's Report shall state the reason for such answer.The Auditor's Report shall be read before the Company in General Meeting and shall be open to inspection by any member of the Company.	
52.	Subject to the provisions of the Act as to preferential payments, the assets of a Company shall, on its winding-up be applied in satisfaction of its liabilities pari-passu and, subject to such application, shall, unless the articles otherwise provide, be distributed	**Winding up**

ARTICLE NO.	INTERPRETATION	HEADING
	among the members according to their rights and interests in the Company. If the Company shall be wound up, whether voluntarily or otherwise, the liquidators may, with the sanction of a Special Resolution, divide among the contributories, in specie or kind, and part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories or any of them, as the liquidators with the like sanction shall think fit. In case any shares, to be divided as aforesaid involves a liability to calls or otherwise, any person entitled under such division to any of the said shares may, within ten days after the passing of the Special Resolution by notice in writing, direct the liquidators to sell his proportion and pay him the net proceeds, and the liquidators shall, if practicable, act accordingly.	
53.	If the Directors or any of them or any other 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 any part of the assets of the Company by way of indemnity to secure the Directors or other person so becoming liable as aforesaid from any loss in respect of such liability. Subject to the provisions of Section 197 of the Act every Director, Manager, Secretary and other officer or employee of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors out of the funds of the Company to pay all costs, losses, and expenses (including travelling expenses) which Service of documents on the Company any such Director, officer or employee may incur or becomes liable to by reason of any contract entered into or act or deed done by him or any other way in the discharge of his duties, as such Director, officer or employee. Subject as aforesaid, every Director, Manager, Secretary, or other officer/employee of the Company shall be indemnified against any liability, incurred by them or him in defending any proceeding whether civil or criminal in which judgement is given in their or his favour or in which he is acquitted or discharged or in connection with any application under Section 463 of the Act in which relief is given to him by the Court and without prejudice to the generality of the	**Indemnity**

ARTICLE NO.	INTERPRETATION	HEADING
	foregoing, it is hereby expressly declared that the Company shall pay and bear all fees and other expenses incurred or incurrable by or in respect of any Director for filing any return, paper or document with the Registrar of Companies, or complying with any of the provisions of the Act in respect of or by reason of his office as a Director or other officer of the Company. Subject to the provisions of Section 197 of the Act, no Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer, or for joining in any receipt or other act for conformity for any loss or expenses happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for and on behalf of the Company, or for the insufficiency or deficiency of title to any property acquired by order of the Directors for and on behalf of the Company or for the insufficiency or deficiency of any money invested, or for any loss or damages arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation with whom any moneys, securities or effects shall be entrusted or deposited or for any loss occasioned by any error of judgement or oversight on his part of for any loss or damage or misfortune whatever, which shall happen in the execution of the duties of his office or in relation thereto unless the same happens through his own act or default.	
54.	No member shall be entitled to visit or inspect the Company's works without the permission of the Directors or Managing Director or to require discovery of or any information respecting any details of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process or which may relate to the conduct of the business of the Company and which, in the opinion of the Directors, will be inexpedient in the interests of the Company to communicate to the public. Every Director, Managing Director, Manager, Secretary, Auditor, Trustee, Members of a Committee, Officers, Servant, Agent, Accountant or other person employed in the business of the Company, shall, if so required by the Directors before entering upon his duties, or at any time during his term of office sign a declaration pledging himself to observe strict secrecy respecting all transactions of	**Secrecy**

ARTICLE NO.	INTERPRETATION	HEADING
	the Company and the state of accounts and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of duties except when required so to do by the Board or by any General Meeting or by a Court of Law or by the persons to whom such matters relate and except so far as may be necessary, in order to comply with any of the provisions contained in these Articles.	

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 the Company or entered into more than two years before the date of the Prospectus) which are or may be deemed material have been entered or to be entered into by the Company which are or may be deemed material will be attached to the copy of the Prospectus, delivered to the Registrar of Companies, for registration. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered and Corporate Office between 10 a.m. and 5 p.m. on all Working Days from the date of this Prospectus until the Issue Closing Date.

