PROSPECTUS
Dated: October 7, 2019
Please read section 26 of the Companies Act, 2013
Book Building Offer

INDIAN RAILWAY CATERING AND TOURISM CORPORATION LIMITED

Our Company was incorporated as "Indian Railway Catering and Tourism Corporation Limited" on September 27, 1999, as a public limited company under the Companies Act, 1956, and was granted a certificate of incorporation by the Deputy Registrar of Companies, N.C.T. of Delhi and Haryana. Our Company received its certificate for commencement of business from the Deputy Registrar of Companies, N.C.T. of Delhi and Haryana on December 2, 1999. For details of changes in the registered office of our Company, see "*History and Certain Corporate Matters*" on page 154.

Registered Office: 11th Floor, B – 148, Statesman House, Barakhamba Road, New Delhi – 110 001, Delhi, India
Contact Person: Suman Kalra, Company Secretary and Compliance Officer; **Telephone:** +91 11 2331 1263 / 64;
E-mail: ipo@irctc.com; **Website:** www.irctc.com; **Corporate Identity Number:** U74899DL1999GOI101707

OUR PROMOTER: THE PRESIDENT OF INDIA ACTING THROUGH THE MINISTRY OF RAILWAYS, GOVERNMENT OF INDIA

INITIAL PUBLIC OFFERING OF 20,160,000 EQUITY SHARES OF FACE VALUE OF ₹10 EACH ("EQUITY SHARES") OF INDIAN RAILWAY CATERING AND TOURISM CORPORATION LIMITED (OUR "COMPANY" OR THE "ISSUER") THROUGH AN OFFER FOR SALE BY THE PRESIDENT OF INDIA, ACTING THROUGH THE MINISTRY OF RAILWAYS, GOVERNMENT OF INDIA (THE "SELLING SHAREHOLDER"), FOR CASH AT A PRICE OF ₹ 320.00* PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ 310.00 PER EQUITY SHARE) (THE "OFFER PRICE"), AGGREGATING TO ₹ 6,379.60# MILLION (THE "OFFER"). THE OFFER COMPRISES OF A NET OFFER (DEFINED BELOW) OF 20,000,000 EQUITY SHARES AND EMPLOYEE RESERVATION PORTION (DEFINED BELOW) OF 160,000 EQUITY SHARES. THE OFFER LESS EMPLOYEE RESERVATION PORTION IS REFERRED TO AS THE NET OFFER. THE OFFER AND THE NET OFFER SHALL CONSTITUTE 12.60% AND 12.50%, RESPECTIVELY OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. THE FACE VALUE OF THE EQUITY SHARES IS ₹10 EACH. THE OFFER PRICE IS 32.0 TIMES THE FACE VALUE OF THE EQUITY SHARES.

**Retail Discount of ₹ 10.00 per Equity Share to the Offer Price was offered to the Retail Individual Bidders and Employee Discount of ₹ 10.00 per Equity Share to the Offer Price was offered to the Eligible Employees Bidding in the Employee Reservation Portion.*
#Subject to finalization of the Basis of Allotment

The Offer was made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("**SCRR**"), read with Regulation 31 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"). The Offer was made through the Book Building Process in terms of Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Net Offer was made available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs**") ("**QIB Portion**"). 5% of the QIB Portion was made available for allocation on a proportionate basis to Mutual Funds only and the remainder of the QIB Portion was made available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. Further, not less than 15% of the Net Offer was made available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Offer was made available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. Further, 160,000 Equity Shares were offered for allocation and Allotment on a proportionate basis to the Eligible Employees Bidding in the Employee Reservation Portion, subject to valid Bids being received from them at or above the Offer Price. All Bidders shall only participate in the Offer through the Application Supported by Blocked Amount ("**ASBA**") process by providing details of their respective bank account (including UPI ID for RIBs using UPI Mechanism) (UPI ID, RIBs and UPI Mechanism are defined hereinafter) wherein the Bid Amounts was blocked by the SCSBs or under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. For details, see *"Offer Procedure"* on page 306.

RISKS IN RELATION TO THE FIRST ISSUE

This being the first public offer of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹10 each. The Offer Price / Floor Price/ Price Band should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares, nor 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 Offer 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 Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in this Offer have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Prospectus. Specific attention of the investors is invited to "*Risk Factors*" on page 23.

OUR COMPANY'S AND SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus contains all information with regard to our Company and this Offer, which is material in the context of this Offer, that the information contained in this Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. The Selling Shareholder accepts responsibility for and confirms the statements made by it in this Prospectus to the extent of information specifically pertaining to itself and the Equity Shares being sold by it in the Offer for Sale and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect.

LISTING

The Offered Shares offered through this Prospectus are proposed to be listed on BSE and NSE. Our Company has received in-principle approvals from BSE and NSE for listing of the Equity Shares pursuant to their letters dated September 6, 2019 and September 5, 2019, respectively. For the purposes of this Offer, BSE shall be the Designated Stock Exchange. A signed copy of the Red Herring Prospectus has been and this Prospectus shall be delivered to the Registrar of Companies, N.C.T. of Delhi & Haryana ("**RoC**") in accordance with Section 26(4) of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus upto the Offer Closing Date, please see *"Material Contracts and Documents for Inspection"* on page 373.

BOOK RUNNING LEAD MANAGERS			REGISTRAR TO THE OFFER
IDBI Capital Markets & Securities Limited 6th Floor, IDBI Tower WTC Complex, Cuffe Parade Mumbai 400 005 Maharashtra, India **Tel:** +91 22 2217 1700 **Email:** ipo.irctc@idbicapital.com **Investor grievance E-mail:** redressal@idbicapital.com **Website:** www.idbicapital.com **Contact Person:** Sumit Singh/ Apurva Bholay **SEBI Registration No.:** INM000010866	**SBI Capital Markets Limited** 202, Maker Tower "E" Cuffe Parade Mumbai 400 005 Maharashtra, India **Tel:** +91 22 2217 8300 **E-mail:** ipo.irctc@sbicaps.com **Investor grievance E-mail:** investor.relations@sbicaps.com **Website:** www.sbicaps.com **Contact Person:** Aditya Deshpande **SEBI Registration No.:** INM000003531	**YES Securities (India) Limited** IFC, Tower 1 & 2, Unit No. 602 A, 6th Floor Senapati Bapat Marg, Elphinstone (West) Mumbai 400 013 Maharashtra, India **Tel:** +91 22 3012 6776 **E-mail:** irctc.ipo@ysil.in **Investor Grievance E-mail:** igc@ysil.in **Website:** www.yesinvest.in **Contact Person:** Nikhil Bhiwapurkar / Pratik Pednekar **SEBI Registration No.:** INM000012227	**Alankit Assignments Limited** 205 – 208, Anarkali Complex Jhandewalan Extension New Delhi 110 055, Delhi, India **Tel:** 011 42541954/933/ 022 4348 1293 **E-mail:** kamalarora@alankit.com/ abhijitd@alankit.com **Investor grievance E-mail:** irctcigr@alankit.com **Website:** www.alankit.com **Contact Person:** Kamal Arora/ Abhijit Deb/ Virender Sharma **SEBI Registration No.:** INR000002532

BID/ OFFER PROGRAMME	
BID/ OFFER OPENED ON:	**MONDAY, SEPTEMBER 30, 2019**
BID/ OFFER CLOSED:	**THURSDAY, OCTOBER 3, 2019**

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline or policy shall be to such legislation, act, regulation, rule, guideline or policy, as amended, supplemented or re-enacted from time to time, and any reference to a statutory provision shall include any subordinate legislation made, from time to time, under such provision.

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 ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made there under.

The terms not defined herein but used in the sections, "Basis for Offer Price", "Statement of Tax Benefits", "Key Regulations and Policies", "Industry Overview", "Restated Financial Statements", "Outstanding Litigation and Other Material Developments", "Description of Equity Shares and Terms of Articles of Association" and "Offer Procedure", beginning on pages 77, 80, 144, 86, 185, 267, 324 and 306 respectively shall, unless indicated otherwise, have the meanings ascribed to such terms in the respective sections.

General Terms

Term	Description
"We", "our", "us" "the Company", "our Company", "the Issuer" or "IRCTC"	Indian Railway Catering and Tourism Corporation Limited, a company incorporated under the Companies Act, 1956, having its registered office at 11th Floor, B – 148, Statesman House, Barakhamba Road, New Delhi – 110 001, Delhi, India.

Company Related Terms

Term	Description
Articles of Association/AoA	The articles of association of our Company, as amended.
Audit Committee	The audit committee of the Board of Directors constituted in accordance with Regulation 18 of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013. For details, see *"Our Management"* on page 160.
Auditor or Statutory Auditor	The current statutory auditor of our Company, namely, M/s. Serva Associates, Chartered Accountants.
Board/Board of Directors	The board of directors of our Company or a duly constituted committee thereof.
Corporate Social Responsibility and Sustainable Development Committee / CSR Committee	The Corporate social responsibility and sustainable development committee constituted by our Board, as described in "*Our Management*" on page 160.
CRISIL	CRISIL Limited.
CRISIL Industry Report	Report on Railway Services (Catering, Travel and Tourism, e-Ticketing and Packaged Drinking Water)" August, 2019.
Director(s)	The director(s) of our Company.
Equity Shares	The equity shares of our Company of face value of ₹10 each.
Independent Directors	The non-executive, independent director(s) on our Board. For details of our Independent Directors, see "*Our Management"* on page 160.
IPO Committee	The committee constituted by our Board for the Offer, as described in "*Our Management*" on page 160.
Joint Venture	Royale Indian Rail Tours Limited.

Term	Description
Key Managerial Personnel	Key managerial personnel of our Company in accordance with Regulation 2(1)(bb) of the SEBI ICDR Regulations and as disclosed in *"Our Management"* on page 160.
Materiality Policy	Policy adopted by our Company, in its Board meeting held on July 26, 2019, for identification of group companies, material creditors and material litigations.
Memorandum of Association/ MoA	The memorandum of association of our Company, as amended from time to time.
MoR / Ministry of Railways	Ministry of Railways, Government of India.
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board, constituted in accordance with Regulation 19 of the SEBI Listing Regulations and Section 178 of the Companies Act, 2013, and as described in *"Our Management"* on page 160.
Promoter	The Promoter of our Company being the President of India, acting through the MoR.
Registered Office	Registered office of our Company located at 11th Floor, B – 148, Statesman House, Barakhamba Road, New Delhi – 110 001, Delhi, India.
Registrar of Companies or RoC	The Registrar of Companies, N.C.T. of Delhi & Haryana located at 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi 110 019, Delhi, India.
Restated Financial Statements	The restated financial information of our Company, which comprises the restated statement of assets and liabilities, the restated statement of profit and loss, restated statement of changes in equity and the restated statement of cash flows, as at and for the Fiscals 2019, 2018 and 2017 and the summary statement of significant accounting policies read together with the annexures and notes thereto and other restated financial information, prepared in terms of the requirements of Section 26 of the Companies Act, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time.
Risk Management Committee	The risk management committee constituted by our Board, as described in "*Our Management*" on page 160.
Royale Indian Rail Tours Limited / RIRTL	The joint venture company formed pursuant to joint venture agreement dated December 10, 2008, entered into between our Company and Cox & Kings (India) Limited.
Shareholders	Shareholders of our Company.
Stakeholders' Relationship Committee	The stakeholders' relationship committee of our Board constituted in accordance with Regulation 20 of the SEBI Listing Regulations and Section 178 of the Companies Act, 2013, and as described in *"Our Management"* on page 160.

Offer Related Terms

Term	Description
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to a Bidder as proof of registration of the ASBA Form.
Allot or Allotment or Allotted	Unless the context otherwise requires, transfer of Offered Shares to successful Bidders pursuant to the Offer by the Selling Shareholder.
Allotment Advice	A note or advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted the Offered Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee	A successful Bidder to whom the Allotment is made.
Application Supported by Blocked Amount or ASBA	An application, whether physical or electronic, used by Bidders to make a Bid and authorize an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB and will include amounts blocked by Retail Individual Bidders using the UPI Mechanism.
ASBA Account	A bank account maintained with an SCSB which may be blocked by such SCSB or the account of the Retail Individual Bidders blocked upon acceptance of the UPI

Term	Description
	Mandate Request by Retail Individual Bidders using the UPI Mechanism to the extent of the Bid Amount of the Applicant.
ASBA Form	Application form (with or without the use of UPI, as may be applicable), whether physical or electronic, used by Bidders which was considered as the application for Allotment in terms of the Red Herring Prospectus and this Prospectus.
Banker(s) to the Offer	Collectively, Refund Bank(s), Sponsor Bank and Public Offer Account Bank(s)
Basis of Allotment	The basis on which Offered Shares will be Allotted to successful Bidders under the Offer, as described in *"Offer Procedure"* on page 306.
Bid(s) / Bidding	An indication by a Bidder to make an offer during the Bid / Offer Period pursuant to submission of the ASBA Form to subscribe to or purchase the Offered Shares at a price within the Price Band, including all revisions and modifications thereto, as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the ASBA Form. The term "Bidding" shall be construed accordingly.
Bid Amount	The highest value of optional Bids indicated in the ASBA Form and blocked in the ASBA Account of the Bidder, upon submission of the Bid in this Offer, which shall be net of the Retail Discount and / or Employee Discount, as applicable.
Bid Lot	40 Equity Shares.
Bid / Offer Closing Date	October 3, 2019
Bid / Offer Opening Date	September 30, 2019.
Bid / Offer Period	The period between the Bid / Offer Opening Date and the Bid / Offer Closing Date, inclusive of both days, during which Bidders could submit their Bids, including any revisions thereof.
Bidder / Applicant	Any prospective investor who made a Bid pursuant to the terms of the Red Herring Prospectus and the ASBA Form.
Bidding Centers	Centres at which the Designated Intermediaries accepted the ASBA Forms, i.e., Designated SCSB Branches for SCSBs, Specified Locations for members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Book Building Process	The book building process, as provided in Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made.
BRLMs / Book Running Lead Managers	The book running lead managers to the Offer, being IDBI Capital Markets & Securities Limited, SBI Capital Markets Limited and Yes Securities (India) Limited.
Broker Centres	The broker centres notified by the Stock Exchanges where Bidders could submit the ASBA Forms 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 respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com, respectively) as updated from time to time.
Cap Price	₹ 320.00 per Equity Share.
CDP / Collecting Depository Participant	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI.
Client ID	The client identification number maintained with one of the Depositories in relation to a demat account.
Cut-off Price	The Offer Price finalized our Company and the Selling Shareholder, in consultation with the BRLMs. Only Retail Individual Bidders and Eligible Employees Bidding in the Employee Reservation Portion were entitled to Bid at the Cut-off Price. QIBs and Non-Institutional Bidders were not entitled to Bid at the Cut-Off Price.

Term	Description
Demographic Details	Details of the Bidders including the Bidders' address, the name of the Bidders' father / husband, investor status, occupation, PAN, MICR code, bank account details and UPI ID wherever applicable.
Designated CDP Locations	Such locations of the CDPs where Bidders could submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com, respectively) as updated from time to time.
Designated Date	The date on which relevant amounts are transferred from the ASBA Accounts to the Public Offer Account, and the instructions are issued to the SCSBs (in case of RIBs using UPI Mechanism, instruction issued through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Offer Account and excess amounts if any lying to the credit of the Public Offer Account after finalization of the Basis of Allotment shall be transferred to the Refund Account, in terms of the Red Herring Prospectus following which Equity Shares will be Allotted in the Offer.
Designated Intermediaries	In relation to ASBA Forms submitted by RIIs authorizing an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by RIIs where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such RII using the UPI Mechanism, Designated Intermediaries shall mean syndicate members, sub-syndicate members, Registered Brokers, CDPs and RTAs. In relation to ASBA Forms submitted by QIBs and NIBs, Designated Intermediaries shall mean SCSBs, syndicate members, sub-syndicate members, Registered Brokers, CDPs and RTAs.
Designated RTA Locations	Such locations of the RTAs where Bidders could submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com, respectively) as updated from time to time.
Designated SCSB Branches	Such branches of the SCSBs which collected the ASBA Forms, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, updated from time to time, or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	BSE Limited
DRHP / Draft Red Herring Prospectus	The draft red herring prospectus dated August 21, 2019, issued in accordance with the SEBI ICDR Regulations, which did not contain complete particulars of the price at which the Offered Shares will be Allotted and the size of the Offer.
Eligible Employee(s)	A permanent employee of our Company or a Director of our Company, working in India or outside India, whether whole-time or not as of the date of filing of the Red Herring Prospectus with the RoC and who is an employee at the time of submission of the Bid, but not including Directors who either themselves or through their relatives or through any body corporate, directly or indirectly, hold more than 10% of the outstanding Equity Shares of our Company. Directors, Key Managerial Personnel and other employees of our Company involved in the Offer Price fixation process cannot participate in this Offer (as per Model Conduct, Discipline and Appeal Rules of CPSEs and office memorandum of DPE

Term	Description
	dated June 16, 2009, and July 28, 2009) and will not constitute Eligible Employees for the purposes of this Offer. An employee of our Company who is recruited against a regular vacancy but is on probation as on the date of submission of the ASBA Form will also be deemed a "permanent employee" of our Company.
Eligible NRI(s)	NRI(s) from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the ASBA Form and the Red Herring Prospectus constituted an invitation to purchase the Offered Shares.
Employee Discount	A discount of ₹ 10.00 on the Offer Price, which was offered to Eligible Employees Bidding in the Employee Reservation Portion, subject to the Bid Amount not exceeding ₹500,000.
Employee Reservation Portion	The portion of the Offer, being 160,000 Equity Shares reserved for allocation and Allotment to Eligible Employees on a proportionate basis. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹500,000 (net of Employee Discount). However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹200,000 (net of Employee Discount). Only in the event of an under-subscription in the Employee Reservation Portion post the initial Allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹200,000 (net of Employee Discount), subject to the total Allotment to an Eligible Employee not exceeding ₹500,000 (net of Employee Discount).
First Bidder / Sole Bidder	The Bidder whose name was mentioned in the ASBA Form or the Revision Form and in case of joint Bids, whose name also appeared as the first holder of the beneficiary account held in joint names.
Floor Price	₹ 315.00 per Equity Share.
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 and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, the circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, and UPI Circulars.
IDBI Capital	IDBI Capital Markets & Securities Limited.
Maximum RIB Allottees	The maximum number of RIBs who can be allotted the minimum Bid Lot. This is computed by dividing the total number of Offered Shares available for Allotment to RIIs by the minimum Bid Lot.
Mobile App(s)	The mobile applications listed in the circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, as may be updated from time to time, which may be used by RIBs to submit Bids using the UPI Mechanism
Mutual Fund Portion	500,000 Equity Shares which was made available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price.
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
Net Offer	The Offer less the Employee Reservation Portion, i.e., 20,000,000 Equity Shares.
NIIs / Non – Institutional Investors / Non – Institutional Bidders	All Bidders including FPIs that are not QIBs or Retail Individual Bidders and who had Bid for Offered Shares for an amount more than ₹200,000 (but not including Eligible Employees Bidding in the Employee Reservation Portion).
Non-Institutional Portion	Portion of the Net Offer being not less than 15% of the Net Offer or 3,000,000 Equity Shares which was made available for allocation to Non-Institutional Bidders on a proportionate basis, subject to valid Bids being received at or above the Offer Price.

Term	Description
Non-Resident or NR	A person resident outside India, as defined under FEMA and includes FIIs, FPIs, FVCIs and Eligible NRIs.
Non-Resident Indians	A non-resident Indian as defined under the FEMA Regulations.
Offer/ Offer for Sale	Initial public offering of our Company through the offer for sale of 20,160,000 Equity Shares by the Selling Shareholder at the Offer Price, aggregating to ₹ 6,379.60 million#. The Offer comprises of the Net Offer and the Employee Reservation Portion. *#Subject to finalization of the Basis of Allotment.*
Offer Agreement	The agreement dated August 21, 2019, entered among our Company, the Selling Shareholder and the BRLMs pursuant to which certain arrangements are agreed to in relation to this Offer.
Offer Price	The final price (net of Retail Discount and Employee Discount, as applicable) within the Price Band at which Offered Shares will be Allotted to successful Bidders in terms of the Red Herring Prospectus.
Offer Proceeds	The proceeds of this Offer based on the total number of Offered Shares Allotted under this Offer and the Offer Price.
Offered Shares	20,160,000 Equity Shares being offered for sale by the Selling Shareholder in the Offer.
Pre-Offer advertisement	The pre-Offer advertisement was published by our Company under Regulation 43 of the SEBI ICDR Regulations and section 30 of the Companies Act, 2013 after filing of the Red Herring Prospectus with the RoC, in all editions of the English national daily newspaper Financial Express and all editions of the Hindi national daily newspaper Jansatta (Hindi being the regional language of Delhi wherein the Registered Office is located), each with wide circulation, respectively.
Price Band	The price band of a minimum price of ₹ 315.00 per Equity Share (Floor Price) and the maximum price of ₹ 320.00 per Equity Share (Cap Price), including any revisions thereof.
Pricing Date	The date on which our Company and the Selling Shareholder, in consultation with the BRLMs, will finalize the Offer Price.
Prospectus	This prospectus dated October 7, 2019 issued by our Company in accordance with Section 26 of the Companies Act, 2013, and the SEBI ICDR Regulations containing, among others, the Offer Price, the size of the Offer and certain other information, including any addenda or corrigenda thereto.
Public Offer Account	The bank account opened with the Banker(s) to the Offer under Section 40(3) of the Companies Act, 2013, to receive monies from the ASBA Accounts on the Designated Date.
Public Offer Account Bank	Bank with whom the Public Offer Account was opened for collection of the Bid Amounts from ASBA Accounts of the Allottees on the Designated Date, in this case being HDFC Bank Limited and ICICI Bank Limited.
Public Offer Account and Sponsor Bank Agreement	Agreement dated September 24, 2019 entered into among our Company, the Selling Shareholder, Registrar to the Offer, the BRLMs, Sponsor Bank, Public Offer Account Bank(s) and the Refund Bank(s) in accordance with the UPI Circulars and collection of the Bid Amounts and where applicable, refunds of the amounts collected from Bidders, on the terms and conditions thereof.
QIB Bidders	QIBs who Bid in the Offer.
QIB Portion	The portion of the Net Offer being not more than 50% of the Net Offer or 10,000,000 Equity Shares, which was made available for allocation to QIBs on a proportionate basis, subject to valid Bids being received at or above the Offer Price.
QIBs / Qualified Institutional Buyers	The qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Red Herring Prospectus	The red herring prospectus dated September 24, 2019 issued by our Company in accordance with Section 32 of the Companies Act, 2013, and the provisions of the

Term	Description
	SEBI ICDR Regulations, read with the corrigendum to the red herring prospectus dated September 28, 2019, which did not have complete particulars of the price at which the Offered Shares were offered and the size of the Offer, including any addenda or corrigenda thereto.
Refund Account	The account opened with the Refund Bank(s) to which refunds, if any, of the whole or part of the Bid Amount, shall be transferred from the Public Offer Account(s) and will be credited to the ASBA Accounts of the Bidders.
Refund Bank(s)	The Banker to the Offer with whom the Refund Account(s) was opened, in this case being ICICI Bank Limited and HDFC Bank Limited.
Registered Brokers	Stock brokers registered with SEBI under the Securities and Exchange Board of India (Stock brokers and Sub-Brokers) Regulations, 1992 and with the stock exchanges having nationwide terminals, other than the Members of the Syndicate and eligible to procure Bids in terms of circular number CIR/CFD/14/2012 dated October 4, 2012, issued by SEBI.
Registrar Agreement	The agreement dated August 21, 2019, entered into among our Company, the Selling Shareholder, and the Registrar to the Offer, in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer.
Registrar to the Offer or Registrar	Alankit Assignments Limited.
Resident Indian	A person resident in India, as defined under FEMA.
Retail Discount	A discount of ₹ 10.00 on the Offer Price, which was offered to Retail Individual Bidders.
Retail Individual Bidder(s) or Retail Individual Investor(s) or RII(s) or RIB(s)	Bidders, who have Bid for the Offered Shares for an amount which is not more than ₹200,000, net of Retail Discount, in any of the Bidding options in the Offer (including HUFs applying through their Karta and Eligible NRI Bidders) and does not include NRIs (other than Eligible NRIs).
RTAs / Registrar and Share Transfer Agents	The registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI as per the list available on the websites of BSE and NSE.
Retail Portion	The portion of the Net Offer being not less than 35% of the Net Offer or 7,000,000 Equity Shares which was made available for allocation to RIIs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.
Revision Form	The form used by Bidders to modify the quantity of the Offered Shares or the Bid Amount in any of their ASBA Forms or any previous Revision Form(s). QIB Bidders and Non-Institutional Investors were allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders and Eligible Employees Bidding in the Employee Reservation Portion could revise their Bids during the Bid /Offer Period and withdraw their Bids until Bid /Offer Closing Date.
SBICAP	SBI Capital Markets Limited.
Self-Certified Syndicate Bank(s) or SCSB(s)	The banks registered with SEBI, offering services (i) in relation to ASBA (other than through the UPI Mechanism), a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, as applicable, or such other websites and updated from time to time; and (ii) in relation to ASBA (through the UPI Mechanism), a list of which is available on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time.

Term	Description
	Applications through UPI in the Issue can be made only through the SCSBs' Mobile Applications (apps) whose name appears on the SEBI website. A list of SCSBs and Mobile Apps, which, are live for applying in public issues using UPI mechanism is available on the SEBI website at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43
Selling Shareholder	The President of India, acting through MoR.
Share Escrow Agent	The share escrow agent appointed pursuant to the Share Escrow Agreement, namely Alankit Assignments Limited.
Share Escrow Agreement	The agreement dated September 24, 2019 entered into among our Company, the Selling Shareholder and the Share Escrow Agent in connection with the transfer of the Offered Shares by the Selling Shareholder and credit of such Offered Shares to the demat account(s) of the Allottees.
Specified Locations	The Bidding centres where the Syndicate accepted ASBA Forms from Bidders, a list of which is available on http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes and updated from time to time.
Sponsor Bank	The Banker to the Offer registered with SEBI and appointed by our Company and the Selling Shareholder to act as a conduit between the Stock Exchanges and the NPCI in order to push the mandate collect requests and / or payment instructions of the Retail Individual Bidders into the UPI and carry out other responsibilities, in terms of the UPI Circulars, in this case being ICICI Bank Limited.
Sub-Syndicate Members	The sub-syndicate members, if any, appointed by the BRLMs and the Syndicate Members, to collect ASBA Forms and Revision Forms.
Syndicate Agreement	The agreement dated September 24, 2019 entered into among our Company, the Selling Shareholder, the Registrar to the Offer, the BRLMs and the Syndicate Member in relation to the collection of ASBA Forms by the Syndicate.
Syndicate Member	Intermediaries registered with SEBI who are permitted to carry out activities as an underwriter, to be appointed pursuant to the Syndicate Agreement, namely SBICAP Securities Limited.
Syndicate or Members of the Syndicate	The BRLMs and the Syndicate Member.
Systemically Important Non-Banking Financial Companies	Non-banking financial companies registered with the Reserve Bank of India and having a net-worth of more than ₹5,000 million as per its last audited financial statements.
Underwriters	IDBI Capital Markets & Securities Limited, SBI Capital Markets Limited, Yes Securities (India) Limited and SBICAP Securities Limited.
Underwriting Agreement	The agreement dated October 7, 2019 entered into among our Company, the Selling Shareholder and the Underwriters.
UPI Circulars	The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and any subsequent circulars or notifications issued by SEBI in this regard.
UPI ID	ID created on UPI for single-window mobile payment system developed by the NPCI.
UPI Mandate Request	A request (intimating the Retail Individual Bidder by way of a notification on the Mobile App and by way of a SMS directing the Retail Individual Bidder to such Mobile App) to the Retail Individual Bidder initiated by the Sponsor Bank to authorize blocking of funds on the Mobile App equivalent to Bid Amount and subsequent debit of funds in case of Allotment.
UPI Mechanism	The bidding mechanism that may be used by a RIB to make a Bid in the Offer in accordance with the UPI Circulars.
UPI PIN	Password to authenticate UPI transactions.

Term	Description
Wilful Defaulter	A company or a person categorized as a wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.
Working Day	Any day, other than the second and fourth Saturdays of each calendar month, Sundays and public holidays, on which commercial banks in Mumbai are open for business; provided however, with reference to (i) announcement of Price Band; and (ii) Bid / Offer Period, "Working Day" shall mean any day, excluding all Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and with reference to the time period between the Bid / Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, "Working Day" shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per the SEBI circular number SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 and the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018.
YES Securities	YES Securities (India) Limited.

Technical / Industry Related Terms / Abbreviations

Term	Description
ATM	Automated Teller Machine.
Base Kitchen	Large cooking and packing facility within/near Railway premises for food preparation and distribution to trains or static units.
BIS	Bureau of Indian Standards.
CAGR	Compound Annual Growth Rate.
CRIS	Centre for Railway Information Systems
Cell Kitchens	Mini base kitchens supplying food to trains or static units.
CPI	Consumer Price Index.
CSO	Central Statistics Office.
DFC	Dedicated Freight Corridors.
Domestic Tourism	Indians travelling to destinations within India.
DPIIT	Department for Promotion of Industry and Internal Trade.
DTVs	Domestic Tourist Visits.
Fast Food Units	Major units selling fast food items through self-service counters.
FHRAI	Federation of Hotel & Restaurant Associations of India.
FMCG	Fast Moving Consumer Goods.
Food Courts	Cluster of stalls selling food items such as branded products/eatables.
Food Plaza	Multi-cuisine plaza serving food items at market-driven rates.
FSS	Food Safety and Standards Regulations.
FTAs	Foreign Tourist Arrivals.
GDP	Gross Domestic Product.
GDPR	General Data Protection Regulation.
GDS	Global Distribution Systems.
Gross Bookings Level	Total amount paid by customers for travel services and products booked through the company and/or agency, including taxes, fees and other charges, and these are net of cancellations, discounts and/or refunds.
GVA	Gross Value Added
HRACC	Hotel and Restaurants Approval Classification Committee.
Haulage	The charges levied by Indian Railways for hauling the rake of the train from one destination to another. The charges are calculated and informed by the Indian Railways to our Company.
IATO	Indian Association of Tour Operators.
IMD	Indian Meteorological Department.

Term	Description
Inbound Tourism	Foreign nationals travelling to destinations in India.
INDs	Indian Nationals Departures.
IR	Indian Railways.
IS	Indian Standards.
ISI	Indian Standard Institute.
Jan Ahars	Unit serving economy combo meals comprising of regional and local items.
LIC	Life Insurance Corporation.
LTP	Land Tour Packages.
MeitY	Ministry of Electronics and Information Technology.
MoSPI	Ministry of Statistics and Programme Implementation.
MoT	Ministry of Tourism.
NNI	Net National Income.
NRAI	National Restaurant Association of India.
OE	Over Exploited.
OTA	Online Travel Agency.
Pantry car	On-board cooking facility.
PDW	Packaged Drinking Water.
PFCE	Private Final Consumption Expenditure.
PNMW	Packaged Natural Mineral Water.
PNR	Passenger Name Reservation.
QSR	Quick Service Restaurant.
Rail Neer	The brand under which our Company sells packaged drinking water.
RD	Regional Director.
Refreshment Rooms	Unit where a-la-carte items, ready-to-eat meals, and thali meals are served.
RRSK	Rashtriya Rail Sanraksha Kosh.
RTE	Ready to Eat.
RTP	Rail Tour Packages.
SKUs	Stock Keeping Units.
SPD Rules	Sensitive Personal Data and Information, 2011.
UNWTO	United Nations World Tourism Organization.
WTTC	World Travel and Tourism Council.
WVM	Water vending machines

Conventional and General Terms or Abbreviations

Term	Description
₹/Rs./Rupee(s)/INR	Indian Rupees, the official currency of the Republic of India.
AGM	Annual General Meeting.
AIF	Alternative Investment Fund as defined in and registered with SEBI under the SEBI AIF Regulations.
Air Act	The Air (Prevention and Control of Pollution) Act, 1981.
AS/ Accounting Standards	Accounting Standards issued by the Institute of Chartered Accountants of India.
AY	Assessment Year.
BIS Act	The Bureau of Indian Standards Act, 1986.
BSE	BSE Limited.
Bn	Billion
CAG	Comptroller and Auditor General.
CAGR	Compounded Annual Growth Rate.
CPSE Capital Restructuring Guidelines	The office memorandum bearing F. No. 5/2/2016-Policy dated May 27, 2016 issued by DIPAM on Guidelines on Capital Restructuring of Central Public Sector Enterprises.
Category I AIF	AIFs who are registered as "Category I Alternative Investment Funds" under the SEBI AIF Regulations.

Term	Description
Category II AIF	AIFs who are registered as "Category II Alternative Investment Funds" under the SEBI AIF Regulations.
Category III AIF	AIFs who are registered as "Category III Alternative Investment Funds" under the SEBI AIF Regulations.
Category I Foreign Portfolio Investors	FPIs who are registered with SEBI as "Category I foreign portfolio investors" under the SEBI FPI Regulations.
Category II Foreign Portfolio Investors	FPIs who are registered with SEBI as "Category II foreign portfolio investors" under the SEBI FPI Regulations.
CDSL	Central Depository Services (India) Limited.
CFO	Chief Financial Officer
CIN	Corporate Identity Number.
Companies Act	Companies Act, 1956 and/or the Companies Act, 2013, as applicable.
Companies Act, 1956	The erstwhile Companies Act, 1956.
Companies Act, 2013	The Companies Act, 2013.
Consolidated FDI Policy	Consolidated FDI Policy issued by the DIPP by circular D/o IPP F. No. 5(1)/2017-FC-1 of 2017, effective from August 28, 2017, as amended.
Competition Act	The Competition, Act 2002 along with the relevant rules made thereunder as amended from time to time.
COPU	Committee of Public Undertakings.
CPSE	Central Public Sector Enterprise.
CPSE Capital Restructuring Guidelines	Memorandum F. No. PP/14(0005)/2016 dated June 20, 2016 of the Department of Public Enterprises, Ministry of Heavy Industries & Public Enterprises, GoI read with the memorandum F.No. 5/2/2016-Policy dated May 27, 2016 of the Department of Investment & Public Asset Management, Ministry of Finance, GoI.
Depositories	NSDL and CDSL.
Depositories Act	The Depositories Act, 1996.
DIN	Director Identification Number.
DIPAM	Department of Investment and Public Asset Management, Ministry of Finance, Government of India.
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India.
DP ID	Depository Participant's Identification.
DP / Depository Participants	A depository participant as defined under the Depositories Act.
DPE	Department of Public Enterprises, Ministry of Heavy Industries and Public Enterprises, Government of India.
EBIDTA	Earnings before interest, taxes, depreciation, and amortization.
ECB	External Commercial Borrowing.
EGM	Extraordinary General Meeting
Environment Act	Environment Protection Act, 1986.
EPS	Earnings Per Share.
Equity Listing Agreement	Listing Agreement to be entered into with the Stock Exchanges on which the Equity Shares of our Company are to be listed.
ESI Act	Employees State Insurance Act, 1948.
EU	European Union.
FCNR	Foreign Currency Non-Resident.
FDI	Foreign Direct Investment.
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations thereunder.
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017.
FII(s)	Foreign Institutional Investors as defined under the SEBI FPI Regulations.
Financial Year/FY/Fiscal	Unless stated otherwise, the period of 12 months ending March 31 of that particular year.

Term	Description
FPI(s)	A foreign portfolio investor as defined under the SEBI FPI Regulations.
FTA	Foreign Trade (Development and Regulation) Act, 1992.
FVCI	Foreign venture capital investors as defined and registered under the SEBI FVCI Regulations.
GAAR	General Anti Avoidance Rules.
GDP	Gross Domestic Product.
GIR	General Index Register.
GoI / Government of India	Government of India.
GST	Goods and Services tax.
Hazardous Chemical Rules	Manufacture, Storage and Import of Hazardous Chemical Rules, 1989.
Hazardous Wastes Rules	The Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016.
HUF	Hindu Undivided Family.
I(D&R) Act	Industrial (Development and Regulation) Act, 1951.
ICAI	The Institute of Chartered Accountants of India.
IFRS	International Financial Reporting Standards.
Income Tax Act	The Income Tax Act, 1961.
Ind AS	The Indian Accounting Standards.
Ind AS Rules	Companies (Indian Accounting Standards) Rules, 2015.
India	Republic of India.
IPO	Initial Public Offering.
IRDAI	Insurance Regulatory and Development Authority of India.
IST	Indian Standard Time.
IT	Information Technology.
Mn	Million.
MoU	Memorandum of Understanding.
N.A.	Not Applicable.
NAV	Net Asset Value.
NECS	National Electronic Clearing Services.
NEFT	National Electronic Fund Transfer.
NPCI	National Payments Corporation of India.
NRE Account	Non Resident External Account.
NRO Account	Non Resident Ordinary Account.
NSDL	National Securities Depository Limited.
NSE	The National Stock Exchange of India Limited.
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. OCBs are not allowed to invest in the Offer.
OM	Office Memorandum.
p.a.	Per annum.
P/E Ratio	Price/Earnings Ratio.
PAN	Permanent Account Number.
PAT	Profit After Tax (Profit after tax excluding other comprehensive income.).
PFI	Public Financial Institution.
PIL	Public Interest Litigation.
PSU	Public Sector Undertaking.
Public Liability Act	Public Liability Insurance Act, 1991.
RBI	The Reserve Bank of India.
RNW	Return on Net Worth.
RTGS	Real Time Gross Settlement.

Term	Description
RTI	Right to Information Act, 2005.
SCRA	Securities Contracts (Regulation) Act, 1956.
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act.
SEBI Act	Securities and Exchange Board of India Act, 1992.
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012.
SEBI BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994.
SEBI Depository Regulations	Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019.
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000.
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
SEBI Mutual Fund Regulations	Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
SEBI Stock Brokers Regulations	Securities and Exchange Board of India (Stock Brokers and Sub-Brokers) Regulations, 1992.
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to the SEBI AIF Regulations.
Securities Act / U.S. Securities Act	United States Securities Act of 1933.
Sq. mtr.	Square meter.
Sq. ft.	Square feet.
State Government	The government of a state in India.
STT	Securities Transaction Tax.
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
UPI	Unified payments interface which is an instant payment mechanism, developed by NPCI, to be used with ASBA for applications in public issues by retail individual investors.
U.S./U.S.A./United States	United States of America.
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America.
USD/US$	United States Dollars.
VAT	Value Added Tax.
VCFs	Venture Capital Funds as defined in and registered with SEBI under the SEBI VCF Regulations or the SEBI AIF Regulations, as the case may be.
Water Act	The Water (Prevention and Control of Pollution) Act, 1974.
Water Cess Act	The Water (Prevention and Control of Pollution) Cess Act, 1977.

PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

Certain Conventions

All references in this Prospectus to "India" are to the Republic of India and all references to the "U.S.", "USA" or "United States" are to the United States of America. All references to the "Government", "Indian Government", "GoI", "Central Government" or the "State Government" are to the Government of India, central or state, as applicable.

Unless stated otherwise, all references to page numbers in this Prospectus are to the page numbers of this Prospectus. Further, unless otherwise specified, any time mentioned in this Prospectus is in Indian Standard Time.

Financial Data

Unless stated otherwise, the financial information in this Prospectus is derived from our Restated Financial Statements prepared in accordance with the Companies Act and IND AS and restated in accordance with the SEBI ICDR Regulations.

Our Company's Financial Year commences on April 1 and ends on March 31 of the following year. Accordingly, all references to a particular financial year, unless stated otherwise, are to the 12 month period ended on March 31 of that year. Unless the context otherwise requires, all references to a year in this Prospectus are to a calendar year and references to a financial year are to March 31 of that calendar year.

The Restated Financial Statements have been prepared based on the financial statements as at and for the Fiscals 2019, 2018 and 2017, in accordance with Ind-AS notified under Section 133 of the Companies Act, 2013, read with the Companies (Indian Accounting Standards) Rules, 2015 and other applicable provisions of the Companies Act, 2013 and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by ICAI.

Certain figures contained in this Prospectus, including financial information, have been subject to rounding adjustments. All decimals have been rounded off to two or one decimal places. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

There are significant differences between, Ind AS, U.S. GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our Company's financial data. For details in connection with risks involving differences between Ind AS, U.S. GAAP and IFRS see "*Risk Factors – Significant differences exist between Ind AS and other accounting principles, such as IFRS and U.S. GAAP, which may be material to investors' assessment of our financial condition*" on page 23. The degree to which the financial information included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Prospectus should accordingly be limited.

Unless the context otherwise indicates, any percentage amounts, as set forth in "*Risk Factors*", "*Industry Overview*", "*Our Business*", "*Management's Discussion and Analysis of Financial Conditional and Results of Operations*" on pages 23, 86, 125 and 237, respectively, and elsewhere in this Prospectus have been calculated on the basis of our Restated Financial Statements.

Non-consolidation of financial statements of our Joint Venture

As on the date of this Prospectus, we have one joint venture, Royale Indian Rail Tours Limited with Cox & Kings Limited. However, we have not consolidated the financial statements of RIRTL in our financial statements since the Fiscal 2011, on account of ongoing litigation with Cox & Kings Limited and unavailability of financial statements of RIRTL. Accordingly, no consolidated or standalone financial information for RIRTL has been presented in this Prospectus. For further details, see *"Restated Financial Statements –Note 37.3"* on page 185 and "*Outstanding*

Litigation and Other Material Developments" on page 267. For further details, see "*Risk Factors: We have been unable to make consolidation of our financial statements in absence of audited accounts of our joint venture, Royale Indian Rail Tours Limited*" on page 23.

Currency and Units of Presentation

All references to:

- "Rupees" or "₹" or "INR" or "Rs." are to Indian Rupee, the official currency of the Republic of India; and
- "USD" or "US$" or "$" are to United States Dollar, the official currency of the United States.

Our Company has presented certain numerical information in this Prospectus in "million" units. One million represents 1,000,000 and one billion represents 1,000,000,000.

Exchange rates

This Prospectus may contain conversions of certain other currency amounts into Indian Rupees that have been presented solely to comply with the SEBI ICDR Regulations. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate.

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Rupee and other currencies:

(Amount in ₹ unless otherwise specified)

	As at		
Currency	**March 31, 2019****	**March 31, 2018***	**March 31, 2017**
1 USD	69.17	65.04	64.84

[#]*Source: www.rbi.org.in and www.fbil.org.in.*

**Exchange rate as on March 28, 2018 as RBI reference rate is not available for March 29 and March 30 on account of being public holidays and March 31, 2018 being a Saturday.*
***Exchange rate as on March 29, 2019, as the exchange rate is not available for March 31, 2019 and March 30, 2019, being a Saturday and a Sunday respectively.*

Industry and market data

Unless stated otherwise, industry and market data used in this Prospectus has been derived from the commissioned report titled "*Report on Railway Services (Catering, Travel and Tourism, e-Ticketing and Packaged Drinking Water)*" dated August 2019, ("**CRISIL Industry Report**") prepared by CRISIL Limited.

Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although we believe the industry and market data used in this Prospectus is reliable, it has not been independently verified by us, the Selling Shareholder or the BRLMs or any of their affiliates or advisors. The data used in these sources may have been re-classified by us for the purposes of presentation. Data from these sources may also not be comparable. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in *"Risk Factors"* on page 23. Accordingly, investment decisions should not be based solely on such information.

Certain information in the sections "*Industry Overview*" and "*Our Business*" on pages 86 and 125, respectively, has been obtained, derived or extracted from the CRISIL Industry Report, prepared by CRISIL Limited which has issued the following disclaimer:

"CRISIL Research, a division of CRISIL Limited (CRISIL) has taken due care and caution in preparing this report (Report) based on the Information obtained by CRISIL from sources which it considers reliable (Data). However,

CRISIL does not guarantee the accuracy, adequacy or completeness of the Data / Report and is not responsible for any errors or omissions or for the results obtained from the use of Data / Report. This Report is not a recommendation to invest / disinvest in any entity covered in the Report and no part of this Report should be construed as an expert advice or investment advice or any form of investment banking within the meaning of any law or regulation. CRISIL especially states that it has no liability whatsoever to the subscribers / users / transmitters/ distributors of this Report. Without limiting the generality of the foregoing, nothing in the Report is to be construed as CRISIL providing or intending to provide any services in jurisdictions where CRISIL does not have the necessary permission and/or registration to carry out its business activities in this regard. Indian Railway Catering and Tourism Corporation Limited will be responsible for ensuring compliances and consequences of non-compliances for use of the contents of the Report or part thereof outside India. CRISIL Research operates independently of, and does not have access to information obtained by CRISIL's Ratings Division / CRISIL Risk and Infrastructure Solutions Ltd, which may, in their regular operations, obtain information of a confidential nature. The views expressed in this Report are that of CRISIL Research and not of CRISIL's Ratings Division / CRISIL Risk and Infrastructure Solutions Ltd. No part of this Report may be published/reproduced in any form without CRISIL's prior written approval."

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

FORWARD-LOOKING STATEMENTS

This Prospectus contains certain "forward-looking statements". These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", "believe", "expect", "estimate", "intend", "objective", "plan", "project", "seek", "will", "will continue", "will pursue" or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans, prospects or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. For the reason described below, we cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Therefore, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

Actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with the expectations with respect to, but not limited to, regulatory changes pertaining to the industries in India in which our Company operates and our ability to respond to them, successfully implement our strategy, growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on its business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the industries in which we operate. Important factors that could cause actual results to differ materially from our Company's expectations include, but are not limited to, the following:

- any adverse change in policy of the Ministry of Railways;
- any failure to maintain or enhance consumer awareness of our brand;
- inability to implement our growth strategy successfully including in relation to Catering, Travel and Tourism, internet – ticketing business;
- declines or disruptions in the travel industry;
- fluctuations in operating costs and impact on our financial results;
- any non-compliance with, or changes in, regulations applicable to us may adversely affect our business;
- seasonal changes that may affect the demand for our products and services;
- any adverse claims, media speculation and other public statements relating to the food quality, catering facilities and service;
- prevailing regional or global economic conditions and political situation in India or in countries in the region or globally; and
- increase in competition and other factors affecting the industry segments in which our Company operates.

For further discussion of factors that could cause the actual results to differ from the expectations, see "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 23, 125 and 237, respectively. 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 gains or losses could materially differ from those that have been estimated.

We cannot assure the Bidders that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, Bidders are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

Forward-looking statements reflect the current views of our Company as on the date of this Prospectus and are not a guarantee of future performance. These statements are based on the management's beliefs and assumptions, which in turn are based on currently available information. Although, we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our Directors, the Selling Shareholder, the BRLMs nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

In accordance with SEBI requirements, our Company, the Selling Shareholder and BRLMs shall severally ensure that investors in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchanges for this Offer. The Selling Shareholder shall ensure that it will keep our Company and the BRLMs informed of all material developments pertaining to the Equity Shares under the Offer and itself, as Selling Shareholder until receipt of final listing and trading approvals by the Stock Exchanges for this Offer, that may be material from the context of the Offer.

SUMMARY OF THIS PROSPECTUS

Unless otherwise stated or the context otherwise requires, references in this section to "we", "our" or "us" refers to our Company. This section should be read in conjunction with the sections titled "*Risk Factors*", "*Industry Overview*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 23, 86 and 237, respectively, as well as the Restated Financial Statements included in "*Financial Information*" beginning on page 185.

Summary of Business

As a Central Public Sector Enterprise wholly owned by the Government of India and under the administrative control of the Ministry of Railways, we are the only entity authorized by Indian Railways to provide catering services to railways, online railway tickets and packaged drinking water at railway stations and trains in India. We were incorporated with the objective to upgrade, modernize and professionalize catering and hospitality services, managing hospitality services at railway stations, on trains and other locations and to promote international and domestic tourism in India through public-private participation. We were conferred the status of Mini ratna (Category-I Public Sector Enterprise) by the Government of India, on May 1, 2008.

We operate one of the most transacted websites, *www.irctc.co.in*, in the Asia-Pacific region with transaction volume averaging 25 to 28 million transactions per month during the five months ended August 31, 2019. We have also diversified into other businesses, including non-railway catering and services such as e-catering, executive lounges and budget hotels, which are in line with our objective to build a "one stop solution" for our customers.

For further details, see "*Our Business*" beginning on page 125.

Summary of Industry

In 2015, the Ministry of Statistics and Programme Implementation (MoSPI) changed the base year for calculating the gross domestic product (GDP) to fiscal 2012 from fiscal 2005. Based on this, India's GDP shot up from ₹ 87.4 trillion in fiscal 2012 to ₹ 140.8 trillion in fiscal 2019, recording a 7.1% compound annual growth rate (CAGR). As per the Central Statistics Office (CSO), India's GDP growth picked up in the second half of fiscal 2018 and was 7.2% for the full year. Total railway passenger traffic has remained nearly flat over the past four years, going from 8,397 million passengers in fiscal 2014 to 8,286 million passengers in fiscal 2018. Passenger traffic, after falling by 1-2% between fiscals 2014 and 2016, witnessed a revival in fiscal 2018, largely driven by a turnaround in non-suburban traffic.

As per the National Restaurant Association of India (NRAI), the food services industry was estimated at ₹ 3.09 trillion in fiscal 2016 and has grown at a ~11% CAGR to reach ₹ 4.24 trillion in fiscal 2019. The growth was driven by growing young population of India, rising disposable incomes, uptick in discretionary spending on eating out, and growing number of women in working population. Increasing availability of restaurants offering variety of cuisines along with the proliferation of food-ordering platforms has also aided growth of the food services and catering industry. The direct contribution of India's travel and tourism industry to GDP grew at a strong 11.2% CAGR between fiscals 2013 and 2018 to reach ₹ ~6.8 trillion in fiscal 2018, driven by rising incomes and improved availability and affordability of travel, though the growth moderated in fiscal 2017 due to liquidity crunch caused by demonetisation.

For further details, see "*Industry Overview*" on page 86.

Our Promoter

Our Promoter is the President of India, acting through the Ministry of Railways, Government of India.

Offer Size

The Offer is an initial public offering of 20,160,000 Equity Shares of our Company through an Offer for Sale by the Selling Shareholder for cash at an Offer Price of ₹ 320.00* per Equity Share, aggregating to ₹ 6,379.60# million. The Offer will comprise of a Net Offer of 20,000,000 Equity Shares and the Employee Reservation Portion of 160,000

Equity Shares. The Offer less Employee Reservation Portion is referred to as the Net Offer. The Offer and Net Offer shall constitute 12.60% and 12.50% of the post-Offer paid-up Equity Share capital of our Company, respectively.
#Subject to finalisation of the Basis of Allotment.
**Retail Discount of ₹ 10.00 per Equity Share to the Offer Price was offered to the Retail Individual Bidders and Employee Discount of ₹ 10.00 per Equity Share to the Offer Price was offered to the Eligible Employees Bidding in the Employee Reservation Portion.*

For further details, see "*The Offer*" on page 47.

Objects of the Offer

Since this is an Offer for Sale, our Company will not receive any proceeds from the Offer and all the proceeds shall go to the Selling Shareholder.

Pre-Offer Shareholding of our Promoter and the Selling Shareholder

Sr. No.	Name of the shareholder	Pre-Offer	
		Number of Equity Shares	Percentage (%)
1.	President of India	159,999,944#	99.99
2.	V.K. Yadav*	8	Negligible
3.	Purnendu Sekhar Mishra*	8	Negligible
4.	Vijay Kumar*	8	Negligible
5.	Vishwesh Chaube*	8	Negligible
6.	Sushant Kumar Mishra*	8	Negligible
7.	Anurag*	8	Negligible
8.	Sunil Mathur*	8	Negligible
	Total	**160,000,000**	**100**

**As a nominee of our Promoter*
#Pursuant to the Share Escrow Agreement, 20,160,000 Equity Shares were transferred from the Selling Shareholder's demat account to the escrow demat account.

Summary of Restated Financial Statements

The table below sets forth a summary of the Restated Financial Statements for the Fiscals 2019, 2018 and 2017:

(In ₹ million, except share data)

Particulars	Fiscal		
	2019	2018	2017
Equity Share capital	1,600.00	400.00	400.00
Net worth	10,428.42	9,545.26	7,865.59
Total Revenue	19,566.60	15,695.60	16,028.50
Net Profit / (Loss) after tax*	2,725.95	2,206.19	2290.81
Earnings per share (Basic)	17.04	13.79	14.32
Earnings per share (Diluted)	17.04	13.79	14.32
Net asset value per Equity Share	65.18	59.66	49.16
Total Borrowings	Nil	Nil	Nil

** excluding items of other comprehensive income, not routed through profit and loss account.*

For further details see "*Restated Financial Statements*" beginning on page 185.

Qualifications of the Auditor

There were no auditor qualifications which required corrective adjustments and which have not been given effect to in the Restated Financial Information.

Summary of Outstanding Litigation

Nature of Cases	Number of Cases	Amount Involved* (in ₹ million)
Proceedings against our Company		
Criminal	8	0.12
Tax	95	2,257.23
Other pending material litigation	23	3,975.74
Proceeding by our Company		
Criminal	Nil	Nil
Other pending material litigation	1	NIL
Proceedings against our Directors		
Criminal	1	0.07
Tax	Nil	Nil
Other pending material litigation	Nil	Nil
Proceedings by our Directors		
Criminal	Nil	Nil
Other pending material litigation	Nil	Nil

** To the extent quantifiable.*

For further details on the outstanding litigation involving our Company, Directors and Joint Venture, see "*Outstanding Litigation and Other Material Developments*" on page 267.

Risk Factors

For details in relation to the risks involving our Company, including our business, the industry we operate in and our Equity Shares, see "*Risk Factors*" on page 23.

Summary of Contingent Liabilities

Set forth below is a summary of our contingent liabilities as indicated in the Restated Financial Statements:

(₹ in million)

Sr. No.	Contingent Liabilities	Amount as at March 31, 2019
1.	Service Tax	847.07
2.	VAT & Other Taxes	325.91
3.	Others	494.94
	Total	**1,667.92**

For further details on the contingent liabilities, see "*Restated Financial Statements*" beginning on page 185.

Summary of related party transactions

(In ₹ million)

Particulars	Fiscal		
	2019	2018	2017
The remuneration of directors and other members of key management personnel			
Arun Kumar Manocha	-	2.88	5.12
Mahendra Pratap Mall	10.85	9.77	4.81
Shriram Venkatachalam	6.87	5.61	3.64
Amritbir Kaur Brar	-	4.55	3.54
Rajni Hasija	5.38	-	-
Suman Kalra	2.63	2.83	2.00
Ajai Srivastava	4.12	2.38	-
Total	**29.85**	**28.02**	**19.11**

For further details of our related party transactions, see "*Restated Financial Statements*" beginning on page 185.

Financing Arrangements

Neither our Promoter and the Selling Shareholder nor our Directors or their relatives have entered into any financing arrangements to finance or have financed the purchase by any other person of the Equity Shares of our Company other than in the normal course of business of the financing entity during the six months immediately preceding the date of the Draft Red Herring Prospectus till the date of this Prospectus.

Weighted average price at which the Equity Shares were acquired by our Promoter / the Selling Shareholder in the last one year

During the one (1) year preceding from the date of the Draft Red Herring Prospectus, our Promoter/Selling Shareholder along with its nominees were allotted 120,000,000 Equity Shares, pursuant to a bonus issue of Equity Shares approved by our Shareholders on March 29, 2019 and allotted vide board resolution dated March 29, 2019. Since the allotment pursuant to the said bonus issue did not involve any consideration, the weighted average price of such Equity Shares acquired by the Promoter in one (1) year preceding the date of the Draft Red Herring Prospectus is Nil. Further, no Equity Shares have been acquired by our Promoter / Selling Shareholders along with its nominees since March 29, 2019.

For further details, see "*Capital Structure*" on page 66.

Average cost of acquisition of the Equity Shares by our Promoter / the Selling Shareholder

The average cost of acquisition per Equity Share by our Promoter / Selling Shareholder as on the date of this Prospectus is:

Name	Number of Equity Shares held	Average cost of acquisition per Equity Share (in ₹)*
The President of India through Ministry of Railways	160,000,000	1.25

** Including Equity Shares held by the nominees of the Promoter.*

Pre-Offer Placement

Our Company does not contemplate any issuance or placement of Equity Shares from the date of the Draft Red Herring Prospectus till the listing of the Equity Shares.

Issue of Equity Shares for consideration other than cash in the last one year

Except as disclosed below, our Company has not issued any Equity Shares for consideration other than cash in the one year preceding the date of the Draft Red Herring Prospectus and this Prospectus:

Date of Allotment	Number of Equity Shares	Face value (₹)	Issue price per Equity Share (₹)	Nature of consideration	Reason for allotment
March 29, 2019	120,000,000	10	-	-	Bonus issue in the ratio of 3:1[a)]

a) Allotment of 119,999,958 Equity Shares to the President of India and six Equity Shares each to V.K. Yadav, Girish Pillai, Vijay Kumar, Vishwesh Chaube, Sushant Kumar Mishra, Sunil Mathur and Anurag (as nominees of the President of India)

Split or consolidation of Equity Shares in the last one year

There has been no split or consolidation of the Equity Shares in the one year preceding the date of this Prospectus.

SECTION II: RISK FACTORS

An investment in Equity Shares involves a high degree of risk. You should carefully consider all of the information in this Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares. The risks and uncertainties described in this section are not the only risks that we currently face. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also have an adverse impact on our business, results of operations, cash flows and financial condition. If any or a combination of the following risks, or other risks that are not currently known or are currently deemed immaterial, actually occur, our business, results of operations, cash flows and financial condition may be adversely affected, the price of the Equity Shares could decline, and you may lose all or part of your investment.

In making an investment decision, as prospective investors, you must rely on your own examination of us and the terms of the Offer, including the merits and the risks involved. You should consult your tax, financial, legal advisors about the particular consequences of investing in the Offer. To obtain a complete understanding of our business, you should read this section in conjunction with the sections titled "Industry Overview", "Our Business", "Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 86, 125, 185 and 237, respectively, of this Prospectus, as well as the other financial and statistical information contained in this Prospectus. The industry-related information disclosed in this section that is not otherwise publicly available is derived from CRISIL Industry Report. Neither our Company, nor any other person connected with the Offer, including the BRLMs, has independently verified the information in the industry report or other publicly available information cited in this section.

This Prospectus also contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors, including the considerations described in this section and elsewhere in this Prospectus. See "Forward Looking Statements" on page 17. Unless otherwise expressly stated or the context otherwise requires, the financial information used in this section is derived from the Restated Summary Financial Information.

Unless specified or quantified in the relevant risks factors below, we are not in a position to quantify the financial or other implication of any of the risks described in this section. In this section, references to "we", "our" and "us" are to our Company. Unless otherwise indicated, the financial information included herein is based on our Restated Financial Statements for Fiscal 2017, Fiscal 2018 and Fiscal 2019 included in this Prospectus. For details, see "Financial Information" on page 185.

Internal Risk Factors

1. ***Our business and revenues are substantially dependent on Indian Railways. Any adverse change in policy of the Ministry of Railways may adversely affect our business and results of operations.***

Our business and revenues are substantially dependent on the policies of the Ministry of Railways and operations of Indian Railways. As a CPSE wholly owned by the Government of India and under the administrative control of the Ministry of Railways, our scope of services, and the fees we charge, are primarily determined by the Ministry of Railways. At certain times in the past, the Government has made certain decisions that has adversely impacted our results of operations. For example, the Ministry of Railways in 2016 removed the charges we levy on passengers booking railway tickets online as service charge at rates of ₹20 per ticket for non AC classes and ₹40 per ticket for AC classes. This had a material adverse impact on our revenues. Ministry of Finance by separate notification on July 5, 2017 proposed to reimburse ₹800.00 million to us until the Government of India permits us to recover online ticketing cost/levy of commission on passengers utilizing the online ticketing service we provide. The Ministry of Railways reimbursed our Company in the amount of ₹800.00 million and ₹880.00 million for Fiscal 2018 and 2019, respectively for our operations costs. Any similar decisions by the Ministry of Railways in the future could adversely affect our results of operations. More generally, as it is necessary for us to act in accordance with the directives of Government of India, through Ministry of Railways, we cannot assure you that our investments and efforts into our current operation will be profitable. The Government of India may, reasons of public interest, terminate any of its policy directives without due consideration to the performance of our operation. Further, Ministry of Railways issued general guidance on redevelopment of railway stations by Indian Railway Stations Development Corporation Limited

as nodal agency for facility management at railway stations. Any adverse change in policy of the Ministry of Railways in relation to facility management at railway station may adversely affect our business and results of operations

As a CPSE, we are often authorized by the Government to offer various products and services to the public on behalf of Indian Railways, as well as receiving operative support from the Ministry of Railways from time to time. However, there can be no assurance that these directives from the Ministry of Railways will continue to benefit our business. Certain government programs or projects may be subject to delays, extensive internal processes, policy changes, and changes due to local, national and internal political forces, such as periodic elections at Central and State level, insufficiency of Government funds or changes in budgetary allocations of Government entities. For example, as the only CPSE authorized by the Ministry of Railways with focus on railway catering services, we have been entrusted with the responsibility to take over catering services of Indian Railways pursuant to the Catering Policy 2017 in a phased manner and have directed a significant amount of resources in doing so. Any change in the mandate may halt the expansion of our business. Any withdrawal or adverse changes in Government policies may lead to adverse impact on our on-going business and could, materially and adversely affect our financial condition, capital expenditure, revenues, development and our business operation.

2. Our Company and Directors are involved in certain legal and other proceedings.

Our Company and Directors are currently involved in certain legal proceedings. These legal proceedings are pending at different levels of adjudication before various courts and tribunals. The summary of outstanding litigation in relation to criminal matters, tax matters, actions by regulatory/ statutory authorities and matters above the materiality threshold involving our Company and Directors have been set out below.

Nature of Cases	Number of Cases	Amount Involved* (in ₹ million)
Proceedings against our Company		
Criminal	8	0.12
Tax	95	2,257.23
Other pending material litigation	23	3,975.74
Proceeding by our Company		
Criminal	Nil	Nil
Other pending material litigation	1	NIL
Proceedings against our Directors		
Criminal	1	0.07
Tax	Nil	Nil
Other pending material litigation	Nil	Nil
Proceedings by our Directors		
Criminal	Nil	Nil
Other pending material litigation	Nil	Nil

** To the extent quantifiable.*

For further details, see "*Outstanding Litigation and Other Material Developments*" beginning on page 267. Decisions in any of the aforesaid proceedings adverse to our interests may have a material adverse effect on our business, results of operations, financial condition and prospects. If the courts or tribunals rule against us or our Company or our Directors, 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.

3. We are the sole provider of online railway ticketing, catering services, and packaged drinking water for trains and stations, and certain other services we provide; if the Government were to allow open competition in all or any of these areas, it may impact our financial results.

Under the Catering Policy 2017, we benefit from a monopoly position in many of the services we provide to our customers. In particular, we are the exclusive provider of online railway ticketing, catering services and packaged drinking water for trains and stations. As a result, we do not face some of the pressures experienced by businesses that operate in more openly competitive industries. This allows us to make certain operating and strategic decisions without focusing on the impacts of those decisions *vis a vis* other competitors. In particular, we generated 25.62%,

48.70% and 54.99% of our income from railway catering in fiscal years 2017, 2018 and 2019, respectively, and 10.22%, 11.13% and 9.28% of our income from packaged drinking water during in fiscal years 2017, 2018 and 2019, respectively. If the Ministry of Railways were to permit more competition in mobile or static catering, packaged drinking water or another area in which we currently have a monopoly position, it could have a significant impact on the way we operate our business, and adversely impact our results of operations and profitability.

4. Our Auditors have included a matter of emphasis in relation to our Company in the Restated Financial Statements.

In its report on each of (a) the audited financial statements of our Company as at and for the year ended March 31, 2019, (b) the audited financial statements of our Company as at and for the year ended March 31, 2018 and (c) the audited financial statements of our Company as at and for the year ended March 31, 2017, our Auditors included an emphasis of matter. For details of these emphasis of matters and our responses thereon, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations–Summary of Qualifications, Emphasis of Matters and Observations in our Statutory Auditors Reports*" on page 237. Potential investors should consider these matters in evaluating our financial position, cash flows and results of operations.

5. We have been unable to make consolidation of our financial statements in absence of audited accounts of our joint venture, Royale Indian Rail Tours Limited.

As on the date of this Prospectus, we have one joint venture, RIRTL with Cox & Kings Limited. However, we have not consolidated the financial statements of RIRTL in our financial statements since the Fiscal Year 2010 –11 on account of ongoing litigation with Cox & Kings Limited and unavailability of financial statements of RIRTL. Further, Cox & Kings Limited has initiated 2 arbitration proceedings *vide* two separate statement of claims dated November 09, 2011 and July 26, 2012, against our Company with respect to RIRTL; one pertaining to the joint venture agreement dated December 10, 2008 and the other pertaining to the articles of association of RIRTL. Simultaneously, our Company has also initiated proceeding before NCLT under sections 388B, 397, 398, 399 and 403 of the Companies Act, 1956. Accordingly, no financial information for RIRTL has been presented in this Prospectus. For further details, see *"Financial Statements –Note 37.3"* on page 185 and "*Outstanding Litigation and Other Material Developments"* on page 267.

6. Our business can be negatively affected if we are unable to maintain quality standards.

We provide food catering services to the passengers of Indian Railways on trains and at the stations. Any adverse claims, media speculation or other public statements relating to our food and service quality could materially and adversely affect our reputation and our corporate image, or otherwise affect our ability to conduct our business in the ordinary course. It could also adversely impact our ability to obtain and renew operational licenses and regulatory approvals and establish and maintain our relationships with guests and suppliers, and to expand our business. The success of our catering business depends significantly on the quality of our food and services which are impacted by our ability to maintain cleanliness and hygiene at all locations where we serve food and provide catering services, including to people who ordered remotely on e-catering website. Any failure on our part to meet quality requirements of regulators or expectations of consumers could adversely affect our business, results of operations and financial condition.

We cannot assure you that there will not be incidents of contaminated products or ingredients in the future that may result in product liability claims, product recalls and negative publicity. Any such claims or allegations would also distract our management from their day to day management responsibilities and may therefore have a material adverse effect on our business, financial condition and results of operations.

Our operations are dependent on adequate and timely deliveries of quality ingredients, including fresh produce. We depend substantially on third-party distributors and suppliers tendered for such deliveries, and therefore, are subject to the risk of shortages or interruptions in supply, caused by factors such as adverse weather conditions, unanticipated demand, changes in government regulation and recalls of food products, all of which could adversely affect the availability, quality and cost of ingredients necessary for our operation. If the quality of our suppliers' ingredients declines, we may not be able to obtain replacements for such ingredients on commercially agreeable terms or at all in the open market through limited tender process for new suppliers. If our food quality declines due to the inferior

quality of ingredients or due to interruptions in the supply of ingredients, demands for our products or services may decline and negatively affect our results of operations. In addition, the food supply industry in India is largely fragmented and unorganized and we depend on a number of local suppliers for our ingredients that participate in our limited tender process from time to time. Any change in operation or business of our local suppliers may affect the quality of ingredients received by us and negatively impact our business.

7. ***We rely on information technology to operate our internet ticketing and tourism business and maintain our competitiveness; any failure to adapt to technological developments or industry trends could harm our business.***

We depend on the use of information technology and systems for the services that we provide and also for payments, refunds, customer relationship management, communications and administration. As our operations grow both in size and in scope, we must continuously improve and upgrade our systems and infrastructure to offer our customers enhanced services, features and functionality, while maintaining the reliability and integrity of our systems and infrastructure in a cost-effective manner. Our future success also depends on our ability to upgrade our services and infrastructure ahead of rapidly evolving consumer demands. We may not be able to use new technologies effectively, or we may fail to adapt our websites, transaction processing systems and network infrastructure to consumer requirements or emerging industry standards. If we face material delays in introducing new or enhanced solutions, our customers may stop using our services in favor of those of our competitors in business sectors where we are not the only entity authorized by the Government to provide services. Any of these events could have a material adverse effect on our operations.

In addition, all of our servers, information technology and storage systems are centrally located at one single location. We do not currently employ separate offsite storage or back-up systems other than at this location. While the Company is currently contemplating for an additional data centre and separate offsite storage and back-up systems, as on the date of this Prospectus, such measures have not yet been implemented and there can be no assurances that we will not suffer disasters or other technological hazards prior to the implementation of such additional measures or that such measures will be implemented in a timely manner or at all. Further, there can be no assurance that implementation of such measures will prevent occurrence of simultaneous failure of all our sites. Therefore, if this location were to suffer a natural disaster, or other catastrophic event, we could lose critical data or information that we use in connection with our operations, and such loss could have a material adverse effect on our operations, customer relationships, relationships with our suppliers and other counterparties, and our business generally.

Further, our business could be negatively impacted by changes in search engines' search logic, policy and function, as we offer most of our products and services online. These search engines update their search logic from time to time which determines the placement of different websites, as well as the responsiveness to users' internet searches, and in turn impact the number of web traffic directed to our websites. The lack of placement of links to our websites may negatively impact our competitiveness among different sectors which we operate, and if these search engines change the search logic used on their web portal and resulting in change in our ranking among similar sites, we may experience decline in visitor traffic and in turn negatively affect our business operations.

8. ***We are exposed to risks associated with online security, security of our customers' personal information and credit card fraud; failure to manage these risks may expose us to litigation, liability and damage to our reputation and brand image.***

We receive and maintain certain personal information about our customers who book online tickets and services through our various websites. Secured transactions over the internet are essential to our business operation. Security breaches, whether instigated internally or externally on our system or other internet-based systems could materially and adversely harm our business. Customers have the option to pay for services and tickets online via our web portal, and we rely on encryption and authentication technology to ensure secure transmission of personal data, including credit card numbers, over the internet. While we utilize various computer systems, including our point of sale systems which are customized web-based systems, persons having the requisite technology or knowhow may break into the security system containing customer information transmitted in connection with our debit/credit card sales. The technology we employ to protect customer and transaction data could be ineffective and may contain loopholes which can be exploited by third parties. In addition, we incur substantial expense associated with our effort to prevent potential security breaches and relevant consequences, and these costs may increase in future periods. Even with

proper security measures in place, there can be no guarantee that our security measures can prevent all security intrusions and we may be unsuccessful in or incur additional costs by implementing our remediation plan to address potential exposures.

We also have agreements with banks and other companies that process personal data such as debit and credit card information in order to facilitate customer bookings of travel services and other services, such as e-catering. The online gateway for some of our sales may not always be secure and we may become liable for accepting fraudulent credit cards on our websites. We may also experience disputes with our customers in connection with payment. All of the above may negatively impact our brand's image, our results of operations and financial condition.

The Indian Supreme Court, in a judgment delivered on August 24, 2017, held that the right to privacy is a fundamental right, following which, the Government set up a Committee of Experts under the chairpersonship of retired Justice B.N. Srikrishna ("**Srikrishna Committee**") to examine issues around, and draft legislation on data-protection in India. The Srikrishna Committee submitted its final report and a draft Personal Data Protection Bill, 2018 ("**Data Protection Bill**") to the Ministry of Electronics and Information Technology, Government of India on July 27, 2018. The Data Protection Bill proposes a legal framework governing the processing of personal data, where such data has been collected, disclosed, shared or otherwise processed within India, as well as any processing of personal data by the state, Indian companies, Indian citizens or any person or body of persons incorporated or created under Indian law. The Data Protection Bill defines personal data and sensitive personal data, prescribes rules for collecting, storing and processing of such data and creates rights and obligations of data-subjects and processors. Accordingly, maintenance and sharing of confidential data of our customers, including with banks or financial institutions with whom we offer co-branded cards, may be subject to additional scrutiny or may be deemed to be legally impermissible. Any adverse ruling by an authority on sharing of customer data may prevent us from capitalizing on customer data effectively and may prevent us from providing targeted delivery of our services, which may adversely impact our future prospects.

9. ***We rely on awareness of our brand to build our customer base and grow our revenues. Any failure to maintain or enhance consumer awareness of our brand could have a material adverse effect on our business, financial condition and operation.***

We believe our brand name "IRCTC" is crucial to our ability to grow our revenues and customer base. However, consumer acceptance of our products may be influenced by or subject to a variety of reasons. For example, adverse publicity associated with food preparation, hygiene and quality of service on trains or in stations may drive popular opinion against our catering or other services. In addition, adverse publicity resulted from litigation and regulation (including initiatives intended to influence consumer behavior) may also impact the value of our brands.

Health awareness campaigns against products we offer in favor of foods that are perceived to be healthier may affect consumer perception of our products and impact the value of our brand. Perceptions may also be driven by activist campaigns against the fast food restaurant industry or industry in which we, our suppliers, licensees or other partners operate. If we are unsuccessful in addressing negative consumer perceptions, our brand image may suffer. There is no assurance that we will be able to successfully maintain or enhance consumer awareness of our brand. Even if we are able to continue our branding efforts, such efforts may not be cost effective. If we are unable to maintain or enhance consumer awareness of our brand and in turn generate demand for our products and services in different sectors which we operate, it could negatively affect our competitiveness or adversely affect our business, financial condition and results of operations.

Negative publicity about food quality, illness, injury or other health concerns (including health implications such as obesity) or similar issues stemming from catering services on board the train or at stations could materially adversely affect us, regardless of whether the negative press pertains to catering services operated by our franchisees or by us departmentally or by the Zonal Railways. For instance, the Report of the CAG on Catering Services in Indian Railways (No. 13 of 2017) ("**CAG Report 2017**") has highlighted several deficiencies in the quality of food and beverages available on trains and in railway stations, including highlighting issues relating to cleanliness and hygiene as well as overall quality of food available. While the CAG Report 2017 covers and audit period between 2013 to 2016 and covers catering services provided by Zonal Railways in addition to us there can be no assurance that such instances will not occur in the future or that the transition of the catering services in terms of the Catering Policy 2017 will result in overcoming of all the deficiencies highlighted by the CAG. We cannot guarantee that our operational controls and employee training will be effective in preventing food-borne illnesses, food tampering and other food safety issues.

Food-borne or local illness or food tampering incidents could be caused by guests, employees, food suppliers or distributors and, therefore, could be beyond our control. Any publicity relating to health concerns or the perceived or actual outbreaks of food-borne illnesses, food tampering or other food safety issues attributed to one or more of our business operations, could have a material adverse effect on our results of operations.

10. We operate in highly competitive business sectors in the Indian market, and in case we are not able to compete effectively, there may be material adverse effect on our financial condition, results of operations and our business.

Our travel and tourism business segment is highly competitive in India. Factors affecting our competitiveness in this segment include, among other things, price, availability and breadth of choice of different services and products, brand recognition, customer service, ease of use, accessibility and reliability. For example, we compete with both established and emerging service and product providers in air ticketing, hospitality and tour package offerings. Some of our competitors have significantly greater financial, marketing, personnel and other resources than us and better brand recognition in the Indian market. As such, from time to time we may be required to reduce prices to effectively compete and to maintain our market share. Further, some of our current suppliers, such as airliners and hotel chains, may decide to promote their own distribution channels and decrease association with travel platforms like ours. If our access to our suppliers is restricted or if we are unable to compete effectively with our competitors, our business may be materially and adversely affected.

Our catering and packaged drinking water services face competition from unorganized traditional food and beverage vendors primarily comprising eateries, hawkers and street stalls, which may be able to offer food and beverages at cheaper prices as compared to us. The willingness of Indian consumers to patronize such unorganized traditional food and beverage vendors could have an adverse impact on our business, results of operations, financial condition and prospects.

11. We rely on telecommunications and information technology systems, networks and infrastructure to operate our business; any interruptions or breakdown in such systems, networks or infrastructure or our IT system may impair our ability to effectively provide our products and services, which in turn may harm our business.

We rely significantly on computer systems to facilitate and process transactions. To process and handle the large volume inflow on a daily basis, a new data center was set up by CRIS. However, we may still experience system interruptions from time to time that prevent some or all of these systems from operating at full capacity, thus preventing us from efficiently and effectively fulfilling bookings or providing services to our customers. As such, our business operations, the quality of our services and our ability to attract and retain customers depend on the efficient and uninterrupted operation, reliability, speed and availability of such systems, networks and infrastructure, both internal and external. Our websites, mobile sites, mobile applications and servers are vulnerable to telecommunications failures, downtime, computer viruses, hacking, defacement, physical or electronic break-ins and similar disruptions, which could lead to accessing difficulties, service interruptions, delays, loss of our database content, inability to accept and/or fulfill user requests or inaccurate data being processed or displayed. Any interruptions, outages or delays in our systems, or deterioration in performance, could impair our ability to process transactions and decrease the quality of our services to our customers and resulting in dissatisfaction among our customer base. If we were to experience frequent or persistent system failures, our reputation and brand image could be harmed.

We may also in future experience misuse by third parties who use our websites to send spam emails to our members, which may result in our members unsubscribing from our services. Spam that can be traced to our server not only exposes us to liability but also poses the threat of our legitimate emails being blocked by anti-spam monitoring agencies and/or tools.

While backup systems and contingency plans are in place to prevent critical losses of data and to ensure the continuation of our operation or business processes, these backup systems and contingency plans may not be sufficient. Fires, floods, power outages, telecommunication failures, earthquakes, act of war or terrorism, act of God, computer viruses, corporate espionage and similar events or disruptions may nonetheless occur and damage, impact or interrupt our computer or communication systems, business processes. Remedial actions to address these interruptions or damages may be costly and our insurance coverage may not be sufficient to remedy the problem within covered costs.

Further, these remedial actions may also be time consuming and can divert management's attention and other resources from other business operation matters.

12. If we are not successful in managing our growth, our profitability may decrease and result in adverse impact on our business, results of operations and financial condition.

We anticipate rapid growth in our revenues in certain of our business segments in future periods, particular in our online railway ticketing segment as a result of the reinstatement of the services charges for tickets purchased online from our website www.irctc.co.in. Our future growth may place significant demand on our management and operation and will require us to continuously evolve and to improve our financial, operational and other internal controls within our Company. In particular, business expansion may pose challenges in:

- recruiting, training and retaining sufficient skilled management, technical and service personnel;
- competing with existing companies in the travel and tourism sector we operate;
- strengthening our existing relationship with the ministries of the government;
- making accurate assessments of the resources we will require;
- adhering to the standards of health, safety and environment, quality control, and process execution to meet customers' expectations;
- continuing to exercise effective quality control;
- operating in business segments where we have limited experience;
- preserving a uniform culture, values and work environment;
- strengthening and ensuring compliance with legal and contractual obligations;
- managing relationships with clients, suppliers, contractors, investors and service providers; and
- supporting infrastructure such as IT and HR management systems.

In line with our business strategy, we intend to continue leveraging on government policy, strengthening products and service offerings and implementing initiatives to improve operational efficiencies. If we are not successful in managing our growth, our business may be disrupted and revenue margin may be reduced, which in turn may impact our business, prospect, financial condition and results of operations.

As part of our operative goal to expand into different non-rail sectors, we face increased risks when we enter new markets in India. For example, we faced strong competition in tourism and hospitality. We may need to build or increase brand awareness in the relevant markets by increasing investments in advertising and promotional activities than we originally planned. We may find it more difficult to hire, train and retain qualified employees in business sectors which we are not familiar with. As a result, products we introduce in new markets may be more expensive to produce and/or to distribute, and may take longer to reach expected sales and profit levels than in our existing markets, which could affect the viability of these operations and our overall profitability.

Our business growth could strain our managerial, operational and financial resources. Our ability to manage future growth will depend on our ability to continue to implement and improve operational, financial and management information systems on a timely basis within the confine and policy goals set forth by the Ministry of Railways. We cannot assure you that our personnel, systems, procedures and internal controls will be adequate to support our future growth. Further, we cannot assure you that our investment will be profitable, as policy change from the Government of India may restrict our ability to recoup our investment. Failure to effectively manage our expansion may lead to increased costs and reduced profitability and may adversely affect our current business and growth prospect.

13. Change in haulage charge principles by Ministry of Railways on the trains we operate could adversely affect our business, financial condition and result of operations.

Under haulage concept, Indian Railways take fixed charges for hauling the rake of the train from one destination to another. The charges are calculated and informed by the Indian Railways to our Company. Any revision of haulage charge principles by Ministry of Railways for the trains we operate under haulage will have significant impact on our business, financial condition and results of operations.

14. We may be unable to implement the directives under the Catering Policy 2017 in a timely manner or at all, which in turn may subject us to penalties and may in turn adversely impact our profitability, results of operations and goodwill

The Catering Policy 2017 has been formulated with a view to provide quality food to passengers of Indian Railways and to modify the management of catering services in trains and at stations to implement social objectives of the Government of India, including encouraging fair competition in allotment of catering units over stations. A total of 159 observations made by commercial inspectors during 2013 through 2016 are relating to issues of hygiene, tariff, cooking and kitchen and quantity of food production and service in Indian Railway. While our Company has been charged with the mandate to unbundle catering services by creating a distinction between food preparation and food distribution, the timelines for certain matters under the Catering Policy 2017 are not clearly defined and are currently under discussions. Any failure on part of our Company to adhere to the mandate of the Catering Policy 2017 may result in imposition of penalties by the Government or the Indian Railways, including for delays in setting up of base kitchens and failure by third party contractors to maintain food quality.

The responsibility for preparing blue prints for catering units at each station are required to be drawn up by our Company in coordination with Zonal Railways. The CAG Report 2017 observed that under the previous Catering Policy, certain Zonal Railways had failed to prepare or update the blue prints required leading to improper assessment of catering requirements at stations. There can be no assurance that we will be able to formulate or implement the necessary blue prints for catering requirements of each station in terms of the Catering Policy 2017, in a timely manner or at all.

We may be required to invest significant amounts of capital to modernize, upgrade or refurbish existing kitchens which are transferred to us as part of the Catering Policy 2017. Capital for such investments may not be available on commercially acceptable terms or at all. Further, as part of the Catering Policy 2017, we would be required to create base kitchens at multiple locations (including for Category A and A1 stations). As many as 115 base kitchens are located outside railway premises which are not in accordance with the erstwhile Catering Policy, which in turn would require us to invest capital to ensure relocation within railway premises.

15. If we are unable to manage and run our back end operations efficiently, our business and results of operations would be adversely affected

Under Catering Policy 2017, some of our food items and consumables used in our railway catering services are to be prepared at our own base kitchens at or near various train stations. Once the food items and consumables are prepared, our staff member or service provider co-ordinates the delivery to the respective stations or catering units on board the train in containers repackaged for railway catering service to travelers. This requires a significant logistical effort and quality control mechanism. A failure in our operational and delivery systems, shortages or interruption in the supply of food by our suppliers (either due to weather or other conditions) would impact passengers experiences using our catering service on board Indian Railways' trains and in turn affect our results of operations and future prospect. Deliveries from these base kitchens may also be affected by reasons beyond our controls, for example, food contamination, strikes by laborers, transporters, loaders or train stations.

In addition, any unavailability or breakdown of our equipment could lead to an interruption in the food supply to our catering service and reduce the volume of our sales, and in turn materially adversely impact our business, results of operations and financial condition.

16. Performance of licensees may impact our results of operations and brand image.

From time to time, we enter into contracts for various services to be performed by third party service providers in business segments which we operate, for example, all our raw ingredients used in catering services are sourced by winning suppliers. When we tender contracts to third party, payments may depend on the performance of that third party supplier or service provider. Issues on the part of a principal licensee or sub-licensee could result in delayed or reduced payments to us. Further, when we call for tender from the interested parties, we may be liable to the passengers due to failure on the part of the person to whom we licensed to maintain the required performance standards, For instance, under Catering Policy 2017, while we are able to tender licenses for certain provisional catering services to private licensees, we will continue to be fully accountable to Indian Railways for all issues pertaining to setting up

and operation of the base kitchens as well as the quality of food. Licensees' failure to perform all services in accordance with the work scope, or our inability to contract with qualified service provider and supplier may materially and adversely impact our results of operations and brand image.

17. Changes in consumer tastes and purchasing habits could negatively impact our business, prospect and results of operations.

A significant portion of our revenue derived from the sale of food that is characterized as North Indian, Punjabi, or South Indian. If consumer preferences for these types of food change, such change could have a material adverse effect on our results of operations. For example, the food segment is characterized by the frequent introduction of new products, often accompanied by substantial promotional campaigns. Our success depends on our ability to anticipate and respond to changing consumer preferences, tastes and dining and purchasing habits, as well as other factors affecting the restaurant industry in general, including new market entrants and demographic changes. We may find it necessary to make changes to our menu items in order to respond to changes in consumer tastes or dining patterns, and we may lose guests who do not prefer the new menu items. If we fail to develop and successfully introduce new menu offerings that appeal to changing consumer preferences, or if we fail to capitalize on market demand in a timely fashion, our results of operations could suffer. Any significant event that adversely affects consumption of our products, such as cost of raw material, changing tastes or health concerns, could also negatively impact our business, prospect, financial condition.

In addition, the growth of the Indian economy has led to changes in the way businesses operate in India, while population growth and urbanization continue to drive consumer demand for better quality in service industry. As consumers continue to seek better quality and economic solutions, we are required to focus on the development of better service handling processes as well as maintaining good quality product while cutting back costs. If we are unable to provide consumers with their preferred services efficiently and effectively or if we fail to anticipate and respond to consumers' needs accordingly, our business, results of operations and financial condition may be materially and adversely affected.

18. We have no ability to pass on any increase in raw ingredient costs due to price regulation by Indian Railways; we do not hedge our risk against market fluctuations in commodities market.

Changes in cost or availability of certain food products could affect our ability to offer a broad menu and maintain competitive prices and materially and adversely affect our profitability. The type, variety, quality and cost of produce, poultry, cheese and other commodities can also subject to change due to factors beyond our control, including weather, government regulation, availability and seasonality of raw materials, each of which may affect our raw material costs or cause a disruption in our supply. For instance, water is one of the primary raw materials used in the production of Rail Neer and our catering business; hence our business operations in those segments is dependent on our ability to procure sufficient amounts of quality water at commercially viable price. Water is a limited resource in India, facing significant challenges from over-exploitation, increasing demand, pollution and poor management. Further, water supply can also be significantly influenced by changing environmental conditions which lead to drying water resources and receding ground water levels. Water scarcity and deterioration in the quality of available water sources in India, specifically, within our supply chain, even if temporary, may result in increased production costs or capacity constraints, which could adversely affect our ability to produce, sell and distribute our products and increase our costs.

Our profitability and operating margins are dependent in part on our ability to anticipate and react to changes in raw material costs. The price of these raw materials is subject to price fluctuation due to various factors beyond our control, such as severe climatic conditions, outbreak of infectious diseases and other changes in the business segments which we operate, including change in government regulations. Given the fact that Indian Railways regulates the pricing of services and products offered by us, we have no control on pricing and are unable to pass on the increased raw material costs to our customers, specifically on departmental catering and packaged drinking water segments. All of the above may reduce supply and drive up the costs, especially for those contracts that contain escalation clause.

Our raw material distributors or suppliers may also be affected by higher costs to produce and transport commodities used in our catering business, including higher minimum wage and benefit costs and other expenses that they pass through to their customers, which could result in higher costs for goods and services supplied to us. Although we utilize purchasing contracts to lock in prices for a material portion of the food commodities used in our catering

services, some of the commodities used in our operations cannot be guaranteed for a period longer than one month. Additionally, we have seen decline in quality of ingredient supplied by our suppliers when commodity price hikes. As of the date of this Prospectus, we have contracts of varying length with several of our distributors and suppliers, including our distributors and suppliers of poultry. We do not use financial instruments to hedge our risk against market fluctuations in the price of commodities at this time. We may not be able to anticipate and react to changing raw material costs through our procurement process and menu price adjustments, and failure to address these variables could negatively impact our business and results of operations.

19. We use PET bottles and other plastic items for our packaged drinking water, which is subject to various regulatory requirements and increasing public scrutiny.

The principal packaging materials used by us for packaged drinking water include preforms for PET bottles, shrink-wrap films, plastic closures and labels. Environmentalists have long discouraged the use of plastic products as plastic is not biodegradable and is considered environmentally unfriendly. Moreover, governmental bodies have introduced policies to discourage the use of plastic products. For instance, (i) several cities in the United States have banned or limited the use of plastic straws in restaurants or prohibits stores from handing out plastic shopping bags for free; (ii) the European Union is pushing for many single-use plastic products, including straws, to be barred by 2030; (iii) the PRC government had published a notice to limit the production and usage of plastic shopping bags; and (iv) certain world's famous consumer brands have agreed to reduce their use of plastic packaging.

In India, Indian Railways has been instructed to take steps to minimise generation of plastic waste and ensure its environmentally friendly disposal. The Ministry of Railways, Government of India vide its letter dated August 19, 2019 have directed us to implement return of plastic drinking water bottles as part of an effort to increase responsibility on the part of companies that produce such bottles. Also, Maharashtra Pollution Control Board directed our West Zone to create a separate fund for discharging our liability by crediting an amount of 15 paisa per bottle introduced or sold by us directly or through our distributor/wholesalers/retailers or partners. In the event of an inability on our part to implement abovementioned directives may materially and adversely affect our Rail Neer business and impact our results of operations. In addition, in case stricter environmental protection policies are enacted or market trends emerge to phase out the use of plastics, particularly in relation to plastic bottles, our business and financial performances could be adversely affected.

20. Strikes, work stoppages or increased benefit or wage demands by our employees or employees of our contractors could adversely affect our business and results of operations.

We operate in a labor intensive industry and hire contract labor to provide certain services in the business segments in which we operate. Labor cost is a primary component in our operating costs. In fiscal years 2017, 2018 and 2019, our employees' benefits represented 10.22%, 12.24% and 9.97% of our income. If we or our contractors face increased labor costs because of competition for skilled employees, higher employee turnover rates, increase in minimum wages or employee benefits under applicable laws, our growth could be adversely affected. If we or our contractors are unable to successfully negotiate with our employees or if there is any shortage or disruption in the availability of labor, it could result in work stoppages or increased operating costs. Our supply of labor may be adversely affected by, among other things, work stoppages and labor disputes. Such events may also increase the price of labor that we or our contractors can source for our business operations, or in the case of our contractors, for performing in accordance with the limited tender. India has stringent labor legislation that protects the interests of workers, including legislation that sets forth detailed procedures for establishment of unions, dispute resolution and employee removal and legislation that imposes certain financial obligations on employers upon retrenchment. Although there is no labor union formed by our employees at the time of this Prospectus, we cannot assure you that our employees will not unionize, or attempt to unionize in the future. Further, there can be no assurance that we will have adequate access to skilled workforce at reasonable rate and in the industry in which we operate. As a result, we may be required to incur additional costs to ensure the quality and timeliness of our services, which may in turn affect our results of operations.

21. Our insurance coverage may not adequately protect us against all losses. Failure to insure against potential risks and liabilities may material adversely affect our business, results of operations, and financial condition.

We have insured against a majority of the risks associated with our business, such as equipment failure, work accidents, fire or explosion, burglary, special contingencies, money transit, group life term insurance for employees,

commercial general liability and product liability. In addition, we have obtained separate insurance coverage for personnel related risks, motor vehicles and loss of movable assets risks, such as the special contingency policy covering our trains. Our Company's insurance cover as on March 31, 2019 was approximately ₹ 1,300.00 million in respect of its net block of property, plant and equipment which stood at ₹ 1,470.51 million, inclusive of land aggregating to ₹ 248.06 million as of March 31, 2019. Consequently, our Company's insurance cover as a percentage of its net block of property, plant and equipment as of March 31, 2019 was approximately 100%. While we believe that the insurance coverage we maintain would reasonably be adequate to cover all ordinary risks associated with our business operations, there can be no assurance that any claim under our insurance policies will be honored fully, in part or on time, or that we have taken out sufficient insurance to cover all material losses. To the extent that we suffer loss or damage resulting from not obtaining or maintaining insurance or exceeding our insurance coverage, the loss would have to be borne by us and it could have a material adverse effect on our results of operations and financial condition.

If certain operation or service is considered safe by us and is subsequently not insured, any unforeseen or unprecedented act or event resulting in a loss will affect our financial condition and results of operations. To the extent that uninsured, unforeseen or unprecedented risks materialize, we would be materially and adversely affected.

22. If we are unable to maintain existing, and establish new arrangements with our travel suppliers, our business may be adversely affected.

Our business is dependent on our ability to maintain our relationships and arrangements with existing suppliers, such as Indian Railways, cruise agents which supply cruise packages, and the airlines which supply air tickets to us directly. A substantial portion of our revenue is derived from fees and commissions negotiated with travel suppliers for bookings made through our websites or via our other distribution channels. Adverse changes in existing arrangements, including an inability by any travel supplier to fulfill their obligation to us in a timely manner, increasing industry consolidation or our inability to enter into new arrangements with these parties on favorable terms or at all, could reduce the amount, quality, pricing and breadth of the travel services and products that we are able to offer, which could adversely affect our business and results of operations.

No assurance can be given that our agreements or arrangements with our travel suppliers or GDS service providers will continue or that our travel suppliers or GDS service providers will not reduce or eliminate fees or commissions or attempt to charge us for content, terminate our contracts and seek to recover signing bonuses or default on or dispute their payment obligations towards us, any of which could reduce our revenue and net revenue margins or may require us to initiate legal or arbitral proceedings to enforce relevant contractual payment obligations, which may adversely affect our business and results of operations, and deviate the attention of our management team.

23. Infrastructure required to increase internet penetration in India may not be upgraded to support the fast growing Indian economy, which may limit our growth.

A significant portion of our ticketing and reservation is done through the internet. According to CRISIL Industry Report, India has witnessed a significant surge in internet usage over the past few years, with internet penetration as a percentage of total population increasing to 49.9% during Fiscal 2019. There can be no assurance that such growth will continue, and we cannot be certain that government's upgrading efforts for infrastructure throughout India will continue or be successful. As such, any slowdown of these upgrading efforts by the government may cause internet penetration rate to stall or decline in India, which may require us to make additional investments to explore alternative distribution channels and may have material adverse effect on our business.

In order to successfully process out customers' order for tickets, the information technology systems that we use must be able to process customer orders in an efficient manner, even during times of peak use. If our systems are unable to process customer orders, customers could experience delays or be unable to purchase tickets at the times they place their orders, which could cause them to find alternative forms of transportation, seek other providers or otherwise decrease the business they conduct with our Company. Further, to successfully process a ticket purchase transaction requires not just our servers and information technology systems to function effectively, but also requires the systems of the banks and other financial institutions through which we process our payments to operate efficiently and effectively. We have no control over the technology to our banks and other financial institutions use to process the transactions of our customers, and if these systems cannot process the volume of transactions submitted by our

customers, it could cause their ticket purchases to fail, which could impact our business and reputation for customer service and adversely affect our results of operations.

24. Our travel and tourism and packaged water segments experience seasonal fluctuations due to periodic local and national elections, weather changes as well as holidays; as such, quarterly financial data comparisons may not be meaningful.

We operate in business sectors that are susceptible to seasonal changes resulting from holidays, weather changes and special events, particularly in the travel and tourism and internet ticketing sectors. For example, we tend to experience higher revenue from our ticket sales when there are state and central government elections where we are authorized to cater for the election special trains and when we collaborate with various state governments in offering state special trains to local residents. In our packaged water segment, demand increases significantly during summer as temperatures rise. As a result, some or most of the financial data comparison on a quarterly basis may be inaccurate and less reflective of our actual business operations due to the occurrence of these special events in some, but not all of the financial periods.

25. Indian food service industry and package water industry have both historically been fragmented and unorganized, lacking sufficient reliable industry data. As such, any attempt to analyze the relevant data on catering and packaged drinking water market competition and industry trend may be incomplete or unreliable.

Both catering and packaged drinking water industry lack standard centralized controls in India. Moreover, both industries are known for their fragmentation and lack of organization, comprising local roadside sellers and eateries as well as unlicensed water spots/factories across the country. Therefore, industry data for these industries may not exist, be reliable or reflect the current industry trends and financial information, and may be incomplete.

26. As of March 31, 2019, contingent liabilities appearing in our financial statements aggregated to ₹1,667.92 million. Should these contingent liabilities materialize, our financial condition and results of operations will be materially and adversely affected.

As of March 31, 2019, we had contingent liabilities of ₹1,667.92 million, which primarily relate to service tax, VAT and other taxes. For further details of certain matters which comprise our contingent liabilities, see "*Financial Statements*" on page 185. If any or all of these contingent liabilities materialize, our cash flows, financial condition and results of operations may be adversely affected.

27. We are dependent on a number of our key managerial personnel and other senior management, and the loss of or our inability to retain such persons could adversely affect our cash flows, business, results of operations and financial condition.

Our performance depends largely on the efforts and abilities of our key managerial personnel and other senior management, including our present officers. The input and experience of our key managerial personnel and other senior management are invaluable for the development of our business and the operations and the strategic directions taken by us. We cannot assure you that we will be able to retain these key managerial personnel and other senior management or find adequate replacements in timely manner, or at all, should they chose to discontinue their employment with us. We may need a long period of time to hire and train replacement personnel when key managerial personnel and other senior management terminate their employment with us. We believe that competition for qualified managerial personnel with relevant expertise in India is intense due to scarcity of qualified individuals in the industry in which we operate. The retirement or resignation of any of our key managerial personnel may materially and adversely impact our business, results of operations and financial condition. In Fiscal 2017, 2018 and 2019, the attrition rates were 0.42%, 0.99% and 0.43%, respectively.

In addition, we cannot assure you that our relations with our employees shall remain cordial at all times and that employees will not undertake or participate in strikes, work stoppages or other industrial actions in the future. Any labor disruptions may affect our operations, thereby adversely affecting our business, financial condition and results of operations.

28. Our Registered Office, Regional Offices and Zonal Offices and some of our Rail Neer plants are situated on land that we do not own; in the event that we are unable to continue operating from such premises, our business, financial condition and results of our operations may be adversely affected.

We do not own the land/properties on which our Registered Office, Regional Offices and Zonal Offices are located. Further, some of our regional offices, Rail Neer plants, base kitchens are situated and are taken on a long – term/short term leasehold basis from third party. We operate ten Rail Neer plants located at Nangloi, Danapur, Palur, Ambernath, Amethi, Parassala, Bilaspur, Hapur, Ahmedabad and Bhopal, out of which five (5) Rail Neer plants located at Bilaspur, Amethi, Ahmedabad, Hapur and Bhopal are on long term lease from third parties.

There can be no assurance that these agreements will be renewed upon expiry or on terms and conditions acceptable to us. Any failure to renew these agreements or procure new premises will increase our costs or may force us to look out for alternative premises which may not be available or which may be available at more expensive prices. Any event that causes a disruption of the operation of these facilities might impact our ability to provide our services and therefore could have a material adverse effect on our business, financial condition and results of operations.

29. We have only recently introduced some of our businesses or services; it may be hard to predict and evaluate their performance and future prospects

We have recently introduced or are in the process of introducing various new products and services. For instance, we are in process of introducing IRCTC iMudra, i-Pay and developing the payment services they offer. In addition, we have no prior experience in operating trains. In addition, our catering services have now expanded beyond railway catering at railway stations and on trains and into food courts and through other channels, especially given the Catering Policy 2017, which explicitly mandated us to take over operations of food plaza, food court and fast food units. Given the limited operating history of these new business ventures, we may not experience the same margins or operating results in these new business that we have in our more established businesses. In addition, the evaluation and expectation for these investments may significantly deviate from the actual results.

We cannot assure you that we will be able to adapt our product portfolio to changes in or shifts in consumer preferences and tastes. We may not be able to introduce new products that are in faster-growing and more profitable categories or reduce our production of products in categories experiencing consumption declines. Additionally, trends and shifts in consumer preferences and tastes may apply downward pressure on sales and pricing or lead to increased levels of sales and promotional expenses. Any number of these factors individually, or in the aggregate, could have a material adverse effect on our financial condition and results of operations.

30. We may not maintain our historical level of dividends in the future.

We have declared and paid dividend in the previous financial years. For details, see "*Dividend Policy*" beginning on page 184. Our ability to pay dividends in the future will depend on number of factors, including our profit after tax for the fiscal year, our capital requirements, our financial condition, our cash flows and applicable taxes, including dividend distribution taxes way pay. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and subsequent approval of shareholders and will depend on factors that our Board and shareholders deem relevant. We may decide to retain all our earnings to finance the development and expansion of our business and, therefore, may not declare dividends on our Equity Shares. We cannot assure you that we will be able to pay dividends in the future.

In accordance with the CPSE Capital Restructuring Guidelines issued in May 27, 2016, our Company is required to pay a minimum annual dividend of 30% of its PAT or 5% of its net worth, whichever is higher, subject to the maximum dividend permitted under the extant legal provisions and the conditions mentioned in the aforesaid CPSE Capital Restructuring Guidelines, unless an exemption is provided in accordance with the guidelines. For further details relating to our dividend policy which is governed by CPSE Capital Restructuring Guidelines, please see the section entitled "*Our Dividend Policy*" on page 184.

31. If we fail to obtain, renew or maintain our statutory and regulatory permits and approvals in a timely manner or at all, we may be unable to fully or partially operate our businesses and our results of operations may be adversely affected.

We are required to obtain and maintain certain licenses, approvals, permits and registrations in order to undertake our business activities. For further details in connection with the regulatory and legal framework within which we operate, see "*Key Regulations and Policies*" on page 144.

Our Company has its Registered Office in New Delhi and regional offices across India. We are required to apply for and obtain licenses and approvals in the ordinary course of our business. As of the date of this Prospectus, we are in the process of renewing the licenses which have expired. For details, please see "*Government and other Approvals*" on page 274. There can be no assurance that we will continue to be able to maintain all approvals required for our operations. Additionally, our failure to comply with the terms and conditions to which such licenses, approvals, permits or registrations are subject, or to renew, obtain or maintain the required licenses, approvals, permits or registrations, may result in an interruption of our operations and have a material adverse effect on our business, financial condition and results of operations.

32. Provisions relating to the formulation of policies governing our appointment and remuneration of Directors and appointment of our statutory auditors (as prescribed under with the SEBI Listing Regulations) are not included in the terms of reference of our Nomination and Remuneration Committee and Audit Committee.

In accordance with the MCA notification dated June 5, 2015, the DPE Guidelines on Corporate Governance for Central Public Sector Enterprises and pursuant to our Article of Associations, matters pertaining to, among others, appointment, remuneration and performance evaluation of our Directors are determined by the President of India through the Ministry of Railways. Further, our Statutory Auditors are appointed by the Comptroller and Auditor General of India. Accordingly, in so far as the above-mentioned matters are concerned, the terms of reference of our Nomination and Remuneration Committee and Audit Committee only allow these committees to take on record the actions of the President of India or the Comptroller and Auditor General of India, as the case may be. In the absence of any specific dispensation granted by SEBI with regard to the terms of reference of our Nomination and Remuneration Committee and Audit Committee, there can be no assurance that we will be in compliance with the provisions of the SEBI Listing Regulations in this regard.

33. Non-compliance with, and changes in, safety, health and environmental laws and regulations may adversely affect our business, financial condition and results of operations.

We operate in industries that are subject to extensive Indian national and state environmental laws and regulations 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 businesses, including health and hygiene requirements in disposing food wastes. These laws and regulations include the Environmental Protection Act 1986, the Water (Prevention and Control of Pollution) Act, 1974 and other regulations promulgated by the Ministry of Environment and the Pollution Control Boards of the relevant states. For further details, see the section "*Key Regulations and Policies*" on page 144. We believe environmental regulation of industrial activities in India will become more stringent in the future as India's economy grows. The scope and extent of new environmental regulations, including their effect on our operations, cannot be predicted with certainty. The costs and management time required to comply with these requirements could be significant. The measures we implement in order to comply with these new laws and regulations may not be deemed sufficient by Government entities and our compliance costs may significantly exceed our estimates. All these variables may negatively impact our business, prospects, results of operations and financial condition.

If we fail to meet environmental requirements, we may also be subject to administrative, civil and criminal proceedings by Government entities, as well as civil proceedings by environmental groups and other individuals, which could result in substantial fines and penalties against us as well as revocation of approvals, permits and orders that could limit or halt our operations. While as of August 31, 2019, we are not subject to any environmental legal proceedings, we may be impleaded in such legal proceedings in the course of our business in the future. There can be no assurance that we will not become involved in future litigation or other proceedings or be held responsible in any such future litigation or proceedings relating to safety, health, public hygiene and environmental matters in the future, which could divert management time and attention, and consume financial resources in defence or pursue of such legal proceedings or cause delay in the commencement of operation of our projects. No assurance can be given that we will be successful in all, or any, of such proceedings. Further, clean-up and remediation costs, as well as damages, other liabilities and related litigation, could adversely affect our business, financial condition and results of operations.

34. We have applied for renewal of certain trademark under the Trade Marks Act, 1999.

We have filed applications for renewal of trademark "Rail Neer", "Rail Nir" and "Rail Neir" on February 17 2012 under class 32 of the Trade Marks Act, 1999 (the "**Trademarks Act**"), which is currently pending before the Registrar of Trademarks, New Delhi. For more details on these trademarks kindly see the chapter "*Government and Other Approvals*" beginning on page 274. We cannot assure that our application for renewal will be granted, in a timely manner or at all. Further, there can be no assurance that third parties will not infringe upon our intellectual property, causing damage to our business prospects, reputation and goodwill. Our efforts to protect our intellectual property may not be adequate and may lead to erosion of our business value and our operations could be adversely affected. We may need to litigate in order to determine the validity of such claims and the scope of the proprietary rights of others. Any such litigation could be time consuming and costly and the outcome cannot be guaranteed. We may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect its intellectual property.

35. The determination of the Price Band is subject to various factors and assumptions and the Offer Price may not be indicative of the trading price of the Equity Shares, upon listing on the Stock Exchanges subsequent to the Offer. Further, the current trading price of equity shares listed pursuant to certain past issues handled by the BRLMs is below their respective issue price.

The determination of the Price Band is based on various factors and assumptions and was determined by our Company and the Selling Shareholder in consultation with the BRLMs. Further, the Offer Price of the Equity Shares was determined by our Company and the Selling Shareholder in consultation with the BRLMs through the Book Building Process. This price is based on certain factors, as described under "*Basis for Offer Price*" on page 77 and may not be indicative of the trading price of the Equity Shares, upon listing on the Stock Exchanges subsequent to the Offer. The trading price of the Equity Shares could be subject to significant fluctuations after the Offer and may decline below the Offer Price. We cannot assure that you will be able to resell the Equity Shares at or above the Offer Price. In addition to the above, the current trading price of equity shares listed pursuant to certain past issues handled by the BRLMs is below their respective issue price. For further details regarding the track record of the public issues handled by the BRLMs, please see the section "*Other Regulatory and Statutory Disclosures – Price information of past issues handled by the BRLMs*".

36. This Prospectus contains information from CRISIL Industry Report.

This Prospectus in the sections "*Industry Overview*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 86, 125, and 237, respectively, includes information that is derived from CRISIL Industry Report. This report is commissioned for the purpose of confirming our understanding of the Indian catering service, hospitality service, tourism, internet ticketing service and packaged drinking water service industries. Neither we, nor any of the BRLMs, our Directors, nor any other person connected with the Offer has verified the information in the commissioned report. CRISIL has advised that while it has taken due care and caution in preparing the commissioned report, which is based on information obtained from sources that it considers reliable, it does not guarantee the accuracy, adequacy or completeness of the such information and disclaims responsibility for any errors or omissions in the information or for the results obtained from the use of such information. The commissioned report also highlights certain industry and market data, which may be subject to assumptions. Methodologies and assumptions vary widely among different industry sources. Further, such assumptions may change based on various factors. We cannot assure you that CRISIL's assumptions are correct or will not change and, accordingly, our position in the market may differ from that presented in this Prospectus. Further, the commissioned report is not a recommendation to invest or disinvest in the Equity Shares. Prospective investors are advised not to unduly rely on the commissioned report or extracts thereof as included in this Prospectus, when making their investment decisions.

External Risk Factors

37. We will not receive any proceeds from the offer for sale by the Selling Shareholder.

The Offer consists of an offer for sale by the Selling Shareholder. The net proceeds of the Offer will be respectively transferred to the Selling Shareholder and will not result in any creation of value for us in respect of your investment in us. For further details, see "*Objects of the Offer*" on page 74.

38. Our Company will continue to be controlled by the GoI following this Offer.

After the completion of the Offer, the GoI will hold majority of the paid-up Equity Share capital of our Company. Consequently, the GoI acting through the Ministry of Railways will continue to control us and will have the power to elect and remove the Directors and therefore determine the outcome of most proposals for corporate action requiring approval of the Board or the shareholders, including with respect to the payment of dividends, preparation of budgets, capital expenditure, and transactions with other public sector companies. We will continue to be a public sector undertaking under the Companies Act, and the GoI may issue directives with respect to the conduct of our business or its affairs or change in control or impose other restrictions in terms of our Articles of Association. For further information on the Articles of Association, see "*Description of Equity Shares and Terms of the Articles of Association*" on page 324.

39. If there is any change in tax laws or regulations, or their interpretation, such changes may significantly affect our financial statements for the current and future years, which may have a material adverse effect on our financial position, business, and results of operations.

Any change in tax laws, including for indirect taxes, may result in us no longer being able to enjoy the existing exemptions / benefits, available to us, which could adversely impact our profitability. If there is an upward revision to the currently applicable special corporate tax rates, our tax burden will increase. Other benefits such as inapplicability of minimum alternate tax rates, as applicable to other corporates, exemption for income earned by way of dividend from investments in other domestic companies and units of mutual funds.

The Government has announced the interim union budget for the Financial Year 2020. Further, the Finance Act, 2019 (the "**Finance Act**") has made various amendments. Further, the Government has also announced the union budget for Financial Year 2020, pursuant to which the Finance (No.2) Bill, 2019 proposes to introduce the various amendments. As such, there is no certainty on the impact that the Finance (No. 2) Bill, 2019 may have on our business and operations or on the industry in which we operate.

We cannot predict whether any tax laws or regulations impacting loans or financial products will be enacted, the nature and impact of the specific terms of any such laws or regulations will be or whether, if at all, any laws or regulations would have a material adverse effect business, results of operations and financial condition.

40. Recent global economic conditions have been unprecedented and challenging and continue to affect the Indian market, which may adversely affect our business, financial condition, results of operations and prospects.

The Indian economy and its securities markets are influenced by economic developments and volatility in securities markets in other countries. Investors' reactions to developments in one country may have adverse effects on the market price of securities of companies located in other countries, including India. Negative economic developments, such as rising fiscal or trade deficits, or a default on national debt, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general.

There have been periods of slowdown in the economic growth of India. India's economic growth is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports, global economic uncertainty and liquidity crisis, volatility in exchange currency rates and annual rainfall. Any persisted or future slowdown in the Indian economy or a further increase in inflation could have a material adverse effect on the price of our raw materials and demand for our products and, as a result, on our business and financial results.

The global credit and equity markets have experienced substantial dislocations, liquidity disruptions and market corrections. In Europe, the exit of the United Kingdom from the European Union, and any prolonged period of

uncertainty which results, could have a significant negative impact on international markets. These could include further falls in stock exchange indices and/or greater volatility of markets in general due to the increased uncertainty. These and other related events could have a significant impact on the global credit and financial markets as a whole, and could result in reduced liquidity, greater volatility, widening of credit spreads and a lack of price transparency in the global credit and financial markets.

There are also concerns that a tightening of monetary policy in emerging markets and some developed markets will lead to a moderation in global growth. In particular, as China is one of India's major trading partners, there are raising concerns regarding the United States limiting trade and/or imposing a tariff on imports from China and of a possible slowdown in the Chinese economy. Such factors might also result in a slowdown in India's export growth momentum and could materially and adversely affect our operating results and financial performance.

In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, have implemented a number of policy measures designed to add stability to the financial markets. However, the overall long-term impact of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have had the intended stabilizing effects. Any significant financial disruption in the future could have a material adverse effect on our cost of funding, loan portfolio, business, future financial performance and the trading price of the Equity Shares. Adverse economic developments overseas in countries where we have operations could have a material adverse effect on our business and the trading price of the Equity Shares.

41. Our business and activities is regulated by the Competition Act; any adverse application or interpretation of the Competition Act could in turn adversely affect our business.

The Competition Act was enacted for the purpose of preventing practices that have or are likely to have an adverse effect on competition in India and has mandated the Competition Commission of India ("CCI") to supervise such practices. Under the Competition Act, any arrangement, understanding or action, whether formal or informal, which causes or is likely to cause an appreciable adverse effect on competition is void and attracts substantial penalties.

Further, any agreement among competitors which, directly or indirectly, involves determination of purchase or sale prices, limits or controls production, or shares the market by way of geographical area or number of subscribers in the relevant market is presumed to have an appreciable adverse effect in the relevant market in India and shall be void. The Competition Act also prohibits abuse of a dominant position by any enterprise. On March 4, 2011, the Central Government of India notified and brought into force the combination regulation (merger control) provisions under the Competition Act with effect from June 1, 2011. These provisions require acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset and turnover based thresholds to be mandatorily notified to, and pre-approved by, the CCI. Additionally, on May 11, 2011, the CCI issued the Competition Commission of India (Procedure for Transaction of Business Relating to Combinations) Regulations, 2011, as amended, which sets out the mechanism for implementation of the merger control regime in India. The Competition Act aims to, among other things, prohibit all agreements and transactions which may have an appreciable adverse effect in India. Consequently, all agreements entered into by us could be within the purview of the Competition Act. Further, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside of India, if such agreement, conduct or combination is considered to have an appreciable adverse effect in India.

If we are affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business, financial condition, results of operations and prospect.

42. An outbreak of an infectious disease or any other serious public health concerns in Asia or elsewhere could adversely affect our business.

The outbreak of an infectious disease in Asia or elsewhere or any other serious public health concern, such as swine influenza, could have a negative impact on the global economy, financial markets and business activities worldwide, which could in turn adversely affect our business. Although, we have not been adversely affected by such outbreaks in the past, we can give no assurance that a future outbreak of an infectious disease or any other serious public health concern will not have a material adverse effect on our business.

For example, avian influenza is a highly contagious viral disease that affects poultry. Bird flu is another contagious disease that has affected poultry in the recent past. Our markets have been affected by both these diseases.

Despite precautionary measures we took to monitor our suppliers of food ingredients, there can be no guarantee that our supplies will not be affected in the future in case of an outbreak of any such contagious disease. If any of our suppliers are affected, or a wide spread of disease have affected the Indian market, we may not be able to locate supplier in time through limited tender process or at all. We may be constrained to replace these affected items at a higher price without being able to pass on the costs to our customers.

An outbreak of a disease, whether directly impact our supply or not, may attract negative publicity resulting in declining demand. As a result of these and other factors, any outbreak of disease, or the possibility of an outbreak of disease could adversely affect our business, financial condition and results of operations.

43. Terrorist attacks and other acts of violence or war involving India, the United States or other countries could adversely affect the financial markets, result in loss of client confidence, and adversely affect our business, financial condition and results of operations.

Any major hostilities involving India or other act of violence, including terrorist attack, civil unrest or similar events that are beyond our control, could have a material adverse effect on the Indian economy and our business. Such acts could negatively impact business sentiment, market condition as well as trade between countries, which in turn could materially and adversely impact our profitability, the price of our ordinary shares and operation.

In addition, India, the United States and other countries may also enter into armed conflict with other countries or continue pre-existing hostilities. South East Asia has, from time to time, experienced instances of civil unrest and hostilities among neighboring countries, including military confrontations between India and Pakistan have occurred along the India/Pakistan border. Military activity or terrorist attacks could, for example, disrupt communication and travel. These events could also led to a perception that investments in India carries a higher risk, which, can in turn negatively impact potential investors' confidence in India and have a material adverse effect on the market for securities of Indian companies, including the Equity Shares. If India were to become engaged in armed hostilities, we might not be able to continue our operations and, while we maintain insurance for losses arising from terrorist activities, our insurance policies may not sufficiently cover business interruptions from terrorist attacks or for other reasons.

44. Changing laws, rules and regulations and legal uncertainties, including adverse application of corporate and tax laws, may adversely affect our business, results of operations and prospects.

Our business and financial performance could be adversely affected by unfavorable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations applicable to us and our business, including those relating to the Internet and e-commerce, consumer protection and privacy. Such unfavorable changes could decrease demand for our services and products, increase costs and/or subject us to additional liabilities. For example, there may continue to be an increasing number of laws and regulations being legislated pertaining to the Internet and e-commerce, which may relate to liability for information retrieved from or transmitted over the Internet or mobile networks, user privacy, content restrictions, taxation and the quality of services and products sold or provided through the Internet. Furthermore, the growth and development of e-commerce may result in more stringent consumer protection laws that may impose additional burdens on online businesses generally.

The application of various Indian and international sales, use, occupancy, value-added and other tax laws, rules and regulations to our services and products is subject to interpretation by the applicable taxing authorities. Many of the statutes and regulations that impose these taxes were established before the growth of the Internet, mobile networks and e-commerce. If such tax laws, rules and regulations are amended, new adverse laws, rules or regulations are adopted or current laws are interpreted adversely to our interests, particularly with respect to occupancy or value-added or other taxes, the results could increase our tax payments (prospectively or retrospectively) and/or subject us to penalties and, even if we are able to pass on such costs to our customers, such action would decrease the demand for our services and products. As a result, any such changes could have an adverse effect on our business and results

of operation. Further, the uncertainly in relation to change of laws, rules and regulations may lead to unpredictability and negatively impact our ability to manage our business prospects.

For example, in India, as of July 1, 2017, GST replaced taxes levied by central and state governments with a unified tax regime in respect of certain goods and services for the whole of India. However, given the recent introduction of the GST in India, there is no well-established practice regarding the implementation of, and compliance with, GST. Further, as GST is implemented, we cannot assure you that we will not be required to comply with additional procedures or obtain additional approvals and licenses from the government and other regulatory bodies or that they will not impose onerous requirements and conditions on our operations. As the taxation system in India will see significant changes as a result of GST, its consequent effects cannot be determined at present and we cannot assure you that such effects will not have a material adverse effect our business, future financial performance and the trading price of the Equity Shares.

The application of GST and other applicable laws, rules and regulations to our business now or in the future, may be subject to interpretation by relevant authorities, and, if amended or notified, could result in increased tax payments to us (prospectively or retrospectively), which could affect our business, prospects, financial condition and results of operations. Further, there is a risk that the Indian Income Tax Department may assess our tax liability to be materially different from the provision that we have carried in our books for the past periods.

Separately, unfavorable changes in existing, or the promulgation of new laws, rules and regulations including foreign investment laws governing our business, operations and group structure could result in us being deemed to be in contravention of such laws and/or may require us to apply for additional approvals. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in applicability or implementation of any amendment to, or change in, law, regulation or policy, including due to an absence, or a limited body, of administrative or judicial precedent may be time consuming and costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future.

45. Significant differences exist between Ind AS and other accounting principles, such as IFRS and U.S. GAAP, which may be material to investors' assessment of our financial condition.

The financial statements included in this Prospectus have been prepared in accordance with Ind AS, as applicable, in the relevant period of reporting. We have not attempted to quantify the impact of U.S. GAAP or IFRS on the financial data included in this Prospectus, nor do we provide a reconciliation of our financial statements to those of U.S. GAAP or IFRS. U.S. GAAP and IFRS differ in significant respects from Ind AS. Accordingly, the degree to which the Ind AS financial statements, which are restated as per the SEBI ICDR Regulations included in this Prospectus, will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Prospectus should be limited accordingly.

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

Foreign ownership of Indian securities is subject to regulation by the GoI. In accordance with foreign exchange regulations currently in effect in India, under certain circumstances, the RBI must approve the sale of the Equity Shares from a non-resident of India to a resident of India or vice-versa if the sale does not meet certain requirements specified by the RBI. Additionally, any person who seeks to convert Indian Rupee proceeds from any such sale into foreign currency and repatriate that foreign currency from India is required to obtain a no-objection or a tax clearance certificate from the Indian income tax authorities. As provided in the foreign exchange controls currently in effect in India, the RBI has provided that the price at which the Equity Shares are transferred will be calculated in accordance with internationally accepted pricing methodology for the valuation of shares at an arm's length basis, and a higher (or lower, as applicable) price per share may not be permitted. We cannot assure you that any required approval from the RBI or any other government agency can be obtained on terms favorable to a non-resident investor in a timely manner or at all. Because of possible delays in obtaining requisite approvals, investors in the Equity Shares may be prevented from realizing gains during periods of price increase and/or limiting losses during periods of price decline.