Material Contracts

1. Issue Agreement dated May 3, 2018 between our Company and the Lead Manager.

2. Registrar Agreement dated May 3, 2018 between our Company and Registrar to the Issue.

3. Underwriting Agreement dated May 3, 2018 between our Company and the Underwriter viz. Lead Manager.

4. Market Making Agreement dated May 3, 2018 between our Company, the Market Maker and the Lead Manager.

5. Bankers to the Issue Agreement dated May 3, 2018 amongst our Company, the Lead Manager, Banker(s) to the Issue and the Registrar to the Issue.

6. Tripartite agreement among the NSDL, our Company and Registrar to the Issue dated March 19, 2018.

7. Tripartite agreement among the CDSL, our Company and Registrar to the Issue dated March 14, 2018.

Material Documents

1. Certified copies of the updated Memorandum and Articles of Association of our Company along with certificates of incorporation and certificate of commencement of business as amended from time to time.

2. Resolutions of the Board of Directors dated February 15, 2018 in relation to the Issue and other related matters.

3. Shareholders' resolution dated March 1, 2018 in relation to the Issue and other related matters.

4. Annual Reports of our Company for period ended December 31, 2017 and financial years ended on March 31, 2017, 2016, 2015, 2014 and 2013 of our Company.

5. Statement of Possible Tax Benefits dated May 7, 2018 issued by M.N. Manvar& Co., Chartered Accountants our Peer review Auditors, Chartered Accountants.

6. Report of the Peer Review Auditor, M.N. Manvar& Co.,Chartered Accountants dated March 26, 2018, on the Restated Financial Statements for the period ended December 31, 2017 and Financial Year ended on March 31, 2017, 2016, 2015, 2014 and 2013 of our Company.

7. Consents of Promoters, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditors, Peer Reviewed Auditors, Bankers to the Company, Legal Advisor to the Issue, the Lead Manager, Registrar to the Issue, Underwriter, Market Maker, Banker to the Issue to act in their respective capacities.

8. Copy of approval from National Stock Exchange of India Limited vide letter dated June 13, 2018 to us the name of National Stock Exchange of India Limited in the issue document for listing of Equity Shares on Emerge Platform of National Stock Exchange of India Limited.

9. Copy of due diligence certificate issued by the Lead Manager to the issue dated June 20, 2018.

None of the contracts or documents mentioned in this Prospectus may be amended or modified at any time without reference to the shareholders, subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION BY THE COMPANY

We, the under signed, hereby certify and declare that, all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India or the regulations / guidelines issued by SEBI, as the case may be, have been complied with and no statement made in the Prospectus is contrary to the provisions of the Companies Act, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations / guidelines issued, as the case may be. We further certify that all the disclosures and statements made in the Prospectus are true and correct.

Signed by all the Directors of our Company

Name and Designation	Signature
Hiralal Mahidas Tilva *Chairman and Managing Director*	Sd/-
Rakesh Chhaganlal Patel Managing Director	Sd/-
Sheetal Sanjivkumar Chaniara Whole-time Director	Sd/-
Parulben Rakeshbhai Patel Whole-time Director	Sd/-
Mayurkumar Mansukhlal Kalaria Additional Director	Sd/-
Harshad Vinodrai Ashar Independent Director	Sd/-
Rameshbhai Gordhanbhai Dhingani Independent Director	Sd/-
Jasubhai Khimjibhai Patel Independent Director	Sd/-

Signed by Chief Financial Officer and Company Secretary and Compliance officer of the Company.