This may have a material adverse effect on the price of the Equity Shares. See "*Restrictions on Foreign Ownership of Indian Securities*" on page 323.

47. The interests of the Promoter as our controlling shareholder may conflict with the interests of other shareholders.

Under our Articles of Association, the Promoter, by holding a majority of our Equity Share capital may issue directives with respect to the conduct of our business or our affairs for as long as we remain a Government company, as defined under the Companies Act. The interests of the Promoter may be different from our interests or the interests of other shareholders. As a result, the Promoter may take actions with respect to our business and the businesses of our peers and competitors, designed to serve the public interest in India and not necessarily to maximize profits. In addition, as a result of our controlling ownership by the Promoter, we are required to adhere to certain restrictions with respect to the types of investments we may make using our cash balances, which may restrict us from entering into certain investments providing a higher rate of return. The Promoter will retain control over the decisions requiring adoption by our shareholders and could exercise its powers of control, delay or defer or initiate a change of control of our Company or a change in our capital structure, delay or defer a merger, consolidation, or discourage a merger with another public sector undertaking.

Risk Factors Related to the Equity Shares

48. Any further issuance of Equity Shares by us or sale of Equity Shares by our Promoter may adversely affect the trading price of the Equity Shares and in the case of issuance of Equity Shares by us result in the dilution of your shareholding.

Any future issuance of equity shares by us could dilute your shareholding. Any such future issuance of equity shares or sales of equity shares by any of our significant shareholders may also adversely affect the trading price of the Equity Shares, and could impact our ability to raise capital through an offering of our securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares.

As disclosed in "*Capital Structure*" on page 66, all of the Equity Shares held by the Promoter following the Offer will be locked-in for one year from the date of Allotment and an aggregate of 20% of the fully diluted post-Offer capital of our Company held by our Promoter shall be considered as minimum Promoter's contribution and locked-in for a period of three years from the date of Allotment. Except for the customary lock-in on our Company's ability to issue equity or equity linked securities discussed in "*Capital Structure*" on page 66, there is no restriction on our Company's ability to issue Equity Shares. As such, there can be no assurance that our Company will not issue additional Equity Shares after the lock-in period expires or that the Promoter will not sell, pledge or encumber the Equity Shares after the lock-in periods expire. Future issuances of Equity Shares or convertible securities and sale of the underlying Equity Shares could dilute the holdings of our shareholders and adversely affect the trading price of our Equity Shares. Such securities may also be issued at prices below the then current trading price of our Equity Shares.

We cannot predict the effect, if any, that the sale of the Equity Shares held by our Promoter or other major shareholders or the availability of these Equity Shares for future sale will have on the market price of the Equity Shares.

49. There is no existing market for the Equity Shares and the price of the Equity Shares may be volatile and fluctuate significantly in response to various factors.

Prior to this Offer, there is no public market for the Equity Shares. The trading price of the Equity Shares may fluctuate after this Offer due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, volatility in the Indian and global securities markets, the performance of the Indian and global economy, significant developments in Indian's monetary policies and other factors. There can be no assurance that an active trading market for the Equity Shares will develop or be sustained after this Offer, or that the price at which our Equity Shares are initially offered will correspond to the prices at which they will trade in the market subsequent to this Offer.

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

The Indian securities markets are smaller than securities markets in more developed economies. Further, the regulation and monitoring of Indian securities markets and the activities of investor brokers and other participants differ, in some cases significantly, from those in the United States and Europe. In the past, Indian stock exchanges have experienced temporary exchange closures, broker defaults and settlement delays which, if continuing or recurring, could affect the market price and liquidity of the securities of Indian companies, including the Equity Shares. A closure of, or trading stoppage on, the stock exchanges could adversely affect the trading price of the Equity Shares.

In the past, the stock exchanges have experienced substantial fluctuations in the prices of listed securities. In addition, the governing bodies of the Indian stock exchanges have from time to time restricted securities from trading, limited price movements and restricted margin requirement. Further, from time to time, disputes have occurred between listed companies and the stock exchanges and other regulatory bodies that, in some cases, have had a negative effect on market sentiment. Similar problems could occur in the future and, if they do, these market conditions could negatively impact the market price and liquidity of the Equity Shares.

51. The Offer Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Offer.

The Offer Price of the Equity Shares has been determined by us and the Selling Shareholder in consultation with the BRLMs, and through the Book Building Process. The market price of the Equity Shares may be influenced by many factors, some of which are beyond our control, including:

- the failure of security analysts to cover the Equity Shares after this Offer, or changes in the estimates of our performance by analysts;
- the activities of competitors;
- future sales of the Equity Shares by us or our shareholders;
- investor perception of us and the industry in which we operate;
- our quarterly or annual earnings or those of our competitors;
- developments affecting fiscal, industrial or environmental regulations;
- the public's reaction to our press releases and adverse media reports; and
- general economic conditions.

The pricing of the Equity Shares will be based on numerous factors, as described under "*Basis for Offer Price*" on page 77 and may not be indicative of the market price for the Equity Shares after the Offer. The market price of the Equity Shares could be subject to significant fluctuations after the Offer, and may fall below the Offer Price. We cannot assure you that you will be able to resell the Equity Shares at or above the Offer Price after the Offer.

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

We will be subject to a daily "circuit breaker" imposed by stock exchanges in India, which does not allow transactions beyond a specified increase or decrease in the price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by the SEBI on Indian stock exchanges. The maximum movement allowed in the price of the Equity Shares before the circuit breaker is triggered is determined by the Stock Exchanges based on the historical volatility in the price and trading volume of the Equity Shares. The Stock Exchanges will not inform us of the triggering point of the circuit breaker in effect from time to time, and may change it without our knowledge. This circuit breaker will limit the upward and downward movements in the price of the Equity Shares. As a result of such mechanism, no assurance may be given regarding your ability to sell your Equity Shares or the price at which you may be able to sell your Equity Shares at any particular time.

53. Fluctuation in the exchange rate between the Indian Rupee and foreign currencies may have an adverse effect on the value of our Equity Shares, independent of our operating results.

On listing, our Equity Shares will be quoted in Indian Rupees on the Stock Exchanges. Any dividends in respect of our Equity Shares will also be paid in Indian Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time that it takes to

undertake such conversion may reduce the net divided to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating outside India the proceeds from a sale of Equity Shares, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares may reduce the proceeds received by the shareholders. For example, the exchange rate between the Rupee and the U.S. dollar has fluctuated substantially in recent years and may continue to fluctuate substantially in the future, which may have an adverse effect on the trading price of our Equity Shares and returns on our Equity Shares, independent of our operating results.

54. Investors of the Equity Shares may not be able to enforce a judgment of a foreign court against us.

We are a limited liability company incorporated under the laws of India. All of our Directors are residents of India. A substantial portion of our assets and the assets of our Directors resident in India are located in India. As a result, it may be difficult for investors to effect service of process upon us or such persons outside India or to enforce judgments obtained against us or such parties outside India.

Recognition and enforcement of foreign judgments is provided for under Section 13 of the Code of Civil Procedure, 1908 ("**CPC**") on a statutory basis. Section 13 of the CPC provides that foreign judgments shall be conclusive regarding any matter directly adjudicated upon, except: (i) where the judgment has not been pronounced by a court of competent jurisdiction; (ii) where the judgment has not been given on the merits of the case; (iii) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or a refusal to recognize the law of India in cases to which such law is applicable; (iv) where the proceedings in which the judgment was obtained were opposed to natural justice; (v) where the judgment has been obtained by fraud; and (vi) where the judgment sustains a claim founded on a breach of any law then in force in India. Under the CPC, a court in India shall, upon the production of any document purporting to be a certified copy of a foreign judgment, presume that the judgment was pronounced by a court of competent jurisdiction, unless the contrary appears on record. However, under the CPC, such presumption may be displaced by proving that the court did not have jurisdiction.

India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. Section 44A of the CPC provides that where a foreign judgment has been rendered by a superior court, within the meaning of that Section, in any country or territory outside of India which the Government of India has by notification declared to be in a reciprocating territory, it may be enforced in India by proceedings in execution as if the judgment had been rendered by the relevant court in India. However, Section 44A of the CPC is applicable only to monetary decrees not being of the same nature as amounts payable in respect of taxes, other charges of a like nature or of a fine or other penalties. The United Kingdom, Singapore and Hong Kong have been declared by the Government of India to be reciprocating countries for the purposes of Section 44A of the CPC.

The United States and India do not currently have a treaty providing for reciprocal recognition and enforcement of judgments, other than arbitration awards, in civil and commercial matters. Therefore, a final judgment for the payment of money rendered by any federal or state court in the United States on civil liability, whether or not predicated solely upon the federal securities laws of the United States, would not be enforceable in India. However, the party in whose favor such final judgment is rendered may bring a new suit in a competent court in India based on a final judgment that has been obtained in the United States. The suit must be brought in India within three years from the date of the judgment in the same manner as any other suit filed to enforce a civil liability in India.

Further, there may be considerable delays in the disposal of suits by Indian courts. It is unlikely that a court in India would award damages on the same basis as a foreign court if an action was brought in India. Furthermore, it is unlikely that an Indian court would enforce a foreign judgment if that court were of the view that the amount of damages awarded was excessive or inconsistent with public policy or Indian practice. It is uncertain as to whether an Indian court would enforce foreign judgments that would contravene or violate Indian law. However, a party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI under the FEMA to execute such a judgment or to repatriate any amount recovered.

55. Rights of shareholders under Indian laws may be more limited than under the laws of other jurisdictions

Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights including in

relation to class actions, under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulties in asserting their rights as shareholder in an Indian company than as shareholder of a body corporate in another jurisdiction.

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

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of Equity Shares in an Indian company are generally taxable in India. A securities transaction tax ("**STT**") is levied on and collected by an Indian stock exchange on which equity shares are sold. The Finance Act, 2018 has levied taxes on such long-term capital gains exceeding ₹ 0.10 million arising from sale of equity shares on or after April 1, 2018, while continuing to exempt the unrealized capital gains earned up to January 31, 2018 on such equity shares. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold.

Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short-term capital gains tax in India. Capital gains arising from the sale of the Equity Shares may be partially exempt or exempt from taxation in India in cases where such exemption is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain resulting from the sale of the Equity Shares.

57. Holders of Equity Shares may be restricted in their ability to exercise pre-emptive rights under Indian law and thereby suffer future dilution of their ownership position.

Under the Companies Act, a company incorporated in India must offer its equity shareholders pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages against dilution prior to issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the equity shares voting on such resolution.

However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights unless we make a filing of an offering document or registration statement with the applicable authority, you may be unable to exercise such pre-emptive rights. If we elect not to file a registration statement in accordance to the above, the new securities may be issued to a custodian, who may sell the securities on your behalf for your benefit. The value such custodian receives on the sale of any such securities and the related transaction costs cannot be predicted for certainty. Further, to the extent that you are unable to exercise pre-emptive rights granted in respect of our Equity Shares, your proportional interests in our Company may be reduced.

58. 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, and Retail Individual Investors are not permitted to withdraw their Bids after closure of the Offer.

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are required to pay the Bid Amount on submission of the Bid and 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 Bidders can revise their Bids during the Bid/Offer Period and withdraw their Bids until closure of the Offer.

Therefore, QIBs and Non-Institutional Bidders would not be able to withdraw or lower their Bids, notwithstanding adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations or financial condition, or otherwise, between the dates of the submission of their Bids and the Allotment.

While we are required to complete Allotment pursuant to the Offer within six Working Days from the Bid/Offer Closing Date or such other period as may be prescribed, 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. We may complete the Allotment of the Equity Shares even if such events occur, and such events limit the Bidders' ability to sell the Equity Shares Allotted pursuant to the Offer or cause the trading price of the Equity Shares to decline on listing.

SECTION III: INTRODUCTION

THE OFFER

The following table summarizes the Offer details:

Offer[(1)(2)*]	20,160,000 Equity Shares aggregating to ₹ 6,379.60[#] million
Of which:	
Employee Reservation Portion[(2)]	160,000 Equity Shares aggregating to ₹ 49.60[#] million
Net Offer	20,000,000 Equity Shares aggregating to ₹ 6,330.00[#] million
Of which:	
A. **QIB Portion**[(4)]	Not more than 10,000,000[#] Equity Shares
Of which:	
Mutual Fund Portion	500,000[#] Equity Shares
Balance for all QIBs including Mutual Funds	9,500,000[#] Equity Shares
B. **Non-Institutional Portion**[(4)]	Not less than 3,000,000[#] Equity Shares
C. **Retail Portion** [(3)(4)]	Not less than 7,000,000[#] Equity Shares
Pre and post – Offer Equity Shares	
Equity Shares outstanding prior to the Offer	160,000,000 Equity Shares
Equity Shares outstanding after the Offer	160,000,000 Equity Shares
Use of proceeds of this Offer	As the Offer is an Offer for Sale, our Company will not receive any proceeds from the Offer. See "*Objects of the Offer*" on page 74.

#Subject to finalisation of the Basis of Allotment

** The Offer size has been calculated at the Offer Price of ₹ 320.00 per Equity Share including a Retail Discount and Employee Discount of ₹ 10 per Equity Share and, on the assumption that the entire Retail Portion as well as Employee Reservation Portion is fully subscribed.*

1) *Our Board of Directors has approved the Offer pursuant to a resolution passed at their meeting held on August 21, 2019. The Selling Shareholder, through its letter dated August 21, 2019 conveyed its approval for the Offer for Sale of 20,000,000 Equity Shares of our Company. The Equity Shares offered by the Selling Shareholder in the Offer are eligible for being offered in the Offer for Sale as required by the SEBI ICDR Regulations. For further details, see "Capital Structure" on page 66.*

   The Selling Shareholder confirms that the Offered Shares have been held by it for a period of at least one year prior to the date of filing of the Draft Red Herring Prospectus, in accordance with Regulation 8 of the SEBI ICDR Regulations.

2) *The Offer includes a reservation of 160,000 Equity Shares aggregating to ₹49.60 million for subscription by Eligible Employees. The Offer less Employee Reservation Portion is referred to as the Net Offer. The Offer and the Net Offer constitute 12.60% and 12.50% respectively, of the post Offer paid-up Equity Share capital of our Company.*

   Eligible Employees Bidding in the Employee Reservation Portion can Bid up to a Bid Amount of ₹500,000 (net of Employee Discount). However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of up to ₹200,000 (net of Employee Discount).

In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000 (net of Employee Discount), subject to the maximum value of Allotment made to an Eligible Employee not exceeding ₹500,000 (net of Employee Discount). The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation over ₹200,000), shall be added to the Net Offer.

3) *Our Company and the Selling Shareholder, in consultation with the BRLMs, had offered a discount of ₹ 10.00 per Equity Share on the Offer Price to the Retail Individual Bidders and / or a discount of ₹ 10.00 per Equity Share on the Offer Price to the Eligible Employees Bidding under the Employee Reservation Portion respectively. For further details, see "Offer Procedure" on page 306.*

4) *Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except the QIB Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company and the Selling Shareholder, in consultation with the BRLMs and the Designated Stock Exchange, on a proportionate basis and in accordance with the applicable laws, rules, regulations and guidelines. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For further details, see "Offer Structure" on page 302.*

Allocation to Bidders in all categories (including the Employee Reservation Portion), except for the Retail Portion, was made on a proportionate basis subject to valid Bids being received at or above the Offer Price. The allocation to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail portion and the remaining Equity Shares, if any, shall be allocated on a proportionate basis. For further details, see "Offer Procedure – Allotment Procedure and Basis of Allotment" on page 306.

SUMMARY OF FINANCIAL INFORMATION

The following tables set forth summary of financial information derived from our Restated Financial Statements. These financial statements have been prepared in accordance with IND AS and the applicable provisions of the Companies Act, and restated in accordance with the SEBI ICDR Regulations.

The summary of financial information presented below should be read in conjunction with our Restated Financial Statements and the notes thereto as included in "*Restated Financial Statements*" on page 185 and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 237.

Restated Balance Sheet

(₹ in million)

Particulars	March 31, 2019	March 31, 2018	March 31, 2017
ASSETS			
Non-current assets			
Property, Plant and Equipment	1,470.51	1,556.45	1,577.80
Capital work in progress	403.75	76.52	168.29
Investment Property	276.56	276.15	
Other Intangible Assets	75.48	65.63	126.18
Financial Assets			
i. Investments	0.03	0.03	0.03
ii. Loans	23.92	20.59	22.00
iii. Other Financial assets	0.81	9.67	4.09
iv. Deferred Tax Assets (Net)	770.76	463.50	575.18
v. Other Non-Current Assets	228.72	120.25	124.09
Total Non-Current assets	**3,250.54**	**2,588.79**	**2,597.67**
Current assets			
Inventories	78.90	74.06	65.80
Financial Assets			
i. Trade Receivables	5,817.33	5,509.24	2,894.00
ii. Cash and Cash Equivalents	4,600.70	4,931.59	4,861.18
iii. Bank Balance other than (ii) above	6,799.66	3,407.14	3,668.45
iv. Loans	83.51	89.86	95.78
v. Others	347.30	170.65	159.19
Current Tax Assets (Net)	100.85	82.82	68.36
Other Current Assets	4,759.00	6,336.89	3,854.10
Total Current Assets	**22,587.25**	**20,602.26**	**15,666.86**
Total Assets	**25,837.80**	**23,191.06**	**18,264.54**
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	1,600.00	400.00	400.00
Other Equity	8,828.42	9,145.26	7,465.59
Total Equity	**10,428.42**	**9,545.26**	**7,865.59**
Liabilities			
Non-current Liabilities			
Financial Liabilities			
Other Financial Liabilities	147.22	242.32	58.83
Provisions	461.61	584.70	779.74

Particulars	March 31, 2019	March 31, 2018	March 31, 2017
Other Non -current Liabilities	58.10	69.35	83.31
Total Non-Current Liabilities	**666.93**	**896.36**	**921.87**
Current Liabilities	-		
Financial Liabilities			
Trade payables			
Total outstanding dues of micro enterprises and small enterprises	19.77	8.62	3.63
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,899.79	1,499.65	1,372.12
Others	6,259.30	5,209.45	4,231.93
Other Current Liabilities	6,171.58	5,998.98	3,802.14
Provisions	137.53	32.75	12.12
Current tax liabilities	254.48	Nil	55.14
Total Current Liabilities	14,742.45	12,749.44	9,477.08
Total Equity and Liabilities	**25,837.80**	**23,191.06**	**18,264.54**

Restated Statement of Profit and Loss

(₹ in million)

Particulars	March 31, 2019	March 31, 2018	March 31, 2017
Revenue From Operation	18,678.83	14,704.61	15,353.85
Other Income	8,87.77	9,90.99	6,74.65
Total Revenue	**19,566.60**	**15,695.60**	**16,028.50**
Expenses			
Cost of Materials Consumed	9,33.10	9,48.11	9,59.39
Excise Duty	-	43.67	1,57.36
Purchase of Stock in Trade	3,09.51	1,580.05	1,149.20
Changes in Inventories of finished goods, work in progress and stock in trade	(1.46)	(4.02)	6.33
Expenses of Catering Services	6,391.02	2,462.72	7,80.91
Expenses of Tourism	3,090.09	3,052.04	4,155.77
Manufacturing & direct Expenses	6,12.65	6,70.89	2,377.61
Employee benefit expense	1,950.58	1,921.86	1,638.49
Finance costs	23.48	29.08	25.35
Depreciation and amortization expense	2,86.40	2,36.61	2,24.14
Other Expenses	1,671.59	1,298.25	1,003.28
Total Expenses	**15,266.97**	**12,239.27**	**12,477.82**
Profit before exceptional items and tax	4,299.63	3,456.34	3,550.68
Exceptional items	-	-	-
Profit before tax	4,299.63	3,456.34	3,550.68
Tax expense			
1. Current Tax	1,882.35	1,160.36	1,178.71
2. Deferred tax	(308.66)	89.78	81.15
Profit/(Loss) for the period from continuing operations	2,725.95	2,206.19	2,290.81
Profit/(Loss) from discontinued operations	-	-	-
Tax expense of discontinued operations	-	-	-
Profit/(Loss) from discontinued operations	-	-	-
Profit/(Loss) for the period	**2,725.95**	**2,206.19**	**2,290.81**
Other Comprehensive Income			
i) Items that will be reclassified to Profit or Loss	-	-	-
ii) Income tax relating to items that will be reclassified to Profit of Loss.	-	-	-
i)Items that will not be reclassified to Profit or Loss	-	-	-
Re- measurement of post-employment benefit obligation	4.00	63.28	14.89
ii)Income tax relating to Items that will not be reclassified to Profit or Loss	(1.40)	(21.90)	5.15
Total Comprehensive Income for the period (comprehensive profit (Loss) and other comprehensive Income for the period	2,728.55	2,247.57	2,310.85
Earnings per equity Share: (For Continuing Operation)			
1 Basic (In ₹)	17.04	13.79	14.32
2 Diluted(In ₹)	17.04	13.79	14.32
Earnings Per Equity Share(For Discontinuing Operation)			
1 Basic (In ₹)			
2 Diluted(In ₹)			

Particulars	March 31, 2019	March 31, 2018	March 31, 2017
Earnings Per Equity Share (For Continuing and Discontinued Operation)			
1 Basic (In ₹)	17.04	13.79	14.32
2 Diluted (In ₹)	17.04	13.79	14.32

Restated Cash Flow Statement

(₹ in million)

Particulars	March 31, 2019	March 31, 2018	March 31, 2017
Cash Flow from Operating Activities			
Profit before tax	4,299.63	3,456.34	3,550.68
Adjustments for:-			
Depreciation	286.40	236.61	224.14
Loss on sale of Fixed Assets	1.45	4.07	-
Profit on sale of Fixed Assets	-	-	9.20
Interest Income	(572.55)	(456.81)	(443.91)
Dividend Received	(63.73)	(38.89)	-
Other Comprehensive Income	4.00	63.28	-
Operating Profit before operating capital changes	**3955.20**	**3,264.60**	**3,340.11**
Adjustments for:- Decrease/(Increase) in Inventories	(4.84)	(8.26)	16.80
Decrease/(Increase) in Trade & Other Receivables	(308.09)	(2,615.24)	(371.86)
Decrease/(Increase) in Other Non- Current Financial assets	8.86	(5.58)	-
Decrease/(Increase) in Current financial Assets	(8.75)	0.33	8.88
Decrease/(Increase)current tax Assets	(18.03)	-	12.82
Decrease/(Increase) in Other Current Assets	1577.90	(2,482.78)	(728.79)
Decrease/(Increase) in Other Non- current assets	(108.47)	33.05	58.07
Decrease/(Increase) in Financial Assets Loans	3.02	7.33	(10.63)
(Decrease)/Increase in other Non-Current financial liability	(95.10)	183.49	43.22
(Decrease)/Increase in Non-current Provisions	(123.09)	(195.04)	(55.81)
(Decrease)/Increase in other Non- current liabilities	(11.25)	(13.96)	2.54
(Decrease)/Increase in trade payables	411.31	132.51	858.81
(Decrease)/Increase in other financial liability	1049.85	977.52	633.62
(Decrease)/Increase in other current liability	121.17	2,196.84	969.19
(Decrease)/Increase in current provisions	104.78	20.64	(13.76)
	2,599.28	**(1,769.16)**	**1423.10**
Cash generated from operation	**6554.48**	**1,495.44**	**4763.20**
Income tax paid	(1,627.86)	(1,259.18)	(1380.83)
Total Cash generated from Operating Activities	**4926.62**	**236.25**	**3382.37**
Cash flow from Investing Activities			
Sale/Disposal of Property ,Plant and Equipment's & Other intangible assets	3.41	2.09	1.17
Purchase of Property, Plant and Equipment's & Other intangible assets	(542.80)	(345.26)	(321.25)
Interest Receivable	404.65	445.02	647.98
Dividend Received	63.73	38.89	
Changes in Other Bank Balances	(3392.52)	261.31	607.76
Net Cash used in Investing Activities	**(3463.53)**	**402.06**	**935.66**
Cash Flow from financing Activities			
Dividend paid (including Tax on Dividend)	(1793.98)	(567.91)	(1359.49)
Net Cash generated from financing activities	**(1793.98)**	**(567.91)**	**(1359.49)**
Net Increase/(decrease in cash and cash equivalents	**(330.89)**	**70.41**	**2958.54**

Particulars	March 31, 2019	March 31, 2018	March 31, 2017
Opening Cash & cash equivalents	4931.59	4,861.18	1902.63
Closing cash & cash equivalents	**4600.70**	**4,931.59**	**4861.18**
Reconciliation of Cash & cash equivalents			
Cash and cash equivalent comprises of			
Cash on hand	3.39	5.56	6.33
Cheques/drafts on hand	4.11	809.09	5.33
Balances with banks:			
-In current Account	4377.27	3097.89	2724.34
In Flexi Account	215.93	1019.04	2125.18
In Fixed Deposits with Original maturity of less than three months	-	-	-
Cash and Cash Equivalents as per Balance Sheet	**4600.70**	**4931.59**	**4861.18**

GENERAL INFORMATION

Our Company was incorporated as "*Indian Railway Catering and Tourism Corporation Limited*" on September 27, 1999, as a public limited company under the Companies Act, 1956 and was granted a certificate of incorporation by the Deputy Registrar of Companies, N.C.T. of Delhi and Haryana. Our Company received its certificate for commencement of business from the Deputy Registrar of Companies, N.C.T. of Delhi and Haryana on December 2, 1999. For details on the change in the Registered Office of our Company, see "*History and Certain Corporate Matters*" on page 154.

The Corporate Identity Number of our Company is U74899DL1999GOI101707 and the registration number of our Company is 55-101707.

Registered Office

Indian Railway Catering and Tourism Corporation Limited
11th Floor, B – 148, Statesman House
Barakhamba Road
New Delhi – 110 001
Delhi, India
Telephone: +91 11 2331 1263 / 64
E-mail: ipo@irctc.com
Website: www.irctc.com

Address of the Registrar of Companies

Our Company is registered with the Registrar of Companies, N.C.T. of Delhi and Haryana, situated at 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi 110 019, Delhi, India.

Board of Directors

The table below sets forth the details of the constitution of our Board of Directors as on the date of this Prospectus:

Name	Designation	DIN	Address
Mahendra Pratap Mall	Chairman and Managing Director	02316235	R – 24, F/F, South Extension, Part – II, New Delhi – 110 049, Delhi, India
Rajni Hasija	Whole–time Director (Tourism & Marketing)	08083674	C-94, Block – C, New Multan Nagar, Shakur Basti Depot S.O., North West Delhi, New Delhi – 110 056, Delhi, India
Narendra	Director (Finance)	08422372	Transit Flat No. 4 C (Type-V), Sarojini Nagar, New Delhi – 110 023, Delhi, India
Neeraj Sharma	Part–time Government Director	08177824	5-D, Chelmsford Road, Railway Officers Colony, Connaught Place, New Delhi–110 001, Delhi, India
Smita Rawat	Part–time Government Director	07670758	Quarter No. D – 6, House Type – 6A, 6th Floor, Tower – 3 New Moti Bagh, New Delhi – 110 021, Delhi, India.
Kanak Aggarwal	Part–time (Non–official) Director	00074469	A – 88, , Ashok Vihar, Phase – 1, New Delhi – 110 052, Delhi, India
Sarita Deshpande	Part–time (Non–official) Director	08098222	216, Apsara Complex, Raisen Road, Bhopal – 462 023, Madhya Pradesh, India
Rabi Narayan Bohidar	Part–time (Non–official) Director	00637818	J-153, Cosmopolis, Dumuduma, Bhubaneswar – 751 019, Odisha, India.
Dheeraj Sharma	Part–time (Non–official) Director	07683375	Indian Institute of Management, Rohtak Campus, Management City, NH-10,

Name	Designation	DIN	Address
			Southern Bye Pass, Sunaria, Rohtak – 124 010, Haryana, India
Comal Ramachandran Sundaramurti	Part-time (Non-official) Director	07965899	Flat No. 4A, Trellis Apartments, New No. 8 South Mada Street, Srinagar Colony, Saidapet, Chennai – 600 015, Tamil Nadu, India
Sachin Chaturvedi	Part-time (Non-official) Director	07960871	D-1/41, Bharti Nagar, New Delhi – 110 003, Delhi, India

For further details of our Board of Directors, see "*Our Management*" on page 160.

Company Secretary and Compliance Officer

Suman Kalra is the Company Secretary and Compliance Officer of our Company. Her contact details are as follows:

11th Floor, B – 148, Statesman House
Barakhamba Road
New Delhi – 110 001
Delhi, India
Telephone: +91 11 2331 1263 / 64
E-mail: companysecretary@irctc.com

Investor Grievances

Bidders may contact the Company Secretary and Compliance Officer, the Registrar to the Offer and / or the BRLMs in case of any pre–Offer or post–Offer related problems, such as those relating to share certificates, non-receipt of letters of Allotment, non-receipt of refund intimations, non–credit of Allotted Equity Shares in the respective beneficiary account and non-receipt of funds by electronic mode. For all the Offer related queries and for redressal of complaints, Bidders may also write to the BRLMs or the Registrar in the following manner:

All Offer related grievances may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary to whom the ASBA Form was submitted. The Bidder 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 submission of the ASBA Form, address of the Bidder, number of the Offered Shares applied for, the name and address of the Designated Intermediary where the ASBA Form was submitted by the Bidder and ASBA Account number (for Bidders other than Retail Individual Bidders Bidding through the UPI Mechanism) in which the amount equivalent to the Bid Amount was blocked or the UPI ID in case of Retail Individual Bidders Bidding through the UPI Mechanism. Further, the Bidder shall enclose the Acknowledgement Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the documents / information mentioned hereinabove.

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, any Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days.

All grievances relating to Bids submitted with Registered Brokers may be addressed to them with copy to the Stock Exchanges and to the Registrar to the Offer. Further, the Bidder shall also enclose the Acknowledgement Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

Book Running Lead Managers

IDBI Capital Markets & Securities Limited
6th Floor, IDBI Tower
WTC Complex, Cuffe Parade

Mumbai 400 005
Maharashtra, India
Telephone: +91 22 2217 1700
E-mail: ipo.irctc@idbicapital.com
Investor Grievance E-mail: redressal@idbicapital.com
Website: www.idbicapital.com
Contact Person: Sumit Singh/ Apurva Bholay
SEBI Registration No.: INM000010866

SBI Capital Markets Limited
202, Maker Tower 'E'
Cuffe Parade, Mumbai 400 005
Maharashtra, India
Tel: +91 22 2217 8300
E-mail: ipo.irctc@sbicaps.com
Investor Grievance E-mail: investor.relations@sbicaps.com
Website: www.sbicaps.com
Contact Person: Aditya Deshpande
SEBI Registration No.: INM000003531

YES Securities (India) Limited
IFC, Tower 1 & 2, Unit No. 602 A,
6th Floor, Senapati Bapat Marg,
Elphinstone (West)
Mumbai 400 013
Maharashtra, India
Tel: +91 22 3012 6776
E-mail: irctc.ipo@ysil.in
Investor Grievance E-mail: igc@ysil.in
Website: www.yesinvest.in
Contact Person: Nikhil Bhiwapurkar / Pratik Pednekar
SEBI Registration No.: INM000012227

Statement of the inter-se allocation of responsibilities among the BRLMs

The responsibilities and co-ordination by the BRLMs for various activities in this Offer are as follows:

Sr. No.	Activity	Responsibility	Co-ordination
1.	Capital structuring, positioning strategy and due diligence of the Company including its operations/ management/ business plans/ legal. Drafting and design of the Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus, including memorandum containing salient features of the Prospectus. Ensuring compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC, and SEBI including finalization of Prospectus and filing with the RoC.	BRLMs	IDBI Capital
2.	Drafting and approval of all statutory advertisement, ASBA Forms and Revision Forms. Responsibility for underwriting agreements, as applicable.	BRLMs	IDBI Capital
3.	Co-ordination of auditor deliverables.	BRLMs	IDBI Capital
4.	Drafting and approval of all publicity material other than statutory advertisement as mentioned above including corporate advertising, brochure, etc. Co-ordination for the filing of media compliance report with SEBI.	BRLMs	SBI Capital

Sr. No.	Activity	Responsibility	Co-ordination
5.	Appointment of intermediary's viz., advertising agency, printers (including coordinating all agreements to be entered with such parties).	BRLMs	SBI Capital
6.	Appointment of intermediary's viz., Registrar to the Offer, and Bankers to the Offer (including coordinating all agreements to be entered with such parties).	BRLMs	Yes Securities
7.	Non-institutional and retail marketing of the Offer, which will cover, among others: • formulating strategies for marketing to Non-Institutional and retail investors; • finalizing media, marketing, and public relations strategy; • finalizing centers for holding conferences for brokers, etc.; • follow-up on the distribution of publicity and Offer material including forms, Prospectus and deciding on the quantum of the Offer material; and • finalizing Syndicate ASBA collection centers.	BRLMs	IDBI Capital
8.	Domestic institutional marketing of the Offer, which will cover, among others: • institutional marketing strategy; • finalizing the list and division of domestic investors for one-to-one meetings; and • finalizing domestic roadshows and investor meeting schedule.	BRLMs	Yes Securities
9.	International Institutional marketing, which will cover, among others: • institutional marketing strategy, • finalizing the list and distribution of international investors for one-to-one meetings; • finalizing international roadshows and investors meeting schedule	BRLMs	SBI Capital
10.	Preparation and finalization of the roadshows presentation, roadshows script, and FAQs.	BRLMs	SBI Capital
11.	Co-ordination with Stock Exchanges for book building software, anchor investor portion (if any) bidding terminals, mock trading and payment of 1% security deposit.	BRLMs	SBI Capital
12.	Managing the book and finalization of Offer Price, in consultation with the Selling Shareholder and the Company.	BRLMs	Yes Securities
13.	Post Offer activities, which shall involve: • essential follow-up steps, advising the Company about the closure of the Offer based on the Bid file, finalization of the Basis of Allotment or weeding out of multiple applications, listing of Equity Shares, demat credit etc., including co-ordination with various agencies connected with the intermediaries such as registrar to the Offer; and • coordinating with Stock Exchanges and SEBI for release of 1% security deposit post-closure of the Offer.	BRLMs	Yes Securities
14.	Payment of applicable securities transaction tax on the sale of unlisted Equity Shares by the Selling Shareholder under the Offer for Sale included in the Offer to the GoI and filing of the securities transaction tax return by the prescribed due date as per Chapter VII of the Finance (no. 2) Act, 2004.	BRLMs	Yes Securities

Legal Counsel to our Company and the Selling Shareholder as to Indian Law

M/s. Crawford Bayley & Co.
State Bank Building, 4th Floor
N.G.N. Vaidya Marg, Fort
Mumbai – 400 023
Maharashtra, India
Telephone: +91 22 2266 3353
E-mail: sanjay.asher@crawfordbayley.com

International Legal Counsel to our Company and the Selling Shareholder

Hogan Lovells International LLP
11th floor, One Pacific Place
88 Queensway
Hong Kong
Telephone: +852 2219 0888
E-mail: stephen.peepels@hoganlovells.com

Legal Counsel to the Book Running Lead Managers as to Indian Law

J. Sagar Associates

Vakils House 18, Sprott Road
Ballard Estate
Mumbai 400 001
Maharashtra, India
Telephone: +91 22 4341 8600

Sandstone Crest
Opposite Park Plaza Hotel
Sushant Lok – 1 Sector 43, Gurugram – 122 009
Haryana, India
Telephone: +91 124 4390 600

Registrar to the Offer

Alankit Assignments Limited
205 – 208, Anarkali Complex
Jhandewalan Extension
New Delhi 110 055
Delhi, India
Tel: 011 42541954/933/ 022 4348 1293
E-mail: kamalarora@alankit.com/
abhijitd@alankit.com
Investor grievance E-mail: irctcigr@alankit.com
Website: www.alankit.com
Contact Person: Kamal Arora/ Abhijit Deb/ Virender Sharma

Statutory Auditors of our Company

M/s. Serva Associates
Chartered Accountants
1011-1014, 10th Floor
RG Trade Tower
Netaji Subhash Place
Delhi 110034, India **Telephone:** +91 11 4250 2244 / 3562
Email: info@serva.in
Firm Registration Number: 000272N
Peer Review Number: 009217 (Valid till June 29, 2019)*

** There is no refusal by the peer review board to renew the certificate and the process to renew the peer review has been initiated by the Statutory Auditors to our Company.*

Changes in Auditors

There have been no changes in the auditors of our Company during the three years preceding the date of this Prospectus.

Bankers to our Company

Axis Bank Limited
148, Statesman House
Barakhamba Road
New Delhi-110001.
Telephone: +919582800071
E-mail:
NewDelhi.Branchhead@axisbank.com
Website: www.axisbank.com
Contact Person: Sunit Malhotra

HDFC Bank Limited
FIG-OPS Department- Lodha,
I Think Techno Campus O-3 Level, Next to Kanjurmarg, Railway Station, Kanjurmarg (East), Mumbai-400042.
Telephone:
022-30752927/28/2914
E-mail:
Vincent.Dsouza@hdfcbank.com,
Siddharth.Jadhav@hdfc.com,
prasanna.uchil@hdfc.com
Website: www.hdfcbank.com
Contact Person: Vincent Dsouza, Siddharth Jadhav, Prasanna Uchil

ICICI Bank Limited
9A, Phelps Building
Connaught Place
New Delhi-110001
Telephone: 8894786642
E-mail:
prabodh.gupta@icicibank.com
Website:
https://www.icicibank.com
Contact Person: Prabodh Gupta

IDBI Bank Limited
19 K G Marg
Surya Kiran Building, Ground Floor
New Delhi -110001
Telephone:
011-66083400/8725800929
E-mail:
dhanesh.chaudhary@idbi.co.in
Website: www.idbibank.in
Contact Person: Dhanesh Kumar Chaudhary

IDFC First Bank Limited
Building no. 2, 2nd Floor
Mind space TTC, Industrial area
Juinagar, Navi Mumbai- 400706.
Telephone: 022 498 50025
E-mail:
vm.praveen@idfcfirstbank.com
Website:
http://www.idfcfirstbank.com
Contact Person: V M Praveen

Indusind Bank Limited
Barakhamba Road
New Delhi.
Telephone: +91-9920458868
E-mail:
parag.mathur@indusind.com
Manjeet.rana@indusind.com
Website: www.indusind.com
Contact Person: Parag Mathur

Oriental Bank of Commerce
Harsha Bhawan, Ground Floor
E Block, Connaught Place
New Delhi- 110001
Telephone: 011-49191102
E-mail: bm0179@obc.co.in
Website: www.obcindia.co.in
Contact Person: K. Meera Bai

State Bank of India
State Bank of India
C&I Division
New Delhi Main Branch
11 Parliament Street, New Delhi.
Telephone: 011-23374143,
011-23374107
E-mail:
agmcommercial.00691@sbi.co.in
Website: www.sbitimes.com
Contact Person: Vishal Singh

Yes Bank Limited
48, Nyaya Marg
Chanakyapuri,
New Delhi-110021
Telephone: 9717137033
E-mail:
Shrivats.mishra@yesbank.in
Website: www.yesbank.in
Contact Person: Shrivats Mishra

Union Bank of India
4/14 A, Asaf Ali Road
New Delhi-110002
Telephone: 011-23267867,23268551
E-mail: asafali@unionbankindia.com
Contact Person: Mukta Kumari

Indian Overseas Bank
F47 Malhotra Building
Connaught Place
New Delhi-110001
Telephone: 011-23380775
E-mail: Iob0065@iob.in

Syndicate Bank
UGF 1,2,5,6, Arunachal Building
19, Barakhamba Road
New Delhi- 110001
Telephone:
011-23319907,9968309036

Website: www.iob.in
Contact Person: V.D. Pani (Asst. General Manager)

E-mail:
br.9036@syndicatebank.co.in
Website: www.syndicatebank.in
Contact Person: Manoj Sharma

AU Small Finance Bank Limited
Bank House, Mile 0, Ajmer Road
Jaipur-302001
Rajasthan, India.
Telephone: +91 8130305157
E-mail: arvind.purohit@aubank.in
Website: www.aubank.in
Contact Person: Arvind Purohit

Karur Vysya Bank Limited
No. 882, Master Prithvinath Marg
East Park Road, Karol Bagh
Delhi-110005.
Telephone: 9811121776
E-mail: karolbagh@kvbmail.com
Website: www.kvb.co.in
Contact Person: Rahul Gupta

Syndicate Members

SBICAP Securities Limited
Marathon Futurex, 12th floor, A&B wing
Mafatlala Mill Compound
N. M. Joshi Marg, Lower Parel
Mumbai – 400 013
Maharashtra, India.
Telephone no.: +91 22 4227 3300
E-mail: complaints@sbicapsec.com
Website: www.sbismart.com
Contact Person: Archana Dedhia
SEBI registration No.: INZ000200032

Bankers to the Offer

HDFC Bank Limited
FIG -OPS Department - Lodha
I Think Techno Campus O-3 Level
Next to Kanjurmarg, Railway Station
Kanjurmarg (East)
Mumbai – 400 042
Maharashtra, India.
Telephone: +91 22 -30752927/ 28/ 2914
E-mail: Vincent.Dsouza@hdfcbank.com, Siddharth.Jadhav@hdfcbank.com, prasanna.uchil@hdfcbank.com
Website: www.hdfcbank.com
Contact Person: Vincent Dsouza, Siddharth Jadhav, Prasanna Uchil
SEBI Registration Number: INBI00000063

Bankers to the Offer / Refund Bank/ Public Offer Account Bank /Sponsor Bank

ICICI Bank Limited
Capital Market Division
1st Floor, 122, Mistry Bhavan
Dinshaw Vachha Road
Backbay Reclamation, Churchgate
Mumbai – 400 020
Telephone: +91-22-66818911/23/24
E-mail: kmr.saurabh@icicibank.com
Website: www.icicbank.com
Contact Person: Saurabh Kumar
SEBI Registration Number: INBI00000004

Designated Intermediaries

Self-Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as SCSBs under the SEBI BTI Regulations for the ASBA process is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34, or at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, as applicable, or at such other website(s) as may be updated or prescribed by SEBI from time to time. A list of the SCSBs (Sponsor Banks) in relation to ASBA (through the UPI Mechanism) is available on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 and updated from time to time.

Syndicate SCSB Branches

In relation to Bids submitted under the ASBA process to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of the ASBA Forms from the members of the Syndicate is available on the website of SEBI (http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) and updated from time to time. For more information on such branches collecting ASBA Forms from the members of Syndicate at Specified Locations, see the website of SEBI (http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35).

Registered Brokers

Bidders could submit ASBA Forms in the Offer using the stock broker 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 BSE and NSE at http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx?expandable=3 and, https://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm respectively, or such other website as updated from time to time.

Self-Certified Syndicate Banks eligible as Sponsor Banks for UPI

The list of SCSBs through which Bids can be submitted by RIBs using the UPI Mechanism, including details such as the eligible Mobile Apps and UPI handle which can be used for such Bids, is available on the website of the SEBI, and may be updated from time to time or at such other website as may be prescribed by SEBI from time to time.

Registrar and Share Transfer Agents

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and email address, is provided on the websites of Stock Exchanges at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6 and http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, is provided on the websites of the Stock Exchanges at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6 and http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, as updated from time to time.

IPO Grading

No credit agency registered with SEBI has been appointed for the purposes of obtaining a grading for the Offer.

Credit Rating

As this is an offer of Equity Shares, credit rating is not required.

Experts

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

Our Company has received written consent from our Statutory Auditors, M/s. Serva Associates, Chartered Accountants, to include their name as an "expert" as defined under Section 2(38) of the Companies Act, 2013 in respect of their (a) examination report dated August 21, 2019 on the Restated Financial Statements; (b) report dated August 21, 2019 on the statement of possible special tax benefits available to our Company and the Shareholders and such consents have not been withdrawn as on the date of this Prospectus. However, the term "expert" shall not be construed to mean an expert as defined under the U.S. Securities Act.

Trustees

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

Monitoring Agency

This being an Offer for Sale of Equity Shares, our Company will not receive any of the proceeds from the Offer. Accordingly, no monitoring agency is appointed for the Offer.

Appraising Entity

As the Offer is an offer for sale of Equity Shares by the Selling Shareholder, our Company will not receive any proceeds from the Offer. Accordingly, no appraising entity is required to be appointed.

Filing

A copy of the Draft Red Herring Prospectus was filed with SEBI at Corporation Finance Department, Division of Issues and Listing, SEBI Bhavan, Plot No. C4 A, 'G' Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 and simultaneously through the SEBI Intermediary Portal at https://siportal.sebi.gov.in, in accordance with SEBI circular bearing reference SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018.

Copies of the Red Herring Prospectus, along with the material contracts and documents required to be filed, were filed with RoC in accordance with Section 32 of the Companies Act, 2013 and a copy of this Prospectus required to be filed under Section 26 of the Companies Act, 2013 will be delivered to the RoC situated at the address mentioned below:

Registrar of Companies

N.C.T of Delhi and Haryana
4th Floor, IFCI Tower
61, Nehru Place
New Delhi 110 019
India

Book Building Process

The Book building process, in the context of the Offer, refers to the process of collection of Bids from Bidders on the basis of the Red Herring Prospectus, the ASBA Forms, and the Revision Forms within the Price Band. The Price Band, Bid Lot, rupee amount of the Retail Discount and Employee Discount, as applicable have been decided by our Company and the Selling Shareholder in consultation with the BRLMs, and advertised in all newspapers wherein the

Pre-Offer advertisement was published, at least two Working Days prior to the Bid / Offer Opening Date and was made available to the Stock Exchanges for the purpose of uploading on their website. The Offer Price has been determined by the Selling Shareholder and our Company in consultation with the BRLMs after the Bid/Offer Closing Date.

All potential Bidders shall participate in this Offer mandatorily through the ASBA process. Pursuant to the UPI Circulars, Retail Individual Bidders may also participate in this Offer through UPI in the ASBA process.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not permitted to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders and Eligible Employees Bidding in the Employee Reservation Portion can revise their Bids during the Bid/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date. Allocation to QIBs, Non-Institutional Buyers and Eligible Employees Bidding in the Employee Reservation Portion will be on a proportionate basis. For further details, see "*Terms of the Offer*" and "*Offer Procedure*" beginning on pages 296 and 306, respectively.

Each Bidder by submitting a Bid in the Offer will be deemed to have acknowledged the above restrictions and the terms of the Offer.

Our Company will comply with the SEBI ICDR Regulations and any other directions issued by SEBI in relation to this Offer. The Selling Shareholder has specifically confirmed that they will comply with the SEBI ICDR Regulations and any other directions issued by SEBI, as applicable in relation to the Offered Shares. In this regard, our Company along with the Selling Shareholder has appointed the BRLMs to manage this Offer and procure Bids for this Offer.

The process of Book Building is in accordance with the guidelines, rules and regulations prescribed by SEBI under the SEBI ICDR Regulations and the Bidding Processes are subject to change from time to time. Investors are advised to make their own judgment about investment through this process prior to submitting a Bid in this Offer.

Bidders should note that this Offer is also subject to obtaining final listing and trading approvals from the Stock Exchanges, which our Company shall apply for after Allotment.

For further details on the method and procedure for Bidding, see "*Offer Procedure*" beginning on page 306.

Underwriting Agreement

Our Company and the Selling Shareholder have entered into the Underwriting Agreement with the Underwriters for the Offered Shares. The underwriting shall be to the extent of the Bids uploaded, subject to Regulation 40 of the SEBI ICDR Regulations. Pursuant to the terms of the Underwriting Agreement, the obligations of each of the Underwriters are several and are subject to certain conditions specified therein.

The Underwriting Agreement is dated October 7, 2019. The Underwriters have indicated their intention to underwrite the following number of the Offered Shares:

Name, address, telephone number and email address of the Underwriters	Indicative Number of Offered Shares to be underwritten	Amount underwritten (in ₹ million)*
IDBI Capital Markets & Securities Limited 6th Floor, IDBI Tower WTC Complex Cuffe Parade Mumbai 400 005 Maharashtra, India **Tel:** +91 22 2217 1700 **Email:** ipo.irctc@idbicapital.com	6,720,000	2,126.53
SBI Capital Markets Limited 202, Maker Tower "E" Cuffe Parade	6,719,900	2,126.51

Name, address, telephone number and email address of the Underwriters	Indicative Number of Offered Shares to be underwritten	Amount underwritten (in ₹ million)*
Mumbai 400 005 Maharashtra, India **Tel:** +91 22 2217 8300 **E-mail:** ipo.irctc@sbicaps.com		
YES Securities (India) Limited IFC, Tower 1 & 2, Unit No. 602 A, 6th Floor Senapati Bapat Marg, Elphinstone (West) Mumbai 400 013 Maharashtra, India **Tel:** +91 22 3012 6776 **E-mail:** irctc.ipo@ysil.in	6,720,000	2,126.53
SBICAP Securities Limited Marathon Futurex, 12th floor, A&B wing Mafatlala Mill Compound N. M. Joshi Marg, Lower Parel Mumbai – 400 013 Maharashtra, India. **Tel:** +91 22 4227 3300 **E-mail:** complaints @sbicapsec.com	100	0.03
Total	**20,160,000**	**6,379.60**

** Computed at the Offer Price of ₹320.00 per Equity Share, net of Retail Discount and Employee Discount.*

In the opinion of our Board and the Selling Shareholder (based on representations given by the Underwriters), the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or are registered as brokers with the Stock Exchange(s). Our IPO Committee, at its meeting, held on October 7, 2019, has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company.

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitments set forth in the table above. Notwithstanding the above table, each of the Underwriters shall be severally responsible for ensuring payment with respect to the Offered Shares allocated to Bidders procured by them, in accordance with the Underwriting Agreement.

In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure subscribers for or subscribe to the Offered Shares to the extent of the defaulted amount in accordance with the Underwriting Agreement. The underwriting arrangements mentioned above shall not apply to the applications by the Bidders in the Offer, except for Bids procured by any member of the Syndicate.

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CAPITAL STRUCTURE

The share capital of our Company, as of the date of this Prospectus, is set forth below:

(in ₹ million, except share data)

		Aggregate nominal value at face value of ₹ 10 per Equity Share	Aggregate value at Offer Price[#]
A)	**AUTHORISED SHARE CAPITAL**		
	250,000,000 Equity Shares	2,500.00	
B)	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER**		
	160,000,000 Equity Shares	1,600.00	
C)	**PRESENT OFFER IN TERMS OF THIS PROSPECTUS**		
	Offer for Sale of 20,160,000 Equity Shares by the Selling Shareholder*	201.60	6,379.60
	Which includes:		
	Employee Reservation Portion of 160,000 Equity Shares**	1.60	49.60
	Net Offer of 20,000,000 Equity Shares	200.00	6,330.00
D)	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER**		
	160,000,000 Equity Shares	1,600.00	
E)	**SECURITIES PREMIUM ACCOUNT**		
	Before the Offer		NIL
	After the Offer		NIL

[#] *Subject to finalization of the Basis of Allotment.*

[*] *Our Board of Directors has approved the Offer pursuant to a resolution passed at their meeting held on August 21, 2019. The Selling Shareholder, through its letter dated August 21, 2019, conveyed its approval for the Offer for Sale of 20,000,000 Equity Shares of our Company. The Equity Shares offered by the Selling Shareholder in the Offer are eligible for being offered in the Offer for Sale as required by the SEBI ICDR Regulations.*

[**] *The Offer includes a reservation of 160,000 Equity Shares aggregating to ₹49.60 million for subscription by Eligible Employees. The Offer less Employee Reservation Portion is referred to as the Net Offer.*

The Selling Shareholder and our Company, in consultation with the BRLMs, offered a discount of ₹ 10.00 per Equity Share on the Offer Price to the Retail Individual Bidders and ₹ 10.00 per Equity Share to the Eligible Employees Bidding under the Employee Reservation Portion.

Changes in our Authorized Share Capital

For details of changes in the authorized share capital of our Company, see "*History and Certain Corporate Matters - Amendments to our Memorandum of Association in the last ten years*" on page 154.

Notes to Capital Structure

1. Share capital history of our Company

History of Equity Share capital of our Company

The history of the Equity Share Capital of our Company is in the table below:

Date of allotment	Number of Equity Shares	Face value (₹)	Issue price per Equity Share (₹)	Nature of consideration	Nature of transaction and name of the Allottee(s)	Cumulative number of Equity Shares	Cumulative paid up Equity Share capital (₹)
September 27, 1999	7	10	10	Cash	Subscription to the MoA[a)]	7	70
June 30, 2000	4,999,993	10	10	Cash	Further issue[b)]	5,000,000	50,000,000
August 3, 2001	15,000,000	10	10	Cash	Further issue[c)]	20,000,000	200,000,000
March 30, 2017	20,000,000	10	–	–	Bonus issue in the ratio of 1:1[d)]	40,000,000	400,000,000
March 29, 2019	120,000,000	10	–	–	Bonus issue in the ratio of 3:1[e)]	160,000,000	1,600,000,000

a) Allotment of one Equity Share each to V. K. Aggarwal, Shanti Narian, P. V. Vasudevan, V. K. Agnihotri, D. P. Tripathi, M. Ananth and Swaroop K. Gupta (as nominees of the President of India).

b) Allotment of 4,999,993 Equity Shares to the President of India;

c) Allotment of 15,000,000 Equity Shares to the President of India.

d) Allotment of 19,999,993 Equity Shares to the President of India and one Equity Share each to Ashok Kumar Mital, Mohd. Jamshed, Bharat Bhushan Verma, Aditya Kumar Mittal, Rajendra Kumar Verma, Sanjiv Garg and Ambrish Kumar Gupta (as nominees of the President of India).

e) Allotment of 119,999,958 Equity Shares to the President of India and six Equity Shares each to V. K. Yadav, Girish Pillai, Vijay Kumar, Vishwesh Chaube, Sushant Kumar Mishra, Sunil Mathur and Anurag (as nominees of the President of India).

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

3. Issue of Equity Shares for consideration other than cash

Except as set forth below, our Company has not issued any Equity Shares for consideration other than cash:

Date of allotment	Names of allottees	Number of Equity Shares	Face value (₹)	Issue price (₹)	Reason for allotment	Benefits accrued to our Company
March 30, 2017	President of India	19,999,993	10	-	Bonus issue in the ratio of 1:1	Strengthening the capital base of our Company
	Ashok Kumar Mital*	1				
	Mohd. Jamshed*	1				
	Bharat Bhushan Verma*	1				
	Aditya Kumar Mittal*	1				

Date of allotment	Names of allottees	Number of Equity Shares	Face value (₹)	Issue price (₹)	Reason for allotment	Benefits accrued to our Company
	Rajendra Kumar Verma*	1				
	Ambrish Kumar Gupta*	1				
	Sanjiv Garg*	1				
March 29, 2019	President of India	119,999,958	10	-	Bonus issue in the ratio of 3:1	Strengthening the capital base of our Company
	V.K. Yadav*	6				
	Girish Pillai*	6				
	Vijay Kumar*	6				
	Vishwesh Chaube*	6				
	Sushant Kumar Mishra*	6				
	Sunil Mathur*	6				
	Anurag*	6				

**As nominees of the President of India*

4. Our Company has not allotted any Equity Shares pursuant to any scheme approved under sections 391 to 394 of the Companies Act, 1956 or sections 230 to 234 of the Companies Act, 2013.

5. Issue of Equity Shares at a price that may be lower than the Offer Price in the preceding year

Details of issue of Equity Shares at a price which may be lower than the Offer Price during a period of one year preceding the date of the Draft Red Herring Prospectus are set forth in the table below:

Date of allotment	Number of Equity Shares	Face value (₹)	Issue price per Equity Share (₹)	Nature of consideration	Reason for allotment
March 29, 2019	120,000,000	10	–	–	Bonus issue in the ratio of 3:1[a)]

Allotment of 119,999,958 Equity Shares to the President of India and six Equity Shares each to V. K. Yadav, Girish Pillai, Vijay Kumar, Vishwesh Chaube, Sushant Kumar Mishra, Sunil Mathur and Anurag (as nominees of the President of India).

6. History of the Equity Share Capital held by our Promoter

As on the date of this Prospectus, our Promoter, the President of India and its nominees together hold 160,000,000 Equity Shares, constituting 100 % of the issued, subscribed and paid-up Equity Share capital of our Company. The details regarding our Promoter's shareholding is set out below.

a. Build-up of our Promoters' shareholding in our Company

Date of allotment	Number of Equity Shares	Face value (₹)	Issue Price per Equity Share (₹)	Form of consideration	Nature of Issue	Percentage of pre-Offer and post-Offer paid-up Equity Share capital
September 27, 1999	7	10	10	Cash	Allotment to the Promoter as	0.00

Date of allotment	Number of Equity Shares	Face value (₹)	Issue Price per Equity Share (₹)	Form of consideration	Nature of Issue	Percentage of pre-Offer and post-Offer paid-up Equity Share capital
					initial subscriber to the MoA	
June 30, 2000	4,999,993	10	10	Cash	Further issue	3.12
August 3, 2001	15,000,000	10	10	Cash	Further issue	9.38
March 30, 2017	20,000,000	10	-	-	Bonus issue in the ratio of 1:1	12.50
March 29, 2019	120,000,000	10	-	-	Bonus issue in the ratio of 3:1	75.00
Total	**160,000,000***	10	-	-		**100.00**

**56 Equity Shares are held by the nominees of our Promoter*

All the above Equity Shares were fully paid-up at the time of allotment or transfer, as the case may be. As on the date of this Prospectus, none of the Equity Shares held by our Promoter are pledged.

b. Details of Promoter's contribution locked-in for three years

Pursuant to Regulation 14(1) and Regulation 16 of the SEBI ICDR Regulations, an aggregate of 20% of the post–Offer equity share capital of our Company held by our Promoter shall be considered as minimum promoters' contribution and locked-in for a period of three years from the date of Allotment ("**Promoters' Contribution**").

The MoR, pursuant to its letter dated August 21, 2019, has granted consent to include up to 32,000,000 Equity Shares held by them as Promoter's Contribution and has agreed not to sell, dispose, transfer, charge or pledge or otherwise encumber in any manner, the Promoter's Contribution from the date of filing of the Red Herring Prospectus until the commencement of the lock-in period specified above or for such other time as may be required under the provisions of SEBI ICDR Regulations.

Details of the Equity Shares to be locked-in for three years from the date of Allotment as minimum Promoter's contribution are set forth in the table below:

Name of the Promoter	Date of allotment of the Equity Shares	Nature of transaction	Number of Equity Shares	Face value (₹)	Issue/ acquisition price per Equity Share (₹)	Percentage of the post-Issue paid-up capital (%)	Date up to which the Equity Shares are subject to lock-in
The President of India through Ministry of Railways	March 29, 2019	Bonus issue	32,000,000	10	-	20.00	October 10, 2021
	Total					**20.00**	

All the Equity Shares were fully paid-up on the respective dates of allotment or acquisition of such Equity Shares, as the case may be.

All Equity Shares, which are considered for the purposes of the Promoter's Contribution, are eligible in terms of Regulation 15 of the SEBI ICDR Regulations.

The Promoter's Contribution has been brought in to the extent of not less than the specified minimum lot and from the 'Promoter' as required under the SEBI ICDR Regulations. All Equity Shares offered as Promoters' Contribution were fully paid up at the time of their issue.

The Equity Shares that are being locked-in are not ineligible for computation of Promoter's Contribution under Regulation 15 of the SEBI ICDR Regulations. In this connection, our Company confirms that the Equity Shares which are being locked-in do not and shall not consist of:

(a) Equity Shares acquired in the last three years from the date of the Draft Red Herring Prospectus: (a) for consideration other than cash and revaluation of assets or capitalization of intangible assets or (b) resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of our Company or from a bonus issue against Equity Shares which are otherwise ineligible for computation of Promoter's contribution;

(b) Equity Shares acquired during the preceding one year at a price lower than the price at which Equity Shares are being offered to the public in the Offer;

(c) The Equity Shares offered for Promoter's Contribution have not been issued on account of the conversion of a partnership firm into a company;

(d) The Equity Shares offered for Promoter's Contribution are not subject to any pledge or any form of encumbrance; and

(e) As on the date of this Prospectus, all the Equity Share of our Company are held in dematerialized form.

7. Other requirements in respect of lock-in:

Except for the Promoter's Contribution which shall be locked-in as above, the entire pre-offer capital of our Company shall be locked in for a period of one year from the date of Allotment, except for the Equity Shares sold pursuant to the Offer for Sale and any other categories of shareholders exempt under Regulation 17 of the SEBI ICDR Regulations, as applicable.

The President of India, through the MoR and has, pursuant to letter dated August 21, 2019, granted approval for the lock-in of the entire post-Offer shareholding held by the President of India (less the Promoter's Contribution of 32,000,000 Equity Shares and the Offered Shares), for a period of one year from the date of Allotment or for such other time as may be required under the SEBI ICDR Regulations. Any Offered Shares remaining unsold in the Offer shall be locked-in for a period of one year.

The Equity Shares held by our Promoter, which are locked-in for a period of one year from the date of Allotment may be pledged only with scheduled commercial banks, public financial institutions, systemically important non-banking finance companies or housing finance companies as collateral security for loans granted by such banks, public financial institutions, systemically important non-banking finance companies or housing finance companies provided that such pledge of the Equity Shares is one of the terms of the sanction of the loan.

8. Our shareholding pattern

The table below represents the equity shareholding pattern of our Company as on the date of this Prospectus:

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid up Equity Shares held (IV)	No. of Partly paid-up Equity Shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. of shares held (VII)= (IV) + (V) + (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)		No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII) + (X) As a % of (A +B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of Equity Shares held in dematerialized form(XIV)
								No of Voting Rights				No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class-Equity Shares	Total as % of (A+B+C)							
(A)	Promoter and Promoter Group#	8	160,000,000	-	-	160,000,000	100.00%	160,000,000	100.00%	-	100.00%	-	-	-	-	160,000,000
(B)	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares Underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C3)	Shares underlying ESOP's	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	8	160,000,000	-	-	**160,000,000**	**100.00%**	**160,000,000**	**100.00%**	-	**100.00%**	-	-	-	-	**160,000,000**

**The President of India holds 100% of the Equity Shares of our Company out of which 159,999,944 Equity Shares are held by the President of India and an aggregate of 56 Equity Shares are held by V.K. Yadav, Purnendu Sekhar Mishra, Vijay Kumar, Vishwesh Chaube, Sushant Kumar Mishra, Sunil Mathur and Anurag as the nominees of the President of India.*
#Pursuant to the Share Escrow Agreement, 20,160,000 Equity Shares were transferred from the Selling Shareholder's demat account to the escrow demat account.

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 provided to the Stock Exchanges for uploading on their respective websites before the commencement of trading of the Equity Shares.

9. Details of equity shareholding of the major equity shareholders of our Company

(a) Set forth below is a list of Shareholders holding 1% or more of the paid-up Equity Share capital of our Company as on the date of this Prospectus:

Sr. No.	Shareholder	Number of Equity Shares#	Percentage of pre-Offer Equity Share capital
1.	The President of India*	160,000,000	100

**Inclusive of 56 Equity Shares held by nominees of the President of India.*
#Pursuant to the Share Escrow Agreement, 20,160,000 Equity Shares were transferred from the Selling Shareholder's demat account to the escrow demat account

(b) Set forth below is a list of Shareholders holding 1% or more of the paid-up Equity Share capital of our Company as of 10 days prior to the date of this Prospectus:

Sr. No.	Shareholder	Number of Equity Shares#	Percentage of pre-Offer Equity Share capital
1.	The President of India*	160,000,000	100

** Inclusive of 56 Equity Shares held by nominees of the President of India.*
#Pursuant to the Share Escrow Agreement, 20,160,000 Equity Shares were transferred from the Selling Shareholder's demat account to the escrow demat account

(c) Set forth below is a list of Shareholders holding 1% or more of the paid-up Equity Share capital of our Company as of one year prior to the date of this Prospectus:

Sr. No.	Shareholder	Number of Equity Shares	Percentage of pre-Offer Equity Share capital
1.	The President of India*	40,000,000	25%

** Inclusive of 14 Equity Shares held by nominees of the president of India.*

(d) Set forth below is a list of Shareholders holding 1% or more of the paid-up Equity Share capital of our Company as of two years prior to the date of this Prospectus:

Sr. No.	Shareholder	Number of Equity Shares	Percentage of pre-Offer Equity Share capital
1.	The President of India*	40,000,000	25%

** Inclusive of 14 Equity Shares held by nominees of the President of India.*

10. As on the date of this Prospectus, our Company has eight Shareholders.

11. Our Company does not have any employee stock option plan.

12. Neither our Company, nor any of our Directors or the BRLMs have entered into any buy-back arrangements for the purchase of the Equity Shares from any person.

13. As on the date of this Prospectus, the BRLMs and their respective associates (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares.

14. Neither our Promoter nor any of our Directors or any of their relatives have purchased or sold any securities of our Company during the period of six months immediately preceding the date of the Draft Red Herring Prospectus.

15. There has been no financing arrangement whereby our Promoter, 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 business of the financing entity during the six months immediately preceding the date of filing of the Draft Red Herring Prospectus.

16. The Offered Shares are fully paid-up and there are no partly paid-up Equity Shares as of the date of this Prospectus.

17. Our Company presently does not intend or propose to, nor is under negotiation to alter its capital structure for a period of six months from the date of Bid/ Offer Opening, by way of split / consolidation of the denomination of the Equity Shares or further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the Bid/ Offer Opening Date until the Equity Shares have been listed on the Stock Exchanges. However, if our Company enters into acquisitions, joint ventures or other arrangements, our Company may, subject to necessary approvals, consider raising additional capital to fund such activity or use of Equity Shares as consideration for acquisitions or participations in such joint ventures.

18. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law.

19. Our Company ensured that any transactions in the Equity Shares by the Promoter during the period between the date of filing this Prospectus with the RoC and the Bid/ Offer Closing Date were reported to the Stock Exchanges within 24 hours of such transactions.

20. No person connected with the Offer, except for fees or commission for services rendered in relation to the Offer, shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid.

21. Except to the extent of tendering Equity Shares in this Offer as the Selling Shareholder, our Promoter will not participate in this Offer.

OBJECTS OF THE OFFER

The objects of the Offer are: (i) to carry out the disinvestment of 20,160,000 Equity Shares by the Selling Shareholder constituting 12.60% of our Company's paid up Equity Share capital our Company; and (ii) to achieve the benefits of listing the Equity Shares on the Stock Exchanges. Our Company will not receive any proceeds from the Offer and all proceeds shall go to the Selling Shareholder.

Offer related expenses

The total expenses of the Offer are estimated to be approximately ₹ 166.66 million. The expenses of the Offer include, among others, fees payable to the BRLMs and legal counsel, fees payable to the auditors, brokerage and selling commission, underwriting commission, commission payable to Registered Brokers, SCSBs' fees, Registrar's fees, printing and distribution expenses, legal expenses, statutory advertisement expenses and marketing expenses, registrar and depository fees, listing fees and all other expenses for listing the Equity Shares on the Stock Exchanges.

All Offer related expenses shall be borne by the Selling Shareholder through the DIPAM. However, expenses in relation to printing and stationery expenses, processing fees for ASBA banks shall be borne by the BRLMs. Payments, if any, made by our Company in relation to the Offer shall be on behalf of the Selling Shareholder and such payments will be reimbursed to our Company.

The estimated Offer expenses are as under:

Sr. No.	Activity	Estimated amount (₹ in million)	As a % of total estimated Offer expenses	As a % of Offer size
1.	Payment to BRLMs (including underwriting commission, printing and stationary expenses)	37.46	22.48	0.59
2.	Commission and processing fees for SCSBs and Bankers to the Issue and fee payable to the Sponsor Bank for Bids made by RIBs using UPI.[1), 2), 5) and 6)]	11.81	7.08	0.19
3.	Brokerage and selling commission and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs[3) and 4)]	0.20	0.12	0.00
4.	Fees payable to the Registrar to the Offer	0.00	0.00	0.00
5.	Advertising and marketing expenses	77.41	46.45	1.22
6.	**Others:**			
	i. Listing fee	0.08	0.05	0.00
	ii. SEBI filing fee, Stock Exchanges processing fee and book building software fees	17.08	10.25	0.27
	iii. Fees payable to Legal Counsels	9.90	5.94	0.16
	iv. Miscellaneous	12.72	7.63	0.20
Total estimated Offer expenses		**166.96**	**100.00**	**2.62**

1) Selling commission on the Retail Portion, Non-Institutional Portion and the Employee Reservation Portion which are procured by Members of the Syndicate (including their Sub-Syndicate Members) or by using 3-in-1 type accounts (linked online trading, demat and bank account) provided by the brokers would be as follows:

Retail Portion	*0.35% of the amount Allotted* (plus applicable GST)*
Non-Institutional Portion	*0.15% of the amount Allotted* (plus applicable GST)*
Employee Reservation Portion	*0.25% of the amount Allotted* (plus applicable GST)*

** Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price.*

*2) **SCSBs***

Selling commission payable to the SCSBs on the Retail Portion, Non-Institutional Portion and Employee Reservation Portion which are directly procured by them would be as follows:

Retail Portion	*0.35% of the amount Allotted* (plus applicable GST)*
Non-Institutional Portion	*0.15% of the amount Allotted* (plus applicable GST)*
Employee Reservation Portion	*0.25% of the amount Allotted* (plus applicable GST)*

** Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price.*

No additional bidding charges shall be payable by the Company and the Selling Shareholder to the SCSBs on the applications directly procured by them. The Selling Commission payable to the SCSBs will be determined on the basis of the bidding terminal id as captured in the Bid Book of BSE or NSE.

3) ***Registered Brokers***

Selling commission payable to the Registered Brokers on the Retail Portion, Non-Institutional Portion and Employee Reservation Portion, which are directly procured by the Registered Brokers and submitted to SCSBs for processing, would be as follows:

Retail Portion	*₹10.00 per valid application* (plus applicable GST)*
Non-Institutional Portion	*₹10.00 per valid application* (plus applicable GST)*
Employee Reservation Portion	*₹10.00 per valid application* (plus applicable GST)*

**Based on valid applications*

The total selling commission payable to Registered Brokers will be subject to a maximum cap of ₹0.10 million (plus applicable GST). In case the total selling commission payable to Registered Brokers exceeds ₹0.10 million, then the amount payable to Registered Brokers would be proportionately distributed based on the number of valid applications such that the total selling commission payable does not exceed ₹0.10 million.

4) ***RTAs and CDPs***

Selling commission payable to the RTAs and CDPs on the Retail Portion, Non-Institutional Portion and Employee Reservation Portion which are directly procured by the RTAs or CDPs and submitted to SCSBs for processing, would be as follows:

Retail Portion	*0.35% of the amount Allotted* (plus applicable GST)*
Non-Institutional Portion	*0.15% of the amount Allotted* (plus applicable GST)*
Employee Reservation Portion	*0.25% of the amount Allotted* (plus applicable GST)*

** Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price.*

5) ***ASBA processing fees to SCSBs***

Processing fees payable to the SCSBs on the Retail Portion (by using 3-in-1 type accounts (linked online trading, demat and bank account)), Non-Institutional Portion and Employee Reservation Portion which are procured by the Members of the Syndicate/ Sub-Syndicate Members / Registered Brokers/ RTAs/ CDPs and submitted to SCSBs for blocking, would be as follows:

Retail Portion	*₹10.00 per valid ASBA Form* (plus applicable GST)*
Non-Institutional Portion	*₹10.00 per valid ASBA Form* (plus applicable GST)*
Employee Reservation Portion	*₹10.00 per valid ASBA Form* (plus applicable GST)*

**For each valid application.*

SCSBs will be entitled to a processing fee of ₹10.00 (plus applicable GST), per valid ASBA Form, subject to total ASBA processing fees being maximum of ₹0.50 million (plus applicable GST), for processing ASBA Forms procured by Members of the Syndicate, Sub-Syndicate Members, Registered Brokers, RTAs or CDPs or by using 3-in-1 type accounts (linked online trading, demat and bank account) from Retail Individual Bidders, Non-Institutional Bidders

and Eligible Employees submitted to the SCSBs. In case the total ASBA processing charges payable to SCSBs exceeds ₹0.50 million, the amount payable to SCSBs would be proportionately distributed based on the number of valid applications such that the total ASBA processing charges payable does not exceed ₹0.50 million.

6) ***For Sponsor Bank***

Processing fees payable for applications made by Retail Individual Bidders using the UPI Mechanism will be as under:

Retail Portion	₹8.00 per valid ASBA Form* (plus applicable GST). The Sponsor Bank shall be responsible for making payments to the third parties such as Remitter Bank, NPCI and such other parties as required in connection with the performance of its duties under applicable SEBI circulars, agreements and other Applicable Laws.

* In case the total processing charges payable to the Sponsor Bank exceeds ₹0.50 million, the amount payable to Sponsor Bank would be proportionately distributed based on the number of valid applications such that the total processing charges payable does not exceed ₹0.50 million.

Important Note:

(a) The brokerage / selling commission payable to the Syndicate / Sub-Syndicate Members will be determined on the basis of the ASBA Form number / series, provided that the application has been bid by the respective Syndicate / Sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / Sub-Syndicate Member, has been bid by an SCSB, the brokerage / selling commission will be payable to the SCSB and not to the Syndicate / Sub-Syndicate Member.

(b) The brokerage / selling commission payable to the SCSBs, RTAs and CDPs will be determined on the basis of the bidding terminal ID as captured in the Bid book of BSE or NSE.

(c) No additional bidding charges shall be payable by the Company and the Selling Shareholder to the Syndicate / Sub-Syndicate Members, Registered Brokers, RTAs, CDPs or SCSBs on the applications directly procured by them.

(d) Payment of brokerage / selling commission payable to the sub-brokers / agents of the Sub-Syndicate Members shall be handled directly by the Sub-Syndicate Members, and the necessary records for the same shall be maintained by the respective Sub-Syndicate Member.

Monitoring Utilization of Funds

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

BASIS FOR OFFER PRICE

The Offer Price was determined by our Company and the Selling Shareholder in consultation with the BRLMs on the basis of an assessment of market demand for the Offered Shares through the Book Building Process and on the basis of the following qualitative and quantitative factors. The face value of the Equity Shares of our Company is ₹10 each and the Offer Price is 31.5 times the face value at the lower end of the Price Band and 32.0 times the face value at the higher end of the Price Band. Investors should also see "*Risk Factors*", "*Our Business*", "*Restated Financial Statements*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 23, 125, 185 and 237, respectively, to have an informed view before making an investment decision.

Qualitative Factors

Some of the qualitative factors and our strengths which form the basis for the Offer Price are:

1. Authorised by the Ministry of Railways to offer tickets of Indian Railways online;
2. Authorised catering service provider to passengers traveling by Indian Railways;
3. Comprehensive tourism and hospitality service provider in India;
4. Exclusively authorized for manufacturing and supplying packaged drinking water at railway station and trains;
5. Robust operating system and internal control; and
6. Qualified and experienced employees and management team.

For further details, see "*Risk Factors*" and "*Our Business – Our Competitive Strengths*" on pages 23 and 125, respectively.

Quantitative Factors

The information presented below relating to our Company is based on the Restated Financial Statements. For details, see "*Restated Financial Statements*" on page 185.

Some of the quantitative factors which may form the basis for computing the Offer Price are as follows:

1. Basic and Diluted Earnings/Loss per Share ("EPS")

As per our Restated Financial Statements:

Year/Period ended	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
March 31, 2019	17.04	17.04	3
March 31, 2018	13.79	13.79	2
March 31, 2017	14.32	14.32	1
Weighted Average	**15.50**	**15.50**	

Notes:

i. The face value of each Equity Share is ₹10.
ii. Earnings per Share calculations are done in accordance with Indian Accounting Standard 33 on "Earnings Per Share" issued by the Institute of Chartered Accountants of India.
iii. Basic and Diluted Earnings per share = Net profit / (loss) after tax, as restated/ Weighted average number of shares outstanding during the year.
iv. Weighted Average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the Fiscal, adjusted by the number of Equity Shares issued during the Fiscal multiplied by the time-

weighting factor i.e., the number of days for which the specific shares are outstanding as a proportion of the total number of days during the Fiscal.
However, if the number of ordinary share increases as a result of capitalization, bonus issue or shares split etc., the calculation of basic and diluted EPS for all the periods is adjusted retrospectively.

2. Price to Earning Ratio (P/E) in relation to the Offer Price of ₹ 320.00 per Equity Share

Particulars	P/E at the Floor Price (no. of times)	P/E at the Cap Price (no. of times)
Based on the basic EPS for Fiscal 2019	18.49	18.78
Based on diluted EPS for Fiscal 2019	18.49	18.78

Return on Net worth ("RoNW")

3. Return on net worth as per Restated Financial Statements of our Company:

As per our Restated Financial Statements:

Year/Period ended	RoNW (%)	Weight
March 31, 2019	**26.14**	3
March 31, 2018	**23.11**	2
March 31, 2017	**29.12**	1
Weighted Average	**25.63**	

** Net Profit after tax, as restated / Net worth, as restated, at the end of the period/year*

Notes:

i. *Return on net worth (%) = Restated profit after tax for the year / net worth as at the end of the year*
ii. *Net worth represents sum of Equity Share capital and other equity (including Securities premium, General reserve, special economic re-investment reserve and retaining earnings).*
iii. *Weighted average RoNW is the aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e., ((RoNW x Weight) for each year) / (total of weights)*

4. Net Asset Value (NAV) per Equity Share

NAV	Restated Financial Information (₹)
As on March 31, 2019	65.18

Note:

Net Asset Value per Share (₹) = Restated net worth attributable to the equity shareholders at the end of the period/ year / Number of Equity Shares outstanding at the period/ year

5. Comparison of Accounting Ratios with Listed Industry Peers

As on the date of this Prospectus, there are no listed companies in India which are engaged in the same line of business as our Company and comparable to our scale of operations, hence comparison with industry peers are not applicable.

6. The Offer Price is 32.0 times of the face value of the Equity Shares.

The Offer Price of ₹ 320.00 has been determined by our Company and Selling Shareholder in consultation with the BRLMs on the basis of assessment of demand from investors for the Equity Shares through the Book Building Process. Our Company, the Selling Shareholder and the BRLMs believe that the Offer Price of ₹ 320.00 is justified in view of the above qualitative and quantitative parameters.

Bidders should read the above mentioned information along with "*Risk Factors*", "*Our Business*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and "*Restated Financial Statements*" on pages 23, 125 and 185 respectively, to have a more informed view. The trading price of the Equity Shares of our Company could decline due to the factors mentioned in "*Risk Factors*" and you may lose all or part of your investments.

STATEMENT OF TAX BENEFITS

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

To,

The Board of Directors
Indian Railway Catering and Tourism Corporation Limited
11th Floor, B-148, Statesman House
Barakhamba Road New Delhi 110001

IDBI Capital Markets & Securities Limited
6th Floor, IDBI Tower,
WTC Complex, Cuffe Parade,
Mumbai – 400 005
Maharashtra, India

SBI Capital Markets Limited
202, Maker Tower 'E',
Cuffe Parade,
Mumbai – 400 005
Maharashtra, India

YES Securities (India) Limited
Unit No 602 A, 6th Floor,
India Bulls Finance Centre
Tower 1, Senapati Bapat Marg
Elphinstone Road
Mumbai – 400013
Maharashtra, India

(IDBI Capital Markets & Securities Limited, SBI Capital Markets Limited and Yes Securities (India) Limited, collectively, with any other book running lead managers that may be appointed in connection with the Offer, the "**Lead Managers**")

Dear Sirs,

Re: Proposed initial public offering of equity shares of face value of ₹10 each (the "Equity Shares") of Indian Railway Catering and Tourism Corporation Limited (the "Company" and such offering, the "Offer")

We report that the enclosed statement in the **Annexure A**, states the possible special tax benefits under direct and indirect tax laws and Income tax Rules, 1962 including amendments made by the Finance Act, 2019 (hereinafter referred to as 'Income Tax Laws'), the Central Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, Customs Act, 1962, Customs Tariff Act, 1975 as amended, the rules and regulations, circulars and notifications issued there under, presently in force in India, available to the Company and its shareholders. Several of these benefits are dependent on the Company, its shareholders as the case may be, fulfilling the conditions prescribed under the relevant provisions of the statute. Hence, the ability of the Company, its shareholders to derive the special tax benefits is dependent upon their fulfilling such conditions, which based on business imperatives the Company, its shareholders and faces in the future, the Company, and its shareholders may or may not choose to fulfill.

We are not and have not been engaged or interested in the formation or promotion of the management of the Company or its joint venture.

We confirm that while providing this certificate, we have complied with the Code of Ethics issued by the Institute of Chartered Accountants of India. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, 'Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements,' issued by the ICAI.

The benefits discussed in the enclosed **Annexure** A are not exhaustive. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Offer. Neither are we suggesting nor advising the investor to invest in the Offer based on this statement.

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

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

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

We also consent to the references to us as "Experts" as defined under Section 2(38) of the Companies Act, 2013, read with Section 26(5) of the Companies Act, 2013 to the extent of the certification provided hereunder and included in the draft red herring prospectus, red herring prospectus and prospectus "(**Offer Documents**") of the Company or in any other documents in connection with the Offer.

We hereby give consent to include this statement of special tax benefits in the Offer Documents and in any other material used in connection with the Offer.

This certificate is issued for the sole purpose of the Offer, and can be used, in full or part, for inclusion in the Offer Documents and any other material used in connection with the Offer, and for the submission of this certificate as may be necessary, to any regulatory / statutory authority, recognized stock exchanges, any other authority as may be required and/or for the records to be maintained by the Lead Managers in connection with the Offer and in accordance with applicable law in connection with the contents of the offer documents.

This certificate may be relied on by the Company, Lead Managers, their affiliates and the legal counsels in relation to the Offer.

We undertake to immediately update you, in writing, of any changes in the abovementioned information until the date the Equity Shares issued/transferred pursuant to the Offer commence trading on the recognized stock exchanges. In the absence of any such communication, you may assume that there is no change in respect of the matters covered in this certificate until the date the Equity Shares commence trading on the recognized stock exchanges.

Yours faithfully,

For and on behalf of
Serva Associates
Chartered Accountants
Firm Registration Number: 000272N

Sd/-
Name: CA. Nitin Jain
Partner
ICAI Membership Number: 506898
Date: August 21, 2019
Place: Delhi
UDIN: 19506898AAAAAV4141

Encl: As above

CC:

J. Sagar Associates
Sandstone Crest
(Opposite Park Plaza Hotel)
Sushant Lok - I,
Gurugram 122 009, India

Crawford Bayley & Co
State Bank Building, 4th floor
NGN Vaidya Marg, Fort
Mumbai – 400 023
Maharashtra, India

Hogan Lovells International LLP
11th floor, One Pacific Place
88 Queensway
Hong Kong

ANNEXURE A

To,

The Board of Directors
Indian Railway Catering and Tourism Corporation Limited
11th Floor, B-148, Statesman House
Barakhamba Road New Delhi 110001

Re: Proposed initial public offering of equity shares of face value of ₹10 each (the "Equity Shares") of Indian Railway Catering and Tourism Corporation Limited (the "Company" and such offering, the "Offer") pursuant to Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI Regulations") and the Companies Act, 2013, as amended (the 'Act').

1. This report is issued in accordance with the terms of our engagement letter dated 7th August, 2019 being addendum to the Original Engagement dated 28th August, 2017

2. The accompanying Statement of Special Tax Benefits available to the Company and its shareholders under the Income Tax Act, 1961 (read with Income Tax Rules, circulars, notifications) as amended by the Finance Act, 2019 (hereinafter referred to as the "**Income Tax Regulations**") and Goods and Services Tax Act, 2017 ("**GST Act**") read with Rules, circulars and notifications under the GST Act (hereinafter referred to as the "**GST Regime**") (hereinafter referred to as the "**Statement**"). The Statement has been prepared by Management of the Company in connection with the proposed offering, which we have initialed for identification purposes.

Management's Responsibility

3. The preparation of this Statement as of the date of our report which is to be included in the Draft Red Herring Prospectus, Red Herring Prospectus and the Prospectus (the "**Offer Document**") is the responsibility of Management of the Company and has been approved by the Board of Directors of the Company at its meeting held on 21st August, 2019 for the purpose set out in paragraph 10 below. The management's responsibility includes designing, implementing and maintaining internal control relevant to the preparation and presentation of the Statement, and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances. Management is also responsible for identifying and ensuring that the Company complies with the laws and regulations applicable to its activities and for utilisation of these available tax benefits.

Auditor's Responsibility

4. Our work has been carried out in accordance with Standards on Auditing, as per the 'Guidance Note on Audit Reports or Certificates for Special Purposes' (Revised 2019) and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India (the "**ICAI**").

5. Pursuant to the SEBI Regulations and the Act, it is our responsibility to report whether the Statement prepared by the Company, presents, in all material respects, the special tax benefits available as at March 31, 2019 to the Company and its shareholders, in accordance with the Income Tax Regulations and GST Regime as at the date of our report.

6. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act and the SEBI Regulations in connection with the Offering.

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, 'Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements,' issued by the ICAI.

Inherent Limitations

8. We draw attention to the fact that the Statement includes certain inherent limitations that can influence the reliability of the information.

   Several of the benefits mentioned in the accompanying Statement are dependent on the Company, or its shareholders fulfilling the conditions prescribed under the relevant provisions of the tax laws. Hence, the ability of the Company, or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which may or may not be fulfilled. The benefits discussed in the accompanying statement are not exhaustive.

   The Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Offer.

   Further, we give no assurance that the revenue authorities/ courts will concur with our views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes**.**

Opinion

9. In our opinion, the Statement prepared by the Company presents, in all material respects, the special tax benefits, available as at March 31, 2019, to the Company and its shareholders, in accordance with the Income Tax Regulations and GST Regime as at the date of our report.

   Considering the matter referred to in paragraph 8 above, we are unable to express any opinion or provide any assurance as to whether:

   (i) The Company and its shareholders will continue to obtain the benefits per the Statement in future; or
   (ii) The conditions prescribed for availing the benefits per the Statement have been/ would be met with.

Restriction on Use

10. Our report is intended solely for use of management for inclusion in the Offer Documents to be filed with Securities and Exchange Board of India and the recognized stock exchanges where the equity shares are proposed to be listed in connection with the proposed issue of equity shares of the Company. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing.

For and on behalf of
Serva Associates
Chartered Accountants
Firm Registration Number: 000272N

Sd/-
Name: CA. Nitin Jain
Partner
ICAI Membership Number: 506898
Date: 21st August, 2019
Place: Delhi
UDIN: 19506898AAAAAV4141
Encl: As above

ANEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA UNDER THE INCOME TAX ACT, 1961 ("THE ACT")

1. SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY

The Company is not entitled to any special tax benefits

2. SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY

The shareholders of the company are not entitled to any special tax benefits

Notes:

The above statement of Direct Tax Benefits sets out the possible tax benefits available to the Company and its shareholders under the current tax laws presently in force in India.

a. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, 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.

b. We have not commented on the taxation aspect under any law for the time being in force, as applicable, of any country other than India. Each investor is advised to consult its own tax consultant for taxation in any country other than India.

c. Our views expressed in this statement are based on the facts and assumptions as indicated in the statement. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes.

SECTION IV – ABOUT THE COMPANY

INDUSTRY OVERVIEW

*Unless noted otherwise, the information in this section has been obtained or derived from the "Report on Railway Services (Catering, Travel and Tourism, e-Ticketing and Packaged Drinking Water)" of August, 2019, by CRISIL Limited (the "**CRISIL Industry Report**"). All information contained in the CRISIL Industry Report has been obtained by CRISIL from sources believed by it to be accurate and reliable. Although reasonable care and caution has been taken by CRISIL to ensure the information obtained by CRISIL from sources which it considers reliable. However, CRISIL does not guarantee the accuracy, adequacy or completeness of the CRISIL Industry Report and is not responsible for any errors or omissions or for the results obtained from the use of CRISIL Industry Report. The CRISIL Industry Report is not a recommendation to invest / disinvest in any company / entity covered in the Report and no part of this report should be construed as an investment advice. CRISIL especially states that it has no financial liability whatsoever to the subscribers/ users/ transmitters/ distributors of this CRISIL Industry Report. The views expressed in the CRISIL Industry Report are that of CRISIL and not of CRISIL's Ratings Division.*

Macro-Economic Overview of India

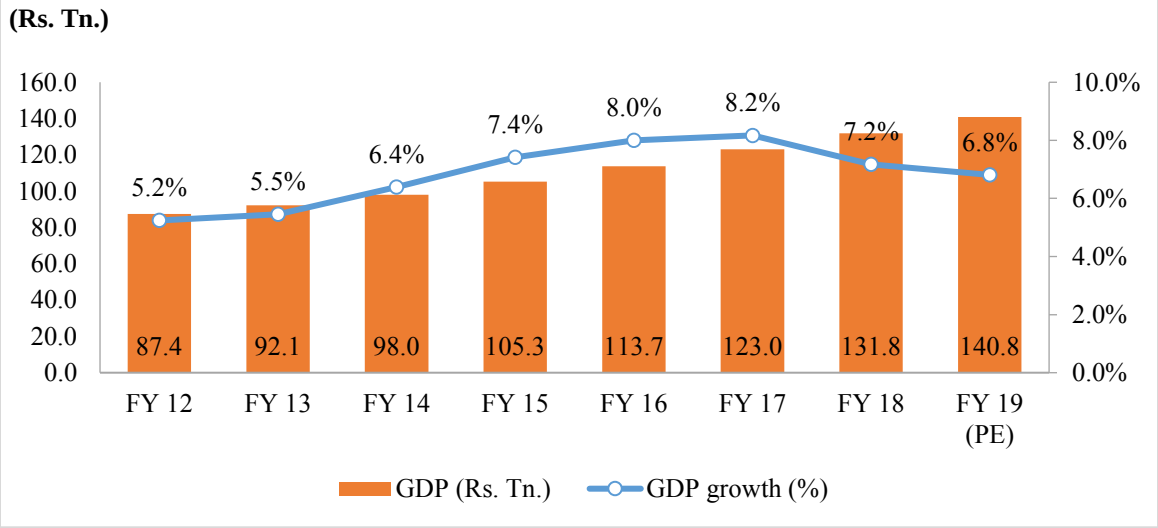
Review of India's GDP growth

GDP grew at 7.1% CAGR over the past seven years

In 2015, the Ministry of Statistics and Programme Implementation (MoSPI) changed the base year for calculating the gross domestic product (GDP) to fiscal 2012 from fiscal 2005. Based on this, India's GDP shot up from Rs 87.4 trillion in fiscal 2012 to Rs 140.8 trillion in fiscal 2019, recording a 7.1% compound annual growth rate (CAGR). As per the Central Statistics Office (CSO), India's GDP growth picked up in the second half of fiscal 2018 and was 7.2% for the full year.

GDP growth further dipped to 6.8% in fiscal 2019, on account of slower growth in government consumption, decline in rate of change in stocks on the demand side and broad-based slower growth in agriculture, mining, electricity and other utilities, trade, hotels, transport and communication services, and public administration, defence and other services on the supply side.

Real GDP growth in India (new GDP series)



Note: PE: Provisional estimates
Source: Provisional estimates of national income, 2018-19, and back-series from 2004-05 to 2011-12 (28th Nov 2018), Ministry of Statistic and Programme Implementation (MoSPI)

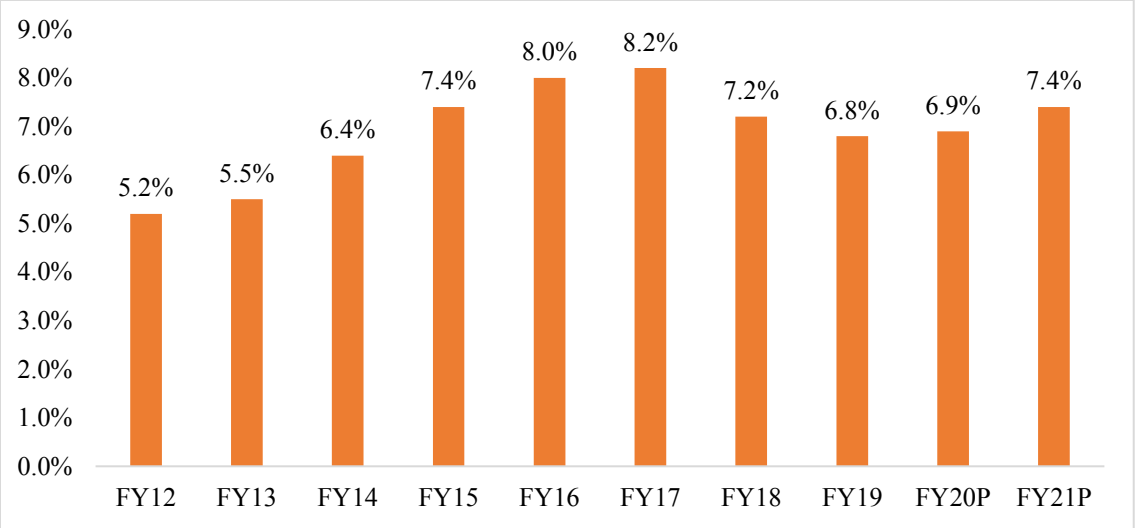
Outlook of GDP growth in Fiscal 2020

GDP growth could see a modest uptick to 6.9% in fiscal 2020

As per the RBI estimates released on August 7, 2019, GDP growth for fiscal 2020 is expected to be 6.9%, attributed to a weakening of private consumption and falling domestic investment activity, along with slowing exports on account of weak global demand due to escalation in trade wars. The Monetary Policy Committee expects growth in the range of 5.8-6.6% in the first half of 2019-20 and 7.3-7.5% in the second half. However, political stability, high capacity utilisation, buoyant stock market conditions, and higher financial flows to the commercial sector are likely to support investment activity during the period.

CRISIL Research expects GDP growth to rise to 6.9% on-year in fiscal 2020, while maintaining a downward bias to this estimate. Growth will pick up if monsoons are normal and well distributed and crude oil prices remain below US$ 70 per barrel. We expect growth to be supported by softer interest rates and budgetary measures that push consumption. The key drivers will likely be private consumption and investment. In a weak global environment, India will have to lean on domestic factors. With the government pursuing a fiscal consolidation path, the pickup in growth is expected to be only gradual. A change in the growth mix is on cards, with the private sector taking over the baton from the government. So unlike fiscal 2019, the push will have to come from private consumption and investment, as the government's hands are tied on the fiscal front.

Trend in real GDP growth (% y-o-y)



Note: P: Projected by CRISIL Research
Source: Second advance estimates of national income 2018-19 released on 28th Feb 2019, CSO, MoSPI, CRISIL Research

The upside to growth could essentially come from two factors:

- Monsoon turning out to be normal for the fourth consecutive year, raising agriculture GDP growth and benefiting farm incomes: The past 15 years have seen two such periods of four consecutive normal rainfall years – 2005 to 2008 and 2010 to 2013 – which yielded healthy average agriculture growth of 3.6% and 5.5%, respectively
- Crude oil prices staying low, easing the pressure on manufacturers' input costs

The downside could emanate in the following ways:

- Monsoon risk: The National Oceanic Atmospheric Administration of the United States is forecasting an El Niño [1] event in 2019. India faced two consecutive El Niño events in 2014 and 2015, with agriculture GDP growth dropping to near zero. With farmer incomes beginning to drop, a weak rainfall, if it manifests, would add to the rural pain

  Note: [1] The condition, which typically occurs at irregular intervals of three to five years, weakens the Asian monsoon, often causing drought in north-west and central India and heavy rainfall (or even floods) in the north-east.

- Much weaker global outlook: If the slowdown is much faster and deeper than currently expected, global demand and trade growth could severely slow down, creating adverse consequences for India's exports

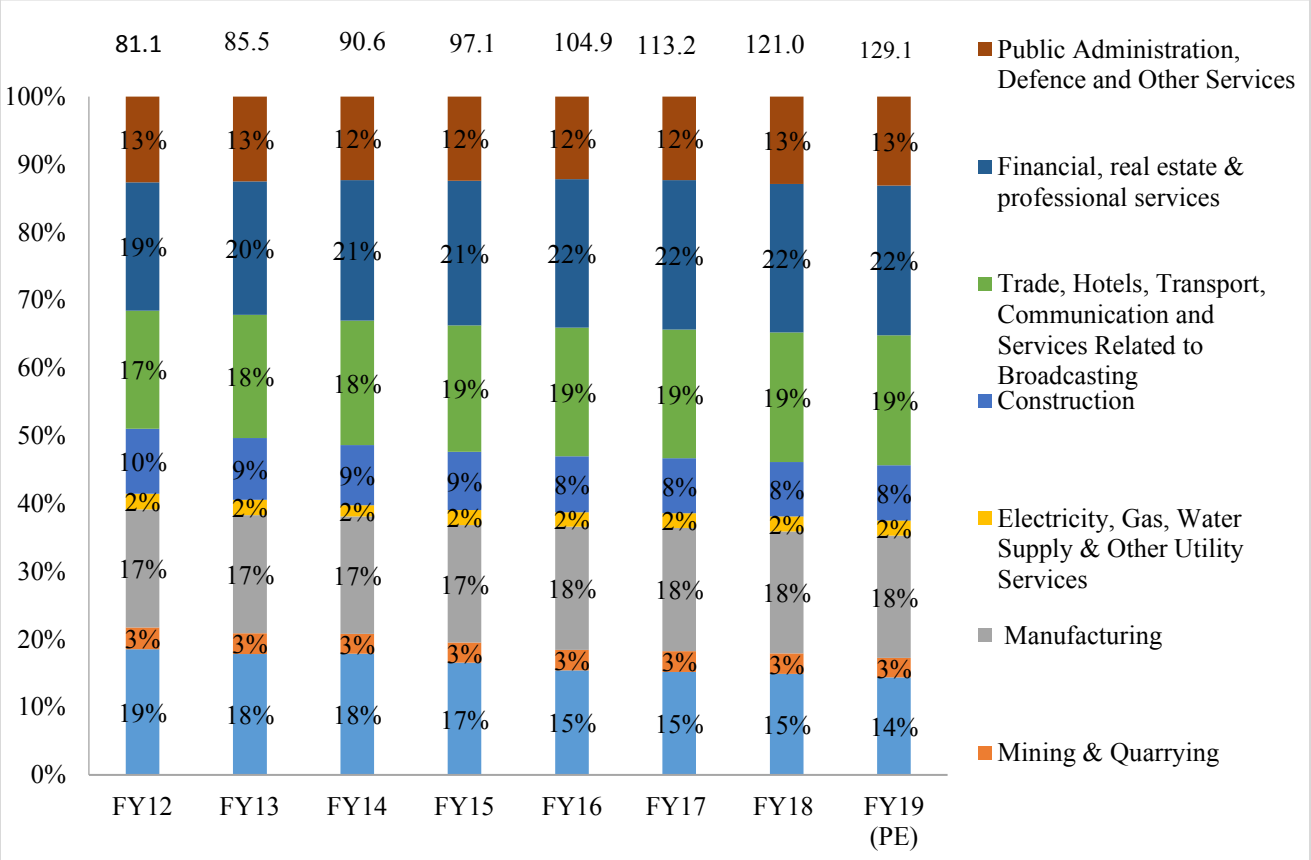
Review of share of agriculture, industry and services in GVA

GVA grew at 6.9% annually in the past six years, driven by services and manufacturing

India's gross value added (GVA), at constant prices, clocked 6.9% CAGR between fiscals 2012 and 2019 to reach Rs 129.1 trillion. Over the long term, sectoral contribution has also evolved, with India moving from being an agricultural economy to a predominantly services-led economy.

Agriculture grew at 3.1% CAGR during the period as overall foodgrains production fell marginally, primarily due to lower production of rabi rice, pulses and coarse cereals. Manufacturing, which grew at 7.5% CAGR in the period, has gained marginally in terms of its share in the GVA, while Pay Commission revisions at the central and state levels have hiked demand across segments such as automobiles and fast moving consumer goods (FMCG). Good monsoons over the past three years have also propped up rural demand.

Trend in sector-wise share in GVA (%)



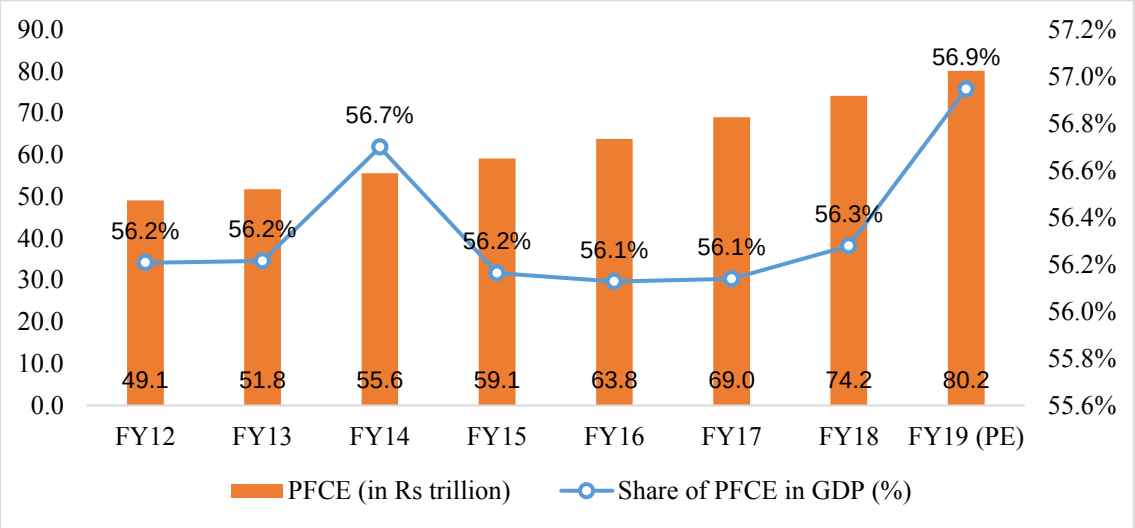
Note: PE: Provisional estimates;
Numbers above the bar charts represent GVA at constant (2011-12) prices in Rs trillion
Source: Ministry of Statistics and Programme Implementation (MoSPI) CRISIL Research

Review of private final consumption growth

PFCE continues to maintain dominant share in GDP

Private final consumption expenditure (PFCE) at constant prices has increased at 7.3% CAGR between fiscals 2012 and 2019. Factors contributing to this growth include good monsoons, wage revisions due to implementation of the pay commissions, benign interest rates, and low inflation levels. PFCE continues to maintain its dominant share of ~56% in the GDP. In its provisional estimates, the CSO estimated the PFCE at Rs 80.2 trillion (~57% of GDP) for fiscal 2019.

Trend in private final consumption expenditure (at constant prices)



Note: PE: Provisional estimates
Source: Provisional estimates of national income, 2018-19, CSO, MoSPI, World Urbanisation prospects: The 2018 revision, United Nations, CRISIL Research

Review of per capita income growth

Per capita income recorded 5.5% CAGR from fiscals 2012 to 2018

India's per capita income, a broad indicator of living standards, clocked a healthy 5-6% CAGR over the past six years. Growth in per capita income levels have been led by the same factors propping up overall GDP growth. Moreover, population growth has remained fairly stable as well, with India's population growing at 1% CAGR from 2011-17 to reach approximately 1.3 billion people. The CSO, in its second advance estimates, estimated per capita income in fiscal 2019 grew ~5.8% over the levels seen in fiscal 2018.

Trend in per capita net national income (NNI) at constant prices (in Rs and USD)

	FY12	FY13	FY14	FY15	FY16	FY17	FY18 (RE)
Per capita NNI (Rs)	63,462	65,538	68,572	72,805	77,659	82,931	87,623
y-o-y growth	2.1%	3.3%	4.6%	6.2%	6.7%	6.8%	5.7%
Per capita NNI (USD)	1,325	1,205	1,133	1,192	1,186	1,236	1,358
Rs. / USD	47.9	54.4	60.5	61.1	65.5	67.1	64.5

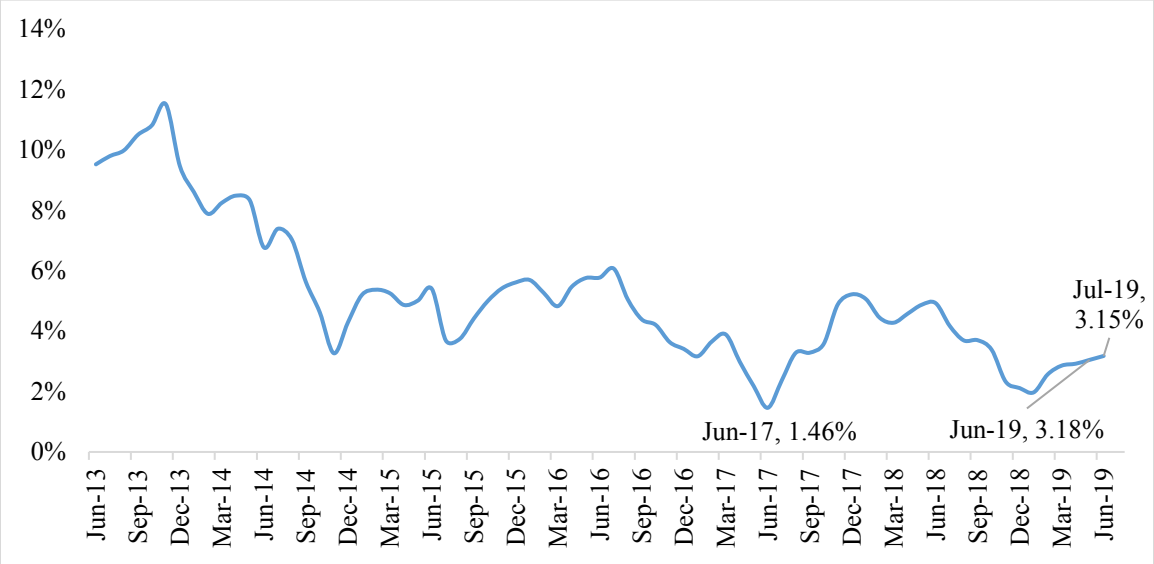
Note: RE: Revised estimates
Source: First revised estimates of national income, consumption expenditure, saving and capital formation for 2017-18, CSO, MoSPI, and Reserve Bank of India for average exchange rate of the Indian Rupee vis-a-vis the US Dollar, CRISIL Research

Review of consumer price index (CPI)

CPI inflation recorded a downward trend in fiscal 2019

Consumer price index-linked (CPI) inflation rose for the first time in eight months in February 2019 and was recorded at 2.57% compared with 1.97% in January 2019, which was close to the lowest inflation reading (1.5% in June 2017) in this series. CPI continued its momentum in the months of March, April and May and further increased to 3.18% in June 2019 on account of food inflation turning positive and stable fuel inflation even as core inflation softened a bit, while decreasing slightly to 3.15% in July 2019. Food inflation, which has hitherto been negative – since October 2018 – came back to positive territory in March 2019, and has continued its upward momentum in July 2019. Fuel inflation went up marginally reflecting higher prices in other categories such as electricity, coal, etc.

Trend in CPI inflation



Source: Ministry of Commerce and Industry, CSO, CRISIL Research

CPI inflation trended downwards in fiscal 2019 at 3.4%, compared with 3.6% in fiscal 2018. In fiscal 2019, fuel and core inflation pushed up headline inflation, while food pulled it down. Food inflation has been the only component that has seen decline since fiscal 2013 and is the key reason behind falling headline inflation. Core inflation, which is supposed to indicate demand-side pressures in the economy, rose marginally in fiscal 2019 and typically trends between 4.5-5%.

In fiscal 2020, however, inflation may see some upside on account of following factors

- Food inflation, which has remained unusually low may move up largely led by a weak base effect, particularly in the case of vegetables, pulses, and sugar, which witnessed negative inflation in fiscal 2019. Higher rural demand on account of possible augmentation of cash transfers to farmers and basic income transfers to rural households could aid pick-up in food inflation, along with a possible weak monsoon due to El Nino conditions disrupting the Indian Meteorological Department's (IMD) forecast for a well-distributed normal monsoon in 2019
- Core inflation, is expected to move up on factors such as a consumer-friendly budget, rising expenditure on categories such as health and education, implementation of the Pay Commission hikes by more states, and other populist measures such as farm loan waivers
- Fuel inflation is expected to stay muted on account of receding global demand pressures, even as current price rise due to geopolitical tensions

Accordingly, CRISIL Research forecasts the CPI inflation at 3.8% in fiscal 2020.

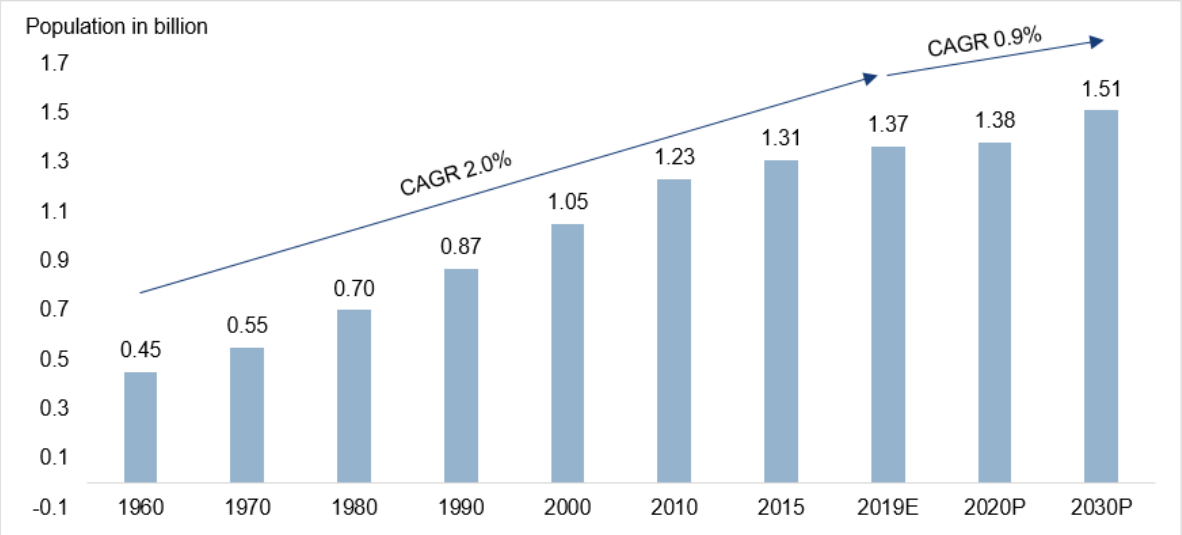
Review of population growth, urbanisation and internet penetration

By 2030, India's population projected to touch 1.5 billion, urbanisation likely to reach 40%

As per Census 2011, India's total population was ~1.2 billion and comprised nearly 246 million households. From 2001 to 2011, population rose at 1.8% CAGR.

According to the 'World Urbanization Prospects: The 2018 Revision' by the United Nations, India will be second only to China in terms of population. Together, the two countries accounted for nearly 37% of the world's population as of 2015. The report further projects India's population will clock 1% CAGR to reach 1.5 billion people by 2030, making India the world's most populous country, surpassing China (with 1.4 billion people by 2030).

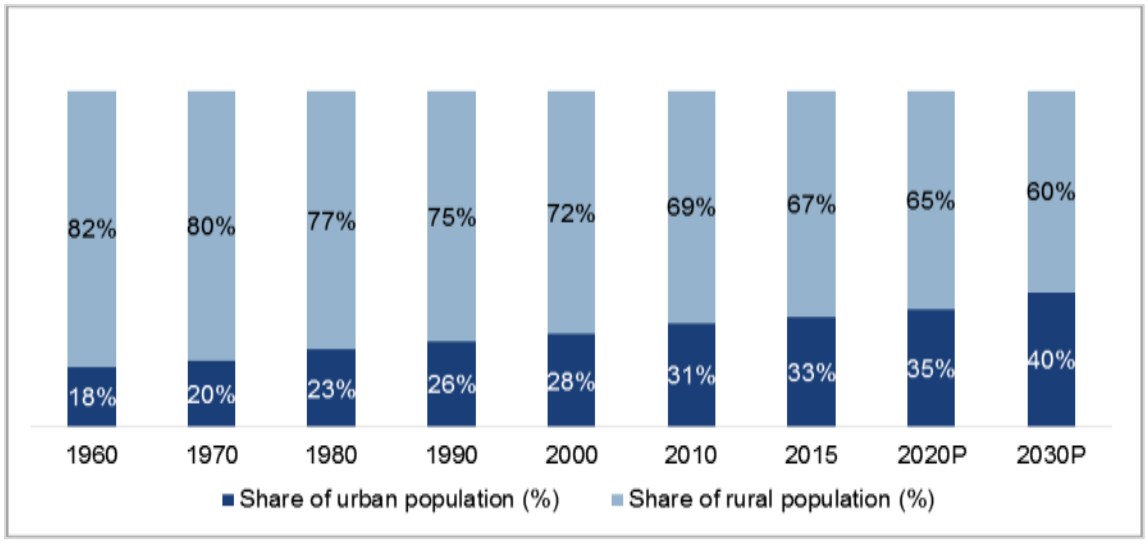
India's population growth



Note: E: Estimated P: Projected
Source: World Urbanisation prospects: The 2019 revision, United Nations, CRISIL Research

The share of India's urban population, in relation to its total population, has been rising over the years, and stood at about 31% in 2010. People from rural areas move to cities for better job opportunities, education, quality of life, etc. Entire families or only a few individuals (generally an earning member or students) may migrate, while the rest of the family continues to live in the native, rural house. The above-mentioned United Nations report expects nearly 40% of the country's population to live in urban areas by 2030.

Trend in India's urban v/s rural population (in %)



Note: P: Projected
Source: World Urbanisation prospects: The 2019 revision, United Nations, CRISIL Research

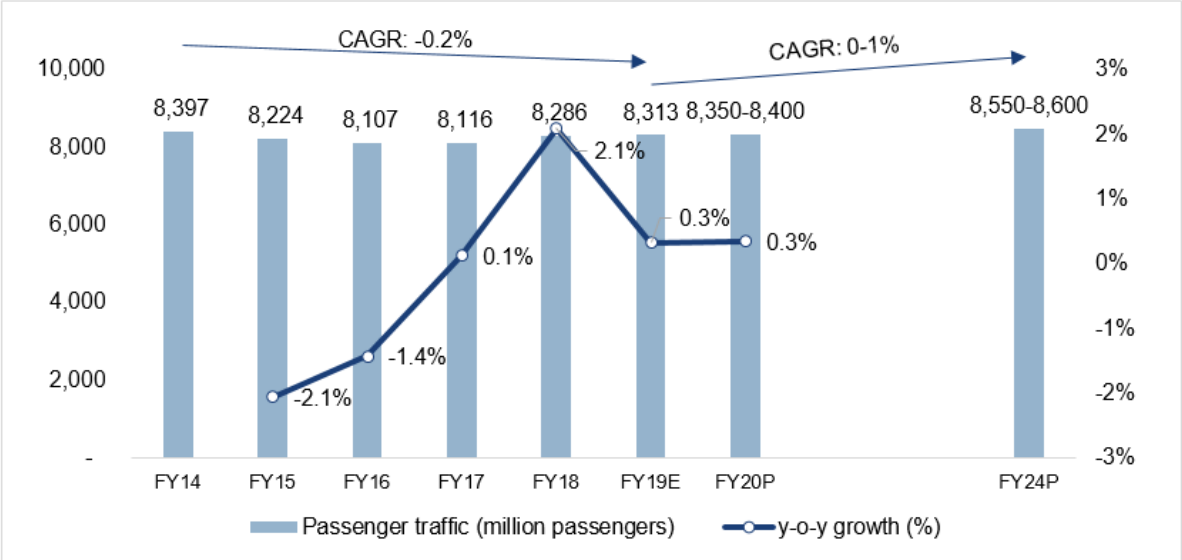
OVERVIEW OF RAILWAYS SECTOR IN INDIA

Trend in Passenger traffic and Freight traffic for Indian railways during the past 5 years (FY14-FY18)

Passenger traffic growth has remained flat over the past four years

Total railway passenger traffic has remained nearly flat over the past four years, going from 8,397 million passengers in fiscal 2014 to 8,286 million passengers in fiscal 2018. Passenger traffic, after falling by 1-2% between fiscals 2014 and 2016, witnessed a revival in fiscal 2018, largely driven by a turnaround in non-suburban traffic.

Railway passenger traffic (million passengers)



Note: E: Estimated; P: Projected
Source: Indian Railways, CRISIL Research

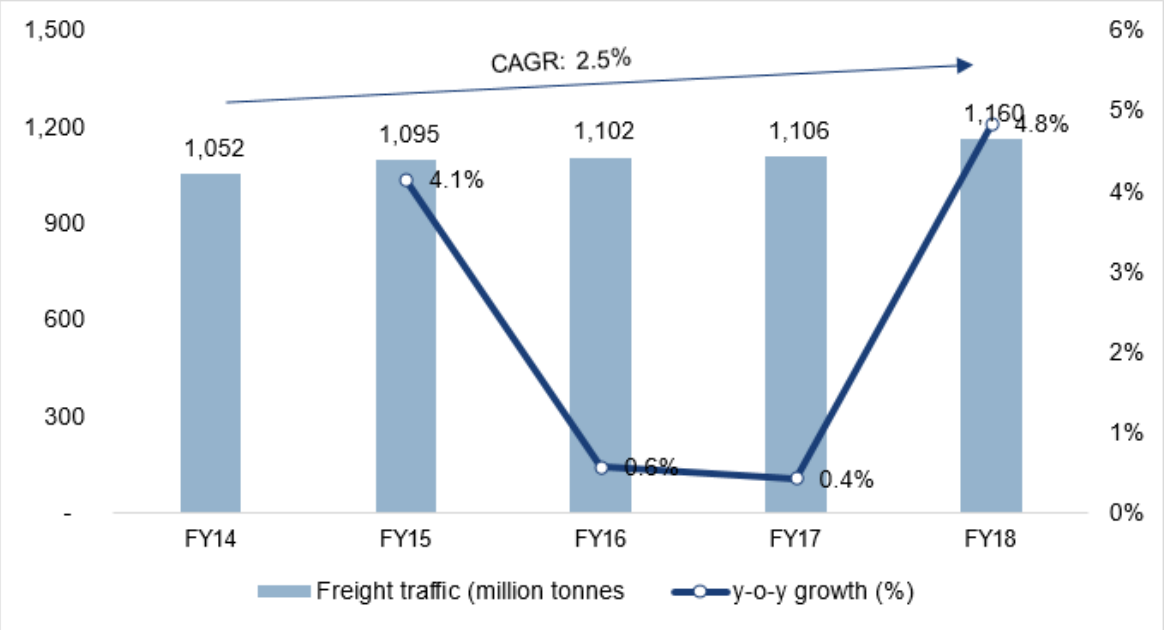
Going forward, the share of suburban passenger traffic in total railway passenger traffic is expected to slightly increase from ~57% in fiscal 2019 to ~58% in fiscal 2024, as passenger traffic on the suburban network is likely to grow at a

0.5-1.5% CAGR during the period, while non-suburban passenger traffic remain flat. Within non-suburban passenger traffic, share of upper class reserved ticket bookings in total railway passenger traffic is expected to grow slightly from ~2% in fiscal 2019 to ~3% in fiscal 2024, with the segment growing at a 5.5-6.5% CAGR during the period on account of growing preference for convenient travel. The share of second class mail/express ticket bookings (reserved) is expected to inch up from ~17% in fiscal 2019 to ~18% in fiscal 2024, with the segment growing at a 1.5-2.5% CAGR.

Freight traffic growth revives in fiscal 2018 after remaining flat for two years

Total railway freight traffic grew from 1,052 million tonnes in fiscal 2014 to 1,160 million tonnes in fiscal 2018, registered a 2.5% CAGR during the period. Growth in freight traffic was majorly driven by strong freight demand from coal, pig iron and finished steel, iron ore, and container service during the four years. In fiscal 2018, freight traffic rebounded to a 4.8% on-year growth on the back of strong freight demand from coal, cement, container service, and other goods.
Government introduced measures to increase freight traffic, with an objective of increasing the share of Indian Railways (IR) in freight transport across India. Government announced the Eastern and Western Dedicated Freight Corridors (DFC), which aims to cut down on the turnaround time between importing and consuming destinations through construction of a railway network specialised for freight traffic.

Railway freight traffic (million tonnes)



Source: Indian Railways, CRISIL Research

Investments in Railways sector over the next three years (FY19-FY21)

Robust investments over the next three years to be driven by dedicated freight corridors

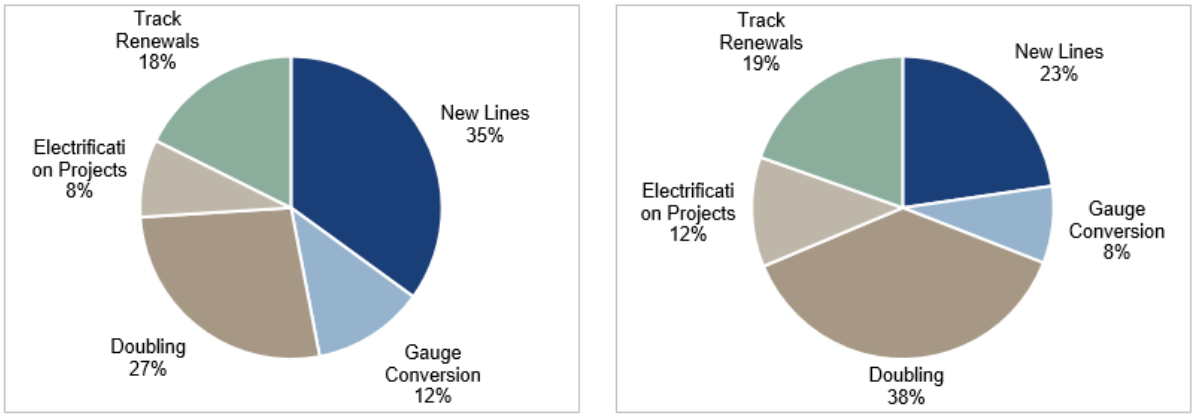
The government announced a planned outlay of Rs 1.59 trillion for the railways in the Interim Union Budget 2020, 14% higher than the preceding year's revised estimate of Rs 1.39 trillion, thus driving investment in the sector. About 41% of the planned outlay is expected to be financed through budgetary support, and the remaining through internal sources and market borrowings/institutional finance.

The growth in investments is driven by:
- Availability of funding from Life Insurance Corporation (LIC) and Multilateral agencies
- Improvement in the pace of approvals

- Provision of additional resources such as Rashtriya Rail Sanraksha Kosh (RRSK)
- Increase in private sector participation (especially in rolling stock, station redevelopment, connectivity projects, etc.)

In the short term, investments in railways are expected to continue the strong momentum as government maintains focus on network decongestion, particularly doubling and electrification works. Allocation to decongestion projects is estimated to be way above that made towards expansion projects, as the former is bankable/amenable to external financing (provide a rate of return greater than 12% based on detailed project reports prepared by the railway zones), cheaper, and likely to be completed and monetised quickly.

Split of investments among railway segments

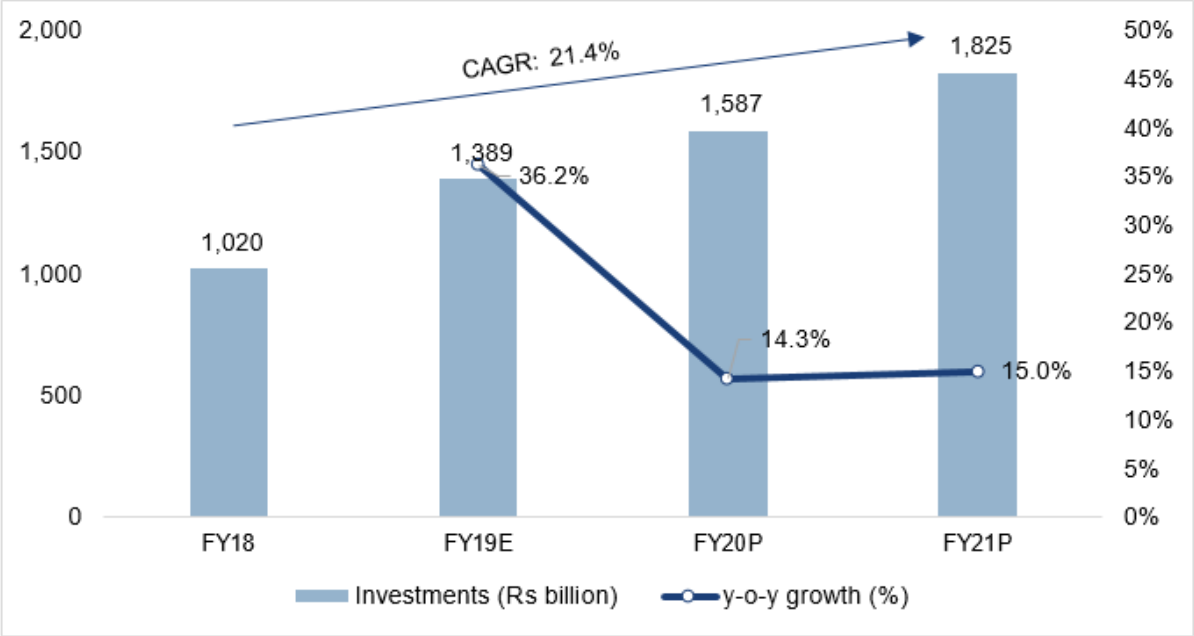


FY14 – FY18 **FY19 – 23P**

Note: Others include DFC, HSR
Source: Indian Railways, CRISIL Research

We believe the four-pronged strategy adopted: 1) plucking the low-hanging fruit by prioritising and commissioning vast backlog of projects, amounting to ~Rs 3.3 trillion for the major heads (excluding annual rolling stock procurement), 2) standardising and expediting project sanctioning to ensure a robust project pipeline and facilitating time-bound execution, 3) transforming the DNA of the institution via greater empowerment and accountability to enhance efficiency, and 4) focusing on bolstering its own finances – will help reinvigorate Indian Railways.

Overall investments in railways (Rs billion)



Note: E: Estimated; P: Projected
Source: Indian Railways, CRISIL Research

OVERVIEW OF FOOD SERVICES/CATERING INDUSTRY

Overview of overall Food services/Catering Industry

As per the National Restaurant Association of India (NRAI), the food services industry was estimated at Rs 3.09 trillion in fiscal 2016, and has grown at a ~11% CAGR to reach Rs 4.24 trillion in fiscal 2019. The growth was driven by growing young population of India, rising disposable incomes, uptick in discretionary spending on eating out, and growing number of women in working population. Increasing availability of restaurants offering variety of cuisines along with the proliferation of food-ordering platforms has also aided growth of the food services and catering industry.

Structure of Railway catering and e-catering industries

Railway catering refers to the catering services provided to railway travellers aboard trains as well as on stations and other railway establishments operated by Indian Railways. The Indian Railway Catering and Tourism Corporation Ltd. (IRCTC) is primarily responsible for providing catering services to patrons of Indian Railways through on-board catering services and its outlets/stalls operated on stations.

Railway catering can be categorized on the basis of point of consumption or sale as follows:

- Mobile catering
  Mobile catering refers to catering services provided to rail travellers aboard a train, through a pantry car (on-board cooking facility) attached to the train or base kitchens (large cooking and packing facility within/near Railway premises for food preparation and distribution to trains or static units) located at major stations in the country.

- Static catering
  Static catering refers to catering services offered to patrons at static units at railway establishments located at railway stations across the country. These static units include Jan Ahars (unit serving economy combo meals comprising of regional and local items), Cell Kitchens (mini base kitchens supplying food to trains or static units), Refreshment Rooms (unit where a-la-carte items, ready-to-eat meals, and thali meals are served), Food Plazas (multi-cusine plaza serving food items at market-driven rates), Fast Food Units (major units selling fast food items

through self-service counters), and Food Courts (cluster of stalls selling food items such as branded products/eatables).

- E-catering
  E-catering is an online food ordering service, launched by IRCTC in September 2014, that allows rail travellers, who are willing to pay higher prices for variety in food options, to order food items from partner restaurants listed on IRCTC's Food on Track app, IRCTC's e-catering website, and online platforms of other partner aggregators approved by IRCTC. Rail travellers can use their Passenger Name Reservation (PNR) number to order food items available with listed restaurants in the vicinity of approaching railway stations, any time after booking of ticket and up to two hours of scheduled arrival of the train, and have it delivered to the seat/berth allotted on their PNR number. The partner restaurants are selected through a tendering process and pay IRCTC 12% flat commission of the order value for every order received through the Food on Track platform or a partner aggregator platform.

Key regulations for rail catering

New Catering Policy 2017

As per the catering policy implemented by Ministry of Railways in 2010, mobile catering services including base kitchens were taken away from IRCTC. The policy directed the Railway Board to determine the menu and tariff for the standard meals, breakfast, tea, coffee and catering charges for meals, etc., whereas Zonal Railways would be responsible for fixing the menu and tariff for all other items including a-la-carte items and Jan Ahar outlets. IRCTC was primarily responsible for running of Food Plaza, Food Courts and fast food units under this policy.

On 27th February, 2017, the Ministry of Railways notified the New Catering Policy 2017 as per the Rail Budget 2016-17, under which IRCTC was reassigned the responsibility for the entire catering services across Indian Railways. As per the policy, IRCTC was directed to unbundle catering services by creating a distinction primarily between food preparation and food distribution, and add 10 more IRCTC-operated, mechanized, sophisticated base kitchens to ensure fresh and hygienic supply of food on trains.

The key features of the New Catering Policy 2017 are:

- IRCTC has been mandated to carry out the unbundling of catering services by creating a distinction primarily between food preparation and food distribution, and set up new kitchens and upgrade existing ones to order to upgrade quality of food preparation.
- IRCTC shall be responsible for catering services through mobile catering units, Base Kitchens, Cell Kitchens, Refreshment Rooms at A1 and A category of stations, Food Plazas, Food Courts, trains side vending, and Jan Ahars.
- IRCTC shall manage catering service on all mobile units having pantry car service presently with IRCTC. IRCTC shall also take over management of catering services on trains for which contracts have not been awarded by Zonal Railways due to various reason or trains that are being run departmentally by Zonal Railways.
- IRCTC shall determine the menu of standard meals as also of Rajdhani/ Shatabdi/ Duronto, in consultation with Zonal Railways, taking into consideration the local taste and cuisine. The standard meals served in trains shall be within the fixed tariff approved by Railway Board.
- Sale of a-la-carte items and Ready-to-Eat (RTE) meals shall be permitted through e-catering as well as on-board catering services by IRCTC.

Unbundling of food preparation and food distribution is expected to improve operational efficiency of catering services, thereby improving quality of services provided to customers. The transfer of operations of mobile catering services from Indian Railways to IRCTC could boost IRCTC's mobile catering revenues during the transition period, post which the revenues will moderate to a normal growth influenced by underlying growth drivers. IRCTC would be largely responsible for the entire catering services provided to rail travellers, thus resulting in cost and operational efficiencies. Sale of a-la-carte items and Ready-to-Eat (RTE) meals increase the variety in food items provided in catering services.

Review of IRCTC's catering revenues

IRCTC's catering revenues to grow at 7.5-8.5% CAGR in the next five years

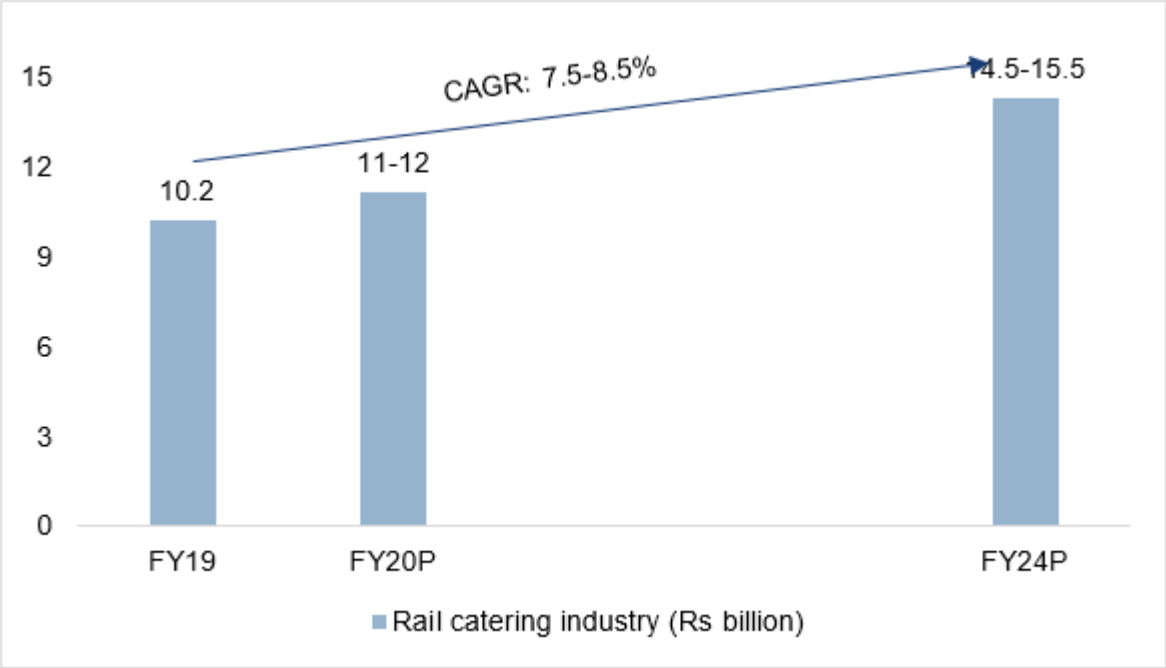
CRISIL Research has considered IRCTC revenues from catering business as rail catering industry size, since IRCTC is entirely responsible for catering services provided to rail travelers through mobile catering and static catering.

IRCTC plans to expand its base kitchen network, with 15-20 greenfield base kitchens to be set up along with conversion of some Jan Ahar outlets on railway stations into base kitchens. IRCTC also plans to add pantry cars to some trains not having pantry cars. Growth in mobile catering services is likely to moderate to 7-8% going forward as revenue is expected to normalize after handover of catering services as per New Catering Policy 2017, supported by rise in rail travelers, increasing spending power of consumers, and improved coverage of catering services due to addition of base kitchens. Initiatives such as providing access to CCTV footage from base kitchens on IRCTC's website and providing QR codes on food packaging to access food details and base kitchen CCTV footage will help address concerns about quality of food being served. Healthy growth in rail passengers travelling on upper class and second class reserved tickets, who are most likely to avail catering services provided by IRCTC, is likely to aid growth in mobile catering revenues. E-catering services, although still a small part of catering services, are expected to continue strong growth on the back of increasing restaurant listings, ease of on-seat food delivery and growing preference of travelers. Going forward, revenue from static catering services is expected to grow at 13-14% due to moderation in addition of new food plazas/fast food units as coverage on railway stations nears saturation.

Consequently, IRCTC's catering revenues is expected to grow at 7.5-8.5% CAGR between fiscals 2019 and 2024 to reach Rs 14.5-15.5 billion in fiscal 2024. The growth in IRCTC's catering revenues is expected to be driven by:

- Likely increase in passenger traffic due to addition of new non-suburban trains i.e. long distance trains
- Rising affordability and variety of food items available in catering services
- Increasing coverage of catering services through addition of base kitchens and static catering units

Estimated growth in IRCTC's catering revenues (Rs billion)



Note: E: Estimated; P: Projected
Source: Indian Railway Catering and Tourism Corporation (IRCTC), CRISIL Research

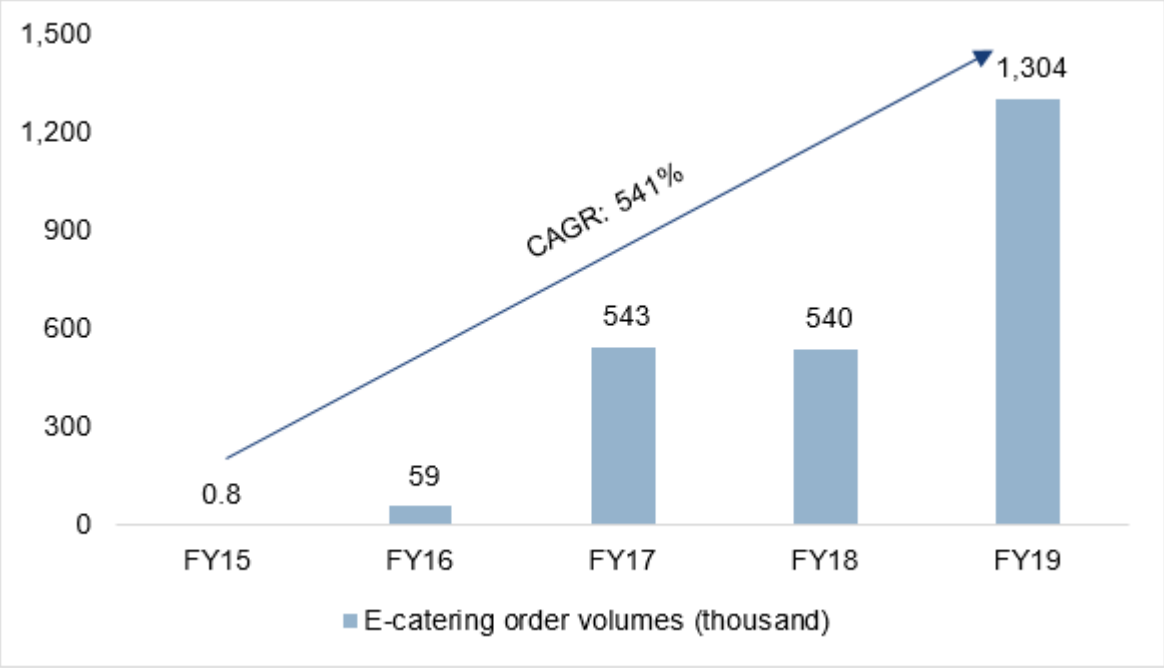
Key industry trends

E-catering gaining traction among rail travellers

IRCTC launched station-based e-catering services in September 2014 as a pilot project covering 14 trains, and was expanded to 201 trains as of 31st March 2015. As per the Rail Budget 2016-17, the initiative has been extended to all 409 A and A-1 class stations, as against the 45 stations covered in the pilot phase. E-catering services offered through IRCTC's e-catering website, the Food on Track app, online platforms of approved aggregator partners, or by calling on 1323. As of July 2019, e-catering services had ~700 partner restaurants listed on its portal.

Average meals booked per day was around 1 in October 2014, steadily growing to ~8,500 in July 2018, and further up to 19,847 meals in July 2019. The growth in meal orders has been driven by increasing access to internet-enabled devices, growing online penetration in rail bookings, and expanding list of popular restaurants and quick service restaurant (QSR) chains on the e-catering platforms. Growing number of young travellers having awareness about food brands has also boosted growth in e-catering orders. The e-catering services initiative has shown strong growth despite logistical issues in timely deliveries at correct seats/berths and inconsistent internet coverage, especially in moving trains.

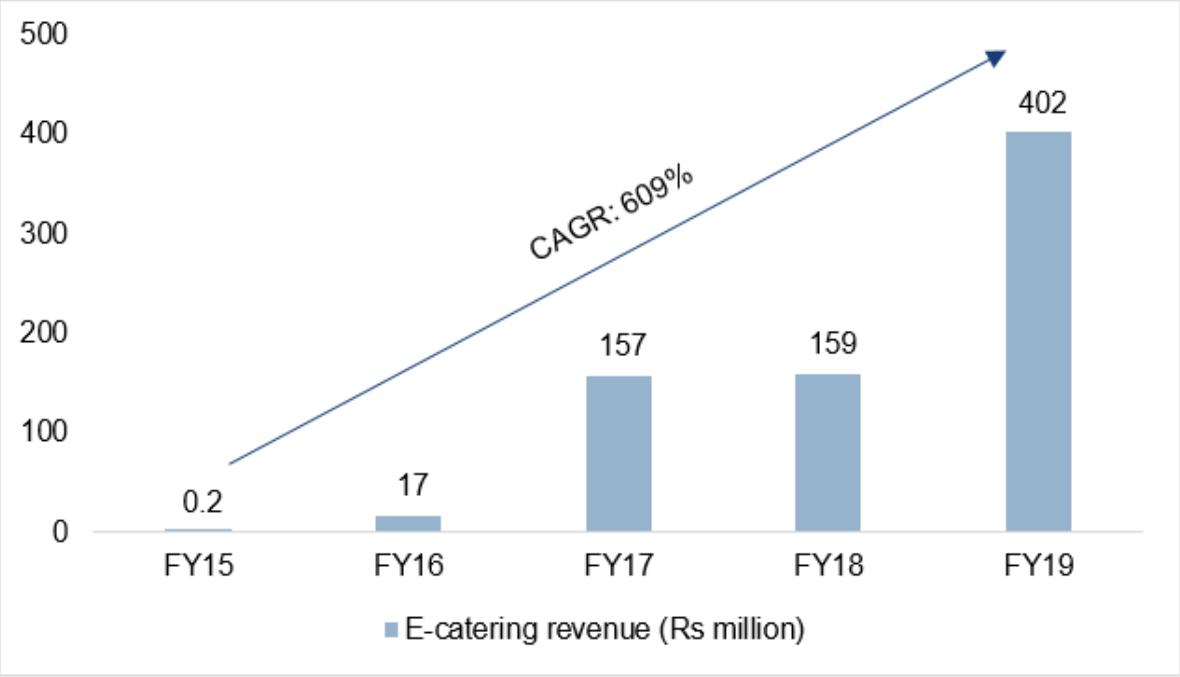
E-catering services order volume (thousand)



Source: Indian Railway Catering and Tourism Corporation (IRCTC), CRISIL Research

Since its introduction in fiscal 2015, annual order volumes for e-catering services registered a ~541% CAGR to grow from ~800 in fiscal 2015 to ~1.3 million in fiscal 2019. During the period, revenue from e-catering services grew at a ~609% CAGR, reaching Rs ~402 million in fiscal 2019 from Rs ~0.2 million in fiscal 2015. Order volumes and revenue from e-catering services more than doubled in fiscal 2019, due to strong growth in orders from the mobile app along with strong performance of mobile website introduced during the year.

E-catering services revenue (Rs million)



Source: Indian Railway Catering and Tourism Corporation (IRCTC), CRISIL Research

OVERVIEW OF TRAVEL AND TOURISM INDUSTRY

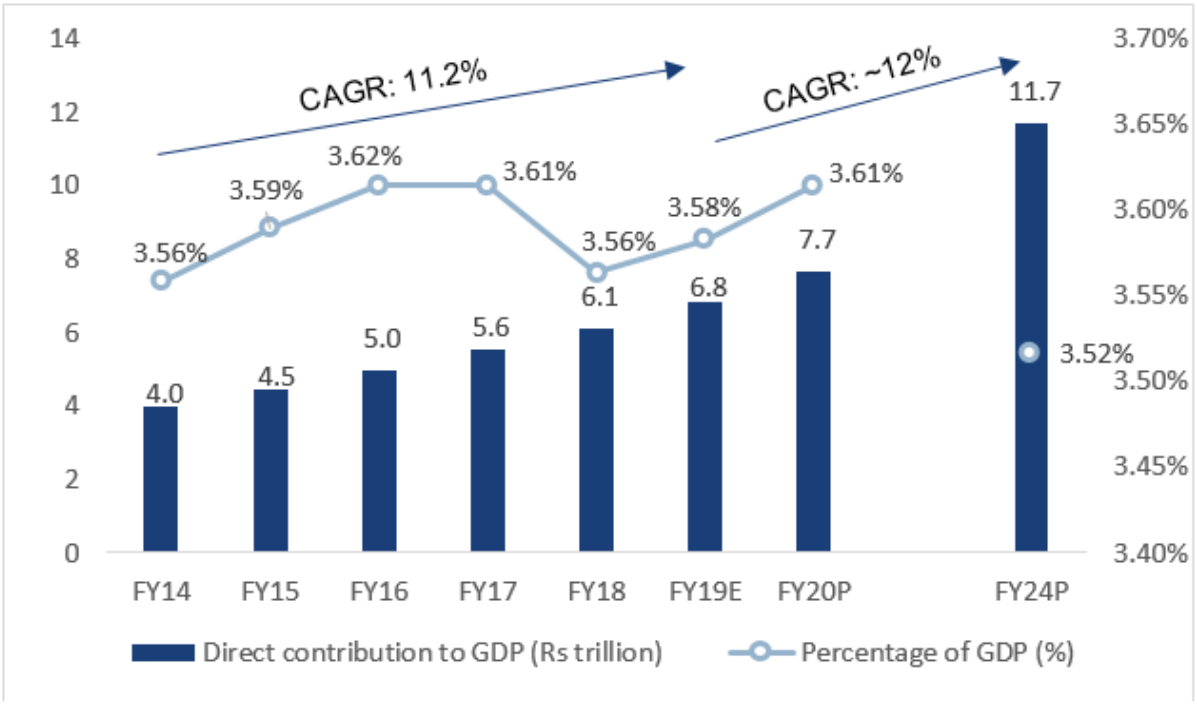
Trends in global travel and tourism industry

Direct contribution of India's travel and tourism industry to grow at ~12% CAGR

World Travel and Tourism Council (WTTC) defines direct contribution of travel and tourism industry to the GDP as "GDP generated by industries that deal directly with tourists, including hotels, travel agents, airlines and other passenger transport services, as well as the activities of restaurant and leisure industries that deal directly with tourists. It is equivalent to total internal Travel & Tourism spending within a country less the purchases made by those industries (including imports)". The direct contribution of India's travel and tourism industry to GDP grew at a strong 11.2% CAGR between fiscals 2013 and 2018 to reach Rs ~6.8 trillion in fiscal 2018, driven by rising incomes and improved availability and affordability of travel, though the growth moderated in fiscal 2017 due to liquidity crunch caused by demonetisation. Consequently, the direct contribution of India's travel and tourism industry as a percentage of its GDP fell to 3.58% in fiscal 2019, after rising to 3.62% in fiscal 2016.

WTTC expects the direct contribution of India's travel and tourism industry to GDP to grow by ~12% and reach Rs ~11.7 trillion in fiscal 2024, driven by factors such as improved connectivity and affordability of air and rail travel, government policy initiatives for promoting domestic tourism, growing convenience of online travel bookings, and higher exposure to unexplored domestic and foreign tourist destinations due to social media.

Direct contribution of India's travel and tourism industry to GDP (Rs trillion)



Note: E: Estimated; P: Projected
Source: World Travel and Tourism Council (WTTC), CRISIL Research

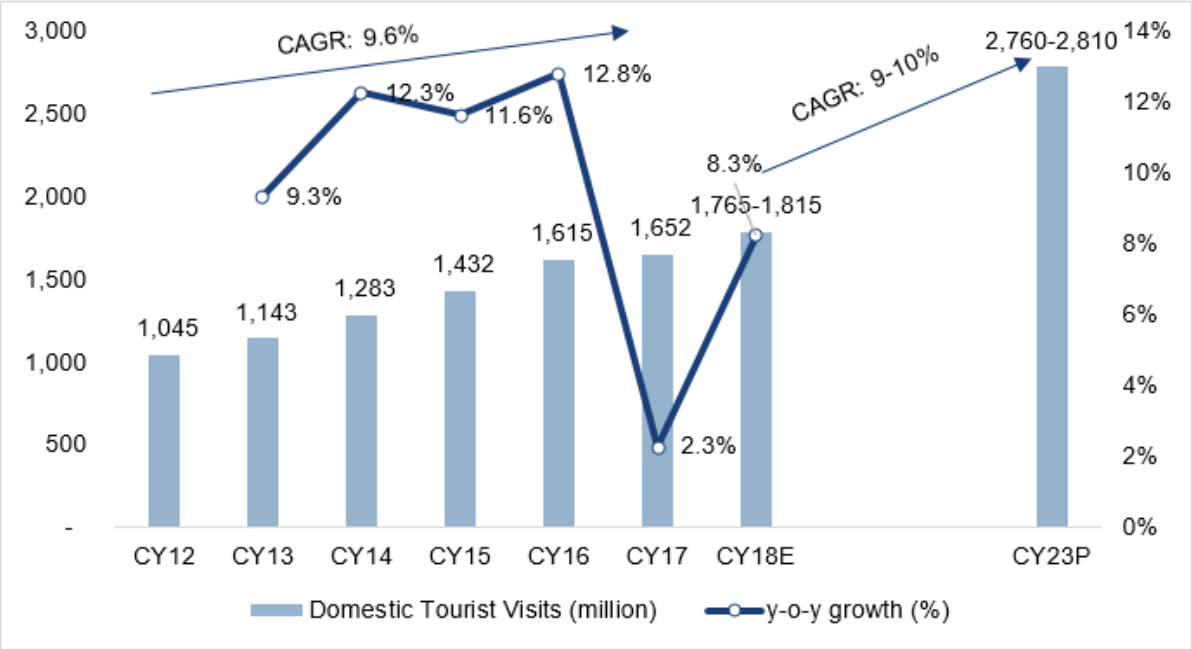
Overview of domestic travellers in India

Growth in domestic travellers to see uptick over next 5 years

Domestic Tourist Visits (DTVs) to all States/UTs in India have seen strong growth largely on account of rising disposable incomes, increase in connectivity via air and rail travel, affordability of air travel thanks to low-cost carriers, state-level policy initiatives for tourism and increasing room inventory across budget, mid-segment and premium hotels in the country. Other softer factors like increase in business travel, concept of weekend getaways and shorter stays gaining popularity, ease in bookings due to growing proliferation of online agents and aggregators and rising inclination of young travellers to explore untapped tourist destinations have also played a role in strong growth in DTV's in India. Consequently, CRISIL Research estimates that DTVs grew by 8.0-8.5% to reach 1,765-1,815 million in 2018.

Domestic travel in India is primarily done as a leisure activity followed by travelling for visiting friends and relatives, and travelling for religious purposes. In recent years, trends such as eco-tourism and health tourism have also gained ground, while corporate travel too has augmented within the country. Hence, over the medium term, CRISIL Research expects DTVs to grow annually by 9-10% and touch an estimated 2,760-2,810 million by 2023 due to factors such as rising trend of youth population willing to explore more places in the country.

Domestic tourist visits to all states/UTs in India (million)



Note: E: Estimated P: Projected
Source: Ministry of Tourism, CRISIL Research

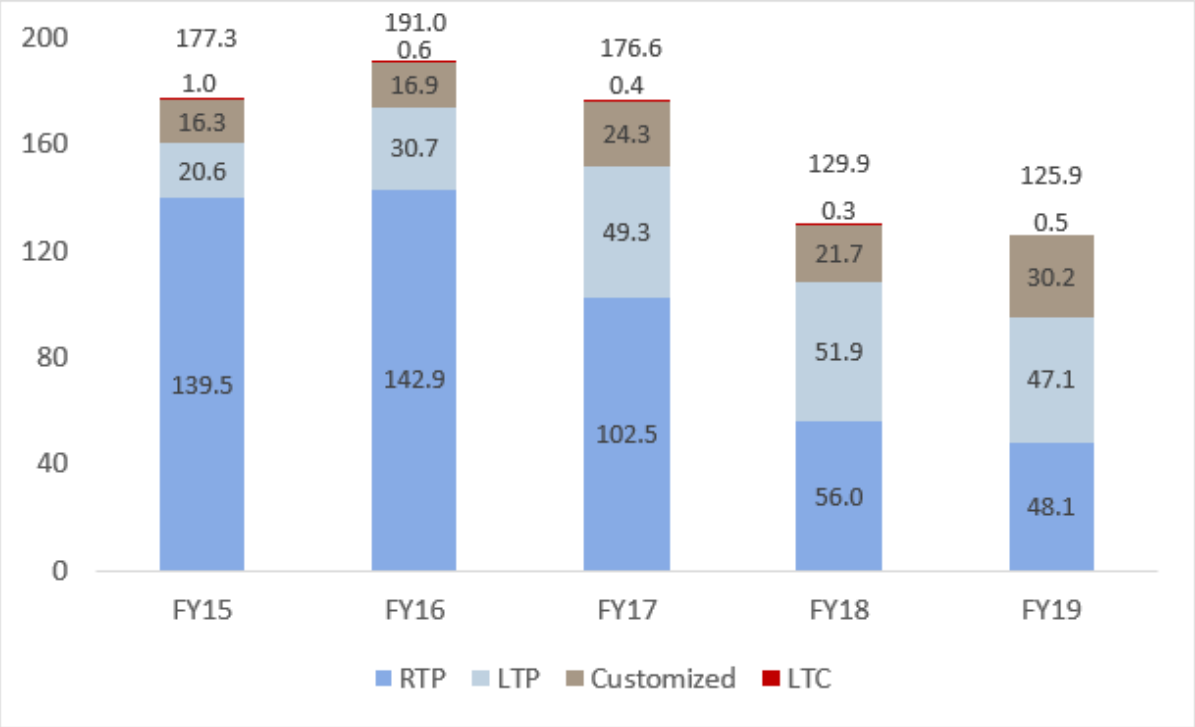
Trend in train tour packages and tourist trains

Land tour packages grew at ~23% CAGR over the last four years

While IRCTC's overall revenue from tour packages declined in the previous 4 years, revenue from land tour packages (LTP) has increased sharply from Rs 20.6 million with 10,376 passengers in fiscal 2015 to Rs 47.1 million with total number of 33,725 passengers in fiscal 2019. The decline in overall train tour packages is attributed to the significant decline in revenues of rail tour packages (RTP) from Rs 139.5 million in fiscal 2015 to Rs 48.1 million in fiscal 2019.

While the overall revenues from tour packages have declined at a ~6.5% CAGR in the last four years, the total number of passengers have registered a 2.3% increase indicating lower realisation rates of the overall tour packages for IRCTC.

IRCTC's revenue from tour packages (Rs million)

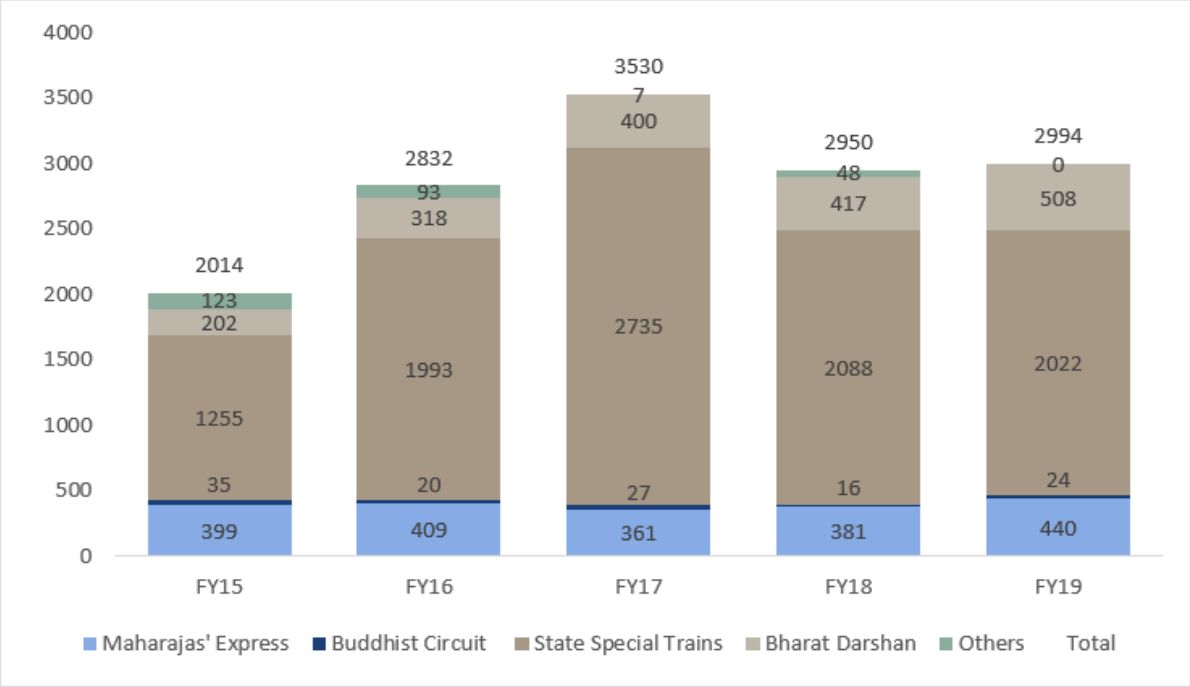


Note: IRCTC's total revenue from tour packages (in Rs million) for the year is shown at the top of each bar.
Source: Indian Railway Catering and Tourism Corporation (IRCTC)

State Special Trains continues to generate maximum revenue from tourist trains

The total revenue generated by tourist trains grew from Rs 2,013.9 million in fiscal 2015 to Rs 2,994.4 million in fiscal 2019 thus showing a healthy 10.2% CAGR. Bharat Darshan trains have registered the highest growth in revenues at 26% CAGR between fiscals 2015 and 2019 whereas revenues from Maharajas' Express have shown mild uptick in revenue. While the overall revenues declined in fiscal 2018, it has slightly recovered by 1.4% in fiscal 2019.

IRCTC's revenue from major tourist trains (Rs million)



Note: IRCTC's total revenue from tourist trains (in Rs million) for the year is shown at the top of each bar.
Source: Indian Railway Catering and Tourism Corporation (IRCTC)

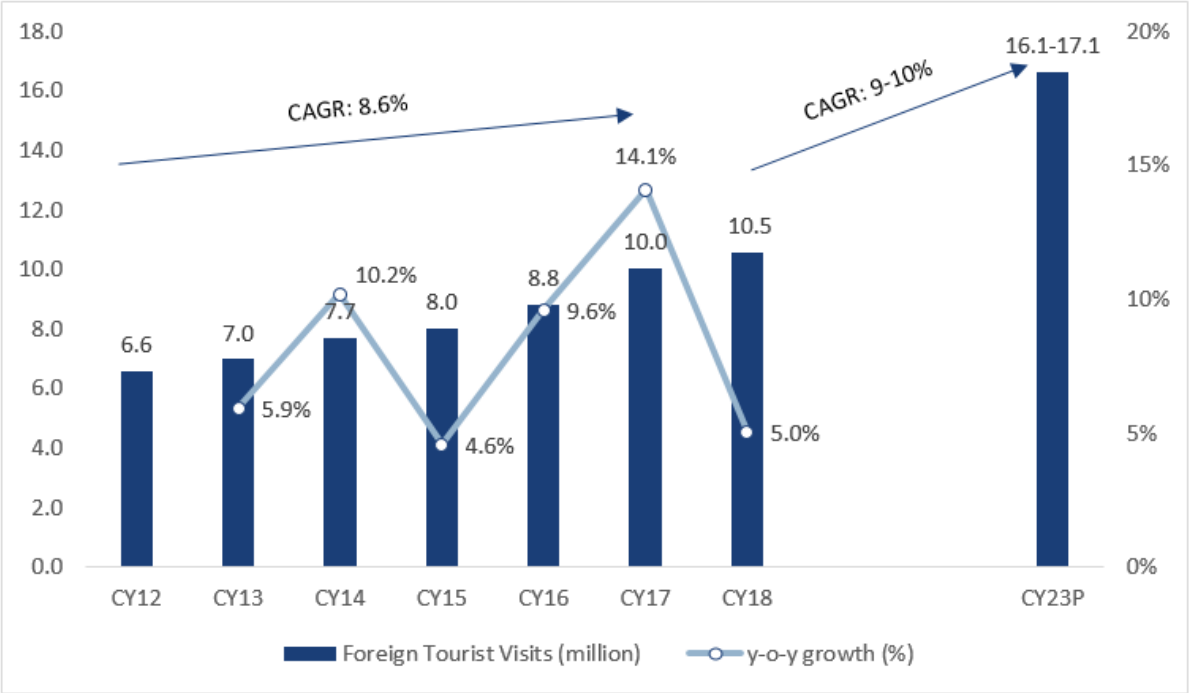
Overview of foreign travellers in India

Foreign tourist arrivals to exhibit strong growth in next 5 years

Foreign tourist arrivals (FTAs) registered on-year growth of 5% to reach 10.5 million in 2018, with FTAs on e-visa continuing its strong growth at 39% on-year, reaching 2.37 million in 2018 from 1.7 million in 2017. Although on-year growth in FTAs moderated in 2018, it is expected to pick up in subsequent years on account of favourable government policies.

Various luxury trains such as Maharaja Express and Golden Chariot offer an attractive route to explore the country for foreign tourists in India. These trains are aimed to provide tourists with an experience of the culture, heritage and cuisine of India by visiting various destinations in the country. Other than these luxury trains, foreign tourists are also attracted by other tour packages such as Bharat Darshan Tourist Train and Buddhist Circuit Special Train as they cover various destinations within the country at a relatively cheaper price. Buddhist Circuit Special Train focuses on providing comfort level with specific emphasis on the ride quality through customisation as per the needs of the passengers and covers accommodation in luxury hotels at select destinations, meals at fine dining restaurants, transfers and sightseeing in buses, services of multi-lingual tour guide, on-board and off-board meals, monument entry fees and travel insurance.

Foreign Tourist Arrivals in India (million)



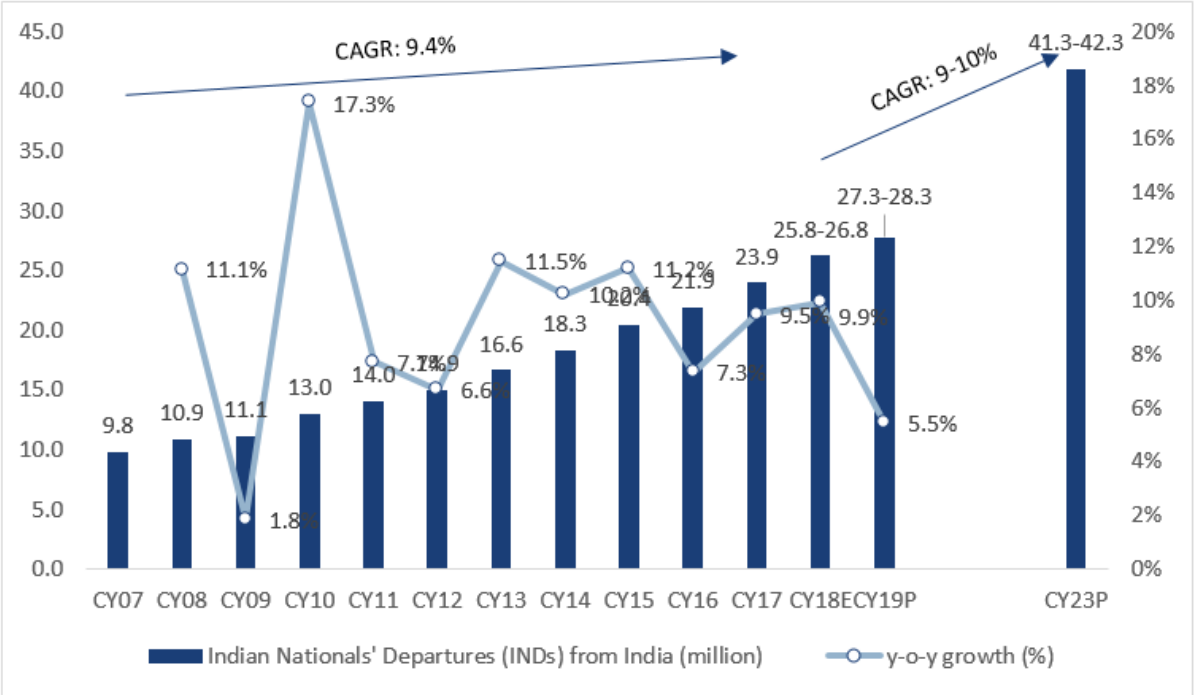
Note: E: Estimated; P: Projected
Source: Ministry of Tourism, CRISIL Research

Trend in Indian Nationals' Departures (INDs) from India

Indian Nationals' Departures (INDs) from India grew annually at 9.4% over the last 10 years

The number of Indian Nationals' Departures (INDs) from India grew from 4.6 million in 2001 to 23.9 million in 2017, registering an annual growth rate of 10.9% during that period. INDs are expected to grow at a moderate pace of ~5.5% in 2019, on account of a high base in 2018. Going forward, INDs are expected to sustain their strong growth at a 9-10% CAGR between 2018 and 2023, driven by rising disposable incomes, higher number of millennial travellers opting for foreign trips, and increasing awareness about plethora of foreign tourist destinations through growing usage of social media.

Indian Nationals' Departures (INDs) from India



Note: E: Estimated; P: Projected
Source: Ministry of Tourism, CRISIL Research

Travel Insurance and co-branded credit cards

Travel and tourism companies and banks jointly offer co-branded credit cards which are routed through credit card companies, which help increase credit penetration for banks and helps increase volumes for online travel and tour operators as well as airlines and railways. Travel insurance protects customers and/or their family against travel related accidents, unexpected medical expenditure during travel, losses such as baggage loss, loss of passport etc. and interruption or delays in flights or delayed arrival of baggage etc. The travel insurance market in India is gaining momentum each year as insurance companies are now offering customized travel insurance plans, considering the convenience of the travellers.

Co-branded Credit Cards

Most of the co-branded cards come with a one-time joining fee and some also have additional yearly annual fee. Most of them which have annual fee have a feature that if the annual spend through the card is above a limit, the annual fee is waived off. Based on the total amount spent using co-branded credit cards, customers earn reward points that can be redeemed and as cash for further bookings. These rewards points earned are further multiplied by a factor and customers get high rewards if the bookings/purchases are made directly with the affiliated brand/merchant. Some cards offer direct cashback offers on the total amount in addition to the rewards awarded. Most of these cards come with some joining bonuses/perks such as initial reward points, gift vouchers, or brand-specific offers.

Co-branded credit cards assist the service provider in increasing their website traffic and provides a value differentiation over its competitors. Offering of co-branded credit cards helps in greater customer engagement as the existing customers will be less likely to move to competitors since they know they can get better benefits and rewards if they make their purchases with the card of the partner. This leads to increasing the overall passenger volumes and revenues for the organisation through customer retention and repeat purchases and building a long term relationship with the passenger while also enhancing customer loyalty.

Travel Insurance

Purchasing a travel insurance policy provides cover against medical and non-medical travel-related contingencies. It can be availed by anyone below the age of 85 years without undergoing medical check-up, unless specified in the insurance plan. While travel insurance is typically for international travel, insurance companies have now come up with plans to include travel within India as well. Different travel websites have tie-ups with different insurance companies which have specific policies. Based on the issue, the insurance amount/coverage varies and it varies according to the company's policies.

Some travel insurance providers in India are SBI General, Religare, TATA AIG, Bharti AXA, and Future Generali. Travel insurance plans can range from one month to one year. These include coverage of medical emergency, personal accident coverage, flight delay or loss of checked baggage, loss of passport or other travel related documents, etc. Some of these travel insurance plans also include personal liability coverage (up to a pre-determined amount), upgradation, and hijack distress cover.

Travel insurance helps the partner in repeat purchases by customers by providing them with a safety against a possible future loss through monetary compensation. Travel insurance is usually provided to an individual, however, recent developments in the segments have showed that the companies are now coming up with schemes and incentive plans to provide travel insurance to a group of people as well such as spouse or children. This helps in multiple bookings at the same time for the service provider, thus helping them in increasing their sales volume.

Key government initiatives for tourism industry

The Ministry of Tourism, MoT (under Government of India) is responsible for formulating programs and schemes, introducing growth oriented policy measures, coordinating with private and Government agencies, and marketing and promoting tourism in India and across the world. Augmenting tourism infrastructure, easing of visa regime, assurance of quality standards in services of tourism service providers, projecting the country as a 365 days' tourist destination, promoting tourism in a sustainable manner, etc. are some of the areas which MoT is working upon to increase and facilitate tourism in India.

At a global level, India has been consolidating its position as a tourism destination. As per the Travel & Tourism Competitiveness Index 2017 of the World Economic Forum, India figured in the list of 'Most improved countries in the travel and tourism competitiveness Index 2017' gaining 12 places to reach the 40th position globally in 2017 from 52nd in 2015. The Travel & Tourism Competitiveness Index 2017 report also forecasts that India will be one of the 10 fastest growing destinations for leisure-travel spending between 2016 and 2026.

According to the United Nations World Tourism Organization UNWTO tourism highlights 2018, South Asia recorded about 6% increase in international tourist arrivals in 2017. India drove the regions' performance by about 7% growth in international tourists making India the top destination in South Asia. The MoT has undertaken several key initiatives to promote tourism in the country, at a national as well as global level.

OVERVIEW OF PACKAGED DRINKING WATER INDUSTRY

Industry overview

Packaged Drinking Water (PDW), also called bottled water, is defined as water treated and disinfected through several processes to make it fit for human consumption. Packaged drinking water is derived from varied sources including surface, ground or sea and subjected to treatment like decantation, filtration (including aeration filtration with membrane filter, cartridge filter, and activated carbon filtration), demineralisation, mineralisation and reverse osmosis. The packaged water is also disinfected before being packed so that it does not get contaminated until consumed within a specific time. The drinking water is filled in sealed containers of various compositions, forms and capacities that are suitable for direct consumption without further treatment. In case demineralization is a part of the treatment process, the ingredients used in the process should be of food-grade quality and conform to the requirements set by Food Safety and Standards Authority of India and rules framed thereunder.

Under the packaged drinking water industry, mineral water and purified water are most popular in India. The segment also encompasses other types of bottled water such as sparkling bottled water, premium natural mineral

water and spring water. The industry has a seasonal demand to a certain extent with peak demand occurring during summer, especially in the months from March to June, and lower demand in winter.

The Packaged Drinking Water Industry broadly operates in three models:

- Standalone manufacturing – companies set up their own plants for extraction of groundwater and bottling of processed water
- Contract manufacturing – bottling operations are partly or entirely outsourced to a third-party to reduce initial setup cost
- Franchisee operations – third party uses the trademark of the parent company to sell the product under their name for an agreed upon franchisee fee while adhering to the quality standards and guideline laid down by the franchiser in manufacturing the product

Packaged drinking water is sold in various stock keeping units (SKUs) by the players. Smaller SKUs include 250ml, typically served at conferences, banquet halls, and corporate events, and 500ml, generally consumed for instantaneous need and short distance commute. 1 litre bottle is the most widely used SKU due its better availability in retail shops and suitability for individuals for a short duration. Larger SKUs include the 2 litre bottle and 5 litre pack which are used for longer durations and by small groups for purposes like short trips or longer duration travel. The 20 litre SKU, which is offered by a small number of players and provide good value for money, is preferred for domestic and office use.

The distribution of packaged drinking water happen through two channels:
- Off-trade sales take place at retail outlets, such as grocery stores, local shops and malls
- On-trade sales are those that take place at food-service outlets, restaurants, bars and clubs

The Supreme Court has allowed hotels and restaurants to sell bottled water and other packaged products at above the maximum retail price as they render a service and cannot be governed by the Legal Metrology Act. Hence typically, price per litre for on-trade sales is higher as compared to the off-trade sales, while the sales volumes are higher for off-trade sales.

Packaged drinking water market is highly fragmented as regional players who have limited reach and production capacity tend to dominate the market in their respective regions by giving retail shops a higher margin to increase the sales of their product while the unorganised players have an adverse effect on the sales of branded players through the imitation of their trademarks. Currently the industry is dominated by regional players which includes both organised and unorganised players. As of fiscal 2019, the share of organised segment in the PDW market is 60-65% whereas the share of unorganised segment in the market is 35-40%.

Review of organised packaged drinking water market

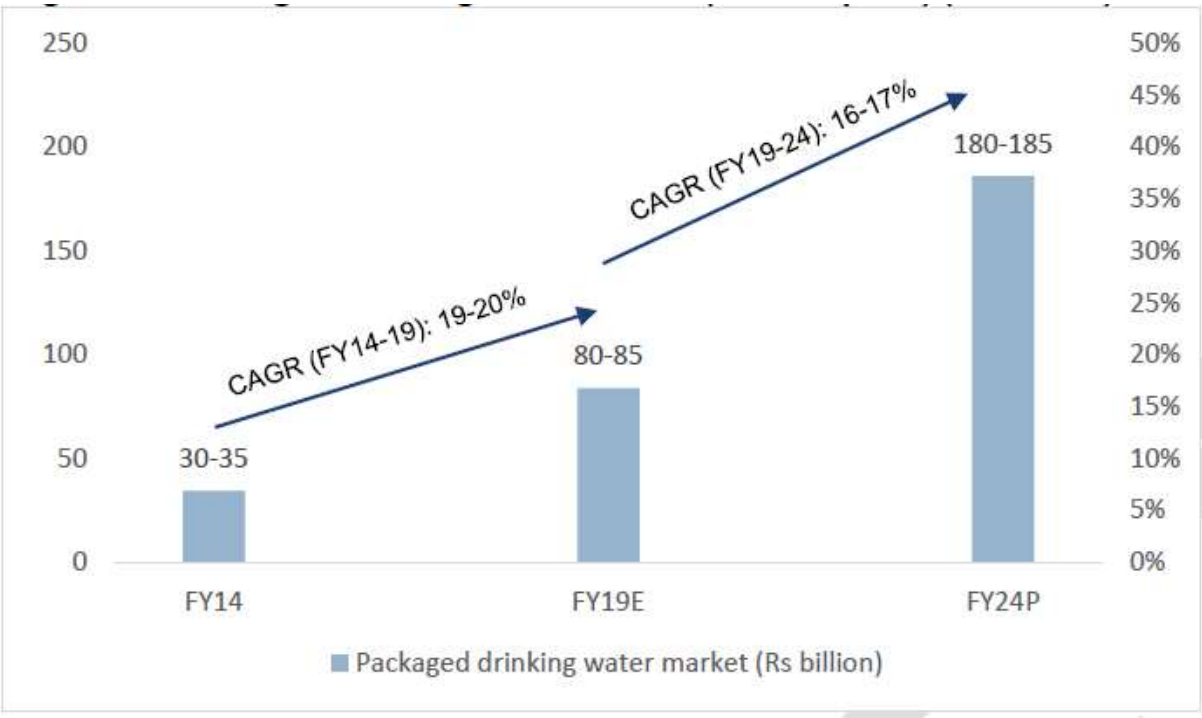
Strong growth in past five years due to growing health awareness and improved availability of packaged drinking water

Growth in the organised packaged drinking water market has been driven by rising health consciousness of people due to concerns over the quality of tap water supply and the possible incidence of water-borne diseases due to consumption of contaminated water, resulting in opting for packaged drinking water as it proves as a safer alternative. Advertising campaigns by major players in the industry has also contributed to growing awareness about packaged drinking water and its benefits. Focus of large players on widening distribution network as well as retail network has increased availability of bottled water, thereby aiding its growth.

Domestic tourism (Indians travelling to destinations within India) and inbound tourism (foreign nationals travelling to destinations in India) has seen a strong growth between 2013 and 2018, as indicated by the estimated growth of domestic tourist visits (DTVs) and foreign tourist arrivals (FTAs) at 9-10% CAGR and 8-9% CAGR respectively. Foreign tourists in India, especially from developed countries such as US and European nations, have preferred packaged drinking water from globally recognized brands due to concerns about quality of drinking water available while travelling in India. On the other hand, domestic tourists are also increasingly preferring packaged drinking water due to quality concerns about drinking water, convenience of disposal of water bottles, and improved

availability of packaged drinking water. As a result, the organised packaged drinking water market has been estimated to have grown from Rs 30-35 billion (at retail price) in fiscal 2014 to Rs 80-85 billion in fiscal 2019 at a strong 19.5% CAGR.

Organised Packaged Drinking Water Market (at retail price) (Rs billion)



Note: E: Estimated; P: Projected
Source: Indian Railways, CRISIL Research

Increasing spending by health conscious consumers likely to sustain high growth

Going forward, growth in Packaged Drinking Water industry will be driven by increasing awareness and desire to consume clean drinking water as well as the rise in ability and willingness to pay for it. Demand will be driven by higher demand from both the urban and rural areas. Water demand in urban areas is rising due to growing health consciousness, as well as growing demand for premium products such as spring and sparkling water. Rising rural incomes, improving availability, and increased threat of water borne diseases due to shortage of safe drinking water is likely to support the demand for packaged drinking water in rural areas.

Higher mobility among young population due to growing opportunities in new education and industrial hubs is resulting in migration, with a large share of this population opting for rented accommodation. Such residents tend to opt for large SKUs of packaged drinking water over upfront investment and regular maintenance cost associated with a water purifier due to the possibility of moving to a new city in a short period. Changing lifestyles of people is likely to increase the demand for the larger SKUs. As the more mobile and younger generation is opting to rent houses over purchasing a property over factors such as frequent changes in job and moving to different locations to attain education, people prefer purchasing the 20 litre SKU over installing water purifiers thus avoiding the upfront investment and regular maintenance cost of the purifier.

Sustained growth in domestic and inbound tourism coupled with preference for packaged drinking water over tap water is expected to be a major driver for bottled water demand in India. While the WTTC expects the direct contribution of India's travel and tourism industry to GDP to grow by ~12% and reach Rs ~11.7 trillion in fiscal 2024, both the FTAs and DTVs are expected to rise by another 9-10% till fiscal 2024. Rise in tourism is likely to drive demand for the packaged water industry due to unavailability of potable water during the travel period. The

health conscious tourists also have a preference for the packaged water over the less reliable tap water in the public places and stations.

On account of these factors, the packaged drinking water market is expected to further grow by 16-17% CAGR and reach Rs 180-185 billion in fiscal 2024.

Share of railway establishments in packaged water industry

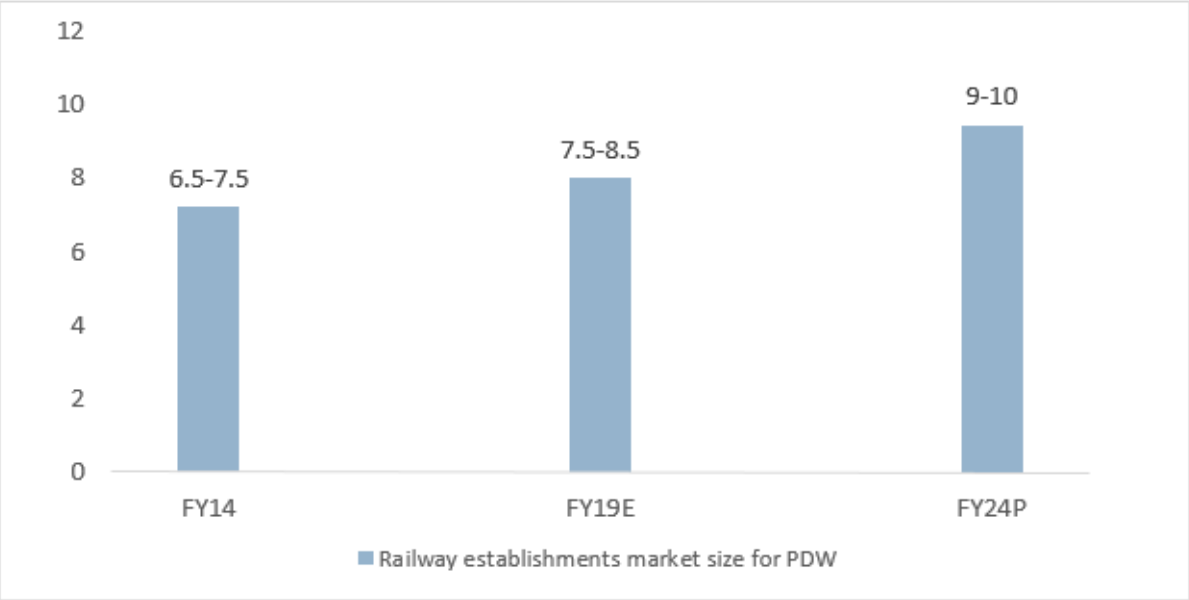
With IRCTC (Rail Neer) being provided a monopoly to market bottled water at all Railway establishments, it has been fast expanding its presence across Pan-India to supply at all Railway stations. Currently, Rail Neer distributes water to only a few Railway establishments in India due to constraints in capacity. Going forward, with a significant step up in investments across the country in Drinking Water facilities through PPP model and Semi-PPP model, Rail Neer is expected to increase coverage to majority of Railway establishments in the country. This could result in organised players eventually gaining more market in the non-railway market as they move out of railways boosting the overall organised market share further.

The upper class reserved ticket bookings under the non-suburban traffic has been growing at 5.5-5.6% CAGR between the fiscals 2014 and 2019 which accounts for ~2% of the overall railway passenger traffic. This segment represents the population segment which is likely to purchase packaged drinking water during their rail travel and a healthy growth in the segment is likely to be a growth driver for the packaged water industry in railway establishments.

Indian Railways has made the distribution of Rail Neer in railway stations a mandatory depending on their distribution capacity and their ability to supply to these railway establishments. However, in the places where the Indian Railways is not able to distribute Rail Neer due to logistical and capacity constraints, they approve certain companies to provide packaged drinking water in these establishments and give the contract through tender bidding. These bidders have to be evaluated on the basis of the water quality they provide through rigorous quality control methods. Another requirement for these bidders who wish to sell packaged water in Railway establishments is that they cannot sell their product over the maximum retail price of Rail Neer.

While the overall Packaged Drinking Water industry has been estimated to grow at 20-21% between fiscals 2014 to 2019, the market size of railway establishment for the packaged water is estimated to grow at 2.1%-2.2% during the same period. Hence the share of railway establishments for packaged drinking water in the overall market is estimated to decline from 20-22% in fiscal 2014 to 9-10% in fiscal 2019. We estimate this trend to continue through fiscal 2024 and hence the share of railway establishments for packaged water is expected to further decline to 4-5% by fiscal 2024.

Packaged Drinking Water (PDW) market (₹ billion) for railways



Note: E: Estimated; P: Projected
Source: Indian Railways, CRISIL Research

Key Regulations and Challenges

The Bureau of Indian Standards (BIS) had formulated Indian Standard (IS) for packaged drinking water (PDW) and packaged natural mineral water (PNMW) under mandatory BIS certification as per Food Safety and Standards Regulation (FSS). This implementation led major players to acquire ISI and BIS certifications to avoid any cancellation of licenses.

Challenges

Companies do not have control over managing water resources

Ministry of Water Resources strictly limits the withdrawal of ground water by Industries which use water as raw material. Withdrawal of water from Over Exploited (OE) areas is not permitted. Thus, the availability of primary input is sensitive to the natural fluctuation of water levels in reservoirs. Maximal withdrawal limits in different regions is given below.

Category	Ground water withdrawal limit
Safe	Withdrawal limited to 200% of ground water recharge
Semi-critical	Withdrawal limited to 100% of ground water recharge
Critical	Withdrawal limited to 50% of ground water recharge

Source: Ministry of Water Resources, Government of India
Note: Ground water recharge is a managed process surface water flowing into the groundwater system

Imitation from unorganised players

In recent years, a number of companies selling fake branded bottled water have cropped up in the market. These players imitate the packaging of major brands, but do not maintain quality and hygiene standards, which in turn leads to health issues among consumers. As a result, sales of the organised players are also being impacted by the smaller players who provide higher margin to the retailers in order to push their product. This has also lead to consumers losing faith in the packaged bottled water due to inferior quality provided by these imitating brands, thus affecting the overall sales of the major players in the market in the long run.

Adverse government regulations

Players in this segment are exposed to adverse government regulations and reports on the use/misuse of the ground water in a particular region. This can temporarily result in a drop in sales for a player in that region. The rising water scarcity issue in the country has alarmed the general public over depleting water sources that can lead to stringent laws from the government over procurement of water through the natural water bodies in the future.

Rising popularity of Water Vending Machines

Water Automated Teller Machines (ATM) or water vending machines are automated purification systems which are set up by state government or private companies in areas where there is a deficiency of water, especially in urban areas. These water ATMs provides access to safe water at a nominal rate of 15 paise to 1 rupee per litre of water. The main aim of the water vending machines in India is to provide clean and pure drinking water to the poor and needy at nominal rates. The private companies built and operate the machines and in return benefit from them. This has reduced the financial burden of government to spend on providing clean drinking water to a great extent. Increasing popularity of water ATMs near railway establishments is likely to eat up the market for packaged drinking water of IRCTC as they are priced significantly lower as compared to Rail Neer.

Key Industry Trends

Trends in SKU preferences

One-litre bottle is the most preferred SKU among retail consumers

The 1 litre PET bottle is the largest selling category in this segment. Demand for bottled water is mainly from the retail sector; however, rise in demand from social functions and corporate events is changing this trend as convenience of carrying the smaller pack size as desired has resulted in emergence of the 500 ml SKU.

Rising demand for smaller SKUs

Demand for smaller packs, especially the 500 ml SKU, is increasing due to people demanding water on the go to quench their thirst on a short term basis. As there is no difference in the effective cost per litre of a 500 ml SKU and a 1 litre bottle, people prefer the smaller SKU due to ease in portability which adversely impacts the profitability of players due to comparatively higher packaging cost for the smaller SKU. There is also an increase in demand for the 250 ml pack from the Meetings, Incentives, Conferences and Exhibitions (MICE) market, corporate clients and independent events such as concerts and sporting events. With the aim to capture all the segments of society, players have started foraying into packaged water pouches at low price points to increase affordability of packaged drinking water for masses, however this is still in the experimental stage.

Carbonated and flavoured vitamin water to gain traction from the health conscious consumers

Another form of beverage that is gaining popularity is flavoured vitamin water. These products claim to be able to deliver the requisite amounts of vitamins and minerals to keep a person healthy and energised. Changing lifestyles of consumers has to lead a preference for vitamin and minerals rich drinking water. Bottled water manufacturers are introducing new products with health benefits and new flavors which has resulted in several product launches in the bottled water market. Growing consumption of bottled water rich in minerals such as potassium, sodium, and magnesium, is supporting the growth of the water market. Health conscious consumers are also exploring the carbonated water segment which has benefits for digestion as it can lead to improved swallowing, increased feelings of fullness and reduced constipation. Several studies have also showed that carbonated water may have beneficial effects on cholesterol, inflammation and blood sugar, potentially reducing the risk of heart disease. Moreover, efforts by manufacturers towards product innovation followed by product promotion is boosting the growth of the market.

OVERVIEW OF E-BOOKING INDUSTRY

Overview of E-booking industry

E-booking refers to online bookings, which are typically done over the internet by using laptops, desktops, tablets and mobiles. Offline bookings include bookings made through phone calls, and walk-ins. E-booking includes bookings done using:

- Captive platforms – website or mobile application offered by service provider such as airline or hotel;
- Global distribution systems (GDS) – worldwide network of electronic reservation systems used by travel product suppliers and buyers to provide and avail of booking services;
- Online travel agency (OTA) platforms – website or mobile application provided by OTAs, who are typically third-party agents reselling travel-related products and services provided/organised by others for an agreed commission
- Aggregator platforms – website or mobile application provided by aggregators, who typically list offerings from different providers/sellers in a particular travel segment

The industry sizing has been estimated at gross bookings defined as the total amount paid by customers for travel services and products booked through the company and/or agency, including taxes, fees and other charges, and these are net of cancellations, discounts and/or refunds.

CRISIL Research has considered the following travel segments for sizing the e-booking industry:
- Domestic and international airlines
- Domestic hotels
- Railways

While online booking of movies, sports and other events is also widely popular in India today, they have been kept out of the purview of this study as the focus is on travel-related segments. Tour or holiday packages have also been excluded from the market sizing in order to avoid over-estimation.

Estimated current market size for booking industry (including traditional and online)

Indian booking industry currently estimated at ₹ 2,335-2,355 bn

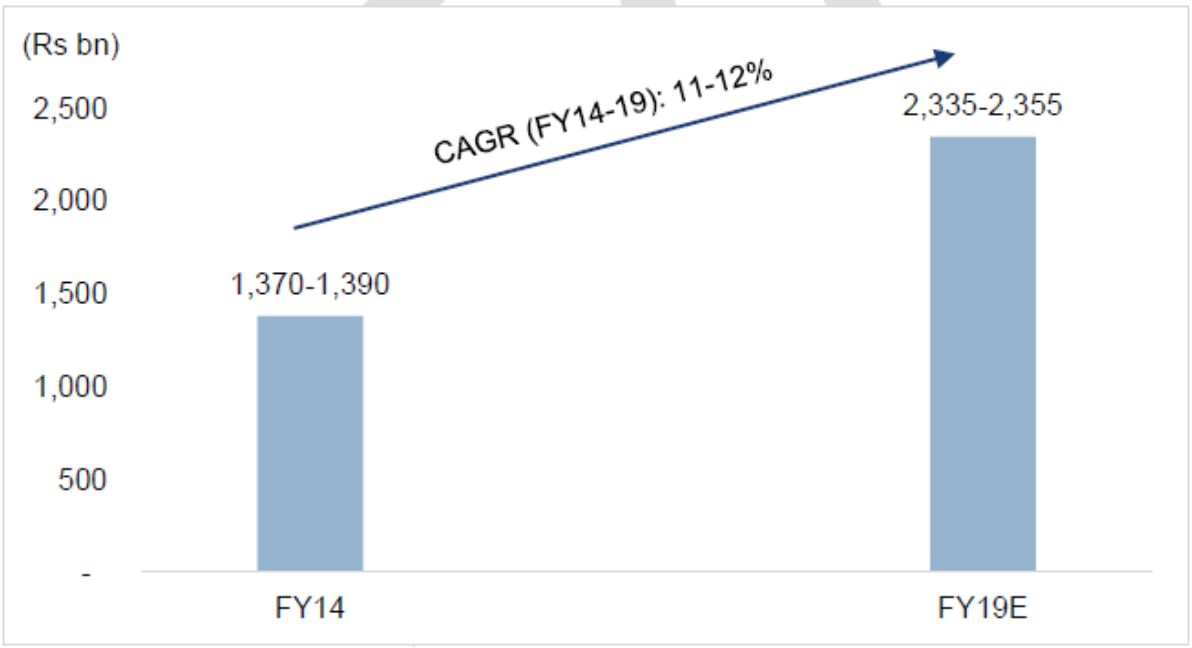
CRISIL Research has considered airline booking (domestic and international), hotels (room revenues across premium, mid-market and budget accommodations) and railway booking (long distance train booking) segments for mapping the travel industry in India. The market sizing includes tickets booked via offline and online modes and is estimated at the gross bookings level (defined as the total amount paid by customers for travel services and products booked through the company and/or agency, including taxes, fees and other charges, and these are net of cancellations, discounts and/or refunds).

In the last few years, the Indian booking industry has grown strongly on the back of healthy growth in domestic tourism and inbound tourism in India. Growth in domestic tourism has been aided by rising disposable incomes, widening reach of air and rail travel, and state-level policy initiatives for promoting tourism. Increase in business travel, evolving traveller towards new experiences and unexplored tourist destinations, and growing online bookings due to rise of online agents and aggregators have further boosted domestic tourism.

Inbound tourism is majorly driven by leisure travel on account of India's rich cultural heritage and geographical diversity, with government initiatives for promoting tourism through simplification of visa process and tourism events such as Rann Utsav in Kutch and Kumbh Mela in Prayagraj (erstwhile Allahabad) also aiding leisure inbound tourism. Medical tourism is a key factor attracting foreign tourists from developing nations, with South Asian nations accounting for more than half of medical tourists coming to India, due to availability of advanced medical facilities and specialised doctors at affordable costs.

The Indian booking industry was estimated at ₹ 1,370-1,390 billion in fiscal 2014. On account of strong growth in domestic tourism and inbound tourism, the Indian booking industry grew at a CAGR of 11-12% to reach ₹ 2,335-2,355 in fiscal 2019.

Estimated current market size for Indian booking industry (Rs billion)



Note: E: Estimated; market sizing for the Indian travel industry has been estimated at gross bookings
Source: CRISIL Research

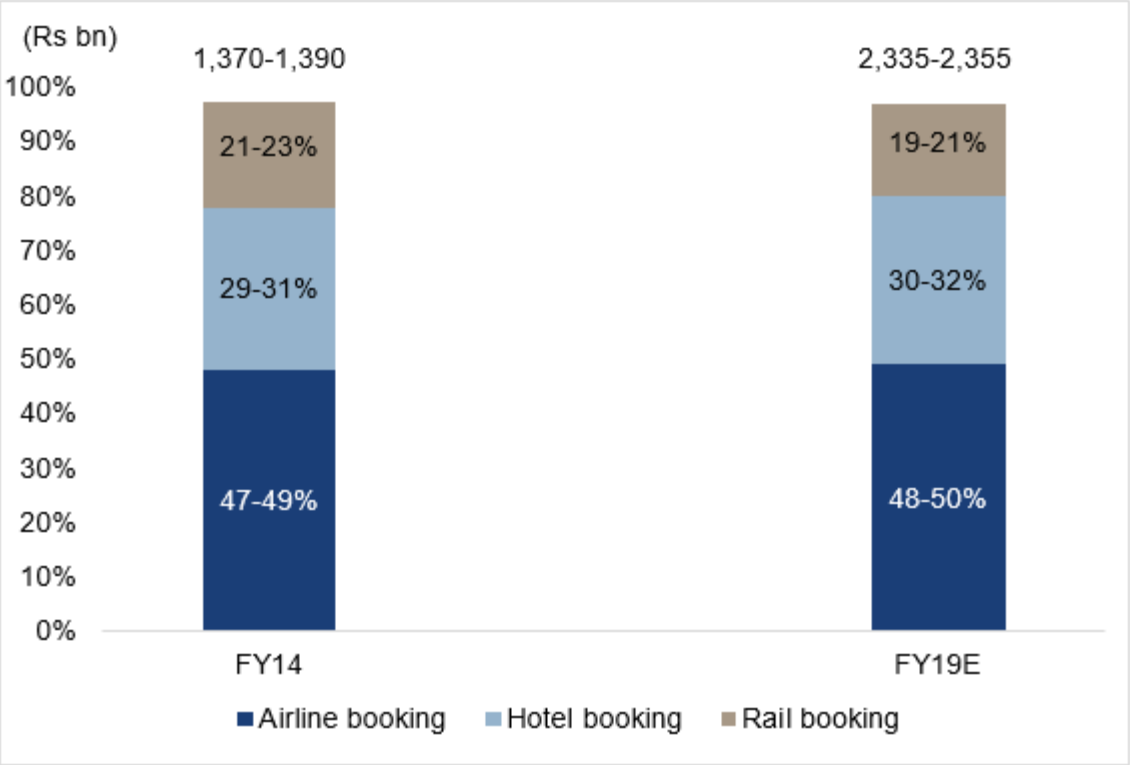
Airline booking constitutes nearly half of Indian booking industry

Airline booking formed 47-49% of Indian booking industry as of fiscal 2014. Its share inched up to 48-50% as of fiscal 2019 due to strong growth in airline booking on account of improvement in connectivity, increasing affordability of air travel, and rising incomes and inclination for air travel among travellers.

Hotel bookings slightly increased its share from 29-31% in fiscal 2014 to 30-32% in fiscal 2019 on account of healthy growth in domestic tourism, higher spending on travel, and increasing availability of options at competitive prices due to emergence of OTAs and aggregators.

Rail booking lost share in overall booking industry from 21-23% in fiscal 2014 to 19-21% in fiscal 2019, even as some of the train travellers shifted towards air travel, especially with extension of airline connectivity to some cities, even as rail booking grew at a moderate pace.

Current segment-wise share in Indian booking industry

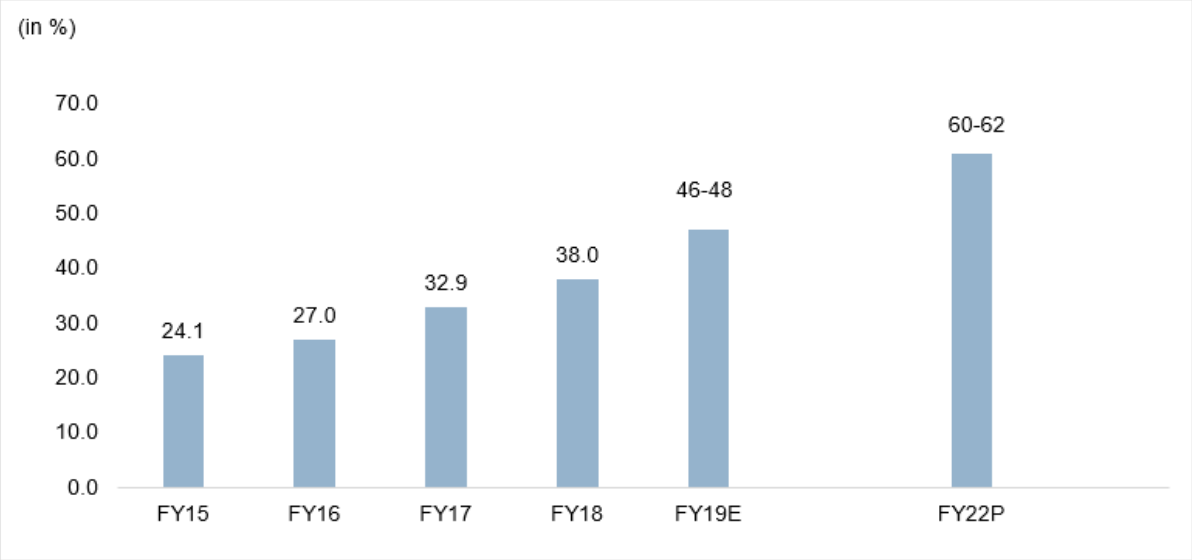


Note: E: Estimated P: Projected
The numbers above the bar charts represent total Indian booking industry size for that year
Source: CRISIL Research

India's rising internet penetration

India has witnessed a drastic surge in internet users over the past few years with internet penetration as a percentage of total population crossing 49.9% as of fiscal 2019. CRISIL Research expects the total number of internet subscribers in the country to reach more than 1000 million by fiscal 2024 resulting in 62% internet penetration, out of which more than 96% will be wireless broadband users. By 2024, we expect complete transition of 2G and 3G data services to 4G. This can be attributed to increased demand for data, competitive pricing of 4G services and availability of affordable handsets. Consequently, narrowband is expected to be on the wane as better speeds are available to users at lower price points which the players are using as a point of differentiation.

Trend of internet penetration in India



Note: E: Estimated; P: Projected
Source: TRAI, MOSPI, CRISIL Research

Share of E-booking in the industry for fiscal 2019

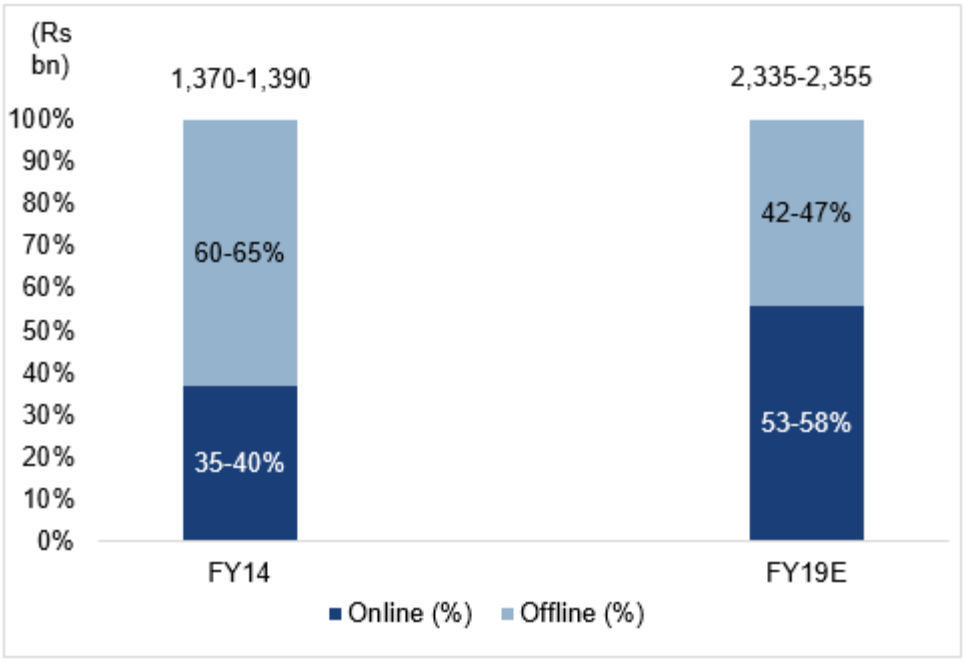
Share of E-booking in the Indian booking industry estimated at 53-57% as of fiscal 2019

The Indian travel market is growing fast and has significantly evolved with digitisation. The global distribution system (GDS)* was introduced for travel and hospitality service providers in India during the 1990's, at a time when internet penetration was low. The trend in online travel bookings was further fuelled with the Indian Railway Catering and Tourism Corporation (IRCTC) launching its e-booking services in 2002. Another factor that fuelled the growth of online booking in the country was the emergence of OTAs and online travel aggregators during the early 2000s, who initially focussed on airline booking.

Note: *Global distribution systems (GDS) is a worldwide network of electronic reservation systems used by travel product suppliers and buyers to provide and avail of booking services. GDS enables transactions between suppliers like airlines, hotels, car rental and travel agencies. GDS gathers and combines the information from several travel product suppliers in a common database. It enables travel agents to access real-time information such as rates, inventory, availability of various travel products to make bookings. GDS has been a stepping stone for the internet based travel services and is expected to help the travel industry grow further in future as more travel agents are expected to integrate GDS to their websites.

Booking services across travel segments have undergone a dramatic change over the past five years thanks to increased internet penetration, greater affordability of smart phones, user friendliness of online platforms, convenience in terms of comparison and varied modes of payment offered (credit cards, debit cards and net banking) and faster pace of service providers adopting digital platforms for their respective businesses. Consequently, the share of e-booking, made via captive websites/applications of the service providers or through online travel agencies (OTAs), in the Indian booking industry has substantially increased from 35-40% as of fiscal 2014 to 53-57% as of fiscal 2019.

Current share of e-booking in the Indian booking industry



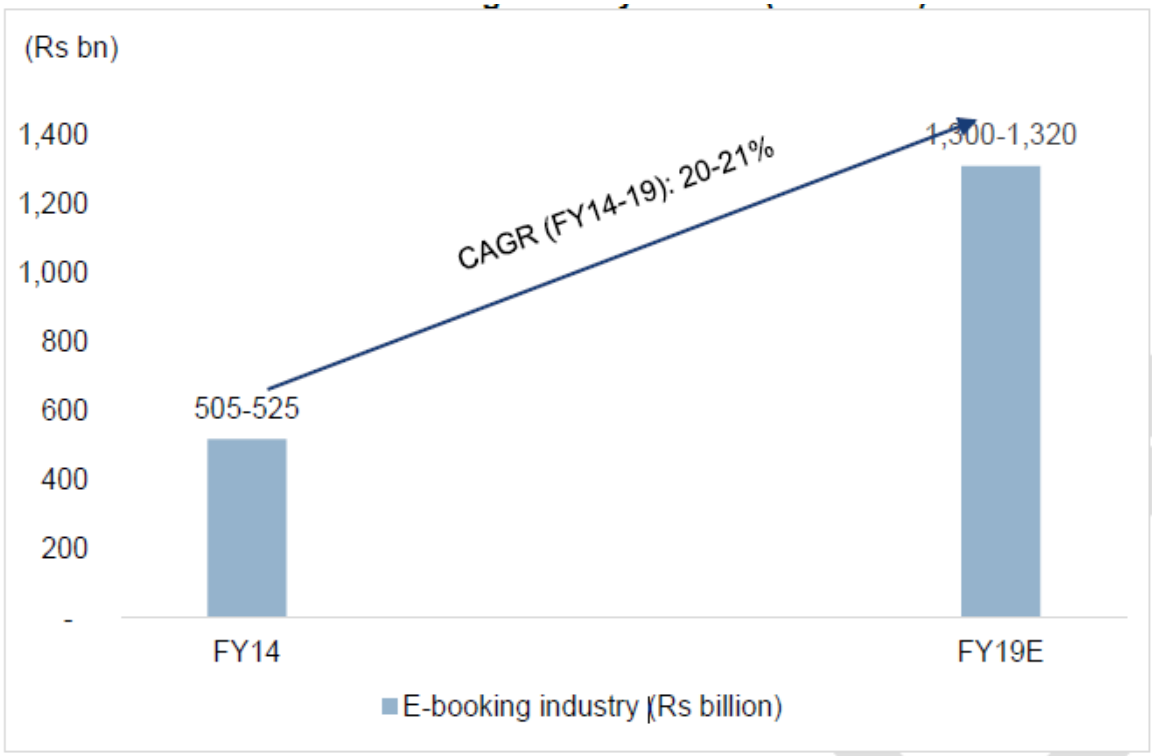
Note: E: Estimated; P: Projected
The numbers above the bar charts represent total Indian booking industry for that year
Source: CRISIL Research

E-booking industry reached ₹ 1,300-1,320 bn in fiscal 2019

The e-booking industry in India was estimated at ₹ 505-525 billion in fiscal 2014, with online travel bookings largely prevalent in major cities, due to limited internet penetration and unavailability of affordable internet-enabled devices. However, with the emergence of low-cost mobile internet and improving affordability of smartphones due to intense competition in the market, access to online travel bookings has improved substantially over the past five years. Growing traction for online travel agencies (OTAs) and aggregators, easier access to information about tourist destinations due to internet blogs and influencers, and rising tendency among young travellers for frequent travel has further fuelled online travel bookings.

Consequently, the Indian e-booking industry has grown strongly at a 20-21% CAGR to reach ₹ 1,300-1,320 billion as of fiscal 2019.

Current market size of e-booking industry in India (₹ billion)



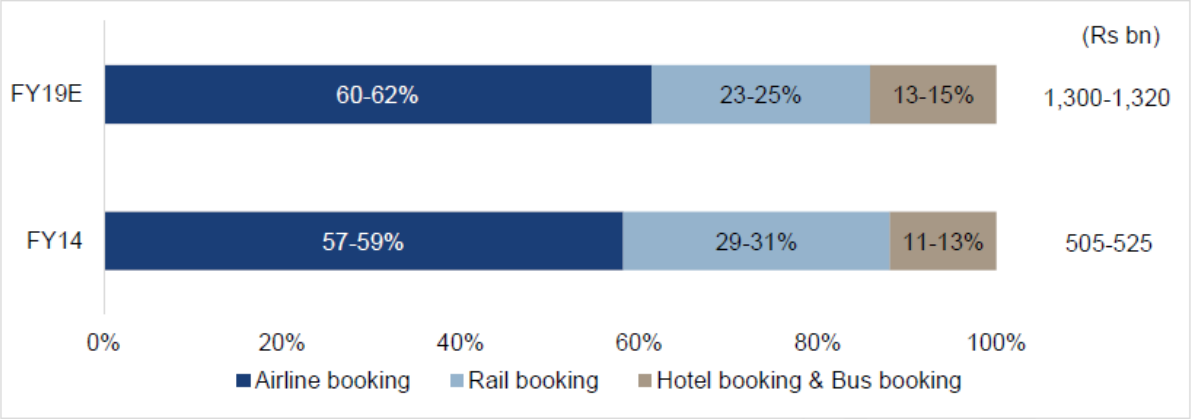
Note: E: Estimated P: Projected
Source: CRISIL Research

Airline booking currently accounts for a dominant share in the Indian online booking industry

The online booking market in India is dominated by high-volume airline booking business, which includes both domestic and international travel. The segment accounts for 59-61% of overall online booking. Industry estimates indicate airlines have a high online penetration of 65-75% as they were among the earliest to adopt online channels. Online airline booking was further aided by rising internet and smartphone penetration, incentivisation of online bookings by airlines through loyalty programmes, increasing usage of OTAs for competitive airfares and price comparison.

Rail booking accounts for 24-26% of the online booking industry in India. The IRCTC, which introduced online rail booking in 2002, has been instrumental in popularising online option for bookings in India. As per its annual reports, the share of e-booking in total ticket bookings improved from ~55% in fiscal 2015 to ~66% in fiscal 2018. On an average, approximately 675,000 tickets were sold on a daily basis through the IRCTC's website during fiscal 2018.

Current segment-wise share in Indian e-booking industry as of fiscal 2019 (based on gross revenues)



Note: E: Estimated P: Projected
The numbers to the right of the bar charts represent total e-booking industry for that year
Source: Industry interactions, CRISIL Research

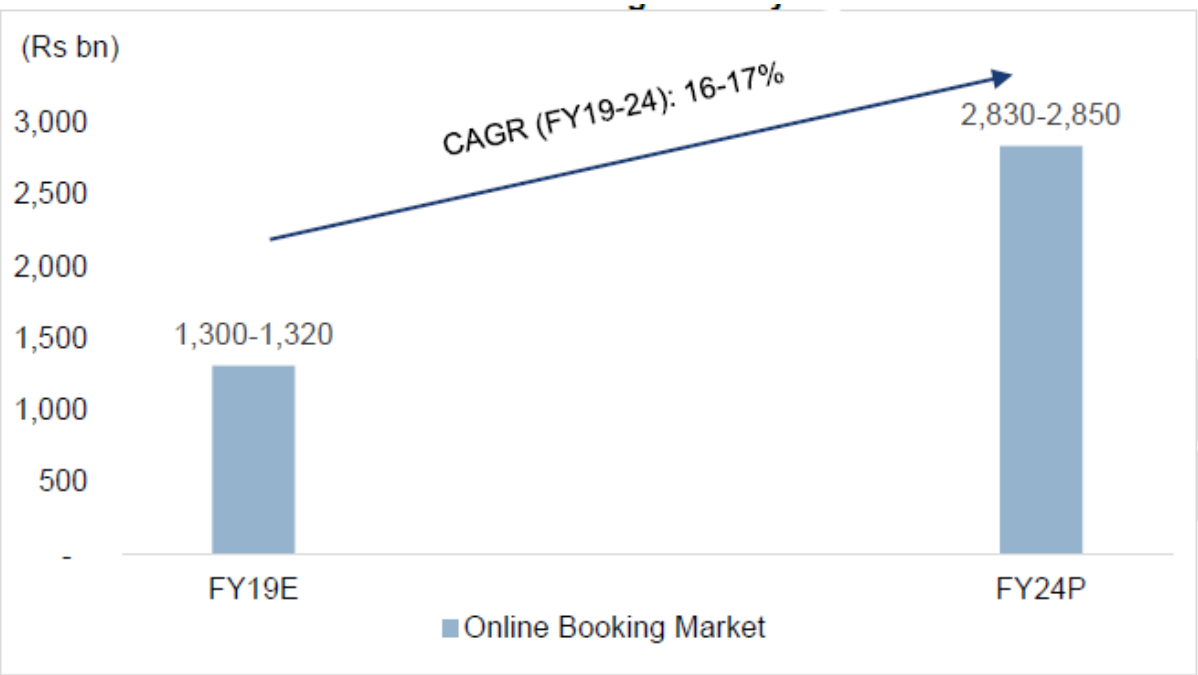
Outlook of the Indian E-booking industry over the next five years

Indian e-booking industry to grow at 16-18% CAGR from fiscals 2019 to 2024

In fiscal 2019, the Indian online booking market was estimated to be worth ₹ 1,300-1,320 billion, registering 20-21% CAGR from ₹ 505-525 billion in fiscal 2014. The growth can be attributed largely to the increasing penetration of internet and smart phones. Other enabling factors include growing share of low-cost airlines, increasing popularity of online railway ticket booking system and convenience that online bookings offer. With increasing popularity of online bookings due to the convenience, the market is expected to clock 16-17% CAGR to reach ₹ 2,830-2,850 billion by fiscal 2024. While increasing penetration of internet and smart phones will continue to aid growth in the medium to long term, other factors such as increasing usage of credit/debit cards as payment mechanisms, proliferation of channels like OTAs will also play a key role in the medium to long term.

However, the online booking industry is not without its share of challenges. Travellers' concern about security of their personal information and online financial frauds are the key challenges that require to be addressed effectively in order to ensure seamless transition from offline to online channels.

Trend and outlook for the online booking industry in India



Note: E: Estimated P: Projected
Source: CRISIL Research

Review of penetration of E-booking in Railway bookings

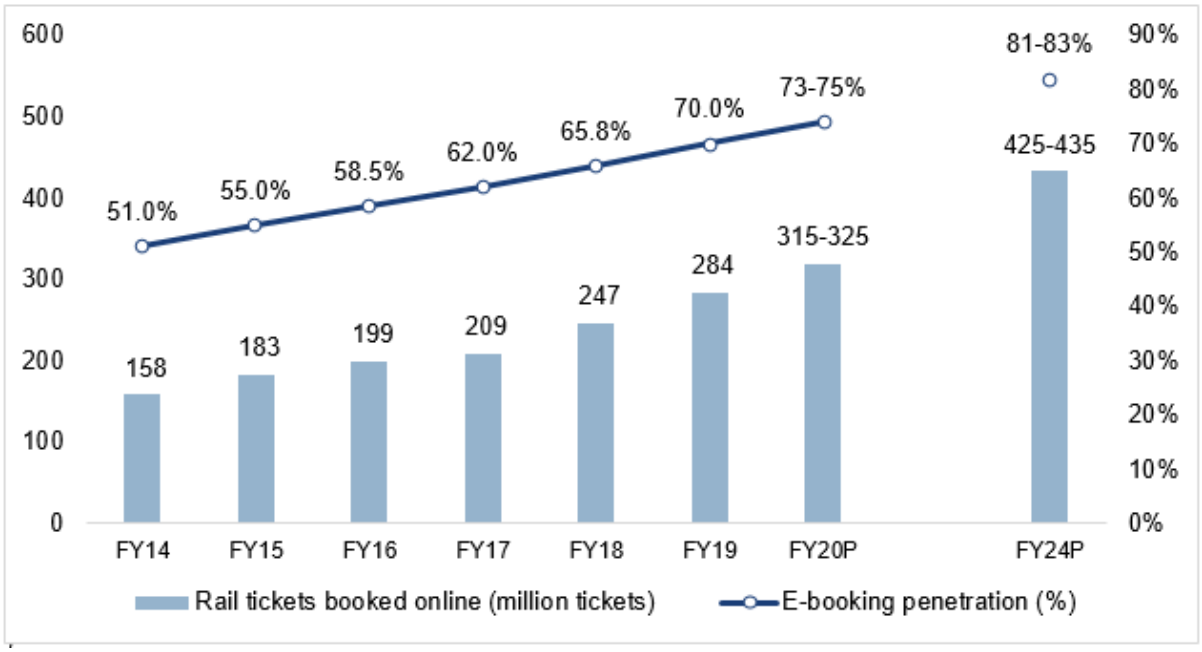
E-booking penetration in railway bookings estimated at 70% in fiscal 2019

Indian Railway Catering and Tourism Corporation (IRCTC) launched its rail e-booking services in 2002, which helped the rail booking segment gain significant ground in e-booking penetration. IRCTC is the only entity authorized to provide rail e-booking facility, with other OTAs routing their rail e-booking transactions through IRCTC's booking engine. As of fiscal 2014, ~158 million rail tickets (for non-suburban rail i.e. long distance trains) were booked online through IRCTC platforms, including its desktop website as well as mobile website and application, resulting in ~51% e-booking penetration out of total railway tickets booked during the year.

The growth in number of online rail bookings slightly slowed down between fiscals 2014 and 2017 due to moderation in online bookings as well as levying of service charge of ₹ 20 per ticket and ₹ 40 per ticket for Non-AC and AC classes respectively. This was in line with slowing growth in rail bookings on account of a shift towards air travel due to improving connectivity between major cities and rising share of low-cost carriers offering affordable airfares. As a result, online rail bookings reached ~209 million in fiscal 2017, even as e-booking penetration improved to 62%.

Ministry of Railways announced the withdrawal of service charge levied on tickets with effect from 23 November, 2016, thus providing a boost to rail e-booking. Consequently, online rail bookings jumped to ~247 million in fiscal 2018, with e-booking penetration rising up to ~66% for the year. Between fiscals 2014 and 2019, online rail bookings have registered a ~12.5% CAGR to reach ~284 million, with e-booking penetration rising to 68-70% in fiscal 2019.

Trend and outlook in rail e-booking (million tickets)



Note: Rail tickets booked are for non-suburban railways i.e. long distance trains.
Source: Indian Railway Catering and Tourism Corporation (IRCTC), CRISIL Research

E-booking penetration in railway bookings to increase to 81-83% by fiscal 2024

Healthy growth in rail bookings is expected due to rise in domestic tourism, widening rail network across the nation, increase in number of young travellers, and growing awareness about domestic tourist destinations. Online railway bookings have reached high penetration in major cities, but there remains a huge potential for increasing penetration of rail e-booking in smaller cities and towns. Growth in these areas will be driven by improving internet penetration and access to smartphones, better awareness about online booking platforms, and increasing comfort with online booking platforms and financial transactions. Growth in e-booking penetration will also be supported by improving technological infrastructure in IRCTC platforms as well as growing traction of other OTA platforms for online rail bookings.

Consequently, online rail bookings are expected to grow at 8-9% CAGR to reach 425-435 million in fiscal 2024, with e-booking penetration rising to 81 – 83% for the year.

Key regulations and challenges for the E-booking industry

Government scheme for accreditation of online travel aggregators

On 10th December 2018, the Ministry of Tourism notified the guidelines for approval of online travel aggregators to ensure adequate safeguards against deficiency of service, alternate arrangements if needed and punitive deterrence. This is a voluntary scheme for bonafide online travel aggregators to bring them on a common platform in the organised sector, whilst weeding out players operating without a valid accreditation and resorting to unfair or unethical trade practices.

The scheme envisages granting approval for five years, and re-approval for five years, to the applicant aggregator by the Ministry of Tourism, Government of India, based on the inspection report / recommendations of a Committee comprising the concerned Regional Director (RD), a representative of The Federation of Hotel & Restaurant Associations of India (FHRAI), and a representative of Indian Association of Tour Operators (IATO), and approval of Competent Authority (Chairman, HRACC).

The scheme will be beneficial for smaller OTAs, which find it difficult to spend heavily on marketing and expand their service provider network due to feasibility issues. Larger OTAs are likely to opt out, as MakeMyTrip has

already announced in February 2019, since they employ their own well-funded strategies for marketing their services and claim to have their internal programmes for quality checks.

Draft Personal Data Protection Bill 2018

On 27th July 2018, a former Supreme Court Justice B N Srikrishna-led expert committee, appointed by the Ministry of Electronics and Information Technology (MeitY), notified the draft Personal Data Protection Bill 2018, aimed at laying down regulations for storage and processing of personal user data, which is currently governed by the SPD Rules (Sensitive Personal Data and information, 2011). The bill applies to goods and services offered by any data fiduciary (any individual, company, juristic entity or the government who, alone or with others, determines the purpose and means of processing personal data) in the private and government sectors to any data principal (a natural person to whom the personal data belongs). The Bill borrows principles from the framework of the European Union General Data Protection Regulation (GDPR) implemented in May 2018.

The Bill proposes that all personal data, sensitive personal data and children data should be obtained by explicit consent from the data principal, who will have the right to be forgotten and erased from data records, the right to request a portable copy of personal data, and the right to correction and confirmation. For processing of personal data within or outside India, one mirror copy shall have to be stored in India, whereas sensitive personal data, to be defined by the proposed Data Protection Authority of India, should be stored only in India. The Bill also proposes a penalty of up to ₹ 150 million or 4% of the data fiduciary's total global turnover, whichever is higher, in case of non-adherence to provisions laid out in the Bill.

The Bill is currently under consideration by the MeitY, and if passed, is likely to strengthen the security in storage and processing of personal user data by government bodies and companies operating in India. Even as the implementation of the Bill could increase compliance costs associated with data security for OTAs, it could improve users' confidence on how their personal data is being treated by the companies and help address security concerns about online bookings, thereby aiding industry growth.

Draft National E-commerce Policy

On 23rd February, 2019, Department for Promotion of Industry and Internal Trade (DPIIT), Government of India, released the Draft National E-commerce Policy covering aspects related to data flow and data storage, among others, by e-commerce companies.

The draft policy treats data generated by Indian users as a sovereign resource, and mandates storage of such data on local servers located within India, with industry to comply with data localisation in three years. It places restrictions on cross-border flow of data, and prohibits sharing of sensitive data, collected in India and stored abroad, with other foreign business entities or third parties, apart from foreign governments after securing permission of Indian authorities.

The government, as per its announcement in June 2019, is expected to come up with the final e-commerce policy in 2020. Even though major Indian OTAs operate in India, they are registered in foreign nations and count foreign entities among investors. These players are likely to benefit at the expense of international OTAs, which have started entering the Indian e-booking market, as Indian players could find it easier to comply with local data storage requirements due to pre-existing arrangements for the same, as compared to foreign OTAs operating in India. Although the players are likely to see a rise in compliance and digital infrastructure costs, it could help industry growth by increasing consumer confidence about online bookings.

However, in June 2019, the government announced the decision to leave out data localization norms out of the draft policy, with data protection to be handled by the MeitY in its Personal Data Protection Bill, aimed at keeping one point of reference for data-related issues.

Major new entrants in the E-booking industry

With the Indian e-booking industry growing at a robust pace in the past few years, few players from related sectors have also forayed into the e-booking space. PayTM, a digital wallet-turned-digital financial services player, entered

the e-booking segment in October 2016 with online rail bookings, and now offers online bookings for flights, buses, and hotels as well, as a use case for its digital payments services.

E-commerce companies are looking to leverage their user base to provide travel booking services to their customers. In September 2018, Flipkart started offering domestic flight bookings on its flagship Flipkart platforms in partnership with MakeMyTrip, with plans to extend its travel services to hotel, bus and holiday bookings in future. In May 2019, Amazon launched domestic flight bookings in partnership with Cleartrip, also with an objective to promote the use of its digital wallet and payment service Amazon Pay. The e-retailer in both these cases will provide the digital space for flight search and discovery, whereas the booking transactions will be handled by the OTA platforms, in a bid to tap the potential synergy between the e-retailers' consumer base and the OTAs' technology infrastructure.

COMPETITIVE ASSESSMENT

CRISIL Research has evaluated the key players across online ticketing, tours and travels and beverage segments in the section below.

Companies	Major Offerings	Incorporation Date	Registered Office location	Headquarter location
Online Ticketing				
Indian Railway Catering & Tourism Corporation Limited (IRCTC)	Online travel bookings, leisure tours (domestic & International), catering, packaged drinking water	1999	New Delhi	New Delhi
ClearTrip Private limited	Online travel bookings	2005	Mumbai	Mumbai
MakeMyTrip Limited	Online travel bookings	2000	Mauritius	Gurugram
Yatra Online, Inc	Online travel bookings	2005	Cayman Islands	Gurugram
Tours and Travel				
International Travel House Limited (ITH)	Leisure Travel : Domestic & International	1981	New Delhi	Gurugram
Cox and Kings Limited (C&K)	Leisure Travel : Domestic & International, Hybrid Hotels,	1939	Gurugram	Gurugram
Thomas Cook Limited (TC)	Leisure Travel : Domestic & International,	1978	Mumbai	Mumbai
Beverage				
Bisleri International Private Limited (Bisleri)	Packaged drinking water	1984	Mumbai	Mumbai
Hindustan Coca-Cola Beverages Private Limited (HCCB)	Bottling and distribution : Soft drinks and Packaged drinking water	1997	New Delhi	Gurugram
Varun Beverages Limited (VBL)	Bottling and distribution : Soft drinks and Packaged drinking water	1995	New Delhi	New Delhi

Source: Company Annual Reports and website, CRISIL Research

Offerings

Key segments for different OTA players

Players	Flights		Hotels		Holiday Packages		Trains	Buses		Cabs	
	Domestic	International	Domestic	International	Domestic	International		Private	State transport		Others
Cleartrip Pvt. Ltd.	✓	✓	✓	✓	✓	✓	✓				✓
Indian Railway Catering & Tourism Corporation Limited (IRCTC)	✓	✓	✓		✓	✓	✓				✓
MakeMyTrip Ltd.	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Yatra Online, Inc	✓	✓	✓	✓	✓	✓	✓	✓	✓		✓

Note: Others for Cleartrip Pvt Ltd includes activities such as food tours, treks, culinary classes, segway tours, etc.
Others for MakeMyTrip Ltd includes value-added ancillary services such as facilitating access to insurance and visa processing
Others for Yatra Online, Inc includes activities like sightseeing, events, shows etc.
Others for IRCTC includes catering and hospitality and packaged drinking water
Source: Companies' websites, CRISIL Research

Key segments for different Tours and Travel players

	International Tours & Travel (Leisure)	Domestic Tours & Travel	Independent Travel options for leisure travels	Business Travel Solutions	Online Air ticketing	Hotels bookings	Visa / passport facilitation	Online Foreign Exchange	Car Rental	MICE
Thomas Cook Limited (TC)	✓	✓	✓	✓	✓	✓	✓	✓		✓
Cox and Kings Limited (C&K)	✓	✓		✓	✓		✓	✓	✓	✓
Indian Railway Catering & Tourism (IRCTC)	✓	✓	✓		✓	✓				
International Travel House Limited (ITH)	✓	✓	✓	✓				✓	✓	✓

Source: Companies' websites, CRISIL Research

Key segments for Beverages segments

	Carbonated Soft Drinks	Non-carbonated drinks / fruit drinks	Packaged drinking water
Bisleri International Private Limited (Bisleri)	✓		✓
Hindustan Coca-Cola Beverages Private Limited (HCCB)	✓	✓	✓
Varun Beverages Limited (VBL)	✓	✓	✓
Indian Railway Catering & Tourism (IRCTC)			✓

Source: Companies' websites, CRISIL Research

SKU wise price comparison of major players in packaged drinking water industry (₹)

	250ml	300ml	500ml	1L	2L	5L	20L	25L
Bisleri	6	10	10	20	30	65-70	80	NA
Kinley (HCCB)	NA	Na	10	20	25-32	NA	90	110
Aquafina (VBL)	NA	NA	10	20	30	NA	NA	NA
Railneer (IRCTC)	NA	NA	10	15	NA	NA	NA	NA

Note: NA: Not applicable
Source: Companies' websites, CRISIL Research

OUR BUSINESS

Some of the information in the following discussion, including information with respect to our plans and strategies, contains forward-looking statements that involve risks and uncertainties. You should read "Forward-Looking Statements" beginning on page 17 for a discussion of the risks and uncertainties related to those statements and also "Risk Factors" beginning on page 23 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, and references to a particular Fiscal Year are to the twelve-month period ended March 31 of that year.

You should carefully consider all the information in this Prospectus, including, "Risk Factors", "Industry Overview", "Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 23, 86, 185 and 237, respectively, before making an investment in the Equity Shares. In this section, any reference to the "Company" "we", "us" or "our" refers to Indian Railway Catering and Tourism Corporation Limited. Unless otherwise stated, the financial information of our Company used in this section has been derived from our Restated Financial Information. We have not consolidated the financial statements of joint venture, RIRTL in our financial statements since the Fiscal Year 2010 – 2011 on account of ongoing litigation with Cox & Kings Limited and unavailability of financial statements of RIRTL. Accordingly, no consolidated or standalone financial information for RIRTL has been presented in this Prospectus. For further details, see "Risk Factors: We have been unable to make consolidation of our financial statements in absence of audited accounts of our joint venture, Royale Indian Rail Tours Limited" on page 23.

Unless otherwise indicated, industry and market data used in this section has been derived from industry publications and other publicly available information, including, in particular, the CRISIL Industry Report. Unless otherwise indicated, all financial, operational, industry and other related information derived from the CRISIL Industry Report and included herein with respect to any particular year refers to such information for the relevant Fiscal Year.

Overview

As a Central Public Sector Enterprise wholly owned by the Government of India and under the administrative control of the Ministry of Railways, we are the only entity authorized by Indian Railways to provide catering services to railways, online railway tickets and packaged drinking water at railway stations and trains in India. We were incorporated with the objective to upgrade, modernize and professionalize catering and hospitality services, managing hospitality services at railway stations, on trains and other locations and to promote international and domestic tourism in India through public-private participation. We were conferred the status of Mini – ratna (Category-I Public Sector Enterprise) by the Government of India, on May 1, 2008.

We operate one of the most transacted websites, *www.irctc.co.in*, in the Asia-Pacific region with transaction volume averaging 25 to 28 million transactions per month during the five months ended August 31, 2019. We have also diversified into other businesses, including non-railway catering and services such as e-catering, executive lounges and budget hotels, which are in line with our objective to build a "one stop solution" for our customers.

Currently, we operate in four business segments, namely, internet ticketing, catering, packaged drinking water under the "Rail Neer" brand, and travel and tourism:

Internet Ticketing: We are the only entity authorized by Indian Railways to offer railway tickets online through our website and our mobile application. As of August 31, 2019, more than 1.40 million passengers travelled on Indian Railways on a daily basis, which consisted of approximately 72.60% of Indian Railways' tickets booked online. As a result, there are more than 0.84 million tickets booked through *www.irctc.co.in* and "Rail Connect" on a daily basis. We currently operate one of the most transacted websites in the Asia-Pacific region with a transaction volume of more than 25 million per month and 7.2 million logins per day. The booking of railway tickets through the internet is now available 24 hours per day, 365 day per year, with the only exception being daily maintenance closure from 23:45 hours to 00:20 hours. The main objective behind the introduction of the internet ticketing was that instead of requiring passengers to be physically present at the Passenger Reservation System ("**PRS**"), the PRS should be brought to the door steps of passengers.

Catering: We provide food catering services to Indian Railway passengers on trains and at stations. On-board catering services are referred to as mobile catering and catering services at stations are referred to as static catering. Pursuant to the catering policy issued by Ministry of Railways dated February 27, 2017, ("**Catering Policy 2017**"), we provide catering services for approximately 350 pre-paid and post-paid trains and 530 static units. We provide catering services through mobile catering units, base kitchens, cell kitchens, refreshment rooms, food plazas, food courts, train side vending, and Jan Ahaars over the Indian Railways network. All other catering units, such as refreshments rooms at stations categorized at B or below, AVMs, milk stalls, and trolleys are managed by zonal railways. We also offer e-catering services to passengers through our mobile application "Food on Track" and our e catering website, *www.ecatering.irctc.co.in.*

We also operate executive lounges, budget hotels, and retiring rooms for the convenience of the travelling passengers on Indian Railways.

Packaged Drinking Water (Rail Neer): We are the only entity authorized by the Ministry of Railways to manufacture and distribute packaged drinking water at all railway stations and on trains, according to CRISIL. We manufacture and distribute packaged drinking water under brand "Rail Neer". Currently, we operate ten Rail Neer plants located at Nangloi, Danapur, Palur, Ambernath, Amethi, Parassala, Bilaspur, Hapur, Ahmedabad and Bhopal, with an installed production capacity of approximately 1.09 million litres per day, which caters to approximately 45% of the current demand of packaged drinking water at railway premises and in trains. To increase our presence in the packaged drinking water market at railway stations, and to meet the growing demand, we are commissioning new Rail Neer plants at Sankrail, Jagi Road, Nagpur, Bhusawal, Jabalpur, and Una. Further four new Rail Neer plants have been approved by the Company's Board of Directors and will be commissioned by 2021. We have also installed water vending machines ("**WVMs**") at railway stations to provide purified, chilled and portable drinking water to railway passengers at an affordable price.

Travel and Tourism: We have been mandated by Indian Railways to provide tourism and travel related services. As of the date of this Prospectus, we have footprints in across all major tourism segments such as hotel bookings, rail, land, cruise and air tour packages and air ticket bookings, and are known as one of India's leading travel and tourism companies catering to the needs of diverse tourist segments. With the strength of being a CPSE under the administrative control of the Ministry of Railways, we specialize in rail tourism.

We have an established track record of delivering strong annual returns to shareholders and our return on equity has exceeded 23% for each fiscal year since Fiscal 2017. We have been a profitable and debt free company since incorporation.

We have received several awards and recognitions including Satte Awards in the category of "Excellence in Domestic Tour Operations" in 2017, Dun & Bradstreet's PSU Awards in 2017, India Power Brand 2016 Award, Indian e-Retail Awards 2015, Best Use of Mobile App 2015, Most Trusted Brand in Railways Service Provider India Pride Awards 2014-15, World Travel Awards 2015, Website of the Year India Award 2015. Our packaged drinking water, Rail Neer, was ranked as a top performer by "Consumer Voice" Magazine in 2017. We have been honoured in the Fortune India Next 500 list for the year 2016 – 2017.

Summary of Revenue

(₹ in million)

Particulars	Fiscal 2017		Fiscal 2018		Fiscal 2019	
	Amount	Percentage	Amount	Percentage	Amount	Percentage
Internet Ticketing	4,693.07	30.16%	2,071.28	13.63%	2,345.86	12.35%
Catering	3,986.26	25.62%	7,402.73	48.70%	10,445.10	54.99%
Packaged Drinking Water (Rail Neer)	1,590.53	10.22%	1,692.03	11.13%	1,762.90	9.28%
Travel and Tourism	5,288.56	33.99%	4,033.85	26.54%	4,440.20	23.38%

Particulars	Fiscal 2017		Fiscal 2018		Fiscal 2019	
	Amount	Percentage	Amount	Percentage	Amount	Percentage
Total	**15,558.42**	**100**	**15,199.89**	**100**	**18,994.05**	**100**

Our total revenues, excluding interests and dividend income for Fiscal 2017, Fiscal 2018 and Fiscal 2019 were ₹15,558.42 million, ₹15,199.89 million and ₹18,993.29 million, respectively. Our profit after tax (excluding other comprehensive income) for Fiscal 2017, Fiscal 2018 and Fiscal 2019 were ₹2,290.81 million, ₹2,206.19 million and ₹2,725.95 million respectively.

Competitive Strengths

We believe that our Company has the following competitive strengths:

Authorised by the Ministry of Railways to offer Indian Railway tickets online

We are the only entity authorized by Indian Railways to offer railway tickets online through our website *www.irctc.co.in* and mobile application, "Rail Connect". During June 2019, an average of more than 1.40 million passengers reserved online tickets and travelled on Indian Railways every day. Approximately 72.60% of Indian Railways' tickets are booked online with an average of more than 0.84 million tickets booked through *www.irctc.co.in* and "Rail Connect" on a daily basis. Between Fiscal 2014 and Fiscal 2019, online rail bookings have registered an approximately 12.5% CAGR to reach approximately 284 million annually, with e-booking penetration rising to approximately 70% in Fiscal 2019. Online rail bookings are expected to grow at approximately 8% CAGR to reach approximately 425-435 million in fiscal 2024, with e-booking penetration rising approximately 81 – 83% during the same period, according to CRISIL.

We currently operate one of the most transacted websites in the Asia-Pacific region with a transaction volume of more than 25 million per month, and with 7.2 million logins per day. Our website and database are extremely valuable assets and offer numerous ways for us to optimize growth opportunities. With a surge in e-commerce driven by increasing internet penetration in India, we believe the variety and volume of the user data available online will continue to expand. Significant web traffic volume creates leads for online businesses such as air tickets, hotels and tour package bookings, and opportunities to generate revenue by cross-selling services and products.

Separately, under our Next Generation E-Ticketing system, booking of 24,350 tickets per minute was achieved on April 17, 2019. A new data centre has been set up in order to process the volume inflow on a daily basis. We believe our customer database is one of our key competitive strengths, which we leverage to cross-sell our different services and products. Our internet – ticketing system is designed and operated in conjunction with the Centre for Railway Information Systems ("**CRIS**"), the IT arm of Indian Railways.

Authorised catering service provider to passengers traveling by Indian Railways

As a CPSE under the Ministry of Railways, we are the only entity authorized to manage the catering services on board trains and major static units at railway stations under the Catering Policy 2017. Since we began our business operation in 1999, we have continuously focussed on improving the standard of catering services by setting up fully equipped base kitchens, appointing professionally trained staff and maintaining stringent quality control systems. This includes deployment of food safety supervisors at base kitchens, use of quality ingredients for cooking, as well as improved means of packaging in order to ensure hygiene in the catering services we provide to Indian Railways. We also conduct third party audits to assess the quality of service rendered to the travelling passengers. We believe a significant number of passengers utilizing our services on a daily basis provides opportunity for further expansion, especially in terms of cross-selling of different business products and services which we offer.

In the past, due to changes in catering policies by the Ministry of Railways, we have witnessed some uncertainties in products and services that we are allowed to offer on board trains and at stations. However, with the mandate from the Ministry of Railways to transfer catering services in their entirety to us under the Catering Policy 2017, we are now responsible for catering services in all mobile catering units (trains) and static units, except refreshment rooms at stations which are of Category B or below and other minor units operated by Indian Railways. The Catering Policy 2017, together with the existing range of products and services we offer, and exclusivity in railway catering has further

expanded the scale of our operations. Our years of experience in catering to passengers on board the trains and at stations have provided us with deep knowledge of customers' expectations. Based on our experience and customer feedback, we carefully design and adjust our catering products and services offering to suit our customers' changing demands. Our understanding of the market has enabled us to grow our business with improved passenger satisfaction.

Comprehensive tourism and hospitality service provider in India

According to the World Travel and Tourism Council ("**WTTC**"), direct contribution of India's travel and tourism industry to GDP will grow by approximately 12%, and is expecting to reach approximately ₹11.7 trillion in 2024, driven by factors such as improved connectivity and affordability of air and rail travel, government policy initiatives for promoting domestic tourism, growing convenience of online travel bookings, and higher exposure to unexplored domestic and foreign tourist destinations due to social media. At present, we provide railway and non-railway packages such as rail tour packages, Bharat Darshan and Aastha tourist trains (budget trains), Maharajas' Express (luxury trains), Majestic tourist trains, AC tourist trains, theme based tourist trains, state special tourist trains, election special trains, land tour packages, charter trains and coaches, hill charters, educational tours, online air ticketing, corporate travel services (including corporate air ticketing and visa services), outbound air packages, domestic air packages, online and offline hotel booking services, cab rental services, customised packages and LTC packages. To capture the market growth, we work closely under the Ministry of Railways' directive. Through cross-selling, e-commerce and intelligent travel solutions, we believe our close ties with the Government and private entities have positioned us well to serve as the "one window solution" to customers in the tourism and hospitality industry.

Additionally, we along with M/s Balmer Lawrie & Company Limited and M/s Ashok Travels & Tours, are the three entities permitted by the Government of India to offer air ticketing service to different ministries at both the Central and State Government level. To facilitate service to these central and state ministries, we have introduced an advance rolling deposit system, whereby we issue air tickets to the extent that the costs have been prepaid by the respective ministries. Regular top-ups will take place to ensure undisrupted services. We also developed a "Corporate Tool" that enables corporates to issue tickets themselves from their own premises. Separate login IDs and passwords are issued to corporates. This is also linked with an RDS account.

Working closely with the Central Government, we are an authorized entity to operate special election trains for movement of paramilitary forces across India for general and assembly elections. We also operate state-special trains, and "pilgrim trains" for various state governments where the beneficiaries are selected by the respective state primarily senior citizens. We believe that this collaborative partnership with the Central and State Government provides us with additional revenues.

Exclusively authorized for manufacturing and supplying packaged drinking water at railway station and trains

We are the only entity authorized by the Ministry of Railways to manufacture and distribute packaged drinking water at all railway stations and trains, subject to availability of Rail Neer. The total average daily demand for packaged drinking water in India at all railway stations and in trains is approximately 1.8 million liters per day, and we are able to cater to approximately 45% of the total demand based on the existing production capacities of our ten Rail Neer plants located at Nangloi, Danapur, Palur, Ambernath, Amethi, Parassala, Bilaspur, Hapur, Ahmedabad and Bhopal. Our overall production capacity at the ten operational plants of Rail Neer is approximately 0.83 million liters per day. We have also installed 1,950 WVMs at 700 railway stations as of August 31, 2019 to provide purified, chilled and potable drinking water to railway passengers at an affordable rate.

We have entered into an agreement with NTPC Limited ("**NTPC**") to develop a Rail Neer plant at Simhadri (Vishakhapatnam). Under this agreement, NTPC will supply raw water which will be converted from waste sea water through a multi-effect desalination system utilising wasteful hot flue gases. According to CRISIL Industry Report, the packaged drinking water market is expected to grow, with increasing health awareness and unavailability of clean drinking water. Domestic tourism (Indians travelling to destinations within India) and inbound tourism (foreign nationals travelling to destinations in India) has seen a strong growth between 2013 and 2018, as indicated by the estimated growth of domestic tourist visits (DTVs) and foreign tourist arrivals (FTAs) at 9-10% CAGR and 8-9% CAGR respectively. As of fiscal 2019, the share of organised segment in the PDW market is 60-65% whereas the share of unorganised segment in the market is 35-40%. Sustained growth in domestic and inbound tourism coupled with preference for packaged drinking water over tap water is expected to be a major driver for bottled water demand

in India. The packaged drinking water market is expected to further grow by 16-17% CAGR and reach ₹ 180-185 billion in fiscal 2024. With the current mismatch in supply and demand, we have a significant opportunity to grow our business operation by making Rail Neer more accessible to general public at railway stations and on trains.