Sd/-
Avni Nileshkumar Dadhaniya
Chief Financial Officer

Sd/-
Minal Vinodrai Lakhlani
Company Secretary and Compliance Officer

Place: Rajkot
Date: June 20, 2018

Annexure A

DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED

Sr. No	Issue Name	Issue Size (Cr)	Issue Price (Rs.)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Vera Synthetic Limited	5.34	40.00	April 12, 2018	45.00	5.00% (3.33%)	Not Applicable	Not Applicable
2.	S.S. Infrastructure Development Consultants Limited	17.11	40.00	April 12, 2018	42.95	5.75% (3.33%)	Not Applicable	Not Applicable
3.	Mahickra Chemicals Limited	5.25	25.00	April 26, 2018	35.00	93.60% (-0.12%)	Not Applicable	Not Applicable
4.	Akshar Spintex Limited	26.99	40.00	May 11, 2018	40.00	-18.20% (-0.15%)	Not Applicable	Not Applicable
5.	Softtech Engineers Limited	22.81	80.00	May 11, 2018	88.00	-22.50% (-0.18%)	Not Applicable	Not Applicable
6.	Innovators Façade Systems Limited	40.76	72.00	May 24, 2018	72.00	Not Applicable	Not Applicable	Not Applicable
7.	Shree Vasu Logistics Limited	9.29	45.00	June 4, 2018	48.00	Not Applicable	Not Applicable	Not Applicable
8.	Affordable Robotic & Automation Limited	22.79	85.00	June 4, 2018	90.05	Not Applicable	Not Applicable	Not Applicable
9.	Latteys Industries Limited	8.07	66.00	June 5, 2018	68.00	Not Applicable	Not Applicable	Not Applicable
10.	Nakoda Group of Industries Limited	6.43	35.00	June 6, 2018	36.00	Not Applicable	Not Applicable	Not Applicable

Notes:

Priti International Limited and ShreeOswal Seeds and Chemicals Limited have registered the Prospectus with the Registrar of Companies for Initial Public Offering.

Accuracy Shipping Limited has registered its Red Herring Prospectus with Registrar of Companies for Initial Public Offering.

Sources: All share price data is from www.bseindia.com and www.nseindia.com

Note:-

1. The BSE Sensex and CNX Nifty are considered as the Benchmark Index
2. Prices on BSE/NSE are considered for all of the above calculations
3. In case 30th/90th/180th day is not a trading day, closing price on BSE/NSE of the next trading day has been considered
4. In case 30th/90th/180th days, scrips are not traded then last trading price has been considered.

As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect maximum 10 issues (Initial Public Offers) managed by the lead manager. Hence, disclosures pertaining to recent 10 issues handled by the lead manager are provided.

SUMMARY STATEMENT OF DISCLOSURE

Financial year	Total no. of IPO	Total funds raised (Rs. Cr)	Nos of IPOs trading at discount on 30th Calendar day from listing date			Nos of IPOs trading at premium on 30th Calendar day from listing date			Nos of IPOs trading at discount on 180th Calendar day from listing date			Nos of IPOs trading at premium on 180th Calendar day from listing date		
			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%
15-16	*9	54.01	-	-	1	3	2	3	-	1	1	4	3	-
16-17	**24$	204.56	-	-	5	5	3	8	-	1	5	10	1	6
17-18	***30$$	610.90	-	-	4	10	7	9	-	1	2	11	2	4
18-19	****12$$$	202.83	-	-	2	1	-	4	-	-	-	-	-	-

*The scripts of Filtra Consultants and Engineers Limited, Ambition Mica Limited, Jiya Eco Products Limited, M.D. Inducto Cast Limited, Majestic Research Services and Solutions Limited, Mangalam Seeds Limited, Sri Krishna Constructions (India) Limited, Patdiam Jewellery Limited and Vidli Restaurants Limited were listed on April 15, 2015, July 14, 2015, July 16, 2015, July 16, 2015, July 16, 2015, August 12, 2015, October 01, 2015, October 16, 2015 and February 15, 2016 respectively.

**The scripts Ruby Cables Limited, Sysco Industries Limited, Lancer Containers Lines Limited, Yash Chemex Limited, Titaanium Ten Enterprise Limited, Commercial Syn Bags Limited, Shiva Granito Export Limited, Sprayking Agro Equipment Limited, Narayani Steels Limited, Nandani Creation Limited, DRA Consultant Limited, Gretex Industries Limited, Sakar Health Care Limited, Bindal Exports Limited, Mewar Hi-Tech Engineering Limited, Shashijit Infraprojects Limited, Agro Phos (India) Limited, Majestic Research Services and Solutions Limited, Maheshwari Logistics Limited, Madhav Copper Limited, Chemcrux Enterprises Limited, Manomay Tex India Limited, Oceanic Foods Limited and Euro India Fresh Foods Limited were listed on April 13, 2016, April 13, 2016, April 13, 2016, June 20, 2016, July 14, 2016, July 14, 2016, September 06, 2016, September 14, 2016, September 14, 2016, October 10, 2016, October 13, 2016, October 14, 2016, October 14, 2016, October 17, 2016, October 17, 2016, October 17, 2016, November 16, 2016 December 14, 2016, January 16, 2017, February 06, 2017, March 28, 2017, March 28, 2017, March 31, 2017 and March 31, 2017 respectively.