Robust operating system and internal controls

We have a robust operating system and internal controls that have enabled us to deliver quality products and services to our customers across different segments of our operation. For example, we routinely send supervisors to trains operated by us to closely monitor catering services, and with the online monitoring website launched by the Ministry of Railways in 2019, passengers can now access live feed online to watch how their meals are being cooked and packed at our kitchens. Further, we have empanelled professional agencies to conduct customer satisfaction surveys in order to attain better customer satisfaction, and we have taken steps to improve the quality of catering services, include attaining ISO certification. Over the years, we have implemented several well-tested systems and internal controls procedures:

- *Customer Satisfaction Survey*

Customer satisfaction and quality of our service are important to us. To ensure quality of our food and service, we have empanelled third party professional agencies to conduct surveys covering a period of several years. Through the end of August 2019, customer satisfaction surveys have been conducted on 353 trains and at 263 food plazas/fast food units. With consistent steps to ensure quality of our food and service, a total of 435 licensee-operated units have been certified with ISO 22000:2005 certification for their quality.

- *Complaint Monitoring*

Beginning January 2014, we have implemented a system to actively identify the root cause of complaints, focusing on different issues in a single complaint, and developing a roadmap for improvement. Further, we have taken preventive and punitive actions based on the nature and seriousness of complaints, and addressed the complaints with a variety of measures including counselling, warnings and penalties.

- *24 hour, 365 day monitoring through control offices*

To manage the handling of complaints and supervise our operations efficiently, we have divided our business in five zones, each with a control office, and one central control office to monitor on a continuous basis all activities of our business segments.

- *Comprehensive Selection of Service and Product offerings*

To capture the cross-selling opportunities arising out of the volume of visitors to our website, we strive to offer our customers a comprehensive selection of travel, travel-related services, and value added products. To effectively match the customer with appropriate services/products options, we offer a wide range of customised travel options and packages.

- *Robust Contract Management*

In line with the recommendations of the Central Vigilance Commission ("**CVC**"), to ensure all activities and transactions between our Company and the Government and other suppliers are handled in a fair, transparent and corruption-free manner, we have implemented an "integrity pact program" where independent external monitor has been appointed with the approval of CVC, and a coordinator has been appointed to review all tenders which are beyond the set threshold values for appropriateness.

- *Ability to provide quality services*

We strive to provide quality service to our clients and adhere to high quality standards, and we have a strong commitment to implementing and maintaining sound monitoring systems for food quality and also for ensuring the

standards of meals prepared in the base kitchens. Further, in view of the impact on public health, we also carry out food safety audits through third party agencies accredited by National Accreditation Board for Certification Bodies. Our ability to maintain and improve the services we offer to customers enables us to generate stable revenue and minimize customer complaints. Under the Catering Policy 2017, food preparation and food service are unbundled to provide quality food to our customers and, at the same time, a comprehensive quality assurance program ensures transparency and efficiency across the production-logistics-distribution cycle covering kitchen to delivery. Passenger feedback may be provided utilizing a grievance channel.

Qualified and experienced employees and management team

We have a diversified Board and senior management team with significant experience. We believe that the industry experience of our management team and their ability to deliver consistent sales growth are our significant strengths. For details regarding the qualifications and experience of our Directors and senior management team, see "*Our Management*" on page 160.

We have a qualified and trained employee force to service our customers. As of August 31, 2019, we had 1,384 full time employees across our business verticals including more than 350 graduates from the Institute of hotel managements and Food Craft Institutes with expertise in hospitality industry. The wide range of skill sets of our employees gives us the flexibility to adapt to the needs of our customers and the demands of the various projects/investments that we undertake. We are committed to the development of expertise and know-how of our employees through regular technical seminars and training workshops organised by us or reputed institutes. We have also trained 10% of our middle and senior managerial officials in various management institutes MDI, Gurugram, and IIM Rohtak covering various topics e.g. Data analytics, operation and supply chain management, finance and non-finance, developing communication competencies.

Business Strategies

Diversifying and offering new services to the passengers of Indian Railways and others

We are one of key strategic partners of Indian Railways in various value chains and strategies. We strive to strengthen and enhance the services provided by Indian Railways, and tap opportunity presented by digital payments in the Indian economy which are growing at significant pace. We transact payments of more than ₹360 billion annually through banks and payment aggregators. In order to capitalize on this opportunity both in house and beyond, we have implemented our own payment gateway platform named IRCTC e-Wallet, and are also developing additional payment tools to facilitate easy and efficient payment by our customers.

IRCTC iMudra wallet and i-Pay

We are developing our IRCTC iMudra wallet to promote digital payment options to customers/users. This is a prepaid card which allows users to book train tickets, shop online and transfer money to friends and families. The IRCTC iMudra Wallet offers the convenience of accessing the user's wallet across mobile applications, tablets, laptop and desktop computers. IRCTC iMudra wallet comes with both virtual and physical cards to enable users to purchase goods online as well as offline. iMudra wallet is designed to provide our customers with the option of going cashless on every transaction, whether a transaction through POS machines, peer to peer money transfer, withdrawing cash at ATMs or buying goods and services online.

We believe the expansion in payment options will further encourage people to utilize our services, allow us to reach new customers, and drive expansion of our business operations. In addition, it will help us to drive cross-selling of various services which we offer. Together, we believe these factors will allow us to grow our revenues and increase our profitability.

We launched our i-Pay payment gateway on a pilot basis in October 2018. i-Pay is designed to handle domestic debit and credit cards transactions. We are currently evaluating its operational utility and technical capabilities. If successful, we intent to position i-Pay for use in various additional market segments in the future.

IRCTC as Private train operator

In July 2019, the Ministry of Railways, Government of India, Railway Board mandated us two trains under the haulage concept, with ticketing and on board services. We will have full freedom to determine the trains' fares. We are currently in process of finalizing the modalities of this concept, following which we will implement them initially on a pilot project basis. Subsequently the Ministry of Railways, Government of India, Railway Board has mandated our Company to operate two Tejas rakes on a pilot project basis.

Continue to leverage the Government's policy relating to our business

Since the implementation of Catering Policy 2017, we have worked as per the mandate given by the Ministry of Railways to address operational, quality and logistics issues in order to improve the catering service offered on trains and in stations, including upgrading of base kitchens. We will continue to capture new opportunities arising from the Catering Policy 2017, such as the providing catering services on trains having pantry car service. In connection with this effort, we plan to strategically withdraw from certain loss making services such as event catering and refocus our corporate resources on our core competence areas.

We believe the Government policy to unbundle the production and distribution of catering service provides a good opportunity to further grow our business, with an opportunity to offer more services ourselves or through our licensees. Under the Catering Policy 2017, food preparation will be operated by us, or alternatively we may tender food preparation separately to caterers that may setup or refurbish base kitchens meeting the conditions and requirements we have established including proper certification and compliance with applicable guidelines and food safety norms. In addition, we are also planning to serve more than 1,500 non-pantry car trains through train side vending ("**TSV**").

We are the only entity authorized by the Ministry of Railways to manufacture and distribute packaged drinking water at all railway stations and trains, subject to availability of Rail Neer. Currently, we operate ten Rail Neer plants with an installed capacity of approximately 1.09 million litres per day, which caters to approximately 45% of the current demand of packaged drinking water at railway premises and in trains. To increase our presence and meet the remaining and future requirements of the packaged drinking water at station premises and trains, we are commissioning six new Rail Neer plants at Sankrail, Jagi Road, Nagpur, Bhusawal, Jabalpur, and Una. Further four new Rail Neer plants have been approved by the Company's Board of Directors and will be commissioned by 2021.

We have been mandated by the Ministry of Railways to redesign our existing pantry cars with a view to equip them with modern appliances and technology for the ease of cooking and maintaining hygienic standards. Accordingly, we are in the process of re-designing pantry cars with modern equipment. We have engaged the Institute of Hotel Management ("**IHM**") Pusa, New Delhi to submit a design for the pantry cars. The draft design has been submitted to Rail Coach Factory Kapurthala for consideration. The salient features of redesigned pantry cars of Rajdhani and Duronto express will include compact pantry cars with modern equipment, fully AC coaches, adequate storage facilities for dry and perishable items, and optimum cooking facilities such as combi ovens, brat pans, deep fryers and induction heaters. In addition, the pantry cars will be designed with sufficient staff berths, proper exhaust chimneys, and modern waste disposal appliances. We are currently planning to roll out at least ten new pantry cars in Fiscal 2020 once the design is approved by Indian Railways. We will continue to make investments to improve the quality of services by unbundling food preparation and food distribution, and setting up new base kitchens and upgrading the existing ones.

Leveraging on Government policy will, we believe, allow us to expand our business operations and improve our financial condition through exploring new opportunities made available by the Government.

Strengthen products and services offering online

We offer products and services on various online platforms, including *www.irctc.co.in*. To leverage the significant number of visitors on our website, we intend to continuously develop our online offerings with enhanced product design capabilities and other value added services in order to offer our customers a personalised experience. As of the date of this Prospectus, visitors on our websites, while looking for Indian Railways' tickets, e-catering services and tour packages, have the opportunity to purchase a variety of other products and/or services from third parties who advertise on our website. In addition, to further expand our customer base, we are in the process of incorporating mobile e-wallets services to our payment options. Lastly, as part of our new product offering and cross-selling effort,

we are offering optional travel insurance for rail passengers. This scheme offers coverage of up to ₹1 million for death and permanent and total disability and ₹0.75 million for permanent partial disability for a premium payment of only 49 paisa. As of August 31, 2019, more than 1,000million passengers of Indian Railways have opted for this travel insurance. We believe the rise in number of internet users in India and related changes in their shopping habits, and better acceptance of internet as a convenient medium for making purchases, will allow us to leverage our single platform strategy, and, at the same time, capture the needs of customers.

Strengthen operational efficiencies

In order for our management to focus on development and expansion of our core activities, we will continue to outsource non-core activities, such as installing WVMs at railway stations, and unbundling preparation, distribution, cleaning and maintenance in relation to catering services in order to achieve greater control and better efficiency. At present, we have also adopted the following initiatives to improve operational efficiencies:

- *Attracting and retaining talented employees*

Talented employees are essential to our success. We rely on our employees to provide our services, complete various tasks on our projects and deliver quality performance to our customers. With our human resource system and process, we focus on improving health, safety and environment for our employees. We intend to further strengthen our work force through continued on-job skill development and training. We continuously strive to maintain the relatively low employee attrition rate and retain our skilled workers for future expansion by providing them with better packages and safer and healthier working environment.

- *Enhancing quality monitoring mechanism*

We maintain a strong system of internal controls in the key functional and operational areas, including various policies and procedures which ensure the orderly and efficient conduct of our business, including adherence to management's policies, safeguarding of assets, prevention and detection of fraud and error, accuracy and completeness of the accounting records, and the timely preparation of reliable financial information. We will continue to strengthen the quality control processes for services and products which we offer, including quality tests on water brands which we distribute at stations where Rail Neer is not available, and vigorous hygiene monitoring at base kitchens where foods are processed and packaged.

- *Exploring new opportunities by leveraging the strengths of our existing resources*

We will continue to evaluate new business opportunities that are suitable and strategically compatible with our existing operations so as to achieve higher utilization rates on our existing operational resources. We expect to expand the products and services that we offer to our customers while limiting additional expenses by leveraging and expanding on the existing business platforms. For example, cross-selling efforts that use our developed web portal have allowed us to offer products and services that are designed to suit a variety of travel budgets, as well as specific requests. Given the nature of our businesses, it is critical for us to expand continuously in order to reach the largest number of customers. We believe our collaboration with the Government of India is the key to future growth of our business.

Our Operations

Internet Ticketing

We are the only entity authorized by Ministry of Railways to offer Indian Railways' ticket online, and our website attracts a significant number of web visitors on a daily basis. In Fiscal 2019, an average of approximately 1.4 million passengers booked their tickets online for travel on Indian Railways on a daily basis. Such web traffic provided us with opportunities for cross-selling and possibility to generate revenue through value added services. According to *CRISIL*, annual online train bookings are expected to grow from 284 million bookings in Fiscal 2019 to 425-435 million in fiscal 2024. Our internet – ticketing system is designed and operated in conjunction with CRIS.

Our internet ticketing service has resulted in savings for Indian Railways on its infrastructure such as buildings, air-conditioning, electricity, furniture. The core value behind our collaboration with Indian Railways is that instead of the

customers travelling to the PRS, the PRS should be brought to the customers' door steps. Then, and at the same time, our website can offer other travel services to passengers who book their tickets online. The booking of railway tickets through our website is now available 24 hours per day, 365 day per year, except for routine daily maintenance from 23:45 hours to 00:20 hours.

We currently operate one of the largest websites in the Asia-Pacific region with a transaction volume of more than 25 million per month, and with approximately 7.2 million logins per day. As of August 31, 2019, we had approximately 53.7 million active registered users, and during the five months ended August 31, 2019, we averaged approximately 40,000 new user registrations per day. Powered by the increasing internet penetration in India, 72.60% of total Indian Railways' ticket bookings were done online through our website/mobile application during the five months ended August 31, 2019. Our continuous growth in internet – ticketing has been driven by our improved process for internet – ticketing reservations, which facilitates booking by various types of credit cards, debit cards, cash cards, e wallets, UPI and net banking facilities.

As part of our on-going strategy to expand our business, we have implemented various initiatives to leverage our website traffic. For example, we have implemented a system to automatically select the most efficient travel package to suit customer's needs in accordance with the input provided by the customer, which improves the customer's willingness to make the purchase. Additionally, with add-on services such as optional travel insurance for rail passengers since September 1, 2016 and expansion into mobile booking, our products and services are designed to meet the ever changing needs of the market. We believe these initiatives in targeted products and services offering allow us to leverage our position as one of the largest and most visited ticketing websites in Asia-Pacific region.

Among the technologies we use in our internet ticketing operations is the "Next Generation E-Ticketing System", or NGeT. We first deployed NGeT in 2014, and we have upgraded NGeT infrastructure regularly from 2014 onwards with 150 servers. As a result, our capacity to issue internet – ticketing has increased from 7,200 tickets per minute to 24,000 tickets per minute as of August 31, 2019. In 2019, we launched a new user NGeT interface that features a more passenger-friendly, clutter-free experience with easier log-in, easier navigation and more security.

Separately, Ministry of Finance, Government of India on November 22, 2016 removed the charges levied by us on passengers booking railway tickets online as service charge at rates of ₹20 per ticket for non AC classes and ₹40 per ticket for AC classes excluding service tax. As part of its mandate, Ministry of Finance by separate notification on July 5, 2017 proposed to reimburse ₹800.00 million to us until the Government of India permits us to recover online ticketing cost/levy of commission on passengers utilizing the online ticketing service we provide. The Ministry of Railways reimbursed the Company an amount of ₹800 million and ₹880 million for Fiscal 2018 and 2019, respectively for its operations costs.

The Department of Economic Affairs, Ministry of Finance, Government of India on July 19, 2019 withdrew the reimbursement of expenses and advised Ministry of Railways to work with us to decide on the charges to be levied by us on the tickets booked by the railway passengers through our website or applications. Subsequently, Ministry of Railways on August 5, 2019 has authorised to us to decide on the service charges to be levied on the passengers for the booking railway tickets online. Accordingly, with effect from September 1, 2019, we propose to charge convenience fee of ₹ 15.00 and ₹ 30.00 on the passengers for the booking railway tickets online for non AC classes and AC classes, respectively. For payment made through UPI/BHIM applications, the convenience fee will be ₹ 10.00 and ₹ 20.00 on the passengers for the booking railway tickets online for non AC classes and AC classes, respectively. Till the software for UPI/BHIM is developed, payment through UPI/BHIM will be incentivised by offering prizes through lottery on regular basis.

IRCTC e Wallet

We offer the IRCTC e-Wallet, which allows users to deposit money in advance with us that can later be used as a payment option along with the other payment options we provide to pay money at the time of booking tickets. IRCTC e-Wallet supports and speeds up internet ticketing to our users and had 0.84 million registered users as of August 31, 2019. Our main objective for e-Wallet is to improve our system performance by allowing users to book tickets faster and reduce dependency on banks. Users will get the benefit of saving precious booking time and service charges. An average of approximately 2,800 tickets were booked per day using e-Wallet during the month of August 2019.

Other technologies

We also provide a loyalty scheme through a co-branded credit card with SBI Card Limited and had approximately 0.49 million card holders as of August 31, 2019. Further, to keep abreast of current market trends, we also provide a mobile application on the Android Platform to our users which has attracted more than 50% of our website traffic. Another mobile application on i-OS platform is underway.

We launched an innovative solution based on artificial intelligence and machine learning to provide quick responses to our users. It helps the website and mobile application visitors by answering their queries without any time lag and improves customer satisfaction and helps to create competitive advantages, drive new business opportunities and foster innovation.

We launched our i-Pay payment gateway on a pilot basis in October 2018. i-Pay is designed to handle domestic debit and credit cards transactions. We are currently evaluating its operational utility and technical capabilities. If successful, we intent to position i-Pay for use in various additional market segments in the future.

Catering

We were incorporated on September 27, 1999 as a CPSE under the administrative control of the Ministry of Railways, to upgrade and professionalize catering and tourism services. In Fiscal 2003, catering service of Indian Railways was handed over to us on "as is where is" basis along with its staff, until 2010, where the Ministry of Railways mandated majority of these catering services to be handed back to Indian Railways. With the Catering Policy 2017, the responsibility for the entire catering services on all mobile units having pantry car service from Indian Railways, as well as part of static catering services of Indian Railways have been handed over to us, and are planning to roll out at least 10 new pantry cars in Fiscal 2020 once the design is approved by Indian Railways.

Presently, our catering services are divided into two areas of focus:

Mobile Catering

This business segment involves catering services on trains. These include services on prepaid trains like Rajdhani, Shatabadi, Duronto, Gatiman, Tejas, Vande Bharat trains and post–paid trains such as mail express trains having pantry cars, as well as trains without pantry cars which are served by train-side vending services. A network of base kitchens supports the supply of meals on mobile trains in accordance with the Catering Policy 2017. We have identified 54 such kitchen units/stations which supply food to these trains. 36 out of the 54 kitchen units are existing units to be renovated and modified, and the other 18 kitchen units will be set up on land to be provided by Indian Railways.

Separately, we are managing on-board catering services in 295 pairs of mail express, and 69 pairs of Rajdhani, Shatabdi, Duronto, Gatiman, Tejas, Vande Bharat trains through licensees awarded by us or Zonal Railways.

In September 2015, Ministry of Railways issued directions and permitted e-catering services to be offered to all trains passing through nominated 45 A1 category stations, which later expanded to most of the A1 & A category railway stations. As of August 31, 2019, e–catering is available at approximately 350 stations and served by more than 700 food outlets. This, together with the handing over of all catering services on Indian Railways is expected to significantly increase our revenue generated from catering services.

As part of the Catering Policy 2017, all pantry car service contracts awarded by Zonal Railways have been reassigned to us on the same terms and conditions. The sharing of license fee between Indian Railways and our Company is in the ratio of 40:60 as agreed with the Ministry of Railways. As of August 31, 2019, the majority of food production and services have been unbundled in accordance with the Catering Policy 2017.

With an aim to improve quality control, we have introduced new technology to monitor the food production process in our base kitchens. The new system comprises a network of CCTV cameras, installed at its base kitchens which enable live streaming of food preparation for the public through Rail Drishti.

We have engaged third party food safety supervisors to audit all kitchens we manage for the quality of food preparation and testing of prepared food by NABL accredited laboratories.

We have been mandated by the Ministry of Railways to redesign our existing pantry cars with a view to equip them with modern equipment for the ease of cooking and maintaining hygienic standards. In these cases, the revenue sharing between us and the Ministry of Railways will be 85:15 for a period of five years from the date of commissioning such redesign pantry cars.

Static Catering

This segment includes offboard catering services at stations comprising fast food units, food plazas, Jan Ahaars, refreshment rooms, base kitchens, and at executive lounges and other facilities at station premises such as budget hotels and Rail Yatri Niwas.

As of August 31, 2019, we managed 57 Jan Ahaars, 169 refreshment rooms, 27 cell kitchens and 14 base kitchens. We are also operating 138 food plazas and 152 fast food units and increased the total number of operational units to 290. We currently have 100 FP/FFU units at various stages of commissioning. Most of these food plazas and fast food units are ISO certified.

As of August 31, 2019, we operated executive lounges at New Delhi, Jaipur, Agra Cantt, Vishakhapatnam, Madurai, Sealdah and Ahmedabad railway stations. Additionally, we have awarded contracts for setting up, operation, maintenance and transfer back of these executive lounges at Nizamuddin and Varanasi Cantt., Gorakhpur, Lucknow Charbag (NR), Trivandrum Central, Bangalore City, Ernakulam, New Delhi (Pahar ganj side).

As of August 31, 2019, our 14 base kitchens were located at New Delhi, Mumbai Central, Mumbai CSMT, Ahmadabad, Howrah, Rajendra Nagar (Patna), Sealdah, Khargpur, Balsore, Nagpur, Ballarshah and Bengaluru (where we have three units). These base kitchens supply food to premium Rajdhani/Shatabdi/Duronto trains through our Company's managed catering operations. The meals are prepared by professionally trained staff, and regular inspections are conducted to monitor food quality and also to ensure the standards of meals prepared. These units are also monitored by third party food safety supervisors.

As of August 31, 2019, we operated retiring rooms at Jaipur, Madurai, Vadodara, Sealdah, Tirupati, Bilaspur, Udupi, Kacheguda, Lucknow, Thivim, Madgaon railway stations in order to upgrade services provided to travellers of Indian Railways. Additionally, we have awarded contracts for setting up, operation, maintenance and transfer back of retiring rooms at Gorakhpur, Agra Cant, Gwalior, Ahmedabad, Tata Nagar, Lokmanya Tilak Terminus, Mumbai CSMT, Nagpur, Thane, Patna, Raipur, Palakkad, and Tiruchirapalli.

Quality Control & Food Safety

To comply with quality and food safety requirements, we have adopted a Comprehensive Quality Assurance Program, which is designed to ensure transparency and efficiency across the production-logistics-distribution cycle. We also routinely send supervisors to trains operated by us to closely monitor catering services, and with the online monitoring website launched by the Ministry of Railways in 2019, passengers can now access live feed online to watch how their meals are being cooked and packed at our kitchens. Additionally, we have empanelled third party professional agencies to conduct customer satisfaction surveys and to take necessary remedial actions. Further, in view of the impact on public health, we also regularly carry out food safety audits through third party agencies accredited by National Accreditation Board for Certification Bodies annually.

Packaged Drinking Water (Rail Neer)

We have ten operational Rail Neer plants located at Delhi, Patna, Palur, Ambernath, Amethi, Parassala Bilaspur, Hapur, Ahmedabad and Bhopal, out of which Rail Neer Plants at Amethi, Parassala, Hapur, Ahmedabad, and Bhopal are under Public Private Partnership ("**PPP**") mode. With improving awareness on health and hygiene, increased tourism, and the easy availability of packaged drinking water, per capita consumption of packaged drinking water in India is on the rise. The organized packaged drinking water market is expected to continue its growth and reach more than ₹80 billion in 2019 according to CRISIL Industry Report. To capture this market growth, we have implemented

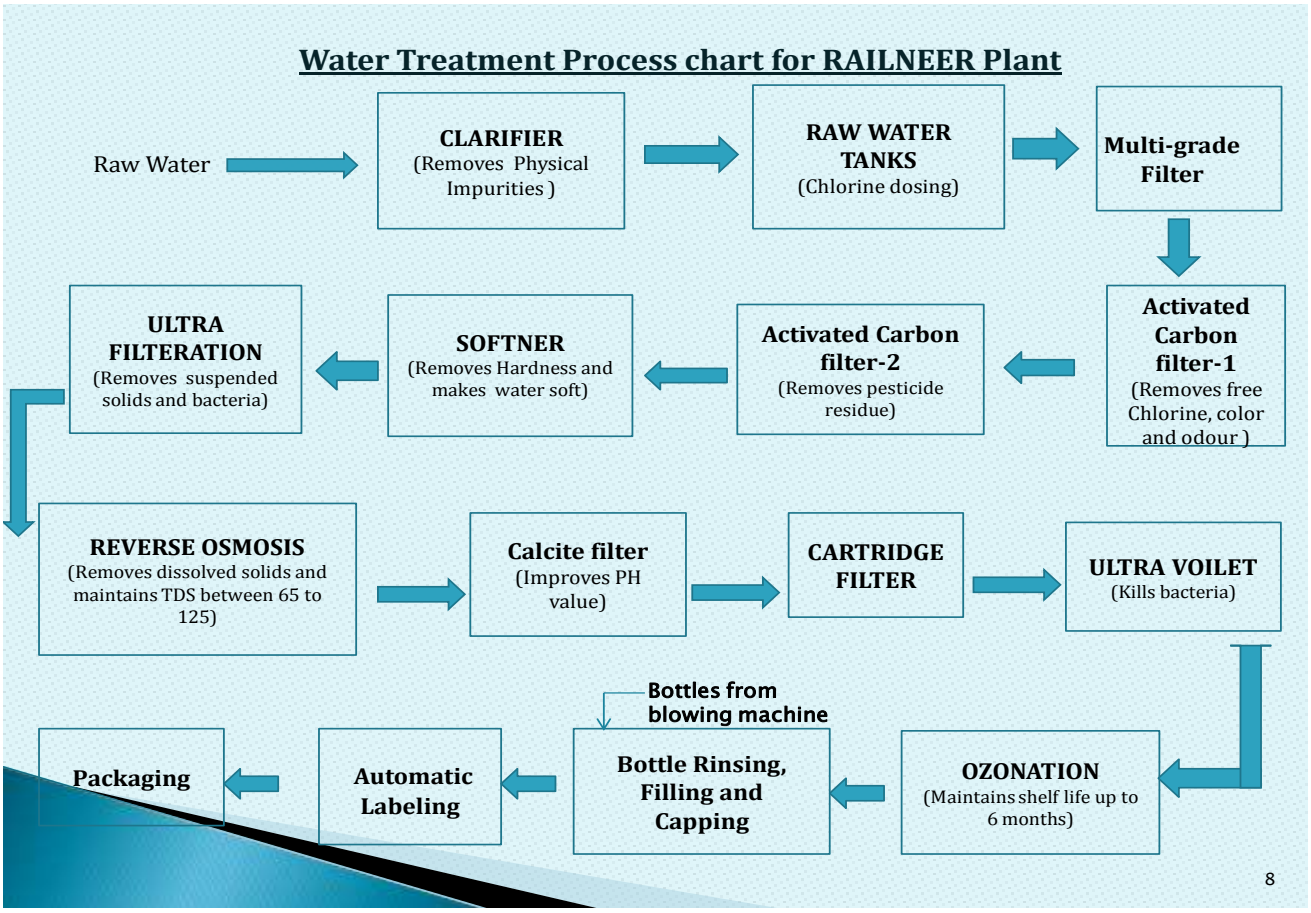
quality control systems and a nationwide distribution network to ensure all products and services are properly produced and delivered on time at the request of our customers. Additionally, we are commissioning six new Rail Neer plants at Sankrail, Jagi Road, Nagpur, Bhusawal, Jabalpur, and Una, which when completed, are expected allow us to deliver up to approximately 80% of the total market demand of packaged drinking water at railway premises and trains. Four additional Rail Neer plants have been approved by the Board of Director of the Company and will be set up by 2021.

The table below sets forth the performance of Rail Neer plants, is disclosed for the three previous fiscals, namely Fiscal 2019, 2018 and 2017.

Fiscal	Turnover (₹ In millions)	Production (bottles in millions)	Plant Installed Capacity (bottles in millions per day)	Plant Utilization (%)
2019	1,762.90	215.00	0.85	83.00%
2018	1,692.03	202.00	0.85	82.00%
2017	1,590.53	187.00	0.78	81.00%

Our Rail Neer plants have stringent filtration process for removal of pesticide residue. Our Rail Neer plants at Danapur, Nangloi, Ambernath and Palur Rail Neer plants are accredited with ISO: 9001 - 2015 quality management. The quality of other plants is ensured through internal quality checks.

The diagram below illustrates the manufacturing process of our Rail Neer product:



We have also installed WVMs at different train stations and other locations to provide purified, chilled and potable drinking water to railway passengers at an affordable rate. As of August 31, 2019, we have installed more than 1,950 WVMs at approximately 700 stations (out of a total of 1,194 stations of category A1, A, B and C).

Travel and Tourism

We have been mandated by the Indian Railways to provide tourism and travel related services. The various tourism services offered by us include Luxury Train Tours Maharajas' Express, Buddhist Circuit Special Train, Bharat Darshan Special Tourist Trains, theme based tourist trains, Rail Tour Packages, international and domestic air packages, land tour packages, hotel booking, car rental, LTC tours and event management. We are a one stop shop for all travel and tourism related services, and operate our own tourism portal, www.irctctourism.com through which we offer these products and services.

Some of the services we currently offer in this business segment include:

Domestic Tourism

Rail Tour packages: We offer all-inclusive and comprehensive packages that include confirmed onward and return rail journey in addition to other elements of a package such as road transfers, accommodation, meals and sight-seeing at reasonable rates.

Holiday packages: We offer holiday packages (land packages) which include road transfers, accommodation, meals and sight-seeing.

Packages with charter coach and train: These are all inclusive packages like rail tour packages, where the train travel is arranged through chartered coaches or trains by our Company.

Customized tour packages: Our flexibility in accommodating the demands of the customer is clearly demonstrated in customised tour packages. These packages are tailor-made as per the requirement of the customers after considering factors such as budget, level of luxury, places of interest and other customer requirements.

Leave Travel Concession (LTCs): The Government authorized our Company as one among three CPSE for operating LTC tours. We offer general and customised LTC packages to Government employees.

Domestic Air packages

Air packages are increasingly becoming more popular day by day due to limited time at the discretion of people for going on holidays. We provide packages to various destinations like Shirdi, Goa, Delhi, Tirupati, Gangtok, Darjeeling, Kalimpong, Andaman & Nicobar, Ladakh, Srinagar, Kashmir, Mumbai, Mysoor, Coorg, Bangalore and more.

Educational Tours

We operate educational tours for students under our "travel to learn" scheme, and we have tie-ups with various State Governments as well as private schools for operating educational tours for their students.

Inbound Tourist Targeted Tours

Maharajas' Express

Maharajas' Express has created a brand image for our Company in the field of luxury tourism in the international arena. Maharajas' Express has been awarded as the World's leading Luxury Tourist Train consecutively from 2012 to 2018 at the World Travel Awards. Maharajas' Express operates on four different itineraries. Three itineraries are of six nights/seven days and one is of three nights/four days. These tours cover cities like Ajanta, Udaipur, Jodhpur, Bikaner, Jaipur, Ranthambore, Agra, Balasinor, Gwalior, Khajuraho, Varanasi and Lucknow. The itineraries have been uploaded with departure dates on the special dedicated website of the train www.the-maharajas.com.

Buddhist Circuit Special Train:

We have operated the Buddhist Circuit special train for 12 years. This is a fully air-conditioned train offering a seven nights and eight days package covering all major Buddhist Pilgrim locations in India and Lumbini in Nepal. The niche tourism product is mostly patronised by international tourists, which come from locations across the globe. As a part of revamping the product and to generate more businesses in the coming years, a new modified tourist friendly rake was introduced in December 2018.

Majestic Rajasthan Tourist Train:

We introduced the Majestic Rajasthan Tourist Train using the new rake of Buddhist Circuit special train to promote various tourist destinations of the princely state of Rajasthan along with the visit to Agra in one of the itineraries. The train tour package primarily targeted to the mid-segment domestic and inbound tourist market, the package will be all inclusive covering all elements of train journey, on-board and off-board meals, all transfers, sightseeing, accommodation in hotels etc. The details and online booking facility of the train is available at our tourism portal "www.majestictouristtrains.com".

AC Tourist Trains

We utilize the old rake of Buddhist Circuit for operation of AC Tourist Train, which targets both international and domestic passengers with fully air-conditioned coaches.

Outbound tour packages

We operate various tours to international destinations from major cities across India to various international destinations, such as the Middle East, Europe, the United States, Australia and Southeast Asia, among other locations.

Air Ticketing

Our air-ticketing micro-site *www.air.irctc.co.in* provides online booking facility of domestic as well as international air-tickets at very competitive prices and facilitation charges as compared to other portals in online travel agents market. We also offer mobile application for air ticketing for Android and IOS users.

We also offer complete travel services to corporates, which include air ticketing, booking of domestic as well as international hotels, visa facilitation, overseas insurance and FOREX services.

Mass Tourism

Bharat Darshan/ Aastha Circuit Tourist Train:

One of our most popular tourism products, Bharat Darshan Tourist Trains are special tourist train tour packages offered by us primarily targeting tourists seeking affordable travel and holidays. These trains operate from various cities across India's length and breadth on various circuits covering numerous tourist destinations. The tour packages are inclusive of rail and road travel, all meals, sightseeing and accommodation. Tourists are also insured for an accidental claim up to a sum assured of ₹1million.

State Special trains

Our Company runs these special tourist train tours in collaboration with various state governments. The government selects the beneficiaries of the tour package who are mostly senior citizens. These train tours cover various destinations of tourist and pilgrim importance across India. During Fiscal 2019, we tied up with the state governments of Madhya Pradesh, Chhattisgarh, Rajasthan and Punjab to provide state special trains.

Election Special Trains:

We are entrusted with the job of moving the para-military forces for duty for the general and assembly elections from Fiscal 2014 onwards. We have also been nominated as single window for booking and movement of Election Special Trains. During Fiscal 2019, we operated more than 240 trains for moving para-military forces for assembly elections in the state of Madhya Pradesh, Rajasthan, Chhattisgarh and Karnataka.

Theme Based Tourist trains

Ramayana Express:

We have operated four special tourist trains covering places importance connected with the life of Lord Rama, which we named "Ramayana Express". The destinations covered are Ayodhya (U.P.), Nandigram, Sitamarhi, Janakpur, Varanasi, Prayag, Shringverpur, Chitrakoot, Nasik, Hampi and Rameshwaram. A slip tour to Sri Lanka by flight to Colombo from Chennai was also offered to passengers for an additional charge. The Sri Lankan leg of this ebullient package also included visit to renowned places like Ashok Vatika (Hakkagala Botanical Garden) and temples of the ancient time including Munneshwari, Munnawaram, Hanuman Temple, Kaleniya Vibhisana temple and palace, tea gardens and elephant orphanage.

Unity Express:

On the inauguration ceremony of statue of Sardar Vallabh Bhai Patel (Statue of Unity), Indian Railways offered through our Company a special tourist train named "Unity Express" from October 31, 2018 to November 11, 2018. The package offered was all inclusive tour package ex-Rajkot and covered places like Rameshwaram, Madurai, Kanyakumari, Trivandrum, Tirupathi, Shirdi and Shani Singnapur.

Ram Sethu Express:

This is another unique tour package we offered covering the temples situated in the state of Tamil Nadu. The package named "Ram Sethu Express –Tamil Nadu Temple Tour" operated from February 28, 2019 to March 3, 2019 ex-Chennai (Tambaram Railway Station). This maiden temple tour provided an exclusive opportunity to witness rich architecture and history of these 18 temples of Tamil Nadu.

Other Tourism Activities

Event Management:

We have ventured into the event management business, operating and organising various conferences, events and incentive packages for Indian Railways, PSUs and other institutions.

Charter Trains and Coaches:

We have operated more than 700 (both trains and coaches) charters in Fiscal 2019 for various tourists' groups. We are nominated as single window agency for booking of full tariff rate (FTR) train and coaches across India and a new online module has been developed and launched on May 18, 2018. The Ministry of Railways has nominated our Company to give the single window booking facility for all trains and coaches on charter basis.

Hill and Heritage Charters

We promote the five hill railways of India viz Nilgiri mountain railway, Darjeeling Himalayan railway (DHR), Kalka-Shimla railway, Kangara Valley Railway and Matheran Railway. We operate hill charters over Kalka-Shimla, Nilgiri Mountain Railway and Darjeeling Himalayan Railways. Our Company has recently launched packages for Kalakund, which is situated in the recently introduced heritage section of Patalpani – Kalakund under the Ratlam Division of Indian Railways.

Luxurious Railway Saloon Car:

We offer chartering of saloon cars. Saloon car generally has a living room, two air-conditioned bedrooms – one twin bedroom and the other similar to AC First Class coupe with attached baths, dining area and a kitchenette. Optional services like attendant, catering, pick and drop can be arranged as per demand of tourists. During Fiscal2019, we empanelled back-end service providers to provide back-end services to passengers. Indian Railways allocated three fully air-conditioned and one partially air-conditioned saloon cars and five non air-conditioned saloon cars. In Fiscal 2019, we have operated 9 saloon cars successfully. Our Company has requested Indian Railways to provide five exclusive fully air-conditioned saloon cars for operating charters and saloon car tours across its all five IRCTC Zonal Offices.

Cruise Packages:

Our first Cruise Tour package launched in association with Norwegian Cruise ex-Delhi to Denmark and covers Copenhagen (Denmark)- Warnemunde (Berlin)- Gdynia (Gdansk)- Helsinki- St. Petersberg- Nynashamn (Stockholm)- Copenhagen (Denmark) in 12 nights/13 days. We are also building relationships with reputed companies in India to offer Luxury River Cruise Tours on the Ganges and Mighty Brahmaputra. These tours will be offered to its guests of Maharajas Express in the first phase.

Online booking of Retiring Rooms at Stations and Hotel Booking:

As part of our "one-window service" commitment to customers, we have strategic alliances with various hotels and other accommodation providers. We are therefore able to provide online booking of various accommodation facilities in addition to our own Rail Yatri Niwas hotels, executive lounges and railway retiring rooms. As part of our continued efforts to expand our business operations, we are in the process of negotiating for collaboration with other hotel and homestay providers with the aim of expanding coverage of our online booking through our web portal.

We also provide off line hotel booking to our various corporate clients and also to walk in tourists at our various tourism facilitation centres. Railway passengers having confirmed PNR can now do online booking of retiring rooms across approximately 490railway stations through our tourism portal, www.irctctourism.com.

Mobile Applications:

In a step towards promoting digitalization initiative of Government of India, we have introduced user friendly travel and tourism mobile applications. 'IRCTC Air' and 'IRCTC Tourism' mobile application were launched on 2016. Mobile applications are already available for Android and IOS users. An integrated IRCTC application featuring rail and air ticketing and IRCTC Tourism was released on January 10, 2017 named as "Rail Connect". As of August 31, 2019, more than 37.90 million downloads of our Rail Connect application has taken place and regular packages are being booked regularly on the application.

We launched our tourism portal *www.irctctourism.com* in 2007, and have been offering complete online travel solutions to the customers over the last 12 years. The portal has won "Website of the Year" for consecutive Fiscal 2014 and 2015 by "Leisure & Travel" by MatrixLab. The portal offers on-line booking of tourist trains, air tickets, tour packages be it through rail, air or land, hotel and cabs, saloon cars, AC tourist trains, and event management. To be at par with the user friendliness and facilities which other OTAs offer, our Company has revamped its tourism website.

Comprehensive tourism and hospitality service provider in India:

WTTC expects India's travel and tourism industry to GDP to grow by approximately 12% and reach approximately ₹11.7 trillion in fiscal 2024, driven by factors such as improved connectivity and affordability of air and rail travel, government policy initiatives for promoting domestic tourism, growing convenience of online travel bookings, and higher exposure to unexplored domestic and foreign tourist destinations due to social media. The increase in income in India has caused changes in spending habits, which is expected to positively aid the growth of travel and tourism industry. To capture the market growth, we work closely under the Ministry of Railways' directive. Through cross-

selling, e-commerce and intelligent travel solutions, we believe our close ties with the Government and private entities have positioned us well to serve as the "one window solution" to customers in the tourism and hospitality industry.

Business Process

Bulk Procurement

We acquire raw materials necessary for our business operations through the use of limited tenders, where we short list companies that are qualified to participate in the limited tender given past track record or reputation of the brand. To ensure supply and control costs, all our contracts tendered for bulk procurement of raw materials are either one-or two-year contracts.

Cost Control

As a CPSE, our budget and pricing mechanisms are subject to directives/notices given by the Ministry of Railways, which in turn limit our ability to adapt according to market when cost of business operation increases. However, through properly designed limited tender processes, we scrutinize products and services offered by our suppliers and ensure the lowest price is being selected for the tender.

Separately, each of our business verticals adopts industry specific cost saving measures to control our cost exposure in doing business. Further, by increasing production capacity at existing Rail Neer plants as well as setting up new Rail Neer plants based on market demand, we were able to reduce both fixed operating cost and distribution cost. All these measures form part of our internal effort to control operation cost given our inflexibility in passing on costs to our customers.

Employees and Manpower

As of August 31, 2019, we had 1,384 full time employees across our business verticals including more than 350 graduates from the Institute of hotel managements and Food Craft Institutes with expertise in hospitality industry. In addition, we have more than 60 employees who are on deputation from various ministries of Government of India and approximately 240 employees on contract basis. We emphasize on employee welfare by various welfare schemes e.g. contributory welfare scheme, medical insurance and fast track promotion to talented employees etc. and other incentives. Our position as a CPSE allowed us to maintain a sizable workforce with relative stability.

Most of our senior management have substantial experience in their respective domain areas and have been instrumental in the growth of our organization. We believe that our management team is well placed to provide strategic leadership and direction to explore new emerging opportunities in these business segments as well as constantly improve our current operations.

Staff Training

To develop employees' performance, we provide various management developmental programs to our employees to keep up with the latest developments and changes in the field of respective operation, technology, human resource management, finance etc. We have also got trained 10% of our middle and senior managerial officials in various management institute like MDI, Gurugram and IIM Rohtak covering various topics e.g. Data analytics, operation and supply chain management, finance and non-finance, developing communication competencies.

Insurance

We have insurance coverage which we consider reasonably sufficient to cover all normal risks associated with our business operations and which we believe is in accordance with the industry standards. We have, *inter-alia*, obtained equipment failure, work accidents, fire or explosion, burglary, special contingencies, money transit, group life term insurance for employees, commercial general liability and product liability. In addition, we have obtained separate insurance coverage for personnel related risks, motor vehicles and loss of movable assets risks, such as the special contingency policy covering our trains. These insurance policies are generally valid for one year and are renewed annually by us. As of the date of this Prospectus, there have been no material claims made under the insurance policies.

Pricing Policy

As a CPSE, our pricing strategy flows directly from the rail budgets as well as other instructions given by the Railway Board. In principle, the pricing of all catering items offered to passengers over Indian Railways network, as well as the menu and tariff are all issued and regulated by the Railway Board according to guidelines promulgated from time to time.

Our Brand

We are recognised by the Indian market as one of the leading brands in railway catering and internet ticketing. Our goal is to continue to establish ourselves as the leader in other business segments including travel and tourism packages and packaged drinking water. With value added products and services for passengers, tourists and other customers, targeting both railway and non-railway related services and the like, we continue to build a business portfolio that is scalable and based on our core competence in offering catering and related services to Indian Railways.

We maintain a number of websites and applications ("apps") to help promote our brand, and provide easy, user friendly access to our Company and the services we offer. The websites and apps we use are summarized in the following table:

Websites and Applications		
Name of the website	**Application Name**	**Uniform resource locator**
Next Generation E Ticketing	IRCTC Rail Connect	www.irctc.co.in
E-catering	IRCTC eCatering - Food on Track	https://www.ecatering.irctc.co.in/
Air Ticketing	IRCTC AIR	https://www.air.irctc.co.in/
Tourism	IRCTC Tourism	https://www.irctctourism.com/
Maharajas' Express	IRCTC Maharajas	https://www.the-maharajas.com/
Buddhist train	-	https://www.irctcbuddhisttrain.com/ https://www.majestictouristtrains.com
IRCTC I Mudra	IRCTC iMudra	https://www.irctcimudra.com/home

Intellectual Property

Our Company currently own 40 trademarks of our branded products that we offer under brand names registered with the Registrar of Trademarks, Delhi, under various combinations and classes. For more details on these trademarks kindly see the chapter "*Government and Other Approvals*" beginning on page 274.

Property

Our Registered Office is located at 11th Floor, B – 148, Statesman House, Barakhamba Road, New Delhi – 110 001, Delhi, India. We have taken our Registered Office on a leasehold basis. We have a network of one (1) tourism office and one (1) internet ticketing centre located at New Delhi, ten (10) Regional Offices located at Lucknow, Jaipur, Chandigarh, Bhopal, Ahmedabad, Guwahati, Bhubaneshwar, Patna, Ernakulam and Bangalore and five (5) Zonal offices located at New Delhi, Mumbai, Kolkata, Chennai and Secunderabad. All our Regional Offices and Zonal Offices are taken on leasehold basis. We operate ten (10) Rail Neer plants located at Nagloi, Danapur, Palur, Ambernath, Amethi, Parassala, Bilaspur, Hapur, Ahmedabad and Bhopal, out of which five (5) Rail Neer plants located at Bilaspur, Amethi, Ahmedabad Hapur and Bhopal are on long term lease from third parties.

Competition

As we are the only entity authorized by the Ministry of Railways to offer catering services on board the train and at majority of the railway stations as well as to offer Indian Railways' ticket online, our business operation faces little to no competition in these segments.

For tourism and hospitality segments, the number, size and strength of our competitors varies by type of services and products concerned such as rail tour packages and air tour packages. We are a leading player in rail tour packages. In air tour packages, we compete with Makemytrip, Cox & Kings (India) Limited, Thomas Cook (India) Limited etc. For further details, please see "*Risk Factors*" on page 23.

For packaged drinking water, although we are now the only entity authorized to distribute packaged drinking water at stations and on trains, given the fact that we only cover approximately 45% of the total market demand, passengers are likely to purchase from our competitors in the packaged drinking water market. For further details, please see "*Risk Factors*" on page 23.

Joint Venture

We have entered into a joint venture agreement dated December 10, 2008 with Cox & Kings Limited to form a company viz., RIRTL to operate, acquire, furnish, maintain and manage a premium tourist train with a view to market and sell the holiday packages. The authorized share capital of RIRTL is ₹50 million which is contributed by both the parties equally i.e. ₹25 million each.

In terms of the agreement we shall acquire the coaches / rakes from Indian Railways and further lease the premium train to RIRTL for a period of 15 years i.e. till the term of the agreement. Cox & Kings shall provide unsecured loan amounting to 50% of the total cost of the train to RIRTL and RIRTL shall pay advance lease charges of 50% to us from this unsecured loan. Therefore, the amount paid by RIRTL to us annually will be less than the lease charges and the difference amount shall be utilized by the RIRTL for repayment of the unsecured loan to Cox & Kings Limited.

Further, RIRTL has a total of nine directors including three independent directors. We and Cox & Kings Limited have appointed three directors and one independent director each, the third independent director shall be appointed by both the parties. The logo / brand / trademark used for operating the premium train shall be owned and registered in the name of RIRTL and the brand name of the premium train will revert to us at the end of the term of the agreement. The agreement shall remain in force for a period of 15 years from the date of first commercial run of the train and thereafter can be renewed for a period of 10 years.

Currently we are involved in a dispute with Cox &Kings Limited and RIRTL, which is more particularly described in the chapter "*Outstanding Litigation and Other Material Developments*" on page 267.

Awards and Recognitions

We have received several awards and recognitions including Satte Awards in the category of "Excellence in Domestic Tour Operations" in 2017, Dun & Bradstreet's PSU Awards in 2017, India Power Brand 2016 Award, Indian e-Retail Awards 2015, Best Use of Mobile App 2015, Most Trusted Brand in Railways Service Provider, India Pride Awards 2014-15, World Travel Awards 2015, Website of the Year India Award 2015. Our packaged drinking water, Rail Neer, was ranked as top performer by "Consumer Voice" Magazine in 2017. We have been honoured in the Fortune India Next 500 list for the year 2016 – 2017.

Corporate Social Responsibility

We believe in corporate responsibility and contributing to the communities in which we operate. While being focused on sustained financial performance, we are also aware of the necessary and importance of social stewardship. We seek to enrich the lives of future generations through our efforts to improve the lives of less privileged citizens, in relation to health, education, community development, capacity building and other mechanisms implemented from time to time.

The CSR Committee is entrusted with the primary responsibility of formulating the CSR policy of the Company. For further details in relation to the CSR Committee, see "*Our Management*" on page 160.

KEY REGULATIONS AND POLICIES

The following is an overview of certain sector-specific relevant laws and regulations which are applicable to the operations of our Company and its business operations in India. The information detailed below has been obtained from publications available in the public domain. The description of laws and regulations set out below is not exhaustive and is only intended to provide general information to Bidders. The information in this section is neither designed nor intended to be a substitute for professional legal advice and investors are advised to seek independent professional legal advice.

The statements below are based on the current provisions of Indian law, and the judicial, regulatory and administrative interpretations thereof, which are subject to change or modification by legislative, regulatory, administrative, quasi-judicial or judicial decisions/actions and the Selling Shareholder, our Company or the BRLMs are under no obligation to update the same.

Laws and Regulations applicable to the Central Public Sector Enterprises

As a Central Public Sector Enterprise ("**CPSE**") set up by the Ministry of Railways, we are required to comply with various laws and regulations including The Railways Act, 1989, as amended along with the rules; Compendium on Guidelines for administrative ministries/departments and central public sector enterprises, 2015; Guidelines on corporate social responsibility and sustainability for central public sector enterprises, 2014, Guidelines on corporate governance for central public sector enterprises, 2010; Guidelines on Capital Restructuring of Central Public Sector Enterprises, Guidelines on Pay Revision Guidelines as amended from time to time; Prevention of Corruption Act, 1988; the Central Vigilance Commission Act, 2003; The Lokpal and Lokayuktas Act, 2013 and New Pension Scheme and Right to Information Act, 2005 among others.

Business Related Laws

Catering & Hospitality

The Food Safety and Standards Act, 2006

The Food Safety and Standards Act, 2006 (**"FSSA"**) was enacted on August 23, 2006 with a view to consolidate the laws relating to food and to establish the Food Safety and Standards Authority of India (**"Food Authority"**) for setting out scientific standards for articles of food and to regulate their manufacture, storage, distribution, sale and import to ensure availability of safe and wholesome food for human consumption. The standards prescribed by the Food Authority include specifications for ingredients, contaminants, pesticide residue, biological hazards and labels. The FSSA also sets out requirements for licensing and registering food businesses, general principles for food safety, and responsibilities of the food business operator and liability of manufacturers and sellers, and adjudication by 'Food Safety Appellate Tribunal'. The FSSA covers activities throughout the food distribution chain, from primary production through distribution to retail and catering.

In exercise of powers under the FSSA, the Food Authority has framed the Food Safety and Standards Rules, 2011 (**"FSSR"**). The FSSR provides the procedure for registration and licensing process for food business and lays down detailed standards for various food products. The FSSR also sets out the enforcement structure of 'commissioner of food safety', 'food safety officer' and 'food analyst' and procedures of taking extracts, seizure, sampling and analysis. The FSSA lays down penalties for various offences (including recall procedures).

The Food Authority has also framed the following food safety and standards regulations:

- Food Safety and Standards (Licensing and Registration of Food Businesses) Regulations, 2011;
- Food Safety and Standards (Food Product Standards and Food Additives) Regulations, 2011;
- Food Safety and Standards (Prohibition and Restriction on Sales) Regulations, 2011;
- Food Safety and Standards (Contaminants, Toxins and Residues) Regulations, 2011;
- Food Safety and Standards (Laboratory and Sampling Analysis) Regulations, 2011;
- Food Safety and Standards (Food Recall Procedure) Regulations, 2017;
- Food Safety and Standards (Approval for Non-Specific Food and Food Ingredients) Regulations, 2017;

- Food Safety and Standards (Packaging) Regulations, 2018; and
- Food Safety and Standards (Labelling and Display) Regulations, 2018

The Food Authority has also issued a food industry guide on Food Safety Management System (FSMS) ("**Food Industry Guide**") with the intent to provide implementation guidance to food businesses (especially the small and medium businesses) involved in storage of raw material, manufacturing, packing, storage and transportation of bakery and bakery products, to ensure that critical food safety related aspects are addressed throughout the supply chain. The Guidance Document provides directions specifically for FSMS implementation for biscuits, bread, cakes and pies.

The Prevention of Food Adulteration Act, 1954

The Prevention of Food Adulteration Act, 1954 ("**PFA Act**") is enacted for the purpose of curbing adulteration of food products. It imposes restriction on sale, storage distribution and manufacture of certain food articles. The PFA Act also imposes penalty for several activities mentioned under section 16. Section 16 states that any person shall, in addition to the penalty to which he may be liable under the provisions of section 6 of PFA Act, be punishable with imprisonment for a term which shall not be less than six months but which may extend to three years, and with fine which shall not be less than one thousand rupees.

The Prevention of Food Adulteration Rules, 1955 ("**PFA Rules**") have also been formulated to give effect to the purposes of the PFA Act. The PFA Rules empower the Food Inspector to inspect all establishments licensed for the manufacture, storage or sale of an article of food within the area assigned to him. Manufacture sale, stocking, distribution for sale of any article of food including prepared food or ready to serve food, cannot be made by any person except under a license.

Bureau of Indian Standards Act, 2016

The Bureau of Indian Standards Act, 2016 ("**BIS Act**") was notified on 22nd March, 2016 and was brought into force with effect from 12th October, 2017. The BIS Act provides for the establishment of the National Standards Body of India for the harmonious development of the activities of standardisation, conformity assessment and quality assurance of goods, articles, processes, systems and services. The BIS Act has enabling provisions for the Government to bring under compulsory certification regime any goods or article of any scheduled industry, process, system or service which it considers necessary in the public interest or for the protection of human, animal or plant health, safety of the environment, or prevention of unfair trade practices, or national security. The BIS Act also allows multiple types of simplified conformity assessment schemes including self-declaration of conformity against a standard which will give simplified options to manufacturers to adhere to the standards and get certificate of conformity. The BIS Act enables the Central Government to appoint any authority/agency, in addition to the BIS, to verify the conformity of products and services to a standard and issue certificate of conformity. Further, the BIS Act also provides for repair or recall, including product liability of the products bearing a standard mark but not conforming to the relevant Indian Standard.

Bureau of Indian Standards Rules, 2017 ("BIS Rules")

Further, the Ministry, vide notification no. G.S.R. 1266(E). dated October 13, 2017, has notified the BIS Rules The BIS Rules have been notified in supersession of the Bureau of Indian Standards Rules, 1987, except Chapter IV A mentioned herein, and the Bureau of Indian Standards (Appointment, Terms and Conditions of Service of Director General) Rules, 1987. According to the BIS Rules, the Bureau establishes Indian Standards in relation to any goods, article, process, system or service and shall reaffirm, amend, revise or withdraw Indian Standards so established as may be necessary.

Hotel Receipts Tax Act, 1980

The Hotel-Receipts Tax Act, 1980 **("HRT Act")** was enacted on December 9, 1980. The Act imposes a special tax on the gross receipts of certain categories of hotels. The hotel-receipts tax will be payable by every person carrying on the business of a hotel wherein the room charges for residential accommodation provided to any person at any time during the previous year are ₹75 or more per day per individual. The Hotel-Receipts Tax Rules, 1981 have also been enacted for carrying out the purposes of the HRT Act.

The Sale of Goods Act, 1930

The Sale of Goods Act, 1930 ("**Sale of Goods Act**") came into force on July 1, 1930. The Sale of Goods Act governs contracts relating to sale of goods in India. The contracts for sale of goods are subject to the general principles of the law relating to contracts. The Sale of Goods Act contains provisions in relation to the essential aspects of such contracts, including the transfer of ownership of the goods, delivery of goods, rights and duties of the buyer and seller, remedies for breach of contract and the conditions and warranties implied under a contract for sale of goods.

The Legal Metrology Act, 2009 and the Legal Metrology (Packaged Commodities) Rules, 2011

The Legal Metrology Act, 2009 ("**Legal Metrology Act**"), received the assent of the President of India on January 13, 2010. The Legal Metrology Act governs the standards/ units/denominations used for weights and measures as well as for goods which are sold or distributed by weights, measure or number. It also states that any transaction/ contract relating to goods/ class of goods shall be as per the weight/ measurements/numbers prescribed by the Legal Metrology Act. Every unit of weight or measure shall be in accordance with the metric system based on the international system of units. Using or keeping any weight or measure otherwise than in accordance with the provisions of the Legal Metrology Act is an offence, as is tampering or altering any reference standard, secondary standard or working standard. Moreover the Legal 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 Legal Metrology Act. The specifications with respect to the exact denomination of the weight of goods to be considered in transactions are contained in the Rules made by each State. The Legal Metrology Act also provides Legal Metrology (General) Rules, 2011, which may be followed for due compliance, if the respective State does not provide for Rules in this regard. The Controller of Legal Metrology Department is the competent authority to grant the licence under the Legal Metrology Act. Any manufacturer dealing instruments for weights and measuring of goods must procure a license from the state department under the Legal Metrology Act. Any non-compliance or violation under the Legal Metrology Act may result in inter alia a monetary penalty on the manufacturer or seizure of goods or imprisonment in certain cases.

The Legal Metrology (Packaged Commodities) Rules, 2011("**Legal Metrology Rules**") came into force on April 1, 2011 and was enacted under the Legal Metrology Act. According to the Legal Metrology Rules, no person shall pre-pack or cause or permit to be pre-packed any commodity for sale, distribution or delivery unless a declaration is made on the package as required under the Legal Metrology Rules. Every manufacturer, packer and importer who pre-packs or imports any commodity for sale, distribution or delivery is required to be registered. On September 7, 2016, the Indian Ministry of Consumer Affairs, Food, and Public Distribution's Department of Legal Metrology amended the Legal Metrology Rules. The amendment empowers the Government of India and state-level competent authorities to establish prices and quantity limits for retail-sale price of anything deemed an "essential commodity" under the Essential Commodities Act, 1955.

Internet Ticketing

The Information Technology Act, 2000

The Information Technology Act, 2000 has been enacted to provide legal recognition for transactions carried out by means of electronic data interchange and other means of electronic communication, commonly referred to as "Electronic Commerce", which involve the use of alternatives to paper-based methods of communication and storage of information etc. Additionally, the said Act also provides for civil and criminal liabilities including fines and imprisonment for various computer related offences. These include offences relating to unauthorized access to computer systems; it also recognizes contracts concluded through electronic means, creates liability for failure to protect sensitive personal data and gives protection to intermediaries in respect of third party information liability. It also provides civil and criminal Liabilities. The Information Technology Act also provides punishment for offences committed outside India. The Information Technology Act, 2000 creates liability on a body corporate which is negligent in implementing and maintaining reasonable security practices and procedures, and thereby causing wrongful loss or wrongful gain to any person, while possessing, dealing or handling any sensitive personal data or information in a computer resource owned, controlled or operated by it.

The Department of Information and technology under the Ministry of Communications & information Technology, Government of India, has notified the Information Technology (Reasonable Security Practices and Procedures and Sensitive personal Data or Information) Rules 2011 which gives directions for the collection, disclosure, transfer and protection of sensitive personal data by a body corporate or any person acting on behalf of a body corporate. The said Rules also require the body corporate to provide a privacy policy for handling and dealing on personal information, including sensitive personal data.

Intellectual Property Rights

Intellectual property rights in India enjoy protection under both statute and common law. Indian Statutory law provides for copyright protection under the Copyright Act, 1957, trademark protection under the Trade Marks Act, 1999 and design protection under the Designs Act, 2000. These enactments provide an exclusive right to the creator, over the use of his/her creation for a certain period of time and provide for the protection of intellectual property by imposing civil and criminal liability for infringement. India is also a party to several international agreements for the protection of intellectual property rights.

The Trademarks Act, 1999

The Trademarks Act, 1999 ("**TM Act**") provides for the application, registration and assignment of trademarks in India. The purpose of the TM Act is to grant exclusive rights to marks such as a brand, label and heading and to obtain relief in case of infringement for commercial purposes as a trade description. The registration of a trademark is valid for a period of 10 years, and can be renewed in accordance with the specified procedure. The TM Act prohibits any registration of deceptively similar trademarks or chemical compounds among others.

Application for trademark registry has to be made to Controller-General of Patents, Designs and TM Act who is the Registrar of Trademarks for the purposes of the TM Act. The TM Act prohibits any registration of deceptively similar trademarks or chemical compound among others. It also provides for penalties for infringement, falsifying and falsely applying trademarks.

The Trade Marks Rules, 2017

In March 2017, the Trade Mark Rules, 2017 ("**Trade Mark Rules**") were notified, in supersession of the Trade Marks Rules, 2002. The Trade Mark Rules brought about changes in the application process, in terms of an increase in application fees and common formats for several kinds of applications. However, the e-filing process has been incentivized by providing for lower application fees. With the Trade Mark Rules, the definition of "Opposition" also saw a change to encompass a greater. Further, the Trade Mark Rules also allow for video conferencing for conducting hearings.

Tourism

The Ministry of Tourism is the nodal agency for the development of tourism in the country. It plays a crucial role in coordinating and supplementing the efforts of the State/Union Territory Governments, catalyzing private investment, strengthening promotional and marketing efforts and in providing trained manpower resources. Acquiring a license issued by the Department of Tourism is a prerequisite for any organization operating in the tours and travels business. Some of the guidelines issued by the Ministry for Travel Trade are detailed below:

1. Guidelines for recognition / renewal or extension as an approved travel agent / agency, introduced from August 27, 2007, and revised with effect from July 18, 2011.
2. The Guidelines for the selection and grant of guide license to Regional Level Tourist Guides, 2011 introduced from September 22, 2011.
3. Code of conduct for safe and honorable tourism adopted on July1, 2010 .
4. Guidelines for the scheme of market development assistance for promotion of domestic tourism, introduced with effect from January 9, 2009
5. Guidelines for recognition / renewal or extension as an approved inbound tour operator, introduced from August 27, 2007, revised with effect from July 18, 2011.

6. Guidelines for recognition / renewal or extension as an approved tourist transport operator, revised with effect from July 18, 2011
7. Guidelines for recognition / renewal or extension as an approved adventure tour operator, introduced from August 27, 2007, revised with effect from January 2, 2012
8. Guidelines for recognition / renewal or extension as an approved domestic tour operator, introduced from August 27, 2007, revised with effect from July 18, 2011

The Ministry has also issued guidelines overseas marketing such as the Guidelines for joint advertising support and the Guidelines for brochure support. Additionally, as part of its marketing / publicity activities, the Ministry of Tourism brings out brochures, leaflets, maps, films, CDs, etc. on various topics and have issued guidelines for the same.

International Air Transport Association

The International Air Transport Association ("**IATA**") is a trade association for the world's airlines. From 57 founding members in 1945 it now represents approximately 290 airlines in over 117 countries or 82% of total air traffic. It supports many areas of aviation activity and helps formulate industry policy on critical aviation issues. IATA works with governments, the International Civil Aviation Organisation and other relevant authorities to help define the correct regulatory framework for the industry. Membership with IATA brings several benefits including international recognition, increasing communication, driving industry change etc. An accreditation of IATA is necessary to operate as a travel service provider. The purpose of accreditation is to formally recognize travel agents through an IATA Numeric Code that provides a unique identifier for the agent that are authorized to sell and issue international/ domestic tickets on behalf of the airlines in the global travel industry. As such agent one gains access to approximately 250 IATA airline members using a single standard Sales Agency Agreement as well as access to IATAs Billing and Settlement Plan (BSP) and BSP link which provides for a single standard interface for invoicing and payment between the agent and multiple airlines and transport providers. Global customers and airlines can with certainty rely on these agents for ticketing and payment procedure since they are required to meet industry standards identifiable by the IATA and standard procedures which ensure fair and uniform standards in all dealings with the airlines.

Key policy initiatives of GoI in relation to our business and operations

As part of our business, certain policies of the GoI in the area of Railways, tourism and catering, may impact our Company's business and operations. With respect to these schemes, our Company is required to comply with the various guidelines/ policies issued by the respective authorities. The following is an indicative list of schemes/ programs, policies applicable to the business and operations of the Company;

- *Catering Policy, 2017* – This policy was formulated with the objective of providing quality food to customers on the Indian Railways. It came into force from February 27, 2017 and supersedes the previous Catering Policy, 2010. In its endeavor to provide quality and hygienic food to the passengers, Railways have developed and operationalized an institutionalized mechanism for monitoring of quality and hygiene of catering services through regular inspections at various levels. The passenger satisfaction levels are also regularly monitored through direct feedback and other means to address catering complaints.

  Terms as per Catering Policy, 2017

  1. A-la-carte Menu: These are popular food items served through static/mobile units and decided by market/customer, the rates for which are fixed by zonal railways/IRCTC, CCMs of the zonal railways will be the competent authority to decide the A-La-carte rates. Zonal Railways, after taking into consideration the regional tastes and cuisine, will approve such items. A-la-carte menu and standard items shall be mutually exclusive to ensure that passengers are not overcharged.

  2. Automatic Vending Machines (AVM): These are automatic vending machines for dispensing hygienically packaged catering items e.g. PAD items, PDW, eatables, tea/coffee, cold drinks, etc. AVM stalls should not be permitted to sell any other item except those to be dispensed through these machines.

  3. Base Kitchen: Base Kitchen is a large cooking and packing facility set up in the vicinity of railway premises

whether inside or outside Railway premises from where food is prepared and disturbed in trains or to the static units. There will be no sale of food directly to the passengers from a base kitchen. All base kitchens should be ISO certified.

4. Category of station: Stations are categorized on the basis of passenger earnings as follows:

Category A-1	Non sub-urban stations with an annual passenger earning of more than ₹ 600.00 million.
Category 'A'	Non sub-urban stations with an annual passenger earnings of more than ₹ 80.00 million and upto ₹ ₹ 600.00 million.
Category 'B'	I. Non sub-urban stations with an annual passenger earnings between ₹ 40.00 million to ₹ 80.00 million. II. Stations of tourist importance or an important junction station (to be decided by G.M.)
Category 'C'	All-suburban stations
Category 'D'	Non sub-urban stations with an annual passenger earnings between ₹ 6.00 million and ₹ 40.00 million
Category 'E'	Non sub-urban stations with an annual passenger earnings less than ₹ 6.00 million.
Category 'F'	Halts

(Note:- The above categorization based on monetary limits is subject to further revision from time to time.)

5. Catering Stalls: These are three different types of stalls selling catering products like beverages, snacks and other light refreshments. First is the tea stall where tea, biscuits and snacks are served. The second type of stall is milk bar, which are specially meant for various milk products and the third type of stalls is juice bar meant for juices and fresh fruits.

6. Ceiling Limit: It is the upper limit put on holding of major/minor units by a company/firm/individual to prevent monopolistic tendencies.

7. Cell Kitchen: Cell Kitchens are Mini Base Kitchens which supply food to other catering units, static/mobile, and at the same time can sell food and beverages directly to the passengers.

8. Earnest Money: It is the amount of money to be deposited along with tender for consideration of tenders, Tenders submitted without the prescribed earnest money are liable to will be summarily rejected.

9. Food Courts: It is a cluster of stalls at a nominated place, where food items such as branded products/eatables are provided.

10. Fast Food Units: Fast Food Units are major units synonymous to Snack Bar, where through self-service counters, fast food items are sold.

11. Food Plaza: Food Plaza is a multi-cuisine plaza giving a variety of choice for eating. The quality and rates for items of food plazas are market-driven.

12. Island Platform: It is the platform located between two lines and it serves trains opposite each other.

13. Jan Ahhar: Jan Ahaar meals comprise economy combo meals that may be served and vended from a Jan Ahaar outlet or any major/minor unit. They comprise a variety of regional and local items.

14. Khomcha: It is generic term used for small vending unit, which is usually made of sarkhanda and could be in a form of Dallah/ Chhabba/ Wheel Barrow/ Hand Barrow/ Tray/ Table/ Tea Balta etc.

15. License: It is a document issued by either Indian Railways or IRCTC giving authorization to the licensee to operate a particular service. This license can be for a stipulated period defined for that unit. The license can be issued open tendering system.

16. Licensee: An agency which can be a company or a firm/society/cooperative or an individual, as the case may be. The firm can be a proprietorship or partnership. The licensee is the entity authorized by railway administration or IRCTC to carry out the particular service.

17. Main Platform: It is the platform adjacent to the concourse and usually includes the main entrance hall.

18. Major Units:

- Fast Food Units, Food Plaza and Food Courts at all category of stations.
- Refreshment Rooms at 'A1' & 'A' category stations.
- Jan Ahaar
- Mobile catering units
- AVMs at all category of stations
- Base kitchens
- Cell kitchens
- Train Side Vending

19. Minor Units:

All other units at A1, A, B, C, D, E & F category stations which are not covered in major units as above are known as minor units, i.e. :

- Stalls, Trolleys and Khomchas at all categories of stations.
- Refreshment Rooms at 'B' & below categories of stations.
- Minor Units are of two types
- General Minor Unit (GMU):

(i)	75% unreserved Refreshment Rooms at 'B' and 'C' categories stations
(ii)	75% unreserved stalls, trolleys, khomcha at A1, A, B & C Category stations
(iii)	50.5% unreserved stalls, trolleys, khomcha, etc. at D, E & F category stations

- Special Minor Unit (SMU)

(i)	25% reserved Refreshment Rooms at 'B' and 'C' categories stations
(ii)	25% reserved Stalls, Trolleys and Khomcha (wherever licensed independently) at A1, A, B and C Category stations
(iii)	49.5% of reserved Stalls, Trolleys and Khomcha, etc. at D, E & F category stations

20. Mobile Units: All catering service through pantry cars/ mini pantry cars are collectively known as mobile units.

21. Quoted license fee: This is the license fee quoted by a licensee including mark up over minimum license fee.

22. Refreshment Room: It is a place where a-la-carte items, Ready-to-Eat meals and 'thali meals' are also served.

23. Sales Turnover of Static Units: The sales turnover of any static unit is considered for the purpose of making assessment of volume of business and for fixing of minimum floor prices.

24. Static Units: All units at the stations including Food Plazas, Food Courts, fast food units, refreshment rooms, stalls, trolleys, Jan Ahaar, base kitchen, cell kitchen, AVMs, etc. are collectively called as static units.

25. Controlled Segment Items/Standard Menu: Consists of standard meals, breakfast, tea, coffee, packaged drinking water for which quantity and rates are fixed by Railway Board.

26. Train Side Vending (TSV): A large number of trains do not have pantry cars or mini pantries attached to them. From the static units of important station/stations, food is supplied to the train during meal time through

vendors, who travel on the trains and take orders.

27. Two packet tendering consists of Packet-A and packet-B

In packet-A, technical details received from the licensee are detailed and the Packet-B is the financial offer, which is considered only for those bidders who qualify as per short listing based on all the laid down eligibility criteria for Packet-A.

- *Draft Tourism Policy 2017* – The Ministry of Railways have formulated the Draft Tourism Policy 2017 with the strategy of making tourism one of the frontline activities of the Railways and to increase their scope by focusing on domestic and international tourists and by making value-added tourism products. The policy is currently under review and yet to come into force.

- *National Tourism policy, 2002*- A national policy on tourism highlights the importance of the sector and the objectives of tourism development in the country as was presented in the Parliament in 1982. The National Tourism Development Policy was introduced with the objective of positioning tourism as a major engine of economic growth and to harness its direct and multiplier effects for employment and poverty eradication in an environmentally sustainable manner. A new Draft National Tourism policy, 2015 has been released and the same is under consideration by the Government.

- In addition, each state has issued its own tourism polices.

The Consumer Protection Act, 1986

The Consumer Protection Act, 1986 (the "**Consumer Protection Act**") provides better protection to the interests of consumers. This is enabled with the establishment of consumer councils and other authorities for the settlement of consumers' disputes and matters connected therewith. The Consumer Protection Act protects the consumers against any unfair/restrictive trade practice that has been adopted by any trader or service provider or if the goods purchased by him suffer from any defect or deficiency. In case of consumer disputes, the same can be referred to the redressal forums set up by the government such as the National Commission, the State Commission and the District Forums. Such redressal forums have the authority to grant the following reliefs, that is, removal of defects, replacement of goods, compensation to the consumer, etc.

Laws relating to Employment

The following is an indicative list of labour laws applicable to the business and operations of the Company:

- Contract Labour (Regulation and Abolition) Act, 1970;
- Workmen's Compensation Act, 1923;
- Factories Act, 1948
- Industrial Disputes Act, 1947;
- Industrial Employment (Standing orders) Act 1946;
- Child Labour (Prohibition and Regulation) Act, 1986
- Minimum Wages Act, 1948*;
- Public Liability Insurance Act, 1991
- Employees' State Insurance Act, 1948;
- Payment of Wages Act, 1936*;
- Payment of Bonus Act, 1965*;
- Payment of Gratuity Act, 1972;
- Equal Remuneration Act, 1976*;
- The Employees Provident Fund and Miscellaneous Provisions Act, 1952;
- The Apprentices Act, 1961;
- Maternity Benefit Act, 1961;
- Building and other Construction Workers (Regulation of Employment and condition of Service) Act, 1996;

- Employment Exchange (Compulsory Notification of Vacancies) Act, 1959;
- The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013; and
- The Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979

**The Code on Wages, 2019 (enacted by the parliament of India and assented to by the President of India on August 8, 2019) will come into force on such date as may be notified in the official gazette by the Central Government and different date may be appointed for different provisions of the Code on Wages, 2019. Once effective, it will subsume the Equal Remuneration Act, 1976, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Payment of Wages Act, 1936*

Environment Related Laws

Each Company must ensure compliance with environmental legislation, such as the Water (Prevention and Control of Pollution) Act 1974, as amended, the Air (Prevention and Control of Pollution) Act, 1981, as amended, the Environment Protection Act, 1986, as amended, and the rules and regulations thereunder. The basic purpose of these statutes is to control, abate, prevent pollution and conserve the country's forests. The Environmental Protection Act, 1986 ("**EPA**") is an "umbrella" legislation designed to provide a framework for co-ordination of the activities of various central and state authorities established under various laws. Under the EPA, the Government of India is empowered to take any measure it deems necessary or expedient for protecting and improving the quality of the environment and preventing and controlling environmental pollution. This includes rules for, *inter alia*, laying down standards for the quality of environment, standards for emission of discharge of environment pollutants from various sources, as provided under the Environment (Protection) Rules, 1986, inspection of any premises, plant, equipment, machinery, examination of manufacturing processes and materials likely to cause pollution. Penalties for violation of the EPA include fines up to RS`100,000 or imprisonment of up to five years, or both. The imprisonment can extend up to seven years if the violation of the EPA continues. There are provisions with respect to certain compliances by persons handling hazardous substances, furnishing of information to the authorities in certain cases, establishment of environment laboratories and appointment of Government analysts.

In order to achieve these objectives, Pollution Control Boards ("**PCBs**"), which are vested with diverse powers to deal with water and air pollution, have been set up in each state. The PCBs are responsible for setting the standards for maintenance of clean air and water, directing the installation of pollution control devices in industries and undertaking inspection to ensure that units or plants are functioning in compliance with the standards prescribed. These authorities also have the power of search, seizure and investigation. The authorities also give advice to the Government on any matters concerning the prevention, control or abatement of pollution. All industries and factories are required to obtain consent orders from the PCBs, which are indicative of the fact that the plant in question is functioning in compliance with the pollution control norms. These consent orders are required to be renewed.

These various environmental laws give primary environmental oversight authority to the Ministry of Environment, Forest and Climate Change ("**MoEFCC**"), the Central Pollution Control Board (the "**CPCB**") and the respective State Pollution Control Boards (the "**SPCB**"). The MoEFCC is the key national regulatory agency responsible for policy formulation, planning and co-ordination of all issues related to environmental protection. The CPCB is the law enforcing body at the national level. It enforces environmental legislation, coordinates the activities of State Pollution Control Committees, establishes environmental standards and plans and executes a nationwide programme for the prevention, control and abatement of pollution.

On September 14, 2006 the Environmental Impact Assessment Notification S.O. 1533 (the "**2006 Notification**") was issued by the Ministry of Environment and Forest. Under the 2006 Notification, the environmental clearance process for new projects consists of four stages – screening, scoping, public consultation and appraisal. After completion of public consultation, the applicant is required to make appropriate changes in the Draft Environment Impact Assessment Report and the Environment Management Plan. The final Environment Impact Assessment Report has to be submitted to the concerned regulatory authority for appraisal. The regulatory authority is required to give its decision within 105 days of the receipt of the final Environment Impact Assessment Report. The prior environmental clearance granted for a project or activity is valid for a period of five years. This period of validity may be extended by the regulatory authority concerned by a maximum period of five years.

Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016

The Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 (the "**Hazardous Waste Rules**") are to be read with the Environment Protection Act, 1986, as amended. The objective of the Hazardous Waste Rules is to control the collection, reception, treatment and storage of hazardous waste. The Hazardous Waste Rules prescribes for every person who is engaged in generation, treatment, processing, package, storage, transportation, use, collection, destruction, conversion, recycling, offering for sale, import, export, transfer or the like of the hazardous and other wastes to obtain an authorization from the relevant state pollution control board and to dispose waste without harming the environment.

The Water (Prevention and Control of Pollution) Cess Act, 1977, as amended ("Water Cess Act")

The Water (Prevention and Control of Pollution) Cess Act, 1977, as amended ("**Water Cess Act**") provides for levy and collection of a cess on water consumed by industries with a view to augment the resources of the Central and State Pollution Control Boards constituted under the Water (Prevention and Control of Pollution) Act, 1974. Under the Water Cess Act, every person carrying on any industry is required to pay a cess calculated on the basis of the amount of water consumed for any of the purposes specified under the Water Cess Act at such rate not exceeding the rate specified under the Water Cess Act. The objective of the Act is to augment the resources of the Central Board and State Board.

Tax Related Legislations

Finance Act, 2019

The Finance Act, 2019 received the assent of the President on February 21, 2019 and came into force on April 1, 2019 for the continuation of the existing rates of income-tax for the financial year 2019-20 and for providing certain relief to taxpayers.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was incorporated as "*Indian Railway Catering and Tourism Corporation Limited*" on September 27, 1999, as a public limited company under the Companies Act, 1956 and was granted a certificate of incorporation by the Deputy Registrar of Companies, N.C.T. of Delhi and Haryana. Our Company received its certificate for commencement of business from the Deputy Registrar of Companies, N.C.T. of Delhi and Haryana on December 2, 1999. The CIN of our Company is U74899DL1999GOI101707.

Changes in registered office of our Company

As on the date of this Prospectus, the Registered Office of our Company is situated at 11th Floor, B- 148, Statesman House, Barakhamba Road, New Delhi – 110 001, India. The table below sets forth the details of changes in the registered office since its incorporation:

Effective date	Details of Change	Reasons for Change
March 17, 2004	Our registered office was changed from Room No. 502, Rail Bhawan, Raisina Road, New Delhi – 110001, Delhi, India to 9th Floor, Bank of Baroda Building, 16 Parliament Street, New Delhi – 110 001, Delhi, India	Administrative convenience
July 24, 2014	Our registered office was shifted from 9th Floor, Bank of Baroda Building, 16 Parliament Street, New Delhi – 110 001, India to 11th Floor, B – 148, Statesman House, Barakhamba Road, New Delhi – 110 001, India	Administrative convenience

Main objects of our Company

The main objects contained in the Memorandum of Association are set forth below:

1. *To upgrade, run and manage the catering and hospitality services at stations, on trains and on other establishments of Indian Railways, or at any other locations and prescribe standards, award franchisees as a regulatory authority and be a catalyst in stimulating technological upgradation in the handling, presentation, transport, packaging and service of food and help consolidate and professionalize the catering sector both departmental and private.*

2. *To manage and undertake the marketing of existing railway hotels, Rail Yatri Niwases, retiring rooms, upgradation of circulating areas, development and management of integrated passenger terminals and passenger services as well as on – board services including pre – departure and post – arrival services; catering and hospitality services, house keeping activity both on trains and stations and to identify and facilitate construction and management of new hotels on railway land on Build Own Operate and Transfer (BOOT) basis, joint venture / or strategic alliances and to strengthen the linkage between such facilities and Indian Railways passenger – business in co – ordination with railway administration.*

3. *To promote domestic and international tourism in general and rail based tourism in particular with emphasis on development of tourism infrastructure on a nation – wide scale by stimulating investment and growth in rail related travel in the sub – continent and act as a catalyst for regional and sub – regional economic development in these area, strengthen Indian Railways linkages with other modes of transport and with travel intermediaries and travel industry though upgradation of information and reservation systems including global distribution services thereby offering integrated package tours, development, management and marketing of hill railways, other branch lines with tourism potential, preservation and conservation of rail heritage sites and museums, management of print and electronic media and commercial publicity for generation of revenues through use of rail infrastructure at stations and on – board trains and to generally act as an entrepreneur and as a special purpose vehicle on behalf of the government and railway administration to identify new areas of economic investment and enhance the value of lands, assets, properties, rolling stock and equipment by suitable ventures and schemes and thereby generate surpluses by optimum use of non – performing assets and to provide high*

quality research and consultancy services to tourism industry for focusing and facilitating / upgrading investment decisions in tourism, tourism related activities in India and abroad.

The main object clause and objects incidental or ancillary to the main objects contained in the Memorandum of Association enable our Company to undertake its existing activities.

Amendments to our Memorandum of Association in the last ten years

Date of Shareholders' Resolution	Nature of Amendment
September 27, 2018	Clause V of our Memorandum of Association was amended to reflect an increase in the authorized share capital of our Company from ₹500,000,000 divided into 50,000,000 equity shares of ₹10 each to ₹2,500,000,000 divided into 250,000,000 equity shares of ₹10 each.
September 27, 2018	Clause III (B) of our Memorandum of Association was amended to reflect the substitution of the words "*Objects Incidental or Ancillary to the Attainment of the Main Objects"* with the words "*Matters which are Necessary for Furtherance of the Objects Specified in Clause III (A)*".
	The objects specified under "*Other Objects"* at Clause III (C) of our Memorandum of Association were inserted under "*Matters which are Necessary for Furtherance of the Objects Specified in Clause III (A)*", under Clause III (B) and the Clause III (C) was deleted.
August 28, 2019	Clause III (B) of our Memorandum of Association was amended to incorporate the following as new clause 37A after sub – clause 37 under Clause III (B) of our Memorandum of Association: "*To carry on the business of developing and providing services in the field of electronic commerce and to do the business of payment processing through payment gateway platform and all other similar platforms for digital payments and receipts so as to act as comprehensive online payment solution provider encompassing all payment avenues such as debit card, credit card, internet banking, wallet, UPI etc. to B2B and B2C customers including providing the digital payment solution to Government, semi Government, autonomous bodies and private sector agencies to facilitate digital payments/receipts. For providing digital payment solutions to the common citizen by way of offering different innovative solutions such as prepaid card cum wallet/credit cards and other innovative products and solutions by offering all kind of services which includes financial and digital inclusion of common citizen"*

Major events and milestones

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

Calendar Year	Particulars
2002	Commenced internet ticketing services
2008	Conferred "Mini-Ratna Status" for Category – I Public Sector Enterprise
2015	Our Company was awarded with the certificate of approval for conformity with the quality management system of ISO 9001: 2008 with respect to the rail tour package (NDR 01) for Mata Vaishno Devi Darshan.
2017	The ranking of our Company in the Fortune India Next 500 list of Indian companies.

Achievements, awards and accreditations

The table below sets forth the key awards, accreditations and accolades received by our Company.

Year	Awards and Accreditations
2008	Our tourism portal was awarded the National Tourism Award
2014	Dainik Bhaskar India Pride Award for Excellence in Consumer Industry for the year 2013-2014
	Awarded the most popular website award by Website of the Year India in leisure and travel category
2015	Awarder the Most Innovative e – Retailer of the year award by Star Retailer Awards 2015, 10th Awards for Excellence in Retailing
	Awarded the Most Popular Award by Website of the Year India at the Website of the Year India, 2015 in the 'Leisure & Travel' category
	Our mobile app – IRCTC connect was awarded Mobillion award under the category "Best Use of Mobile App"
	Awarded the Dainik Bhaskar India Pride Award for Excellence in Public Sector Undertaking – Central under the category of "Consumer Industry"
	Award for the world's leading luxury train for Maharajas' Express, by World Travel Awards and CNBC-AWAAZ Travel Awards
	Our train, Maharajas' Express has been conferred with the 'Seven Stars MMXII Luxury Hospitality and Lifestyle Award' at Bali, Indonesia
	Conferred with Honoree status by EMC^2 at the EMC Transformers Award 2015
2016	Awarded the national award for e-governance 2015-16, Gold for New Next Generation e-Ticketing System in the category of "Innovative Use of ICT by Central Government PSUs" by Government of India
	Received India Power Brand 2016 award in the category of "Most Recognizable Brand of Indian Origin" within its industry segment
	Awarded "One of the giants of tomorrow- Fortune India The Next 500" by Fortune India
	Awarded India's Most Trusted Brand- Consumer validated, in packaged drinking water for 'Rail Neer' by International Brand Consulting Corporation, USA
2017	Certificate of recognition for ranking no. 1 with 97 points in comparative product testing of packaged drinking water for 'Rail Neer' by Consumer Voice
	Certificate of honor for excellence in domestic tour operations at Satte Awards by UBM India
	Dun & Bradstreet's PSU Award, 2017
2018	Dainik Bhaskar India Pride Award in the category of India Image Enhancement / Creating a Global Brand
2019	Certificate of Accreditation for meeting the professional standards of the International Air Transport Association.

Significant financial and strategic partners

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

Time / Cost overrun

We have not experienced any instances of time / cost overrun in our business operations.

Defaults or rescheduling of borrowings with financial institutions or banks

There have been no defaults or rescheduling of borrowings with financial institutions in respect of our current borrowings from lenders.

Details regarding acquisition or divestments of business or undertakings, mergers, amalgamations

Our Company has not acquired or divested any business or undertaking and has not undertaken any merger, amalgamation since incorporation.

Holding company

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

Subsidiaries

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

Joint Ventures

As on the date of this Prospectus, we have a joint venture company namely Royale Indian Rail Tours Limited, with Cox & Kings (India) Limited. For further details, see "*Summary of material agreements – Joint Venture Agreement dated December 10, 2008 entered into between our Company and Cox & Kings (India) Limited"* below.

Shareholders agreements

Our Company has not entered into any shareholders agreements since its incorporation.

Summary of material agreements

Memorandum of Understanding dated May 20, 2019 entered into between the Ministry of Railways and our Company for the year 2019-2020

Our Company enters into a memorandum of understanding with Department of Public Enterprises, Ministry of Railways, GoI every financial year which sets out certain financial and physical performance criteria before the beginning of the financial year and our Company is evaluated at the end of every financial year on the basis of this performance criteria. For the Fiscal 2020, our Company entered into a memorandum of understanding dated May 20, 2019 with the Ministry of Railways wherein the Ministry of Railways has set certain milestones and parameters in relation to financial performance such as turnover, operating profit/loss and return on investment, and non-financial performance such as development or revenue from new products or product with new features, product efficiency parameters, R&D, innovation and technology upgradation parameters, reduction in claims against the company not acknowledged as debt, trade receivables (net) as number of days of revenue from operations (gross), human resources management and other sector specific result-oriented measurable parameters of our Company.

Memorandum of Understanding dated January 17, 2007 entered between the Ministry of Railways and our Company

Our Company has entered into a memorandum of understanding with the MoR to primarily serve the rail users and passengers though value added services and strengthen the Indian Railway's linkage with the travel and tourism industry. Through this memorandum of understanding, our Company has formed an extended arm of the lndian railways to upgrade, professionalize and manage the catering and hospitality services at stations, on trains and other locations, and to promote domestic and international tourism through development of hotels, information and commercial publicity and global reservation systems and our Company will be a special purpose vehicle to explore and exploit under-utilized assets of Indian railways by forming joint ventures/alliances/networks/associated and subsidiary companies and stimulate private entrepreneurship and investment in the hospitality business. In terms of the MoU, the MoR has licensed the land and buildings owned by it to our Company at mutually agreed commercial license fee / revenue sharing basis with the permission to further sub – license the same to third parties. For the budget hotels and food plazas, our Company is required to pay a nominal land license fee of ₹5 per sq. mtrs. subject to minimum total fee of 2.5% of land value along with the following revenue sharing percentage:

Categories	Particulars	Company	Indian Railways
Passenger amenities like management of stalls,	Indian Railways will save overhead costs to the tune of 60% - 80% of	85%	15% or 15% of net profit in case of

Categories	Particulars	Company	Indian Railways
refreshment rooms, pantry car services etc.	turnover in departmental unit. In case of licensee operated units, Indian Railways will save cost of documentation, supervision etc		departmental unit as there is no licensee fees
Other passenger amenities related projects retiring rooms, Yatri Niwas, etc.	Indian Railways will save investments and existing losses. Projects will ensure utilization of sleeping assets like unutilized land. Revenue of our Company will be earmarked for future development / investment on behalf of Indian Railways	75%	25%
Commercial projects like food plazas, open air restaurants etc.	Greater share of our Company in view of heavy initial investment on these projects and the need for resources generation for future development / investment on behalf of Indian Railways	60%	40%
Tourism related projects like comprehensive package tours, special trains etc.	Indian Railways will act as carrier only and all arrangements including boarding, lodging, sightseeing, transfer facility and marketing expenses to be borne by our Company. These projects will improve Indian Railways image and result in growth of passenger traffic	Company will be free to market the product and retain the margin after guaranteed payment to Indian Railways	Indian Railways will be guaranteed payment as decided on case to case basis

The MoU shall be valid till the time it is modified / amended by both the parties.

Joint Venture Agreement dated December 10, 2008 entered between our Company and Cox & Kings (India) Limited ("Cox & Kings")

Our Company had entered into a joint venture agreement dated December 10, 2008 ("**Agreement**") with Cox & Kings to form a joint venture viz., 'Royale Indian Rail Tours Limited' ("**RIRTL**") to pool their respective experience, expertise and infrastructure in order to acquire, furnish, maintain and manage a luxury tourist train with a view to market and sell holiday packages. The authorized share capital of RIRTL is ₹50 million which is contributed by both the parties equally i.e. ₹25 million each.

In terms of the Agreement, our Company shall acquire the coaches / rakes from the Indian Railways and further lease the luxury train to RIRTL for a period of 15 years, further renewable for a period of 10 years on mutually agreed terms and condition. Cox & Kings shall provide unsecured loan amounting to 50% of the total cost of the train minus capital subsidy to RIRTL; and RIRTL shall pay advance lease charges of 50% of the train cost minus capital subsidy to our Company from this unsecured loan. The advanced lease charges shall be adjusted against the annual lease charges payable in equal installments over 15 years. Therefore, the amount paid by RIRTL to our Company annually will be less than the annual lease charges and this difference amount shall be utilized by the RIRTL for repayment of the unsecured loan to Cox & Kings.

Further, the board of RIRTL shall comprise of 7 directors including 3 independent directors. Our Company and Cox & Kings shall appoint 2 directors each to act as directors of RIRTL, 1 independent director each and the third independent director jointly appointed by both the parties. The Chairman on the board of RIRTL shall be a nominee of our Company, subject to the approval of Cox & Kings. The logo / brand / trademark used for operating the luxury train shall be owned and registered in the name of RIRTL and the independent brand name of the luxury train will revert to our Company at the end of the term of the agreement. The agreement shall remain in force for a period of 15 years from the date of first commercial run of the train and thereafter can be renewed for a period of 10 years on mutually agreed terms and conditions.

Currently our Company is involved in a dispute with Cox & Kings and RIRTL, which is more particularly described in the chapter *"Outstanding Litigation and Other Material Developments"* on page 267.

Details of guarantees given to third parties by our Promoter

Our Promoter has not given any guarantees on behalf of our Company to third parties.

OUR MANAGEMENT

Board of Directors

Pursuant to the requirements of the Companies Act and the Articles of Association, our Company is required to have not less than three Directors and not more than 15 Directors. As of the date of this Prospectus, our Company has 11 Directors on its Board, which includes two Whole–time Directors, two Part–time Government Directors, six Part–time (Non–official) Directors and a Director with additional charge.

Subject to the provisions of the Companies Act, the President of India, in terms of our AOA is entitled to appoint all directors.

The following table sets forth details regarding the Board as on the date of this Prospectus:

Name, Designation, Address, Occupation, DIN, Date of Birth and Term	Age (in years)	Other Directorship
Mahendra Pratap Mall ***Designation:*** Chairman and Managing Director ***Address:*** R – 24, F/F, South Extension, Part – II, New Delhi – 110 049, Delhi, India ***Occupation:*** Service ***DIN:*** 02316235 ***Date of Birth:*** January 2, 1961 ***Current Term:*** For a period of 5 years from September 18, 2017 or till the date of his superannuation or until further orders in this respect, whichever event occurs earlier. ***Period of directorship:*** Since September 18, 2017 as a Managing Director of our Company	58	NIL
Rajni Hasija ***Designation:*** Whole-time Director (Tourism & Marketing) ***Address:*** C-94, Block – C, New Multan Nagar, Shakur Basti Depot S.O., North West Delhi, New Delhi – 110 056, Delhi, India ***Occupation:*** Service ***DIN:*** 08083674 ***Date of Birth:*** May 9, 1963	56	NIL

Name, Designation, Address, Occupation, DIN, Date of Birth and Term	Age (in years)	Other Directorship
Current Term: Five years with effect from May 18, 2018 or till the date of her superannuation, or until further orders, whichever is the earliest. ***Period of directorship:*** Since May 18, 2018		
Narendra ***Designation:*** Director (Finance) ***Address:*** Transit Flat No. 4 C (Type-V), Sarojini Nagar, New Delhi – 110 023, Delhi, India ***Occupation:*** Service ***DIN:*** 08422372 ***Date of Birth:*** February 27, 1969 ***Current Term:*** Six months from the date of assumption of charge or till a regularly selected incumbent joins the post or until further orders, whichever event occurs earlier. ***Period of directorship:*** Since August 19, 2019.	50	1. GE Diesel Locomotive Private Limited; 2. Madhepura Electric Locomotive Private Limited; and 3. Bastar Railway Private Limited.
Neeraj Sharma ***Designation:*** Part–time Government Director ***Address:*** 5-D, Chelmsford Road, Railway Officers Colony, Connaught Place, New Delhi–110 001, Delhi, India ***Occupation:*** Service ***DIN:*** 08177824 ***Date of Birth:*** July 5, 1964 ***Current Term:*** From July 12, 2018 till he holds the post of Executive Director (PM), Railway Board or until further orders in this respect, whichever event occurs earlier. ***Period of directorship:*** Since July 12, 2018	55	NIL
Smita Rawat ***Designation:*** Part–time Government Director ***Address:*** Quarter No. D – 6, House Type – 6A, 6th Floor, Tower – 3 New Moti Bagh, New Delhi – 110 021, Delhi, India.	57	NIL

Name, Designation, Address, Occupation, DIN, Date of Birth and Term	Age (in years)	Other Directorship
Occupation: Service ***DIN:*** 07670758 ***Date of Birth:*** January 3, 1962 ***Current Term:*** From December 8, 2016 till she holds the post of Executive Director (Tourism and Catering), Railway Board or until further orders in this respect, whichever event occurs earlier. ***Period of directorship:*** Since December 8, 2016		
Kanak Aggarwal ***Designation:*** Part–time (Non–official) Director ***Address:*** A – 88, , Ashok Vihar, Phase – 1, New Delhi – 110 052, Delhi, India ***Occupation:*** Business ***DIN:*** 00074469 ***Date of Birth:*** November 13, 1955 ***Current Term:*** Three years with effect from January 31, 2017, or until further orders in this respect, whichever event occurs earlier. ***Period of directorship:*** Since January 31, 2017	63	1. Quay Intech Private Limited; and 2. Khadi Humara Mantar Foundation
Sarita Deshpande ***Designation:*** Part-time (Non-official) Director ***Address:*** F. no. 216, Apsara Complex, Raisen Road, Bhopal – 462 023, Madhya Pradesh, India ***Occupation:*** Professional ***DIN:*** 08098222 ***Date of Birth:*** March 9, 1959 ***Current Term:*** Three years from March 29, 2018 or until further orders in this respect, whichever event occurs earlier. ***Period of directorship:*** Since March 29, 2018	60	NIL
Rabi Narayan Bohidar	70	1. Odisha Tourism Development Corporation Limited

Name, Designation, Address, Occupation, DIN, Date of Birth and Term	Age (in years)	Other Directorship
Designation: Part–time (Non–official) Director ***Address:*** J-153, Cosmopolis, Dumuduma, Bhubaneswar – 751 019, Odisha, India. ***Occupation:*** Retired IAS Officer ***DIN:*** 00637818 ***Date of Birth:*** June 5, 1949 ***Current Term:*** Three years with effect from January 31, 2017, or until further orders in this respect, whichever event occurs earlier. ***Period of directorship:*** Since January 31, 2017		
Dheeraj Sharma ***Designation:*** Part–time (Non–official) Director ***Address:*** Indian Institute of Management, Rohtak Campus, Management City, NH-10, Southern Bye Pass, Sunaria, Rohtak – 124 010, Haryana, India ***Occupation:*** Professor ***DIN:*** 07683375 ***Date of Birth:*** July 11, 1976 ***Current Term:*** Three years with effect from January 31, 2017, or until further orders in this respect, whichever event occurs earlier. ***Period of directorship:*** Since January 31, 2017	43	1. Alkem Laboratories Limited; and 2. NABARD Consultancy Services Private Limited
Comal Ramachandran Sundaramurti ***Designation:*** Part-time (Non-official Director) ***Address:*** Flat No. 4A, Trellis Apartments, New No. 8 South Mada Street, Srinagar Colony, Saidapet, Chennai – 600 015, Tamil Nadu, India ***Occupation:*** Retired Government Official ***DIN:*** 07965899 ***Date of Birth:*** June 2, 1952 ***Current Term:*** Three years with effect from October 13, 2017 or until further orders in this respect, whichever event occurs earlier.	67	NIL

Name, Designation, Address, Occupation, DIN, Date of Birth and Term	Age (in years)	Other Directorship
Period of directorship: Since October 13, 2017		
Sachin Chaturvedi ***Designation:*** Part-time (Non-official) Director ***Address:*** D-1/41, Bharti Nagar, New Delhi – 110 003, Delhi, India ***Occupation:*** Service ***DIN:*** 07960871 ***Date of Birth:*** October 26, 1967 ***Current Term:*** Three years with effect from October 10, 2017 or until further orders in this respect, whichever event occurs earlier. ***Period of directorship:*** Since October 10, 2017	51	NIL

Relationship between our Directors

None of the Directors of our Company are related to each other.

Brief Profiles of our Directors

Mahendra Pratap Mall, aged 58 years, is the Chairman and Managing Director of our Company since September 18, 2017. Prior to that, he was working with our Company as a Director Finance since January 21, 2013. He holds a bachelor's degree in Science and a master's degree in Arts (political science) from University of Allahabad. He also holds a diploma in national management programme from Management Development Institute, Gurgaon and was an officer of Indian Railway Accounts Service. He is experienced in accounting and finance sector. He was awarded "DF of the year" award by Bharat Nirman NGO in July, 2015 and "most influential CFOs of India" by Chartered Institute of Management Accounts on July, 2015. Prior to joining our Company, he was working as an executive director, Accounting Information Management System, Ministry of Railways.

Rajni Hasija, aged 56 years, is the Whole-time Director (Tourism & Marketing) of our Company since May 18, 2018. She holds a bachelor's and master's degree in Science from University of Delhi. She holds a degree of Bachelor of Law from Chaudhary Charan Singh University, Meerut and a master's degree in Philosophy from University of Delhi. She also holds an executive post graduate diploma in management (part-time) from Delhi School of Professional Studies and Research. She was an officer of Indian Railway Traffic Service and has 30 years of experience in commercial and operation of railways.

Narendra, aged 50 years, is the Director (Finance) of our Company since August 19, 2019. He holds a bachelor's degree in Arts and a master's degree in History from University of Delhi. He holds a post graduate diploma in public policy and management from Indian Institute of Management, Bengaluru. He has also completed program on fiscal decentralization and local government financial management from Duke University. He is an officer of Indian Railway Accounts Service and presently holding Director (Finance) of our Company in addition to his present position of executive director – finance (Public Private Partnership), Railway Board. He is experienced in the field of accounts and finance.

Neeraj Sharma, aged 55 years, is a Part-time Government Director of our Company since July 12, 2018. He holds a master's degree in Science from Govind Ballabh Pant University of Agriculture and Technology, Pantnagar. He also holds a degree of Doctor of Philosophy from Indian Agricultural Research Institute, New Delhi. He is an Indian Railway Traffic Service Officer and has more than 25 years of experience in the railway sector.

Smita Rawat, aged 57 years, is a Part–time Government Director of our Company since December 8, 2016. She holds a bachelor's degree in Arts and a master's degree in Arts from University of Delhi. She also holds a master's degree in Philosophy from University of Delhi and has received the Junior Research Fellowship from University Grants Commission. She is an Indian Railway Traffic Service Officer. Prior to joining our Company as a Part–time Government Director, she was working as Executive Director (Tourism & Catering), Railway Board, Group General Manager, (South Central Zone and South Zone), Indian Railway Catering and Tourism Corporation Limited, Chief Commercial Manager, South Central Railway. She has more than 30 years of experience in the railway sector. She is presently posted as executive director (NFR&T), Railway Board.

Kanak Aggarwal, aged 63 years, is a Part–time (Non–official) Director of our Company since January 31, 2017. She holds a bachelor's degree in Science from Lucknow University. She is presently a trustee of Maharaja Agarsain International Hospital, Delhi. She is a member and director of Khadi Humara Mantar Foundation, director of Quay Intech Private Limited and also a promoter of Crystal Crop Protection Limited.

Sarita Deshpande, aged 60 years, is a Part-time (Non-official) Director of our Company since March 29, 2018. She holds a bachelor's degree in Arts and a bachelor's degree in Law from Bhopal University. She is a member of the State Bar Council of Madhya Pradesh. She has over 25 years of experience in the field of law and currently practices as an Advocate in Bhopal District Court. She was Chairperson of Social Welfare Board, Madhya Pradesh along with the status of state minister, Government of Madhya Pradesh and Corporator at Municipal Corporation, Bhopal.

Rabi Narayan Bohidar, aged 70 years, is a Part–time (Non–official) Director of our Company since January 31, 2017. He holds a Bachelor's degree in Science from Sambalpur University, Odisha and holds a degree of Masters of Science in Physics from the Indian Institute of Technology, Delhi. He also holds a diploma in course of instruction and practical training in forestry and allied subject from Indian Forest College, Dehradun as well as a degree of Doctor of Philosophy in Geosciences from the Brown University, Providence, Rhode Island where he was honoured with The Presidential Award of excellence in Teaching. He is a former civil servant (Indian administrative services 1974 batch) and retired as Development Commissioner Cum – Additional Chief Secretary, Government of Odisha. He also held position of Member/Chairperson in the Odisha Human Rights Commission.

Dheeraj Sharma, aged 43 years, is a Part–time (Non–official) Director of our Company since January 31, 2017. He holds a degree of Doctor of Business Administration, from the Louisiana Tech University, USA. He has received the "Doctoral Fellow Award" instituted by the Ball State University. Presently, he is a professor at IIM, Ahmedabad and is also a director of IIM, Rohtak. He is past associate editor of the Journal of marketing chennels. He has authored various books in domains of management such as Principles of Marketing, B2B Marketing, Consumer Behavior, Global Business, Not for Profit Marketing among others.

Comal Ramachandran Sundaramurti, aged 67 years, is a Part-time (Non-official) Director of our Company since October 13, 2017. He holds a bachelor's degree in Science from the University of Delhi and a master's degree in Business Administration from the University of Delhi. He is a former Controller General of Accounts, Ministry of Finance.

Sachin Chaturvedi, aged 51 years, is a Part-time (Non-official) Director of our Company since October 10, 2017. He holds a bachelor's degree in Science and a master's degree in Economics from Devi Ahilya Vishwavidyalaya, Indore. He was a global justice fellow and has received a certificate of completion of post-doctoral training in the global justice programme from Yale University, New Haven, Connecticut. Presently, he is Director General at the Research and Information System for Developing Countries, New Delhi and director of Reserve Bank of India.

Confirmation from Directors

None of our Directors have been identified as a wilful defaulter (as defined in the SEBI ICDR Regulations).

None of our Director is or was a director of any listed companies during the five years immediately preceding the date of filing of this Prospectus, whose shares have been or were suspended from being traded on any stock exchange during the term of their directorship in such companies.

None of our Directors have been declared as fugitive economic offenders as defined in Regulation 2(1)(p) of the SEBI ICDR Regulations, nor have been declared as a 'fugitive economic offender' under Section 12 of the Fugitive Economic Offenders Act, 2018.

None of our Directors of our Company have held or currently hold directorship in any listed company whose shares have been or were suspended from being traded on any of the stock exchanges in the five years preceding the date of filing of this Prospectus with the SEBI, during the term of his/ her directorship in such company.

None of our Directors are or were, associated with any other company which is debarred from accessing the capital market by the Securities and Exchange Board of India.

Further, none of our Directors currently is or was a director on any listed companies which have been or were delisted from any stock exchange during the term of their directorship in such companies.

Arrangement or understanding with major shareholders, customers, suppliers or others

Except as provided below, none of our Directors or Key Managerial Personnel have been appointed pursuant to any arrangement or understanding with major shareholders, customers, suppliers or others:

i) As per article 58 (c) (i) and 58 (c) (ii) of our Articles of Association, the Chairman and Managing Director and other members of the Board shall be appointed on whole – time basis respectively by the President of India on such terms and conditions, remuneration and tenure as the President of India may determine.

ii) In terms of article 58 (c) (iii) of our Articles of Association, the Part–time Government Directors have been appointed on the Board of our Company to represent the Ministry of Railways, Government of India, pursuant to order issued by the Railway Board, Ministry of Railways.

iii) In terms of article 58 (e) of our Articles of Association, the Part–time (Non–official) Directors have been appointed on the Board of our Company pursuant to order issued by the Railway Board, MoR.

Terms of appointment of our Whole–time Directors

A. Mahendra Pratap Mall, Chairman and Managing Director

Pursuant to an order bearing no. 2016/E (O) II/40/11 dated September 18, 2017 issued by the Railway Board, Ministry of Railways, Government of India, Mahendra Pratap Mall was appointed as our Chairman and Managing Director for a period of five years with effect from the date of his assumption of charge of the post, or till the date of his superannuation or until further orders in this respect, whichever event occurs earlier. He assumed charge as the Chairman and Managing Director on September 18, 2017.

As per the terms of his appointment, he is entitled to a basic salary of ₹77,250 per month in the scale of ₹75,000 - ₹90,000. Additionally, he is entitled to an annual increment of 3% on his basic pay further increments in subsequent years until the maximum of the pay scale is reached. He is also entitled to certain perquisites including dearness allowance, performance–related payments, other allowances / perks, house rent allowance, superannuation benefits, accommodation and conveyance.

B. Rajni Hasija, Whole-time Director (Tourism & Marketing)

Pursuant to an order bearing no. 2016/E(O)II/40/18 dated May 18, 2018 issued by the Railway Board, Ministry of Railways, Government of India, Rajni Hasija was appointed as our Whole-time Director (Tourism & Marketing) for a term of five years with effect from the date of her assumption of charge of the post or till the date of her

superannuation, or until further orders in this respect, whichever event occurs earlier. She assumed charge as our Whole-time Director (Tourism & Marketing) on May 18, 2018.

As per the terms of her appointment, she is entitled to a basic salary of ₹200,410 per month in the scale of ₹160,000 – ₹290,000. Additionally, she is entitled to an annual increment of 3% on her basic pay and further increments in subsequent years until the maximum of the pay scale is reached. She is also entitled to certain perquisites including dearness allowance, performance–related payments, other allowances / perks, house rent allowance, superannuation benefits, accommodation and conveyance.

Payment of benefits to our Directors

Our Whole-time Directors are also entitled to statutory benefits and post-retirement medical benefits on completion of tenure of their employment with our Company.

Remuneration of our Directors

1. Remuneration paid to our Whole–time Directors

The following table sets forth the remuneration paid by our Company to the Chairman and Managing Director and existing Whole–time Directors of our Company for Fiscal 2019:

(In ₹ million)

Name of the Director	Remuneration paid
Mahendra Pratap Mall	10.85
Sriram Venkatachalam*	6.87
Rajni Hasija	5.38
Narendra**	Nil

**Achieved superannuation with effect from July 1, 2019.*
*** Appointed as a Director (Finance) with effect from August 19, 2019.*

2. Remuneration paid to our Part–time (Non–official) Directors

Pursuant to the resolution of our Board dated July 11, 2013, the sitting fees payable to our Part–time (Non–official) Directors for attending meetings of our Board and Committee is ₹15,000 each. The details of sitting fees paid to the existing Part–time (Non–official) Directors during Fiscal 2019 are as follows:

(In ₹ million)

Name of the Director	Remuneration paid
Kanak Aggarwal	0.21
Rabi Narayan Bohidar	0.30
Dheeraj Sharma	0.33
Comal Ramachandran Sundaramurti	0.18
Sachin Chaturvedi	0.23
Sarita Deshpande	0.20

3. Remuneration paid to our Part–time Government Directors

Our Part–time Government Directors of our Company draw their remuneration/ salary, benefits and facilities from the Government of India and are not entitled to any remuneration from our Company.

Details of service contracts entered into by the Directors with our Company providing for benefits upon termination of employment

None of our Directors are entitled to superannuation benefits except our executive Directors who have been appointed to the Board of our Company pursuant to the orders issued by the MoR. Our Directors have not entered into any service contract providing for benefits upon termination of employment.

Shareholding of our Directors

The Articles of Association of our Company do not require our Directors to hold any qualification shares. As on the date of this Prospectus, none of our Directors hold Equity Shares in our Company.

Bonus or profit sharing plan for our Directors

Except for the approved performance related pay which our Chairman & Managing Director and our Whole-time Director (Tourism & Marketing) are eligible for, as per the DPE O.M.s dated November 26, 2008, February 9, 2009 and April 2, 2009 as stated under "- *Terms of appointment of our Whole-time Directors"* above, there are no bonus or profit sharing plans for our Directors.

Interest of our Directors

Our Whole-time Directors and Part–time (Non–official) Directors may be deemed to be interested to the extent of remuneration (including performance related pay) payable to them for services rendered as Directors of our Company or sitting fees paid to them for attending the meetings of the Board and Committees of the Board and reimbursement of expenses, if any, payable to them. For details of remuneration paid to our Whole-time Directors and Part–time (Non–official) Directors see *"Remuneration paid to our Whole–time Directors"* and *"Remuneration paid to our Part–time (Non–official) Directors"* above. Further, our Part–time Government Directors are not entitled to remuneration or sitting fees from our Company.

Our Directors may also be regarded as interested in the Equity Shares, if any, that may be subscribed by and allotted to the companies, firms, and trusts, if any, in which they are interested as directors, members, promoters, and/ or trustees pursuant to this Offer. Such 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. Some of the Directors may also be interested to the extent of Equity Shares held by them in our Company as nominee shareholders of the President of India. Hence, they may be deemed to be interested to the extent of their shareholding in our Company as nominees of the President of India.

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

Except as stated in "*Restated Financial Statements – Annexure 44*" on page 185, our Directors do not have any other interest in the business of our Company.

None of our Directors are interested in any transaction of our Company for the acquisition of land, construction of building and supply of machinery. Further, none of our Directors are related to any entity from whom our Company has acquired land or proposes to acquire land.

Further, the Directors of our Company have no interest in any property acquired by our Company in the preceding three years prior to the date of this Prospectus or proposed to be acquired by our Company.

Changes in our Board during the Last Three Years

Details of changes in our Board during the three years immediately preceding the date of this Prospectus are as follows:

Name of Director	Date of Appointment	Date of Cessation	Reason
Narendra	August 19, 2019	-	Appointment
Sriram Venkatachalam	-	June 30, 2019	Superannuation
Rajni Hasija	May 18, 2019	-	Appointment
Neeraj Sharma	July 12, 2018	-	Appointment
Prashanth Kumar Balsavar	-	May 25, 2018	Cessation

Name of Director	Date of Appointment	Date of Cessation	Reason
Sarita Deshpande	March 29, 2018	-	Appointment
Amritbir Kaur Brar	-	November 30, 2017	Cessation
Comal Ramachandran Sundaramurti	October 13, 2017	-	Appointment
Sachin Chaturvedi	October 13, 2017	-	Appointment
Mahendra Pratap Mall	September 18, 2017	-	Relinquishment of the charge of Director (Finance) and assumption of the designation of Chairman and Managing Director
Arun Kumar Manocha	-	July 31, 2017	Cessation
Kanak Aggarwal	January 31, 2017	-	Appointment
Dheeraj Sharma	January 31, 2017	-	Appointment
Rabi Narayan Bohidar	January 31, 2017	-	Appointment
Smita Rawat	December 8, 2016	-	Appointment
Sunira Bassi	-	November 15, 2016	Cessation

Borrowing Powers of our Board

Our Board is empowered to borrow money in accordance with Sections 73 – 76, 179 and 180 of the Companies Act, 2013. Further, in accordance with the Articles of Association, our Board has been empowered to borrow funds subject to certain conditions as required to be met in accordance with the applicable laws and which does not exceed the aggregate for the time being of the paid up capital of our Company and its free reserves.

Corporate governance

In addition to the provisions of the Companies Act and DPE Guidelines on Corporate Governance for Central Public Sector Enterprises ("**DPE Guidelines**"), the provisions of SEBI Listing Regulations will also be applicable to our Company immediately upon the listing of our Equity Shares on the Stock Exchanges.

Our Chairman and Managing Director is an executive Director. As on the date of this Prospectus, our Company has 11 Directors on its Board, which includes two Whole–time Directors, two Part–time Government Directors and six Part–time (Non–official) Directors and a Director with additional charge.

Pursuant to MCA notifications dated June 5, 2015, June 13, 2017 and February 5, 2018 and any other notification issued by the MCA, the Central Government has exempted/ modified the applicability of certain provisions of the Companies Act, 2013 in respect of Government Companies. In accordance with this notification, the DPE Guidelines and pursuant to our Articles, matters pertaining to, *inter alia* appointment, remuneration and performance evaluation of our Directors are determined by the President of India. Further, our Statutory Auditor is appointed by the Comptroller and Auditor General of India. Accordingly, in so far as the aforementioned matters are concerned, the terms of reference of our Nomination and Remuneration Committee and Audit Committee only allow these committees to take on record the actions of the President of India or the Comptroller and Auditor General of India, as the case may be.

Pursuant to Regulation 19(4) read with Paragraph A of Part D of Schedule II of SEBI Listing Regulations, provisions relating to (i) identification of persons who are qualified to become directors, (ii) recommending appointment and removal of directors, (iii) recommending extension of the term of independent directors, (iv) formulation of criteria for evaluation of performance of the directors, (v) devising policy on diversity of the board of directors, (vi) formulation of the criteria for determining qualifications, positive attributes and independence of a director, are required to be included in the terms of reference of Nomination and Remuneration Committee. However, since our Company is a government company, the power to appoint directors on our Board is vested with the President of India acting through the MoR and, resultantly, our Nomination and Remuneration Committee and our Board members do not have the power to appoint Directors to our Board. In this regard, our Company had filed an exemption letter dated August 21, 2019 with SEBI under Regulation 300 and of SEBI ICDR Regulations. SEBI vide its email dated September 17, 2019, has exempted our Company from strict enforcement of the following provisions of SEBI Listing

Regulations (a) compliance with Regulation 18(3) read with point (2) of paragraph (A), Schedule II – Part C of SEBI Listing Regulations pertaining to terms of reference of the Audit Committee and (b) compliance with the terms of reference of the Nomination and Remuneration Committee as specified in Regulation 19(4) of SEBI Listing Regulations for this Offer.

Other than as described above, our Company is in compliance with corporate governance norms prescribed under the SEBI Listing Regulations, including in relation to the composition of its committees, such as the Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Risk Management Committee and CSR Committee, policy on fraud prevention, whistle blower scheme, right to information, corporate social responsibility and sustainable development policy, accessibility and policy for determining materiality of an event/information for making adequate disclosure of such an event/information before the Stock Exchanges.

Committees of our Board

In compliance with corporate governance requirements, our Company has constituted the following committees in addition to other non-mandatory committee:

1. Audit Committee;
2. Stakeholders' Relationship Committee;
3. Nomination and Remuneration Committee;
4. Risk Management Committee; and
5. Corporate Social Responsibility and Sustainable Development Committee.

The details of the committees required to be constituted by our Company under the Companies Act, 2013, the SEBI Listing Regulations and the guidelines on corporate governance on CPSE issued by the Department of Public Enterprises are as follows:

1. Audit Committee

The Audit Committee was originally constituted on July 17, 2001. The present Audit Committee was reconstituted on October 27, 2017 and the members of the said Committee are as follows:

Name of Member	Designation
Rabi Narayan Bohidar	Chairman
Dheeraj Sharma	Member
Kanak Aggarwal	Member
Comal Ramachandran Sundaramurti	Member

Our Company Secretary, Suman Kalra is the secretary of the Audit Committee.

Further, our Board has revised the terms of reference of the Audit Committee vide its meeting held on July 26, 2019. The terms of reference of the Audit Committee include the following:

A. Powers of Audit Committee

The Audit Committee shall have powers, including the following:

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

B. Role of Audit Committee

The role of the Audit Committee shall include the following:

1. oversight of the Company (listed entity's) financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

2. recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity*;
**(In case of Government Companies, recommendation for appointment, and the terms of appointment of Statutory Auditors (including Casual Vacancy) shall be made by CAG and not by the Shareholders of the Company.)*

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

4. reviewing, with the management, the annual financial statements and auditor's report thereon 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 and reasons for the same
    c. major accounting entries involving estimates based on the exercise of judgment by management;
    d. significant adjustments made in the financial statements arising out of audit findings;
    e. compliance with listing and other legal requirements relating to financial statements;
    f. disclosure of any related party transactions;
    g. modified opinion(s) in the draft audit report;

5. reviewing, with the management, the quarterly financial statements before submission to the board for approval;

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

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

8. approval or any subsequent modification of transactions of the listed entity with related parties;

9. scrutiny of inter-corporate loans and investments;

10. valuation of undertakings or assets of the listed entity, wherever it is necessary;

11. evaluation of internal financial controls and risk management systems;

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

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

14. discussion with internal auditors of any significant findings and follow up there on;

15. reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

16. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

17. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

18. to review the functioning of the whistle blower mechanism;

19. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;

20. Carrying out any other function as is mentioned in the terms of reference of the audit committee; and

21. reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.

2. Stakeholders' Relationship Committee

Our Stakeholders' Relationship Committee was constituted on August 21, 2017. The present Stakeholder' Relationship Committee was reconstituted on July 26, 2019 and the members of the said Committee are as follows:

Name of Member	Designation
Dheeraj Sharma	Chairman
Kanak Aggarwal	Member
Rajni Hasija	Member

Our Company Secretary, Suman Kalra is the Secretary of the Stakeholders' Relationship Committee.

The terms of reference of the Stakeholders' Relationship Committee include the following:

1. To specifically look into various aspects of interest of shareholders, debenture holders and other security holders.

2. To consider and resolve the grievances of security holders of the company.

3. To review/monitor investor services.

4. Chairpersonship and Membership of this committee shall be considered for the purpose of determination of limit to act as a member and chairman respectively in Committees across all listed entities in which he is a director.

5. Resolving the grievances of the security holders of our Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.

6. Review of measures taken for effective exercise of voting rights by shareholders.

7. Review of adherence to the service standards adopted by our Company in respect of various services being rendered by the Registrar & Share Transfer Agent.

8. Review of the various measures and initiatives taken by our Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

3. Nomination and Remuneration Committee

Our Nomination and Remuneration Committee was constituted on March 30, 2009 as the 'Remuneration Committee' and subsequently, the nomenclature was changed to '*Nomination and Remuneration Committee*' with effect from July 29, 2015. The present Nomination and Remuneration Committee was reconstituted on October 27, 2017 and the members of the said Committee are as follows:

Name of Member	Designation
Dheeraj Sharma	Chairman
Rabi Narayan Bohidar	Member
Kanak Aggarwal	Member
Comal Ramachandran Sundaramurti	Member

Our Company Secretary, Suman Kalra is the Secretary of the Nomination and Remuneration Committee.

Further, our Board has revised the terms of reference of the Nomination and Remuneration Committee vide its meeting held on July 26, 2019. The terms of reference of the Nomination and Remuneration Committee include the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;

2. Formulation of criteria for evaluation of performance of independent directors and the board of directors;

3. Devising a policy on diversity of board of directors;

4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.

5. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

6. Recommend to the board, all remuneration, in whatever form, payable to senior management.

7. Deciding the Annual Bonus/ Variable pay pool/ Performance related pay and policy for its distribution across the executives and non-unionized supervisors, within the prescribed limits and as per the guidelines issued in this regard by the Government of India.

8. Formulation and modification of schemes for providing perks and allowances for executives;

9. Any new scheme of compensation to executives and non-executives as the case may be;

10. Framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:

    a. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, or

    b. The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003; and

11. Perform such other activities as may be delegated by the Board and/or are statutorily prescribed under the Companies Act, 2013, SEBI Regulations and DPE Guidelines or any other law in force.

4. Risk Management Committee

Our Risk Management Committee was constituted on October 12, 2015. The present Risk Management Committee was reconstituted on July 26, 2019 and the members of the said Committee are as follows:

Name of Member	Designation
Mahendra Pratap Mall	Chairman
Rajni Hasija	Member
Neeraj Sharma	Member
Dheeraj Sharma	Member
Sachin Chaturvedi	Member
Sarita Deshpande	Member

Our Company Secretary, Suman Kalra is the Secretary of the Risk Management Committee.

The terms of reference of the Risk Management Committee include the following:

The Risk Management Committee has the following powers:

1. To review and assess the risk management system and policy of the Company from time to time and recommend for amendment or modification thereof;
2. To frame and devise risk management plan and policy of the Company;
3. To review and recommend potential risk involved in any new business plans and processes;
4. To obtain outside legal or other professional advice;
5. To secure attendance of outsiders with relevant expertise, if it considers necessary; and
6. Any other similar or other functions as may be laid down by Board from time to time.

Role of Risk Management Committee

1. Ensure compliance with Risk Management Policy;

2. Review adequacy and effectiveness of business risk management;

3. Review the organization wide risk portfolio and consider it against the risk appetite;

4. Define the risk appetite for the company. Advice business units / support functions on risk initiatives;

5. Review and approve changes in the risk appetite of the company;

6. Suggest improvements to risk management techniques and lift management awareness;

7. Provide quarterly updates to Board through the Audit Committee on the current risk management procedures and status of key risks;

8. Monitor emerging issues and share best practices;

9. Monitor business risk reporting;

10. Ensure communication of policies and standards to successive levels of management;

11. Consideration of any other item which may be delegated in this regard by the Board of Directors; and

12. Any other role assigned for the Committee due to changes/modification in the Companies Act. 2013, SEBI Regulations and DPE Guidelines.

5. Corporate Social Responsibility and Sustainability Development Committee

Our Corporate Social Responsibility and Sustainability Development Committee was constituted on November 8, 2013 and was reconstituted on April 27, 2018 and the members of the said Committee are as follows:

Name of Member	Designation
Mahendra Pratap Mall	Chairman
Smita Rawat	Member
Sarita Deshpande	Member
Rabi Narayan Bohidar	Member
Dheeraj Sharma	Member
Sachin Chaturvedi	Member

Our Company Secretary, Suman Kalra is the Secretary of the Corporate Social Responsibility and Sustainable Development Committee.

The terms of reference of the Corporate Social Responsibility and Sustainable Development Committee with regard to Corporate Social Responsibility include the following:

1. To formulate and recommend to the Board, a CSR policy which will indicate the activities to be undertaken by the Company in accordance with Schedule VII of the Companies Act, 2013;

2. To review and recommend the amount of expenditure to be incurred on the activities referred to in clause 1;

3. To monitor the CSR policy of the Company from time to time;

4. To recommend / review CSR projects / programmes / proposals, falling within the purview of Schedule VII of the Companies Act, 2013;

5. To assist the Board of Directors to formulate strategies on CSR initiatives of the Company;

6. Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

The terms of reference of the Corporate Social Responsibility and Sustainable Development Committee with regard to Sustainability Development include the following:

1. Approve Sustainable Development policy guidelines and revise the same at periodic intervals;

2. Approve SD plan (short, medium and long term) in the context of the SD guidelines;

3. Provide apex level guidance for SD projects and targets;

4. Oversee SD performance and approve annual SD evaluation report;

5. Approve annual SD budget;

6. Help and oversee alignment of SD projects / activities with the organisation's business goals and the national and international trends.

7. IPO Committee

In addition to the above, our Company has also constituted an IPO Committee pursuant to the resolution of our Board dated July 28, 2017. The IPO Committee is authorized to, among other things, approve, implement, carry out and decide upon all activities in connection with the Offer, approve amendments to the Memorandum and Articles of Association, approve dematerialization of Equity Shares, finalize and arrange for submission of the Draft Red Herring Prospectus, the Red Herring Prospectus and this Prospectus, seek listing of the Equity Shares and submit applications and documents to relevant statutory and other authorities from time to time. The members of the said Committee are as follows:

Name of Member	Designation
Mahendra Pratap Mall	Chairman
Rajni Hasija	Member
Narendra	Member
Kanak Aggarwal	Member

Our Company Secretary, Suman Kalra, will act as secretary to the IPO Committee.

The terms of reference of the IPO Committee include the following:

1. Approving amendments to the memorandum of association and the articles of association of the Company;

2. Approving all actions required to dematerialize the Equity Shares, including seeking the admission of the Equity Shares into the Central Depository Services (India) Limited (the "**CDSL**") and the National Securities Depository Limited (the "**NSDL**");

3. Finalizing and arranging for the submission of the DRHP, the RHP, the Prospectus and the preliminary and final international wrap and any amendments, supplements, notices or corrigenda thereto, to appropriate government and regulatory authorities, institutions or bodies;

4. Approving a code of conduct as may be considered necessary by the Board or the IPO Committee or as required under Applicable Laws for the Board, officers of the Company and other employees of the Company;

5. Issuing advertisements as it may deem fit and proper in accordance with Applicable Laws;

6. Approving suitable policies, including on insider trading, whistle blower/vigil mechanism, risk management and other corporate governance requirement that may be considered necessary by the Board or the IPO Committee or as may be required under Applicable Laws in connection with the Offering;

7. Deciding on the size and all other terms and conditions of the Offering and/or the number of Equity Shares to be offered and transferred in the Offering, Reservation, Green Shoe Option and any rounding off in the event of any oversubscription as permitted under Applicable Laws;

8. Taking all actions as may be necessary or authorized in connection with the Offering;

9. Opening bank accounts, share/securities accounts, escrow or custodian accounts, in India or abroad, in Rupees or in any other currency, in accordance with Applicable Laws;

10. Entering into agreements with, and remunerating all such book running lead managers, lead managers, syndicate members, placement agents, bankers to the Offering, the registrar to the Offering, bankers of the Company, managers, underwriters, guarantors, escrow agents, accountants, auditors, legal counsels, depositories, trustees, custodians, credit rating agencies, monitoring agencies, advertising agencies, and all other agencies or persons as may be involved in or concerned with the Offering, including any successors or replacements thereof, by way of commission, brokerage, fees or the like;

11. Seeking the listing of the Equity Shares on the Stock Exchanges, submitting listing applications to the Stock Exchanges and taking all such actions as may be necessary in connection with obtaining such listing, including, without limitation, entering into the listing agreements with the Stock Exchanges;

12. Seeking, if required, the consent of the Company's lenders and lenders of its subsidiaries, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in connection with the Offering;

13. Submitting undertaking/certificates or providing clarifications to the SEBI and the Stock Exchanges;

14. Determining the price at which the Equity Shares are offered and transferred to investors in the Offering in accordance with Applicable Laws, in consultation with the Selling Shareholder and the book running lead managers and/or any other advisors, and determining the discount, if any, proposed to be offered to eligible categories of investors;

15. Determining the price band and minimum lot size for the purpose of bidding, any revision to the price band and the final Offering price after bid closure;

16. Determining the bid opening and closing dates;

17. Finalizing the basis of allocation and transfer of Equity Shares to retail investors/non-institutional investors/qualified institutional buyers and any other investor in consultation with the book running lead managers, the Stock Exchanges and/or any other entity;

18. Approving/taking on record the transfer of the Equity Shares;

19. Opening with the bankers to the Offering, escrow collection banks and other entities such accounts as are required under Applicable Laws;

20. To issue receipts/allotment letters/confirmations of allotment notes either in physical or electronic mode representing the underlying equity shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per k market practices and regulations, including listing on one or more stock exchange(s), with power to authorise one or more officers of the Company to sign all or any of the aforesaid documents;

21. Severally authorizing Chairman & Managing Director, Director(Finance) and Company Secretary (each, an "Authorized Officer"), for and on behalf of the Company, to execute and deliver, on a several basis, any agreements and arrangements as well as amendments or supplements thereto that the Authorized Officer considers necessary, desirable or expedient, in connection with the Offering, including, without limitation, engagement letters, memoranda of understanding, the listing agreements with the stock exchanges, the registrar's agreement, the depositories' agreements, the offer agreement with the book running lead managers (and other entities as appropriate), the underwriting agreement, the syndicate agreement, the cash escrow agreement, the share escrow agreement, confirmation of allocation notes, the advertisement agency agreement and any undertakings and declarations, and to make payments to or remunerate by way of fees, commission, brokerage or the like or reimburse expenses incurred in connection with the Offering, the book running lead managers, lead managers, syndicate members, placement agents, bankers to the Offering, registrar to the Offering, bankers of the Company, managers, underwriters, guarantors, escrow agents, accountants, auditors, legal counsel, depositories, trustees, custodians, credit rating agencies, monitoring agencies, advertising agencies, and all such persons or agencies as may be involved in or concerned with the Offering including any successors or replacements thereof; and any such agreements or documents so executed and delivered and acts, deeds, matters and things done by any such Authorized Officer shall be conclusive evidence of the authority of the Authorized Officer and the Company in so doing;

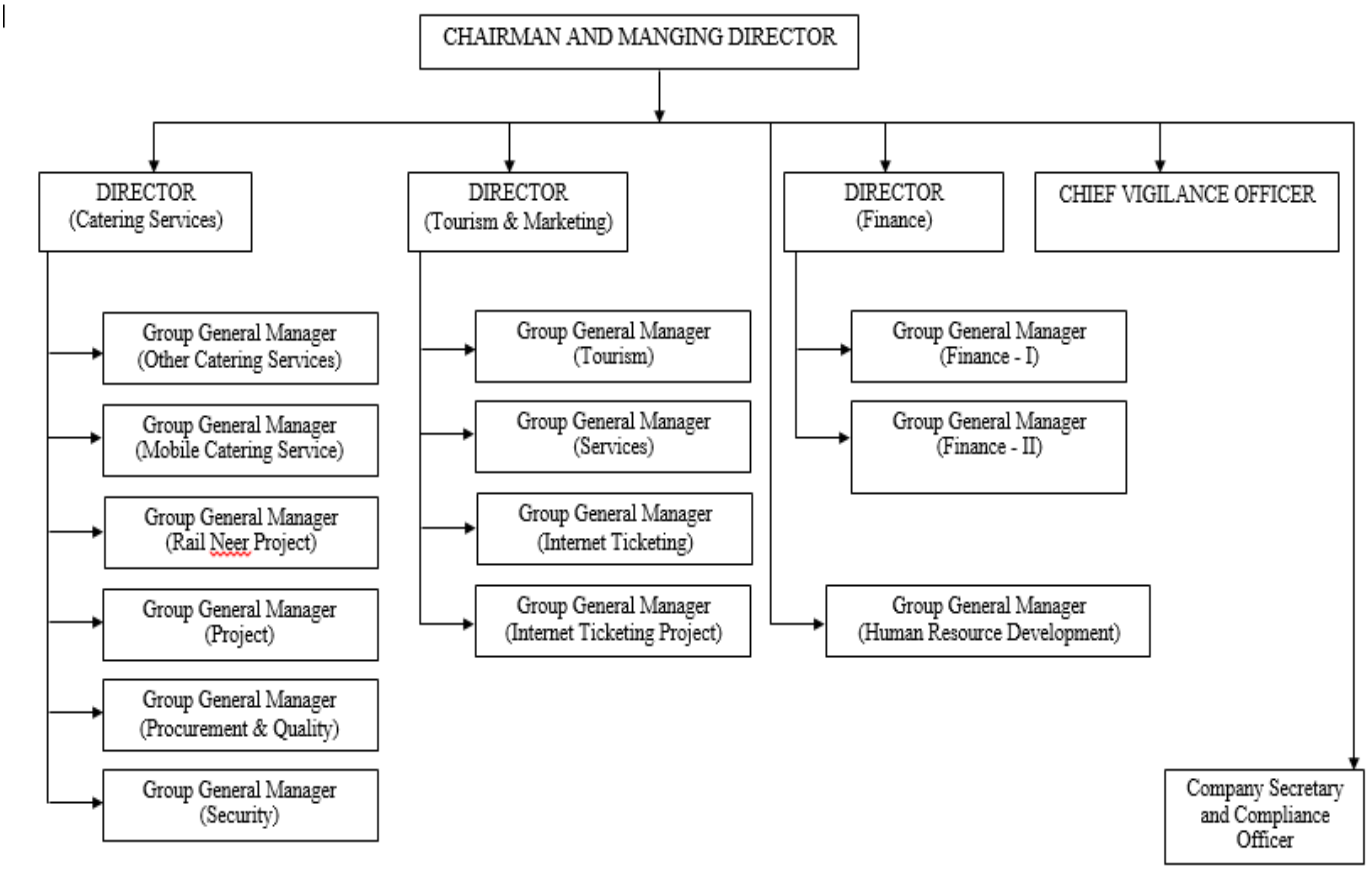
22. Severally authorizing the Authorized Officers to take any and all action in connection with making applications, seeking clarifications and obtaining approvals (or entering into any arrangement or agreement in respect thereof) in connection with the Offering, including, without limitation, applications to, and clarifications, the GoI, the RBI, the SEBI, the RoC, and the Stock Exchanges and that any such action already taken or to be taken is hereby ratified, confirmed and/or approved as the act and deed of the Authorized Officer and the Company, as the case may be;

23. Severally authorizing the Authorized Officers, for and on behalf of the Company, to execute and deliver any and all documents, papers or instruments and to do or cause to be done any and all acts, deeds, matters or things as any such Authorized Officer may deem necessary, desirable or expedient in order to carry out the purposes and intent of the foregoing resolutions or the Offering; and any documents so executed and delivered or acts, deeds,

matters and things done or caused to be done by any such Authorized Officer shall be conclusive evidence of the authority of such Authorized Officer and the Company in so doing and any such document so executed and delivered or acts, deeds, matters and things done or caused to be done by any such Authorized Officer prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Authorized Officer and the Company, as the case may be; and

24. Executing and delivering any and all documents, papers or instruments and doing or causing to be done any and all acts, deeds, matters or things as the IPO Committee may deem necessary, desirable or expedient in order to carry out the purposes and intent of the foregoing resolutions or the Offering; and any documents so executed and delivered or acts, deeds, matters and things done or caused to be done by the IPO Committee shall be conclusive evidence of the authority of the IPO Committee in so doing.

Management Organization Structure



Key Managerial Personnel

In addition to the Whole – time Directors of our Company, whose details have been provided under the paragraph *"Brief Profiles of our Directors"* on page 160, the details of other Key Managerial Personnel of our Company are as follows:

Ajai Srivastava, aged 49 years, is the Group General Manager (Finance) and Chief Financial Officer of our Company. He holds a bachelor's degree in science from University of Gorakhpur and is an officer of Indian Railway Accounts Service. He is experienced in the field of accounts and finance. Prior to joining our Company, he was working with North Eastern Railways. He has been associated with our Company since February 17, 2016. The total remuneration paid to him in Fiscal 2019 was ₹4.12 million.

Suman Kalra, aged 40 years, is the Company Secretary and Compliance Officer of our Company. She holds a bachelor's degree in commerce and bachelor's degree in law from University of Delhi. She is a qualified Company Secretary from the Institute of Company Secretaries of India and has vast experience in handling secretarial matters. Prior to joining our Company, she was working with Rail Vikas Nigam Limited and has been associated with our Company since November 23, 2013. The total remuneration paid to her in Fiscal 2019 was ₹2.63 million.

All the Key Managerial Personnel are permanent employees of our Company or on deputation from Indian Railways.

Relationship of Key Managerial Personnel with our Directors and / or other Key Managerial Personnel

None of our other Key Managerial Personnel are related to each other or to any of the Directors of our Company.

Changes in Key Managerial Personnel in the last three years

Except as disclosed in *"Our Management - Changes in our Board during last three years"* on page 160, and herein below, there have been no other changes in our Key Management Personnel in the last three years prior to the date of this Prospectus:

Name	Date of Appointment	Date of Cessation	Reason
Ajai Srivastava	August 21, 2017	-	Appointment as CFO
Suman Kalra	August 21, 2017	-	Appointment as Compliance Officer

Arrangements with major shareholders, customers, suppliers etc.

None of our Key Managerial Personnel was selected as such pursuant to any arrangement with any major shareholder, customers, suppliers or others.

Service Contracts

Except for the appointment letters issued by our Company, our Key Managerial Personnel have not entered into any service contract in relation to their appointment and remuneration.

Shareholding of the Key Managerial Personnel

As on the date of this Prospectus, none of our Key Managerial Personnel hold any Equity Shares of our Company.

Bonus or profit sharing plan for our Key Managerial Personnel

Other than the performance-related pay scheme for our employees, through which bonus incentive payments are made to our employees, our Company does not have a bonus or profit sharing plan for our Key Managerial Personnel.

Contingent and deferred compensation payable to our Directors or Key Managerial Personnel

There is no contingent or deferred compensation payable to our Directors or Key Managerial Personnel, which form part of their remuneration.

Interest of Key Managerial Personnel

Except as disclosed under the heading "*Our Management – Key Managerial Personnel*" on page 160, none of the Key Managerial Personnel have any interest in our Company other than to the extent of their the remuneration or benefits to which they are entitled to as per their terms of appointment, reimbursement of expenses incurred by them during the ordinary course of business.

Except statutory benefits upon termination of their employment in our Company, resignation or superannuation, as the case may be, and certain post-retirement benefits, no officer of our Company is entitled to any benefit upon termination of such officer's employment in our Company or superannuation.

Loans to Key Management Personnel

Our Company has not granted any loans to the Key Management Personnel as on the date of this Prospectus.

Employees' stock option plan

As on the date of this Prospectus, our Company has not formulated any employees' stock option or employee stock purchase scheme.

Payment or benefit to officers of our Company

No non – salary amount or benefit has been paid or given or is intended to be paid or given to any of our Company's employees including the Key Managerial Personnel, in two years preceding the date of this Prospectus.

OUR PROMOTER AND PROMOTER GROUP

Our Promoter is the President of India acting through the Ministry of Railways, Government of India. Our Promoter, along with its seven nominees, currently holds 100% of the pre-Offer paid-up Equity Share capital of our Company. After this Offer, assuming the sale of all the Offered Shares, our Promoter shall hold 87.40 % of the post Offer paid-up Equity Share capital of our Company. As our Promoter is the President of India, acting through the Ministry of Railways, Government of India, disclosures and confirmations in relation to the Promoter Group (as defined in regulation 2(1)(pp) of the SEBI ICDR Regulations), as specified in Schedule VI of the SEBI ICDR Regulations have not been provided.

OUR GROUP COMPANIES

In terms of the SEBI ICDR Regulations, the term "group companies" includes (i) such companies (other than promoter(s) and subsidiary(ies)) with which there were related party transactions during the period for which financial information is disclosed, as covered under the applicable accounting standards, and (ii) any other companies considered material by the board of directors of the relevant issuer company.

Further, pursuant to a resolution of our Board dated July 26, 2019, our Board has noted that in accordance with the SEBI ICDR Regulations, a company shall be considered as a 'Group Company' if:

- Companies with which there were related party transactions as disclosed in the Restated Financial Information; and

- Such other companies as considered material by our Board

Accordingly, as on the date of this Prospectus, our Company does not have any group companies.

DIVIDEND POLICY

In accordance with CPSE Capital Restructuring Guidelines, with effect from Fiscal Year 2016, all central public sector enterprises including our Company are required to pay a minimal annual dividend of 30% of its PAT or 5% of their net worth, whichever is higher, unless an exemption is provided in accordance with the CPSE Capital Restructuring Guidelines. Therefore, subject to the provisions of CPSE Capital Restructuring Guidelines, the Articles of Association and the Companies Act, the declaration and payment of dividend is recommended by the Board and approved by the Shareholders.

Our Company has a formal dividend policy as adopted by the Board vide its board resolution dated August 21, 2019. The amount of dividend paid our Company, will depend on a number of factors, including but not limited to the future expansion plans and capital requirements, profit earned during the fiscal year, utilization towards reserves and surpluses, liquidity and applicable taxes including dividend distribution tax payable by our Company.

For further details on dividend paid by our Company, see "*Restated Financial Statements-Note - 14*" on page 185.

The dividends and dividend tax paid by our Company in each of the Fiscal Years 2019, 2018 and 2017 as per our Restated Financial Statements are given below:

Particulars	**Fiscal 2019**	**Fiscal 2018**	**Fiscal 2017**
Face value of Equity Shares (In ₹)	10	10	10
Number of Equity Shares (in million)	160.00	40.00	40.00
Rate of dividend (%)	44.89	40.25	36.97
Total dividend paid per Equity Shares (In ₹)	7.65	22.20	21.17
Dividend paid (In ₹ million)	1,223.72	888.09	846.85

The amounts distributed as dividends in the past are not necessarily indicative of our dividend amounts, if any, or our dividend policy, in the future. For further details, "*Risk Factors*" on page 23. There is no guarantee that any dividends will be declared or paid or that the amount thereof will not decrease in the future. Future dividends will depend on guidelines issued by the Government of India, our profits, revenues, capital requirements, contractual restrictions and overall financial position of our Company.

SECTION V: FINANCIAL INFORMATION

RESTATED FINANCIAL STATEMENTS

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Independent Auditor's Examination Report On Restated Financial Statements

To,
The Board of Directors
Indian Railway Catering and Tourism Corporation Limited
11th Floor, B-143, Statesmen House,
Barakhamba Road,
New Delhi 110 001

Dear Sirs,

1. We have examined the attached Restated Financial Statements of **M/s Indian Railway Catering and Tourism Corporation Limited** (the "**Company**" or the "**Issuer**") comprising restated statement of assets and liabilities, the restated statement of profit and loss, restated statement of changes in equity and the restated statement of cash flows, as at and for the fiscals 2019, 2018 and 2017 and the summary statement of significant accounting policies read together with the annexures and notes thereto and other restated financial information (collectively, the "**Restated Financial Statements**"), as approved by the Board of Directors of the Company at their meeting held on August 21, 2019 for the purpose of inclusion in the Draft Red Herring Prospectus ("**DRHP**")/Red Herring Prospectus("**RHP**")/Prospectus (collectively referred to as "**Offer Documents**") in connection with its proposed Initial Public Offering of the Company through an Offer for Sale by the President of India, acting through the Ministry of Railways, Government of India ("Selling Shareholder") ("**IPO**") in terms of the requirements of:

   (a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");
   (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations");
   (c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Statements; and
   (d) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").

Managements' Responsibility for the Restated Standalone Summary Statements

2. The Company's Board of Directors is responsible for the preparation of the Restated Financial Statements for the purpose of inclusion in the Offer Documents to be filed with Securities and Exchange Board of India, relevant stock exchanges and the Registrar of Companies, N. C. T of Delhi and Haryana in connection with the proposed IPO. The Restated Financial Statements have been prepared on the basis of preparation stated in para 4 below. The Board of Directors of the Company are responsible for designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Statements. The Board of Directors are also responsible for identifying and ensuring that the Company comply with the Act, ICDR Regulations and the Guidance Note.

Auditor's Responsibility

3. We have examined such Restated Financial Statements taking into consideration:

   a. The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter vide addendum dated 7th August 2019 read with original letter dated 28th August 2017 in connection with the proposed IPO of the Company;
   b. The Guidance Note. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
   c. Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Statements; and
   d. The requirements of Section 26 of the Act and the ICDR Regulations.

Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

Restated Standalone Summary as per audited financial statements:

4. These Restated Financial Statements have been compiled by the management from the financial statements as at and for the fiscals 2019, 2018 and 2017, in accordance with the Indian Accounting Standards ("**Ind AS**") notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 and other applicable provisions of the Companies Act, 2013 and the Guidance Note accordance with , which have been approved by the Board of Directors at its meeting held on July 26, 2019, August 24, 2018 & August 21, 2017 respectively. Based on our examination and according to the information and explanations given to us we report that the Restated Financial Statements:
   a. have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the fiscals 2018 and 2017 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the fiscal 2019;
   b. have been made after incorporating adjustments for the material amounts in the respective fiscals to which they relate;
   c. Other matters included in the auditor's report for the fiscals 2019, 2018, 2017 which are quantifiable has been adjusted in the respective years has been disclosed as per Para 1 & Para 2 of Annexure A.
   d. Key Audit Matters included in the auditor's report for fiscal 2019, which are quantifiable has not been adjusted in the respective years has been disclosed as per Para 3 of Annexure A.
   e. Other matters included in the auditor's report for the fiscals 2019, 2018, 2017 which are not quantifiable has been disclosed in Para 4 of Annexure A.
   f. Auditors Report on the limitations in the Internal Financial Controls for the fiscals 2019, 2018, 2017 has been disclosed in Para 5 of Annexure A.
   g. Auditors report on limitations on the other matters to be reported under Section 143(5) for the fiscal ended March 31, 2019 has been disclosed in Para 6 of Annexure A.
   h. have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

5. The Restated Financial Statements do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited financial statements mentioned in paragraph 4 above.

6. We have also examined the following Restated Financial Statements set out in annexure prepared by management and approved by the Board of Directors of the Company as under:

   a. Other significant notes as restated as appearing in Note No 01 to 76
   b. Statement on Adjustment to Audited Financial Statements as appearing in Annexure VII
   c. Statement of accounting ratios for the year ending March 31, 2019, 2018 and 2017 as appearing in Annexure VIII;
   d. Statement of dividends declared per share, as restated, for the year ending March 31, 2019, 2018 and 2017 as appearing in Annexure IX;
   e. Statement of Restated Turnover for the year ending March 31, 2019, 2018 and 2017 as appearing in Annexure X;
   f. Statement of Capitalization as restated as appearing in Annexure XI;

7. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

8. The Restated Financial Statements do not reflect the effects of events that occurred subsequent to the date of our audit report on financial statements mentioned in paragraph 4 above. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

9. Our report is intended solely for the use of the Company for inclusion in the Offer Documents of the Company. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing.

10. The Key Audit Matters/Other Matters/Observations in the auditors report as included in the Annexure A to this report are to be read with Significant Accounting Policies and Significant Notes to Accounts.

For Serva Associates
Chartered Accountants
FRN No. 000272N

Sd/-
C.A. Nitin Jain
Partner
Mem No. 506898
Place: Delhi
Date: 21st August 2019

ANNEXURE A

Detail of Qualification, Key Audit Matters, Emphasis of matter, Other Matters paragraph disclosed in the Audit Reports for the FY 2018-19, FY 2017-18, FY 2016-17

Para 1. Other Matters reported in the Audit Report the impact of which has been taken in the restated financial statements

a. For the Financial Year ended 31st March 2019

"That the catering service on a large number of trains have been transferred to the company during the financial year under consideration. That some of the departmentally managed trains are being operated on unbundling/partial unbundling model whereby the food preparation and food serving contracts have been given to different licensees and in few cases to even same licensee. In view of the management of the company the operation of such trains is in the nature of departmental catering since partially the food is also being supplied from the base kitchen in most of the trains. Thereby treating the same in the nature of departmental catering, the company has not provided for any share of revenue payable to Indian Railways in terms of the catering policy (which required revenue sharing in the ratio of 15:85 between Indian Railways and IRCTC, and 40:60 in case of licensee model) stating that it has made the representation to the Ministry of Railways that railway share may be paid only in case of generation of profits from operation of departmentally run trains, to be assessed on PAN India Basis and hence train/unit wise statement of affairs was not available. As informed the matter has been referred to the Railway Board."

A provision has been made in the restated financial statements in line with the terms of effective catering policy.

b. For the Financial Year ended 31st March 2018

"That the catering service on a large number of trains have been transferred to the company during the financial year under consideration. That some of the departmentally managed trains are being operated on unbundling/partial unbundling model whereby the food preparation and food serving contracts have been given to different licensees and in few cases to even same licensee. In view of the management of the company the operation of such trains is in the nature of departmental catering since partially the food is also being supplied from the base kitchen in most of the trains. Thereby treating the same in the nature of departmental catering, the company has not provided for any share of revenue payable to Indian Railways in terms of the catering policy (which required revenue sharing in the ratio of 15:85 between Indian Railways and IRCTC, and 40:60 in case of licensee model) stating that it has made the representation to the Ministry of Railways that railway share may be paid only in case of generation of profits from operation of departmentally run trains, to be assessed on PAN India Basis and hence train/unit wise statement of affairs was not available. As informed the matter has been referred to the Railway Board."

A provision has been made in the restated financial statements in line with the terms of effective catering policy.

Para 2. Other Matters reported in the Audit Report the impact of which has been taken in the restated financial statements

a. For the Financial Year ended 31st March 2019

"That payments due to vendors registered under MSME Act could not be fully identified & segregated and the entire outstanding amount as at 31st March 2019 has been reported under Trade Payables other than MSME Vendors.

Further, the MSME Vendors reported during the previous year and interest provision on the delayed payment to the same have been repaid/reclassified during the year as other trade payables."

That in the absence of any confirmation seeked/received from the vendors in any of the financial years, the segregation of the MSME Vendors in the restated financials is based on the list certified by the management.

Para 3. Key Audit Matters reported in the Audit Report

a. For the Financial Year ended 31st March 2019

"That with regards to the Ind Accounting Standard 115 on Revenue from Contract with Customers, the company is in receipt of integration charges from booking agents (Non Refundable one time fees) for providing connectivity with the IRCTC Portal for railway ticket booking along with the annual maintenance charges which may vary based on volume of ticket bookings etc. The management is of the opinion that the agreement with the parties for integration charges is generally for one to three years, and subsequently the annual maintenance the contract is renewed but without any integration charges.

Further since the renewal is unilateral at the option of IRCTC such integration charges shall not be deferred as income beyond initial contract period of one to three years.

In our opinion, the contract for integration charges and annual maintenance contract are not distinct contracts therefore Income of integration charges (one time non refundable fees) shall be amortized over the expected contract period instead of recognizing revenue at one time. Further past trend has indicated that there is hardly any case where the contract was not renewed by IRCTC. Accordingly in our view, the one time integration charges shall be recognized as revenue over the estimated contract period (estimated 20 years based on past trend) rather than accruing the entire amount as income based on initial contract of one to three years.

Deferment of such integration charges in terms of above based on the past information compiled by the management has caused overstatement of revenue by ₹ 66.5 Millions during the fiscal 2019 and other equity comprising of reserves and surplus as at 31st March 2019 by Rs.314.1 Millions"

Para 4. Other Matters reported in the Audit Report for the fiscals

1. For the Financial Year ended 31st March 2019

a. "We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit except for third party balance confirmations including balances payable/receivable from railways. Further the party wise receivables and payables could not be reconciled with the financial ledgers maintained in the ERP system."

b. "In our opinion, the internal control as well as the internal audit system is not commensurate with the size of the company and the nature of it's operations. There is an immediate need to develop stronger MIS for periodic review of various business segments which could reduce the errors and omissions observed during the course of audit. Similarly measures for ensuring control over material and sales realizations from carriage and freight forwarding agents needs to be implemented along with reconciliations for realizations for sales made through such parties."

c. "In our opinion, immediate measures need to be taken to upgrade the current ERP system as well as provide adequate training to the staff lack of which posed limitations in making available requisite information and documents during the course of audit. This shall also require identification and reconciliation of the legacy transactions the balances of which is stated to have been existing since the migration of data from earlier financial system to present financials maintained in Oracle apart from legacy transactions pertaining to the period of transfer of operations from/to railways.

Further, reconciliation between the transactions executed through 3rd party applications/portals as well as manual data with the financial information posted in the books of accounts could not be made and accordingly reliance was placed on information available on records and verified on test check basis as per the financial

books. In our opinion the information transfer between all the 3rd party application/portals needs to be fully automated & documented for verification."

d. "That the bank balances reflected in the financial statements have been stated as per the books of accounts and are subject to posting of financial payments and receipts crystallized in the company bank accounts but which are pending confirmations/reconciliations. Further the transaction by transaction reconciliation could not be made for some of the bank accounts being handled at Internet Ticketing division of the company on account of voluminous ticket booking and cancellation transactions on behalf of railways."

e. "That the liabilities under GST as well as the credit admissibility are subject to reconciliation with the returns filed. The financial transactions and corresponding GST liability on the same could not be reconciled with the returns filed by the company during the course of audit. That as represented to us the assessment of liability on account of various provisions including reverse charge mechanism on payment to railways, reimbursement claims etc. is being done and suitable corrective measures shall be taken before conclusion of the Audit under the GST Act for the financial year under consideration."

f. "That with regards to the Ind Accounting Standard 31 on Interest in Joint Ventures, on account of the ongoing litigation with M/s Cox & Kings Ltd. in respect of joint venture company M/s Royale India Rail Tours Limited, for which the financial have not been prepared since 2010-11 and hence the company is neither filing the consolidated financial statements nor the disclosures have been made regarding the financial position of such joint venture company.

Further in view of the termination of the joint venture agreements, the company is of the view that M/s Cox & Kings Ltd cannot invoke arbitration clause in relation to the reliefs sought. Consequential financial impact, if any could not be ascertained."

g. "The commissioner of VAT vide order dated 23rd March 2006 had levied VAT on on-board catering services in train treating the same as sales. The plea of the company was not accepted by the Appellate Tribunal as well as by the Hon' Delhi High Court and SLP is now pending at the Hon' Supreme Court. The company as a prudent policy has been providing VAT liability but only net of corresponding VAT Input and service tax being paid since only one of the taxes may be applicable. Such VAT Input amounting to Rs.111.9 Million have been stated as balance due from statutory authorities as other current asset. In case the ruling goes against the company, the entire VAT liability (on gross or net basis) along with the interest (as levied) may have to be deposited and a separate service tax refund application may be required to be filed and obtained separately."

2. <u>For the Financial Year ended 31st March 2018</u>

a. "We have sought and obtained the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit except for confirmations on the balances receivable/payable to railways as well as other parties. Also, the old balances which as informed to us pertain to the period of transfer of catering business in the financial year 2010 and on account of migration of data from the earlier accounting system to the Oracle System are subject to confirmation/reconciliation from railway as well as other parties."

b. "In our opinion, the internal audit system is not commensurate with the size of the company and the nature of it's operations. Based on our verification of the records and documents, there is a need to strengthen the internal control system within the organization and upgrade and optimize the ERP system and also develop stronger MIS for periodic review of various business segments. Further in our opinion, the identification and reconciliation of the legacy transactions stated to have been existing since the migration of data from earlier financial system to present financials maintained in Oracle system as well as financial transactions pertaining to the period of transfer of operations from/to railways needs to be completed."

c. "That the transaction by transaction reconciliation of the banking transactions could not be made for some of the bank accounts being handled at Internet Ticketing division of the company on account of voluminous ticket booking and cancellation transactions on behalf of railways."

d. "That the credit entitlements and liability under the Goods and Service Tax are subject assessment under the act. Further the company has represented that it does not foresee any GST liability on the company's share of license fee realized by the Railways before the GST Regime and transferred to the company during the GST Regime as a result of takeover of trains under the New Catering Policy 2017. Similarly, No GST liability has been accrued on the reimbursement claims received from the Indian Railways towards the Internet ticketing expenses incurred, on account of GST Credits claimed on input cost reimbursed to the company. As informed to us, the company is in the process of obtaining advance ruling on the above said matters and no provision/liability has been accrued on the same."

e. "That with regards to the Ind Accounting Standard 31 on Interest in Joint Ventures, on account of the ongoing litigation with M/s Cox & Kings Ltd. in respect of joint venture company M/s Royale India Rail Tours Limited, for which the financial have not been prepared since 2010-11 and hence the company is neither filing the consolidated financial statements and nor the disclosures have been made regarding the financial position of such joint venture company. In view of the termination of the joint venture agreements, the company is of the view that M/s Cox & Kings Ltd cannot invoke arbitration clause in relation to the reliefs sought. Consequential financial impact, if any could not be ascertained."

f. "The commissioner of VAT vide order dated 23rd March 2006 had levied VAT on on-board catering services in train treating the same as sales. The plea of the company was not accepted by the Appellate Tribunal as well as by the Hon' Delhi High Court and SLP is now pending at the Hon' Supreme Court. The company as a prudent policy has been providing VAT liability but net of corresponding VAT Input and service tax being paid since only one of the taxes may be applicable. In case the ruling goes against the company, the entire VAT liability (on gross or net basis) along with the interest (as levied) may have to be deposited and a separate service tax refund application may be required to be filed and obtained separately"

3. For the Financial Year ended 31st March 2017

a. "We have to state that external confirmations from trade receivable, trade payables including account with Indian Railways, Centre for Railways Information System, and other governments bodies/agencies etc. could not be obtained during the course of our audit & hence the financial impact of reconciliations with the parties could not be ascertained."

b. "That based on the verification of records and documents in our opinion considering the size of the company and the nature of it's operations there is a need to strengthen the internal control system within the organization including period end closing activities, extraction/posting of financial data and information maintained at separate applications to the financial books of the company as well as take extra efforts to fully adopt the e-tendering system. Further in our opinion the identification and reconciliation of the legacy transactions stated to have existing since the migration of data from the earlier financial system to present financials maintained in Oracle system as well as financial transactions pertaining to the period of transfer of operations from/to railways needs to be completed."

c. "The transaction by transaction reconciliation of the banking transactions could not be made for some of the bank accounts being handled at Internet Ticketing division of the company on account of voluminous transactions."

d. "That with regards to the Ind Accounting Standard 31 on Interest in Joint Ventures, on account of the ongoing litigation with M/s Cox & Kings Ltd. in respect of joint venture company M/s Royale India Rail Tours Limited, for which the financial have not been prepared since 2010-11 and hence the company is neither filing the consolidated financial statements and nor the disclosures have been made regarding the financial position of such joint venture company. In view of the termination of the joint venture agreements, the company is of the view that M/s Cox & Kings Ltd cannot invoke arbitration clause in relation to the reliefs sought. Consequential financial impact, if any could not be ascertained."

e. "The commissioner of VAT vide order dated 23rd March 2006 had levied VAT on on-board catering services in train treating the same as sales. The plea of the company was not accepted by the Appellate Tribunal as well as by the Hon' Delhi High Court and SLP is now pending at the Hon' Supreme Court.

The company as a prudent policy has been providing VAT liability but net of corresponding VAT Input and service tax being paid since only one of the taxes may be applicable. In case the ruling goes against the company, the entire VAT liability (on gross or net basis) along with the interest (as levied) may have to be deposited and a separate service tax refund application may be required to be filed and obtained separately."

Para 5. Reporting on Internal Financial Controls in the Audit Report

1. For the Financial year ended 31st March 2019

"With regard to Internal Financial Control In our opinion, there is a need to strengthen the information system based controls and practices to mitigate risk factors associated with conventional manual control procedures particularly at the branches level. That suitable measure including third party audits have been conducted during the year and representations have been made by the company for improvement and implementation of financial controls wherever required, particularly those associated and interdependent on up gradation and improvement of the current ERP system. We have performed the testing of internal financial controls over financial reporting at the Corporate level and subject to the such IT related limitations, the same were in principal operating effectively as at 31st March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India."

2. For the Financial Year ended 31st March 2018

"In our opinion, there is a need to strengthen the information system based controls and practices to mitigate risk factors associated with conventional manual control procedures particularly at the branches level. We have performed the testing of internal financial controls over financial reporting at the Corporate level and the same were in principal operating effectively as at 31st March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India."

Para 6. Reporting on additional matters under Section 143(5) in the Audit Report

1. For the Financial Year ended 31st March 2019

a. "That with regards to the reporting on "whether the company has system in place to process all the accounting transactions through lT system? If yes, the implications of processing of accounting transactions outside lT system on the integrity of the accounts along with the financial implications, if any, may be stated." ,

Yes, however the current version of the ERP system (Oracle), is not being used as end to end integrated accounting system since most of the information and calculations is being prepared in Excel Sheets or third party applications and uploaded/posted manually in the Financial Accounting Module.

The IT system requires an overall upgradation, including rectification in some areas like,

a) master data reconfiguration
b) reconciliation of legacy transactions
c) inoperative & redundant ledger accounts, profit centers/departments,
d) integration issues including correcting the mapping of tax codes as well as subledger accounts &
e) User controls & adequate staff training"

For Serva Associates

Chartered Accountants
FRN No.000272N

Sd/-
C.A. Nitin Jain
Mem No. 506898
Place: Delhi
Date: August 21, 2019

Indian Railway Catering & Tourism Corporation Limited
Annexure-I
Restated Statement of Assets and Liabilities

Amount (₹ in Millions)

	Particulars	Note No.	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
I.	**ASSETS**				
1	**Non-current assets**				
	(a) Property, Plant and Equipment	3	1,470.51	1,556.45	1,577.80
	(b) Capital work-in-progress	4	403.75	76.52	168.29
	(c) Investment Property	5	276.56	276.15	-
	(d) Other Intangible Assets	5A	75.48	65.63	126.18
	(e) Financial Assets	6			
	(i) Investments	6.1	0.03	0.03	0.03
	(ii) Loans	6.2	23.92	20.59	22.00
	(iii) Other Financial Assets	6.3	0.81	9.67	4.09
	(f) Deferred Tax Assets (Net)	7	770.76	463.50	575.18
	(g) Other Non-Current Assets	8	228.72	120.25	124.09
	Total Non Current Assets		3,250.54	2,588.79	2,597.67
2	**Current assets**				
	(a) Inventories	9	78.90	74.06	65.80
	(b) Financial Assets	10			
	(i) Trade Receivables	10.1	5,817.33	5,509.24	2,894.00
	(ii) Cash and Cash Equivalents	10.2	4,600.70	4,931.59	4,861.18
	(iii) Bank Balances other than (ii) above	10.3	6,799.66	3,407.14	3,668.45
	(iv) Loans	10.4	83.51	89.86	95.78
	(v) Others	10.5	347.30	170.65	159.19
	(c) Current Tax Assets (Net)	11	100.85	82.82	68.36
	(d) Other Current Assets	12	4,759.00	6,336.89	3,854.10
	Total Current Assets		22,587.25	20,602.26	15,666.86
	Total Assets		**25,837.80**	**23,191.06**	**18,264.54**
II.	**EQUITY AND LIABILITIES**				
1	**Equity**				
	(a) Equity Share Capital	13	1,600.00	400.00	400.00
	(b) Other Equity	14	8,828.42	9,145.26	7,465.59
	Total Equity		10,428.42	9,545.26	7,865.59
2	**Liabilities**				
(i)	**Non-current liabilities**				
	(a) Financial Liabilities	15			
	(i) Other Financial Liabilities	15.1	147.22	242.32	58.83
	(b) Provisions	16	461.61	584.70	779.74
	(c) Other Non-Current Liabilities	17	58.10	69.35	83.31
	Total Non Current Liabilities		666.93	896.36	921.87
(ii)	**Current liabilities**				
	(a) Financial Liabilities	18			
	(i) Trade payables	18.1	-	-	-
	(a) total outstanding dues of micro enterprises and small enterprises		19.77	8.62	3.63
	(b) total outstanding dues of creditors other than micro enterprises and small enterprises		1,899.79	1,499.65	1,372.12
	(ii) Others	18.2	6,259.30	5,209.45	4,231.93
	(b) Other Current Liabilities	19	6,171.58	5,998.98	3,802.14
	(c) Provisions	20	137.53	32.75	12.12
	(d) Current Tax Liability (Net)	21	254.48	-	55.14
	Total Current Liabilities		14,742.45	12,749.44	9,477.08
	Total Equity and Liabilities		**25,837.80**	**23,191.06**	**18,264.54**

The accompanying Restated Statement of Significant Accounting Policies in Annexure V and Notes to Restated Financial Information in Annexure VI are an integral part of this statement.

As per our Report of even date attached

For and on behalf of :-

For Serva Associates
Chartered Accountants
Firm Reg. No. : 000272N

Indian Railway Catering & Tourism Corporation Limited (IRCTC)

CA Nitin Jain
Partner
M.NO:-506898

M ahendra Pratap Mall
C hairman & Managing Director
D IN:-02316235

R ajni Hasija
D irector (Tourism & Marketing)
D IN:- 08083674

A jai Srivastava
C hief Financial Officer

N arendra
D irector(Finance)
D IN:-08422372

S uman Kalra
C ompany Secretary
M .No.:-FCS-9199

Place : New Delhi
Date : August 21, 2019

Indian Railway Catering & Tourism Corporation Limited
Annexure-II
Restated Statement of Profit & Loss

Amount (₹ in Millions)

	Particulars	Note No.	For the year ended 31st March 2019	For the year ended 31st March 2018	For the year ended 31st March 2017
I.	Revenue from operations	22	18,678.83	14,704.61	15,353.85
II	Other Income	23	887.77	990.99	674.65
III	**Total Revenue (I+II)**		**19,566.60**	**15,695.60**	**16,028.50**
	Expenses				
	Cost of Materials Consumed	24	933.10	948.11	959.39
	Excise Duty	-	-	43.67	157.36
	Purchase of Stock-in-Trade	25	309.51	1,580.05	1,149.20
	Changes in Inventories of finished goods, work-in-progress and Stock-in-Trade	26	(1.46)	(4.02)	6.33
	Expenses of Catering Services	27	6,391.02	2,462.72	780.91
	Expenses of Tourism	28	3,090.09	3,052.04	4,155.77
	Manufacturing & Direct Expenses	29	612.65	670.89	2,377.61
	Employee benefit expense	30	1,950.58	1,921.86	1,638.49
	Finance costs	31	23.48	29.08	25.35
	Depreciation and amortization expense	32	286.40	236.61	224.14
	Other Expenses	33	1,671.59	1,298.25	1,003.28
IV	**Total Expenses (IV)**		**15,266.97**	**12,239.27**	**12,477.82**
V	**Profit before exceptional items and tax (III - IV)**		**4,299.63**	**3,456.34**	**3,550.68**
VI	Exceptional Items		-	-	-
VII	**Profit before tax (V+VI)**		**4,299.63**	**3,456.34**	**3,550.68**
VIII	Tax expense:				
	(1) Current tax	34	1,882.34	1,160.36	1,178.71
	(2) Deferred tax		(308.66)	89.78	81.15
IX	**Profit/(Loss) for the period from continuing operations (VII-VIII)**		**2,725.95**	**2,206.19**	**2,290.81**
X	Profit/(Loss) from discontinued operations		-	-	
XI	Tax expense of discontinued operations		-	-	-
XII	Profit/(Loss) from discontinued operations (X - XI)		-	-	-
XIII	**Profit/(Loss) for the period (IX + XII)**		**2,725.95**	**2,206.19**	**2,290.81**
XIV	**Other Comprehensive Income**				
	A. (i) Items that will be reclassified to Profit or Loss		-	-	
	(ii) Income Tax relating to Items that will be reclassified to Profit or Loss		-	-	-
	B. (i) Items that will not be reclassified to Profit or Loss		-	-	-
	- Remeasurment of post-employment benefit obligation	35	4.00	63.28	14.89
	(ii) Income Tax relating to Items that will not be reclassified to Profit or Loss		(1.40)	(21.90)	5.15
XV	**Total Comprehensive Income for the period (XIII+XIV)(Comprising Profit (Loss) and Other Comprehensive Income for the period**		**2,728.55**	**2,247.57**	**2,310.85**
XVI	**Earning per equity share:**				
	(For Continuing Operation)				
	(1) Basic (in ₹)	36	17.04	13.79	14.32
	(2) Diluted (in ₹)	36	17.04	13.79	14.32
XVII	**Earnings Per Equity Share:**				
	(For Discontinuing Operation)				
	(1) Basic (in ₹)	36	-	-	-
	(2) Diluted (in ₹)	36	-	-	-
XVIII	**Earnings Per Equity Share:**				
	(For Continuing and Discontinued Operation)				
	(1) Basic (in ₹)	36	17.04	13.79	14.32
	(2) Diluted (in ₹)	36	17.04	13.79	14.32

The accompanying Restated Statement of Significant Accounting Policies in Annexure V and Notes to Restated Financial Information in Annexure VI are an integral part of this statement.

As per our Report of even date attached

For and on behalf of :-

For Serva Associates
Chartered Accountants
Firm Reg. No. : 000272N

Indian Railway Catering & Tourism Corporation Limited (IRCTC)

CA Nitin Jain
Partner
M.NO:-506898

Mahendra Pratap Mall
Chairman & Managing Director
DIN:-02316235

Rajni Hasija
Director (Tourism & Marketing)
DIN:- 08083674

Ajai Srivastava
Chief Financial Officer

Nirendra
Director(Finance)
DIN:-08422372

Simran Kalra
Company Secretary
M.No.:-FCS-9199

Place : New Delhi
Date : August 21, 2019

Indian Railway Catering & Tourism Corporation Limited

Annexure-III

Restated Statement of Cash Flows

Amount (₹ in Millions)

Particulars		For the year ended 31st March 2019	For the year ended 31st March 2018	For the year ended 31st March 2017
A. Cash Flow from Operating Activities				
Profit before tax		4,299.63	3,456.34	3,550.68
Adjustments for :-				
Depreciation		286.40	236.61	224.14
Loss on sale of Fixed Assets		1.45	4.07	9.20
Profit on sale of Fixed Assets		-	-	-
Interest Income		(572.55)	(456.81)	(443.91)
Dividend Received		(63.73)	(38.89)	-
Other Comprehensive Income		4.00	63.28	-
Operating Profit before operating capital changes	**(1)**	**3,955.20**	**3,264.60**	**3,340.11**
Adjustments for :-				
Decrease / (Increase) in Inventories		(4.84)	(8.26)	16.80
Decrease/ (Increase) in Trade & Other Receivables		(308.09)	(2,615.24)	(371.86)
Decrease/ (Increase) in Other Non Current Financial assets		8.86	(5.58)	-
Decrease/ (Increase) in Other Current Financial assets		(8.75)	0.33	8.88
Decrease/ (Increase) in Current tax assets		(18.03)	-	12.82
Decrease/ (Increase) in Other Current assets		1,577.90	(2,482.78)	(728.79)
Decrease/ (Increase) in Other Non Current assets		(108.47)	33.05	58.07
Decrease/ (Increase) in Financial Assets Loans		3.02	7.33	(10.63)
(Decrease) / Increase in other Non current financial liability		(95.10)	183.49	43.22
(Decrease) / Increase in Non Current Provisions		(123.09)	(195.04)	(55.81)
(Decrease) / Increase in Other Non current liabilities		(11.25)	(13.96)	2.54
(Decrease) / Increase in trade payables		411.31	132.51	858.81
(Decrease) / Increase in Other financial liability		1,049.85	977.52	633.62
(Decrease) / Increase in Other Current Liability		121.17	2,196.84	969.19
(Decrease) / Increase in Current provisions		104.78	20.64	(13.76)
	(2)	2,599.28	(1,769.16)	1,423.10
Cash generated from operation	**(1+2)**	**6,554.48**	**1,495.44**	**4,763.20**
Income Tax Paid		(1,627.86)	(1,259.18)	(1,380.83)
Total Cash generated from Operating Activities		**4,926.62**	**236.25**	**3,382.37**
B. Cash Flow From Investing Activities				
Sale/Disposal of Property, Plant and Equipment's & Other intangible assets		3.41	2.09	1.17
Purchase of Property, Plant and Equipment's & Other intangible assets		(542.80)	(345.26)	(321.25)
Interest Receivable		404.65	445.02	647.98
Dividend Received		63.73	38.89	
Changes in Other Bank balances		(3,392.52)	261.31	607.76
Net Cash used in Investing Activities		**(3,463.53)**	**402.06**	**935.66**
C. Cash Flow From Financing Activities				
Dividend Paid (including Tax on Dividend)		(1,793.98)	(567.91)	(1,359.49)
Net Cash generated from Financing Activities		**(1,793.98)**	**(567.91)**	**(1,359.49)**
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)		(330.89)	70.41	2,958.54
Opening Cash & Cash Equivalents		4,931.59	4,861.18	1,902.63
Closing Cash & Cash Equivalents		**4,600.70**	**4,931.59**	**4,861.18**
Reconciliation of Cash & Cash Equivalents				
Cash and Cash Equivalent Comprises of				
Cash on hand		3.39	5.56	6.33
Cheques/drafts on hand		4.11	809.09	5.33
Balances with banks:				
– In Current Account		4,377.27	3,097.89	2,724.34
– In Flexi Account		215.93	1,019.04	2,125.18
– In Fixed Deposits with original maturity of less than three months		-	-	-
Cash and Cash Equivalents as per Balance Sheet		**4,600.70**	**4,931.59**	**4,861.18**

Notes:-

1. The Cash Flow Statement has been prepared under the Indirect method as set out in Ind AS-7 on Cash Flow Statement issued by the Institute of Chartered Accountants of India.
2. Previous year's figures are reclassified/regrouped to confirm and make them comparable with those of the current year.

The accompanying Restated Statement of Significant Accounting Policies in Annexure V and Notes to Restated Financial Information in Annexure VI are an integral part of this statement.

For and on behalf of :-

For Serva Associates
Chartered Accountants
Firm Reg. No. : 000272N

Indian Railway Catering & Tourism Corporation Limited (IRCTC)

CA Nitin Jain
Partner
M.NO:-506898

Mahendra Pratap Mall
Chairman & Managing Director
DIN:-02316235

Rajni Hasija
Director (Tourism & Marketing)
DIN:- 08083674

Ajai Srivastava
Chief Financial Officer

Nirendra
Director(Finance)
DIN:-08422372

Simran Kalra
Company Secretary
M.No.:-FCS-9199

Place : New Delhi
Date : August 21, 2019

Indian Railway Catering & Tourism Corporation Limited
Annexure-IV
Restated Statement of Changes in Equity

A. Equity share capital

Particulars	Number of shares in Millions	Amount (₹ in Millions)
Balance as at April 1, 2016 (2,00,00,000 Equity shares of ₹ 10 each)	20.00	200.00
Issue of Equity Shares during the year (2,00,00,000 Equity shares of ₹ 10 each)	20.00	200.00
Balance as at March 31, 2017 4,00,00,000 Equity shares of ₹ 10 each	**40.00**	**400.00**
Issue of Equity Shares during the year (Equity shares of ₹ 10 each)	-	-
Balance as at March 31, 2018 4,00,00,000 Equity shares of ₹ 10 each	**40.00**	**400.00**
Issue of Equity Shares during the year (12,00,00,000 Equity shares of ₹ 10 each)	120.00	1,200.00
Balance as at March 31, 2019 16,00,00,000 Equity shares of ₹ 10 each	**160.00**	**1,600.00**

B. Other Equity **Amount (₹ in Millions)**

Particulars	Reserves & Surplus		Total
	General Reserve	Retained Earnings	
Balance as at April 1, 2016	3,499.17	3,306.55	6,805.72
Changes in accounting policy or prior period errors	-	(91.49)	(91.49)
Restated balance at the beginning of the year	**3,499.17**	**3,215.06**	**6,714.23**
Profit for the year		2,290.81	**2,290.81**
Other Comprehensive Income for the year (net of income tax)	-	20.04	20.04
Total Comprehensive Income for the year	**-**	**2,310.85**	**2,310.85**
Transfer from Retained earnings	350.00	-	350.00
Payment of dividend on equity shares	-	(1,129.54)	(1,129.54)
Payment of dividend tax on dividend paid to equity shares		(229.95)	(229.95)
Transfer to general reserves	-	(350.00)	(350.00)
Bonus shares issued		(200.00)	(200.00)
Balance as at March 31, 2017	**3,849.17**	**3,616.42**	**7,465.59**
Changes in accounting policy or prior period errors	-		-
Restated balance at the beginning of the year	**3,849.17**	**3,616.42**	**7,465.59**
Profit for the year		2,206.19	**2,206.19**
Other Comprehensive Income for the year (net of income tax)	-	41.38	41.38
Total Comprehensive Income for the year	**-**	**2,247.57**	**2,247.57**
Transfer from Retained earnings	350.00	-	350.00
Payment of dividend on equity shares	-	(471.85)	(471.85)
Payment of dividend tax on dividend paid to equity shares		(96.06)	(96.06)
Transfer to general reserves	-	(350.00)	(350.00)
Bonus shares issued		-	-
Balance as at March 31, 2018	**4,199.17**	**4,946.09**	**9,145.26**
Changes in accounting policy or prior period errors	-	(51.42)	(51.42)
Restated balance at the beginning of the year	**4,199.17**	**4,894.67**	**9,093.84**
Profit for the year	-	2,725.95	**2,725.95**
Other Comprehensive Income for the year (net of income tax)	-	2.60	2.60
Total Comprehensive Income for the year	**-**	**2,728.55**	**2,728.55**
Transfer from Retained earnings	350.00	-	350.00
Payment of dividend on equity shares	-	(1,488.09)	(1,488.09)
Payment of dividend tax on dividend paid to equity shares		(305.89)	(305.89)
Transfer to general reserves	-	(350.00)	(350.00)
Bonus shares issued		(1,200.00)	(1,200.00)
Balance as at March 31, 2019	**4,549.17**	**4,279.24**	**8,828.42**

The accompanying Restated Statement of Significant Accounting Policies in Annexure V and Notes to Restated Financial Information in Annexure VI are an integral part of this statement.

As per our Report of even date attached

For and on behalf of :-

For Serva Associates
Chartered Accountants
Firm Reg. No. : 000272N

Indian Railway Catering & Tourism Corporation Limited (IRCTC)

CA Nitin Jain	Mahendra Pratap Mall	Rajni Hasija	Ajai Srivastava	Narendra	Suman Kalra
Partner	Chairman & Managing Director	Director (Tourism & Marketing)	Chief Financial Officer	Director(Finance)	Company Secretary
M.NO:-506898	DIN:-02316235	DIN:- 08083674		DIN:-08422372	M.No.:-FCS-9199

Place : New Delhi
Date : August 21, 2019

Indian Railway Catering & Tourism Corporation Limited
Annexure-VI
Notes to Restated Financial Information

Note: - 3
Property, Plant and Equipments **Amount (₹ in Millions)**

Particulars	Land				Buildings					Office Equipments				
	Leasehold Land	Freehold Land	Flats On Leasehold Land	Leasehold Improvements	Building-Factory-Leasehold	Building-Office-Leasehold	Plant & Machinery	Electrical Installation & Equipment's	EDP Assets	Air Conditioner	Office Equipment	Furniture & Fixtures	Luxury Tourist Train	Total
Gross Carrying Amount														
At 1 April 2016	118.27	129.63	95.19	142.74	219.13	16.96	456.92	48.89	731.82	46.48	175.55	65.17	507.93	2,754.68
Additions	4.31	-	-	1.51	27.08	-	105.74	4.26	60.54	1.86	7.38	2.95	3.32	218.95
Disposals/Adjustments	-	-	-	14.07	-	-	-	-	1.23	0.04	3.38	0.74	-	19.46
At 31 March 2017	**122.58**	**129.63**	**95.19**	**130.18**	**246.21**	**16.96**	**562.66**	**53.15**	**791.13**	**48.30**	**179.55**	**67.38**	**511.25**	**2,954.17**
Additions	31.17	-	-	2.04	1.08	0.87	30.76	0.16	123.20	1.01	9.88	2.52	0.15	202.84
Disposals/Adjustments	2.89	43.57	-	13.98	-	-	11.52	-	97.52	1.20	26.26	13.52	0.44	210.90
At 31 March 2018	**150.86**	**86.06**	**95.19**	**118.24**	**247.29**	**17.83**	**581.90**	**53.31**	**816.81**	**48.11**	**163.17**	**56.38**	**510.96**	**2,946.11**
Additions	12.30	-	-	56.86	-	0.35	33.02	0.39	35.18	1.27	13.53	5.92	2.12	160.94
Disposals/Adjustments	-	-	-	-	3.42	-	2.56	-	6.92	0.13	2.26	0.15	-	15.44
At 31 March 2019	**163.16**	**86.06**	**95.19**	**175.10**	**243.87**	**18.18**	**612.36**	**53.70**	**845.07**	**49.25**	**174.44**	**62.15**	**513.08**	**3,091.61**
Accumulated Depreciation and Impairment														
At 1 April 2016	0.13	-	13.90	72.20	30.33	1.76	161.90	23.27	467.70	21.86	137.05	45.59	247.20	1,222.89
Depreciation charged for the year	0.13	-	3.00	10.87	5.84	1.29	13.76	3.26	72.86	4.15	14.41	3.09	29.91	162.57
Impairment	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Disposals/Adjustments	-	-	-	5.12	-	-	-	-	1.04	0.01	2.58	0.34	-	9.09
At 31 March 2017	**0.26**	**-**	**16.90**	**77.95**	**36.17**	**3.05**	**175.66**	**26.53**	**539.52**	**26.00**	**148.88**	**48.34**	**277.11**	**1,376.37**
Depreciation charge for the year	0.37	-	3.00	8.31	6.58	1.29	16.70	3.40	84.94	3.33	8.90	2.72	32.04	171.58
Impairment	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Disposals/Adjustments	-	-	-	13.26	-	-	10.98	-	95.22	1.11	24.47	12.90	0.35	158.29
At 31 March 2018	**0.64**	**-**	**19.90**	**73.00**	**42.75**	**4.34**	**181.38**	**29.93**	**529.24**	**28.21**	**133.31**	**38.16**	**308.80**	**1,389.66**
Depreciation charge for the year	0.52	-	3.00	9.27	6.60	1.31	91.59	3.43	80.53	3.04	8.04	2.84	31.84	242.01
Impairment	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Disposals/Adjustments	-	-	-	2.10	-	-	1.88	-	4.88	0.08	1.51	0.13	-	10.58
At 31 March 2019	**1.16**	**-**	**22.90**	**80.17**	**49.35**	**5.65**	**271.09**	**33.36**	**604.89**	**31.17**	**139.84**	**40.87**	**340.64**	**1,621.09**
Net Carrying Value														
At 31 March 2019	**162.00**	**86.06**	**72.29**	**94.94**	**194.52**	**12.52**	**341.27**	**20.34**	**240.18**	**18.08**	**34.60**	**21.27**	**172.44**	**1,470.51**
At 31 March 2018	**150.22**	**86.06**	**75.29**	**45.24**	**204.54**	**13.49**	**400.52**	**23.38**	**287.57**	**19.90**	**29.86**	**18.22**	**202.16**	**1,556.45**
At 31 March 2017	**122.32**	**129.63**	**78.29**	**52.23**	**210.04**	**13.91**	**387.00**	**26.62**	**251.61**	**22.30**	**30.67**	**19.04**	**234.14**	**1,577.80**

Note :- 3.1 During the FY 2009-10, the Company acquired a Pan India Luxury Tourist Train. The total cost of said train was ₹ 504.66 Millions. The Ministry of Tourism had given capital subsidy of ₹ 123.70 Millions which has been recognised as deferred grant and amortised in the proportion of the depreciation

Note :- 3.2 During the FY 2017-18, company has transferred ₹ 46.47 Millions to Investment property from leasehold/freehold Land.

Note: - 4
Capital Work in Progress **Amount (₹ in Millions)**

Particulars	Railneer Plant - Vijaywada (AP)	Corporate Office-Gurgaon	Railneer Plant-Sankrail	Railneer Plant-Bhusawal	Railneer Plant-Masoori/Hapur	Rail Neer Plant-Sanad	Rail Neer Plant-Mandideep	Railneer Plant-Una (HP)	Railneer Plant-Jabalpur	Railneer Plant-Jagiroad(Gu	Railneer Plant-Nagpur	Others	Total
Opening balance at 1 April 2016	-	85.83	-	-	-	-	-	-	-	-	-	14.64	**100.47**
Additions (subsequent expenditure)	-	67.82	-	-	-	-	-	-	-	-	-	-	67.82
Adjustments	-	-	-	-	-	-	-	-	-	-	-	-	-
Closing balance at 31 March 2017	-	**153.65**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**14.64**	**168.29**
Additions (subsequent expenditure)	5.60	76.03	19.77	-	28.28		17.63	-	-	-		1.85	149.16
Adjustments	-	(229.68)	-		-		-					(11.25)	(240.93)
Closing balance at 31 March 2018	**5.60**	**-**	**19.77**	**-**	**28.28**	**-**	**17.63**	**-**	**-**	**-**	**-**	**5.24**	**76.52**
Additions (subsequent expenditure)			38.40	13.01	59.82	67.19	54.76	4.20	28.40	48.85	1.45	17.64	**333.72**
Adjustments	5.60											0.89	6.49
Closing balance at 31 March 2019	**-**	**-**	**58.17**	**13.01**	**88.10**	**67.19**	**72.39**	**4.20**	**28.40**	**48.85**	**1.45**	**21.99**	**403.75**

Note :- 4.1

(i) Expenditure incurred on civil work on premises located on Railway land other than Railneer Plants has been accounted as lease hold improvement and has been depreciated over a period of ten years.

(ii) Residential flats constructed on railway land are on lease for a period of 30 years and the same has been depreciated over that period.

Note :- 4.2

IRCTC has taken land from Railways on lease basis for setting up of Railneer Plants at Nangloi, Danapur, Palur and Ambernath for which lease period has not been fixed by Railway authorities. As per the policy of the Railways the maximum period of lease can be for a period of 35 years which is further renewable for a period of 35 years. Depreciation on buildings of Railneer Plants at Nangloi, Danapur, Palur and Ambernath has been provided on straight line basis as per accounting policy being followed consistently. IRCTC has written to concerned Railways to confirm the maximum period of lease of such land provided to IRCTC, reply of which is awaited.

Indian Railway Catering & Tourism Corporation Limited
Annexure-VI
Notes to Restated Financial Information

Note: - 5A
Intangible Assets

Amount (₹ in Millions)

Particulars	Software's	Licenses	Total
Opening balance at 1 April 2016	211.86	134.18	346.04
Addition during the year	71.82	4.11	75.93
Disposal/Adjustment during the year	-	-	-
Closing balance at 31 March 2017	**283.68**	**138.29**	**421.97**
Addition during the year	4.48	-	4.48
Disposal/Adjustment during the year	(5.42)	(0.85)	(6.27)
Closing balance at 31 March 2018	**282.74**	**137.44**	**420.18**
Addition during the year	44.64	7.07	51.71
Disposal/Adjustment during the year	-	-	-
Closing balance at 31 March 2019	**327.38**	**144.51**	**471.89**
Amortization and Impairment			
Opening balance at 1 April 2016	**103.73**	**130.47**	**234.20**
Amortization during the year	56.59	4.99	61.58
Disposal/Adjustment during the year	-	-	-
Closing balance at 1 April 2017	**160.32**	**135.46**	**295.78**
Amortization during the year	64.00	1.04	65.04
Disposal/Adjustment during the year	(5.42)	(0.85)	(6.27)
Closing balance at 31 March 2018	**218.90**	**135.65**	**354.55**
Amortization during the year	40.74	1.13	41.87
Disposal/Adjustment during the year	-	-	-
Closing balance at 31 March 2019	**259.64**	**136.78**	**396.42**
Net Carrying Value			
At 31 March 2019	**67.74**	**7.73**	**75.48**
At 31 March 2018	**63.85**	**1.80**	**65.63**
At 31 March 2017	**123.36**	**2.83**	**126.18**

Indian Railway Catering & Tourism Corporation Limited
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Notes to Restated Financial Information

Note: - 5
Investment Property

Amount (₹ in Millions)

Particulars	Land at Gurgaon	Building at Gurgaon	Total
Opening balance at 1 April 2016	-	-	**-**
Addition during the year	-	-	**-**
Disposal/Adjustment during the year	-	-	-
Closing balance at 31 March 2017	**-**	**-**	**-**
Addition during the year	46.47	229.68	**276.15**
Disposal/Adjustment during the year	-	-	-
Closing balance at 31 March 2018	**46.47**	**229.68**	**276.15**
Addition/Adjustment during the year	-	2.92	**2.92**
Disposal/Adjustment during the year	-	-	-
Closing balance at 31 March 2019	**46.47**	**232.60**	**279.07**
Amortization and Impairment			
Opening balance at 1 April 2016	-	-	**-**
Amortization during the year	-	-	-
Disposal/Adjustment during the year	-	-	-
Closing balance at 31 March 2017	**-**	**-**	**-**
Amortization during the year	-	-	-
Disposal/Adjustment during the year	-	-	-
Closing balance at 31 March 2018	**-**	**-**	**-**
Amortization during the year	-	2.51	2.51
Disposal/Adjustment during the year	-	-	-
Closing balance at 31 March 2018	**-**	**2.51**	**2.51**
Net Carrying Value			
At 31 March 2019	**46.47**	**230.09**	**276.56**
At 31 March 2018	**46.47**	**229.68**	**276.15**
At 31 March 2017	**-**	**-**	**-**

Note :- 5.1 Fair value of Investment property as at 31st March, 2019 is ₹ 745.70 Millions, which has been valued on the basis of Land and Building Method by adopting prevailing market rates by a registered valuer.

Indian Railway Catering & Tourism Corporation Limited
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Notes to Restated Financial Information

Note :- 6
Financial Assets- Non Current
Note :- 6.1 Non-Current Investments

Amount (₹ in Millions)

Particulars	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
A Investments in Equity Instruments of Joint Venture			
25,00,000 equity shares of Rs. 10 each of Royale Indian Rail Tours Limited (As at 31st March 2018 - 25,00,000 equity shares of ₹ 10 each) (As at 31st March 2017 - 25,00,000 equity shares of ₹ 10 each)	25.00	25.00	25.00
Less: Impairment in value of Investments	(25.00)	(25.00)	(25.00)
B. Other Investments			
Investments in NSC 8th Issue	0.02	0.02	0.02
Add: Interest Accrued	0.01	0.01	0.01
Total Investments	**0.03**	**0.03**	**0.03**

Note :- 6.1 A
Total Non Current Investments

Amount (₹ in Millions)

Particulars	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
Aggregate Amount of unquoted investments	25.00	25.00	25.00
Aggregate Amount of impairment in the value of investments	(25.00)	(25.00)	(25.00)
Aggregate Fair Value of investments		-	-

Note :- 6.2 Loans

Amount (₹ in Millions)

Particulars	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
Security Deposits	23.92	20.59	22.00
Total	**23.92**	**20.59**	**22.00**

Note :- 6.3 Other Non Current Financial Assets

Amount (₹ in Millions)

Particulars	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
Term deposits having remaining maturity of more than 12 months of which margin money or security against borrowings, guarantees or other commitments, held as margin money against Bank guarantee	0.81	9.67	4.09
Total	**0.81**	**9.67**	**4.09**

Indian Railway Catering & Tourism Corporation Limited
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Notes to Restated Financial Information

Note: - 7
Deferred Tax

Amount (₹ in Millions)

Particulars	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
A. Deferred Tax Liabilities			
Property, Plant and Equipment	77.74	101.10	103.82
Impact of Restatement	-	172.73	117.16
Total of Deferred Tax Liabilities	**77.74**	**273.83**	**220.98**
B. Deferred Tax Assets			
Employee Benefit	209.36	213.69	274.04
Property, Plant and Equipment		-	-
Doubtful debts	297.96	135.47	135.36
Statutory liabilities (u/s 43B)	378.88	379.52	378.10
Investments	8.74	8.65	8.65
Impact of Restatement	(46.44)	-	-
Total of Deferred Tax Assets	**848.50**	**737.33**	**796.16**
Deferred Tax Assets Net	**770.76**	**463.50**	**575.18**

Movement in Deferred Tax Asset/(Liability)

Amount (₹ in Millions)

Particulars	Property, Plant and Equipment	Tax Impact of Restatement	Employee Benefit	Doubtful debts	Statutory liabilities (u/s 43B)	Investments	Total
Opening balance as at 1st April 2016	**(93.18)**	**(24.87)**	**256.83**	**135.36**	**368.39**	**8.65**	**651.18**
Charged/(credited) during 2016-17							
To Profit & Loss	(10.63)	(92.29)	12.06	-	9.71	-	**(81.15)**
To other comprehensive income	-	-	5.15	-	-	-	**5.15**
Closing balance as at 31st March 2017	**(103.81)**	**(117.16)**	**274.04**	**135.36**	**378.10**	**8.65**	**575.18**
Charged/(credited) during 2017-18							
To Profit & Loss	2.72	(55.57)	(38.46)	0.11	1.42	-	**(89.78)**
To other comprehensive income	-	-	(21.90)	-	-	-	**(21.90)**
Closing balance as at 31st March 2018	**(101.09)**	**(172.73)**	**213.68**	**135.47**	**379.52**	**8.65**	**463.50**
Charged/(credited) during 2018-19							
To Profit & Loss	23.35	126.29	(2.92)	162.49	(0.64)	0.09	**308.66**
To other comprehensive income	-	-	(1.40)	-	-	-	**(1.40)**
Closing balance as at 31st March 2019	**(77.74)**	**(46.44)**	**209.36**	**297.96**	**378.88**	**8.74**	**770.76**

Indian Railway Catering & Tourism Corporation Limited
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Notes to Restated Financial Information

Note :- 8 Other Non-Current Assets

Amount (₹ in Millions)

Particulars	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
a) Capital Advances			
Capital Advance to Indian Railways for Construction of Flats & Land (Refer Note :- 57)	21.14	21.14	21.14
Capital Advance to RVNL for Construction of Flats & Land (Refer Note :- 57)	78.00	34.20	34.20
Capital Advance to NICSI in relation to Internet Ticketing	-	-	7.24
Capital Advance to Air India for Construction of Flats & Land (Refer Note :- 57)	65.30	-	-
Capital Advance for Land for Budget Hotel at Bhubaneshwar	6.15	6.15	6.15
			-
b) Others			-
Deposits with Government Authorities	57.47	56.78	51.77
Fair value adjustment on Security Deposits made*	0.66	1.98	3.59
Total	**228.72**	**120.25**	**124.09**

* It represents unamortised portion of the difference between the fair value of financial assets on initial recognition and expenditure incurred.

Note :- 9 Inventories
(As taken, Valued and certified by management)

Amount (₹ in Millions)

Particulars	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
Raw Material	33.00	29.64	24.04
Work In progress	6.46	5.95	5.94
Finished Goods	37.76	36.63	27.68
Trading Goods-Packed (PD) items	1.68	1.84	8.14
Total inventories at the lower of cost and net realisable value	**78.90**	**74.06**	**65.80**

Note :- 10 Financial Assets
Note :- 10.1 Trade Receivables

Amount (₹ in Millions)

Particulars	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
Considered Good-Unsecured	5,565.26	5,143.00	2,527.76
Significant Increase in Credit Risk	1,097.14	751.44	751.12
Less: Allowances for Bad & doubtful Debts	(845.07)	(385.20)	(384.88)
Total Trade receivables	**5,817.33**	**5,509.24**	**2,894.00**

Note 10.2 : Cash and Cash equivalent

Amount (₹ in Millions)

Particulars	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
Cash on hand	3.39	5.56	6.33
Cheques/drafts on hand	4.11	809.09	5.33
Balances with banks:			-
– In Current Account	4,377.27	3,097.89	2,724.34
– In Flexi Current Account	215.93	1,019.04	2,125.18
Total	**4,600.70**	**4,931.59**	**4,861.18**

Note :- 10.3 : Bank Balances other than Cash and Cash Equivalents

Amount (₹ in Millions)

Particulars	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
– Deposits with original maturity of more than 3 months but less than 12 months (Refer Note - 55)	6,784.27	3,383.60	3,625.03
– Margin money against Bank guarantee	15.39	23.53	43.42
Total	**6,799.66**	**3,407.14**	**3,668.45**

Note :- 10.4 : Loans

Amount (₹ in Millions)

Particulars	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
Security Deposits	83.51	89.86	95.78
Total	**83.51**	**89.86**	**95.78**

Note :- 10.5 Other Current Financial Assets

Amount (₹ in Millions)

Particulars	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
Interest Accrued but not due on Term & Fixed deposits	310.01	142.11	130.32
Other Advances & Receivables	37.29	28.55	28.87
Less: Provision for Doubtful advances	-	-	-
Total	**347.30**	**170.65**	**159.19**

Note :- 11 Current Tax Assets

Amount (₹ in Millions)

Particulars	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
Income Tax Refunds	100.85	39.15	68.36
Provision for Income tax (Net of advance tax & TDS)	-	43.67	-
Total	**100.85**	**82.82**	**68.36**

Note :- 12 Other Current Assets

Amount (₹ in Millions)

Particulars	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
Advances other than Capital Advances			
Other Advances	299.81	563.09	285.97
Less: Provision for Doubtful advances	(7.60)	(6.25)	(6.25)
Balance with Government Authorities	372.24	376.49	192.94
Taxes Receivable	-	-	1.84
Other Deposits with Railway	3,935.47	5,375.31	3,317.23
Duty Credit License under ("Served from India Scheme")	-	0.26	6.98
Others			
Prepaid Expenses*	157.27	26.38	53.59
Fair value adjustment on Security Deposits made**	1.81	1.62	1.80
Total	**4,759.00**	**6,336.89**	**3,854.10**

* Includes Railway Share on advance license fee collected from the Licencee.

**It represents unamortised portion of the difference between the fair value of financial assets on initial recognition and expenditure incurred.

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Notes to Restated Financial Information

Note : - 13
Equity Share capital

Amount (₹ in Millions)

Particulars	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
Authorised share capital			
25,00,00,000 Equity shares of Rs. 10 each	2,500.00	500.00	500.00
(As at 31 March 2018-5,00,00,000 Equity shares of ₹ 10 each)			
(As at 31 March 2017-5,00,00,000 Equity shares of ₹ 10 each)	**2,500.00**	**500.00**	**500.00**
Issued/Subscribed and Paid up Capital			
16,00,00,000 Equity shares of Rs. 10 each	1,600.00	400.00	400.00
(As at 31 March 2018 - 4,00,00,000 Equity shares of ₹ 10 each)			
(As at 31 March 2017 - 4,00,00,000 Equity shares of ₹ 10 each)	**1,600.00**	**400.00**	**400.00**

Note :- 13.1 Reconciliation of the number of equity shares and share capital

Amount (₹ in Millions)

Particulars	As at 31 March 2019		As at 31 March 2018		As at 31 March 2017	
	No. of shares in Millions	Amt (Rs in Millions)	No. of shares in Millions	Amt (Rs in Millions)	No. of shares in Millions	Amt (Rs in Millions)
Issued/Subscribed and Paid up equity Capital outstanding at the beginning of the year	4000	40000	4000	40000	2000	20000
Add: Shares Issued during the year (Bonus)	12000	120000	-	-	2000	20000
Issued/Subscribed and Paid up equity Capital outstanding at the end of the year	**160.00**	**1,600.00**	**40.00**	**400.00**	**40.00**	**400.00**

Note 13.2 :- Rights, Preference and restrictions attached to shares

The Company has one class of Equity Shares having a face value of ₹ 10 each Per share. Each Shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. The Company has no Preference Shares, thus, in the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company.

Note :- 13.3 Details of Shares held by shareholders holding more than 5% of the aggregate shares in the company

Name of the shareholder	As at 31 March 2019		As at 31 March 2018		As at 31 March 2017	
	No. of shares in Millions	% of holding	No. of shares in Millions	% of holding	No. of shares in Millions	% of holding
Equity shares						
Ministry of Railway, Government of India & its nominees	16000	100%	4000	100%	4000	100%
Total	**160.00**	**100%**	**40.00**	**100%**	**40.00**	**100%**

Note :- 13.4 Aggregate no. of equity shares issued as fully paid by way of bonus during the period of five years immediately preceding the reporting date

Particulars	As at 31 March 2019	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015
	Nos. in Millions	Nos. in Millions	Nos. in Millions	Nos. in Millions	Nos. in Millions
Equity shares issued as bonus	120.00	-	20.00	-	-
Total	120.00	-	20.00	-	-

Indian Railway Catering & Tourism Corporation Limited
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Notes to Restated Financial Information

Note : - 14

Other Equity

Amount (₹ in Millions)

Particulars	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
General Reserve	4,549.17	4,199.17	3,849.17
Retained Earnings	4,279.25	4,946.09	3,616.42
Total	**8,828.42**	**9,145.26**	**7,465.59**

Note :- 14.1 General Reserve

Amount (₹ in Millions)

Particulars	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
Opening Balance	4,199.17	3,849.17	3,499.17
Add: Transfer from Retained Earnings	350.00	350.00	350.00
Closing Balance	**4,549.17**	**4,199.17**	**3,849.17**

Note :- 14.2 Retained Earnings

Amount (₹ in Millions)

Particulars	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
Opening Balance	4,946.09	3,616.42	3,215.06
Add/ (Less): Impact due to Ind AS-115 and Prior period adjustment	(51.42)	0.00	-
Add: Profit during the period transfer from statement of profit & loss	2,725.95	2,206.19	2,290.81
Other comprehensive income arising from remeasurement of defined benefit obligation net of income tax	2.60	41.38	20.04
Payment of dividend on equity shares	(1,488.09)	(471.85)	(1,129.54)
Payment of dividend tax on equity shares	(305.88)	(96.06)	(229.95)
Transferred to General Reserve	(350.00)	(350.00)	(350.00)
	5,479.25	4,946.09	3,816.42
Less: Issue of bonus shares	(1,200.00)	-	(200.00)
Closing Balance	**4,279.25**	**4,946.09**	**3,616.42**

* Restated Opening Balance as at 1st April 2016

Distributions Made and Proposed

Amount (₹ in Millions)

Particulars	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
Cash dividend on Equity shares declared and paid			
Final Dividend during 2018-19:- INR 22.20 per share (F.Y 2017-18 INR 11.80 per share and F.Y 2016-17 INR 18.86 per share)	888.09	471.85	754.54
including Interim Dividend paid during the year (F.Y 2018-19 INR 3.75 per share and F.Y 2016-17 INR 9.38 per share)	600.00	-	375.00
Dividend distribution Tax paid	305.88	96.06	229.95
	1,793.97	**567.91**	**1,359.49**
Proposed Dividend on Equity shares*			
Dividend for 31st March 2019 :- INR 3.90 Per Share (31st March 2018: INR 22.20 Per share and 31st March 2017: INR 11.80 Per share)	623.72	888.09	471.85
Dividend Distribution Tax on Proposed Dividend	128.21	180.80	96.06
	751.93	**1,068.89**	**567.91**

*The proposed dividend (including dividend distribution tax) on equity shares are subject to approval by shareholders at the Annual General Meeting and has not been recognised as a liability as at 31st March 2019.

Indian Railway Catering & Tourism Corporation Limited
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Notes to Restated Financial Information

Note 15 :- Financial Liabilities- Non Current

Note 15.1 :- Others — **Amount (₹ in Millions)**

Particulars	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
Security Deposits	147.22	242.32	58.83
Total	**147.22**	**242.32**	**58.83**

Note :- 16 Provisions- Non Current

Amount (₹ in Millions)

Particulars	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
Provision for Employee Benefits			
Retirement Benefits (Refer Note :- 42)	461.61	584.70	779.74
Total	**461.61**	**584.70**	**779.74**

Note :- 17 Other Non Current Liabilities

Amount (₹ in Millions)

Particulars	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
Deferred Grant	27.55	37.19	47.67
Deferred portion of Security Deposits*	30.55	32.16	35.63
Total	**58.10**	**69.35**	**83.31**

* It represents unamortized portion of the difference between the fair value of financial liability on initial recognition and expenditure incurred.

Note :- 18 Financial Liabilities- Current

Note :- 18.1 Trade Payables — **Amount (₹ in Millions)**

Particulars	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
Payable to MSME (Refer Note 67)	19.77	8.62	3.63
Payable to others			
For Goods	277.67	224.10	175.31
For Services	1,622.12	1,275.55	1,196.81
Total	**1,919.57**	**1,508.26**	**1,375.75**

Note :- 18.2 Other Financial Liabilities

Amount (₹ in Millions)

Particulars	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
Security Deposits	1,100.87	854.95	978.50
Earnest Money deposit	246.95	194.43	189.74
Refundable for Internet Ticketing	173.39	131.11	91.08
Payable towards Others-Expenses Provisions	4,356.30	3,774.70	2,798.46
Lease Rent advance	174.15	174.15	174.15
Advance Refundable(State Teertha)	207.64	80.11	-
Total	**6,259.30**	**5,209.45**	**4,231.93**

Note :- 19 Other Current Liabilities

Amount (₹ in Millions)

Particulars	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
a) Contract Liability			
Unexpired concession fee	65.73	0.19	0.22
Unexpired License fee	1,131.37	1,658.74	751.28
Unexpired User Charges	3.96	3.86	3.63
Advances received	714.00	490.34	366.62
	1,915.06	2,153.14	1,121.75
b) Others			
Rolling Deposits	2,588.65	2,272.07	1,224.29
Provision for VAT (Net of service tax) (Refer Note :- 37.4)	825.10	825.10	821.00
Provision for Service Tax	259.16	259.16	259.16
Deferred portion of Security Deposits*	11.58	15.18	22.38
Statutory Dues	562.39	464.71	344.78
Deferred Grant	9.64	9.64	8.79
Total	**6,171.58**	**5,998.98**	**3,802.14**

* It represents unamortized portion of the difference between the fair value of financial liability on initial recognition and expenditure incurred.

Note :- 20 Provisions- Current

Amount (₹ in Millions)

Particulars	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
Provision for Employee Benefits (Refer Note :- 42)	137.53	32.75	12.12
Total	**137.53**	**32.75**	**12.12**

Note :- 21 Current Tax Liability

Amount (₹ in Millions)

Particulars	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
Provision for Income tax (Net of advance tax & TDS)	254.48	-	55.14
Provision for Income Tax net of Advance Tax and TDS	**254.48**	**-**	**55.14**

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Note: - 22
Revenue from operations

Amount (₹ in Millions)

Particulars	For the year ended 31st March 2019		For the year ended 31st March 2018		For the year ended 31st March 2017	
A. Sale of Products (Inclusive of excise duty)						
Railneer (Packaged Drinking Water)	1,720.23		1,622.53		1,545.61	
Catering						
– Sale of Food & Beverages	295.29		2,644.40		2,171.13	
Non–Railway Business						
– Income from Catering	55.24		86.70		157.47	
– Income from Other Services	1.30		0.23		1.07	
	2,072.06		**4,353.86**		**3,875.28**	
Total–Sale of Product		**2,072.06**		**4,353.86**		**3,875.28**
B. Sale of Service						
i) Internet Ticketing						
Income From License Fee-Call Centre	2.12		13.52		25.00	
Income from Advertisement/SBI CO-Branded Cards & Loyalty Cards	992.37		1,028.04		808.54	
Income From Fees from IATA/RTSA/Internet Cafe, etc.	439.90		124.01		207.86	
Service Charges Earned–IR Tickets	0.59		0.55		3,622.50	
Reimbursement Against Service Charges (Refer to Note 58)	880.00		800.00		-	
(a)	**2,314.98**		**1,966.12**		**4,663.90**	
ii) Income From Catering Services, Concession Fee, License Fee etc.						
Income from Catering Services provided Income from On Board Catering & Other Services- Rajdhani/Shatabdi/Premium Trains	5,161.32		1,678.27		360.43	
Income from Concession Fee	260.45		37.73		6.87	
Income from License Fee	3,816.80		2,172.52		820.12	
Income from User Charges-Food Plaza	5.15		8.89		19.78	
Income from License Fee-Food Plaza (Refer note no - 56)	638.96		520.76		361.06	
(b)	**9,882.68**		**4,418.16**		**1,568.26**	
iii) Tourism						
Travel & Tour revenue	3,801.77		3,502.56		4,797.19	
Income from User Charges-Rail Yatri Niwas	14.10		13.18		12.32	
Income from License Fee-Rail Yatri Niwas	39.00		16.97		19.43	
Maharaja Express-Revenue	538.28		420.62		404.90	
(c)	**4,393.15**		**3,953.33**		**5,233.84**	
Total-Sale of Services (a+b+c)		**16,590.81**		**10,337.61**		**11,466.00**
Other Operating Income						
Scrap Sale–Rail Neer	4.06		2.83		5.18	
Scrap Sale– Catering	1.29		0.16		0.15	
Scrap Sale–Non–Railway Catering	0.09		0.04		0.13	
License Fee - Railneer	10.52		10.11		7.11	
	15.96		**13.14**		**12.57**	
		15.96		**13.14**		**12.57**
Revenue from Operation (Gross)		**18,678.83**		**14,704.61**		**15,353.85**

Note :- 23 Other Income

Amount (₹ in Millions)

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018	For the year ended 31st March 2017
Interest & Investment Income			
Interest Income on FDR's & TDR's (Gross)	508.82	456.81	443.91
Interest Income - Others	10.73	0.74	2.81
Dividend Income from Mutual fund	63.73	38.89	
(a)	**583.28**	**496.44**	**446.72**
Other Non-Operating Income			
Countermanding Charges & Security Deposit Forfeited	2.91	23.23	16.89
Income Accrued on Forfeiture of Contracts	1.34	1.69	-
Sale of Tender Forms	0.32	0.58	0.72
Profit on foreign exchange fluctuation	-	0.21	2.95
Amortization of Capital Grant	9.63	9.64	7.18
Income from amortisation of deferred security deposits-Liability	16.05	30.71	23.88
Interest Income on Unwinding of Discounts on security deposits	1.84	1.79	2.30
Contractual Fines & Penalties received	110.38	98.67	-
Income from Duty credit license under "Served from India Scheme"	9.88	7.28	-
Reimbursement of Travel Insurance Premium*	106.80	255.20	108.00
Miscellaneous Income	45.34	65.55	66.01
(b)	**304.49**	**494.55**	**227.93**
Total (a +b)	**887.77**	**990.99**	**674.65**

* Reimbursement of Travel Insurance Premium represents the claim received from the railways for reimbursement of cost of insurance to railway passengers.

Note :- 24 Cost of Material Consumed

Amount (₹ in Millions)

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018	For the year ended 31st March 2017
Railneer (Packaged Drinking Water)			
Opening Stock	25.49	18.93	23.51
Add: Purchases And Expenses	776.23	733.55	662.55
	801.72	**752.48**	**686.06**
Less: Closing Stock	26.34	25.49	18.93
	775.38	**726.99**	**667.13**
CATERING			
Opening Stock	4.14	6.47	12.37
Add: Purchases And Expenses	160.24	218.80	286.36
	164.38	225.27	298.73
Less: Closing Stock	6.66	4.14	6.47
	157.72	**221.13**	**292.26**
T otal (a+b)	**933.10**	**948.11**	**959.39**

Note :- 25 Purchase of Stock–in–Trade

Amount (₹ in Millions)

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018	For the year ended 31st March 2017
Purchase of PD/Cooked food items for resale	282.94	1,545.60	1,065.96
Purchase – Non–Railway Catering	26.57	34.45	83.24
	309.51	1,580.05	1,149.20
T otal	**309.51**	**1,580.05**	**1,149.20**

Note :- 26 Changes in Inventories of Finished Goods, Work in Progress & Stock in Trade

Amount (₹ in Millions)

Particulars	For the year ended 31st March 2019		For the year ended 31st March 2018		For the year ended 31st March 2017	
RAILNEER (Packaged Drinking Water)						
Opening Stock						
Finished Goods	35.65		27.25		31.31	
Work in progress	5.95		5.94		5.01	
	41.60		**33.20**		**36.32**	
Closing Stock						
Finished Goods	35.90		35.65		27.25	
Work in progress	6.45		5.95		5.94	
Total	**42.35**	**(0.75)**	**41.61**	**(8.41)**	**33.19**	**3.13**
CATERING						
Opening Stock						
Finished Goods	0.22		0.71		-	
PD Items	1.71		6.51		10.41	
	1.93		**7.21**		**10.41**	
Closing Stock						
Finished Goods	0.14		0.22		0.71	
PD Items	1.68		1.71		6.50	
	1.82		**1.93**		**7.21**	
		0.11		**5.29**		**3.20**
MAHARAJA EXPRESS						
Opening Stock						
Finished Goods	0.89		-		-	
Closing Stock						
Finished Goods	1.71	(0.82)	0.89	(0.89)	-	-
(Increase)/Decrease in Finished Goods		**(1.46)**		**(4.02)**		**6.33**

Note :- 27
Expenses of Catering Services

Amount (₹ in Millions)

Particulars	For the year ended 31st March 2019		For the year ended 31st March 2018		For the year ended 31st March 2017	
Expenses of Catering Services Provided						
On Board Catering & Other Charges - Rajdhani & Shatabdi/Premium Trains	4,482.22		1,515.80		361.26	
	4,482.22		**1,515.80**		**361.26**	
Expense of Concession Fee, License Fee etc. (Share of Railways)						
Concession Fee	104.18		15.09		1.03	
License Fee	1,544.74		718.42		267.81	
User Charges - Food Plaza	2.06		3.56		7.91	
License Fee - Food Plaza	255.58		209.78		142.81	
License Fee Railway Land - Food Plaza	2.24		0.09		0.09	
	1,908.80		**946.93**		**419.65**	
		6,391.02		**2,462.72**		**780.91**

Note :- 28
Expenses of Tourism

Amount (₹ in Millions)

Particulars	For the year ended 31st March 2019		For the year ended 31st March 2018		For the year ended 31st March 2017	
Travel & Tour Expenses	2,697.57		2,629.35		3,756.85	
License Fee - Rail Yatri Niwas	15.60		6.22		5.01	
User Charges - Rail Yatri Niwas	5.64		5.84		3.32	
Maintenance & Other Charges	28.50		36.91		24.71	
Expenses of Maharaja Express	342.78		373.72		365.87	
	3,090.09		**3,052.04**		**4,155.77**	
		3,090.09		**3,052.04**		**4,155.77**

Indian Railway Catering & Tourism Corporation Limited
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Note :- 29
Manufacturing & Direct Expenses

Amount (₹ in Millions)

Particulars		For the year ended 31st March 2019		For the year ended 31st March 2018		For the year ended 31st March 2017	
Rail Neer (Packaged Drinking Water)							
- Operation & Maintenance Charges		141.45		117.39		86.66	
- License fee Railway Land		22.22		19.96		18.67	
- Power & Fuel		98.38		82.70		71.26	
- Repair & Maintenance - Plant & Machinery		2.30		8.48		2.70	
- Repair & Maintenance - Others		10.17		7.39		3.64	
- Other Direct Expenses		1.18		5.85		13.62	
	(a)	**275.70**		**241.77**		**196.55**	
Catering							
- Freight Inward Loading & Unloading-Catering		11.60		5.89		3.30	
- Food Inspection Expenses		5.21		0.83		0.14	
- Fuel		11.27		23.71		28.95	
-On Board Service Charges		-		74.40		21.82	
- Other Direct Expenses		19.60		8.06		11.17	
	(b)	**47.68**		**112.90**		**65.38**	
Internet Ticketing							
- Maintenance & Other Charges		248.65		284.83		276.89	
- Cancellation Charges		2.13		0.73		4.38	
- Railway Share (Refer Note - 56)		0.29		0.28		1,811.25	
- Internet Usage Charges		9.56		10.87		12.94	
- Messaging Expenses		28.64		19.53		10.22	
	(c)	**289.27**		**316.23**		**2,115.68**	
Total	**(a+b+**		**612.65**		**670.89**		**2,377.61**

Note :- 30
Employee Benefit Expenses

Amount (₹ in Millions)

Particulars	For the year ended 31st March 2019		For the year ended 31st March 2018		For the year ended 31st March 2017	
Employee Benefits Expenses						
Salaries, Wages & Bonus	1,673.54		1,524.05		1,368.30	
Contribution to Provident, Leave encashments and Other Funds	220.36		261.12		191.37	
Gratuity	46.35		130.25		47.58	
Staff Welfare Expenses	10.33		6.44		31.24	
	1,950.58		**1,921.86**		**1,638.49**	
		1,950.58		**1,921.86**		**1,638.49**

Note :- 31
Finance Costs

Amount (₹ in Millions)

Particulars	For the year ended 31st March 2019		For the year ended 31st March 2018		For the year ended 31st March 2017	
Interest Expenses	0.02		0.43		0.28	
Unwinding of discount on security deposits	23.46		28.65		25.07	
	23.48		**29.08**		**25.35**	
		23.48		**29.08**		**25.35**

Note :- 32
Depreciation & Amortization Costs

Amount (₹ in Millions)

Particulars	For the year ended 31st March 2019		For the year ended 31st March 2018		For the year ended 31st March 2017	
Depreciation on Tangible Assets (Refer Note-3 & 5)	244.53		171.58		162.56	
Amortization on Intangible Assets (Refer Note-5A)	41.87		65.04		61.58	
	286.40		**236.61**		**224.14**	
		286.40		**236.61**		**224.14**

Indian Railway Catering & Tourism Corporation Limited
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Notes to Restated Financial Information

Note :- 33
Other Expenses

Amount (₹ in Millions)

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018	For the year ended 31st March 2017
Electricity & Water	33. 09	26. 66	30. 67
Office Rent	122. 43	249. 86	123. 43
Duties, Rates & Taxes	3. 43	4. 64	2. 20
Repair Maintenance & other	91. 16	95. 67	59. 19
Insurance	4. 15	3. 64	4. 01
Travelling Expenses	85. 87	69. 01	56. 25
Conveyance Expenses	20. 99	18. 88	24. 95
Director Sitting Fees	1. 49	0. 84	0. 26
Payment to Auditors (Refer Note No-33.1)	1. 17	1. 43	1. 17
Cost Audit Fee	0. 28	0. 28	0. 28
Internal Audit Fee	0. 78	0. 44	0. 26
Legal & Professional Fees	69. 62	29. 49	44. 29
Communication Expenses	17. 95	20. 25	23. 36
Customer Satisfaction Survey Expenses	28. 58	27. 20	35. 21
Freight Outward & CFA Charges	322. 12	264. 71	245. 19
Corporate Social Responsibility	68. 83	55. 33	43. 48
Printing and Stationary	10. 62	11. 09	11. 85
Digitization Expense (Travel Insurance)	92. 76	238. 76	108. 00
Advertisement Expenses	43. 88	52. 70	59. 36
Business Development/Marketing Exp.	93. 22	22. 39	40. 93
Vendors' Commission	6. 41	29. 33	34. 77
Interest Exp on MSME	10. 33	0. 82	0. 88
Security Expenses	24. 08	22. 91	16. 24
Profit on foreign exchange fluctuation	0. 79	-	-
Loss on Sale of Fixed Assets	1. 45	4. 07	9. 20
Provision for Doubtful Debts	461. 22	-	-
Miscellaneous Expenses	54. 89	47. 87	27. 85
Total	**1, 671.59**	**1, 298.25**	**1, 003.28**

Note :- 33.1 Details of Payment to Auditors

Amount (₹ in Millions)

Particulars	For the year ended 31st March 2019	For the year ended31st March 2018	For the year ended31st March 2017
Payment to Auditors as Auditor			
Audit Fee	0. 77	0. 72	0. 66
Tax Audit Fee	0. 28	0. 25	0. 23
In other Capacity			
Company Law Matters	-	-	-
Re-imbursement of Expenses	0. 12	0. 46	0. 29
Total	**1. 17**	**1. 43**	**1. 18**

Note :- 34
Income Tax Expense

Amount (₹ in Millions)

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018	For the year ended 31st March 2017
Current Income Tax:			
Current income tax charge	1,882.34	1,160.36	1,178.71
Deferred Tax:			
In respect of the current year	(308.66)	89.78	81.15
Total	**1,573.68**	**1,250.14**	**1,259.86**

Income Tax Expense in Other comprehensive income

Amount (₹ in Millions)

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018	For the year ended 31st March 2017
Deferred Tax:			
In respect of the current year	1.40	21.90	(5.15)
	1.40	**21.90**	**(5.15)**

Reconciliation between Tax Expense and the Accounting Profit :

Amount (₹ in Millions)

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018	For the year ended 31st March 2017
Accounting profit before tax from continuing operations	4,303.63	3,519.62	3,565.57
Accounting profit before income tax	**4,303.63**	**3,519.62**	**3,565.57**
At India's statutory income tax rate of 34.944 %	1,503.86	1,218.07	1,233.97
Tax effect of amounts which are not deductible (taxable) in calculating			
Add: Ind AS Adjustment Not Allowed in income tax	23.02	(0.71)	0. 45
Penalties/Interest paid on late deposit of Tax	4. 61	3.29	0. 31
CSR Expenditure	24. 05	19.15	15. 05
Prior Period Income & Expense	-	8.89	4. 38
Interest Exp on MSME	3. 61	0.28	0. 30
Exempt Income	(17.18)	(9.46)	-
Service Tax Expenses	-	-	(1.48)
Impact of Contingent provision for Railway Share	30.05	32.53	1.73
Impact of Change in rate and other Items	3. 04	0. 01	0. 01
	71.21	**53.98**	**20.75**
At the Effective Income Tax rate	**1,575.07**	**1,272.05**	**1,254.72**
Income tax expense reported in the statement of profit and loss (relating to continuing operations)	1,575.08	1,272.05	1,254.71
Effective Tax Rate	**36.60%**	**36.14%**	**35.19%**

Note :- 35

Components of Other Comprehensive Income (OCI)

Amount (₹ in Millions)

Particulars	FVTOCI Reserve		
	For the year ended 31st March 2019	For the year ended 31st March 2018	For the year ended 31st March 2017
Remeasurement of Defined benefit plans			
- Gratuity	2.90	69.97	12.65
- Leave Travel Concession	1.10	(6.69)	2.24
Total	**4.00**	**63.28**	**14.89**
Tax on Remeasurement of Defined benefit plans	(1.40)	(21.90)	5.15
Total	**(1.40)**	**(21.90)**	**5.15**

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Notes to Restated Financial Information

Note: - 36

Earnings per share (EPS)

Particulars	For the Year Ended 31st March 2019	For the Year Ended 31st March 2018	For the Year Ended 31st March 2017
	(₹ per share)	(₹ per share)	(₹ per share)
Basic EPS			
From continuing operation	17.04	13.79	14.32
From discontinuing operation	-	-	-
Diluted EPS			
From continuing operation	17.04	13.79	14.32
From discontinuing operation	-	-	-

36.1 Basic Earning per Share

The earnings and weighted average number of equity shares used in calculation of basic earning per share and the EPS for the previous year is restated after adjustment for issue of bonus shares during the year.

Amount (₹ in Millions)

Particulars	For the Year Ended 31st March 2019	For the Year Ended 31st March 2018	For the Year Ended 31st March 2017
Profit attributable to equity holders of the company:			
From Continuing operations	2,725.95	2,206.19	2,290.81
From discontinuing operation	-	-	-
Earnings used in calculation of Basic Earning Per Share	**2,725.95**	**2,206.19**	**2,290.81**
Weighted average number of shares for the purpose of basic earnings per share	160.00	160.00	160.00

36.2 Diluted Earning per Share

The earnings and weighted average number of equity shares used in calculation of diluted earning per share:-

Amount (₹ in Millions)

Particulars	For the Year Ended 31st March 2019	For the Year Ended 31st March 2018	For the Year Ended 31st March 2017
Profit attributable to equity holders of the company:			
Continuing operations	2,725.95	2,206.19	2,290.81
From discontinuing operation			
Earnings used in calculation of diluted Earning Per Share from continuing operations	**2,725.95**	**2,206.19**	**2,290.81**

The weighted number of equity shares for the purpose of diluted earning per share reconciles to the weighted average number of equity shares used in calculation of basic earning per share as follows:

(Nos. in Millions)

Particulars	For the Year Ended 31st March 2019	For the Year Ended 31st March 2018	For the Year Ended 31st March 2017
Weighted average number of shares for the purpose of basic	160.00	160.00	160.00
Effect of Dilution :	-	-	-
Weighted average number of shares for the purpose of Diluted earnings per share	**160.00**	**160.00**	**160.00**

Indian Railway Catering & Tourism Corporation Limited
Annexure-VI
Notes to Restated Financial Information

Note :- 37
Provisions, Contingent Liabilities and Contingent Assets

Note :- 37.1 Provisions

Pursuant to the Ind AS-37 "Provisions, Contingent Liabilities and Contingent Assets", the disclosure relating to provisions made in the accounts for the relevant financial years:-

Amount (₹ in Millio

Particulars	Provision for Bad and Doubtful Debts			Provision for Doubtful advances			Provision for Pension			Provision for Leave Encashment (Retirement Benefits)			Provision for Gratuity (Retirement Benefits)		
	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
Opening Balance	385.19	384.88	384.88	6.25	6.25	6.25	8124	294.09	229.2	2469	7.23	212.34	6849	87.47	65.61
Addition	459.87	0.31	-	1.35	-		545	72.32	64.9	3909	71.05	55.56	43.45	58.22	34.93
Utilization/ Contribution	-	-	-	-	-		(76.44)	(285.17)	-	(44.36)	(63.59)	(260.68)	(16.00)	(77.53)	(13.08)
Adjustment/Reversal	-	-	-	-	-		-	-		-	-		-	033	-
Closing Balance	**84506**	**38519**	**38488**	**760**	**625**	**625**	**1025**	**8124**	**29410**	**1942**	**2469**	**722**	**9594**	**6849**	**8746**

Amount (₹ in Millions)

Particulars	Provision for Pension for Optees			Provision for Post retirement medical Scheme			Provision for Half Pay leave			Provision for LTC		
	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
Opening Balance	15886	17116	17403	10442	85.77	63.03	16581	140.19	125.72	1394	595	637
Addition	-	-	-	2010	18.65	22.74	1853	26.12	14.47	159	885	308
Utilization/ Contribution	-	-	(287)	-	-	-	-	-	-	-	-	(650)
Adjustment/Reversal	(8.17)	(12.30)	-	-	-	-	(024)	(0.50)	-	(131)	(0.86)	-
Closing Balance	**15069**	**15886**	**17116**	**12452**	**104.42**	**85.77**	**18410**	**16581**	**140.19**	**1422**	**1394**	**595**

(i) Provision for doubtful debts/advances is made on the basis of management's estimates.

(ii) Provision for retirement benefits is made on the basis of independent actuary's valuation.

(iii) Provision of Pension in respect of deemed deputationist Optees has been made to make 100% commutation of difference of pension (IRCTC- Railways)as full and final one time settlement of pensionery liabilities of IRCTC so as to avoid monthly recurring liability of pension. Provision of Leave Encashment includes FY 2018-19 ₹ 2.17 Millions (FY 2017-18 ₹ 6.57 Millions and 2016-17 ₹ 6.95 Millions) for deemed deputationists Optees.

Indian Railway Catering & Tourism Corporation Limited
Annexure-VI
Notes to Restated Financial Information

Note :- 37.2 Contingent Liabilities (As ascertained, quantified and certified by the management)

Claim against the Company not acknowledge as debt.

Amount (₹ in Millions)

S.No.	Particulars	As at 31st March, 2019	As at 31st March, 2018	As at 31st March, 2017
a.	Service Tax	847.07	844.55	840.57
b.	VAT & Other Taxes	325.91	257.76	256.08
c.	Others	494.94	646.51	0.09
	Total	**1,667.92**	**1,748.82**	**1,096.74**

Note :- 37.3

By virtue of Joint venture agreement Dated 10.12.2008, Royale Indian Rail Tours Limited (RIRTL) was formed as a joint venture company with Cox and Kings Limited with IRCTC & Cox & King as Shareholders.

A Luxury train of 23 coaches was constructed, funded and created by IRCTC and was given to Royale Indian Rail Tours Limited (RIRTL) for operations on adhoc basis and it was christened as Maharaja's Express. The Train was operated from March 2010 to April 2011. In that intergenem, it was noticed that various agreements between the parties regarding the train operation were not being allowed to be finalized, including the lease agreement for train and MOU with Indian Railways. Further, haulage charges, etc. due were also not being paid. Ultimately IRCTC terminated the agreement with Cox and Kings Ltd on 12/08/2011, as well as also had withdrawn the train from RIRTL.

Cox and Kings Limited filed a petition in Honorable Delhi High Court and after the judgment of Division Bench of High Court in favour of IRCTC, Cox and Kings Ltd approached the Supreme Court. The matter has been decided in favour of IRCTC by Honorable Supreme Court of India with an observation that parties are at liberty to appoint an arbitral Tribunal to settle their disputes. The prayer of Cox & Kings Ltd. before the arbitral Tribunal is for specific performance of the joint venture agreement.

Based on legal opinion available with the Company and in view of the termination of the joint venture agreement, the IRCTC is of the view that Cox and Kings Ltd. cannot invoke the arbitration clause in relation to the reliefs sought. The order on IRCTC's plea has been reserved.

IRCTC does not feel the necessity to recognize the claim of the Cox and Kings Ltd which is for restoration of the Joint Venture Agreement and therefore consequential financial impact is not ascertainable at present. On the other hand, IRCTC has initiated proceedings under section 397 and 398 of the Companies Act, 1956 against Cox and Kings Ltd. and its officers which is sub judice.

Note :- 37.4 VAT Case filled Before Hon'ble Supreme Court of India

The Company has been paying service tax towards on-board catering services in trains in which catering charges are included in railway fare. The commissioner of VAT vide order dated 23.03.2006 considered on-board catering service in trains as sale of goods within the meaning of section 2(zc)(vii) of the said Act.

IRCTC filed an appeal before the Appellate Tribunal Value Added Tax. The Tribunal, while partly allowing the appeal vide Order dated 07.09.2006, held that the observations pertaining to Central Act were beyond the Commissioner's jurisdiction as they pertained to taxability of the goods on sale or purchase taking place in the course of inter-state sale outside the State.

IRCTC assailed the said order by way of filing writ petitions in the Hon'ble High Court of Delhi at New Delhi praying that the services rendered by IRCTC are not liable to Value Added Tax under the Delhi Value Added Tax Act, 2004 and that on-board catering services of the Company are primarily services in which food and beverages are also provided and are liable to service tax only. The Hon'ble Delhi High Court upheld the decision of commissioner of VAT and dismissed the petition of IRCTC. The Hon'ble High Court had stated that Company is liable to pay VAT. However, it may take refund of service tax already paid.

Aggrieved by the Judgement, the Company has moved to Hon'ble Supreme Court, filing Special leave petition against the judgment dated 19.7.2010 passed by the Hon'ble High Court of Delhi. SLP 25292-25319 of 2010 had been admitted and awaiting its turn. The Hon'ble Supreme Court has granted ad-interim direction in the nature of Status Quo on recovery of the demand raised by VAT authorities. Hence the matter is sub-judice and the Company is not liable to pay VAT at present. However, the Company has provided VAT liability net of service tax of ₹ 825.10 Millions up to FY 2017-18 (30th June, 2017) across India as a matter of prudent accounting policy and amount pertaining to current year is reduced from sales. Corresponding VAT input admissibility is shown as balance with Govt. authorities.

Note :- 37.5
Contingent Assets

Amount (₹ in Millions)

S. No	Party Name	Particulars	Appellate Authority	Awarded amount
1	Food World	Award of license fee in Train NO. 2859-60 Train NO. 2975-76	SLP pending in SC	14. 80
2	A.K. Roy Vs IRCTC	2577-78, 5279-80, 2395-96, 9165/66/67-68, 2555-56,2569-70, 2213-14,2203-04, 2061-62, 2209-10, 1043-44	Pending in Patiala House Court	2. 20
3	CKK Caterers	Suit for recovery	suit pending	10. 20
4	Maa Tara Traders	Recovery of amount from CFA .	Arbitration pending	53. 40
5	VivasWan Hotel	recovery of license fee Train NO. 2621-22 and 2723-24	Objection dismissed.	10. 34
6	Railways	Passenger Feedback System	NA	156. 13
7	Duty Credit Entitlement	Duty Credit Entitlement as per Foreign Trade Policy 2015-2020		54.60

Note :- 38
Payment Gateways

Company is handling Railway reservations through internet for which five payment gateways and more than thirty five Net Banking/Debit Card networks of almost all the banks are being used. The volume of transactions in all these accounts is very huge and increasing day by day with increase in Booking of tickets. Transaction wise reconciliation has been carried out for the financial year 2018-19 to smoothen the process. However, certain differences are still persisting for financial years prior to 2018-19 which are because of non-comparability of data cycle of IRCTC and the respective banks.

Apart from above, there are some postings which are made after verification & reconciliation of the respective entries.

Note :- 39
Trade Receivables

a. Railways Balances

The railways balances in form of trade receivables, trade payables, advances paid and security deposits are subject to reconciliation and confirmation with the railways and includes old balances since the time of takeover of catering from the railways. The company is in the process of identifying and segregating the railway balances.

b. Third Party Balances.

The third party balances are subject to reconciliations and confirmations from the various party. The management shall devise the policy and practice of formalizing the reconciliation procedure and ensure that the reconciliations and confirmations are done on frequent basis.

Pending confirmation and reconciliation of Trade Receivables, the Company has decided to create a provision of ₹ 405.13 Millions (31 March'18 ₹ 0.31 Millions & 31 March'17 ₹ NIL) against receivables which is in view of the management are doubtful of recovery.

Note :- 40
Capital Commitments

Estimated amount of Contracts remaining to be executed on capital account and not provided for amounts to ₹ 572.22 Millions as at 31, March 2019 as against ₹ 831.83 Millions as at 31 March 2018 & ₹ 253.31 Millions as at 31, March 2017

Note :- 41

In the opinion of Management, value of Current Asset, Loans and advances, if realized in the ordinary course of business, shall not be less than the amount at which the same are stated in the Balance Sheet. However, the balance of Trade Receivables including Railway Trade Receivables and Trade Payables as stated in the Balance Sheet are subject to confirmation.

Note :- 42

Employee Benefits

General description of the defined benefit schemes/defined contribution scheme:

(i) Gratuity: Payable on separation @ 15 days pay for each completed year of service to eligible employees who render continuous service of 5 years or more. The gratuity ceiling of ₹ 2 Millions has been considered for actuarial valuation. Actuarial valuation though was made for all employees irrespective of the completion of 5 years of service.

(ii) Leave Encashment: Payable on separation to eligible employees who have accumulated earned leave. Leave salary is provided for based on valuations, as at the balance sheet date, made by independent actuary.

(iii) Half Pay Leave: to eligible employees who have accumulated half pay leaves. Half pay leave is provided for based on actuarial valuations, as at the balance sheet date.

(iv) Leave Travel Concession(LTC) : to eligible employees is provided for based on actuarial valuations, as at the balance sheet date.

(v) Provident Fund: 12% of the Basic Pay plus Dearness Allowance of Employees and equivalent Contribution of the Company is contributed to the Provident Fund maintained with the Regional Provident Fund Commissioner, New Delhi. Company's contribution to provident fund is charged to revenue.

(vi) Foreign Service Contribution: Foreign service contribution payable for leave salary and pension in respect of deputationists including deemed deputationists (employees who have joined the Company on deputation for a fixed period from Indian Railways) for the year 2016-17 in terms of Government rules and regulations is charged to revenue on accrual basis.

Other disclosures, as required under Ind AS-19 "Employee Benefits" in respect of defined obligations are:

(vii) National Pension Scheme: Retirement benefit in the form of NPS is a defined contribution scheme. The company has no obligation , other than the contribution @10% of Basic pay plus dearness allowance payable under such scheme. The company recognize contribution payable to such scheme as an expense, when an employee render the related service.

(a) Actuarial Assumptions

Sr. No	Description	As at 31st March, 2019	As at 31st March, 2018	As at 31st March, 2017
(i)	Discount rate(per annum)	7.65%	7.80%	7.37%
(ii)	Mortality rate	Indian Assured Lives Mortality (2006-08) (Modified Ultimate)	Indian Assured Lives Mortality (2006-08) (Modified Ultimate)	Indian Assured Lives Mortality (2006-08) (Modified Ultimate)
(iii)	Expected Return on assets	8.30%	8.30%	7.91%
(iv)	Salary Escalation	10%	10%	15%
(v)	Attrition Rate	2%	2%	2%
(v)	The estimate of future liability increases considered in actuarial valuation, takes into account inflation rate, seniority, promotion and other relevant factors			

(b) Actuarial Method

Projected unit credit (PUC) actuarial method is used to assess the plan's liabilities of exit employees for retirement, death-in-service and withdrawal and also compensated absence while in service.