***The scripts Bohra Industries Limited, Creative Peripherals and Distribution Limited, Panache Digilife Limited, Zota Health Care Limited, Gautam Exim Limited, Bansal Multiflex Limited, Shrenik Limited, Jigar Cables Limited, Vaishali Pharma Limited, Lexus Granito (India) Limited, Worth Peripherals Limited, R M Drip and Sprinklers Systems Limited, Shree Tirupati Balajee FIBC Limited, Innovative Tyres and Tubes Limited, Poojawestern Metaliks Limited, Airo Lam Limited, Goldstar Power Limited, IRIS Business Services Limited, Tirupati Forge Limited, Beta Drugs

Limited, One Point One Solutions Limited, Astron Paper & Board Mill Limited, Shree Ram Proteins Limited and Gujarat Hy – Spin Limited, Focus Suites Solutions & Services Limited, A and M Jumbo Bags Limited, Sintercom India Limited, Mohini Health & Hygiene Limited, South West Pinnacle Exploration Limited and Macpower CNC Machines Limited were listed on April 05, 2017, April 12, 2017, April 25, 2017, May 10, 2017 July 11, 2017, July 12, 2017, July 18, 2017, July 28, 2017, August 22, 2017, August 23, 2017, September 27, 2017, October 04, 2017, October 05, 2017, October 05, 2017, October 05, 2017, October 06, 2017, October 10, 2017, October 11, 2017, October 12, 2017, October 12, 2017, December 26, 2017, December 29, 2017, February 05, 2018, February 08, 2018, February 09, 2018, February 12, 2018, February 15, 2018, February 16, 2018, February 19, 2018 and March 22, 2018 respectively.

****The scripts of Benara Bearings and Pistons Limited, Soya Products Limited, Vera Synthetic Limited, S.S. Infrastructure Development Consultants Limited, Mahickra Chemicals Limited, Akshar Spintex Limited, Softtech Engineers Limited, Innovators Façade Systems Limited, Shree Vasu Logistics Limited, Affordable Robotic & Automation Limited, Latteys Industries Limited and Nakoda Group of Industries Limited were listed on April 3, 2018, April 12, 2018, April 12, 2018, April 12, 2018, April 26, 2018, May 11, 2018, May 11, 2018, May 24, 2018, June 4, 2018, June 4, 2018, June 5, 2018 and June 6, 2018 respectively.

$. As on 30th trading day the closing price of the scripts Ruby Cables Limited and Shashijit Infraprojects Limited were at par with the issue price. Hence, they are not considered for counting the number of IPOs trading at discount and premium.

$$ The scripts of One Point One Solutions Limited, Astron Paper & Board Mill Limited, Shree Ram Proteins Limited, Gujarat Hy – Spin Limited, Focus Suites Solutions & Services Limited, A and M Jumbo Bags Limited, Sintercom India Limited, Mohini Health & Hygiene Limited, South West Pinnacle Exploration Limited and Macpower CNC Machines Limited have not completed 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days,180 days, 180 Days and 180 Days respectively from the date of listing.

$$$ The scripts of Benara Bearings and Pistons Limited, Soni Soya Products Limited, Vera Synthetic Limited, S.S. Infrastructure Development Consultants Limited, Mahickra Chemicals Limited, Akshar Spintex Limited, Softtech Engineers Limited, Innovator Façade Systems Limited, Shree Vasu Logistics Limited, Affordable Robotic & Automation Limited, Latteys Industries Limited and Nakoda Group of Industries Limited have not completed 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 30 Days, 30 Days, 30 Days, 30 Days and 30 Days respectively from the date of listing.

Note: *Majestic Research Services and Solutions Limited and Ambition Mica Limited are Further Public Offerings lead managed by Pantomath Capital Advisors Private Limited in the Financial Years 2016-17 and 2017-18 respectively and the same have not been included in the above mentioned Summary Statement of Disclosure as the disclosure is limited to IPOs only*.