(c) Components of Employer Expense

Amount (₹ in Mill

Sr. No.	Particulars	Gratuity*			Leave Encashment			Half Pay Leave			LTC		
		As at 31 March, 2019	As at 31 March, 2018	As at 31 March, 2017	As at 31 March, 2019	As at 31 March, 2018	As at 31 March, 2017	As at 31 March, 2019	As at 31 March, 2018	As at 31 March, 2017	As at 31 March, 2019	As at 31 March, 2018	As at 31 March, 2017
(i)	Current Service Cost	41.01	38.09	17.58	37.94	39.67	40.34	19.20	19.80	0.90	1.60	1.73	0.47
(ii)	Past Service Cost	-	83.63	-	-	-	-	-	-	-	-	-	-
(iii)	Curtailment Cost	-	-	-	-	-	-	-	-	-	-	-	-
(iv)	Settlement Cost	-	-	-	-	-	-	-	-	-	-	-	-
(v)	Total Service Cost	41.01	121.72	17.58	37.94	39.67	40.34	19.20	19.80	0.90	1.60	1.73	0.47
	Net interest Cost	-	-	-	-	-	-	-	-	-	-	-	-
(vi)	Interest Expense on DBO	26.63	19.96	17.70	25.33	18.62	14.53	12.93	10.33	9.95	1.09	0.44	0.37
(vii)	Interest (Income on Plan Assets)	(21.29)	(13.49)	(13.00)	(23.91)	(18.60)	(9.28)	-	-	-	-	-	-
(viii)	Total Net Interest	5.34	6.47	4.70	1.41	0.02	5.25	12.93	10.33	9.95	1.09	-	-
(ix)	Immediate Recognition of Gain/Losses Other Long Term benefits	-	-	-	(0.26)	31.36	9.97	(13.61)	(4.01)	3.62	(1.10)	-	-
(xi)	Defined Benefits cost included in P&L	46.35	128.19	22.28	39.10	71.05	55.56	18.52	26.12	14.47	1.59	2.16	0.84

(d) Net Asset/Liability Recognised in Balance Sheet

Amount (₹ in Millions)

Sr. No.	Particulars	Gratuity			Leave Encashment			Half Pay Leave			LTC		
		As at 31 March, 2019	As at 31 March, 2018	As at 31 March, 2017	As at 31 March, 2019	As at 31 March, 2018	As at 31 March, 2017	As at 31 March, 2019	As at 31 March, 2018	As at 31 March, 2017	As at 31 March, 2019	As at 31 March, 2018	As at 31 March, 2017
(i)	Actuarial (Gain)/Losses due to Demographic Assumption changes in DBO	-	-	-	-	-	-	-	-	-	-	-	-
(ii)	Actuarial (Gain)/Losses due to Financial Assumption changes in DBO	9. 52	(126. 29)	138.99	8. 50	(538. 58)	64.28	4. 24	(261. 46)	64.30	0. 41	(2. 53)	(0. 12)
(iii)	Actuarial (Gain)/Losses due to Experience on DBO	(12. 40)	57. 93	-126.59	-	507. 96	(63.58)	(17. 85)	257. 46	(60.67)	(1. 51)	9. 22	2. 36
(iv)	Return on Plan Assets (Greater)/Less than Discount Rate	(0. 02)	(1. 61)	0.24	2. 90	0. 73	9.28	-	-	-	-	-	-
(v)	Total Actuarial (gain)/loss included in OCI	(2. 90)	(69. 97)	12.65	-	-	-	-	-	-	(1. 10)	6. 69	2. 24
(vi)	Total Cost Recognised in P&L and OCI (Defined Benefit Cost)	-	-	0	-	-	-	-	-	-	-	-	-
(vii)	Cost Recognised in P&L	-	128. 19	22.28	39. 10	71. 05	55.56	18. 52	26. 12	14.47	-	2. 16	0. 84
(viii)	Remeasurement Effect Recognised in OCI	(2. 90)	(69. 97)	12.65	-	-	-	-	-	-	(1. 10)	6. 69	2. 24
(ix)	**Total Defined Benefit Cost**	(2. 90)	58. 22	34.93	39. 10	71. 05	55.56	18. 52	26. 12	14.47	(1. 10)	8. 85	3. 08

(e) Net Asset/Liability Recognised in Balance Sheet

Amount (₹ in Millions)

Sr. No.	Particulars	Gratuity			Leave Encashment			Half Pay Leave			LTC		
		As at 31 March, 2019	As at 31 March, 2018	As at 31 March, 2017	As at 31 March, 2019	As at 31 March, 2018	As at 31 March, 2017	As at 31 March, 2019	As at 31 March, 2018	As at 31 March, 2017	As at 31 March, 2019	As at 31 March, 2018	As at 31 March, 2017
(i)	Present Value of Benefit Obligation	402. 77	341. 38	270. 80	354. 88	324. 68	252. 71	184. 10	165. 81	140. 19	14. 22	13. 94	5. 95
(ii)	Fair Value of Plan Assets	306. 83	272. 89	183. 01	337. 63	306. 56	252. 43	-	-	-	-	-	-
(iii)	Funded Status (Surplus/(Deficit)	(95. 94)	(68. 49)	(87. 80)	(17. 25)	(18. 12)	(0.28)	(184. 10)	(165. 81)	(140.19)	(14. 22)	(13. 94)	(5.95)
(iv)	Unrecognised Past Service Costs	-	-	-	-	-	-	-	-	-	-	-	-
(v)	Net Assets/(Liability) Recognised in balance sheet	(95. 94)	(68. 49)	(87.80)	(17. 25)	(18. 12)	(0.28)	(184. 10)	(165. 81)	(140.19)	(14. 22)	(13. 94)	(5.95)
(vi)	Present Value of Encashment Obligation	-	-	-	-	-	-	-	-	129.52	-	-	-
(vii)	Present Value of Availment Obligation	-	-	-	-	-	-	-	-	10.67	-	-	-
	Current Liability	95. 94	68. 49	3.03	17. 25	18. 12	0.28	10. 12	8. 06	7.84	14. 22	4. 82	0.97
	Non-Current Liability	-	-	84. 77	-	-	-	173. 98	157. 75	132. 35	-	9. 12	4. 98

(f) Change in Obligation over the period ending on

Amount (₹ in Millions)

Sr. No.	Particulars	Gratuity			Leave Encashment			Half Pay Leave			LTC		
		As at 31 March, 2019	As at 31 March, 2018	As at 31 March, 2017	As at 31 March, 2019	As at 31 March, 2018	As at 31 March, 2017	As at 31 March, 2019	As at 31 March, 2018	As at 31 March, 2017	As at 31 March, 2019	As at 31 March, 2018	As at 31 March, 2017
(i)	Present Value of Defined Benefits Obligation at Beginning	341. 38	270. 80	224. 42	324. 68	252. 71	197.15	165. 81	140. 19	125.72	13. 94	5. 95	6.37
(ii)	Current Service Cost	41. 01	38. 09	17. 58	37. 94	39. 67	40.34	19. 20	19. 80	0.90	1. 60	1. 73	0.47
(iii)	Interest Cost	26. 63	19. 96	17. 70	25. 33	18. 63	14.53	12. 93	10. 33	9.94	1. 09	0. 44	0.37
(iv)	Plan Amendments	-	-	-	-	-	-	-	-	-	-	-	-
(v)	Prior Service Costs	-	-	-	-	-	-	-	-	-	-	-	-
(vi)	Curtailments	-	83. 63	-	-	-	-	-	-	-	-	-	-
(vii)	Settlements	-	-	-	-	-	-	-	-	-	-	-	-
(viii)	Actuarial (Gains)/Loss	(2. 88)	(68. 36)	12.41	(3. 16)	30. 63	(0.69)	(13. 61)	(4. 01)	3.62	(1. 10)	6. 69	2.24
(ix)	Benefits Paid	(3. 37)	(2. 73)	(1.31)	(29. 91)	(16. 96)	-	(0. 24)	(0. 50)	-	(1. 31)	(0. 86)	(3.50)
(x)	Present Value of Defined Benefits(Closing)	402. 77	341. 38	270. 80	354. 88	324. 68	252. 71	184. 10	165. 81	140. 19	14. 22	13. 94	5. 95

(g) Reconciliation of Opening & Closing Values of Plan Assets

Amount (₹ in Millions)

Sr. No	Description	Gratuity			Leave Encashment			Half Pay Leave			LTC		
		As at 31 March, 2019	As at 31 March, 2018	As at 31 March, 2017	As at 31 March, 2019	As at 31 March, 2018	As at 31 March, 2017	As at 31 March, 2019	As at 31 March, 2018	As at 31 March, 2017	As at 31 March, 2019	As at 31 March, 2018	As at 31 March, 2017
(i)	Fair value of plan assets at the beginning of the period	272. 89	183. 00	158. 48	306. 56	252. 43	-	-	-	-	-	-	-
(ii)	Acquisition adjustment	-	-	-	-	-	-	-	-	-	-	-	-
(iii)	Expected return on plan assets	21. 29	13. 49	13. 00	-	-	9. 28	-	-	-	-	-	-
(iv)	Contributions	16. 00	77. 53	13. 08	10. 61	36. 25	252. 43	0. 24	-	-	1. 31	0. 86	3.50
(v)	Benefits paid	(3. 37)	(2. 73)	(1. 31)	(0. 56)	-	-	-	-	-	-	-	-
(vi)	Actuarial gain/(loss) on plan assets	0. 02	1. 61	(0. 24)	21. 01	17. 88	(9. 28)	(0. 24)	-	-	(1. 31)	(0. 86)	(3.50)
(vii)	Fair value of plan assets at the end of the period	306. 83	272. 89	183. 01	337. 63	306. 56	252. 43	-	-	-	-	-	-

(h) Amounts Recognized in Other Comprehensive Income

Amount (₹ in Millions)

Sr. No	Description	Gratuity			Leave Encashment			Half Pay Leave			LTC		
		As at 31 March, 2019	As at 31 March, 2018	As at 31 March, 2017	As at 31 March, 2019	As at 31 March, 2018	As at 31 March, 2017	As at 31 March, 2019	As at 31 March, 2018	As at 31 March, 2017	As at 31 March, 2019	As at 31 March, 2018	As at 31 March, 2017
(i)	Opening OC(Cumulative Unrecognised Losses/(Gains)	(20. 52)	49. 45	36. 80	-	-	-	-	-	-	-	-	5.02
(ii)	Actuarial (gain)/loss on DBO	(2. 88)	(68. 36)	12. 41	(3. 16)	30. 63	(0. 69)	13. 61	4. 01	3. 62	(1. 10)	6. 69	2.24
(iii)	Actuarial (gain)/loss on Assets	(0. 02)	(1. 61)	0. 24	2. 90	0. 73	9. 28	-	-	-	-	-	-
(iv)	Amortization Actuarial (Loss)/Gain	-	-	-	-	-	9. 97	-	-	-	-	-	-
(v)	Net increasing in OCI	(2. 90)	(69. 97)	12. 65	(0. 26)	31. 36	-	13. 61	4. 01	-	(1. 10)	6. 69	2.24
(vi)	Amortization of Prior Service Cost	-	-	-	-	-	-	-	-	3. 62	-	-	-
(vii)	Total Recognised in Other Comprehensive Income	(23. 42)	(20. 52)	49. 45	-	-	-	-	-	-	(1. 10)	6. 69	7.26

(i) Net Asset /Liability Recognised in Balance Sheet

Amount (₹ in Millions)

Sr. No	Description	Gratuity			Leave Encashment			Half Pay Leave			LTC		
		As at 31 March, 2019	As at 31 March, 2018	As at 31 March, 2017	As at 31 March, 2019	As at 31 March, 2018	As at 31 March, 2017	As at 31 March, 2019	As at 31 March, 2018	As at 31 March, 2017	As at 31 March, 2019	As at 31 March, 2018	As at 31 March, 2017
(i)	Net Balance Sheet Asset/(Liability) Recognised at beginning	(68. 49)	(87. 80)	(65. 95)	(18. 12)	(0. 28)	(197. 15)	(165. 81)	(140. 19)	(125. 72)	(13. 94)	5. 95	(6.37)
(ii)	Amount Recognised in Accumulated OCI/loss at the beginning of the	(20. 52)	49. 45	36. 80	-	-	-	-	-	-	-	-	5.02
(iii)	(Accrued)/Prepaid benefit Cost (Before adjustment at the beginning of	(89. 01)	(38. 35)	(29. 14)	(18. 12)	(0. 28)	(197. 15)	(165. 81)	(140. 19)	(125. 72)	(13. 94)	5. 95	(1.36)
(iv)	Net Periodic Benefit(Cost)/Income for the period	(46. 35)	(128. 19)	(22. 28)	(39. 10)	(71. 05)	(55. 56)	(18. 52)	(26. 12)	(14. 47)	(1. 59)	(8. 85)	(0.84)
(v)	Employer Contribution	16. 00	77. 53	13. 08	39. 96	53. 21	252. 43	0. 24	0. 50	-	1. 31	0. 86	3.50
(vi)	(Accrued)/Prepaid benefit Cost (Before adjustment at the end of the	(119. 36)	(89. 01)	(38. 35)	(17. 26)	(18. 12)	(0. 28)	(184. 10)	(165. 81)	(140. 19)	-	-	1.31
(vii)	Amount Recognised in Accumulated Other Comprehensive Income/Loss at the end of the period	(23. 42)	(20. 52)	49. 45	-	-	-	-	-	-	-	-	7.26
(viii)	Net Balance Sheet Asset/(Liability) Recognised at the end of the period	(95. 94)	(68. 49)	(87. 80)	(17. 26)	(18. 12)	(0. 28)	(184. 10)	(165. 81)	(140. 19)	(14. 22)	(13. 94)	(5.95)

(j) The Employees' Gratuity Fund Scheme managed by a Trust (SBI Life Insurance Co. Ltd) is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method.

(k) Sensitivity Analysis

For the year ended March 31st 2019

Amount (₹ in Millions)

	Change in assumptions	Effect on Gratuity obligation	Effect on Leave Encashment	Effect on Half Pay Leave	Effect on LTC
Discount Rate	Increase of 0.50%	(30.56)	(27.28)	(13.63)	(0.23)
	Decrease of 0.50%	34. 12	30. 44	15. 18	0. 24
Salary Growth Rate	Increase of 0.50%	13. 77	29. 61	14. 77	0. 24
	Decrease of 0.50%	(16.28)	(26.84)	(13.41)	(0.24)

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (projected unit credit method) has been applied as when calculating the defined benefit obligation recognized within the statement of financial position.

Note :- 43

The sharing with various Zonal Railways has been made in terms of Memorandum of Understanding , executed with the Ministry of Railways.

Note :- 44

Related Party Disclosures

As per Ind AS - 24 'Related Party Disclosures', the names of the related parties are given below :-

Nature of Relationship	Name of the Related Party
Joint Venture	Royale Indian Rail Tours Limited
Key Managerial Personnel	(i) Arun Kumar Manocha (ii) Mahendra Pratap Mall (iii) Shriram Venkatachalam (iv) Amrit Kaur Brar (v) Rajni Hasija (vi) Suman Kalra (vii) Ajai Srivastava

Details of transactions between the Company and the related parties, as defined in the Ind AS, during the year, are given below -

Note :- 44.1 Transactions with Key Managerial Personnel

The remuneration of directors and other members of key management personnel during the year was as follows:

Amount (₹ in Millions)

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018	For the year ended 31st March 2017
Salary, Benefits & Entitlements			
Arun Kumar Manocha	-	2.88	5.12
Mahendra Pratap Mall	10.85	9.77	4.81
Shriram Venkatachalam	6.87	5.61	3.64
AmritKaur Brar	-	4.55	3.54
Rajni Hasija	5.38	-	-
Suman Kalra	2.63	2.83	2.00
Ajai Srivastava	4.12	2.38	-
Total	**29.85**	**28.02**	**19.11**

Note :- 44.2 Transactions with Joint Venture (Outstanding balances as at 31st March of relevant financial years. There have been NIL Transactions during any of the years)

Amount (₹ in Millions)

Sr. No.	Particulars	Year ended 31st March 2019	Year ended 31st March 2018	Year ended 31st March 2017
(i)	Investments	25.00	25.00	25.00
(ii)	Impairment in value of investment	(25.00)	(25.00)	(25.00)
(iii)	Advance Lease Rent	174.15	174.15	174.15
(iv)	Lease Rent Receivable	26.91	26.91	26.91
(v)	Trade Payables	(147.17)	(147.17)	(147.17)

-

Impairment in value of investment has been made for IRCTC share of investment i.e. ₹ 25.00 Millions as the cumulative losses of RIRTL has wiped out its net worth. Further, the -Balance Sheet of RIRTL for 2011-12 to 2018-19 have not been finalized pending dispute with M/s Cox and Kings (India) Ltd.

Note :- 44.3 Transactions with the Government Related entities

Apart from transactions reported above, the company has transactions with other Government related entities, which includes but not limited to the following:-

Name of Government: Government of India, through Ministry of Railway (Significant Influence over company)
Rail Vikas Nigam Limited (Controlled through Ministry of Railways)
National Informatics Centre Services Inc. (Controlled through Ministry of Railways)
CRIS (Controlled through Ministry of Railways)

Certain significant Transactions:-

Amount (₹ in Millions)

S.NO.	PARTY	NATURE OF TRANSACTION	For the year ended 31st March 2019	For the year ended 31st March 2018	For the year ended 31st March 2017
1	CRIS	Purchase Of Assets And Expenditure On Maintenance And Development For Internet Ticketing	119.19	172.00	233.81
2	RAILWAYS	Income From Catering & Comprehensive Services Provided Income From On Board Catering & Other Services-Rajdhani/Shatabdi/Premium Trains	5,161.32	1,678.27	360.43
3	RAILWAYS	Railway Share On Licensee Catering Services	1,836.94	784.52	450.03
4	RAILWAYS	Railway Share On Internet Ticketing Service Charges	0.03	0.28	1,811.25
5	RAILWAYS	Haulage Charges On Maharaja Express Train	81.74	170.12	157.09
6	RAILWAYS	Reimbursement Against Travel Insurance	470.00	-	-
7	RAILWAYS	Reimbursement Against Service Charges For Internet Ticketing From Railway	880.00	800.00	-
8	NICSI	Purchase Of Assets And Expenditure On Maintenance And Development Etc. For Internet Ticketing	-	9.97	27.41

Other Disclosures:

* Capital Advance of ₹ 78 Millions to Rail Vikas Nigam Limited for Construction of Flats & Land.
* Capital Advance of ₹ 21.14 Millions to Minitry of Railways for Construction of Flats & Land
* Capital Advance of ₹ 65.30 Millions to AIR INDIA LTD for 06 Flats purchase from AIR INDIA LTD
* In relation to the Internet Ticketing ₹ 3935.41 Millions deposited with Ministry of Railways (MOR).

These transactions are conducted in the ordinary course of the Company's business.

Indian Railway Catering & Tourism Corporation Limited
Annexure-VI
Notes to Restated Financial Information

Note :- 45
Financial Reporting of Interest in Joint Ventures
Company had formed a joint venture company with Cox & Kings Limited with 50-50 equal partnership in the name of Royal Indian Rail Tours India Limited (RIRTL), by virtue of joint venture agreement dated 10th December 2008. However due to issues between the equity partners, IRCTC terminated the agreement with Cox & Kings Limited as on 12th August 2011, and also withdrawn the train from RIRTL.

The Company's share of ownership interest, assets, liabilities, income, expenses, contingent liabilities and capital commitments in the joint venture company as at 31st March, 2019 are not available in view of non-finalization of its accounts because of dispute between the parties, due to which the consolidation of Financial Statements as required under Ind AS 110 could not be done. These Financial Statements are the separate financial statements as per Ind AS.

Sr. No.	Name of the Joint Venture Company	% of Company's ownership interest	Assets	Liabilities	Income	Expenditure	Contingent Liabilities	Capital Commitments
1	RIRTL	50%	Not available	Not available	Not available	Not available	Not available	Not available

Note :- 46
Impairment of Assets
Company has made an assessment on 31st March, 2019 for any indication of impairment in the carrying amount of Company's Property Plant & Equipment's and Intangibles. On the basis of such assessment, in the opinion of the management no provision for the impairment of Property Plant & Equipment's of the Company is required to be made during the year. The management is of the opinion that the growing popularity of Maharaja Express shall enable the company to generate sufficient cash flows in the future years that fully substantiate the value in use of the train capitalized as fixed asset and hence no provision for impairment is required.

Note :- 47
Licensee managed static catering stalls, which were awarded by Railways, were transferred to IRCTC. As per directive of Ministry of Railways, IRCTC has advised Licensees of static catering stalls for payment of license fee on GDP basis w. e. f. 1st November 2006. However, no written contract with regard to the same exists between IRCTC and licensees of catering stalls.

It has been noticed that many of the licensees are not paying license fee fixed on GDP basis and they have gone to court challenging the fixation of license fee on GDP basis and have obtained stay order from the Hon'ble Supreme Court. There are uncertainties regarding the determination of the amount to be realized from the licensees. The Company has recognized income as per Ind AS - 18 "Revenue" in respect of such licensee catering stalls on the basis of old licensee fees fixed by Indian Railways or amount actually received from licensees, whichever is higher.

Note :- 48
Value of Imports calculated on CIF basis by the Company for year 2018-19 in respect of

Amount (₹ in Millions)

Particulars	2018-19	2017-18	2017-18
Capital goods	NIL	101.43	-

Note :- 49
Expenditure in Foreign Currency

Amount (₹ in Millions)

Nature of Expenses	2018-19	2017-18	2016-17
Foreign Travelling Expenses Directors	1.93	0.74	0.55
Foreign Travelling Expenses-others	4.76	2.6	2.41
Total	**6.69**	**3.34**	**2.96**

Note :- 50
Earnings in Foreign Exchange

Amount (₹ in Millions)

Particulars	2018-19	2017-18	2016-17
Other Income	**335.43**	**375.86**	**475.06**

Note :- 51 Leases
(i) Operating Lease
The Company's leasing arrangements in respect of its various offices are in the nature of operating lease. The rentals for the same are being charged to Statement of Profit & Loss on the basis of lease agreements. The total amount charged to statement of profit & loss is ₹ 122.43 Millions (for 2017-18 ₹ 249.96 Millions & for 2016-17 ₹ 123.44 Millions).

(ii) Finance Lease
The Company has acquired leasehold lands at various locations for the purpose of setting up Railneer Plants for lease period of 90/99 years. The total capitalized value as on 31st March, 2019 is ₹ 163.16 Millions (FY 2017-18 ₹ 150.86 Millions FY 2016-17 122.58 ₹ Millions).

Note :- 52
Duty Credit License
During F.Y. 2018-19, the duty credit license has been utilized / redeemed for an amount of ₹ 9.88 Millions (for 2017-18 ₹ 14.00 Millions & for 2016-17 ₹ 0.13 Millions) against payment of duty under "Served from India Scheme" .

Note :- 53
CSR Expenditure
(a) Gross amount required to be spent by the Company during the year is FY 2018-19 ₹ 68.84 Millions, FY 2017-18 ₹ 56.80 Millions and FY 2016-17 ₹ 43.48 Millions.

(b) Details of amount spent during the year :-

Amount (₹ in Millions)

Sr. No.	Particulars	2018-19	2017-18	2016-17
(i)	Expenditure on Swacch Bharat Kosh	16.81	40.20	6.08
(ii)	Expenditure on Namami Gange Kosh	16.81	-	
(iii)	Expenditure on Education and Health Care	11.33	1.50	22.74
(iv)	Expenditure on Sanitation, Social Empowerment & Environment	13.77	-	-
	Expenditure on pessengers amenities at Railway Stations		13.62	17.13
(v)	Others	10.11	-	-
Total		**68.84**	**55.32**	**45.96**

Note :- 54 Prior Period Items

54.1 Prior Period Transactions are as follows:

Amount (₹ in Millions)

Nature	2018-19
Income from License Fee	65.72
Income from License Fee-Food Plaza	(3.98)
Scrap Sale–Rail Neer	(2.12)
Income from Duty credit license under "Served from India Scheme"	(24.04)
Income from Advertisement/SBI CO-Branded Cards & Loyalty Cards	0.68
Travel and Tour Revenue	(41.87)
Income from sale of Rail Neer	11.45
Business Development/Marketing Exp.	(2.84)
Travel & Tour Expenses	(1.10)
Expenses of Catering Services	(27.74)
Expenses of Tourism	(4.92)
Travel & Tour Revenue	7.35
Total	**(23.41)**

54.2 Correction of Prior Period transactions with impact on profit.

54.2.1 Impact on Balance Sheet Items is as follows:

Line Items	Impact on 2017-18	Prior to 1st April 2017	Total
Current Trade Receivable	29.88	7.35	37.23
Other Current Assets - Duty Credit License	(24.04)	-	(24.04)
Total Assets	**5.84**	**7.35**	**13.19**
Current Trade Payable	30.87	3.94	34.81
		1.79	1.79
Total Liability	**30.87**	**5.73**	**36.60**
Net Assets (Equity)	**(25.03)**	**1.63**	**(23.41)**

54.2.2 Impact on Statement of Profit and Loss

Nature	2017-18
Income from License Fee	65.72
Income from License Fee-Food Plaza	(3.98)
Scrap Sale–Rail Neer	(2.12)
Income from Duty credit license under "Served from India Scheme"	(24.04)
Income from Advertisement/SBI CO-Branded Cards & Loyalty Cards	0.68
Travel and Tour Revenue	(41.87)
Income from sale of Rail Neer	11.45
Total Revenue	**5.83**
Expenses of Tourism	4.52
Expenses of Catering Services	26.35
Total Expenses	**30.87**
Profit before Tax	**(25.04)**

54.2.3 Impact of Prior Period Errors in Earning Per Share (Basic & Diluted):

Year	2018-19	2017-18
Impact on Profit attributable to Equity Share Holders (Rs. in Millions)	23.41	(25.04)
Weighted average nos. of Equity Shares (In Millions)	160.00	160.00
Impact on Earnings Per Share (Basic & Diluted)	0.15	(0.16)

Note :- 55
Cash & Cash Equivalents

IRCTC has availed overdraft facility for ₹ 1,000 Millions from State Bank of India against fixed deposit of ₹1,120 Millions. The OD facility shall be availed @ 0.25% higher than the interest rate on fixed deposit for the period for which OD is being availed. Fixed deposits to that extent are under lien.

Note :- 56
Railway Share

License fees/service charges are shown at gross value and corresponding share paid/payable to Indian Railways have been shown as expense under note no. 27, 28 & 29.

Note :- 57
Capital Advances For Flats & Land

The following amounts were paid for allotment of flats which are still pending as on date:-
- ₹ 21.14 Millions paid to Indian Railways in the year 2002-03/2006-07.
- ₹ 34.20 Millions to RVNL in the F.Y. 2010-11.
- ₹ 43.80 Millions to RVNL for type V/type VI Flats near Safdarjung Railway station new Delhi in the f y 2018-19.
- ₹ 65.30 Millions to AIR INDIA LTD for 06 Flats purchase from AIR INDIA LTD

Note :- 58
A. Reimbursement against Service Charges for Internet Ticketing from Railway

The Government of India through Ministry of Railways, in the public interest has waived off the service charges charged by IRCTC from passengers for booking of online train tickets. Therefore, the IRCTC is not charging any amount towards the service charges from the passengers. The IRCTC is incurring operating expenses such as up gradation and maintenance cost of server, manpower deputed to maintain the server and other incidental cost. The IRCTC has sent the detail of expenditure incurred by it to the Ministry of Railways and the Ministry has sanctioned a sum of ₹ 880 Millions (Previous Year ₹ 800.00 Millions) towards the operating cost incurred by IRCTC for providing e-ticketing facilities to the passengers.

B. Reimbursement against Travel Insurance from Railway

The Government of India through Ministry of Railways, in the public interest had waived off the insurance charges charged by IRCTC from passengers for insurance service up to 31st August, 2018. For this period Railways has reimbursed amount of ₹ 470 Millions towards the operating cost incurred by IRCTC for providing insurance facilities to the passengers.

Note :- 59

Company had received ₹ 120 Millions from Ministry of Tourism for Manufacturing of 3 Class Coaches on cost to cost basis out of which balance of ₹ 12.10 Millions is refundable to Ministry of Tourism.

Indian Railway Catering & Tourism Corporation Limited
Annexure-VI
Notes to Restated Financial Information

Note :- 60
Segment Reporting
The CODM & Manager for corporate planning examines the business performance on the basis of the nature of the services rendered by the company, organization structure & internal reporting system and has identified five reportable segments of its business as follows.

- Catering
- Railneer
- Tourism
- State Teertha
- Internet Ticketing.

The Company caters mainly to the needs of the domestic market. As such there are no reportable geographical segments.
The accounting principles used in the preparation of the financial statements is consistently applied to record revenue & expenditure in individual segments, as set out in the note of significant accounting policies.

Revenue and direct expenses in relation to segment are allocated based on items that are individually identifiable to the respective segment while the remainder of the costs are categorized as unallocated expenses .The management believes that it is not practical to provide segment disclosure to these expenses and accordingly these expenses are separately disclosed as unallocated and adjusted only against the total income of the Company. The overall percentage of such unallocable expenses to total revenue is not material.

Assets and liabilities contracted are allocated to different segments based on their individual identity. The fixed assets of corporate/ Zonal/ Regional office have been allocated on the basis of usage and assets / liabilities, which cannot classify to segments, are shown as unallocated assets/ liability. The overall percentage of such unallocable Assets/ Liabilities to total Assets/ Liabilities is not material.

Segment Reporting for the year ended on 31st March 2019

Amount (₹ in Millio

Particulars	**Catering**			**Railneer**			**Internet Ticketing**			**Tourism**			**State Teertha**			**Elimination**			**Total**		
	2018-19	**2017-18**	**2016-17**	**2018-19**	**2017-18**	**2016-17**	**2018-19**	**2017-18**	**2016-17**	**2018-19**	**2017-18**	**2016-17**	**2018-19**	**2017-18**	**2016-17**	**2018-19**	**2017-18**	**2016-17**	**2018-19**	**2017-18**	**2016-17**
Revenue																					
Income (Excluding Interest and Dividend)	10,091.88	4,671.21	1,656.32	28.09	76.00	39.74	2,345.86	2,071.28	4,693.07	2,478.33	1,868.86	2,608.52	1,908.77	2,134.84	2,648.29	-	-	-	16,852.92	10,822.20	11,645.93
Sales(Excluding sales tax)	353.22	2,731.52	2,329.94	1,734.81	1,616.03	1,550.79	-	-	-	-	-	-	-	-	-	-	-	-	2,088.03	4,347.55	3,880.73
Inter-Segment Sales	-	-	-	155.60	133.10	131.97	-	-	-	-	-	-	-	-	-	(155.60)	(133.10)	(131.97)	-	-	0.00
Rail Yatri Nivas and Railway Hotels	-	-	-	-	-	-	-	-	-	53.10	30.15	31.75	-	-	-	-	-	-	53.10	30.15	31.75
Sales/Income(Bedroll & Cleaning)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Revenue	**10,445.10**	**7,402.73**	**3,986.26**	**1,762.90**	**1,692.03**	**1,590.53**	**2,345.86**	**2,071.28**	**4,693.07**	**2,531.43**	**1,899.01**	**2,640.27**	**1,908.77**	**2,134.84**	**2,648.29**	**-**	**-**	**-**	**18,994.05**	**15,199.90**	**15,558.41**
Segment Results	**1,627.27**	**1,231.28**	**271.31**	**293.73**	**372.70**	**308.79**	**1,583.30**	**1,037.28**	**1,922.71**	**235.88**	**(117.21)**	**(41.89)**	**453.57**	**504.24**	**643.75**	**-**	**-**	**-**	**4,193.75**	**3,028.29**	**3,104.68**
Unallocated Corporate Income	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Unallocated Corporate Expenses	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Operating Profit	**1,627.27**	**1,231.28**	**271.31**	**293.73**	**372.70**	**308.79**	**1,583.30**	**1,037.28**	**1,922.71**	**235.88**	**(117.21)**	**(41.89)**	**453.57**	**504.24**	**643.75**	**-**	**-**	**-**	**4,193.75**	**3,028.29**	**3,104.68**
Interest and Dividend	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	572.55	495.70	470.09
Income Taxes	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,575.08	1,272.05	1,254.71
Profit from Ordinary Activities	**1,627.27**	**1,231.28**	**271.31**	**293.73**	**372.70**	**308.79**	**1,583.30**	**1,037.28**	**1,922.71**	**235.88**	**(117.21)**	**(41.89)**	**453.57**	**504.24**	**643.75**	**-**	**-**	**-**	**3,191.22**	**2,251.95**	**2,320.06**
Prior Period Income(-)/ Expenses	-	-	-	-	-	-	-	-		-	-		-	-		-	-	-	-	-	-
Bad & Doubtful Debts written off or provided	435.60	-	-	0.06	0.31	-	17.15	-	-	8.40	-	-	-	-	-	-	-	-	461.21	0.31	-
(Profit)/Loss on sale of assets	1.32	1.32	8.90	0.61	0.15	-	(0.60)	2.14	0.16	0.12	0.46	0.14	-	-		-	-	-	1.45	4.07	9.20
Interest Expenses	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Net Profit	**1,190.35**	**1,229.96**	**262.41**	**293.06**	**372.24**	**308.79**	**1,566.75**	**1,035.14**	**1,922.55**	**227.36**	**(117.67)**	**(42.03)**	**453.57**	**504.24**	**643.75**	**-**	**-**	**-**	**2,728.56**	**2,247.57**	**2,310.86**
Other Information																					
Segment Assets	2,228.72	1,989.32	1,628.72	1,290.71	1,152.06	943.23	19,714.76	17,597.06	13,675.34	854.92	763.09	624.76	-	-	-	-	-	-	24,089.11	21,501.53	16,872.05
Unallocable Corporate Assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	877.08	1,143.21	748.95
Total Assets	**2,228.72**	**1,989.32**	**1,628.72**	**1,290.71**	**1,152.06**	**943.23**	**19,714.76**	**17,597.06**	**13,675.34**	**854.92**	**763.09**	**624.76**	**-**	**-**	**-**	**-**	**-**	**-**	**24,966.19**	**22,644.74**	**17,621.00**
Segment Liabilities	6,903.76	6,180.13	4,693.67	372.58	337.22	260.28	6,407.11	5,799.06	4,391.94	608.42	550.68	425.04	-	-		-	-	-	14,291.87	12,867.09	9,770.93
Unallocable Corporate Liabilities	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	863.03	778.72	572.88
Total Liabilities	**6,903.76**	**6,180.13**	**4,693.67**	**372.58**	**337.22**	**260.28**	**6,407.11**	**5,799.06**	**4,391.94**	**608.42**	**550.68**	**425.04**	**-**	**-**	**-**	**-**	**-**	**-**	**15,154.90**	**13,645.81**	**10,343.81**
Capital Expenditure	15.78	25.18	6.09	17.42	26.18	141.41	35.75	116.88	132.77	146.62	39.08	14.61	-	-		-	-	-	215.57	207.33	294.88
Unallocable Corporate Expenditure	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Capital Expenditure	**15.78**	**25.18**	**6.09**	**17.42**	**26.18**	**141.41**	**35.75**	**116.88**	**132.77**	**146.62**	**39.08**	**14.61**	**-**	**-**	**-**	**-**	**-**	**-**	**215.57**	**207.33**	**294.88**
Depreciation	25.16	18.98	23.03	103.77	29.80	25.70	118.28	149.10	137.34	39.19	38.73	38.07	-	-		-	-	-	286.40	236.61	224.14
Unallocable Corporate Depreciation	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Depreciation.	**25.16**	**18.98**	**23.03**	**103.77**	**29.80**	**25.70**	**118.28**	**149.10**	**137.34**	**39.19**	**38.73**	**38.07**	**-**	**-**	**-**	**-**	**-**	**-**	**286.40**	**236.61**	**224.14**

Note:

1. IRCTC is mandated to carry out unbundling by creating a distinction primilarily between food preparation and food distribution, thus Departmental and Licensee Segments has been combined.(Catering includes Departmental ,Non-Railway Catering & Licensee Catering)

2. Inter-segment sales are not taken into total revenue.

3.Previous year figures have been re-arranged /regrouped and re-casted, where ever necessary to make them comparable with the current year figures.

4. Travel Insurance is allocated in all segments based on Total Revenue of each segment.

Indian Railway Catering & Tourism Corporation Limited

Annexure-VI

Notes to Restated Financial Information

Note No-61 Disclosure under Ind AS-115 on Revenue from contracts with Customers

(a) **Disaggregation of revenue**

(i) Below is the disaggregation of the Company's revenue from contracts with customers: Type of Products and Service Wise

Amount (₹ in Millions)

Type of goods or service	For the year ended 31st March 2019	For the year ended 31st March 2018	For the year ended 31st March 2017
Sale of Products	2,072.06	4,853.86	3,875.28
Sale of Service-			
i) Internet Ticketing	2,314.98	1,966.12	4,663.90
ii) Income From Catering Services	5,161.32	1,678.27	360.43
iii) Income from Concession Fee, License Fee et	4,721.36	2,739.89	1,207.83
iv) Tourism	4,393.15	3,953.33	5,233.84
v) Other Operating Income	15.96	13.14	12.57
Total	**18,678.83**	**14,704.61**	**15,353.85**

(ii) Below is the disaggregation of the Company's revenue from contracts with customers: Segment Wise

Amount (₹ in Millions)

Segment Wise	For the year ended 31st March 2019	For the year ended 31st March 2018	For the year ended 31st March 2017
Catering	10,445.10	7,402.73	3,986.26
Railneer	1,762.90	1,692.03	1,590.53
Internet Ticketing	2,345.86	2,071.28	4,693.07
Tourism	2,531.43	1,899.01	2,640.27
State Teerath	1,908.77	2,134.84	2,648.29
Total	**18,994.05**	**15,199.90**	**15,558.41**

(b) Revenue from segment reporting is ₹ 18,993.29 Millions (₹ 15,199.90 Millions in F.Y 2017-18, FY 2016-17 ₹ 15,558.41].

(c) The Company has applied modified retrospective approach for the application of Ind AS 115 "Revenue from contracts with customers" and the effect is ₹ 51.42 Millions on retained earnings as at April 1, 2018.

Amount (₹ in Millions)

Particulars	Amount
Retained Earnings As on 01-04-2018	4,946.09
Less: Impact due to Ind AS-115	(51.42)
Restated Retained Earnings as on 01-04-2018	**4,894.67**

Integration Charges payable by the Principal Service Provider to IRCTC for registration and integration with IRCTC for reserved rail e-ticketing service has been recognized over the contractual period in which the parties to the contract have present enforceable rights and obligations.

(d) **Contract balances**

Amount (₹ in Millions)

Particulars	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
Trade receivables (Note 10.1)	5,817.33	5,509.24	2,894.00
Contract assets	-	-	
Contract liabilities (Note 19)	1,915.06	2,153.14	1,121.75

(i) Trade receivables are non-interest bearing and the customer profile include Ministry of Railways, public sector enterprises etc . The Company's average project execution cycle is upto 12 months.

(ii) Contract assets is recognised over the period in which services are performed to represent the Company's right to consideration in exchange for goods or services transferred to the customer. Any amount previously recognised as a contract asset is reclassified to trade receivables on satisfaction of the condition attached i.e. future service which is necessary to achieve the billing milestone.

Amount (₹ in Millions)

Particulars	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
Contract Asset at the beginning of the year	-	-	-
Contract Asset at the end of the year	-	-	-

(iii) Contract liabilities represents the amount received as advance from Customers related to Unexpired concession fee, Unexpired License fee, Unexpired User Charges, Unexpired Integration Charges & advances against the package tours.

Amount (₹ in Millions)

Particulars	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
Contract Liabilities at the beginning of the year	2,153.14	-	-
Contract Liabilities at the end of the year*	1,915.06	2,153.14	1,121.75

* Increase in Contract Liability is due to Advance received from Customers related to Unexpired concession fee, Unexpired License fee, Unexpired User Charges, Unexpired Integration Charges & advances against the package tours.

Indian Railway Catering & Tourism Corporation Limited
Annexure-VI
Notes to Restated Financial Information

Notes :- 62 Capital management

The company objective to manage its capital in a manner to ensure and safeguard their ability to continue as a going concern so that company can continue to provide maximum returns to share holders and benefit to other stake holders. Company does not have any borrowings as at 31st March 2019.

Further, company manages its capital structure to make adjustments in light of changes in economic conditions and the requirements of the financial covenants. No changes were made in the objectives, policies or processes of managing capital during the year ended 31st March 2019.

Note :- 63 Fair Value measurements

(i) Financial Instruments by Category

Amount (₹ in Millions)

Particulars	As at 31st March 2019			As at 31st March 2018			As at 31st March 2017		
	FVTPL*	FVTOCI**	Amortized Cost	FVTPL*	FVTOCI**	Amortized Cost	FVTPL*	FVTOCI**	Amortized Cost
Financial Assets									
(i) Investment	-	-	0.03	-		0.03	-	-	0.03
(ii) Security Deposits	-	-	107.43	-		110.45	-	-	117.78
(iii) Trade Receivables	-	-	5,817.33	-		5,472.01	-	-	2,886.65
(iv) Cash and Cash Equivalents	-	-	4,600.70	-		4,931.59	-	-	4,861.17
(v) Bank Balances other than Cash & Cash Equivalents	-	-	6,799.66	-		3,407.14	-	-	3,668.45
(vi) Others	-	-	348.11	-		180.32	-	-	157.04
	-	**-**	**17,673.26**	**-**		**14,101.54**	**-**		**11,691.12**
Total Financial Assets									
Financial Liabilities									
(i) Security Deposits	-	-	1,495.04	-		1,291.70	-	-	1,227.07
(ii) Trade payables	-	-	1,919.57	-		1,504.32	-	-	1,371.82
(iii) Others	-	-	4,911.48	-		3,944.86	-	-	3,400.20
Total Financial Liabilities	**-**	**-**	**8,326.09**	**-**		**6,740.88**	**-**		**5,999.08**

***Fair Value through Profit & Loss**
****Fair value through Other Comprehensive Income**

(ii) Assets and liabilities which are measured at amortized cost for which fair values are disclosed.

Amount (₹ in Millions)

Particulars	As at 31st March 2019		As at 31st March 2018		As at 31st March 2017	
	Carrying Value	Fair value	Carrying Value	Fair value	Carrying Value	Fair value
Financial Assets						
Security Deposit	107.43	110.91	110.45	116.28	117.78	118.89
Total Financial Assets	**107.43**	**110.91**	**110.45**	**116.28**	**117.78**	**118.89**
Financial Liabilities						
Security Deposit	1,495.04	1,503.07	1,291.70	1,098.57	1,227.07	1,220.43
Total Financial Liabilities	**1,495.04**	**1,503.07**	**1,291.70**	**1,098.57**	**1,227.07**	**1,220.43**

a. The carrying amounts of trade receivables, trade payables, Short term Security Deposit, cash and cash equivalents and other short term receivables and other payables are considered to be same as their fair values, due to short term nature.

b. The fair value of long term security deposits were calculated on the cash flows discounted using current market rate of fixed deposits. They are classified as level-3 of fair values hierarchy due to inclusion of unobservable inputs.

Fair value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e.
Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).
The following table presents the fair value measurement hierarchy of financial assets and liabilities measured at fair value on recurring basis and at amortised

Quantitative disclosures fair value measurement hierarchy for financial assets as at 31 March 2019:

Amount (₹ in Millions)

Particulars	Level 1	Level 2	Level 3	Total
Financial assets measured at Amortised Cost for which				
Security Deposit	-	-	110.91	110.91
	-	-	110.91	110.91

Quantitative disclosures fair value measurement hierarchy for financial liabilities as at 31 March 2019:-

Amount (₹ in Millions)

Particulars	Level 1	Level 2	Level 3	Total
Financial liabilities measured at Amortised Cost for				
Security Deposit	-	-	1,503.07	1,503.07
	-	-	1,503.07	1,503.07

Quantitative disclosures fair value measurement hierarchy for financial assets as at 31 March 2018 :-

Amount (₹ in Millions)

Particulars	Level 1	Level 2	Level 3	Total
Financial assets measured at Amortised Cost for which				
Security Deposit	-	-	116.28	116.28
	-	-	116.28	116.28

Quantitative disclosures fair value measurement hierarchy for financial liabilities as at 31 March 2018:-

Amount (₹ in Millions)

Particulars	Level 1	Level 2	Level 3	Total
Financial liabilities measured at Amortised Cost for				
Security Deposit	-	-	1,098.57	1,098.57
	-	-	1,098.57	1,098.57

Quantitative disclosures fair value measurement hierarchy for financial assets as at 31 March 2017 :-

Amount (₹ in Millions)

Particulars	Level 1	Level 2	Level 3	Total
Financial assets measured at Amortised Cost for which				
Security Deposit	-	-	118.89	118.89
	-	-	118.89	118.89

Quantitative disclosures fair value measurement hierarchy for financial liabilities as at 31 March 2017:-

			Amount (₹ in Millions)	
Particulars	Level 1	Level 2	Level 3	Total
Financial liabilities measured at Amortised Cost for				
Security Deposit	-	-	1,220.43	1,220.43
	-	-	1,220.43	1,220.43

Note :- 64 Financial Risk Management

The Company's principal financial liabilities comprise trade and other payables. The main purpose of these financial liabilities is to finance the company's operations and to provide guarantees to support its operation. The Company's principal financial assets include trade and other receivables and cash and cash equivalents that derive directly from its operations.
The Company is expose to market risk, credit risk and liquidity risk. The company financial risk activities are governed by appropriated policies and procedures and that financial risk are identified, measured and managed in accordance with the companies policies and risk objectives. The board of directors reviews and agrees policies for managing each of these risk, which are summarized below:-

a) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instruments will fluctuate because of changes in market prices. Market risk comprises Interest rate risk and foreign currency risk. Financial instruments affected by market risk includes loans and borrowing, deposits and other non derivative financial instruments.

i) Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instruments will fluctuate because of change in market interest rate. The company manages its interest risk in accordance with the companies policies and risk objective. Financial instruments affected by interest rate risk includes deposits with banks. Interest rate risk on these financial instruments are very low as interest rate is for the period of financial instruments.

ii) Foreign Currency Risk

The company operated internationally and is exposed to foreign currency risk arising form foreign currency transactions. Company does not hedge any foreign currency risk.

b) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers. The company is exposed to credit risk from its financial activities including trade receivable, deposits with banks, financial institutions and other financial instruments. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

c) Financial Instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed in accordance with the companies policy. Investment of surplus are made only with approved with counterparty on the basis of the financial quotes received from the counterparty.

d) Liquidity risk

Liquidity risk is the risk that the company will not be able to meet its financial obligations as they become due. The company manages its liquidity risk by ensuring , as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the company's reputation.

The company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The company has no bank borrowings. The company believes that the working capital is sufficient to meet its current operational requirements. Any short term- surplus cash generated, over and above the amount required for working capital management and other operational requirements, are retained as cash and investment in short term deposits with banks. The said investments are made in instruments with appropriate maturities and sufficient liquidity.

Note:- 65 Allowances for Expected Credit Loss

Particulars		Upto 3 year	More than 3 less than 5	More than 5 years	Defaulted
Government	**Gross carrying amount**	2,464.08	155.28	247.63	321.51
	Expected credit rate	0%	0%	50%	100%
	Expected credit losses	-	-	123.81	321.51
	(Loss provision Allowance)	-	-	-	-
	Gross carrying amount of trade receivables	2,464.08	155.28	123.81	-
Non-Government	**Gross carrying amount**	2,945.90	18.90	228.18	280.92
	Expected credit rate	0%	25%	50%	100%
	Expected credit losses	-	4.72	114.09	280.92
	(Loss provision Allowance)	-	-	-	-
	Gross carrying amount of trade receivables	2,945.90	14.17	114.09	-

Note :- 66 Estimates and assumptions

The followings are the key assumptions concerning the future, and the key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities with next financial year.

a) Fair valuation measurement and valuation process

The fair values of financial assets and financial liabilities are measured using the valuation techniques including DCF model. The inputs to these methods are taken from observable markets where possible, but where this it is not feasible, a degree of judgement is required in arriving at fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

b) Taxes

Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which losses can be utilized significant management judgement is required to determine the amount of deferred tax asset that can be recognized, based upon the likely timing and level of future taxable profit together with future tax planning strategies.

c) Defined benefit Obligations

Employee benefit obligations are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date

d) Useful lives of property, plant and equipment

The estimated useful lives of property, plant and equipment is as given in the note no 2(n). Estimated useful lives of property, plant and equipment are based on number of factors including the effects of obsolescence, demand, competition, and other economic factors. The Company reviews the useful life of property, plant and equipment at the end of each reporting date.
The company was charging the depreciation on its Plant and Machinery of Railneer plants considering the useful life of Plant and Machinery as 25 years as per Schedule II of the Companies Act 2013 treating those as continuous process plant. The company reviewed the useful life of these fixed assets and carried out a technical valuation for the same. Considering the outcome of technical valuation, the company has changed the useful life of these assets and accordingly changed the depreciation for financial year 2018-19 as per the new useful life of the plant and machinery.

Note :- 67

Procurement from Micro Small and Medium Enterprises (MSMEs)

Details of dues to micro, small and medium enterprises as defined under the micro and Small Enterprise Development Act, 2006 are given on the basis of information available with the management:-

Amount (₹ in Millions)

S.No	Particulars	As at 31st March, 2019	As at 31st March, 2018	As at 31st March, 2017
a	Principal amount and interest thereon remaining unpaid at the end of year Interest paid including payment made beyond appointed day	19.77	8.62	3.63
b	Interest due and payable for delay during the year	10.33	0.82	0.13
c	Amount of interest accrued and unpaid as at year end	12.03	1.70	0.88
d	The amount of further interest due and payable even in the succeeding year	-	-	-

Note :- 68

Ticket Deposit Receipt Refund (TDR) Cases

The TDR refund is made by the Company to the passengers after receipt of the same from Indian Railway. As on 31st March 2019, number of cases pending were 33614 with value of ₹ 36.70 Millions.

Note :- 69

Railneer Plants on PPP Model

The company has decided to set up 11 nos. Of Railneer Plants at various locations at PPP model. Out of 11, two plants located at Amethi (U.P.) and Parasala (Kerala) are already in operation and other 9 Railneer plants will start in coming years. For these plants, a capital support will be provided by the Company to the contractors as per the contract agreement with the respective plant operators.

Note :- 70

The company has incurred Total Capital Expenditure of ₹ 655.48 Millions including CWIP and Capital Advance (Refer Note No 3,4,5A and 8) [2017-18 ₹ 586.20 Millions] [2016-17 ₹ 294.88 Millions].

Note :- 71

The company does not foresee any financial liability with regards to the CBI Enquiry against the Ex-Railway Minister involving the Ex-Senior Official of IRCTC as per reports in the media.

Note:- 72

Pending Reconciliation the GST Payable and Credit of GST have been shown separately under Note-19 and Note-12 respectively.

Note :- 73

The employee advances are paid to avoid genuine employee hardships to meet official expenses. The expenses are reimbursed to the employees separately subsequently. Accordingly although the advance are non-refundable until employment the same have not be discounted and deemed as current in nature.

Note:-74

IRCTC has entered into in agreement with private parties "the operator" wherein operator is responsible for Set Up (Building & Plant Machinery), Operation and Maintenance of water treatment Plant on the land owned by IRCTC against consideration for procurement of Rail Neer, CFA and Transportation services by IRCTC. Terms of agreement provides that at the end of contract period the commissioned assets at plant along with building shall be transferred to IRCTC. That since the contract for such O & M Contractor is tendered and selection is made based on commercial bids,in absence of sufficient information to ascertain the additional consideration towards cost of building and plant and conservative approach assets has not been recognized. Accordingly such assets shall be accounted for in the books of accounts based on technical assessment at the time of takeover .

Note:-75

That Licensee Fee as per Note No 27, includes contingent provision of 25 % Railway Share (15% as per Circular 36/2015) against license fee received on Water Vending Machines, pending clarification from the railway board under the Catering Policy 2017.

Note :- 76 Approval of Restated Financial Statement

The Restated financial statements were approved for issue by the Board of Directors on 21st August, 2019

As per our Report of even date attached

For Serva Associates
Chartered Accountants
Firm Reg. No. : 000272N

For and on behalf of :-
Indian Railway Catering & Tourism Corporation Limited (IRCTC)

CA Nitin Jain	**Mahendra Pratap Mall**	**Rajni Hasija**	**Ajai Srivastava**	**Narendra**	**Suman Kalra**
Partner	**C hairman & Managing Director**	**Director (Tourism & Marketing)**	**Chief Financial Officer**	**Director(Finance)**	**Company Secretary**
M.NO:-506898	**DIN:-02316235**	**DIN:-08083674**		**DIN:-08422372**	**M.No:-FCS-9199**

Place : New Delhi
Date : August 21, 2019

Indian Railway Catering & Tourism Corporation Limited

ANNEXURE:-VII Statement on Adjustment to Audited Financial Statements

1. Material Regrouping

Appropriate adjustments have been made in the Restated Financial Statements of Assets and Liabilities, Profit and Losses and Cash Flows, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities in order to bring them in line with the regroupings as per the audited financial statements of the company and the requirements of SEBI Regulations.

2. Material Adjustments:

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

Amount (₹ in Millions)

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018	For the year ended 31st March 2017
(A) Net Profits as per Audited Financial Statements	3,059.30	2,195.20	2,117.12
Add/(Less) Adjustments on account of Restatement			
1) Prior Period adjustments	-	(17.01)	(18.74)
2) Excess Provisions written back	(10.71)	(46.08)	19.35
3.1) Water Vending Machine Income	(3.53)	10.52	(12.90)
3.2) Water Vending Machine Expense	14.15	(42.07)	36.78
4) Reimbursement of Travel Insurance	(363.20)	255.20	108.00
5) Railway Share on Partial Unbundling	(86.00)	(94.00)	(5.00)
6) Provision for Pension optees	-	-	134.19
7) Provision for Service Tax	-	-	4.29
8) Micro Medium and Small Enterprises	(10.33)		
Total Adjustments (B)	**(459.63)**	**66.56**	**265.97**
Add/(Less): Tax Impact (C)	126.29	(55.57)	(92.29)
Restated Profit/Loss (A+B+C)	**2,725.95**	**2,206.19**	**2,290.81**

Amount (₹ in Millions)

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018	For the year ended 31st March 2017
Equity as per Audited Financial Statements	**10,670.17**	**9,453.66**	**7,783.36**
Restatement Adjustments :			
Prior Period adjustments	0.03	0.04	18.67
Excess Provisions written back	-	10.71	56.79
Water Vending Machine Income	(0.00)	3.53	(6.99)
Water Vending Machine Expense	(0.00)	(14.15)	27.92
Reimbursement of Travel Insurance	-	363.20	108.00
Railway Share on Partial Unbundling	(185.00)	(99.00)	(5.00)
Deferred Tax Impact	(46.44)	(172.73)	(117.16)
Provision for service tax	-	-	-
Micro Medium and Small Enterprises	(10.33)		
Total Adjustments	**(241.75)**	**91.60**	**82.23**
Total	**10,428.42**	**9,545.26**	**7,865.59**

1) Reversal of Prior Period Expense/Income

Prior Period Expenses/ Income has been reversed from the financial year in which it has been shown as a prior period expenses/income and the same has been recognised in the Financial year to which it pertains

2) Excess Provision written back

Provision written back has been reversed from the financial year in which it has been recorded and the same has been recognised in the Financial year to which it pertains.

3) Restatement of Income & corresponding railway share expense on licensing of water vending machine (WVM)

That the company is in arbitration proceeding with the Licensee for water vending machines and as per the interim order of the arbitration, the revenue has been recognised/accrued based on the date of commencement of each of the water vending machines as against immediate recognition of revenue on the date of commission of first WVM under a cluster arrangement with the licensee. Corresponding Railway Share on such fee has also been restated.

4) Reimbursement of Travel Insurance

Income being reimbursement of travel insurance from Indian Railways pertaining to FY 2016-17 and 2017-18 earlier booked as expenses has been received during FY 2018-19 and booked as Exceptional Items in FY 2018-19. It has been restated and recorded in the financial year corresponding to which pertaining expense.

5) Indian Railways Share on Partial Unbundling

That the catering services on some of the trains is being managed under unbundling/partial unbundling model, whereby the food preparation and food services contracts have been segregated. Since food is being procured at fixed rate and as such no license fee is being received from the licensee, the management is of the view that no railways share is payable on such contracts. A representation have been made to Railway Board seeking clarification. Further in lieu of the similar matter being reported by the statutory auditor a contingent provision has been made deeming license fee @15% and accordingly railway share due there on @40%.

6) Provision for Pension Optees

Provision for pensionary benefits to the catering staff was created for the period ending 31.03.2015 in financial statements for F Y 2016-17, same has been restated and adjusted with opening equity.

7) Provision for Service Tax

Provision for service tax has been reversed from the financial year in which it has been recorded and the same has been recognised in the Financial year to which it pertains.

8) Micro Medium and Small Enterprises

Provision towards Interest on MSME has been provided in restated financial statements

9) Cumulative impact of all adjustments related to period prior to 31.03.2016 is taken in opening retained earnings as at 01.04.2016, this has resulted in decrease in opening retained earnings by ₹ 91.49 Millions.

ANNEXURE:-VIII Restated Statement of Accounting Ratios

Amount (₹ in Millions)

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018	For the year ended 31st March 2017
Restated PAT as per P& L Account (Rs. in Millions)	2,725.95	2,206.19	2,290.81
Weighted Average Number of Equity Shares at the end of the year	160	160	160
Net Worth (Rs. in Millions)	10,428.42	9,545.26	7,865.59
Earnings Per Share (with Bonus affect) :-			
Basic (In Rupees)	17.04	13.79	14.32
Diluted (In Rupees)	17.04	13.79	14.32
Return on Net Worth (%)	26.14%	23.11%	29.12%
Net Asset Value Per share (Rs)	65.18	59.66	49.16
EBITDA	3,989.75	3,190.65	3,301.19
Nominal Value per Equity share (Rs.)	10	10	10

Effect Of Bonus Issue On Ratios

Amount (₹ in Millions)

Particulars	For the Year Ending 31st March 2019	For the Year Ending 31st March 2018	For the Year Ending 31st March 2017
Restated PAT as per P& L Account (Rs. in Millions)	2,725.95	2,206.19	2,290.81
Weighted Average Number of Equity Shares at the end of the year (without Bonus effect)	20	20	20
Net Worth (Rs. in Millions)	10,428.42	9,545.26	7,865.59
Earnings Per Share (without Bonus affect) :-			
Basic (In Rupees)	13630	11031	11454
Diluted (In Rupees)	136.30	110.31	114.54
Return on Net Worth(%)	26.14%	23.11%	29.12%
Net Asset Value Per share (Rs)	521.42	477.26	393.28
Change in Basic EPS due to Bonus Issue	(119.26)	(96.52)	(100.22)
Change in Diluted EPS due to Bonus Issue	(119.26)	(96.52)	(100.22)
Change In Net Asset Value Per Share due to Bonus Issue	(456.24)	(417.61)	(344.12)

Note:-(i)

The ratios have been calculated as below

(a) Basic Earnings Per Share (Rs.) = Restated PAT attributable to Equity Shareholders/ Weighted Average Number of Equity Shares outstanding during the year

(b) Diluted Earnings Per Share (Rs.) = Restated PAT attributable to Equity Shareholders/ Weighted Average Number of Diluted Potential Equity Shares outstanding during the year

(c)Return on Net Worth (%) = Restated PAT attributable to Equity Shareholders/ Net Worth as Restated X 100

(d) Restated Net Asset Value per equity share (Rs.) = Restated Net Worth as at the end of the year/ Total Number of Equity Shares outstanding during the year.

Note:- (ii)

Weighted Average Number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion to total number of days during the year. However since only bonus share have ben allotted, no weighted average calculation has been made.

Note:- (iii)

Earnings Per Share calculation are in accordance with Ind AS-33 "Earnings Per Share".

Note:- (iv)

Net Worth = Equity Share Capital + Reserve and Surplus (including Net profit in the Statement of Profit & Loss

Note:- (v)

The figures disclosed above are based on the Restated Financial Statements of the Company.

ANNEXURE:-IX

Restated Statement of Dividend*

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018	For the year ended 31st March 2017
Number of Equity Shares (Numbers in Millions)	160	40	40
Face Value (₹ per share)	10	10	10
Dividend per Equity Share (in ₹)	7.65	22.20	21.17
Rate of Dividend (%) per share	76%	222%	212%
Total dividend (₹ in Million)*	1,223.72	888.09	846.85
Dividend distribution tax (₹ in Million)	251.54	180.80	172.40
Dividend distribution tax rate (%)	20.56%	20.36%	20.36%

* Being Interim Dividend paid during the year and the Final Dividend Paid during the subsequent Financial Year (For FY 2018-19, final dividend subject to approval of Shareholders)

ANNEXURE-X

RESTATED TURNOVER STATEMENT

Amount (₹ in Millions)

S.No	Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018	For the year ended 31st March 2017
a)	Revenue from Sale of Products (net of excise duty)	2,072.06	4,310.19	3,717.93
b)	Revenue from Services	16,590.81	10,337.61	11,466.00
c)	Other Revenue from Operations	15.96	13.14	12.57
	Total Revenue from operations (a+b+c)	**18,678.83**	**14,660.94**	**15,196.50**

ANNEXURE-XI

RESTATED STATEMENT OF CAPITALISATION

Amount (₹ in Millions)

S.No	Particular	Pre-Offer for the year ended March 31, 2019	Adjusted for Post-Offer*
	Debt	-	-
A	**Shareholders' funds**		
-	Share Capital	1,600.00	1,600.00
-	Other Equity	8,828.42	8,828.42
	Total Shareholder's funds	**10,428.42**	**10,428.42**
	Debt/Equity Ratio	-	-

* There will be no change in capital structure post offer, as the offer is in connection with the "Initial Public Offering" of Equity Shares for sale by the President of India.

CAPITALISATION STATEMENT

Particulars	Pre-Offer as at March 31, 2019 (in ₹ million)	As adjusted for the proposed Offer* (in ₹ million)
Total borrowings		
Current borrowings	NA	NA
Non-current borrowings (including current maturity)	NA	NA
Total borrowings (A)	**NA**	**NA**
Total equity		
Equity Share capital	1,600.00	1,600.00
Other Equity	8,828.42	8,828.42
Total equity (B)	**10,428.42**	**10,428.42**
Ratio: Total borrowings / Total equity (A/B)	NA	NA

There will be no change in capital structure post Offer, as the Offer is in connection with the "Initial Public Offering" of Equity Shares for sale by the President of India.

Notes:

(1) The figures in the table above have been computed based on the Restated Financial Information.

(2) The above table should be read in conjunction with the Summary Statement of Significant Accounting Policies appearing in Annexure V, Notes to the Restated Financial Information appearing in Annexure V and Statement on Adjustments to Audited Financial Statements appearing in Annexure V.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations together with our audited financial statements as of and for the fiscal years ended March 31, 2017, 2018, and 2019, and the related notes thereto. Our audited financial statements included in this Prospectus are prepared in accordance with Ind AS or Indian GAAP, as applicable, which differs in certain material respects with U.S. GAAP and IFRS. For a discussion of certain significant differences between Indian GAAP and U.S. GAAP, see "Description of Certain Differences between Indian GAAP and U.S. GAAP." You should also read the sections entitled "Risk Factors" and "Forward Looking Statements" on page 23 and 17, respectively, included in this Prospectus which discuss a number of other factors and contingencies that could affect our financial condition and results of operations.

Our fiscal year ends on March 31 of each year. Accordingly, all references to a particular fiscal year are to the 12 months ended March 31 of that year.

Overview

As a Central Public Sector Enterprise wholly owned by the Government of India and under the administrative control of the Ministry of Railways, we are the only entity authorized by Indian Railways to provide catering services to railways, online railway tickets and packaged drinking water at railway stations in India. We were incorporated with the objective to upgrade, modernize and professionalize catering and hospitality services, managing hospitality services at railway stations, on trains and other locations and to promote international and domestic tourism in India through public-private participation. We were conferred the status of Mini ratna (Category-I Public Sector Enterprise) by the Government of India, on May 1, 2008.

We operate one of the most transacted websites, *www.irctc.co.in*, in the Asia-Pacific region with transaction volume averaging 25 to 28 million transactions per month during the five months ended August 31, 2019. We have also diversified into other businesses, including non-railway catering and services such as e-catering, executive lounges and budget hotels, which are in line with our objective to build a "one stop solution" for our customers.

Currently, we operate in four business segments, namely, internet ticketing, catering, packaged and other drinking water under the "Rail Neer" brand, and travel and tourism:

Internet Ticketing: We are the only authorized by Indian Railways to offer railway tickets online through our website and our mobile application. As of August 31, 2019, more than 1.40 million passengers travelled on Indian Railways on a daily basis, which consisted of approximately 71.42% of Indian Railways' tickets booked online. As a result, there are more than 0.84 million tickets booked through *www.irctc.co.in* and "Rail Connect" on a daily basis. We currently operate one of the most transacted websites in the Asia-Pacific region with a transaction volume of more than 25 million per month and 7.2 million logins per day. The booking of railway tickets through the internet is now available 24 hours per day, 365 day per year, with the only exception being daily maintenance closure from 23:45 hours to 00:20 hours. The main objective behind the introduction of the internet ticketing was that instead of requiring passengers to be physically present at the Passenger Reservation System ("**PRS**"), the PRS should be brought to the door steps of passengers.

Catering: We provide food catering services to Indian Railway passengers on trains and at stations. On-board catering services are referred to as mobile catering and catering services at stations are referred to as static catering. Pursuant to the catering policy issued by Ministry of Railways dated February 27, 2017, ("**Catering Policy 2017**"), we provide catering services for approximately 350 pre-paid and post-paid trains and 530 static units. We provide catering services through mobile catering units, base kitchens, cell kitchens, refreshment rooms, food plazas, food courts, train side vending, and Jan Ahaars over the Indian Railways network. All other catering units, such as refreshments rooms at stations categorized at B or below, AVMs, milk stalls, and trolleys are managed by zonal railways. We also offer e-catering services to passengers through our mobile application "Food on Track" and our e catering website, *www.ecatering.irctc.co.in.*

We also operate executive lounges, budget hotels, and retiring rooms for the convenience of the travelling passengers on Indian Railways.

Packaged Drinking Water (Rail Neer): We are the only entity authorized by the Ministry of Railways to manufacture and distribute packaged drinking water at all railway stations and on trains, according to CRISIL. We manufacture and distribute packaged drinking water under brand "Rail Neer". Currently, we operate ten Rail Neer plants located at Delhi, Patna, Palur, Ambernath, Amethi, Parassala, Bilaspur, Hapur, Ahmedabad and Bhopal, with an installed production capacity of approximately 1.09 million litres per day, which provides approximately 45% of the current demand of packaged drinking water at railway premises and in trains. To increase our presence in the packaged drinking water market at stations, and to meet growing demand, we are commissioning new Rail Neer plants at Sankrail, Jagi Road, Nagpur, Bhusawal, Jabalpur, and Una. Further four new Rail Neer plants have been approved by the Company's Board of Directors and will be commissioned by 2021. We have also installed water vending machines ("**WVMs**") at railway stations to provide purified, chilled and portable drinking water to railway passengers at an affordable price.

Travel and Tourism: We have been mandated by Indian Railways to provide tourism and travel related services. As of the date of this Prospectus, we have footprints in all major tourism segments such as hotel bookings, rail, land, cruise and air tour packages and air ticket bookings, and are known as one of India's leading travel and tourism companies catering to the needs of diverse tourist segments. With the strength of being a CPSE under the administrative control of the Ministry of Railways, we specialize in rail tourism.

We have an established track record of delivering strong annual returns to shareholders and our return on equity has exceeded 23% for each fiscal year since Fiscal 2017. We have been a profitable and debt free company since incorporation.

As of August 31, 2019, we have received several awards and recognitions including Satte Awards in the category of "Excellence in Domestic Tour Operations" in 2017, Dun & Bradstreet's PSU Awards in 2017, India Power Brand 2016 Award, Indian e-Retail Awards 2015, Best Use of Mobile App 2015, Most Trusted Brand in Railways Service Provider India Pride Awards 2014-15, World Travel Awards 2015, Website of the Year India Award 2015. Our packaged drinking water, Rail Neer, was ranked as a top performer by "Consumer Voice" Magazine in 2017. We have honoured in the Fortune India Next 500 list for the year 2016 – 2017.

Significant Factors Affecting our Results of Operations

Our performance and results of operations may be affected by market developments in catering, e-commerce, tourism and hospitality, as well as the packaged drinking water industry. Our future results may be affected by factors mentioned in the "Risk Factors" section of this Prospectus and may be particularly affected by the factors set out below.

Our business and revenues are substantially dependent on Indian Railways

Our business and revenues are substantially dependent on the policies of the Ministry of Railways. As a Central Public Sector Enterprise ("**CPSE**") wholly owned by the Government of India and under the administrative control of the Ministry of Railways, we are the only entity authorized by the Indian Railways to provide catering services to railways, online railway tickets and packaged drinking water at railway stations in India. Our scope of services is by and large determined by the Ministry of Railways. For example, as part of the initiatives to provide value added services to railway passengers, the Ministry of Railways in its 2016 budget announcement mandated us to cover all catering services in trains and stations categorized as A or A1, and packaged drinking water (under the brand Rail Neer) at railway stations and on trains across the country. Further, we provide our services through executive lounges and budget hotels to passengers travelling by Indian Railways as we aim to provide a "one window solution" to travelers' needs. As we must to act in accordance with the directives of the Government of India, through Ministry of Railways, we cannot assure you that our investments and efforts into our current operation will be profitable. The Government may, for public interest reasons, terminate any of its policy directives without due consideration to the performance of our operation.

As a CPSE, we are often authorized by the Government to offer various products and services to the public on behalf of Indian Railways, and we receive operative support from the Ministry of Railways from time to time. However, there can be no assurance that these directives from the Ministry of Railways will continue to benefit our business at

the current level or at all. For example, the Ministry of Railways in 2016 removed the charges we levy on passengers booking railway tickets online as service charge at rates of ₹20 per ticket for non AC classes and ₹40 per ticket for AC classes. This had a material adverse impact on our revenues. The Ministry of Finance by separate notification on July 5, 2017 proposed to reimburse ₹800.00 million to us until the Government of India permits us to recover online ticketing cost/levy of commission on passengers utilizing the online ticketing service we provide. The Ministry of Railways reimbursed our Company in the amount of ₹800 million and ₹880 million for Fiscal 2018 and 2019, respectively for our operations costs. Any similar decisions by the Ministry of Railways in the future could adversely affect our results of operations.

Certain government programs or projects may be subject to delays, extensive internal processes, policy changes, and changes due to local, national and internal political forces, such as state or national elections, insufficiency of Government funds or changes in budgetary allocations of Government entities. For example, as the only CPSE of the Ministry of Railways with focus on railway catering services, we have been entrusted with the responsibility to take over all catering services of Indian Railways pursuant to the Catering Policy 2017 in a phased manner and have directed a significant amount of resources in doing so. For instance, we have been expanding our static catering business in accordance with the mandate under the Catering Policy 2017 to manage food plazas, fast food units and executive lounges. Any change in the mandate may halt the expansion of our business. Although the takeover is in progress, there can be no assurance that this takeover will complete according to schedule or at all. Any withdrawal or adverse changes in Government policies may lead to adverse impact on our on-going business and could, materially and adversely affect our financial condition, capital expenditure, revenues, development and our business operation.

We also face certain constraints that are not applicable to companies in the private sector, and to which may put us at a disadvantage in this competitive market. For instance, we have been instructed by the Ministry of Railways to waive the service charges on customers booking train tickets online through our website, and the Ministry of Railways had in 2010 issued a reversal in which catering services in Indian Railways was largely handed back to Indian Railways. Both events in turn restrict our flexibility to implement certain measures or initiatives. These policy risks may have little to no impact on private sector companies. If we are unable to manage or adapt according to these policy changes, it could materially and adversely impact our business, results of operations and financial condition.

Failure to adapt to technological developments or industry trends could harm our business

We depend on the use of sophisticated information technology and systems for the services that we provide and also for payments, refunds, customer relationship management, communications and administration. As our operations grow both in size and in scope, we must continuously improve and upgrade our systems and infrastructure to offer our customers enhanced services, features and functionality, while maintaining the reliability and integrity of our systems and infrastructure in a cost-effective manner. Our future success also depends on our ability to upgrade our services and infrastructure ahead of rapidly evolving consumer demands.

We may not be able to maintain or replace our existing systems or introduce new technologies and systems as quickly as our competitors, in a cost-effective manner or at all. We may also be unable to devote adequate financial resources to develop or acquire new technologies and systems in the future.

We may not be able to use new technologies effectively, or we may fail to adapt our websites, transaction processing systems and network infrastructure to consumer requirements or emerging industry standards. If we face material delays in introducing new or enhanced solutions, our customers forego the use of our services in favor of those of our competitors in business sectors where we are not the only entity authorized by the Government to provide services. Any of these events could have a material adverse effect on our operations and financial condition.

Market conditions in India

The Indian economy and its securities markets are influenced by economic developments and volatility in securities markets in other countries. Investors' reactions to developments in one country may have adverse effects on the market price of securities of companies located in other countries, including India. Negative economic developments, such as rising fiscal or trade deficits, or a default on national debt, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general.

There have been periods of slowdown in India's economic growth. India's economic growth is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports (oil and oil ancillary products), global economic uncertainty and liquidity crisis, volatility in exchange currency rates and annual rainfall. Any persisted or future slowdown in the Indian economy or a further increase in inflation could have a material adverse effect on the price of our raw materials and demand for our products and, as a result, on our business and financial results.

Downturns in the financial and credit markets may impact on our growth, as during an economic slowdown, relevant spending by government may be reduced or deferred until later date which resulting in lower overall spending during the slowdown period. As a CPSE, a significant portion of our business and results of operations are directly or indirectly influenced by the changes of policy by the Government of India.

Changes to monetary policies and other regulations

Our results of operations could be affected by changes in or interpretations of existing laws, or the promulgation of new laws, rules and regulations applicable to our business. As an example of such regulatory and policy change, in India, as of July 1, 2017, a national goods and service tax replaced taxes levied by central and state governments with a unified tax regime in respect of certain goods and services for the whole of India. However, given the recent introduction of the GST in India, there is no well-established practice regarding the implementation of, and compliance with, GST. Further, as GST is implemented, we cannot assure you that we will not be required to comply with additional procedures or obtain additional approvals and licenses from the government and other regulatory bodies or that they will not impose onerous requirements and conditions on our operations. As the taxation system in India will see significant changes as a result of GST, its consequent effects cannot be determined at present and we cannot assure you that such effects will not have a material adverse effect our business, future financial performance. Any future amendments on laws or regulations such as the implementation of GST may affect our overall tax efficiency, and may result in additional costs.

Continuing relationships with the Government and travel suppliers

Our results of operations depend substantially on the policy of the Ministry of Railways. As a CPSE under the Ministry of Railways, we enjoy a dominant position in acting as intermediary for Indian Railways' service offering to the public, as well as receiving operative support from the Ministry of Railways, and we seek to leverage the significant web traffic we receive on our website. However, there can be no assurance that these market trends or directives from the Ministry of Railways will continue to benefit our business at the current levels or at all. Projects in which Government entities participate in may be subject to delays, extensive internal processes, policy changes, and changes due to local, national and internal political forces, such as periodic elections, insufficiency of Government funds or changes in budgetary allocations of Government or other entities. The Government may, for public interest reason, terminate any of its policy directives without giving consideration to the performance of our operation.

Our results of operations also depend on our ability to maintain our relationships and arrangements with existing suppliers, such as the hotels and the airlines which supply rooms and air tickets to us directly. A substantial portion of our non-railway revenue derived from fees and commissions negotiated with these suppliers for bookings made through our websites or via our other distribution channels. Our ability to maintain and strengthen our relationship with these suppliers will continue to affect our business, results of operations and financial condition.

Critical Accounting Policies

A summary of significant accounting policies applied in the preparation of our financial statements is set out in the notes to the financial statements included elsewhere in this Prospectus. The audited financial statements are prepared on an accrual basis of accounting under historical cost convention unless noted below or elsewhere in this Prospectus. The measurement bases are more fully described in the accounting policies set out elsewhere in this Prospectus. It should be noted that accounting estimates and assumptions are used in preparing the financial statements. Although these estimates are based on our management's best knowledge of current events and actions, actual results may ultimately differ from such estimates.

The financial statements as at and for year ended March 31, 2019 have been prepared in accordance with Indian Accounting Standards (In-AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian accounting standards) Amendment Rules 2016.

Revenue Recognition

Sales

Sales of Rail Neer packaged drinking water, food and beverage items are recognized at the point in time when the goods are sold and services rendered and are recorded net of VAT. This part of income does not include inter-depot and inter-unit transfers.

Income from internet ticketing

Income from Internet ticketing is recognized on the basis of value of the service charges earned on the sale of tickets sold through our Company's Web-site www.irctc.co.in. Gross service charges earned on the sales of such tickets on accrual basis have been booked as income and the corresponding railway share is shown as expenses.

Income from catering service

We have been given a mandate by Ministry of Railways to upgrade and professionalize on board catering services and at other locations. To that end, we recognize our income from catering services as per the following policies:

- Income from onboard catering service

Income from the catering services we provide onboard premium trains like Rajdhani, Duranto, Tejas, Gatiman and Shatabdi express trains on Indian Railways network is accounted for on the basis of bills raised for catering services provided to the passengers of Indian Railways on an accrual basis.

- Income from concession fees, user charge and license fee

  Concession fee: Income is recognized on accrual basis on monthly pro-rata basis (fraction of the month, if any, has been treated as full month) over the period of time as given in the AS-115 relating to revenue recognition. One-time concession fees we receive are been treated as income received in advance. In case the contracts for the trains are terminated on account of cancellation / withdrawal of the train by the Railway Administration, income is recognized over the period, the contract was in force.

  User charges: User charges payable by the food plazas and budget hotels licensees are accounted for on an accrual basis during the period projects were in operation.

  License Fees: We account for fixed yearly license fees on an accrual basis on monthly pro-rata basis (fractions of a month, if any, are treated as a full month) during the period projects were in operation. We account for variable license fees on an accrual basis as a fixed percentage of the catering services provided by the contractor. Lastly, license fees are accounted for on an accrual basis as a fixed percentage of the projected revenues of the Rail Yatri Niwas and Railway Hotels operated by the licensees under re-develop, operate, manage and transfer basis.

Income Accrued on Forfeiture of Contracts: Recognition of income from catering contracts terminated on account of breach of terms and conditions was made as follows:

- Up to the date of termination, we recognize income in respect of concession fees over the contract period on monthly pro-rata basis, and in the case of license fees, we recognize income over the period the train has been in operation on monthly pro-rata basis.

- Other income: We recognize the remaining balance of concession fee, license fees and security deposits on forfeiture of contracts are recognized as other income accrued during the year.

Income from package tours

Income from special trains/ coach charters includes basic fares, other charges levied by the railway administration and Company's service charge as a fixed percentage of the basic fare. In case of value added tours, the income includes fares, block booking charges, other charges levied by the railway administration and service charges as fixed percentage of the fare.

For complete tour packages, Buddhist circuit special train and Bharat Darshan trains, income includes the total amount net of service tax collected from the customer.

Integration Charges

We recognize integration charges payable by the principal services provider to IRCTC for registration and integration with IRCTC for reserved rail internet – ticketing service over the contractual period in which the parties to the contract have present enforceable rights and obligations.

Water vending Machines

We are in arbitration proceeding with the licensee for water vending machines and as per the interim order of the arbitration, we recognize and/or accrued revenue based on the date of commencement of each of the water vending machines as against immediate recognition of revenue on the date of commission of first WVM under a cluster arrangement with the licensee.

Interest Income from Fixed Deposits including TDRs and Dividend Income

We recognize income received as interest from fixed deposits and TDRs on an accrual basis by using effective rate of interest. We recognize dividend income when our right to receive the dividend is established.

Employee Benefits

Short Term Employee Benefits

All employee benefits payable wholly within twelve months of rendering the services are classified as short term employee benefits. Benefits such as salaries, wages, and short- term compensated absences etc. are recognized in the period in which the employee renders the related service.

Long Term Employee Benefits

The obligation for long-term employee benefits such as long-term compensated absences, half pay leave and LTC is recognized in the same manner as in the case of defined benefit plans.

Post-Employment Benefits

- Defined contribution plans: The Company makes defined contribution to the Regional Provident Fund Commissioner in respect of provident fund scheme. The contribution paid/payable under the schemes is recognized during the period in which the employee renders the related service.

- Defined benefit plans: Company provides post-retirement medical benefits to employees. The entitlement to these benefits is usually conditional on the employee remaining in service up to retirement age and the completion of minimum service period. The expected costs of these benefits are accrued over the period of employment using the same accounting methodology as used for defined benefit plans.

- Gratuity is a post-employment defined benefit plan. The liability recognized in the balance sheet is the present value of the defined benefit obligation at the balance sheet date less fair value of plan assets. The defined benefit obligation is calculated by an independent actuary using projected unit credit method.

- Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions in respect of defined benefit plans are recognized in period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity.

Provision/liabilities towards Foreign Service Contribution

Pension and leave salary are made in terms of regulations for employees on deputation or deemed deputation and charged to statement of profit or loss on accrual basis.

Taxation

Current Income Tax

- We compute taxes including current income-tax using the applicable tax rates and tax laws.

- The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the company operates and generates taxable income.

- Current income tax assets and liabilities for current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities Liability for additional taxes, if any, is provided / paid as and when assessments are completed.

Deferred Tax

We account for deferred taxation in line with AS-12 “Income Taxes” issued by the Ministry of Corporate Affairs.

- We recognize deferred income tax assets and liabilities for temporary differences which are computed using the tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

- We recognize deferred income tax asset to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

- We review and reduce the carrying amount of deferred income tax assets at each reporting date to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Depreciation and Amortization

We provide for depreciation in accordance with the life specified under Schedule II of the Companies Act, 2013 except for certain items. We calculate depreciation on a pro-rata basis from the date of ready to use. We provide for depreciation up to the date of sale, discard and loss of the assets during the year.

We depreciate each part of an item of "property, plant and equipment" separately if the cost of part is significant in relation to the total cost of the item and useful life of that part is different from the useful life of remaining asset which is based on the estimates and certificate of in house technical expert.

We depreciate leasehold-office developments in respect of office premises and leasehold land (for which lease agreement exists) over the lease period. We account for expenditure incurred on civil work on premises located on railway land (for which no lease agreement exists) as lease hold improvement and has been depreciated over a period of ten years. In respect of residential flats constructed on leasehold land, depreciation is charged over the period of the lease of the land.

Depreciation methods, useful lives and residual values are reviewed at each reporting date.

Provisions

Provisions are recognized in respect of liabilities which can be measured only by using a substantial degree of estimates when:

- We have a present obligation as a result of a past event.
- Probable outflow of resources embodying economic benefits will be required to settle the obligation; and
- The amount of the obligation can be reliably estimated. Reimbursement expected in respect of expenditure required to settle a provision is recognized only when it is virtually certain that the reimbursement will be received Provisions are reviewed at each Balance Sheet date.

Discounting of Provisions

Provisions which are expected to be settled beyond 12 months are measured at the present value by using pre-tax discount rate that reflects the risks specific to the liability. The increase in the provision due to the passage of time is recognized as interest expenses.

Contingent Liabilities and Contingent Assets

Contingent liabilities are disclosed in the following cases:

- A present obligation arising from a past event, when it is not probable that an outflow of resources will be required to settle the obligation; or
- A reliable estimate of the present obligation cannot be made; or
- A possible obligation, unless the probability of outflow of resource is remote.

Contingent assets are disclosed where an inflow of economic benefits is probable.

- Contingent liabilities and provisions needed against contingent liability and contingent assets are reviewed at each reporting date.
- Contingent Liabilities are net of estimated provisions considering possible outflow on settlement.

Foreign Currency Transaction and Translation

Our financial statements are presented in Indian Rupees, which is our functional as well as presentation currency.

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary foreign currency assets and liabilities are translated or converted with reference to the rates of exchange ruling on the date of the Balance Sheet. Foreign exchange gains and losses resulting from the settlement of such transaction and for the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognized in profit or loss.

Results of operations

(₹ in million)

	Fiscal 2017	**Fiscal 2018**	**Fiscal 2019**
Revenue			
Revenue from operations	15,353.85	14,704.61	18,678.83
Other income	674.65	990.99	887.77

	Fiscal 2017	Fiscal 2018	Fiscal 2019
Total Revenue	**16,028.50**	**15,695.60**	**19,566.60**
Expenses			
Cost of materials consumed	959.39	948.11	933.10
Excise duty	157.36	43.67	-
Purchase of stock-in-trade	1,149.20	1,580.05	309.51
Change in inventories of finished goods, work-in-progress and stock-in-trade	6.33	(4.02)	(1.46)
Expenses of catering services	780.91	2,462.72	6,391.02
Expenses of tourism	4,155.77	3,052.04	3,090.09
Manufacturing and direct expenses	2,377.61	670.89	612.65
Employee benefits expenses	1,638.49	1,921.86	1,950.58
Finance costs	25.35	29.08	23.48
Depreciation, amortization expense	224.14	236.61	286.40
Other expenses	1,003.28	1,298.25	1,671.59
Total Expenses	**12,477.82**	**12,239.27**	**15,266.97**
Profit before tax	3,550.68	3,456.34	4,299.63
Tax Expenses			
(1) Current tax	1,178.71	1,160.36	1,882.34
(2) Deferred tax (net)	81.15	89.78	(308.66)
Total Tax Expenses	**1,259.86**	**1,250.14**	**1,573.68**
Profit for the Year	**2,290.81**	**2,206.19**	**2,725.95**
Other Comprehensive Income			
Re-measurement of post-employment obligation	14.89	63.28	4.00
Income tax relating to items that will not be reclassified to profit or loss	5.15	(21.90)	(1.40)
Profit for the Year	**2,310.85**	**2,247.57**	**2,728.55**

Revenues by business segments

The following table sets forth details relating to our main business segments for the period indicated.

(₹ in million)

Particulars	Fiscal 2017	Fiscal 2018	Fiscal 2019
Segmental Revenue			
Catering	3,986.26	7,402.73	10,445.10
Internet Ticketing	4,693.07	2,071.28	2,345.86
Tourism	2,640.27	1,899.01	2,531.43
State Teertha	2,648.29	2,134.84	1,908.77
Rail Neer (Packaged Drinking Water)	1,590.53	1,692.03	1,762.90
Segmental Profit			
Catering	262.41	1,229.96	1190.35
Internet Ticketing	1,922.55	1,035.14	1,566.75
Tourism	(42.03)	(117.67)	227.36
State Teertha	643.75	504.24	453.57

Particulars	Fiscal 2017	Fiscal 2018	Fiscal 2019
Rail Neer (Packaged Drinking Water)	308.79	372.24	293.06

Discussion on the results of operations

Year ended March 31, 2018 compared to year ended March 31, 2019

Revenue

Total revenue for the fiscal year ended March 31, 2019 increased 24.66% to ₹19,566.60 million from ₹15,695.60 million for the fiscal year ended March 31, 2018. This increase was mainly due to increased catering services revenues. Our catering service revenues increased primarily as we operated the catering business throughout all of Fiscal 2019, whereas in Fiscal 2018 we initiated to take over our catering operations from Indian Railways in a phase manner started from September, 2017.

This increase was offset in part by a small decrease in other income.

Revenue from Operations

Revenue from operations for the fiscal year ended March 31, 2019 increased 27.02% to ₹18,678.83 million from ₹14,704.61 million for the fiscal year ended March 31, 2018. This increase of revenue from operations was mainly attributable to increased catering service revenues due to the impact of operating our catering business for the full year of Fiscal 2019.

Other Income

Other income for the fiscal year ended March 31, 2019 decreased 10.4% to ₹887.77 million from ₹990.99 million for the fiscal year ended March 31, 2018. Other income decreased due to our reimbursement of travel insurance premiums claimed from Ministry of Railways.

Expenses

Total expenses for the fiscal year ended March 31, 2019 increased 24.73% to ₹15,266.97 million from ₹12,239.27 million for the fiscal year ended March 31, 2018. This increase in operating expenses was a result of our increased catering business, as well as an increase in other expenses where provision for doubtful debts was made in the amount of ₹461.22 million.

Cost of Materials Consumed

Cost of materials consumed for the fiscal year ended March 31, 2019 decreased 1.58% to ₹933.10 million from ₹948.11 million for the fiscal year ended March 31, 2018. This decrease in cost of material consumed was due to a decrease in our departmental catering business and implementation of unbundling of pre-paid trains.

Excise Duty

There was no expense on excise duty for the fiscal year ended March 31, 2019, while the expense for the fiscal year ended March 31, 2018 was at ₹43.67 million. This change was due to implementation of GST Act 2017, under which no excise duty is levied.

Purchase of Stock-in-Trade

Purchase of stock-in-trade for the fiscal year ended March 31, 2019 decreased 80.41% to ₹309.51 million from ₹1,580.05 million for the fiscal year ended March 31, 2018. This decrease in cost of material consumed was due to a decrease in departmental catering business and implementation of unbundling of pre-paid trains.

Change in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade

Inventories of finished goods, work-in-progress and stock-in-trade increased 63.7% from the fiscal year ended March 31, 2018 to the fiscal year ended March 31, 2019. This decrease in change in inventories of finished goods, work-in-progress and stock-in-trade was due to increased sales of Rail Neer packaged water.

Expenses of Catering Services

Expenses of catering services for the fiscal year ended March 31, 2019 increased significantly by 159.5% to ₹6,391.02 million from ₹2,462.72 million for the fiscal year ended March 31, 2018. This increase in expenses of catering services was due to increased license fee earnings and unbundling of prepaid trains and corresponding Railway share expenses under our licensee catering business.

Expenses of Tourism

Expenses of tourism for the fiscal year ended March 31, 2019 increased slightly by 1.2% to ₹3,090.09 million from ₹3,052.04 million for the fiscal year ended March 31, 2018 due to a small increase in cost of service providers.

Manufacturing and Direct Expenses

Manufacturing and direct expenses decreased 8.7% for the fiscal year ended March 31, 2019 to ₹612.65 million from ₹670.89 million for the fiscal year ended March 31, 2018. This decrease in manufacturing and direct expenses was due to a decrease in expenses related to our departmental catering business and a decrease in maintenance and other charges in our internet ticketing segment.

Employee Benefits Expenses

Employee benefit expenses for the fiscal year ended March 31, 2019 increased slightly by 1.5% to ₹1,950.58 million from ₹1,921.86 million for the fiscal year ended March 31, 2018, due to annual increments in salaries and allowances of employees.

Financial Costs

Financial costs for the fiscal year ended March 31, 2019 decreased by 19.3% to ₹23.48 million from ₹29.08 million for the fiscal year ended March 31, 2018. The decrease was primarily attributable to decrease in unwinding of discount on security deposits.

Depreciation, Amortization Expenses

Depreciation and amortization expenses for the fiscal year ended March 31, 2019 increased by 21.0% to ₹286.40 million, compared to ₹236.61 million in the fiscal year ended March 31, 2018. This increase was due to increased depreciation in addition of assets and an increase in depreciation of Rail Neer plant assets as a result of a decrease in their depreciation life span.

Other Expenses

Other expenses for the fiscal year ended March 31, 2019, primarily consisting of administrative expenses, increased by 28.75% to ₹1,671.59 million, compared to ₹1,298.25 million in the fiscal year ended March 31, 2018 primarily attributable to provision for doubtful debts of ₹461.22.

Taxation

Income tax expenses for the fiscal year ended March 31, 2019 increased 25.87% to ₹1,573.68 million from ₹1,250.14 million. This increase in income tax expenses was due to our increased profits.

Profit after tax

As a result, profit after tax for the fiscal year ended March 31, 2019 increased by 23.56% to ₹2,725.95 million from ₹2,206.19 million for the fiscal year ended March 31, 2018, which increase was mainly attributed to increased revenues from our catering services as well as revenue increases from concession fees and license fees.

Year ended March 31, 2017 compared to year ended March 31, 2018

Revenue

Total revenue for the fiscal year ended March 31, 2018 slightly decreased by 2.1% to ₹15,695.6 million from ₹16,028.5 million for the fiscal year ended March 31, 2017.

Revenue from Operations

Revenue from operations for the fiscal year ended March 31, 2018 decreased by 4.2% to ₹14,704.61 million from ₹15,353.85 million for the fiscal year ended March 31, 2017. This decrease in income from operations reflects a significant decrease in revenue of ₹3,622.50 million from our internet ticketing segment, which resulted from the Ministry of Railways in November 2016 removing the charges we levied on passengers booking railway tickets online as service charge at rates of ₹20 per ticket for non AC classes and ₹40 per ticket for AC classes. The decrease in internet ticketing revenues was mostly offset by an increase in revenues from our catering segment after we took over catering services from Indian Railways Revenues from licensee fees also increased.

Other Income

Other income for the fiscal year ended March 31, 2018 increased by 46.9% to ₹990.99 million from ₹674.65 million for the fiscal year ended March 31, 2017. This increase resulted from increased contractual fines and penalties received, higher dividend income from mutual funds, and increased interest income on certain fixed deposits

Expenses

Total expenses for the fiscal year ended March 31, 2018 slightly decreased by 1.91% to ₹12,239.27 million from ₹12,477.82 million for the fiscal year ended March 31, 2017, mainly attributable to decreased travel and tour expenses associated with a downturn in our tourism business.

Cost of Materials Consumed

Cost of materials consumed for the fiscal year ended March 31, 2018 decreased by 1.18% to ₹948.11 million from ₹959.39 million for the fiscal year ended March 31, 2017 because of decreased costs of material consumed in our catering segment.

Excise Duty

Excise duty for the fiscal year ended March 31, 2018 decreased 72.2% to ₹43.67 million from ₹157.36 million for the fiscal year ended March 31, 2017. This significant decrease in excise duty was due to implementation of the GST Act, which took effect on July 1, 2017.

Purchase of Stock-in-Trade

Purchase of stock-in-trade increased 37.5% to ₹1,580.05 million for the fiscal year ended March 31, 2018 from ₹1,149.20 million for the fiscal year ended March 31, 2017. This increase in purchase of stock-in-trade was due to increased revenues from our catering business**.**

Change in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade

Inventories of finished goods, work-in-progress and stock-in-trade decreased significantly by 163.43% from the fiscal year ended March 31, 2017 to the fiscal year ended March 31, 2018. This significant decrease was mainly due to increase in closing stock of finished goods of Rail Neer.

Expenses of Catering Services

Catering services expenses for the fiscal year ended March 31, 2018 increased significantly by 215.37% to ₹2,462.72 million from ₹780.91 million for the fiscal year ended March 31, 2017. The increase in expenses of catering services was due to increased license fee earnings, unbundling of prepaid trains, and a corresponding increase in Indian Railway shared expenses under our licensee catering business.

Expenses of Tourism

Expenses of tourism for the fiscal year ended March 31, 2018 decreased 26.6% to ₹3,052.04 million from ₹4,155.77 million for the fiscal year ended March 31, 2017. This decrease in expenses of tourism was due to decreased tourism income.

Manufacturing and Direct Expenses

Manufacturing and direct expenses for the fiscal year ended March 31, 2018 decreased 71.8% to ₹670.89 million from ₹2,377.61 million for the fiscal year ended March 31, 2017. This decrease in manufacturing and direct expenses was due to a decrease in expense towards Indian Railway share on our internet ticketing segment, as the Government of India withdrew the service charge on internet – ticketing.

Employee Benefits Expenses

Employee benefit expenses for the fiscal year ended March 31, 2018 increased 17.3% to ₹1,921.86 million from ₹1,638.49 million for the fiscal year ended March 31, 2017. This increase in employee benefit costs was attributed mainly due to higher salaries, wages and bonus expenses as a result of our implementation of the 7th pay commission (CDA), and the 3rd PRC (IDA), as well as annual incremental increases.

Financial Costs

Financial costs increased 14.7% to ₹29.08 million for the fiscal year ended March 31, 2018 from ₹25.35 million for the fiscal year ended March 31, 2017. This increase was due to increase in unwinding discounts on security deposits.

Depreciation, Amortization Expense

Depreciation and amortization expenses increased by 5.6% to ₹236.61 million for the fiscal year ended March 31, 2018, compared to ₹224.14 million in the fiscal year ended March 31, 2017.

Other Expenses

Other expenses, primarily consisting of administrative expenses, increased 29.5% to ₹1,298.25 million for the fiscal year ended March 31, 2018, compared to ₹1,003.28 million for the fiscal year ended March 31, 2017. The increase was primarily attributable to increased office rent and expenses incurred on travel insurance under directives issued by Government of India.

Taxation

Income tax expenses for the fiscal year ended March 31, 2018 decreased slightly to ₹1,250.14 million from ₹1,259.86 million for the fiscal year ended March 31, 2017 due to decrease in profit before tax.

Profit after tax

As a result, profit after tax for the fiscal year ended March 31, 2018 decreased slightly by 3.69% to ₹2,206.19 million from ₹2,290.81 million for the fiscal year ended March 31, 2017 corresponding with our decrease in profit before tax.

Liquidity and Capital Resources

Our primary source of liquidity has historically been cash generated from operations and we expect this to continue to be the case following the Offer. We believe that after taking into account the expected cash to be generated from our business and operations, we have sufficient funds for both our present and anticipated future requirements for capital expenditures and other cash requirements for 12 months following the date of this Prospectus.

Cash Flow

The following table sets out a summary of our cash flows for the period indicated:

(₹ in million)

Particulars	Fiscal Year 2017	Fiscal Year 2018	Fiscal Year 2019
Net cash (used in)/ generated from operating activities	3,382.37	236.25	4,926.62
Net cash (used in)/ generated from investing activities	935.66	402.06	(3,463.53)
Net cash (used in)/ generated from financing activities	(1,359.49)	(567.91)	(1,793.98)
Net increase/ (decrease) in cash and cash equivalents	2,958.54	70.41	(330.89)
Cash and Cash Equivalents at the opening	1,902.63	4,861.18	4,931.59
Cash and Cash Equivalents at the closing	4,861.18	4,931.59	4,600.70

Operating Activities

Year ended March 31, 2017

Net cash generated from operating activities of ₹3,382.4 million for the year ended March 31, 2017, reflected net profit before tax of ₹3,550.68 million, a net downward adjustment of ₹(371.86) million primarily relating to increased trade and other receivables, offset by increased trade payables of ₹858.81 million, increased other financial liabilities of ₹633.62 million, increased other current liabilities of ₹969.19 million less direct taxes paid of ₹1,380.8 million.

Year ended March 31, 2018

Net cash generated from operating activities of ₹236.3 million for the year ended March 31, 2018, reflected net profit before tax of ₹3,456.3 million, a net downward adjustment of ₹(2,615.24) million primarily related to increased trade and other receivables, and adjustment of ₹(2,482.78) million due an increase in other current assets, offset by an increase in other current liabilities of ₹2,196.84 million, less direct taxes paid of ₹1,259.2 million.

Year ended March 31, 2019

Net cash generated from operating activities of ₹4,926.6 million for the year ended March 31, 2019, reflected net profit before tax of ₹4,299.6 million, a net downward adjustment of ₹(308.09) million primarily related to an increase in trade and other receivables and adjustment of ₹1,577.90 million due to a decrease in other current assets, offset by an increase in other financial liabilities of ₹1,049.85 million, less direct taxes paid of ₹1,627.9 million.

Investing Activities

Year ended March 31, 2017

Net cash generated from investing activities for year ended March 31, 2017 was ₹935.66 million which reflected sale/disposal of property, plant and equipment's and other intangible assets of ₹1.17 million, downward adjustment of purchase of property, plant and Equipment and other intangible assets of ₹321.25 million, interest receivable of ₹647.98 million and changes in other bank balances of ₹607.76 million.

Year ended March 31, 2018

Net cash generated from investing activities for year ended March 31, 2018 was ₹402.06 million which reflected sale/disposal of property, plant and equipment and other intangible assets of ₹2.09 million, downward adjustment of purchase of property, plant and equipment and other intangible assets of ₹345.26 million, interest receivable of ₹445.02 million, dividend received of ₹38.89 million and changes in other bank balances of ₹261.31 million.

Year ended March 31, 2019

Net cash used in investing activities for year ended March 31, 2019 was ₹3,463.53 million which reflects sale/disposal of property, plant and equipment and other intangible assets of ₹3.41 million, downward adjustment of purchase of property, plant and equipment and other intangible assets of ₹542.80 million, interest receivable of ₹404.65 million, dividend received of ₹63.73 million and downward adjustment of changes in other bank balances of ₹3392.52 million.

Financing Activities

Years ended March 31, 2017, 2018 and 2019

In each of the three years, our net cash used in financial activities consisted solely of dividends paid (including taxes paid on dividends paid), amounting to ₹1,359.49 million, ₹567.91 million, and ₹1,793.98 million for Fiscal 2017, Fiscal 2018 and Fiscal 2019, respectively.

Indebtedness

As on the date of this Prospectus, we do not have any outstanding or sanctioned fund-based facilities. However, we have availed certain bank guarantee facilities from Kotak Mahindra Bank Limited and IDBI Bank Limited amounting in aggregate to ₹86.60 million, in order to be able to meet contractual obligations towards our clients.

Related Party Transactions

For details of the related party transactions during the last three fiscal years, pursuant to the requirements Ind AS 24 issued by the Institute of Chartered Accountants of India, see "*Financial Statements – Note 44- Related party disclosure as per Ind AS 24*" on page 185.

Capital Commitments

Our capital commitments as at March 31, 2017, 2018 and 2019 are set forth below.

(₹ in millions)

Capital commitments	As at March 31		
	2017	2018	2019
Estimated amount of contracts remaining to be executed on capital account and not provided	253.31	831.83	572.22

Off-Balance Sheet Arrangements and Contingent Liabilities

We do not have any off-balance sheet arrangements, derivative instruments or other relationships with Directors of our Company or other entities that would have been established for the purpose of facilitating off-balance sheet arrangement.

The following table sets out our contingent liabilities as of March 31, 2019.

(₹ in million)

Particulars	As of March 31, 2019
Service Tax	847.07
VAT and Other Taxes	325.91
Others	494.94
Total	**1,667.92**

We have made provision for service tax where demand has been raised and shown as contingent liability where show cause notice has been issued by the service tax department.

Certain Emphasis of Matters and Qualifications Noted by Auditors

Statutory auditors of our Company have included certain remarks in their respective audit reports of our Company. The table below sets out the remarks of the Auditor and the management's response to such remarks:

S. No	Remarks	Management's Response
Financial Year Ended 31 March, 2019		
Para- 2	That the catering service on a large number of trains have been transferred to the company during the financial year under consideration. That some of the departmentally managed trains are being operated on unbundling/partial unbundling model whereby the food preparation and food serving contracts have been given to different licensees and in few cases to even same licensee. In view of the management of the company the operation of such trains is in the nature of departmental catering since partially the food is also being supplied from the base kitchen in most of the trains. Thereby treating the same in the nature of departmental catering, the company has not provided for any share of revenue payable to Indian Railways in terms of the catering policy (which required revenue sharing in the ratio of 15:85 between Indian Railways and IRCTC, and 40:60 in case of licensee model) stating that it has made the representation to the Ministry of Railways that railway share may be paid only in case of generation of profits from operation of departmentally run trains, to be assessed on PAN India Basis and hence train/unit wise statement of affairs was not available. As informed the matter has been referred to the Railway Board. A provision has been made in the restated financial statements in line with the terms of effective catering policy.	Under the old catering policy, revenue sharing on departmental catering business was to be done on the basis of overall profitability in this business on PAN India basis. In line with above, the Corporation has represented to Railways for exemption of railways share on revenue in case of trains is being managed under unbundling/partial unbundling model. Hence the provision of the same has not been made in accounts
Para- 3	That payments due to vendors registered under MSME Act could not be fully identified & segregated and the entire outstanding amount as at 31st March 2019 has been reported under Trade Payables other than MSME Vendors. Further, the	Segregation of creditors as MSMEs is being done, thus the whole amount outstanding for MSMEs are reported under Trade payable during F/y 2018-19.

S. No	Remarks	Management's Response
	MSME Vendors reported during the previous year and interest provision on the delayed payment to the same have been repaid/reclassified during the year as other trade payables. That in the absence of any confirmation seeked/received from the vendors in any of the financial years, these gregation of the MSME Vendors in the restated financials is based on the list certified by the management.	
Para- 4	That with regards to the Ind Accounting Standard 115 on Revenue from Contract with Customers, the company is in receipt of integration charges from booking agents (Non Refundable one time fees) for providing connectivity with the IRCTC Portal for railway ticket booking along with the annual maintenance charges which may vary based on volume of ticket bookings etc. The management is of the opinion that the agreement with the parties for integration charges is generally for one to three years, and subsequently the annual maintenance the contract is renewed but without any integration charges. Further since the renewal is unilateral at the option of IRCTC such integration charges shall not be deferred as income beyond initial contract period of one to three years. In our opinion, the contract for integration charges and annual maintenance contract are not distinct contracts therefore Income of integration charges (one time non refundable fees) shall be amortized over the expected contract period instead of recognizing revenue at one time. Further past trend has indicated that there is hardly any case where the contract was not renewed by IRCTC. Accordingly in our view, the one time integration charges shall be recognized as revenue over the estimated contract period (estimated 20 years based on past trend) rather than accruing the entire amount as income based on initial contract of one to three years. Deferment of such integration charges in terms of above based on the past information compiled by the management has caused overstatement of revenue by ₹ 6.65 crores during the fiscal 2019 and other equity comprising of reserves and surplus as at 31st March 2019 by ₹ 31.41 crores	Our Company is in receipt of integration charges from booking agents (Non Refundable one time fees) for providing connectivity with the IRCTC Portal for railway ticket booking along with the annual maintenance charges which may vary based on volume of ticket bookings etc. The management is of the opinion that the agreement with the parties for integration charges is generally for one to three years, and subsequently the annual maintenance the contract is renewed but without any integration charges and it's only on the discretion of IRCTC. Therefore, the present accounting treatment as per Ind AS 115 is in line with the stand taken by the company. Further, since the renewal is unilateral at the option of IRCTC, such integration charges shall not be deferred as income beyond initial contract period of one to three years. And the corporation is differed the revenue received in term of integration charges the basis of Ind As 115.
Para- 5	We have sought and obtained all the information and explanations which to the best of our	Approx. 75% of outstanding in respect of trade receivables/trade payables are related to different

S. No	Remarks	Management's Response
	knowledge and belief were necessary for the purpose of our audit except for third party balance confirmations including balances payable/receivable from railways. Further the party wise receivables and payables could not be reconciled with the financial ledgers maintained in the ERP system.	Zonal Railways. Further the Railway do the accounting on Cash basis and Hence Balances in regard to receivable/payable can't be confirmed by Railway on a particular date. However, regular reconciliation meetings are being held with concerned Zonal Railways to reconcile & recover the dues from railways. Further, party wise receivable and payable ledger could not be reconciled as the difference arises due to legacy transaction and migration of data from earlier financial system to present financial system in oracle and the same will be reconciled by identification of legacy transaction during the implementation of latest version of ERP
	In our opinion, the internal control as well as the internal audit system is not commensurate with the size of the company and the nature of it's operations. There is an immediate need to develop stronger MIS for periodic review of various business segments which could reduce the errors and omissions observed during the course of audit. Similarly measures for ensuring control over material and sales realizations from carriage and freight forwarding agents needs to be implemented along with reconciliations for realizations for sales made through such parties	A. The internal audit is carried out by a reputed professional firm which is enlisted with C&AG and audit is being done in accordance with the detailed scope of work in line with the Company's operations. B. The internal control system is well in place in the Corporation in view of the following:- i. The Company is voluntarily getting the cost audit done by a reputed Cost Accountants firm in spite of non-applicability of the cost audit to the Corporation; ii. The special audit for system improvement and for strengthen the internal control system has been carried out by reputed professional firms for different zones on the recommendation of Statutory auditor during the F/Y 2018-19 and necessary action is being taken on the auditor recommendations. iii. There are other different types of audits like audits by C&AG, various tax audits etc. conducted in the corporation; iv. The transactions are being carried out and authorized in line with SOP (schedule of Powers) in the Corporation; v. There are policies like Whistle Blower policy, Anti fraud policy and also vigilance department in the corporation to prevent and detect fraud and no frauds have been detected in the Corporation; vi. Audit Committee of the Company holds regular meetings to discuss the financial matters/internal control systems. Recommendation of Auditor for further strengthening the internal control shall be duly considered and complied

S. No	Remarks	Management's Response
	In our opinion, immediate measures need to be taken to upgrade the current ERP system as well as provide adequate training to the staff lack of which posed limitations in making available requisite information and documents during the course of audit. This shall also require identification and reconciliation of the legacy transactions the balances of which is stated to have been existing since the migration of data from earlier financial system to present financials maintained in Oracle apart from legacy transactions pertaining to the period of transfer of operations from/to railways. Further, reconciliation between the transactions executed through 3rd party applications/portals as well as manual data with the financial information posted in the books of accounts could not be made and accordingly reliance was placed on information available on records and verified on test check basis as per the financial books. In our opinion the information transfer between all the 3rd party application/portals needs to be fully automated & documented for verification.	The upgradation of ERP to its latest version is under progress. The training and identification of legacy transaction will be an integral part of the implementation of new version. Further augmentation of training need of staff shall be considered and implemented. Furthermore, the corporation intends to take the services of expert in industries so as to strengthen the control.
	That the bank balances reflected in the financial statements have been stated as per the books of accounts and are subject to posting of financial payments and receipts crystallized in the company bank accounts but which are pending confirmations/reconciliations. Further the transaction by transaction reconciliation could not be made for some of the bank accounts being handled at Internet Ticketing division of the company on account of voluminous ticket booking and cancellation transactions on behalf of railways.	Presently, the accounting reconciliation is done on monthly basis between amounts credited/debited from Bank accounts and records available with IRCTC transaction Data. If amount matches in both the records and no discrepancy is found, then it is considered that the reconciliation is final. However, if it is found that there is any mismatch between these records, then transaction level reconciliation is being done to find out the exceptional transaction. There after the concerned banks are coordinated on regular basis for recovery of such mismatching transaction or otherwise. The volume of transactions is very huge. At present, around 8 to 9 lakh transactions are taking place on daily basis through Payment Gateway and Net banking/ATM cum Debit cards (43 banks for NGET Ticketing service). The above facts have already been disclosed in note no.38 of the financial statements. The said note has been disclosed in financial statements w.e.f. F.Y.2012-13 as per advice of the statutory auditors.

S. No	Remarks	Management's Response
	That the liabilities under GST as well as the credit admissibility are subject to reconciliation with the returns filed. The financial transactions and corresponding GST liability on the same could not be reconciled with the returns filed by the company during the course of audit. That as represented to us the assessment of liability on account of various provisions including reverse charge mechanism on payment to railways, reimbursement claims etc. is being done and suitable corrective measures shall be taken before conclusion of the Audit under the GST Act for the financial year under consideration.	Assessment of liability on account of various provisions including reverse charge mechanism on payment to railways, reimbursement claims etc. is being done and suitable corrective measures shall be taken before conclusion of the Audit under the GST Act for the financial year under consideration
	That with regards to the Ind Accounting Standard 31 on Interest in Joint Ventures, on account of the ongoing litigation with M/s Cox & Kings Ltd. in respect of joint venture company M/s Royale India Rail Tours Limited, for which the financial have not been prepared since 2010-11 and hence the company is neither filing the consolidated financial statements nor the disclosures have been made regarding the financial position of such joint venture company. Further in view of the termination of the joint venture agreements, the company is of the view that M/s Cox & Kings Ltd cannot invoke arbitration clause in relation to the reliefs sought. Consequential financial impact, if any could not be ascertained.	The Arbitration is pending and the facts have already been disclosed in note no.37.3 and 45 of the financial statements for the F.Y.2018-19. The said notes have been disclosed in financial statements w.e.f. F.Y.2011-12 as per advice of the statutory auditors.
	The commissioner of VAT vide order dated 23rd March 2006 had levied VAT on on-board catering services in train treating the same as sales. The plea of the company was not accepted by the Appellate Tribunal as well as by the Hon' Delhi High Court and SLP is now pending at the Hon' Supreme Court. The company as a prudent policy has been providing VAT liability but only net of corresponding VAT Input and service tax being paid since only one of the taxes may be applicable. Such VAT Input amounting to ₹ 11.19 Crores have been stated as balance due from statutory authorities as other current asset. In case the ruling goes against the company, the entire VAT liability (on gross or net basis) along with the interest (as levied) may have to be deposited and a separate service tax refund application may be required to be filed and obtained separately.	The case is pending with the Hon'ble Supreme Court of India and it has already been disclosed in note no.37.4 of the financial statements of the Company for F.Y.2018-19. An application for early hearing has already been filed. The said note has been disclosed in financial statements w.e.f. F.Y.2014-15 as per advice of the statutory auditors and there is no change in status of the case. Further, on the admissibility of input tax credit , a legal opinion also has been obtained by the corporation during the F/y 2018-19
Para - 6	With regard to Internal Financial Control In our opinion, there is a need to strengthen the information system based controls and practices to mitigate risk factors associated with conventional	The internal control system is well in place in the Corporation in view of the following:- i. The Company is voluntarily getting the cost audit done by a reputed Cost Accountants

S. No	Remarks	Management's Response
	manual control procedures particularly at the branches level. That suitable measure including third party audits have been conducted during the year and representations have been made by the company for improvement and implementation of financial controls wherever required, particularly those associated and interdependent on up gradation and improvement of the current ERP system. We have performed the testing of internal financial controls over financial reporting at the Corporate level and subject to the such IT related limitations, the same were in principal operating effectively as at 31st March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.	firm in spite of non-applicability of the cost audit to the Corporation; ii. The special audit for system improvement and for strengthen the internal control system has been carried out by reputed professional firms for different zones on the recommendation of Statutory auditor during the F/Y 2018-19 and necessary action is being taken on the auditor recommendations. iii. There are other different types of audits like audits by C&AG, various tax audits etc. conducted in the corporation; iv. The transactions are being carried out and authorized in line with SOP (schedule of Powers) in the Corporation; v. There are policies like Whistle Blower policy, Anti fraud policy and also vigilance department in the corporation to prevent and detect fraud and no frauds have been detected in the Corporation; vi. Audit Committee of the Company holds regular meetings to discuss the financial matters/internal control systems. Recommendation of Auditor for further strengthening the internal control shall be duly considered and complied
Para - 7	That with regards to the reporting on "whether the company has system in place to process all the accounting transactions through lT system? If yes, the implications of processing of accounting transactions outside lT system on the integrity of the accounts along with the financial implications, if any, may be stated." , Yes, however the current version of the ERP system (Oracle), is not being used as end to end integrated accounting system since most of the information and calculations is being prepared in Excel Sheets or third party applications and uploaded/posted manually in the Financial Accounting Module. The IT system requires an overall upgradation, including rectification in some areas like, a. master data reconfiguration b. reconciliation of legacy transactions c. inoperative & redundant ledger accounts, profit centers/departments, d. integration issues including correcting the mapping of tax codes as well as subledger accounts & e. User controls & adequate staff training	The up gradation of ERP to its latest version is under progress. The in-depth training to concern staff will be an integral part of the implementation of new version. Further augmentation of training need of staff shall be further considered and implemented. Furthermore, the corporation intends to take the services of expert in industries so as to strengthen the control
Financial Year Ended 31 March, 2018		

S. No	Remarks	Management's Response
Para - 1	That the catering service on a large number of trains have been transferred to the company during the financial year under consideration. That some of the departmentally managed trains are being operated on unbundling/partial unbundling model whereby the food preparation and food serving contracts have been given to different licensees and in few cases to even same licensee. In view of the management of the company the operation of such trains is in the nature of departmental catering since partially the food is also being supplied from the base kitchen in most of the trains. Thereby treating the same in the nature of departmental catering, the company has not provided for any share of revenue payable to Indian Railways in terms of the catering policy (which required revenue sharing in the ratio of 15:85 between Indian Railways and IRCTC, and 40:60 in case of licensee model) stating that it has made the representation to the Ministry of Railways that railway share may be paid only in case of generation of profits from operation of departmentally run trains, to be assessed on PAN India Basis and hence train/unit wise statement of affairs was not available. As informed the matter has been referred to the Railway Board. A provision has been made in the restated financial statements in line with the terms of effective catering policy.	Temporary licensing of food preparation as well as serving has been given to the licensee under the partial unbundling model, pending the set up and commencement of food preparation at the base kitchens across various stations and hence such operations are in the nature of departmental catering. Therefore, the same has been booked under the departmental catering and no revenue sharing has been done with railway as the revenue sharing is done on the profit of departmental catering on PAN India Basis as per the clarifications given by Railway Board vide letter no.2007/TG.III/600/4 dated 02.03.2007.
Para - 4	We have sought and obtained the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit except for confirmations on the balances receivable/payable to railways as well as other parties. Also, the old balances which as informed to us pertain to the period of transfer of catering business in the financial year 2010 and on account of migration of data from the earlier accounting system to the Oracle System are subject to confirmation/reconciliation from railway as well as other parties.	Approx. 75% of outstanding in respect of trade receivables/trade payables are related to different Zonal Railways. Further the Railway do the accounting on Cash basis and Hence Balances in regard to receivable/payable can't be confirmed by Railway on a particular date. However, regular reconciliation meetings are being held with concerned Zonal Railways to reconcile & recover the dues from railways.
	In our opinion, the internal audit system is not commensurate with the size of the company and the nature of it's operations. Based on our verification of the records and documents, there is a need to strengthen the internal control system within the organization and upgrade and optimize the ERP system and also develop stronger MIS for periodic review of various business segments. Further in our opinion, the identification and reconciliation of the legacy transactions stated to have been existing since the migration of data from earlier financial system to present financials maintained in Oracle system as well as financial transactions pertaining	A. The internal audit is carried out by a reputed professional firm which is enlisted with C&AG and audit is being done in accordance with the detailed scope of work in line with the Company's operations. B. The internal control system is well in place in the Corporation in view of the following:- i. The Corporation is voluntarily getting the cost audit done by a reputed Cost Accountants firm in spite of non-applicability of the cost audit to the Corporation;

S. No	Remarks	Management's Response
	to the period of transfer of operations from/to railways needs to be completed.	ii. There are other different types of audits like audits by C&AG, various tax audits etc. conducted in the corporation; iii. The transactions are being carried out and authorized in line with SOP (schedule of Powers) in the Corporation; iv. There are policies like Whistle Blower policy, Anti fraud policy and also vigilance department in the corporation to prevent and detect fraud and no frauds have been detected in the Corporation; v. Audit Committee of the Corporation holds regular meeting to discuss the financial matters/internal control systems. Suggestions as given by the Auditor shall be complied in future
	That the transaction by transaction reconciliation of the banking transactions could not be made for some of the bank accounts being handled at Internet Ticketing division of the company on account of voluminous ticket booking and cancellation transactions on behalf of railways.	Presently, the accounting reconciliation is done on monthly basis between amounts credited/debited from Bank accounts and records available with IRCTC transaction Data. If amount matches in both the records and no discrepancy is found, then it is considered that the reconciliation is final. However, if it is found that there is any mismatch between these records, then transaction level reconciliation is being done to find out the exceptional transaction. There after the concerned banks are coordinated on regular basis for recovery of such mismatching transaction or otherwise. The volume of transactions is very huge. At present, around 8 to 9 lakh transactions are taking place on daily basis through Payment Gateway and Net banking/ATM cum Debit cards (43 banks for Nget Ticketing service). The above facts have already been disclosed in note no.38 of the financial statements. The said note has been disclosed in financial statements w.e.f. F.Y.2012-13 as per advice of the statutory auditors.
	That the credit entitlements and liability under the Goods and Service Tax are subject assessment under the act. Further the company has represented that it does not foresee any GST liability on the company's share of license fee realized by the Railways before the GST Regime and transferred to the company during the GST Regime as a result of takeover of trains under the New Catering Policy 2017. Similarly, No GST liability has been accrued on the reimbursement claims received from the Indian Railways towards the Internet ticketing expenses incurred, on account of GST Credits claimed on input cost reimbursed to the company. As informed to us, the company is in the process of	1) The Indian Railways had awarded "grant of license" in the year 2014, for the supply of food to passengers to various licensees, who are providing on-board catering services to its passengers for a period of five years. As per the agreement entered between the Indian Railways with the Licensee, the amount of license fees is payable in advance in installments i.e. first for 2 year, then for next 2 years and finally for last 1 year. The Ministry of Railways vide its Catering Policy 2017 has assigned the on board catering contracts to IRCTC and accordingly tripartite agreement has been entered amongst the Indian Railway, IRCTC and the licensee, wherein Indian

S. No	Remarks	Management's Response
	obtaining advance ruling on the above said matters and no provision/liability has been accrued on the same.	Railways has assigned all its rights and responsibilities of on board catering to IRCTC. Further, the IRCTC shall share 40% of the amount of license fees received by it from licenses as per the tripartite agreement with the Indian Railways. The Goods and Service Tax Act, 2017 has been implemented w.e.f .1st July, 2017 and is applicable for the supply to be made on or after 1st July, 2017. In the present case the IRCTC has received the amount of license fee for the grant of license which was granted prior to the applicability of GST. The amount of licenses fees received by Indian Railways was not chargeable to service tax as per the provisions of Finance Act at the time or its receipt. The proportionate amount paid by Indian Railways to IRCTC is towards the remaining part of the tender which was awarded prior to the implementation of GST. The assigning of license by Indian Railways to its 100 % subsidiary does change the nomenclature of the transaction as the license has been awarded prior to the implementation of GST. The incidence of tax is the event when the service is provided/supplied to the service recipient. Thus the Service being "grant of license" was provided by Indian Railways at the time when the license was awarded. As held in various judicial pronouncements that that the tax cannot be levied for the service provided prior to enactment of Act or amendment made if any. As the service recipient is the same person and no additional benefit/services have been rendered. 2) The IRCTC is having the online portal i.e. www.irctc.gov.in for booking of tickets for Railways. The Government of India through Ministry of Railways, in the public interest to promote Hon'ble Prime Minister programme of 'Digital India' has waived off the service charges, charged by IRCTC from passengers for booking of online train tickets. Therefore, the IRCTC is not charging any amount towards the service charges from the passengers. The IRCTC is incurring operating expenses such as up gradation and maintenance cost of server, manpower deputed to maintain the server and other incidental cost. The IRCTC has sent the detail of expenditure incurred by it to the Ministry of Railways and the Ministry has sanctioned a sum of Rs. 80 crores towards the operating cost incurred by IRCTC for providing e-ticketing facilities to the passengers.

S. No	Remarks	Management's Response
		The IRCTC has not charged any margin on the cost incurred by it. The amount received from Railways does not fall in the definition of consideration as defined u/s 2(31) of CGST Act, as reimbursement of expenses received from Central and State Government are excluded from the consideration. Further section 15 (2) excludes the amount of reimbursement of expenses received from the Central Government and State Government from the value of taxable supply. However, IRCTC has applied for advance ruling on the above issues and will take necessary action as per the decision of the Authority of Advance Ruling.
	That with regards to the Ind Accounting Standard 31 on Interest in Joint Ventures, on account of the ongoing litigation with M/s Cox & Kings Ltd. in respect of joint venture company M/s Royale India Rail Tours Limited, for which the financial have not been prepared since 2010-11 and hence the company is neither filing the consolidated financial statements and nor the disclosures have been made regarding the financial position of such joint venture company. In view of the termination of the joint venture agreements, the company is of the view that M/s Cox & Kings Ltd cannot invoke arbitration clause in relation to the reliefs sought. Consequential financial impact, if any could not be ascertained.	The case is sub-judice and the facts have already been disclosed in note no.37.3 and 45 of the financial statements for the F.Y.2017-18. The said notes have been disclosed in financial statements w.e.f. F.Y.2011-12 as per advice of the statutory auditors. Further, there is no change in status of the case.
	The commissioner of VAT vide order dated 23rd March 2006 had levied VAT on on-board catering services in train treating the same as sales. The plea of the company was not accepted by the Appellate Tribunal as well as by the Hon' Delhi High Court and SLP is now pending at the Hon' Supreme Court. The company as a prudent policy has been providing VAT liability but net of corresponding VAT Input and service tax being paid since only one of the taxes may be applicable. In case the ruling goes against the company, the entire VAT liability (on gross or net basis) along with the interest (as levied) may have to be deposited and a separate service tax refund application may be required to be filed and obtained separately	The case is pending with the Hon'ble Supreme Court of India and it has already been disclosed in note no.37.4 of the financial statements of the Company for F.Y.2017-18. An application for early hearing has already been filed. The said note has been disclosed in financial statements w.e.f. F.Y.2014-15 as per advice of the statutory auditors and there is no change in status of the case.
Para - 5	In our opinion, there is a need to strengthen the information system based controls and practices to mitigate risk factors associated with conventional manual control procedures particularly at the branches level. We have performed the testing of internal financial controls over financial reporting	The internal audit is carried out by a reputed professional firm which is enlisted with C&AG and audit is being done in accordance with the detailed scope of work in line with the Company's operations.

S. No	Remarks	Management's Response
	at the Corporate level and the same were in principal operating effectively as at 31st March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.	The internal control system is well in place in the Corporation in view of the following:- i. The Corporation is voluntarily getting the cost audit done by a reputed Cost Accountants firm in spite of non-applicability of the cost audit to the Corporation; ii. There are other different types of audits like audits by C&AG, various tax audits etc. conducted in the corporation; iii. The transactions are being carried out and authorized in line with SOP (schedule of Powers) in the Corporation; iv. There are policies like Whistle Blower policy, Anti fraud policy and also vigilance department in the corporation to prevent and detect fraud and no frauds have been detected in the Corporation; v. Audit Committee of the Corporation holds regular meeting to discuss the financial matters/internal control systems. Suggestions as given by the Auditor shall be complied in future
Financial Year Ended 31 March, 2017		
Para- 4	We have to state that external confirmations from trade receivable, trade payables including account with Indian Railways, Centre for Railways Information System, and other governments bodies/agencies etc. could not be obtained during the course of our audit & hence the financial impact of reconciliations with the parties could not be ascertained.	The major parties are zonal railways. There is no system in Railways to confirm the balances, however, regular reconciliation meetings are being held with concerned Zonal Railways to reconcile & recover the dues from railways.
	That based on the verification of records and documents in our opinion considering the size of the company and the nature of it's operations there is a need to strengthen the internal control system within the organization including period end closing activities, extraction/posting of financial data and information maintained at separate applications to the financial books of the company as well as take extra efforts to fully adopt the e-tendering system. Further in our opinion the identification and reconciliation of the legacy transactions stated to have existing since the migration of data from the earlier financial system to present financials maintained in Oracle system as well as financial transactions pertaining to the period of transfer of operations from/to railways needs to be completed.	The internal control system is well in place in the Corporation in view of the following:- 1. The internal audit is carried out by a reputed professional firm which is enlisted with C&AG and audit is being done in accordance with the detailed scope of work; 2. The Corporation is voluntarily getting the cost audit done by a reputed Cost Accountants firm in spite of non-applicability of the cost audit to the Corporation; 3. There are other audits like different types of audits by C&AG, various tax audits etc. conducted in the corporation; 4.The transactions are being carried out and authorized in line with SOP (schedule of Powers) in the Corporation; 5. There are policies like Whistle Blower policy, Anti fraud policy and also vigilance department in the corporation to prevent and detect fraud and no frauds have been detected in the Corporation; 6. Audit Committee of the Corporations hold regular meeting to discuss the financial matters/internal control systems.

S. No	Remarks	Management's Response
		The said legacy transactions pertain to the year of migration of data to Oracle software i.e. F.Y.2006-07. Lot of improvements have been done since then as per advise of the auditors from time to time. Since, no further additions are there in these transactions during the year, hence, there is no new impact on current year's financial statements of those transactions.
	The transaction by transaction reconciliation of the banking transactions could not be made for some of the bank accounts being handled at Internet Ticketing division of the company on account of voluminous transactions.	Internet ticketing, transaction wise reconciliation has been carried out for the financial year 2016-17. However, certain differences are still persisting for financial years prior to 2016-17 which are because of non-comparability of data cycle of IRCTC and the respective banks. The matter has been taken up with the respective banks to provide the data in comparable form so that persisting differences can be eliminated. The above facts have already been disclosed in note no.39 & 38 of the financial statements. The said notes have been disclosed in financial statements w.e.f. F.Y.2012-13 as per advise of the statutory auditors and followed consistently in next years.
	That with regards to the Ind AS Accounting Standard 31 on Interest in Joint Ventures, on account of the ongoing litigation with M/s Cox & Kings Ltd. in respect of joint venture company M/s Royale India Rail Tours Limited, for which the financial have not been prepared since 2010-11 and hence the company is neither filing the consolidated financial statements and nor the disclosures have been made regarding the financial position of such joint venture company. In view of the termination of the joint venture agreements, the company is of the view that M/s Cox & Kings Ltd cannot invoke arbitration clause in relation to the reliefs sought. Consequential financial impact, if any could not be ascertained.	The case is sub-judice and the facts have already been disclosed in note no.37.3 and 45 of the financial statements for the F.Y.2016-17. The said notes have been disclosed in financial statements w.e.f. F.Y.2011-12 as per advice of the statutory auditors and followed consistently in next year's. Further, there is no change in status of the case
	The commissioner of VAT vide order dated 23rd March 2006 had levied VAT on on-board catering services in train treating the same as sales. The plea of the company was not accepted by the Appellate Tribunal as well as by the Hon' Delhi High Court and SLP is now pending at the Hon' Supreme Court. The company as a prudent policy has been providing VAT liability but net of corresponding VAT Input and service tax being paid since only one of the taxes may be applicable. In case the ruling goes against the company, the entire VAT liability (on gross or net basis) along with the interest (as levied) may have to be deposited and a separate service tax refund application may be required to be filed and obtained separately.	The case is pending with the Hon'ble Supreme Court of India and it has already been disclosed in note no.37.4 of the financial statements of the Company for F.Y.2016-17. An application for early hearing has already been filed. The said note has been disclosed in financial statements w.e.f. F.Y.2014-15 as per advise of the statutory auditors and there is no change in status of the case

Qualitative disclosure about market risks

Our business exposes us to a variety of market risks, including changes in foreign currency risk. The following discussion contains forward-looking statements that are subject to risks, uncertainties and assumptions about us. These statements are based upon current expectations and projections about future events. These are important factors that could cause our actual results and performance to differ materially from such forward-looking statements, including those risks discussed under section entitled "*Risk Factors*".

Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Our exposure to foreign currency risk is mainly due to our international operation and transactions that involve foreign currencies. Our management researches and monitors the movement of applicable foreign currency rates in aim to manage any such risk at a comparatively low level.

Known Trends and Uncertainties

Except as described elsewhere in this Prospectus, there are no known trends or uncertainties which are expected to have a material adverse impact on our revenues or income from continuing operations.

Unusual or Infrequent Events or Transactions

As of the date of this Prospectus, 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 Revenue from 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 operations or are likely to affect income from continuing operations except as described in the section titled "*Risk Factors*", "*Industry Overview*" and "*Our Business*" on pages 23, 86 and 125, respectively.

Material Increase in Revenue from Operations or Other Income

Our business has been affected and we expect that it will continue to be affected by the trends identified above in "*Significant Factors Affecting Our Results of Operations*" and the uncertainties described in the section titled "*Risk Factors*" on page 23, there are no known factors which we expect to have a material adverse impact on revenue from operations or other income.

Future Relationships between Costs and Income

Other than as described in this section and the sections of this Prospectus entitled "*Risk Factors*" and "*Our Business*" and on pages 23 and 125, respectively. To our knowledge, except as disclosed in this Prospectus, there are no known factors which will have a material adverse impact on our business operations or financial condition.

New Products or Business Segments

Except as set out in this Prospectus, we have not announced and do not expect to announce in the near future any new products or business segments.

Competitive Conditions

As we are the only entity authorized by the Ministry of Railways to offer catering services on board the train and at majority of the railway stations as well as to offer Indian Railways' ticket online, our business operation faces little to

no competition in these segments. For details, please refer to the discussions of our competition in "*Risk Factors*" on page 23 and "*Our Business*" on page 125.

Supplier or Customers Concentration

We are not dependent on any particular supplier or customer.

Significant Developments after March 31, 2019

Except as set out in this Prospectus, to our knowledge, no circumstances have arisen since the date of the last financial statements as disclosed in this Prospectus which have materially or adversely affected or are likely to affect, our operations or profitability, or the value of our assets or our ability to pay our material liabilities within the next 12 months.

FINANCIAL INDEBTEDNESS

As on the date of this Prospectus, our Company does not have any outstanding or sanctioned fund-based facilities. However, we have availed certain bank guarantee facilities from Kotak Mahindra Bank Limited and IDBI Bank Limited aggregating to ₹ 86.60 million, in order to be able to meet our contractual obligations towards our clients.

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND OTHER MATERIAL DEVELOPMENTS

Except as stated in this section, there are no outstanding: (i) criminal proceedings; (ii) actions by statutory/ regulatory authorities; (iii) claims related to direct and indirect tax proceedings; and (iv) other outstanding material litigations involving our Company and Directors. Further, there are no disciplinary actions including penalties imposed by SEBI or any stock exchanges against our promoter in the last five Fiscals.

*In relation to (iv) above, our Board has, in its meeting held on July 26, 2019 adopted a policy of materiality for identification of material litigation ("**Materiality Policy**"). In terms of the Materiality Policy, any outstanding litigation shall be considered material if:*

(a) the monetary amount of the claim made by or against our Company, RIRTL and Directors in any such pending litigation is equal to or in excess of 1% of the total revenue of our Company or 5% of the profits before tax of our Company (whichever is lower) as per the Restated Financial Statements for Fiscal 2019, included in this Prospectus. The total revenue of our Company as per the Restated Financial Statements for the Fiscal 2019 was ₹19,566.60 million while the profit before tax of our Company as per the Restated Financial Statements for the Fiscal 2019 was ₹4,299.63 million. Accordingly, all outstanding litigation involving our Company, RIRTL and our Directors in which the amount involved exceeds ₹195.67 million (being 1% of the total revenue of our Company as per our Restated Financial Statements for the Fiscal 2019) have been identified as material and disclosures have been included where the aggregate amount involved in an individual litigation exceeds ₹195.67 million;

(b) the decision in one case is likely to affect the decision in similar cases, even though the amount involved in an individual litigation may not exceed ₹195.67 million; or

(c) such litigation does not meet the specific threshold and parameters as set out in (a) or (b) above, but where an adverse outcome would materially and adversely affect the business, operations, prospects or financial position or reputation of our Company.

It is clarified that for the purposes of the above, pre – litigation notices received by our Company, RIRTL or our Directors shall, unless otherwise decided by our Board, not be considered as material litigation until such time that litigation proceedings are initiated in respect of such notice before any judicial forum.

Unless stated to the contrary, the information provided below is as of the date of this Prospectus. All terms defined in a particular litigation are for that particular litigation only.

LITIGATION INVOLVING OUR COMPANY

Litigation against our Company

Criminal Proceedings

1. A criminal complaints bearing nos. 511 of 2008 has been filed by Union of India through Labour Enforcement Officer, Jaipur ("**Complainant**") against our Company and the erstwhile group general manager (north zone), Vishnu Kumar and chief regional manager, Jaipur for contravention of the provisions of the Contract Labour (Regulation and Abolition) Act, 1970 and the Contract Labour (Regulation and Abolition) Rules, 1971. The Complainant, on inspection of the premises of our Company situated at Jaipur on August 21, 2008 allegedly found that our Company was undertaking the work through contracted labour without obtaining a valid registration certificate, not maintaining the register of contractors, not displaying the notices showing the rates of wages, working hours, wage period, date of payment of wages, name and address of inspector having jurisdiction and date of payment of unpaid wages etc., non-maintenance of register of contracts, non – submission of annual returns in form XXV to the registering officer etc. Due to the abovementioned non – compliances, the Complainant then filed the complaints before the Civil Judge and Judicial Magistrate Court – 8 Jaipur which is currently pending.

2. A criminal complaint bearing no. 192 of 2016 has been filed by Ramchandra Kutar, Food Safety Officer, Rail Health unit, Sayajiganj, Vadodra on behalf of Western Railway ("**Food Safety Officer**") against our Company's Railneer Plant GIP DAM, Ambernath and Gulam Haidar Yusuf Miya, Miya S. Malik, Shivkumar R. Agrawal (together "**the vendors**") and Raja Bhattacharya, ("**Accused**") for contravention of section 3(1) (zz) (v) (iii), 26 (2) (i) and 27 (2) (c) read with section 66 of Food Safety and Standards Act, 2006 ("**FSS Act")** and the regulation no. 2.10.8 FSS (Food Product Standards and Food Additive) Regulation 2011 ("**FSS Regulations**"). On inspection of stalls of vendors at Bharuch railway station for collection of food sample under the FSS Act on August 22, 2015, the Food Safety Officer collected multiple samples of Rail Neer packaged drinking water for testing and analysis. On receipt of the analysis report from Food Analyst, Vadodra, it was allegedly found that the packaged drinking water was substandard as the total viable count of the phenol compound in the water was more than the prescribed limits and it did not comply with standards and provisions laid down Regulation 2.10.8 of FSS Regulation in respect of microbial count. The Food Safety Officer, post receipt of the prosecution order on May 7, 2016 from the Joint Food Safety Commissioner, Churchgate, Mumbai, filed the complaint on behalf of Western Railway in the capacity of a public servant before the Judicial Magistrate First Class (Railway) Surat, which is currently pending.

3. A criminal complaint no. 5100820/SS/2016 has been filed by the P.B. Pawar, Inspector of Legal Metrology, Kurla, Mumbai ("**Complainant**") against our Company's Railneer Plant GIP DAM, Ambernath, our erstwhile Directors, Sriram Venkatachalam and Amritbir Kaur Brar, and our present Chairman & Managing Director Mahendra Pratap Mall, who was also the erstwhile Director (Finance) (collectively, the "**Accused**"), before the Additional Chief Metropolitan Magistrate, Kurla, at court no. 51, Kurla, seeking a trial of the Accused for contravention of section 18(1) Legal Metrology Act, 2009 ("**Act**") and rules 2(m) and 24 of the Legal Metrology (Packaged Comodities) Rules, 2011("**Rules**") punishable under section 36 (1) of the Act.. The Complainant had carried out an inspection at a stall of M/s. Chantulal and sons in the Kurla railway station, Mumbai, and allegedly found, *inter alia*, that the Rail Neer packaged drinking water being sold at the stall did not declare the selling price as per rule 2(m) of the Rules. Consequently, our Company had applied for compounding of the said offence before the Deputy Controller of Legal Metrology, Mumbai. The Deputy Controller of Legal Metrology vide order dated July 29, 2016 bearing no. CR-258 compounded the offence and directed our Company and Directors to pay a compounding fee of ₹15,000 each, aggregating to ₹60,000 in total. However, since our Company has elected not to pay the said unreasonable compounding fee, the Inspector of Legal Metrology has filed the said criminal complaint alleging that our Company and Directors have contravened various provisions of the Rules which is a punishable offence under the Act. The matter is presently pending.

4. Two criminal cases bearing no. 1 of 2017 and 2 of 2017 have been filed by Ajay Kumar Tripathi, Food Safety Officer, North West Railway, Ajmer ("**Complainant**") against our Company's Regional Office, Jaipur and Others ("**Accused**") for offences under Sub Section 2 (ii) of Section 26, Section 52 of FSS Act and FSS Regulations before the office of Adjudicating officer and Additional District Magistrate (Administration), Ajmer. The Complainant conducted survey of Jan Aahar units on June 5, 2015 and December 3, 2015 respectively on the platform of Ajmer railway station. The following samples were collected (i) dairy based drink products (ii) sweetened carbonated water coca cola etc. (iii) packaged drinking water Rail Neer which were being sold at the said units. On inspection it was found that the products which were being sold at the catering units are misbranded. The complaints are pending before the Adjudicating officer.

5. A criminal case bearing no. 78 of 2018 have been filed by Ajay Kumar Tripathi, Food Safety Officer, North West Railway, Jaipur ("**Complainant**") against our Company's Nangloi Rail Neer plant and Others ("**Accused**") for offences under Sub Section 2 (ii) of Section 26 and punishable under Section 52 of FSS Act and FSS Regulations before the office of Adjudicating officer and Additional District Magistrate (Administration), Jaipur. The Complainant conducted survey of Rail Neer Packaged Drinking Water on April 18, 2016 on the platform of Jaipur railway station. On inspection it was found that the products which were being sold at the catering units are misbranded. The complaints are pending before the Adjudicating officer.

6. The State of Uttar Pradesh through Food Safety Officer Gautam Budh Nagar and Executive authorized authority cum ADM Gautam Budh Nagar ("Respondents") had initiated proceedings against our Company as case no. D2009 / 2014 under section 68 of the Food Safety and Standards Act, 2006 for the alleged contravention of section 3(1) (zx), 26 (2) (ii) and 51 of the Food Safety and Standards Act, 2006 for having used substandard raw materials

in our base kitchen at Noida. Thereafter, the Additional District Magistrate, Gautam Buddh Nagar ("**ADM**") passed a judgement against our Company for allegedly possessing substandard material and imposed a penalty of ₹45,000. Being aggrieved by the said Judgement, our Company has filed an appeal no 446/2016 against the Respondents under section 70 of the Food Safety and Standards Act, 2006 for setting aside of the final judgement dated October 20, 2016. The same is currently pending before the Statutory Appellate Authority.

7. A criminal complaint bearing no CR 1970 c of 2018 has been filed by State through Labour Enforcement Officer (Central)-II Guwahati and an inspector appointed under section 28(1) of the Contract Labour (Regulation and Abolition) Act, 1970 against our company represented by Anuj Dutta, AGM Guwahati and Sh. M.P. Mall, CMD New Delhi, for contravention of the provisions of contract labour (Regulation and Abolition) Act 1970 and Contract Labour (Regulation and Abolition) Central rules 1971. The complainant, on inspection conducted on December 5, 2017 allegedly found that notices pertaining to the rate of wages, hours of work, wage period, date of payment of wages, name and addresses of Inspector, date of payment of unpaid wages has not been properly displayed. It was also allegedly found that the register of contractors in form XII not maintained, there is failure in intimating the date of commencement/completion of work in form VI B and that more than 100 personnels were found engaged without obtaining valid certificate of registration. Due to the aforementioned alleged non compliances, the complainant filed a complaint bearing no CR 1970 c of 2018 before the Chief Judicial Magistrate, Guwahati. Our Company has filed a criminal revision petition bearing no. 11 of 2019 before the Gauhati High Court seeking to quash the complaint. The Gauhati High court vide order dated January 9, 2019 suspended the further proceeding in CR 1970 c of 2018, till the returnable date, i.e. February 15, 2019. Further, the Gauhati High Court vide its order dated February 15, 2019 has declared that the interim orders passed earlier will continue until further orders. The next date of hearing has not been disclosed.

Other material pending litigations

1. Cox & Kings Limited ("**C&K**") has initiated 2 arbitration proceedings *vide* two separate statement of claims dated November 09, 2011 and July 26, 2012, against our Company with respect to our Joint Venture Company, RIRTL; one pertaining to the joint venture agreement dated December 10, 2008 ("**JV Agreement**") and the other pertaining to the articles of association of RIRTL ("**Arbitration Proceedings**") Our Company and C&K had entered into the JV Agreement for the formation of RIRTL for the purpose of running, operating and managing the luxury tourist train, Maharajas' Express ("**Train**") for a minimum period of 15 years on lease to be taken from our Company.

   Our Company, *vide* letter dated August 12, 2011, had withdrawn the use of the trains by RIRTL as there was no lease agreement entered into for the same and had terminated the JV Agreement *inter alia* on account of non-payment of dues by C&K and breach of several provisions of the JV Agreement. C&K had challenged the said termination by approaching the High Court of Delhi seeking a stay on the said termination of the JV Agreement. The single bench of High Court of Delhi had *vide* its order dated September 06, 2011 *inter alia* directed that for the period commencing from September 14, 2011 until December 31, 2011, the Train shall continue to run as it was being run as per the JV Agreement under the supervision of a receiver and further directed that parties may initiate steps to resolve the dispute by way of arbitration.

   Being aggrieved by the said order passed by the single bench of High Court of Delhi, our Company filed a first appeal before the division bench of the High Court of Delhi challenging the said order and contending that since the JV Agreement has been terminated and our Company being the owner of the Train cannot be compelled to operate the Train in accordance with the terms of the JV Agreement. The division bench *vide* its order dated January 02, 2012 allowed the appeal and set aside the order dated September 06, 2011 passed by the single bench of High Court of Delhi and upheld that the terminated JV Agreement cannot be restored and that our Company would continue to operate the Train and whatever bookings have been made by C&K would also be transferred to our Company.

   C&K, being aggrieved by the said order dated January 02, 2012 passed by the division bench of the High Court of Delhi, preferred a special leave petition ("**SLP**") before the Supreme Court of India. The Supreme Court of India *vide* order dated July 05, 2012 dismissed the SLP and upheld the order of the division bench of the High Court of Delhi regarding operation of the Train by our Company and also granted liberty to the parties to appoint arbitral tribunal to settle the disputes.

C&K has initiated the said Arbitration Proceedings against our Company and RIRTL seeking relief *inter alia* that (i) the JV Agreement be specifically be performed (ii) the termination of the JV agreement be struck down (iii) pending the hearing and final disposal of the claim, it be directed that the Train continues to operate as part of RIRTL (iv) our Company be permanently restrained from using the rake/coaches of the Train for any other purpose other than for exclusive use of the JV Company (v) to execute a formal lease agreement for the Train in terms of the JV Agreement (vi) our Company be directed to pay ₹200 million towards shortfall of the working capital of the JV Company and (iv) in the alternative and in the unlikely event that specific performance of the JV Agreement is not granted then claim of damages amounting to ₹3,510 million.

The Arbitration Proceedings are pending for hearing before the arbitral tribunal.

Simultaneously, our Company has also initiated proceeding before NCLT (erstwhile Company Law Board) under sections 388B, 397, 398, 399 and 403 of the Companies Act, 1956. For details, see "Litigation by our Company - Other material pending litigations." under this chapter.

2. Earth Water Private Limited (erstwhile Fontus Water Private Limited ("**Fontus**")) has initiated arbitration proceedings against our Company seeking *inter alia*, damages of ₹248.78 million from various disputes arising out implementation of the contracts documents awarded to Fontus by our Company along with exemplary costs of ₹5 million for alleged mental harassment. On the mandate having been given by Ministry of Railways, our Company had invited operators to participate in bids for management of Water Vending Machine units ("**WVMs**") for sale of potable drinking water through automatic potable WVMs at various railway stations. In May, 2014, Fontus was empaneled under the expression of interest for the project and thereafter participated in tender process and awarded license for 12 clusters. Fontus has alleged that our Company had, from the outset, caused difficulties in and delayed the implementation of the project, including lack of clarity and delayed provision of electricity and water connections, poor locations and sites, lack of clarity on policy matters such as payment of security deposit for electricity connections, and wrongful demands of security deposit in contradiction to the terms of the arrangement between the parties pursuant to the model bid document, letter of award and the letter of acceptance of award. In addition to damages and exemplary costs, Fontus has *inter alia* also prayed for our Company to be directed to refund or adjust any excess security deposit paid by Fontus, extend the completion period of the commissioning of WVM, and re-assess the terms of the project. The arbitration proceedings are presently pending before the sole arbitrator.

3. A total of 13 writ petitions have been filed by various entities against the Union of India, through the Ministry of Railways, Government of India ("**Respondent**"), and others before the High Court of Delhi. Out of the 13 writ petitions, Writ Petition (C) Nos. 11513 of 2017, 11548 of 2017, 11552 of 2017, 11553 of 2017, 11581 of 2017, 11588 of 2017, 11595 of 2017, 11637 of 2017 and 11638 of 2017 have been filed by M/s. Brandavan Food Products, Writ Petition (C) Nos. 11550 of 2017 and 11587 of 2017 have been filed by Satyam Caterers Private Limited, and Writ Petition (C) Nos. 11570 of 2017 and 11678 of 2017 have been filed by R.K. Associates & Hoteliers Private Limited (M/s. Brandavan Food Products, Satyam Caterers Private Limited and R.K. Associates & Hoteliers Private Limited are collectively referred to as "**Petitioners**"). The Respondent had published tenders for provision of catering services on various trains operating in India. The Petitioners were selected as successful bidders in respect of different trains. On October 9, 2013, vide commercial circular no. 63/ 2013, the Respondent introduced the service of 'combo' meals to passengers in place of regular second meal of the day where more than one meal service are provided. Thereafter, vide commercial circular no. 67/ 2013, the Respondent restored regular meal in place of combo meal without any increase in charges. Further, the Respondent, vide commercial circular no. 32/ 2014 dated August 6, 2014, directed that 'Welcome Drinks' are to be served to all passengers without any reimbursement to the catering companies. The Petitioners have challenged enforcement of the aforementioned commercial circular nos. 67/ 2013 and 32/ 2014 and have additionally prayed for an aggregate amount of ₹737.71 million due to losses incurred on account of service of welcome drinks and / or 'regular' meals at the price of 'combo' meals. The matters are presently pending.

4. An application bearing Case No. 30 of 2018 under Section 19(1)(a) of the Competition Act, 2002 ("**Act**") has been filed by Meet Shah against our Company and the Indian Railways for the alleged abuse of dominant position under Section 4 of the Act in online ticketing operations of Indian Railways. Pursuant to the direction of the Competition Commission of India, the Joint Director General of the Competition Commission of India ("**JDG**")

has issued a notice dated December 19, 2018 bearing F.No. DG/CCI/IW/1/20/2018/397 to our Company ("**Notice**"). The JDG has initiated investigations in the matter and has, vide the Notice, raised certain queries and requested our Company to furnish certain documents. The queries, in the context of the alleged abuse of dominant position, primarily relate to the ticketing services provided by our Company, our role in the determination of the passenger fare, and the rounding off of the passenger fare to the next multiple of 5 included in the base fare. Our Company has responded to the Notice vide letter dated January 24, 2019, stating *inter alia*, that (i) the passenger fare is uniform for all channels of booking since the fare is fetched through the central Indian Railway Passenger Reservation System ("**PRS**"); (ii) our Company has no role in the determination of passenger fare and merely acts as a facilitator between the PRS and the passenger; (iii) our Company does not charge any service fee or commission for providing the ticketing services, but is compensated by the MoR; (iv) the policy of rounding off of the fare is a decision of the MoR introduced to treat all passengers equally and to enable smooth and efficient ticket booking process at the railway counters. The matter is presently pending.

5. A.K. Roy ("**Claimant**") had initiated forty eight arbitration proceedings against our Company seeking compensation for alleged breach of terms of condition for operation and management of catering services in 29 temporary trains and 19 regular trains. The Claimant, being one of the contractors of our Company was awarded the license for operation and management of catering services against payment of a certain license fee. Our Company had terminated his license on account of his failure to pay the license fee and failure to perform certain obligations, thereby breaching the terms and conditions of the license. The Claimant has initiated arbitration proceedings against our Company and filed separate statement of claims on the basis of each contract. The arbitrator awarded a sum of ₹9.77 million in favor of the Claimant in 37 arbitration matters and a sum of ₹2.19 million awarded in favor of our Company in 11 arbitration matters. Being aggrieved by the award passed by the arbitrator, the Claimant has filed objections before various courts under section 34 of Arbitration and Conciliation Act, 1996 in 21 arbitration matters. Further, out of 21 arbitration matters, 4 matters are pending for hearing before Patiala House Court. Further, our Company has also filed objections against the amount awarded to A.K. Roy in 14 matters which are currently pending.

6. 2 special leave petitions bearing SLP(C) nos. 32952 of 2015 and 3249 of 2016 ("**SLPs**") have been filed by Sanjeevani Foods and Beverages and others, and Indian Railway Caterer's Association and others, respectively (collectively "**Respondents**"), , against the Union of India, our Company and others, before the Supreme Court of India. Both the SLPs have been filed challenging the order dated October 28, 2015 passed by the High Court of Bombay ("**Impugned Order**"). *Vide* the Impugned Order, the High Court of Bombay has dismissed the writ petitions filed by the Respondents, wherein they had challenged the circular no. 15 of 2003 dated March 11, 2003 issued by MoR and letters dated October 13, 2015 and October 17, 2015 issued by Central Railways and Western Railways, making it mandatory to sell only Rail Neer brand packaged drinking water at various railway stations and trains, thereby allegedly creating a monopoly ("**Impugned Decision**"). The SLPs have been filed on the grounds that the Impugned Decision is arbitrary, unreasonable, discriminatory and illegal. The Respondents have *inter alia* prayed that special leave be granted to appeal against the Impugned Order. The Supreme Court *vide* order dated May 13, 2016 had stayed the operation of the Impugned Decision and directed that the said Impugned Decision will not come in the way of catering/vending licensees in Mumbai division to stock up and deal with other brands of packaged/bottled water in addition to Rail Neer such of which are approved by the Zonal Railways. However, the Supreme Court *vide* order dated August 11, 2016 has vacated the said stay. Both the SLPs are pending for hearing before the Supreme Court of India.

Tax proceedings

Indirect Tax proceedings

Sr. No.	Type of Indirect Tax	Number of cases	Approximate amount in dispute/ demanded (in ₹ million)
1.	Service Tax	26	1,106.22
2.	Value Added Tax	68	1,150.92
3.	Entry Tax	1	0.09
Total		**95**	**2,257.23**

Direct Tax proceedings

NIL

Actions by statutory and regulatory authorities

NIL

Litigation by our Company

Criminal Proceedings

Nil

Other material pending litigations

1. Our Company has filed a petition bearing number 12(ND)/ 2012 against RIRTL, Cox & Kings Limited ("**C&K**") and others before the erstwhile Company Law Board ("**CLB**") under sections 388B, 397, 398, 399 and 403 of the Companies Act, 1956. Our Company has sought interim reliefs *inter alia* that (i) C&K and the directors nominated by it on the board of RIRTL or its officers be restrained from transferring, alienating or dealing with any movable or immovable assets in any manner of RIRTL (ii) directing C&K to maintain status quo with respect to the shares held by it in RIRTL and injunction restraining C&K from exercising any right as a shareholder of RIRTL (iii) restraining C&K from making any representation to the public at large associating itself with RIRTL or 'The Maharajas' Express'(iv) restraining C&K and others from operating the bank accounts of RIRTL. Our Company has also sought final reliefs *inter alia* that (i) C&K be directed to sell its shareholding in RIRTL to our Company at a value of ₹10 per share or at a fair valuation (ii) order that the board of RIRTL be reconstituted with representatives of only our Company (iii) directing the removal of the nominee directors of C&K from the board of RIRTL (iv) deleting the articles of association of RIRTL which have a potential of leading to a deadlock between the shareholders of RIRTL and (v) declare that our Company is not liable to pay any amounts to C&K for providing off-board services for the period from 2010-2011.

   The CLB vide its order dated February 02, 2012 rejected the interim relief claimed by our Company.

   Further, during the ongoing proceedings, C&K had filed an application before the CLB praying for an order directing the RoC to mark RIRTL as "having management disputes". The CLB, *vide* order dated January 21, 2015 had directed the RoC to mark RIRTL as "having management dispute" and granted liberty to both parties to approach it for appointment of directors in the eventuality of any vacancy. Accordingly, our Company had filed an application praying for the issuance of directions to give effect to the names of nominee directors on behalf of our Company on the board of RIRTL and consequently, the NCLT *vide* order dated November 15, 2016 accepted the appointment of 3 persons namely Dr. A.K. Manocha (the then chairman and managing director of our Company), Amritbir Kaur Brar (the then Whole-time Director (Tourism & Marketing) of our Company) and Abdul Hayat (the then Group General Manager - Finance of our Company) as nominee directors on behalf of our Company on the board of RIRTL.

   The said matter is presently pending for hearing before NCLT.

LITIGATION INVOLVING OUR DIRECTORS

Outstanding Criminal Litigation involving our Directors

For details of litigation involving our Directors, please see "*Litigation against our Company – Outstanding Criminal Cases*" on page 267.

Except as mentioned above, there are no other outstanding criminal litigation involving our Directors.

Outstanding Litigations involving our Directors whose outcome may have a material adverse effect on our Company

NIL

Tax Proceedings against our Directors

NIL

Pending action by statutory or regulatory authorities against our Directors

NIL

Outstanding litigation involving other persons whose outcome could have a material adverse effect on our Company

NIL

LITIGATION INVOLVING OUR JOINT VENTURE

Except as disclosed in "*Litigation against our Company – Other material pending litigations*" and "*Litigation by our Company – Other material pending litigations*" above, there are no material litigation proceedings involving RIRTL.

Outstanding dues to micro, small and medium enterprises and other material creditors by our Company

As per the policy of materiality for identification of material creditors adopted by our Board at the meeting held on July 26, 2019, outstanding dues to creditors in excess of 5% of the total trade payables to creditors in Fiscal 2019 (i.e. ₹1,919.57 million) as per the Restated Financial Statements of our Company are to be considered as material creditors. Accordingly, creditors to whom an amount in excess of ₹95.98 million is owed are considered as material creditor.

As of March 31, 2019, the total amount outstanding to creditors was ₹1,919.57 million, out of which a total amount of ₹7.74 million (excluding interest) was owed to micro, small and medium enterprises ("**MSMEs**").

Details of outstanding dues owed as at March 31, 2019 to MSMEs and material creditors are set out below:

Creditors	Number of creditors	Amount due (in ₹ million)
MSMEs	18	7.74
Other material creditors	1	1,555.31

The details pertaining to amounts due towards our material creditors are available on the website of our Company at www.irctc.com

Material Developments since the last balance sheet date

For details of significant developments post March 31, 2019, see *"Management's Discussion and Analysis of Financial Condition and Results of Operations"* on page 237.

GOVERNMENT AND OTHER APPROVALS

We have set out below an indicative list of material approvals, licenses, registrations and permits obtained by our Company. In view of the approvals listed below, our Company can undertake this Offer, and can undertake its current business activities, including on the basis of the list of material approvals provided below. Other than as stated below, no further material approvals from any governmental or regulatory authority are required to undertake this Offer or continue the business activities of our Company. Unless otherwise stated, these approvals, licenses, registrations and permits are valid as of the date of this Prospectus. Certain approvals may have lapsed in their normal course and our Company has either already made applications to the appropriate authorities for renewal of such licenses and/or approvals or is in the process of making such renewal applications.

For details in connection with the regulatory and legal framework within which we operate, see "Key Regulations and Policies" on page 144.

Incorporation related approvals

1. Certificate of incorporation dated September 27, 1999 issued to our Company by the Deputy Registrar of Companies, N.C.T. of Delhi and Haryana in the name of '*Indian Railway Catering and Tourism Corporation Limited*;

2. Certificate of commencement of business dated December 2, 1999 issued to our Company by the Deputy Registrar of Companies, N.C.T. of Delhi and Haryana;

Approvals in relation to this Offer

For the approvals and authorization obtained by our Company in relation to the Offer, see "*Other Regulatory and Statutory Disclosures*" on page 280.

Tax related approvals

1. Permanent Account Number AAACI7074F issued by the Income Tax Department under the Income tax Act, 1961;

2. Tax deduction account number DELI03083D issued by the Income Tax Department under the Income tax Act, 1961;

3. As disclosed below, GST registrations have been obtained by our Company for each state where our business operations are spread:

Sr. No.	State	Registration number
1.	Jammu and Kashmir	01AAACI7074F1ZY
2.	Himachal Pradesh	02AAACI7074F1ZW
3.	Punjab	03AAACI7074F1ZU
4.	Chandigarh	04AAACI7074F1ZS
5.	Uttarakhand	05AAACI7074F1ZQ
6.	Haryana	06AAACI7074F1ZO
7.	Delhi	07AAACI7074F1ZM
8.	Rajasthan	08AAACI7074F1ZK
9.	Uttar Pradesh	09AAACI7074F1ZI
10.	Bihar	10AAACI7074F1ZZ
11.	Assam	18AAACI7074F1ZJ
12.	West Bengal	19AAACI7074F1ZH
13.	Jharkhand	20AAACI7074F1ZY
14.	Odisha	21AAACI7074F1ZW

Sr. No.	State	Registration number
15.	Chhattisgarh	22AAACI7074F1ZU
16.	Madhya Pradesh	23AAACI7074F1ZS
17.	Gujarat	24AAACI7074F1ZQ
18.	Maharashtra	27AAACI7074F1ZK
19.	Karnataka	29AAACI7074F1ZG
20.	Kerala	32AAACI7074F1ZT
21.	Tamil Nadu	33AAACI7074F2ZQ
22.	Telangana	36AAACI7074F1ZL
23.	Andhra Pradesh	37AAACI7074F1ZJ

Material approvals for our business and operations

We require various approvals, permits, consents, registrations, certifications and licenses under various legislations in order to conduct our business of manufacturing packaged drinking water which may vary on the basis of the location of our plants, as well as to conduct our catering and tourism businesses. We have also obtained registrations in respect of our various regional offices, as applicable.

Approvals related to our packaged drinking water business

Ambernath plant

1. Permission to operate factory of upto 150 workers and usage upto 1,000 horsepower bearing registration no. 1681700227432 issued by the Directorate of Industrial Safety and Health, Government of Maharashtra;

2. License bearing number 10019901000254 dated July 22, 2019 issued by the Food Safety and Standards Authority of India;

3. Permission bearing no. H.544.HS.Food Safety, dated July 18, 2019 issued by the Food Safety and Standards Authority of India for usage of pre-packaging material containing old name, address or license number;

4. License bearing no. CM/L-2901654 of IS 14543:2016 for packaged drinking water issued by the Bureau of Indian Standards valid till July 31, 2019 which is further renewed till July 31, 2020.;

5. Certificate for Food Safety Management system as per ISO 22000:2005 issued by TÜV India Private Limited for manufacture of packaged drinking water by water receiving, chlorination, carbon filtration, ultra filtration, reverse osmosis, UV treatment, ozonisation, bottle rinsing, filling and sealing of caps;

6. Registration as a Manufacturer with registration no. L.M.D./Konkan Region/1139 under rule 27 of the Legal Metrology Department (Packaged Commodities) Rule 2011, issued by the Legal Metrology Organisation, Food, Civil Supplies and Consumer Protection Department, Government of Maharashtra;

7. Consent to operate bearing no. MPCB/SROK-II/17/1701000456/176 dated January 12, 2017 issued by the Maharashtra Pollution Control Board for manufacturing of packaged drinking water up to a maximum quantity of 200 M^3/ Day valid until December 31, 2019.

Bhopal plant

1. License bearing no. CM/L - 8200094008 of IS 14543:2016, dated May 20, 2019 for packaged drinking water (other than PNMW) issued by the Bureau of Indian Standards;

2. License no. 10019026001512, dated May 20, 2019 for manufacturing packaged drinking water up to a quantity of 300 MT/ Day issued by the Food Safety and Standards Authority of India;

Bilaspur plant

1. License bearing no. CM/L-5900031009 of IS 14543:2016, dated January 31, 2019 for packaged drinking water issued by the Bureau of Indian Standards which is further renewed from February 10, 2019 to February 9, 2020;

2. License bearing number 10017037000259 dated February 13, 2017 issued by the Food Safety and Standard Authority of India;

3. Consent bearing no. 1043/R.O/T.S/C.E.B./2019 for production of packaged drinking water, under Section 25 of the Water (Prevention and Control of Pollution) Act, 1974 and Section 21 of the Air (Prevention and Control of Pollution) Act, 1981 upto 25 million litres per annum issued by the Environment Conservation Board, Bilaspur, Chhattisgarh renewed till May 14, 2024;

4. License to work a factory bearing no. CG-10-1231-767/BSP/1104/2m(i)/5494-57179/2017, dated February 11, 2019 issued by the Government of Chhattisgarh valid till December 31, 2019;

5. No objection certificate no. CGWA/NOC/IND/ORIG/2016/2190 to ground water withdrawal issued by the Central Ground Water Board, North Central Chhattisgarh Region for withdrawal to the tune of 120 M^3/ Day at village- Sirgitti, Belha, Bilaspur.

Danapur plant

1. License bearing no. CM/L-No 5214044 of IS 14543:2016 for packaged drinking water issued by the Bureau of Indian Standards;

2. Discharge consent order bearing reference no. 408 dated March 26, 2019 issued under Section 25/26 of the Water (Prevention and Control of Pollution) Act, 1974 by the Bihar State Pollution Control Board;

3. Emission consent order bearing reference no. 407 dated March 26, 2019 issued under Section 21 of the Air (Prevention and Control of Pollution) Act, 1981 by the Bihar State Pollution Control Board;

4. License bearing registration no. 00663/BR/PTN issued by the Factory Inspection Department, Government of Bihar;

5. License bearing no. 10013902300060 issued by the Food Safety and Standards Authority of India;

6. Certificate of registration bearing no. 17DQBJ70 with ISO 9001:2015 with respect to quality management system issued by ROHS Certification Private Limited.

Hapur plant

1. Product certification license no. CM/L-8700085414 as per IS 14543:2016 dated February 1, 2019 issued by the Bureau of Indian Standards;

2. License bearing no. 10019051002782 for manufacturing packaged drinking water up to a quantity of 120 M^3/ Day issued by the Food Safety and Standards Authority of India.

Nangloi plant

1. License bearing no. CM/L-No 8540072 of IS 14543:2016 for packaged drinking water issued by the Bureau of Indian Standards;

2. License to work a factory bearing license no. DFL-9963 issued by the Officer of the Chief Inspector of Factories, Labour Department, Government of N.C.T. of Delhi;

3. License bearing no. 10019908000086 issued by the Food Safety and Standards Authority of India;

4. License bearing no. CRO/QM/L-8003069.2 for compliance with ISO 9001:2015 issued by the Bureau of Indian Standards;

Palur plant

1. License no. 3509255 for IS 14543:2016 in respect of transparent, food grade pet bottles issued by the Bureau of Indian Standards;

2. License under the Tamil Nadu Factories Rules, 1950 issued by the Inspectorate of Factories;

3. License bearing no. 10015042002061 issued by the Food Safety and Standards Authority of India;

4. Certificate of verification no. 2562122 issued by the Legal Metrology Officer, Chengalpattu;

5. License no. QM/L-6007226.1 of IS/ISO 9001:2015 for Quality Management Systems issued by Bureau of Indian Standards;

6. Fire License bearing no. 934/2019 dated May 6, 2019 issued by the Tamil Nadu Fire & Rescue Services;

7. NOC bearing no. CMWSSB/O&M/HG/001/2009 for drawal of 0.03 million liters of ground water per day issued by the Managing Director, Chennai Metropolitan Water Supply and Sewerage Board;

Sanand plant

1. License bearing no. CM/L-7200140591 for IS 14542:2016 in respect of packaged drinking water, 1L PET bottles issued by the Bureau of Indian Standards;

2. License no. 10019021004046 for manufacturing packaged drinking water upto a quantity of 300 MT/ Day issued by the Food Safety and Standards Authority of India.

Approvals in relation to our tourism business

1. Certificate of accreditation awarded in the year 2019 by the International Air Transport Association for having met its professional standards to promote and sell international air passenger transportation;

2. Approval for Inbound Tour Operator dated December 18, 2014 bearing number 5.TT.II(121)/2010-ITO issued by the Regional Director, Ministry of Tourism further renewed till December 17, 2019.

3. Liquor Licenses no. 720/2019-20 issued by the Maharashtra State Excise, Government of Maharashtra for service of Indian and foreign liquor in our Maharajas' Express Trains.

Approvals in relation to our catering business

Base kitchen – New Delhi

1. License bearing no. 10019908000123 issued by the Food Safety and Standards Authority of India;

Base kitchen – Howrah

1. License bearing no. 12817904000039 issued by the Food Safety and Standards Authority of India;

2. Certificate of approval bearing no. IRQS/190600487 issued by Indian Register Quality Systems for Food Safety Management Systems with respect to preparation of food and beverages in the base kitchen.

Material Approvals which have expired for which renewals have been applied for but not yet received

1. Application bearing reference no. ARN0000036649 made by our Company on February 21, 2019 to the Deputy Commissioner (Excise), Government of NCT of Delhi, for renewal of liquor license bearing no. L20/2012/000466 for service of Indian liquor in a bar/ dining car in a luxury train, service of foreign liquor in a bar/ dining car in a luxury train.

2. Application submitted in Form – I by our Company to the Tamil Nadu Pollution Control Board for consent to operate the Rail Neer plant located at S. No. 2675-2, Palur Village, Chengalpattu Taluk, Kancheepuram District – 603 101.

Material approvals applied for but not yet received

Nil

Intellectual property approvals

As on the date of this Prospectus, our Company has the following registered trademarks:

Sr. No.	Trade Mark No.	Particulars of the mark	Class	Valid / renewed up to
1.	3931490		39	August 31, 2028
2.	2711873		30	August 7, 2027
3.	2227818	THE ROYALE INDIAN ROVER	43	November 2, 2021
4.	2227819	THE ROYALE INDIAN ROVER	12	November 2, 2021
5.	2227820	THE ROYALE INDIAN ROVER	39	November 2, 2021
6.	2227833		3	November 2, 2021
7.	2227823		12	November 2, 2021
8.	2227834		38	November 2, 2021
9.	2227835		41	November 2, 2021
10.	2350344	TREASURES OF INDIA	41	June 19, 2022
11.	2350342	TREASURES OF INDIA	39	June 19, 2022
12.	2350343	TREASURES OF INDIA	43	June 19, 2022
13.	2350351	THE INDIAN SPLENDOUR	43	June 19, 2022
14.	2350352	THE INDIAN SPLENDOUR	41	June 19, 2022
15.	2350355	THE INDIAN PANORAMA	41	June 19, 2022
16.	2227828	THE GREAT INDIAN ROVER (DEVICE)	33	November 2, 2021
17.	2227821	The Great Indian Rover (Label)	8	November 2, 2021
18.	2227831	THE GREAT INDIAN ROVER (DEVICE)	26	November 2, 2021
19.	2227827	THE GREAT INDIAN ROVER (LOGO)	32	November 2, 2021
20.	2227830	THE GREAT INDIAN ROVER (DEVICE)	25	November 2, 2021
21.	2227824	THE GREAT INDIAN ROVER (LOGO)	20	November 2, 2021
22.	2227822	THE GREAT INDIAN ROVER (LOGO)	6	November 2, 2021
23.	2227838	THE GREAT INDIAN ROVER (DEVICE)	39	November 2, 2021

24.	2227832	THE GREAT INDIAN ROVER (DEVICE)	27	November 2, 2021
25.	2227829	THE GREAT INDIAN ROVER (DEVICE)	24	November 2, 2021
26.	2227837	THE GREAT INDIAN ROVER (DEVICE)	43	November 2, 2021
27.	2227836	THE GREAT INDIAN ROVER (DEVICE)	44	November 2, 2021
28.	2227826	THE GREAT INDIAN ROVER (LOGO)	29	November 2, 2021
29.	2227825	THE GREAT INDIAN ROVER (LOGO)	21	November 2, 2021
30.	1110644	RAIL NIER	32	June 11, 2022
31.	1210944	RAIL NEER	32	July 2, 2023
32.	2285312		32	February 17, 2022
33.	2285314		32	February 17, 2022
34.	2285315		32	February 17, 2022
35.	1649381	INDIANRAILWAYTOURISM	39	February 4, 2028
36.	1649382	INDIANRAILTOURISM	39	February 4, 2028
37.	1649383	INDIARAILTOURISM	39	February 4, 2028
38.	1649384	RAILWAYTOURISMINDIA	39	February 4, 2028
39.	1649385	RAILTOURISMINDIA	39	February 4, 2028
40.	1649386	INDIANRAILWAYTOURISM	39	February 4, 2028

List of trademarks pending for renewal:

Sr. No.	Trade Mark No.	Particulars of the mark	Class	Date of application
1.	1082599	RAIL NEER	32	February 17, 2012
2.	1110642	RAIL NIR	32	February 17, 2012
3.	1110643	RAIL NEIR	32	February 17, 2012

Domain names

We have registered the domain names (i) www.irctc.co.in; (ii) www.ecatering.irctc.co.in; (iii) www.air.irctc.co.in; (iv) www.irctctourism.com; (v) www.the-maharajas.com; (vi) www.irctcbuddhisttrain.com; (vii) www.irctcimudra.com and (viii) www.majestictouristtrains.com; which are valid as on the date of this Prospectus.

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OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for this Offer

Our Board of Directors has approved this Offer pursuant to a resolution passed at its meeting held on August 21, 2019.

The Selling Shareholder has, through letter dated August 21, 2019, conveyed the consent for inclusion of 20,000,000 Equity Shares as part of the Offer for Sale. The Selling Shareholder through letter bearing no 2019/PL/49/01 dated September 19, 2019, conveyed the consent for inclusion of 160,000 Equity Shares for Employees Bidding in the Employee Reservation Portion as part of the Offer for Sale.

Our Board, by way of resolution dated August 21, 2019, has approved the Draft Red Herring Prospectus.

Our Company has received in-principle approvals from BSE and NSE for listing of the Equity Shares pursuant to letters dated September 6, 2019 and September 5, 2019, respectively.

Prohibition by SEBI or other Governmental authorities

Our Company, our Directors, our Promoter or persons in control of our Company, have not been prohibited from accessing the capital market for any reason or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any other regulatory or governmental authority or court, including any securities market regulator in any jurisdiction.

Our Promoter, our Directors, persons in control of our Company were not, and are not, a promoter or a director or persons in control of any other company which is debarred from accessing the capital market under any order or directions made by SEBI.

Neither our Company, nor our Promoter or our Directors have been identified as Wilful Defaulters.

None of our Directors are associated in any manner with the securities market, including securities market related businesses, and there has been no action taken by SEBI against our Directors or any entity in which any of our Directors are involved as a promoter or director in the five years preceding the date of this Prospectus.

The listing of any securities of our Company has never been refused at any time by any of the stock exchanges in India or abroad.

Confirmation under the Companies (Significant Beneficial Ownership) Rules, 2018

Section 89 of the Companies Act, 2013 which deals with declaration in respect of beneficial interest in any share is not applicable to the Government Companies.

Eligibility for the Offer

Our Company confirms that it is not ineligible to make the Offer in terms of the SEBI ICDR Regulations, to the extent applicable. There are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into, or which would entitle any person any option to receive Equity Shares, as on the date of this Prospectus.

The Selling Shareholder confirms that it has held the Equity Shares being offered for sale in this Offer for a period of at least one year prior to the date of filing the Draft Red Herring Prospectus with SEBI and that it is in compliance with Regulation 8 of the SEBI ICDR Regulations.

Our Company is eligible for the Offer in accordance with Regulation 6(1) of the SEBI ICDR Regulations as set out under the eligibility criteria calculated as per our Restated Financial Information:

- Our Company has had net tangible assets of at least ₹30 million, calculated on a restated basis, in each of the preceding three full years (of 12 months each), of which not more than 50% are held in monetary assets;

- Our Company has a pre-tax operating profit of at least ₹150 million, calculated on a restated basis, during the preceding three years (of 12 months each), with operating profit in each of these three years;

- Our Company has a net worth of at least ₹10 million in each of the three preceding full years (of 12 months each) calculated on a restated basis; and

- Our Company has not changed its name since its incorporation.

Our Company's net tangible assets, monetary assets and monetary assets as a percentage of the net tangible assets, operating profits and net worth, derived from the Restated Financial Information included in this Prospectus as at and for the last three Fiscals are set forth below:

(₹ in million)

Particulars	**As on March 31, 2019**	**As on March 31, 2018**	**As on March 31, 2017**
Net tangible assets, as restated[(i)]	10,166.22	9,823.42	8,004.59
Monetary assets, as restated[(ii)]	17,794.29	14,249.83	11,795.98
Monetary assets, as restated, as a % of net tangible assets, as restated[(iii)]	175.03	145.06	147.37
Pre-tax operating profit, as restated[(iv)]	3,436.79	2,498.49	2,910.58
Net worth, as restated[(v)]	10,428.42	9,545.26	7,865.59

(i) Restated 'Net tangible assets' mean the sum of total assets of our Company, excluding deferred tax assets (net) and intangible assets as defined in Ind AS 38 'Intangible Assets' deducted by total liabilities excluding deferred tax liabilities (net), each on a restated basis;

(ii) Restated 'Monetary Assets' are balances of cash and bank including any amount held in fixed and term deposits and all assets to be received in a fixed and determinable amount of money;

(iii) 'Monetary Assets as restated as a percentage of the net tangible assets' means restated monetary assets divided by restated net tangible assets, expressed as a percentage.

(iv) Restated 'Pre-tax operating profit' is calculated as the restated profit before tax excluding exceptional items, finance costs and other income, each on a restated basis;

(v) Restated 'Net worth' means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation, each on a restated basis; and

Our Company has pre-tax operating profits in each of Fiscal 2019, 2018 and 2017 in terms of our Restated Financial Information. Further, our Company is in compliance with the conditions specified in the SEBI ICDR Regulations, to the extent applicable.

In accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees to whom the Offered Shares will be allotted under this Offer shall not be less than 1,000 otherwise the entire application money will be refunded to the Bidders. If such money is not repaid within the time prescribed under the applicable law, our Company and the Selling Shareholder shall be liable to pay interest on the application money at the rate of 15% per annum in accordance with the applicable law.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, IDBI CAPITAL MARKETS & SECURITIES LIMITED, SBI CAPITAL MARKETS LIMITED AND YES SECURITIES (INDIA) LIMITED, HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE OUR COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS, AND THE SELLING SHAREHOLDER WILL BE RESPONSIBLE ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY IT IN THIS DRAFT RED HERRING PROSPECTUS IN RELATION TO ITSELF FOR THE PORTION OF THE EQUITY SHARES OFFERED BY WAY OF THE OFFER OF SALE, THE BOOK RUNNING LEAD MANAGERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT OUR COMPANY AND THE SELLING SHAREHOLDER DISCHARGE THEIR RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGERS HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED AUGUST 21, 2019, IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY OR ANY PERSON WHO HAS AUTHORISED THE ISSUE OF THIS DRAFT RED HERRING PROSPECTUS FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/ OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGERS ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.

Disclaimer from our Company, the Selling Shareholder, our Directors and the BRLMs

Our Company, the Selling Shareholder, our Directors and the BRLMs accept no responsibility for statements made otherwise than those confirmed in this Prospectus or in the advertisements or any other material issued by or at our Company's or the Selling Shareholder's instance. Anyone placing reliance on any other source of information, including our Company's website www.irctc.com would be doing so at his or her own risk.

The BRLMs accept no responsibility, save to the limited extent as provided in the Offer Agreement entered into between our Company, the Selling Shareholder and the BRLMs and the Underwriting Agreement to be entered into between our Company, Selling Shareholder and the Underwriters.

All information shall be made available by our Company, the Selling Shareholder and the BRLMs to the public and investors at large and no selective or additional information would be made available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at the Bidding Centres or elsewhere.

Neither our Company nor the Selling Shareholder, nor any Syndicate Members shall be liable for any failure in uploading the Bids due to faults in any software/hardware system or otherwise.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholder, Underwriters and their respective directors (as applicable), officers, agents, affiliates and representatives that they are

eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Offered Shares and that they shall not issue, sell, pledge, or transfer the Offered Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Offered Shares. Our Company, the Selling Shareholder, the Underwriters and their respective directors (as applicable), officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Offered Shares.

The BRLMs and their respective associates and affiliates may engage in transactions with and perform services for our Company, the Selling Shareholder, our Group Company, or their respective affiliates, associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, the Selling Shareholder, our Group Company or their respective directors (as applicable), affiliates, associates or third parties, for which they have received and may in the future receive compensation.

Disclaimer in respect of Jurisdiction

The Offer is being made in India to persons resident in India (who are competent to contract under the Indian Contract Act, 1872, as amended, including Indian nationals resident in India, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, domestic Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts registered 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, multilateral and bilateral development financial institutions, state industrial development corporations, insurance companies registered with IRDAI, permitted provident funds and pension funds, insurance funds set up and managed by the army and navy or air force of the Union of India, National Investment Fund and insurance funds set up and managed by the Department of Posts, India), systemically important NBFCs and to FPIs, Eligible NRIs and other eligible foreign investors (viz. FVCIs, multilateral and bilateral development financial institutions).

This Prospectus does not, however, constitute an offer to sell or an invitation to subscribe Equity Shares offered hereby in any jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Offer will be subject to the jurisdiction of appropriate court(s) in New Delhi only. Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to the Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises the Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient is outside India. No person outside India is eligible to bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India.

Eligibility and Transfer Restrictions

The offer and sale of the Equity Shares has not been, and will not be, registered under the U.S. Securities Act or any state securities laws in the United States and the Equity Shares may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States and only in offshore transactions in reliance on Regulation S promulgated under the Securities Act and pursuant to the applicable laws of the jurisdiction where those offers and sales occur.

The Offered 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.

All Equity Shares Offered and Sold in this Offer

Each purchaser that is acquiring the Offered Shares offered pursuant to this Offer outside the United States, by its acceptance of this Prospectus and of the Offered Shares offered pursuant to this Offer, will be deemed to have acknowledged, represented to and agreed with our Company and the BRLMs that it has received a copy

of this Prospectus and such other information as it deems necessary to make an informed investment decision and that:

(1) the purchaser is authorized to consummate the purchase of the Offered Shares offered pursuant to this Offer in compliance with all applicable laws and regulations;

(2) the purchaser acknowledges that this offer and sale of the Offered Shares offered pursuant to this Offer has not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state of the United States and accordingly may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act;

(3) the purchaser is purchasing the Offered Shares offered pursuant to this Offer in an offshore transaction meeting the requirements of Rule 903 of Regulation S promulgated under the U.S. Securities Act;

(4) the purchaser and the person, if any, for whose account or benefit the purchaser is acquiring the Offered Shares offered pursuant to this Offer, was located outside the United States at the time (i) this offer was made to it and (ii) when the buy order for such Offered Shares was originated and continues to be located outside the United States and has not purchased such Offered Shares for the account or benefit of any person in the United Sates or entered into any arrangement for the transfer of such Offered Shares or any economic interest therein to any person in the United States;

(5) the purchaser is not an affiliate of our Company or a person acting on behalf of an affiliate;

(6) the purchaser is not acquiring the Offered Shares as a result of any "directed selling efforts" (within the meaning of Rule 902(c) of Regulation S);

(7) our Company will not recognize any offer, sale, pledge or other transfer of such Offered Shares made other than in compliance with the above-stated restrictions; and

(8) the purchaser acknowledges that our Company, the BRLMs, their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its purchase of such Offered Shares are no longer accurate, it will promptly notify our Company, and if it is acquiring any of such Offered Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account.

In relation to each EEA State that has implemented the Prospectus Directive (Directive 2003/71/EC) (each, a "Relevant Member State"), an offer to the public of any Equity Shares may be made at any time under the following exemptions under the Prospectus Directive, if they have been implemented in that Relevant Member State:

(a) to any legal entity which is a qualified investor as defined under the Prospectus Directive;

(b) to fewer than 100 or, if the Relevant Member State has implemented the relevant provisions of the 2010 PD Amending Directive, 150 natural or legal persons (other than qualified investors), subject to obtaining the prior consent of the Underwriters; or

(c) in any other circumstances falling within Article 3(2) of the Prospectus Directive, provided that no such offer of Offered Shares shall result in a requirement for our Company or any Underwriter to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive and each person who receives any communication in respect of, or who acquires any Offered Shares under, the offers contemplated in this Prospectus will be deemed to have represented, warranted and agreed to with the Underwriter and our Company that it is a qualified investor within the meaning of the law in that Relevant Member State implementing Article 2(1)(e) of the Prospectus Directive.

For the purposes of this provision, the expression an "offer to the public" in relation to any of the Offered Shares in any Relevant Member States means the communication in any form and by any means of sufficient information on the terms of this offer and the Offered Shares to be offered so as to enable an investor to decide to purchase or subscribe for the Offered Shares, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State.

In the case of any Offered Shares acquired by it as a financial intermediary, as that term is used in Article 3(2) of the Prospectus Directive, each such financial intermediary will be deemed to have represented, acknowledged and agreed that the Offered Shares acquired by it in the offering have not been acquired on a non-discretionary basis on behalf of, nor have they been acquired with a view to their offer or resale to, persons in circumstances which may give rise to an offer of any Offered Shares to the public in a Relevant Member State prior to the publication of a prospectus in relation to the Offered Shares which has been approved by the competent authority in that relevant member state or, where appropriate, approved in another Relevant Member State and notified to the competent authority in the Relevant Member State, all in accordance with the Prospectus Directive, other than their offer or resale to qualified investors or in circumstances in which the prior consent of the Underwriters has been obtained to each such proposed offer or resale.

Our Company, the Underwriters and their affiliates, and others will rely upon the truth and accuracy of the foregoing representation, acknowledgement and agreement.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or the maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder, where required, must agree in the Allotment**.**

Disclaimer Clause of BSE

BSE Limited (the "**Exchange**") has given vide its letter dated September 6, 2019 permission to this Company to use the Exchange's name in this offer document as one of the stock exchanges on which this company's securities are proposed to be listed. The Exchange has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner:

a. warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or

b. warrant that this Company's securities will be listed or will continue to be listed on the Exchange; or

c. take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;

and it should not for any reason be deemed or construed that this offer document has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company 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 for any other reason whatsoever.

Disclaimer Clause of NSE

As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: NSE/LIST/662 dated September 5, 2019 permission to the Issuer to use the Exchange's name in this Offer Document as one of the Stock Exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has be cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be

listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/ acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

Listing

The Offered Shares are proposed to be listed on BSE and NSE. Applications have been made to the Stock Exchanges for permission to deal in and for an official quotation of the Offered Shares to be issued and sold in the Offer. BSE is the Designated Stock Exchange with which the Basis of Allotment has been finalized.

Price information of past issues handled by the BRLMs

A. IDBI Capital Markets & Securities Limited

Price information of past issues handled by IDBI Capital Markets & Securities Limited during current financial year and two financial years preceding the current financial year:

Sr. No.	Issue Name	Issue Size (in ₹ Million)	Issue Price (₹)	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.	Rail Vikas Nigam Limited	4,768.61	19.00[(7)]	April 11, 2019	19.00	+19.47% (-2.74%)	+40.26% (-0.35%)	+20.53% (-4.06%)
2.	Garden Reach Shipbuilders & Engineers Limited	3,435.89	118.00[(6)]	October 10, 2018	102.50	-23.05% (+1.20%)	-19.11% (+2.98%)	-16.82% (+10.94%)
3.	IRCON International Limited	4,667.03	475.00[(5)]	September 28, 2018	412.00	-26.62% (-6.22%)	-6.60% (-1.84%)	-15.71% (+5.06%)
4.	RITES Limited	4,604.40	185.00[(4)]	July 02, 2018	190.00	+34.97% (+6.56%)	+33.54% (+3.29%)	+49.70% (+1.90%)
5.	Mishra Dhatu Nigam Limited	4,328.96	90.00[(3)]	April 04, 2018	87.00	+67.89% (+5.44%)	+40.44% (+5.22%)	+26.39% (+8.69%)
6.	Bharat Dynamics Limited	9,527.88	428.00[(2)]	March 23, 2018	370.00	-4.65% (+5.87%)	-9.78% (+7.74%)	-19.60% (+12.81%)
7.	Security and Intelligence Services (India) Limited	7,795.30	815.00	August 10, 2017	879.00	-3.29% (+1.17%)	3.14% (+5.40%)	+39.12% (+8.62%)
8.	Central Depository Services (India) Limited	5,239.91	149.00	June 30, 2017	250.00	+127.92% (+5.84%)	+128.86% (+2.26%)	+146.71% (+10.61%)
9.	Housing and Urban Development Corporation Limited	12,095.70	60.00[(1)]	May 19, 2017	73.00	+13.17% (+2.44%)	+34.67% (+4.98%)	+35.67% (+8.05%)

(1): Price for retail individual bidders bidding in the retail portion and to eligible employees was INR 58.00 per equity share
(2): Price for retail individual bidders bidding in the retail portion and to eligible employees was INR 418.00 per equity share
(3): Price for retail individual bidders bidding in the retail portion and to eligible employees was INR 87.00 per equity share
(4): Price for retail individual bidders bidding in the retail portion and to eligible employees was INR 179.00 per equity share

(5) Price for retail individual bidders bidding in the retail portion and to eligible employees was INR 465.00 per equity share
(6) Price for retail individual bidders bidding in the retail portion and to eligible employees was INR 113.00 per equity share
(7) Price for retail individual bidders bidding in the retail portion and to eligible employees was INR 18.50 per equity share
N.A: Not Available

Notes:

a. Source: www.nseindia.com for the price information

b. Wherever 30th/ 90th/ 180th calendar day from listing day is a holiday, the closing data of the next trading day has been considered.

c. The Nifty 50 index is considered as the benchmark index.

Summary statement of price information of past issues handled by IDBI Capital Markets & Securities Limited

Fiscal Year	Total no. of IPOs	Total amount of funds raised (₹ Million.)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2019 - date of this date of RHP*	1	4,768.61	-	-	-	-	-	1	-	-	-	-	-	1
2018 - 19	4	17,036.28	-	1	1	1	1	-	-	-	2	-	2	-
2017 - 18	4	34,658.79	-	-	2	1	-	1	-	-	1	1	2	-

** The information is as on the date of the document*

The information for each of the financial years is based on issues listed during such financial year.

B. SBI Capital Markets Limited

Price information of past issues handled by SBI Capital Markets Limited:

Sr. No.	Issue Name	Issue Size (₹ Mn.)	Issue Price (₹)	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	Sterling and Wilson Solar Limited	28,496.38	780.00	August 20, 2019	706.00	-21.88% [-1.60%]	-	-
2	Ircon International Limited [1]	4,667.03	475.00	September 28, 2018	412.00	-27.04% [8.24%]	-6.60% [-1.84%]	-15.71% [5.06%]
3	RITES Limited [2]	4,604.40	185.00	July 02, 2018	190.00	34.97% [+6.56%]	33.03% [+2.56%]	49.70% [+1.90%]
4	ICICI Securities Ltd	35,148.49	520.00	April 04, 2018	435.00	-27.93% [+5.44%]	-37.26% [+5.22%]	-44.39% [+7.92%]
5	Mishra Dhatu Nigam Limited [3]	4,328.96	90.00	April 04, 2018	87.00	67.89% [+5.44]	40.44% [+5.22%]	29.50% [+7.92%]
6	Hindustan Aeronautics Ltd [4]	41,131.33	1,215.00	March 28, 2018	1,152.00	-6.96% [+4.98%]	-25.84% [+6.41%]	-25.45%[+10.18%]
7	Bharat Dynamics Limited [5]	9,527.88	428.00	March 23, 2018	370.00	-2.90% [+5.66%]	-9.78% [+7.74%]	-19.60%[+12.81%]
8	H. G. Infra Engineering Limited	4,620.00	270.00	March 9, 2018	270.00	19.19% [+1.02%]	8.35% [+4.48%]	-12.81%[+12.65%]
9	Amber Enterprises India Limited [6]	5,995.99	859.00	January 30, 2018	1,175.00	27.15% [-5.04%]	24.98% [-3.23%]	6.73% [+2.07%]
10	Reliance Nippon Life Asset Management Limited	15,422.40	252.00	November 06, 2017	295.90	3.61% [-3.19%]	5.91% [+2.95%]	-4.21% [+1.59%]

Source: www.nseindia.com

Notes:

** The 30th, 90th and 180th calendar day computation includes the listing day. If either of the 30th, 90th or 180th calendar days is a trading holiday, the previous trading day is considered for the computation. We have taken the issue price to calculate the % change in closing price as on 30th, 90th and 180th day. We have taken the closing price of the applicable benchmark index as on the listing day to calculate the % change in closing price of the benchmark as on 30th, 90th and 180th day.*

** The Nifty 50 index is considered as the Benchmark Index*
** The number of Issues in Table-1 is restricted to 10*

1. Retail Discount and Employee Discount of ` 10 per Equity Share to the Offer Price
2. Retail Discount and Employee Discount of ` 6 per Equity Share to the Offer Price

3. *Retail Discount and Employee Discount of ` 3 per Equity Share to the Offer Price*
4. *Retail Discount and Employee Discount of ` 25 per Equity Share to the Offer Price*
5. *Retail Discount and Employee Discount of ` 10 per Equity Share to the Offer Price*
6. *Employee Discount of ` 85 per Equity Share to the Offer Price*

Summary statement of disclosure Price information of past issues during current financial year and two financial years preceding the current financial year handled by SBI Capital Markets Limited:

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ Mn.)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2019-20	1	28,496.38	-	1	-	-	-	-	-	-	-	-	-	-
2018-19	2	9,271.43	-	1	-		1	-	-	-	-	-	1	1
2017-18	12	2,03,995.12	-	-	5	2	2	3	-	3	3	1	3	2

C. YES Securities (India) Limited

Price information of past issues handled by YES Securities:

Sr. No.	Issue Name	Issue Size (₹ million)	Issue Price (₹)	Listing Date	Opening Price on Listing Date (in ₹)	+/- % 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	Sterling and Wilson Solar Limited	28,496.38	780.00	August 20, 2019	706.00	-21.88% [-1.60%]	-	-
2	Spandana Sphoorty Financial Limited	11,898.49	856.00	August 19, 2019	825.00	-0.56% [-2.14%]	-	-
3	Polycab India Limited	13,452.60	538.00	April 16, 2019	633.00	+15.36% [-5.35%]	+14.70% [-1.99%]	-
4	Rail Vikas Nigam Limited	4,768.61	19.00	April 11, 2019	19.00	+19.47% [-2.74%]	+40.26% [-0.35%]	+20.53% [-4.06%]

Sr. No.	Issue Name	Issue Size (₹ million)	Issue Price (₹)	Listing Date	Opening Price on Listing Date (in ₹)	+/- % 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
5	Garden Reach Shipbuilders and Engineers Limited	3,435.89	118.00	October 10, 2018	102.50	-23.39% [+1.32%]	-19.11%; [+2.98%]	-16.74% [+11.53%]
6	Lemon Tree Hotels Limited	10,386.85	56.00	April 9, 2018	61.60	+30.18%; [+3.26%]	+29.91%; [+3.79%]	+19.46%; [-0.61%]
7	Bharat Dynamics Limited	9,609.44	428.00	March 23, 2018	370.00	-2.90%; [+5.66%]	-9.78%; [+7.43%]	-19.60%; [+12.37%]
8	Aster DM Healthcare Limited	9,801.37	190.00	February 26, 2018	183.00	-13.66%; [-3.77%]	-4.97%; [+0.21%]	-8.16%; [+9.21%]
9	Future Supply Chain Solutions Limited	6,496.95	664.00	December 18, 2017	664.00	+3.50%; [+3.00%]	+6.91%; [-1.86%]	-5.20%; [+4.13%]
10	The New India Assurance Company Limited	96,000.00	800.00	November 13, 2017	750.00	-27.91%; [+0.15%]	-12.93%; [+2.25%]	-13.06%; [+5.69%]

Notes:

1. *Benchmark Index taken as CNX NIFTY*
2. *Price on NSE is considered for the above calculations*
3. *% change taken against the Issue Price in case of the Issuer. % change taken against closing CNX NIFTY Index on the day of the listing date.*
4. *If either of the 30th, 90th or 180th calendar day is a trading holiday, the previous trading day has been considered for the computation.*
5. *Restricted to last 10 issues*

Summary statement of price information of past issues handled by YES Securities:

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ million)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2019-2020	4	58,616.08	-	-	2	-	-	2	-	-	-	-	-	1
2018-2019	2	13,822.74	-	-	1	-	1	-	-	-	1	-	-	1
2017-2018	9	161,206.66	-	1	4	2	-	2	-	-	6	2	1	-

Notes:

Data for number of IPOs trading at premium/discount taken at closing price on NSE on the respective date.

The information for the financial year is based on issue listed during such financial year.

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Track record of past issues handled by the BRLMs

For details regarding the track record of the BRLMs, as specified in circular reference CIR/MIRSD/1/2012 dated January 10, 2012, issued by SEBI, kindly refer to the websites of the BRLMs, as set forth in the table below:

Sr. No.	Name of BRLM	Website
1.	IDBI Capital Markets & Securities Limited	www.idbicapital.com
2.	SBI Capital Markets Limited	www.sbicaps.com
3.	Yes Securities (India) Limited	www.yesinvest.in

Consents

Consents in writing of (a) the Selling Shareholder, our Directors, our Company Secretary and Compliance Officer, the BRLMs, CRISIL, Legal Counsel to our Company and the Selling Shareholder as to Indian Law, International Legal Counsel to our Company and the Selling Shareholder, Legal Counsel to the BRLMs as to Indian Law, bankers to our Company and our Statutory Auditor have been obtained; and consents in writing of (b) the Registrar to the Offer, Syndicate Members, Sponsor Bank and the Banker(s) to the Offer has been obtained and filed along with a copy of the Red Herring Prospectus with the RoC as required under Sections 26 and 32 of the Companies Act, 2013. Further, consents received prior to filing of the Red Herring Prospectus have not been withdrawn up to the time of delivery of this Prospectus with RoC.

Expert to the Offer

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

Our Company has received written consent from our Statutory Auditor namely, M/s. Serva Associates, Chartered Accountants, holding a valid peer review certificate from ICAI*, to include their name as required under Section 26 of the Companies Act, 2013 in this Prospectus and as an 'expert' as defined under Section 2(38) of Companies Act, 2013 in respect of the report dated August 21, 2019 on the Restated Financial Information, and the statement of special tax benefits available for our Company and the Shareholders dated August 21, 2019 included in this Prospectus.

**The peer review certificate held by the Statutory Auditors is valid till June 29, 2019, and renewal of the same is in process. There is no refusal by the peer review board to renew the certificate, and the process to renew the peer review has been initiated by the Statutory Auditors.*

Such consent has not been withdrawn up to the time of delivery of this Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U. S. Securities Act.

Particulars in relation to public or rights issues by our Company during the last five years

Our Company has not made any public or rights issues of Equity Shares or of any debt instruments during the five years immediately preceding the date of this Prospectus.

Underwriting commission, brokerage and selling commission paid on previous issues

Since this is an initial public offering of the Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since our Company's incorporation.

Previous capital issue during the last three years by listed group companies, subsidiaries and associates

Our Company does not have any listed group companies, subsidiary companies or associates.

Performance vis-à-vis objects – public/rights issue of our Company

Our Company has not undertaken any previous public or rights issue in the last 10 years preceding the date of this Prospectus.

Performance vis- à-vis Objects: Last one public/rights issue of Subsidiaries

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

Stock Market Data of Equity Shares

This being an initial public offering of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares.

Mechanism for Redressal of Investor Grievances

The Registrar Agreement provides for retention of records with the Registrar to this Offer for a period of at least eight years from the last date of listing and commencement of the trading of the Equity Shares to enable the investors to approach the Registrar to this Offer for redressal of their grievances.

All grievances in relation to the Bidding process may be addressed to the Registrar to this Offer with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted. The Bidder should give full details such as name of the Sole or First Bidder, ASBA Form number, UPI ID (if applicable), Bidder DP ID, Client ID, PAN, date of submission of the ASBA Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the ASBA Form was submitted by the Bidder and ASBA Account number (for Bidders other than Retail Individual Bidders bidding through the UPI Mechanism) in which the amount equivalent to the Bid Amount was blocked or UPI ID in case of Retail Individual Bidders applying through the UPI Mechanism.

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

Further, with respect to the ASBA Forms submitted with the Registered Brokers, the Bidder shall also enclose the acknowledgment from the Registered Broker in addition to the documents/ information mentioned hereinabove.

Disposal of Investor Grievances by our Company

Our Company estimates that the average time required by our Company or the Registrar to this Offer or the Designated Intermediaries, for the redressal of routine investor grievances shall be 10 (ten) 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.

Our Company shall obtain authentication on the SCORES and comply with the SEBI circular (CIR/OIAE/1/2013) dated April 17, 2013 in relation to redressal of investor grievances through SCORES.

Our Company has constituted a Stakeholders' Relationship Committee comprising Dheeraj Sharma as the Chairperson, with Kanak Aggarwal and Rajni Hasija as members. For details, please see "*Our Management – Committees of our Board*" on page 160.

Our Company has also appointed Suman Kalra, Company Secretary of our Company as the Compliance Officer for the Offer and she may be contacted in case of any pre- Offer or post- Offer related problems at the following address:

Indian Railway Catering and Tourism Corporation Limited
11th Floor, B – 148, Statesman House
Barakhamba Road
New Delhi – 110 001
Delhi, India
Telephone: +91 11 2331 1263 – 64

E-mail: companysecretary@irctc.com

Our Company has not received any investor complaint during the three years preceding the date of filing of this Prospectus. Further, no investor complaint in relation to our Company is pending as on the date of filing of this Prospectus.

SECTION VII – OFFER INFORMATION

TERMS OF THE OFFER

The Offer comprises an offer for sale of the Offered Shares by the Selling Shareholder. The Offered Shares (including Employee Reservation Portion) being Allotted pursuant to this Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR, SEBI Listing Regulations, the Memorandum of Association and Articles of Association, the terms of the Red Herring Prospectus, this Prospectus, the abridged prospectus, ASBA Form, any Revision Form, 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 this Offer. The Offered Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the offer of capital, and listing and trading of securities issued from time to time by the SEBI, the GoI, the Stock Exchanges, the RBI, RoC and/or other authorities, as in force on the date of this Offer and to the extent applicable or such other conditions as may be prescribed by the SEBI, the RBI, the GoI, the Stock Exchanges, the RoC, the RBI and/or any other authorities, as in force and to the extent applicable or such other conditions as may be prescribed by such authorities, while granting their approval for this Offer.

The Offer

The Offer consists of an offer for sale of the Offered Shares by the Selling Shareholder.

For details in relation to Offer expenses, see "*Objects of the Offer*" and "*Other Regulatory and Statutory Disclosures*" beginning on pages 74 and 280, respectively.

Ranking of the Offered Shares

The Equity Shares being offered and transferred in the Offer shall rank *pari passu* in all respects with the existing Equity Shares including rights in respect of the right to receive dividend and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, see "*Description of Equity Shares and Terms of the Articles of Association*" on page 324.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to the Shareholders of our Company, as per the provisions of the Companies Act, the Memorandum of Association, Articles of Association, CPSE Capital Restructuring Guidelines, the SEBI Listing Regulations and other applicable laws including guidelines or directives that may be issued by the GoI in this respect. All dividends, declared by our Company after the date of Allotment (pursuant to the Allotment of Offered Shares), will be payable to the Allottees, in accordance with applicable law. For further details in relation to dividends, see "*Dividend Policy*" and "*Description of Equity Shares and Terms of the Articles of Association*" on pages 184 and 324 respectively.

Face Value, Offer Price and Price Band

The face value of each Equity Share is ₹10.00. The Floor Price of the Offered Shares is ₹ 315.00 per Equity Share and the Cap Price is ₹ 320.00.

The Price Band, minimum Bid Lot size, the Retail Discount and the Employee Discount for this Offer was decided by our Company and the Selling Shareholder, in consultation with the BRLMs, and advertised in all editions of the English national daily newspaper Financial Express and all editions of the Hindi national daily newspaper Jansatta (Hindi being the regional language of Delhi where our Registered Office is located) each with wide circulation, at least two Working Days prior to the Bid/ Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading the same on their respective websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the ASBA Forms available on the websites of the Stock Exchanges. The Offer Price has been determined by the Selling Shareholder and our Company, in consultation with the BRLMs, after the Bid/Offer Closing Date, on the basis of assessment of market demand for the Offered Shares by way of Book Building Process.

At any given point of time there shall be only one denomination of Equity Shares.

Retail Discount and Employee Discount

A discount of ₹ 10.00 per Equity Share on the Offer Price was offered to the Retail Individual Bidders and a discount of ₹ 10.00 per Equity Share on the Offer Price was offered to the Eligible Employees bidding in the Employee Reservation Portion.

Compliance with disclosure and accounting norms

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

Rights of our Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividends, if declared;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person, by proxy or by "e-voting" in accordance with the provisions of the Companies Act and the rules made thereunder;
- Right to receive offers for purchasing rights shares and be allotted bonus shares, if announced;
- Right to receive any surplus on liquidation, subject to any statutory and other preferential claims being satisfied;
- Right to freely transfer their Equity Shares, subject to foreign exchange regulations and other applicable laws; and
- Such other rights, as may be available to a shareholder of a listed public company under the applicable law, including the Companies Act, the SEBI Listing Regulations, and the Memorandum of Association and Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, see "*Description of Equity Shares and Terms of the Articles of Association*" beginning on page 324.

Allotment only in Dematerialized Form

Pursuant to Section 29 of the Companies Act, 2013, the Equity Shares shall be Allotted only in dematerialized form. Further, as per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialized form on the Stock Exchanges. Hence, the Equity Shares offered through the Red Herring Prospectus could have been applied for in the dematerialized form only. In this context, our Company has entered into two agreements with the Depositories and the Registrar to the Offer:

- Tripartite Agreement dated July 4, 2019 among our Company, CDSL and the Registrar to the Offer; and
- Tripartite Agreement dated September 25, 2017 among our Company, NSDL and the Registrar to the Offer.

Market Lot and Trading Lot

Since trading of the Equity Shares will be in dematerialized form, the tradable lot is one Equity Share. Allotment in this Offer will be only in dematerialized form in multiples of one Equity Share subject to a minimum Allotment of 40 Equity Shares to successful Bidder.

Joint Holders

Subject to the provisions contained in our Articles of Association, where two or more persons are registered as the holders of any Equity Share, they shall be entitled to hold the same as joint tenants with benefits of survivorship.

Jurisdiction

The courts/ authorities of New Delhi, India will have exclusive jurisdiction in relation to this Offer.

Nomination facility to Bidders

In accordance with Section 72 of the Companies Act, 2013 read with the Companies (Share Capital and Debenture) Rules, 2014, as amended, the First or Sole Bidder, along with other joint Bidders, may nominate any one person in whom, in the event of the death of Sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Offered 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 or alienation of equity share(s) by the person nominating. A nomination may be cancelled or varied by nominating any other person in place of the present nominee by the holder of the Equity Shares who has made the nomination by giving a notice of such cancellation. 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 to this Offer 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, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety (90) days, our Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialized form, there shall be no requirement to make a separate nomination with our Company. Nominations registered with the respective Depository Participant of the Bidders will prevail. If the investors wish to change their nomination, they are requested to inform their respective Depository Participant.

Withdrawal of the Offer

Our Company and the Selling Shareholder, in consultation with the BRLMs, reserve the right not to proceed with the entire or portion of this Offer for any reason at any time after the Bid/ Offer Opening Date but before the Allotment. In such an event, our Company and the Selling Shareholder in consultation with the BRLMs decides not to proceed with the Offer at all, our Company shall issue a public notice in the same newspapers in which the Pre-Offer advertisements were published, within two days of the Bid/ Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with this Offer. Our Company shall also promptly inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed. The BRLMs, through the Registrar to this Offer, shall notify the SCSBs and Sponsor Banks, as applicable, to unblock the bank accounts of the Bidders within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchange on

which the Equity Shares are proposed to be listed.

Notwithstanding the foregoing, this Offer is also subject to obtaining the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment.

Bid/ Offer Programme

BID/ OFFER OPENED ON	**MONDAY, SEPTEMBER 30, 2019**
BID/ OFFER CLOSED ON	**THURSDAY, OCTOBER 3, 2019**

An indicative timetable in respect of this Offer is set out below:

Event	Indicative Date
Bid/ Offer Closing Date	October 3, 2019
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about October 9, 2019
Unblocking of funds from the ASBA Account	On or about October 10, 2019
Credit of Equity Shares to depository accounts of Allottees	On or about October 11, 2019
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about October 14, 2019

The above timetable, other than the Bid/Offer Closing Date, is indicative and does not constitute any obligation on our Company and/ or the Selling Shareholder and/or the BRLMs.

Whilst our Company and the Selling Shareholder 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 Exchanges are taken within six (6) Working Days of the Bid/ Offer Closing Date or such period as may be prescribed, the timetable may be changed due to various factors, such as extension of the Bid/ Offer period by our Company and the Selling Shareholder, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. The Selling Shareholder confirms, that it shall extend reasonable co-operation required by our Company and the BRLMs for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares (offered by Selling Shareholder) at the Stock Exchanges within six (6) Working Days from the Offer Closing Date or such time as may be prescribed by SEBI.

SEBI is in the process of streamlining and reducing the post issue timeline for IPOs. Any circulars or notifications from SEBI after the date of this Prospectus may result in changes to the abovementioned timelines.

Submission of Bids:

Bid/Offer Period (except the Bid/Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) ("**IST**")
Bid/Offer Closing Date	
Submission and Revision in Bids	Only between 10.00 a.m. and 3.00 p.m. IST

On the Bid/ Offer Closing Date, the Bids were uploaded until:

(i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and

(ii) Until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, after taking into account the total number of applications received up to the closure of timings and reported by the BRLMs to the Stock Exchanges, in case of Bids by Retail Individual Bidders and Eligible Employees Bidding in the Employee Reservation Portion.

On Bid/ Offer Closing Date, extension of time will be granted by Stock Exchanges only for uploading Bids received by Retail Individual Bidders and Eligible Employees Bidding under the Employee Reservation Portion after taking

into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

For the avoidance of doubt, it is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs and the Sponsor Bank will be rejected.

Due to limitation of time available for uploading the Bids on the Bid/Offer Closing Date, Bidders are advised to submit their Bids one (1) day prior to the Bid/Offer Closing Date and, in any case, not later than 1.00 p.m. IST on the Bid/Offer Closing Date. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Offer Closing Date, as is typically experienced in public offering, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded on the electronic bidding system will not be considered for allocation under this Offer. Investors may please note that as per letter no. List/smd/sm/2006 dated July 3, 2006 and letter no. NSE/IPO/25101- 6 dated July 6, 2006 issued by BSE and NSE respectively, Bids and any revision in Bids shall not be accepted on Saturdays, Sundays and public holidays as declared by the Stock Exchanges. Bids will be accepted only during Monday to Friday (excluding any public holiday). Bids by the Bidders shall be uploaded by the SCSBs in the electronic system to be provided by the Stock Exchanges. None of our Company, the Selling Shareholder or any member of the Syndicate shall be liable for any failure in (i) uploading or downloading the Bids due to faults in any software/hardware system or otherwise; and (ii) the blocking of application amount by RIBs bank on receipt of instruction from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism. Any time mentioned in this Prospectus is Indian Standard Time.

Our Company and the Selling Shareholder, in consultation with the BRLMs, reserve the right to revise the Price Band during the Bid/ Offer Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price shall not be less than the face value of the Equity Shares.

In case of any revision to the Price Band or in case of force majeure, banking strike or similar circumstances, the Bid/Offer Period will be extended by at least three (3) additional Working Days following such as event, subject to the Bid/Offer Period not exceeding ten (10) Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a press release, and also by indicating the change on the website of the BRLMs and at the terminals of the Syndicate Members and by intimation to Self-Certified Banks ("SCSBs"), the Sponsor Bank, and other Designated Intermediaries, as applicable. However, in case of revision in the Price Band, the Bid Lot shall remain the same.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic ASBA Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges may be taken as the final data for the purpose of Allotment. Further, in case of such a discrepancy, the Registrar to the Offer shall ask for rectified data. Bidders may please note that as per letters dated July 03, 2006 and July 06, 2006, issued by the BSE and NSE respectively, Bids and any revisions in Bids shall not be accepted on Saturdays and public holidays as declared by the Stock Exchanges.

Minimum Subscription

As this is an offer for sale by the Selling Shareholder, the requirement of minimum subscription of 90% of the Offer under the SEBI ICDR Regulations is not applicable to this Offer. However, if our Company does not receive the minimum subscription in the Offer as specified under terms of the Rule 19(2)(b) of the SCRR, as applicable, including through devolvement of Underwriters, if any, within sixty (60) days from the date of Bid/ Offer Closing Date, our Company and the Selling Shareholder shall forthwith refund the entire subscription amount received. If there is a delay beyond the prescribed time, our Company and the Selling Shareholder and shall pay interest at the rate of 15% per annum for the period of delay or at such rate as prescribed under the applicable law.

Further, our Company and the Selling Shareholder shall ensure that the number of prospective Allottees to whom the Offered Shares will be allotted shall not be less than 1,000 in compliance with Regulation 49(1) of the SEBI ICDR Regulations failing which the entire application money shall be unblocked in the respective ASBA Accounts of the

Bidders. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, our Company and the Selling Shareholder shall be liable to pay interest on the application money in accordance with applicable laws.

Arrangements for Disposal of Odd Lots

Since our Equity Shares will be traded in dematerialized form only and the market lot for our Equity Shares will be one Equity Share, no arrangements for disposal of odd lots are required.

Restrictions, if any, on Transfer and Transmission of Equity Shares

Except for the lock-in of the pre-Offer capital of our Company, the Promoters' minimum contribution as per Regulations 16 of the SEBI ICDR Regulations, as provided in "*Capital Structure*" on page 66 and except as provided in the Articles of Association of our Company, there are no restrictions on transfer and transmission of Equity Shares or on their consolidation or splitting. For details, please refer to the section titled "*Description of Equity Shares and Terms of the Articles of Association*" on page 324.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and unless so registered may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, such Equity Shares are being offered and sold outside of the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

OFFER STRUCTURE

Initial public offering of 20,160,000 Equity Shares of face value of ₹10 each through an Offer for Sale by the Selling Shareholder, for cash at a price of ₹ 320.00* per Equity Share (including a premium of ₹ 310.00 per Equity Share less Retail Discount and Employee Discount, as applicable), aggregating to ₹ 6,379.60[#] million, comprising a Net Offer of 20,000,000 Equity Shares and Employee Reservation of 160,000 Equity Shares. The Offer and Net Offer shall constitute 12.60% and 12.50 %, respectively, of the post-Offer issued, subscribed and paid-up Equity Share capital of our Company.

 # Subject to finalization of the Basis of Allotment.
**Retail Discount of ₹ 10.00 per Equity Share to the Offer Price was offered to the Retail Individual Bidders and Employee Discount of ₹ 10.00 per Equity Share to the Offer Price was offered to the Eligible Employees Bidding in the Employee Reservation Portion.*

The Offer is being made through the Book Building Process.

Particulars	QIBs	Non-Institutional Bidders	Retail Individual Bidders**	Eligible Employees**[(3)]
Number of Offered Shares available for Allotment/ allocation*[(1)]	Not more than 10,000,000 Equity Shares	Not less than 3,000,000 Equity Shares available for allocation or the Net Offer less allocation to QIBs and Retail Individual Bidders	Not less than 7,000,000 Equity Shares available for allocation or the Net Offer less allocation to QIBs and Non-Institutional Bidders	160,000 Equity Shares
Percentage of Offer Size available for Allotment/ allocation	Not more than 50% of the Net Offer. However, up to 5% of the QIB Portion was made available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining balance QIB Portion. The unsubscribed portion in the Mutual Fund reservation will be available to QIBs.	Not less than 15% of the Net Offer or the Net Offer less allocation to QIB Bidders and Retail Individual Bidders.	Not less than 35% of the Net Offer or the Net Offer less allocation to QIB Bidders and Non-Institutional Bidders.	The Employee Reservation Portion shall constitute up to 0.1% of the post-Offer paid-up Equity Share capital of our Company.
Basis of Allotment if respective category is oversubscribed	Proportionate as follows: (a) upto 500,000 Equity Shares has been made available for allocation on a proportionate basis to Mutual Funds only; and	Proportionate	Proportionate, subject to the minimum Bid Lot and subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares, if any, shall be Allotted on a proportionate basis. For details, see "*Offer*	Proportionate [(3)]

Particulars	QIBs	Non-Institutional Bidders	Retail Individual Bidders**	Eligible Employees**[3]
	(b) 9,500,000 Equity Shares has been made available for allocation on a proportionate basis to all other QIBs, including Mutual Funds receiving allocation as per (a) above		*Procedure*" beginning on page 306.	
Minimum Bid	Such number of Equity Shares in multiples of 40 Equity Shares so that the Bid Amount exceeds ₹200,000.	Such number of Equity Shares in multiples of 40 Equity Shares so that the Bid Amount exceeds ₹200,000.	40 Equity Shares and in multiples of 40 Equity Shares thereafter.	40 Equity Shares and in multiples of 40 Equity Shares thereafter.
Maximum Bid	Such number of Equity Shares in multiples of 40 Equity Shares so that the Bid does not exceed the size of the Offer, subject to applicable limits.	Such number of Equity Shares in multiples of 40 Equity Shares so that the Bid does not exceeds the size of the Offer (excluding QIB Portion), subject to such limits as may be applicable to the Bidder.	Such number of Equity Shares in multiples of 40 Equity Shares so that the Bid Amount does not exceed ₹200,000, net of Retail Discount.	Such number of Equity Shares (in multiples of 40 Equity Shares) for which the Bid Amount does not exceed ₹500,000 net of Employee Discount.[2]
Mode of Bidding	Through the ASBA process only			
Mode of Allotment	Compulsorily in dematerialized form			
Bid Lot	40 Equity Shares and in multiples of 40 Equity Shares thereafter.			
Allotment Lot	A minimum of 40 Equity Shares and in multiples of one Equity Share thereafter.			
Trading Lot	One Equity Share			
Who can apply[2]	Public financial institutions as specified in Section 2(72) of the Companies Act, 2013, scheduled commercial banks, mutual funds, FPIs other than individuals, corporate bodies and family offices , VCFs, AIFs, FVCIs registered with SEBI, multilateral and bilateral development financial institutions, state industrial development	Resident Indian individuals, Eligible NRIs, HUFs (in the name of Karta), companies, corporate bodies, scientific institutions societies and FPIs who are individuals, corporate bodies and family offices	Resident Indian individuals, Eligible NRIs and HUFs (in the name of Karta)	Eligible Employees

Particulars	QIBs	Non-Institutional Bidders	Retail Individual Bidders**	Eligible Employees**[(3)]
	corporations, insurance companies registered with IRDAI, provident fund (subject to applicable law) with minimum corpus of ₹250 million, pension fund with minimum corpus of ₹250 million, in accordance with applicable law, National Investment Fund set up by the GoI, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important Non-Banking Financial Companies			
Terms of Payment	Full Bid Amount shall be blocked by the SCSBs in the bank account of the Bidder that is specified in the ASBA Form at the time of submission of the ASBA Form, or in the UPI-linked bank account in the case of Retail Individual Bidders using the UPI Mechanism.[(2) and (3)]			

**Assuming full subscription in this Offer.*

***The Selling Shareholder and our Company, in consultation with the BRLMs, offered a discount of ₹ 10.00 and ₹ 10.00 on the Offer Price to the Retail Individual Bidders and the Eligible Employees bidding under the Employee Reservation Portion, respectively. For further details, see "Offer Procedure" on page 306.*

*[(1)] Subject to valid Bids being received at or above the Offer Price. The Offer is being made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("**SCRR**"), read with Regulation 31 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"). The Offer was made through the Book Building Process in terms of Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Net Offer was made available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs**") ("**QIB Portion**"). 5% of the QIB Portion was made available for allocation on a proportionate basis to Mutual Funds only and the remainder of the QIB Portion was made available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. Further, not less than 15% of the Net Offer was made available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Offer was made available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. The Offer includes a reservation of 160,000 Equity Shares aggregating to ₹ 49.60 million for subscription by Eligible Employees. The Offer less Employee Reservation Portion is referred to as the Net Offer. Subject to valid Bids being received at or above the Offer Price, under-subscription, in the Non-Institutional Portion, Employee Reservation Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories, at the discretion of our Company and the Selling Shareholder, in consultation with the BRLMs and the Designated Stock Exchange, subject to applicable laws. However, under-*

subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories.

(2) In the event that a Bid is submitted in joint names, the relevant Bidders should ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the ASBA Form. The ASBA Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Bidder would be required in the ASBA Form and such First Bidder would be deemed to have signed on behalf of the joint holders. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories

(3) Eligible Employees Bidding in the Employee Reservation portion can Bid up to a Bid Amount of ₹500,000, net of Employee Discount. However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of up to ₹200,000, net of Employee Discount. In the event of under-subscription in the Employee Reservation Portion (post the initial Allocation of up to ₹200,000 per Eligible Employee), the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000, subject to the maximum value of Allotment made to an Eligible Employee not exceeding ₹500,000 (which shall be less the Employee Discount, if applicable). The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation to Eligible Employees with Bid Amounts over ₹200,000 upto a maximum of ₹500,000, net of Employee Discount), shall be added to the Net Offer.

OFFER PROCEDURE

All Bidders should review the 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, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer.

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) Category of investor eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iii) Payment Instructions for Bidders/Applicants; (iv) Allotment in the Offer; (v) General instructions (limited to instructions for completing the Bid Form); (vi) Submission of Bid Form; (vii) Other Instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (viii) applicable provisions of the Companies Act, 2013 relating to punishment for fictitious applications; (vi) mode of making refunds; and (vii) interest in case of delay in Allotment or refund.

*SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85, has introduced an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. ("**UPI Phase I**"). The UPI Phase I was effective till June 30, 2019.*

*With effect from July 1, 2019, with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days will continue for a period of three months or launch of five main board public issues, whichever is later ("**UPI Phase II**"). Subsequently, the final reduced timeline will be made effective using the UPI Mechanism for applications by RIBs ("**UPI Phase III**"), as may be prescribed by SEBI.*

Our Company, the Selling Shareholder and the members of the Syndicate do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document and are not liable for any amendment, modification or change in the applicable law which may occur after the date of the Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and 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 the Red Herring Prospectus and this Prospectus.

This Offer shall be one of the first initial public offerings through the UPI Mechanism under the UPI Phase II. Our Company and the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Offer.

Book Building Procedure

The Offer is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the SEBI ICDR Regulations. The Offer is being made through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Net Offer was made available for allocation to QIBs. 5% of the QIB Portion was made available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion was made available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Net Offer was made available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Offer was made available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Further, 160,000 Equity Shares was offered for allocation and Allotment on a proportionate basis to the Eligible Employees Bidding in the Employee Reservation Portion, subject to valid Bids being received from them at or above the Offer Price. All Bidders, shall participate in the Offer mandatorily through the ASBA process by providing details of their respective bank account in which the Bid Amount will be blocked by SCSBs.

Under-subscription, if any, in any category (including Employee Reservation Category), except in the QIB Category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company and the Selling Shareholders in consultation with the Lead Managers and Designated Stock Exchange. In the event of undersubscription in the Employee Reservation Portion (if any), the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 200,000 (net of Employee Discount), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 500,000 (net of Employee Discount). A discount of up to ₹ 10.00 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion in accordance with the SEBI ICDR Regulations. The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation up to ₹ 500,000, net of Employee Discount), shall be added to the Net Offer.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges. Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialized form. The ASBA which do not have the details of the Bidders' depository accounts, including DP ID, Client ID, UPI ID (in case of Retail Individual Bidders using the UPI mechanism) and PAN, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted the Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer. Investors rematerializing their Equity Shares subsequent to Allotment should note that any transfer of such Equity Shares shall be subject to the Companies Act, 2013, the rules made thereunder and any other applicable law.

Phased implementation of UPI for Bids by Retail Individual Bidders as per the UPI Circulars

SEBI has issued UPI Circulars in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circulars, UPI will be introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIBs through intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI Mechanism, the UPI Circulars proposes to introduce and implement the UPI Mechanism in three phases in the following manner:

a) **Phase I**: This phase was applicable from January 1, 2019 and lasted till June 30, 2019. Under this phase, a Retail Individual Bidder, besides the modes of Bidding available prior to the UPI Circulars, also had the option to submit the ASBA with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

b) **Phase II:** This phase has commenced with effect from July 1, 2019 and will continue for a period of three months or floating of five main board public issues, whichever is later. Under this phase, submission of the ASBA Form by a Retail Individual Bidder through intermediaries to SCSBs for blocking of funds has been discontinued and has been replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase.

c) **Phase III:** Subsequently, the time duration from public issue closure to listing would be reduced to be three Working Days.

This Offer is under Phase II and it may be among one of the first few initial public offerings in which the process of physical movement of ASBA Forms from intermediaries to SCSBs for blocking of funds is discontinued and is replaced by the UPI Mechanism.

All SCSBs offering the facility of making applications in public issues are required to provide a facility to make applications using the UPI Mechanism. Further, in accordance with the UPI Circulars, our Company has appointed

ICICI Bank Limited as the Sponsor Bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Bidders into the UPI mechanism.

A Retail Individual Bidder making applications using the UPI Mechanism shall use only his / her own bank account or only his / her own bank account linked UPI ID to make an application in the Offer. The SCSBs, upon receipt of the ASBA Form will upload the Bid details along with the UPI ID in the bidding platform of the Stock Exchanges. Applications made by the Retail Individual Bidders using third party bank accounts or using UPI IDs linked to the bank accounts of any third parties are liable for rejection. The Bankers to the Offer shall provide the investors' UPI linked bank account details to the RTA for the purpose of reconciliation. Post uploading of the Bid details on the bidding platform, the Stock Exchanges will validate the PAN and demat account details of Retail Individual Bidders with the Depositories.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLMs.

ASBA Form

All Bidders shall mandatorily participate in the Offer only through the ASBA process. Bidders must provide either (i) the bank account details and authorisation to block funds in the ASBA Form, or (ii) the UPI ID, as applicable, in the relevant space provided in the ASBA Form. Retail Individual Bidders submitting ASBA Forms with the Syndicate, sub-syndicate, Registered Brokers, RTAs or with CDPs are required to utilize the UPI Mechanism. It is clarified that Retail Individual Bidders may continue to submit physical ASBA Forms with SCSBs without using the UPI Mechanism. The ASBA Forms that do not contain such details will be rejected. Applications made by the RIBs using third party bank account or using third party linked bank account UPI ID are liable for rejection.

Copies of the ASBA Form and the abridged prospectus will be available with the Designated Intermediaries at the Bidding Centers, and at the Registered Office of our Company. Electronic copies of the ASBA Form will also be available for download on the websites of NSE (www.nseindia.com) and BSE (www.bseindia.com) at least one (1) day prior to the Bid/Offer Opening Date. Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount can be blocked by the SCSB at the time of submitting the Bid.

Bidders (other than RIBs using the UPI Mechanism) must provide bank account details and authorization by the ASBA bank account holder to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Form that does not contain such detail are liable to be rejected. The Sponsor Bank shall provide details of the UPI linked bank account of the Bidders to the Registrar to the Offer for purpose of reconciliation.

RIBs must provide the UPI ID in the relevant space provided in the ASBA Form and the ASBA Form that does not contain the UPI ID are liable to be rejected.

RIBs submitting a ASBA Form to any Designated Intermediary (other than SCSBs) should ensure that only the UPI ID is mentioned in the Field Number 7 i.e. Payment Details in the ASBA Form. ASBA Forms submitted by RIBs to Designated Intermediary (other than SCSBs) with ASBA Account details in Field Number 7, are liable to be rejected.

Further, such Bidders, including RIBs, shall ensure that the Bids are submitted at the Bidding Centres only on ASBA Forms bearing the stamp of the relevant Designated Intermediary (except in case of electronic ASBA Forms) and ASBA Forms (except electronic ASBA Forms) not bearing such specified stamp may be liable for rejection. Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Bank, as applicable, at the time of submitting the Bid. Designated Intermediaries (other than SCSBs) shall not accept any ASBA Form from a RIB who is not Bidding using the UPI Mechanism.

The prescribed color of the ASBA Form for the various categories of Bidders is as follows:

Category	Colour of ASBA Form*
Resident Indians including resident QIBs, Non-Institutional Bidders, Retail	White

Category	Colour of ASBA Form*
Individual Bidders and Eligible NRIs applying on a non-repatriation basis	
Eligible NRIs, FVCIs, FPIs and registered multilateral and bilateral institutions applying on a repatriation basis	Blue
Eligible Employees bidding in the Employee Reservation Portion **	Pink

** Excluding electronic ASBA Form*

*** 160,000 Equity Shares was reserved for allocation and Allotment on a proportionate basis to the Eligible Employees Bidding in the Employee Reservation Portion., subject to valid Bids being received from them at or above the Offer Price. ASBA Forms for Eligible Employees was made available at the Registered and Corporate Office of the Company.*

In case of ASBA Forms, Designated Intermediaries shall upload the relevant bid details in the electronic bidding system of the Stock Exchanges. Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Form (except a ASBA From RIBs) to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any escrow bank. Designated Intermediaries (other than SCSBs) shall not accept any ASBA Form from a RIB who is not Bidding using the UPI Mechanism.

For RIBs, the Stock Exchanges shall share the bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to the RIBs for blocking of funds.

Electronic registration of Bids

a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the Offer.

b) On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in this Prospectus.

c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 1:00 pm on the next Working Day following the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing.

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are only being offered and sold outside the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The 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.

Participation by the Promoter, associates/ affiliate of the BRLMs and the Syndicate Members

The BRLMs and the Syndicate Members shall not be allowed to purchase Offered Shares in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLMs and the Syndicate Members may Bid for the Offered Shares in the Net Offer, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders. Where the allocation is on a proportionate basis, and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

The Promoter Selling Shareholders and the members of the Promoter Group will not participate in the Offer except to the extent of the Offered Shares.

For the purposes of this section, a QIB who has any of the following rights shall be deemed to be a "person related to the Promoters or Promoter Group": (a) rights under a shareholders' agreement or voting agreement entered into with the Promoters or members of the Promoter Group; (b) veto rights; or (c) right to appoint any nominee director on our Board.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the ASBA Form. Failing this, our Company and the Selling Shareholder reserve the right to reject any Bid without assigning any reason therefor.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any Company's paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of ASBA Form from the BRLMs, Syndicate Member and sub-syndicate members at select locations as specified in the ASBA Form. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorize their SCSB or should confirm/accept the UPI Mandate Request (in case of RIBs using the UPI Mechanism) to block their Non-Resident External ("**NRE**") accounts or Foreign Currency Non-Resident ("**FCNR**") Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their SCSB or should confirm/accept the UPI Mandate Request (in case of RIBs Bidding using the UPI Mechanism) to block their Non- Resident Ordinary ("**NRO**") accounts for the full Bid Amount, at the time of the submission of the ASBA Form. However, NRIs applying in the Offer through the UPI Mechanism, are advised to enquire with the relevant bank where their account is UPI linked prior to submitting their ASBA Form.

Eligible NRIs Bidding on a repatriation basis are advised to use the ASBA Form for Non-Residents (Blue in color).

Eligible NRI Bidders Bidding on a non-repatriation basis are advised to use the ASBA Form for Residents (White in color).

Bids by HUFs

Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder/Applicant should specify that the Bid is being made in the name of the HUF in the ASBA Form/Application Form as follows: "Name of sole or first Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals.

Bids by FPIs

In terms of the SEBI FPI Regulations, the issue of equity shares to a single FPI or an investor group (which means multiple entities having common ownership, directly or indirectly, of more than fifty percent or common control) must be below 10% of our post-Offer equity share capital. Further, in terms of the FEMA Regulations, the total holding

by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectoral cap by way of a resolution passed by our Board followed by a special resolution passed by the shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

Additionally, the aggregate foreign portfolio investment up to 24% of the paid-up capital on a fully diluted basis or the sectoral/statutory cap, whichever is lower, does not require Government approval or compliance of sectoral conditions as the case may be, if such investment does not result in transfer of ownership and control of the resident Indian company from resident Indian citizens or transfer of ownership or control to persons resident outside India. Other investments by a person resident outside India will be subject to conditions of Government approval and compliance of sectoral conditions as laid down in these regulations.

In accordance with the FEMA Regulations, participation by FPIs is restricted under Schedule 2 of the FEMA Regulations, in accordance with applicable law, subject to limit of the individual holding of an FPI below 10% of the post-Offer paid-up Equity Share capital of our Company and the aggregate limit for FPI investment not exceeding 24% of the post-Offer paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectoral cap, if any by way of a resolution passed by the board of directors followed by a special resolution passed by the shareholders of a company. For details of restrictions on investment by FPIs, see "*Restrictions on Foreign Ownership of Indian Securities*" beginning on page 323.

Further, pursuant to the Master Directions on Foreign Investment in India issued by the RBI date January 4, 2018 (updated as on March 8, 2019) the investments made by a SEBI registered FPI in a listed Indian company will be reclassified as FDI if the total shareholding of such FPI increases to more than 10% of the total paid-up equity share capital on a fully diluted basis or 10% or more of the paid up value of each series of debentures or preference shares or warrants.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time. The FPIs who wish to participate in the Offer are advised to use the ASBA Form for non-residents. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, only Category I FPIs, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event

(i) such offshore derivative instruments are issued only to persons eligible to be registered as Category I FPIs; and

(ii) such offshore derivative instruments are issued after compliance with 'know your client' norms. An FPI may transfer offshore derivative instruments to persons compliant with the requirements of Regulation 21(1) of the SEBI FPI Regulations and subject to receipt of consent, except where pre-approval is provided." .

All non-resident investors should note that dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company, the Selling Shareholder or the BRLMs shall not be responsible for the loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Bids by SEBI-registered VCFs, AIFs and FVCIs

The SEBI FVCI Regulations and the SEBI AIF Regulations, *inter-alia*, prescribe the investment restrictions on the VCFs, FVCIs and AIFs, respectively, registered with SEBI. Accordingly, the holding by any individual VCF or FVCI registered with SEBI, in any company should not exceed 25% of the corpus of the VCF or FVCI. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The Category I and II AIFs cannot invest more than 25% of the investible funds in one investee company. A category III AIF cannot invest more than 10% of the investible funds in one investee company. A VCF registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All non-resident investors should note that dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company, the Selling Shareholder or the BRLMs shall not be responsible for the loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Bids by limited liability partnerships

In case of Bids 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 ASBA Form. Failing this, our Company and the Selling Shareholder reserve the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the ASBA Form, failing which our Company in consultation with the Selling Shareholder, reserve the right to reject any Bid without assigning any reason therefor.

The investment limit for banking companies in non-financial services companies, not being subsidiaries, as per the Banking Regulation Act, 1949, as amended (the "**Banking Regulation Act**"), and the Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016 ("**Financial Services Directions**"), is 10% of the paid-up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10% of the banks' own paid-up share capital and reserves, whichever is less. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt/corporate debt restructuring/strategic debt restructuring, or to protect the bank's interest on loans/investments made to a company. The bank is required to submit a time-bound action plan for disposal of such shares within a specified period to the RBI. A banking company would require a prior approval of the RBI to inter alia make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed under 5(b)(i) of the Financial Services Directions), and (ii) investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in 5(a) (v) (c) (i) of the Financial Services Directions. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the investee company's paid-up share capital and reserves.

Bids by SCSBs

SCSBs participating in this Offer are required to comply with the terms of the SEBI circulars CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013 dated September 13, 2012 and January 2, 2013 respectively. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs.

Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the ASBA Form. Failing this, our Company and the Selling Shareholder reserve the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers are prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2016, as amended ("**IRDAI Investment Regulations**"), are set forth below:

i. equity shares of a company: the lower of 10%* of the investee company's outstanding equity shares (face value) or 10% of the respective fund in case of a life insurer/investment assets in case of a general insurer or a reinsurer;

ii. the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or a reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and

iii. the industry sector in which the investee company operates: not more than 15% of the respective fund of a life insurer or general insurance or 15% of the investment assets, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under points (i), (ii) or (iii) above, as the case may be.

**The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹2,500,000 million or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹500,000 million or more but less than ₹2,500,000 million.*

Insurance companies participating in this Offer shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by provident funds/pension funds

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹250 million, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the ASBA Form. Failing this, our Company and the Selling Shareholder reserve the right to reject any Bid, without assigning any reason thereof.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, Eligible FPIs, AIFs, Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million (subject to applicable law) and pension funds with a minimum corpus of ₹250 million (in each case, subject to applicable law and in accordance with their respective constitutional documents), 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, as applicable, must be lodged along with the ASBA Form. Failing this, our Company in consultation with the Selling Shareholder reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company and the Selling Shareholder, in consultation with the BRLMs, in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the ASBA Form.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by Systemically Important Non-Banking Financial Companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor, and (iii) such other approval as may be required by the Systemically Important Non-Banking Financial Companies, are required to be attached to the ASBA Form. Failing this, our Company and the Selling Shareholder, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof. Systemically Important NBFCs participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time. The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

Bids by Eligible Employees under the Employee Reservation Portion

The Offer includes a reservation of 160,000 Equity Shares aggregating to ₹ 49.60 million for subscription by Eligible Employees.

Bids by Eligible Employees under the Employee Reservation Portion shall be subject to the following:

(a) Such Bids must be made in the prescribed ASBA Form (*i.e.* Pink color form).

(b) The Bid must be for a minimum of 40 Equity Shares and in multiples of 40 Equity Shares thereafter. The Allotment in the Employee Reservation Portion will be on a proportionate basis.

(c) Such Bidders should mention their employee identification number at the relevant place in the ASBA Form.

(d) The Bidder should be an Eligible Employee as defined above. In case of joint bids, the First Bidder shall be an Eligible Employee.

(e) Such Bidders must ensure that the Bid Amount does not exceed ₹500,000, net of Employee Discount. However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of upto ₹200,000, net of Employee Discount. In the event of under-subscription in the Employee Reservation Portion (post the initial Allocation of up to ₹200,000, net of Employee Discount per Eligible Employee), the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000, subject to the maximum value of Allotment made to an Eligible Employee not exceeding ₹500,000 (net of Employee Discount).

(f) Such Bidders have the option to bid at Cut-off Price indicating their agreement to Bid and purchase at the Offer Price.

(g) Only Eligible Employees would be eligible to apply in this Offer under the Employee Reservation Portion.

(h) Bids by Eligible Employees will have to Bid like any other Bidder. Only those Bids, which are received at or above this Offer Price, would be considered for Allotment under this category.

(i) Bid by Eligible Employees can be made also in the "*Net Offer to the Public*" and such Bids shall not be treated as multiple Bids.

(j) If the aggregate demand in this category is less than or equal to 160,000 Equity Shares at or above this Offer Price, full allocation shall be made to the Eligible Employees to the extent of their demand.

(k) Under-subscription, if any, in the Employee Reservation Portion will be added back to the Net Offer. In case of under-subscription in the Net Offer (except an undersubscription in the QIB portion of the Net Offer), spill over to the extent of under subscription shall be permitted from the Employee Reservation Portion.

(l) If the aggregate demand in this category is greater than 160,000 Equity Shares at or above the Offer Price, the Allotment shall be made on a proportionate basis. For the method of proportionate basis of allocation, please refer to the section titled "*Offer Procedure – Allotment Procedure and Basis of Allotment*" on page 306.

In accordance with existing regulations, OCBs cannot participate in this Offer.

The above information is given for the benefit of Bidders. Our Company and the Selling Shareholder, our Directors, the officers of our Company, the BRLMs and the members of the Syndicate are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Bidders are advised to make their independent investigations and ensure that any single bid from them does not exceed the applicable investment limits or maximum number of Equity Shares that can be held by them under laws or regulations or as specified in the Draft Red Herring Prospectus, the Red Herring Prospectus and this Prospectus.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company shall, after filing the Red Herring Prospectus with the RoC, published a Pre-Offer Advertisement, in the form prescribed under Part A of Schedule X of the SEBI ICDR Regulations, in all editions of the English national daily newspaper Financial Express, all editions of the Hindi national daily newspaper Jansatta (Hindi being the regional language of New Delhi, where our Registered Office is located), each with wide circulation.

Our Company, in the pre-Offer advertisement stated the Bid/Offer Opening Date, the Bid/Offer Closing Date and the QIB Bid/Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, was in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

Signing of the Underwriting Agreement and the RoC Filing

Our Company and the Selling Shareholder have entered into the Underwriting Agreement with the Underwriters for the Offered Shares. The underwriting shall be to the extent of the Bids uploaded, subject to Regulation 40 of the SEBI ICDR Regulations. Pursuant to the terms of the Underwriting Agreement, the obligations of each of the Underwriters are several and are subject to certain conditions specified therein.

The Underwriting Agreement is dated October 7, 2019. This Prospectus containing details of the Offer Price, Offer Size and underwriting arrangements and complete in all material respects, will be filed with the RoC in accordance with the Companies Act.

General Instructions

Investors should note that QIBs and Non-Institutional Bidders are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bid(s) during the Bid/Offer Period and withdraw their Bid(s) until the Bid/Offer Closing Date.

In addition to the general instructions provided in the General Information Document for Investing in Public Issues, Bidders are requested to note the additional instructions provided below:

Do's:

1. All Bidders should submit their Bids through the ASBA process only;

2. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable laws, rules, regulations, guidelines and approvals;

3. Ensure that you have Bid within the Price Band;

4. Read all the instructions carefully and complete the ASBA Form in the prescribed form;

5. Ensure that the details about the PAN, DP ID and Client ID are correct and the Bidders depository account is active, as Allotment of the Offered Shares will be in the dematerialized form only;

6. Ensure that your ASBA Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the concerned Bidding Centre within the prescribed time;

7. Ensure that the you have mentioned the correct ASBA Account number (for all Bidders other than RIBs using the UPI Mechanism) in the;

8. RIBs Bidding should ensure that the correct UPI ID is mentioned in the ASBA Form;

9. RIBs submitting a ASBA Form using the UPI Mechanism, should ensure that the: (a) bank where the bank account linked to their UPI ID is maintained; and (b) the Mobile App and UPI handle being used for making the Bid, are listed on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40;

10. RIBs submitting a Bid-cum Application Form to any Designated Intermediary (other than SCSBs) should ensure that only UPI ID is included in the Field Number 7: Payment Details in the ASBA Form;

11. RIBs Bidding shall ensure that the bank, with which such RIB has a bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by the NPCI;

12. RIBs Bidding shall ensure that the bank account or bank account linked UPI ID used to make an application in the Offer belongs only to such Retail Individual Bidder.

13. Ensure that you request for and receive a stamped Acknowledgement Slip of the ASBA Form for all your Bid options from the concerned Designated Intermediary as proof of registration of the ASBA Form;

14. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to any of the Designated Intermediaries;

15. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised Acknowledgment Slip;

16. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the Income Tax Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications wherein PAN is not mentioned will be rejected;

17. Ensure that the Demographic Details are updated, true and correct in all respects;

18. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

19. Ensure that the name(s) given in the ASBA Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the ASBA Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Bidder is included in the ASBA Forms (for all Bidders other than RIBs);

20. Ensure that you tick the correct investor category and the investor status, as applicable, in the ASBA Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;

21. Ensure that in case of Bids under power of attorney or by limited companies, corporate, trust, etc., all relevant documents are submitted;

22. Ensure that Bids submitted by any person outside India is in compliance with applicable foreign and Indian laws;

23. Bidders, other than RIBs using the UPI Mechanism, shall ensure that they have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to the relevant Designated Intermediaries;

24. Ensure that the DP ID, the Client ID and the PAN in the ASBA Form entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID and PAN available in the Depository database;

25. Ensure that where the ASBA Form is submitted in joint names, the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the ASBA Form;

26. Ensure that the ASBA Forms are delivered by the Bidders within the time prescribed as per the ASBA Form and the Red Herring Prospectus;

27. Ensure that while Bidding through a Designated Intermediary that the ASBA Form is submitted to a Designated Intermediary (other than for RIBs Bidding through the UPI mechanism) in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at http://www.sebi.gov.in);

28. Ensure that you have mentioned the correct ASBA Account number in the ASBA Form;

29. Ensure that you have correctly signed the authorization/undertaking box in the ASBA Form, or have otherwise provided an authorization to the SCSB or the Sponsor Bank via the electronic Mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the ASBA Form;

30. RIBs should ensure that you approve the Mandate Request generated by the Sponsor Bank to authorize blocking of funds equivalent to application amount and subsequent debit of funds in case of allotment, in a timely manner;

31. RIBs shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI mandate request and then proceed to authorize the UPI request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an RIB may be deemed to have verified the attachment containing the application details of the RIB in the UPI mandate request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount mentioned in the ASBA Form;

32. RIBs should mention valid UPI ID of only the Applicant (in case of single account) and of the first Applicant (in case of joint account) in the ASBA Form; and

33. RIBs bidding using the UPI mechanism, who have revised their Bids subsequent to making the initial Bid, should also approve the revised request generated by the Sponsor Bank to authorize blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of allotment in a timely manner.

The ASBA Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;

2. Do not Bid or revise Bid Amount to a price less than the Floor Price or higher than the Cap Price;

3. Do not Bid on another ASBA Form after you have submitted a Bid to the Designated Intermediary;

4. RIBs should not submit a Bid using the UPI Mechanism unless the name of the bank where the bank account linked to your UPI ID is maintained, is listed on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40;

5. RIBs should not submit a Bid using the UPI Mechanism, using a Mobile App or UPI handle, not listed on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40;

6. Do not pay the Bid Amount by cheques and demand drafts or in cash, by money order or by postal order or by stock invest;

7. Do not send ASBA Forms by post. Instead submit the same to a Designated Intermediary;

8. Do not Bid on a physical ASBA Form that does not have the stamp of a Designated Intermediary;

9. Do not submit the ASBA Forms to any non-SCSB bank or our Company or at a location other than the Bidding Centres. Provided that RIBs not using the UPI Mechanism should not submit ASBA Forms with Designated Intermediaries (other than SCSBs);

10. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);

11. Do not Bid for a Bid Amount exceeding ₹200,000 (for Bids by Retail Individual Bidders) and ₹500,000 for Bids by Eligible Employees under the Employee Reservation Portion;

12. Do not fill up the ASBA Form such that the Offered Shares Bid for exceeds this Offer size and/ or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or maximum amount permissible under the applicable laws or under the terms of the Red Herring Prospectus/ Prospectus;

13. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

14. Do not make applications using third party bank accounts or using third party linked bank account UPI IDs;

15. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by RIBs;

16. Do not submit the General Index Registration ("**GIR**") number instead of the PAN;

17. Do not submit the Bids without instructions to block funds equivalent to the Bid Amount in the ASBA Account;

18. Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to this Offer;

19. Do not submit incorrect UPI ID details, if you are a RIB;

20. Do not submit Bids on plain paper or on incomplete or illegible ASBA Forms or on ASBA Forms in a color prescribed for another category of Bidder;

21. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;

22. Do not submit your Bid after 3.00 pm on the Bid/Offer Closing Date;

23. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per demographic details provided by the Depository);

24. Do not submit a ASBA Form using a third party bank account or using third party linked bank account UPI ID (in case of in case of Bids submitted by RIBs using the UPI Mechanism);

25. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Investor;

26. Do not Bid if you are an OCB; and

27. Employees bidding in the Employee Reservation Portion do not bid using UPI mechanism.

The ASBA Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Grounds for Technical Rejection

In addition to the grounds for rejection of Bids on technical grounds as provided in the General Information Document, Bidders are requested to note that Bids may be rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSB to block the entire Bid Amount;

2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;

3. Bids submitted on a plain paper;

4. Bids submitted by RIBs using the UPI Mechanism through an SCSB and/or using a Mobile App or UPI handle, not listed on the website of SEBI;

5. Bids under the UPI Mechanism submitted by RIBs using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank);

6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;

7. Bids submitted without the signature of the First Bidder or Sole Bidder;

8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;

9. ASBA Form by the Retail Individual Bidders by using third party bank accounts or using third party linked bank account UPI IDs;

10. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are "suspended for credit" in terms of SEBI circular (reference number: CIR/MRD/DP/ 22 /2010) dated July 29, 2010;

11. GIR number furnished instead of PAN;

12. Bids by Retail Individual Bidders or Eligible Employees bidding in the Employee Reservation Portion with Bid Amount for a value of more than ₹200,000 (net of Retail Discount) or ₹500,000 (net of Employee Discount), respectively;

13. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;

14. Bids accompanied by stock invest, money order, postal order or cash;

15. Bid by OCBs

16. Bids by persons outside India who have not received a preliminary offering memorandum for this Offer, which comprises this Prospectus and an "International Wrap" that contains, among other things, the selling restrictions applicable to this offer outside India; and

17. Bids uploaded by QIBs after 4.00 pm on the QIB Bid/ Offer Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Offer Closing Date, and Bids by Retail Individual Bidders and Eligible Employees bidding in the Employee Reservation Portion uploaded after 5.00 p.m. on the Bid/ Offer Closing Date, unless extended by the Stock Exchanges.

Names of entities responsible for finalizing the basis of allotment in a fair and proper manner

The authorized employees of the Stock Exchanges, along with the BRLMs and the Registrar, shall ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of Allotment as prescribed by SEBI from time to time

Our Company will not make any allotment in excess of the Equity Shares offered through the Offer Document except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an allotment of not more than one (1) percent of the Net Offer may be made for the purpose of making allotment in minimum lots.

The allotment of Equity Shares to applicants other than to the Retail Individual Bidders and Eligible Employees shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Bidders shall not be less than the minimum bid lot, subject to the availability of shares in Retail Individual Bidders Portion, and the remaining available shares, if any, shall be allotted on a proportionate basis.

Mode of making refunds

The funds required for making refunds (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company.

a) In case of ASBA Bids: Within six (6) Working Days of the Bid/Offer Closing Date, the Registrar to the Offer may give instructions to SCSBs for unblocking the amount in ASBA Accounts for unsuccessful Bids or for any excess amount blocked on Bidding.

Interest in case of delay in allotment

Our Company shall allot the Equity Shares within the period prescribed by SEBI. Our Company further agrees that it shall pay interest at the rate of fifteen (15) per cent. per annum if the allotment letters / unblocking instructions have not been despatched to the applicants within six (6) days from the date of the closure of the Offer.

Depository Arrangements

The Allotment of the Offered Shares shall be only in a dematerialized form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic Mode).

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/ her 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 our Company

Our Company undertakes that:

- the complaints received in respect of this Offer shall be attended to by our Company expeditiously and satisfactorily;
- all steps for completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges where the Equity Shares are proposed to be listed shall be taken, within the period prescribed by SEBI;
- the funds required for making refunds/ unblocking to unsuccessful Bidders (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;
- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Bidder within such time as prescribed under the applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit for the refund;
- no further Offer of Equity Shares shall be made until the Offered Shares are listed or until the Bid monies are unblocked in ASBA Account on account of non-listing, under-subscription, etc.;
- adequate arrangements shall be made to collect all ASBA Forms submitted by Bidders.

Undertakings by the Selling Shareholder

The Selling Shareholder undertakes the following:

- It is the legal and beneficial holder and has valid and full title to the Equity Shares being offered by it under the Offer for Sale;
- The Equity Shares are free and clear of all liens or encumbrances and shall be transferred to the successful Bidders within the specified time;

- None of the Equity Shares of our Company held by it are pledged with any bank or financial institution as collateral security for loans granted by such banks or financial institutions or with any other creditor;

- The Equity Shares offered for sale by the Selling Shareholder are eligible for being offered in the Offer for Sale in terms of Regulation 8 of the SEBI ICDR Regulations.

- There shall be no recourse to the proceeds of this Offer until the final listing and trading approvals have been obtained from all the Stock Exchanges where listing is proposed.

- If the permission to deal in and for quotation of Equity Shares of our Company held by the President of India, acting through MoR as part of this offer for sale portion in this Offer ("Offer for Sale Shares"), is not granted by any of the Stock Exchanges, the Selling Shareholder shall forthwith repay, without interest, all moneys received from the applicants in pursuance of this Prospectus. If such money is not repaid within Fifteen (15) days after the Selling Shareholder becomes liable to repay it, then Selling Shareholder shall, on and from expiry of Fifteen (15) days, be liable to repay the money, with interest in accordance with the applicable law;

- In relation to this Offer for Sale Shares, the funds required for making refunds to unsuccessful applicants or dispatch of allotment advice by registered post or speed post as per the Modes described in the Red Herring Prospectus and this Prospectus shall be made available to the Registrar to this Offer;

- Where the refunds are made through electronic transfer of funds, suitable communication shall be sent to the applicant(s) within six (6) working days of Bid/Offer Closing Date, or such other time period as may be prescribed by SEBI, giving details of the bank(s) where refunds shall be credited along with the amount and expected date of electronic refund;

- The certificates of the securities/refund orders or allotment advice to the Bidders, including those to non-residents Indians shall be dispatched within the specified time;

- It will take all such steps as may be required to ensure that the Equity Shares are available for transfer in this Offer for Sale;

- It will not sell, transfer, dispose of in any manner or create any lien, charge or encumbrance on the Equity Shares available in this Offer for Sale;

- It shall not sell or transfer, charge, pledge or otherwise encumber any locked-in Equity Shares proposed to form part of minimum promoter's contribution during the period starting from the date of filing the draft red herring prospectus with the SEBI till the date of commencement of lock-in period, as stated in this Prospectus and thereafter, till such time that the lock-in remains effective, save and except as may be permitted under the SEBI ICDR Regulations, including inter-se transfer under Regulation 22 of the SEBI ICDR Regulations; and

- It has authorized the Compliance Officer of our Company and the Registrar to this Offer to redress any complaints received from Bidders in respect of this Offer for Sale.

The decisions with respect to the Price Band, the minimum Bid lot, reservations in this Offer, the rupee amount of the Retail Discount and the Employee Discount, as applicable, revision of the Price Band, the Offer Price, shall be taken by our Company and the Selling Shareholder, in consultation with the BRLMs.

Utilisation of Offer Proceeds

Our Company and the Selling Shareholder declare that all monies received out of this Offer shall be credited/ transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. The Union Cabinet, as provided in the Cabinet Press Release dated May 24, 2017, has given its approval for phasing out the FIPB. Further, pursuant to office memorandum dated June 5, 2017 issued by the Department of Economic Affairs, Ministry of Finance, Government of India, the FIPB has been abolished. Accordingly, the process for foreign direct investment ("**FDI**") and approval from the Government of India will now be handled by the concerned ministries or departments, in consultation with the DIPP.

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases. The DIPP issued the Consolidated Foreign Direct Investment Policy notified by the DIPP D/o IPP F. No. 5(1)/2017-FC-1 dated August 28, 2017 effective from August 28, 2017 (the "**FDI Policy**"), consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP. The Government of India proposes to update the consolidated circular on FDI Policy once every year and therefore, the FDI Policy will be valid until the DIPP issues an updated circular.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI or any other relevant authority, provided that (i) the activities of the investee company are under the automatic route under the FDI Policy and the transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

As per the existing policy of the Government of India, OCBs cannot participate in the Offer.

The Equity Shares have not been and will not be registered under the Securities Act, or any state securities laws in the United States, and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws in the United States. Accordingly, the Equity Shares are being offered and outside the United States in offshore transactions in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholder and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Offered Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION VIII – DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION

Pursuant to the Companies Act and the SEBI ICDR Regulations the main provisions of our Articles of Association relating to, among others, voting rights, dividend, lien, forfeiture, restrictions on transfer and transmission of Equity Shares or debentures and/or on their consolidation/splitting are detailed below. Please note that each provision herein below is numbered as per the corresponding article number in our Articles of Association and capitalized/defined terms herein have the same meaning given to them in our Articles. Subject to our Articles of Association, any words or expression defined in the Companies Act, 2013 shall, except so where the subject or context forbids; bear the same meaning in these Articles.

Article No.	Particulars	Remarks
	CAPITAL AND SHARES	
6	The Authorized Share Capital of the Company shall be such amounts and be divided into such shares as may, from time to time, be provided in Clause V of the Memorandum of Association (MOA) of the Company with such rights, privileges and conditions attached thereto as are provided by the Company and with powers to the Company as permitted by the Act and applicable laws to increase, reduce or modify the said capital and to divide the shares of the company in to several classes and attach thereto preferential, qualified or special rights, privileges or conditions as may be determined by the Company subject to provisions of the Act and other applicable laws, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company and allowed by law.	Authorized Capital
7	Subject to the provisions of Section 62 of the Act and Articles, SEBI Rules and Regulations where applicable, such other directions as the President may issue from time to time, and any other provisions of the applicable laws, the shares in the capital and securities of the Company shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them on such terms and conditions as they consider fit, to such persons, in such proportion and either at a premium or at par and at such time as they may from time to time think fit and to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the Capital of the Company or other securities on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares. Provided that option or right to call of shares shall not be given to any person or persons without the sanction of the Company in the General Meeting.	Shares and Securities under the control of the Board
8	The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws: a. Equity Share Capital (i) With voting rights; and / or (ii) With differential rights as to dividend, voting or otherwise in accordance with the Rules; and b. Preference Share Capital.	
9	Subject to Applicable Law, and these Articles, the Board may, from time to time, increase the Capital by creation of new shares and debentures in accordance with the provisions of Section 42, 55, 62, 63 and 71 of the Act. Such increase shall be of such aggregate amount and to be divided into such shares of such respective amounts, as the resolution of the Board shall prescribe. Subject to the provisions of the Act, any shares of the original or	Increase of Capital by the Company and how carried in to effect

Article No.	Particulars	Remarks
	increased capital shall be issued upon such terms and conditions and with such rights and privileges annexed thereto, as the Board shall determine. Whenever the Capital of the Company has been increased under the provisions of this Article, the Directors shall comply with the provisions of Section 64 of the Act or any such compliance as may be required by the Act for the time being in force.	
10	a. New shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the general meeting may resolve, provided that no shares (not being preference share) shall be issued carrying 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). b. Subject to the provisions of Section 62 of the Act, where at any time it is proposed to increase the Subscribed Capital of the Company by allotment of further shares, then: (i) Such further shares shall be offered to the persons who on the date of the offer are holders of the equity shares of the Company, in proportion as nearly as circumstances admit, to the Capital paid-up on those shares at the date. (ii) Such offer shall be made by a notice specifying the number of shares offered and limiting a time not being less than fifteen days and not exceeding thirty days from the date of the offer within which the offer, if not accepted, will be deemed to have been declined. (iii) 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 favor of any other person and the notice referred to in 10 (b) (ii) hereof shall contain a statement of this right. (iv) After the expiry of the time specified in the aforesaid notice or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of them in such manner as they think most beneficial to the interest of the Company.	Further Issue of Share Capital
	c. Notwithstanding anything contained in the Article no.10(b) the further shares aforesaid may be offered in any manner whatsoever, to: (i) employees under a scheme of Employees Stock Option Scheme. (ii) to any persons on private placement or on preferential basis, whether or not those persons include the persons referred to clause (a) and (b) of Article 10, either for cash or for a consideration other than cash, if so decided by a Special Resolution, as per Applicable Law.; d. Nothing in Article no. 10 (c) hereof shall be deemed; (i) To extend the time within which the offer should be accepted; or (ii) To authorize any person to exercise the right of renunciation for a second time, on the ground that the person in whose favor the renunciation was first made has declined to take the shares comprised in the renunciation. e. Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option attached to the debenture issued or loans raised by the Company to convert such debentures or loans into shares in the Company, provided that the terms of issue of such debentures or the terms of such loans include a term providing for such option and such term have been approved before the issue of such debentures or the raising of loan by special resolution passed by the company in general meeting.	

Article No.	Particulars	Remarks
	f. Subject to the provisions of Section 62(4) of the Act and other applicable law, where any debentures have been issued or loan has been obtained from any Government by a Company and if that Government, considers, if necessary in the public interest so to do, it may, by order direct that such debenture or loan or any part thereof shall be converted into shares of the Company.	
11	Subject to the provisions of Section 55 of the Act and other Applicable Law, any preference shares may be issued from time to time, on the terms that they are redeemable within 20 years and such other terms as may be decided at the time of the issue. Further, (i) Such preference shares shall always rank in priority with respect to payment of Dividend or repayment of Capital vis-à-vis equity shares; (ii) The Board may decide on the participation of preference shareholders in the surplus Dividend, type of preference shares issued whether cumulative or otherwise, conversion terms into equity if any; The Board may decide on any premium on the issue or redemption of preference shares.	Issue of redeemable preference shares
12	Subject to the provisions of the Act, the Board shall have the power to issue or re-issue cumulative or non-cumulative basis preference shares of one or more classes which are liable to be redeemed, or converted to equity shares, on such terms and conditions and in such manner as determined by the Board in accordance with the Act.	Power to issue redeemable preference shares
13	A further issue of shares may be made in any manner whatsoever as the Board may determine, among others, by way of further public offer, preferential offer or private placement, subject to and in accordance of the Act and other regulations governing such issues.	Mode of further issue of shares
14	The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari-passu therewith.	Issue of further shares not to affect the rights of existing members
15	Except so far as otherwise provided by the conditions of issue or by these Presents, any capital raised by the creation of new Shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.	New capital same as existing capital
16	(i) Subject to the provisions of the Act and these Articles, the Directors may allot and issue shares in the capital of the Company as payment or part payment for any property (including goodwill of any business) sold or transferred, goods or Machinery supplied or for services rendered to the Company in or about the formation or promotion of the Company or the conduct of its business and any shares which may be so allotted may be issued as fully paid up or partly paid up otherwise than in cash and if so issued, shall be deemed to be fully paid up or partly paid up shares as aforesaid.	Allotment of Shares for consideration in kind
	(ii) An application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any share therein, shall be an acceptance of shares within the meaning of these Articles; and every person who thus or otherwise accepts any shares and whose name is in the Register shall for the purpose of these Articles, be a member.	Acceptance of shares
	(iii)The money (if any) which the Directors shall on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them shall, immediately on the insertion of the names of the allottee in the Register	Deposit and calls etc, to be debt payable immediately

Article No.	Particulars	Remarks
	of Members as the name of the holder of such shares, become a debt due to and recoverable by the Company, from the allottee thereof and, shall be paid by him accordingly.	
	(iv) If by the conditions of allotment of any share, the whole or part of the amount or issue price thereof is payable by installment, every such installment shall when due, be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share.	Installments on shares to be duly paid
17	The new shares resulting from an increase of capital (as aforesaid) may be issued or disposed of in accordance with the provisions of Article 7, 10 (a) & 16 above.	When Shares to be offered to existing Members
18	Any Debentures, Debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.	Debentures
19	Subject to requirement of SEBI Listing Regulations and bye-laws of Stock Exchanges, every member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as provided in the relevant laws) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within 15 days of the receipt of application for registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the Company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the Directors may prescribe or approve, provided that in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate of shares to one of several joint holders shall be sufficient delivery to all such holder. Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the company of its letter of allotment or its fractional coupons of requisite value, save in cases of issues against letter of acceptance or of renunciation or in cases of issue of bonus shares. Every such certificate shall be issued under the seal of the company, which shall be affixed in the presence of two Directors or persons acting on behalf of the Directors under a duly registered power of attorney and the secretary or some other person appointed by the Board for the purpose and two Directors or their attorneys and the secretary or other person shall sign the share certificate, provided that if the composition of the Board permits of it, at least one of the aforesaid two Directors shall be a person other than a Managing or Whole-Time Director. Particulars of every share certificate issued shall be entered in the Register of Members against the name of the person, to whom it has been issued, indicating the date of issue. Any two or more joint allottees of shares shall, for the purpose of this Article, be treated as a single member, and the certificate of any shares which may be the subject of joint ownership, may be delivered to anyone of such joint	Right of Members or Debenture holders to certificate

Article No.	Particulars	Remarks
	owners on behalf of all of them. For any further certificate, the Board shall be entitled, but shall not be bound, to prescribe a charge not exceeding Rupees Fifty. The Company shall comply with the provisions of Section 39 of the Act. A Director may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means, such as engraving in metal or lithography, but not by means of a rubber stamp provided that the Director shall be responsible for the safe custody of such machine, equipment or other material used for the purpose. Provided that in case of securities held by the member/ Bond/ Debenture holder in dematerialized form, no Share/Bond/Debenture Certificates shall be issued. No Certificates of any Share or shares shall be issued either in exchange for those which are sub- divided or consolidated or in replacement of those which are defaced, torn or old, decrepit, worn out or where the cages on the reverse for recording transfers have been fully utilized unless the certificates in lieu of which it is issued is surrendered to the Company.	
20	If any security certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Board deem adequate, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every certificate under the Article shall be issued with payment of fees as prescribed.	Issue of new certificate in place of one defaced, lost or destroyed
21	The provisions of the foregoing Articles relating to issue of certificates shall mutatis mutandis apply to issue of certificates for any other securities including Debentures (except where the Act otherwise requires) of the Company.	Provision as to issue of certificates to apply mutatis mutandis to Debentures, etc.
22	Subject to compliance with applicable provision of the Act and rules framed there under the Company shall have power to issue any kind of securities as permitted to be issued under the Act and rules framed there under.	Issue of Securities
23	Subject to the provision of the Act and rules made there under the Company shall have power to issue any kind of securities duly subdivided/consolidated as permitted to be issued under the Act and rules made there under.	Issue of Securities duly sub-divided or consolidated
	TRANFER AND TRANSMISSION OF SHARES	
24	Subject to the provisions of the SEBI Listing Regulations, in the event that the proper documents have been lodged, the Company shall register the transfer of securities in the name of the transferee except: (i) When the transferee is, in exceptional circumstances, not approved by the Directors in accordance with the provisions contained herein; (ii) When any statutory prohibition or any attachment or prohibitory order of a competent authority restrains the Company from transferring the securities out of the name of the transferor; (iii) When the transferor object to the transfer provided he serves on the company within a reasonable time a prohibitory order of a court of competent jurisdiction.	Instrument of transfer to be executed by transferor and transferee
25	(i) Subject to the provisions of Section 56 of the Act, these Articles and other applicable provisions of the Act or such Rules or Regulations or	Board may refuse to register transfer

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	requirements of any Stock Exchange or the rules made under Securities Contracts (Regulation) Act, 1956 or any other law for the time being in force, the Board may refuse, in the interest of the Company or in pursuance of power under any Applicable Law, to register the transfer of, or the transmission by operation of law of the right to, any shares or interest of a member in or Debentures of the Company. The Company shall within one month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company, send notice of the refusal to the transferee and the transfer or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal. Provided that the registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except where the Company has a lien on shares. (ii) The Board may, subject to the right of appeal conferred by Section 58 of the Act and other Applicable Law decline to register- a. The transfer of a share, not being a fully paid share, to a person of whom they do not approve; or b. Any transfer of shares on which the Company has a lien.	
26	The Board may decline to recognize any instrument of transfer unless- (i) the instrument of transfer is in the form as prescribed under sub-section (1) of Section 56 of the Act or Applicable Law; (ii) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and (iii) the instrument of transfer is in respect of only one class of shares.	Board may decline to recognize instrument of transfer
27	(i) No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other document with the company.	No fee on transfer.
	(ii) The instrument of transfer shall be in common form and in writing and all provision of Section 56 of the Act and statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof.	Transfer Form
	(iii) The Company shall not register the transfer of its securities in the name of the transferee(s) when the transferor (s) objects to the transfer: Provided that the transferor serves on the Company, within sixty working days of raising the objection, a prohibitory order of a Court of competent jurisdiction.	Delegation of power of transfer of securities
	(iv) The Board of Directors of the company may delegate the power of transfer of securities to a committee or to compliance officer or to the registrar to an issue and/or share transfer agent(s). Provided further that the delegated authority shall report on transfer of securities to the Board of Directors in each meeting.	
28	The Company shall keep a book to be called the "Register of Transfer of Shares and Transfer of Debentures", and therein shall be fairly and directly entered Particulars of every transfer or transmission of any Share or Debenture. The Company shall keep index of beneficial owners in accordance with all applicable provisions of the Act, and the Depositories Act, 1996 with details of shares held in dematerialized forms. The Register of Transfers shall not be available for inspection or making of extracts by	Register of Transfer of shares and debentures

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	the Members of the Company or any other Persons. Entries in the register should be authenticated by the Secretary of the Company or by any other person authorized by the Board for the purpose, by appending his signature to each entry.	
29	(a) Every such instrument of transfer shall be executed both by transferor and the transferee and the transferor shall be deemed to remain the holder of such share until the name of the transferee has been entered in the Register of Members in respect thereof. The Board shall not issue or register a transfer of any share in favor of a minor (except in cases when they are fully paid up) (b) Application for the registration of the transfer of a Share may be made either by the transferee or the transferor. No registration shall, in the case of the partly paid Share, be effected unless the Company gives notice of the application to the transferee subject to the provisions of these Articles and Section 56 of the Act and/or Applicable Law 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 transferee in the same manner and subject to the same conditions as if the application for registration of the transfer was made by the transferee.	Execution of Transfer
30	The Board of Directors shall have power on giving not less than seven days pervious notice in accordance with section 91 and rules made there under close the Register of Members and/or the Register of debentures holders and/or other security holders at such time or times and for such period or periods, not exceeding thirty days at a time, and not exceeding in the aggregate forty five days in each year as it may seem expedient to the Board.	Closure of register of members or debenture holder or other security holders
31	Subject to the provisions of the Act and applicable Rules made there under, transmission of shares shall take place in the following manner: 1. On the death of a member, his legal heirs as per Hindu Succession Act or any other similar acts providing for succession of estate of the deceased for other communities in India shall be the only persons recognized by the Company as having any title to his interest in the shares. 2. Provided nevertheless that it shall be lawful for the Directors in their absolute discretion to dispense with the production of any evidence including any legal representation upon such terms as to indemnity or otherwise as the Directors may deem fit. 3. Provided nevertheless, that if such person shall elect to have his nominee registered he shall testify the election by executing to his nominee an instrument of transfer in accordance with the provisions herein contained and until he does so, he shall not be freed from any liability in respect of the shares. 4. Nothing contained in Article 24 shall prejudice any power of the Company to register as shareholders or debenture holder any persons to whom the right to any shares or debentures in the Company has been transmitted by operation of law. 5. No transfer shall be made to a minor or insolvent or person of unsound mind. However in respect of fully paid up shares, shares may be transferred in favor of minor acting through legal guardian, in accordance with the provisions of Law. 6. The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in	Transmission of shares No transfer to minor, insolvent etc. Company not liable for disregard of a notice in prohibiting registration of transfer

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	the said shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice, or deferred thereto, in any book of the Company, and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right title or interest, or be under any liability whatsoever for refusing or neglecting to do so, though it may have been entered or referred to in some book of the Company; but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto, if the Board of Directors shall so think fit.	
32	(i) Where two or more persons are registered as joint holders (not more than three) of any share, they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with benefits of survivorship, subject to the following and other provisions contained in these Articles:	Joint-holders
	The joint-holders of any share shall be liable severally as well as jointly for and in respect of all calls or installments and other payments which ought to be made in respect of such share.	Liability of Joint holders
	(ii) On the death of any one or more of such joint-holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit, and nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person.	Death of one or more joint-holders
	(iii) Any one of such joint holders may give effectual receipts of any dividends, interests or other moneys payable in respect of such share.	Receipt of one sufficient
	(iv) Only the person whose name stands first in the register of members as one of the joint-holders of any share shall be entitled to the delivery of certificate, if any, relating to such share or to receive notice (which term shall be deemed to include all relevant documents) and any notice served on or sent to such person shall be deemed service on all the joint-holders.	Delivery of certificate and giving of notice to first named holder
	(v) Any one of two or more joint-holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint-holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first or higher (as the case may be) on the register in respect of such shares shall alone be entitled to vote in respect thereof.	First named holder Vote of joint holders
	(vi) Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this clause be deemed joint-holders.	Executors or administrators as joint-holders
	(vii)The executors or administrators or holders of a Succession Certificate or the legal representatives of a deceased Member or Debenture holder (not being one of two or more joint-holders) shall be the only persons recognised by the Company as having any title to the shares or debentures registered in the name of such member or Debenture holder and the company shall not be bound to recognise such executors or administrators or holders of a Succession Certificate or the legal representatives unless such executors or administrators or legal representatives shall have first obtained Probate or Letters of Administration or a Succession Certificate, as the case may be, from a duly constituted Court in the Union of India provided that in any case where the Board in its' absolute discretion thinks fit. The Board may	Probate etc to be obtained in case of death

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	dispense with production of Probate or Letters of Administration or a Succession Certificate, upon such terms as to indemnify or otherwise as the Board in its absolute discretion may think necessary.	
33	The provisions of these Articles relating to joint holders of shares shall mutatis mutandis apply to any other securities including debentures of the Company registered in joint names.	Provisions as to joint holders as to shares to apply mutatis mutandis to debentures, etc.
34	Notwithstanding anything contained in the articles, every holder of securities of the Company may, at any time, nominate a person in whom his/her securities shall vest in the event of his/her death and the provisions of Section 72 of the Companies Act, 2013 shall apply in respect of such nomination. No person shall be recognized by the Company as a nominee unless an intimation of the appointment of the said person as nominee has been given to the Company during the lifetime of the holder(s) of the securities of the Company in the manner specified under Section 72of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014. The Company shall not be in any way responsible for transferring the securities consequent upon such nomination. If the holder(s) of the securities survive(s) nominee, then the nomination made by the holder(s) shall be of no effect and shall automatically stand revoked.	Nomination
	ALTERATION OF CAPITAL	
35	The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution. A. Subject to the provisions of Section 61, the company may, by ordinary resolution: - i. consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; ii. convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination; iii. sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the memorandum, so, however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; iv. cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person, and diminish the amount of share capital by the amount of share so cancelled.	Power to alter share capital
	B. Where shares are converted into stock— i. the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit: Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose. ii. the holders of stock shall, according to the amount of stock held by them,	Conversion of Shares into stock

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	have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage. iii. such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.	
36	Subject to the applicable provisions of the Act, the company may, by special resolution, reduce in any manner and subject to, any consent required by law:— (a) its share capital; (b) any capital redemption reserve account; or (c) any share premium account.	Reduction of capital
	CAPITALISATION OF PROFIT	
37	1) The company in general meeting may, upon the recommendation of the Board, resolve:— a. that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and b. that such sum be accordingly set free for distribution in the manner specified in clause (2) among the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions. 2) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (3), either in or towards:— a. paying up any amounts for the time being unpaid on any shares held by such members respectively; b. paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and among such members the proportions aforesaid; c. partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b); d. A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares; e. The Board shall give effect to the resolution passed by the company in pursuance of this regulation. 3) Whenever such a resolution as aforesaid shall have been passed, the Board shall— a. make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares if any; and b. Generally, do all acts and things required to give effect thereto.	Capitalization

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	4) The Board shall have power— a. to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable infractions; and b. to authorize any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalization, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalized, of the amount or any part of the amounts remaining unpaid on their existing shares; Any agreement made under such authority shall be effective and binding on such members.	
	CALLS ON SHARES	
38	(i) The Board of Directors may, from time to time and subject to the terms on which Securities have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board, or otherwise as permitted by Applicable Law make such call as it thinks fit upon the members in respect of all moneys unpaid on the Shares held by them respectively, and each member shall pay the amount of every call so made on him to the person or persons and at the times and places appointed by the Board of Directors. A call may be made payable by installments.	Calls
	(ii) The option or right to make calls on Securities shall not be given to any person except with the sanction of the Company in general meetings.	
	(iii) Thirty days' notice in writing of any call shall be given by the Company specifying the time and place of payment, and the person or persons to whom such call shall be paid.	Notice in writing
	(iv) A call shall be deemed to have been made at the time when the resolution authorizing such call was passed at a meeting of the Board.	
	(v) Where any calls for further share capital are made on shares, such calls shall be made on a uniform basis on all shares falling under the same class. For the purpose of this Article, shares of the same nominal value on which different amounts have been paid up shall not be deemed to fall under the same class.	Calls on uniform basis
	(vi) A call may be revoked or postponed at the discretion of the Board.	A call may be revoked or postponed
	(vii) The joint-holders of a share or debenture shall be jointly and severally liable to pay all calls in respect thereof.	Liability of the joint-holders of a share or debenture
	(viii) The Board may, from time to time at its discretion, extend the time fixed for the payment of any call, but no Member or Debenture holder shall be entitled to such extension save as a matter of grace and favor.	Extension of the time fixed for the payment of any call
	(ix) If the sum payable in respect of any call not paid on or before the day appointed for payment thereof, the holder for the time being or allottee	When interest on Calls is payable

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	of the Securities in respect of which a call shall have been made, shall pay interest as Board of Directors may determine, from the day appointed for the payment thereof to the day of actual payment, but the Board of Directors may waive payment of such interest wholly or in part.	
	(x) Any sum, which by the terms of issue of Securities becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall for the purposes of these Articles be deemed to be call duly made and payable on the date on which by the terms of issue the same becomes payable, and in case of non-payment all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.	Sums deemed to be call
	On the trial or hearing of any action or suit brought by the Company against any Member or Debenture holder or his representatives for the recovery of any money claimed to be due to the Company in respect of his shares or debentures, it shall be sufficient to prove that the name of the Member or Debenture holder in respect of whose shares or debentures the money is sought to be recovered, appears entered on the Register of Members or Debenture holders as the holder, at or subsequently to the date at which the money sought to be recovered is alleged to have become due on the share and debentures in respect of which such money is sought to be recovered, that the resolution making the call is duly recorded in the Minute Book; and that notice of such call was duly given to the Member or Debenture holder or his representatives issued in pursuance of these Articles and that it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum of Directors was present at the Board at which any call was made nor that the meeting at which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive of the debt.	
	(xi) Neither the receipt by the Company of a portion of any money which shall from time to time be due from any Member or Debenture holder to the Company in respect of his shares or debentures, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the company from thereafter proceeding to enforce a forfeiture of such shares or debentures as hereinafter provided.	
	(a) The Board may, if it thinks fit, subject to the provision of the Act agree to and receive from any Member willing to advance the same, all or any part of the amounts of his shares beyond the sums actually called up and upon the money so paid in advance, or upon so much thereof, from time to time, and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares on account of which such advances are made, the Board may pay or allow interest, at such rate (as the Board may deem fit) as the member paying the sum in advance and the Board agree upon. The Board may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to the Member three months' notice in writing. Provided the monies paid in advance of calls shall not confer a right to dividend or to participate in profits.	Calls paid in advance

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	(b) No Member paying any such sum in advance shall be entitled to participate in profits or dividend or to voting rights in respect of the money so paid by him until the same would but for such payment become presently payable.	
	(xii) Subject to the provisions of the Act, no member shall be entitled to receive any dividend or to participate in the profits of the Company or to exercise any privilege as a Member until he shall have paid all calls for time being due and payable on every share held by him, whether alone or jointly expenses, if any.	Members not entitled to privileges of membership until all calls are paid
	LIEN	
39	(i) The Company shall have a first and paramount lien upon all the Shares (other than fully paid-up shares)/debentures/securities registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof, for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures/securities and no equitable interest in any shares shall be created except upon the footing and condition that this Article will have full effect, and such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares. Unless otherwise agreed by the Board, registration of a transfer of shares/debentures/securities shall operate as a waiver of the Company's lien if any on such shares/debentures/securities. The Directors may at any time declare any shares/debentures/securities wholly or in part to be exempt from the provisions of this clause.	Lien
	(ii) The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien: Provided that no sale shall be made— unless a sum in respect of which the lien exists is presently payable; or until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency or otherwise.	As to enforcing Lien by sale
	(iii) To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer. The receipt of the Company for the consideration (if any) given for the share on the sake thereof shall (subject, if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case may be) constitute a good title to the share and the purchaser shall be registered as the holder of the share. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings with reference to the sale.	
	(iv) The net proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall subject to a like lien for sums not presently payable as existed upon the shares before the sale be paid to the person entitled to the shares at the date of the sale.	Application of proceeds of sale
40	The provision of these Articles relating to lien shall mutatis mutandis apply	Provisions as to lien to

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	to any other securities including debentures of the Company.	apply mutatis mutandis to debentures, etc.
	FORFEITURE OF SHARES/DEBENTURES	
41	(i) If any Member or Debenture holder fails to pay any call or installment of a call on or before the day appointed for the payment of the same or any such extension thereof as aforesaid, the Board may at any time thereafter, during such time as the call or installment remains unpaid, give notice to him requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment. The notice shall name a day (not being less than fourteen days from the date of the notice) and a place or places on and at which such call or installment and such interest thereon at such rate not exceeding 20 percent per annum as the Directors shall determine from the day on which such call or installment ought to have been paid and expenses as aforesaid are to be paid. The notice shall also state that, in the event of the non-payment at or before the time and at the place appointed, the shares or debentures or Securities in respect of which the call was made or installment is payable will be liable to be forfeited. (ii) If any of the requirements of any such notice as aforesaid shall not be complied with, every or any share or debenture or Securities in respect of which such notice has been given, may at any time thereafter before payment of all calls or installments, interest and expenses due in respect thereof, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared or interest or any other moneys payable in respect of the forfeited share or debenture and not actually paid before the forfeiture. (iii) When any share or debenture or Securities have been so forfeited, notice of the forfeiture shall be given to the Member or Debenture holder in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof, shall forthwith be made in the Register of Members or Register of Debenture holders but no forfeiture shall be in any manner invalidated by any- omission or neglect to give such notice or to make any such entry as aforesaid. (iv) Any share or debenture or Securities so forfeited shall be deemed to be the property of the Company, and may be sold, re-allotted, or otherwise disposed of, either to the original holder thereof or to any other person, upon such terms and in such manner as the Board shall think fit in compliance of the provisions of Section 62 of the Act and/or such Rules or Regulations or requirements of any Stock Exchange or the Rules made under Securities Contracts(Regulation) Act, 1956, as may be applicable. (v) Any Member whose shares or debenture holder whose debentures have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, on demand all calls, installments, interest and expenses owing upon or in respect of such shares or debentures at the time of the forfeiture, together with interest thereon from the time of the forfeiture until payment, at such rate not exceeding 20 percent per annum as the Board may determine and the Board may enforce the payment thereof, if it thinks fit. (vi) The forfeiture of a share or debenture or securities shall involve extinction, at the time of the forfeiture, of all interest in and all claims and demands against the Company, in respect of the share or debenture	Forfeiture of Shares / Debentures

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	and all other rights incidental to the share or debenture or securities, except only such of these rights as by these Articles are expressly saved. (vii) A declaration in writing that the declarant is a Director or Secretary of the Company and that a share or debenture or securities in the Company has been duly forfeited in accordance with these Articles on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares or debentures or securities. (viii) Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers herein before given, the Board may appoint some person to execute an instrument of transfer of the shares or debentures sold and cause the purchaser's name to be entered in the Register in respect of the shares or debentures sold and the purchaser shall not be bound to see to the regularity of the proceedings, or to the application of the purchase money, and after his name has been entered in the Register in respect of such shares or debentures, 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. (ix) Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate or certificates originally issued in respect of the relative shares or debentures shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting Member or Debenture holder) stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a new certificate or certificates in respect of the said shares or debentures to the person or persons entitled thereto. (x) The Board may at any time before any share or debentures or securities so forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture thereof upon such conditions as it thinks fit.	
	EMPLOYEES STOCK OPTIONS	
42	Subject to the provisions of Section 62 of the Act and the Applicable Law, the Company may issue options to any Directors, not being Independent Directors, officers, or employees of the Company, its subsidiaries which would give such Directors, officers or employees, the benefit or right to purchase or subscribe at a future date, the securities offered by the Company at a predetermined price, in terms of schemes of employee stock options or employees share purchase or both: Provided that it will be lawful for such scheme to require an employee, officer, or Director, upon leaving the Company, to transfer securities acquired in pursuance of such an option, to a trust or other body established for the benefit of employees.	Employees Stock Options
	POWER TO ISSUE SWEAT EQUITY SHARES	
43	Subject to and in compliance with Section 54 and other Applicable Law, the Company may issue equity shares to its employees or Director(s) at a discount or for consideration other than cash for providing know-how or making available rights in the nature of intellectual property rights or value additions, by whatever name called.	Sweat Equity Shares
	DEMATERIALIZATION OF SECURITIES	
44	(a) Notwithstanding anything contained in these Articles, the Board shall be entitled to dematerialize or rematerialize its Securities (both present and future) held by it with the Depository and to offer its Securities for subscription in a dematerialized form pursuant to the Depositories Act, 1996 and the Rules framed thereunder, if any.	Dematerialization of Securities

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	(b) Every person subscribing to securities offered by the Company shall have the option to receive the security certificates or to hold the Securities with a depository. Such a person who is the beneficial owner of Securities can at any time opt out of a Depository, if permitted by law, in respect of any security and the Company shall, in the manner and within the time prescribed provided by the Depositories Act, 1996 issue to the beneficial owner the required Certificates of Securities. If a person opts to hold his Securities with a depository, then notwithstanding anything to the contrary contained in the Act or in these Articles, the Company shall intimate such Depository the details of allotment of the Securities and on receipt of the information, the Depository shall enter in its record the name of the allottee as the beneficial owner of the Securities.	Options to Investors
	(c) All Securities held by a Depository shall be dematerialized and shall be in fungible form. Nothing contained in Section 89 of the Act shall apply to a Depository in respect of securities held by it on behalf of the beneficial owners.	Securities in Depositories to be in fungible form
	(d) (i) Notwithstanding anything to the contrary contained in the Act or in 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 (i) above, the Depository as the registered owner of the Securities shall not have any voting rights or any other rights in respect of the Securities held by it. (iii) Every person holding 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/debenture holder, as the case may be, of the Company. The beneficial owner of 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.	Rights of Depositories & Beneficial Owners
	(e) Notwithstanding anything to the contrary contained in the Act or in these Articles 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.	Service of documents
	(f) Nothing contained in the Act or in these Articles, shall apply to a transfer or transmission of Securities where the company has not issued any certificates and where such Securities are being held in an electronic and fungible form in a Depository. In such cases the provisions of the Depositories Act, 1996 shall apply.	Transfer /Transmission of documents held in Demat form Allotment of securities
	(g) Notwithstanding anything to the contrary contained in the Act or in these Articles, after any issue where the Securities are dealt with by a Depository, the Company shall intimate the details thereof to the depository immediately on allotment of such Securities.	
	(h) Nothing contained in the Act or in these Articles regarding the necessity of having distinctive numbers for Securities issued by the Company shall apply to Securities held by a Depository.	
	(i) Notwithstanding anything contained in these Articles the Company shall have the right to issue Securities in a public offer in dematerialized form	

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		as required by Applicable Law and subject to the provisions of Applicable Law, trading in the Securities of the Company post-listing shall be in the demat segment of the relevant Stock Exchanges, in accordance with the directions of SEBI, the Stock Exchanges and the terms of the listing agreements to be entered into with the relevant Stock Exchanges.	
		COMMISSION AND BROKERAGE	
45	i)	Subject to provision of Section 40 (6) of the Act and the Rules made there under, and subject to the applicable SEBI guidelines and subject to the terms of issue of the shares or debentures or any securities, as defined in the Securities Contracts (Regulation) Act, 1956 the Company may at any time pay a commission out of proceeds of the issue or profit or both to any person in consideration of his subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares or debentures of the Company, or underwriting or procuring or agreeing to procure subscriptions (whether absolute or conditional) for shares, debentures of the Company but so that the commission shall not exceed in the case of shares, five per cent of the price at which the shares are issued, and in the case of debentures, two and a half per cent of the price at which the debentures are issued or at such rates as may be fixed by the Board within the overall limit prescribed under the Act or Securities and Exchange Board of India Act, 1992. Such commission may be satisfied by payment of cash or allotment of fully or partly paid shares/ debentures/securities or partly in one way and partly in the other.	Underwriting Commission
	ii)	The Company may pay on any issue of shares and debentures a reasonable and lawful brokerage as per the applicable law.	Brokerage
		PROVISIONS APPLICABLE TO ANY OTHER SECURITIES	
46		The Board shall be entitled to issue, from time to time, subject to Applicable Law, any other Securities, including Securities convertible into Shares, exchangeable into Shares, or carrying a warrant, with or without any attached Securities, carrying such terms as to coupon, returns, repayment, servicing, as may be decided by the terms of such issue. Such Securities may be issued either at par or premium and redeemed either at par or premium, as may be determined by the terms of the issue.	Provisions applicable to any other Securities
		MODIFICATION/VARIATION OF RIGHTS	
47		If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of Section 48 of the Act, and whether or not the Company is being wound up, be varied with the consent in writing of the such number of the holders of atleast three – fourth of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class, as prescribed by the Act.	Modification/Variation of rights
		BUY-BACK OF SHARES /SECURITIES	
48		Notwithstanding anything contained in these Articles but subject to the provisions of Sections 68-70 of the Act and other Applicable laws as prescribed by the Securities and Exchange Board of India (SEBI) or any other authority for the time being in force, the Company may purchase its own shares or other specified securities. The powers conferred herein may be exercised by the Board, at any time and from time to time, where and to the extent permitted by Applicable Law, and shall be subject to such rules or approval as required.	Buy-Back of shares / Securities

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	SHARES NOT TO BE HELD IN TRUST	
49	Except as required by law, no person shall be recognized by the Company as holding any Share upon any trust, and the Company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.	Shares not to be held in trust
	BORROWING POWERS	
50	(a) The Board may, from time to time, at its discretion subject to the provisions of these Articles, Section 73 to 76, 179 and180 of the Act or other Applicable Law(s), raise or borrow money, either from the Directors or from elsewhere and secure the payment of any sum or sums of money for the purpose of the Company; by a resolution of the Board, or where a power to delegate the same is available, by a decision/resolution of such delegatee, provided that the Board shall not without the requisite sanction of the Company in General Meeting borrow any sum of money which together with money borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate for the time being of the paid up capital of the Company and its free reserves.	Power to borrow.
	(b) The payment and/or repayment of moneys borrowed or raised as aforesaid or any moneys owing otherwise or debts due from the Company may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit, and in particular by mortgage, charter, lien or any other security upon all or any of the assets or property (both present and future) or the undertaking of the Company including its uncalled capital for the time being, or by a guarantee by any Director, Government or third party, and the bonds, debentures and debenture stocks and other securities may be made assignable, free from equities between the Company and the person to whom the same may be issued and also by a similar mortgage, charge or lien to secure and guarantee, the performance by the Company or any other person or Company of any obligation undertaken by the Company or any person or Company as the case may be.	Securing payment or repayment of Moneys borrowed.
	(c) Any debentures, debenture stock, bonds or other Securities may be issued on such terms and conditions as the Board may think fit. Provided that debenture with a right to allotment or conversion into shares shall be issued in conformity with the provisions of Section 62 of the Act. Debentures, debenture stocks, bonds and other securities may be made assignable free from any equities from the Company and the person to whom it may be issued. Debentures, debenture stock, bonds or other securities with a right of conversion into or allotment of shares shall be issued only with such sanctions as may be applicable.	Terms of Issue of Securities
	(d) If any uncalled capital of the Company is included in or charged by any mortgage or other security, the Directors may authorize the person in whose favor such mortgage or security is executed or any other person in trust for him to make calls on the members in respect of such uncalled capital and provisions herein before contained in regard of such uncalled capital and the provisions herein before contained in regard to calls shall mutatis mutandis apply to calls made under such authority may be made exercisable either conditionally or unconditionally and either presently or contingently and	Mortgage of uncalled capital

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	either to the exclusion of the Directors' power or otherwise and shall beassignable if expressed to be.	
	(e) Subject to the provisions of the Act and these Articles if the Directors or any of them or any other person shall incur or be about to incur any liability whether as principal or surety for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.	Indemnity may be given.
	REGISTER OF CHARGES	
51	The company shall keep at its registered office a Register of Charges in the manner prescribed under the Act or rules made thereunder and enter therein particulars of all charges registered with the Registrar on any property acquired subject to a charge as well as particulars of any modification of a charge and satisfaction of charge. The above Register and the instrument of charges kept by the company shall be open for inspection- (a) by any member or creditor of the company without fees. (b) by any other person on payment of a fee as may be prescribed under the Act and rules made thereunder.	Register of Charges
	GENERAL MEETING	
52	Subject to the provisions of the Act or Rules made thereunder or exemption(s) granted thereunder: (a) Every Annual General Meeting shall be called during business hours, that is, between 9 a.m. and 6 p.m. on any day, that is not a national holiday and shall be held either at the registered office of the Company or at such other place within the city, town or village in which the registered office of the Company is situated or such other place as the Central Government may approve in this behalf. (b) All general meetings other than annual general meeting shall be called as an Extraordinary General Meeting. (c) In the case of an Annual General Meeting, all businesses to be transacted at the meeting shall be deemed special, with the exception of business relating to: (i) the consideration of financial statements and the reports of the Board of Directors and auditors; (ii) the declaration of any dividend; (iii) the appointment of Directors in place of those retiring; (iv) the appointment of Auditors by the Comptroller & Auditor General of India and fixing of their remuneration by the shareholders of the company. 1. In case of any other meeting, all business shall be deemed special. 2. The Board may, whenever it thinks fit, call an extraordinary general meeting. 3. Where permitted or required by Applicable Law, Board may, instead of calling a Meeting of any members/ class of members/ Debenture holders, seek their assent by Postal ballot, including e-voting. Such Postal ballot will comply with the provisions of Applicable Law in this behalf.	Annual General Meeting Extraordinary General Meeting Business to be transacted at AGM Postal Ballot

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	4. The intent of these Articles is that in respect of seeking the sense of the Members or Members of a class or any Security holders, the Company shall, subject to Applicable Law, be entitled to seek assent of members, members of a class of members or any holders of securities using such contemporaneous methods of communication as is permitted by Applicable Law. A written resolution including written consent obtained through Electronic Mode shall be deemed to be sanction provided by the member, member of a class or other Security holder by way of personal presence in a meeting.	
	5. The Board may call an Extraordinary General Meeting (EGM) upon a requisition in writing by any member or members holding in the aggregate not less than one-tenth of such of the paid-up capital as at the date carries the right of voting in regard to the matter in respect of which the requisition has been made.	EGM
	6. Any meeting called as above by the requisitions shall be called in the same manner, as nearly as possible, as that in which meetings are to be called by the Board.	
	7. Where the Company conducts General Meetings by way of e-voting, the Company shall follow the procedure laid down under the Act and Applicable Law.	E-Voting
	8. Where Member has been allowed the option of voting through Electronic Mode as per Applicable Law and who has exercised such option, such Member or Members generally, shall be allowed to speak at a Meeting, but shall not be allowed to vote at the meeting.	
	9. Where there is voting at General Meeting in addition to e-voting, the person chairing the General Meeting may require a poll to be conducted.	
	10. At least twenty one clear day notice in writing, specifying the place, date, day and hour of General Meetings, with a statement of the business to be transacted at the meeting shall be served in writing or through Electronic Mode, to every member or legal representative of any deceased member or the assignee of an insolvent member, every Auditor(s) and Director of the Company.	Notice of General Meetings
	11. A General Meeting may be called at a shorter notice if consented to either by way of writing or any Electronic Mode by not less than 95% of the Members entitled to vote at such meeting.	Shorter Notice by consent
	12. Any accidental omission to give notice to or the non-receipt thereof by any member shall not invalidate any resolution passed at any such meeting.	
	13. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.	
	14. Save as otherwise provided herein, the quorum for the general meetings shall be as provided in Section 103 of the Act.	Quorum
	15. If, at the expiration of half an hour from the time appointed for holding	

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	a meeting of the Company, a quorum is not present, the meeting, if convened by or upon the requisition of members shall stand dissolved, but in any other case the meeting shall stand adjourned to the same day in the next week or, if that day is a public holiday, until the next succeeding day which is not a public holiday, at the same time and place, or to such other day and at such other time and place as the Board may determine and if at such adjourned meeting a quorum is not present at the expiration of half an hour from the time appointed for holding the meeting, the members present shall be quorum and may transact the business for which the meeting was called.	
	16. No business shall be discussed at any General Meeting except the election of a Chairman, while the chair is vacant.	
	17. The Chairman, if any, of the Board of Directors shall be entitled to take the chair at every General Meeting of the Company.	
	18. If there is no such Chairman or if he is not to be present within fifteen minutes after the time appointed for holding such meeting or is unwilling to act as Chairman of the Meeting or if he is unable to be present owing to unavoidable circumstances, the Directors present shall choose another Director as Chairman of the Meeting.	Chairman of General Meeting
	19. On any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the Chairperson shall have a second or casting vote	Casting vote of Chairperson at general meeting
	20. If at any Meeting, no Director is willing to act as Chairman or if no Director shall be present within fifteen minutes after the time appointed for holding the Meeting or if all the Directors present decline to take the chair, then the members present shall choose one of the members to be Chairman of the Meeting.	
	21. The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. A declaration by the Chairman of the meeting of a passing of a resolution or otherwise by show of hands and an entry to that effect in the books containing the minutes of the meeting of the Company shall be conclusive evidence of the fact of passing of such resolution or otherwise.	Chairman's decision conclusive
	22. The Chairman of General Meeting may with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting adjourns the same, from time to time and from place to place.	Adjournment of General Meeting
	23. If a poll is demanded as aforesaid or order to be taken by the Chairman of the meeting of his own motion, the same shall be taken subject to the applicable provisions of the Act.	Poll to be taken if demanded
	24. Any poll demanded on the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting forthwith.	In what cases poll taken without adjournment
	25. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.	

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	26. 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.	
	27. Save as aforesaid, and save as provided in Section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.	
	28. Any member whose name is entered in the Register of Members of the Company shall enjoy the same rights and be subject to the same liabilities as all other members of same class.	Equal rights of members
	29. The Company shall file with Registrar a copy of the annual return in accordance with the provisions of Section 92 of the Act and rules made thereunder.	Annual Return
	30. (i) The President, so long, he is a shareholder of the Company, may from time to time appoint such person as he thinks fit (who need not be a member or members of the Company) to represent him at all or any meetings of the Company. (ii) The President may, from time to time, cancel any appointment made under sub-clause (i) of this Article and make fresh appointments.	President Representative
	Voting Rights	
53	(a) No member shall be entitled to vote either personally or by proxy, at any General Meeting or Meeting of a class of shareholders in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or, in regard to which the Company has exercised any right of lien. Subject to any rights or restrictions for the time being attached to any class or classes of shares,- (i) on a show of hands, every member present in person shall have one vote; (ii) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the Company; (iii) a person who has voted through e-voting mechanism shall not be debarred from participation in the general meeting physically. But he shall not be able to vote in the meeting again, and his earlier vote (cast through e-means) shall be treated as final.	Votes of Members
	(b) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.	Vote of joint holders
	For this purpose, seniority shall be determined by the order in which the names stand in the register of members.	Seniority of names
	(c) 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. If any member be a minor, the vote in respect of his share or shares shall be by his guardian or any one of his guardians.	Votes in case of member of unsound mind or minor
	(d) Any business other than that upon which a poll has been demanded may	Business may proceed

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	be proceeded with, pending the taking of the poll.	pending poll
	(e) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.	
	(f) Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.	
	(g) Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the Transmission Clause to any shares may vote at any General Meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall duly satisfy the Board of his right to such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.	Votes in respect of shares of deceased or insolvent members
	(h)A member is not prohibited from exercising his voting on the ground that he has not held his share or other interest in the Company for any specified period preceding the date on which the vote is taken, or on any other ground not being a ground set out in the preceding Article.	Restriction on exercise of voting rights in other cases to be void
	PROXY	
54	(a) Subject to the applicable provisions of the Act and these Articles, votes may be given either personally or by proxy. A body corporate being a member may vote by a representative duly authorized in accordance with Section 113 of the Act, and such representative shall be entitled to exercise the same rights and powers (including the rights to vote by proxy) on behalf of the body corporate which he represents as the body corporate could exercise if it were an individual member.	Proxy
	(b) The instrument appointing a proxy and the power-of attorney or other authority, if any, under which it is signed or a authorize copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. The proxy form sent to the holders of securities shall mention that a holder may vote either for or against each resolution. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution except in the case of the adjournment of any meeting first held previously to the expiration of such time.	
	(c) Every proxy (whether a member or not) shall be appointed in writing under the hand of the appointer or his attorney duly authorized in writing, or if such appointer is a body corporate, under the Common Seal of such corporate, or be signed by an officer or any attorney duly signed by it, and any committee or guardian may appoint such proxy.	
	(d) (i)A member present by proxy shall be entitled to vote only on a poll,	

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	except where Applicable Law provides otherwise. (ii) The proxy so appointed shall not have any right to speak at the Meeting. (iii) A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given; Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used. (iv) A Form of Proxy shall be in the manner laid down under Section 105 of the Act read with Rules prescribed thereunder and as amended from time to time. (v) If any such instrument of appointment be confined to the subject of an appointing proxy or substitute for voting at the meetings of the Company, it shall permanently or for such time as the Directors may determine, remain in custody of the Company and if embracing other objects, a copy thereof, examined with the original, shall be delivered to the Company to remain in the custody of the Company. (e) (i) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the share capital of the company carrying voting right. Provided that a member holding more than ten percent of the total shares capital of the Company carrying voting right may appoint a single person as proxy and such proxy shall not act as proxy for other person or shareholder. (ii) A member of a company registered under section 8 shall not be entitled to appoint any other person as his proxy unless such other person is also a member of such other company. (f) Where permitted/required by Applicable Law, Board may provide Members/ Members of a class to vote through e-voting, complying with Applicable Law.	Custody of the instrument
	POSTAL BALLOT	
55	(a) Notwithstanding anything contained in the preceding Article, the Company shall transact such business, follow such procedure and ascertain the assent or dissent of Members for a voting conducted by Postal ballot, as may be prescribed by Section 110 of the Act and other Applicable Law. (b) In case of resolutions to be passed by Postal ballot, no Meeting needs to be held at a specified time and place requiring physical presence of Members to form a quorum. (c) Where a resolution is required to be passed by Postal ballot, the Company shall, in addition to the requirements of giving requisite clear days notice, send to all the Members the following:	Passing of Resolution by Postal Ballot

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	(i) Draft resolution and relevant explanatory statement clearly explaining the reasons thereof; (ii) Postal ballot for giving assent or dissent, in writing by Members; and (iii) Enable Member, in such manner as prescribed under Applicable Law, for communicating assents or dissents on the Postal ballot to the Company with a request to the Members to send their communications within 30 days from the date of dispatch of the notice.	
	COMPANY NOT BOUND TO RECOGNIZE ANY INTEREST IN SHARES OTHER THAN THAT OF THE REGISTERED HOLDERS	
56	Save as herein otherwise provided, the company shall be entitled to treat the person whose name appears on the register of members/debenture holders as the holder of any share/debenture as the absolute owner thereof and accordingly shall not (except as ordered by a Court of competent jurisdiction or as by law required) be bound to recognize any benami trust or equitable contingent or other claim to or interest in such share and debenture on the part of any person whether or not it shall have express or implied notice thereof.	Company not bound to recognize any Interest In Shares other than that of the registered holders
	MINUTES OF GENERAL MEETING	
57	(a) Where permitted/required by Applicable Law, all records to be maintained by the Company may be kept in electronic form subject to the provisions of the Act and the conditions as laid down in the Applicable Law. Such records shall be kept open to inspection in the manner as permitted by the Act and Applicable Law. (b) The Company shall cause minutes of all proceedings of every General Meeting to be kept by making within thirty days of the conclusion of every such meeting concerned, entries thereof in books kept for that purpose with their pages consecutively numbered. (c) Any such minutes shall be evidence of the proceedings recorded therein. (d) The book containing the minutes of proceedings of General Meetings shall be kept at the registered office of the Company and shall be open for inspection by any member without charge, during 11.00 a.m. to 1.00 p.m. on all working days other than Saturdays. (e) Any member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board, with a copy of any minutes referred to in clause (d) above.	Maintenance of records and inspection of minutes of General Meeting by members
	BOARD OF DIRECTORS	
58	(a) The business of the company shall be managed by the Board of Directors subject to the compliance of conditions stipulated under the Act, SEBI Listing Regulations, Rules and Regulations of the Stock Exchanges and Department of Public Enterprises Guidelines as applicable and as amended from time to time.	Management
	(b)The number of Directors shall not be less than 3 (three) and shall not be more than 15 (fifteen). These Directors may be either Whole-Time Functional Directors or Part Time Directors. However, the Company may appoint more than 15 Directors after passing a Special Resolution. The Directors are not required to hold any qualification shares. Composition of the Board shall be in accordance with the provisions of. Section 149 of the Act or requirements of any Stock Exchange or the rules made under Securities Contracts (Regulation) Act, 1956 and other Applicable Laws.	Number of Directors

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	Provided that where there are temporary gaps in meeting the requirements of Applicable Law pertaining to composition of Board of Directors, the remaining Directors shall: (i) be entitled to transact the business for the purpose of attaining the required composition of the Board; and (ii) be entitled to carry out such business as may be required in the best interest of the Company in the meantime.	
	(c) (i) So long as the President of India holds 51% or more of the paid-up equity share capital of the Company, the Chairman/CMD/Managing Director/CEO of the Company shall be appointed by the President and the terms and conditions of his appointment shall be determined by the President, subject to the provisions of the Act. An Individual may be appointed or reappointed by the President as the Chairman of the Company as well as the Managing Director or Chief Executive Officer of the Company at the same time. Such person shall preside at all meetings of the Board as well as General meetings of the Company.	Appointment of Chairman / CMD / Managing Director / CEO of the Company
	(ii)Subject to the provisions of the Act, in addition to the Chairman/CMD/Managing Director/CEO of the Company, the President shall also appoint Whole-Time Functional Directors and other Directors as deemed fit on such terms & conditions, remuneration and tenure, as the President may from time to time determine.	Appointment of Whole-Time Director and other Directors
	(iii) A nominee Director representing a Ministry of the Govt. of India shall cease to be the Director of the Company on his ceasing to be an official of that Ministry.	Nominee Directors
	(d) Subject to the provisions of these articles, in case the Company obtains any loans and/or other facilities from financial institutions and if it is a term thereof that the said financial institution's shall have a right to nominate one Director on the Board of company, then in all such cases, wherever these kinds of conditions are stipulated, prior approval of President of India would be required to obtain such loans/facilities. Any Director or Directors so nominated shall not be required to hold any qualification shares.	Nominee Director of Financial Institutions
	(e) Subject to the provisions of Section 149(6) of the Act and other Applicable Laws as well as Government Guidelines issued from time to time, the President shall have the power to appoint requisite number of Independent Directors to comply with the Act as well as Listing Agreement as amended from time to time. (i) Every Independent Director shall at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect his status as an Independent Director, give a declaration that he meets the criteria of independence. (ii) The Company and Independent Directors are required to abide by the provisions specified in Schedule IV of the Act. (iii)An Independent Director shall not be entitled to any stock option and may receive remuneration by way of sitting fee, reimbursement of expenses for participation in the Board and other meetings and also to such commission based on profits, as may, subject to provisions of	Appointment of Independent Directors

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	Applicable Law, be approved by the Members. (iv) An Independent Director shall be held liable, only in respect of such acts of omission or commission by a Company which had occurred with his knowledge, attributable through Board processes, and with his consent or connivance or where he had not acted diligently. (v) The provisions relating to retirement of Directors by rotation shall not be applicable to appointment of Independent Directors. Subject to Applicable Law and Government Guidelines, if any, issued from time to time, an Independent Director shall hold office for a term for which he is appointed upto a maximum period of 5 (five) consecutive years on the Board of a Company, but shall be eligible for reappointment for one more term on passing of a Special Resolution by the Company and disclosure of such appointment in the Board's report. No Independent Director shall hold office for more than 2 (two) consecutive terms, but such Independent Director shall be eligible for appointment after the expiration of 3(three) years of ceasing to become an Independent Director provided that he shall not, during the said period of 3 (three) years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. (vi)The Company shall familiarize the Independent Directors through various programmes about the company, including the following: (a) Nature of the industry in which the Company operates; (b) Business model of the Company; (c) Roles, rights, responsibilities of Independent Directors; and (d) Any other relevant information.	
	(f) Subject to the provisions of Sections 149, 152 and 161 of the Act and Applicable Laws, the Board shall have the power to appoint an Additional Director provided the number of the Directors and additional Directors together Shall not at any time exceed the maximum strength fixed for the Board by these Articles. Such person shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company as a Director at that meeting subject to the provisions of the Act.	Additional Director
	(g) (i) Subject to the approval of President of India and provisions of Section 161(2) of the Act, the Board may appoint an Alternate Director, not being a person holding any alternate directorship for any other director in the Company, to act for a Director (hereinafter called "the Original Director") during his absence for a period of not less than three months from India. An Alternate Director appointed under this Article shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India. If the terms of office of the Original Director are determined before he so returns to India, any provisions in the Act or in these Articles for the automatic reappointment of any retiring Director in default of another appointment shall apply to the Original Director, and not to the Alternate Director. (ii) For the purpose of absence in the Board meetings in terms of Section 167 (1) (b) of the Act, the period during which an Original Director has	Alternate Director

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	an Alternate Director appointed in his place, shall not be considered.	
	(h) Subject to the provisions of Section 151 of the Act and other Applicable Laws and Government Guidelines, if any, issued from time to time, the company may have one Director elected by small shareholders.	Small Shareholders Director
	(i) Subject to the second proviso to Section 149 sub-section 1 of the Act and other Applicable Laws and Government Guidelines, if any, issued from time to time, the company shall have atleast one Woman Director on the Board.	Woman Director
	(j) (i) Subject to the provisions of Section 152 of the Act, the Directors who are liable to retire by rotation will be appointed in the General Meeting in accordance with the provisions of the Act. These may even include some Whole-Time Directors, subject to the provisions of the Act and other Applicable Law, but excluding Independent Directors. Chairman/ CMD is a non-retiring director. (ii) Not less than two-third of the total number of Directors shall be persons whose period of office is liable to determination by retirement of Directors by rotation, except Independent Directors. (iii) At every Annual General Meeting of the Company, one-third of the Directors liable to retire by rotation, or if their number is not three or a multiple of three, then, the number nearest to one-third, shall retire from office. (iv) The Directors to retire by rotation shall be those who have been longest in office since their last appointment, but as between persons who become Director on the same day those, who are to retire shall be determined by the President in consultation with the Chairman of the Company. (v) A retiring director under (iv) above shall be eligible for re-appointment. The Company at the Annual General Meeting in which the Director retires, may fill up the vacated office by appointing the retiring Director or some other person thereto.	Retirement by rotation
	(k) At every Annual General Meeting of the Company, a motion for appointment of Directors shall be made subject to the provisions of Section 162 of the Act and rules made thereunder.	Appointment of Directors to be voted individually
	(l) (i) Subject to the provisions of the Act, the President shall have the power at any time and from time to time to appoint any person to be a Director to fill up a casual vacancy in the office of a director. Any person so appointed shall hold office only upto the date upto which the Director in whose place he is appointed would have held office if it had not being vacated by him. (ii) The President shall so long as he holds 51% or more of the paid-up equity share capital of the Company have right to fill any vacancy in the office of the Chairman, CMD, CEO, Managing Director or Whole-Time Directors and Government Nominees caused by retirement, removal, resignation, death or otherwise, subject to the provisions of the Act. (iii) If a Whole-Time Director of the Board is, by infirmity or otherwise rendered temporarily incapable of carrying out his duties or is absent on leave, tour abroad or otherwise, the CMD shall exercise the power	Filling up of Casual Vacancy/ any vacancy Temporary Absence

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	himself or may authorize any other Director to discharge the current duties of the absentee Whole-Time Director during his absence.	
	(m) (i) Subject to the provisions of Section 168 and subject to the provisions of Applicable Law, a Director may resign from his office by giving a notice in writing to the Company and Board shall take note of the same. The fact of such resignation shall be mentioned in the Directors' Report laid in the immediately following General Meeting by the Company. CMD, CEO, Managing Director or a Whole-Time Director who has any terms of employment with the Company shall not give any notice of resignation in breach of the conditions of employment as may be applicable, either to a Director specifically, or to employees of the Company generally. A nominee Director shall not give any notice of resignation except through the nominating person. Provided that a director shall also forward a copy of his resignation along with detailed reasons for the resignation to the Registrar within thirty days of resignation in such a manner as may be prescribed. (ii) The resignation of a Director shall take effect from the date on which the notice is received by the Company or the date, if any, specified by the Director in the notice, whichever is later. Provided that the Director who has resigned shall be liable even after his resignation for the offences which occurred during his tenure.	Resignation of Director
	(n)Subject to the provisions of the Act, the President from time to time or at any time remove the Chairman, CMD, CEO or any Whole-Time or part time director from office at his absolute discretion. Chairman, CMD, CEO and Whole-Time Director may be removed from office in accordance with terms of appointment.	Power to remove certain Directors
	(o) The office of a Director shall ipso facto be vacated on the happening of any of the events as specified in Section 167 of the Act or rules made thereunder.	Vacation of office
	(p) (i) No person not being a retiring Director, shall be eligible for appointment to the office of Director at any General Meeting unless he or some Member intending to propose him as a Director, has, not less than fourteen days before the meeting, left at the registered office of the Company a notice in writing under his hand signifying his candidature for the office of Director or the intention of such Member to propose him as a candidate for that office along with the requisite deposit of Rupees One (1) Lac or such higher amount as the Board may determine, as permissible by Applicable Law. (ii) Every person (other than a Director retiring by rotation or otherwise or a person who has left at the office of the Company a notice under Section 160 of the Act signifying his candidature for the office of a Director) proposed as a candidate for the office of a Director, shall sign and file with the Company, the consent in writing to act as a Director, if appointed. (iii) A person other than a Director re-appointed after retirement by rotation immediately on the expiry of his term of office, or an Additional or Alternate Director, or a person filling a casual vacancy in the office of a Director under Section 161 of the Act, appointed as a Director or reappointed as an Additional or Alternate Director, immediately on the expiry of his term of office, shall not act as a Director of the Company unless he has submitted consent in writing to act as a Director of the Company and the same is filed with the Registrar within thirty days of	Notice of candidature for office of Directors except in certain cases

Article No.	Particulars	Remarks
	his appointment. The same shall not apply, where appointment of such director is done /made by the Central/State Government, as the case may be.	
	(q) (i) The Directors shall be paid such salary and/or allowances as the President may, from time to time determine. Subject to the provision of the Act such additional remuneration as may be fixed by the President may be paid to any one or more Directors for extra or special services rendered by him or them.	Salary and/or other allowance to Directors
	(ii) The Board or a relevant Committee constituted for this purpose shall seek to ensure that the remuneration paid to. Directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.	
	(iii) Subject to the provisions of Section 179 and 180 of the Act, the Board may, from time to time, entrust and confer upon the Chairman/CMD/CEO/Managing Director/Whole-Time Director/Director for the time being such of powers as they may think fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they may think expedient and may, from time to time, revoke, withdraw, alter or vary all or any such powers.	Delegation of powers to Directors
	(iv) The Non-Official Part Time Directors may be paid sitting fee for attending the meetings of Board of Directors or any committee thereof as may be decided by the board from time to time not exceeding the maximum limits as prescribed under the Act. Fee shall also be paid for attending any separate meeting of the Independent Directors of the Company in pursuance of any provision of the Act. Fee shall also be payable for participating in meetings through permissible Electronic Mode.	Sitting Fee
	(v) The Board may allow and pay to any Director who is not a resident of the place where the meeting of the Board is held and who shall come to such place for the purpose of attending a meeting such sum as the Board may consider fair compensation for his travel, and living and hotel expenses for attending such meeting; and if any Director be called upon to go and reside out of the ordinary place of his residence on the Company's business, he shall be entitled to be reimbursed for his travel, living and hotel expenses, reasonably incurred in connection with the business of the Company.	Expenses incurred by Director on Company's business
	RESERVE FOR DECISION OF THE PRESIDENT	
59	The Chairman shall reserve for decision of the President any proposals or decisions of the Board of Directors in any matter, which in the opinion of the Chairman, is of such importance as to be reserved for the approval of the President. No action shall be taken by the Company in respect of any proposal or any decision of the Directors reserved for the approval of the President as aforesaid until his approval to the same has been obtained. Without prejudice to the generality of the above provision, the Board shall reserve for the decision of the President any matter relating to: (i) Appointment of any foreign national to any post in the Company.	Reserve for Decision of the President

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	(ii) Any programme of capital expenditure for an amount exceeding the limits, if any, contained in the Government guidelines issued from time to time. (iii) Issue of debentures. (iv) The Company's revenue budget in case there is an element of deficit which is proposed to be met by obtaining funds from the Government. (v) Winding up of the Company. (vi) Promotion of wholly or partly owned company(ies) or Subsidiary(ies) including participation in their share capital and entering into partnership and/or arrangements for sharing profits beyond the Miniratna powers, subject to the Government guidelines issued in this regard from time to time. (vii) Sale, Lease, disposal or otherwise of the whole or substantially the whole of the undertaking of the Company. (viii) Purchases and contracts of a major nature involving substantial capital outlay which are in excess of the power vested in the Company.	
	DIRECTIVES FROM THE PRESIDENT	
60	Notwithstanding anything contained in all these Articles, the President may, so long as he holds 51% or more of the paid up equity share capital of the Company, from time to time issue such directives or instructions as may be considered necessary in regard to conduct of, business and affairs of the Company and in like manner may vary and annul any such directive or instruction. The Directors shall give immediate effect to the directives or instruction so issued. In particular, the President will have the powers: (i) to give directives to the Company as to the exercise and performance of its functions in matters involving national security or substantial public interest; (ii) to call for such returns, accounts and other information with respect to the property and activities of the company and its constituent units as may be required from time to time ; (iii) to determine in consultation with the Board annual, short and long-term financial and economic objectives of the Company. Provided that all directives issued by the President shall be in writing addressed to the Chairman. The Board shall, except where the President considers that the interest of national security require otherwise, incorporate the contents of directives issued by the President in the Annual Report of the Company and also indicate its impact on the Financial Position of the Company. No action shall be taken by the Company in respect of any proposal or decision of the Directors reserved for the approval of the President until his approval to the same has been obtained. The President shall have the power to modify such proposals or decisions of the Directors.	Power of the President to issue Directives
	DIRECTOR'S/RELATED PARTY CONTRACT WITH THE COMPANY	
61	In compliance with the provisions of the Act and other Applicable Law, a	Director's/Related Party

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	Director or any Related Party as defined in Section 2 (76) of the Act or other Applicable Law may enter into any contract with Company with respect to the matters specified under Section 188 of the Act and Rules made thereunder and requirements of any Stock Exchanges or the rules made under Securities Contracts (Regulation) Act, 1956 and other Applicable Law.	contract with the company
	DISCLOSURE OF INTEREST	
62	A Director of the Company who is in any way, whether directly or indirectly concerned or interested in a contract or proposed contract or arrangement entered into or to be entered into by or on behalf of the Company, shall disclose the nature of his concern or interest at a meeting of the Board in the manner provided in Section 184(2) of the Act; provided that it shall not be necessary for a Director to disclose his concern or interest in any contract or arrangement entered into or to be entered into with any other body corporate where the Director of the Company either himself or in association with any other Director hold or holds less than two per cent of shareholding in such other body corporate.	Disclosure of Interest
	INTERESTED DIRECTORS NOT TO PARTICIPATE OR VOTE	
63	Subject to the provisions of Section 184 of the Act, no Director shall act as Director/ take any part in the discussion of, or vote on any contract or arrangement entered into by or on behalf of the Company, if he is in any way whether directly or indirectly concerned or interested in such contract or arrangement; nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote; and if he does vote, his vote shall be void.	Interested Directors not to participate or vote
	REGISTER OF CONTRACTS IN WHICH DIRECTORS ARE INTERESTED	
64	(i) The Company shall keep a Register in accordance with Section 189 (1) of the Act and Applicable Law. The Register shall be kept at the registered office of the Company and shall be preserved permanently and kept in the custody of the Company Secretary of the Company or any other person authorized by the Board for the purpose. (ii) Such a Register shall be open to inspection at such office, during 11.00 am to 1.00 pm and extracts may be taken therefrom and copies thereof may be provided to a Member of the Company on his request, within seven days from the date on which such request is made and upon the payment of Rs. 10 (ten rupees) per page, or such higher amount as may be laid by the Board, as permitted by Applicable Law.	Register of contracts in which Directors are interested
	REGISTER OF DIRECTORS AND KMP AND THEIR SHAREHOLDING	
65	The Company shall keep at its registered office a register containing the particulars of its Directors and Key Managerial Personnel, which shall include the details of Securities held by each of them in the Company or its holding, subsidiary, subsidiary of Company's holding Company or associate companies in accordance with Section 170 of the Act and Applicable Law.	Register of Directors and KMP and their shareholding
	DIRECTOR MAY BE DIRECTOR IN PROMOTED COMPANIES	
66	A Director of this Company may be, or become a Director of any company promoted by this Company.	Director may be Director in promoted companies
	BOARD MEETING	
67	(a) The Directors may meet together as a Board from time to time for the conduct of the business of the Company, adjourn or otherwise regulate its meetings, as it thinks fit.	When meeting to be convened

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	Meetings of the Directors shall be convened on such date, time and place as may be determined by the Chairman.	Date, time & place of meetings
	(b) In accordance with the provisions of the Act and other applicable laws, a meeting of the Board shall be called by giving not less than seven days' notice in writing to every Director at his address registered with the Company and such notice shall be sent by hand delivery or by post or by electronic means. Any accidental omission to give notice of any meeting of the Directors to a Director shall not invalidate any resolution passed at any meeting.	Notice of Meeting Omission to give notice
	(c) The notice of the meeting shall inform the Directors regarding the option available to them to participate through Electronic Mode, and shall provide all the necessary information to enable the Directors to participate through such Electronic Mode.	Notice containing option to participate through Electronic Mode
	(d) A meeting of the Board may be called at shorter notice to transact urgent business subject to the condition that at least one Independent Director, if any, shall be present at the meeting, or in case of absence of Independent Directors from such a meeting of the Board, decisions taken at such a meeting shall be circulated to all the Directors and shall be final only on ratification thereof by at least one Independent Director. Where the Company does not have, for the time being, any Independent Director, a Board meeting may be called at a shorter notice where such notice is approved by a majority of Directors present at such meeting.	Shorter Notice
	(e) The Board shall hold a minimum of four meetings every year in such a manner that not more than 120 days shall intervene between two consecutive meetings of the Board. The Directors may adjourn and otherwise regulate their meetings as they think fit. An adjourned meeting being a continuation of the original meeting, the interval period in such a case, shall be counted from the date of original meeting.	Minimum meetings to be convened in a year and time gap between two meetings
	(f) Every Director present at any meeting of the Board or of a Committee thereof shall sign his name in a book to be kept for that purpose. The names of Directors who have participated in Board meetings through Electronic Mode shall be entered and initialed by the Company Secretary, stating the manner in which the Director so participated.	Manner to participate in meeting
	(g) The Chairman, CMD, Managing Director or a Director may, and the Company Secretary with the approval of Chairman /CMD summons a meeting of the Board. Save as otherwise expressly provided in the Act, questions arising at any meeting shall be decided by a majority of votes and in case of an equality of votes, the Chairman shall have a second or casting vote.	Who may summon Board meeting Questions at Board Meeting how decided.
	(h) The continuing Directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that fixed for the quorum, or of summoning a general meeting of the Company, but for no other purpose.	Directors not to act when number falls below minimum
	(i) (a) CMD/Chairman shall preside at all meetings of the board as well as General Meetings. If an Individual is appointed or reappointed by the President as the Chairman of the Company as well as the Managing Director or Chief Executive Officer of the Company at the same time, in that case, such person shall preside at all meetings of the board as well as General	Who is to preside at meeting of the Board

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	meetings of the Company. Otherwise, the Board may elect a Chairman, and determine the period for which he is to hold office. The Managing Director may also be appointed by the Board as the Chairman. (b) If no such Chairman is elected, or if at any meeting the Chairman 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 Chairman of the meeting.	
	(j) Subject to the provisions of the Act & rules made thereunder, secretarial standards and Applicable Law, the Directors may participate in meetings of the Board otherwise through physical presence i.e. through Electronic Mode-video conferencing or other audio visual means mode as the Board may from time to time decide in the manner as prescribed under the Act & rules made thereunder, secretarial standards and Applicable Law.	Meeting of the Board by Video/Audio visual conferencing
	(k) (i) The quorum for a meeting of the Board shall be determined from time to time in accordance with the provisions of the Section 174 of the Act. If a quorum is not present within fifteen minutes from the time appointed for holding a meeting of the Board it shall be adjourned until such date and time as the Chairman of the Board shall decide. (ii) A meeting of the Board of which a quorum be present shall be competent to exercise all or any of the authorities, powers and discretions by or under these Articles for the time being vested in or exercisable by the Board, or in accordance with Section 179 (1) of the Act, the powers of the Company.	Quorum
	(l) (i) The Board may, subject to the provisions of the Act, from time to time and at any time delegate any of their powers, to Committees consisting of such Director or Directors as it thinks fit, and may from time to time revoke such delegation. Unless a power of the Board is not capable of being delegated, such power may be delegated by the Board to any officer or committee of officers as the Board may determine. (ii) The Board shall from time to time constitute such of the Committee(s) of the Directors as are statutorily required under the provisions of the Companies Act, 2013/the listing agreement or any other applicable Act, rules, regulations, guidelines. (iii) The meetings and proceedings of any such Committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings proceedings of the Board so far as the same are applicable thereto and are not superseded by any regulations made by the Board.	Meeting of Committees
	(m) Any committee of the Board so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Board.	Delegation of powers
	(n) Subject to the provisions of Section 175 of the Act and rules made thereunder, secretarial standards and Applicable Laws, a resolution in writing signed by majority of Directors shall be as valid and effectual as if it had been passed at a meeting of the Board or Committee of the Board, as the case may be, duly called and constituted. A resolution so passed shall be noted at a subsequent meeting of the Board or the Committee thereof, and made part of the minutes of such meeting. Provided that, where not less than one-third of the total number of Directors of the Company for the time being require that any resolution under circulation must be decided at a meeting, the Chairman shall put the resolution to be decided at a Board Meeting.	Resolution by Circulation

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	Provided further that where the resolution has been put to vote at a Board Meeting, the consent or dissent of the Directors obtained by way of resolution by circulation shall be rendered void.	
	(o)All acts done in any meeting of the Board or of a Committee thereof or by any person acting as a Director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or of any person acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such Director or such person had been duly appointed and was qualified to be a Director and had not vacated his office or his appointment had not been terminated; provided that nothing in this Article shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be invalid or to have been terminated.	Acts of Board / Committee valid notwithstanding subsequent discovery of any defect in appointment
	(p) (i) The Company shall cause minutes of proceedings of every meeting of the Board and Committee thereof to be kept in such form by making within thirty days of the conclusion of every such meeting, entries thereof in the books kept for that purpose with their pages consecutively numbered in accordance with Section 118 of the Act or Applicable Laws. (ii) Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each meeting in such book shall be dated and signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting. (iii) The minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise, if the minutes are kept in physical form. (iv) The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat. (v) Where the meeting of the Board takes place through Electronic Mode; the minutes shall disclose the particulars of the Directors who attended the meeting through such means. (vi) The draft minutes of the meeting shall be circulated among all the Directors within fifteen days of the meeting either in writing or in Electronic Mode as may be decided by the Board and/or in accordance with Applicable Laws. (vii) Every Director who attended the meeting, whether personally or through Electronic Mode, shall confirm or give his comments in writing, about the accuracy of recording of the proceedings of that particular meeting in the draft minutes, within seven days or some reasonable time as decided by the Board, after receipt of the draft minutes failing which his approval shall be presumed. (viii) All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of the meetings. (ix) The minutes shall also contain: (i) The names of the Directors present at the meeting; and (ii) In the case of each resolution passed at the meeting the names of the	Minutes of meeting

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	Directors, if any, dissenting from or not concurring in the resolution. (x) Nothing contained in Articles herein above, shall be deemed to require the inclusion in any such minutes of any matter which, in the opinion of the Chairman of the meeting : (i) is, or could reasonably be regarded as defamatory of any person; or (ii) is irrelevant or immaterial to the proceedings; or (iii) is detrimental to the interest of the Company. (xi) The Chairman shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in this Article. (xii) Minutes of meetings kept in accordance with the aforesaid provisions shall be evidence of the proceedings recorded therein. (xiii) Any Director of the Company may requisition for physical inspection of the Board Meeting minutes by giving a prior notice as prescribed under the Act. (xiv) Provided that the Director can requisition to inspect Board Meeting minutes only for the period that he is on the Board of the Company. The physical inspection shall be done solely by the Director himself and not by his authorized representative or any power of attorney holder or agent. (xv) A Committee may elect a Chairman of its meetings if no such Chairman is elected or if at any meeting the Chairman is not present, within 15 minutes after the time appointed for holding the same, the members present may choose one of their members to be Chairman of the meeting.	
	GENERAL POWERS OF BOARD	
68	The Board may exercise all such powers of the Company and do all such acts, and things as are permitted by the Act and rules made thereunder and Applicable Law , or by the Memorandum, or by these Articles of the Company, except required to be exercised by the Company in General Meeting subject nevertheless to these Articles, to the provisions of the Act and the Applicable Law made thereunder, or any other 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 regulations made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.	General powers of the Company vested in Board
	SPECIFIC POWERS OF BOARD	
69	Without prejudice to the general powers conferred by Section 179(3) of the Act or Applicable Laws made there under and the preceding Article and so as not in any way to limit or restrict those powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in these Articles or the Applicable Law, it is hereby declared that the Directors shall have the following powers; that is to say, Power: -	Specific Powers of Directors
	(i) To pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company;	To pay preliminary expenses
	(ii) To pay any interest lawfully payable under the provisions of the Act;	To pay interest

Article No.	Particulars	Remarks
	(iii) To act jointly and severally in all on any of the powers conferred on them;	
	(iv) To appoint and nominate any Person(s) to act as representative for purpose of attending and/or voting on behalf of the Company at a meeting of any Company or association;	To appoint and nominate
	(v) To comply with the provisions of Applicable Law which in their opinion shall, in the interest of the Company be necessary or expedient to comply with;	
	(vi) To make, vary and repeal bye-laws for regulation of business of the Company and duties of officers and servants including wage and welfare policy, terms and conditions of service, discipline, etc;	To make bye laws
	(vii) Subject to Sections 179 and 188 of, the Act to purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorized to acquire, at or for such price or consideration and generally on such terms and conditions as they may think fit and in any such purchase or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory;	To acquire property
	(viii) Subject to the provisions of the Act and Applicable Laws, to pay for any property, rights or privileges acquired by or services rendered to the Company, either wholly or partially, in Shares, Bonds, Debentures, mortgages, or other securities of the Company, and such Shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon all or any part of the property of the Company and its uncalled Capital or not so charged;	To pay for property
	(ix) To secure the fulfillment of any contracts or arrangement entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled Capital for the Company being or in such manner as they may think fit;	To secure contracts by mortgage/charge
	(x) To accept from any member, as far as may be permissible by law, surrender of his Shares or any part thereof, on such terms and conditions as shall be agreed;	Surrender of Shares by members
	(xi) To borrow or raise or secure the payment of money in such manner as the Company shall think fit and in particular, issue Debenture or Debenture stock, perpetual or otherwise charged upon all or any of the Company's property (both present and future);	To borrow money
	(xii) To open and deal with current account, overdraft accounts with any bank/banks for carrying on any business of the Company;	To deal with banks
	(xiii) To appoint any Person (whether incorporated or not) to accept and hold in trust for the Company any property belonging to the Company, in which it is interested, or for any other purposes; and execute such deeds and do all such things as may be required in relation to any trust, and to provide for the remuneration of such trustee or trustees;	To appoint trustees
		To bring and defend

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	(xiv) To institute, conduct, defend, compound, refer to arbitration or abandon any legal proceedings before any Court, Tribunal or any other Judicial Forum by or against the Company or its officers, or otherwise concerning the affairs of the Company, and also to compound and allow time for payment or satisfaction of any debts due, and of any claim or demands by or against the Company;	action
	(xv) To refer any claims or demands or differences by or against the Company or to enter into any contract or arrangement for reference to arbitration and/or to any Court, Tribunal or any other Judicial Forum and observe, enforce, perform, compound or challenge such awards and to take proceedings for redressal of the same;	To refer to arbitration
	(xvi) To act as trustees in composition of the Company's debtors and/or act on behalf of the Company in all matters relating to bankrupts and insolvents;	To act as trustees
	(xvii) To make and give receipts, releases and other discharges for moneys payable to the Company and for the claims and demands of the Company;	To make & give receipts
	(xviii) Subject to the provisions of Sections 179 and 186 of the Act, to invest and deal with any moneys of the Company not immediately required for the purpose thereof upon such security (not being Shares of this Company), or without security and in such manner as they think fit, and from time to time to vary the size of such investments. Save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name;	To invest the fund of the Company
	(xix) To execute in the name and on behalf of the Company or in favor of any Director or other person who may incur or be about to incur any personal liability whether as principal or surety, for the benefit of the Company, such mortgages of the Company's property (present or future) as they think fit, and any such mortgage may contain a power of sale and such other powers, provisions, covenants and agreements as shall be agreed upon;	To execute mortgages
	(xx) To determine from time to time who shall be entitled to sign, on Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividends, warrants, releases, contracts and documents and to give the necessary authority for such purpose;	To sign on behalf of the Company
	(xxi) Subject to provisions of Applicable Law, to give a Director or any officer or any other person whether employed or not by the Company, Share or Shares in the profits of the Company, commission on the profits of any particular business or transaction; and to charge such bonus or commission as part of the working expenses of the Company;	To give shares in the profits of the Company / commission on the profits To give bonus
	(xxii) To provide for the welfare of Directors or Ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons by building or, contributing to the building of houses, dwellings or by grants of money, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or	

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	contributing to provident and other associations, institutions; funds or trusts and by providing or subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit;	To subscribe to other Objectives
	(xxiii) To subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of public and general utility or otherwise;	To create depreciation and other fund
	(xxiv) Before recommending any Dividend, to set aside out of the profits of the Company such sums as they may think proper for depreciation or to Depreciation Fund, or to an Insurance Fund, or as a Reserve Fund, or Sinking fund, or any Special Fund to meet contingencies or to repay Debentures or Debenture stock, or for special dividends or for equalized dividends or for repairing, improving, extending and maintaining any of the property of the Company or for such other purpose (including the purposes referred to in the" preceding clause), as the Board may, in their absolute discretion, think conducive to the interest of the Company, and subject to Section 179 of the Act, to invest the several sums so set aside or so much thereof as required to be invested upon such investments(other than Shares of the Company) as they may think fit, and from time to time to deal with and vary such investments and dispose of and apply and expand all or any part thereof for the benefit of the Company, in such manner and for such purpose as the Board in their absolute discretion think conducive to the interest of the Company, notwithstanding that the matters to which the Board apply or upon which they expend the same, or any part thereof, may be matters to or upon which the capital moneys of the Company might rightly be applied or expended; and to divide the reserve into such special Funds as the Board may think fit, with full power to transfer the whole; or any portion of a Reserve Fund or division of a Reserve Fund to another Reserve Fund or division, of a Reserve Fund and with full power to employ the assets constituting all or any of the above Funds, including the Depreciation Fund, in the business of the Company or in the purchase or repayment of Debentures or Debenture stock, and without being bound to keep the same, separate from the other assets, and without being bound to pay interest on the same, however, Board at their discretion to pay or allow to the credit of such funds interest at such rate as the Board may think proper.	To create posts and appoint officers
	(xxv) To create posts and to appoint, and at their discretion remove or suspend such executive directors, general managers, managers, company secretary, assistants, supervisor, clerks, agents and servants of permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties and fix their salaries or emoluments or remuneration, and to require security in such instances and to such amount as they may think fit also from time to time provide for the management and transaction of the affairs of the Company in any specified locality in India, or elsewhere in such manner as they think fit.	
	(xxvi)	

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	a) To comply with the requirements of any local law which in their opinion it shall, in the interest of the Company, be necessary of expedient of comply with;	
	b) Subject to applicable provisions of the Act and Applicable Law made thereunder, to appoint purchasing and selling agents for purchase and sale of Company's requirement and products respectively;	To establish local bodies
	c) From time to time and at any time to establish any local board for managing any of the affairs of the Company in any specified locality in India or elsewhere and to appoint any persons to the members of such local boards and to fix their remuneration;	To delegate
	d) Subject to Section 179 & 180 of the Act , the Board may from time to time and at any time, delegate to any person so appointed any of the powers, authorities and discretion for the time being vested in the Board, other than their power to make calls or to make loans or borrow or moneys, and to authorize the Members for the time being of any such local board, or any of them to fill up any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made on such terms and subject to such conditions as the Board may think fit, and the Board may at any time remove any person so appointed, and may annul or vary any such delegation;	Authority to further sub-delegate To lend money
	e) Any such delegate or attorney as aforesaid may be authorized by the Directors to sub-delegate all or, any of the powers authorities and discretions for the time being vested in them;	
	f) To lend moneys to subsidiaries and associated organizations, on such terms and conditions as they may consider desirable subject to the provisions of the Act;	
	g) At any time and from time to time by power of attorney under the Seal of the Company, to appoint any person or persons to be the Attorney or Attorneys of the Company, for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Board under these presents and excluding the powers to make calls and excluding also, except in their limits authorized by the Board, the power to make loans and borrow money) 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 favor of the members or any of the Members of any Local Board, established as aforesaid or in favor of any Company, or the Share holders, Directors, nominees or managers of any Company or firm or otherwise in favor of any fluctuating body of persons whether nominated directly by the Board and any such power of Attorney may contain such powers for the protection or convenience of persons dealing with such attorneys as the Board may think fit and may contain powers enabling any such delegates or attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them;	To enter into contracts
	h) Subject to Sections 184 and 188 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company to enter into all such contracts, agreements and to execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient;	To take insurance
	i) Subject to the provisions of the Act, the Board may pay such remuneration to Chairman of the Board upon such conditions as they may think fit;	

Article No.	Particulars	Remarks
	j) To take insurance of any or all properties of the Company and any or all the employees and their dependants against any or all risks;	
	k) To take insurance on behalf of its CMD/Managing Director/CEO, Whole-Time Director, Directors, Manager, Chief Executive Officer, Chief Financial Officer or Company Secretary or any officer or employee of the Company for indemnifying any of them against any liability in respect of any negligence, default, misfeasance, breach of duty or breach of trust for which they may be guilty in relation to the Company;	To invest money
	l) To invest and deal with any of the moneys of the Company in any currency not immediately required for the purposes thereof, upon such securities and in such manner as they may think fit and from time to time to vary or realize such investment, subject to compliance of RBI and Government guidelines as issued from time to time;	To subscribe to other funds Work of capital nature
	m) To subscribe or otherwise to assist or to guarantee money to scientific institutions or objects;	
	n) To authorize from time to time undertaking of works of capital nature on new projects, modernization, purchase of equipment, etc, involving a capital expenditure of ` 500 crore or net worth of the company whichever is less or as amended from time to time as prescribed by DPE for Mini-Ratna Category-I, CPSEs. Any work of capital nature exceeding the aforesaid financial limits shall be referred to the President for approval and provided that:- (i) within any financial year the funds required will be found from the internal resources and within the budget allocation for the project; (ii) the expenditure on such works in subsequent years would be the first call on the respective budget allocations;	To appoint attorneys
	o) To appoint attorneys from time to time to provide for the management of the affairs of the company outside the housing and infrastructure finance areas which in the context includes the townships and sites of operations of the company in such manner as they think fit, and in particular to appoint any person to be the attorney or agent of the company with such powers (including power to sub-delegate) and upon such terms as may be thought fit;	To promote joint venture and subsidiaries Affixation of Seal
	p) To promote or establish wholly or partly owned companies or subsidiaries or joint venture/technical joint venture and to participate in their share capital and to exercise powers as per Government's guidelines issued in this regard from time to time;	
	q) (i) The Board shall provide a Common Seal to the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof and the Seal shall never be used except by the authority of the Board or a Committee of the Board previously given. The Company shall also be at liberty to have an official Seal for use in any territory, district or place outside India; The Seal shall not be affixed to any instrument except by the authority of the resolution of the Board of Directors or of a Committee of the Board authorized by it in that behalf, and except and in the presence of at least one Director or the Company Secretary or such other person as the Board may specify/appoint for the purpose. The custody of the seal shall always remain with the Company Secretary of the Company.	Powers conferred on the CMD/Managing Director/CEO
	r) (i) Subject to the article above, the powers conferred on the CMD/ Managing Director/CEO shall be exercised for such objects and purpose and upon such terms and conditions and with such	

Article No.	Particulars	Remarks
	restrictions as the Board may think fit and it may confer such powers either collateral with or to the exclusion of and in substitution of all or any of the powers of the Board in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers. CMD/Managing Director/CEO shall not exercise any powers under Section 179 of Act except such powers which can be delegated under the Act and specifically delegated by a resolution of the Board; (ii) The Board of Directors may, subject to Section 179 of the Act, entrust to and confer upon a CMD/CEO/Managing Director or Whole-Time Director, any of the powers exercisable by them, upon such terms and conditions and with such restrictions, as they may think fit and either collaterally with or to the exclusion of their own powers and may, from time to time, revoke, withdraw or alter or vary all or any of such powers; s) To structure and implement schemes relating to personnel and Human Resource Management, Training, Voluntary or Compulsory Retirement Scheme.	Personnel Policies etc
	VIGIL MECHANISM	
70	The Company shall establish a vigil mechanism for their Directors and employees to report their genuine concerns or grievances. Audit Committee shall oversee the vigil mechanism. The vigil mechanism shall provide for adequate safeguards against victimisation of employees and Directors who avail of the vigil mechanism and also provide for direct access to the Chairman of the Audit Committee or the Director nominated to play the role of Audit Committee, as the case may be, in exceptional cases. In case of repeated frivolous complaints being filed by a Director or an employee, the Audit Committee may take suitable action against the concerned Director or employee including reprimand.	Vigil Mechanism
	DUTIES OF DIRECTORS	
71	(i) Subject to the provisions of this Act, a director of a company shall act in accordance with the articles of the company. (ii) A director of a company shall act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, the community and for the protection of environment. (iii) A director of a company shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment. (iv) A director of a company shall not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company. (v) A director of a company shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company. (vi) A director of a company shall not assign his office and any assignment so made shall be void. (vii) If a director of the company contravenes the provisions of this section such director shall be punishable with fine which shall not be less than one lakh rupees but which may extend to five lakh rupees. (viii) The Board shall: (a) periodically review compliance reports pertaining to all laws applicable to the Company, as well as the steps taken by the Company to rectify instances of non-compliances; (b) satisfy itself that plans are in place for orderly succession for	Duties of Directors

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	appointment to the Board of Directors and senior management; (c) lay down a code of conduct for all members of Board of Directors and senior management of the company. The code of conduct shall suitably incorporate the duties of Independent Directors as laid down in the Act; (d) be responsible for framing, implementing and monitoring the risk management plan for the Company. The Company shall lay down procedures to inform members of the Board of Directors about risk assessment and minimization procedures.	
	MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER	
72	Subject to the provisions of the Act and Applicable Law:– (a) A Manager, Company Secretary or Chief Financial Officer may be appointed at a Board Meeting for such term, at such remuneration and upon such conditions as it may thinks fit; and any Manager, Company Secretary or Chief Financial Officer so appointed may be removed by means of a resolution at a Board Meeting; (b) The Board may also designate the head of the finance functions to be the CFO of the Company.	Manager, Company Secretary or Chief Financial Officer
	FUNCTIONS OF THE COMPANY SECRETARY	
73	The functions of the Company Secretary shall be in accordance with Section 205 of the Act and other Applicable Law.	Functions of the Company Secretary
	DIVISION OF PROFIT AND DIVIDEND	
74	(i) The Company in general meeting may declare dividends to be paid to members according to their respective rights and interest in the profits and may fix the time for payment, but no dividend shall exceed the amount recommended by the Board. The Company in general meeting may, however, declare a smaller dividend. No Dividend shall bear interest against the Company.	Company in general meeting may declare dividends
	(ii) Subject to the provisions of Section 123 of the Act and Applicable Law, the Board may from time to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit.	Interim dividends
	(iii) The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applied for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for authorized 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 consider necessary not to divide, without setting them aside as a reserve.	Dividends only to be paid out of profits. Carry forward of profits
	(iv) The profits of the Company subject to provision of the Act and rules made thereunder and any restrictions and limitations or special rights in relation thereto created or authorized to be created by the Memorandum or by these Articles shall be divisible among the members in proportion to the amount of capital paid up in shares held by them respectively. Provided always that (subject as aforesaid) any capital paid up on share during the period in respect of which a dividend is declared shall, unless the Directors otherwise determine, only entitle the holder of such share to an apportioned amount of such dividends as from the date of payment.	Division of profits
	(v) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share.	Payments in advance

Article No.	Particulars	Remarks
	All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.	Dividends to be apportioned
	(vi) The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company. The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares.	No member to receive dividend whilst indebted to the Company and Company's right to reimbursement there from Retention of dividends
	(vii) Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.	Dividend how remitted Instrument of payment Discharge to Company
	(viii) Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.	Receipt of one holder sufficient
	(ix) No dividend shall bear interest against the Company.	No interest on dividends
	(x) The waiver in whole or in part of any dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board.	Waiver of dividends
	(xi) There shall not be any forfeiture of unclaimed dividends and the Company shall comply with the applicable provisions of the Act relating to transfer of unclaimed and unpaid dividend to the Investor Education and Protection Fund or to any such other fund as may be required under applicable laws.	Unpaid or Unclaimed dividend
	ACCOUNTS	
75	The Directors shall from time to time determine whether and to what extent and at what time and places as under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being directors and no person (not being a Director) other than the President or his nominees shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorized by the Company in General Meeting.	Inspection by members the accounts and books of the company
	PREPARATION OF FINANCIAL STATEMENTS OR BOARD'S REPORT	
76	(i) The Board of Directors shall prepare and lay the financial statements before the Company in general meeting in accordance with the Section 129 of the Act.	Financial Statements

Article No.	Particulars	Remarks
	The Board of Directors shall, as per Section 134 of the Act, attach to the financial statements laid before the Company in general meeting a report, which shall include such matter as are required under the Act and rules made thereunder or under the listing agreements or any other applicable law, to be included therein.	Board's Report
	(ii) The financial statements shall give a true and fair view of affairs of the Company, comply with the Accounting Standards notified under the Act and shall be in the form or forms as may be provided under the Act. Provided that the items contained in such financial statements shall be in accordance with the Accounting Standards.	Contents of financial statements
	(iii) Without prejudice to the provisions of Section 101 , a copy of the financial statements, including consolidated financial statements, if any, auditor's report and every other document required by law to be annexed or attached to the financial statements, which are to be laid before the Company in its general meeting, shall be sent to every members of the Company, to every trustee for debenture-holder of any debentures issued by the Company, and to all persons other than such member of trustee, being the person so entitled, not less than twenty-one days before the date of meeting. (iv) Provided that in case of a listed Company, the provisions of the Act, shall be deemed to be compiled with, if the copies of the documents are made available for inspection at its registered office during working hours for a period of twenty-one days before the date of the meeting and a statement containing salient features of such documents in the prescribed form or copies of the documents, as the Company may deem fit, is sent to every member of the Company and to every trustee for the holders of any debentures issued by the Company not less than twenty-one days before the date of meeting unless the shareholders ask for full financial statements. Provided also that a listed Company shall also place its financial statements including consolidated financial statements, if any, and all other documents required to be attached thereto, on its website, which is maintained by or on behalf of the Company. The Company shall comply with the relevant provisions of the Listing Agreement and Rules and Regulations of the SEBI for preparation, execution and adoption of the financial statements.	Financial statement to be sent to members
	(v) Subject to the provisions of Section 131 of the Act and the Applicable Law made thereunder, the Board may require the preparation of revised financial statement of the Company or a revised Boards' Report in respect of any of the three preceding financial years, if it appears to them that (a) the Financial Statement of the Company or (b) the Report of the Board do not comply with the provisions of Section 129 or Section 134 of the Act.	Preparation of Revised Financial Statements or Board's Report
	AUDIT	
77	(a) Statutory Auditors shall be appointed or re-appointed by the Comptroller & Auditor General of India and Cost Auditors, if any, shall be appointed by the Board. The rights and duties and terms of appointment of auditors shall be regulated in accordance with Sections 139 to 148 of the Act and other Applicable Laws, if any. (b) Subject to the provisions of Section 139 of the Act and Applicable Laws made thereunder, the Statutory Auditors of the Company shall be appointed for a period not exceeding five consecutive years.	Appointment of Statutory Auditors, Cost Auditors and Secretarial Auditor

Article No.	Particulars	Remarks
	(c) Secretarial Auditor shall be appointed by the Board and their rights and duties regulated in accordance with Sections 204 of the Act and Applicable Law, if any.	
	DOCUMENTS AND NOTICES	
78	(a) A document or notice may be served or given by the Company on any member either personally or sending it by post to him to his registered address or (if he has no registered address in India) to the address, if any, in India supplied by him to the Company for serving documents or notices on him or by way of any electronic transmission, as prescribed in Section 20 of the Act and Applicable Law made thereunder. Where a document or notice is sent by post, service of the document or notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document or notice, provided that where a member has intimated to the Company in advance that documents or notices should be sent to him by registered post with or without acknowledgment due and has deposited with the Company a sum sufficient to defray the expenses of the doing so, service of the documents or notice shall not be deemed to be effected unless it is sent in the manner intimated by the member and such service shall be deemed to have been effected in the case of Notice of a meeting, at the expiration of forty-eight hours after the letter containing the document or notice is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.	Service of documents and notice
	(b) A document or notice advertised in a newspaper circulating in the neighbourhood of the registered office of the Company shall be deemed to be duly served or sent on the day on which the advertisement appears to every member who has no registered address in India and has not supplied to the Company an address within India for serving of documents on or the sending of notices to him.	Newspaper advertisement of notice to be deemed duly serviced
	(c) A document or notice may be served or given by the Company or given to the joint-holders of a Share by serving or giving the document or notice on or to the joint-holders named first in the Register of Members in respect of the Share.	Notice to whom served in case of joint shareholders
	(d) A document or notice may be served or given by the Company on or to the persons entitled to a Share in consequence of the death or insolvency of a member by sending it through post in a prepaid letter addressed to him or them by name or by the title of representatives of the deceased or assignee of the insolvent or by any like description, at the address if any in India supplied for the purpose by the persons claiming to be entitled, or (until such an address has been so supplied) by serving the document or notice in any manner in which the same might have been given if the death or insolvency had not occurred.	Notice to be served to representative
	(e) Documents or notices of every General Meeting shall be served or given in the same manner hereinbefore on or to (a) every member of the Company, legal representative of any deceased member or the assignee of an insolvent member, (b) every Director of the Company and (c) the Auditor(s) for the time being of the Company.	Service of notice of General Meetings
	(f) Every person who, by operation of law, transfer or other means whatsoever, shall become entitled to any Share, shall be bound by every document or notice in respect of such shares, previously to his name and address being entered on the Register of Members, shall have been duly served on or given to the person from whom he derives his title to such shares.	Members bound by notice

Article No.	Particulars	Remarks
	(g) Any document or notice to be served or given by the Company may be signed by a Director or some person duly authorized by the Board of Directors for such purpose and the signatures thereto may be written, printed or lithographed.	Documents or notice to be signed
	(h) All documents or notices to be served or given by members on or to the Company or any office thereof shall be served or given by sending it to the Company or officer at the office by post or by registered post, or by leaving it at the office or by such other electronic means as prescribed in Section 20 of the Act and Applicable Law made thereunder.	Notice to be served by post or other electronic means
	(i) Any information in the form of a micro film of a document or image or a facsimile copy or any statement in a document included in a printed material produced by a computer shall be deemed to be a document and shall be admissible in any proceedings without further production of original, provided the conditions referred in Section 397 are complied with. All provisions of the Information Technology Act, 2000 relating to the electronic records, including the manner and format in which the electronic records shall be filed, in so far as they are consistent with the Act, shall apply to the records in electronic form under Section 398 of the Act.	Admissibility of micro films, computer prints and documents to be treated as documents and evidence
	STATUTORY REGISTERS	
79	The Company shall keep and maintain at its registered office all statutory registers namely, register of charges, register of members (including Foreign Register of members/debenture holders as the case may be) register of debenture holders, register of any other security holders, the register and index of beneficial owners and annual return, register of loans, guarantees, security and acquisitions, register of investments not held in its own name and register of contracts and arrangements for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act, and the Rules or any other applicable laws. The registers and copies of annual return shall be open for inspection during 11.00 a.m. to 1.00 p.m. on all working days, other than Saturdays, at the registered office of the Company by the persons entitled thereto on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules.	Statutory registers
	WINDING UP	
80	Subject to the applicable provisions of Chapter XX of the Act and the Rules made there under – If the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Act, but subject to the rights attached to any Preference Share Capital, divide among the contributories in specie or kind the whole or any part of the assets of the Company and may with the like sanction vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories as the Liquidator, with the like sanction shall think fit. For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.	Winding up of Company

Article No.	Particulars	Remarks
	But this clause is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.	
	SECRECY CLAUSE	
81	Every manager, auditor, trustee, member of a committee, officer, servant, agent, accountant or other person employed in the business of the company shall, if so required by the Board of Directors, before entering upon the duties, sign a declaration pledging himself to observe strict secrecy respecting all bonafide transactions of the company with its customers and the state of accounts with individuals 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 his duties except when required to do so by the Directors or by any general meeting or by the law of the country and except so far as maybe necessary in order to comply with any of the provisions in these presents and the provisions of the Act. No member/debenture-holder shall be entitled to visit or inspect the company's work without permission of a director or to require discovery of or any detail of the company's trading or any matter which is or may be in the nature of a trade secret or secret success which may relate to the conduct of the business of the company and which in the opinion of the Directors, it will be inexpedient in the interest of the members of the company to communicate to the public.	Secrecy Clause
	INDEMNITY AND RESPONSIBILITY	
82	(i) Subject to the provisions of the Act, every officer of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expense) which such officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such officer or in any way in the discharge of his duties in such capacity including expenses. Subject as aforesaid, every officer of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favor or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court.	Directors and officers right to indemnity
	The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.	Insurance
	(ii) The Company shall permit any Person designated by the Investor ("Designated Persons") to discuss the affairs, finances and accounts of Company with their officers and other principal executives at such time as may reasonably be requested, and all books, records, accounts, documents and vouchers relating to the business and the affairs of Company including any project of Company, shall at such time be open to the inspection of any such Person, who may make such copies thereof or extracts there from as such Person may deem appropriate. The Investor will also have complete access to the statutory and internal auditors of the Company for inspection of books of accounts or resolution of any queries that the Investor may have. The Company shall make necessary arrangements for the Designated Persons to visit a project site upon receipt of reasonable notice from Investor.	Access to property information etc.

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	Provided that the Investor shall and shall ensure that the Designated Persons shall maintain all information and documents received pursuant to this Article in strict confidence	
	NOT RESPONSIBLE FOR THE ACT(S) OF OTHERS	
83	Subject to the provisions of the Act and Rules thereof, no director, manager or other officer of the company shall be liable for the acts, receipts, neglects or defaults of any other directors or officer, or for joining in any receipt of other Act(s) done for the sake of conformity or for any loss or expense happening to the company through insufficiency or deficiency of title to any property acquired by order of the director for or on behalf of the company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person company or corporation, with whom any monies securities or effects shall be entrusted or deposited or for any loss occasioned by any error of judgement or oversight on his or their part, or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his or their office or in relation thereto, unless the same happens through his own dishonesty or malafide negligence.	Not Responsible for Act(s) of others
	REQUIREMENT OF COMPLIANCE WITH THE PROVISIONS OF THE SEBI LISTING REGULATIONS AND THE RULES AND REGULATIONS MADE BY SECURITIES AND EXCHANGE BOARD OF INDIA	
84	(1) The Company shall from time to time comply with all the provisions as stipulated under the SEBI Listing Regulations and the Rules and the Regulations made by Securities and Exchange Board of India. Any provision of these Articles which is contrary to the provisions of the SEBI Listing Regulations or the Rules and Regulations made by SEBI or the provision of the Act, the said provision shall be deemed to be amended to the extent necessary to make it compliant with the said Listing Agreement or the Rules and Regulations of the SEBI or the Act. In case of any inconsistency between the provisions of these Articles, SEBI Listing Regulations, SEBI Rules and Regulations and the Act, the provision/ compliance which is/are more onerous shall be applicable in such case, and these Articles shall be deemed amended to such extent. (2) Notwithstanding anything contained in the Articles, with respect to the words, "SEBI", "SEBI Regulations", and other allied terms" , such clauses will be effective only subsequent to the listing of Company' shares on Stock exchanges.	Requirement of Compliance with the provisions of the SEBI Listing Regulations and the Rules and Regulations made by Securities and Exchange Board of India

SECTION IX: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts and documents (not being contracts entered into in the ordinary course of business carried on by our Company or entered into more than two years before the date of the Red Herring Prospectus), which are or may be deemed material have been entered or to be entered into by our Company. These contracts, and documents copies of which will be attached to the copy of the Red Herring Prospectus and this Prospectus, delivered to the RoC, and also the documents for inspection referred to hereunder, may be inspected at our Registered Office from 10.00 am to 5.00 pm on Working Days from Bid/Offer Opening Date until the Bid/Offer Closing Date.

A. Material Contracts to the Offer

1. Offer Agreement dated August 21, 2019 among our Company, the Selling Shareholder and the BRLMs.

2. Registrar Agreement dated August 21, 2019 among our Company, the Selling Shareholder and Registrar to the Offer.

3. Public Offer Account and Sponsor Bank Agreement dated September 24, 2019 among our Company, the Selling Shareholder, the BRLMs, the Bankers to the Offer, the Refund Banks, the Sponsor Bank, the Syndicate Members and the Registrar to the Offer.

4. Syndicate Agreement dated September 24, 2019 among our Company, the Selling Shareholder, the BRLMs and the Syndicate Members.

5. Underwriting Agreement dated October 7, 2019 among our Company, the Selling Shareholder and the Underwriters.

6. Tripartite Agreement dated July 4, 2019, among CDSL, our Company and the Registrar to the Offer.

7. Tripartite Agreement dated September 25, 2017 among NSDL, our Company and the Registrar to the Offer.

8. Share Escrow Agreement dated September 24, 2019 entered into among our Company, the Selling Shareholder and the Share Escrow Agent.

B. Material Documents

1. Certified copies of our Memorandum of Association and Articles of Association, as amended from time to time.

2. Letter issued by the Ministry of Railways (on behalf of the President of India), dated August 21, 2019 approving the divestment of 12.50% of the Equity Share capital of our Company, i.e., 20,000,000 Equity Shares, through the Offer.

3. Letter bearing no 2019/PL/49/01 dated September 19, 2019, issued by the Ministry of Railways (on behalf of the President of India), conveying the consent for inclusion of 160,000 Equity Shares for Employees Bidding in the Employee Reservation Portion as part of the Offer for Sale.

4. Copies of annual reports of our Company for Fiscals 2017, 2018 and 2019.

5. Examination reports of the Statutory Auditor M/s. Serva Associates, Chartered Accountants, dated August 21, 2019 on the Restated Financial Statements included in this Prospectus.

6. Statement of possible special tax benefits available to our Company and its Shareholders from M/s. Serva Associates, Chartered Accountants dated August 21, 2019.

7. Written consent of the Statutory Auditor, M/s. Serva Associates, Chartered Accountant, to include their name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 in respect of their: (a) reports dated August 21, 2019 on the Restated Financial Statements; and (b) report dated August 21, 2019 on the statement of special tax benefits available for our Company and the Shareholders which have been included in this Prospectus.

8. Consents of the Directors of our Company, Company Secretary and Compliance Officer, Chief Financial Officer, Bankers to our Company, BRLMs, Syndicate Members, Registrar to the Offer, Sponsor Bank, Bankers to the Offer, Refund Banks, CRISIL, Legal Counsel to our Company and the Selling Shareholder as to Indian Law, International Legal Counsel to our Company and the Selling Shareholder and the Legal Counsel to the BRLMs as to Indian Law, in their respective capacities.

9. Memorandum of Understanding dated May 20, 2019 entered between our Company and Ministry of Railways for the financial year 2019 – 20.

10. Memorandum of Understanding dated January 17, 2007 entered into between the Ministry of Railways, Government of India and our Company.

11. Letter dated August 5, 2019 bearing no. 2015/TG – I/ 10/DT by Ministry of Railways, Railway Board for restoration of service charge in case online booking of tickets through IRCTC.

12. Office Memorandum dated July 19, 2019 bearing no. F. No. 3/13/2019 – Cy(E – file 300422010) by Department of Economic Affairs, Ministry of Finance, Government of India for revocation of full reimbursement of service charge levied on online booking railways tickets to IRCTC.

13. MoR Order no. 2016/E(O)II/40/11 dated September 18, 2017 for the appointment of Mahendra Pratap Mall as Chairman and Managing Director and MoR Order No. 2016/E(O)II/40/11 dated October 13, 2017 prescribing the terms and conditions of his appointment.

14. MoR Order no. 2016/E(O)II/40/18 dated May 18, 2018 for the appointment of Rajni Hasija as Whole-time Director (Tourism & Marketing) and MoR Order No. 2016/E(O)II/40/18 dated February 12, 2019 prescribing the terms and conditions of her appointment.

15. MoR Order no. 2011/E(O)II/40/38 dated August 16, 2019 for appointment of Narendra as Director (Finance).

16. MoR Order no. 2004/PL/49/1 dated June 26, 2018 for the appointment of Neeraj Sharma as our Part-time Government Director

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17. MoR Order no. 2004/PL/49/1 dated December 8, 2016 for the appointment of Smita Rawat as our Part-time Government Director.

18. MoR Order no. 2008/PL/49/1 dated January 31, 2017 for the appointment of Kanak Aggarwal as our Part-time (Non-official) Director.

19. MoR Order no. 2008/PL/49/1 dated March 8, 2018 for the appointment of Sarita Deshpande as our Part-time (Non-official) Director.

20. MoR Order no. 2008/PL/49/1 dated January 31, 2017 for the appointment of Rabi Narayan Bohidar as our Part-time (Non-official) Director.

21. MoR Order no. 2008/PL/49/1 dated January 31, 2017 for the appointment of Dheeraj Sharma as our Part-time (Non-official) Director.

22. MoR Order no. 2010/PL/45/14 dated September 19, 2017 for the appointment of Comal Ramachandran Sundaramurti as our Part-time (Non-official) Director.

23. MoR Order no. 2010/PL/45/14 dated September 19, 2017 for the appointment of Sachin Chaturvedi as our Part-time (Non-official) Director.

24. Joint Venture Agreement dated December 10, 2008 entered between our Company and Cox & Kings (India) Limited.

25. Industry reports titled "Report on Railway Services (Catering, Travel and Tourism, e-Ticketing and Packaged Drinking Water)" from CRISIL dated August, 2019.

26. In-principle listing approvals dated September 5, 2019 and September 6, 2019 received from NSE and BSE, respectively.

27. Due diligence certificate dated August 21, 2019 to SEBI from the BRLMs.

28. Observation letter, dated September 17, 2019 bearing no. SEBI/CFD/DIL – 1/YJ/KB/2019/24240 received from SEBI in respect of the DRHP.

Any of the contracts or documents mentioned in this Prospectus may be amended or modified at any time, if so required in the interest of our Company, or if required by other parties, without notification to the shareholders, subject to compliance with the provisions contained in the Companies Act, 2013 and other relevant statutes.

DECLARATION

We hereby certify and declare that all relevant provisions of the Companies Act and the rules/guidelines/regulations issued by the Government of India or the rules/guidelines/regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. We further certify that all statements in this Prospectus are true and correct.

SIGNED BY ALL THE DIRECTORS OF OUR COMPANY

Mahendra Pratap Mall
Chairman and Managing Director

Rajni Hasija
Whole–time Director (Tourism & Marketing)

Narendra
Director (Finance)

Neeraj Sharma
Part–time Government Director

Smita Rawat
Part–time Government Director

Kanak Aggarwal
Part–time (Non–official) Director

Sarita Deshpande
Part–time (Non–official) Director

Rabi Narayan Bohidar
Part–time (Non–official) Director

Dheeraj Sharma
Part-time (Non-official) Director

Comal Ramachandran Sundaramurti
Part–time (Non–official) Director

Sachin Chaturvedi
Part–time (Non–official) Director

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

Ajai Srivastava
Group General Manager (Finance) and Chief Financial Officer

Date: October 7, 2019
Place: New Delhi

DECLARATION

On behalf of the Selling Shareholder, I certify and confirm that all the statements and undertakings made in this Prospectus about or in relation to the Selling Shareholder and the Equity Shares which are being offered pursuant to this Offer for Sale are true and correct.

Signed on behalf of the Selling Shareholder

Authorised Signatory of the President of India,
acting through the Ministry of Railways, Government of India

Name: Amar Prakash Dwivedi

Designation: ED PSU, Railway Board

Date: October 7, 2019

Place: New Delhi